

# 対内直接投資等に関する政令（暫定版） Cabinet Order on Inward Direct Investment (Tentative translation)

(昭和五十五年十月十一日政令第二百六十一号)  
(Cabinet Order No. 261 of October 11, 1980)

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**第一章 総則**

**Chapter I General Provisions**

（趣旨）

(Purpose)

第一条 この政令は、外国為替及び外国貿易法（以下「法」という。）第五章に規定する対内直接投資等、特定取得及び技術導入契約の締結等に関する事項の管理若しくは調整又は報告に関し必要な事項を定めるものとする。

Article 1 This Cabinet Order is to provide for necessary matters with regard to the management, coordination, or report of matters concerning inward direct investment, etc., specified acquisition, and the conclusion, etc. of a technology introduction contract provided for in Chapter V of the Foreign Exchange and Foreign Trade Act (hereinafter referred to as the "Act").

**第二章 対内直接投資等**

**Chapter II Inward Direct Investment, etc.**

（対内直接投資等の定義に関する事項）

(Matters Concerning the Definition of Inward Direct Investment, etc.)

第二条 法第二十六条第一項第三号に規定する他の会社を通じて間接に保有されるものとして政令で定める会社の議決権の数は、当該会社の株主若しくは出資者である他の会社（同項第一号又は第二号に掲げるもの（次項及び第四項第一号において「外国法人等」という。）の出資比率が百分の五十以上であるものに限る。第四項第一号において同じ。）又はその子会社（会社法（平成十七年法律第八十六号）第二条第三号に規定する子会社をいい、外国の法令に基づいて設立された法人その他の団体及び外国に主たる事務所を有する法人その他の団体を除く。以下同じ。）が直接に保有する当該会社の議決権（法第二十六条第一項第三号に規定する議決権をいう。以下同じ。）の数とする。

Article 2 (1) The number of voting rights in a company specified by Cabinet Order as those indirectly held via another company, as prescribed in Article 26, paragraph (1), item (iii) of the Act, is the number of voting rights (meaning the voting rights prescribed in Article 26, paragraph (1), item (iii) of the Act; the same applies hereinafter) in the company directly held by another company that is the company's shareholder or equity investor (limited to a company in which the investment ratio of the person set forth in item (i) or (ii) of that paragraph (referred to as a "foreign corporation, etc." in the following paragraph and paragraph (4), item (i)) is 50 percent or more; the same applies in paragraph (4), item (i) or by the company's subsidiary company (meaning the subsidiary company prescribed in Article 2, item (iii) of the Companies Act (Act No. 86 of 2005), and excluding a corporation or any other organization established based on laws and regulations of a foreign country, and a corporation or any other organization which has its principal office in a foreign country; the same applies hereinafter).

2 前項の「出資比率」とは、外国法人等が直接に保有する会社の議決権の数が当該会社の総株主又は総社員の議決権の数に占める割合をいう。

(2) The term "investment ratio" referred to in the preceding paragraph means the ratio of the number of voting rights in a company directly held by a foreign corporation, etc. to the number of voting rights held by all shareholders or all members of the company.

3 法第二十六条第一項第四号に規定する出資の金額の合計に係る同号に規定する政令で定めるものは、次に掲げるものとする。

(3) The person specified by Cabinet Order as prescribed in Article 26, paragraph (1), item (iv) of the Act with regard to the total of the amounts of capital contributions prescribed in that item is any of the following:

一 外国の法令に基づいて設立された法人その他の団体又は外国に主たる事務所を有する法人その他の団体

(i) a corporation or any other organization established based on laws and regulations of a foreign country, or a corporation or any other organization which has its principal office in a foreign country;

二 法第二十六条第一項第三号に掲げるもの（特定上場会社等を除く。）

- (ii) a company set forth in Article 26, paragraph (1), item (iii) of the Act (excluding a specified listed company, etc.);
- 三 法人その他の団体であつて、法第二十六条第一項第一号に掲げるものがその役員（同項第五号に規定する役員をいう。以下同じ。）又は役員で代表する権限を有するもののいずれかの過半数を占めるもの（前二号に掲げるものを除く。）
- (iii) a corporation or any other organization in which the persons set forth in Article 26, paragraph (1), item (i) of the Act account for the majority of its officers (meaning the officer prescribed in item (v) of that paragraph; the same applies hereinafter) or the majority of its officers having the authority to represent (excluding those set forth in the preceding two items); and
- 四 組合等（法第二十六条第一項第四号に規定する組合等をいう。以下同じ。）であつて、同項第一号に掲げるもの及び前三号に掲げるものが当該組合等の業務執行組合員（同項第四号に規定する業務執行組合員をいう。以下同じ。）の過半数を占めるもの（前三号に掲げるものを除く。）
- (iv) a partnership, etc. (meaning the partnership, etc. prescribed in Article 26, paragraph (1), item (iv) of the Act; the same applies hereinafter) in which the persons set forth in item (i) of that paragraph and those set forth in the preceding three items account for the majority of executive partners (meaning the executive partner prescribed in item (iv) of that paragraph; the same applies hereinafter) of the partnership, etc. (excluding those set forth in the preceding three items);
- 4 前項第二号に規定する「特定上場会社等」とは、法第二十六条第一項第三号に掲げるもののうち上場会社等（同条第二項第一号に規定する上場会社等をいう。以下同じ。）であつて、次に掲げる株式の数又は議決権の数の当該上場会社等の発行済株式の総数又は総議決権（同条第一項第三号に規定する総議決権をいう。以下同じ。）に占める割合のいずれもが百分の十未満であるものをいう。
- (4) The term "specified listed company, etc." prescribed in item (ii) of the preceding paragraph means a company set forth in Article 26, paragraph (1), item (iii) of the Act, which is a listed company, etc. (meaning the listed company, etc. prescribed in paragraph (2), item (i) of that Article; the same applies hereinafter), and in which all of the ratios of the number of shares or number of voting rights set forth in the following to the total number of issued shares of, or the total voting rights (meaning the total voting rights prescribed in paragraph (1), item (iii) of that Article; the same applies hereinafter) in the listed company, etc. is less than 10 percent:
- 一 上場会社等の各株主（外国法人等又は他の会社若しくはその子会社に限る。次号において同じ。）が所有する当該上場会社等の実質株式（議決権等行使等権限（株式に係る株主としての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いう。以下この条及び次条第一項第八号において同じ。）が株式を所有するもの以外のものに委任され、かつ、当該委任により当該株式を所有するものが当該株式に係る株主としての

議決権その他の権利を行使できない場合の株式以外の株式をいう。以下同じ。) の数、当該株主を第十九項第一号に規定する株式取得者等とした場合に同項各号に掲げるものに該当することとなる非居住者である個人又は法人その他の団体（法第二十六条第一項第二号、第三号又は第五号に掲げるものに該当するものに限る。次号において同じ。）（以下この号において「株主の密接関係者」という。）が所有する当該上場会社等の実質株式の数並びに当該株主及び当該株主の密接関係者が投資一任契約（金融商品取引法（昭和二十三年法律第二十五号）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。以下この条において同じ。）その他の契約に基づき他のものから委任を受けて株式の運用（その指図をすることを含み、第七項に規定する要件を満たすものに限る。）をする場合におけるその対象となる当該上場会社等の株式の数を合計した純株式数（株式のうち重複するものがある場合には、当該重複する数を控除した純計によるもの。以下同じ。）

- (i) the net number of shares obtained by aggregating the number of substantial shares (meaning shares other than the shares for which the authority for exercise, etc. of voting rights, etc. (meaning the authority to exercise voting rights or any other rights as a shareholder of a share or the authority to give instructions regarding the exercise of voting rights or any other rights; hereinafter the same applies in this Article and paragraph (1), item (viii) of the following Article) is delegated to a person other than the owners of shares, and, as a result of this delegation, the owners of the shares cannot exercise the voting rights or any other rights as the shareholders of those shares; the same applies hereinafter) in a listed company, etc. owned by each shareholder of the listed company, etc. (limited to a foreign corporation, etc. or another company or its subsidiary company; the same applies in the following item), the number of substantial shares of the listed company, etc. owned by an individual or a corporation or any other organization (limited to one that falls within any of the categories set forth in Article 26, paragraph (1), item (ii), (iii), or (v): the same applies in the following item) that is a non-resident and that would fall under any of the items of paragraph (19) if the shareholder is deemed to be the acquirer of shares, etc. prescribed in item (i) of that paragraph (hereinafter referred to as the "person closely related to the shareholder" in this item), and the number of shares of the listed company, etc. that are subject to the investment in shares (including giving instructions to do so, and limited to investment in shares that satisfies the requirements prescribed in paragraph (7)) if the shareholder and the person closely related to the shareholder make investment in shares as entrusted by another person based on a contract such as a discretionary investment contract (meaning the discretionary investment contract prescribed in Article 2, paragraph (8), item (xii), (b) of the Financial Instruments and Exchange Act (Act No. 25 of 1948); hereinafter the same applies in this Article) (on the basis of the net total calculated by deducting the number of duplicate shares,

if any; the same applies hereinafter); or

二 上場会社等の各株主が保有する当該上場会社等の実質保有等議決権（議決権行使等権限（株式に係る株主として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いう。以下同じ。）が保有等議決権（法第二十六条第二項第四号に規定する保有等議決権をいう。以下この号において同じ。）を保有するもの以外のものに委任され、かつ、当該委任により当該保有等議決権を保有するものが当該保有等議決権を行使できない場合の保有等議決権以外の保有等議決権をいう。以下同じ。）（第十八項に規定する議決権代理行使受任に係る議決権を除く。以下この号において同じ。）の数及び当該株主を第十九項第一号に規定する株式取得者等とした場合に同項各号に掲げるものに該当することとなる非居住者である個人又は法人その他の団体が保有する当該上場会社等の実質保有等議決権の数を合計した純議決権数（議決権のうち重複するものがある場合には、当該重複する数を控除した純計によるもの。以下同じ。）

(ii) the net number of voting rights obtained by aggregating the number of voting rights substantially held or otherwise exercisable under contract (meaning voting rights held or otherwise exercisable under contract other than the voting rights held or otherwise exercisable under contract for which the authority for exercise, etc. of voting rights (meaning the authority to exercise voting rights as a shareholder of a share or the authority to give instructions regarding the exercise of voting rights; the same applies hereinafter) is delegated to a person other than the holders of voting rights held or otherwise exercisable under contract (meaning the voting rights held or otherwise exercisable under contract prescribed in Article 26, paragraph (2), item (iv) of the Act; hereinafter the same applies in this item), and, as a result of this delegation, the holders of the voting rights held or otherwise exercisable under contract cannot exercise the voting rights held or otherwise exercisable under contract; the same applies hereinafter) in a listed company, etc. that are held by each shareholder of the listed company, etc. (excluding voting rights subject to the undertaking of delegation of voting prescribed in paragraph (18); hereinafter the same applies in this item), and the number of voting rights substantially held or otherwise exercisable under contract in the listed company, etc. that are held by an individual or a corporation or any other organization that is a non-resident and that would fall under any of the items of paragraph (19) if the shareholder is deemed to be the acquirer of shares, etc. prescribed in item (i) of that paragraph (on the basis of the net total calculated by deducting the number of duplicate voting rights, if any; the same applies hereinafter).

5 法第二十六条第一項第四号に規定する組合等の業務執行組合員に係る同号に規定する政令で定めるものは、次に掲げるものとする。

(5) The person specified by Cabinet Order as prescribed in Article 26, paragraph (1), item (iv) of the Act with regard to managing partners of the partnership,

etc. prescribed in that item is any of the following:

一 第三項各号に掲げるもの

(i) the persons set forth in the items of paragraph (3);

二 組合等で、法第二十六条第一項第一号に掲げるもの及び第三項各号に掲げるものによる出資の金額の合計の総組員（同条第一項第四号に規定する総組員をいう。）による出資の金額の総額に占める割合が百分の五十以上であるもの（前号に掲げるものを除く。）

(ii) a partnership, etc., in which the ratio of the total of the amounts of capital contributions by the persons set forth in Article 26, paragraph (1), item (i) of the Act and the persons set forth in the items of paragraph (3), to the total amount of capital contributions by all partners (meaning all partners prescribed in paragraph (1), item (iv) of that Article) is 50 percent or more (excluding those set forth in the preceding item);

三 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）第二条に規定する有限責任事業組合（以下この号において「有限責任事業組合」という。）であつて、次に掲げるものが当該有限責任事業組合の組合員の過半数を占めるもの（第一号に掲げるものを除く。）

(iii) a limited liability partnership prescribed in Article 2 of the Limited Liability Partnership Act (Act No. 40 of 2005) (hereinafter referred to as a "limited liability partnership" in this item), in which the persons set forth in the following account for the majority of partners of the limited liability partnership (excluding those set forth in item (i)):

イ 法第二十六条第一項第一号に掲げるもの

(a) the person set forth in Article 26, paragraph (1), item (i) of the Act;

ロ 前二号に掲げるもの

(b) the persons set forth in the preceding two items; and

ハ 前二号に掲げるものの役員（前二号に掲げるものが当該組合等の業務執行組員又は当該有限責任事業組合の組員である場合に限る。）

(c) officers of the persons set forth in the preceding two items (limited to cases where the persons set forth in the preceding two items are managing partners of the partnership, etc. or partners of the limited liability partnership).

6 法第二十六条第二項第一号に規定する政令で定める株式は、認可金融商品取引業協会（金融商品取引法第二条第十三項に規定する認可金融商品取引業協会をいう。）の規則の定めるところにより、店頭売買につき売買値段を発表するものとして登録され、又は指定されている株式とする。

(6) The shares specified by Cabinet Order as prescribed in Article 26, paragraph (2), item (i) of the Act are shares registered or designated as those for which trading prices in over-the-counter trading are announced pursuant to the provisions of the rules of an authorized financial instruments firms association (meaning the authorized financial instruments firms association prescribed in

Article 2, paragraph (13) of the Financial Instruments and Exchange Act).

7 法第二十六条第二項第三号に規定する政令で定める要件は、上場会社等の株式に投資をするために必要な権限及び議決権等行使等権限の委任を受け、かつ、当該委任により、委任者が当該株式に係る株主としての議決権その他の権利を行使できないこととする。

(7) The requirements specified by Cabinet Order as prescribed in Article 26, paragraph (2), item (iii) of the Act are that the relevant persons have been delegated the authority necessary for investing in shares of a listed company, etc. and the authority for exercise, etc. of voting rights, etc., and that, as a result of this delegation, the delegating parties cannot exercise the voting rights or any other rights as the shareholder of those shares.

8 法第二十六条第二項第三号に規定する政令で定める率は、百分の一とする。

(8) The ratio specified by Cabinet Order as prescribed in Article 26, paragraph (2), item (iii) of the Act is 1 percent.

9 法第二十六条第二項第四号に規定する投資一任契約その他の契約に基づき行使することができる議決権として政令で定めるものは、次に掲げるものとする。

(9) The voting rights specified by Cabinet Order as those exercisable based on a discretionary investment contract or any other contract, as prescribed in Article 26, paragraph (2), item (iv) of the Act, are the following:

一 第十七項に規定する株式への一任運用（第十六項第三号イに掲げる要件を満たすものに限る。）の対象とされる株式に係る議決権

(i) voting rights attached to shares that are subject to discretionary investment management targeting shares prescribed in paragraph (17) (limited to one that satisfies the requirements set forth in paragraph (16), item (iii), (a));

二 第十八項に規定する議決権代理行使受任に係る議決権

(ii) voting rights subject to the undertaking of delegation of voting prescribed in paragraph (18); and

三 他のものが所有する株式に係る議決権行使等権限に係る議決権（前二号に掲げるものを除く。）

(iii) voting rights subject to the authority for exercise, etc. of voting rights with regard to shares owned by another person (excluding the voting rights set forth in the preceding two items).

10 法第二十六条第二項第四号に規定する政令で定める率は、百分の一とする。

(10) The ratio specified by Cabinet Order as prescribed in Article 26, paragraph (2), item (iv) of the Act is 1 percent.

11 法第二十六条第二項第五号に規定する会社の経営に重要な影響を与える事項として政令で定めるものは、次に掲げる議案に係るものとする。

(11) The matters specified by Cabinet Order as those having a material influence on the management of a company as prescribed in Article 26, paragraph (2), item (v) of the Act are matters relevant to the following proposals:

一 取締役又は監査役の選任に係る議案（外国投資家（法第二十六条第一項に規定す

る外国投資家をいう。以下同じ。) 自らの選任又は外国投資家の関係者として主務省令で定める者の選任に係るものに限る。)

(i) a proposal on the election of a director or auditor (limited to a proposal by a foreign investor (meaning the foreign investor prescribed in Article 26, paragraph (1) of the Act; the same applies hereinafter) on election of the foreign investor itself or the election of a person specified by order of the competent ministry as a person related to the foreign investor);

二 会社法第四百六十七条第一項第一号に掲げる事業の全部の譲渡に係る議案

(ii) a proposal on the transfer of the entire business set forth in Article 467, paragraph (1), item (i) of the Companies Act;

三 会社法第二条第二十七号に規定する吸収合併(会社が同法第七百四十九条第一項第一号に掲げる吸収合併消滅会社となる場合に限る。第七条第一号において同じ。)に係る議案

(iii) a proposal on an absorption-type merger prescribed in Article 2, item (xxvii) of the Companies Act (limited to the case where the company becomes a company absorbed in absorption-type merger set forth in Article 749, paragraph (1), item (i) of that Act; the same applies in Article 7, item (i));

四 会社の解散に係る議案

(iv) a proposal on the dissolution of the company; and

五 前各号に掲げるものに準ずるものとして主務省令で定める議案

(v) a proposal specified by order of the competent ministry as being equivalent to any of those set forth in the preceding items.

1 2 法第二十六条第二項第五号に規定する政令で定める率は、次の各号に掲げる同意の区分に応じ、当該各号に定める率とする。

(12) The ratio specified by Cabinet Order as prescribed in Article 26, paragraph (2), item (v) of the Act is the ratio specified in each of the following items according to the categories of consent set forth in these items:

一 会社の事業目的の実質的な変更に関し行う同意 三分の一

(i) consent given with regard to a substantial change of the business purpose of a company: one-third; or

二 前項各号に掲げる議案に係る事項に関し行う同意 百分の一

(ii) consent given with regard to any of the matters relevant to the proposals set forth in the items of the preceding paragraph: 1 percent.

1 3 法第二十六条第二項第六号に規定する政令で定める設置又は変更は、次に掲げる事業に係る本邦における支店、工場その他の事業所(以下この項及び第七条第二号において「支店等」という。)の設置又は本邦にある支店等の種類若しくは事業目的の実質的な変更以外の当該支店等の設置又は当該実質的な変更とする。

(13) The establishment or change specified by Cabinet Order as prescribed in Article 26, paragraph (2), item (vi) of the Act is the establishment of a branch office, factory, or any other place of business (hereinafter referred to as a "branch office, etc." in this paragraph and Article 7, item (ii) in Japan or a



substantial change of the type or business purpose of a branch office, etc. in Japan, other than the establishment of a branch office, etc. or the substantial change with regard to any of the following business categories:

一 銀行法（昭和五十六年法律第五十九号）第二条第二項に規定する銀行業（同法第三条の規定により銀行業とみなされた営業を含む。）

(i) banking business prescribed in Article 2, paragraph (2) of the Banking Act (Act No. 59 of 1981) (including the business deemed to be banking business pursuant to the provisions of Article 3 of that Act);

二 保険業法（平成七年法律第百五号）第二条第七項に規定する外国保険会社等の事業

(ii) the business of a foreign insurance company, etc. prescribed in Article 2, paragraph (7) of the Insurance Business Act (Act No. 105 of 1995);

三 ガス事業法（昭和二十九年法律第五十一号）第二条第五項に規定する一般ガス導管事業

(iii) general gas pipeline service business prescribed in Article 2, paragraph (5) of the Gas Business Act (Act No. 51 of 1954);

四 電気事業法（昭和三十九年法律第百七十号）第二条第一項第八号に規定する一般送配電事業及び同項第十号に規定する送電事業

(iv) general electricity transmission and distribution prescribed in Article 2, paragraph (1), item (viii) of the Electricity Business Act (Act No. 170 of 1964) and electricity transmission prescribed in item (x) of that paragraph;

五 金融商品取引法第二条第九項に規定する金融商品取引業者であつて、同法第二十八条第一項に規定する第一種金融商品取引業又は同条第四項に規定する投資運用業を行う者の事業

(v) the business conducted by a financial instruments business operator prescribed in Article 2, paragraph (9) of the Financial Instruments and Exchange Act that engages in the Type-I financial instruments business prescribed in Article 28, paragraph (1) of that Act or the investment management business prescribed in paragraph (4) of that Article;

六 信託業法（平成十六年法律第百五十四号）第二条第六項に規定する外国信託会社の事業

(vi) the business of a foreign trust company prescribed in Article 2, paragraph (6) of the Trust Business Act (Act No. 154 of 2004); or

七 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

(vii) funds transfer service prescribed in Article 2, paragraph (2) of the Payment Services Act (Act No. 59 of 2009).

14 法第二十六条第二項第七号に規定する政令で定める金額は、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。

(14) The amount specified by Cabinet Order as prescribed in Article 26, paragraph (2), item (vii) of the Act is the amount specified in each of the

following items according to the categories of cases set forth in these items:

一 本邦に主たる事務所を有する法人に対する法第二十六条第二項第七号に規定する金銭の貸付け（以下この条及び第七条第三号において「金銭の貸付け」という。）後における当該法人に対する金銭の貸付けの残高が一億円を下らない金額で主務省令で定める金額以下である場合 当該主務省令で定める金額

(i) if the amount of outstanding loans to a corporation having its principal office in Japan after the making of a loan prescribed in Article 26, paragraph (2), item (vii) of the Act (hereinafter referred to as "making of a loan" in this Article and Article 7, item (iii)) to that corporation is not less than 100 million yen and not more than the amount specified by order of the competent ministry: the amount specified by order of the competent ministry;  
or

二 本邦に主たる事務所を有する法人に対する金銭の貸付け後における当該法人に対する金銭の貸付けの残高が前号の主務省令で定める金額を超える場合 当該金銭の貸付け後における当該法人の負債の額として主務省令で定める額の百分の五十に相当する金額から当該金銭の貸付けの残高と当該法人（会社に限る。）が発行した第十六項第一号に規定するその募集が特定のものに対してされた社債（以下この号において「社債」という。）で当該金銭の貸付けを行つたものが所有するものの残高の合計額（当該金銭の貸付けを行つたものを第十九項第一号に規定する株式取得者等とした場合に同項各号に掲げるものに該当することとなる非居住者である個人又は法人その他の団体（法第二十六条第一項第二号から第五号までに掲げるものに該当するものに限る。以下「法人等」という。）が行つた金銭の貸付けの残高と取得した社債の残高の合計額を含み、当該金銭の貸付けの金額を除く。）を控除した金額（当該金額が零に満たない場合にあつては、零）

(ii) if the amount of outstanding loans to a corporation having its principal office in Japan after the making of a loan to that corporation exceeds the amount specified by order of the competent ministry referred to in the preceding item: the amount calculated by deducting the total of the amount of the outstanding loan and the amount of the outstanding bonds issued by the corporation (limited to a company) and offered to specific persons as prescribed in paragraph (16), item (i) (hereinafter referred to as "bonds" in this item) which are owned by the person that made the loan (including the total of the amount of the outstanding loan made and the amount of the outstanding bonds acquired by an individual or a corporation or any other organization (limited to one that falls within any of the categories set forth in Article 26, paragraph (1), items (ii) through (v) of the Act: hereinafter referred to as a "corporation, etc.") that is a non-resident and that would fall under any of the items of paragraph (19) if the person that has made the loan is deemed to be the acquirer of shares, etc. prescribed in item (i) of that paragraph, and excluding the amount of the loan), from an amount equivalent to 50 percent of the amount specified by order of the competent

ministry as the amount of liabilities of the corporation after the making of the loan (or zero, if the amount thus calculated is less than zero).

15 法第二十六条第二項第七号に規定する政令で定める金融機関は、次に掲げる金融機関とする。

(15) The financial institution specified by Cabinet Order as prescribed in Article 26, paragraph (2), item (vii) of the Act is any of the following financial institutions:

一 信託業、保険業又は金融商品取引業を営む者

(i) a person engaging in the trust business, insurance business, or financial instruments business:

二 国際復興開発銀行及びアメリカ合衆国輸出入銀行

(ii) the International Bank for Reconstruction and Development and the Export-Import Bank of the United States;

三 前二号に掲げる者のほか、業としての金銭の貸付け（物品の売買、運送、保管又は売買の媒介を業とする者がこれらの取引に付随して行うものを除く。）を主として行う者

(iii) beyond what is set forth in the preceding two items, a person mainly engaging in making loans (excluding the making of loans by a person engaging in the business of purchase and sale, transportation, storage, or intermediation of purchase and sale of goods, in association with these transactions) in the course of trade; or

四 前三号に掲げる者のいずれかに準ずるものとして主務省令で定める者

(iv) a person specified by order of the competent ministry as being equivalent to any of those set forth in the preceding three items.

16 法第二十六条第二項第九号に規定する政令で定めるものは、次に掲げるものとする。

(16) The act specified by Cabinet Order as prescribed in Article 26, paragraph (2), item (ix) of the Act is any of the following:

一 会社の発行する社債でその募集が法第二十六条第一項各号に掲げるもののうち特定のものに対してされるものの取得。ただし、次のいずれかに該当する社債の取得を除く。

(i) the acquisition of bonds issued by a company which are offered to specific persons among those set forth in the items of Article 26, paragraph (1) of the Act; provided, however, that the acquisition of bonds that falls under any of the following is excluded:

イ 銀行業を営む者又は前項第一号若しくは第三号に掲げる者が業として行う社債の取得

(a) the acquisition of bonds which is conducted in the course of trade by a person engaging in banking business or a person set forth in item (i) or (iii) of the preceding paragraph;

ロ 法第二十六条第一項第三号から第五号までに掲げるものが行う本邦通貨をもつ

て表示される社債の取得

(b) the acquisition of bonds denominated in Japanese currency which is conducted by a person set forth in Article 26, paragraph (1), items (iii) through (v) of the Act;

ハ 取得の日から元本の償還の日までの期間が一年以下である社債の取得

(c) the acquisition of bonds for which the period from the day of acquisition to the day of redemption of principal is not more than one year;

ニ 取得の金額が次の（１）又は（２）に掲げる場合の区分に応じ、当該（１）又は（２）に定める金額以下である社債の取得

(d) the acquisition of bonds the amount of which is not more than the amount specified in 1. or 2. below according to the categories of cases set forth in 1. or 2.:

（１） 取得の後において所有することとなる当該会社の社債の残高の金額が一億円を下らない金額で主務省令で定める金額以下である場合 当該主務省令で定める金額

1. if the amount of the outstanding bonds of the company to be owned after the acquisition is not less than 100 million yen and not more than the amount specified by order of the competent ministry; the amount specified by order of the competent ministry; or

（２） 取得の後において所有することとなる当該会社の社債の残高の金額が（１）の主務省令で定める金額を超える場合 当該取得の後における当該会社の負債の額として主務省令で定める額の百分の五十に相当する金額から当該社債の残高と当該社債を取得したものによる当該会社に対する金銭の貸付けの残高の合計額（当該社債を取得したものを第十九項第一号に規定する株式取得者等とした場合に同項各号に掲げるものに該当することとなる非居住者である個人又は法人等が取得した社債の残高とこれらのものが行った金銭の貸付けの残高の合計額を含み、当該取得の金額を除く。）を控除した金額（当該金額が零に満たない場合にあつては、零）

2. if the amount of outstanding bonds of the company to be owned after the acquisition exceeds the amount specified by order of the competent ministry referred to in 1.: the amount calculated by deducting the total of the amount of the outstanding bonds and the amount of the outstanding loans to the company made by the person that acquired the bonds (including the total of the amount of the outstanding bonds acquired and the amount of the outstanding loans made by an individual or a corporation, etc. that is a non-resident and that would fall under any of the items of paragraph (19) if the person that has acquired the bonds is deemed to be the acquirer of shares, etc. prescribed in item (i) of that paragraph, and excluding the amount of the acquisition), from an amount equivalent to 50 percent of the amount specified by order of the competent ministry as the amount of

liabilities of the company after the acquisition (or zero, if the amount thus calculated is less than zero); or

ホ その他主務省令で定める社債の取得

(e) any other acquisition of bonds specified by order of the competent ministry;

二 特別の法律により設立された法人の発行する出資証券の取得

(ii) the acquisition of investment securities issued by a corporation established under a special law;

三 上場会社等の株式への一任運用であつて、次に掲げる要件を満たすもの

(iii) discretionary investment management targeting shares of a listed company, etc., which satisfies the following requirements:

イ 当該上場会社等の株式に投資をするために必要な権限及び議決権等行使等権限が法第二十六条第一項各号のいずれかに掲げるものに委任され、かつ、当該委任により、委任者が当該株式に係る株主としての議決権その他の権利を行使できないこと。

(a) the authority necessary for investing in shares of the listed company, etc. and the authority for exercise, etc. of voting rights, etc. have been delegated to any of the persons set forth in the items of Article 26, paragraph (1) of the Act, and, as a result of this delegation, the delegating parties cannot exercise the voting rights or any other rights as the shareholder of those shares; or

ロ 次のいずれかに該当するものであること。

(b) the discretionary investment management falls under either of the following:

(1) 当該株式への一任運用の対象とされる当該上場会社等の株式の数、当該株式への一任運用をするもの（以下この号において「運用者」という。）を第十九項第一号に規定する株式取得者等とした場合に同項各号に掲げるものに該当することとなる非居住者である個人又は法人等（以下この号において「運用者の密接関係者」という。）がする株式への一任運用（イに掲げる要件を満たすものに限る。）の対象とされる当該上場会社等の株式の数並びに当該運用者及び当該運用者の密接関係者が所有する当該上場会社等の実質株式の数を合計した純株式数の当該上場会社等の発行済株式の総数に占める割合が百分の一以上となること。

1. the ratio of the net number of shares obtained by aggregating the number of shares in the listed company, etc. that are subject to the discretionary investment management targeting shares, the number of shares of the listed company, etc. that are subject to the discretionary investment management targeting shares (limited to one that satisfies the requirements set forth in (a)) conducted by an individual or corporation, etc. that is a non-resident and that would fall under any of the items of paragraph (19) if the person that conducts the

discretionary investment management targeting shares (hereinafter referred to as the "investment manager" in this item) is deemed to be the acquirer of shares, etc. prescribed in item (i) of that paragraph (that individual or corporation, etc. is hereinafter referred to as a "person closely related to the investment manager" in this item), and the number of substantial shares of the listed company, etc. owned by the investment manager and the person closely related to the investment manager, to the total number of issued shares of the listed company, etc. comes to 1 percent or more; or

- (2) 当該株式への一任運用の対象とされる当該上場会社等の株式に係る議決権について、株式への一任運用の後における運用者の実質保有等議決権の数及び当該運用者の密接関係者の実質保有等議決権の数を合計した純議決権数の当該上場会社等の総議決権に占める割合が百分の一以上となること。

2. the ratio of the net number of voting rights obtained by aggregating, among voting rights attached to shares of the listed company, etc. that are subject to the discretionary investment management targeting shares, the number of voting rights substantially held or otherwise exercisable under contract by the investment manager and the number of voting rights substantially held or otherwise exercisable under contract by a person closely related to the investment manager after the discretionary investment management targeting shares, to the total voting rights in the listed company, etc., comes to 1 percent or more;

四 議決権代理行使受任であつて、次のいずれかに該当するもの

- (iv) undertaking of delegation of voting, which falls under any of the following:

イ 上場会社等以外の会社（以下「非上場会社」という。）の議決権に係るもの（法第二十六条第一項各号に掲げるものが直接に保有する非上場会社の議決権に係るものを除く。）

- (a) undertaking of delegation of voting regarding the voting rights in a company other than a listed company, etc. (hereinafter referred to as a "non-listed company) (excluding the case regarding voting rights in a non-listed company directly held by a person set forth in any of the items of Article 26, paragraph (1) of the Act); or

ロ 上場会社等の議決権に係る議決権代理行使受任であつて、当該議決権代理行使受任の後における当該議決権代理行使受任をするもの（以下この号において「受任者」という。）の実質保有等議決権の数及び当該受任者を第十九項第一号に規定する株式取得者等とした場合に同項各号に掲げるものに該当することとなる非居住者である個人又は法人等の実質保有等議決権の数を合計した純議決権数の当該上場会社等の総議決権に占める割合が百分の十以上となるもの

- (b) undertaking of delegation of voting regarding the voting rights in a listed company, etc., as a result of which the ratio of the net number of voting

rights obtained by aggregating the number of voting rights substantially held or otherwise exercisable under contract by a person undertaking delegation of voting (hereinafter referred to as the "delegatee" in this item) after the undertaking of delegation of voting and the number of voting rights substantially held or otherwise exercisable under contract by an individual or corporation, etc. that is a non-resident and that would fall under any of the items of paragraph (19) if the delegatee is deemed to be the acquirer of shares, etc. prescribed in item (i) of that paragraph, to the total voting rights in the listed company, etc., comes to 10 percent or more;

五 他のもものが所有する上場会社等の株式に係る議決権行使等権限の取得（次条第一項第五号及び第七条第一号において「議決権行使等権限の取得」という。）であつて、当該取得の後における当該取得をしたもの（以下この号において「権限取得者」という。）の実質保有等議決権の数及び当該権限取得者を第十九項第一号に規定する株式取得者等とした場合に同項各号に掲げるものに該当することとなる非居住者である個人又は法人等の実質保有等議決権の数を合計した純議決権数の当該上場会社等の総議決権に占める割合が百分の一以上となるもの（前二号に掲げる行為に該当する場合を除く。）

(v) the acquisition of the authority for exercise, etc. of voting rights (referred to as "acquisition of the authority for exercise, etc. of voting rights, etc." in paragraph (1), item (v) of the following Article and Article 7, item (i)) with regard to shares of a listed company, etc. owned by another person, as a result of which the ratio of the net number of voting rights obtained by aggregating, after the acquisition, the number of voting rights substantially held or otherwise exercisable under contract by the person that has acquired the authority (hereinafter referred to as the "acquirer of authority" in this item) and the number of voting rights substantially held or otherwise exercisable under contract by an individual or corporation, etc. that is a non-resident and that would fall under any of the items of paragraph (19) if the acquirer of authority is deemed to be the acquirer of shares, etc. prescribed in item (i) of that paragraph, to the total voting rights in the listed company, etc., comes to 1 percent or more (excluding the cases that constitute the acts set forth in the preceding two items);

六 非居住者となる以前から引き続き直接に保有する非上場会社の議決権の行使につき代理する権限を委任すること（非居住者である個人が法第二十六条第一項各号に掲げるものに委任するものであつて、次のいずれにも該当するものに限る。第七条第一号において「議決権代理行使委任」という。）

(vi) delegation of the authority to act as proxy in the exercise of the voting rights in a non-listed company which have continued to be directly held by a person since before the person becomes a non-resident (limited to delegation by a non-resident individual to any of the persons set forth in the items of Article 26, paragraph (1) of the Act, which falls under both of the following;

referred to as "delegation of voting" in Article 7, item (i)):

イ 受任をするものが当該非上場会社又はその役員以外のものであるもの

(a) the person undertaking the delegation is a person that is not the non-listed company or its officer; or

ロ 受任をするものが当該非上場会社の経営を実質的に支配するおそれ又は当該非上場会社の経営に重要な影響を与えるおそれのある事項として主務省令で定めるものに係る議案に係るもの

(b) the delegation is relevant to a proposal regarding matters specified by order of the competent ministry as matters through which the person undertaking the delegation is likely to have substantial control of the management of the non-listed company or is likely to have a material influence on the management of the non-listed company; or

七 共同して上場会社等の実質保有等議決権を行使することにつき、当該上場会社等の実質保有等議決権を保有する他の非居住者である個人又は法人等の同意を得ること（第七条第一号において「共同議決権行使同意取得」という。）であつて、当該同意を得たもの（以下この号及び第三条の二第二項第二号において「同意取得者」という。）の実質保有等議決権の数、当該同意をしたもの（以下この号において「同意者」という。）の実質保有等議決権の数及び当該同意取得者を第十九項第一号に規定する株式取得者等とした場合に同項各号に掲げるもの又は当該同意者を同項第一号に規定する株式取得者等とした場合に同項第一号から第十四号まで、第十七号及び第十八号に掲げるものにそれぞれ該当することとなる非居住者である個人又は法人等の実質保有等議決権の数を合計した純議決権数の当該上場会社等の総議決権に占める割合が百分の十以上となるもの

(vii) the acquisition of consent for jointly exercising voting rights substantially held or otherwise exercisable under contract in a listed company, etc., from an individual or corporation, etc. that is another non-resident holding voting rights substantially held or otherwise exercisable under contract in the listed company, etc. (referred to as "acquisition of consent for joint exercise of voting rights" in Article 7, item (i)), as a result of which the ratio of the net number of voting rights obtained by aggregating the number of voting rights substantially held or otherwise exercisable under contract by the person that has acquired the consent (hereinafter referred to as the "consent acquirer" in this item and Article 3-2, paragraph (2), item (ii)), the number of voting rights substantially held or otherwise exercisable under contract by the person that has given the consent (hereinafter referred to as the "consenter" in this item), and the number of substantially held or otherwise exercisable under contract by an individual or a corporation, etc. that is a non-resident and that would fall under any of the items of paragraph (19) if the consent acquirer is deemed to be the acquirer of shares, etc. prescribed in item (i) of that paragraph, or fall under any of the items of items (i) to (xiv), (xvii), and (xviii) of that paragraph if the consenter is deemed to be the acquirer of



shares, etc. prescribed in item (i) of that paragraph, to the total voting rights in the listed company, etc., comes to 10 percent or more.

17 前項第三号に規定する「株式への一任運用」とは、投資一任契約その他の契約に基づき、他のものから委任を受けて株式に運用すること（その指図をすることを含む。）をいう。

(17) The term "discretionary investment management targeting shares" prescribed in item (iii) of the preceding paragraph means making investment in shares as entrusted by another person based on a contract such as a discretionary investment contract (including giving instructions to do so).

18 第十六項第四号に規定する「議決権代理行使受任」とは、他のものが直接に保有する会社の議決権の行使につき当該他のものを代理する権限を受任することであつて、次のいずれにも該当するものをいう（次条第一項第四号及び第七条第一号において同じ。）。

(18) The term "undertaking of delegation of voting" prescribed in paragraph (16), item (iv) means undertaking the delegation of the authority to act as proxy for another person in the exercise of the voting rights in a company directly held by the other person, which falls under all of the following (the same applies in paragraph (1), item (iv) of the following Article and Article 7, item (i)):

一 当該受任をするものが当該会社又はその役員以外のものであるもの

(i) the person undertaking the delegation is a person that is not the company or its officer;

二 当該受任をするものが当該会社の経営を実質的に支配するおそれ又は当該会社の経営に重要な影響を与えるおそれのある事項として主務省令で定めるものに係る議案に係るもの

(ii) the delegation is relevant to a proposal regarding matters specified by order of the competent ministry as matters through which the person undertaking the delegation is likely to have substantial control of the management of the company or is likely to have a material influence on the management of the company; and

三 当該受任をするものが自己に議決権の行使を代理させることの勧誘を伴うもの

(iii) the delegation is accompanied by solicitation of another to have that person act as a proxy in the exercise of voting rights.

19 法第二十六条第四項に規定する政令で定めるものは、次に掲げるものとする。

(19) The person specified by Cabinet Order as prescribed in Article 26, paragraph (4) of the Act is any of the following:

一 株式取得者等（法第二十六条第二項第三号に規定する株式取得者、同項第四号に規定する議決権取得者又は同項第五号に規定する同意者をいう。以下この項において同じ。）により総議決権の百分の五十以上に相当する議決権の数を直接に保有されている法人等

(i) a corporation, etc. in which voting rights in the number equivalent to 50 percent or more of the total voting rights are directly held by the acquirer of

- shares, etc. (meaning the acquirer of shares prescribed in Article 26, paragraph (2), item (iii) of the Act, the acquirer of voting rights prescribed in item (iv) of that paragraph, or the consenter prescribed in item (v) of that paragraph; hereinafter the same applies in this paragraph);
- 二 株式取得者等及び前号に掲げる法人等により総議決権の百分の五十以上に相当する議決権の数を直接に保有されている法人等（同号に掲げるものを除く。）
- (ii) a corporation, etc. (excluding one set forth in the preceding item) in which voting rights in the number equivalent to 50 percent or more of the total voting rights are directly held by the acquirer of shares, etc. and the corporation, etc. set forth in that item;
- 三 株式取得者等が法人等である場合において当該株式取得者等の総議決権の百分の五十以上に相当する議決権の数を直接に保有している法人等（前二号に掲げるものを除く。）
- (iii) if the acquirer of shares, etc. is a corporation, etc.: a corporation, etc. (excluding those set forth in the preceding two items) that directly holds voting rights in the number equivalent to 50 percent or more of the total voting rights in the acquirer of shares, etc.;
- 四 株式取得者等が法人等である場合において、当該株式取得者等の総議決権の百分の五十未満に相当する議決権の数を直接に保有している法人等が直接に保有している当該株式取得者等の議決権の数と当該法人等の総議決権の百分の五十以上に相当する議決権の数を直接に保有している法人等が直接に保有している当該株式取得者等の議決権の数とを合算した数が当該株式取得者等の総議決権の百分の五十以上となる場合における当該株式取得者等の総議決権の百分の五十未満に相当する議決権の数を直接に保有している法人等（第一号及び第二号に掲げるものを除く。）
- (iv) if the acquirer of shares, etc. is a corporation, etc.: a corporation, etc. (excluding those set forth in items (i) and (ii)) that directly holds voting rights in the number equivalent to less than 50 percent of the total voting rights in the acquirer of shares, etc., when the total of the number of voting rights in the acquirer of shares, etc. directly held by the corporation, etc. that directly holds voting rights in a number equivalent to less than 50 percent of the total voting rights in the acquirer of shares, etc., and the number of voting rights in the acquirer of shares, etc. directly held by another corporation, etc. that directly holds voting rights in a number equivalent to 50 percent or more of the total voting rights in that corporation, etc., comes to 50 percent or more of the total voting rights in the acquirer of shares, etc.;
- 五 前二号に掲げる法人等の総議決権の百分の五十以上に相当する議決権の数を直接に保有している法人等（前各号に掲げるものを除く。）
- (v) a corporation, etc. (excluding those set forth in the preceding items) that directly holds voting rights in a number equivalent to 50 percent or more of the total voting rights in any corporation, etc. set forth in the preceding two items;

六 前号に掲げる法人等により総議決権の百分の五十以上に相当する議決権の数を直接に保有されている法人等（前各号に掲げるものを除く。）

(vi) a corporation, etc. (excluding those set forth in the preceding items) in which voting rights in a number equivalent to 50 percent or more of the total voting rights are directly held by the corporation, etc. set forth in the preceding item;

七 前二号に掲げる法人等により総議決権の百分の五十以上に相当する議決権の数を直接に保有されている法人等（前各号に掲げるものを除く。）

(vii) a corporation, etc. (excluding those set forth in the preceding items) in which voting rights in a number equivalent to 50 percent or more of the total voting rights are directly held by the corporations, etc. set forth in the preceding two items;

八 第三号に掲げる法人等により総議決権の百分の五十以上に相当する議決権の数を直接に保有されている法人等（前各号に掲げるものを除く。）

(viii) a corporation, etc. (excluding those set forth in the preceding items) in which voting rights in a number equivalent to 50 percent or more of the total voting rights are directly held by the corporations, etc. set forth in item (iii);

九 第三号に掲げる法人等及び前号に掲げる法人等により総議決権の百分の五十以上に相当する議決権の数を直接に保有されている法人等（前各号に掲げるものを除く。）

(ix) a corporation, etc. (excluding those set forth in the preceding items) in which voting rights in a number equivalent to 50 percent or more of the total voting rights are directly held by the corporation, etc. set forth in item (iii) and the corporation, etc. set forth in the preceding item;

十 株式取得者等（法人等に限る。）の役員及び前各号に掲げる法人等の役員

(x) an officer of the acquirer of shares, etc. (limited to a corporation, etc.) and an officer of the corporation, etc. set forth in each of the preceding items;

十一 前号に掲げる者が役員の過半数を占めている法人等（第一号から第九号までに掲げるものを除く。）

(xi) a corporation, etc. (excluding those set forth in items (i) through (ix)) in which the persons set forth in the preceding item account for the majority of officers;

十二 株式取得者等（個人に限る。）の配偶者

(xii) the spouse of the acquirer of shares, etc. (limited to an individual);

十三 株式取得者等（個人に限る。）の直系血族

(xiii) a lineal relative of the acquirer of shares, etc. (limited to an individual);

十四 株式取得者等が本邦の域外にある国又は地域の政府機関若しくは公共団体又はこれらに準ずるものである場合における当該国又は地域の他の政府機関若しくは公共団体又はこれらに準ずるもの（第一号から第九号まで及び第十一号に掲げるものを除く。）

(xiv) if the acquirer of shares, etc. is a governmental organization or public

entity or any entity equivalent thereto that is located in a country or region outside Japan: any other governmental organization or public entity or any entity equivalent thereto in that country or region (excluding those set forth in items (i) through (ix) and (xi));

十五 株式取得者等が、上場会社等の実質株式を所有する他の非居住者である個人又は法人等と共同して当該上場会社等の株主としての議決権その他の権利を行使することを合意している場合における当該他の非居住者である個人又は法人等及び他のものが所有する上場会社等の株式に係る議決権等行使等権限を保有する他の非居住者である個人又は法人等と共同して当該上場会社等の株主としての議決権その他の権利を行使することを合意している場合における当該他の非居住者である個人又は法人等（前各号に掲げるものを除く。）

(xv) if the acquirer of shares, etc. has agreed to exercise voting rights or any other rights as a shareholder of a listed company, etc. jointly with another non-resident individual or corporation, etc. that holds substantial shares of the listed company, etc., or if the acquirer of shares, etc. has agreed to exercise voting rights or any other rights as a shareholder of a listed company, etc. jointly with another non-resident individual or corporation, etc. that holds the authority for exercise, etc. of voting rights, etc. attached to the shares of the listed company, etc. owned by another person: the other non-resident individual or corporation, etc. (excluding those set forth in the preceding items);

十六 前号に掲げるものを株式取得者等とした場合に第一号から第十四号までに掲げるものに該当することとなる非居住者である個人又は法人等（株式取得者等及び前各号に掲げるものを除く。）

(xvi) an individual or corporation, etc. (excluding the acquirer of shares, etc. and those set forth in the preceding items) that is a non-resident and that would fall under any of the categories set forth in items (i) through (xiv) if the person set forth in the preceding item is deemed to be the acquirer of shares, etc.;

十七 株式取得者等が特定組合等（法第二十六条第一項第四号に規定する特定組合等をいう。以下この号において同じ。）の組合員（特定組合類似団体（同項第四号に規定する特定組合類似団体をいう。次条第四項において同じ。）にあつてはその構成員。以下同じ。）である場合（特定組合等が行う対内直接投資等（法第二十六条第二項に規定する対内直接投資等をいう。以下同じ。）に相当するものに伴つて当該特定組合等の組合員が株式取得者等となる場合に限る。）における当該特定組合等の業務執行組合員（株式取得者等及び前各号に掲げるものを除く。）

(xvii) if the acquirer of shares, etc. is a partner of a specified partnership, etc. (meaning the specified partnership, etc. prescribed in Article 26, paragraph (1), item (iv) of the Act; hereinafter the same applies in this item) (or a member of an organization similar to a specified partnership (meaning the organization similar to a specified partnership prescribed in item (iv) of that

paragraph; the same applies in paragraph (4) of the following Article); the same applies hereinafter) (limited to the case where a partner of a specified partnership, etc. becomes the acquirer of shares, etc. along with an act equivalent to inward direct investment, etc. (meaning the inward direct investment, etc. prescribed in Article 26, paragraph (2) of the Act; the same applies hereinafter) conducted by the specified partnership, etc.): a managing partner of the specified partnership, etc. (excluding the acquirer of shares, etc. and those set forth in the preceding items); or

十八 前号に掲げるものを株式取得者等とした場合に第一号から第十五号までに掲げるものに該当することとなる非居住者である個人又は法人等（株式取得者等及び前各号に掲げるものを除く。）

(xviii) an individual or corporation, etc. (excluding the acquirer of shares, etc. and those set forth in the preceding items) that is a non-resident and that would fall under any of the categories set forth in items (i) through (xv) if the person set forth in the preceding item is deemed to be the acquirer of shares, etc.

(対内直接投資等の届出及び変更勧告の送達等)

(Notification and Service of Recommendation of Modification Regarding Inward Direct Investment, etc.)

第三条 法第二十七条第一項に規定する相続、遺贈、法人の合併その他の事情を勘案して政令で定めるものは、次に掲げる行為に該当する対内直接投資等とする。

Article 3 (1) Inward direct investment, etc. specified by Cabinet Order in consideration of inheritance, bequest, merger of a corporation, or any other circumstances as prescribed in Article 27, paragraph (1) of the Act is inward direct investment, etc. that falls within any of the following categories of acts:

一 相続又は遺贈による会社の株式若しくは持分又は当該株式若しくは持分に係る議決権の取得

(i) the acquisition of shares or equity in a company or voting rights attached to the shares or equity through inheritance or bequest;

二 非上場会社（国の安全を損なう事態を生ずるおそれ大きい対内直接投資等に係る業種として主務省令で定める業種に属する事業を営んでいるものを除く。次号において「特定非上場会社」という。）の株式又は持分を所有する法人の合併により合併後存続する法人又は新たに設立される法人が当該株式若しくは持分又は当該株式若しくは持分に係る議決権を取得する場合における当該取得

(ii) if, as a result of a merger of a corporation that owns shares or equity in a non-listed company (excluding one that operates a business of any of the business types specified by order of the competent ministry as business types involving inward direct investment, etc. that is highly likely to undermine national security; referred to as a "specified non-listed company" in the following item), a corporation that survives or a corporation newly

established after the merger acquires the shares or equity or voting rights attached to the shares or equity: the acquisition of the shares or equity or the voting rights;

三 特定非上場会社の株式又は持分を所有する法人の分割により分割後新たに設立される法人又は事業を承継する法人が当該株式若しくは持分又は当該株式若しくは持分に係る議決権を取得する場合における当該取得

(iii) if, as a result of a split of a corporation that owns shares or equity in a specified non-listed company, a corporation newly established or a corporation succeeding to business after the split acquires the shares or equity or voting rights attached to the shares or equity: the acquisition of the shares or equity or the voting rights;

四 非上場会社の株式若しくは持分又は議決権の取得（当該取得の後における当該取得をしたもの（以下この号において「株式等取得者」という。）の所有等株式等（直接に所有する非上場会社の株式の数若しくは非上場会社に出資する金額又は直接に保有する非上場会社の議決権の数と議決権代理行使受任（前条第十六項第四号イに該当するものに限る。）に係る議決権の数を合計した純議決権数をいう。以下この号において同じ。）と当該株式等取得者を前条第十九項第一号に規定する株式取得者等とした場合に同項各号に掲げるものに該当することとなる非居住者である個人又は法人等の所有等株式等を合計した株式の数若しくは出資の金額又は純議決権数の当該非上場会社の発行済株式の総数若しくは出資の金額の総額又は総議決権に占める割合が百分の十以上となる場合の当該取得を除く。）であつて、次項各号に掲げる対内直接投資等に該当する非上場会社の株式若しくは持分又は議決権の取得以外のもの

(iv) the acquisition of shares, equity, or voting rights in a non-listed company (excluding acquisition as a result of which the ratio of the number of shares, the amount of capital contributions, or the net number of voting rights obtained by aggregating the shares, etc. under ownership, etc. of the person that has acquired the shares, equity, or voting rights (hereinafter referred to as the "acquirer of shares, equity, or voting rights" in this item) after the acquisition ("shares, etc. under ownership, etc." means the number of shares of a non-listed company directly owned, the amount invested in a non-listed company, or the net number of voting rights obtained by aggregating the number of voting rights in a non-listed company directly held and the number of voting rights involved in the undertaking of delegation of voting (limited to those that fall under paragraph (16), item (iv), (a) of the preceding Article); hereinafter the same applies in this item), and the shares, etc. under ownership, etc. of an individual or corporation that is a non-resident and that would fall under any of the items of paragraph (19) of the preceding Article if the acquirer of shares, equity, or voting rights is deemed to be the acquirer of shares, etc. prescribed in item (i) of that paragraph, to the total number of issued shares, the total amount of capital contributions, or the

total voting rights in the non-listed company, comes to 10 percent or more), other than the acquisition of shares, equity, or voting rights in a non-listed company that falls within the category of inward direct investment, etc. set forth in any of the items of the following paragraph;

五 株式の分割又は併合により発行される新株若しくは当該新株に係る議決権の取得、当該新株に係る株式への一任運用（前条第十七項に規定する株式への一任運用（同条第十六項第三号イに掲げる要件を満たすものに限る。）をいう。以下同じ。）又は当該新株に係る議決権行使等権限の取得

(v) the acquisition of new shares issued as a result of a share split or consolidation of shares or of voting rights attached to the new shares, discretionary investment management targeting the new shares (meaning discretionary investment management targeting shares prescribed in paragraph (17) of the preceding Article (limited to one that satisfies the requirements set forth in paragraph (16), item (iii), (a) of that Article): the same applies hereinafter), or acquisition of the authority for exercise, etc. of voting rights attached to the new shares;

六 特定上場会社等（前条第四項に規定する特定上場会社等をいう。第四条第一項第二号において同じ。）が行う法第二十六条第二項第一号、第三号から第五号まで、第七号若しくは第八号に掲げる行為又は前条第十六項第一号から第五号まで若しくは第七号に掲げる行為

(vi) an act set forth in Article 26, paragraph (2), item (i), (iii) through (v), (vii), or (viii) of the Act or an act set forth in paragraph (16), item (i) through (v), or (vii) of the preceding Article, which is conducted by a specified listed company, etc. (meaning the specified listed company, etc. prescribed in paragraph (4) of the preceding Article; the same applies through to Article 4, paragraph (1), item (ii));

七 組合等が行う対内直接投資等に相当するものに伴って行われる当該組合等の組合員の法第二十六条第二項第一号、第三号から第五号まで若しくは第七号に掲げる行為又は前条第十六項第一号から第五号まで若しくは第七号に掲げる行為

(vii) an act set forth in Article 26, paragraph (2), item (i), (iii) through (v), or (vii) of the Act or an act set forth in paragraph (16), item (i), through (v), or (vii) of the preceding Article, which is conducted by a partner in a partnership, etc. along with an act equivalent to inward direct investment, etc. conducted by the partnership, etc.;

八 議決権等行使等権限（株主としての議決権以外の権利のみを行使することができる場合及び当該権利の行使についてのみ指図を行うことができる場合を除く。）を株式を取得したものの以外のもに委任し、かつ、当該株式を取得したものが当該株式に係る株主としての議決権その他の権利を行使できない場合における当該株式を取得したものによる法第二十六条第二項第三号又は第四号に掲げる行為

(viii) if the authority for exercise, etc. of voting rights, etc. (excluding the authority to only exercise rights other than voting rights as a shareholder,

and the authority to only give instructions regarding the exercise of the rights other than voting rights) has been delegated to a person other than the person that has acquired shares, and, as a result of this delegation, the person that has acquired the shares cannot exercise the voting rights or any other rights as the shareholder of those shares: an act set forth in Article 26, paragraph (2), item (iii) or (iv) of the Act conducted by the person that has acquired the shares;

九 法第二十六条第二項第三号に掲げる上場会社等の株式の取得であつて、当該取得をしたもの（以下この号において「株式取得者」という。）が、当該取得の後において所有することとなる当該上場会社等の実質株式の数、当該株式取得者及び当該株式取得者を前条第十九項第一号に規定する株式取得者等とした場合に同項各号に掲げるものに該当することとなる非居住者である個人又は法人等（以下この号において「株式取得者の密接関係者」という。）が所有する実質株式の数並びに当該株式取得者及び当該株式取得者の密接関係者がする株式への一任運用の対象とされる当該上場会社等の株式の数を合計した純株式数の当該上場会社等の発行済株式の総数に占める割合が百分の一未満であるもの

(ix) the acquisition of shares of a listed company, etc. set forth in Article 26, paragraph (2), item (iii) of the Act, as a result of which the ratio of the net number of shares obtained by aggregating the number of substantial shares of the listed company, etc. that the person that has acquired the shares (hereinafter referred to as the "acquirer of shares" in this item) is to own after the acquisition, the number of substantial shares of the listed company, etc. owned by the acquirer of shares and an individual or corporation, etc. that is a non-resident and that would fall under any of the items of paragraph (19) of the preceding Article if the acquirer of shares is deemed to be the acquirer of shares, etc. prescribed in item (i) of that paragraph (hereinafter referred to as the "person closely related to the shareholder" in this item), and the number of shares of the listed company, etc. that are subject to the discretionary investment management targeting shares by the acquirer of shares and the person closely related to the acquirer of shares, to the total number of issued shares of the listed company, etc., is less than 1 percent;

十 法第二十六条第二項第四号に掲げる上場会社等の議決権の取得であつて、当該取得をしたもの（以下この号において「議決権取得者」という。）が、当該取得の後において保有することとなる当該上場会社等の実質保有等議決権の数及び当該議決権取得者を前条第十九項第一号に規定する株式取得者等とした場合に同項各号に掲げるものに該当することとなる非居住者である個人又は法人等が保有する当該上場会社等の実質保有等議決権の数を合計した純議決権数の当該上場会社等の総議決権に占める割合が百分の一未満であるもの

(x) the acquisition of voting rights in a listed company, etc. set forth in Article 26, paragraph (2), item (iv) of the Act, as a result of which the ratio of the net



number of voting rights obtained by aggregating the number of voting rights substantially held or otherwise exercisable under contract that the person that has acquired the voting rights (hereinafter referred to as the "acquirer of voting rights" in this item) is to hold in the listed company, etc. after the acquisition, and the number of voting rights substantially held or otherwise exercisable under contract in the listed company, etc. to be held by an individual or corporation, etc. that is a non-resident and that would fall under any of the items of paragraph (19) of the preceding Article if the acquirer of voting rights is deemed to be the acquirer of shares, etc. prescribed in item (i) of that paragraph, to the total voting rights in the listed company, etc., is less than 1 percent;

十一 法第二十六条第二項第五号に掲げる同意であつて、当該同意をするもの（以下この号において「同意者」という。）が保有する上場会社等の実質保有等議決権の数及び当該同意者を前条第十九項第一号に規定する株式取得者等とした場合に同項各号に掲げるものに該当することとなる非居住者である個人又は法人等が保有する当該上場会社等の実質保有等議決権の数を合計した純議決権数の当該上場会社等の総議決権に占める割合が前条第十二項各号に掲げる同意の区分に応じ、当該各号に定める率未満であるもの

(xi) the consent set forth in Article 26, paragraph (2), item (v) of the Act, as a result of which the ratio of the net number of voting rights obtained by aggregating the number of voting rights substantially held or otherwise exercisable under contract in a listed company, etc. that are held by the person that gives the consent (hereinafter referred to as the "consenter" in this item), and the number of voting rights substantially held or otherwise exercisable under contract in the listed company, etc. that are held by an individual or corporation, etc. that is a non-resident and that would fall under any of the items of paragraph (19) of the preceding Article if the consenter is deemed to be the acquirer of shares, etc. prescribed in item (i) of that paragraph, to the total voting rights in the listed company, etc., is less than the ratio specified in each of the items of paragraph (12) of the preceding Article according to the categories of consent set forth in these items; or

十二 前各号に掲げるもののほか、主務省令で定める行為

(xii) beyond what is set forth in the preceding items, an act specified by order of the competent ministry.

2 法第二十七条第一項に規定する審査が必要となる対内直接投資等に該当するおそれがあるものとして政令で定めるものは、次の各号のいずれかに該当する対内直接投資等とする。

(2) Inward direct investment, etc. specified by Cabinet Order as being likely to constitute inward direct investment, etc. that requires the examination as prescribed in Article 27, paragraph (1) of the Act is inward direct investment,

etc. that falls under any of the following items:

一 イ又はロのいずれかに該当する業種として主務省令で定める業種に係る対内直接投資等（法第二十六条第二項第一号から第五号まで並びに前条第十六項第一号及び第三号から第七号までに掲げる対内直接投資等にあつては、これらの規定に規定する上場会社等その他の会社の子会社並びに当該会社が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他の会社として主務省令で定めるもの（子会社を除く。）が当該主務省令で定める業種に属する事業を営んでいる場合を含む。）

(i) inward direct investment, etc. involved in a business type specified by order of the competent ministry as a business type that falls under either (a) or (b) (with regard to inward direct investment, etc. set forth in Article 26, paragraph (2), items (i) through (v) of the Act and paragraph (16), items (i) and (iii) through (vii) of the preceding Article: including the case where a subsidiary company of a listed company, etc. or any other company prescribed in these provisions, and a company specified by order of the competent ministry as another company on which the relevant company has a material influence in terms of decisions on its financial and operational or business policies (excluding a subsidiary company) operate a business of any of the business types specified by order of the competent ministry):

イ 国の安全を損ない、公の秩序の維持を妨げ、又は公衆の安全の保護に支障を来すことになるおそれがある対内直接投資等に係る業種

(a) a business type involving inward direct investment, etc. that is likely to undermine national security, disturb the maintenance of public order, or interfere with the protection of public safety; or

ロ 我が国が経済協力開発機構の資本移動の自由化に関する規約第二条 b の規定に基づき留保している対内直接投資等に係る業種

(b) a business type involving inward direct investment, etc. for which Japan has lodged a reservation pursuant to Article 2-b of the Code of Liberalisation of Capital Movements of the Organization for Economic Cooperation and Development;

二 法第二十七条第三項第二号に掲げる対内直接投資等に該当するおそれがあるものとして主務省令で定める対内直接投資等

(ii) inward direct investment, etc. specified by order of the competent ministry as being likely to constitute inward direct investment, etc. set forth in Article 27, paragraph (3), item (ii) of the Act; or

三 外国為替令（昭和五十五年政令第二百六十号）第十一条第一項の規定による財務大臣の指定に係る資本取引に当たるおそれがあるものとして主務省令で定める対内直接投資等

(iii) inward direct investment, etc. specified by order of the competent ministry as being likely to constitute a capital transaction subject to the designation by the Minister of Finance under the provisions of Article 11, paragraph (1)

of the Foreign Exchange Order (Cabinet Order No. 260 of 1980).

3 法第二十七条第一項の規定による届出は、対内直接投資等を行おうとする日前六月以内に、主務省令で定める手続により、しなければならない。

(3) The notification under the provisions of Article 27, paragraph (1) of the Act must be made by the procedure specified by order of the competent ministry, within six months prior to the day on which inward direct investment, etc. is intended to be conducted.

4 法第二十七条第一項の規定による届出をしなければならない外国投資家が法第二十六条第一項第一号、第二号又は第四号に掲げるものに該当する場合（同号に掲げるものに該当する場合にあつては、特定組合類似団体に該当する場合に限る。第四条第四項及び第六条の三第二項において同じ。）には、当該外国投資家は、居住者である代理人（第七項及び第十二項の規定により送達される文書を受理する権限を有するものに限る。）により当該届出をしなければならない。

(4) If a foreign investor that must make a notification under the provisions of Article 27, paragraph (1) of the Act falls within the category of person set forth in Article 26, paragraph (1), item (i), (ii), or (iv) of the Act (if the foreign investor falls within the category of person set forth in Article 26, paragraph (1), item (iv) of the Act, limited to the case where the foreign investor falls within the category of organization similar to a specified partnership; the same applies in Article 4, paragraph (4) and Article 6-3, paragraph (2)), the foreign investor must make the notification via an agent that is a resident (limited to an agent having the authority to receive documents served under the provisions of paragraphs (7) and (12)).

5 法第二十七条第一項に規定する政令で定める事項は、次に掲げる事項とする。

(5) The matters specified by Cabinet Order as prescribed in Article 27, paragraph (1) of the Act are the following matters:

一 届出者の氏名、住所又は居所、国籍及び職業（法人その他の団体にあつては、その名称、主たる事務所の所在地、営んでいる事業の内容、資本金及び代表者の氏名）

(i) the name, domicile or residence, nationality, and occupation of the person making the notification (if the person is a corporation or any other organization, its name, the location of its principal office, the content of the business it operates, its stated capital, and the name of its representative);

二 対内直接投資等に係る事業目的

(ii) the business purpose regarding inward direct investment, etc.;

三 対内直接投資等の金額及び実行の時期

(iii) the amount and time of execution of inward direct investment, etc.;

四 対内直接投資等を行おうとする理由

(iv) the reason for conducting inward direct investment, etc.; and

五 その他主務省令で定める事項

(v) other matters specified by order of the competent ministry.

6 法第二十七条第三項第一号に規定する政令で定めるものは、経済協力開発機構条約（同条約第五条（a）の規定に基づき決定された資本移動の自由化に関する規約に係る部分に限る。）及び世界貿易機関を設立するマラケシュ協定附属書一Bサービスの貿易に関する一般協定とする。

(6) The international agreement specified by Cabinet Order as prescribed in Article 27, paragraph (3), item (i) of the Act is the Convention on the Organisation for Economic Co-operation and Development (limited to the part concerning the Code of Liberalisation of Capital Movements decided based on the provisions of Article 5 (a) of the Convention), and Annex 1B, General Agreement on Trade in Services and Annexes to the Marrakesh Agreement Establishing the World Trade Organization.

7 法第二十七条第三項又は第六項の規定による対内直接投資等を行つてはならない期間の延長は、郵便若しくは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若しくは同条第九項に規定する特定信書便事業者による同条第二項に規定する信書便（以下「郵便等」という。）による送達又は交付送達により、その送達を受けるべきものの住所、居所又は営業所に当該延長の期間を記載した文書を送達して行ふ。ただし、外国投資家が居住者である代理人により当該対内直接投資等の届出をしている場合には、当該代理人の住所、居所又は営業所に送達するものとする。

(7) The extension under the provisions of Article 27, paragraph (3) or (6) of the Act regarding the period during which inward direct investment, etc. must not be conducted is granted by serving a document stating the extended period at the address, residence, or business office of the person to be served with the document, through service by mail or by the correspondence delivery prescribed in Article 2, paragraph (2) of the Act on Correspondence Delivery by Private Business Operators (Act No. 99 of 2002) conducted by a general correspondence delivery service provider prescribed in paragraph (6) of that Article or specified correspondence delivery service provider prescribed in paragraph (9) of that Article (hereinafter referred to as "mail, etc."), or through personal service; provided, however, that if a foreign investor has made a notification of the inward direct investment, etc. via an agent that is a resident, the document is served at the address, residence, or business office of the agent.

8 通常の見扱ひによる郵便等によつて前項に規定する文書を送付した場合には、その郵便物又は民間事業者による信書の送達に関する法律第二条第三項に規定する信書便物は、通常到達すべきであつた時に送達があつたものと推定する。

(8) If the document prescribed in the preceding paragraph has been dispatched by mail, etc. subject to ordinary handling, the postal item or the correspondence item prescribed in Article 2, paragraph (3) of the Act on Correspondence Delivery by Private Business Operators is presumed to have been serviced at the time it should have normally arrived.

9 財務大臣及び事業所管大臣は、通常の見扱ひによる郵便等によつて第七項に規定す

る文書を発送する場合には、当該文書の送達を受けるべきもの（同項ただし書の場合にあつては、代理人。次項及び第十一項において同じ。）の氏名（法人その他の団体にあつては、その名称）、宛先及び当該文書の発送の年月日を確認するに足りる記録を作成しておかなければならない。

(9) If the Minister of Finance and the competent minister for the business dispatch the document prescribed in paragraph (7) by mail, etc. subject to ordinary handling, they must prepare in advance a record that is sufficient for confirming the name of the person to be served with the document (or an agent thereof in the case referred to in the proviso to that paragraph: the same applies in the following paragraph and paragraph (11)), the destination, and the date of the dispatch.

10 第七項の交付送達は、当該行政機関の職員（法第六十九条第一項の規定に基づき第十条第三号に掲げる事務に従事する日本銀行の職員を含む。）が第七項に規定する文書を送達すべき場所において、その送達を受けるべきものに当該文書を交付して行う。ただし、その送達を受けるべきものに異議がないときは、その他の場所において当該文書を交付することができる。

(10) The personal service referred to in paragraph (7) is conducted by an employee of the relevant administrative organ (including an employee of the Bank of Japan who engages in the functions set forth in Article 10, item (iii) based on the provisions of Article 69, paragraph (1) of the Act) at the place where the document is to be served as prescribed in paragraph (7); provided, however, that the document may be delivered at any other place if the person to be served with the document has no objection.

11 次の各号に掲げる場合には、第七項の交付送達は、前項の規定による交付に代え、当該各号に定める行為により行うことができる。

(11) In the cases set forth in the following items, the personal service referred to in paragraph (7) may be made by way of the act specified in the relevant item, in lieu of the delivery under the provisions of the preceding paragraph:

一 送達すべき場所において第七項に規定する文書の送達を受けるべき者に会わない場合 その使用人その他の従業者又は同居の者で当該文書の受領について相当のわきまのあるもの（次号において「使用人等」という。）に当該文書を交付すること。

(i) if a person delivering the document is unable to meet the person to be served with the document prescribed in paragraph (7) at the place where the document is to be served: by delivering the document to an employee or any other worker of, or a person cohabiting with, the person to be served, who has reasonable discretion concerning the receipt of the document (referred to as an "employee, etc." in the following item); or

二 第七項に規定する文書の送達を受けるべき者その他使用人等が送達すべき場所にいない場合又はこれらの者が正当な理由なく当該文書の受領を拒んだ場合 送達すべき場所に当該文書を差し置くこと。

(ii) if the person to be served with the document prescribed in paragraph (7) or an employee, etc. thereof is not present at the place where the document is to be served, or these persons refuse to receive the document without reasonable grounds: by leaving the document at the place where the document is to be served.

1 2 法第二十七条第五項又は第十項の規定による勧告又は命令は、郵便等による送達又は交付送達により、その送達を受けるべきものの住所、居所又は営業所に当該勧告又は命令の内容を記載した文書を送達して行う。ただし、外国投資家が居住者である代理人により当該対内直接投資等の届出をしている場合には、当該代理人の住所、居所又は営業所に送達するものとする。

(12) The recommendation or order under the provisions of Article 27, paragraph (5) or (10) of the Act is issued by serving a document stating the content of the recommendation or order at the address, residence, or business office of the person to be served with the document, through service by mail, etc. or through personal service; provided, however, that if a foreign investor has made a notification of the inward direct investment, etc. via an agent that is a resident, the document is served at the address, residence, or business office of the agent.

1 3 第八項から第十一項までの規定は、前項に規定する勧告又は命令の内容を記載した文書について準用する。この場合において、第八項中「前項」とあり、及び第九項中「第七項」とあるのは「第十二項」と、第十項中「第七項」とあるのは「第十二項」と、「第十条第三号」とあるのは「第十条第四号又は第六号」と、第十一項中「第七項」とあるのは「次項」と読み替えるものとする。

(13) The provisions of paragraphs (8) through (11) apply mutatis mutandis to the document stating the content of the recommendation or order prescribed in the preceding paragraph. In this case: the term "the preceding paragraph" in paragraph (8) and the term "paragraph (7)" in paragraph (9) are deemed to be replaced with "paragraph (12)"; in paragraph (10), the term "paragraph (7)" is deemed to be replaced with "paragraph (12)," and the term "Article 10, item (iii)" is deemed to be replaced with "Article 10, item (iv) or (vi)"; and the term "paragraph (7)" in paragraph (11) is deemed to be replaced with "the following paragraph."

1 4 法第二十七条第七項の規定による通知は、主務省令で定める手続により、しなければならない。

(14) The notice under the provisions of Article 27, paragraph (7) of the Act must be given by the procedure specified by order of the competent ministry.

(対内直接投資等の届出の特例に関する事項)

(Matters Concerning Special Provisions for Notification of Inward Direct Investment, etc.)

第三条の二 法第二十七条の二第一項に規定する法第二十七条第三項の規定による審査を行う必要性が高いものとして政令で定めるものは、次に掲げるもの（第三号及び第

四号に掲げるものにあつては、財務大臣が国の安全等に係る対内直接投資等（同項に規定する国の安全等に係る対内直接投資等をいう。以下この条において同じ。）を行うおそれが大きい外国投資家に該当しないものとして認めたものを除く。）とする。

Article 3-2 (1) A foreign investor specified by Cabinet Order as one highly requiring the examination under the provisions of Article 27, paragraph (3) of the Act as prescribed in Article 27-2, paragraph (1) of the Act is any of the following (in the case of those set forth in items (iii) and (iv), excluding those found by the Minister of Finance as not falling within the category of foreign investor that is highly likely to conduct inward direct investment, etc. involving national security, etc. (meaning the inward direct investment, etc. involving national security, etc. prescribed in Article 27, paragraph (3) of the Act; hereinafter the same applies in this Article)):

一 法の規定により刑に処せられ、その執行を終わり、若しくは執行を受けることがなくなつた日又は法若しくは法に基づく命令の規定による処分に違反した日から五年を経過しないもの（次号に掲げるものを除く。）

(i) a person that has been sentenced to a punishment under the provisions of the Act, if five years have not yet passed since the day on which the person finished serving the sentence or ceased to be subject to its execution or the day on which the person has violated a disposition under the provisions of the Act or an order based on the Act (excluding the one set forth in the following item);

二 法第二十七条の二第四項又は法第二十八条の二第四項の規定による命令を受けたもの

(ii) a person that has been issued an order under the provisions of Article 27-2, paragraph (4) of the Act or Article 28-2, paragraph (4) of the Act;

三 外国の政府、外国の政府機関、外国の地方公共団体、外国の中央銀行又は外国の政党その他の政治団体（次号及び第四条の三第一項において「外国政府等」という。）

(iii) the government of a foreign country, a governmental organization of a foreign country, a local public entity of a foreign country, the central bank of a foreign country, or a political party or any other political group of a foreign country (referred to as a "foreign government, etc." in the following item and Article 4-3, paragraph (1));

四 法人その他の団体で、次のいずれかに該当するもの

(iv) a corporation or any other organization, which falls under any of the following:

イ 同一の国又は地域に属する外国政府等が直接に保有するその議決権の数と他の法人その他の団体を通じて間接に保有するものとして主務省令で定めるその議決権の数とを合計した議決権の数の総議決権に占める割合が百分の五十以上に相当するもの

(a) a corporation or any other organization in which the ratio of the number

of voting rights obtained by aggregating the number of voting rights directly held by a foreign government, etc. affiliated with the same country or region and the number of voting rights specified by order of the competent ministry as those indirectly held by them via another corporation or any other organization, to the total voting rights, is equivalent to 50 percent or more;

ロ 外国政府等が会社法第百八条第一項第八号に掲げる事項についての定めがある種類の株式又はこれに相当するものを所有しているもの（イに掲げるものを除く。）

(b) a corporation or any other organization (excluding one set forth in (a)) in which a foreign government, etc. owns the class of shares subject to provisions concerning the matters set forth in Article 108, paragraph (1), item (viii) of the Companies Act or shares equivalent thereto;

ハ 同一の国若しくは地域に属する外国政府等又はイに掲げるものが所有する株式の数又は出資の金額の当該法人その他の団体の発行済株式の総数又は出資の金額の総額に占める割合が百分の五十以上であるもの（イ及びロに掲げるものを除く。）

(c) a corporation or any other organization (excluding those set forth in (a) and (b)) in which the ratio of the number of shares or the amount of capital contributions owned by a foreign government, etc. affiliated with the same country or region or the one set forth in (a), to the total amount of issued shares or the total amount of capital contributions in the corporation or any other organization, is 50 percent or more;

ニ 当該法人その他の団体の役員又は役員で代表する権限を有するもののうち、同一の国又は地域に属する外国政府等が任命し、又は指名しているものと当該外国政府等の役員又は使用人その他の従業者であるものの合計が当該法人その他の団体の役員又は役員で代表する権限を有するもののいずれかの総数の三分の一以上であるもの（イからハまでに掲げるものを除く。）

(d) a corporation or any other organization (excluding those set forth in (a) to (c)) in which, among its officers or officers having the authority to represent, the total of the number of those appointed or nominated by a foreign government, etc. affiliated with the same country or region, and the number of officers or employees and other workers of the foreign government, etc., accounts for one-third or more of the total number of officers of the corporation or any other organization or the total number of its officers having the authority to represent; or

ホ 外国政府等が当該法人その他の団体が行う対内直接投資等又は当該対内直接投資等に係る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しているもの（イからニまでに掲げるものを除く。）

(e) a corporation or any other organization (excluding those set forth in (a) to (d)) in which a foreign government, etc. has the authority to give



instructions on the inward direct investment, etc. conducted by the corporation or any other organization or the exercise of voting rights involved in the inward direct investment, etc.; and

五 前二号に掲げる法人その他の団体の役員

(v) officers of the corporation or any other organization set forth in the preceding two items.

2 法第二十七条の二第一項に規定する国の安全等に係る対内直接投資等に該当するおそれが大きいものとして政令で定めるものは、次に掲げるものとする。

(2) Inward direct investment, etc. specified by Cabinet Order as being highly likely to constitute inward direct investment, etc. involving national security, etc. prescribed in Article 27-2, paragraph (1) of the Act is any of the following:

一 前条第二項第二号又は第三号に掲げる対内直接投資等

(i) inward direct investment, etc. as set forth in paragraph (2), item (ii) or (iii) of the preceding Article;

二 第二条第十六項第二号、第四号、第六号及び第七号（同意取得者が会社の経営を実質的に支配するおそれ又は当該会社の経営に重要な影響を与えるおそれのある事項として主務省令で定めるものに係る議案に係るものに限る。）に掲げるもの（前号に掲げるものを除く。）

(ii) inward direct investment, etc. as set forth in Article 2, paragraph (16), items (ii), (iv), and (vi), and item (vii) (limited to inward direct investment, etc. relevant to a proposal regarding matters specified by order of the competent ministry as matters through which the consent acquirer is likely to have substantial control of the management of a company or is likely to have a material influence on the management of the company) (excluding that set forth in the preceding item);

三 前条第二項第一号に規定する主務省令で定める業種のうち国の安全等に係る対内直接投資等に該当するおそれが大きいものに係る業種として主務省令で定める業種に係る対内直接投資等（当該対内直接投資等に係る上場会社等その他の会社の子会社並びに当該会社が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他の会社として主務省令で定めるもの（子会社を除く。）が当該主務省令で定める業種に属する事業を営んでいる場合を含む。）であつて、次に掲げるもの以外のもの（前二号に掲げるものを除く。）

(iii) inward direct investment, etc. involved in any of the business types specified by order of the competent ministry as business types involving inward direct investment, etc. that is highly likely to constitute inward direct investment, etc. involving national security, etc. among the business types specified by order of the competent ministry as prescribed in paragraph (2), item (i) of the preceding Article (including cases where a subsidiary company of a listed company, etc. or any other company involved in the inward direct investment, etc., and a company specified by order of the competent ministry as another company on which the company involved in

the inward direct investment, etc. has a material influence in terms of decisions on its financial and operational or business policies (excluding a subsidiary company) operate a business of any of the business types specified by order of the competent ministry), other than those set forth in the following (excluding those set forth in the preceding two items):

イ 金融商品取引業者（金融商品取引法第二条第九項に規定する金融商品取引業者をいう。）のうち、同法第二十八条第一項に規定する第一種金融商品取引業（同条第八項に規定する有価証券関連業を行うものに限りに、同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のみを行うものを除く。）を行うものその他これに類するものとして主務省令で定めるものが業として行いう法第二十六条第二項第三号及び第四号に掲げる行為並びに第二条第十六項第三号及び第五号に掲げる行為

(a) any of the acts set forth in Article 26, paragraph (2), items (iii) and (iv) of the Act and the acts set forth in Article 2, paragraph (16), items (iii) and (v) which are conducted in the course of trade by a financial instruments business operator (meaning the financial instruments business operator prescribed in Article 2, paragraph (9) of the Financial Instruments and Exchange Act) that engages in the Type-I financial instruments business prescribed in Article 28, paragraph (1) of that Act (limited to such business in which the securities services prescribed in paragraph (8) of that Article are conducted, and excluding such business in which only the Type-I small amount electronic public offering service prescribed in Article 29-4-2, paragraph (10) of that Act is conducted), or any other person specified by order of the competent ministry as being similar thereto;

ロ 法第二十六条第二項第三号及び第四号に掲げる行為並びに第二条第十六項第三号及び第五号に掲げる行為であつて、当該行為をしたものが、当該行為の後において所有することとなる上場会社等の実質株式の数、当該行為をしたものを同条第十九項第一号に規定する株式取得者等とした場合に同項各号に掲げるものに該当することとなる非居住者である個人又は法人等（以下この号において「行為をしたものの密接関係者」という。）が所有する当該上場会社等の実質株式の数並びに当該行為をしたもの及び当該行為をしたものの密接関係者が株式への一任運用をする場合におけるその対象となる当該上場会社等の株式の数を合計した純株式数の当該上場会社等の発行済株式の総数に占める割合が百分の十未満となるもの並びに当該行為をしたものの実質保有等議決権の数及び当該行為をしたものの密接関係者の実質保有等議決権の数を合計した純議決権数の当該上場会社等の総議決権に占める割合が百分の十未満となるもの（イに掲げるものを除く。）

(b) any of the acts set forth in Article 26, paragraph (2), items (iii) and (iv) of the Act and the acts set forth in Article 2, paragraph (16), items (iii) and (v), as a result of which the ratio of the net number of shares obtained by aggregating the number of substantial shares of a listed company, etc. that the person that has conducted the act is to own after the act, the number of

substantial shares of the listed company, etc. that are owned by an individual or corporation, etc. that is a non-resident and that would fall under any of the items of Article 2, paragraph (19) if the person that has conducted the act is deemed to be the acquirer of shares, etc. prescribed in item (i) of that paragraph (that individual or corporation, etc. is hereinafter referred to as a "person closely related to the person that has conducted the act" in this item), and the number of shares of the listed company, etc. subject to discretionary investment management targeting shares if the person that has conducted the act and the person closely related to the person that has conducted the act make discretionary investment management targeting shares, to the total number of issued shares of the listed company, etc., comes to less than 10 percent, and any of those acts as a result of which the ratio of the net number of voting rights obtained by aggregating the number of voting rights substantially held or otherwise exercisable under contract by the person that has conducted the act and the number of voting rights substantially held or otherwise exercisable under contract by the person closely related to the person that has conducted the act, to the total voting rights in the listed company, etc., comes to less than 10 percent (excluding those set forth in (a));

四 前条第二項第一号に規定する主務省令で定める業種に係る事業の継続的かつ安定的な実施を困難にする行為を行うことを目的とする対内直接投資等（前三号に掲げるものを除く。）

(iv) inward direct investment, etc. intended for conducting an act that makes it difficult to implement a business of any of the business types specified by order of the competent ministry prescribed in paragraph (2), item (i) of the preceding Article in a continuous and stable manner (excluding those set forth in the preceding three items); or

五 前各号に掲げるものに準ずるものとして主務省令で定めるもの

(v) inward direct investment, etc. specified by order of the competent ministry as being equivalent to any of those set forth in the preceding items.

3 法第二十七条の二第三項又は第四項の規定による勧告又は命令は、郵便等による送達又は交付送達により、その送達を受けるべきものの住所、居所又は営業所に当該勧告又は命令の内容を記載した文書を送達して行う。ただし、外国投資家が居住者である代理人により当該対内直接投資等の法第五十五条の五の規定に基づく報告をしている場合には、当該代理人の住所、居所又は営業所に送達するものとする。

(3) The recommendation or order under the provisions of Article 27-2, paragraph (3) or (4) of the Act is issued by serving a document stating the content of the recommendation or order at the address, residence, or business office of the person to be served with the document, through service by mail, etc. or through personal service; provided, however, that if a foreign investor has made a report based on the provisions of Article 55-5 of the Act regarding the inward

direct investment, etc. via an agent that is a resident, the document is served at the address, residence, or business office of the agent.

4 前条第八項から第十一項までの規定は、前項に規定する勧告又は命令の内容を記載した文書について準用する。この場合において、同条第八項中「前項」とあり、及び同条第九項中「第七項」とあるのは「第三条の二第三項」と、同条第十項中「第七項」とあるのは「第三条の二第三項」と、「第十条第三号」とあるのは「第十条第四号又は第六号」と、同条第十一項中「第七項」とあるのは「第三条の二第三項」と読み替えるものとする。

(4) The provisions of paragraphs (8) through (11) of the preceding Article apply mutatis mutandis to a document that states the content of the recommendation or order prescribed in the preceding paragraph. In this case: the term "the preceding paragraph" in paragraph (8) of that Article and the term "paragraph (7)" in paragraph (9) of that Article are deemed to be replaced with "Article 3-2, paragraph (3)"; in paragraph (10) of that Article, the term "paragraph (7)" is deemed to be replaced with "Article 3-2, paragraph (3)," and the term "Article 10, item (iii)" is deemed to be replaced with "Article 10, item (iv) or (vi)"; and the term "paragraph (7)" in paragraph (11) of that Article is deemed to be replaced with "Article 3-2, paragraph (3)."

(特定取得の届出及び変更勧告の送達等)

(Notification and Service of Recommendation of Modification Regarding Specified Acquisition)

第四条 法第二十八条第一項に規定する相続、遺贈、法人の合併その他の事情を勘案して政令で定めるものは、次に掲げる行為に該当する特定取得（法第二十六条第三項に規定する特定取得をいう。以下同じ。）とする。

Article 4 (1) Specified acquisition specified by Cabinet Order in consideration of inheritance, bequest, merger of a corporation, or any other circumstances as prescribed in Article 28, paragraph (1) of the Act is specified acquisition (meaning the specified acquisition prescribed in Article 26, paragraph (3) of the Act; the same applies hereinafter) that falls within any of the following categories of acts:

一 相続又は遺贈による特定取得

(i) specified acquisition through inheritance or bequest;

二 特定上場会社等が行う特定取得

(ii) specified acquisition conducted by a specified listed company, etc.;

三 組合等が行う特定取得に相当するものに伴って行われる当該組合等の組合員による特定取得

(iii) specified acquisition conducted by a partner in a partnership, etc. along with an act equivalent to specified acquisition conducted by the partnership, etc.;

四 前三号に掲げるもののほか、主務省令で定める行為

- (iv) beyond what it set forth in the preceding three items, an act specified by order of the competent ministry.
- 2 法第二十八条第一項に規定する審査が必要となる特定取得に該当するおそれがあるものとして政令で定めるものは、国の安全を損なう事態を生ずるおそれ大きい特定取得に係る業種として主務省令で定める業種に係る特定取得（当該特定取得に係る非上場会社の子会社並びに当該非上場会社が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他の会社として主務省令で定めるもの（子会社を除く。）が当該主務省令で定める業種に属する事業を営んでいる場合を含む。）とする。
- (2) Specified acquisition specified by Cabinet Order as being likely to constitute specified acquisition that requires the examination prescribed in Article 28, paragraph (1) of the Act is specified acquisition involved in any of the business types specified by order of the competent ministry as business types involving specified acquisition that is highly likely to undermine national security (including cases where a subsidiary company of a non-listed company, etc. involved in the specified acquisition, and a company specified by order of the competent ministry as another company on which the non-listed company has a material influence in terms of decisions on its financial and operational or business policies (excluding a subsidiary company) operate a business of any of the business types specified by order of the competent ministry).
- 3 法第二十八条第一項の規定による届出は、特定取得を行おうとする日前六月以内に、主務省令で定める手続により、しなければならない。
- (3) The notification under the provisions of Article 28, paragraph (1) of the Act must be made by the procedure specified by order of the competent ministry, within six months prior to the day on which specified acquisition is intended to be conducted.
- 4 法第二十八条第一項の規定による届出をしなければならない外国投資家が法第二十六条第一項第一号、第二号又は第四号に掲げるものに該当する場合には、当該外国投資家は、居住者である代理人（第七項及び第九項の規定により送達される文書を受理する権限を有するものに限る。）により当該届出をしなければならない。
- (4) If a foreign investor that must make a notification under the provisions of Article 28, paragraph (1) of the Act falls within the category of person set forth in Article 26, paragraph (1), item (i), (ii), or (iv) of the Act, the foreign investor must make the notification via an agent that is a resident (limited to an agent having the authority to receive documents served under the provisions of paragraphs (7) and (9)).
- 5 法第二十八条第一項に規定する政令で定める事項は、次に掲げる事項とする。
- (5) The matters specified by Cabinet Order as prescribed in Article 28, paragraph (1) of the Act are the following matters:
- 一 届出者の氏名、住所又は居所、国籍及び職業（法人その他の団体にあつては、その名称、主たる事務所の所在地、営んでいる事業の内容、資本金及び代表者の氏

- 名)
- (i) the name, domicile or residence, nationality, and occupation of the person making the notification (if the person is a corporation or any other organization, its name, the location of its principal office, the content of the business it operates, its stated capital, and the name of its representative);
- 二 特定取得に係る事業目的
- (ii) the business purpose regarding specified acquisition;
- 三 特定取得の金額及び実行の時期
- (iii) the amount and time of execution of specified acquisition;
- 四 特定取得を行おうとする理由
- (iv) the reason for conducting specified acquisition; and
- 五 その他主務省令で定める事項
- (v) other matters specified by order of the competent ministry.
- 6 法第二十八条第三項に規定する政令で定めるものは、経済協力開発機構条約（同条約第五条（a）の規定に基づき決定された資本移動の自由化に関する規約に係る部分に限る。）及び世界貿易機関を設立するマラケシュ協定附属書一Bサービスの貿易に関する一般協定とする。
- (6) The international agreement specified by Cabinet Order as prescribed in Article 28, paragraph (3) of the Act is the Convention on the Organization for Economic Co-operation and Development (limited to the part concerning the Code of Liberalization of Capital Movements decided based on the provisions of Article 5 (a) of the Convention), and Annex 1B, General Agreement on Trade in Services and Annexes to the Marrakesh Agreement Establishing the World Trade Organization.
- 7 法第二十八条第三項又は第六項の規定による特定取得を行つてはならない期間の延長は、郵便等による送達又は交付送達により、その送達を受けるべきものの住所、居所又は営業所に当該延長の期間を記載した文書を送達して行う。ただし、外国投資家が居住者である代理人により当該特定取得の届出をしている場合には、当該代理人の住所、居所又は営業所に送達するものとする。
- (7) The extension under the provisions of Article 28, paragraph (3) or (6) of the Act regarding the period during which specified acquisition must not be conducted is granted by serving a document stating the extended period at the address, residence, or business office of the person to be served with the document, through service by mail, etc. or through personal service; provided, however, that if a foreign investor has made a notification of the specified acquisition via an agent that is a resident, the document is served at the address, residence, or business office of the agent.
- 8 第三条第八項から第十一項までの規定は、前項に規定する延長の期間を記載した文書について準用する。この場合において、同条第八項中「前項」とあり、及び同条第九項から第十一項までの規定中「第七項」とあるのは、「第四条第七項」と読み替えるものとする。

- (8) The provisions of Article 3, paragraphs (8) through (11) apply mutatis mutandis to the document stating the extended period prescribed in the preceding paragraph. In this case: the term "the preceding paragraph" in paragraph (8) of that Article and the term "paragraph (7)" in paragraphs (9) through (11) of that Article are deemed to be replaced with "Article 4, paragraph (7)."
- 9 法第二十八条第五項の規定又は同条第七項において準用する法第二十七条第十項の規定による勧告又は命令は、郵便等による送達又は交付送達により、その送達を受けるべきものの住所、居所又は営業所に当該勧告又は命令の内容を記載した文書を送達して行う。ただし、外国投資家が居住者である代理人により当該特定取得の届出をしている場合には、当該代理人の住所、居所又は営業所に送達するものとする。
- (9) The recommendation or order under the provisions of Article 28, paragraph (5) of the Act or the provisions of Article 27, paragraph (10) of the Act as applied mutatis mutandis pursuant to Article 28, paragraph (7) of the Act is issued by serving a document stating the content of the recommendation or order at the address, residence, or business office of the person to be served with the document, through service by mail, etc. or through personal service; provided, however, that if a foreign investor has made a notification of the specified acquisition via an agent that is a resident, the document is served at the address, residence, or business office of the agent.
- 10 第三条第八項から第十一項までの規定は、前項に規定する勧告又は命令の内容を記載した文書について準用する。この場合において、同条第八項中「前項」とあり、及び同条第九項中「第七項」とあるのは「第四条第九項」と、同条第十項中「第七項」とあるのは「第四条第九項」と、「第十条第三号」とあるのは「第十条第四号又は第六号」と、同条第十一項中「第七項」とあるのは「第四条第九項」と読み替えるものとする。
- (10) The provisions of Article 3, paragraphs (8) through (11) apply mutatis mutandis to a document that states the content of the recommendation or order prescribed in the preceding paragraph. In this case: the term "the preceding paragraph" in paragraph (8) of that Article and the term "paragraph (7)" in paragraph (9) of that Article are deemed to be replaced with "Article 4, paragraph (9)"; in paragraph (10) of that Article, the term "paragraph (7)" is deemed to be replaced with "Article 4, paragraph (9)," and the term "Article 10, item (iii)" is deemed to be replaced with "Article 10, item (iv) or (vi)"; and the term "paragraph (7)" in paragraph (11) of that Article is deemed to be replaced with "Article 4, paragraph (9)."
- 11 法第二十八条第七項において準用する法第二十七条第七項の規定による通知は、主務省令で定める手続により、しなければならない。
- (11) The notice under the provisions of Article 27, paragraph (7) of the Act as applied mutatis mutandis pursuant to Article 28, paragraph (7) of the Act must be given by the procedure specified by order of the competent ministry.

(法第二十七条の技術的読替え)

(Technical Replacement of Terms under Article 27 of the Act)

第四条の二 法第二十八条第七項の規定による技術的読替えは、次の表のとおりとする。

Article 4-2 The technical replacement of terms under the provisions of Article 28, paragraph (7) of the Act is as set forth in the following table:

読み替える法の規定 Provisions of the Act whose terms are to be replaced	読み替えられる字句 Original terms	読み替える字句 Terms to replace the original terms
第二十七条第七項 Article 27, paragraph (7)	第五項 paragraph (5)	第二十八条第五項 Article 28, paragraph (5)
第二十七条第八項 Article 27, paragraph (8)	対内直接投資等 inward direct investment, etc.	特定取得 specified acquisition
第二十七条第九項 Article 27, paragraph (9)	第三項又は第六項 paragraph (3) or (6)	第二十八条第三項又は第六項 Article 28, paragraph (3) or (6)
	対内直接投資等 inward direct investment, etc.	特定取得 specified acquisition
	第五項 paragraph (5)	第二十八条第五項 Article 28, paragraph (5)
第二十七条第十項 Article 27, paragraph (10)	対内直接投資等 inward direct investment, etc.	特定取得 specified acquisition
	第三項又は第六項 paragraph (3) or (6)	同条第三項又は第六項 paragraph (3) or (6) of that Article
第二十七条第十一項 Article 27, paragraph (11)	第一項の規定による届出に係る対内直接投資等が国の安全等に係る対内直接投資等 the inward direct investment, etc. stated in the notification made under the provisions of paragraph (1)... inward direct investment, etc. involving national security, etc.	第二十八条第一項の規定による届出に係る特定取得が同条第三項に規定する国の安全に係る特定取得 the specified acquisition stated in the notification made under the provisions of Article 28, paragraph (1)... specified acquisition involving national security, etc. prescribed in paragraph (3) of that Article



	対内直接投資等に係る of the inward direct investment, etc.	特定取得に係る of the specified acquisition
第二十七条第十二 項 Article 27, paragraph (12)	第五項から前項までに定めるもののほか、対内直接投資等 Beyond what is provided for in paragraph (5) through the preceding paragraph, Cabinet Order prescribes...of inward direct investment, etc.	第七項から前項まで並びに第二十八条第五項及び第六項に定めるもののほか、特定取得 Beyond what is provided for in paragraph (7) through the preceding paragraph, and Article 28, paragraphs (5) and (6), Cabinet Order prescribes...of specified acquisition

(特定取得の届出の特例に関する事項)

(Matters Concerning Special Provisions for Notification of Specified Acquisition)

第四条の三 法第二十八条の二第一項に規定する法第二十八条第三項の規定による審査を行う必要性が高いものとして政令で定めるものは、次に掲げるものとする。

Article 4-3 (1) A person specified by Cabinet Order as one highly requiring the examination under the provisions of Article 28, paragraph (3) of the Act as prescribed in Article 28-2, paragraph (1) of the Act is any of the following:

一 法の規定により刑に処せられ、その執行を終わり、若しくは執行を受けることがなくなった日又は法若しくは法に基づく命令の規定による処分に違反した日から五年を経過しないもの（次号に掲げるものを除く。）

(i) a person that has been sentenced to a punishment under the provisions of the Act, if five years have not yet passed since the day on which the person finished serving the sentence or ceased to be subject to its execution or the day on which the person has violated a disposition under the provisions of the Act or an order based on the Act (excluding the one set forth in the following item);

二 法第二十七条の二第四項又は法第二十八条の二第四項の規定による命令を受けたもの

(ii) a person that has been issued an order under the provisions of Article 27-2, paragraph (4) of the Act or Article 28-2, paragraph (4) of the Act;

三 外国政府等

(iii) a foreign government, etc.;

四 法人その他の団体で、次のいずれかに該当するもの

(iv) a corporation or any other organization, which falls under any of the following:

イ 同一の国又は地域に属する外国政府等が直接に保有するその議決権の数と他の法人その他の団体を通じて間接に保有するものとして主務省令で定めるその議決

権の数とを合計した議決権の数の総議決権に占める割合が百分の五十以上に相当するもの

(a) a corporation or any other organization in which the ratio of the number of voting rights obtained by aggregating the number of voting rights directly held by a foreign government, etc. affiliated with the same country or region and the number of voting rights specified by order of the competent ministry as those indirectly held by them via another corporation or any other organization, to the total voting rights, is equivalent to 50 percent or more;

ロ 外国政府等が会社法第百八条第一項第八号に掲げる事項についての定めがある種類の株式又はこれに相当するものを所有しているもの（イに掲げるものを除く。）

(b) a corporation or any other organization (excluding one set forth in (a)) in which a foreign government, etc. owns the class of shares subject to provisions concerning the matters set forth in Article 108, paragraph (1), item (viii) of the Companies Act or anything equivalent thereto;

ハ 同一の国若しくは地域に属する外国政府等又はイに掲げるものが所有する株式の数又は出資の金額の当該法人その他の団体の発行済株式の総数又は出資の金額の総額に占める割合が百分の五十以上であるもの（イ及びロに掲げるものを除く。）

(c) a corporation or any other organization (excluding those set forth in (a) and (b)) in which the ratio of the number of shares or the amount of capital contributions owned by a foreign government, etc. affiliated with the same country or region or the one set forth in (a), to the total amount of issued shares or the total amount of capital contributions in the corporation or any other organization, is 50 percent or more;

ニ 当該法人その他の団体の役員又は役員で代表する権限を有するもののうち、同一の国又は地域に属する外国政府等が任命し、又は指名しているものと当該外国政府等の役員又は使用人その他の従業者であるものの合計が当該法人その他の団体の役員又は役員で代表する権限を有するもののいずれかの総数の三分の一以上であるもの（イからハまでに掲げるものを除く。）

(d) a corporation or any other organization (excluding those set forth in (a) to (c)) in which, among its officers or officers having the authority to represent, the total of the number of those appointed or nominated by a foreign government, etc. affiliated with the same country or region, and the number of officers or employees and other workers of the foreign government, etc., accounts for one-third or more of the total number of officers of the corporation or any other organization or the total number of its officers having the authority to represent; or

ホ 外国政府等が当該法人その他の団体が行う特定取得又は当該特定取得に係る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しているもの（イからニま

でに掲げるものを除く。)

(e) a corporation or any other organization (excluding those set forth in (a) to (d)) in which a foreign government, etc. has the authority to give instructions on the specified acquisition conducted by the corporation or any other organization or the exercise of voting rights involved in the specified acquisition; and

五 前二号に掲げる法人その他の団体の役員

(v) officers of the corporation or any other organization set forth in the preceding two items.

2 法第二十八条の二第一項に規定する国の安全に係る特定取得に該当するおそれが高いものとして政令で定めるものは、次に掲げるものとする。

(2) Specified acquisition specified by Cabinet Order as being highly likely to constitute specified acquisition involving national security, etc. prescribed in Article 28-2, paragraph (1) of the Act is any of the following:

一 第四条第二項に規定する主務省令で定める業種のうち国の安全に係る特定取得に該当するおそれが高い業種として主務省令で定める業種に係る特定取得（当該特定取得に係る非上場会社の子会社並びに当該非上場会社が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他の会社として主務省令で定めるもの（子会社を除く。）が当該主務省令で定める業種に属する事業を営んでいる場合を含む。）

(i) specified acquisition involved in any of the business types specified by order of the competent ministry as business types involving specified acquisition that is highly likely to constitute specified acquisition involving national security among the business types specified by order of the competent ministry as prescribed in Article 4, paragraph (2) (including cases where a subsidiary company of a non-listed company, etc. involved in the specified acquisition, and a company specified by order of the competent ministry as another company on which the non-listed company has a material influence in terms of decisions on its financial and operational or business policies (excluding a subsidiary company) operate a business of any of the business types specified by order of the competent ministry);

二 第四条第二項に規定する主務省令で定める業種に係る事業の継続的かつ安定的な実施を困難にする行為を行うことを目的とする特定取得（前号に掲げるものを除く。）

(ii) specified acquisition intended for conducting an act that makes it difficult to implement a business of any of the business types specified by order of the competent ministry prescribed in Article 4, paragraph (2) in a continuous and stable manner (excluding the one set forth in the preceding item); or

三 前二号に掲げるものに準ずるものとして主務省令で定めるもの

(iii) specified acquisition specified by order of the competent ministry as being equivalent to any of those set forth in the preceding two items.

3 法第二十八条の二第三項又は第四項の規定による勧告又は命令は、郵便等による送達又は交付送達により、その送達を受けるべきものの住所、居所又は営業所に当該勧告又は命令の内容を記載した文書を送達して行う。ただし、外国投資家が居住者である代理人により当該特定取得の法第五十五条の五の規定に基づく報告をしている場合には、当該代理人の住所、居所又は営業所に送達するものとする。

(3) The recommendation or order under the provisions of Article 28-2, paragraph (3) or (4) of the Act is issued by serving a document stating the content of the recommendation or order at the address, residence, or business office of the person to be served with the document, through service by mail, etc. or through personal service; provided, however, that if a foreign investor has made a report based on the provisions of Article 55-5 of the Act regarding the specified acquisition via an agent that is a resident, the document is served at the address, residence, or business office of the agent.

4 第三条第八項から第十一項までの規定は、前項に規定する勧告又は命令の内容を記載した文書について準用する。この場合において、同条第八項中「前項」とあり、及び同条第九項中「第七項」とあるのは「第四条の三第三項」と、同条第十項中「第七項」とあるのは「第四条の三第三項」と、「第十条第三号」とあるのは「第十条第四号又は第六号」と、同条第十一項中「第七項」とあるのは「第四条の三第三項」と読み替えるものとする。

(4) The provisions of Article 3, paragraphs (8) through (11) apply mutatis mutandis to a document that states the content of the recommendation or order prescribed in the preceding paragraph. In this case: the term "the preceding paragraph" in paragraph (8) of that Article and the term "paragraph (7)" in paragraph (9) of that Article are deemed to be replaced with "Article 4-3, paragraph (3)"; in paragraph (10) of that Article, the term "paragraph (7)" is deemed to be replaced with "Article 4-3, paragraph (3)," and the term "Article 10, item (iii)" is deemed to be replaced with "Article 10, item (iv) or (vi)"; and the term "paragraph (7)" in paragraph (11) of that Article is deemed to be replaced with "Article 4-3, paragraph (3)."

(措置命令の送達)

(Service of Order for Measures)

第四条の四 法第二十九条第一項から第五項までの規定による命令は、郵便等による送達又は交付送達により、その送達を受けるべきものの住所、居所又は営業所に当該命令の内容を記載した文書を送達して行う。

Article 4-4 (1) The order under the provisions of Article 29, paragraphs (1) through (5) of the Act is issued by serving a document stating the content of the order at the address, residence, or business office of the person to be served with the document, through service by mail, etc. or through personal service.

2 第三条第八項から第十一項までの規定は、前項に規定する命令の内容を記載した文書について準用する。この場合において、同条第八項中「前項」とあり、及び同条第

九項中「第七項」とあるのは「第四条の四第一項」と、同条第十項中「第七項」とあるのは「第四条の四第一項」と、「第十条第三号」とあるのは「第十条第六号」と、同条第十一項中「第七項」とあるのは「第四条の四第一項」と読み替えるものとする。

(2) The provisions of Article 3, paragraphs (8) through (11) apply mutatis mutandis to a document that states the content of the order prescribed in the preceding paragraph. In this case: the term "the preceding paragraph" in paragraph (8) of that Article and the term "paragraph (7)" in paragraph (9) of that Article are deemed to be replaced with "Article 4-4, paragraph (1)"; in paragraph (10) of that Article, the term "paragraph (7)" is deemed to be replaced with "Article 4-4, paragraph (1)," and the term "Article 10, item (iii)" is deemed to be replaced with "Article 10, item (vi)"; and the term "paragraph (7)" in paragraph (11) of that Article is deemed to be replaced with "Article 4-4, paragraph (1)."

3 外国においてすべき送達は、財務大臣及び事業所管大臣がその国の管轄官庁又はその国に駐在する日本の大使、公使又は領事に囑託してする。

(3) Service to be made in a foreign country is made as commissioned by the Minister of Finance and the competent minister for the business to the competent government agency in that country or the Japanese ambassador, minister, or consul stationed in that country.

4 財務大臣及び事業所管大臣は、次に掲げる場合には、公示送達をすることができる。

(4) In the following cases, the Minister of Finance and the competent minister for the business may make service by publication:

一 送達を受けるべきものの住所、居所その他送達をすべき場所が知れない場合

(i) if the address and residence or any other place of service of the person to be served are unknown; and

二 外国においてすべき送達について、前項の規定によることができず、又はこれによつても送達をすることができないと認めるべき場合

(ii) if, with regard to service to be made in a foreign country, it is impossible to make service pursuant to the provisions of the preceding paragraph, or it is found to be impossible to make service even by such means;

5 公示送達は、第一項に規定する文書を送達を受けるべきものにいつでも交付すべき旨を財務省の掲示場に掲示することにより行う。

(5) Service by publication is made by posting, on the notice board of the Ministry of Finance, notice to the effect that the document prescribed in paragraph (1) will be delivered to the person to be served at any time.

6 公示送達は、前項の規定による掲示を始めた日から二週間を経過することによつて、その効力を生ずる。

(6) Service by publication becomes effective when two weeks have passed from the day on which the posting under the provisions of the preceding paragraph was made.

7 外国においてすべき送達についてした公示送達にあつては、前項の期間は、六週間

とする。

- (7) For service by publication made with regard to service to be made in a foreign country, the period referred to in the preceding paragraph is six weeks.

### 第三章 技術導入契約の締結等

#### Chapter III Conclusion, etc. of Technology Introduction Contract

(技術導入契約の締結等の届出及び変更勧告の送達等)

(Notification and Service of Recommendation of Modification Regarding Conclusion, etc. of Technology Introduction Contract)

第五条 法第三十条第一項に規定する技術導入契約の締結等（以下「技術導入契約の締結等」という。）であつて、同項に規定する政令で定めるものは、次の各号のいずれかに該当する技術導入契約の締結等とする。

Article 5 (1) The conclusion, etc. of a technology introduction contract prescribed in Article 30, paragraph (1) of the Act (hereinafter referred to as the "conclusion, etc. of a technology introduction contract") specified by Cabinet Order as prescribed in that paragraph is the conclusion, etc. of a technology introduction contract that falls under any of the following items:

一 イからニまでに掲げる技術導入契約の締結等に係る契約の締結（技術導入契約の締結等に係る契約の一方の当事者の変更によるものを除く。）であつて、指定技術（国の安全を損ない、公の秩序の維持を妨げ、又は公衆の安全の保護に支障を来すことになるおそれがある技術導入契約の締結等に係る技術として主務省令で定める技術をいう。以下この項及び第六条の四第二項第二号において同じ。）に係るもの

(i) the conclusion of a contract involved in the conclusion, etc. of a technology introduction contract set forth in (a) through (d) (excluding the conclusion of a contract due to the change of one party to a contract involved in the conclusion, etc. of a technology introduction contract), which is related to designated technology (meaning technology specified by order of the competent ministry as technology involved in the conclusion, etc. of a technology introduction contract that is likely to undermine national security, disturb the maintenance of public order, or interfere with the protection of public safety; hereinafter the same applies in this paragraph and Article 6-4, paragraph (2), item (ii));

イ 技術導入契約の締結等に基づき契約の相手方である非居住者（非居住者の本邦にある支店等を含む。以下この号において同じ。）に支払うべき対価（渡航費及び本邦における滞在費を除く。以下この項において「技術導入契約の対価」という。）の額が一億円に相当する額を超える技術導入契約の締結等

(a) the conclusion, etc. of a technology introduction contract for which the amount of consideration to be paid based on the conclusion, etc. of a technology introduction contract (excluding travel expenses and expenses for staying in Japan; hereinafter referred to as "consideration for a

technology introduction contract" in this paragraph) to a non-resident (including a non-resident's branch office, etc. in Japan; hereinafter the same applies in this item) that is the other party to the contract exceeds an amount equivalent to 100 million yen;

ロ 技術導入契約の対価の額が確定していない技術導入契約の締結等

(b) the conclusion, etc. of a technology introduction contract for which the amount of consideration for a technology introduction contract has not been determined;

ハ 居住者が技術導入契約の対価として工業所有権その他の技術に関する権利の譲渡、これらに関する使用权の設定又は事業の経営に関する技術の指導を行おうとする技術導入契約の締結等

(c) the conclusion, etc. of a technology introduction contract through which a resident intends to transfer industrial property rights or any other rights related to technology, establish rights to use these rights, or provide guidance on technology for business management, as consideration for the technology introduction contract; or

ニ 技術導入契約の締結等の相手方である非居住者により総議決権の百分の五十以上の議決権の数を直接に保有されている会社である居住者が当該非居住者との間でしようとする技術導入契約の締結等

(d) the conclusion, etc. of a technology introduction contract that a resident intends to conduct with a non-resident if the resident is a company in which 50 percent or more of the total voting rights are directly held by the non-resident that is the other party to the conclusion, etc. of the technology introduction contract;

二 前号イからニまでに掲げる技術導入契約の締結等に係る契約の条項の変更（指定技術を新たに追加するものに限る。）

(ii) the modification of terms of a contract involved in the conclusion, etc. of a technology introduction contract set forth in (a) through (d) of the preceding item (limited to a change to add designated technology); or

三 技術導入契約の締結等（第一号ロからニまでに掲げるものを除く。）に係る契約の条項の変更により技術導入契約の対価の額が一億円に相当する額を超えることとなるものであつて指定技術に係るもの

(iii) the conclusion, etc. of a technology introduction contract (excluding those set forth in item (i), (b) through (d)) for which the amount of consideration for a technology introduction contract is to exceed an amount equivalent to 100 million yen as a result of the modification of terms of the contract and which pertains to designated technology.

2 法第三十条第一項の規定による届出は、技術導入契約の締結等をしようとする日前三月以内に、主務省令で定める手続により、しなければならない。

(2) The notification under the provisions of Article 30, paragraph (1) of the Act must be made by the procedure specified by order of the competent ministry,

within three months prior to the day on which the conclusion, etc. of a technology introduction contract is intended to be conducted.

3 法第三十条第一項に規定する政令で定める事項は、次に掲げる事項とする。

(3) The matters specified by Cabinet Order as prescribed in Article 30, paragraph (1) of the Act are the following matters:

一 届出者の氏名、住所又は居所及び職業（法人にあつては、その名称、主たる事務所の所在地、営んでいる事業の内容、資本金及び代表者の氏名）

(i) the name, domicile or residence, and occupation of the person making the notification (if the person is a corporation, its name, the location of its principal office, the content of the business it operates, its stated capital, and the name of its representative);

二 技術導入契約の締結等に係る技術の種類及び対価

(ii) the type of technology and consideration for the conclusion, etc. of a technology introduction contract;

三 技術導入契約の締結等の実行の時期

(iii) the time of execution of the conclusion, etc. of a technology introduction contract;

四 技術導入契約の締結等をしようとする理由

(iv) the reason for conducting the conclusion, etc. of a technology introduction contract; and

五 前各号に掲げるもののほか、技術導入契約の締結等に係る契約の条項その他主務省令で定める事項

(v) beyond what is set forth in the preceding items, the terms of a contract involved in the conclusion, etc. of a technology introduction contract, and other matters specified by order of the competent ministry.

4 法第三十条第三項に規定する政令で定めるものは、経済協力開発機構条約（同条約第五条（a）の規定に基づき決定された経常的貿易外取引の自由化に関する規約に係る部分に限る。）とする。

(4) The international agreement specified by Cabinet Order as prescribed in Article 30, paragraph (3) of the Act is the Convention on the Organization for Economic Co-operation and Development (limited to the part concerning the Code of Liberalization of Capital Movements decided based on the provisions of Article 5 (a) of the Convention).

5 法第三十条第三項又は第六項の規定による技術導入契約の締結等をしてはならない期間の延長は、郵便等による送達又は交付送達により、その送達を受けるべき者の住所、居所又は営業所に当該延長の期間を記載した文書を送達して行う。

(5) The extension under the provisions of Article 30, paragraph (3) or (6) of the Act regarding the period during which the conclusion, etc. of a technology introduction contract must not be conducted is granted by serving a document stating the extended period at the address, residence, or business office of the person to be served with the document, through service by mail, etc. or through



personal service.

6 第三条第八項から第十一項までの規定は、前項に規定する延長の期間を記載した文書について準用する。この場合において、同条第八項中「前項」とあり、及び同条第九項から第十一項までの規定中「第七項」とあるのは、「第五条第五項」と読み替えるものとする。

(6) The provisions of Article 3, paragraphs (8) through (11) apply mutatis mutandis to the document stating the extended period prescribed in the preceding paragraph. In this case: the term "the preceding paragraph" in paragraph (8) of that Article and the term "paragraph (7)" in paragraphs (9) through (11) of that Article are deemed to be replaced with "Article 5, paragraph (5)."

7 法第三十条第五項の規定又は同条第七項において準用する法第二十七条第十項の規定による勧告又は命令は、郵便等による送達又は交付送達により、その送達を受けるべき者の住所、居所又は営業所に当該勧告又は命令の内容を記載した文書を送達して行う。

(7) The recommendation or order under the provisions of Article 30, paragraph (5) of the Act or the provisions of Article 27, paragraph (10) of the Act as applied mutatis mutandis pursuant to Article 30, paragraph (7) of the Act is issued by serving a document stating the content of the recommendation or order at the address, residence, or business office of the person to be served with the document, through service by mail, etc. or through personal service.

8 第三条第八項から第十一項までの規定は、前項に規定する勧告又は命令の内容を記載した文書について準用する。この場合において、同条第八項中「前項」とあり、及び同条第九項中「第七項」とあるのは「第五条第七項」と、同条第十項中「第七項」とあるのは「第五条第七項」と、「第十条第三号」とあるのは「第十条第四号又は第六号」と、同条第十一項中「第七項」とあるのは「第五条第七項」と読み替えるものとする。

(8) The provisions of Article 3, paragraphs (8) through (11) apply mutatis mutandis to a document that states the content of the recommendation or order prescribed in the preceding paragraph. In this case: the term "the preceding paragraph" in paragraph (8) of that Article and the term "paragraph (7)" in paragraph (9) of that Article are deemed to be replaced with "Article 5, paragraph (7)"; in paragraph (10) of that Article, the term "paragraph (7)" is deemed to be replaced with "Article 5, paragraph (7)," and the term "Article 10, item (iii)" is deemed to be replaced with "Article 10, item (iv) or (vi)"; and the term "paragraph (7)" in paragraph (11) of that Article is deemed to be replaced with "Article 5, paragraph (7)."

9 法第三十条第七項において準用する法第二十七条第七項の規定による通知は、主務省令で定める手続により、しなければならない。

(9) The notice under the provisions of Article 27, paragraph (7) of the Act as applied mutatis mutandis pursuant to Article 30, paragraph (7) of the Act must

be given by the procedure specified by order of the competent ministry.

(法第二十七条の技術的読替え)

(Technical Replacement of Terms under Article 27 of the Act)

第六条 法第三十条第七項の規定による技術的読替えは、次の表のとおりとする。

Article 6 The technical replacement of terms under the provisions of Article 30, paragraph (7) of the Act is as set forth in the following table:

読み替える規定 Provisions of the Act whose terms are to be replaced	読み替えられる字句 Original terms	読み替える字句 Terms to replace the original terms
第二十七条第七 項 Article 27, paragraph (7)	第五項 paragraph (5)	第三十条第五項 Article 30, paragraph (5)
第二十七条第八 項 Article 27, paragraph (8)	対内直接投資等を行わなければ ならない must conduct the inward direct investment, etc.	技術導入契約の締結等をしなけ ればならない must conduct the conclusion, etc. of a technology introduction contract
	第三項又は第六項 paragraph (3) or (6)	第三十条第三項又は第六項 Article 30, paragraph (3) or (6)
第二十七条第九 項 Article 27, paragraph (9)	当該対内直接投資等 the inward direct investment, etc.	当該技術導入契約の締結等 the conclusion, etc. of a technology introduction contract
	対内直接投資等を行う conduct the inward direct investment, etc.	技術導入契約の締結等をする conduct the conclusion, etc. of a technology introduction contract
	第五項 paragraph (5)	第三十条第五項 Article 30, paragraph (5)
第二十七条第十 項 Article 27, paragraph (10)	対内直接投資等に係る内容 the substance of...the inward direct investment, etc.	技術導入契約の締結等に係る条 項の全部若しくは一部 all or part of the terms of the contract involved in the conclusion, etc. of a technology introduction contract
	第三項又は第六項 paragraph (3) or (6)	同条第三項又は第六項 paragraph (3) or (6) of that Article

第二十七条第十一項 Article 27, paragraph (11)	第一項の規定による届出に係る 対内直接投資等が国の安全等に 係る対内直接投資等 the inward direct investment, etc. stated in the notification made under the provisions of paragraph (1)... inward direct investment, etc. involving national security, etc.	第三十条第一項の規定による届 出に係る技術導入契約の締結等 が同条第三項に規定する国の安 全等に係る技術導入契約の締結 等 the conclusion, etc. of a technology introduction contract stated in the notification made under the provisions of Article 30, paragraph (1)... the conclusion, etc. of a technology introduction contract involving national security, etc. prescribed in paragraph (3) of that Article
	対内直接投資等に係る内容 the substance of...the inward direct investment, etc.	技術導入契約の締結等に係る条 項の全部若しくは一部 all or part of the terms of the contract involved in the conclusion, etc. of a technology introduction contract
第二十七条第十二項 Article 27, paragraph (12)	第五項から前項までに定めるも ののほか、対内直接投資等に係 る内容 Beyond what is provided for in paragraph (5) through the preceding paragraph, Cabinet Order prescribes...the substance of... inward direct investment, etc.	第七項から前項まで並びに第三 十条第五項及び第六項に定める もののほか、技術導入契約の締 結等に係る条項の全部若しくは 一部 Beyond what is provided for in paragraph (7) through the preceding paragraph, and Article 30, paragraphs (5) and (6), Cabinet Order prescribes...all or part of the terms of the contract involved in the conclusion, etc. of a technology introduction contract

(適用除外)

(Exclusion from Application)

第六条の二 法第三十条第八項に規定する政令で定める技術導入契約の締結等は、事業の経営に関する技術の指導に係る技術導入契約の締結等とする。

Article 6-2 The conclusion, etc. of a technology introduction contract specified by Cabinet Order as prescribed in Article 30, paragraph (8) of the Act is the conclusion, etc. of a technology introduction contract concerning guidance on technology for business management.

## 第三章の二 報告 Chapter III-2 Reports

(対内直接投資等及び特定取得の報告)

(Report of Inward Direct Investment, etc. and Specified Acquisition)

第六条の三 法第五十五条の五第一項の規定による報告は、主務省令で定める期間内に、主務省令で定める手続により、しなければならない。

Article 6-3 (1) The report under the provisions of Article 55-5, paragraph (1) of the Act must be made by the procedure specified by order of the competent ministry, within the period specified by order of the competent ministry.

2 法第五十五条の五第一項の規定による報告をしなければならない外国投資家が法第二十六条第一項第一号、第二号又は第四号に掲げるものに該当する場合には、当該外国投資家は、居住者である代理人（法第二十七条の二第一項又は法第二十八条の二第一項の規定により法第二十七条第一項又は法第二十八条第一項の規定による届出をせずに対内直接投資等又は特定取得を行つた外国投資家にあつては、第三条の二第三項又は第四条の三第三項の規定により送達される文書を受理する権限を有するものに限る。）により当該報告をしなければならない。

(2) If a foreign investor that must make a report under the provisions of Article 55-5, paragraph (1) of the Act falls within the category of person set forth in Article 26, paragraph (1), item (i), (ii), or (iv) of the Act, the foreign investor must make the report via an agent that is a resident (in the case of a foreign investor that has conducted inward direct investment, etc. or specified acquisition without making a notification under the provisions of Article 27, paragraph (1) of the Act or Article 28, paragraph (1) of the Act pursuant to the provisions of Article 27-2, paragraph (1) of the Act or Article 28-2, paragraph (1) of the Act: limited to an agent having the authority to receive documents served under the provisions of Article 3-2, paragraph (3) or Article 4-3, paragraph (3)).

3 法第五十五条の五第一項に規定する政令で定める事項は、次に掲げる事項とする。

(3) The matters specified by Cabinet Order as prescribed in Article 55-5, paragraph (1) of the Act are the following matters:

一 報告者の氏名、住所又は居所、国籍及び職業（法人その他の団体にあつては、その名称、主たる事務所の所在地、営んでいる事業の内容、資本金及び代表者の氏名）

(i) the name, domicile or residence, nationality, and occupation of the person making the report (if the person is a corporation or any other organization, its name, the location of its principal office, the content of the business it operates, its stated capital, and the name of its representative);

二 対内直接投資等又は特定取得に係る事業目的

(ii) the business purpose regarding inward direct investment, etc. or specified

acquisition;

三 対内直接投資等又は特定取得の金額及び実行の日

(iii) the amount and day of execution of inward direct investment, etc. or specified acquisition; and

四 その他主務省令で定める事項

(iv) other matters specified by order of the competent ministry.

(技術導入契約の締結等の報告)

(Report of Conclusion, etc. of a Technology Introduction Contract)

第六条の四 法第五十五条の六第一項の規定による報告は、技術導入契約の締結等をした日から起算して四十五日以内に、主務省令で定める手続により、しなければならない。

Article 6-4 (1) The report under the provisions of Article 55-6, paragraph (1) of the Act must be made by the procedure specified by order of the competent ministry, within 45 days from the day on which the conclusion, etc. of a technology introduction contract is conducted.

2 法第五十五条の六第二項に規定する政令で定める技術導入契約の締結等は、次に掲げる技術導入契約の締結等とする。

(2) The conclusion, etc. of a technology introduction contract specified by Cabinet Order as prescribed in Article 55-6, paragraph (2) of the Act is the conclusion, etc. of a technology introduction contract set forth in the following:

一 事業の経営に関する技術の指導に係る技術導入契約の締結等

(i) the conclusion, etc. of a technology introduction contract concerning guidance on technology for business management; or

二 指定技術以外の技術導入契約の締結等

(ii) the conclusion, etc. of a technology introduction contract concerning technology other than designated technology.

(法第五十五条の八の規定に基づく報告)

(Reports based on the Provisions of Article 55-8 of the Act)

第六条の五 財務大臣又は財務大臣及び事業所管大臣は、法第五十五条の八の規定に基づき、法第二十六条から第三十条まで、法第五十五条の五又は法第五十五条の六の規定及びこの政令の施行に必要な限度において、これらの規定の適用を受ける取引若しくは行為を行い、若しくは行つた者又は関係人に対し、当該取引又は行為の内容、実行の時期その他当該取引又は行為に関連する事項について報告を求める場合には、財務省令又は主務省令で定めるところにより、当該報告を求める事項を指定するものとする。

Article 6-5 (1) If the Minister of Finance requests, or the Minister of Finance and the competent minister for the business request, based on the provisions of Article 55-8 of the Act and to the extent necessary for the enforcement of the provisions of Articles 26 through 30 of the Act, Article 55-5 of the Act, or

Article 55-6 of the Act and this Cabinet Order, that a person that has conducted a transaction or act to which these provisions apply or any relevant person should report the details of the transaction or act, the time of execution, and other matters related to the transaction or act, the ministers are to designate the matters for which the report is requested, pursuant to the provisions of Ministry of Finance Order or order of the competent ministry.

2 前項の規定により指定された事項の報告を求められた者は、財務省令又は主務省令で定める手続により、当該報告をしなければならない。

(2) A person that is requested to report the matters designated pursuant to the provisions of the preceding paragraph must make the report by the procedure specified by Ministry of Finance Order or order of the competent ministry.

#### 第四章 雑則

#### Chapter IV Miscellaneous Provisions

(事業所管大臣)

(Competent Minister for the Business)

第七条 法及びこの政令における事業所管大臣は、次の各号に掲げる事項の区分に応じ、当該各号に定める大臣とする。

Article 7 The competent minister for the business under the Act and this Cabinet Order is the minister specified in each of the following items according to the categories of matters set forth in these items:

一 会社（特別の法律により設立された法人を含む。）の株式若しくは持分の取得若しくは譲渡、議決権の取得、株式への一任運用、議決権代理行使受任、議決権行使等権限の取得、議決権代理行使委任、共同議決権行使同意取得又は事業目的の実質的な変更、取締役若しくは監査役の選任、吸収合併若しくは会社の解散に関する事項 当該会社の営む事業の所管大臣（その子会社若しくは第三条第二項第一号に規定する主務省令で定めるものが同号に規定する主務省令で定める業種に属する事業を営んでいる場合又はその子会社若しくは第四条第二項に規定する主務省令で定めるものが同項に規定する主務省令で定める業種に属する事業を営んでいる場合にあつては、これらの事業の所管大臣を含む。第六号において同じ。）

(i) matters concerning the acquisition or transfer of shares or equity in a company (including a corporation established under a special law), acquisition of voting rights, discretionary investment management targeting shares, undertaking of delegation of voting, acquisition of the authority for exercise, etc. of voting rights, delegation of voting, acquisition of consent for joint exercise of voting rights, substantial change of the business purpose, appointment of a director or auditor, an absorption-type merger, or dissolution of a company: the competent minister for the business operated by the company (if the company's subsidiary company or a company specified by order of the competent ministry as prescribed in Article 3, paragraph (2),

- item (i) operates a business of any of the business types specified by order of the competent ministry as prescribed in that item, or the company's subsidiary company or a company specified by order of the competent ministry as prescribed in Article 4, paragraph (2) operates a business of any of the business types specified by order of the competent ministry as prescribed in that paragraph: including the competent minister for the relevant business; the same applies in item (vi));
- 二 本邦における支店等の設置又は本邦にある支店等の種類若しくは事業目的の実質的な変更に関する事項 当該支店等の営む事業の所管大臣
- (ii) matters concerning the establishment of a branch office, etc. in Japan, or a substantial change of the type or business purpose of a branch office, etc. in Japan: the competent minister for the business operated by the branch office, etc.;
- 三 本邦に主たる事務所を有する法人に対する金銭の貸付けに関する事項 当該法人の営む事業の所管大臣
- (iii) matters concerning the making of a loan to a corporation having its principal office in Japan: the competent minister for the business operated by the corporation;
- 四 事業の譲渡、譲受け又は承継に関する事項 当該事業の所管大臣
- (iv) matters concerning the transfer or acquisition of, or succession to a business: the competent minister for the business;
- 五 技術導入契約の締結等に関する事項 当該技術導入契約の締結等に係る技術を受け入れる事業の所管大臣
- (v) matters concerning the conclusion, etc. of a technology introduction contract: the competent minister for the business for which the technology involved in the conclusion, etc. of the technology introduction contract is to be introduced; or
- 六 会社の発行する社債の取得に関する事項 当該会社の営む事業の所管大臣
- (vi) matters concerning the acquisition of bonds issued by a company: the competent minister for the business operated by the company.

(主務省令)

(Order of the Competent Ministry)

第七条の二 この政令における主務省令は、財務大臣及び事業所管大臣の発する命令とする。

Article 7-2 Order of the competent ministry under this Cabinet Order is an order issued by the Minister of Finance and the competent minister for the business.

(告示の方法)

(Method of Public Notice)

第八条 この政令の規定に基づく告示は、官報で行う。

Article 8 Public notice based on the provisions of this Cabinet Order is made in an official gazette.

(換算の方法)

(Method of Conversion)

第九条 法（第五章、第五十五条の五、第五十五条の六及び第五十五条の八（この政令の第六条の五に係る部分に限る。次条において同じ。）に限る。）及びこの政令並びにこれらに基づく命令の規定を適用する場合における外国通貨の本邦通貨への換算は、主務省令で定める区分に応じ主務省令で定める方法による場合を除き、当該規定においてその額について当該換算をすべき取引又は行為が行われる日における法第七条第一項に規定する基準外国為替相場又は裁定外国為替相場を用いて行うものとする。

Article 9 If the provisions of the Act (limited to Chapter V, Article 55-5, Article 55-6, and Article 55-8 (limited to the part concerning Article 6-5 of this Cabinet Order; the same applies in the following Article)) and this Cabinet Order, and orders based on these apply, the conversion of a foreign currency to Japanese currency is to be made by using the reference foreign exchange rate or arbitrated foreign exchange rates prescribed in Article 7, paragraph (1) of the Act as of the day on which the transaction or act subject to the conversion of the amount under the relevant provisions is conducted, except when the conversion is made by using the method specified by order of the competent ministry according to the categories specified by order of the competent ministry.

(事務の委任)

(Delegation of Functions)

第十条 財務大臣又は財務大臣及び事業所管大臣が法第六十九条第一項の規定に基づき日本銀行に取り扱わせる法（第五章、第五十五条の五、第五十五条の六及び第五十五条の八に限る。）の施行に関する事務は、次に掲げる事務とする。ただし、財務大臣又は財務大臣及び事業所管大臣が必要と認めるときは、財務省令又は主務省令で定めるところにより、自らその事務を取り扱うことを妨げない。

Article 10 The functions concerning the enforcement of the Act (limited to Chapter V, Article 55-5, Article 55-6, and Article 55-8) that the Minister of Finance has or the Minister of Finance and the competent minister for the business have the Bank of Japan handle pursuant to the provisions of Article 69, paragraph (1) of the Act are the following functions; provided, however, that this does not preclude the Minister of Finance or the Minister of Finance and the competent minister for the business from handling the functions themselves pursuant to the provisions of Ministry of Finance Order or order of the competent ministry if they find it to be necessary:

- 一 法第二十七条第一項、法第二十八条第一項及び法第三十条第一項の規定に基づく届出の受理



- (i) receiving a notification based on the provisions of Article 27, paragraph (1) of the Act, Article 28, paragraph (1) of the Act, and Article 30, paragraph (1) of the Act;
- 二 法第二十七条第二項及び第四項、法第二十八条第二項及び第四項並びに法第三十条第二項及び第四項の規定に基づく期間の短縮の通知その他当該期間の短縮に関する事務で財務大臣及び事業所管大臣が定めるもの
- (ii) giving notice of the shortening of a period based on the provisions of Article 27, paragraphs (2) and (4) of the Act, Article 28, paragraphs (2) and (4) of the Act, and Article 30, paragraphs (2) and (4) of the Act and other functions concerning the shortening of the period, which are specified by the Minister of Finance and the competent minister for the business;
- 三 法第二十七条第三項及び第六項、法第二十八条第三項及び第六項並びに法第三十条第三項及び第六項の規定に基づく延長の期間を記載した文書の送付
- (iii) sending a document stating the extended period based on the provisions of Article 27, paragraphs (3) and (6) of the Act, Article 28, paragraphs (3) and (6) of the Act, and Article 30, paragraphs (3) and (6) of the Act;
- 四 法第二十七条第五項、法第二十七条の二第三項、法第二十八条第五項、法第二十八条の二第三項及び法第三十条第五項の規定に基づく勧告の内容を記載した文書の送付
- (iv) sending a document stating the content of a recommendation based on the provisions of Article 27, paragraph (5) of the Act, Article 27-2, paragraph (3) of the Act, Article 28, paragraph (5) of the Act, Article 28-2, paragraph (3) of the Act, and Article 30, paragraph (5) of the Act;
- 五 法第二十七条第七項（法第二十八条第七項及び法第三十条第七項において準用する場合を含む。）の規定に基づく応諾に関する通知の受理
- (v) receiving notice concerning the acceptance of a recommendation based on the provisions of Article 27, paragraph (7) of the Act (including as applied mutatis mutandis pursuant to Article 28, paragraph (7) of the Act and Article 30, paragraph (7) of the Act);
- 六 法第二十七条第十項（法第二十八条第七項及び法第三十条第七項において準用する場合を含む。）、法第二十七条の二第四項、法第二十八条の二第四項及び法第二十九条第一項から第五項までの規定に基づく命令の内容を記載した文書の送付
- (vi) sending a document stating the content of an order based on the provisions of Article 27, paragraph (10) of the Act (including as applied mutatis mutandis pursuant to Article 28, paragraph (7) of the Act and Article 30, paragraph (7) of the Act), Article 27-2, paragraph (4) of the Act, Article 28-2, paragraph (4) of the Act, and Article 29, paragraphs (1) through (5) of the Act;
- 七 法第二十七条第十一項（法第二十八条第七項及び法第三十条第七項において準用する場合を含む。）の規定に基づく取消しの通知
- (vii) giving notice of rescission based on the provisions of Article 27, paragraph

- (11) of the Act (including as applied mutatis mutandis pursuant to Article 28, paragraph (7) of the Act and Article 30, paragraph (7) of the Act);
- 八 法第五十五条の五第一項及び法第五十五条の六第一項の規定に基づく報告の受理  
(viii) receiving a report based on the provisions of Article 55-5, paragraph (1) of the Act and Article 55-6, paragraph (1) of the Act;
- 九 第三条第九項（同条第十三項、第三条の二第四項、第四条第八項及び第十項、第四条の三第四項、第四条の四第二項並びに第五条第六項及び第八項において準用する場合を含む。）の規定に基づく記録の作成  
(ix) preparing a record based on the provisions of Article 3, paragraph (9) (including as applied mutatis mutandis pursuant to paragraph (13) of that Article, Article 3-2, paragraph (4), Article 4, paragraphs (8) and (10), Article 4-3, paragraph (4), Article 4-4, paragraph (2), and Article 5, paragraphs (6) and (8));
- 十 第六条の五の規定に基づく報告の受理  
(x) receiving a report based on the provisions of Article 6-5; and
- 十一 前各号に掲げる事務に附帯する事務  
(xi) functions incidental to the functions set forth in the preceding items.