

対内直接投資等に関する命令（暫定版）

Order on Inward Direct Investment (Tentative translation)

(昭和五十五年十一月二十日総理府・大蔵省・文部省・厚生省・農林水産省・通商産業省・運輸省・郵政省・労働省・建設省令第一号)

(Order of the Prime Minister's Office, Ministry of Finance, Ministry of Education, Science and Culture, Ministry of Health and Welfare, Ministry of Agriculture, Forestry and Fisheries, Ministry of International Trade and Industry, Ministry of Transport, Ministry of Posts and Telecommunications, Ministry of Labour, and Ministry of Construction No. 1 of November 20, 1980)

(趣旨)

(Purpose)

第一条 この命令は、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ついて、報告及び届出の手続その他必要な事項を定めるものとする。

Article 1 The purpose of this Order is to provide for reporting and notification procedures and other necessary matters with regard to inward direct investment, etc., specified acquisition, and the conclusion, etc. of technology introduction contracts as prescribed in Chapter V of the Foreign Exchange and Foreign Trade Act (hereinafter referred to as the "Act").

(対内直接投資等の定義に関する事項)

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

第二条 対内直接投資等に関する政令（以下「令」という。）第二条第十一项第一号に規定する外国投資家の関係者として主務省令で定める者は、次に掲げる者とする。

Article 2 (1) The person specified by order of the competent ministry as a person related to a foreign investor as prescribed in Article 2, paragraph (11), item (i) of the Cabinet Order on Inward Direct Investment (hereinafter referred to as the "Cabinet Order") is any of the following persons:

一 当該外国投資家自ら又は他のものを通じて株主総会に提出した議案に係る場合以外の場合（会社法（平成十七年法律第八十六号）第三百四条の規定に基づき、株主総会において提出された議案に係る場合を除く。）にあつては、次に掲げる者

(i) in a case other than a case relating to a proposal submitted to a shareholders meeting directly by the foreign investor or through another person (excluding a case relating to a proposal submitted at a shareholders meeting based on the provisions of Article 304 of the Companies Act (Act No. 86 of 2005)), any of the following persons:

イ 当該外国投資家（法人等（令第二条第十四项第二号に規定する法人等をいう。）

以下同じ。)に限る。)の役員(法第二十六条第一項第五号に規定する役員をい
い、外国法人等(令第二条第一項に規定する外国法人等をいう。第三条第二項に
おいて同じ。)にあつては、外国の法令上これと同様に取り扱われている者及び
日本における代表者を含む。以下この項及び第七条第四項において同じ。)又は
投資委員会、経営委員会その他名称の如何を問わず対内直接投資等(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。)の実施に関する意思決
定を行う会議体の構成員(以下この項において「投資委員会等構成員」とい
う。)

(a) an officer (meaning the officer prescribed in Article 26, paragraph (1),
item (v) of the Act, and in the case of a foreign corporation, etc. (meaning
the foreign corporation, etc. prescribed in Article 2, paragraph (1) of the
Cabinet Order; the same applies in Article 3, paragraph (2)), including a
person that is treated in the same manner under the laws and regulations
of a foreign country and a representative in Japan; hereinafter the same
applies in this paragraph and Article 7, paragraph (4)) of the foreign
investor (limited to a corporation, etc. (meaning the corporation, etc.
prescribed in Article 2, paragraph (14), item (ii) of the Cabinet Order; the
same applies hereinafter)) or a member of an investment committee,
management committee, or other meeting body, irrespective of its name,
that makes decisions on the execution of inward direct investment, etc.
(meaning the inward direct investment, etc. prescribed in Article 26,
paragraph (2) of the Act; the same applies hereinafter) (hereinafter
referred to as a "member of an investment committee, etc." in this
paragraph) of the foreign investor;

ロ 当該外国投資家等を令第二条第十九項第一号に規定する株式取得者等とした場
合に同項第一号から第五号までに掲げるものに該当することとなる法人等の役員
又は投資委員会等構成員

(b) an officer or a member of an investment committee, etc. of a corporation,
etc. that would fall within any of the categories set forth in Article 2,
paragraph (19), items (i) through (v) of the Cabinet Order if the foreign
investor, etc. is deemed to be the acquirer of shares, etc. prescribed in item
(i) of that paragraph;

ハ 当該外国投資家等を令第二条第十九項第一号に規定する株式取得者等とした場
合に同項第六号から第九号までに掲げるものに該当することとなる法人等の役員

(c) an officer of a corporation, etc. that would fall within any of the categories
set forth in Article 2, paragraph (19), items (vi) through (ix) of the Cabinet
Order if the foreign investor, etc. is deemed to be the acquirer of shares,
etc. prescribed in item (i) of that paragraph;

ニ 当該外国投資家(個人に限る。)の配偶者

(d) the spouse of the foreign investor (limited to an individual);

ホ 当該外国投資家(個人に限る。)の直系血族

- (e) a lineal relative of the foreign investor (limited to an individual);
 へ 当該外国投資家と共同して会社の株主としての議決権（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。）その他の権利を行使することを合意している個人又は法人その他の団体の役員若しくは使用人その他の従業者
- (f) an individual, or an officer, employee, or any other worker of a corporation or any other organization, that has agreed to exercise voting rights (meaning the voting rights prescribed in Article 26, paragraph (1), item (iii) of the Act; the same applies hereinafter) or any other rights as a shareholder of a company jointly with the foreign investor; or
 ト 当該外国投資家と共同して会社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個人又は法人その他の団体を外国投資家とした場合にイからホまでに掲げる者に該当することとなる者
- (g) a person that would fall within any of the categories of persons set forth in (a) through (e) if an individual or a corporation or any other organization that has agreed to exercise voting rights or any other rights as a shareholder of a company jointly with the foreign investor is deemed to be a foreign investor;
- 二 当該外国投資家自ら又は他のものを通じて株主総会に提出した議案に係る場合（第三号に掲げる場合を除く。）にあつては、次に掲げる者
- (ii) In a case relating to a proposal submitted to a shareholders meeting directly by the foreign investor or through another person (excluding the case set forth in item (iii)), any of the following persons:
 イ 当該外国投資家（法人等に限る。）の役員又は使用人その他の従業者
- (a) an officer, employee, or any other worker of the foreign investor (limited to a corporation, etc.);
 ロ 次に掲げる法人その他の団体の役員又は使用人その他の従業者
- (b) an officer, employee, or any other worker of the following corporation or any other organization:
 (1) 当該外国投資家により総議決権（法第二十六条第一項第三号に規定する総議決権をいう。以下同じ。）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その他の団体
1. a corporation or any other organization in which voting rights in the number equivalent to 50 percent or more of the total voting rights (meaning the total voting rights prescribed in Article 26, paragraph (1), item (iii) of the Act; the same applies hereinafter) are directly held by the foreign investor;
- (2) 当該外国投資家及び（1）に掲げる法人その他の団体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その他の団体（（1）に掲げるものを除く。）
2. a corporation or any other organization (excluding one set forth in 1.) in which voting rights in a number equivalent to 50 percent or more of

the total voting rights are directly held by the foreign investor and the corporation or any other organization set forth in 1.;

- (3) 当該外国投資家が法人等である場合において当該外国投資家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その他の団体（（1）及び（2）に掲げるものを除く。）

3. if the foreign investor is a corporation, etc.: a corporation or any other organization (excluding those set forth in 1. and 2.) which directly holds voting rights in a number equivalent to 50 percent or more of the total voting rights in the foreign investor;

- (4) 当該外国投資家が法人等である場合において、当該外国投資家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その他の団体が直接に保有している当該外国投資家の議決権の数と当該法人その他の団体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その他の団体が直接に保有している当該外国投資家の議決権の数とを合算した数が当該外国投資家の総議決権の百分の五十以上となるときにおける当該外国投資家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その他の団体（（1）及び（2）に掲げるものを除く。）

4. if the foreign investor is a corporation, etc.: a corporation or any other organization (excluding those set forth in items (i) and (ii)) that directly holds voting rights in a number equivalent to less than 50 percent of the total voting rights in the foreign investor, when the total of the number of voting rights in the foreign investor directly held by the corporation or any other organization that directly holds voting rights in a number equivalent to less than 50 percent of the total voting rights in the foreign investor, and the number of voting rights in the foreign investor directly held by another corporation or any other organization that directly holds voting rights in a number equivalent to 50 percent or more of the total voting rights in that corporation or any other organization, comes to 50 percent or more of the total voting rights in the foreign investor;

- (5) （3）及び（4）に掲げる法人その他の団体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その他の団体（（1）から（4）までに掲げるものを除く。）

5. a corporation or any other organization (excluding those set forth in 1. through 4.) that directly holds voting rights in a number equivalent to 50 percent or more of the total voting rights in any of the corporations or any other organizations set forth in 3. and 4.;

- (6) （5）に掲げる法人その他の団体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その他の団体（（1）から（5）までに掲げるものを除く。）

6. a corporation or any other organization (excluding those set forth in 1. through 5.) in which voting rights in a number equivalent to 50 percent or more of the total voting rights are directly held by the corporation or any other organization set forth in 5.;
- (7) (5) 及び (6) に掲げる法人その他の団体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その他の団体 ((1) から (6) までに掲げるものを除く。)
7. a corporation or any other organization (excluding those set forth in 1. through 6.) in which voting rights in a number equivalent to 50 percent or more of the total voting rights are directly held by the corporations or any other organizations set forth in 5. and 6.;
- (8) (3) に掲げる法人その他の団体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その他の団体 ((1) から (7) までに掲げるものを除く。)
8. a corporation or any other organization (excluding those set forth in 1. through 7.) in which voting rights in a number equivalent to 50 percent or more of the total voting rights are directly held by the corporation or any other organization set forth in 3.; or
- (9) (3) 及び (8) に掲げる法人その他の団体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その他の団体 ((1) から (8) までに掲げるものを除く。)
9. a corporation or any other organization (excluding those set forth in 1. through 8.) in which voting rights in a number equivalent to 50 percent or more of the total voting rights are directly held by the corporation or any other organization set forth in 3. and 8.;
- ハ 当該外国投資家を主要な取引先とする個人又は法人その他の団体の役員若しくは使用人その他の従業者
- (c) an individual, or an officer, employee, or any other worker of a corporation or any other organization, for whom the foreign investor is a major customer;
- ニ 当該外国投資家の主要な取引先である個人又は法人その他の団体の役員若しくは使用人その他の従業者
- (d) an individual, or an officer, employee, or any other worker of a corporation or any other organization, that is a major customer of the foreign investor;
- ホ 当該外国投資家から多額の金銭その他の財産を受けている者
- (e) a person that has received a large amount of money or any other property from the foreign investor;
- ヘ 当該外国投資家 (個人に限る。) の配偶者
- (f) the spouse of the foreign investor (limited to an individual);
- ト 当該外国投資家 (個人に限る。) の直系血族

- (g) a lineal relative of the foreign investor (limited to an individual);
チ 当該外国投資家と共同して会社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個人又は法人その他の団体の役員若しくは使用人その他の従業者
- (h) an officer, employee, or any other worker of an individual or a corporation or any other organization that has agreed to exercise voting rights or any other rights as a shareholder of a company jointly with the foreign investor;
リ 当該外国投資家と共同して会社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個人又は法人その他の団体を外国投資家とした場合にイからトまでに掲げる者に該当することとなる者
- (i) a person that would fall within any of the categories of persons set forth in (a) through (g) if an individual or a corporation or any other organization that has agreed to exercise voting rights or any other rights as a shareholder of a company jointly with the foreign investor is deemed to be a foreign investor; or
ヌ 過去一年間にイからホまでに掲げる者に該当する者であつた者
- (j) a person that was a person falling within any of the categories of persons set forth in (a) through (e) in the past one year; and
- 三 令第三条の二第一項第三号から第五号までに掲げるものが行う同意であつて、当該外国投資家自ら又は他のものを通じて株主総会に提出した議案に係る場合にあつては、次に掲げる者
- (iii) In the case of consent given by any of the persons set forth in Article 3-2, paragraph (1), items (iii) through (v) of the Cabinet Order, in relation to a proposal submitted to a shareholders meeting directly by the foreign investor or through another person, any of the following persons:
イ 前号イからヌまでに掲げる者に該当する者
- (a) a person falling within any of the categories of persons set forth in (a) through (j) of the preceding item; or
ロ 当該外国投資家の属する国の政府、政府機関、地方公共団体、中央銀行又は政党その他の政治団体の役員又は使用人その他の従業者（政党その他の政治団体に該当する場合にあつてはその政党员を含む。）
- (b) an officer, employee, or any other worker of the government, governmental organization, local public entity, central bank, or political party or any other political group in the country to which the foreign investor belongs (in the case of falling within the category of a political party or any other political group, including a member thereof).
- 2 令第二条第十一項第五号に規定する主務省令で定める議案は、次に掲げる議案とする。
- (2) The proposal specified by order of the competent ministry as prescribed in Article 2, paragraph (11), item (v) of the Cabinet Order is any of the following

proposals:

一 事業の一部の譲渡に係る議案

(i) a proposal on the transfer of a part of a business;

二 子会社（会社法第二条第三号に規定する子会社をいう。以下同じ。）（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。第三号、第三条第二項第七号ロ及び第十五号イ、第三条の第二項第一号並びに第四条の三第二項第一号において同じ。）の株式又は持分の全部又は一部の譲渡に係る議案

(ii) a proposal on the transfer of all or part of shares or equity in a subsidiary company (meaning the subsidiary company prescribed in Article 2, item (iii) of the Companies Act; the same applies hereinafter) (excluding a corporation or any other organization established based on the laws and regulations of a foreign country, or a corporation or any other organization which has its principal office in a foreign country; the same applies in item (iii), Article 3, paragraph (2), item (vii), (b) and item (xv), (a), Article 3-2, paragraph (5), item (i), and Article 4-3, paragraph (2), item (i));

三 会社法第四百五十四条第一項に掲げる事項に係る議案（配当財産（同法第二条第二十五号に規定する配当財産をいう。）が事業又は子会社の株式である場合に限る。）

(iii) a proposal on the matters set forth in Article 454, paragraph (1) of the Companies Act (limited to the case where the dividend property (meaning the dividend property prescribed in Article 2, item (xxv) of that Act) is a business or shares in a subsidiary company);

四 会社法第二条第二十八号に規定する新設合併に係る議案

(iv) a proposal on the consolidation-type merger prescribed in Article 2, item (xxviii) of the Companies Act;

五 会社法第二条第二十九号に規定する吸収分割に係る議案（会社が同法第七百五十八条第一号に規定する吸収分割会社となる場合に限る。）

(v) a proposal on the absorption-type company split prescribed in Article 2, item (xxix) of the Companies Act (limited to the case where the company becomes the company splitting in an absorption-type split prescribed in Article 758, item (i) of that Act);

六 会社法第二条第三十号に規定する新設分割に係る議案（会社が同法第七百六十三条第一項第五号に規定する新設分割会社となる場合に限る。）

(vi) a proposal on the incorporation-type company split prescribed in Article 2, item (xxx) of the Companies Act (limited to the case where the company becomes the company splitting in an incorporation-type split prescribed in Article 763, paragraph (1), item (v) of that Act); or

七 事業の廃止に係る議案

(vii) a proposal on discontinuance of business.

3 令第二条第十四項第一号に規定する主務省令で定める金額は、一億円に相当する額

とする。

(3) The amount specified by order of the competent ministry as prescribed in Article 2, paragraph (14), item (i) of the Cabinet Order is an amount equivalent to 100 million yen.

4 令第二条第十四項第二号に規定する主務省令で定める額は、金銭の貸付けを行つた日の属する事業年度の直前の事業年度末の貸借対照表（当該直前の事業年度がない場合にあつては、直前の貸借対照表）の負債の部に計上した額と当該金銭の貸付けの金額とを合算した額とする。ただし、貸借対照表を作成していない場合にあつては、金銭の貸付けを行つた日の属する事業年度の直前の事業年度末の財産目録（当該直前の事業年度がない場合にあつては、直前の財産目録）の負債の総額と当該金銭の貸付けの金額とを合算した額とする。

(4) The amount specified by order of the competent ministry as prescribed in Article 2, paragraph (14), item (ii) of the Cabinet Order is the amount totaling the amount stated in the liabilities section of the balance sheet at the end of the business year immediately preceding the business year that includes the day on which a loan was made (if there is no such immediately preceding business year, the latest balance sheet) and the amount of the loan; provided, however, that if a balance sheet has not been prepared, it is the amount totaling the total amount of liabilities in the inventory of assets at the end of the business year immediately preceding the business year including the day on which a loan was made (if there is no such immediately preceding business year, the latest inventory of assets) and the amount of the loan.

5 令第二条第十六項第一号ニ（1）に規定する主務省令で定める金額は、一億円に相当する額とする。

(5) The amount specified by order of the competent ministry as prescribed in Article 2, paragraph (16), item (i), (d), 1. of the Cabinet Order is an amount equivalent to 100 million yen.

6 令第二条第十六項第一号ニ（2）に規定する主務省令で定める額は、社債の取得を行つた日の属する事業年度の直前の事業年度末の貸借対照表（当該直前の事業年度がない場合にあつては、直前の貸借対照表）の負債の部に計上した額と当該取得した社債の金額とを合算した額とする。

(6) The amount specified by order of the competent ministry as prescribed in Article 2, paragraph (16), item (i), (d), 2. of the Cabinet Order is the amount totaling the amount stated in the liabilities section of the balance sheet at the end of the business year immediately preceding the business year including the day on which bonds were acquired (if there is no such immediately preceding business year, the latest balance sheet) and the amount of the bonds that were acquired.

7 令第二条第十六項第六号ロ及び同条第十八項第二号に規定する主務省令で定めるものは、次に掲げる事項とする。

(7) The matters specified by order of the competent ministry as prescribed in

Article 2, paragraph (16), item (vi), (b) of the Cabinet Order and paragraph (18), item (ii) of that Article are the following matters:

一 取締役の選任又は解任

(i) election or dismissal of directors;

二 取締役の任期の短縮

(ii) shortening of the term of office of directors;

三 次に掲げる定款の変更

(iii) the following amendment in the articles of incorporation:

イ 目的の変更に係るもの

(a) amendment for changing the purpose; and

ロ 会社法第百八条第二項第八号又は第九号に掲げる事項について内容の異なる二以上の種類の株式を発行する場合において当該各号に定める事項

(b) in the case of issuing two or more classes of shares with different features with regard to the matters set forth in Article 108, paragraph (2), item (viii) or (ix) of the Companies Act, the matters provided for in the respective items;

四 会社法第四百六十八条第一項に規定する事業譲渡等

(iv) the business transfer, etc. prescribed in Article 468, paragraph (1) of the Companies Act;

五 会社の解散

(v) dissolution of the company;

六 会社法第七百八十二条第一項に規定する吸収合併契約等

(vi) the absorption-type merger agreement, etc. prescribed in Article 782, paragraph (1) of the Companies Act; and

七 会社法第八百三条第一項に規定する新設合併契約等

(vii) the consolidation-type merger agreement, etc. prescribed in Article 803, paragraph (1) of the Companies Act.

(対内直接投資等の届出等)

(Notification of Inward Direct Investment, etc.)

第三条 令第三条第一項第二号に規定する主務省令で定める業種は、財務大臣及び事業所管大臣（令第七条に規定する事業所管大臣をいう。以下同じ。）が定める業種とする。

Article 3 (1) The business types specified by order of the competent ministry as prescribed in Article 3, paragraph (1), item (ii) of the Cabinet Order are the business types specified by the Minister of Finance and the competent minister for the business (meaning the competent minister for the business prescribed in Article 7 of the Cabinet Order; the same applies hereinafter).

2 令第三条第一項第十二号に規定する主務省令で定める行為は、次の各号に掲げる行為とする。

(2) The acts specified by order of the competent ministry as prescribed in Article

3, paragraph (1), item (xii) of the Cabinet Order are the acts set forth in the following items:

一 組織変更前の会社の株式又は持分を所有するものによる当該株式又は持分に代わる組織変更後の会社の株式若しくは持分、当該株式若しくは持分に係る議決権又は当該議決権に係る議決権行使等権限の取得（令第二条第十六項第五号に規定する議決権行使等権限の取得をいう。以下この条及び第七条第一項第一号において同じ。）

(i) acquisition, by a person that owns shares or equity in a company prior to its entity conversion, of shares or equity in the company after its entity conversion in lieu of the previously owned shares or equity, voting rights attached to the shares or equity, or the authority for exercise, etc. of voting rights (such acquisition of the authority for exercise, etc. of voting rights means the acquisition of the authority for exercise, etc. of voting rights prescribed in Article 2, paragraph (16), item (v) of the Cabinet Order; hereinafter the same applies in this Article and Article 7, paragraph (1), item (i)) with regard to the voting rights;

二 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。）である上場会社等（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。）又はその子会社が、法第二十七条第一項の規定による届出をして行つた法第二十六条第二項第一号又は第三号に掲げる行為により当該上場会社等又はその子会社が保有する実質保有等議決権（令第二条第四項第二号に規定する実質保有等議決権をいう。以下同じ。）の会社の総議決権に占める割合が百分の百に相当する場合における当該会社が行う新株の発行に伴う当該上場会社等又はその子会社による株式又は当該株式に係る議決権の取得

(ii) in the case where, as a result of the act set forth in Article 26, paragraph (2), item (i) or (iii) of the Act conducted by a listed company, etc. (meaning the listed company, etc. prescribed in Article 26, paragraph (2), item (i) of the Act; the same applies hereinafter) that is a foreign investor (meaning the foreign investor prescribed in Article 26, paragraph (1) of the Act; the same applies hereinafter) or its subsidiary company while making a notification under Article 27, paragraph (1) of the Act, the ratio of the voting rights substantially held or otherwise exercisable under contract (meaning the voting rights substantially held or otherwise exercisable under contract prescribed in Article 2, paragraph (4), item (ii) of the Cabinet Order; the same applies hereinafter) held by the listed company, etc. or its subsidiary company to the total voting rights in a company becomes equivalent to 100 percent, the acquisition of shares or voting rights attached to the shares by the listed company, etc. or its subsidiary company in association with the issuance of new shares by that company;

三 次に掲げる場合における外国投資家（株式会社に限る。）による当該外国投資家の株式に係る法第二十六条第二項第一号又は第三号に掲げる行為

(iii) the act set forth in Article 26, paragraph (2), item (i) or (iii) of the Act relating to shares in a foreign investor (limited to a stock company) conducted by the foreign investor in any of the following cases:

イ 会社法第百六十六条第一項の規定による請求があつた場合（当該外国投資家の一の株主の実質保有等議決権の数及び当該株主を令第二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。）の当該外国投資家の総議決権数に占める割合が百分の百となる場合を除く。）

(a) if a request under the provisions of Article 166, paragraph (1) of the Companies Act has been made (excluding the case where 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 shareholder of the foreign investor and the number of voting rights substantially held or otherwise exercisable under contract by a non-resident individual or corporation, etc. that would fall under any of the items of Article 2, paragraph (19) of the Cabinet Order 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), to the total voting rights in the foreign investor, comes to 100 percent);

ロ 会社法第百九十二条第一項の規定による請求があつた場合

(b) if a request under the provisions of Article 192, paragraph (1) of the Companies Act has been made;

ハ 会社法第二百三十四条第四項各号に掲げる事項を定めた場合

(c) if the matters set forth in the items of Article 234, paragraph (4) of the Companies Act have been prescribed; or

ニ 会社法第百十六条第五項、第百八十二条の四第四項、第四百六十九条第五項、第七百八十五条第五項、第七百九十七条第五項又は第八百六条第五項（これらの規定を株式会社について他の法令において準用する場合を含む。）に規定する株式買取請求に応じる場合

(d) if responding to the exercise of appraisal rights prescribed in Article 116, paragraph (5), Article 182-4, paragraph (4), Article 469, paragraph (5), Article 785, paragraph (5), Article 797, paragraph (5), or Article 806, paragraph (5) of the Companies Act (including the cases where these provisions are applied mutatis mutandis with regard to a stock company pursuant to other laws and regulations).

四 貸付金債権、社債又は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相続又は遺贈による取得

(iv) the acquisition of loan receivables, bonds, or investment securities that are

issued by a corporation established under a special Act through inheritance or bequest;

五 法第二十六条第二項第五号に掲げる会社の事業目的の実質的な変更に関し行う同意のうち、当該変更に係る変更後の事業目的が、次項に規定する財務大臣及び事業所管大臣が定める業種に該当しない会社の事業目的の実質的な変更に関し行う同意

(v) consent given with regard to a substantial change of the business purpose of a company as set forth in Article 26, paragraph (2), item (v) of the Act, where the business purpose of the company after the relevant change does not fall within the business types specified by the Minister of Finance and the competent minister for the business as prescribed in the following paragraph;

六 法第二十六条第二項第五号に掲げる会社の事業目的の実質的な変更に関し行う同意のうち、当該会社が上場会社等以外の会社であつて、当該同意をするものの所有等株式等（令第三条第一項第四号に規定する所有等株式等をいう。以下この号において同じ。）と当該同意するものを令第二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と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のいずれもが三分の一未満であるもの

(vi) consent given with regard to a substantial change of the business purpose of a company as set forth in Article 26, paragraph (2), item (v) of the Act, where the company is a company other than a listed company, etc., and where 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. (meaning the shares, etc. under ownership, etc. prescribed in Article 3, paragraph (1), item (iv) of the Cabinet Order; hereinafter the same applies in this item) of the person that gives the consent, and the shares, etc. under ownership, etc. of a non-resident individual or corporation that would fall under any of the items of Article 2, paragraph (19) of the Cabinet Order if the person that gives the consent 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 company, is each less than one-third;

七 法第二十六条第二項第五号の規定により令第二条第十一項第一号に掲げる議案に関し行う同意のうち、当該同意するものが法第二十七条第一項の規定による届出をして行つた法第二十六条第二項第一号、第三号若しくは第四号若しくは令第二条第十六項第三号若しくは第五号に掲げる対内直接投資等又は法第二十八条第一項の規定による届出をして行つた法第二十六条第三項に掲げる特定取得（以下「特定取得」という。）により当該同意するものが保有する当該対内直接投資等又は当該特定取得に係る会社の実質保有等議決権の数の当該会社の総議決権に占める割合が百

分の五十以上に相当する場合における次のいずれかに該当する同意

(vii) any of the following categories of consent given with regard to the proposal set forth in Article 2, paragraph (11), item (i) of the Cabinet Order pursuant to the provisions of Article 26, paragraph (2), item (v) of the Act, where, as a result of the inward direct investment, etc. set forth in Article 26, paragraph (2), item (i), (iii), or (iv) of the Act or Article 2, paragraph (16), item (iii) or (v) of the Cabinet Order conducted by the person that gives the consent while making a notification under Article 27, paragraph (1) of the Act or the specified acquisition set forth in Article 26, paragraph (3) of the Act (hereinafter referred to as "specified acquisition") conducted by the person while making a notification under Article 28, paragraph (1) of the Act, the ratio of the number of voting rights substantially held or otherwise exercisable under contract by the person that gives the consent in a company in relation to the inward direct investment, etc. or the specified acquisition, to the total voting rights in the company, becomes equivalent to 50 percent or more:

イ 当該会社の取締役又は監査役の選任に関し行う当該外国投資家による同意

(a) consent given by the foreign investor with regard to election of a director or auditor of the company;

ロ 当該会社の子会社（当該外国投資家がした当該届出のうち直近のものをした日に、当該会社の子会社であるものに限る。以下この号において「対象子会社」という。）の取締役又は監査役の選任に関し行う当該会社による同意

(b) consent given by the company with regard to election of a director or auditor of a subsidiary company of the company (limited to one that is a subsidiary company of the company as of the day on which the foreign investor made the latest notification; hereinafter referred to as the "covered subsidiary company" in this item); or

ハ 対象子会社の取締役又は監査役の選任に関し行う当該対象子会社の株式を直接に保有する当該会社の他の対象子会社による同意

(c) consent given by another covered subsidiary company of the company that directly holds shares in the covered subsidiary company, with regard to election of a director or auditor of the covered subsidiary company;

八 法第二十六条第二項第五号の規定により令第二条第十一項第一号に掲げる議案に関し行う同意のうち、令第三条第二項各号に掲げる対内直接投資等に該当する同意以外のもの

(viii) consent given with regard to the proposal set forth in Article 2, paragraph (11), item (i) of the Cabinet Order pursuant to the provisions of Article 26, paragraph (2), item (v) of the Act, other than consent with regard to the inward direct investment, etc. set forth in the items of Article 3, paragraph (2) of the Cabinet Order;

九 法第二十六条第二項第五号の規定により令第二条第十一項第二号から第四号まで

及び前条第二項各号に掲げる議案に関し行う同意のうち、自ら又は他の株主を通じて株主総会に提出した議案以外のものに関し行う同意

(ix) consent given with regard to any of the proposals set forth in Article 2, paragraph (11), items (ii) through (iv) of the Cabinet Order and the items of paragraph (2) of the preceding Article pursuant to the provisions of Article 26, paragraph (2), item (v) of the Act, which is given with regard to a proposal other than one that has been submitted to a shareholders meeting directly by the person that gives the consent or through another shareholder;

十 法第二十六条第二項第五号の規定により令第二条第十一项第二号から第四号まで及び前条第二項各号に掲げる議案に関し行う同意のうち、次項に規定する財務大臣及び事業所管大臣が定める業種に属する事業（第三条の二第五項において「対象事業」という。）に係る議案以外の議案に関し行う同意

(x) consent given with regard to any of the proposals set forth in Article 2, paragraph (11), items (ii) through (iv) of the Cabinet Order and the items of paragraph (2) of the preceding Article pursuant to the provisions of Article 26, paragraph (2), item (v) of the Act, which is given with regard to a proposal other than one relating to a business in any of the business types specified by the Minister of Finance and the competent minister for the business as prescribed in the following paragraph (referred to as the "covered business" in Article 3-2, paragraph (5));

十一 法第二十六条第二項第六号に掲げる支店等の設置のうち、当該設置に係る支店等（支店、工場その他の事業所をいう。以下この項及び第七条第一項第四号において同じ。）の事業目的が、次項に規定する財務大臣及び事業所管大臣が定める業種に該当しない支店等の設置

(xi) establishment of a branch office, etc. as prescribed in Article 26, paragraph (2), item (vi) of the Act, where the business purpose of the branch office, etc. (meaning a branch office, factory, or other offices; hereinafter the same applies in this paragraph and Article 7, paragraph (1), item (iv)) subject to the establishment does not fall within any of the business types specified by the Minister of Finance and the competent minister for the business as prescribed in the following paragraph;

十二 法第二十六条第二項第六号に掲げる支店等の種類又は事業目的の実質的な変更のうち、当該変更に係る変更後の事業目的が、次項に規定する財務大臣及び事業所管大臣が定める業種に該当しない支店等の種類又は事業目的の実質的な変更

(xii) the substantial change in the type or business purpose of a branch office, etc. set forth in Article 26, paragraph (2), item (vi) of the Act, where the type or business purpose of the branch office, etc. after the relevant change does not fall within any of the types or business purposes specified by the Minister of Finance and the competent minister for the business as prescribed in the following paragraph;

十三 会社法第百八十五条に規定する株式無償割当てによる株式若しくは当該株式に

係る議決権の取得、株式への一任運用（令第二条第十六項第三号に掲げる株式への一任運用（同号イに掲げる要件を満たすものに限る。）をいう。以下同じ。）又は当該株式に係る議決権行使等権限の取得

(xiii) the acquisition of shares or voting rights attached to the shares, discretionary investment management targeting shares (meaning the discretionary investment management targeting shares prescribed in Article 2, paragraph (16), item (iii) of the Cabinet Order (one that satisfies the requirements set forth in (a) of that item); the same applies hereinafter), or the acquisition of authority for exercise, etc. of voting rights with regard to the shares through allotment of shares without contribution prescribed in Article 185 of the Companies Act;

十四 株式会社が会社法第二条第十九号に規定する取得条項付株式又は同法第二百七十三条第一項に規定する取得条項付新株予約権に係る取得事由の発生によりその取得の対価として交付する株式若しくは持分、当該株式若しくは持分に係る議決権、社債若しくは出資証券の取得、株式への一任運用又は当該株式若しくは持分に係る議決権行使等権限の取得

(xiv) the acquisition of shares or equity, voting rights attached to the shares or equity, bonds, or investment securities issued by a stock company as the consideration for the acquisition of the shares subject to call prescribed in Article 2, item (xix) of the Companies Act or the share options subject to call prescribed in Article 273, paragraph (1) of that Act due to the occurrence of grounds for the acquisition of such shares or share options, discretionary investment management targeting shares, or the acquisition of authority for exercise, etc. of voting rights with regard to the shares or equity;

十五 特別上場会社等（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であつて、次に掲げる上場会社等の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。第四条第一項第一号において同じ。）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令第二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（令第三条第一項第六号に掲げる行為を除く。）

(xv) the act set forth in Article 26, paragraph (2), item (i), items (iii) through (v), item (vii), or item (viii) of the Act or the act set forth in Article 2, paragraph (16), items (i) through (v) or item (vii) of the Cabinet Order (excluding the act set forth in Article 3, paragraph (1), item (vi) of the Cabinet Order) conducted by a special listed company, etc. (meaning a company set forth in Article 26, paragraph (1), item (iii) of the Act, which is a listed company, and in which all of the ratios of the number of shares or number of voting rights in a listed company, etc. set forth in the following to the total number of issued shares or the total voting rights in the listed company, etc. is less than 10 percent; the same applies in Article 4,

paragraph (1), item (i):

イ 上場会社等の各株主（外国法人等又は令第二条第一項に規定する他の会社若しくはその子会社（令第二条第四項に規定する特定上場会社等を除く。以下この号及び次号において「他の会社等」という。）に限る。）が所有する当該上場会社等の実質株式（同項第一号に規定する実質株式をいう。以下同じ。）の数、当該株主を令第二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。ロにおいて同じ。）（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。）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、令第二条第七項に掲げ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。）

(a) the net number of shares obtained by aggregating the number of substantial shares (meaning the substantial shares prescribed in Article 2, paragraph (4), item (i) of the Cabinet Order; 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 as prescribed in Article 2, paragraph (1) of the Cabinet Order or its subsidiary company (excluding the specified listed company, etc. prescribed in Article 2, paragraph (4) of the Cabinet Order; hereinafter referred to as "another company, etc.") in this item and the following item), the number of substantial shares in 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) of the Act: the same applies in (b)) that is a non-resident and that would fall under any of the items of Article 2, paragraph (19) of the Cabinet Order 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 in 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 Article 2, paragraph (7) of the Cabinet Order) 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)) (on the basis of the net total calculated by deducting the number of duplicate shares, if any; the same applies hereinafter); or

ロ 上場会社等に係る各外国投資家（外国法人等又は他の会社等に限る。）が保有する当該上場会社等の実質保有等議決権（令第二条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。）の数及び当該外国投資家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

(b) 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. owned by each foreign investor (limited to a foreign corporation, etc. or another company, etc.) relating to the listed company, etc. (excluding voting rights subject to the undertaking of delegation of voting prescribed in Article 2, paragraph (18) of the Cabinet Order; 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. owned 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) of that Article if the foreign investor is deemed to be the acquirer of shares, etc. prescribed in item (i) of that paragraph;

十六 特別非上場会社（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以外の会社であつて、当該上場会社等以外の会社の株式又は持分を直接に所有するものがいずれも外国法人等又は他の会社等でないものをいう。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令第二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

(xvi) the act set forth in Article 26, paragraph (2), item (i), items (iii) through (v), item (vii), or item (viii) of the Act or the act set forth in Article 2, paragraph (16), items (i) through (v) or item (vii) of the Cabinet Order conducted by a special non-listed company (meaning a company set forth in Article 26, paragraph (1), item (iii) of the Act, which is a company other than a listed company, etc., where none of the persons that directly own shares or equity in the company other than a listed company, etc. is a foreign corporation, etc. or another company, etc.; the same applies in Article 4, paragraph (1), item (ii));

十七 法第二十六条第二項第一号、第三号又は第四号に掲げる行為のうち、有価証券の引受け（金融商品取引法第二条第八項第六号に掲げる有価証券の引受けをいい、同条第六項第三号に係るものを除く。第四条第一項第三号において同じ。）に該当する行為（これに相当する外国の法令によるものを含む。同号において同じ。）（令第三条第二項各号に掲げる対内直接投資等である場合にあつては、当該行為に

- より取得した株式の議決権の行使を行わないものに限る。)
- (xvii) the act set forth in Article 26, paragraph (2), item (i), (iii), or (iv) of the Act and that constitutes underwriting of securities (meaning the underwriting of securities set forth in Article 2, paragraph (8), item (vi) of the Financial Instruments and Exchange Act, and excluding such act relating to paragraph (6), item (iii) of that Article; the same applies in Article 4, paragraph (1), item (iii)) (including an equivalent act under the laws and regulations of a foreign country; the same applies in that item) (in the case of the inward direct investment, etc. set forth in the items of Article 3, paragraph (2) of the Cabinet Order, limited to the case where the voting rights attached to the shares acquired by the act are not exercised);
- 十八 特定非上場会社（令第三条第一項第二号に規定する特定非上場会社をいう。以下この号及び次号において同じ。）の議決権に係る議決権代理行使受任（令第二条第十六項第四号に掲げる議決権代理行使受任をいう。以下この項において同じ。）をしていた法人又は特定非上場会社の議決権に係る議決権代理行使委任（同項第六号に掲げる議決権代理行使委任をいう。以下この項において同じ。）に係る受任をした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議決権代理行使受任又は当該議決権代理行使委任に係る契約を承継する場合における当該議決権代理行使受任又は当該議決権代理行使委任
- (xviii) if, as a result of a merger of a corporation that had engaged in the undertaking of delegation of voting (meaning the undertaking of delegation of voting set forth in Article 2, paragraph (16), item (iv) of the Cabinet Order; hereinafter the same applies in this paragraph) regarding voting rights in a specified non-listed company (meaning the specified non-listed company prescribed in Article 3, paragraph (1), item (ii) of the Cabinet Order; hereinafter the same applies in this item and the following item) or a corporation that had undertaken the delegation of voting (meaning the delegation of voting prescribed in item (vi) of that paragraph; hereinafter the same applies in this paragraph) regarding voting rights in a specified non-listed company, the corporation that survives or the corporation newly established after the merger succeeds to the contract for the undertaking of delegation of voting or the delegation of voting: the undertaking of delegation of voting or the delegation of voting;
- 十九 特定非上場会社の議決権に係る議決権代理行使受任をしていた法人又は特定非上場会社の議決権に係る議決権代理行使委任に係る受任をした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議決権代理行使受任又は当該議決権代理行使委任に係る契約を承継する場合における当該議決権代理行使受任又は当該議決権代理行使委任
- (xix) if, as a result of a company split of a corporation that had engaged in the undertaking of delegation of voting regarding voting rights in a specified non-listed company or a corporation that had undertaken the delegation of

voting regarding voting rights in a specified non-listed company, the corporation newly established or the corporation succeeding to business after the split succeeds to the contract for the undertaking of delegation of voting or the delegation of voting: the undertaking of delegation of voting or the delegation of voting;

二十 非上場会社の議決権に係る議決権代理行使受任（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の保有等非上場会社議決権数（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（令第二条第十六項第四号イに該当するものに限る。）に係る議決権の数とを合計した議決権の数をいう。以下この号において同じ。）と当該議決権代理行使受任をするものを令第二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保有等非上場会社議決権数とを合計した純議決権数の当該非上場会社の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議決権代理行使受任を除く。）であつて、令第三条第二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議決権に係る議決権代理行使受任以外のもの

(xx) the undertaking of delegation of voting regarding voting rights in a non-listed company (excluding the undertaking of delegation of voting in the case where as a result of which the ratio of the net number of voting rights obtained by aggregating the number of voting rights in the non-listed company held or otherwise exercisable of the person engaging in the undertaking of delegation of voting after the undertaking of delegation of voting ("number of voting rights in the non-listed company held or otherwise exercisable" means the 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 Article 2, paragraph (16), item (iv), (a) of the Cabinet Order); hereinafter the same applies in this item), and the number of voting rights in the non-listed company held or otherwise exercisable by a non-resident individual or corporation that would fall under any of the items of Article 2, paragraph (19) of the Cabinet Order if the person engaging in the undertaking of delegation of voting is deemed to be the acquirer of shares, etc. prescribed in item (i) of that paragraph, to the total voting rights in the non-listed company, comes to 10 percent or more), other than the undertaking of delegation of voting regarding voting rights in a non-listed company involved in inward direct investment, etc. set forth in any of the items of Article 3, paragraph (2) of the Cabinet Order;

二十一 株式の分割若しくは併合により発行される新株に係る議決権に係る議決権代理行使受任、議決権代理行使委任又は共同議決権行使同意取得（令第二条第十六項第七号に掲げる共同議決権行使同意取得をいう。以下この項及び第七条第一項第四号において同じ。）（以下この項において「議決権代理行使受任等」という。）であつて、当該株式に係る議決権に係る議決権代理行使受任等をしていった場合におけ

る当該株式に係る議決権に係る議決権代理行使受任等に相当するもの
(xxi) the undertaking of delegation of voting, the delegation of voting, or the acquisition of consent for joint exercise of voting rights (meaning the acquisition of consent for joint exercise of voting rights prescribed in Article 2, paragraph (16), item (vii) of the Cabinet Order; hereinafter the same applies in this paragraph and Article 7, paragraph (1), item (iv)) (hereinafter collectively referred to as "undertaking of delegation of voting, etc." in this paragraph) regarding voting rights attached to new shares that are issued as a result of a share split or consolidation of shares, which is equivalent to the undertaking of delegation of voting, etc. regarding voting rights attached to the split or consolidated shares in the case where such undertaking of delegation of voting, etc. had been conducted;

二十二 組織変更前の会社の議決権に係る議決権代理行使受任等をしていたものによる当該議決権に代わる組織変更後の会社の議決権に係る議決権代理行使受任等（当該組織変更前の会社の議決権に係る議決権代理行使受任等に相当するものに限る。）

(xxii) engagement, by a person that had engaged in the undertaking of delegation of voting, etc. regarding voting rights in a company before entity conversion, in the undertaking of delegation of voting, etc. regarding voting rights in the company after entity conversion in lieu of those voting rights (limited to an act equivalent to the undertaking of delegation of voting, etc. regarding voting rights in the company before the entity conversion);

二十三 株式会社が会社法第百八十五条に規定する株式無償割当てによる株式に係る議決権に係る議決権代理行使受任等（当該株式無償割当て前にしていた議決権代理行使受任等に相当するものに限る。）

(xxiii) the undertaking of delegation of voting, etc. regarding voting rights attached to shares allotted by a stock company through the allotment of shares without contribution prescribed in Article 185 of the Companies Act (limited to an act equivalent to the undertaking of delegation of voting, etc. that had been engaged in before the allotment of shares without contribution);

二十四 株式会社が会社法第二条第十九号に規定する取得条項付株式に係る取得事由の発生によりその取得の対価として交付する株式又は持分に係る議決権に係る議決権代理行使受任等（当該取得条項付株式に係る議決権に係る議決権代理行使受任等をしていた場合における当該取得条項付株式に係る議決権に係る議決権代理行使受任等に相当するものに限る。）

(xxiv) the undertaking of delegation of voting, etc. regarding voting rights attached to shares or equity issued by a stock company as the consideration for the acquisition of the shares subject to call prescribed in Article 2, item (xix) of the Companies Act due to occurrence of grounds for the acquisition of such shares (limited to an act which is equivalent to the undertaking of

delegation of voting, etc. regarding voting rights attached to the shares subject to call in the case where such undertaking of delegation of voting, etc. had been conducted); and

二十五 相続又は遺贈により共同議決権行使同意取得に係る契約を承継した場合における当該共同議決権行使同意取得

(xxv) if a contract for acquisition of consent for joint exercise of voting rights was succeeded to through inheritance or bequest: the acquisition of consent for joint exercise of voting rights;

3 令第三条第二項第一号に規定する主務省令で定める業種は、財務大臣及び事業所管大臣が定める業種とする。

(3) The business types specified by order of the competent ministry as prescribed in Article 3, paragraph (2), item (i) of the Cabinet Order are the business types specified by the Minister of Finance and the competent minister for the business.

4 令第三条第二項第一号及び令第三条の二第二項第三号に規定する主務省令で定めるものは、会社（その子会社を含む。）がその総議決権の百分の五十に相当する議決権の数を保有する他の会社（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。）とする。

(4) The company specified by order of the competent ministry as prescribed in Article 3, paragraph (2), item (i) of the Cabinet Order and Article 3-2, paragraph (2), item (iii) of the Cabinet Order is, in the case where a company (including its subsidiary companies) holds voting rights in a number equivalent to 50 percent of the total voting rights in another company (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), that other company.

5 令第三条第二項第二号に規定する主務省令で定める対内直接投資等は、別表第一に掲げる国又は地域以外の国又は地域の外国投資家により行われる対内直接投資等（法第二十六条第一項第三号又は第五号に該当する外国投資家により行われる対内直接投資等を除く。）とする。

(5) The inward direct investment, etc. specified by order of the competent ministry as prescribed in Article 3, paragraph (2), item (ii) of the Cabinet Order is inward direct investment, etc. made by a foreign investor in a country or region other than the countries or regions set forth in Appended Table 1 (excluding inward direct investment, etc. made by a foreign investor that falls under Article 26, paragraph (1), item (iii) or item (v) of the Act).

6 令第三条第二項第三号に規定する主務省令で定める対内直接投資等は、財務大臣及び事業所管大臣が定める対内直接投資等とする。

(6) The inward direct investment, etc. specified by order of the competent ministry as prescribed in Article 3, paragraph (2), item (iii) of the Cabinet Order is the inward direct investment, etc. specified by the Minister of Finance

and the competent minister for the business.

7 令第三条第三項の規定に基づき届出をしようとするものは、次の各号に掲げる区分に応じ、当該各号に定める様式による届出書を、日本銀行を経由して財務大臣及び事業所管大臣に提出しなければならない。この場合において、提出すべき届出書の通数は、三とする。

(7) A person that intends to make a notification based on the provisions of Article 3, paragraph (3) of the Cabinet Order must submit a written notification using the relevant form among those specified in the following items for the respective categories set forth in those items to the Minister of Finance and the competent minister for the business, via the Bank of Japan; in this case, the number of copies of the written notification to be submitted is three:

一 法第二十六条第二項第一号、第三号及び第四号に規定する株式、持分又は議決権の取得並びに令第二条第十六項第二号に規定する出資証券の取得、同項第三号に規定する株式への一任運用及び同項第五号に規定する議決権行使等権限の取得 別紙様式第一

(i) the acquisition of shares, equity, or voting rights as prescribed in Article 26, paragraph (2), items (i), (iii), and (iv) of the Act, acquisition of investment securities as prescribed in Article 2, paragraph (16), item (ii) of the Cabinet Order, discretionary investment management targeting shares as prescribed in item (iii) of that paragraph, and acquisition of authority for exercise, etc. of voting rights as prescribed in item (v) of that paragraph: Appended Form 1;

二 法第二十六条第二項第二号に規定する株式又は持分の譲渡 別紙様式第二

(ii) transfer of shares or equity as prescribed in Article 26, paragraph (2), item (ii) of the Act: Appended Form 2;

三 法第二十六条第二項第五号に規定する会社の事業目的の実質的な変更に関し行う同意 別紙様式第三

(iii) consent given in regard to the substantial change of the business purpose of a company as prescribed in Article 26, paragraph (2), item (v) of the Act: Appended Form 3;

三の二 令第二条第十一項第一号に規定する取締役又は監査役の選任に係る議案に関して行う同意別紙様式第三の二

(iii)-2 consent given in regard to a proposal on the election of a director or auditor as prescribed in Article 2, paragraph (11), item (i) of the Cabinet Order: Appended Form 3-2;

三の三 令第二条第十一項第二号から第四号まで及び前条第二項各号に掲げる議案に関して行う同意別紙様式第三の三

(iii)-3 consent given in regard to any of the proposals set forth in Article 2, paragraph (11), items (ii) through (iv) of the Cabinet Order and the items of paragraph (2) of the preceding Article: Appended Form 3-3;

四 法第二十六条第二項第六号に規定する支店等の設置 別紙様式第四

- (iv) establishment of a branch office, etc. as prescribed in Article 26, paragraph (2), item (vi) of the Act: Appended Form 4;
- 五 法第二十六条第二項第六号に規定する支店等の種類又は事業目的の実質的な変更別紙様式第五
- (v) a substantial change in the type or business purpose of a branch office, etc. as prescribed in Article 26, paragraph (2), item (vi) of the Act: Appended Form 5;
- 六 法第二十六条第二項第七号に規定する金銭の貸付け 別紙様式第六
- (vi) making of a loan as prescribed in Article 26, paragraph (2), item (vii) of the Act: Appended Form 6;
- 六の二 法第二十六条第二項第八号に規定する事業の承継 別紙様式第六の二
- (vi)-2 business succession as prescribed in Article 26, paragraph (2), item (viii) of the Act: Appended Form 6-2;
- 七 令第二条第十六項第一号に規定する社債の取得 別紙様式第七
- (vii) the acquisition of bonds as prescribed in Article 2, paragraph (16), item (i) of the Cabinet Order: Appended Form 7.
- 八 令第二条第十六項第四号に規定する議決権代理行使受任 別紙様式第七の二
- (viii) the undertaking of delegation of voting as prescribed in Article 2, paragraph (16), item (iv) of the Cabinet Order: Appended Form 7-2;
- 九 令第二条第十六項第六号に規定する議決権代理行使委任 別紙様式第七の三
- (ix) the delegation of voting as prescribed in Article 2, paragraph (16), item (vi) of the Cabinet Order: Appended Form 7-3; and
- 十 令第二条第十六項第七号に規定する共同議決権行使同意取得 別紙様式第七の四
- (x) the acquisition of consent for joint exercise of voting rights as prescribed in Article 2, paragraph (16), item (vii) of the Cabinet Order: Appended Form 7-4;
- 8 財務大臣及び事業所管大臣は、前項の規定により届出書を受理したときは、当該届出書にその旨を記入し、そのうち一通を届出受理証として届出者に交付するものとする。ただし、前項の手続が情報通信技術を活用した行政の推進等に関する法律（平成十四年法律第百五十一号）第六条第一項の規定により同項に規定する電子情報処理組織を使用して行われたときは、電磁的記録（電子的方式、磁気的方式その他人の知覚によつては認識することができない方式で作られる記録であつて、電子計算機による情報処理の用に供されるものをいう。）に記録された届出書の内容を書面に出力したものに届出を受理した旨を記入し、届出受理証として届出者に交付するものとする。
- (8) When the Minister of Finance and the competent minister for the business have received copies of a written notification pursuant to the provisions of the preceding paragraph, they are to state such fact on the copies of the written notification and deliver one copy as a certificate of receipt of notification to the person making the notification; provided, however, that if the procedure referred to in the preceding paragraph is carried out by using the electronic data processing system prescribed in Article 6, paragraph (1) of the Act on the

Promotion of Administrative Affairs through the Use of Information and Communications Technology (Act No. 151 of 2002) pursuant to the provisions of that paragraph, they are to state that they have received the notification on a document in which the content of the written notification recorded on an electronic or magnetic record (meaning a record used in computerized information processing which is created in electronic form, magnetic form, or any other form that cannot be perceived by human senses) has been output, and deliver it to the person making the notification as a certificate of receipt of notification.

9 令第三条第十四項の規定に基づき法第二十七条第七項の規定による通知をしようとするものは、別紙様式第八による通知書を、日本銀行を經由して財務大臣及び事業所管大臣に提出しなければならない。この場合において、提出すべき通知書の通数は、一とする。

(9) A person that intends to make a notice as prescribed in Article 27, paragraph (7) of the Act based on the provisions of Article 3, paragraph (14) of the Cabinet Order must submit a written notice prepared using Appended Form 8 to the Minister of Finance and the competent minister for the business, via the Bank of Japan. In this case, the number of copies of the written notice to be submitted is one.

(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 令第三条の二第一項第四号イ及び令第四条の三第一項第四号イに規定する他の法人その他の団体（以下この項において「間接法人等」という。）を通じて間接に保有するものとして主務省令で定める法人その他の団体の議決権の数は、当該法人その他の団体の株主若しくは出資者である間接法人等（外国政府等（令第三条の二第一項第三号に規定する外国政府等をいう。第七条第四項第四号において同じ。）の出資比率が百分の五十以上であるものに限る。）又はその子会社等（会社法第二条第三号の二に規定する子会社等をいう。）が直接に保有する当該法人その他の団体の議決権の数とする。

Article 3-2 (1) The number of voting rights in a corporation or any other organization specified by order of the competent ministry as those indirectly held via another corporation or any other organization, as prescribed in Article 3-2, paragraph (1), item (iv), (a) of the Cabinet Order and Article 4-3, paragraph (1), item (iv), (a) of the Cabinet Order, (hereinafter referred to as an "indirect corporation, etc." in this paragraph) is the number of voting rights in the corporation or any other organization directly held by an indirect corporation, etc. that is a shareholder or capital investor of the corporation or any other organization (limited to an indirect corporation, etc. in which the investment ratio of a foreign government, etc. (meaning the foreign

government, etc. prescribed in Article 3-2, paragraph (1), item (iii) of the Cabinet Order; the same applies in Article 7, paragraph (4), item (iv)) is 50 percent or more) or by its subsidiary company, etc. (meaning the subsidiary company, etc. prescribed in Article 2, item (iii)-2 of the Companies Act).

2 令第三条の二第二項第二号に規定する主務省令で定めるものは、次に掲げる事項とする。

(2) The matters specified by order of the competent ministry as prescribed in Article 3-2, paragraph (2), item (ii) of the Cabinet Order are the following matters:

一 取締役の選任又は解任

(i) election or dismissal of directors;

二 取締役の任期の短縮

(ii) shortening of the term of office of directors;

三 次に掲げる定款の変更

(iii) the following amendment in the articles of incorporation:

イ 目的の変更に係るもの

(a) amendment for changing the purpose; and

ロ 会社法第百八条第二項第八号又は第九号に掲げる事項について内容の異なる二以上の種類の株式を発行する場合において当該各号に定める事項

(b) in the case of issuing two or more classes of shares with different features with regard to the matters set forth in Article 108, paragraph (2), item (viii) or (ix) of the Companies Act, the matters provided for in the respective items;

四 会社法第四百六十八条第一項に規定する事業譲渡等

(iv) the business transfer, etc. prescribed in Article 468, paragraph (1) of the Companies Act;

五 会社の解散

(v) dissolution of the company;

六 会社法第七百八十二条第一項に規定する吸収合併契約等

(vi) the absorption-type merger agreement, etc. prescribed in Article 782, paragraph (1) of the Companies Act; and

七 会社法第八百三条第一項に規定する新設合併契約等

(vii) the consolidation-type merger agreement, etc. prescribed in Article 803, paragraph (1) of the Companies Act.

3 令第三条の二第二項第三号に規定する主務省令で定める業種は、財務大臣及び事業所管大臣が定める業種とする。

(3) The business types specified by order of the competent ministry as prescribed in Article 3-2, paragraph (2), item (iii) of the Cabinet Order are the business types specified by the Minister of Finance and the competent minister for the business.

4 令第三条の二第二項第三号イに規定する主務省令で定めるものは、次に掲げるもの

とする。

(4) The person specified by order of the competent ministry as prescribed in Article 3-2, paragraph (2), item (iii), (a) of the Cabinet Order is any of the following:

一 金融商品取引法に相当する外国の法令の規定による許認可等（行政手続法（平成五年法律第八十八号）第二条第三号に規定する許認可等又はこれに相当するものをいう。以下この項において同じ。）を受けて金融商品取引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る、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。）に類する事業を営むもの

(i) a financial instruments business operator engaging in a business similar to the Type-I financial instruments business prescribed in Article 28, paragraph (1) of the Financial Instruments and Exchange Act (limited to such business in which the securities-related business 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) with permission, etc. (meaning the permission, etc. prescribed in Article 2, item (iii) of the Administrative Procedure Act (Act No. 88 of 1993) or an equivalent thereto; hereinafter the same applies in this paragraph) under the provisions of a law or regulation of a foreign country that is equivalent to the Financial Instruments and Exchange Act;

二 金融商品取引法第二十九条の登録を受けて同法第二十八条第四項に規定する投資運用業（以下この号において「投資運用業」という。）を営むもの若しくは同法第六十三条第二項の規定による届出をして同条第一項第二号に掲げる行為を業として行うもの又は同法に相当する外国の法令の規定により許認可等を受けて投資運用業に類する事業を営むもの

(ii) a financial instruments business operator engaging in the investment management business prescribed in Article 28, paragraph (4) of the Financial Instruments and Exchange Act (hereinafter referred to as "investment management business" in this item) after being registered under Article 29 of the Financial Instruments and Exchange Act, a financial instruments business operator conducting the act set forth in Article 63, paragraph (1), item (ii) of that Act in the course of trade by making a notification under the provisions of paragraph (2) of that Article, or a financial instruments business operator engaging in a business similar to investment management business with permission, etc. under the provisions of a law or regulation of a foreign country that is equivalent to that Act;

三 投資信託及び投資法人に関する法律（昭和二十六年法律第九十八号）第二条第十三項に規定する登録投資法人若しくは同法に相当する外国の法令に準拠して設立された法人たる社団又は権利能力のない社団で、登録投資法人に類するもの（当該

- 外国の法令に基づき許認可等を受けているものに限る。)
- (iii) a registered investment corporation prescribed in Article 2, paragraph (13) of the Act on Investment Trusts and Investment Corporations (Act No. 198 of 1951) or an association that is a corporation or that lacks the legal capacity to hold rights, which has been established in compliance with a law or regulation of a foreign country equivalent to that Act and which is equivalent to a registered investment corporation (limited to one that has received permission, etc. under the law or regulation of the foreign country);
- 四 銀行法（昭和五十六年法律第五十九号）第二条第一項に規定する銀行又は同法に相当する外国の法令の規定による許認可等を受けて外国において銀行業（同法第二条第二項に規定する銀行業のうち同項第一号に掲げる行為を行わないものを除く。）に類する事業を営むもの
- (iv) the bank prescribed in Article 2, paragraph (1) of the Banking Act (Act No. 59 of 1981) or a financial instruments business operator engaging in business similar to banking business (excluding banking business as prescribed in Article 2, paragraph (2) of that Act in which the act set forth in item (i) of that paragraph is not conducted) in a foreign country with permission, etc. under the provisions of a law or regulation of a foreign country that is equivalent to that Act;
- 五 保険業法（平成七年法律第百五号）第三条の規定による免許を受けて同法第二条第一項に規定する保険業（以下この号において「保険業」という。）を営むもの又は同法に相当する外国の法令の規定による許認可等を受けて保険業に類する事業を営むもの
- (v) a financial instruments business operator engaging in the insurance business prescribed in Article 2, paragraph (1) of the Insurance Business Act (Act No. 105 of 1995) (hereinafter referred to as "insurance business" in this item) with a license under the provisions of Article 3 or a financial instruments business operator engaging in a business similar to insurance business with permission, etc. under the provisions of a law or regulation of a foreign country that is equivalent to that Act;
- 六 信託業法（平成十六年法律第百五十四号）第二条第二項に規定する信託会社（同条第四項に規定する管理型信託会社を除く。）若しくは金融機関の信託業務の兼営等に関する法律（昭和十八年法律第四十三号）第一条の認可を受けて信託業法第二条第一項に規定する信託業を営むもの又はこれらの法律に相当する外国の法令の規定による許認可等を受けて信託業に類する事業を営むもの（同条第二項に規定する信託会社を除く。）
- (vi) the trust company prescribed in Article 2, paragraph (2) of the Trust Business Act (Act No. 154 of 2004) (excluding the custodial trust company prescribed in paragraph (4) of that Article), a financial instruments business operator engaging in the trust business prescribed in Article 2, paragraph (1) of that Act with the authorization referred to in Article 1 of the Act on

Engagement in Trust Business by Financial Institutions (Act No. 43 of 1943), or a financial instruments business operator engaging in a business similar to trust business with permission, etc. under the provisions of laws or regulations of a foreign country that are equivalent to these Acts (excluding the trust company prescribed in Article 2, paragraph (2) of the Trust Business Act); and

七 金融商品取引法第六十六条の五十の規定による登録を受けて同法第二条第四十一項に規定する高速取引行為を行うもの

(vii) a financial instruments business operator conducting the high-speed trading prescribed in Article 2, paragraph (41) of the Financial Instruments and Exchange Act after being registered under Article 66-50 of that Act.

5 令第三条の二第二項第五号に規定する主務省令で定めるものは、次に掲げるものとする。

(5) The inward direct investment, etc. specified by order of the competent ministry as prescribed in Article 3-2, paragraph (2), item (v) of the Cabinet Order is any of the following:

一 対内直接投資等に係る会社（以下この号及び次号において「発行会社」という。））、特定子会社（発行会社の子会社であつて対象事業を営むものをいう。以下この号において同じ。））、特定親会社（特定子会社の親会社（会社法第二条第四号に規定する親会社をいい、発行会社並びに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。第四条の三第二項第一号において同じ。））であつて発行会社以外のものをいう。）又は発行会社が財務及び営業若しく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前条第四項に規定する他の会社（子会社を除く。））であつて対象事業を営むもの（以下この項において「発行会社等」という。）の取締役（当該発行会社等が持分会社（会社法第五百七十五条第一項に規定する持分会社をいう。第四条の三第二項第一号において同じ。））である場合にあつては、業務を執行する社員又は業務を執行する社員の職務を行うべき者をいう。）若しくは監査役に新たに就任すること又は第二条第一項第二号イからヌまでに掲げる者（外国投資家が令第三条の二第一項第三号から第五号までに掲げるものに該当する場合にあつては第二条第一項第三号イ及びロに掲げる者を含む。）を発行会社等の取締役又は監査役に新たに就任させることを目的とする対内直接投資等

(i) with regard to the company pertaining to inward direct investment, etc. (hereinafter referred to as the "issuing company" in this item and the following item), a specified subsidiary company (meaning a subsidiary company of the issuing company which engages in a covered business; hereinafter the same applies in this item), a specified parent company (meaning the parent company (meaning the parent company prescribed in Article 2, item (iv) of the Companies Act, and excluding the issuing company, a corporation or any other organization established based on the 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 in Article 4-3, paragraph (2), item (i) of a specified subsidiary company, other than the issuing company), or another company on which the issuing company has a material influence in terms of decisions on the financial and operational or business policies, which is another company (excluding its subsidiary companies) as prescribed in paragraph (4) of the preceding Article and which engages in a covered business (hereinafter referred to as the "issuing company, etc." in this paragraph), inward direct investment, etc. intended for being newly elected as a director (if the issuing company, etc. is a membership company (meaning the membership company prescribed in Article 575, paragraph (1) of the Companies Act; the same applies in Article 4-3, paragraph (2), item (i)), it means a member that executes the business or a person that should perform the duties of a member that executes the business) or an auditor of the issuing company, etc., or for having any of the persons set forth in Article 2, paragraph (1), item (ii), (a) through (j) (if the foreign investor falls within any of the categories set forth in Article 3-2, paragraph (1), items (iii) through (v) of the Cabinet Order, it includes the persons set forth in Article 2, paragraph (1), item (iii), (a) and (b)) being newly elected as a director or auditor of the issuing company, etc.;

二 令第二条第十一项第二号から第四号まで及び第二条第二項各号に掲げる議案（対象事業に係るものに限る。）を発行会社の株主総会に提案することを目的とする対内直接投資等

(ii) inward direct investment, etc. intended for making any of the proposals set forth in Article 2, paragraph (11), items (ii) through (iv) of the Cabinet Order and the items of Article 2, paragraph (2) (limited to those relating to a covered business) to the shareholders meeting of the issuing company;

三 対象事業に係る非公開の技術情報の取得その他の当該技術情報の流出につながるおそれのある行為を行うことを目的とする対内直接投資等

(iii) inward direct investment, etc. intended for the acquisition of non-public technical information relating to a covered business or any other act that is likely to lead to leakage of the technical information;

四 令第三条の二第二項第三号ロに掲げる行為を行う場合において、発行会社等が営む第三項に規定する財務大臣及び事業所管大臣が定める業種に属する事業に関し、当該発行会社等の取締役会若しくは重要な意思決定の権限を有する委員会に出席し、若しくは自らが指定する者を出席させること又は当該発行会社等の取締役会若しくは重要な意思決定の権限を有する委員会若しくはそれらの構成員に対し、自ら若しくはその指定する者を通じて期限を付して、当該発行会社等の回答若しくは行動を求めて書面若しくは電磁的記録（電子的方式、磁気的方式その他人の知覚によつては認識することができない方式で作られる記録であつて、電子計算機による情報処理の用に供されるものをいう。）により提案を行うことを目的とする対内直接投資等

(iv) inward direct investment, etc. which, in the case of conducting the act set forth in Article 3-2, paragraph 2, item (iii), (b) of the Cabinet Order, is intended for attending or having a personally designated person attend a meeting of the board of directors or a committee having the authority to make important decisions of the issuing company, etc., or making a proposal to the board of directors or a committee having the authority to make important decisions of the issuing company, etc. or to their members directly or through a personally designated person by submitting a document or an electronic or magnetic record (meaning a record used in computerized information processing which is created in electronic form, magnetic form, or any other form that cannot be perceived by human senses), seeking a reply or action of the issuing company, etc. within a specified time limit with regard to a business of any of the business types specified by the Minister of Finance and the competent minister for the business as prescribed in paragraph (3) in which the issuing company, etc. engage;

五 法第二十七条第一項の規定による届出をせずに令第二条第十一项第一号から第四号まで及び第二条第二項各号に掲げる議案に係る法第二十六条第二項第五号に掲げる同意を行つた外国投資家が行う当該同意に係る会社に係る対内直接投資等

(v) in the case where a foreign investor has given the consent set forth in Article 26, paragraph (2), item (v) of the Act with regard to any of the proposals set forth in Article 2, paragraph (11), items (i) through (iv) of the Cabinet Order or the items of Article 2, paragraph (2) without making a notification under the provisions of Article 27, paragraph (1) of the Act, inward direct investment, etc. involving the company relating to the consent, conducted by the foreign investor;

六 令第二条第十一项第一号から第四号まで及び第二条第二項各号に掲げる議案に係る法第二十六条第二項第五号に掲げる同意に関し、法第二十七条第一項の規定による届出をして、禁止期間（法第二十九条第六項に規定する禁止期間をいう。第四条の三第二項第五号において同じ。）の満了前に同意を行つた外国投資家が行う当該同意に係る会社に係る対内直接投資等

(vi) in the case where a foreign investor has made a notification under the provisions of Article 27, paragraph (1) of the Act regarding the consent set forth in Article 26, paragraph (2), item (v) of the Act with regard to any of the proposals set forth in Article 2, paragraph (11), items (i) through (iv) of the Cabinet Order or the items of Article 2, paragraph (2), and given the consent before the expiration of the prohibition period (meaning the prohibition period prescribed in Article 29, paragraph (6) of the Act; the same applies in Article 4-3, paragraph (2), item (v)), inward direct investment, etc. involving the company relating to the consent, conducted by the foreign investor;

七 令第二条第十一项第一号から第四号まで及び第二条第二項各号に掲げる議案に係

る法第二十六条第二項第五号に掲げる同意に関し、虚偽の届出をした外国投資家が行う当該同意に係る会社に係る対内直接投資等

(vii) in the case where a foreign investor has made a false notification regarding the consent set forth in Article 26, paragraph (2), item (v) of the Act with regard to any of the proposals set forth in Article 2, paragraph (11), items (i) through (iv) of the Cabinet Order or the items of Article 2, paragraph (2), inward direct investment, etc. involving the company relating to the consent, conducted by the foreign investor; or

八 令第二条第十一项第一号から第四号まで及び第二条第二項各号に掲げる議案に係る法第二十六条第二項第五号に掲げる同意の届出をして、当該対内直接投資等に係る内容の変更又は中止を命じられた外国投資家が行う当該同意に係る会社に係る対内直接投資等（当該外国投資家が当該変更又は中止の命令に従った場合（当該届出が令第二条第十一项第一号に掲げる議案のうち自ら又は他のものを通じて株主総会に提出した議案に係る場合以外の場合にあつては、第二条第一項第一号ロからトまでに掲げる者の選任に係る場合に限る。）を除く。）

(viii) in the case where a foreign investor has made a notification regarding the consent set forth in Article 26, paragraph (2), item (v) of the Act with regard to any of the proposals set forth in Article 2, paragraph (11), items (i) through (iv) of the Cabinet Order or the items of Article 2, paragraph (2), and has been ordered to modify the substance of or discontinue the inward direct investment, etc. involving the company relating to the consent, conducted by the foreign investor (excluding the case where the foreign investor followed the order of modification or discontinuance (in a case other than the case where the notification relates to the proposal set forth in Article 2, paragraph (11), item (i) of the Cabinet Order that has been submitted to the shareholders meeting directly or through another person, limited to a case relating to election of any of the persons set forth in Article 2, paragraph (1), item (i), (b) through (e))).

(特定取得の届出等)

(Notification of Specified Acquisition)

第四条 令第四条第一項第四号に規定する主務省令で定める行為は、次の各号に掲げる行為とする。

Article 4 (1) The acts specified by order of the competent ministry as prescribed in Article 4, paragraph (1), item (iv) of the Cabinet Order are the acts listed in the following items:

一 特別上場会社等が行う特定取得（令第四条第一項第二号に掲げる行為を除く。）

(i) specified acquisition conducted by a specified listed company, etc. (excluding the act set forth in Article 4, paragraph (1), item (ii) of the Cabinet Order);

and

二 特別非上場会社が行う特定取得

- (ii) specified acquisition conducted by a special non-listed company; or
三 特定取得のうち、有価証券の引受けに該当する行為（当該行為により取得した株式の議決権の行使を行わないものに限る。）
- (iii) among specified acquisition, an act that constitutes underwriting of securities (limited to the case where the voting rights attached to the shares acquired by the act are not exercised).
- 2 令第四条第二項に規定する主務省令で定める業種は、財務大臣及び事業所管大臣が定める業種とする。
- (2) The business types specified by order of the competent ministry as prescribed in Article 4, paragraph (2) of the Cabinet Order are the business types specified by the Minister of Finance and the competent minister for the business.
- 3 令第四条第二項及び令第四条の三第二項第一号に規定する主務省令で定めるものは、会社（その子会社を含む。）がその総議決権の百分の五十に相当する議決権の数を保有する他の会社（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。）とする。
- (3) The company specified by order of the competent ministry as prescribed in Article 4, paragraph (2) of the Cabinet Order and Article 4-3, paragraph (2), item (i) of the Cabinet Order is, in the case where a company (including its subsidiary companies) holds voting rights in a number equivalent to 50 percent of the total voting rights in another company (excluding a corporation or any other organization established based on the laws and regulations of a foreign country, and a corporation or any other organization which has its principal office in a foreign country), that other company.
- 4 令第四条第三項の規定に基づき届出をしようとするものは、別紙様式第一による届出書を、日本銀行を経由して財務大臣及び事業所管大臣に提出しなければならない。この場合において、提出すべき届出書の通数は、三とする。
- (4) A person that intends to give a notification based on the provisions of Article 4, paragraph (3) of the Cabinet Order must submit a written notification prepared using Appended Form 1 to the Minister of Finance and the competent minister for the business, via the Bank of Japan. In this case, the number of copies of the written notification to be submitted is three.
- 5 財務大臣及び事業所管大臣は、前項の規定により届出書を受理したときは、当該届出書にその旨を記入し、そのうち一通を届出受理証として届出者に交付するものとする。この場合においては、第三条第八項ただし書の規定を準用する。
- (5) When the Minister of Finance and the competent minister for the business have received copies of a written notification pursuant to the provisions of the preceding paragraph, they are to state such fact on the copies of the written notification and deliver one copy as a certificate of receipt of notification to the person making the notification. In this case, the provisions of the proviso to Article 3, paragraph (8) apply mutatis mutandis.

6 令第四条第十一項の規定に基づき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をしようとするものは、別紙様式第八の二による通知書を、日本銀行を経由して財務大臣及び事業所管大臣に提出しなければならない。この場合において、提出すべき通知書の通数は、一とする。

(6) A person that intends to give a notice under Article 27, paragraph (7) of the Act as applied mutatis mutandis pursuant to Article 28, paragraph (7) of the Act based on the provisions of Article 4, paragraph (11) of the Cabinet Order must submit a written notice prepared using Appended Form 8-2 to the Minister of Finance and the competent minister for the business, via the Bank of Japan. In this case, the number of copies of the written notice to be submitted is one.

(公示送達の方法)

(Method of Service by Publication)

第四条の二 財務大臣及び事業所管大臣は、公示送達があつたことを官報又は新聞紙に掲載することができる。外国においてすべき送達については、財務大臣及び事業所管大臣は、官報又は新聞紙への掲載に代えて、公示送達があつたことを通知することができる。

Article 4-2 The Minister of Finance and the competent minister for the business may publish, in the official gazette or newspaper, the fact that service by publication has been effected. With regard to service that is to be effected in a foreign country, the Minister of Finance and the competent minister for the business may give a notice of the fact that service by publication has been effected, in lieu of publication in the official gazette or a newspaper.

(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 令第四条の三第二項第一号に規定する主務省令で定める業種は、財務大臣及び事業所管大臣が定める業種とする。

Article 4-3 (1) The business types specified by order of the competent ministry as prescribed in Article 4-3, paragraph (2), item (i) of the Cabinet Order are the business types specified by the Minister of Finance and the competent minister for the business.

2 令第四条の三第二項第三号に規定する主務省令で定めるものは、次に掲げるものとする。

(2) The specified acquisition specified by order of the competent ministry as prescribed in Article 4-3, paragraph (2), item (iii) of the Cabinet Order is any of the following:

一 特定取得に係る会社（以下この号及び次号において「発行会社」という。）、特定子会社（発行会社の子会社であつて第四条第二項に規定する財務大臣及び事業所

管大臣が定める業種に属する事業（以下この項において「特定対象事業」という。）を営むものをいう。））、特定親会社（特定子会社の親会社であつて発行会社以外のものをいう。）又は発行会社が財務及び営業若しく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第四条第三項に規定する他の会社（子会社を除く。）であつて特定対象事業を営むもの（以下この号において「発行会社等」という。）の取締役（当該発行会社等が持分会社である場合にあつては、業務を執行する社員又は業務を執行する社員の職務を行うべき者をいう。）若しくは監査役に新たに就任すること又は第二条第一項第二号イからヌまでに掲げる者（外国投資家が令第三条の二第一項第三号から第五号までに掲げるものに該当する場合にあつては第二条第一項第三号イ及びロに掲げる者を含む。）を発行会社等の取締役又は監査役に新たに就任させることを目的とする特定取得

(i) with regard to the company pertaining to specified acquisition (hereinafter referred to as the "issuing company" in this item and the following item), a specified subsidiary company (meaning a subsidiary company of the issuing company which engages in a business in any of the business types specified by the Minister of Finance and the competent minister for the business as prescribed in Article 4, paragraph (2) (hereinafter referred to as "specified covered business" in this paragraph)), a specified parent company (meaning the parent company of a specified subsidiary company, other than the issuing company), or another company on which the issuing company has a material influence in terms of decisions on the financial and operational or business policies, which is another company (excluding its subsidiary companies) as prescribed in Article 4, paragraph (3) and which engages in a specified covered business (hereinafter referred to as the "issuing company, etc." in this item), specified acquisition intended for being newly elected as a director (if the issuing company, etc. is a membership company, it means a member that executes the business or a person that should perform the duties of a member that executes the business) or an auditor of the issuing company, etc., or for having any of the persons set forth in Article 2, paragraph (1), item (ii), (a) through (j) (if the foreign investor falls within any of the categories set forth in Article 3-2, paragraph (1), items (iii) through (v) of the Cabinet Order, it includes the persons set forth in Article 2, paragraph (1), item (iii), (a) and (b)) being newly elected as a director or auditor of the issuing company, etc.;

二 令第二条第十一項第二号から第四号まで及び第二条第二項各号に掲げる議案（特定対象事業に係るものに限る。）を発行会社の株主総会に提案することを目的とする特定取得

(ii) specified acquisition intended for making any of the proposals set forth in Article 2, paragraph (11), items (ii) through (iv) of the Cabinet Order and the items of Article 2, paragraph (2) (limited to those relating to a specified covered business) to the shareholders meeting of the issuing company;

三 特定対象事業に係る非公開の技術情報の取得その他の当該技術情報の流出につながるおそれのある行為を行うことを目的とする特定取得

(iii) specified acquisition intended for the acquisition of non-public technical information relating to a specified covered business or any other act that is likely to lead to leakage of the technical information;

四 法第二十七条第一項の規定による届出をせずに令第二条第十一項第一号から第四号まで及び第二条第二項各号に掲げる議案に係る法第二十六条第二項第五号に掲げる同意を行つた外国投資家が行う当該同意に係る会社に係る特定取得

(iv) in the case where a foreign investor has given the consent set forth in Article 26, paragraph (2), item (v) of the Act with regard to any of the proposals set forth in Article 2, paragraph (11), items (i) through (iv) of the Cabinet Order or the items of Article 2, paragraph (2) without making a notification under the provisions of Article 27, paragraph (1) of the Act, specified acquisition involving the company relating to the consent, conducted by the foreign investor;

五 令第二条第十一項第一号から第四号まで及び第二条第二項各号に掲げる議案に係る法第二十六条第二項第五号に掲げる同意に関し、法第二十七条第一項の規定による届出をして、禁止期間の満了前に同意を行つた外国投資家が行う当該同意に係る会社に係る特定取得

(v) in the case where a foreign investor has made a notification under the provisions of Article 27, paragraph (1) of the Act regarding the consent set forth in Article 26, paragraph (2), item (v) of the Act with regard to any of the proposals set forth in Article 2, paragraph (11), items (i) through (iv) of the Cabinet Order or the items of Article 2, paragraph (2), and has given the consent before the expiration of the prohibition period, specified acquisition involving the company relating to the consent, conducted by the foreign investor;

六 令第二条第十一項第一号から第四号まで及び第二条第二項各号に掲げる議案に係る法第二十六条第二項第五号に掲げる同意に関し、虚偽の届出をした外国投資家が行う当該同意に係る会社に係る特定取得

(vi) in the case where a foreign investor has made a false notification regarding the consent set forth in Article 26, paragraph (2), item (v) of the Act with regard to any of the proposals set forth in Article 2, paragraph (11), items (i) through (iv) of the Cabinet Order or the items of Article 2, paragraph (2), specified acquisition involving the company relating to the consent, conducted by the foreign investor; or

七 令第二条第十一項第一号から第四号まで及び第二条第二項各号に掲げる議案に係る法第二十六条第二項第五号に掲げる同意の届出をして、当該対内直接投資等に係る内容の変更又は中止を命じられた外国投資家が行う当該同意に係る会社に係る特定取得（当該外国投資家が当該変更又は中止の命令に従つた場合（当該届出が令第二条第十一項第一号に掲げる議案のうち自ら又は他のものを通じて株主総会に提出

した議案に係る場合以外の場合にあつては、第二条第一項第一号ロからトまでに掲げる者の選任に係る場合に限る。)を除く。)

(vii) in the case where a foreign investor has made a notification regarding the consent set forth in Article 26, paragraph (2), item (v) of the Act with regard to any of the proposals set forth in Article 2, paragraph (11), items (i) through (iv) of the Cabinet Order or the items of Article 2, paragraph (2), and has been ordered to modify the substance of or discontinue the inward direct investment, etc., specified acquisition involving the company relating to the consent, conducted by the foreign investor (excluding the case where the foreign investor followed the order of modification or discontinuance (in a case other than the case where the notification relates to the proposal set forth in Article 2, paragraph (11), item (i) of the Cabinet Order that has been submitted to the shareholders meeting directly or through another person, limited to a case relating to election of any of the persons set forth in Article 2, paragraph (1), item (i), (b) through (g))).

(技術導入契約の締結等の届出等)

(Notification of the Conclusion of a Technology Introduction Contract)

第五条 令第五条第一項第一号に規定する主務省令で定める技術は、別表第二に掲げる技術とする。

Article 5 (1) The technology specified by order of the competent ministry as prescribed in Article 5, paragraph (1), item (i) of the Cabinet Order is the technology set forth in Appended Table 2.

2 令第五条第二項の規定に基づき届出をしようとする居住者は、別紙様式第九による届出書を、日本銀行を経由して財務大臣及び事業所管大臣に提出しなければならない。この場合においては、第三条第七項後段の規定を準用する。

(2) A resident that intends to give a notification based on the provisions of Article 5, paragraph (2) of the Cabinet Order must submit a written notification prepared using Appended Form 9 to the Minister of Finance and the competent minister for the business, via the Bank of Japan. In this case, the provisions of the second sentence of Article 3, paragraph (7) apply mutatis mutandis.

3 財務大臣及び事業所管大臣は、前項の規定により届出書を受理したときは、当該届出書にその旨を記入し、そのうち一通を届出受理証として届出者に交付するものとする。この場合においては、第三条第八項ただし書の規定を準用する。

(3) When the Minister of Finance and the competent minister for the business have received copies of a written notification pursuant to the provisions of the preceding paragraph, they are to state such fact on the copies of the written notification and deliver one copy as a certificate of receipt of notification to the person making the notification. In this case, the provisions of the proviso to Article 3, paragraph (8) apply mutatis mutandis.

4 令第五条第九項の規定に基づき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をしようとするものは、別紙様式第十による通知書を、日本銀行を経由して財務大臣及び事業所管大臣に提出しなければならない。この場合においては、第三条第九項後段の規定を準用する。

(4) A person that intends to give a notice as prescribed in Article 27, paragraph (7) of the Act as applied mutatis mutandis pursuant to Article 30, paragraph (7) of the Act based on the provisions of Article 5, paragraph (9) of the Cabinet Order must submit a written notice prepared using Appended Form 10 to the Minister of Finance and the competent minister for the business, via the Bank of Japan. In this case, the provisions of the second sentence of Article 3, paragraph (9) apply mutatis mutandis.

第六条 削除

Article 6 Deleted.

(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)

第六条の二 令第六条の三第一項の規定に基づき、別表第三の第二欄に掲げるものが行った同表の第三欄に掲げる業種に係る同表の第一欄に掲げる対内直接投資等又は特定取得について報告をしようとするものは、対内直接投資等を行った日から四十五日以内に、同表の第四欄に定める様式による報告書を、日本銀行を経由して財務大臣及び事業所管大臣に提出しなければならない。この場合において、提出すべき報告書の通数は、一とする。

Article 6-2 A person that intends to make a report of the inward direct investment, etc. or specified acquisition set forth in Column 1 of Appended Table 3 in any of the business types set forth in Column 3 of that table, conducted by any of the persons set forth in Column 2 of that table based on the provisions of Article 6-3, paragraph (1) of the Cabinet Order must submit a written report prepared using the form specified in Column 4 of that table to the Minister of Finance and the competent minister for the business via the Bank of Japan, within 45 days from the day on which the inward direct investment, etc. is conducted. In this case, the number of copies of the written report to be submitted is one.

(技術導入契約の締結等の報告)

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

第六条の三 令第六条の四第一項の規定に基づき報告をしようとする居住者は、別紙様式第十八による報告書を、日本銀行を経由して財務大臣及び事業所管大臣に提出しなければならない。この場合においては、前条後段の規定を準用する。

Article 6-3 A resident that intends to make a report based on the provisions of Article 6-4, paragraph (1) of the Cabinet Order must submit a written report

prepared using Appended Form 18 to the Minister of Finance and the competent minister for the business, via the Bank of Japan. In this case, the provisions of the second sentence of the preceding Article apply mutatis mutandis.

(令第六条の五の規定に基づく報告)

(Report Based on the Provisions of Article 6-5 of the Cabinet Order)

第七条 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したものが、次の各号に掲げる行為をした場合には、当該行為の区分に応じ、当該各号に定める様式による報告書を、当該行為を行つた日から四十五日以内に、日本銀行を經由して財務大臣及び事業所管大臣に提出しなければならない。この場合において、提出すべき報告書の通数は、一とする。

Article 7 (1) If a person that has made a notification under the provisions of Article 27, paragraph (1) of the Act or Article 28, paragraph (1) of the Act has conducted any acts set forth in the following items, the person must submit a written report prepared using the relevant form among those specified in the following items for the respective categories of acts set forth in those items to the Minister of Finance and the competent minister for the business via the Bank of Japan, within 45 days from the day on which the person conducted the act; in this case, the number of copies of the written report to be submitted is one:

一 当該届出に係る株式若しくは持分（特別の法律により設立された法人の発行する出資証券を含む。）の取得、議決権の取得、株式への一任運用若しくは議決権行使等権限の取得又は当該株式若しくは持分の取得、当該議決権の取得、当該株式への一任運用若しくは当該議決権行使等権限の取得をした後における当該株式若しくは持分若しくは議決権の全部若しくは一部の処分 別紙様式第十九

(i) the acquisition of shares or equity (including investment securities that are issued by a corporation established under a special law), acquisition of voting rights, discretionary investment management targeting shares, or acquisition of the authority for exercise, etc. of voting rights stated in the notification; or the disposition of all or part of the shares, equity, or voting rights after the acquisition of shares or equity, acquisition of voting rights, discretionary investment management targeting shares, or acquisition of the authority for exercise, etc. of voting rights: Appended Form 19;

二 当該届出に係る金銭の貸付け若しくは社債の取得又は当該貸付け若しくは社債の取得をした後における当該貸付け若しくは社債の元本の全部若しくは一部の返済金若しくは償還金の受領（期限前返済又は期限前償還を受けた場合を含む。） 別紙様式第二十

(ii) the making of a loan or acquisition of bonds stated in the notification, or the receipt of a refund or redemption (including the case where a prepayment or early redemption has been received) of all or part of the principal on the

loan or bonds after the making of a loan or acquisition of bonds: Appended Form 20;

三 当該届出に係る支店等の設置の中止（法第二十七条第七項又は第十項の規定に基づく対内直接投資等の中止の勧告の応諾又は中止の命令による中止を除く。）又は当該支店等の廃止 別紙様式第二十二

(iii) the suspension of establishment of a branch office, etc. stated in the notification (excluding suspension resulting from acceptance of recommendation for suspension or from an order for suspension of inward direct investment, etc. based on the provisions of Article 27, paragraph (7) or paragraph (10) of the Act) or abolition of the branch office, etc.: Appended Form 22;

四 当該届出に係る共同議決権行使同意取得又は当該共同議決権行使同意取得をした後における当該共同議決権行使同意取得の解除 別紙様式第二十二の二

(iv) the acquisition of consent for joint exercise of voting rights stated in the notification or cancellation of the acquisition of consent for joint exercise of voting rights after the acquisition of consent for joint exercise of voting rights: Appended Form 22-2; or

五 当該届出に係る事業の承継又は事業を承継した後における当該事業の処分 別紙様式第二十二の三

(v) the business succession stated in the notification or disposition of the business after the business succession: Appended Form 22-3.

2 第三条第二項第十七号又は第四条第一項第三号に掲げる行為を行つたもの（以下この項において「引受者」という。）が、当該行為に係る上場会社等の株式若しくは議決権又は上場会社等以外の会社の株式の取得を行つた日の翌日に所有し、又は保有することとなつた次に掲げる当該上場会社等の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株主の議決権の数に占める割合が百分の十以上となる場合には、所有し、又は保有することとなつた当該上場会社等の株式又は議決権について、別紙様式第十一による報告書を、当該行為を行つた日から四十五日以内に、日本銀行を經由して財務大臣及び事業所管大臣に提出しなければならない。この場合において、提出すべき報告書の通数は、一とする。

(2) If the ratio of the following number of shares or number of voting rights in a listed company, etc. that a person conducting the act set forth in Article 3, paragraph (2), item (xvii) or Article 4, paragraph (1), item (iii) (hereinafter referred to as the "underwriter" in this paragraph) has come to own or hold on the day following the day on which the person acquired shares or voting rights in a listed company, etc. or shares in a company other than a listed company, etc. in relation to the act, to the total number of issued shares or the number of voting rights held by all shareholders of the listed company, etc. comes to 10 percent or more, the person must, with regard to the shares or voting rights in the listed company, etc. that the person has come to own or hold, submit a written report prepared using Appended Form 11 to the Minister of Finance

and the competent minister for the business via the Bank of Japan, within 45 days from the day on which the person conducted the act; in this case, the number of copies of the written report to be submitted is one:

一 当該引受者が所有する当該上場会社等の実質株式の数、当該引受者を令第二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（以下この号及び次号において「引受者の密接関係者」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引受者及び当該引受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

(i) the net number of shares obtained by aggregating the number of substantial shares in the listed company, etc. owned by the underwriter, the number of substantial shares in the listed company, etc. owned by a non-resident individual or corporation that would fall under any of the items of Article 2, paragraph (19) of the Cabinet Order if the underwriter is deemed to be the acquirer of shares, etc. (hereinafter referred to as a "person closely related to the underwriter" in this item and the following item), and the number of shares in the listed company, etc. that are subject to the discretionary investment management targeting shares conducted by the underwriter and the person closely related to the underwriter; and

二 当該引受者の実質保有等議決権の数及び当該引受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

(ii) the net number of voting rights obtained by aggregating the number of voting rights substantially held or otherwise exercisable under contract by the underwriter and the number of voting rights substantially held or otherwise exercisable under contract by the person closely related to the underwriter.

3 前項に規定する報告書を提出したもの（当該報告書に係る上場会社等の株式若しくは議決権又は上場会社等以外の会社の株式の取得が令第三条第二項各号に掲げる対内直接投資等又は令第四条第二項に掲げる特定取得に該当する場合に限る。）が所有し、又は保有する前項各号に掲げる当該上場会社等の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株主の議決権の数に占める割合が百分の十未満となった場合には、当該上場会社等の株式の所有又は議決権の保有の状況について、別紙様式第十九による報告書を、その事実の発生の日から三十日以内に、日本銀行を經由して財務大臣及び事業所管大臣に提出しなければならない。この場合において、提出すべき報告書の通数は、一とする。

(3) If the ratio of the number of shares or number of voting rights in a listed company, etc. set forth in any of the items of the preceding paragraph owned or held by a person that has submitted a written report as prescribed in the preceding paragraph (limited to the case where the acquisition of shares or voting rights in a listed company, etc. or shares in a company other than a listed company, etc. stated in the report constitutes the inward direct

investment, etc. set forth in any of the items of Article 3, paragraph (2) of the Cabinet Order or the specified acquisition set forth in Article 4, paragraph (2) of the Cabinet Order) to the total number of issued shares or the number of voting rights held by all shareholders of the listed company, etc. comes to less than 10 percent, the person must, with regard to the status of the person's ownership of shares or holding of voting rights in the listed company, etc., submit a written report prepared using Appended Form 19 to the Minister of Finance and the competent minister for the business via the Bank of Japan, within 30 days from the date of the occurrence of the event concerned. In this case, the number of copies of the written report to be submitted is one.

4 第六条の二の規定により別紙様式第十一の二による報告書を提出した後において、次の各号に掲げる変更が生じた場合には、当該変更が生じた日における別紙様式第十九の二による報告書を、当該変更が生じた日から起算して四十五日を経過する日までに、日本銀行を経由して財務大臣及び事業所管大臣に提出しなければならない。この場合において、提出すべき報告書の通数は、一とする。

(4) If any of the changes set forth in the following items occurs after submitting a written report prepared using Appended Form 11-2 pursuant to the provisions of Article 6-2, the person that has submitted the report must submit a written report prepared using Appended Form 19-2 as of the date of the occurrence of the change to the Minister of Finance and the competent minister for the business via the Bank of Japan, within 45 days from the date of the occurrence of the change; in this case, the number of copies of the written report to be submitted is one:

一 別紙様式第十一の二による報告書を提出したもの（法人等に限る。）（以下この項において「報告者」という。）の株主又は出資者であつてその直接に保有する議決権の数と第三条の二第一項に掲げるものに該当することとなる議決権の数とを合計した議決権の数の当該報告者の総議決権に占める割合又はその所有する株式の数若しくは出資の金額の当該報告者の発行済株式の総数若しくは出資の金額の総額に占める割合のいずれかが百分の十以上であるもの（次号において「報告者の特定株主」という。）に変更がある場合

(i) if there is a change to a shareholder or capital investor of the person that has submitted the written report prepared using Appended Form 11-2 (limited to a corporation, etc.) (hereinafter referred to as the "person making the report" in this paragraph) for whom either the ratio of the number of voting rights obtained by aggregating the number of voting rights directly held by the shareholder or capital investor and the number of voting rights that would fall within the category set forth in Article 3-2, paragraph (1), to the total voting rights of the person making the report, or the ratio of the number of shares or the amount of capital contributions by the shareholder or capital investor to the total number of issued shares or the total amount of capital contributions of the person making the report, comes to 10 percent or

- more (referred to as a "specified shareholder of the person making the report" in the following item);
- 二 令第三条の二第一項第三号から第五号までに掲げるものに該当するものが報告者の特定株主となる場合
- (ii) if a person that falls within any of the categories set forth in Article 3-2, paragraph (1), items (iii) through (v) of the Cabinet Order becomes a specified shareholder of the person making the report;
- 三 報告者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となるものの国籍に変更がある場合
- (iii) if there is a change in the nationalities of one-third or more of the total number of either the officers of or officers having the authority to represent the person making the report;
- 四 外国政府等が任命し、若しくは指名しているもの又は外国政府等の役員若しくは使用人その他の従業者が報告者の役員又は役員で代表する権限を有するものとなる場合
- (iv) if a person appointed or nominated by a foreign government, etc. or an officer, employee, or any other worker of a foreign government, etc. becomes the officer of or officer having the authority to represent the person making the report;
- 五 提出された別紙様式第十一の二による報告書に記載のある報告者の最終親会社等（租税特別措置法（昭和三十二年法律第二十六号）第六十六条の四の四第四項第五号に規定する最終親会社等をいう。）又は報告者の財務及び営業又は事業の方針の決定に対して重要な影響を与えることができるものに変更がある場合
- (v) if there is a change to the ultimate parent company, etc. (meaning the ultimate parent company, etc. prescribed in Article 66-4-4, paragraph (4), item (v) of the Act on Special Measures Concerning Taxation (Act No. 26 of 1957)) of the person making the report or a person that has a material influence in terms of decisions on the financial and operational or business policies of the person making the report, stated in the written report prepared using Appended Form 11-2 that has been submitted;
- 六 報告者が令第三条の二第一項第三号から第五号までに掲げるもののいずれかに新たに該当することとなった場合
- (vi) if the person making the report newly falls within any of the categories set forth in Article 3-2, paragraph (1), items (iii) through (v) of the Cabinet Order;
- 七 報告者が令第三条の二第二項第三号イに規定する第一種金融商品取引業を行うもの又は第三条の二第四項各号に掲げるもののいずれか（以下この項において「許認可等金融機関等」という。）に新たに該当することとなった場合又は該当しないこととなった場合
- (vii) if the person making the report newly falls within or ceases to fall within the category of the person that engages in Type I financial instruments

business set forth in Article 3-2, paragraph (2), item (iii), (a) of the Cabinet Order or any of the categories set forth in the items of Article 3-2, paragraph (4) (hereinafter referred to as a "financial institution, etc. with permission, etc." in this paragraph);

八 報告者が第三条の二第四項第一号又は第二号に掲げるものに該当する場合にあつては、当該報告者が他のものから依頼を受けて金融商品取引法第二十八条第一項第三号若しくは第三十五条第一項第十一号及び第十二号に掲げる業務又はこれらに相当する業務を新たに行ふこととなつた場合又は行わないこととなつた場合

(viii) if the person making the report falls within the category of Article 3-2, paragraph (4), item (i) or (ii), and the person making the report newly comes to conduct or ceases to conduct any of the businesses set forth in Article 28, paragraph (1), item (iii) or Article 35, paragraph (1), item (xi) or (xii) of the Financial Instruments and Exchange Act or a business equivalent thereto at the request of another person;

九 報告者が許認可等金融機関等に該当する場合にあつては、その該当する許認可等の区分に係る監督を行う行政機関又はその国籍に変更がある場合

(ix) if the person making the report falls within the category of a financial institution, etc. with permission, etc., and there is a change to the administrative organ that supervises the relevant category of permission, etc. or a change to its nationality; or

十 報告者が許認可等金融機関等に該当する場合にあつては、その該当する許認可等の区分に係る法令又は外国の法令が異なることとなつた場合

(x) if the person making the report falls within the category of a financial institution, etc. with permission, etc., and the laws and regulations or the laws and regulations of a foreign country that govern the relevant category of permission, etc. change.

5 財務大臣及び事業所管大臣は、前各項に規定する報告書により報告を求める場合以外に、令第六条の五第一項の規定により報告を求める場合には、同項に規定する者又は関係人に対し、通知する方法により、当該報告を求める事項を指定してするものとする。

(5) In addition to the case where the Minister of Finance and the competent minister for the business request the submission of a report in the form of a written report as prescribed in the preceding paragraphs, when they request the submission of a report pursuant to the provisions of Article 6-5, paragraph (1) of the Cabinet Order, they are to designate the matters to be reported by way of notifying the person or relevant person prescribed in that paragraph thereof.

6 令第六条の五第二項に規定する主務省令で定める手続は、同条第一項の規定により指定された事項の報告書を提出する場所、当該報告書を提出する通数その他財務大臣及び事業所管大臣が定める手続とする。

(6) The procedures specified by order of the competent ministry as prescribed in

Article 6-5, paragraph (2) of the Cabinet Order are the location at which a written report containing the matters designated as prescribed in paragraph (1) of that Article is to be submitted, the number of copies of the written report to be submitted, and other procedures specified by the Minister of Finance and the competent minister for the business.

7 財務大臣及び事業所管大臣は、第五項に規定する通知をするときは、併せて前項に規定する手続を通知するものとする。

(7) When the Minister of Finance and the competent minister for the business give notice as prescribed in paragraph (5), they are to also give notice of the procedures as prescribed in the preceding paragraph.

(期間の短縮に関する公示)

(Public Notice on the Shortening of a Period)

第八条 財務大臣及び事業所管大臣が法第二十七条第二項ただし書及び第四項、法第二十八条第二項ただし書及び第四項又は法第三十条第二項ただし書及び第四項の規定により取引又は行為を行つてはならない期間を短縮するときは、インターネットの利用その他の適切な方法により、届出に係る取引又は行為を行うことができる日を公示するものとする。

Article 8 If the Minister of Finance and the competent minister for the business shorten the period during which transactions or acts may not be conducted pursuant to the proviso to Article 27, paragraph (2) of the Act and paragraph (4) of that Article, the proviso to Article 28, paragraph (2) of the Act and paragraph (4) of that Article, or the proviso to Article 30, paragraph (2) of the Act and paragraph (4) of that Article, they are to give public notice of the days on which the transactions or acts stated in the notification may be conducted, by way of using the internet or any other appropriate method.

(勧告又は命令の取消しの通知)

(Notice of the Rescission of a Recommendation or Order)

第九条 財務大臣及び事業所管大臣は、法第二十七条第十一項の規定に基づき、同条第七項の規定により対内直接投資等に係る内容の変更の勧告を応諾する旨の通知をしたもの又は同条第十項の規定により対内直接投資等に係る内容の変更を命じられたものに対し、当該勧告又は命令の全部又は一部を取り消すときは、当該応諾する旨の通知をしたもの又は当該内容の変更を命じられたものに対し、当該取消しの内容を記載した通知書を交付する方法により行うものとする。

Article 9 (1) If the Minister of Finance and the competent minister for the business rescind, based on the provisions of Article 27, paragraph (11) of the Act, all or part of a recommendation or order issued to a person that has submitted a notice of the acceptance of the recommendation to modify the substance of the inward direct investment, etc. pursuant to paragraph (7) of that Article or a person that has been ordered to modify the substance of the

inward direct investment, etc. pursuant to paragraph (10) of that Article, they are to rescind the relevant recommendation or order by way of delivering a written notice in which the details of the rescission are stated to the person that has submitted a notice of the acceptance or the person that has been ordered to modify the substance.

2 前項の規定は、法第二十八条第七項又は法第三十条第七項において準用する法第二十七条第十一項の規定に基づき令第四条第九項又は令第五条第七項に規定する勧告又は命令の全部又は一部を取り消すときについて準用する。

(2) The provisions of the preceding paragraph apply mutatis mutandis to the rescission of all or part of a recommendation or order as prescribed in Article 4, paragraph (9) or Article 5, paragraph (7) of the Cabinet Order based on the provisions of Article 27, paragraph (11) of the Act as applied mutatis mutandis pursuant to Article 28, paragraph (7) or Article 30, paragraph (7) of the Act.

(立入検査及び質問を行う職員の身分を示す証票)

(Identification of Personnel Conducting On-site Inspection and Questioning)

第九条の二 法第六十八条第二項に規定する立入検査及び質問（法第五章に係るものに限る。）を行う職員の身分を示す証票は、別紙様式第二十三又は財務大臣若しくは事業所管大臣が定める様式によるものとする。

Article 9-2 The identification of personnel who conduct on-site inspection and questioning as prescribed in Article 68, paragraph (2) of the Act (limited to those concerning Chapter V of the Act) is to be based on Appended Form 23 or the form specified by the Minister of Finance or the competent minister for the business.

(事務の委任)

(Delegation of Functions)

第十条 令第十条ただし書の規定に基づき財務大臣及び事業所管大臣が自ら取り扱うことを妨げない事務は、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に関する事務並びに第七条第五項から第七項までの規定に係る通知及び報告の受理に関する事務とする。

Article 10 (1) Administrative functions that the Minister of Finance and the competent minister for the business are not precluded from handling based on the proviso to Article 10 of the Cabinet Order are administrative functions in connection with the sending of a document stating the content of an order based on the provisions of Article 29, paragraphs (1) through (5) of the Act and administrative functions in connection with the receipt of notices and reports under the provisions of Article 7, paragraphs (5) through (7).

2 令第十条第二号に規定する財務大臣及び事業所管大臣の定める事務は、法第二十七条第一項、法第二十八条第一項又は法第三十条第一項の規定による届出について、財務大臣及び事業所管大臣が指示した場合における当該指示した日に、インターネット

の利用その他の適切な方法により、届出に係る取引又は行為を行うことができる日を公示する事務とする。

- (2) The administrative functions specified by the Minister of Finance and the competent minister for the business as prescribed in Article 10, item (ii) of the Cabinet Order are, in the case where the Minister of Finance and the competent minister for the business have given an instruction with regard to the notification prescribed in Article 27, paragraph (1), Article 28, paragraph (1), or Article 30, paragraph (1) of the Act, the administrative functions to give public notice of the days on which the transactions or acts stated in the notification may be conducted, by way of using the internet or any other appropriate method, on the day the instruction was given.

別表第三（第六条の二関係）

Appended Table (Re: Article 6-2)

	第一欄 Column 1	第二欄 Column 2	第三欄 Column 3	第四欄 Column 4
一 (i)	法第二十六条第二項第一号に規定する会社の株式又は持分の取得 Acquisition of shares or equity in a company prescribed in Article 26, paragraph (2), item (i) of the Act	外国投資家 Foreign investor	第三条第三項に規定する財務大臣及び事業所管大臣が定める業種（以下この表において「対象業種」という。）以外の業種 Business types other than the business types specified by the Minister of Finance and the competent minister for the business as prescribed in Article 3, paragraph (3) (hereinafter referred to as "subject business types" in this table)	別紙様式第十一 Appended Form No. 11

二
(ii
)

対象業種であつて、第三条の二第二項に規定する財務大臣及び事業所管大臣が定める業種以外の業種 Subject business types other than the business types specified by the Minister of Finance and the competent minister for the business as prescribed in Article 3-2, paragraph (2)	別紙様式第十一の二 Appended Form No. 11-2
--	-------------------------------------

<p>三 (ii i)</p>	<p>法第二十六条第二項第三号に規定する上場会社等の株式の取得若しくは同項第四号に規定する上場会社等の議決権の取得又は令第二条第十六項第三号に規定する株式への一任運用若しくは同項第五号に規定する議決権行使等権限の取得（当該取得又は株式への一任運用をしたもの（以下この表において「取得者等」という。）が所有する当該上場会社等の実質株式及び当該取得者等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（以下この表において「実質所有等株式」という。）の数及び当該取得者等を令第二条第十九項の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（以下この表において「取得者等の密接関係者」という。）の実質所有等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又は当該取得者等の実質保有等議決権の数及び当該取得者等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（以下この表において「取得者等の所有等割合」という。）が百分の一未満から百分の一以上百分の三未満となる場合に限る。）</p> <p>The acquisition of shares of a listed company, etc. prescribed in Article 26, paragraph (2), item (iii) of the Act or acquisition of voting rights in a listed company, etc. prescribed in item (iv) of that paragraph, or discretionary investment management targeting shares prescribed in Article 2, paragraph (16),</p>	<p>外国投資家で令第三条の二第二項第三号イに規定する第一種金融商品取引業を行うもの及び第三条の二第三項各号に掲げるもの（以下この表において「許認可等金融機関等」という。）、令第三条の二第一項の規定により財務大臣が国の安全等に係る対内直接投資等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うち特におそれが大きくないと確認されたもの（以下この表において「特定国有企業等」という。）並びに過去にこの項に基づく同一の上場会社等に係る対内直接投資等の報告をしたもの以外のもの</p> <p>Foreign investors except for the following: foreign investors engaging in the Type-I financial instruments business prescribed in Article 3-2, paragraph (2), item (iii), (a) of the Order, and foreign investors falling under any of the items of Article 3-2, paragraph (3) (hereinafter referred to as a "licensed financial institution, etc." in this table); among foreign</p>	<p>対象業種 Subject business types</p>	<p>別紙様式第十一の二 Appended Form No. 11-2</p>
-------------------------	--	---	--	---

<p>四 (i v)</p>	<p>法第二十六条第二項第三号に規定する上場会社等の株式の取得若しくは同項第四号に規定する上場会社等の議決権の取得又は令第二条第十六項第三号に規定する株式への一任運用若しくは同項第五号に規定する議決権行使等権限の取得（取得者等の所有等割合が百分の三未満から百分の三以上百分の十未満となる場合に限る。） The acquisition of shares of a listed company, etc. prescribed in Article 26, paragraph (2), item (iii) of the Act or acquisition of voting rights in a listed company, etc. prescribed in item (iv) of that paragraph, or discretionary investment management targeting shares prescribed in Article 2, paragraph (16), item (iii) of the Order or acquisition of the authority for exercise, etc. of voting rights prescribed in item (v) of that paragraph (limited to the case where the ratio of ownership, etc. of the acquirer, etc. changes from less than 3 percent to not less than 3 percent but less than 10 percent)</p>	<p>外国投資家で許認可等金融機関等、特定国有企業等及び過去にこの項に基づく同一の上場会社等に係る対内直接投資等の報告をしたもの以外のもの Foreign investors except for a licensed financial institution, etc., specified government-owned company, etc., and those that have reported inward direct investment, etc. involving the same listed company, etc. based on this paragraph</p>	<p>対象業種 Subject business types</p>	<p>別紙様式第十一の二 Appended Form No. 11-2</p>
------------------------	--	--	--	---

<p>五 (v)</p>	<p>法第二十六条第二項第三号に規定する上場会社等の株式の取得若しくは同項第四号に規定する上場会社等の議決権の取得又は令第二条第十六項第三号に規定する株式への一任運用若しくは同項第五号に規定する議決権行使等権限の取得（取得者等の所有等割合が百分の十以上となる場合に限る。）</p> <p>The acquisition of shares of a listed company, etc. prescribed in Article 26, paragraph (2), item (iii) of the Act or acquisition of voting rights in a listed company, etc. prescribed in item (iv) of that paragraph, or discretionary investment management targeting shares prescribed in Article 2, paragraph (16), item (iii) of the Order or acquisition of the authority for exercise, etc. of voting rights prescribed in item (v) of that paragraph (limited to the case where the ratio of ownership, etc. of the acquirer, etc. is 10 percent or more)</p>	<p>外国投資家 Foreign investor</p>	<p>対象業種以外の業種 Business types other than the subject business types</p>	<p>別紙様式第十一 Appended Form No. 11</p>
<p>六 (v i)</p>			<p>対象業種 Subject business types</p>	<p>別紙様式第十一の二 Appended Form No. 11-2</p>

七 (v ii)	<p>法第二十六条第二項第三号に規定する上場会社等の株式の取得若しくは同項第四号に規定する上場会社等の議決権の取得又は令第二条第十六項第三号に規定する株式への一任運用若しくは同項第五号に規定する議決権行使等権限の取得（取得者等の所有等割合が財務大臣が特に認めた割合（以下この項において「特定割合」という。）未満から特定割合以上百分の十未満となる場合に限る。）</p> <p>The acquisition of shares of a listed company, etc. prescribed in Article 26, paragraph (2), item (iii) of the Act or acquisition of voting rights in a listed company, etc. prescribed in item (iv) of that paragraph, or discretionary investment management targeting shares prescribed in Article 2, paragraph (16), item (iii) of the Order or acquisition of the authority for exercise, etc. of voting rights prescribed in item (v) of that paragraph (limited to the case where the ratio of ownership, etc. of the acquirer, etc. changes from less than the ratio specially specified by the Minister of Finance (hereinafter referred to as the "specified ratio" in this paragraph) to not less than the specified ratio but less than 10 percent)</p>	<p>特定国有企業等 Specified government- owned company, etc.</p>	<p>対象業種 Subject business types</p>	<p>財務大臣が指定する様式 Form designated by the Minister of Finance</p>
----------------	--	--	--	---

八 (v iii)	令第二条第十六項第二号に規定する出資証券の取得 The acquisition of investment securities prescribed in Article 2, paragraph (16), item (ii) of the Order	外国投資家 Foreign investor	対象業種以外の業種 Business types other than the subject business types	別紙様式第十一 Appended Form No. 11
九 (i x)	法第二十六条第二項第二号に規定する会社の株式又は持分の譲渡 The transfer of shares or equity in a company prescribed in Article 26, paragraph (2), item (ii) of the Act	外国投資家 Foreign investor	対象業種以外の業種 Business types other than the subject business types	別紙様式第十二 Appended Form No. 12
十 (x)	法第二十六条第二項第七号に規定する金銭の貸付け The making of a loan prescribed in Article 26, paragraph (2), item (vii) of the Act	外国投資家 Foreign investor	対象業種以外の業種 Business types other than the subject business types	別紙様式第十六 Appended Form No. 16
十一 (x i)	法第二十六条第二項第八号に規定する事業の譲受け、吸収分割及び合併による事業の承継 the business succession as a result of the acquisition of a business, an absorption-type company split, and a merger prescribed in Article 26, paragraph (2), item (viii) of the Act	外国投資家 Foreign investor	対象業種以外の業種 Business types other than the subject business types	別紙様式第十六の二 Appended Form No. 16-2
十二 (x ii)	令第二条第十六項第一号に規定する社債の取得 The acquisition of bonds prescribed in Article 2, paragraph (16), item (i) of the Order	外国投資家 Foreign investor	対象業種以外の業種 Business types other than the subject business types	別紙様式第十七 Appended Form No. 17
十三 (x iii)	令第二条第十六項第四号に規定する議決権代理行使受任 Undertaking of delegation of voting prescribed in Article 2, paragraph (16), item (iv) of the Order	外国投資家 Foreign investor	対象業種以外の業種 Business types other than the subject business types	別紙様式第十七の二 Appended Form No. 17-2

十四 (xiv)	令第二条第十六項第六号に規定する議決権代理行使委任 Delegation of voting prescribed in Article 2, paragraph (16), item (vi) of the Order	外国投資家 Foreign investor	対象業種以外の業種 Business types other than the subject business types	別紙様式第十七の三 Appended Form No. 17-3
十五 (xv)	令第二条第十六項第七号に規定する共同議決権行使同意取得 The acquisition of consent for joint exercise of voting rights prescribed in Article 2, paragraph (16), item (vii) of the Order	外国投資家 Foreign investor	対象業種以外の業種 Business types other than the subject business types	別紙様式第十七の四 Appended Form No. 17-4
十六 (xvi)	法第二十六条第三項に規定する特定取得 Specified acquisition prescribed in Article 26, paragraph (3) of the Act	外国投資家 Foreign investor	第四条第二項に規定する財務大臣及び事業所管大臣が定める業種であつて、第四条の三第一項に規定する財務大臣及び事業所管大臣が定める業種以外の業種 Subject business types specified by the Minister of Finance and the competent minister for the business as prescribed in Article 4, paragraph (2), other than the business types specified by the Minister of Finance and the competent minister for the business as prescribed in Article 4-3, paragraph (1)	別紙様式第十一の二 Appended Form No. 11-2