

Regulation for Enforcement of the Act on Strengthening Industrial Competitiveness

(Order of the Cabinet Office, the Ministry of Internal Affairs and Communications, the Ministry of Finance, the Ministry of Education, Culture, Sports, Science and Technology, the Ministry of Health, Labour and Welfare, the Ministry of Agriculture, Forestry and Fisheries, the Ministry of Economy, Trade and Industry, the Ministry of Land, Infrastructure, Transport and Tourism, and the Ministry of the Environment No. 1 of July 6, 2018)

Based on the provisions of the Act on Strengthening Industrial Competitiveness (Act No. 98 of 2013) and the Enforcement Order of the Act on Strengthening Industrial Competitiveness (Cabinet Order No. 13 of 2014), and for the purpose of enforcing the Act and Cabinet Order, the Regulation for Enforcement of the Act on Strengthening Industrial Competitiveness is hereby established as follows.

Chapter I General Provisions (Article 1 to Article 4)

Chapter II Preparation of Special Measures on Regulations Concerning New Business Activities and Facilitation of Regulatory Reform (Article 5 to Article 11)

Chapter III Facilitation of Corporate Restructuring

Section 1 Corporate Restructuring Plans (Article 12 to Article 16)

Section 2 Special Corporate Restructuring Plans (Article 17 to Article 21)

Section 3 Special Measures (Article 22 to Article 41)

Chapter IV Support for Start-ups, etc. (Article 42 to Article 46)

Chapter V Miscellaneous Provisions (Article 47 to Article 52)

Supplementary Provisions

Chapter I General Provisions

(Definitions of Terms)

Article 1 The terms used in this Regulation have the same meanings as the terms used in the Act on Strengthening Industrial Competitiveness (hereinafter referred to as the "Act") and the Enforcement Order of the Act on Strengthening Industrial Competitiveness (hereinafter referred to as the "Order").

(New Business Activities Specified by Order of the Competent Ministry)

Article 2 New business activities specified by order of the competent ministry as

set forth in Article 2, paragraph (3) of the Act refer to the development or production of new goods, development or provision of new services, introduction of a new method of producing or selling goods, introduction of a new method of providing services, or other new business activities, which are expected to bring about improvement in productivity (including resource productivity (meaning the extent to which the use of energy or the use of mineral resources (excluding the use of those mineral resources as energy) contributes to the economic activities of a person that intends to start new business activities)) or cultivation of new demand and are not likely to harm public policy.

(Relationships Concerning Related Businesses Specified by Order of the Competent Ministry)

Article 3 The relationship specified by order of the competent ministry as set forth in Article 2, paragraph (8) of the Act is any of the following relationships:

- (i) a relationship in which a business holds the number or amount of shares or contributions equivalent to 50 percent or more of the total issued shares, total number of units of contribution, or total amount of value of contribution of another business;
- (ii) a relationship that falls under either of (a) or (b) below and in which a business's officers or employees account for one half or more of the total number of another business's officers (or, in case of a relationship that falls under (b) below, a relationship in which the percentage of the business's officers or employees among the total number of that other business's officers is larger than that of any other single business's officers or employees among the total number of that other business's officers, if that business and a third business (meaning a business other than the aforementioned business or the aforementioned other business; hereinafter the same applies in this item) have the whole number of issued shares, whole number of units of contribution, or whole amount of value of contribution in that aforementioned other business which has been established by that aforementioned business together with the third business through their contribution of assets other than money):
 - (a) that business holds a number or amount of shares or contributions that is equivalent to 40 percent or more and less than 50 percent of the total number of issued shares, total number of units of contribution or total amount of value of contribution in that other business; or
 - (b) the business has 20 percent or more and less than 40 percent of the total number of issued shares, total number of units of contribution or total amount of value of contribution in that other business, and has more than that which any other single business has in that other business;

- (iii) a relationship in which either a business's subsidiary company (meaning another business with which that business has a relationship as prescribed in item (i), or has a relationship that falls under (a) or (b) of the preceding item in which that business's officers or employees account for one half or more of the total number of that other business's officers; hereinafter the same applies in this Article and the following Article) by itself or, a subsidiary company and that business jointly, hold the number or amount of shares or contributions equivalent to 50 percent or more of the total issued shares, total number of units of contribution, or total amount of value of contribution in another business; or
- (iv) a relationship that falls under either of (a) or (b) below and in which a subsidiary company's officers or employees, or those of a subsidiary company and the business, account for one half or more of the total number of officers of another business:
 - (a) either a subsidiary company by itself or, a subsidiary company and the business jointly, hold a number or amount of shares or contributions that is equivalent to 40 percent or more and less than 50 percent of the total number of issued shares, total number of units of contribution, or total amount of value of contribution in that other business; or
 - (b) either a subsidiary company by itself or, a subsidiary company and the business jointly, have 20 percent or more and less than 40 percent of the total number of issued shares, total number of units of contribution or total amount of value of contribution in the that other business, and has more than that which any other single business has in that other business.

(Relationship Concerning Related Foreign Corporations Specified by Order of the Competent Ministry)

Article 4 The relationship specified by order of the competent ministry as set forth in Article 2, paragraph (9) of the Act is any of the following relationships:

- (i) a relationship in which a business holds the number or amount of issued shares or equity, or their equivalent (hereinafter collectively referred to as "shares, etc." in this Article), which is equivalent to 50 percent or more of the total number or total amount of shares, etc. in a foreign corporation;
- (ii) a relationship that falls under either of (a) or (b) below and in which the officers or employees of a business account for one half or more of the total number of officers or persons equivalent thereto of a foreign corporation (hereinafter collectively referred to as "officers, etc." in this Article);
 - (a) the business holds a number or amount of shares, etc. that is equivalent to 40 percent or more and less than 50 percent of the total number or total amount of shares, etc. in the foreign corporation; or
 - (b) the business has 20 percent or more and less than 40 percent of the total

number or total amount of shares, etc. in the foreign corporation, and has more than that which any other single business has in the foreign corporation;

- (iii) a relationship in which a subsidiary company by itself, or a foreign subsidiary company by itself (that foreign subsidiary company means a foreign corporation set forth in the preceding two items in cases in which a business holds the relationship prescribed in those items; that subsidiary company and that foreign subsidiary company are hereinafter collectively referred to as a "subsidiary company, etc." in this Article), or a subsidiary company, etc. and the business jointly hold a number or amount of shares, etc. that is equivalent to 50 percent or more of the total number or total amount of shares, etc. in a foreign corporation; or
- (iv) a relationship that falls under either of (a) or (b) below and in which the officers, etc. or employees of a subsidiary company, etc., or those of a subsidiary company, etc. and the business account for one half or more of the total number of officers, etc. of a foreign corporation:
 - (a) either a subsidiary company, etc. by itself or, a subsidiary company, etc. and the business jointly, hold a number or amount of shares, etc. that is equivalent to 40 percent or more and less than 50 percent of the total number or total amount of shares, etc. of the foreign corporation; or
 - (b) either a subsidiary company, etc. by itself or, a subsidiary company, etc. and the business jointly, hold 20 percent or more and less than 40 percent of the total number or total amount of shares, etc. of the foreign corporation, and has more than that which any other single business has in the foreign corporation.

Chapter II Preparation of Special Measures on Regulations Concerning New Business Activities and Facilitation of Regulatory Reform

(Procedures for Requests for New Special Measures on Regulations)

- Article 5 (1) If a person intends to start new business activities by receiving the application of new special measures on regulations under Article 6, paragraph (1) of the Act and makes a request for the preparation of the new special measures on regulations, the person must submit a written request in Form 1 stating the content of the new special measures on regulations and other particulars (hereinafter referred to as a "written request" in this Article) to the competent minister.
- (2) If a person submits written requests to two or more competent ministers, the person may submit a written request via any one of those competent ministers to other competent minister(s). In this case, the written request is deemed to have been submitted to that other competent minister(s) as well, as of the day

on which that competent minister receives it.

- (3) If the competent minister receiving a request under Article 6, paragraph (1) of the Act finds it necessary to take new special measures on regulations based on the request, and the new special measures on regulations thus requested are those for regulations prescribed in any Acts, Cabinet Orders, or orders of the competent ministries which are under that minister's jurisdiction, the minister is to deliver a written notice in Form 2 stating the content of the new special measures on regulations to be taken and other particulars to the person that has made the request, and is to also publicize the content of the new special measures on regulations by using Form 3, within one month in principle from the day of receiving the written request.
- (4) If the competent minister receives a request under Article 6, paragraph (1) of the Act but finds it unnecessary to take any new special measures on regulations based on the request, the minister is to deliver a written notice in Form 4 stating that fact and the grounds therefor to the person that has made the request, within one month in principle from the day of receiving the written request.
- (5) If the competent minister receives a request under Article 6, paragraph (1) of the Act but cannot deliver a written notice set forth in either of the preceding two paragraphs within the period prescribed therein due to unavoidable grounds, in light of the state of discussions on the preparation of new special measures on regulations based on the request, the minister is to give a notice stating that fact and the grounds therefor to the person that has made the request under paragraph (1) in every period not exceeding one month, up until the delivery of the written notice.
- (6) If the head of a relevant administrative organ receives a request under Article 6, paragraph (3) of the Act and decides to take new special measures on regulations based on the request, the head is to state the content of the new special measures on regulations to be taken and other particulars in a written notice in Form 2 and forward it to the competent minister, within one month in principle from the day on which the competent minister receives the written request under paragraph (1). In this case, the competent minister is to deliver the written notice to the person that has made the request under paragraph (1).
- (7) The head of a relevant administrative organ set forth in the preceding paragraph is to publicize the content of the new special measures on regulations to be taken by using Form 3 without delay after the delivery of the written notice by the competent minister set forth in the same paragraph.
- (8) If the head of a relevant administrative organ receives a request under Article 6, paragraph (3) of the Act and decides not to take any new special measures on regulations based on the request, the head is to state that fact and the grounds therefor in a written notice in Form 4 and to forward it to the

competent minister, within one month in principle from the day on which the competent minister receives the written request under paragraph (1). In this case, the competent minister is to deliver the written notice to the person that has made the request under paragraph (1).

- (9) If the head of a relevant administrative organ receives a request under Article 6, paragraph (3) of the Act but cannot deliver a written notice set forth in either of paragraph (6) or the preceding paragraph within the period prescribed therein due to unavoidable circumstances, in light of the state of discussions on the preparation of new special measures on regulations based on the request, the head is to notify the competent minister of that fact and the grounds therefor in every period not exceeding one month, up until the delivery of the written notice. In this case, the competent minister is to give a notice on the content of the notification to the person that has made the request under paragraph (1).

(Procedures for Confirmation Regarding Interpretation and Application)

Article 6 (1) If a person intends to start new business activities under Article 7, paragraph (1) of the Act and asks for confirmation regarding the interpretation of provisions of Acts and orders based on Acts (including public notices) that provide for regulations on the new business activities and business activities related thereto and regarding the applicability of the provisions to the new business activities and related business activities, the person must submit a written inquiry in Form 5 stating the content of the provisions and other particulars (hereinafter referred to as a "written inquiry" in this Article) to the competent minister.

- (2) If a person submits written inquiries to two or more competent ministers, the person may submit a written request via any one of those competent ministers to other competent minister(s). In this case, the written inquiry is deemed to have been submitted to that other competent minister(s) as well, as of the day on which that competent minister receives it.

- (3) If the competent minister receives a request under Article 7, paragraph (1) of the Act, and confirmation thus requested regarding interpretation and application is related to Acts and orders based on Acts under the minister's jurisdiction, the minister is to deliver a written response in Form 6 stating the interpretation and application in relation to the request to the person that has made the request, and is to also publicize the content of the written response by using Form 7, within one month in principle from the day on which the competent minister receives the written inquiry.

- (4) If the competent minister receives a request under Article 7, paragraph (1) of the Act but cannot deliver a written response set forth in the preceding paragraph within the period prescribed therein due to unavoidable grounds, in

light of the state of discussions on the interpretation and application in relation to the request, the minister is to give a notice stating that fact and the grounds therefor to the person that has made the request in every period not exceeding one month, up until the delivery of the written response.

- (5) If the head of a relevant administrative organ receives a request under Article 7, paragraph (3) of the Act, the head is to state the interpretation and application in relation to the request in a written response in Form 6 and forward it to the competent minister, within one month in principle from the day on which the competent minister receives the written inquiry under paragraph (1). In this case, the competent minister is to deliver the written response to the person that has made the request under paragraph (1).
- (6) The head of a relevant administrative organ set forth in the preceding paragraph is to publicize the content of the written response by using Form 7 without delay after the delivery of the written response by the competent minister set forth in the same paragraph.
- (7) If the head of a relevant administrative organ receives a request under Article 7, paragraph (3) of the Act but cannot deliver a written response set forth in the preceding paragraph within the period prescribed therein due to unavoidable grounds, in light of the state of discussions on the interpretation and application in relation to the request, the head is to notify the competent minister of that fact and the grounds therefor in every period not exceeding one month, up until the delivery of the written response. In this case, the competent minister is to give a notice on the content of the notification to the person that has made the request under paragraph (1).

(Application for Approval for Plans for New Business Activities)

- Article 7 (1) A person that intends to obtain approval for a plan for new business activities under Article 9, paragraph (1) of the Act (referred to as an "applicant" in the following paragraph and paragraph (3) of this Article, and paragraph (1) of the following Article) must submit a written application in Form 8 (hereinafter referred to as a "written application" in this Article) to the competent minister.
- (2) If an applicant intends to raise funds necessary for carrying out new business activities by receiving a guarantee of obligations provided by the Organization for Small & Medium Enterprises and Regional Innovation under Article 12 of the Act, the applicant must attach a document stating the breakdown of the usage and means of procuring funds that are necessary for the implementation of the plan for new business activities, in addition to a written application.
 - (3) The competent minister may request the submission of documents found to be necessary for confirming that the plan for new business activities conforms to the requirements set forth in Article 9, paragraph (4) of the Act, in addition to

a written application and documents set forth in the preceding paragraph.

- (4) If the applicant submits written applications to two or more competent ministers, the applicant may submit a written application via any one of those competent ministers to other competent minister(s). In this case, the written application is deemed to have been submitted to other competent minister(s) as well, as of the day on which that competent minister receives it.

(Approval for Plans for New Business Activities)

Article 8 (1) If the competent minister receives a submitted plan for new business activities under Article 9, paragraph (1) of the Act, examines the content thereof promptly in light of the provisions of paragraph (4) of the same Article, and decides to grant approval with regard to the plan for new business activities, the minister is to deliver a certificate in Form 9 to the applicant, within one month in principle from the day on which that competent minister receives the submitted plan.

- (2) If the competent minister does not grant approval as set forth in the preceding paragraph, the minister is to deliver a written notice in Form 10 stating that fact and the grounds therefor to the applicant.
- (3) If the competent minister has granted approval as set forth in paragraph (1), the minister is to publicize the date of the approval, the name of the approved implementer of new business activities and the content of the approved plan for new business activities by using Form 11.

(Application for Approval for Changes to Approved Plans for New Business Activities and Approval Thereof)

Article 9 (1) An approved implementer of new business activities that intends to obtain approval for changes to a plan for new business activities under Article 10, paragraph (1) of the Act must submit a written application in Form 12 (hereinafter referred to as a "written application" in this Article) to the competent minister.

- (2) A written application must be submitted together with a copy of the approved plan for new business activities.
- (3) If an approved implementer of new business activities submits written applications to two or more competent ministers, the implementer may submit a written application via any one of those competent ministers to other competent minister(s). In this case, the written application is deemed to have been submitted to other competent minister(s) as well, as of the day on which that competent minister receives it.
- (4) If the competent minister receives a submitted plan for new business activities in relation to the application for approval for changes set forth in paragraph (2), examines the content thereof promptly in light of the provisions

of Article 9, paragraph (4) of the Act as applied mutatis mutandis pursuant to Article 10, paragraph (4) of the Act, and decides to grant approval with regard to the plan for new business activities, the minister is to deliver a certificate in Form 13 to the approved implementer of new business activities, within one month in principle from the day on which that competent minister receives the submitted plan.

(5) If the competent minister does not grant approval with regard to the changes set forth in the preceding paragraph, the minister is to deliver a written notice in Form 14 stating that fact and the grounds therefor to the approved implementer of new business activities.

(6) If the competent minister has granted approval with regard to the changes set forth in paragraph (5), the minister is to publicize the date of the approval, the name of the approved implementer of new business activities and the content of the approved plan for new business activities by using Form 15.

(Directions of Changes to Approved Plans for New Business Activities)

Article 10 If the competent minister directs changes to an approved plan for new business activities under Article 10, paragraph (3) of the Act, the minister is to deliver a written notice in Form 16 stating that fact and the grounds therefor to the approved implementer of new business activities subject to the direction of changes.

(Rescission of Approval for Plans for New Business Activities)

Article 11 (1) If the competent minister rescinds approval for an approved plan for new business activities under Article 10, paragraph (2) or paragraph (3) of the Act, the minister is to deliver a written notice in Form 17 stating that fact and the grounds therefor to the approved implementer of new business activities whose approval is to be rescinded.

(2) If the competent minister has rescinded approval for an approved plan for new business activities, the minister is to publicize the date of the rescission, the name of the person whose approval has been rescinded, and the grounds for the rescission by using Form 18.

Chapter III Facilitation of Corporate Restructuring

Section 1 Corporate Restructuring Plans

(Application for Approval for Corporate Restructuring Plans)

Article 12 (1) A business which intends to obtain approval for a corporate restructuring plan under Article 23, paragraph (1) of the Act (referred to as an "applicant" in paragraph (1) of the following Article) must submit a written application in Form 19 (hereinafter referred to as a "written application" in

this Article and the following Article) and a copy thereof to the competent minister.

(2) A written application and a copy thereof must be submitted together with the following documents:

- (i) a copy of the articles of incorporation or the equivalent thereof of the business (including related businesses or related foreign corporations already engaging in business, if the corporate restructuring plan contains plans for the measures that the related businesses or that related foreign corporations are to take for the purpose of that business's corporate restructuring; hereinafter the same applies in this paragraph), and if that business has been registered, also a certificate of registered matters for the registration;
- (ii) a copy of the most recent business report, a balance sheet, and a profit and loss statement of the business (or, if these documents have not been prepared, their equivalent);
- (iii) a document indicating that the productivity of the business will improve considerably by implementing the corporate restructuring plan;
- (iv) a document indicating that the soundness of the financial conditions will improve considerably by implementing the corporate restructuring plan;
- (v) a document stating the breakdown of the usage and means of procuring funds that are necessary for the implementation of the corporate restructuring plan;
- (vi) a document evidencing that the corporate restructuring plan will not cause unreasonable damage to the state of the employees; and
- (vii) a document evidencing that the business does not fall under any of the following:
 - (a) a member of an organized crime group as prescribed in Article 2, item (vi) of the Act to Prevent Illegal Activities by Members of Organized Crime Groups (Act No. 77 of 1991) (hereinafter referred to as a "member of an organized crime group") or a person falling under cases in which five years have yet to elapse since the day on which the person ceased to be a member of an organized crime group (that member and that person are hereinafter referred to as a "member of an organized crime group, etc.");
 - (b) a corporation any of whose officers is a member of an organized crime group, etc.; or
 - (c) a person whose business activities are controlled by a member of an organized crime group, etc.

(3) A business which intends to obtain approval for a corporate restructuring plan that includes a plan concerning funds that contributes to the smooth and reliable implementation of the corporate restructuring plan and involves a debt waiver (hereinafter referred to as a "financial plan for corporate restructuring" in this paragraph, Article 14, paragraph (3), and Article 48, paragraph (3) and

paragraph (5)) must attach the following documents, in addition to the documents set forth in the items of the preceding paragraph:

- (i) a report on the financial plan for corporate restructuring by a certified public accountant (including a foreign certified public accountant prescribed in Article 16-2, paragraph (5) of the Certified Public Accountants Act (Act No. 103 of 1948); the same applies in Article 17, paragraph (3), item (i) and Article 48, paragraph (5)) or an audit corporation;
 - (ii) a document indicating the names of the corporate restructuring creditors (meaning creditors that has agreed to the debt waiver that is stated in the financial plan for corporate restructuring; hereinafter the same applies in this paragraph and Article 48, paragraph (3)), the date of the loan agreement certificate and other causal certificates, and the amount equivalent to the claim;
 - (iii) a document stating the amount of the debt waiver of the individual corporate restructuring creditors and the percentage of the debt waiver among the corporate restructuring creditors;
 - (iv) a document evidencing that there is a clear agreement for the debt waiver with the corporate restructuring creditors;
 - (v) a document indicating the implementation of measures for clarifying the responsibility of shareholders, including capital reduction and other measures; and
 - (vi) an inspection report by an expert (meaning a person that has expert knowledge and experience in laws, taxation, finance, corporate finance, asset evaluation, etc. in the plan which contains continuation and reconstruction of the operations of a business whose debt is to be waived) for the plan which contains the continuation and reconstruction of the operations of the business (referred to as a "reconstruction plan related to corporate restructuring" in Article 48, paragraph (3)).
- (4) The period of implementation of the corporate restructuring plan for the application for approval set forth in paragraph (1) is not to exceed three years (or five years, when the corporate restructuring plan includes a plan to seek loans for funds necessary for taking approved corporate restructuring-related measures).

(Approval for Corporate Restructuring Plans)

Article 13 (1) If the competent minister receives a submitted corporate restructuring plan under Article 23, paragraph (1) of the Act, examines the content thereof promptly in light of the provisions of paragraph (5) of the same Article, and decides to grant approval with regard to the corporate restructuring plan, the minister is to attach a document stating the following to the original of the written application, to sign and seal it, and to deliver it as

a certificate to the applicant, within one month in principle from the day of receiving the submitted plan (excluding cases in which the competent minister consults with the Fair Trade Commission under Article 27, paragraph (1) of the Act):

"Pursuant to the provisions of Article 23, paragraph (1) of the Act on Strengthening Industrial Competitiveness, we hereby approve the applicant as a person that implements corporate restructuring prescribed in Article 2, paragraph (11) of the same Act."

- (2) If the competent minister does not grant approval as set forth in the preceding paragraph, the minister is to deliver a written notice in Form 20 stating that fact, and the grounds therefor to the applicant.
- (3) If the competent minister has granted approval as set forth in paragraph (1), the minister is to publicize the date of the approval, the name of the approved business implementing corporate restructuring, and the content of the approved corporate restructuring plan by using Form 21.

(Application for Approval for Changes to Approved Corporate Restructuring Plans and Approval Thereof)

- Article 14 (1) Minor changes that do not involve changes to the purpose of an approved corporate restructuring plan do not require the approval set forth in Article 24, paragraph (1) of the Act.
- (2) An approved business implementing corporate restructuring which intends to obtain approval for changes to a corporate restructuring plan under Article 24, paragraph (1) of the Act must submit a written application in Form 22 (hereinafter referred to as a "written application" in this Article) and a copy thereof to the competent minister.
 - (3) The written application and a copy thereof set forth in the preceding paragraph must be submitted together with a copy of the approved corporate restructuring plan (or, a copy of the approved corporate restructuring plan and the documents set forth in the items of Article 12, paragraph (3), if the corporate restructuring plan after the change newly includes a financial plan for corporate restructuring).
 - (4) The period of implementation of the corporate restructuring plan for the application for approval for changes set forth in paragraph (2) is not to exceed three years (or five years, if the corporate restructuring plan includes a plan to seek loans for funds necessary for taking approved corporate restructuring-related measures) including the period during which the business has been implementing corporate restructuring in accordance with the approved corporate restructuring plan before filing the application for approval for changes.
 - (5) If the competent minister receives a submitted corporate restructuring plan

for the application for approval for changes set forth in paragraph (2), examines the content thereof promptly in light of the provisions of Article 23, paragraph (5) of the Act, and decides to grant approval with regard to the corporate restructuring plan, the minister is to attach a document stating the following to the original of the written application, sign and seal it, and deliver it as a certificate to the approved business implementing corporate restructuring, within one month in principle from the day of receiving the submitted plan (excluding the cases in which the competent minister consults with the Fair Trade Commission under Article 27, paragraph (1) of the Act):

"Pursuant to the provisions of Article 24, paragraph (1) of the Act on Strengthening Industrial Competitiveness, we hereby grant approval."

- (6) If the competent minister does not grant approval as set forth in the preceding paragraph, the minister is to deliver a written notice in Form 23 stating that fact and the grounds therefor to the approved business implementing corporate restructuring.
- (7) If the competent minister has granted approval with regard to the changes set forth in paragraph (5), the minister is to publicize the date of the approval, the name of the approved business implementing corporate restructuring, and the content of the approved corporate restructuring plan by using Form 24.

(Directions of Changes to Approved Corporate Restructuring Plans)

Article 15 If the competent minister directs changes to an approved corporate restructuring plan under Article 24, paragraph (3) of the Act, the minister is to deliver a written notice in Form 25 stating that fact and the grounds therefor to the approved business implementing corporate restructuring subject to the direction of changes.

(Rescission of Approval as Approved Corporate Restructuring Plans)

Article 16 (1) If the competent minister rescinds approval as an approved corporate restructuring plan under Article 24, paragraph (2) or paragraph (3) of the Act, the minister is to deliver a written notice in Form 26 stating that fact and the grounds therefor to the approved business implementing corporate restructuring whose approval is to be rescinded.

- (2) If the competent minister has rescinded approval for an approved corporate restructuring plan, the minister is to publicize the date of the rescission, the name of the business whose approval has been rescinded, and the grounds for the rescission by using Form 27.

Section 2 Special Corporate Restructuring Plans

(Application for Approval for Special Corporate Restructuring Plans)

Article 17 (1) A business which intends to obtain approval for a special corporate restructuring plan under Article 25, paragraph (1) of the Act (referred to as an "applicant" in paragraph (1) of the following Article) must submit a written application in Form 28 (hereinafter referred to as a "written application" in this Article and the following Article) and a copy thereof to the competent minister.

(2) The written application and a copy thereof must be submitted together with the following documents:

- (i) a copy of the articles of incorporation or the equivalent thereof of the business (including related businesses or related foreign corporations already engaging in business, if the special corporate restructuring plan includes a plan for the measures that the related businesses or related foreign corporations are to take for the purpose of that business's special corporate restructuring; hereinafter the same applies in this paragraph), and if that business has been registered, also a certificate of registered matters for the registration;
- (ii) a copy of the most recent business report, a balance sheet, and a profit and loss statement of each of those businesses (or, if these documents have not been prepared, their equivalent);
- (iii) a document indicating that the productivity of the businesses will improve considerably by implementing the special corporate restructuring plan;
- (iv) a document indicating that the soundness of the financial conditions will improve considerably by implementing the special corporate restructuring plan;
- (v) a document indicating that the amount of consideration for the business's acquisition of shares, equity, or the equivalent in another company or a foreign corporation exceeds the amount calculated as specified by Order of the Ministry of Economy, Trade and Industry prescribed in Article 2, paragraph (12), item (i) of the Act based on the amount that remains after the amount of operation funds necessary at the moment for continuing its business is deducted from the amount of cash and deposits that the business holds;
- (vi) a document indicating that the new business activities are those which will create a considerable new demand for goods or services for business activities falling under (a), (b) or (c) of Article 2, paragraph (12), item (ii) of the Act, through conducting those business activities;
- (vii) a document stating the breakdown of the usage and means of procuring funds that are necessary for the implementation of the special corporate restructuring plan;
- (viii) a document evidencing that the special corporate restructuring plan will not cause unreasonable damage to the status of the employees; and

- (ix) a document evidencing that the business does not fall under any of the following:
 - (a) a member of an organized crime group, etc.;
 - (b) a corporation any of whose officers is a member of an organized crime group, etc.; or
 - (c) a person whose business activities are controlled by a member of an organized crime group, etc.
- (3) If a business intends to obtain approval for a special corporate restructuring plan that includes the business activities set forth in Article 2, paragraph (12), item (ii), (c) of the Act, the business must submit a document indicating that the rate of the sales or other indicators specified by Order of the Ministry of Economy, Trade and Industry as prescribed in Article 2, paragraph (12), item (ii), (c) of the Act (hereinafter referred to as the "sales, etc." in this paragraph) of the core business against the total of the sales, etc. of all businesses undertaken by the relevant business is expected to increase to a considerable extent, in addition to the documents set forth in the items of the preceding paragraph.
- (4) If a business intends to obtain approval for a special corporate restructuring plan that includes a plan concerning funds that contributes to the smooth and reliable implementation of the special corporate restructuring plan and involves a debt waiver (hereinafter referred to as a "financial plan for special corporate restructuring" in this paragraph, Article 19, paragraph (3), and Article 48, paragraph (3) and paragraph (5)), the business must attach the following documents, in addition to the documents set forth in the items of paragraph (2) and the documents prescribed in the preceding paragraph:
 - (i) a report on the financial plan for special corporate restructuring by a certified public accountant or an audit corporation;
 - (ii) a document indicating the names of the special corporate restructuring creditors (meaning creditors who agreed to the debt waiver that is stated in the financial plan for special corporate restructuring; hereinafter the same applies in this paragraph and Article 48, paragraph (3)), the date of the loan agreement certificate and other causal certificates, and the amount equivalent to the claim;
 - (iii) a document stating the amount of the debt waiver of the individual special corporate restructuring creditors and the percentage of the debt waiver among the special corporate restructuring creditors;
 - (iv) a document evidencing that there is a clear agreement for the debt waiver with the special corporate restructuring creditors;
 - (v) a document indicating the implementation of measures for clarifying the responsibility of shareholders, including capital reduction and other measures; and

- (vi) an inspection report by an expert (meaning a person who has expert knowledge and experience for laws, taxation, finance, corporate finance, asset evaluation, etc. for the plan which contains continuation and reconstruction of the operations of a business whose debt is to be waived) for the plan which contains the continuation and reconstruction of the operations of the relevant business (referred to as the "reconstruction plan related to special corporate restructuring" in Article 48, paragraph (3)).
- (5) The period of implementation of the special corporate restructuring plan for the application for approval set forth in paragraph (1) is not to exceed three years (or five years, if the special corporate restructuring plan includes a plan to seek loans for funds necessary for taking approved special corporate restructuring-related measures).

(Approval for Special Corporate Restructuring Plans)

Article 18 (1) If the competent minister receives a submitted special corporate restructuring plan under Article 25, paragraph (1) of the Act, examines the content thereof promptly in light of the provisions of paragraph (5) of the same Article, and decides to grant approval with regard to the special corporate restructuring plan, the minister is to attach a document stating the following to the original of the written application, to sign and seal it, and to deliver it as a certificate to the applicants, within one month in principle from the day of receiving the submitted plan (excluding the cases in which the competent minister consults with the Fair Trade Commission under Article 27, paragraph (1) of the Act):

"Pursuant to the provisions of Article 25, paragraph (1) of the Act on Strengthening Industrial Competitiveness, we hereby approve the applicant as a person that implements special corporate restructuring prescribed in Article 2, paragraph (12) of the same Act."

- (2) If the competent minister does not grant approval as set forth in the preceding paragraph, the minister is to deliver a written notice in Form 29 stating that fact and the grounds therefor to the applicant.
- (3) If the competent minister has granted approval as set forth in paragraph (1), the minister is to publicize the date of the approval, the name of the approved business implementing special corporate restructuring, and the content of the approved special corporate restructuring plan by using Form 30.

(Application for Approval for Changes to Approved Special Corporate Restructuring Plans and Approval Thereof)

Article 19 (1) Minor changes that do not involve changes to the purpose of an approved special corporate restructuring plan do not require the approval set forth in Article 26, paragraph (1) of the Act.

- (2) An approved business implementing special corporate restructuring which intends to obtain approval for changes to a special corporate restructuring plan under Article 26, paragraph (1) of the Act must submit a written application in Form 31 (hereinafter referred to as a "written application" in this Article) and a copy thereof to the competent minister.
- (3) The written application and a copy thereof set forth in the preceding paragraph must be submitted together with a copy of the approved special corporate restructuring plan (or, a copy of the approved special corporate restructuring plan, and either the documents set forth in the items of Article 17, paragraph (3) or the documents set forth in the items of paragraph (4) of the same Article, if the special corporate restructuring plan after the change newly includes a financial plan for the business activities set forth in Article 2, paragraph (12), item (ii), (c) or for special corporate restructuring).
- (4) The period of implementation of the special corporate restructuring plan for the application for approval for changes set forth in paragraph (2) is to be three years (or five years, when the special corporate restructuring plan includes a plan to seek loans for funds necessary for taking approved special corporate restructuring-related measures) including the period during which the business implemented special corporate restructuring in accordance with the approved special corporate restructuring plan before filing the application for approval for changes.
- (5) If the competent minister receives a submitted special corporate restructuring plan for the application for approval for changes set forth in paragraph (2), examines the content thereof promptly in light of the provisions of Article 25, paragraph (4) of the Act, and decides to grant approval for the changes with regard to the special corporate restructuring plan, the minister is to attach a document stating the following to the original of the written application, sign and seal it, and deliver it as a certificate to the approved business implementing special corporate restructuring, within one month in principle from the day of receiving the submitted plan (excluding the cases in which the competent minister consults with the Fair Trade Commission under Article 27, paragraph (1) of the Act):
- "Pursuant to the provisions of Article 26, paragraph (1) of the Act on Strengthening Industrial Competitiveness we hereby grant approval."
- (6) If the competent minister does not grant approval as set forth in the preceding paragraph, the minister is to deliver a written notice in Form 32 stating that fact and the grounds therefor to the approved business implementing special corporate restructuring.
- (7) If the competent minister has granted approval with regard to the changes set forth in paragraph (5), the minister is to publicize the date of the approval, the name of the approved business implementing special corporate

restructuring, and the content of the approved special corporate restructuring plan by using Form 33.

(Direction of Changes to Approved Special Corporate Restructuring Plans)

Article 20 If the competent minister directs changes to an approved special corporate restructuring plan under Article 26, paragraph (3) of the Act, the minister is to deliver a written notice in Form 34 stating that fact and the grounds therefor to the approved business implementing special corporate restructuring subject to the direction of changes.

(Rescission of Approval as Approved Special Corporate Restructuring Plans)

Article 21 (1) If the competent minister rescinds approval as an approved special corporate restructuring plan under Article 26, paragraph (2) or paragraph (3) of the Act, the minister is to deliver a written notice in Form 35 stating that fact and the grounds therefor to the approved business implementing special corporate restructuring whose approval is to be rescinded.
(2) If the competent minister has rescinded approval as an approved special corporate restructuring plan, the minister is to publicize the date of the rescission, the name of the business whose approval has been rescinded, and the grounds for the rescission by using Form 36.

Section 3 Special Measures

(Application for Approval For Special Provisions Concerning the Business Transfer, etc. to a Special Controlling Company)

Article 22 (1) A business which intends to obtain approval (including approval for changes) for a corporate restructuring plan or a special corporate restructuring plan to which special measures under Article 30, paragraph (1), paragraph (2), or paragraph (5) of the Act may be applied must attach a document stating particulars concerning the appropriateness of the consideration for the acts set forth in the items of Article 30, paragraph (1) of the Act or the items of paragraph (2) of the same Article or concerning the appropriateness of the consideration for the demand for share cash-out set forth in paragraph (5) of the same Article, in addition to the documents set forth in Article 12, paragraph (2) or Article 14, paragraph (3), or in the items of Article 17, paragraph (2) or Article 19, paragraph (3).
(2) If an approved plan includes the content concerning the acts set forth in in the items of Article 30, paragraph (1) of the Act or the items of paragraph (2) of the same Article or the demand for share cash-out set forth in paragraph (5) of the same Article, the competent minister is to publicize the documents set forth in the preceding paragraph.

(Matters for Advance Disclosure by Subject Companies)

Article 23 The provisions of Article 33-7 of the Regulation for Enforcement of the Companies Act (Order of Ministry of Justice No. 12 of 2006) apply mutatis mutandis to the matters specified by order of the competent ministry prescribed in Article 179-5, paragraph (1), item (iv) of the Companies Act (Act No. 86 of 2005) as applied pursuant to the provisions of Article 4-2 of the Order following the deemed replacement of terms; the provisions of Article 33-8 of the same Regulation apply mutatis mutandis to the information specified by order of the competent ministry prescribed in Article 179-10, paragraph (1) of the Companies Act as applied pursuant to the provisions of Article 30, paragraph (5) of the Act and Article 4-2 of the Order following the deemed replacement of terms; and the provisions of Article 35 of the same Regulation apply mutatis mutandis to the rights specified by order of the competent ministry prescribed in Article 189, paragraph (2), item (vi) of the Companies Act as applied pursuant to the provisions of Article 4-2 of the Order following the deemed replacement of terms. In this case, the phrase "Special Controlling Shareholder" in Article 33-7, item (iv), (a) of the same Regulation is deemed to be replaced with "specified special controlling shareholder (meaning the specified special controlling shareholder prescribed in Article 151, paragraph (2) of the Act as applied pursuant to the provisions of Article 30, paragraph (5) of the Act on Strengthening Industrial Competitiveness (Act No. 98 of 2013) following the deemed replacement of terms; the same applies hereinafter)"; and the phrase "Special Controlling Shareholder" in item (v) of the same Article, Article 33-8 and Article 35 of the same Regulation is deemed to be replaced with "specified special controlling shareholder".

(Application for Approval for Special Provisions Concerning the Consolidation of Shares)

Article 24 A business which intends to obtain approval (including approval for changes) of a corporate restructuring plan or a special corporate restructuring plan to which special measures under Article 31, paragraph (1) of the Act may be applied must attach a document indicating that the consolidation of shares undertaken at the same time as the reduction in the amount of stated capital, capital reserves, or retained earnings reserves (referred to as "stated capital, etc." in item (i) of this Act and Article 50, item (ii)) falls under both of the items of Article 31, paragraph (1) of the Act, in addition to the documents set forth in the items of Article 12, paragraph (2) or in Article 14, paragraph (3), or, in the items of Article 17, paragraph (2) or in Article 19, paragraph (3). In this case, the document must contain the following particulars:

- (i) the content of the consolidation of shares undertaken at the same time as

- the reduction in the amount of stated capital, etc.; and
- (ii) the content of the reduction or discontinuation of the number of shares for one unit of shares.

(Corporations Specified by Order of the Competent Ministry as Those Equivalent to Stock Companies All of Whose Issued Shares Are Held by the Company)

Article 25 (1) Corporations specified by order of the competent ministry as set forth in Article 32, paragraph (1) of the Act are any of the following:

- (i) a corporation (excluding a stock company) or a foreign corporation all of whose equity is held by a stock company that is an approved business set forth in Article 32, paragraph (1) of the Act; or
- (ii) a corporation or a foreign corporation all of whose equity is held by a stock company that is an approved business set forth in Article 32, paragraph (1) of the Act and a specified wholly owned subsidiary corporation (meaning a stock company all of whose issued shares are held by a stock company that is the approved business, and the corporation and foreign corporation as set forth in the preceding item; hereinafter the same applies in this item and the following paragraph) or by a specified wholly owned subsidiary corporation.
- (2) With regard to the application of provisions of item (ii) of the preceding paragraph, the corporation or foreign corporation as set forth in the same item is deemed as a specified wholly owned subsidiary corporation.

(Cases Where a Notice of Subscription Requirements Is Not Required)

Article 26 The cases specified by order of the competent ministry as prescribed in Article 140, paragraph (2) of the Act, which is prescribed in Article 201, paragraph (5) of the Companies Act as applied pursuant to the provisions of Article 32, paragraph (1) of the Act following the deemed replacement of terms, are cases in which a stock company that is an approved business has made a notification of or submission of the following documents (limited to those that contain particulars equivalent to the subscription requirements prescribed in Article 201, paragraph (3) of the Companies Act) by two weeks prior to the date as prescribed in the same paragraph based on the provisions of the Financial Instruments and Exchange Act (Act No. 25 of 1948) (including cases in which the particulars to be stated in the documents are provided by electronic or magnetic means based on the provisions of the same Act), and the Prime Minister has been making the documents available for public inspection continuously from the day two weeks prior to that date until that date, based on the provisions of the same Act:

- (i) a written notice set forth in Article 5, paragraph (1) of the Financial Instruments and Exchange Act (including an amendment notice set forth in

- Article 7, paragraph (1) of the same Act) in case of making a notification as set forth in Article 4, paragraphs (1) through (3) of the same Act;
- (ii) a shelf registration statement set forth in Article 23-3, paragraph (1) of the Financial Instruments and Exchange Act and shelf registration supplements set forth in Article 23-8, paragraph (1) of the same Act (including an amended shelf registration statement set forth in Article 23-4, paragraph (1) of the same Act);
 - (iii) an annual securities report set forth in Article 24, paragraph (1) of the Financial Instruments and Exchange Act (including an amendment report set forth in Article 24-2, paragraph (1) of the same Act);
 - (iv) a quarterly securities report set forth in Article 24-4-7, paragraph (1) of the Financial Instruments and Exchange Act (including an amendment report set forth in paragraph (4) of the same Article);
 - (v) a semiannual securities report set forth in Article 24-5, paragraph (1) of the Financial Instruments and Exchange Act (including an amendment report set forth in paragraph (5) of the same Article); and
 - (vi) an extraordinary report set forth in Article 24-5, paragraph (4) of the Financial Instruments and Exchange Act (including an amendment report set forth in paragraph (5) of the same Article).

(Amount of Stated Capital)

Article 27 (1) The amount specified by order of the competent ministry as prescribed in Article 445, paragraph (1) of the Companies Act as applied pursuant to the provisions of Article 32, paragraph (1) of the Act following the deemed replacement of terms (hereinafter the amount is referred to as the "newly increased limit of stated capital, etc." in this paragraph) is the amount arrived at if first the amount set forth in item (ii) is deducted from the amount set forth in item (i), and then the remaining amount is multiplied by the share issuance percentage (meaning the percentage arrived at if the number of shares to be issued under Article 32, paragraph (1) of the Act is divided by the sum of the number of shares to be issued under the same paragraph and the number of treasury shares to be disposed of; hereinafter the same applies in this paragraph and the following paragraph), and finally the amount set forth in item (iii) is deducted from the amount thus arrived at (if the final amount is less than zero, the newly increased limit of stated capital, etc. is to be zero):

- (i) the value of specified shares, etc. (meaning the specified shares, etc. prescribed in Article 199, paragraph (1), item (ii) of the Companies Act as applied pursuant to the provisions of Article 32, paragraph (1) of the Act following the deemed replacement of terms; the same applies hereinafter) that are delivered at the time of the issuance of shares or the disposition of treasury shares under Article 32, paragraph (1) of the Act, as of the date set

forth in Article 199, paragraph (1), item (iv) of the Companies Act as applied pursuant to the provisions of Article 32, paragraph (1) of the Act following the deemed replacement of terms (or, as of the day when specified shares, etc. are delivered under Article 208, paragraph (2) of the Companies Act as applied pursuant to the provisions of Article 32, paragraph (1) of the Act following the deemed replacement of terms, if the period set forth in Article 199, paragraph (1), item (iv) of the Companies Act is specified) (or, in the cases set forth in (a) or (b) below, that value of the specified shares, etc. is to be the value specified therein):

- (a) if the stock company and a person that has delivered the specified shares, etc. are in a relationship under common control (meaning the relationship under common control as prescribed in Article 2, paragraph (3), item (xxxii) of the Regulation of Corporate Accounting (Order of Ministry of Justice No. 13 of 2006)) (excluding cases in which the specified shares, etc. should be market-priced): the book value which the person that has delivered the specified shares, etc. recorded immediately before that delivery; or
- (b) in cases other than those set forth in (a) above and if it is not appropriate to calculate the increased limit of stated capital, etc. based on the value of the delivered specified shares, etc.: the book value specified in (a) above;
- (ii) the amount specified by the stock company that is the approved business as the amount to be deducted from the increased limit of stated capital, etc. out of the amount of costs for the delivery of shares for subscription as matters set forth in Article 199, paragraph (1), item (v) of the Companies Act;
- (iii) the amount arrived at if the amount set forth in (b) below is deducted from the amount set forth in (a) below, if the amount thus arrived is zero or more:
 - (a) the book value of treasury shares to be disposed of under Article 32, paragraph (1) of the Act;
 - (b) the amount arrived at if first the amount set forth in the preceding item is deducted from the amount set forth in item (i) (or zero, if the remaining amount is less than zero), and then the remaining amount is multiplied by the treasury share disposition percentage (meaning the percentage arrived at if the share issuance percentage is deducted from 100; hereinafter the same applies in this Article).
- (2) In the case set forth in the preceding paragraph, the amount set forth in the following items after the issuance of shares or the disposition of treasury shares under Article 32, paragraph (1) of the Act is the amount arrived at if the amount specified in those items is added to the amount immediately before the issuance of shares or the disposition of treasury shares under the same paragraph:
 - (i) the amount of other capital surplus: the amount arrived at if the amount set

- forth in (c) below is deducted from the sum of the amounts set forth in (a) and (b) below:
- (a) the amount arrived at if first the amount set forth in item (ii) of the preceding paragraph is deducted from the amount set forth in item (i) of the same paragraph, and then the remaining amount is multiplied by the treasury shares disposition percentage;
 - (b) whichever is the smaller of the following amounts:
 - 1. the amount set forth in item (iii) of the preceding paragraph; or
 - 2. the amount arrived at if first the amount set forth in item (ii) of the preceding paragraph is deducted from the amount set forth in item (i) of the same paragraph, and then the remaining amount is multiplied by the share issuance percentage (or, zero if the final amount thus arrived at is less than zero);
 - (c) the book value of treasury shares to be disposed of under Article 32, paragraph (1) of the Act; and
 - (ii) the amount of other accumulated profit: the amount arrived at if first the amount set forth in item (ii) of the preceding paragraph is deducted from the amount set forth in item (i) of the same paragraph, and then the remaining amount is multiplied by the share issuance percentage, if that remaining amount is not less than zero.
- (3) In the case set forth in paragraph (1), the amount of consideration for treasury shares (meaning the amount of the consideration received in exchange for those treasury shares prescribed in Article 150, paragraph (2), item (viii) and Article 158, item (viii), (b) of the Regulation of Corporate Accounting and Article 446, item (ii) and Article 461, paragraph (2), item (ii), (b) and item (iv) of the Companies Act; the same applies in the following paragraph) is the amount arrived at if first the amount set forth in paragraph (1), item (ii) is deducted from the value set forth in item (i) of the same paragraph, and then the remaining amount is multiplied by the treasury share disposition ratio.
- (4) With regard to the application of the provisions of Article 150, paragraph (2), item (viii) and Article 158, item (viii), (b) of the Regulation of Corporate Accounting and Article 446, item (ii) and Article 461, paragraph (2), item (ii), (b) and item (iv) of the Companies Act, the amount set forth in paragraph (2), item (i), (b) is also deemed to be included in the amount of consideration for treasury shares.
- (5) The generally accepted corporate accounting and other corporate accounting practices must be taken into consideration for the interpretation of the terms as used in this Article and the application of the provisions of this Article.

(Amount of Net Assets per Share)

Article 28 The amount of net assets per share prescribed in Article 796,

paragraph (2), item (i) of the Companies Act as applied mutatis mutandis pursuant to Article 32, paragraph (3) of the Act following the deemed replacement of terms is as prescribed in Article 25 of the Regulation for Enforcement of the Companies Act. In this case, the phrase "the date prescribed in the following items in the case where the amount of net assets per share provided for in the provisions listed in each said item is calculated" in paragraph (6) of the same Article is deemed to be replaced with "the day on which the subscription requirements (meaning the subscription requirements prescribed in Article 199, paragraph (2) of the Act) for issuance of shares or disposition of treasury shares prescribed in Article 32, paragraph (1) of the Act on Strengthening Industrial Competitiveness (Act No. 98 of 2013) are determined".

(The Amount of Net Assets)

Article 29 The method specified by order of the competent minister prescribed in Article 140, paragraph (2) of the Act, which is prescribed in Article 796, paragraph (3), item (ii) of the Companies Act as applied mutatis mutandis pursuant to Article 32, paragraph (3) of the Act following the deemed replacement of terms, is the method in which the amount of the net assets of a stock company that is an approved business is to be the amount arrived at if the amount set forth in item (vii) is deducted from the sum of the amounts set forth in items (i) through (vi) as of the calculation date (meaning the day on which the subscription requirements (meaning the subscription requirements prescribed in Article 199, paragraph (2) of the Companies Act) for issuance of shares, or disposition of treasury shares prescribed in Article 32, paragraph (1) of the Act are determined) (if the amount thus arrived at is less than five million yen, the amount of those net assets is to be five million yen):

- (i) the amount of stated capital;
- (ii) the amount of capital reserves;
- (iii) the amount of retained earnings reserves;
- (iv) the amount of surplus prescribed in Article 446 of the Companies Act;
- (v) the amount for the value/conversion difference as of the last day of the most recent business year (or, of the period set forth in Article 441, paragraph (1), item (ii) of the Companies Act, in the case set forth in Article 461, paragraph (2), item (ii) of the same Act (or, of whichever period has its last day come the later among the periods set forth in Article 441, paragraph (1), item (ii) of the Companies Act, if there are two or more of those periods)) (or, as of the day when the stock company that is the approved business is established, if there is no most recent business year);
- (vi) the book value of share options;
- (vii) the sum of book values of treasury shares and own share options.

(The Number of Shares)

Article 30 The number specified by order of the competent ministry as prescribed in Article 796, paragraph (4) of the Companies Act as applied *mutatis mutandis* pursuant to Article 32, paragraph (3) of the Act following the deemed replacement of terms is whichever is the smaller of the following numbers:

- (i) one plus the number arrived at if first the total number of specified shares (meaning shares for which a voting right may be executed in the shareholders meeting for the act set forth in Article 796, paragraph (4) of the Companies Act as applied *mutatis mutandis* by replacing the phrases pursuant to Article 32, paragraph (3) of the Act; hereinafter the same applies in this Article) is multiplied by one half (or, by a certain percentage, if the articles of incorporation provide that shareholders that hold voting rights at that certain percentage or more of total number of voting rights of the specified shares must attend the shareholders meeting as a requirement for adopting resolutions at the shareholders meeting), and then the product of that multiplication is again multiplied by one third (or, by the percentage arrived at if a certain percentage is deducted from 100, if the articles of incorporation provide that that certain percentage or more of total number of voting rights held by the specified shareholders (meaning shareholders of specified shares; hereinafter the same applies in this Article) that attended the shareholders meeting must be exercised affirmatively as a requirement for adopting resolutions at the shareholders meeting);
- (ii) the number of specified shares held by specified shareholders that stated their disagreement to the stock company with the act set forth in Article 796, paragraph (4) of the Companies Act as applied *mutatis mutandis* pursuant to Article 32, paragraph (3) of the Act following the deemed replacement of terms, if the articles of incorporation provide that a certain number or more of specified shareholders' agreements is needed as a requirement for adopting resolutions for the act, and, if the number of those specified shareholders stating their disagreement with the act is deducted from the total number of specified shareholders, the remainder of that deduction is less than the aforementioned certain number;
- (iii) the number of specified shares held by specified shareholders that stated their disagreement with the act set forth in Article 796, paragraph (4) of the Companies Act as applied *mutatis mutandis* pursuant to Article 32, paragraph (3) of the Act following the deemed replacement of terms, if the articles of incorporation contain provisions other than those set forth in the preceding two items as a requirement for adopting resolutions for the act, and the resolution will not be adopted if all of the specified shareholders

stating their disagreement with the act disagree in the shareholders meeting as prescribed in Article 796, paragraph (4) of the Companies Act; or
(iv) the number specified in the articles of incorporation.

(Application for Approval For Special Provisions Concerning the Issuance of Shares or the Disposal of Treasury Shares upon Acquisition of Shares, etc. of Another Stock Company in Exchange for Shares)

Article 31 (1) A business which intends to obtain approval (including approval for changes) for a corporate restructuring plan to which special measures under Article 32, paragraph (1) of the Act may be applied must attach a document stating particulars concerning the appropriateness of the consideration for the acquisition of specified shares, etc. (meaning the acquisition of specified shares, etc. through transfer in which shares to be issued or treasury shares to be disposed of under Article 32, paragraph (1) of the Act are delivered as consideration for the transfer; the same applies hereinafter), in addition to the documents set forth in the items of Article 12, paragraph (2), Article 14, paragraph (3), or Article 19, paragraph (3).

(2) If an approved plan includes the content concerning the issuance of shares or the disposition of treasury shares as set forth in Article 32, paragraph (1) of the Act, the competent minister is to publicize the documents set forth in the preceding paragraph.

(Policies for Undertaking Business Operations to Facilitate the Promotion of Corporate Restructuring)

Article 32 The policies for undertaking business operations to facilitate the promotion of corporate restructuring set forth in Article 38, paragraph (1) of the Act are to specify the following particulars:

- (i) particulars concerning the implementation framework for undertaking business operations to facilitate the promotion of corporate restructuring;
- (ii) the following particulars concerning business operations to facilitate the promotion of corporate restructuring:
 - (a) subject of the loan;
 - (b) method of the loan;
 - (c) interest rate;
 - (d) due date of the loan;
 - (e) grace period;
 - (f) method of repayment; and
 - (g) particulars concerning the loan, beyond those set forth in (a) through (f) above;
- (iii) particulars concerning conditions of the loan subject to the provision of credit through business operations to facilitate the promotion of corporate

- restructuring; and
- (iv) beyond those set forth in the preceding three items, particulars necessary for undertaking business operations to facilitate the promotion of corporate restructuring effectively and efficiently.

(Application for Designation as a Designated Financial Institution)

Article 33 (1) A person who intends to receive designation under Article 39, paragraph (2) of the Act (hereinafter referred to as the "applicant for designation") must submit a written application in Form 37 to the competent minister, together with the following documents:

- (i) the articles of incorporation and a certificate of registered matters;
 - (ii) a document evidencing the decision of the intention for the application;
 - (iii) a document stating the names and brief biographical outlines of officers;
 - (iv) a document evidencing that the applicant for designation has obtained a license, authorization, approval of the administrative agency as a financial institution set forth in Article 39, paragraph (1), item (i) of the Act or their equivalent (hereinafter referred to as "license, etc." in this item), a document clarifying the state of the application for the license, etc., or a document in lieu of these documents;
 - (v) a document pledging that the applicant for designation does not fall under the items of Article 39, paragraph (4) of the Act; and
 - (vi) a document in which the officers pledge that they fall under neither (a) nor (b) of Article 39, paragraph (4), item (iii) of the Act.
- (2) When designating a designated financial institution under Article 39, paragraph (1) of the Act, the competent minister may have the applicant for designation submit necessary documents beyond the documents set forth in the items of the preceding paragraph.

(Particulars to Be Stated in the Business Regulations)

Article 34 The particulars specified by order of the competent ministry as set forth in Article 39, paragraph (3) of the Act are as follows:

- (i) particulars concerning the implementation framework for undertaking business operations to promote corporate restructuring:
 - (a) particulars concerning the departments supervising business operations to promote corporate restructuring;
 - (b) particulars concerning the personnel structure for business operations to promote corporate restructuring;
 - (c) particulars concerning the implementation of audits for business operations to promote corporate restructuring;
 - (d) particulars concerning the region for undertaking business operations to promote corporate restructuring; and

- (e) particulars concerning the establishment of the consultation office for business operations to promote corporate restructuring;
- (ii) particulars concerning the method for undertaking business operations to promote corporate restructuring:
 - (a) the person to whom the loan is provided;
 - (b) funds subject to the loan;
 - (c) limit amount of the loan; and
 - (d) particulars concerning procedures and audits of the loan;
- (iii) particulars concerning the content of the provision of credit through business operations to facilitate the promotion of corporate restructuring that is necessary for providing the loan;
- (iv) particulars concerning the management of claims for business operations to promote corporate restructuring;
- (v) particulars concerning the management of books for business operations to promote corporate restructuring;
- (vi) particulars concerning the entrustment of business operations to promote corporate restructuring; and
- (vii) other particulars concerning the undertaking of business operations to promote corporate restructuring.

(Notification of Changes of Trade Name of a Designated Financial Institution)

Article 35 A notification under Article 40, paragraph (2) of the Act must be filed by submitting a written notice in Form 38.

(Application for Changes to the Business Regulations)

Article 36 If a designated financial institution intends to obtain authorization of changes to its business regulations under Article 41, paragraph (1) of the Act, it must submit a written application in Form 39 to the competent minister, together with the following documents:

- (i) a comparative table presenting the provisions to be changed;
- (ii) the business regulations after the changes; and
- (iii) a document evidencing the decision of the intention for the changes.

(Particulars to Be Specified in the Agreement)

Article 37 The particulars specified by order of the competent ministry as set forth in Article 42, paragraph (1), item (iii) of the Act are as follows:

- (i) particulars concerning the content and methods of business operations to promote corporate restructuring;
- (ii) particulars concerning the content and methods of business operations to facilitate the promotion of corporate restructuring;
- (iii) particulars concerning the management of claims for business operations

- to promote corporate restructuring; and
- (iv) other particulars concerning the undertaking of business operations to promote corporate restructuring and concerning the undertaking of business operations to facilitate the promotion of corporate restructuring.

(Bookkeeping)

Article 38 (1) The matters specified by order of the competent ministry as set forth in Article 43 of the Act are as follows:

- (i) state of the undertaking of business operations to promote corporate restructuring;
 - (ii) state of claims for business operations to promote corporate restructuring; and
 - (iii) state of the provision of credit through business operations to facilitate the promotion of corporate restructuring that has been received from the JFC for the purpose of undertaking business operations to promote corporate restructuring.
- (2) If the matters set forth in the items of the preceding paragraph are recorded in a file or on a magnetic disk stored on a computer and can be clearly displayed on paper as necessary by the relevant designated financial institution through the use of a computer or other device, the record may replace the entry in the book.
- (3) A designated financial institution must keep books (including a recorded file or magnetic disk under the preceding paragraph) for five years from the day on which the claims for business operations to promote corporate restructuring are extinguished through payment or due to other grounds.

(Notification of Suspension or Discontinuation of Business Operations)

Article 39 If a designated financial institution intends to report the suspension or discontinuation of all or part of the business operations to promote corporate restructuring under Article 45, paragraph (1) of the Act, it must submit a written notice in Form 40 to the competent minister, together with the following documents:

- (i) a document evidencing the decision of the intention for the suspension or discontinuation; and
- (ii) in the case of discontinuing all or part of the business operations to promote corporate restructuring, a document stating the schedule until the discontinuation and a document stating dispositions after the discontinuation.

(Method of Application)

Article 40 The designated application form, written application for authorization,

written notice and other documents to be submitted to the competent minister under Article 39, paragraph (2), Article 40, paragraph (2), Article 41, paragraph (1), and Article 45, paragraph (1) of the Act, and under Article 32, Article 34, Article 35, and the preceding Article may be completed by submitting the original and a copy thereof either to the Minister of Finance or the Minister of Economy, Trade and Industry.

(Route of Notice in the Case of Making Notification to the Prime Minister)

Article 41 If making a notification to the Prime Minister under Article 12 of the Order, the competent minister is to do so via the Commissioner of the Financial Services Agency.

Chapter IV Support for Start-ups, etc.

(Application for Approval for Plans for Programs for Supporting Start-ups, etc.)

Article 42 (1) A municipality that intends to obtain approval for a plan for a program for supporting start-ups, etc. under Article 113, paragraph (1) of the Act must submit a written application in Form 41 (hereinafter referred to as a "written application" in this Article and the following Article) and a copy thereof to the competent minister via the Minister of Economy, Trade and Industry.

(2) If a general incorporated association or general incorporated foundation (hereinafter referred to as a "general incorporated association, etc." in this paragraph) implements any program for supporting start-ups, etc. in collaboration with a municipality's program for supporting start-ups, etc., the written application and a copy thereof must be submitted together with the following documents:

(i) in case of a general incorporated association, the articles of incorporation, a list of directors, and a list of members, and in case of a general incorporated foundation, the articles of incorporation and a list of directors;

(ii) business reports, balance sheets, and profit and loss statements for the latest three business terms (or, for a general incorporated association, etc. falling under cases in which three years have yet to elapse after its incorporation, these documents for each business year after its incorporation);

(iii) a certificate of registered matters; and

(iv) a document evidencing the decision of the intention for the implementation of the program for supporting start-ups, etc..

(3) If a specified nonprofit corporation prescribed in Article 2, paragraph (2) of the Act to Promote Specified Non-profit Activities (Act No. 7 of 1998) (hereinafter referred to as a "specified nonprofit corporation") implements any

program for supporting start-ups, etc. in collaboration with a municipality's program for supporting start-ups, etc., the written application and a copy thereof must be submitted together with the following documents:

- (i) the articles of incorporation, a list of directors, and a list of members;
- (ii) business reports, balance sheets, and profit and loss statements for the latest three business terms (or, for a specified nonprofit corporation falling under cases in which three years have yet to elapse after its incorporation, these documents for each business year after its incorporation), and, the most recent inventory of property, and the business plan and the budget statement for the business year that includes the date of the application;
- (iii) a certificate of registered matters; and
- (iv) a document evidencing the decision of the intention for the implementation of the program for supporting start-ups, etc.

(Approval for Plans for Programs for Supporting Start-ups, etc.)

Article 43 (1) If the competent minister receives a submitted plan for a program for supporting start-ups, etc. under Article 113, paragraph (1) of the Act, examines the content thereof promptly in light of the provisions of paragraph (4) of the same Article, and decides to grant approval with regard to the plan for a program for supporting start-ups, etc., the minister is to state as follows in the original of the written application for the approval, to sign and seal it, and to deliver it as a certificate to the relevant municipality, within one month in principle from the day of receiving the submitted plan:

"Pursuant to the provisions of Article 113, paragraph (1) of the Act on Strengthening Industrial Competitiveness, we hereby grant approval."

(2) When the competent minister does not grant approval as set forth in the preceding paragraph, the minister is to deliver a written notice in Form 42 stating that fact and the grounds therefor to the municipality.

(Application for Approval for Changes to Approved Plans for a Program for Supporting Start-ups, etc. and Approval Thereof)

Article 44 (1) An approved municipality that intends to obtain approval for changes to a plan for a program for supporting start-ups, etc. under Article 114, paragraph (1) of the Act must submit a written application in Form 43 (hereinafter referred to as a "written application" in this Article) and a copy thereof to the competent minister via the Minister of Economy, Trade and Industry.

(2) The written application and a copy thereof must be submitted together with a copy of the approved plan for a program for supporting start-ups, etc.

(3) If the competent minister receives a submitted plan for a program for supporting start-ups, etc. for the application for approval for changes set forth

in paragraph (1), examines the content thereof promptly in light of the provisions of Article 113, paragraph (4) of the Act, and decides to grant approval with regard to the changes to the plan for a program for supporting start-ups, etc., the minister is to state as follows in the original of the written application, to sign and seal it, and to deliver it as a certificate to the approved municipality, within one month in principle from the day of receiving the submitted plan:

"Pursuant to the provisions of Article 114, paragraph (1) of the Act on Strengthening Industrial Competitiveness, we hereby grant approval."

- (4) If the competent minister does not grant approval as set forth in the preceding paragraph, the minister is to deliver a written notice in Form 44 stating that fact and the grounds therefor to the approved municipality.

(Direction of Changes to Approved Plans for Programs for Supporting Start-ups, etc.)

Article 45 When the competent minister directs changes to an approved plan for a program for supporting start-ups, etc. under Article 114, paragraph (3) of the Act, the minister is to deliver a written notice in Form 45 stating that fact and the grounds therefor to the approved municipality subject to the direction of changes.

(Rescission of Approval for Approved Plans for Program for Supporting Start-ups, etc.)

Article 46 If the competent minister rescinds approval for an approved plan for a program for supporting start-ups, etc. under Article 114, paragraph (2) or paragraph (3) of the Act, the minister is to deliver a written notice in Form 46 stating that fact and the grounds therefor to the approved municipality whose approval is to be rescinded.

Chapter V Miscellaneous Provisions

(Delegation of Authority Concerning Plans for Programs for Supporting Start-ups, etc.)

Article 47 (1) The authority of the Minister of Finance with regard to a plan for a program for supporting start-ups, etc. is to be delegated to the director of the relevant Local Finance Bureau who has jurisdiction over the district in the municipality covered by the relevant plan for a program for supporting start-ups, etc. (or, to the director of the Fukuoka Local Finance Branch Bureau, if the relevant district is in the jurisdictional district of the Fukuoka Local Finance Branch Bureau) or to the director of the relevant regional taxation bureau (including the director of the Okinawa Regional Taxation Office);

provided, however, that this does not preclude the Minister of Finance from exercising the authority.

- (2) The authority of the Minister of Health, Labour and Welfare concerning a plan for a program for supporting start-ups, etc. is to be delegated to the director of the relevant Regional Bureau of Health and Welfare who has jurisdiction over the district in the municipality covered by the relevant plan for a program for supporting start-ups, etc. (or, to the director of the Shikoku Regional Bureau of Health and Welfare, if the relevant district is in the jurisdictional district of the Shikoku Regional Bureau of Health and Welfare); provided, however, that this does not preclude the Minister of Health, Labour and Welfare from exercising the authority.
- (3) The authority of the Minister of Agriculture, Forestry and Fisheries concerning a plan for a program for supporting start-ups, etc. is to be delegated to the director of the relevant Regional Agricultural Administration Office who has jurisdiction over the district in the municipality covered by the relevant plan for a program for supporting start-ups, etc. (including the director of the Hokkaido District Agriculture Office); provided, however, that this does not preclude the Minister of Agriculture, Forestry and Fisheries from exercising the authority.
- (4) The authority of the Minister of Economy, Trade and Industry concerning a plan for a program for supporting start-ups, etc. is to be delegated to the director of the relevant Regional Bureau of Economy who has jurisdiction over the district in the municipality covered by the relevant plan for a program for supporting start-ups, etc.; provided, however, that this does not preclude the Minister of Economy, Trade and Industry from exercising the authority.
- (5) The authority of the Minister of Land, Infrastructure, Transport and Tourism concerning a plan for a program for supporting start-ups, etc. is to be delegated to the director of the relevant Regional Development Bureau, the director of the Hokkaido Regional Development Bureau, the director of the relevant District Transport Bureau (including the director of the Kobe District Transport Bureau, with regard to the authority for the affairs set forth in Article 4, item (xv), item (xviii), item (lxxxvi), item (lxxxvii), item (xcii), item (xciii) and item (cxxviii) of the Act for Establishment of the Ministry of Land, Infrastructure, Transport and Tourism (Act No. 100 of 1999) and affairs set forth in item (xix) and item (xxii) of the same Article for the affairs set forth in item (lxxxvi) of the same Article), or the director of the relevant Regional Civil Aviation Bureaus who has jurisdiction over the district in the municipality covered by the relevant plan for a program for supporting start-ups, etc.; provided, however, that this does not preclude the Minister of Land, Infrastructure, Transport and Tourism from exercising the authority.
- (6) The authority of the Minister of the Environment concerning a plan for a

program for supporting start-ups, etc. is to be delegated to the director of the relevant Regional Environment Office who has jurisdiction over the district in the municipality covered by the relevant plan for a program for supporting start-ups, etc.; provided, however, that this does not preclude the Minister of the Environment from exercising the authority.

(Report on the Status of Implementation)

- Article 48 (1) An approved implementer of new business activities must report on the state of implementation of an approved plan for new business activities in each business year during its period of implementation to the competent minister, within three months after the end of the relevant business year in principle, by using Form 47, or, an approved business must report on the state of implementation of an approved plan in each business year during its period of implementation to the competent minister, within three months after the end of the relevant business year in principle, by using Form 48.
- (2) The competent minister who received a report set forth in the preceding paragraph (limited to a report for an approved plan for new business activities) is to forward the report without delay to the head of another relevant administrative organ that gave consent under Article 9, paragraph (5) of the Act.
- (3) A business whose financial plan was approved (limited to a person who has obtained approval for a corporate restructuring plan that includes a financial plan for corporate restructuring or a special corporate restructuring plan that includes a financial plan for special corporate restructuring; the same applies in the following paragraph and the items of the following Article) must submit to the competent minister an inventory of assets and a balance sheet as of a specific day within one month after the day of agreement to the debt waiver for the financial plan with the corporate restructuring creditors or the special corporate restructuring creditors (hereinafter the day of the agreement is referred to as the "day of the claim waiver agreement" in this paragraph), and a profit and loss statement from the first day of the business year that includes the specific day until the specific day (limited to a profit and loss statement that reflects the inclusion of a valuation loss that is deemed to be necessary in accordance with generally accepted accounting procedures and other appropriate accounting procedures along with the decision on the reconstruction plan related to corporate restructuring or the reconstruction plan related to special corporate restructuring), within four months after the day of the claim waiver agreement.
- (4) A business whose financial plan was approved must submit a report in Form 49 to the competent minister promptly with regard to the state of implementation of the approved plan for every quarterly period of each

business year during the period of implementation thereof.

- (5) The report set forth in paragraph (1) (excluding a report for an approved plan for new business activities) must be submitted together with a balance sheet and a profit and loss statement (limited to those audited by a certified public accountant or an audit corporation, in case of a corporate restructuring plan that includes a financial plan for corporate restructuring or in case of a special corporate restructuring plan that includes a financial plan for special corporate restructuring).
- (6) If any of the following facts occurs during the period of implementation of an approved plan, the relevant approved business must report that fact by using Form 50 to the competent minister promptly:
- (i) a person other than the approved business makes an application for or a notification of the starting of bankruptcy proceedings, starting of rehabilitation proceedings, starting of reorganization or exercise of an enterprise mortgage;
 - (ii) a negotiable instrument or check is bounced (limited to those due to shortage of funds for payment) or a decision to suspend transactions is granted by a clearinghouse; or
 - (iii) transactions are suspended by a major trading partner (meaning a trading partner with whom the sales and purchase amount in the preceding business year accounts for 10% or more of the total amount of sales or purchase).

(Matters to Be Included in a Quarterly State of Implementation Report)

Article 49 The following documents must be attached to a state of implementation report for every quarterly period of each business year set forth in paragraph (4) of the preceding Article:

- (i) a document indicating changes in sales of the business whose financial plan was approved; and
- (ii) a document indicating changes in outstanding interest-bearing liabilities of the business whose financial plan was approved.

(Matters to Be Reported Concerning Special Provisions for the Companies Act or the Civil Code)

Article 50 An approved business that has performed any of the acts set forth in the following items must attach documents stating the matters set forth therein to the report set forth in Article 48, paragraph (1):

- (i) contributions in kind or acceptance of property under Article 28 and Article 29 of the Act (hereinafter referred to as "contributions in kind, etc." in this item): the content and value of the property for the contributions in kind, etc.;
- (ii) consolidation of shares undertaken at the same time as a reduction in the

amount of stated capital, etc. under Article 31 of the Act: the content of the consolidation of shares undertaken at the same time as the reduction in the amount of stated capital, etc.;

- (iii) issuance of shares or disposition of treasury shares under Article 32, paragraph (1) of the Act: the content of the issuance of shares or disposition of treasury shares, results of the acquisition of specified shares, etc., and progress of procedures under Article 797 of the Companies Act as applied *mutatis mutandis* pursuant to the provisions of Article 32, paragraph (3) of the Act following the deemed replacement of terms;
- (iv) specified dividends of surplus under Article 33, paragraph (1) of the Act: the date on which the shares, etc. for the specified dividends of surplus (meaning shares of related businesses or shares, equity, or the equivalent in related foreign corporations for specified dividends of surplus; hereinafter the same applies in this item) were listed on a financial instruments exchange (meaning the financial instruments exchange prescribed in Article 2, paragraph (16) of the Financial Instruments and Exchange Act and including the equivalent established based on laws and regulations of a foreign country; hereinafter the same applies in this item), and the name of the relevant financial instruments exchange (or, the fact that the shares, etc. for the specified dividends of surplus have not been listed on a financial instruments exchange, and the grounds therefor, if that is the case); or
- (v) a demand to creditors in case of business transfer under Article 34, paragraph (1) of the Act: the content of the business transfer.

(Matters to Be Reported Concerning Special Provisions for Taxation)

Article 51 (1) An approved business to whom special provisions concerning registration tax were applied as set forth in Article 80, paragraph (1) of the Act on Special Measures Concerning Taxation (Act No. 26 of 1957) must attach documents stating the matters set forth in the following items to the report prescribed in Article 48, paragraph (1):

- (i) the content of the registration;
 - (ii) the amount of registration tax paid; and
 - (iii) the reduction and exemption amount by the special measures.
- (2) An approved business implementing special corporate restructuring which has acquired shares, equity, or the equivalent (hereinafter referred to as "shares, etc." in this paragraph) in other companies or foreign corporations from persons to whom special provisions were applied with regard to income tax as set forth in Article 37-13-3, paragraph (1) of the Act on Special Measures Concerning Taxation or corporation tax as set forth in Article 66-2-2, paragraph (1) or Article 66-86, paragraph (1) of the same Act must attach a document stating the matters set forth in the following items to the report

prescribed in Article 48, paragraph (1):

- (i) the names of other companies that have become related businesses or foreign corporations that have become related foreign corporations through the acquisition of the shares, etc.;
- (ii) the total number of shares of the approved business implementing special corporate restructuring delivered as the consideration and an amount equivalent to the market value per share, as well as the amount of money delivered under Article 234, paragraph (1) of the Companies Act as applied pursuant to the provisions of Article 32, paragraph (3) of the Act following the deemed replacement of terms and the amount of money otherwise delivered together with the shares;
- (iii) the total number of shares, total number of units of contribution or total amount of value of contribution in other companies, or, the total number of shares, total number of units of contribution, total amount of value of contribution or their equivalent in foreign corporations that the approved business implementing special corporate restructuring has acquired;
- (iv) the number of persons that have transferred shares, etc. to the approved business implementing special corporate restructuring; and
- (v) the amount of taxes deferred through the special measures or the estimated amount, and the grounds for the calculation.

(Certificate for On-Site Inspections)

Article 52 A certificate of identification for officials conducting on-site inspections under Article 138, paragraph (1) of the Act is to be in Form 51.

Supplementary Provisions [Extract]

(Effective Date)

Article 1 This Regulation comes into effect as of the date on which the Act on Strengthening Industrial Competitiveness (Act No. 98 of 2013) comes into effect (January 20, 2014).

(Transitional Measures Concerning the JFC's Business Operations to Facilitate Business Reconstruction Promotion)

Article 3 The provisions of Article 37-2 and Article 37-7 of the Regulation for Enforcement of the Act on Special Measures Concerning Revitalization of Industry and Innovation in Industrial Activities prior to the repeal under the preceding Article (hereinafter referred to as the "Former Regulation for Enforcement of the Industrial Revitalization Act" in this Article and the following Article) remain in force even after the enforcement of this Regulation, with respect to the JFC's business operations to facilitate business

reconstruction promotion prescribed in Article 24-3, paragraph (1) of the Act on Special Measures Concerning Revitalization of Industry and Innovation in Industrial Activities (Act No. 131 of 1999) prior to the repeal under Article 4 of the Supplementary Provisions of the Act (referred to as the "Former Industrial Revitalization Act" in the following Article), which is to remain in force under Article 13 of the Supplementary Provisions of the Act. In this case, the phrase "the Act" in Article 37-2 of the Former Regulation for Enforcement of the Industrial Revitalization Act is deemed to be replaced with "the Act on Special Measures Concerning Revitalization of Industry and Innovation in Industrial Activities (Act No. 131 of 1999) prior to the repeal under Article 4 of the Supplementary Provisions of the Act on Strengthening Industrial Competitiveness (Act No. 98 of 2013) (hereinafter referred to as the "Former Industrial Revitalization Act")", which are to remain in force under Article 13 of the Supplementary Provisions of the Act on Strengthening Industrial Competitiveness"; and the phrase "the Act" in Article 37-7 is deemed to be replaced with "the Former Industrial Revitalization Act".

(Transitional Measures Concerning Business Operations to Promote Business Reconstruction Which Are Undertaken by Designated Financial Institutions Prescribed in Article 24-5, Paragraph (1) of the Former Industrial Revitalization Act)

Article 4 The provisions of Articles 37-3 through 37-11 of the Former Regulation for Enforcement of the Industrial Revitalization Act remain in force even after the enforcement of this Regulation, with respect to the business operations to promote business reconstruction, etc. prescribed in Article 24-5, paragraph (1) of the Former Industrial Revitalization Act, which is to remain in force under Article 14 of the Supplementary Provisions of the Act, to be undertaken by designated financial institutions prescribed in the same paragraph. In this case, the phrase "Article 24-5, paragraph (2) of the Act" in Article 37-3 of the Former Regulation for Enforcement of the Industrial Revitalization Act is deemed to be replaced with "Article 24-5, paragraph (2) of the Act on Special Measures Concerning Revitalization of Industry and Innovation in Industrial Activities (Act No. 131 of 1999) prior to the repeal under Article 4 of the Supplementary Provisions of the Act on Strengthening Industrial Competitiveness (Act No. 98 of 2013) (hereinafter the former Act is referred to as the "Former Industrial Revitalization Act")", whose provisions are to remain in force under Article 14 of the Supplementary Provisions of the Act on Strengthening Industrial Competitiveness"; the phrase "the Act" in the items of paragraph (1) of the same Article, and in Article 37-4 to Article 37-10 is deemed to be replaced with "the Former Industrial Revitalization Act"; and the phrase "the Order" in Article 37-11 is deemed to be replaced with "the

Enforcement Order of the Act on Special Measures Concerning Revitalization of Industry and Innovation in Industrial Activities (Cabinet Order No. 258 of 1999) prior to the repeal under Article 2 of the Supplementary Provisions of the Enforcement Order of the Act on Strengthening Industrial Competitiveness (Cabinet Order No. 13 of 2014), whose provisions are to remain in force under Article 5 of the Supplementary Provisions of the same Order".

Supplementary Provisions

(Effective Date)

Article 1 This Regulation comes into effect as of the date on which the Act for Partial Amendment of the Act on Strengthening Industrial Competitiveness (Act No. 26 of 2018; hereinafter referred to as the "Amendment Act") comes into effect (XX XX, 2018).

(Repeal of the Regulation for Enforcement of the Act on Strengthening Industrial Competitiveness)

Article 2 The Regulation for Enforcement of the Act on Strengthening Industrial Competitiveness (Order of the Cabinet Office, the Ministry of Internal Affairs and Communications, the Ministry of Finance, the Ministry of Health, Labour and Welfare, the Ministry of Agriculture, Forestry and Fisheries, the Ministry of Economy, Trade and Industry, the Ministry of Land, Infrastructure, Transport and Tourism, and the Ministry of the Environment No. 1 of 2014) is to be repealed.

(Transitional Measures Concerning Procedures for Request for New Special Measures on Regulations)

Article 3 Prior provisions continue to govern forms of the written notice prescribed in Article 5, paragraph (3), paragraph (4), paragraph (6), and paragraph (8) of the Regulation for Enforcement of the Act on Strengthening Industrial Competitiveness prior to the repeal under the preceding Article (hereinafter referred to as the "Former Regulation for Enforcement of the Industrial Competitiveness Act") delivered to a person that has already made a request set forth in Article 8, paragraph (1) of the Act on Strengthening Industrial Competitiveness prior to the amendment by the Amendment Act (hereinafter referred to as the "Former Industrial Competitiveness Act") at the time of the enforcement of this Regulation.

(Transitional Measures Concerning the JFC's Business Operations to Facilitate Corporate Restructuring)

Article 4 The provisions of Article 31 and Article 36 of the Former Regulation for

Enforcement of the Industrial Competitiveness Act remain in force even after the enforcement of this Regulation, with respect to the JFC's business operations to facilitate the promotion of corporate restructuring prescribed in Article 39 of the Former Industrial Competitiveness Act, which is to remain in force under Article 7 of the Supplementary Provisions of the Amendment Act. In this case, the phrase "the Act" in Article 31 of the Former Regulation for Enforcement of the Industrial Competitiveness Act is deemed to be replaced with "the Act on Strengthening Industrial Competitiveness prior to the amendment under Article 1 of the Act for Partial Amendment of the Act on Strengthening Industrial Competitiveness, etc. (Act No. 26 of 2018), which is to remain in force under Article 7 of the Supplementary Provisions of the same Act (hereinafter referred to as the "Former Industrial Competitiveness Act")" and the phrase "the Act" in Article 36 of the Former Regulation for Enforcement of the Industrial Competitiveness Act is deemed to be replaced with "the Former Industrial Competitiveness Act".

(Transitional Measures Concerning Business Operations to Promote Corporate Restructuring, Which Are Undertaken by Designated Financial Institutions)

Article 5 The provisions of Articles 32 through 40 of the Former Regulation for Enforcement of the Industrial Competitiveness Act remain in force even after the enforcement of this Regulation, with respect to business operations to facilitate the promotion of corporate restructuring, which are undertaken by designated financial institutions prescribed in Article 41 of the Former Industrial Competitiveness Act, which is to remain in force under Article 8 of the Supplementary Provisions of the Amendment Act. In this case, the phrase "the Act" in Articles 32 through 39 of the Former Regulation for Enforcement of the Industrial Competitiveness Act is deemed to be replaced with "the Former Industrial Competitiveness Act" and the phrase "the Order" in Article 40 of the Former Regulation for Enforcement of the Industrial Competitiveness Act is deemed to be replaced with "the Order for Enforcement of the Act on Strengthening Industrial Competitiveness (Cabinet Order No. 13 of 2014) prior to the amendment under Article 1 of the Cabinet Order on the Development of Related Cabinet Orders and Transitional Measures Accompanying the Enforcement of the Act for Partial Amendment of the Act on Strengthening Industrial Competitiveness, etc. (Cabinet Order No. XX of 2018), whose provisions are to remain in force under Article 11 of the same Cabinet Order".