会社法（第五編第六編第七編第八編）
Companies Act (Part V, Part VI, Part VII and Part VIII)

（平成十七年七月二十六日法律第八十六号）
(Act No. 86 of July 26, 2005)

第五編　組織変更、合併、会社分割、株式交換、株式移転及び株式交付
Part V Entity Conversion, Mergers, Company Splits, Share Exchanges, Share Transfers, and Partial Share Exchange

第一章　組織変更
Chapter I Entity Conversion

第一節　通則
Section 1 Common Provisions

（組織変更計画の作成）
(Preparation of Entity Conversion Plans)

第七百四十三条　会社は、組織変更をすることができる。この場合においては、組織変更計画を作成しなければならない。

Article 743 A company may effect entity conversion. In these cases, the company must prepare an entity conversion plan.

第二節　株式会社の組織変更
Section 2 Entity Conversion of Stock Companies

（株式会社の組織変更計画）
(Entity Conversion Plans of Stock Companies)

第七百四十四条　株式会社が組織変更をする場合には、当該株式会社は、組織変更計画において、次に掲げる事項を定めなければならない。

Article 744 (1) If a stock company effects entity conversion, the stock company must prescribe the following matters in the entity conversion plan:

一　組織変更後の持分会社（以下この編において「組織変更後持分会社」という。）が合名会社、合資会社又は合同会社のいずれであるかの別

(i) whether a membership company after the entity conversion (hereinafter referred to as the "membership company after entity conversion") is a general partnership company, limited partnership company, or limited liability company;

二　組織変更後持分会社の目的、商号及び本店の所在地

(ii) the purpose, trade name, and location of the head office of the membership company after entity conversion;

三　組織変更後持分会社の社員についての次に掲げる事項

(iii) the following matters concerning the members of the membership company after entity conversion:

イ　当該社員の氏名又は名称及び住所

(a) the names and addresses of the members;

ロ　当該社員が無限責任社員又は有限責任社員のいずれであるかの別

(b) whether the members are members with unlimited liability or members with limited liability; and

ハ　当該社員の出資の価額

(c) the value of contributions by the members;

四　前二号に掲げるもののほか、組織変更後持分会社の定款で定める事項

(iv) beyond what is set forth in the preceding two items, the matters provided for in the articles of incorporation of the membership company after entity conversion;

五　組織変更後持分会社が組織変更に際して組織変更をする株式会社の株主に対してその株式に代わる金銭等（組織変更後持分会社の持分を除く。以下この号及び次号において同じ。）を交付するときは、当該金銭等についての次に掲げる事項

(v) if the membership company after entity conversion is to deliver to shareholders of the stock company effecting the entity conversion monies, etc. (excluding the equity interests of the membership company after entity conversion; hereinafter the same applies in this item and the following item) in lieu of the shares thereof when effecting the entity conversion, the following matters concerning relevant monies, etc.:

イ　当該金銭等が組織変更後持分会社の社債であるときは、当該社債の種類（第百七条第二項第二号ロに規定する社債の種類をいう。以下この編において同じ。）及び種類ごとの各社債の金額の合計額又はその算定方法

(a) if relevant monies, etc. are bonds of the membership company after entity conversion, the description of the classes of relevant bonds (meaning the classes of bonds prescribed in Article 107, paragraph (2), item (ii), (b); hereinafter the same applies in this Part) and the total amount for each class of bonds, or the method for calculating that total amount;

ロ　当該金銭等が組織変更後持分会社の社債以外の財産であるときは、当該財産の内容及び数若しくは額又はこれらの算定方法

(b) if the monies, etc. are property other than bonds of the membership company after entity conversion, the description of the features and number or amount of relevant property, or the method for calculating the number or amount;

六　前号に規定する場合には、組織変更をする株式会社の株主（組織変更をする株式会社を除く。）に対する同号の金銭等の割当てに関する事項

(vi) in the case prescribed in the preceding item, matters concerning the allotment of monies, etc. referred to in that item to shareholders of the stock

company effecting the entity conversion (excluding the stock company effecting the entity conversion);

七　組織変更をする株式会社が新株予約権を発行しているときは、組織変更後持分会社が組織変更に際して当該新株予約権の新株予約権者に対して交付する当該新株予約権に代わる金銭の額又はその算定方法

(vii) if the stock company effecting entity conversion has issued share options, the description of the amount of monies, etc. that the membership company after entity conversion will deliver in lieu of relevant share options to holders of the share options at the time of the entity conversion, or the method for calculating relevant amount;

八　前号に規定する場合には、組織変更をする株式会社の新株予約権の新株予約権者に対する同号の金銭の割当てに関する事項

(viii) in the case prescribed in the preceding item, matters concerning the allotment of monies, etc. referred to in that item to holders of share options of the stock company effecting the entity conversion; and

九　組織変更がその効力を生ずる日（以下この章において「効力発生日」という。）

(ix) the day on which the entity conversion becomes effective (hereinafter referred to as the "effective day" in this Chapter).

２　組織変更後持分会社が合名会社であるときは、前項第三号ロに掲げる事項として、その社員の全部を無限責任社員とする旨を定めなければならない。

(2) If the membership company after entity conversion is a general partnership company, it must provide that all of the members are members with unlimited liability in prescribing the matter referred to in item (iii), (b) of the preceding paragraph.

３　組織変更後持分会社が合資会社であるときは、第一項第三号ロに掲げる事項として、その社員の一部を無限責任社員とし、その他の社員を有限責任社員とする旨を定めなければならない。

(3) If the membership company after entity conversion is a limited partnership company, it must provide that some of the members are members with unlimited liability and other members are members with limited liability in prescribing the matter set forth in paragraph (1), item (iii), (b).

４　組織変更後持分会社が合同会社であるときは、第一項第三号ロに掲げる事項として、その社員の全部を有限責任社員とする旨を定めなければならない。

(4) If the membership company after entity conversion is a limited liability company, it must provide that all of the members are members with limited liability in prescribing the matter set forth in paragraph (1), item (iii), (b).

（株式会社の組織変更の効力の発生等）

(Effectuation of Entity Conversion of Stock Companies)

第七百四十五条　組織変更をする株式会社は、効力発生日に、持分会社となる。

Article 745 (1) A stock company effecting entity conversion becomes a

membership company on the effective day.

２　組織変更をする株式会社は、効力発生日に、前条第一項第二号から第四号までに掲げる事項についての定めに従い、当該事項に係る定款の変更をしたものとみなす。

(2) A stock company effecting entity conversion is, in accordance with the provisions on the matters set forth in paragraph (1), items (ii) through (iv) of the preceding Article, deemed to have effected changes to the articles of incorporation related to relevant matters on the effective day.

３　組織変更をする株式会社の株主は、効力発生日に、前条第一項第三号に掲げる事項についての定めに従い、組織変更後持分会社の社員となる。

(3) Shareholders of a stock company effecting entity conversion, in accordance with the provisions on the matters set forth in paragraph (1), item (iii) of the preceding Article, become members of the membership company after entity conversion on the effective day.

４　前条第一項第五号イに掲げる事項についての定めがある場合には、組織変更をする株式会社の株主は、効力発生日に、同項第六号に掲げる事項についての定めに従い、同項第五号イの社債の社債権者となる。

(4) If there are provisions on the matter referred to in paragraph (1), item (v), (a) of the preceding Article, shareholders of the stock company effecting entity conversion, in accordance with the provisions on the matter set forth in item (vi) of that paragraph, become holders of the bonds referred to in item (v), (a) of that paragraph on the effective day.

５　組織変更をする株式会社の新株予約権は、効力発生日に、消滅する。

(5) The share options of a stock company effecting entity conversion are extinguished on the effective day.

６　前各項の規定は、第七百七十九条の規定による手続が終了していない場合又は組織変更を中止した場合には、適用しない。

(6) The provisions of the preceding paragraphs do not apply if procedures under the provisions of Article 779 are not completed yet or where the entity conversion is cancelled.

第三節　持分会社の組織変更
Section 3 Entity Conversion of a Membership Company

（持分会社の組織変更計画）

(Entity Conversion Plan of a Membership Company)

第七百四十六条　持分会社が組織変更をする場合には、当該持分会社は、組織変更計画において、次に掲げる事項を定めなければならない。

Article 746 (1) If a membership company effects entity conversion, the membership company must prescribe the following matters in the entity conversion plan:

一　組織変更後の株式会社（以下この条において「組織変更後株式会社」という。）

の目的、商号、本店の所在地及び発行可能株式総数

(i) the purpose, trade name, location of the head office, and total number of authorized shares of the stock company after the entity conversion (hereinafter referred to as the "stock company after entity conversion" in this Article);

二　前号に掲げるもののほか、組織変更後株式会社の定款で定める事項

(ii) beyond what is set forth in the preceding item, the matters provided for in the articles of incorporation of the stock company after entity conversion;

三　組織変更後株式会社の取締役の氏名

(iii) the names of the directors of the stock company after entity conversion;

四　次のイからハまでに掲げる場合の区分に応じ、当該イからハまでに定める事項

(iv) the matters provided for in (a) through (c) below for the categories of cases set forth respectively therein:

イ　組織変更後株式会社が会計参与設置会社である場合　組織変更後株式会社の会計参与の氏名又は名称

(a) if the stock company after entity conversion is a company with accounting advisor: the name of the accounting advisor of the stock company after entity conversion;

ロ　組織変更後株式会社が監査役設置会社（監査役の監査の範囲を会計に関するものに限定する旨の定款の定めがある株式会社を含む。）である場合　組織変更後株式会社の監査役の氏名

(b) if the stock company after entity conversion is a company with company auditor (including any stock company the articles of incorporation of which provide that the scope of the audit by its company auditor is limited to an audit related to accounting): the name of the company auditor of the stock company after entity conversion; and

ハ　組織変更後株式会社が会計監査人設置会社である場合　組織変更後株式会社の会計監査人の氏名又は名称

(c) if the stock company after entity conversion is a company with financial auditor: the name of the financial auditor of the stock company after entity conversion;

五　組織変更をする持分会社の社員が組織変更に際して取得する組織変更後株式会社の株式の数（種類株式発行会社にあっては、株式の種類及び種類ごとの数）又はその数の算定方法

(v) the number of shares (or, for a company with class shares, the classes of the shares and the number of the shares for each class) of the stock company after entity conversion to be acquired by members of the membership company effecting entity conversion, when effecting the entity conversion, or the method for calculating the numbers;

六　組織変更をする持分会社の社員に対する前号の株式の割当てに関する事項

(vi) matters concerning the allotment of the shares set forth in the preceding

item to members of the membership company effecting entity conversion;

七　組織変更後株式会社が組織変更に際して組織変更をする持分会社の社員に対してその持分に代わる金銭等（組織変更後株式会社の株式を除く。以下この号及び次号において同じ。）を交付するときは、当該金銭等についての次に掲げる事項

(vii) if the stock company after entity conversion is to deliver to members of the membership company effecting the entity conversion monies, etc. (excluding the shares of the stock company after entity conversion; hereinafter the same applies in this item and the following item) in lieu of the equity interests thereof when effecting the entity conversion, the following matters concerning relevant monies, etc.:

イ　当該金銭等が組織変更後株式会社の社債（新株予約権付社債についてのものを除く。）であるときは、当該社債の種類及び種類ごとの各社債の金額の合計額又はその算定方法

(a) if relevant monies, etc. are bonds of the stock company after entity conversion (excluding those concerning bonds with share options), the description of the classes of relevant bonds and the total amount for each class of bonds, or the method for calculating that total amount;

ロ　当該金銭等が組織変更後株式会社の新株予約権（新株予約権付社債に付されたものを除く。）であるときは、当該新株予約権の内容及び数又はその算定方法

(b) if the monies, etc. are share options of the stock company after entity conversion (excluding those attached to bonds with share options), the description of the features and number of relevant share options, or the method for calculating the number;

ハ　当該金銭等が組織変更後株式会社の新株予約権付社債であるときは、当該新株予約権付社債についてのイに規定する事項及び当該新株予約権付社債に付された新株予約権についてのロに規定する事項

(c) if the monies, etc. are bonds with share options of the stock company after entity conversion, the matters prescribed in (a) concerning relevant bonds with share options and the matters prescribed in (b) concerning the share options attached to the bonds with share options; and

ニ　当該金銭等が組織変更後株式会社の社債等（社債及び新株予約権をいう。以下この編において同じ。）以外の財産であるときは、当該財産の内容及び数若しくは額又はこれらの算定方法

(d) if the monies, etc. are property other than bonds, etc. (meaning bonds and share options; hereinafter the same applies in this Part) of the stock company after entity conversion, the description of the features and number or amount of relevant property, or the method for calculating the number or amount;

八　前号に規定する場合には、組織変更をする持分会社の社員に対する同号の金銭等の割当てに関する事項

(viii) in the case prescribed in the preceding item, matters concerning the

allotment of monies, etc. referred to in that item to members of the membership company effecting the entity conversion; and

九　効力発生日

(ix) the effective day.

２　組織変更後株式会社が監査等委員会設置会社である場合には、前項第三号に掲げる事項は、監査等委員である取締役とそれ以外の取締役とを区別して定めなければならない。

(2) If a stock company after entity conversion is a company with audit and supervisory committee, the matters set forth in item (iii) of the preceding paragraph must be prescribed by distinguishing directors who are audit and supervisory committee members and other directors.

（持分会社の組織変更の効力の発生等）

(Effectuation of Entity Conversion of a Membership Company)

第七百四十七条　組織変更をする持分会社は、効力発生日に、株式会社となる。

Article 747 (1) A membership company effecting entity conversion becomes a stock company on the effective day.

２　組織変更をする持分会社は、効力発生日に、前条第一項第一号及び第二号に掲げる事項についての定めに従い、当該事項に係る定款の変更をしたものとみなす。

(2) A membership company effecting entity conversion is, in accordance with the provisions on the matters set forth in paragraph (1), items (i) and (ii) of the preceding Article, deemed to have effected changes to the articles of incorporation related to the matters on the effective day.

３　組織変更をする持分会社の社員は、効力発生日に、前条第一項第六号に掲げる事項についての定めに従い、同項第五号の株式の株主となる。

(3) Members of a membership company effecting entity conversion, in accordance with the provisions on the matters set forth in paragraph (1), item (vi) of the preceding Article, become shareholders of the shares set forth in item (v) of the same paragraph on the effective day.

４　次の各号に掲げる場合には、組織変更をする持分会社の社員は、効力発生日に、前条第一項第八号に掲げる事項についての定めに従い、当該各号に定める者となる。

(4) In the cases set forth in the following items, members of a membership company effecting entity conversion become the persons specified in each of those items, in accordance with the provisions on the matters set forth in paragraph (1), item (viii) of the preceding Article, on the effective day:

一　前条第一項第七号イに掲げる事項についての定めがある場合　同号イの社債の社債権者

(i) if there are provisions on the matters set forth paragraph (1), item (vii), (a) of the preceding Article: the holders of the bonds referred to in (a) of that item;

二　前条第一項第七号ロに掲げる事項についての定めがある場合　同号ロの新株予約

権の新株予約権者

(ii) if there are provisions on the matters set forth in paragraph (1), item (vii), (b) of the preceding Article: holders of the share options referred to in (b) of that item; and

三　前条第一項第七号ハに掲げる事項についての定めがある場合　同号ハの新株予約権付社債についての社債の社債権者及び当該新株予約権付社債に付された新株予約権の新株予約権者

(iii) if there are provisions on the matters set forth in paragraph (1), item (vii), (c) of the preceding Article: the holders of the bonds constituting bonds with share options referred to in (c) of that item, and holders of the share options attached to those bonds.

5　前各項の規定は、第七百八十一条第二項において準用する第七百七十九条（第二項第二号を除く。）の規定による手続が終了していない場合又は組織変更を中止した場合には、適用しない。

(5) The provisions of the preceding paragraphs do not apply if procedures under the provisions of Article 779 (excluding paragraph (2), item (ii)) as applied mutatis mutandis pursuant to Article 781, paragraph (2) are not completed yet or if the entity conversion is cancelled.

第二章　合併
Chapter II Mergers

第一節　通則
Section 1 Common Provisions

（合併契約の締結）

(Conclusion of Merger Agreements)

第七百四十八条　会社は、他の会社と合併をすることができる。この場合においては、合併をする会社は、合併契約を締結しなければならない。

Article 748 A Company may effect a merger with another company. In these cases, the merging companies must conclude a merger agreement.

第二節　吸収合併
Section 2 Absorption-Type Mergers

第一款　株式会社が存続する吸収合併
Subsection 1 Absorption-Type Mergers in Which a Stock Company Survives

（株式会社が存続する吸収合併契約）

(Absorption-Type Merger Agreement in Which a Stock Company Survives)

第七百四十九条　会社が吸収合併をする場合において、吸収合併後存続する会社（以下この編において「吸収合併存続会社」という。）が株式会社であるときは、吸収合併

契約において、次に掲げる事項を定めなければならない。

Article 749 (1) If a company effects an absorption-type merger, if the company surviving the absorption-type merger (hereinafter referred to as the "company surviving the absorption-type merger") is a stock company, it must prescribe the following matters in the absorption-type merger agreement:

一　株式会社である吸収合併存続会社（以下この編において「吸収合併存続株式会社」という。）及び吸収合併により消滅する会社（以下この編において「吸収合併消滅会社」という。）の商号及び住所

(i) the trade name and address of the stock company that constitutes the company surviving the Absorption-type merger (hereinafter referred to as the "stock company surviving the absorption-type merger" in this Part) and any company disappearing in the absorption-type merger (hereinafter referred to as the "company disappearing in the absorption-type merger" in this Part);

二　吸収合併存続株式会社が吸収合併に際して株式会社である吸収合併消滅会社（以下この編において「吸収合併消滅株式会社」という。）の株主又は持分会社である吸収合併消滅会社（以下この編において「吸収合併消滅持分会社」という。）の社員に対してその株式又は持分に代わる金銭等を交付するときは、当該金銭等についての次に掲げる事項

(ii) if the stock company surviving the absorption-type merger is to deliver to shareholders of the company disappearing in the absorption-type merger that is a stock company (hereinafter referred to as the "stock company disappearing in the absorption-type merger" in this Part) or to members of the company disappearing in the absorption-type merger that is a membership company (hereinafter referred to as the "membership company disappearing in the absorption-type merger" in this Part) monies, etc. in lieu of the shares or equity interests thereof when effecting the absorption-type merger, the following matters concerning the monies, etc.:

イ　当該金銭等が吸収合併存続株式会社の株式であるときは、当該株式の数（種類株式発行会社にあっては、株式の種類及び種類ごとの数）又はその数の算定方法並びに当該吸収合併存続株式会社の資本金及び準備金の額に関する事項

(a) if relevant monies, etc. are shares of the stock company surviving the absorption-type merger, the description of the number of relevant shares (or, for a company with class shares, the classes of the shares and the number of the shares for each class) or the method for calculating these numbers, and matters concerning the amount of the stated capital and capital reserves of the stock company surviving the absorption-type merger;

ロ　当該金銭等が吸収合併存続株式会社の社債（新株予約権付社債についてのものを除く。）であるときは、当該社債の種類及び種類ごとの各社債の金額の合計額又はその算定方法

(b) if relevant monies, etc. are bonds of the stock company surviving the absorption-type merger (excluding those concerning bonds with share options), the description of the classes of the relevant bonds and the total amount for each class of bonds, or the method for calculating that total amount;

ハ　当該金銭等が吸収合併存続株式会社の新株予約権（新株予約権付社債に付されたものを除く。）であるときは、当該新株予約権の内容及び数又はその算定方法

(c) if relevant monies, etc. are stock options of the stock company surviving the absorption-type merger (excluding those attached to bonds with share options), the description of the features and number of the relevant share options, or the method for calculating this number;

ニ　当該金銭等が吸収合併存続株式会社の新株予約権付社債であるときは、当該新株予約権付社債についてのロに規定する事項及び当該新株予約権付社債に付された新株予約権についてのハに規定する事項

(d) if relevant monies, etc. are bonds with share options of the stock company surviving the absorption-type merger, the matters prescribed in (b) concerning relevant bonds with share options and the matters prescribed in (c) concerning the share options attached to relevant bonds with share options; or

ホ　当該金銭等が吸収合併存続株式会社の株式等以外の財産であるときは、当該財産の内容及び数若しくは額又はこれらの算定方法

(e) if relevant monies, etc. are property other than shares, etc. of the stock company surviving the absorption-type merger, the description of the features and number or amount of relevant property, or the method for calculating the number or amount;

三　前号に規定する場合には、吸収合併消滅株式会社の株主（吸収合併消滅株式会社及び吸収合併存続株式会社を除く。）又は吸収合併消滅持分会社の社員（吸収合併存続株式会社を除く。）に対する同号の金銭等の割当てに関する事項

(iii) in the case prescribed in the preceding item, matters concerning the allotment of monies, etc. set forth in that item to shareholders of the stock company disappearing in the absorption-type merger (excluding the stock company disappearing in the absorption-type merger and the stock company surviving the absorption-type merger) or to members of the membership company disappearing in the absorption-type merger (excluding the stock company surviving the absorption-type merger);

四　吸収合併消滅株式会社が新株予約権を発行しているときは、吸収合併存続株式会社が吸収合併に際して当該新株予約権の新株予約権者に対して交付する当該新株予約権に代わる当該吸収合併存続株式会社の新株予約権又は金銭についての次に掲げる事項

(iv) if the stock company disappearing in the absorption-type merger has issued share options, the following matters concerning the share options of

the stock company surviving the absorption-type merger or monies that the stock company surviving the absorption-type merger will deliver in lieu of relevant share options to holders of relevant share options at the time of the absorption-type merger:

イ　当該吸収合併消滅株式会社の新株予約権の新株予約権者に対して吸収合併存続株式会社の新株予約権を交付するときは、当該新株予約権の内容及び数又はその算定方法

(a) when delivering share options of the stock company surviving the absorption-type merger to holders of share options of the stock company disappearing in the absorption-type merger, the description of the features and number of relevant share options, or the method for calculating the number;

ロ　イに規定する場合において、イの吸収合併消滅株式会社の新株予約権が新株予約権付社債に付された新株予約権であるときは、吸収合併存続株式会社が当該新株予約権付社債についての社債に係る債務を承継する旨並びにその承継に係る社債の種類及び種類ごとの各社債の金額の合計額又はその算定方法

(b) in the case prescribed in (a), if the share options of the stock company disappearing in the absorption-type merger set forth in (a) are share options attached to bonds with share options, a statement to the effect that the stock company surviving the absorption-type merger will succeed to the obligations relating to bonds regarding the bonds with share options and the description of the classes of the bonds subject to the succession and the total amount for each class of bonds, or the method for calculating that total amount; and

ハ　当該吸収合併消滅株式会社の新株予約権の新株予約権者に対して金銭を交付するときは、当該金銭の額又はその算定方法

(c) when delivering monies to holders of share options of the stock company disappearing in the absorption-type merger, the description of the amount of relevant monies or the method for calculating the amount;

五　前号に規定する場合には、吸収合併消滅株式会社の新株予約権の新株予約権者に対する同号の吸収合併存続株式会社の新株予約権又は金銭の割当てに関する事項

(v) in the case prescribed in the preceding item, matters concerning allotment of the share options of the stock company surviving the absorption-type merger or monies set forth in that item to holders of share options of the stock company disappearing in the absorption-type merger; and

六　吸収合併がその効力を生ずる日（以下この節において「効力発生日」という。）

(vi) the day on which the absorption-type merger becomes effective (hereinafter referred to as the "effective day" in this Section).

2　前項に規定する場合において、吸収合併消滅株式会社が種類株式発行会社であるときは、吸収合併存続株式会社及び吸収合併消滅株式会社は、吸収合併消滅株式会社の発行する種類の株式の内容に応じ、同項第三号に掲げる事項として次に掲げる事項を

定めることができる。

(2) In the case prescribed in the preceding paragraph, if the stock company disappearing in the absorption-type merger is a company with class shares, the stock company surviving the absorption-type merger and the stock company disappearing in the absorption-type merger may provide for the following matters in prescribing the matters set forth in item (iii) of that paragraph in accordance with the features of the classes of shares issued by the stock company disappearing in the absorption-type merger:

一　ある種類の株式の株主に対して金銭等の割当てをしないこととするときは、その旨及び当該株式の種類

(i) if there is any arrangement that no monies, etc. are allotted to shareholders of a certain class of shares, a statement to that effect and the class of shares; and

二　前号に掲げる事項のほか、金銭等の割当てについて株式の種類ごとに異なる取扱いを行うこととするときは、その旨及び当該異なる取扱いの内容

(ii) beyond the matters set forth in the preceding item, if there is any arrangement that each class of shares is to be treated differently with respect to allotment of monies, etc., a statement to this effect and the details of the relevant different treatment.

３　第一項に規定する場合には、同項第三号に掲げる事項についての定めは、吸収合併消滅株式会社の株主（吸収合併消滅株式会社及び吸収合併存続株式会社並びに前項第一号の種類の株式の株主を除く。）の有する株式の数（前項第二号に掲げる事項についての定めがある場合にあっては、各種類の株式の数）に応じて金銭等を交付することを内容とするものでなければならない。

(3) In the case prescribed in paragraph (1), the provisions on the matters set forth in item (iii) of that paragraph must be provisions in which the monies, etc. are delivered in proportion to the number of the shares (or, if there are provisions on the matters set forth in item (ii) of the preceding paragraph, the number of the shares of each class) held by the shareholders of the stock company disappearing in the absorption-type merger (excluding the stock company disappearing in the absorption-type merger and the stock company surviving the absorption-type merger and shareholders of the class of shares referred to in item (i) of the preceding paragraph).

（株式会社が存続する吸収合併の効力の発生等）

(Effectuation of an Absorption-Type Merger in Which a Stock Company Survives)

第七百五十条　吸収合併存続株式会社は、効力発生日に、吸収合併消滅会社の権利義務を承継する。

Article 750 (1) A stock company surviving an absorption-type merger succeeds to the rights and obligations of the company disappearing in the absorption-type

merger on the effective day.

２　吸収合併消滅会社の吸収合併による解散は、吸収合併の登記の後でなければ、これをもって第三者に対抗することができない。

(2) The dissolution, by absorption-type merger, of the company disappearing in an absorption-type merger may not be duly asserted against a third party until the registration of the absorption-type merger has been completed.

３　次の各号に掲げる場合には、吸収合併消滅株式会社の株主又は吸収合併消滅持分会社の社員は、効力発生日に、前条第一項第三号に掲げる事項についての定めに従い、当該各号に定める者となる。

(3) In the cases set forth in the following items, the shareholders of a stock company disappearing in the absorption-type merger or members of a membership company disappearing in the absorption-type merger become the persons specified in each of those items, in accordance with the provisions on the matters set forth in paragraph (1), item (iii) of the preceding Article, on the effective day:

一　前条第一項第二号イに掲げる事項についての定めがある場合　同号イの株式の株主

(i) if there are provisions on the matters set forth in paragraph (1), item (ii), (a) of the preceding Article: the holders of shares referred to in (a) of that item;

二　前条第一項第二号ロに掲げる事項についての定めがある場合　同号ロの社債の社債権者

(ii) if there are provisions on the matters set forth in paragraph (1), item (ii), (b) of the preceding Article: the holders of bonds referred to in (b) of that item;

三　前条第一項第二号ハに掲げる事項についての定めがある場合　同号ハの新株予約権の新株予約権者

(iii) if there are provisions on the matters set forth in paragraph (1), item (ii), (c) of the preceding Article: the holders of share options referred to in (c) of that item; or

四　前条第一項第二号ニに掲げる事項についての定めがある場合　同号ニの新株予約権付社債についての社債の社債権者及び当該新株予約権付社債に付された新株予約権の新株予約権者

(iv) if there are provisions on the matters set forth in paragraph (1), item (ii), (d) of the preceding Article: the holders of the bonds constituting bonds with share options referred to in (d) of that item, and holders of the share options attached to those bonds.

４　吸収合併消滅株式会社の新株予約権は、効力発生日に、消滅する。

(4) The share options of a stock company disappearing in the absorption-type merger are extinguished on the effective day.

５　前条第一項第四号イに規定する場合には、吸収合併消滅株式会社の新株予約権の新株予約権者は、効力発生日に、同項第五号に掲げる事項についての定めに従い、同項

第四号イの吸収合併存続株式会社の新株予約権の新株予約権者となる。

(5) In the case prescribed in paragraph (1), item (iv), (a) of the preceding Article, the holders of share options of a stock company disappearing in the absorption-type merger, in accordance with the provisions on the matters set forth in item (v) of that paragraph, become holders of share options of a stock company surviving the absorption-type merger referred to in item (iv), (a) of that paragraph on the effective day.

6　前各項の規定は、第七百八十九条（第一項第三号及び第二項第三号を除き、第七百九十三条第二項において準用する場合を含む。）若しくは第七百九十九条の規定による手続が終了していない場合又は吸収合併を中止した場合には、適用しない。

(6) The provisions of the preceding paragraphs do not apply if procedures under the provisions of Article 789 (excluding paragraph (1), item (iii) and paragraph (2), item (iii), and including the case where it is applied mutatis mutandis pursuant to Article 793, paragraph (2)) or Article 799 are not completed yet or where the absorption-type merger is cancelled.

第二款　持分会社が存続する吸収合併
Subsection 2 Absorption-Type Merger in Which a Membership Company Survives

（持分会社が存続する吸収合併契約）

(Absorption-Type Merger Agreement in Which a Membership Company Survives)

第七百五十一条　会社が吸収合併をする場合において、吸収合併存続会社が持分会社であるときは、吸収合併契約において、次に掲げる事項を定めなければならない。

Article 751 (1) If a company effects an absorption-type merger, if the company surviving the absorption-type merger is a membership company, it must prescribe the following matters in the absorption-type merger agreement:

一　持分会社である吸収合併存続会社（以下この節において「吸収合併存続持分会社」という。）及び吸収合併消滅会社の商号及び住所

(i) the trade name and address of the company surviving the absorption-type merger that is a membership company (hereinafter referred to as the "membership company surviving the absorption-type merger" in this Section) and the company disappearing in the absorption-type merger;

二　吸収合併消滅株式会社の株主又は吸収合併消滅持分会社の社員が吸収合併に際して吸収合併存続持分会社の社員となるときは、次のイからハまでに掲げる吸収合併存続持分会社の区分に応じ、当該イからハまでに定める事項

(ii) if shareholders of the stock company disappearing in the absorption-type merger or members of the membership company disappearing in the absorption-type merger are to become members of the membership company surviving the absorption-type merger when effecting the absorption-type

merger, the matters provided for in (a) through (c) below for the categories of membership company surviving the absorption-type merger set forth respectively therein:

イ　合名会社　当該社員の氏名又は名称及び住所並びに出資の価額

(a) general partnership company: the names and addresses of the members and the value of contributions by the members;

ロ　合資会社　当該社員の氏名又は名称及び住所、当該社員が無限責任社員又は有限責任社員のいずれであるかの別並びに当該社員の出資の価額

(b) limited partnership company: the names and addresses of the members, whether the members are members with unlimited liability or members with limited liability, and the value of contributions by the members; or

ハ　合同会社　当該社員の氏名又は名称及び住所並びに出資の価額

(c) limited liability company: the names and addresses of the members and the value of contributions by the members;

三　吸収合併存続持分会社が吸収合併に際して吸収合併消滅株式会社の株主又は吸収合併消滅持分会社の社員に対してその株式又は持分に代わる金銭等（吸収合併存続持分会社の持分を除く。）を交付するときは、当該金銭等についての次に掲げる事項

(iii) if the membership company surviving the absorption-type merger is to deliver to shareholders of the stock company disappearing in the absorption-type merger or members of the membership company disappearing in the absorption-type merger monies, etc. (excluding the equity interests of the membership company surviving the absorption-type merger) in lieu of the shares or equity interests thereof when effecting the absorption-type merger, the following matters concerning relevant monies, etc.:

イ　当該金銭等が吸収合併存続持分会社の社債であるときは、当該社債の種類及び種類ごとの各社債の金額の合計額又はその算定方法

(a) if relevant monies, etc. are bonds of the membership company surviving the absorption-type merger, the description of the classes of relevant bonds and the total amount for each class of bonds, or the method for calculating that total amount; or

ロ　当該金銭等が吸収合併存続持分会社の社債以外の財産であるときは、当該財産の内容及び数若しくは額又はこれらの算定方法

(b) if relevant monies, etc. are property other than bonds of the membership company surviving the absorption-type merger, the description of the features and number or amount of relevant property, or the method for calculating the number or amount;

四　前号に規定する場合には、吸収合併消滅株式会社の株主（吸収合併消滅株式会社及び吸収合併存続持分会社を除く。）又は吸収合併消滅持分会社の社員（吸収合併存続持分会社を除く。）に対する同号の金銭等の割当てに関する事項

(iv) in the case prescribed in the preceding item, matters concerning allotment

of monies, etc. referred to in that item to shareholders of the stock company disappearing in the absorption-type merger (excluding the stock company disappearing in the absorption-type merger and the membership company surviving the absorption-type merger) or members of the membership company disappearing in the absorption-type merger (excluding the membership company surviving the absorption-type merger);

五　吸収合併消滅株式会社が新株予約権を発行しているときは、吸収合併存続持分会社が吸収合併に際して当該新株予約権の新株予約権者に対して交付する当該新株予約権に代わる金銭の額又はその算定方法

(v) if the stock company disappearing in the absorption-type merger has issued share options, the description of the amount of monies, etc. that the membership company surviving the absorption-type merger will deliver in lieu of relevant share options to holders of relevant share options at the time of the absorption-type merger, or the method for calculating the amount;

六　前号に規定する場合には、吸収合併消滅株式会社の新株予約権の新株予約権者に対する同号の金銭の割当てに関する事項

(vi) in the case prescribed in the preceding item, matters concerning the allotment of monies, etc. referred to in that item to holders of share options of the stock company disappearing in the absorption-type merger; and

七　効力発生日

(vii) the effective day.

２　前項に規定する場合において、吸収合併消滅株式会社が種類株式発行会社であるときは、吸収合併存続持分会社及び吸収合併消滅株式会社は、吸収合併消滅株式会社の発行する種類の株式の内容に応じ、同項第四号に掲げる事項として次に掲げる事項を定めることができる。

(2) In the case prescribed in the preceding paragraph, if the stock company disappearing in the absorption-type merger is a company with class shares, the membership company surviving the absorption-type merger and the stock company disappearing in the absorption-type merger may provide for the following matters in prescribing the matters set forth in item (iv) of that paragraph in accordance with the features of the classes of shares issued by the stock company disappearing in the absorption-type merger:

一　ある種類の株式の株主に対して金銭等の割当てをしないこととするときは、その旨及び当該株式の種類

(i) if there is any arrangement that no monies, etc. are allotted to shareholders of a certain class of shares, a statement to that effect and relevant class of shares; and

二　前号に掲げる事項のほか、金銭等の割当てについて株式の種類ごとに異なる取扱いを行うこととするときは、その旨及び当該異なる取扱いの内容

(ii) beyond the matters set forth in the preceding item, if there is any arrangement that each class of shares is to be treated differently with

respect to allotment of monies, etc., a statement to that effect and the details of relevant different treatment.

３　第一項に規定する場合には、同項第四号に掲げる事項についての定めは、吸収合併消滅株式会社の株主（吸収合併消滅株式会社及び吸収合併存続持分会社並びに前項第一号の種類の株式の株主を除く。）の有する株式の数（前項第二号に掲げる事項についての定めがある場合にあっては、各種類の株式の数）に応じて金銭等を交付することを内容とするものでなければならない。

(3) In the case prescribed in paragraph (1), the provisions on the matters set forth in item (iv) of that paragraph must be provisions in which the monies, etc. are delivered in proportion to the number of the shares (or, if there are provisions on the matters set forth in item (ii) of the preceding paragraph, the number of the shares of each class) held by shareholders of the stock company disappearing in the absorption-type merger (excluding the stock company disappearing in the absorption-type merger and the membership company surviving the absorption-type merger and shareholders of the class of shares referred to in item (i) of the preceding paragraph).

（持分会社が存続する吸収合併の効力の発生等）

(Effectuation of an Absorption-Type Merger in Which a Membership Company Survives)

第七百五十二条　吸収合併存続持分会社は、効力発生日に、吸収合併消滅会社の権利義務を承継する。

Article 752 (1) A membership company surviving an absorption-type merger succeeds to the rights and obligations of the company disappearing in the absorption-type merger on the effective day.

２　吸収合併消滅会社の吸収合併による解散は、吸収合併の登記の後でなければ、これをもって第三者に対抗することができない。

(2) The dissolution, by absorption-type merger, of the company disappearing in an absorption-type merger may not be duly asserted against a third party until the registration of the absorption-type merger has been completed.

３　前条第一項第二号に規定する場合には、吸収合併消滅株式会社の株主又は吸収合併消滅持分会社の社員は、効力発生日に、同号に掲げる事項についての定めに従い、吸収合併存続持分会社の社員となる。この場合においては、吸収合併存続持分会社は、効力発生日に、同号の社員に係る定款の変更をしたものとみなす。

(3) In the case prescribed in paragraph (1), item (ii) of the preceding Article, the shareholders of the stock company disappearing in the absorption-type merger or members of the membership company disappearing in the absorption-type merger, in accordance with the provisions on the matters set forth in that item, become members of the membership company surviving the absorption-type merger on the effective day. In these cases, the membership company surviving the absorption-type merger is deemed to have effected changes to the articles

of incorporation relating to the members referred to in that item on the effective day.

４　前条第一項第三号イに掲げる事項についての定めがある場合には、吸収合併消滅株式会社の株主又は吸収合併消滅持分会社の社員は、効力発生日に、同項第四号に掲げる事項についての定めに従い、同項第三号イの社債の社債権者となる。

(4) If there are provisions on the matter set forth in paragraph (1), item (iii), (a) of the preceding Article, the shareholders of the stock company disappearing in the absorption-type merger or members of the membership company disappearing in the absorption-type merger, in accordance with the provisions on the matter set forth in item (iv) of that paragraph, become holders of bonds referred to in item (iii), (a) of that paragraph on the effective day.

５　吸収合併消滅株式会社の新株予約権は、効力発生日に、消滅する。

(5) The share options of a stock company disappearing in an absorption-type merger are extinguished on the effective day.

６　前各項の規定は、第七百八十九条（第一項第三号及び第二項第三号を除き、第七百九十三条第二項において準用する場合を含む。）若しくは第八百二条第二項において準用する第七百九十九条（第二項第三号を除く。）の規定による手続が終了していない場合又は吸収合併を中止した場合には、適用しない。

(6) The provisions of the preceding paragraphs do not apply if procedures under the provisions of Article 789 (excluding paragraph (1), item (iii) and paragraph (2), item (iii), and including the case where it is applied mutatis mutandis pursuant to Article 793, paragraph (2)) or Article 799 (excluding paragraph (2), item (iii)) as applied mutatis mutandis pursuant to Article 802, paragraph (2) are not completed yet or where the absorption-type merger is cancelled.

第三節　新設合併
Section 3 Consolidation-Type Mergers

第一款　株式会社を設立する新設合併
Subsection 1 Consolidation-Type Mergers by Which a Stock Company Is Incorporated

（株式会社を設立する新設合併契約）

(Consolidation-Type Merger Agreements by Which a Stock Company Is Incorporated)

第七百五十三条　二以上の会社が新設合併をする場合において、新設合併により設立する会社（以下この編において「新設合併設立会社」という。）が株式会社であるときは、新設合併契約において、次に掲げる事項を定めなければならない。

Article 753 (1) If two or more companies effect a consolidation-type merger, if the company that is incorporated in the consolidation-type merger (hereinafter referred to as the "company incorporated in the consolidation-type merger" in this Part) is a stock company, it must prescribe the following matters in the

consolidation-type merger agreement:

一　新設合併により消滅する会社（以下この編において「新設合併消滅会社」という。）の商号及び住所

(i) the trade names and addresses of the companies disappearing in the consolidation-type merger (hereinafter each such a company is referred to as a "company disappearing in the consolidation-type merger" in this Part);

二　株式会社である新設合併設立会社（以下この編において「新設合併設立株式会社」という。）の目的、商号、本店の所在地及び発行可能株式総数

(ii) the purpose, trade name, location of the head office, and total number of authorized shares of the stock company that constitutes the company incorporated in the consolidation-type merger (hereinafter referred to as the "tock company incorporated in the consolidation-type merger" in this Part);

三　前号に掲げるもののほか、新設合併設立株式会社の定款で定める事項

(iii) beyond what is set forth in the preceding item, the matters provided for in the articles of incorporation of the stock company incorporated in the consolidation-type merger;

四　新設合併設立株式会社の設立時取締役の氏名

(iv) the names of the directors at incorporation of the stock company incorporated in the consolidation-type merger;

五　次のイからハまでに掲げる場合の区分に応じ、当該イからハまでに定める事項

(v) the matters provided for in (a) through (c) below for the categories of cases set forth respectively therein:

イ　新設合併設立株式会社が会計参与設置会社である場合　新設合併設立株式会社の設立時会計参与の氏名又は名称

(a) if the stock company incorporated in the consolidation-type merger is a company with accounting advisor: the name of the accounting advisor at incorporation of the stock company incorporated in the consolidation-type merger;

ロ　新設合併設立株式会社が監査役設置会社（監査役の監査の範囲を会計に関するものに限定する旨の定款の定めがある株式会社を含む。）である場合　新設合併設立株式会社の設立時監査役の氏名

(b) if the stock company incorporated in the consolidation-type merger is a company with company auditor (including any stock company the articles of incorporation of which provide that the scope of the audit by its company auditor is limited to an audit related to accounting): the name of the company auditor at incorporation of the stock company incorporated in the consolidation-type merger; or

ハ　新設合併設立株式会社が会計監査人設置会社である場合　新設合併設立株式会社の設立時会計監査人の氏名又は名称

(c) if the stock company incorporated in the consolidation-type merger is a company with financial auditor: the name of the financial auditor at

incorporation of the stock company incorporated in the consolidation-type merger;

六　新設合併設立株式会社が新設合併に際して株式会社である新設合併消滅会社（以下この編において「新設合併消滅株式会社」という。）の株主又は持分会社である新設合併消滅会社（以下この編において「新設合併消滅持分会社」という。）の社員に対して交付するその株式又は持分に代わる当該新設合併設立株式会社の株式の数（種類株式発行会社にあっては、株式の種類及び種類ごとの数）又はその数の算定方法並びに当該新設合併設立株式会社の資本金及び準備金の額に関する事項

(vi) the number of shares (or, for a company with class shares, the classes of the shares and the number of the shares for each class) of the stock company incorporated in the consolidation-type merger to be delivered by the stock company incorporated in the consolidation-type merger to shareholders of any company disappearing in the consolidation-type merger that is a stock company (hereinafter referred to as a "stock company disappearing in the consolidation-type merger" in this Part) or to members of any company disappearing in the consolidation-type merger that is a membership company (hereinafter referred to as a "membership company disappearing in the consolidation-type merger" in this Part), when effecting the consolidation-type merger, or the method for calculating the numbers, and matters concerning the amount of the stated capital and capital reserves of the stock company incorporated in the consolidation-type merger;

七　新設合併消滅株式会社の株主（新設合併消滅株式会社を除く。）又は新設合併消滅持分会社の社員に対する前号の株式の割当てに関する事項

(vii) matters concerning allotment of the shares set forth in the preceding item to shareholders of any stock company disappearing in the consolidation-type merger (excluding the stock company disappearing in the consolidation-type merger) or to members of any membership company disappearing in the consolidation-type merger;

八　新設合併設立株式会社が新設合併に際して新設合併消滅株式会社の株主又は新設合併消滅持分会社の社員に対してその株式又は持分に代わる当該新設合併設立株式会社の社債等を交付するときは、当該社債等についての次に掲げる事項

(viii) if the stock company incorporated in the consolidation-type merger is to deliver to shareholders of a stock company disappearing in the consolidation-type merger or to members of a membership company disappearing in the consolidation-type merger bonds, etc. of the stock company incorporated in the consolidation-type merger in lieu of the shares or equity interests thereof when effecting the consolidation-type merger, the following matters concerning relevant bonds, etc.:

イ　当該社債等が新設合併設立株式会社の社債（新株予約権付社債についてのものを除く。）であるときは、当該社債の種類及び種類ごとの各社債の金額の合計額又はその算定方法

(a) if relevant bonds, etc. are bonds of the stock company incorporated in the consolidation-type merger (excluding those concerning bonds with share options), the description of the classes of relevant bonds and the total amount for each class of bonds, or the method for calculating that total amount;

ロ　当該社債等が新設合併設立株式会社の新株予約権（新株予約権付社債に付されたものを除く。）であるときは、当該新株予約権の内容及び数又はその算定方法

(b) if relevant bonds, etc. are share options of the stock company incorporated in the consolidation-type merger (excluding those attached to bonds with share options), the description of the features and number of relevant share options, or the method for calculating that number; or

ハ　当該社債等が新設合併設立株式会社の新株予約権付社債であるときは、当該新株予約権付社債についてのイに規定する事項及び当該新株予約権付社債に付された新株予約権についてのロに規定する事項

(c) if relevant bonds, etc. are bonds with share options of the stock company incorporated in the consolidation-type merger, the matters prescribed in (a) concerning relevant bonds with share options and the matters prescribed in (b) concerning the share options attached to relevant bonds with share options;

九　前号に規定する場合には、新設合併消滅株式会社の株主（新設合併消滅株式会社を除く。）又は新設合併消滅持分会社の社員に対する同号の社債等の割当てに関する事項

(ix) in the case prescribed in the preceding item, matters concerning the allotment of bonds, etc. referred to in that item to shareholders of a stock company disappearing in the consolidation-type merger (excluding the stock company disappearing in the consolidation-type merger) or members of a membership company disappearing in the consolidation-type merger;

十　新設合併消滅株式会社が新株予約権を発行しているときは、新設合併設立株式会社が新設合併に際して当該新株予約権の新株予約権者に対して交付する当該新株予約権に代わる当該新設合併設立株式会社の新株予約権又は金銭についての次に掲げる事項

(x) if a stock company disappearing in the consolidation-type merger has issued share options, the following matters concerning the share options of the stock company incorporated in the consolidation-type merger or monies that the stock company incorporated in the consolidation-type merger will deliver in lieu of relevant share options to holders of relevant share options at the time of the consolidation-type merger:

イ　当該新設合併消滅株式会社の新株予約権の新株予約権者に対して新設合併設立株式会社の新株予約権を交付するときは、当該新株予約権の内容及び数又はその算定方法

(a) when delivering share options in the stock company incorporated in the

consolidation-type merger to holders of share options in a stock company disappearing in the consolidation-type merger, the description of the features and number of relevant share options, or the method for calculating that number;

ロ　イに規定する場合において、イの新設合併消滅株式会社の新株予約権が新株予約権付社債に付された新株予約権であるときは、新設合併設立株式会社が当該新株予約権付社債についての社債に係る債務を承継する旨並びにその承継に係る社債の種類及び種類ごとの各社債の金額の合計額又はその算定方法

(b) in the case prescribed in (a), if the share options in the stock company disappearing in the consolidation-type merger set forth in (a) are share options attached to bonds with share options, a statement to the effect that the stock company incorporated in the consolidation-type merger will succeed to the obligations relating to the bonds with share options and the description of the classes of the bonds subject to the succession and the total amount for each class of bonds, or the method for calculating that total amount; and

ハ　当該新設合併消滅株式会社の新株予約権の新株予約権者に対して金銭を交付するときは、当該金銭の額又はその算定方法

(c) when delivering monies to holders of share options in a stock company disappearing in the consolidation-type merger, the description of the amount of relevant monies or the method for calculating relevant amount; and

十一　前号に規定する場合には、新設合併消滅株式会社の新株予約権の新株予約権者に対する同号の新設合併設立株式会社の新株予約権又は金銭の割当てに関する事項

(xi) in the case prescribed in the preceding item, matters concerning the allotment of the share options of the stock company incorporated in the consolidation-type merger or monies set forth in that item to holders of share options in the stock company disappearing in the consolidation-type merger.

２　新設合併設立株式会社が監査等委員会設置会社である場合には、前項第四号に掲げる事項は、設立時監査等委員である設立時取締役とそれ以外の設立時取締役とを区別して定めなければならない。

(2) If a stock company incorporated in a consolidation-type merger is a company with audit and supervisory committee, the matters set forth in item (iv) of the preceding paragraph must be prescribed by distinguishing directors at incorporation who are audit and supervisory committee members at incorporation and other directors at incorporation.

３　第一項に規定する場合において、新設合併消滅株式会社の全部又は一部が種類株式発行会社であるときは、新設合併消滅会社は、新設合併消滅株式会社の発行する種類の株式の内容に応じ、同項第七号に掲げる事項（新設合併消滅株式会社の株主に係る事項に限る。次項において同じ。）として次に掲げる事項を定めることができる。

(3) In a case as prescribed in paragraph (1), if all or some of the stock companies

disappearing in the consolidation-type merger are companies with class shares, the companies disappearing in the consolidation-type merger may provide for the following matters in prescribing the matters set forth in item (vii) of that paragraph (limited to matters related to shareholders of the stock companies disappearing in the consolidation-type merger; the same applies in the following paragraph) in accordance with the features of the classes of shares issued by the stock companies disappearing in the consolidation-type merger:

一　ある種類の株式の株主に対して新設合併設立株式会社の株式の割当てをしないこととするときは、その旨及び当該株式の種類

(i) if there is any arrangement that no shares of the stock company incorporated in the consolidation-type merger are allotted to shareholders of a certain class of shares, a statement to that effect and relevant class of shares; and

二　前号に掲げる事項のほか、新設合併設立株式会社の株式の割当てについて株式の種類ごとに異なる取扱いを行うこととするときは、その旨及び当該異なる取扱いの内容

(ii) beyond the matters set forth in the preceding item, if there is any arrangement that each class of shares is to be treated differently with respect to allotment of shares of the stock company incorporated in the consolidation-type merger, a statement to that effect and the details of relevant different treatment.

4　第一項に規定する場合には、同項第七号に掲げる事項についての定めは、新設合併消滅株式会社の株主（新設合併消滅会社及び前項第一号の種類の株式の株主を除く。）の有する株式の数（前項第二号に掲げる事項についての定めがある場合にあっては、各種類の株式の数）に応じて新設合併設立株式会社の株式を交付することを内容とするものでなければならない。

(4) In the case prescribed in paragraph (1), the provisions on the matters set forth in item (vii) of that paragraph must be provisions in which the shares of the stock company incorporated in the consolidation-type merger are delivered in proportion to the number of the shares (or, if there are provisions on the matters set forth in item (ii) of the preceding paragraph, the number of the shares of each class) held by shareholders in any stock company disappearing in the consolidation-type merger (excluding the companies disappearing in the consolidation-type merger and shareholders of the class of shares referred to in item (i) of the preceding paragraph).

5　前二項の規定は、第一項第九号に掲げる事項について準用する。この場合において、前二項中「新設合併設立株式会社の株式」とあるのは、「新設合併設立株式会社の社債等」と読み替えるものとする。

(5) The provisions of the preceding two paragraphs apply mutatis mutandis to paragraph (1), item (ix). In these cases, the phrase "shares of the stock company incorporated in the consolidation-type merger" in the preceding two

paragraphs is deemed to be replaced with "bonds, etc. of the stock company incorporated in the consolidation-type merger".

（株式会社を設立する新設合併の効力の発生等）

(Effectuation of Consolidation-Type Merger by Which a Stock Company Is Incorporated)

第七百五十四条　新設合併設立株式会社は、その成立の日に、新設合併消滅会社の権利義務を承継する。

Article 754 (1) The stock company incorporated in a consolidation-type merger succeeds to the rights and obligations of the companies disappearing in the consolidation-type merger on the day of its formation.

２　前条第一項に規定する場合には、新設合併消滅株式会社の株主又は新設合併消滅持分会社の社員は、新設合併設立株式会社の成立の日に、同項第七号に掲げる事項についての定めに従い、同項第六号の株式の株主となる。

(2) In the case prescribed in paragraph (1) of the preceding Article, the shareholders of any stock company disappearing in the consolidation-type merger or the members of any membership company disappearing in the consolidation-type merger become shareholders of the shares set forth in item (vi) of that paragraph, in accordance with the provisions on the matters set forth in item (vii) of that paragraph, on the day of formation of the stock company incorporated in the consolidation-type merger.

３　次の各号に掲げる場合には、新設合併消滅株式会社の株主又は新設合併消滅持分会社の社員は、新設合併設立株式会社の成立の日に、前条第一項第九号に掲げる事項についての定めに従い、当該各号に定める者となる。

(3) In the cases set forth in the following items, the shareholders of any stock company disappearing in a consolidation-type merger and the members of any membership company disappearing in that consolidation-type merger become the persons specified in each of those items, in accordance with the provisions on the matters set forth in paragraph (1), item (ix) of the preceding Article, on the day of formation of the stock company incorporated in the consolidation-type merger:

一　前条第一項第八号イに掲げる事項についての定めがある場合　同号イの社債の社債権者

(i) if there are provisions on the matters set forth in paragraph (1), item (viii), (a) of the preceding Article: the holders of bonds referred to in (a) of that item;

二　前条第一項第八号ロに掲げる事項についての定めがある場合　同号ロの新株予約権の新株予約権者

(ii) if there are provisions on the matters set forth in paragraph (1), item (viii), (b) of the preceding Article: the holders of share options referred to in (b) of that item; or

三　前条第一項第八号ハに掲げる事項についての定めがある場合　同号ハの新株予約権付社債についての社債の社債権者及び当該新株予約権付社債に付された新株予約権の新株予約権者

(iii) if there are provisions on the matters set forth in paragraph (1), item (viii), (c) of the preceding Article: the holders of bonds constituting bonds with share options referred to in (c) of that item, and holders of the share options attached to those bonds.

４　新設合併消滅株式会社の新株予約権は、新設合併設立株式会社の成立の日に、消滅する。

(4) The share options of a stock company disappearing in a consolidation-type merger are extinguished on the day of formation of the stock company incorporated in the consolidation-type merger.

５　前条第一項第十号イに規定する場合には、新設合併消滅株式会社の新株予約権の新株予約権者は、新設合併設立株式会社の成立の日に、同項第十一号に掲げる事項についての定めに従い、同項第十号イの新設合併設立株式会社の新株予約権の新株予約権者となる。

(5) In the case prescribed in paragraph (1), item (x), (a) of the preceding Article, the holders of share options in the stock company disappearing in the consolidation-type merger, in accordance with the provisions on the matters set forth in item (xi) of that paragraph, become holders of share options of the stock company incorporated in the consolidation-type merger set forth in item (x), (a) of that paragraph on the day of formation of the stock company incorporated in the consolidation-type merger.

第二款　持分会社を設立する新設合併
Subsection 2 Consolidation-Type Merger by Which a Membership Company Is Incorporated

（持分会社を設立する新設合併契約）

(Consolidation-Type Merger Agreement by Which a Membership Company Is Incorporated)

第七百五十五条　二以上の会社が新設合併をする場合において、新設合併設立会社が持分会社であるときは、新設合併契約において、次に掲げる事項を定めなければならない。

Article 755 (1) If two or more companies effect a consolidation-type merger, if the company incorporated in the consolidation-type merger is a membership company, and must prescribe the following matters in the consolidation-type merger agreement:

一　新設合併消滅会社の商号及び住所

(i) the trade names and addresses of the companies disappearing in the consolidation-type merger;

二　持分会社である新設合併設立会社（以下この編において「新設合併設立持分会社」という。）が合名会社、合資会社又は合同会社のいずれであるかの別

(ii) whether the company incorporated in the consolidation-type merger that is a membership company (hereinafter referred to as the "membership company incorporated in the consolidation-type merger" in this Part) is a general partnership company, a limited partnership company, or a limited liability company;

三　新設合併設立持分会社の目的、商号及び本店の所在地

(iii) the purpose, trade name, location of the head office of the membership company incorporated in the consolidation-type merger;

四　新設合併設立持分会社の社員についての次に掲げる事項

(iv) the following matters concerning the members of the membership company incorporated in the consolidation-type merger:

イ　当該社員の氏名又は名称及び住所

(a) the names and addresses of the members;

ロ　当該社員が無限責任社員又は有限責任社員のいずれであるかの別

(b) whether the members are members with unlimited liability or members with limited liability; and

ハ　当該社員の出資の価額

(c) the value of contributions by the members;

五　前二号に掲げるもののほか、新設合併設立持分会社の定款で定める事項

(v) beyond what is set forth in the preceding two items, the matters provided for in the articles of incorporation of the membership company incorporated in the consolidation-type merger;

六　新設合併設立持分会社が新設合併に際して新設合併消滅株式会社の株主又は新設合併消滅持分会社の社員に対してその株式又は持分に代わる当該新設合併設立持分会社の社債を交付するときは、当該社債の種類及び種類ごとの各社債の金額の合計額又はその算定方法

(vi) if the membership company incorporated in the consolidation-type merger is to deliver to shareholders of any stock company disappearing in the consolidation-type merger or to members of any membership company disappearing in the consolidation-type merger bonds of the membership company incorporated in the consolidation-type merger in lieu of the shares or equity interests thereof when effecting the consolidation-type merger, the description of the classes of relevant bonds and the total amount for each class of bonds, or the method for calculating that total amount;

七　前号に規定する場合には、新設合併消滅株式会社の株主（新設合併消滅株式会社を除く。）又は新設合併消滅持分会社の社員に対する同号の社債の割当てに関する事項

(vii) in the case prescribed in the preceding item, matters concerning allotment of bonds set forth in that item to shareholders of any stock company

disappearing in the consolidation-type merger (excluding the stock company disappearing in the consolidation-type merger) or to members of any membership company disappearing in the consolidation-type merger;

八　新設合併消滅株式会社が新株予約権を発行しているときは、新設合併設立持分会社が新設合併に際して当該新株予約権の新株予約権者に対して交付する当該新株予約権に代わる金銭の額又はその算定方法

(viii) if a stock company disappearing in the consolidation-type merger has issued share options, the description of the amount of monies that the membership company incorporated in the consolidation-type merger delivers in lieu of relevant share options to holders of relevant share options at the time of the consolidation-type merger, or the method for calculating that amount;

九　前号に規定する場合には、新設合併消滅株式会社の新株予約権の新株予約権者に対する同号の金銭の割当てに関する事項

(ix) in the case prescribed in the preceding item, matters concerning allotment of monies set forth in that item to holders of share options in the stock company disappearing in the consolidation-type merger.

２　新設合併設立持分会社が合名会社であるときは、前項第四号ロに掲げる事項として、その社員の全部を無限責任社員とする旨を定めなければならない。

(2) If the membership company incorporated in the consolidation-type merger is a general partnership company, it must provide that all of the members are members with unlimited liability in prescribing the matter set forth in item (iv), (b) of the preceding paragraph.

３　新設合併設立持分会社が合資会社であるときは、第一項第四号ロに掲げる事項として、その社員の一部を無限責任社員とし、その他の社員を有限責任社員とする旨を定めなければならない。

(3) If the membership company incorporated in the consolidation-type merger is a limited partnership company, it must provide that some of the members are members with unlimited liability and other members are members with limited liability in prescribing the matter set forth in paragraph (1), item (iv), (b).

４　新設合併設立持分会社が合同会社であるときは、第一項第四号ロに掲げる事項として、その社員の全部を有限責任社員とする旨を定めなければならない。

(4) If the membership company incorporated in a consolidation-type merger is a limited liability company, it must provide that all of the members are members with limited liability in prescribing the matter set forth in paragraph (1), item (iv), (b).

（持分会社を設立する新設合併の効力の発生等）

(Effectuation of Consolidation-Type Merger by Which a Membership Company Is Incorporated)

第七百五十六条　新設合併設立持分会社は、その成立の日に、新設合併消滅会社の権利

義務を承継する。

Article 756 (1) The membership company incorporated in a consolidation-type merger succeeds to the rights and obligations of the companies disappearing in the consolidation-type merger on the day of its formation.

２　前条第一項に規定する場合には、新設合併消滅株式会社の株主又は新設合併消滅持分会社の社員は、新設合併設立持分会社の成立の日に、同項第四号に掲げる事項についての定めに従い、当該新設合併設立持分会社の社員となる。

(2) In the case prescribed in paragraph (1) of the preceding Article, the shareholders of the stock companies disappearing in the consolidation-type merger and the members of the membership companies disappearing in the consolidation-type merger become members of the membership company incorporated in the consolidation-type merger, in accordance with the provisions on the matters set forth in item (iv) of that paragraph, on the day of formation of the membership company incorporated in the consolidation-type merger.

３　前条第一項第六号に掲げる事項についての定めがある場合には、新設合併消滅株式会社の株主又は新設合併消滅持分会社の社員は、新設合併設立持分会社の成立の日に、同項第七号に掲げる事項についての定めに従い、同項第六号の社債の社債権者となる。

(3) If there are provisions on the matter set forth in paragraph (1), item (vi) of the preceding Article, the shareholders of the stock companies disappearing in the consolidation-type merger and the members of the membership companies disappearing in the consolidation-type merger, in accordance with the provisions on the matter set forth in item (vii) of that paragraph, become holders of bonds set forth in item (vi) of that paragraph on the day of formation of the membership company incorporated in the consolidation-type merger.

４　新設合併消滅株式会社の新株予約権は、新設合併設立持分会社の成立の日に、消滅する。

(4) Share options in a stock company disappearing in a consolidation-type merger are extinguished on the day of formation of the membership company incorporated in the consolidation-type merger.

第三章　会社分割
Chapter III Company Split

第一節　吸収分割
Section 1 Absorption-Type Company Split

第一款　通則
Subsection 1 Common Provisions

（吸収分割契約の締結）

(Conclusion of an Absorption-Type Company Split Agreement)

第七百五十七条　会社（株式会社又は合同会社に限る。）は、吸収分割をすることがで

きる。この場合においては、当該会社がその事業に関して有する権利義務の全部又は一部を当該会社から承継する会社（以下この編において「吸収分割承継会社」という。）との間で、吸収分割契約を締結しなければならない。

Article 757 A company (limited to a stock company or a limited liability company) may effect an absorption-type company split. In these cases, the relevant company must conclude an absorption-type company split agreement with the company which succeeds to all or part of the rights and obligations held by relevant company in connection with its business by transfer from relevant company (hereinafter referred to as the "company succeeding in the absorption-type split" in this Part).

第二款　株式会社に権利義務を承継させる吸収分割
Subsection 2 Absorption-Type Company Split Which Causes a Stock Company to Succeed to Rights and Obligations

（株式会社に権利義務を承継させる吸収分割契約）

(Absorption-Type Company Split Agreement Which Causes a Stock Company to Succeed to Rights and Obligations)

第七百五十八条　会社が吸収分割をする場合において、吸収分割承継会社が株式会社であるときは、吸収分割契約において、次に掲げる事項を定めなければならない。

Article 758 If a company effects an absorption-type company split, and the company succeeding in the absorption-type split is a stock company, it must prescribe the following matters in the absorption-type company split agreement:

一　吸収分割をする会社（以下この編において「吸収分割会社」という。）及び株式会社である吸収分割承継会社（以下この編において「吸収分割承継株式会社」という。）の商号及び住所

(i) the trade name and address of the company effecting the absorption-type company split (hereinafter referred to as the "company splitting in the absorption-type split" in this Part) and the stock company that constitutes the company succeeding in the absorption-type split (hereinafter referred to as the "stock company succeeding in the absorption-type split" in this Part);

二　吸収分割承継株式会社が吸収分割により吸収分割会社から承継する資産、債務、雇用契約その他の権利義務（株式会社である吸収分割会社（以下この編において「吸収分割株式会社」という。）及び吸収分割承継株式会社の株式並びに吸収分割株式会社の新株予約権に係る義務を除く。）に関する事項

(ii) matters concerning the assets, obligations, employment agreements, and any other rights and obligations that the stock company succeeding in the absorption-type split succeeds to by transfer from the company splitting in the absorption-type split through the absorption-type split (excluding obligations related to shares of the company splitting in the absorption-type

split that is a stock company (hereinafter referred to as the "stock company splitting in the absorption-type split" in this Part) and of the stock company succeeding in the absorption-type split and to share options of the stock company splitting in the absorption-type split);

三　吸収分割により吸収分割株式会社又は吸収分割承継株式会社の株式を吸収分割承継株式会社に承継させるときは、当該株式に関する事項

(iii) when the stock company succeeding in the absorption-type split succeeds to shares of the stock company splitting in the absorption-type split or of the stock company succeeding in the absorption-type split through the absorption-type company split, matters concerning relevant shares;

四　吸収分割承継株式会社が吸収分割に際して吸収分割会社に対してその事業に関する権利義務の全部又は一部に代わる金銭等を交付するときは、当該金銭等についての次に掲げる事項

(iv) if the stock company succeeding in the absorption-type split is to deliver to the company splitting in the absorption-type split monies, etc. in lieu of all or part of the rights and obligations in connection with the business thereof when effecting the absorption-type company split, the following matters concerning relevant monies, etc.:

イ　当該金銭等が吸収分割承継株式会社の株式であるときは、当該株式の数（種類株式発行会社にあっては、株式の種類及び種類ごとの数）又はその数の算定方法並びに当該吸収分割承継株式会社の資本金及び準備金の額に関する事項

(a) if relevant monies, etc. are shares of the stock company succeeding in the absorption-type split, the description of the number of relevant shares (or, for a company with class shares, the classes of the shares and the number of the shares for each class) or the method for calculating the numbers, and matters concerning the amount of the stated capital and capital reserves of the stock company succeeding in the absorption-type split;

ロ　当該金銭等が吸収分割承継株式会社の社債（新株予約権付社債についてのものを除く。）であるときは、当該社債の種類及び種類ごとの各社債の金額の合計額又はその算定方法

(b) if relevant monies, etc. are bonds of the stock company succeeding in the absorption-type split (excluding those concerning bonds with share options), the description of the classes of relevant bonds and the total amount for each class of bonds, or the method for calculating that total amount;

ハ　当該金銭等が吸収分割承継株式会社の新株予約権（新株予約権付社債に付されたものを除く。）であるときは、当該新株予約権の内容及び数又はその算定方法

(c) if relevant monies, etc. are stock options of the stock company succeeding in the absorption-type split (excluding those attached to bonds with share options), the description of the features and number of relevant share options, or the method for calculating the number;

ニ　当該金銭等が吸収分割承継株式会社の新株予約権付社債であるときは、当該新

株予約権付社債についてのロに規定する事項及び当該新株予約権付社債に付された新株予約権についてのハに規定する事項

(d) if relevant monies, etc. are bonds with share options of the stock company succeeding in the absorption-type split, the matters prescribed in (b) concerning relevant bonds with share options and the matters prescribed in (c) concerning the share options attached to relevant bonds with share options; and

ホ　当該金銭等が吸収分割承継株式会社の株式等以外の財産であるときは、当該財産の内容及び数若しくは額又はこれらの算定方法

(e) if relevant monies, etc. are property other than shares, etc. of the stock company succeeding in the absorption-type split, the description of the features and number or amount of relevant property, or the method for calculating the number or amount;

五　吸収分割承継株式会社が吸収分割に際して吸収分割株式会社の新株予約権の新株予約権者に対して当該新株予約権に代わる当該吸収分割承継株式会社の新株予約権を交付するときは、当該新株予約権についての次に掲げる事項

(v) if the stock company succeeding in the absorption-type split is to deliver to holders of share options of the stock company splitting in the absorption-type split share options of the stock company succeeding in the absorption-type split in lieu of relevant share options at the time of the absorption-type company split, the following matters concerning relevant share options:

イ　当該吸収分割承継株式会社の新株予約権の交付を受ける吸収分割株式会社の新株予約権の新株予約権者の有する新株予約権（以下この編において「吸収分割契約新株予約権」という。）の内容

(a) the description of the features of the share options (hereinafter referred to as "share options under absorption-type company split agreement" in this Part) held by holders of share options of the stock company splitting in the absorption-type split who receive delivery of share options of the stock company succeeding in the absorption-type split;

ロ　吸収分割契約新株予約権の新株予約権者に対して交付する吸収分割承継株式会社の新株予約権の内容及び数又はその算定方法

(b) the description of the features and number of share options of the stock company succeeding in the absorption-type split to be delivered to holders of share options under absorption-type company split agreement, or the method for calculating the number; and

ハ　吸収分割契約新株予約権が新株予約権付社債に付された新株予約権であるときは、吸収分割承継株式会社が当該新株予約権付社債についての社債に係る債務を承継する旨並びにその承継に係る社債の種類及び種類ごとの各社債の金額の合計額又はその算定方法

(c) if share options under absorption-type company split agreement are share options attached to bonds with share options, a statement to the effect that

the stock company succeeding in the absorption-type split will succeed to the obligations relating to bonds regarding the bonds with share options and the description of the classes of the bonds subject to relevant succession and the total amount for each class of bonds, or the method for calculating that total amount;

六　前号に規定する場合には、吸収分割契約新株予約権の新株予約権者に対する同号の吸収分割承継株式会社の新株予約権の割当てに関する事項

(vi) in the case prescribed in the preceding item, matters concerning allotment of the share options of the stock company succeeding in the absorption-type split set forth in that item to holders of share options under absorption-type company split agreement;

七　吸収分割がその効力を生ずる日（以下この節において「効力発生日」という。）

(vii) the day on which the absorption-type company split becomes effective (hereinafter referred to as the "effective day" in this Section);

八　吸収分割株式会社が効力発生日に次に掲げる行為をするときは、その旨

(viii) if the stock company splitting in the absorption-type split conducts any one of the following acts on the effective day, a statement to that effect:

イ　第百七十一条第一項の規定による株式の取得（同項第一号に規定する取得対価が吸収分割承継株式会社の株式（吸収分割株式会社が吸収分割をする前から有するものを除き、吸収分割承継株式会社の株式に準ずるものとして法務省令で定めるものを含む。ロにおいて同じ。）のみであるものに限る。）

(a) acquisition of shares under the provisions of Article 171, paragraph (1) (limited to the case where the consideration for acquisition prescribed in item (i) of that paragraph is only the shares of the stock company succeeding in the absorption-type split (excluding shares that had been held by the stock company splitting in the absorption-type split prior to effecting the absorption-type company split, and including shares prescribed by Ministry of Justice Order as those equivalent to shares of the stock company succeeding in the absorption-type split; the same applies in (b))); or

ロ　剰余金の配当（配当財産が吸収分割承継株式会社の株式のみであるものに限る。）

(b) payment of dividends of surplus (limited to the case where the dividend property is only the shares of the stock company succeeding in the absorption-type split).

（株式会社に権利義務を承継させる吸収分割の効力の発生等）

(Effectuation of an Absorption-Type Company Split Which Causes a Stock Company to Succeed to Rights and Obligations)

第七百五十九条　吸収分割承継株式会社は、効力発生日に、吸収分割契約の定めに従い、吸収分割会社の権利義務を承継する。

Article 759 (1) A stock company succeeding in an absorption-type split succeeds to the rights and obligations of the company splitting in the absorption-type split, in accordance with the provisions of the absorption-type company split agreement, on the effective day.

2　前項の規定にかかわらず、第七百八十九条第一項第二号（第七百九十三条第二項において準用する場合を含む。次項において同じ。）の規定により異議を述べることができる吸収分割会社の債権者であって、第七百八十九条第二項（第三号を除き、第七百九十三条第二項において準用する場合を含む。次項において同じ。）の各別の催告を受けなかったもの（第七百八十九条第三項（第七百九十三条第二項において準用する場合を含む。）に規定する場合にあっては、不法行為によって生じた債務の債権者であるものに限る。次項において同じ。）は、吸収分割契約において吸収分割後に吸収分割会社に対して債務の履行を請求することができないものとされているときであっても、吸収分割会社に対して、吸収分割会社が効力発生日に有していた財産の価額を限度として、当該債務の履行を請求することができる。

(2) Notwithstanding the provisions of the preceding paragraph, if a creditor of the company splitting in the absorption-type split who is able to state an objection pursuant to the provisions of Article 789, paragraph (1), item (ii) (including the case where it is applied mutatis mutandis pursuant to Article 793, paragraph (2); the same applies in the following paragraph) and who has not received the separate notice set forth in Article 789, paragraph (2) (excluding item (iii) and including the case where it is applied mutatis mutandis pursuant to Article 793, paragraph (2); the same applies in the following paragraph) (in the cases prescribed in Article 789, paragraph (3) (including the case where it is applied mutatis mutandis pursuant to Article 793, paragraph (2)), limited to one who is a creditor of the obligation caused by a tort; the same applies in the following paragraph), may request the company splitting in the absorption-type split to perform the obligations to the extent of the value of property held by the company splitting in the absorption-type split on the effective day, even if relevant creditor is not allowed, under the absorption-type company split agreement, to request the company splitting in the absorption-type split to perform the obligations after the absorption-type company split.

3　第一項の規定にかかわらず、第七百八十九条第一項第二号の規定により異議を述べることができる吸収分割会社の債権者であって、同条第二項の各別の催告を受けなかったものは、吸収分割契約において吸収分割後に吸収分割承継株式会社に対して債務の履行を請求することができないものとされているときであっても、吸収分割承継株式会社に対して、承継した財産の価額を限度として、当該債務の履行を請求することができる。

(3) Notwithstanding the provisions of paragraph (1), if a creditor of the company splitting in the absorption-type split who is able to state an objection pursuant to the provisions of Article 789, paragraph (1), item (ii) of and who has not

received the separate notice set forth in paragraph (2) of that Article, may request the stock company succeeding in the absorption-type split to perform the obligations to the extent of the value of property to which it has succeeded, even if relevant creditor is not allowed, under the absorption-type company split agreement, to request the stock company succeeding in the absorption-type split to perform the obligations after the absorption-type company split.

4　第一項の規定にかかわらず、吸収分割会社が吸収分割承継株式会社に承継されない債務の債権者（以下この条において「残存債権者」という。）を害することを知って吸収分割をした場合には、残存債権者は、吸収分割承継株式会社に対して、承継した財産の価額を限度として、当該債務の履行を請求することができる。ただし、吸収分割承継株式会社が吸収分割の効力が生じた時において残存債権者を害することを知らなかったときは、この限りでない。

(4) Notwithstanding the provisions of paragraph (1), if a company splitting in the absorption-type split implemented the absorption-type company split with the knowledge that it would harm creditors (hereinafter in this Article referred to as "remaining creditors") of the obligation that would not be succeeded to a stock company succeeding in the absorption-type split, the remaining creditors may request the performance of the obligation from the stock company succeeding in the absorption-type split to the extent of the value of property to which it has succeeded; provided, however, that this does not apply if the stock company succeeding in the absorption-type split did not know that it would harm remaining creditors when the absorption-type split became effective.

5　前項の規定は、前条第八号に掲げる事項についての定めがある場合には、適用しない。

(5) The provisions of the preceding paragraph do not apply to cases where there are provisions on the matters set forth in item (viii) of the preceding Article.

6　吸収分割承継株式会社が第四項の規定により同項の債務を履行する責任を負う場合には、当該責任は、吸収分割会社が残存債権者を害することを知って吸収分割をしたことを知った時から二年以内に請求又は請求の予告をしない残存債権者に対しては、その期間を経過した時に消滅する。効力発生日から十年を経過したときも、同様とする。

(6) If a stock company succeeding in the absorption-type split is liable to perform the obligation set forth in paragraph (4) pursuant to the provisions of the same paragraph, the liabilities are extinguished in relation to a remaining creditor who does not demand the performance or does not give an advance notice of the demand within two years from when the remaining creditor comes to know that the company splitting in the absorption-type split implemented the absorption-type company split with the knowledge that it would harm remaining creditors, when that period elapses. The same applies when ten years elapses from the effective day.

7　吸収分割会社について破産手続開始の決定、再生手続開始の決定又は更生手続開始

の決定があったときは、残存債権者は、吸収分割承継株式会社に対して第四項の規定による請求をする権利を行使することができない。

(7) When an order of commencement of bankruptcy proceedings, order of commencement of rehabilitation proceedings, or order of commencement of reorganization proceedings is made with regard to a company splitting in the absorption-type split, remaining creditors may not exercise the right to make a request pursuant to the provisions of paragraph (4) from a stock company succeeding in the absorption-type split.

8　次の各号に掲げる場合には、吸収分割会社は、効力発生日に、吸収分割契約の定めに従い、当該各号に定める者となる。

(8) In the cases set forth in the following items, the company splitting in an absorption-type split becomes the persons specified in each of those items, in accordance with the provisions of the absorption-type company split agreement, on the effective day:

一　前条第四号イに掲げる事項についての定めがある場合　同号イの株式の株主

(i) if there are provisions on the matters set forth in item (iv), (a) of the preceding Article: the holders of shares referred to in (a) of that item;

二　前条第四号ロに掲げる事項についての定めがある場合　同号ロの社債の社債権者

(ii) if there are provisions on the matters set forth in item (iv), (b) of the preceding Article: the holders of bonds referred to in (b) of that item;

三　前条第四号ハに掲げる事項についての定めがある場合　同号ハの新株予約権の新株予約権者

(iii) if there are provisions on the matters set forth in item (iv), (c) of the preceding Article: the holders of share options referred to in (c) of that item; or

四　前条第四号ニに掲げる事項についての定めがある場合　同号ニの新株予約権付社債についての社債の社債権者及び当該新株予約権付社債に付された新株予約権の新株予約権者

(iv) if there are provisions on the matters set forth in item (iv), (d) of the preceding Article: the holders of bonds constituting bonds with share options referred to in (d) of that item, and holders of the share options attached to those bonds.

9　前条第五号に規定する場合には、効力発生日に、吸収分割契約新株予約権は、消滅し、当該吸収分割契約新株予約権の新株予約権者は、同条第六号に掲げる事項についての定めに従い、同条第五号ロの吸収分割承継株式会社の新株予約権の新株予約権者となる。

(9) In the case prescribed in item (v) of the preceding Article, the share options under absorption-type company split agreement are extinguished and holders of the share options under absorption-type company split agreement become holders of the share options of the stock company succeeding in the absorption-type split set forth in item (v), (b) of that Article, in accordance with the

provisions on the matters set forth in item (vi) of that Article, on the effective day.

１０　前各項の規定は、第七百八十九条（第一項第三号及び第二項第三号を除き、第七百九十三条第二項において準用する場合を含む。）若しくは第七百九十九条の規定による手続が終了していない場合又は吸収分割を中止した場合には、適用しない。

(10) The provisions of the preceding paragraphs do not apply if procedures under the provisions of Article 789 (excluding paragraph (1), item (iii) and paragraph (2), item (iii), and including the case where it is applied mutatis mutandis pursuant to Article 793, paragraph (2)) or Article 799 are not completed yet or where the absorption-type company split is cancelled.

第三款　持分会社に権利義務を承継させる吸収分割
Subsection 3 Absorption-Type Company Split Which Causes a Membership Company to Succeed to Rights and Obligations

（持分会社に権利義務を承継させる吸収分割契約）

(Absorption-Type Company Split Agreement Which Causes a Membership Company to Succeed to Rights and Obligations)

第七百六十条　会社が吸収分割をする場合において、吸収分割承継会社が持分会社であるときは、吸収分割契約において、次に掲げる事項を定めなければならない。

Article 760 If a company effects an absorption-type company split, if the company succeeding in the absorption-type split is a membership company, it must prescribe the following matters in the absorption-type company split agreement:

一　吸収分割会社及び持分会社である吸収分割承継会社（以下この節において「吸収分割承継持分会社」という。）の商号及び住所

(i) the trade name and address of the company splitting in the absorption-type split and the membership company that constitutes the company succeeding in the absorption-type split (hereinafter referred to as the "membership company succeeding in the absorption-type split" in this Section);

二　吸収分割承継持分会社が吸収分割により吸収分割会社から承継する資産、債務、雇用契約その他の権利義務（吸収分割株式会社の株式及び新株予約権に係る義務を除く。）に関する事項

(ii) matters concerning the assets, obligations, employment agreements, and any other rights and obligations that the membership company succeeding in the absorption-type split succeeds to by transfer from the company splitting in the absorption-type split through the absorption-type company split (excluding obligations related to shares of the stock company splitting in the absorption-type split);

三　吸収分割により吸収分割株式会社の株式を吸収分割承継持分会社に承継させるときは、当該株式に関する事項

(iii) when the membership company succeeding in the absorption-type split succeeds to shares of the stock company splitting in the absorption-type split through the absorption-type company split, matters concerning relevant shares;

四　吸収分割会社が吸収分割に際して吸収分割承継持分会社の社員となるときは、次のイからハまでに掲げる吸収分割承継持分会社の区分に応じ、当該イからハまでに定める事項

(iv) if the company splitting in the absorption-type split is to become a member of the membership company succeeding in the absorption-type split when effecting the absorption-type company split, the matters provided for in (a) through (c) below for the categories of membership company succeeding in the absorption-type split set forth respectively therein:

イ　合名会社　当該社員の氏名又は名称及び住所並びに出資の価額

(a) general partnership company: the name and address of the member and the value of the contribution by the member;

ロ　合資会社　当該社員の氏名又は名称及び住所、当該社員が無限責任社員又は有限責任社員のいずれであるかの別並びに当該社員の出資の価額

(b) limited partnership company: the name and address of the member, whether the member is a member with unlimited liability or a member with limited liability, and the value of the contribution by the member; or

ハ　合同会社　当該社員の氏名又は名称及び住所並びに出資の価額

(c) limited liability company: the name and address of the member and the value of the contribution by the member;

五　吸収分割承継持分会社が吸収分割に際して吸収分割会社に対してその事業に関する権利義務の全部又は一部に代わる金銭等（吸収分割承継持分会社の持分を除く。）を交付するときは、当該金銭等についての次に掲げる事項

(v) if the membership company succeeding in the absorption-type split is to deliver to the company splitting in the absorption-type split monies, etc. (excluding the equity interests of the membership company succeeding in the absorption-type split) in lieu of all or part of the rights and obligations in connection with the business thereof when effecting the absorption-type company split, the following matters concerning relevant monies, etc.:

イ　当該金銭等が吸収分割承継持分会社の社債であるときは、当該社債の種類及び種類ごとの各社債の金額の合計額又はその算定方法

(a) if relevant monies, etc. are bonds of the membership company succeeding in the absorption-type split, the description of the classes of relevant bonds and the total amount for each class of bonds, or the method for calculating that total amount; or

ロ　当該金銭等が吸収分割承継持分会社の社債以外の財産であるときは、当該財産の内容及び数若しくは額又はこれらの算定方法

(b) if relevant monies, etc. are property other than bonds of the membership

company succeeding in the absorption-type split, the description of the features and number or amount of relevant property, or the method for calculating the number or amount;

六　効力発生日

(vi) the effective day;

七　吸収分割株式会社が効力発生日に次に掲げる行為をするときは、その旨

(vii) if the stock company splitting in the absorption-type split conducts any one of the following acts on the effective day, a statement to that effect:

イ　第百七十一条第一項の規定による株式の取得（同項第一号に規定する取得対価が吸収分割承継持分会社の持分（吸収分割株式会社が吸収分割をする前から有するものを除き、吸収分割承継持分会社の持分に準ずるものとして法務省令で定めるものを含む。ロにおいて同じ。）のみであるものに限る。）

(a) acquisition of shares under the provisions of Article 171, paragraph (1) (limited to the case where the consideration for acquisition prescribed in item (i) of that paragraph is only equity interests of the membership company succeeding in the absorption-type split (excluding equity interests that had been held by the stock company splitting in the absorption-type split prior to effecting the absorption-type company split, and including shares prescribed by Ministry of Justice Order as those equivalent to equity interests of the membership company succeeding in the absorption-type split; the same applies in (b))); or

ロ　剰余金の配当（配当財産が吸収分割承継持分会社の持分のみであるものに限る。）

(b) payment of dividends of surplus (limited to the case where the dividend property is only equity interests of the membership company succeeding in the absorption-type split).

（持分会社に権利義務を承継させる吸収分割の効力の発生等）

(Effectuation of an Absorption-Type Company Split Which Causes a Membership Company to Succeed to Rights and Obligations)

第七百六十一条　吸収分割承継持分会社は、効力発生日に、吸収分割契約の定めに従い、吸収分割会社の権利義務を承継する。

Article 761 (1) A membership company succeeding in an absorption-type split succeeds to the rights and obligations of the company splitting in the absorption-type split, in accordance with the provisions of the absorption-type company split agreement, on the effective day.

２　前項の規定にかかわらず、第七百八十九条第一項第二号（第七百九十三条第二項において準用する場合を含む。次項において同じ。）の規定により異議を述べることができる吸収分割会社の債権者であって、第七百八十九条第二項（第三号を除き、第七百九十三条第二項において準用する場合を含む。次項において同じ。）の各別の催告を受けなかったもの（第七百八十九条第三項（第七百九十三条第二項において準用す

る場合を含む。）に規定する場合にあっては、不法行為によって生じた債務の債権者であるものに限る。次項において同じ。）は、吸収分割契約において吸収分割後に吸収分割会社に対して債務の履行を請求することができないものとされているときであっても、吸収分割会社に対して、吸収分割会社が効力発生日に有していた財産の価額を限度として、当該債務の履行を請求することができる。

(2) Notwithstanding the provisions of the preceding paragraph, if a creditor of the company splitting in an absorption-type split who is able to state an objection pursuant to the provisions of Article 789, paragraph (1), item (ii) (including the case where it is applied mutatis mutandis pursuant to Article 793, paragraph (2); the same applies in the following paragraph) and who has not received the separate notice set forth in Article 789, paragraph (2) (excluding item (iii) and including the case where it is applied mutatis mutandis pursuant to Article 793, paragraph (2); the same applies in the following paragraph) (in the cases prescribed in Article 789, paragraph (3) (including the case where it is applied mutatis mutandis pursuant to Article 793, paragraph (2)), limited to one who is a creditor of the obligation caused by a tort; the same applies in the following paragraph), may request the company splitting in the absorption-type split to perform the obligations to the extent of the value of property held by the company splitting in the absorption-type split on the effective day, even if that creditor is not allowed, under the Absorption-type company split agreement, to request the company splitting in the absorption-type split to perform the obligations after the Absorption-type company split.

３　第一項の規定にかかわらず、第七百八十九条第一項第二号の規定により異議を述べることができる吸収分割会社の債権者であって、同条第二項の各別の催告を受けなかったものは、吸収分割契約において吸収分割後に吸収分割承継持分会社に対して債務の履行を請求することができないものとされているときであっても、吸収分割承継持分会社に対して、承継した財産の価額を限度として、当該債務の履行を請求することができる。

(3) Notwithstanding the provisions of paragraph (1), if a creditor of the company splitting in the absorption-type split who is able to state an objection pursuant to the provisions of Article 789, paragraph (1), item (ii) and who has not received the separate notice set forth in paragraph (2) of that Article, may request the membership company succeeding in the absorption-type split to perform the obligations to the extent of the value of property to which it has succeeded, even if that creditor is not allowed, under the absorption-type company split agreement, to request the membership company succeeding in the absorption-type split to perform the obligations after the absorption-type company split.

４　第一項の規定にかかわらず、吸収分割会社が吸収分割承継持分会社に承継されない債務の債権者（以下この条において「残存債権者」という。）を害することを知って

吸収分割をした場合には、残存債権者は、吸収分割承継持分会社に対して、承継した財産の価額を限度として、当該債務の履行を請求することができる。ただし、吸収分割承継持分会社が吸収分割の効力が生じた時において残存債権者を害することを知らなかったときは、この限りでない。

(4) Notwithstanding the provisions of paragraph (1), if a company splitting in the absorption-type split implemented an absorption-type company split with the knowledge that it would harm creditors (hereinafter referred to as "remaining creditors") of the obligation that would not be succeeded to a membership company succeeding in the absorption-type split, the remaining creditors may request the performance of the obligation from the membership company succeeding in the absorption-type split to the extent of the value of property to which it has succeeded; provided, however, that this does not apply if the membership company succeeding in the absorption-type split did not know that it would harm remaining creditors when the absorption-type company split became effective.

5　前項の規定は、前条第七号に掲げる事項についての定めがある場合には、適用しない。

(5) The provisions of the preceding paragraph do not apply to cases where there are provisions on the matters set forth in item (vii) of the preceding Article.

6　吸収分割承継持分会社が第四項の規定により同項の債務を履行する責任を負う場合には、当該責任は、吸収分割会社が残存債権者を害することを知って吸収分割をしたことを知った時から二年以内に請求又は請求の予告をしない残存債権者に対しては、その期間を経過した時に消滅する。効力発生日から十年を経過したときも、同様とする。

(6) If a membership company succeeding in the absorption-type split is liable to perform the obligation set forth in paragraph (4) pursuant to the provisions of the same paragraph, the liabilities are extinguished in relation to a remaining creditor who does not demand the performance or does not give advance notice of the demand within two years from when the remaining creditor comes to know that the company splitting in the absorption-type split implemented the absorption-type company split with the knowledge that it would harm remaining creditors, when that period elapses. The same applies to when ten years elapses from the effective day.

7　吸収分割会社について破産手続開始の決定、再生手続開始の決定又は更生手続開始の決定があったときは、残存債権者は、吸収分割承継持分会社に対して第四項の規定による請求をする権利を行使することができない。

(7) When an order of commencement of bankruptcy proceedings, order of commencement of rehabilitation proceedings, or order of commencement of reorganization proceedings is made with regard to a company splitting in the absorption-type split, remaining creditors may not exercise the right to make a request pursuant to the provisions of paragraph (4) from a membership

company succeeding in the absorption-type split.

８　前条第四号に規定する場合には、吸収分割会社は、効力発生日に、同号に掲げる事項についての定めに従い、吸収分割承継持分会社の社員となる。この場合においては、吸収分割承継持分会社は、効力発生日に、同号の社員に係る定款の変更をしたものとみなす。

(8) In the case prescribed in item (iv) of the preceding Article, the company splitting in the absorption-type split, in accordance with the provisions on the matters set forth in that item, becomes a member of the membership company succeeding in the absorption-type split on the effective day. In these cases, the membership company succeeding in the absorption-type split is deemed to have effected changes to the articles of incorporation relating to the member set forth in that item on the effective day.

９　前条第五号イに掲げる事項についての定めがある場合には、吸収分割会社は、効力発生日に、吸収分割契約の定めに従い、同号イの社債の社債権者となる。

(9) If there are provisions on the matter set forth in item (v), (a) of the preceding Article, the company splitting in the absorption-type split, in accordance with the provisions of the absorption-type company split agreement, becomes holders of bonds referred to in (a) of that item on the effective day.

１０　前各項の規定は、第七百八十九条（第一項第三号及び第二項第三号を除き、第七百九十三条第二項において準用する場合を含む。）若しくは第八百二条第二項において準用する第七百九十九条（第二項第三号を除く。）の規定による手続が終了していない場合又は吸収分割を中止した場合には、適用しない。

(10) The provisions of the preceding paragraphs do not apply if procedures under the provisions of Article 789 (excluding paragraph (1), item (iii) and paragraph (2), item (iii), and including the case where it is applied mutatis mutandis pursuant to Article 793, paragraph (2)) or Article 799 (excluding paragraph (2), item (iii)) as applied mutatis mutandis pursuant to Article 802, paragraph (2) are not completed yet or where the absorption-type merger is cancelled.

第二節　新設分割
Section 2 Incorporation-Type Company Split

第一款　通則
Subsection 1 Common Provisions

（新設分割計画の作成）

(Preparation of an Incorporation-Type Company Split Plan)

第七百六十二条　一又は二以上の株式会社又は合同会社は、新設分割をすることができる。この場合においては、新設分割計画を作成しなければならない。

Article 762 (1) One or multiple stock companies or limited liability companies may effect an incorporation-type company split. In these cases, those companies must prepare an incorporation-type company split plan.

２　二以上の株式会社又は合同会社が共同して新設分割をする場合には、当該二以上の株式会社又は合同会社は、共同して新設分割計画を作成しなければならない。

(2) If two or more stock companies or limited liability companies jointly effect an incorporation-type company split, those two or more stock companies or limited liability companies must prepare an incorporation-type company split plan jointly.

第二款　株式会社を設立する新設分割
Subsection 2 Incorporation-Type Company Split by Which a Stock Company Is Incorporated

（株式会社を設立する新設分割計画）

(Incorporation-Type Company Split Plan by Which a Stock Company Is Incorporated)

第七百六十三条　一又は二以上の株式会社又は合同会社が新設分割をする場合において、新設分割により設立する会社（以下この編において「新設分割設立会社」という。）が株式会社であるときは、新設分割計画において、次に掲げる事項を定めなければならない。

Article 763 (1) If one or multiple stock companies or limited liability companies effect an incorporation-type company split, if the company that is incorporated in the incorporation-type company split (hereinafter referred to as the "company incorporated in the incorporation-type split" in this Part) is a stock company, those companies must prescribe the following matters in the incorporation-type company split plan:

一　株式会社である新設分割設立会社（以下この編において「新設分割設立株式会社」という。）の目的、商号、本店の所在地及び発行可能株式総数

(i) the purpose, trade name, location of the head office, and the total number of authorized shares of the stock company that constitutes the company incorporated in the incorporation-type split (hereinafter referred to as the "stock company incorporated in the incorporation-type split" in this Part);

二　前号に掲げるもののほか、新設分割設立株式会社の定款で定める事項

(ii) beyond what is set forth in the preceding item, the matters provided for in the articles of incorporation of the stock company incorporated in the incorporation-type split;

三　新設分割設立株式会社の設立時取締役の氏名

(iii) the names of the directors at incorporation of the stock company incorporated in the incorporation-type split;

四　次のイからハまでに掲げる場合の区分に応じ、当該イからハまでに定める事項

(iv) the matters provided for in (a) through (c) below for the categories of cases set forth respectively therein:

イ　新設分割設立株式会社が会計参与設置会社である場合　新設分割設立株式会社

の設立時会計参与の氏名又は名称

(a) if the stock company incorporated in the incorporation-type split is a company with accounting advisor: the name of the accounting advisor at incorporation of the stock company incorporated in the incorporation-type split;

ロ　新設分割設立株式会社が監査役設置会社（監査役の監査の範囲を会計に関するものに限定する旨の定款の定めがある株式会社を含む。）である場合　新設分割設立株式会社の設立時監査役の氏名

(b) if the stock company incorporated in the incorporation-type split is a company with company auditor (including any stock company the articles of incorporation of which provide that the scope of the audit by its company auditor is limited to an audit related to accounting): the name of the company auditor at incorporation of the stock company incorporated in the incorporation-type split; and

ハ　新設分割設立株式会社が会計監査人設置会社である場合　新設分割設立株式会社の設立時会計監査人の氏名又は名称

(c) if the stock company incorporated in the incorporation-type split is a company with financial auditor: the name of the financial auditor at incorporation of the stock company incorporated in the incorporation-type split;

五　新設分割設立株式会社が新設分割により新設分割をする会社（以下この編において「新設分割会社」という。）から承継する資産、債務、雇用契約その他の権利義務（株式会社である新設分割会社（以下この編において「新設分割株式会社」という。）の株式及び新株予約権に係る義務を除く。）に関する事項

(v) matters concerning the assets, obligations, employment agreements, and any other rights and obligations that the stock company incorporated in the incorporation-type split succeeds to by transfer from the company effecting the incorporation-type company split (hereinafter referred to as the "company splitting in the incorporation-type split" in this Part) through the incorporation-type company split (excluding obligations regarding shares and share options of the company splitting in the incorporation-type split that is a stock company (hereinafter referred to as the "stock company splitting in the Incorporation-type split" in this Part));

六　新設分割設立株式会社が新設分割に際して新設分割会社に対して交付するその事業に関する権利義務の全部又は一部に代わる当該新設分割設立株式会社の株式の数（種類株式発行会社にあっては、株式の種類及び種類ごとの数）又はその数の算定方法並びに当該新設分割設立株式会社の資本金及び準備金の額に関する事項

(vi) the number of shares (or, for a company with class shares, the classes of the shares and the number of the shares for each class) of the stock company incorporated in the incorporation-type split to be delivered by the stock company incorporated in the incorporation-type split to the company

splitting in the incorporation-type split in lieu of all or part of the rights and obligations in connection with the business thereof when effecting the incorporation-type company split, or the method for calculating the numbers, and matters concerning the amount of the stated capital and capital reserves of the stock company incorporated in the incorporation-type split;

七　二以上の株式会社又は合同会社が共同して新設分割をするときは、新設分割会社に対する前号の株式の割当てに関する事項

(vii) if two or more stock companies or limited liability companies are to jointly effect the incorporation-type company split, matters concerning allotment of the shares set forth in the preceding item to the company splitting in the incorporation-type split;

八　新設分割設立株式会社が新設分割に際して新設分割会社に対してその事業に関する権利義務の全部又は一部に代わる当該新設分割設立株式会社の社債等を交付するときは、当該社債等についての次に掲げる事項

(viii) if the stock company incorporated in the incorporation-type split is to deliver to shareholders of a company splitting in the incorporation-type split bonds, etc. of the stock company incorporated in the incorporation-type split in lieu of all or part of the rights and obligations in connection with the business thereof when effecting the incorporation-type company split, the following matters concerning the relevant bonds, etc.:

イ　当該社債等が新設分割設立株式会社の社債（新株予約権付社債についてのものを除く。）であるときは、当該社債の種類及び種類ごとの各社債の金額の合計額又はその算定方法

(a) if relevant bonds, etc. are bonds of the stock company incorporated in the incorporation-type split (excluding those concerning bonds with share options), the description of the classes of relevant bonds and the total amount for each class of bonds, or the method for calculating that total amount;

ロ　当該社債等が新設分割設立株式会社の新株予約権（新株予約権付社債に付されたものを除く。）であるときは、当該新株予約権の内容及び数又はその算定方法

(b) if relevant bonds, etc. are share options of the stock company incorporated in the incorporation-type split (excluding those attached to bonds with share options), the description of the features and number of relevant share options, or the method for calculating the number; or

ハ　当該社債等が新設分割設立株式会社の新株予約権付社債であるときは、当該新株予約権付社債についてのイに規定する事項及び当該新株予約権付社債に付された新株予約権についてのロに規定する事項

(c) if relevant bonds, etc. are bonds with share options of the stock company incorporated in the incorporation-type split, the matters prescribed in (a) concerning relevant bonds with share options and the matters prescribed in (b) concerning the share options attached to relevant bonds with share

options;

九　前号に規定する場合において、二以上の株式会社又は合同会社が共同して新設分割をするときは、新設分割会社に対する同号の社債等の割当てに関する事項

(ix) in the case prescribed in the preceding item, if two or more stock companies or limited liability companies are to jointly effect the incorporation-type company split, matters concerning allotment of bonds, etc. set forth in that item to the company splitting in the incorporation-type split;

十　新設分割設立株式会社が新設分割に際して新設分割株式会社の新株予約権の新株予約権者に対して当該新株予約権に代わる当該新設分割設立株式会社の新株予約権を交付するときは、当該新株予約権についての次に掲げる事項

(x) if the stock company incorporated in the incorporation-type split is to deliver to holders of share options of the stock company splitting in the incorporation-type split share options of the stock company incorporated in the incorporation-type split in lieu of relevant share options at the time of the incorporation-type company split, the following matters concerning relevant share options:

イ　当該新設分割設立株式会社の新株予約権の交付を受ける新設分割株式会社の新株予約権の新株予約権者の有する新株予約権（以下この編において「新設分割計画新株予約権」という。）の内容

(a) the description of the features of the share options (hereinafter referred to as the "share options in the incorporation-type split plan" in this Part) held by holders of share options of the stock company splitting in the incorporation-type split who will receive delivery of share options of the stock company incorporated in the incorporation-type split;

ロ　新設分割計画新株予約権の新株予約権者に対して交付する新設分割設立株式会社の新株予約権の内容及び数又はその算定方法

(b) the description of the features and number of the share options of the stock company incorporated in the incorporation-type split to be delivered to holders of share options in the incorporation-type split plan, or the method for calculating the number; and

ハ　新設分割計画新株予約権が新株予約権付社債に付された新株予約権であるときは、新設分割設立株式会社が当該新株予約権付社債についての社債に係る債務を承継する旨並びにその承継に係る社債の種類及び種類ごとの各社債の金額の合計額又はその算定方法

(c) if the share options in the incorporation-type split plan are share options attached to bonds with share options, a statement to the effect that the stock company incorporated in the incorporation-type split will succeed to the obligations relating to bonds regarding to the bonds with share options and the description of the classes of the bonds subject to that succession and the total amount for each class of bonds, or the method for calculating that total amount;

十一　前号に規定する場合には、新設分割計画新株予約権の新株予約権者に対する同号の新設分割設立株式会社の新株予約権の割当てに関する事項

(xi) in the case prescribed in the preceding item, matters concerning allotment of the share options of the stock company incorporated in the incorporation-type split set forth in that item to holders of share options in the incorporation-type split plan; and

十二　新設分割株式会社が新設分割設立株式会社の成立の日に次に掲げる行為をするときは、その旨

(xii) if the stock company splitting in the incorporation-type split conducts any one of the following acts on the day of formation of the stock company incorporated in the incorporation-type split, a statement to that effect:

イ　第百七十一条第一項の規定による株式の取得（同項第一号に規定する取得対価が新設分割設立株式会社の株式（これに準ずるものとして法務省令で定めるものを含む。ロにおいて同じ。）のみであるものに限る。）

(a) acquisition of shares under the provisions of Article 171, paragraph (1) (limited to the case where the consideration for acquisition prescribed in item (i) of that paragraph is only shares of the stock company incorporated in the incorporation-type split (including shares prescribed by Ministry of Justice Order as those equivalent thereto; the same applies in (b))); or

ロ　剰余金の配当（配当財産が新設分割設立株式会社の株式のみであるものに限る。）

(b) payment of dividends of surplus (limited to the case where the dividend property is only shares of the stock company incorporated in the incorporation-type split).

２　新設分割設立株式会社が監査等委員会設置会社である場合には、前項第三号に掲げる事項は、設立時監査等委員である設立時取締役とそれ以外の設立時取締役とを区別して定めなければならない。

(2) If a stock company incorporated in the incorporation-type split is a company with audit and supervisory committee, the matters set forth in item (iii) of the preceding paragraph must be determined by distinguishing directors at incorporation who are audit and supervisory committee members at incorporation and other directors at incorporation.

（株式会社を設立する新設分割の効力の発生等）

(Effectuation of an Incorporation-Type Company Split by Which a Stock Company Is Incorporated)

第七百六十四条　新設分割設立株式会社は、その成立の日に、新設分割計画の定めに従い、新設分割会社の権利義務を承継する。

Article 764 (1) A stock company incorporated in the incorporation-type split succeeds to the rights and obligations of the company splitting in the incorporation-type split, in accordance with the provisions of the incorporation-

type company split plan, on the day of its formation.

2　前項の規定にかかわらず、第八百十条第一項第二号（第八百十三条第二項において準用する場合を含む。次項において同じ。）の規定により異議を述べることができる新設分割会社の債権者であって、第八百十条第二項（第三号を除き、第八百十三条第二項において準用する場合を含む。次項において同じ。）の各別の催告を受けなかったもの（第八百十条第三項（第八百十三条第二項において準用する場合を含む。）に規定する場合にあっては、不法行為によって生じた債務の債権者であるものに限る。次項において同じ。）は、新設分割計画において新設分割後に新設分割会社に対して債務の履行を請求することができないものとされているときであっても、新設分割会社に対して、新設分割会社が新設分割設立株式会社の成立の日に有していた財産の価額を限度として、当該債務の履行を請求することができる。

(2) Notwithstanding the provisions of the preceding paragraph, if a creditor of the company splitting in the incorporation-type split who is able to state an objection pursuant to the provisions of Article 811, paragraph (1), item (ii) (including the case where it is applied mutatis mutandis pursuant to Article 813, paragraph (2); the same applies in the following paragraph) and who has not received the separate notice set forth in Article 810, paragraph (2) (excluding item (iii) and including the case where it is applied mutatis mutandis pursuant to Article 813, paragraph (2); the same applies in the following paragraph) (in the cases prescribed in Article 810, paragraph (3) (including the case where it is applied mutatis mutandis pursuant to Article 813, paragraph (2)), limited to one who is a creditor of the obligation caused by a tort; the same applies in the following paragraph), may request the company splitting in the incorporation-type split to perform the obligations to the extent of the value of property held by the company splitting in the incorporation-type split on the day of formation of the stock company incorporated in the incorporation-type split, even if that creditor is not allowed, under the incorporation-type company split plan, to request the company splitting in the incorporation-type split plan to perform the obligations after the incorporation-type company split.

3　第一項の規定にかかわらず、第八百十条第一項第二号の規定により異議を述べることができる新設分割会社の債権者であって、同条第二項の各別の催告を受けなかったものは、新設分割計画において新設分割後に新設分割設立株式会社に対して債務の履行を請求することができないものとされているときであっても、新設分割設立株式会社に対して、承継した財産の価額を限度として、当該債務の履行を請求することができる。

(3) Notwithstanding the provisions of paragraph (1), if a creditor of the company splitting in the incorporation-type split who is able to state an objection pursuant to the provisions of Article 810, paragraph (1), item (ii) and who has not received the separate notice set forth in paragraph (2) of that Article, may request the stock company incorporated in the incorporation-type split to

perform the obligations to the extent of the value of property to which it has succeeded, even if that creditor is not allowed, under the incorporation-type company split plan, to request the stock company incorporated in the incorporation-type split to perform the obligations after the incorporation-type company split.

4　第一項の規定にかかわらず、新設分割会社が新設分割設立株式会社に承継されない債務の債権者（以下この条において「残存債権者」という。）を害することを知って新設分割をした場合には、残存債権者は、新設分割設立株式会社に対して、承継した財産の価額を限度として、当該債務の履行を請求することができる。

(4) Notwithstanding the provisions of paragraph (1), if a company splitting in the incorporation-type split implemented the incorporation-type company split with the knowledge that it would harm creditors (hereinafter in this Article referred to as "remaining creditors") of the obligation that will not be succeeded to a stock company incorporated in the incorporation-type split, the remaining creditors may request performance of the obligation from the stock company incorporated in the incorporation-type split to the extent of the value of property to which it has succeeded.

5　前項の規定は、前条第一項第十二号に掲げる事項についての定めがある場合には、適用しない。

(5) The provisions of the preceding paragraph do not apply to cases where there are provisions on the matters set forth in paragraph (1), item (xii) of the preceding Article.

6　新設分割設立株式会社が第四項の規定により同項の債務を履行する責任を負う場合には、当該責任は、新設分割会社が残存債権者を害することを知って新設分割をしたことを知った時から二年以内に請求又は請求の予告をしない残存債権者に対しては、その期間を経過した時に消滅する。新設分割設立株式会社の成立の日から十年を経過したときも、同様とする。

(6) If a stock company incorporated in the incorporation-type split is liable to perform the obligation set forth in paragraph (4), the liabilities are extinguished in relation to remaining creditors who do not demand the performance or do not give advance notice of their demand within two years from when they come to know that the company splitting in the incorporation-type split implemented the incorporation-type split with the knowledge that it would harm remaining creditors, when that period elapses. The same applies when ten years elapses from the day of the formation of the stock company incorporated in the incorporation-type split.

7　新設分割会社について破産手続開始の決定、再生手続開始の決定又は更生手続開始の決定があったときは、残存債権者は、新設分割設立株式会社に対して第四項の規定による請求をする権利を行使することができない。

(7) When an order of commencement of bankruptcy proceedings, order of commencement of rehabilitation proceedings, or order of commencement of

reorganization proceedings is made with regard to a company splitting in the incorporation-type split, remaining creditors may not exercise the right to make a request pursuant to the provisions of paragraph (4) from a stock company incorporated in the incorporation-type split.

８　前条第一項に規定する場合には、新設分割会社は、新設分割設立株式会社の成立の日に、新設分割計画の定めに従い、同項第六号の株式の株主となる。

(8) In the case prescribed in paragraph (1) of the preceding Article, the company splitting in the incorporation-type split becomes a shareholder of shares set forth in item (vi) of the same paragraph, in accordance with the provisions of the incorporation-type company split plan, on the day of formation of the stock company incorporated in the incorporation-type split.

９　次の各号に掲げる場合には、新設分割会社は、新設分割設立株式会社の成立の日に、新設分割計画の定めに従い、当該各号に定める者となる。

(9) In the cases set forth in the following items, the company splitting in the incorporation-type split becomes the person specified in each of those items, in accordance with the provisions on the incorporation-type company split plan, on the day of formation of the stock company incorporated in the incorporation-type split:

一　前条第一項第八号イに掲げる事項についての定めがある場合　同号イの社債の社債権者

(i) if there are provisions on the matters set forth paragraph (1), item (viii), (a) of the preceding Article: the holders of bonds referred to in (a) of that item;

二　前条第一項第八号ロに掲げる事項についての定めがある場合　同号ロの新株予約権の新株予約権者

(ii) if there are provisions on the matters set forth paragraph (1), item (viii), (b) of the preceding Article: the holders of share options referred to in (b) of that item; or

三　前条第一項第八号ハに掲げる事項についての定めがある場合　同号ハの新株予約権付社債についての社債の社債権者及び当該新株予約権付社債に付された新株予約権の新株予約権者

(iii) if there are provisions on the matters set forth in paragraph (1), item (viii), (c) of the preceding Article: the holders of bonds constituting bonds with share options referred to in (c) of that item, and holders of the share options attached to those bonds.

１０　二以上の株式会社又は合同会社が共同して新設分割をする場合における前二項の規定の適用については、第八項中「新設分割計画の定め」とあるのは「同項第七号に掲げる事項についての定め」と、前項中「新設分割計画の定め」とあるのは「前条第一項第九号に掲げる事項についての定め」とする。

(10) With regard to the application of the provisions of the preceding two paragraphs if two or more stock companies or limited liability companies are to jointly effect an incorporation-type company split, the phrase "provisions of the

incorporation-type company split plan" in paragraph (8) is deemed to be replaced with "provisions on the matters set forth in item (vii) of the same paragraph", and the phrase "provisions of the incorporation-type company split plan" in the preceding paragraph is deemed to be replaced with "provisions on the matters set forth in paragraph (1), item (ix) of the preceding Article".

１１　前条第一項第十号に規定する場合には、新設分割設立株式会社の成立の日に、新設分割計画新株予約権は、消滅し、当該新設分割計画新株予約権の新株予約権者は、同項第十一号に掲げる事項についての定めに従い、同項第十号ロの新設分割設立株式会社の新株予約権の新株予約権者となる。

(11) In the case prescribed in paragraph (1), item (x) of the preceding Article, the share options in the incorporation-type split plan are extinguished and holders of the share options in the incorporation-type split plan become holders of the share options of the stock company incorporated in the incorporation-type split set forth in item (x), (b) of that paragraph, in accordance with the provisions on the matters set forth in item (xi) of that paragraph, on the day of formation of the stock company incorporated in the incorporation-type split.

第三款　持分会社を設立する新設分割
Subsection 3 Incorporation-Type Company Split by Which a Membership Company Is Incorporated

（持分会社を設立する新設分割計画）

(Incorporation-Type Company Split Plan by Which a Membership Company Is Incorporated)

第七百六十五条　一又は二以上の株式会社又は合同会社が新設分割をする場合において、新設分割設立会社が持分会社であるときは、新設分割計画において、次に掲げる事項を定めなければならない。

Article 765 (1) If one or multiple stock companies or limited liability companies effect an incorporation-type company split, if the company incorporated in the incorporation-type split is a membership company, those companies must prescribe the following matters in the incorporation-type company split plan:

一　持分会社である新設分割設立会社（以下この編において「新設分割設立持分会社」という。）が合名会社、合資会社又は合同会社のいずれであるかの別

(i) whether the company incorporated in the incorporation-type split which is a membership company (hereinafter referred to as the "membership company incorporated in the incorporation-type split" in this Part) is a general partnership company, limited partnership company, or limited liability company;

二　新設分割設立持分会社の目的、商号及び本店の所在地

(ii) the purpose, trade name, and location of the head office of the membership company incorporated in the incorporation-type split;

三　新設分割設立持分会社の社員についての次に掲げる事項

(iii) the following matters concerning the members of the membership company incorporated in the incorporation-type split:

イ　当該社員の名称及び住所

(a) the names and addresses of the members;

ロ　当該社員が無限責任社員又は有限責任社員のいずれであるかの別

(b) whether the members are members with unlimited liability or members with limited liability; and

ハ　当該社員の出資の価額

(c) the value of contributions by the members;

四　前二号に掲げるもののほか、新設分割設立持分会社の定款で定める事項

(iv) beyond what is set forth in the preceding two items, the matters provided for in the articles of incorporation of the membership company incorporated in the incorporation-type split;

五　新設分割設立持分会社が新設分割により新設分割会社から承継する資産、債務、雇用契約その他の権利義務（新設分割株式会社の株式及び新株予約権に係る義務を除く。）に関する事項

(v) matters concerning the assets, obligations, employment agreements, and any other rights and obligations that the membership company incorporated in the incorporation-type split succeeds to by transfer from the company splitting in the incorporation-type split through the incorporation-type company split (excluding obligations related to shares and share options of the stock company splitting in the incorporation-type split);

六　新設分割設立持分会社が新設分割に際して新設分割会社に対してその事業に関する権利義務の全部又は一部に代わる当該新設分割設立持分会社の社債を交付するときは、当該社債の種類及び種類ごとの各社債の金額の合計額又はその算定方法

(vi) if the membership company incorporated in the incorporation-type split is to deliver to the company splitting in the incorporation-type split bonds of the membership company incorporated in the incorporation-type split in lieu of all or part of the rights and obligations in connection with the business thereof when effecting the incorporation-type company split, the description of the classes of relevant bonds and the total amount for each class of bonds, or the method for calculating that total amount;

七　前号に規定する場合において、二以上の株式会社又は合同会社が共同して新設分割をするときは、新設分割会社に対する同号の社債の割当てに関する事項

(vii) in the case prescribed in the preceding item, if two or more stock companies and/or limited liability companies are to jointly effect the incorporation-type company split, matters concerning allotment of bonds set forth in that item to the company splitting in the incorporation-type split; and

八　新設分割株式会社が新設分割設立持分会社の成立の日に次に掲げる行為をすると

きは、その旨

(viii) if the stock company splitting in the incorporation-type split conducts any one of the following acts on the day of formation of the membership company incorporated in the incorporation-type split, a statement to that effect:

イ　第百七十一条第一項の規定による株式の取得（同項第一号に規定する取得対価が新設分割設立持分会社の持分（これに準ずるものとして法務省令で定めるものを含む。ロにおいて同じ。）のみであるものに限る。）

(a) acquisition of shares under the provisions of Article 171, paragraph (1) (limited to the case where the consideration for acquisition prescribed in item (i) of that paragraph is only shares of the membership company incorporated in the incorporation-type split (including shares prescribed by Ministry of Justice Order as those equivalent thereto; the same applies in (b))); or

ロ　剰余金の配当（配当財産が新設分割設立持分会社の持分のみであるものに限る。）

(b) payment of dividends of surplus (limited to the case where the dividend property is only shares of the membership company incorporated in the incorporation-type split).

２　新設分割設立持分会社が合名会社であるときは、前項第三号ロに掲げる事項として、その社員の全部を無限責任社員とする旨を定めなければならない。

(2) If the membership company incorporated in the incorporation-type split is a general partnership company, it must provide that all of the members are members with unlimited liability in prescribing the matter set forth in item (iii), (b) of the preceding paragraph.

３　新設分割設立持分会社が合資会社であるときは、第一項第三号ロに掲げる事項として、その社員の一部を無限責任社員とし、その他の社員を有限責任社員とする旨を定めなければならない。

(3) If the membership company incorporated in the incorporation-type split is a limited partnership company, it must provide that some of the members are members with unlimited liability and other members are members with limited liability in prescribing the matter set forth in paragraph (1), item (iii), (b).

４　新設分割設立持分会社が合同会社であるときは、第一項第三号ロに掲げる事項として、その社員の全部を有限責任社員とする旨を定めなければならない。

(4) If the membership company incorporated in the incorporation-type split is a limited liability company, it must provide that all of the members are members with limited liability in prescribing the matter set forth in paragraph (1), item (iii), (b).

（持分会社を設立する新設分割の効力の発生等）

(Effectuation of an Incorporation-Type Company Split by Which a Membership Company Is Incorporated)

第七百六十六条　新設分割設立持分会社は、その成立の日に、新設分割計画の定めに従い、新設分割会社の権利義務を承継する。

Article 766 (1) A membership company incorporated in the incorporation-type split succeeds to the rights and obligations of the company splitting in the incorporation-type split, in accordance with the provisions of the incorporation-type company split plan, on the day of its formation.

２　前項の規定にかかわらず、第八百十条第一項第二号（第八百十三条第二項において準用する場合を含む。次項において同じ。）の規定により異議を述べることができる新設分割会社の債権者であって、第八百十条第二項（第三号を除き、第八百十三条第二項において準用する場合を含む。次項において同じ。）の各別の催告を受けなかったもの（第八百十条第三項（第八百十三条第二項において準用する場合を含む。）に規定する場合にあっては、不法行為によって生じた債務の債権者であるものに限る。次項において同じ。）は、新設分割計画において新設分割後に新設分割会社に対して債務の履行を請求することができないものとされているときであっても、新設分割会社に対して、新設分割会社が新設分割設立持分会社の成立の日に有していた財産の価額を限度として、当該債務の履行を請求することができる。

(2) Notwithstanding the provisions of the preceding paragraph, if a creditor of the company splitting in the incorporation-type split who is able to state an objection pursuant to the provisions of Article 810, paragraph (1), item (ii) (including the case where it is applied mutatis mutandis pursuant to Article 813, paragraph (2); the same applies in the following paragraph) and who has not received the separate notice set forth in Article 810, paragraph (2) (excluding item (iii) and including the case where it is applied mutatis mutandis pursuant to Article 813, paragraph (2); the same applies in the following paragraph) (in the cases prescribed in Article 810, paragraph (3) (including the case where it is applied mutatis mutandis pursuant to Article 813, paragraph (2)), limited to one who is a creditor of the obligation caused by a tort; the same applies in the following paragraph), may request the company splitting in the incorporation-type split to perform the obligations to the extent of the value of property held by the company splitting in the incorporation-type split on the day of formation of the membership company incorporated in the incorporation-type split, even if the creditor is not allowed, under the incorporation-type company split plan, to request the company splitting in the incorporation-type split to perform the obligations after the incorporation-type company split.

３　第一項の規定にかかわらず、第八百十条第一項第二号の規定により異議を述べることができる新設分割会社の債権者であって、同条第二項の各別の催告を受けなかったものは、新設分割計画において新設分割後に新設分割設立持分会社に対して債務の履行を請求することができないものとされているときであっても、新設分割設立持分会社に対して、承継した財産の価額を限度として、当該債務の履行を請求することができる。

(3) Notwithstanding the provisions of paragraph (1), if a creditor of the company splitting in the incorporation-type split who is able to state an objection pursuant to the provisions of Article 810, paragraph (1), item (ii) and who has not received the separate notice set forth in paragraph (2) of that Article, may request the membership company incorporated in the incorporation-type split to perform the obligations to the extent of the value of property to which it has succeeded, even if the creditor is not allowed, under the incorporation-type company split plan, to request the membership company incorporated in the incorporation-type split to perform the obligations after the incorporation-type company split.

４　第一項の規定にかかわらず、新設分割会社が新設分割設立持分会社に承継されない債務の債権者（以下この条において「残存債権者」という。）を害することを知って新設分割をした場合には、残存債権者は、新設分割設立持分会社に対して、承継した財産の価額を限度として、当該債務の履行を請求することができる。

(4) Notwithstanding the provisions of paragraph (1), if a company splitting in the incorporation-type split implemented the incorporation-type company split with the knowledge that it would harm creditors (hereinafter in this Article referred to as "remaining creditors") of the obligation that will not be succeeded to a membership company incorporated in the incorporation-type split, the remaining creditors may request performance of the obligation from the membership company incorporated in the incorporation-type split to the extent of the value of property to which it has succeeded.

５　前項の規定は、前条第一項第八号に掲げる事項についての定めがある場合には、適用しない。

(5) The provisions of the preceding paragraph do not apply to cases where there are provisions on the matters set forth in paragraph (1), item (xiii) of the preceding Article.

６　新設分割設立持分会社が第四項の規定により同項の債務を履行する責任を負う場合には、当該責任は、新設分割会社が残存債権者を害することを知って新設分割をしたことを知った時から二年以内に請求又は請求の予告をしない残存債権者に対しては、その期間を経過した時に消滅する。新設分割設立持分会社の成立の日から十年を経過したときも、同様とする。

(6) If a membership company incorporated in the incorporation-type split is liable to perform the obligation set forth in paragraph (4), the liabilities are extinguished in relation to remaining creditors who do not demand the performance or do not give an advance notice of their demand within two years from when they come to know that the company splitting in the incorporation-type split implemented the incorporation-type company split with the knowledge that it would harm remaining creditors, when that period elapses. The same applies to when ten years elapses from the day of formation of the stock company incorporated in the incorporation-type split is incorporated.

７　新設分割会社について破産手続開始の決定、再生手続開始の決定又は更生手続開始の決定があったときは、残存債権者は、新設分割設立持分会社に対して第四項の規定による請求をする権利を行使することができない。

(7) When an order of commencement of bankruptcy proceedings, order of commencement of rehabilitation proceedings, or order of commencement of reorganization proceedings is made with regard to a company splitting in the incorporation-type split, remaining creditors may not exercise the right to make a request pursuant to the provisions of paragraph (4) from a membership company incorporated in the incorporation-type split.

８　前条第一項に規定する場合には、新設分割会社は、新設分割設立持分会社の成立の日に、同項第三号に掲げる事項についての定めに従い、当該新設分割設立持分会社の社員となる。

(8) In the case prescribed in paragraph (1) of the preceding Article, the company splitting in the incorporation-type split becomes a member of the membership company incorporated in the incorporation-type split, in accordance with the provisions on the matter set forth in item (iii) of that paragraph, on the day of formation of the membership company incorporated in the incorporation-type split.

９　前条第一項第六号に掲げる事項についての定めがある場合には、新設分割会社は、新設分割設立持分会社の成立の日に、新設分割計画の定めに従い、同号の社債の社債権者となる。

(9) If there are provisions on the matter set forth in paragraph (1), item (vi) of the preceding Article, a company splitting in the incorporation-type split, in accordance with the provisions of the incorporation-type company split plan, becomes a holder of bonds referred to in that item on the day of formation of the membership company incorporated in the incorporation-type split.

１０　二以上の株式会社又は合同会社が共同して新設分割をする場合における前項の規定の適用については、同項中「新設分割計画の定めに従い、同号」とあるのは、「同項第七号に掲げる事項についての定めに従い、同項第六号」とする。

(10) With regard to the application of the provisions of the preceding paragraph if two or more stock companies or limited liability companies are to jointly effect an incorporation-type company split, the phrase "in accordance with the provisions of the incorporation-type company split plan, become a holder of bonds referred to in that item" in that paragraph is deemed to be replaced with "in accordance with the provisions on the matter set forth in item (vii) of that paragraph, become holders of bonds referred to in item (vi) of that paragraph".

第四章　株式交換及び株式移転

Chapter IV Share Exchanges and Share Transfers

第一節　株式交換

Section 1 Share Exchanges

第一款　通則
Subsection 1 Common Provisions

（株式交換契約の締結）
(Conclusion of a Share Exchange Agreement)

第七百六十七条　株式会社は、株式交換をすることができる。この場合においては、当該株式会社の発行済株式の全部を取得する会社（株式会社又は合同会社に限る。以下この編において「株式交換完全親会社」という。）との間で、株式交換契約を締結しなければならない。

Article 767 A stock company may effect a share exchange. In these cases, the stock company must conclude a stock exchange agreement with the company acquiring all of its issued shares (limited to a stock company or a limited liability company; hereinafter referred to as the "wholly owning parent company resulting from the share exchange" in this Part).

第二款　株式会社に発行済株式を取得させる株式交換
Subsection 2 Share Exchange Which Causes a Stock Company to Acquire the Issued Shares

（株式会社に発行済株式を取得させる株式交換契約）
(Share Exchange Agreement Which Causes a Stock Company to Acquire the Issued Shares)

第七百六十八条　株式会社が株式交換をする場合において、株式交換完全親会社が株式会社であるときは、株式交換契約において、次に掲げる事項を定めなければならない。

Article 768 (1) If a stock company effects a share exchange, and the wholly owning parent company resulting from the share exchange is a stock company, it must prescribe the following matters in the share exchange agreement:

一　株式交換をする株式会社（以下この編において「株式交換完全子会社」という。）及び株式会社である株式交換完全親会社（以下この編において「株式交換完全親株式会社」という。）の商号及び住所

(i) the trade name and address of the stock company effecting the share exchange (hereinafter referred to as the "wholly owned subsidiary company resulting from the share exchange" in this Part) and the stock company that constitutes the wholly owning parent company resulting from the share exchange (hereinafter referred to as the "wholly owning parent stock company resulting from the share exchange" in this Part);

二　株式交換完全親株式会社が株式交換に際して株式交換完全子会社の株主に対してその株式に代わる金銭等を交付するときは、当該金銭等についての次に掲げる事項

(ii) if the wholly owning parent stock company resulting from the share exchange is to deliver to shareholders of the wholly owned subsidiary company resulting from the share exchange monies, etc. in lieu of the shares

thereof when effecting the share exchange, the following matters concerning relevant monies, etc.:

イ　当該金銭等が株式交換完全親株式会社の株式であるときは、当該株式の数（種類株式発行会社にあっては、株式の種類及び種類ごとの数）又はその数の算定方法並びに当該株式交換完全親株式会社の資本金及び準備金の額に関する事項

(a) if the relevant monies, etc. are shares in the wholly owning parent stock company resulting from the share exchange, the description of the number of the relevant shares (or, for a company with class shares, the classes of the shares and the number of the shares for each class) or the method for calculating the numbers, and matters concerning the amount of the stated capital and capital reserves of the wholly owning parent stock company resulting from the share exchange;

ロ　当該金銭等が株式交換完全親株式会社の社債（新株予約権付社債についてのものを除く。）であるときは、当該社債の種類及び種類ごとの各社債の金額の合計額又はその算定方法

(b) if relevant monies, etc. are bonds of the wholly owning parent stock company resulting from the share exchange (excluding those concerning bonds with share options), the description of the classes of relevant bonds and the total amount for each class of bonds, or the method for calculating that total amount;

ハ　当該金銭等が株式交換完全親株式会社の新株予約権（新株予約権付社債に付されたものを除く。）であるときは、当該新株予約権の内容及び数又はその算定方法

(c) if relevant monies, etc. are stock options of the wholly owning parent stock company resulting from the share exchange (excluding those attached to bonds with share options), the description of the features and number of relevant share options, or the method for calculating the number;

ニ　当該金銭等が株式交換完全親株式会社の新株予約権付社債であるときは、当該新株予約権付社債についてのロに規定する事項及び当該新株予約権付社債に付された新株予約権についてのハに規定する事項

(d) if relevant monies, etc. are bonds with share options of the wholly owning parent stock company resulting from the share exchange, the matters prescribed in (b) concerning relevant bonds with share options and the matters prescribed in (c) concerning the share options attached to relevant bonds with hare options; or

ホ　当該金銭等が株式交換完全親株式会社の株式等以外の財産であるときは、当該財産の内容及び数若しくは額又はこれらの算定方法

(e) if relevant monies, etc. are property other than shares, etc. in the wholly owning parent stock company resulting from the share exchange, the description of the features and number or amount of relevant property, or

the method for calculating the number or amount;

三　前号に規定する場合には、株式交換完全子会社の株主（株式交換完全親株式会社を除く。）に対する同号の金銭等の割当てに関する事項

(iii) in the case prescribed in the preceding item, matters concerning the allotment of monies, etc. set forth in that item to shareholders of the wholly owned subsidiary company resulting from the share exchange (excluding the wholly owning parent stock company resulting from the share exchange);

四　株式交換完全親株式会社が株式交換に際して株式交換完全子会社の新株予約権の新株予約権者に対して当該新株予約権に代わる当該株式交換完全親株式会社の新株予約権を交付するときは、当該新株予約権についての次に掲げる事項

(iv) if the wholly owning parent stock company resulting from the share exchange is to deliver to holders of share options in the wholly owned subsidiary company resulting from the share exchange share options in the wholly owning parent stock company resulting from the share exchange in lieu of the relevant share options at the time of the share exchange, the following matters concerning relevant share options:

イ　当該株式交換完全親株式会社の新株予約権の交付を受ける株式交換完全子会社の新株予約権の新株予約権者の有する新株予約権（以下この編において「株式交換契約新株予約権」という。）の内容

(a) the description of the features of the share options (hereinafter referred to as "share options under share exchange agreement" in this Part) held by holders of share options in the wholly owned subsidiary company resulting from the share exchange who will receive delivery of share options in the wholly owning parent stock company resulting from the share exchange;

ロ　株式交換契約新株予約権の新株予約権者に対して交付する株式交換完全親株式会社の新株予約権の内容及び数又はその算定方法

(b) the description of the features and number of share options in the wholly owning parent stock company resulting from the share exchange to be delivered to holders of share options under share exchange agreement, or the method for calculating the number; and

ハ　株式交換契約新株予約権が新株予約権付社債に付された新株予約権であるときは、株式交換完全親株式会社が当該新株予約権付社債についての社債に係る債務を承継する旨並びにその承継に係る社債の種類及び種類ごとの各社債の金額の合計額又はその算定方法

(c) if share options under share exchange agreement are share options attached to bonds with share options, a statement to the effect that the wholly owning parent stock company resulting from the share exchange will succeed to the obligations relating to bonds regarding to the bonds with share options and the description of the classes of the bonds subject to relevant succession and the total amount for each class of bonds, or the method for calculating that total amount;

五　前号に規定する場合には、株式交換契約新株予約権の新株予約権者に対する同号の株式交換完全親株式会社の新株予約権の割当てに関する事項

(v) in the case prescribed in the preceding item, matters concerning the allotment of the share options of the wholly owning parent stock company resulting from the share exchange set forth in that item to holders of share options under share exchange agreement; and

六　株式交換がその効力を生ずる日（以下この節において「効力発生日」という。）

(vi) the day on which the share exchange becomes effective (hereinafter referred to as the "effective day" in this section).

２　前項に規定する場合において、株式交換完全子会社が種類株式発行会社であるときは、株式交換完全子会社及び株式交換完全親株式会社は、株式交換完全子会社の発行する種類の株式の内容に応じ、同項第三号に掲げる事項として次に掲げる事項を定めることができる。

(2) In the case prescribed in the preceding paragraph, if the wholly owned subsidiary company resulting from the share exchange is a company with class shares, the wholly owned subsidiary company resulting from the share exchange and the wholly owning parent stock company resulting from the share exchange may provide for the following matters in prescribing the matters set forth in item (iii) of that paragraph in accordance with the features of the classes of shares issued by the wholly owned subsidiary company resulting from the share exchange:

一　ある種類の株式の株主に対して金銭等の割当てをしないこととするときは、その旨及び当該株式の種類

(i) if there is any arrangement that no monies, etc. are allotted to shareholders of a certain class of shares, a statement to that effect and relevant class of shares; and

二　前号に掲げる事項のほか、金銭等の割当てについて株式の種類ごとに異なる取扱いを行うこととするときは、その旨及び当該異なる取扱いの内容

(ii) beyond the matters set forth in the preceding item, if there is any arrangement that each class of shares is to be treated differently with respect to allotment of monies, etc., a statement to that effect and the details of relevant different treatment.

３　第一項に規定する場合には、同項第三号に掲げる事項についての定めは、株式交換完全子会社の株主（株式交換完全親株式会社及び前項第一号の種類の株式の株主を除く。）の有する株式の数（前項第二号に掲げる事項についての定めがある場合にあっては、各種類の株式の数）に応じて金銭等を交付することを内容とするものでなければならない。

(3) In the case prescribed in paragraph (1), the provisions on the matters set forth in item (iii) of that paragraph must be provisions in which the monies, etc. are delivered in proportion to the number of the shares (or, if there are provisions on the matters set forth in item (ii) of the preceding paragraph, the

number of the shares of each class) held by shareholders of the wholly owned subsidiary company resulting from the share exchange (excluding the wholly owning parent stock company resulting from the share exchange and shareholders of the class of shares referred to in item (i) of the preceding paragraph).

（株式会社に発行済株式を取得させる株式交換の効力の発生等）
(Effectuation of a Share Exchange Which Causes a Stock Company to Acquire the Issued Shares)

第七百六十九条　株式交換完全親株式会社は、効力発生日に、株式交換完全子会社の発行済株式（株式交換完全親株式会社の有する株式交換完全子会社の株式を除く。）の全部を取得する。

Article 769 (1) The wholly owning parent stock company resulting from a share exchange acquires all of the issued shares of the wholly owned subsidiary company resulting from the share exchange (excluding shares of the wholly owned subsidiary company resulting from the share exchange already held by the wholly owning parent stock company resulting from the share exchange) on the effective day.

２　前項の場合には、株式交換完全親株式会社が株式交換完全子会社の株式（譲渡制限株式に限り、当該株式交換完全親株式会社が効力発生日前から有するものを除く。）を取得したことについて、当該株式交換完全子会社が第百三十七条第一項の承認をしたものとみなす。

(2) In the case set forth in the preceding paragraph, the wholly owned subsidiary company resulting from the share exchange is deemed to have given the approval set forth in Article 137, paragraph (1) with regard to the acquisition of shares of the wholly owned subsidiary company resulting from the share exchange (limited to shares with a restriction on transfer, and excluding those already held by the wholly owning parent stock company resulting from the share exchange prior to the effective day) by the wholly owning parent stock company resulting from the share exchange.

３　次の各号に掲げる場合には、株式交換完全子会社の株主は、効力発生日に、前条第一項第三号に掲げる事項についての定めに従い、当該各号に定める者となる。

(3) In the cases set forth in the following items, shareholders of the wholly owned subsidiary company resulting from a share exchange become the persons specified in each of those items, in accordance with the provisions on the matters set forth in paragraph (1), item (iii) of the preceding Article, on the effective day:

一　前条第一項第二号イに掲げる事項についての定めがある場合　同号イの株式の株主

(i) if there are provisions on the matters set forth in paragraph (1), item (ii), (a) of the preceding Article: the holders of shares referred to in (a) of that item;

二　前条第一項第二号ロに掲げる事項についての定めがある場合　同号ロの社債の社債権者

(ii) if there are provisions on the matters set forth in paragraph (1), item (ii), (b) of the preceding Article: the holders of bonds referred to in (b) of that item;

三　前条第一項第二号ハに掲げる事項についての定めがある場合　同号ハの新株予約権の新株予約権者

(iii) if there are provisions on the matters set forth in paragraph (1), item (ii), (c) of the preceding Article: the holders of share options referred to in (c) of that item; or

四　前条第一項第二号ニに掲げる事項についての定めがある場合　同号ニの新株予約権付社債についての社債の社債権者及び当該新株予約権付社債に付された新株予約権の新株予約権者

(iv) if there are provisions on the matters set forth in paragraph (1), item (ii), (d) of the preceding Article: the holders of bonds constituting bonds with share options referred to in (d) of that item, and holders of the share options attached to those bonds.

４　前条第一項第四号に規定する場合には、効力発生日に、株式交換契約新株予約権は、消滅し、当該株式交換契約新株予約権の新株予約権者は、同項第五号に掲げる事項についての定めに従い、同項第四号ロの株式交換完全親株式会社の新株予約権の新株予約権者となる。

(4) In the case prescribed in paragraph (1), item (iv) of the preceding Article, the share options under share exchange agreement are extinguished and holders of the share options under share exchange agreement become holders of the share options of the wholly owning parent stock company resulting from the share exchange set forth in item (iv), (b) of that paragraph, in accordance with the provisions on the matters set forth in item (v) of that Article, on the effective day.

５　前条第一項第四号ハに規定する場合には、株式交換完全親株式会社は、効力発生日に、同号ハの新株予約権付社債についての社債に係る債務を承継する。

(5) In the case prescribed in paragraph (1), item (iv), (c) of the preceding Article, the wholly owning parent stock company resulting from the share exchange succeeds to the obligations relating to bonds regarding the bonds with share options set forth in (c) of that item on the effective day.

６　前各項の規定は、第七百八十九条若しくは第七百九十九条の規定による手続が終了していない場合又は株式交換を中止した場合には、適用しない。

(6) The provisions of the preceding paragraphs do not apply if procedures under the provisions of Article 789 or Article 799 are not completed yet or where the share exchange is cancelled.

第三款　合同会社に発行済株式を取得させる株式交換

Subsection 3 Share Exchange Which Causes a Limited Liability Company to Acquire the Issued Shares

（合同会社に発行済株式を取得させる株式交換契約）

(Share Exchange Which Causes a Limited Liability Company to Acquire the Issued Shares)

第七百七十条　株式会社が株式交換をする場合において、株式交換完全親会社が合同会社であるときは、株式交換契約において、次に掲げる事項を定めなければならない。

Article 770 (1) If a stock company effects a share exchange, if the wholly owning parent company resulting from the share exchange is a limited liability company, it must prescribe the following matters in the share exchange agreement:

一　株式交換完全子会社及び合同会社である株式交換完全親会社（以下この編において「株式交換完全親合同会社」という。）の商号及び住所

(i) the trade name and address of the wholly owned subsidiary company resulting from the share exchange and the limited liability company that constitutes the wholly owning parent company resulting from the share exchange (hereinafter referred to as the "wholly owning parent limited liability company resulting from the share exchange" in this Part);

二　株式交換完全子会社の株主が株式交換に際して株式交換完全親合同会社の社員となるときは、当該社員の氏名又は名称及び住所並びに出資の価額

(ii) if shareholders of the wholly owned subsidiary company resulting from the share exchange are to become members of the wholly owning parent limited liability company resulting from the share exchange when effecting the share exchange, the names and addresses of the members and the value of contributions by the members;

三　株式交換完全親合同会社が株式交換に際して株式交換完全子会社の株主に対してその株式に代わる金銭等（株式交換完全親合同会社の持分を除く。）を交付するときは、当該金銭等についての次に掲げる事項

(iii) if the wholly owning parent limited liability company resulting from the share exchange is to deliver to shareholders of the wholly owned subsidiary company resulting from the share exchange monies, etc. (excluding the equity interests of the wholly owning parent limited liability company resulting from the share exchange) in lieu of the shares thereof when effecting the share exchange, the following matters concerning relevant monies, etc.:

イ　当該金銭等が当該株式交換完全親合同会社の社債であるときは、当該社債の種類及び種類ごとの各社債の金額の合計額又はその算定方法

(a) if relevant monies, etc. are bonds of the wholly owning parent limited liability company resulting from the share exchange, the description of the classes of relevant bonds and the total amount for each class of bonds, or

the method for calculating that total amount; or

ロ　当該金銭等が当該株式交換完全親合同会社の社債以外の財産であるときは、当該財産の内容及び数若しくは額又はこれらの算定方法

(b) if relevant monies, etc. are property other than bonds of the wholly owning parent limited liability company resulting from the share exchange, the description of the features and number or amount of relevant property, or the method for calculating the number or amount;

四　前号に規定する場合には、株式交換完全子会社の株主（株式交換完全親合同会社を除く。）に対する同号の金銭等の割当てに関する事項

(iv) in the case prescribed in the preceding item, matters concerning the allotment of monies, etc. set forth in that item to shareholders of the wholly owned subsidiary company resulting from the share exchange (excluding the wholly owning parent limited liability company resulting from the share exchange); and

五　効力発生日

(v) the effective day.

2　前項に規定する場合において、株式交換完全子会社が種類株式発行会社であるときは、株式交換完全子会社及び株式交換完全親合同会社は、株式交換完全子会社の発行する種類の株式の内容に応じ、同項第四号に掲げる事項として次に掲げる事項を定めることができる。

(2) In the case prescribed in the preceding paragraph, if the wholly owned subsidiary company resulting from the share exchange is a company with class shares, the wholly owned subsidiary company resulting from the share exchange and the wholly owning parent limited liability company resulting from the share exchange may provide for the following matters in prescribing the matters set forth in item (iv) of that paragraph in accordance with the features of the classes of shares issued by the wholly owned subsidiary company resulting from the share exchange:

一　ある種類の株式の株主に対して金銭等の割当てをしないこととするときは、その旨及び当該株式の種類

(i) if there is any arrangement that no monies, etc. are allotted to shareholders of a certain class of shares, a statement to that effect and relevant class of shares; and

二　前号に掲げる事項のほか、金銭等の割当てについて株式の種類ごとに異なる取扱いを行うこととするときは、その旨及び当該異なる取扱いの内容

(ii) beyond the matters set forth in the preceding item, if there is any arrangement that each class of shares is to be treated differently with respect to allotment of monies, etc., a statement to that effect and the details of relevant different treatment.

3　第一項に規定する場合には、同項第四号に掲げる事項についての定めは、株式交換完全子会社の株主（株式交換完全親合同会社及び前項第一号の種類の株式の株主を除

く。）の有する株式の数（前項第二号に掲げる事項についての定めがある場合にあっては、各種類の株式の数）に応じて金銭等を交付することを内容とするものでなければならない。

(3) In the case prescribed in paragraph (1), the provisions on the matters set forth in item (iv) of that paragraph must be provisions in which the monies, etc. are delivered in proportion to the number of the shares (or, if there are provisions on the matters set forth in item (ii) of the preceding paragraph, the number of the shares of each class) held by shareholders of the wholly owned subsidiary company resulting from the share exchange (excluding the wholly owning parent limited liability company resulting from the share exchange and shareholders of the class of shares referred to in item (i) of the preceding paragraph).

（合同会社に発行済株式を取得させる株式交換の効力の発生等）

(Effectuation of a Share Exchange Which Causes a Limited Liability Company to Acquire the Issued Shares)

第七百七十一条　株式交換完全親合同会社は、効力発生日に、株式交換完全子会社の発行済株式（株式交換完全親合同会社の有する株式交換完全子会社の株式を除く。）の全部を取得する。

Article 771 (1) The wholly owning parent limited liability company resulting from a share exchange acquires all of the issued shares of the wholly owned subsidiary company resulting from the share exchange (excluding shares of the wholly owned subsidiary company resulting from the share exchange already held by the wholly owning parent limited liability company resulting from the share exchange) on the effective day.

２　前項の場合には、株式交換完全親合同会社が株式交換完全子会社の株式（譲渡制限株式に限り、当該株式交換完全親合同会社が効力発生日前から有するものを除く。）を取得したことについて、当該株式交換完全子会社が第百三十七条第一項の承認をしたものとみなす。

(2) In the case set forth in the preceding paragraph, the wholly owned subsidiary company resulting from the share exchange is deemed to have given the approval set forth in Article 137, paragraph (1) with regard to the acquisition of shares of the wholly owned subsidiary company resulting from the share exchange (limited to shares with a restriction on transfer, and excluding those already held by the wholly owning parent limited liability company resulting from the share exchange prior to the effective day) by the wholly owning parent limited liability company resulting from the share exchange.

３　前条第一項第二号に規定する場合には、株式交換完全子会社の株主は、効力発生日に、同号に掲げる事項についての定めに従い、株式交換完全親合同会社の社員となる。この場合においては、株式交換完全親合同会社は、効力発生日に、同号の社員に係る定款の変更をしたものとみなす。

(3) In the case prescribed in paragraph (1), item (ii) of the preceding Article, the shareholders of the wholly owned subsidiary company resulting from the share exchange, in accordance with the provisions on the matters set forth in that item, become members of the wholly owning parent limited liability company resulting from the share exchange on the effective day. In these cases, the wholly owning parent limited liability company resulting from the share exchange is deemed to have effected changes to the articles of incorporation relating to the members set forth in that item on the effective day.

４　前条第一項第三号イに掲げる事項についての定めがある場合には、株式交換完全子会社の株主は、効力発生日に、同項第四号に掲げる事項についての定めに従い、同項第三号イの社債の社債権者となる。

(4) If there are provisions on the matter set forth in paragraph (1), item (iii), (a) of the preceding Article, the shareholders of the wholly owned subsidiary company resulting from the share exchange, in accordance with the provisions on the matter set forth in item (iv) of that paragraph, become holders of bonds relevant in item (iii), (a) of that paragraph on the effective day.

５　前各項の規定は、第八百二条第二項において準用する第七百九十九条（第二項第三号を除く。）の規定による手続が終了していない場合又は株式交換を中止した場合には、適用しない。

(5) The provisions of the preceding paragraphs do not apply if procedures under the provisions of Article 799 (excluding paragraph (2), item (iii)) as applied mutatis mutandis pursuant to Article 802, paragraph (2) are not completed yet or where the share exchange is cancelled.

第二節　株式移転
Section 2 Share Transfers

（株式移転計画の作成）

(Preparation of a Share Transfer Plan)

第七百七十二条　一又は二以上の株式会社は、株式移転をすることができる。この場合においては、株式移転計画を作成しなければならない。

Article 772 (1) One or multiple stock companies may effect a share transfer. In these cases, relevant companies must prepare a share transfer plan.

２　二以上の株式会社が共同して株式移転をする場合には、当該二以上の株式会社は、共同して株式移転計画を作成しなければならない。

(2) If two or more stock companies jointly effect a share transfer, those two or more stock companies must prepare the share transfer plan jointly.

（株式移転計画）

(Share Transfer Plans)

第七百七十三条　一又は二以上の株式会社が株式移転をする場合には、株式移転計画に

おいて、次に掲げる事項を定めなければならない。

Article 773 (1) If one or multiple stock companies effect a share transfer, those companies must prescribe the following matters in the share transfer plan:

一　株式移転により設立する株式会社（以下この編において「株式移転設立完全親会社」という。）の目的、商号、本店の所在地及び発行可能株式総数

(i) the purpose, trade name, location of the head office, and the total number of authorized shares of the stock company incorporated in the share transfer (hereinafter referred to as the "wholly owning parent company incorporated in a share transfer" in this Part);

二　前号に掲げるもののほか、株式移転設立完全親会社の定款で定める事項

(ii) beyond what is set forth in the preceding item, the matters provided for in the articles of incorporation of the wholly owning parent company incorporated in a share transfer;

三　株式移転設立完全親会社の設立時取締役の氏名

(iii) the names of the directors at incorporation of the wholly owning parent company incorporated in a share transfer;

四　次のイからハまでに掲げる場合の区分に応じ、当該イからハまでに定める事項

(iv) the matters provided for in (a) through (c) below for the categories of cases set forth respectively therein:

イ　株式移転設立完全親会社が会計参与設置会社である場合　株式移転設立完全親会社の設立時会計参与の氏名又は名称

(a) if the wholly owning parent company incorporated in a share transfer is a company with accounting advisor: the name of the accounting advisor at incorporation of the wholly owning parent company incorporated in a share transfer;

ロ　株式移転設立完全親会社が監査役設置会社（監査役の監査の範囲を会計に関するものに限定する旨の定款の定めがある株式会社を含む。）である場合　株式移転設立完全親会社の設立時監査役の氏名

(b) if the wholly owning parent company incorporated in a share transfer is a company with company auditor (including a stock company the articles of incorporation of which provide that the scope of the audit by its company auditor is limited to an audit related to accounting): the name of the company auditor at incorporation of the wholly owning parent company incorporated in a share transfer; or

ハ　株式移転設立完全親会社が会計監査人設置会社である場合　株式移転設立完全親会社の設立時会計監査人の氏名又は名称

(c) if the wholly owning parent company incorporated in a share transfer is a company with financial auditor: the name of the financial Auditor at incorporation of the wholly owning parent company incorporated in a share transfer;

五　株式移転設立完全親会社が株式移転に際して株式移転をする株式会社（以下この

編において「株式移転完全子会社」という。）の株主に対して交付するその株式に代わる当該株式移転設立完全親会社の株式の数（種類株式発行会社にあっては、株式の種類及び種類ごとの数）又はその数の算定方法並びに当該株式移転設立完全親会社の資本金及び準備金の額に関する事項

(v) the number of shares (or, for a company with class shares, the classes of the shares and the number of the shares for each class) of the wholly owning parent company incorporated in a share transfer to be delivered by the wholly owning parent company incorporated in a share transfer to shareholders of the stock company effecting the share transfer (hereinafter referred to as the "wholly owned subsidiary company resulting from a share transfer" in this Part) in lieu of the shares thereof, when effecting the share transfer, or the method for calculating the numbers, and matters concerning the amount of the stated capital and capital reserves of the wholly owning parent company incorporated in a share transfer;

六　株式移転完全子会社の株主に対する前号の株式の割当てに関する事項

(vi) matters concerning allotment of the shares set forth in the preceding item to shareholders of the wholly owned subsidiary company resulting from a share transfer;

七　株式移転設立完全親会社が株式移転に際して株式移転完全子会社の株主に対してその株式に代わる当該株式移転設立完全親会社の社債等を交付するときは、当該社債等についての次に掲げる事項

(vii) if the wholly owning parent company incorporated in a share transfer is to deliver to shareholders of the wholly owned subsidiary company resulting from a share transfer bonds, etc. of the wholly owning parent company incorporated in a share transfer in lieu of the shares thereof when effecting the share transfer, the following matters concerning relevant bonds, etc.:

イ　当該社債等が株式移転設立完全親会社の社債（新株予約権付社債についてのものを除く。）であるときは、当該社債の種類及び種類ごとの各社債の金額の合計額又はその算定方法

(a) if relevant bonds, etc. are bonds of the wholly owning parent company incorporated in a share transfer (excluding those concerning bonds with share options), the description of the classes of relevant bonds and the total amount for each class of bonds, or the method for calculating that total amount;

ロ　当該社債等が株式移転設立完全親会社の新株予約権（新株予約権付社債に付されたものを除く。）であるときは、当該新株予約権の内容及び数又はその算定方法

(b) if the relevant bonds, etc. are share options of the wholly owning parent company incorporated in a share transfer (excluding those attached to bonds with share options), the description of the features and number of relevant share options, or the method for calculating the number; or

ハ　当該社債等が株式移転設立完全親会社の新株予約権付社債であるときは、当該新株予約権付社債についてのイに規定する事項及び当該新株予約権付社債に付された新株予約権についてのロに規定する事項

(c) if relevant bonds, etc. are bonds with share options of the wholly owning parent company incorporated in a share transfer, the matters prescribed in (a) concerning relevant bonds with share options and the matters prescribed in (b) concerning the share options attached to relevant bonds with share options;

八　前号に規定する場合には、株式移転完全子会社の株主に対する同号の社債等の割当てに関する事項

(viii) in the case prescribed in the preceding item, matters concerning allotment of bonds, etc. set forth in that item to shareholders of the wholly owned subsidiary company resulting from a share transfer;

九　株式移転設立完全親会社が株式移転に際して株式移転完全子会社の新株予約権の新株予約権者に対して当該新株予約権に代わる当該株式移転設立完全親会社の新株予約権を交付するときは、当該新株予約権についての次に掲げる事項

(ix) if the wholly owning parent company incorporated in a share transfer is to deliver to holders of share options of the wholly owned subsidiary company resulting from a share transfer share options of the wholly owning parent company incorporated in a share transfer in lieu of relevant share options at the time of the share transfer, the following matters concerning relevant share options:

イ　当該株式移転設立完全親会社の新株予約権の交付を受ける株式移転完全子会社の新株予約権の新株予約権者の有する新株予約権（以下この編において「株式移転計画新株予約権」という。）の内容

(a) the description of the features of the share options held by holders of share options of the wholly owned subsidiary company resulting from a share transfer who will receive delivery of share options of the wholly owning parent company incorporated in a share transfer (hereinafter referred to as "share options under share transfer plan" in this Part);

ロ　株式移転計画新株予約権の新株予約権者に対して交付する株式移転設立完全親会社の新株予約権の内容及び数又はその算定方法

(b) the description of the features and number of share options of the wholly owning parent company incorporated in a share transfer to be delivered to holders of share options under share transfer plan, or the method for calculating the number; and

ハ　株式移転計画新株予約権が新株予約権付社債に付された新株予約権であるときは、株式移転設立完全親会社が当該新株予約権付社債についての社債に係る債務を承継する旨並びにその承継に係る社債の種類及び種類ごとの各社債の金額の合計額又はその算定方法

(c) if share options under share transfer plan are share options attached to

bonds with share options, a statement to the effect that the wholly owning parent company incorporated in a share transfer will succeed to the obligations relating to bonds regarding to the bonds with share options and the description of the classes of the bonds subject to relevant succession and the total amount for each class of bonds, or the method for calculating that total amount; and

十　前号に規定する場合には、株式移転計画新株予約権の新株予約権者に対する同号の株式移転設立完全親会社の新株予約権の割当てに関する事項

(x) in the case prescribed in the preceding item, matters concerning allotment of the share options of the wholly owning parent company incorporated in a share transfer referred to in that item to holders of share options under share transfer plan.

２　株式移転設立完全親会社が監査等委員会設置会社である場合には、前項第三号に掲げる事項は、設立時監査等委員である設立時取締役とそれ以外の設立時取締役とを区別して定めなければならない。

(2) If a wholly owning parent company incorporated in a share transfer is a company with audit and supervisory committee, the matters set forth in item (iii) of the preceding paragraph must be prescribed by distinguishing directors at incorporation who are audit and supervisory committee member at incorporation and other directors at incorporation.

３　第一項に規定する場合において、株式移転完全子会社が種類株式発行会社であるときは、株式移転完全子会社は、その発行する種類の株式の内容に応じ、同項第六号に掲げる事項として次に掲げる事項を定めることができる。

(3) In the case prescribed in paragraph (1), if the wholly owned subsidiary company resulting from a share transfer is a company with class shares, the wholly owned subsidiary company resulting from a share transfer may provide for the following matters in prescribing the matters set forth in item (vi) of that paragraph in accordance with the features of the classes of shares issued by the stock company disappearing in the absorption-type merger:

一　ある種類の株式の株主に対して株式移転設立完全親会社の株式の割当てをしないこととするときは、その旨及び当該株式の種類

(i) if there is any arrangement that no shares of the wholly owning parent company incorporated in a share transfer are allotted to shareholders of a certain class of shares, a statement to that effect and relevant class of shares; and

二　前号に掲げる事項のほか、株式移転設立完全親会社の株式の割当てについて株式の種類ごとに異なる取扱いを行うこととするときは、その旨及び当該異なる取扱いの内容

(ii) beyond the matters set forth in the preceding item, if there is any arrangement that each class of shares is to be treated differently with respect to allotment of shares of the wholly owning parent company

incorporated in a share transfer, a statement to that effect and the details of relevant different treatment.

４　第一項に規定する場合には、同項第六号に掲げる事項についての定めは、株式移転完全子会社の株主（前項第一号の種類の株式の株主を除く。）の有する株式の数（前項第二号に掲げる事項についての定めがある場合にあっては、各種類の株式の数）に応じて株式移転設立完全親会社の株式を交付することを内容とするものでなければならない。

(4) In the case prescribed in paragraph (1), the provisions on the matters set forth in item (vi) of that paragraph must be provisions in which the shares of the wholly owning parent company incorporated in a share transfer are delivered in proportion to the number of the shares (or, if there are provisions on the matters set forth in item (ii) of the preceding paragraph, the number of the shares of each class) held by the shareholders of the wholly owned subsidiary company resulting from a share transfer (excluding the shareholders of the class of shares referred to in item (i) of the preceding paragraph).

５　前二項の規定は、第一項第八号に掲げる事項について準用する。この場合において、前二項中「株式移転設立完全親会社の株式」とあるのは、「株式移転設立完全親会社の社債等」と読み替えるものとする。

(5) The provisions of the preceding two paragraphs apply mutatis mutandis to the matters mentioned in paragraph (1), item (viii). In these cases, the term "shares of the wholly owning parent company incorporated in a share transfer" in the preceding two paragraphs is deemed to be replaced with "bonds, etc. of the wholly owning parent company incorporated in a share transfer".

（株式移転の効力の発生等）

(Effectuation of a Share Transfer)

第七百七十四条　株式移転設立完全親会社は、その成立の日に、株式移転完全子会社の発行済株式の全部を取得する。

Article 774 (1) The wholly owning parent company incorporated in a share transfer acquires all of the issued shares of the wholly owned subsidiary company resulting from a share transfer on the day of its formation.

２　株式移転完全子会社の株主は、株式移転設立完全親会社の成立の日に、前条第一項第六号に掲げる事項についての定めに従い、同項第五号の株式の株主となる。

(2) The shareholders of the wholly owned subsidiary company resulting from a share transfer, in accordance with the provisions on the matters set forth in paragraph (1), item (vi) of the preceding Article, become shareholders of the shares set forth in item (v) of that paragraph on the day of formation of the wholly owning parent company incorporated in a share transfer.

３　次の各号に掲げる場合には、株式移転完全子会社の株主は、株式移転設立完全親会社の成立の日に、前条第一項第八号に掲げる事項についての定めに従い、当該各号に

定める者となる。

(3) In the cases set forth in the following items, the shareholders of the wholly owned subsidiary company resulting from a share transfer become the persons specified in each of those items, in accordance with the provisions on the matters set forth in paragraph (1), item (viii) of the preceding Article, on the day of formation of the wholly owning parent company incorporated in a share transfer:

一　前条第一項第七号イに掲げる事項についての定めがある場合　同号イの社債の社債権者

(i) if there are provisions on the matters set forth in paragraph (1), item (vii), (a) of the preceding Article: the holders of bonds referred to in (a) of that item;

二　前条第一項第七号ロに掲げる事項についての定めがある場合　同号ロの新株予約権の新株予約権者

(ii) if there are provisions on the matters set forth in paragraph (1), item (vii), (b) of the preceding Article: the holders of share options referred to in (b) of that item; or

三　前条第一項第七号ハに掲げる事項についての定めがある場合　同号ハの新株予約権付社債についての社債の社債権者及び当該新株予約権付社債に付された新株予約権の新株予約権者

(iii) if there are provisions on the matters set forth in paragraph (1), item (vii), (c) of the preceding Article: the holders of bonds constituting bonds with share options referred to in (c) of that item, and holders of the share options attached to those bonds.

4　前条第一項第九号に規定する場合には、株式移転設立完全親会社の成立の日に、株式移転計画新株予約権は、消滅し、当該株式移転計画新株予約権の新株予約権者は、同項第十号に掲げる事項についての定めに従い、同項第九号ロの株式移転設立完全親会社の新株予約権の新株予約権者となる。

(4) In the case prescribed in paragraph (1), item (ix) of the preceding Article, the share options under share transfer plan are extinguished and the holders of the share options under share transfer plan become holders of the share options of the wholly owning parent company incorporated in a share transfer referred to in item (ix), (b) of that paragraph, in accordance with the provisions on the matters set forth in item (x) of that paragraph, on the day of formation of the wholly owning parent company incorporated in a share transfer.

5　前条第一項第九号ハに規定する場合には、株式移転設立完全親会社は、その成立の日に、同号ハの新株予約権付社債についての社債に係る債務を承継する。

(5) In the case prescribed in paragraph (1), item (ix), (c) of the preceding Article, the wholly owning parent company incorporated in a share transfer succeeds to the obligations relating to bonds regarding to the bonds with share options set forth in (c) of that item on the day of its formation.

第四章の二　株式交付
Chapter IV-2 Partial Share Exchange

（株式交付計画の作成）
(Preparation of Partial Share Exchange Plans)

第七百七十四条の二　株式会社は、株式交付をすることができる。この場合においては、株式交付計画を作成しなければならない。

Article 774-2 A stock company may effect a partial share exchange. In these cases, the stock company must prepare a partial share exchange plan.

（株式交付計画）
(Partial Share Exchange Plans)

第七百七十四条の三　株式会社が株式交付をする場合には、株式交付計画において、次に掲げる事項を定めなければならない。

Article 774-3 (1) If a stock company effects a partial share exchange, the partial share exchange plan must provide for the following matters:

一　株式交付子会社（株式交付親会社（株式交付をする株式会社をいう。以下同じ。）が株式交付に際して譲り受ける株式を発行する株式会社をいう。以下同じ。）の商号及び住所

(i) the trade name and address of the subsidiary company resulting from a partial share exchange; (meaning the stock company that issued the shares to be acquired by the parent company resulting from a partial share exchange (meaning the stock company effecting the partial share exchange; the same applies hereinafter) through the partial share exchange; the same applies hereinafter);

二　株式交付親会社が株式交付に際して譲り受ける株式交付子会社の株式の数（株式交付子会社が種類株式発行会社である場合にあっては、株式の種類及び種類ごとの数）の下限

(ii) the minimum number of shares of the subsidiary company resulting from a partial share exchange to be acquired by the parent company resulting from a partial share exchange through the partial share exchange(in the case of a company with class shares, the classes of shares and the number of each class);

三　株式交付親会社が株式交付に際して株式交付子会社の株式の譲渡人に対して当該株式の対価として交付する株式交付親会社の株式の数（種類株式発行会社にあっては、株式の種類及び種類ごとの数）又はその数の算定方法並びに当該株式交付親会社の資本金及び準備金の額に関する事項

(iii) the number of shares of the parent company resulting from a partial share exchange to be delivered as consideration for shares of the subsidiary company resulting from a partial share exchange to be delivered to the

transferors of the shares of the subsidiary company resulting from a partial share exchange (in the case of a company with class shares, the classes of shares and the number of shares of each class) or the method for calculating that number and the matters concerning the amount of the stated capital and reserves of the parent company resulting from a partial share exchange;

四　株式交付子会社の株式の譲渡人に対する前号の株式交付親会社の株式の割当てに関する事項

(iv) matters concerning the allotment of the shares of the parent company resulting from a partial share exchange set forth in the preceding item to the transferors of the shares of the subsidiary company resulting from a partial share exchange;

五　株式交付親会社が株式交付に際して株式交付子会社の株式の譲渡人に対して当該株式の対価として金銭等（株式交付親会社の株式を除く。以下この号及び次号において同じ。）を交付するときは、当該金銭等についての次に掲げる事項

(v) if the parent company resulting from a partial share exchange is to deliver monies, etc. (excluding shares of the parent company resulting from a partial share exchange; the same applies hereinafter in this item and the following item) to the transferors of the shares of the subsidiary company resulting from a partial share exchange as consideration for the shares when effecting the partial share exchange, the following matters concerning the monies, etc.:

イ　当該金銭等が株式交付親会社の社債（新株予約権付社債についてのものを除く。）であるときは、当該社債の種類及び種類ごとの各社債の金額の合計額又はその算定方法

(a) if relevant monies, etc. are bonds of the parent company resulting from a partial share exchange (excluding those with respect to bonds with share options), the classes of relevant bonds and the total amount for each class of bonds, or the method for calculating the total amount;

ロ　当該金銭等が株式交付親会社の新株予約権（新株予約権付社債に付されたものを除く。）であるときは、当該新株予約権の内容及び数又はその算定方法

(b) if relevant monies, etc. are share options of the parent company resulting from a partial share exchange (excluding those attached to bonds with share options), the content and number of relevant share options, or the method for calculating the number;

ハ　当該金銭等が株式交付親会社の新株予約権付社債であるときは、当該新株予約権付社債についてのイに規定する事項及び当該新株予約権付社債に付された新株予約権についてのロに規定する事項

(c) if relevant monies, etc. are bonds with share options of the parent company resulting from a partial share exchange, the matters prescribed in (a) concerning relevant bonds with share options and the matters prescribed in (b) concerning the hare options attached to relevant bonds

with share options; or

ニ　当該金銭等が株式交付親会社の社債及び新株予約権以外の財産であるときは、当該財産の内容及び数若しくは額又はこれらの算定方法

(d) if relevant monies, etc. are property other than bonds or share options of the parent company resulting from a partial share exchange, the content and number or amount of relevant property, or the method for calculating the number or amount; and

六　前号に規定する場合には、株式交付子会社の株式の譲渡人に対する同号の金銭等の割当てに関する事項

(vi) matters concerning the allotment of the monies, etc. referred in the preceding item to the transferors of the shares of the subsidiary company resulting from a partial share exchange;

七　株式交付親会社が株式交付に際して株式交付子会社の株式と併せて株式交付子会社の新株予約権（新株予約権付社債に付されたものを除く。）又は新株予約権付社債（以下「新株予約権等」と総称する。）を譲り受けるときは、当該新株予約権等の内容及び数又はその算定方法

(vii) if the parent company resulting from a partial share exchange is to acquire share options of the subsidiary company resulting from a partial share exchange (other than those attached to bonds with share options) or bonds with share options of the subsidiary company resulting from a partial share exchange (hereinafter collectively referred to as "share options, etc.") with the shares of the subsidiary company resulting from a partial share exchange when effecting the partial share exchange, the features and number of relevant share options, etc. or the method for calculating that number;

八　前号に規定する場合において、株式交付親会社が株式交付に際して株式交付子会社の新株予約権等の譲渡人に対して当該新株予約権等の対価として金銭等を交付するときは、当該金銭等についての次に掲げる事項

(viii) in the cases prescribed in the preceding item, if the parent company resulting from a partial share exchange is to deliver monies, etc. to the transferors of the share options, etc. of the subsidiary company resulting from a partial share exchange as consideration for the share options, etc. when effecting the partial share exchange, the following matters concerning the monies, etc.:

イ　当該金銭等が株式交付親会社の株式であるときは、当該株式の数（種類株式発行会社にあっては、株式の種類及び種類ごとの数）又はその数の算定方法並びに当該株式交付親会社の資本金及び準備金の額に関する事項

(a) if the monies, etc. are shares of the parent company resulting from a partial share exchange, the number of the relevant shares (in the case of a company with class shares, the classes of shares and the number of shares of each class) or the method for calculating number, and the matters

concerning the amount of the stated capital and reserves of the parent company resulting from a partial share exchange;

ロ　当該金銭等が株式交付親会社の社債（新株予約権付社債についてのものを除く。）であるときは、当該社債の種類及び種類ごとの各社債の金額の合計額又はその算定方法

(b) if the monies, etc. are bonds of the parent company resulting from a partial share exchange (excluding those with respect to bonds with share options), the classes of relevant bonds and the total amount for each class of bonds, or the method for calculating the total amount;

ハ　当該金銭等が株式交付親会社の新株予約権（新株予約権付社債に付されたものを除く。）であるときは、当該新株予約権の内容及び数又はその算定方法

(c) if the monies, etc. are share options of the parent company resulting from a partial share exchange (excluding those attached to bonds with share options), the content and number of relevant share options, or the method for calculating the number;

ニ　当該金銭等が株式交付親会社の新株予約権付社債であるときは、当該新株予約権付社債についてのロに規定する事項及び当該新株予約権付社債に付された新株予約権についてのハに規定する事項

(d) if the monies, etc. are bonds with share options of the parent company resulting from a partial share exchange, the matters prescribed in (b) concerning relevant bonds with share options and the matters prescribed in (c) concerning the share options attached to the bonds with share options; or

ホ　当該金銭等が株式交付親会社の株式等以外の財産であるときは、当該財産の内容及び数若しくは額又はこれらの算定方法

(e) if the monies, etc. are property other than shares, etc. of the parent company resulting from a partial share exchange, the content and number or amount of the property, or the method for calculating the number or amount;

九　前号に規定する場合には、株式交付子会社の新株予約権等の譲渡人に対する同号の金銭等の割当てに関する事項

(ix) in the case prescribed in the preceding item, the matters concerning the allotment of the monies, etc. referred to in that item to the transferors of the share options, etc. of the subsidiary company resulting from a partial share exchange;

十　株式交付子会社の株式及び新株予約権等の譲渡しの申込みの期日十一株式交付がその効力を生ずる日（以下この章において「効力発生日」という。）

(x) the date of the offer for transfer of the shares and share options, etc. of the subsidiary company resulting from a partial share exchange; and (xi) the day on which the partial share exchange becomes effective (hereinafter referred to as the "effective day" in this Chapter).

２　前項に規定する場合には、同項第二号に掲げる事項についての定めは、株式交付子会社が効力発生日において株式交付親会社の子会社となる数を内容とするものでなければならない。

(2) In the cases prescribed in the preceding paragraph, the provisions on the matters set forth in item (ii) of that paragraph must be provisions in which that the number of shares of the subsidiary company resulting from a partial share exchange is causes that the subsidiary company resulting from a partial share exchange to become a subsidiary of the parent company resulting from a partial share exchange on the effective day.

３　第一項に規定する場合において、株式交付子会社が種類株式発行会社であるときは、株式交付親会社は、株式交付子会社の発行する種類の株式の内容に応じ、同項第四号に掲げる事項として次に掲げる事項を定めることができる。

(3) In the cases prescribed in paragraph (1), if a subsidiary company resulting from a partial share exchange is a company with class shares, the parent company resulting from a partial share exchange may decide the following matters as the matters set forth in item (iv) of that paragraph in accordance with the features of the classes of shares issued by the subsidiary company resulting from a partial share exchange:

一　ある種類の株式の譲渡人に対して株式交付親会社の株式の割当てをしないこととするときは、その旨及び当該株式の種類

(i) if there is any arrangement that no shares of the parent company resulting from a partial share exchange will be allotted to the transferors of a certain class of shares, a statement to that effect and the class of shares; and

二　前号に掲げる事項のほか、株式交付親会社の株式の割当てについて株式の種類ごとに異なる取扱いを行うこととするときは、その旨及び当該異なる取扱いの内容

(ii) beyond the matter set forth in the preceding item, if there is an arrangement that each class of shares is to be treated differently with respect to allotment of shares of the parent company resulting from a partial share exchange, a statement to that effect and the details of the different treatment.

４　第一項に規定する場合には、同項第四号に掲げる事項についての定めは、株式交付子会社の株式の譲渡人（前項第一号の種類の株式の譲渡人を除く。）が株式交付親会社に譲り渡す株式交付子会社の株式の数（前項第二号に掲げる事項についての定めがある場合にあっては、各種類の株式の数）に応じて株式交付親会社の株式を交付することを内容とするものでなければならない。

(4) In the cases prescribed in paragraph (1), the provisions regarding the matters set forth in item (iv) of that paragraph must stipulate that the shares of the parent company resulting from a partial share exchange will be delivered in proportion to the number of the shares of the subsidiary company resulting from a partial share exchange (or, if there are provisions with respect to the matters set forth in item (ii) of the preceding paragraph, the number of the

shares of each class) transferred by the transferors of the shares of the subsidiary company resulting from a partial share exchange (excluding the relevant transferors of the class of shares referred to in item (i) of the preceding paragraph) to the parent company resulting from a partial share exchange.

５　前二項の規定は、第一項第六号に掲げる事項について準用する。この場合において、前二項中「株式交付親会社の株式」とあるのは、「金銭等（株式交付親会社の株式を除く。）」と読み替えるものとする。

(5) The provisions of the preceding two paragraphs apply mutatis mutandis to the matters set forth in paragraph (1), item (vi). In those cases, the term "shares of the parent company resulting from a partial share exchange" in the preceding two paragraphs is deemed to be replaced with "monies, etc. (excluding the shares of the parent company resulting from a partial share exchange)."

（株式交付子会社の株式の譲渡しの申込み）

(Offer to Delivery Shares of the Subsidiary Company Resulting from a Partial Share Exchange)

第七百七十四条の四　株式交付親会社は、株式交付子会社の株式の譲渡しの申込みをしようとする者に対し、次に掲げる事項を通知しなければならない。

Article 774-4 (1) A parent company resulting from a partial share exchange must notify persons who intend to offer to deliver shares issued by the subsidiary company resulting from the partial share exchange of the matters set forth in the following items:

一　株式交付親会社の商号

(i) the trade name of the parent company resulting from a partial share exchange;

二　株式交付計画の内容

(ii) the content of the partial share exchange plan; and

三　前二号に掲げるもののほか、法務省令で定める事項

(iii) beyond the matters provided in the preceding two items, matters provided in the Ministry of Justice Order.

２　株式交付子会社の株式の譲渡しの申込みをする者は、前条第一項第十号の期日までに、次に掲げる事項を記載した書面を株式交付親会社に交付しなければならない。

(2) A person who submits an offer to deliver shares of the subsidiary company resulting from a partial share exchange must deliver a document giving the following information to the parent company resulting from a partial share exchange by the date provided in paragraph (1), item (x) of the preceding Article:

一　申込みをする者の氏名又は名称及び住所

(i) the name and address of the person making the offer; and

二　譲り渡そうとする株式交付子会社の株式の数（株式交付子会社が種類株式発行会社である場合にあっては、株式の種類及び種類ごとの数）

(ii) the number of shares of the subsidiary company resulting from a partial share exchange to be delivered (in the case of a company with class shares, the classes of the shares and the number of shares for each class).

３　前項の申込みをする者は、同項の書面の交付に代えて、政令で定めるところにより、株式交付親会社の承諾を得て、同項の書面に記載すべき事項を電磁的方法により提供することができる。この場合において、当該申込みをした者は、同項の書面を交付したものとみなす。

(3) A person who makes an offer referred to in the preceding paragraph may, in lieu of delivering a document as referred to in that paragraph, provide the information that is required to be detailed in the document referred to in that paragraph by electronic or magnetic means, with the approval of the parent company resulting from a partial share exchange and pursuant to the provisions of cabinet order. In those cases, the person offering is deemed to have delivered the document under that paragraph.

４　第一項の規定は、株式交付親会社が同項各号に掲げる事項を記載した金融商品取引法第二条第十項に規定する目論見書を第一項の申込みをしようとする者に対して交付している場合その他株式交付子会社の株式の譲渡しの申込みをしようとする者の保護に欠けるおそれがないものとして法務省令で定める場合には、適用しない。

(4) The provisions of paragraph (1) do not apply if the parent company resulting from a partial share exchange has issued a prospectus provided for in Article 2, paragraph (10) of the Financial Instruments and Exchange Act that states the matters set forth in each item of that paragraph to a person who intends to submit the application in paragraph (1), and in other cases prescribed by Ministry of Justice Order as cases where it is unlikely that the protection of persons who intend to submit offers to deliver shares of the subsidiary company resulting from a partial share exchange is compromised.

５　株式交付親会社は、第一項各号に掲げる事項について変更があったとき（第八百十六条の九第一項の規定により効力発生日を変更したとき及び同条第五項の規定により前条第一項第十号の期日を変更したときを含む。）は、直ちに、その旨及び当該変更があった事項を第二項の申込みをした者（以下この章において「申込者」という。）に通知しなければならない。

(5) If there are changes in the matters set forth in any item of paragraph (1) (including change of the effective day pursuant to the provisions of Article 816-9, paragraph (1) and change of the day provided in paragraph (1), item (x) of the preceding Article pursuant to the provisions of Article 816, paragraph (5)), the parent company resulting from a partial share exchange must immediately notify persons who have submitted offers provided in paragraph (2) (hereinafter in this Chapter referred to as "offerors") thereof and of the matters so changed.

６　株式交付親会社が申込者に対してする通知又は催告は、第二項第一号の住所（当該申込者が別に通知又は催告を受ける場所又は連絡先を当該株式交付親会社に通知した場合にあっては、その場所又は連絡先）に宛てて発すれば足りる。

(6) It is sufficient for a notice or demand to an offeror to be sent by the parent company resulting from a partial share exchange to the address under paragraph (2), item (i) (or, if the offeror notifies the parent company resulting from a partial share exchange of a different place or contact address for the receipt of notices or demands, to the place or contact address).

７　前項の通知又は催告は、その通知又は催告が通常到達すべきであった時に、到達したものとみなす。

(7) The notice or demand referred to in the preceding paragraph is deemed to have reached the addressee at the time when the notice or demand must have normally arrived.

（株式交付親会社が譲り受ける株式交付子会社の株式の割当て）

(Allotment of Shares of the Subsidiary Company Resulting from a Partial Share Exchange Acquired by the Parent Company Resulting from a Partial Share Exchange)

第七百七十四条の五　株式交付親会社は、申込者の中から当該株式交付親会社が株式交付子会社の株式を譲り受ける者を定め、かつ、その者に割り当てる当該株式交付親会社が譲り受ける株式交付子会社の株式の数（株式交付子会社が種類株式発行会社である場合にあっては、株式の種類ごとの数。以下この条において同じ。）を定めなければならない。この場合において、株式交付親会社は、申込者に割り当てる当該株式の数の合計が第七百七十四条の三第一項第二号の下限の数を下回らない範囲内で、当該株式の数を、前条第二項第二号の数よりも減少することができる。

Article 774-5 (1) The parent company resulting from a partial share exchange must designate from which offerors it will acquire shares of the subsidiary company resulting from a partial share exchange and the number of shares of the subsidiary company resulting from a partial share exchange that it will acquire from those offerors (if the subsidiary company resulting from a partial share exchange is a company with class shares, the classes of shares and the number of each class; the same applies hereinafter in this Article). In those cases, the parent company resulting from a partial share exchange may acquire a number of the shares less than the number provided in paragraph (2), item (ii) of the preceding Article to the extent that the aggregate number of the shares allocated among the offerors is not less than the minimum number provided in Article 774-3, paragraph (1), item (ii).

２　株式交付親会社は、効力発生日の前日までに、申込者に対し、当該申込者から当該株式交付親会社が譲り受ける株式交付子会社の株式の数を通知しなければならない。

(2) The parent company resulting from a partial share exchange must notify offerors regarding the number of shares of the subsidiary company resulting

from a partial share exchange that it will acquire from the offerors by the day before the effective day.

（株式交付子会社の株式の譲渡しの申込み及び株式交付親会社が譲り受ける株式交付子会社の株式の割当てに関する特則）

(Special Provisions on Offers to Transfer Shares of the Subsidiary Company Resulting from a Partial Share exchange and Allotment of Shares of the Subsidiary Company resulting from a Partial Share Exchange to Be Acquired by the Parent Company Resulting from a Partial Share Exchange)

第七百七十四条の六　前二条の規定は、株式交付子会社の株式を譲り渡そうとする者が、株式交付親会社が株式交付に際して譲り受ける株式交付子会社の株式の総数の譲渡しを行う契約を締結する場合には、適用しない。

Article 774-6 The provisions of the preceding two paragraphs do not apply if a person who intends to transfer shares of the subsidiary company resulting from a partial share exchange concludes an agreement to transfer all of their shares of the subsidiary company resulting from a partial share exchange to be acquired when the parent company resulting from a partial share exchange effects the partial share exchange.

（株式交付子会社の株式の譲渡し）

(Transferring Shares of the Subsidiary Company Resulting from a Partial Share Exchange)

第七百七十四条の七　次の各号に掲げる者は、当該各号に定める株式交付子会社の株式の数について株式交付における株式交付子会社の株式の譲渡人となる。

Article 774-7 (1) The persons set forth in the following items are the transferors of the shares issued by the subsidiary company resulting from the partial share exchange of the partial share exchange with respect to the number of shares of the subsidiary company resulting from a partial share exchange provided in those items:

一　申込者第七百七十四条の五第二項の規定により通知を受けた株式交付子会社の株式の数

(i) offerors: the number of shares of the subsidiary company resulting from a partial share exchange for which notice was received pursuant to the provisions of Article 774-5, paragraph (2); and

二　前条の契約により株式交付親会社が株式交付に際して譲り受ける株式交付子会社の株式の総数を譲り渡すことを約した者その者が譲り渡すことを約した株式交付子会社の株式の数

(ii) persons who promised pursuant to an agreement provided in the preceding Article to transfer all of their shares of the subsidiary company resulting from a partial share exchange to be acquired when the parent company resulting from a partial share exchange effects the partial share exchange:

the number of shares of the subsidiary company resulting from a partial share exchange that these persons promised to transfer.

２　前項各号の規定により株式交付子会社の株式の譲渡人となった者は、効力発生日に、それぞれ当該各号に定める数の株式交付子会社の株式を株式交付親会社に給付しなければならない。

(2) Persons who became transferors of the shares of the subsidiary company resulting from a partial share exchange pursuant to the provisions of each item of the preceding paragraph must deliver the number of shares of the subsidiary company resulting from a partial share exchange provided in each item to the parent company resulting from a partial share exchange on the effective day.

（株式交付子会社の株式の譲渡しの無効又は取消しの制限）

(Restrictions on Invalidation or Rescission of Transfers of Shares of the Subsidiary Company Resulting from a Partial Share Exchange)

第七百七十四条の八　民法第九十三条第一項ただし書及び第九十四条第一項の規定は、第七百七十四条の四第二項の申込み、第七百七十四条の五第一項の規定による割当て及び第七百七十四条の六の契約に係る意思表示については、適用しない。

Article 774-8 (1) The provisions of the proviso to Article 93, paragraph (1) and the provisions of Article 94, paragraph (1) of the Civil Code do not apply to offers under Article 774-4, paragraph (2), allotments under Article 774-5, paragraph (1), and the manifestation of intention relating to agreements under Article 774-6.

２　株式交付における株式交付子会社の株式の譲渡人は、第七百七十四条の十一第二項の規定により株式交付親会社の株式の株主となった日から一年を経過した後又はその株式について権利を行使した後は、錯誤、詐欺又は強迫を理由として株式交付子会社の株式の譲渡しの取消しをすることができない。

(2) If one year has elapsed from the day on which a transferor of the shares issued by the subsidiary company resulting from the partial share exchange of the partial share exchange became a shareholder of the parent company resulting from a partial share exchange pursuant to the provisions of Article 774-11, paragraph (2) or if the transferor has exercised rights in relation to the shares, the transferor may not thereafter rescind the transfer of the shares of the subsidiary company resulting from a partial share exchange on the grounds of mistake, fraud, or duress.

（株式交付子会社の株式の譲渡しに関する規定の準用）

(Application Mutatis Mutandis of the Provisions on Transfer of Shares of Subsidiary Company Resulting from a Partial Share Exchange)

第七百七十四条の九　第七百七十四条の四から前条までの規定は、第七百七十四条の三第一項第七号に規定する場合における株式交付子会社の新株予約権等の譲渡しについて準用する。この場合において、第七百七十四条の四第二項第二号中「数（株式交付

子会社が種類株式発行会社である場合にあっては、株式の種類及び種類ごとの数）」とあるのは「内容及び数」と、第七百七十四条の五第一項中「数（株式交付子会社が種類株式発行会社である場合にあっては、株式の種類ごとの数。以下この条において同じ。）」とあるのは「数」と、「申込者に割り当てる当該株式の数の合計が第七百七十四条の三第一項第二号の下限の数を下回らない範囲内で、当該株式」とあるのは「当該新株予約権等」と、前条第二項中「第七百七十四条の十一第二項」とあるのは「第七百七十四条の十一第四項第一号」と読み替えるものとする。

Article 774-9 In the case provided in Article 774-3, paragraph (1), item (vii), the provisions of Article 774-4 through the preceding Article apply mutatis mutandis to the transfer of the share options, etc. of the subsidiary company resulting from a partial share exchange. In those cases, the phrase "number of shares of the subsidiary company resulting from a partial share exchange to be delivered (in the case of a company with class shares, the classes of the shares and the number of shares for each class)" in Article 774-4, paragraph (2), item (ii) is deemed to be replaced with "features and number of the subsidiary company resulting from a partial share exchange to be delivered," the phrase "number of shares of the subsidiary company resulting from a partial share exchange that it will acquire from those offerors (if the subsidiary company resulting from a partial share exchange is a company with class shares, the classes of shares and the number of each class; the same applies hereinafter in this Article)" in Article 774-5, paragraph (1) is deemed to be replaced with "number of shares of the subsidiary company resulting from a partial share exchange that it will acquire from those offerors," the phrase "the shares less than the number provided in paragraph (2), item (ii) of the preceding Article to the extent that the aggregate number of the shares allocated among the offerors is not less than the minimum number provided in Article 774-3, paragraph (1), item (ii)" in the same paragraph is deemed to be replaced with "the share options, etc., less than the number provided in paragraph (2), item (ii) of the preceding Article" and the phrase "Article 774-11, paragraph (2)" in paragraph (2) of the preceding Article is deemed to be replaced with "Article 774-11, paragraph (4), item (i)."

（申込みがあった株式交付子会社の株式の数が下限の数に満たない場合）

(Cases Where the Number of Offered Shares of the Subsidiary Company Resulting from a Partial Share Exchange Is Less than the Minimum)

第七百七十四条の十　第七百七十四条の五及び第七百七十四条の七（第一項第二号に係る部分を除く。）（これらの規定を前条において準用する場合を含む。）の規定は、第七百七十四条の三第一項第十号の期日において、申込者が譲渡しの申込みをした株式交付子会社の株式の総数が同項第二号の下限の数に満たない場合には、適用しない。この場合においては、株式交付親会社は、申込者に対し、遅滞なく、株式交付をしない旨を通知しなければならない。

Article 774-10 The provisions of Article 774-5 and Article 774-7 (excluding the part related to paragraph (1), item (ii)) (including cases where these provisions apply mutatis mutandis pursuant to the preceding Article) do not apply if, on the day provided in Article 774-3, paragraph (1), item (x), the aggregate number of shares issued by the subsidiary company resulting from the partial share exchange offered to be transferred by offerors is less than the minimum provided in item (ii) of that paragraph. In these cases, the parent company resulting from a partial share exchange must without delay notify offerors to the effect that it does not effect the partial share exchange.

（株式交付の効力の発生等）

(Effectuation of a Partial Share Exchange)

第七百七十四条の十一　株式交付親会社は、効力発生日に、第七百七十四条の七第二項（第七百七十四条の九において準用する場合を含む。）の規定による給付を受けた株式交付子会社の株式及び新株予約権等を譲り受ける。

Article 774-11 (1) The parent company resulting from a partial share exchange acquires the shares and share options, etc. of the subsidiary company resulting from a partial share exchange delivered pursuant to the provisions of Article 774-7, paragraph (2) (including application mutatis mutandis pursuant to Article 774-9) on the effective day.

２　第七百七十四条の七第二項の規定による給付をした株式交付子会社の株式の譲渡人は、効力発生日に、第七百七十四条の三第一項第四号に掲げる事項についての定めに従い、同項第三号の株式交付親会社の株式の株主となる。

(2) The transferors of the shares of the subsidiary company resulting from a partial share exchange delivered pursuant to the provisions of Article 774-7, paragraph (2), in accordance with the provisions on the matters referred to in Article 774-3, paragraph (1), item (iv), becomes shareholders of the shares of the parent company resulting from a partial share exchange provided in item (iii) of that paragraph on the effective day.

３　次の各号に掲げる場合には、第七百七十四条の七第二項の規定による給付をした株式交付子会社の株式の譲渡人は、効力発生日に、第七百七十四条の三第一項第六号に掲げる事項についての定めに従い、当該各号に定める者となる。

(3) In the cases set forth in the following items, the transferors of the shares of the subsidiary company resulting from a partial share exchange delivered pursuant to the provisions of Article 774-7, paragraph (2), in accordance with the provisions on the matters referred to in Article 774-3, paragraph (1), item (vi), becomes the persons specified in each of those items.

一　第七百七十四条の三第一項第五号イに掲げる事項についての定めがある場合同号イの社債の社債権者

(i) if there are provisions on the matters set forth in Article 774-3, paragraph (1), item (v), (a): the holders of bonds referred to in (a) of that item;

二　第七百七十四条の三第一項第五号ロに掲げる事項についての定めがある場合同号ロの新株予約権の新株予約権者

(ii) if there are provisions on the matters set forth in Article 774-3, paragraph (1), item (v), (b): the holders of the share options referred to in (b) of that item; and

三　第七百七十四条の三第一項第五号ハに掲げる事項についての定めがある場合同号ハの新株予約権付社債についての社債の社債権者及び当該新株予約権付社債に付された新株予約権の新株予約権者

(iii) if there are provisions on the matters set forth in Article 774-3, paragraph (1), item (v), (c): the holders of bonds constituting the bonds with share options set forth in (c) of that item and holders of the share options attached to those bonds.

４　次の各号に掲げる場合には、第七百七十四条の九において準用する第七百七十四条の七第二項の規定による給付をした株式交付子会社の新株予約権等の譲渡人は、効力発生日に、第七百七十四条の三第一項第九号に掲げる事項についての定めに従い、当該各号に定める者となる。

(4) In the cases set forth in the following items, the transferors of the share options, etc. of the subsidiary company resulting from a partial share exchange delivered pursuant to the provisions of Article 774-7, paragraph (2) applied mutatis mutandis pursuant to Article 774-9, in accordance with the provisions on the matters set forth in Article 774-3, paragraph (1), item (ix), becomes the persons specified in each of those items.

一　第七百七十四条の三第一項第八号イに掲げる事項についての定めがある場合同号イの株式の株主

(i) if there are provisions on the matters set forth in Article 774-3, paragraph (1), item (viii), (a): the holders of the shares referred to in (a) of that item;

二　第七百七十四条の三第一項第八号ロに掲げる事項についての定めがある場合同号ロの社債の社債権者

(ii) if there are provisions on the matters set forth in Article 774-3, paragraph (1), item (viii), (b): the holders of the bonds referred to in (b) of that item;

三　第七百七十四条の三第一項第八号ハに掲げる事項についての定めがある場合同号ハの新株予約権の新株予約権者

(iii) if there are provisions on the matters set forth in Article 774-3, paragraph (1), item (viii), (c): the holders of the share options referred to in (c) of that item; and

四　第七百七十四条の三第一項第八号ニに掲げる事項についての定めがある場合同号ニの新株予約権付社債についての社債の社債権者及び当該新株予約権付社債に付された新株予約権の新株予約権者

(iv) if there are provisions on the matters set forth in Article 774-3, paragraph (1), item (viii), (d): the holders of bonds constituting the bonds with share options referred to in (d) of that item and holders of the share options

attached to those bonds.

5　前各項の規定は、次に掲げる場合には、適用しない。

(5) The provisions of the preceding paragraph do not apply in the cases set forth below:

一　効力発生日において第八百十六条の八の規定による手続が終了していない場合

(i) if the procedures provided in Article 816-8 are not completed on the effect of day;

二　株式交付を中止した場合

(ii) if the partial share exchange is canceled;

三　効力発生日において株式交付親会社が第七百七十四条の七第二項の規定による給付を受けた株式交付子会社の株式の総数が第七百七十四条の三第一項第二号の下限の数に満たない場合

(iii) if the aggregate number of shares of the subsidiary company resulting from a partial share exchange delivered to the parent company resulting from a partial share exchange pursuant to the provisions of Article 774-7, paragraph (2) on the effective day is less than the minimum provided in Article 774-3, paragraph (1), item (ii); and

四　効力発生日において第二項の規定により第七百七十四条の三第一項第三号の株式交付親会社の株式の株主となる者がない場合

(iv) if there are no persons who become shareholders of the shares of the parent company resulting from a partial share exchange provided in Article 774-3, paragraph (1), item (iii) on the effective day pursuant to the provisions of paragraph (2).

6　前項各号に掲げる場合には、株式交付親会社は、第七百七十四条の七第一項各号（第七百七十四条の九において準用する場合を含む。）に掲げる者に対し、遅滞なく、株式交付をしない旨を通知しなければならない。この場合において、第七百七十四条の七第二項（第七百七十四条の九において準用する場合を含む。）の規定による給付を受けた株式交付子会社の株式又は新株予約権等があるときは、株式交付親会社は、遅滞なく、これらをその譲渡人に返還しなければならない。

(6) In the cases set forth in the items of the preceding paragraph, the parent company resulting from a partial share exchange must without delay provide notice to the persons set forth in each item of Article 774-7, paragraph (1) (including cases were applied mutatis mutandis pursuant to Article 774-9) that it will not effect the partial share exchange. In these cases, if there are shares or share options, etc. of the subsidiary company resulting from a partial share exchange that were delivered pursuant to the provisions of Article 774-7, paragraph (2) (including where applied mutatis mutandis pursuant to Article 774-9), the parent company resulting from a partial share exchange must without delay return the shares or share options, etc. to the transferors.

第五章　組織変更、合併、会社分割、株式交換、株式移転及び株式交付の手続

Chapter V Procedures of Entity Conversion, Merger, Company Split, Share Exchange, Share Transfer, and Partial Share Exchange

第一節　組織変更の手続
Section 1 Procedures of Entity Conversion

第一款　株式会社の手続
Subsection 1 Procedures for a Stock Company

（組織変更計画に関する書面等の備置き及び閲覧等）

(Keeping and Inspection of Documents Concerning an Entity Conversion Plan)

第七百七十五条　組織変更をする株式会社は、組織変更計画備置開始日から組織変更がその効力を生ずる日（以下この節において「効力発生日」という。）までの間、組織変更計画の内容その他法務省令で定める事項を記載し、又は記録した書面又は電磁的記録をその本店に備え置かなければならない。

Article 775 (1) A stock company effecting entity conversion must, from the day on which the entity conversion plan began to be kept until the day on which the entity conversion becomes effective (hereinafter referred to as the "effective day" in this Section), keep documents detailing the contents of the entity conversion plan and other information prescribed by Ministry of Justice Order, or electronic or magnetic records in which the information has been recorded, at its head office.

２　前項に規定する「組織変更計画備置開始日」とは、次に掲げる日のいずれか早い日をいう。

(2) The "day on which the entity conversion plan began to be kept" prescribed in the preceding paragraph means the earliest of the following days:

一　組織変更計画について組織変更をする株式会社の総株主の同意を得た日

(i) the day on which the consent of all shareholders of the stock company effecting the entity conversion has been gained with regard to the entity conversion plan;

二　組織変更をする株式会社が新株予約権を発行しているときは、第七百七十七条第三項の規定による通知の日又は同条第四項の公告の日のいずれか早い日

(ii) if the stock company effecting the entity conversion has issued share options, the day of the notice under the provisions of Article 777, paragraph (3) or the day of the public notice referred to in paragraph (4) of that Article, whichever is earlier; or

三　第七百七十九条第二項の規定による公告の日又は同項の規定による催告の日のいずれか早い日

(iii) the day of the public notice under the provisions of Article 779, paragraph (2) or the day of the demand under the provisions of that paragraph, whichever is earlier.

３　組織変更をする株式会社の株主及び債権者は、当該株式会社に対して、その営業時間内は、いつでも、次に掲げる請求をすることができる。ただし、第二号又は第四号

に掲げる請求をするには、当該株式会社の定めた費用を支払わなければならない。
(3) Shareholders and creditors of a stock company effecting entity conversion may make the following requests to the stock company at any time during its business hours; provided, however, that the fees designated by the stock company are required to be paid in order to make the requests set forth in item (ii) or item (iv):
一　第一項の書面の閲覧の請求
(i) requests for inspection of the documents referred to in paragraph (1);
二　第一項の書面の謄本又は抄本の交付の請求
(ii) requests for delivery of a transcript or extract of the documents referred to in paragraph (1);
三　第一項の電磁的記録に記録された事項を法務省令で定める方法により表示したものの閲覧の請求
(iii) a request to inspect anything that is used in a manner prescribed by Ministry of Justice Order to display the information recorded in an electronic or magnetic record as referred to in paragraph (1); and
四　第一項の電磁的記録に記録された事項を電磁的方法であって株式会社の定めたものにより提供することの請求又はその事項を記載した書面の交付の請求
(iv) a request to be provided with the information recorded in an electronic or magnetic record as referred to in paragraph (1) by an electronic or magnetic means that the stock company has designated, or a request to be issued a document showing that information.

（株式会社の組織変更計画の承認等）
(Approval of the Entity Conversion Plan of a Stock Company)
第七百七十六条　組織変更をする株式会社は、効力発生日の前日までに、組織変更計画について当該株式会社の総株主の同意を得なければならない。
Article 776 (1) A stock company effecting entity conversion must obtain the consent of all shareholders of the stock company with regard to the entity conversion plan by the day immediately preceding the effective day.
２　組織変更をする株式会社は、効力発生日の二十日前までに、その登録株式質権者及び登録新株予約権質権者に対し、組織変更をする旨を通知しなければならない。
(2) A stock company effecting entity conversion must notify its registered pledgees of shares and registered pledgees of share options thereof that it will effect entity conversion, by twenty days prior to the effective day.
３　前項の規定による通知は、公告をもってこれに代えることができる。
(3) A public notice may be substituted for the notice under the provisions of the preceding paragraph.

（新株予約権買取請求）
(Exercise of Appraisal Rights on Share Options)

第七百七十七条　株式会社が組織変更をする場合には、組織変更をする株式会社の新株予約権の新株予約権者は、当該株式会社に対し、自己の有する新株予約権を公正な価格で買い取ることを請求することができる。

Article 777 (1) If a stock company effects entity conversion, holders of share options of the stock company effecting entity conversion may demand that the stock company purchase, at a fair price, the share options that they hold.

２　新株予約権付社債に付された新株予約権の新株予約権者は、前項の規定による請求（以下この款において「新株予約権買取請求」という。）をするときは、併せて、新株予約権付社債についての社債を買い取ることを請求しなければならない。ただし、当該新株予約権付社債に付された新株予約権について別段の定めがある場合は、この限りでない。

(2) If holders of the share options attached to bonds with share options intend to make the demand under the preceding paragraph (hereinafter referred to as "the "exercise of appraisal rights on share options" in this Section), they must also demand that the stock company purchase the bonds concerning bonds with share options; provided, however, that this does not apply if it is otherwise provided for with respect to the share options attached to the bonds with share options.

３　組織変更をしようとする株式会社は、効力発生日の二十日前までに、その新株予約権の新株予約権者に対し、組織変更をする旨を通知しなければならない。

(3) A stock company which intends to effect entity conversion must notify the holders of share options thereof that it will effect entity conversion, by twenty days prior to the effective day.

４　前項の規定による通知は、公告をもってこれに代えることができる。

(4) A public notice may be substituted for the notice under the provisions of the preceding paragraph.

５　新株予約権買取請求は、効力発生日の二十日前の日から効力発生日の前日までの間に、その新株予約権買取請求に係る新株予約権の内容及び数を明らかにしてしなければならない。

(5) To exercise appraisal rights on share options, the share option holder must indicate the features and number of the share options with respect to which the holder is exercising appraisal rights, between twenty days prior to the effective day and the day immediately preceding the effective day.

６　新株予約権証券が発行されている新株予約権について新株予約権買取請求をしようとするときは、当該新株予約権の新株予約権者は、組織変更をする株式会社に対し、その新株予約権証券を提出しなければならない。ただし、当該新株予約権証券について非訟事件手続法第百十四条に規定する公示催告の申立てをした者については、この限りでない。

(6) When intending to exercise appraisal rights on share options in respect of share options for which share option certificates have been issued, the holder of those share options must submit to a stock company effecting the entity

conversion the share option certificates; provided, however, that this does not apply to a person who files a petition for public notice prescribed in Article 114 of the Non-Contentious Cases Procedure Act with respect to those share option certificates.

７　新株予約権付社債券が発行されている新株予約権付社債に付された新株予約権について新株予約権買取請求をしようとするときは、当該新株予約権の新株予約権者は、組織変更をする株式会社に対し、その新株予約権付社債券を提出しなければならない。ただし、当該新株予約権付社債券について非訟事件手続法第百十四条に規定する公示催告の申立てをした者については、この限りでない。

(7) When intending to exercise appraisal rights on share options in respect of share options attached to bonds with share option for which certificate representing the bond with share options have been issued, the holder of those share options must submit to the stock company effective entity conversion the certificate representing the bond with share options; provided, however, that this does not apply to a person who files a petition for public notice prescribed in Article 114 of the Non-Contentious Cases Procedure Act with respect to that certificate representing the bond with share options.

８　新株予約権買取請求をした新株予約権者は、組織変更をする株式会社の承諾を得た場合に限り、その新株予約権買取請求を撤回することができる。

(8) Share option holders exercising appraisal rights on share options may withdraw their demands for appraisal of the share options only with the approval of the stock company effecting the entity conversion.

９　組織変更を中止したときは、新株予約権買取請求は、その効力を失う。

(9) The demands of the share option holders exercising appraisal rights on share options lose effect if the entity conversion is cancelled.

１０　第二百六十条の規定は、新株予約権買取請求に係る新株予約権については、適用しない。

(10) The provisions of Article 260 do not apply to share options for the exercise of appraisal rights on share options.

（新株予約権の価格の決定等）

(Determination of the Price of Share Options)

第七百七十八条　新株予約権買取請求があった場合において、新株予約権（当該新株予約権が新株予約権付社債に付されたものである場合において、当該新株予約権付社債についての社債の買取りの請求があったときは、当該社債を含む。以下この条において同じ。）の価格の決定について、新株予約権者と組織変更をする株式会社（効力発生日後にあっては、組織変更後持分会社。以下この条において同じ。）との間に協議が調ったときは、当該株式会社は、効力発生日から六十日以内にその支払をしなければならない。

Article 778 (1) If a share option holder exercises appraisal rights on the share options, if an agreement on the determination of the price of the share options

(if relevant share options are attached to bonds with share options, if a holder thereof demands that the stock company effecting the entity conversion purchase the bonds constituting those bonds with share options, including the relevant bonds; hereinafter the same applies in this Article) is reached between the share option holder and the stock company effecting entity conversion (after the effective day, the membership company after entity conversion; hereinafter the same applies in this Article), the stock company must make payment within sixty days from the effective day.

2　新株予約権の価格の決定について、効力発生日から三十日以内に協議が調わないときは、新株予約権者又は組織変更後持分会社は、その期間の満了の日後三十日以内に、裁判所に対し、価格の決定の申立てをすることができる。

(2) If no agreement on the determination of the price of the share options is reached within thirty days from the effective day, share option holders or the membership company after entity conversion may file a petition for the court to determine the price within thirty days after the expiration of that period.

3　前条第八項の規定にかかわらず、前項に規定する場合において、効力発生日から六十日以内に同項の申立てがないときは、その期間の満了後は、新株予約権者は、いつでも、新株予約権買取請求を撤回することができる。

(3) Notwithstanding the provisions of paragraph (8) of the preceding Article, in the cases prescribed in the preceding paragraph, if the petition under that paragraph is not filed within sixty days from the effective day, share option holders exercising appraisal rights on the share options may withdraw their demands for appraisal of the share options at any time after the expiration of that period.

4　組織変更後持分会社は、裁判所の決定した価格に対する第一項の期間の満了の日後の法定利率による利息をも支払わなければならない。

(4) The membership company after entity conversion must also pay interest on the price determined by the court at the statutory rate from and including the day of the expiration of the period referred to in paragraph (1).

5　組織変更をする株式会社は、新株予約権の価格の決定があるまでは、新株予約権者に対し、当該株式会社が公正な価格と認める額を支払うことができる。

(5) A stock company effecting an entity conversion may pay the amount that the stock company considers to be a fair price to share option holders by the determination of price of share options.

6　新株予約権買取請求に係る新株予約権の買取りは、効力発生日に、その効力を生ずる。

(6) The purchase of share options relating to the exercise of appraisal rights on share options becomes effective on the effective day.

7　組織変更をする株式会社は、新株予約権証券が発行されている新株予約権について新株予約権買取請求があったときは、新株予約権証券と引換えに、その新株予約権買取請求に係る新株予約権の代金を支払わなければならない。

(7) If a share option holder exercises appraisal rights on share options with respect to share options for which share option certificates are issued, the stock company effecting the entity conversion must pay the price of the share options relating to the exercise of appraisal rights on the share options in exchange for the hare option certificates.

８　組織変更をする株式会社は、新株予約権付社債券が発行されている新株予約権付社債に付された新株予約権について新株予約権買取請求があったときは、新株予約権付社債券と引換えに、その新株予約権買取請求に係る新株予約権の代金を支払わなければならない。

(8) If a share option holder exercises appraisal rights on share options with respect to share options attached to a bond with share options for which a certificate for a bond with share options is issued, the stock company effecting the entity conversion must pay the price of the share options relating to the exercise of appraisal rights on the share options in exchange for the certificate for the bond with share options.

（債権者の異議）

(Objections of Creditors)

第七百七十九条　組織変更をする株式会社の債権者は、当該株式会社に対し、組織変更について異議を述べることができる。

Article 779 (1) Creditors of a stock company effecting entity conversion may state their objections to the entity conversion to the stock company.

２　組織変更をする株式会社は、次に掲げる事項を官報に公告し、かつ、知れている債権者には、各別にこれを催告しなければならない。ただし、第三号の期間は、一箇月を下ることができない。

(2) A stock company effecting entity conversion must give public notice of the matters set forth below in Official Gazette and must give notices separately to each known creditor, if any; provided, however, that the period under item (iii) may not be less than one month:

一　組織変更をする旨

(i) a statement that entity conversion will be effected;

二　組織変更をする株式会社の計算書類（第四百三十五条第二項に規定する計算書類をいう。以下この章において同じ。）に関する事項として法務省令で定めるもの

(ii) the matters prescribed by Ministry of Justice Order as the matters regarding the financial statements (meaning the financial statements prescribed in Article 435, paragraph (2); hereinafter the same applies in this Chapter) of the stock company effecting entity conversion; and

三　債権者が一定の期間内に異議を述べることができる旨

(iii) a statement to the effect that creditors may state their objections within a certain period of time.

３　前項の規定にかかわらず、組織変更をする株式会社が同項の規定による公告を、官

報のほか、第九百三十九条第一項の規定による定款の定めに従い、同項第二号又は第三号に掲げる公告方法によりするときは、前項の規定による各別の催告は、することを要しない。

(3) Notwithstanding the provisions of the preceding paragraph, if a stock company effecting entity conversion gives public notice under that paragraph by the method of public notice set forth in Article 939, paragraph (1), item (ii) or item (iii) in accordance with the provisions of the articles of incorporation under the provisions of that paragraph in addition to Official Gazette, the stock company is not required to give separate notices under the provisions of the preceding paragraph.

４　債権者が第二項第三号の期間内に異議を述べなかったときは、当該債権者は、当該組織変更について承認をしたものとみなす。

(4) If creditors do not raise any objections within the period under paragraph (2), item (iii), the creditors are deemed to have approved the entity conversion.

５　債権者が第二項第三号の期間内に異議を述べたときは、組織変更をする株式会社は、当該債権者に対し、弁済し、若しくは相当の担保を提供し、又は当該債権者に弁済を受けさせることを目的として信託会社等に相当の財産を信託しなければならない。ただし、当該組織変更をしても当該債権者を害するおそれがないときは、この限りでない。

(5) If creditors raise objections within the period under paragraph (2), item (iii), the stock company effecting entity conversion must make payment or provide reasonable security to the creditors, or entrust equivalent property to a trust company, etc. for the purpose of having the creditors receive the payment; provided, however, that this does not apply if there is no risk of harm to the creditors by the entity conversion.

（組織変更の効力発生日の変更）

(Change of the Effective Day of Entity Conversion)

第七百八十条　組織変更をする株式会社は、効力発生日を変更することができる。

Article 780 (1) A stock company effecting entity conversion may change the effective day.

２　前項の場合には、組織変更をする株式会社は、変更前の効力発生日（変更後の効力発生日が変更前の効力発生日前の日である場合にあっては、当該変更後の効力発生日）の前日までに、変更後の効力発生日を公告しなければならない。

(2) In the cases prescribed in the preceding paragraph, the stock company effecting entity conversion must give public notice of the changed effective day by the day immediately preceding the original effective day (or, immediately preceding the changed effective day, if the changed effective day comes before the original effective day).

３　第一項の規定により効力発生日を変更したときは、変更後の効力発生日を効力発生日とみなして、この款及び第七百四十五条の規定を適用する。

(3) When the effective day is changed pursuant to the provisions of paragraph (1), the provisions of this subsection and Article 745 apply by deeming the changed effective day to be the effective day.

第二款　持分会社の手続
Subsection 2 Procedures for a Membership Company

第七百八十一条　組織変更をする持分会社は、効力発生日の前日までに、組織変更計画について当該持分会社の総社員の同意を得なければならない。ただし、定款に別段の定めがある場合は、この限りでない。

Article 781 (1) A membership company effecting entity conversion must obtain the consent of all members of the membership company with regard to the entity conversion plan by the day immediately preceding the effective day; provided, however, that this does not apply if it is otherwise provided for in the articles of incorporation.

２　第七百七十九条（第二項第二号を除く。）及び前条の規定は、組織変更をする持分会社について準用する。この場合において、第七百七十九条第三項中「組織変更をする株式会社」とあるのは「組織変更をする持分会社（合同会社に限る。）」と、前条第三項中「及び第七百四十五条」とあるのは「並びに第七百四十七条及び次条第一項」と読み替えるものとする。

(2) The provisions of Article 779 (excluding paragraph (2), item (ii)) and the preceding Article apply mutatis mutandis to a membership company effecting entity conversion. In those cases, the term "stock company effecting entity conversion" in Article 779, paragraph (3) is deemed to be replaced with "membership company (limited to a limited liability company) effecting entity conversion", and the term "and Article 745" in paragraph (3) of the preceding Article is deemed to be replaced with "and Article 747 and paragraph (1) of the following Article".

第二節　吸収合併等の手続
Section 2 Procedures of an Absorption-Type Merger

第一款　吸収合併消滅会社、吸収分割会社及び株式交換完全子会社の手続
Subsection 1 Procedures for a Company Disappearing in an Absorption-Type Merger, a Company Splitting in an Absorption-Type Split, and a Wholly Owned Subsidiary Company Resulting from a Share Exchange

第一目　株式会社の手続
Division 1 Procedures for a Stock Company

（吸収合併契約等に関する書面等の備置き及び閲覧等）

(Keeping and Inspection of Documents Concerning an Absorption-Type Merger

Agreement)

第七百八十二条　次の各号に掲げる株式会社（以下この目において「消滅株式会社等」という。）は、吸収合併契約等備置開始日から吸収合併、吸収分割又は株式交換（以下この節において「吸収合併等」という。）がその効力を生ずる日（以下この節において「効力発生日」という。）後六箇月を経過する日（吸収合併消滅株式会社にあっては、効力発生日）までの間、当該各号に定めるもの（以下この節において「吸収合併契約等」という。）の内容その他法務省令で定める事項を記載し、又は記録した書面又は電磁的記録をその本店に備え置かなければならない。

Article 782 (1) Each of the stock companies set forth in the following items (hereinafter referred to as an "disappearing stock company, etc." in this division) must, from the day on which the absorption-type merger agreement, etc. began to be kept until the day on which six months have elapsed from the day on which the absorption-type merger, absorption-type company split or share exchange (hereinafter referred to as an "absorption-type merger, etc." in this Section) becomes effective (hereinafter referred to as the "effective day" in this Section) (or, in the case of a stock company disappearing in an absorption-type merger, until the effective day), keep documents detailing the particulars specified respectively in those items (hereinafter referred to as the "absorption-type merger agreement, etc." in this Section) and other information prescribed by Ministry of Justice Order, or electronic or magnetic records in which the information has been recorded, at its head office:

一　吸収合併消滅株式会社　吸収合併契約

(i) stock company disappearing in an absorption-type merger: the absorption-type merger agreement;

二　吸収分割株式会社　吸収分割契約

(ii) stock company splitting in an absorption-type split: the absorption-type company split agreement; and

三　株式交換完全子会社　株式交換契約

(iii) wholly owned subsidiary company resulting from a share exchange: the share exchange agreement.

２　前項に規定する「吸収合併契約等備置開始日」とは、次に掲げる日のいずれか早い日をいう。

(2) The "day on which the absorption-type merger agreement, etc. began to be kept" prescribed in the preceding paragraph means the earliest of the following days:

一　吸収合併契約等について株主総会（種類株主総会を含む。）の決議によってその承認を受けなければならないときは、当該株主総会の日の二週間前の日（第三百十九条第一項の場合にあっては、同項の提案があった日）

(i) if the absorption-type merger agreement, etc. is required to be approved by a resolution at a shareholders meeting (including a general meeting of class shareholders), the day two weeks prior to the day of the shareholders

meeting (or, in the cases prescribed in Article 319, paragraph (1), the day when the proposal under that paragraph is submitted);

二　第七百八十五条第三項の規定による通知を受けるべき株主があるときは、同項の規定による通知の日又は同条第四項の公告の日のいずれか早い日

(ii) if there are shareholders who are to receive the notice under the provisions of Article 785, paragraph (3), the day of the notice under the provisions of that paragraph or the day of the public notice under paragraph (4) of that Article, whichever is earlier;

三　第七百八十七条第三項の規定による通知を受けるべき新株予約権者があるときは、同項の規定による通知の日又は同条第四項の公告の日のいずれか早い日

(iii) if there are share option holders who are to receive the notice under the provisions of Article 787, paragraph (3), the day of the notice under the provisions of that paragraph or the day of the public notice under paragraph (4) of that Article, whichever is earlier;

四　第七百八十九条の規定による手続をしなければならないときは、同条第二項の規定による公告の日又は同項の規定による催告の日のいずれか早い日

(iv) if the procedures under the provisions of Article 789 are required to be carried out, the day of the public notice under the provisions of paragraph (2) of that Article or the day of the notice under the provisions of that paragraph, whichever is earlier; or

五　前各号に規定する場合以外の場合には、吸収分割契約又は株式交換契約の締結の日から二週間を経過した日

(v) in cases other than those prescribed in the preceding items, the day on which two weeks have elapsed from the day of conclusion of the absorption-type company split agreement or the share exchange agreement.

3　消滅株式会社等の株主及び債権者（株式交換完全子会社にあっては、株主及び新株予約権者）は、消滅株式会社等に対して、その営業時間内は、いつでも、次に掲げる請求をすることができる。ただし、第二号又は第四号に掲げる請求をするには、当該消滅株式会社等の定めた費用を支払わなければならない。

(3) Shareholders and creditors of a disappearing stock company, etc. (or, in the case of a wholly owned subsidiary company resulting from a share exchange, shareholders and share option holders) may make the following requests to the disappearing stock company, etc. at any time during its business hours; provided, however, that the fees designated by the disappearing stock company, etc. are required to be paid in order to make the requests set forth in item (ii) or item (iv):

一　第一項の書面の閲覧の請求

(i) requests for inspection of the documents referred to in paragraph (1);

二　第一項の書面の謄本又は抄本の交付の請求

(ii) requests for delivery of a transcript or extract of the documents referred to in paragraph (1);

三　第一項の電磁的記録に記録された事項を法務省令で定める方法により表示したものの閲覧の請求

(iii) a request to inspect anything that is used in a manner prescribed by Ministry of Justice Order to display the information recorded in an electronic or magnetic record as referred to in paragraph (1); and

四　第一項の電磁的記録に記録された事項を電磁的方法であって消滅株式会社等の定めたものにより提供することの請求又はその事項を記載した書面の交付の請求

(iv) a request to be provided with the information recorded in an electronic or magnetic record as referred to in paragraph (1) by the electronic or magnetic means that the disappearing stock company, etc. has designated, or a request to be issued a document showing that information.

（吸収合併契約等の承認等）

(Approval of the Absorption-Type Merger Agreement)

第七百八十三条　消滅株式会社等は、効力発生日の前日までに、株主総会の決議によって、吸収合併契約等の承認を受けなければならない。

Article 783 (1) A disappearing stock company, etc. must obtain the approval of the absorption-type merger agreement, etc. by a resolution at a shareholders meeting by the day immediately preceding the effective day.

２　前項の規定にかかわらず、吸収合併消滅株式会社又は株式交換完全子会社が種類株式発行会社でない場合において、吸収合併消滅株式会社又は株式交換完全子会社の株主に対して交付する金銭等（以下この条及び次条第一項において「合併対価等」という。）の全部又は一部が持分等（持分会社の持分その他これに準ずるものとして法務省令で定めるものをいう。以下この条において同じ。）であるときは、吸収合併契約又は株式交換契約について吸収合併消滅株式会社又は株式交換完全子会社の総株主の同意を得なければならない。

(2) Notwithstanding the provisions of the preceding paragraph, if a stock company disappearing in an absorption-type merger or a wholly owned subsidiary company resulting from a share exchange is not a company with classes shares, if all or part of the monies, etc. to be delivered to shareholders of the stock company disappearing in the absorption-type merger or the wholly owned subsidiary company resulting from the share exchange (hereinafter referred to as the "consideration for the merger, etc." in this Article and paragraph (1) of the following Article) are equity interests, etc. (meaning equity interests of a membership company or those prescribed by Ministry of Justice Order as being equivalent thereto; hereinafter the same applies in this Article), the consent of all shareholders of the stock company disappearing in the absorption-type merger or the wholly owned subsidiary company resulting from the share exchange must be obtained with regard to the absorption-type merger agreement or the share exchange agreement.

３　吸収合併消滅株式会社又は株式交換完全子会社が種類株式発行会社である場合にお

いて、合併対価等の全部又は一部が譲渡制限株式等（譲渡制限株式その他これに準ずるものとして法務省令で定めるものをいう。以下この章において同じ。）であるときは、吸収合併又は株式交換は、当該譲渡制限株式等の割当てを受ける種類の株式（譲渡制限株式を除く。）の種類株主を構成員とする種類株主総会（当該種類株主に係る株式の種類が二以上ある場合にあっては、当該二以上の株式の種類別に区分された種類株主を構成員とする各種類株主総会）の決議がなければ、その効力を生じない。ただし、当該種類株主総会において議決権を行使することができる株主が存しない場合は、この限りでない。

(3) If a stock company disappearing in an absorption-type merger or a wholly owned subsidiary company resulting from a share exchange is a company with classes shares, if all or part of the consideration for the merger, etc. are shares with a restriction on transfer, etc. (meaning shares with a restriction on transfer and those prescribed by Ministry of Justice Order as being equivalent thereto; hereinafter the same applies in this Chapter), the absorption-type merger or the share exchange does not become effective without a resolution at a general meeting of class shareholders constituted by the class shareholders of the class of shares subject to the allotment of the shares with a restriction on transfer, etc. (excluding shares with a restriction on transfer) (if there are two or more classes of shares relating to the class shareholders, the respective general meetings of class shareholders constituted by class shareholders categorized by the class of relevant two or more classes of shares); provided, however, that this does not apply to cases where there is no class shareholder who is able to exercise a voting right at relevant general meeting of class shareholders.

4　吸収合併消滅株式会社又は株式交換完全子会社が種類株式発行会社である場合において、合併対価等の全部又は一部が持分等であるときは、吸収合併又は株式交換は、当該持分等の割当てを受ける種類の株主の全員の同意がなければ、その効力を生じない。

(4) If a stock company disappearing in an absorption-type merger or a wholly owned subsidiary company resulting from a share exchange is a company with classes shares, and all or part of the consideration for the merger, etc. are equity interests, etc., the absorption-type merger or the share exchange does not become effective without the consent of all shareholders of the class subject to the allotment of the equity interests, etc.

5　消滅株式会社等は、効力発生日の二十日前までに、その登録株式質権者（次条第二項に規定する場合における登録株式質権者を除く。）及び第七百八十七条第三項各号に定める新株予約権の登録新株予約権質権者に対し、吸収合併等をする旨を通知しなければならない。

(5) An disappearing stock company, etc. must notify its registered pledgees of shares (excluding the registered pledgees of shares in the cases prescribed in paragraph (2) of the following Article) and registered pledgees of share options

concerning the share options specified in the items of Article 787, paragraph (3) that it will effect the absorption-type merger, etc. by twenty days prior to the effective day.

６　前項の規定による通知は、公告をもってこれに代えることができる。

(6) A public notice may be substituted for the notice under the provisions of the preceding paragraph.

（吸収合併契約等の承認を要しない場合）

(Cases Where Approval of the Absorption-Type Merger Agreement Is Not Required)

第七百八十四条　前条第一項の規定は、吸収合併存続会社、吸収分割承継会社又は株式交換完全親会社（以下この目において「存続会社等」という。）が消滅株式会社等の特別支配会社である場合には、適用しない。ただし、吸収合併又は株式交換における合併対価等の全部又は一部が譲渡制限株式等である場合であって、消滅株式会社等が公開会社であり、かつ、種類株式発行会社でないときは、この限りでない。

Article 784 (1) The provisions of paragraph (1) of the preceding Article do not apply if the company surviving the absorption-type merger, the company succeeding in the absorption-type split or the wholly owning parent company resulting from the share exchange (hereinafter referred to as the "surviving company, etc." in this division) is the special controlling company of the disappearing stock company, etc.; provided, however, that this does not apply if all or part of the value of the merger, etc. in the absorption-type merger or share exchange is shares with a restriction on transfer, etc., and the disappearing stock company, etc. is a public company and not a company with class shares.

２　前条の規定は、吸収分割により吸収分割承継会社に承継させる資産の帳簿価額の合計額が吸収分割株式会社の総資産額として法務省令で定める方法により算定される額の五分の一（これを下回る割合を吸収分割株式会社の定款で定めた場合にあっては、その割合）を超えない場合には、適用しない。

(2) The provisions of the preceding Article do not apply if the sum of the book value of the assets that the company succeeding in the absorption-type split succeeds to through the absorption-type company split does not exceed one-fifth (or, if a lesser proportion is prescribed in the articles of incorporation of the stock company splitting in the absorption-type split, that proportion) of the amount calculated by the method specified by Ministry of Justice Order as the total assets of the stock company splitting in the absorption-type split.

（吸収合併等をやめることの請求）

(Demanding Cessation of Absorption-Type Merger)

第七百八十四条の二　次に掲げる場合において、消滅株式会社等の株主が不利益を受けるおそれがあるときは、消滅株式会社等の株主は、消滅株式会社等に対し、吸収合併

等をやめることを請求することができる。ただし、前条第二項に規定する場合は、この限りでない。

Article 784-2 In the following cases, if shareholders of a disappearing stock company, etc. are likely to suffer disadvantages, shareholders of a disappearing stock company, etc. may demand the disappearing stock company, etc. to cease an absorption-type merger, etc.; provided, however, that this does not apply to cases prescribed in paragraph (2) of the preceding Article:

一　当該吸収合併等が法令又は定款に違反する場合

(i) if the absorption-type merger, etc. violates laws and regulations or the articles of incorporation; or

二　前条第一項本文に規定する場合において、第七百四十九条第一項第二号若しくは第三号、第七百五十一条第一項第三号若しくは第四号、第七百五十八条第四号、第七百六十条第四号若しくは第五号、第七百六十八条第一項第二号若しくは第三号又は第七百七十条第一項第三号若しくは第四号に掲げる事項が消滅株式会社等又は存続会社等の財産の状況その他の事情に照らして著しく不当であるとき。

(ii) in the cases prescribed in the main clause of paragraph (1) of the preceding Article, when the matters set forth in Article 749, paragraph (1), item (ii) or (iii), Article 751, paragraph (1), item (iii) or (iv), Article 758, item (iv), Article 760, item (iv) or (v), Article 768, paragraph (1), item (ii) or (iii), or Article 770, paragraph (1), item (iii) or (iv) are extremely improper in light of the financial status of the disappearing stock company, etc. or surviving company, etc.

（反対株主の株式買取請求）

(Dissenting Shareholders' Appraisal Rights)

第七百八十五条　吸収合併等をする場合（次に掲げる場合を除く。）には、反対株主は、消滅株式会社等に対し、自己の有する株式を公正な価格で買い取ることを請求することができる。

Article 785 (1) In cases of effecting an absorption-type merger, etc. (excluding the following cases), dissenting shareholders may demand that the disappearing stock company, etc. purchase, at a fair price, the shares that they hold:

一　第七百八十三条第二項に規定する場合

(i) in cases prescribed in Article 783, paragraph (2); or

二　第七百八十四条第二項に規定する場合

(ii) in cases prescribed in Article 784, paragraph (2).

２　前項に規定する「反対株主」とは、次の各号に掲げる場合における当該各号に定める株主（第七百八十三条第四項に規定する場合における同項に規定する持分等の割当てを受ける株主を除く。）をいう。

(2) The "dissenting shareholders" provided for in the preceding paragraph means the shareholders provided for in the following items in the cases set forth in

the same items (excluding shareholders entitled to allotment of equity interests, etc. prescribed in Article 783, paragraph (4) in the cases prescribed in that paragraph):

一　吸収合併等をするために株主総会（種類株主総会を含む。）の決議を要する場合　次に掲げる株主

(i) if a resolution at a shareholders meeting (including a general meeting of class shareholders) is required to effect the absorption-type merger, etc.: the following shareholders:

イ　当該株主総会に先立って当該吸収合併等に反対する旨を当該消滅株式会社等に対し通知し、かつ、当該株主総会において当該吸収合併等に反対した株主（当該株主総会において議決権を行使することができるものに限る。）

(a) shareholders who gave notice to relevant disappearing stock company, etc. to the effect that they dissented from relevant absorption-type merger, etc. prior to relevant shareholders meeting and who dissented from relevant absorption-type merger, etc. at relevant shareholders meeting (limited to those who can exercise voting rights at relevant shareholders meeting);

ロ　当該株主総会において議決権を行使することができない株主

(b) shareholders who are unable to exercise voting rights at relevant shareholders meeting; and

二　前号に規定する場合以外の場合　全ての株主（第七百八十四条第一項本文に規定する場合における当該特別支配会社を除く。）

(ii) in cases other than those prescribed in the preceding item: all shareholders (excluding the special controlling company in the cases prescribed in the main clause of Article 784, paragraph (1)).

３　消滅株式会社等は、効力発生日の二十日前までに、その株主（第七百八十三条第四項に規定する場合における同項に規定する持分等の割当てを受ける株主及び第七百八十四条第一項本文に規定する場合における当該特別支配会社を除く。）に対し、吸収合併等をする旨並びに存続会社等の商号及び住所を通知しなければならない。ただし、第一項各号に掲げる場合は、この限りでない。

(3) A disappearing stock company, etc. must notify its shareholders (excluding shareholders entitled to allotment of equity interests, etc. prescribed in Article 783, paragraph (4) in the cases prescribed in that paragraph and the special controlling company in the cases prescribed in the main clause of Article 784, paragraph (1)) that it will effect an absorption-type merger, etc. and the trade name and address of the surviving company, etc., by twenty days prior to the effective day; provided, however, that this does not apply in the cases set forth in the items of paragraph (1).

４　次に掲げる場合には、前項の規定による通知は、公告をもってこれに代えることができる。

(4) In the following cases, a public notice may be substituted for the notice under the provisions of the preceding paragraph:

一　消滅株式会社等が公開会社である場合

(i) if the disappearing stock company, etc. is a public company; or

二　消滅株式会社等が第七百八十三条第一項の株主総会の決議によって吸収合併契約等の承認を受けた場合

(ii) if the disappearing stock company, etc. obtains the approval of the absorption-type merger agreement, etc. by the resolution at a shareholders meeting set forth in Article 783, paragraph (1).

5　第一項の規定による請求（以下この目において「株式買取請求」という。）は、効力発生日の二十日前の日から効力発生日の前日までの間に、その株式買取請求に係る株式の数（種類株式発行会社にあっては、株式の種類及び種類ごとの数）を明らかにしてしなければならない。

(5) To make a demand under the provisions of paragraph (1) (hereinafter referred to as the "exercise of appraisal rights" in this division), a dissenting shareholder must indicate the number of shares with regard to which the shareholder is exercising appraisal rights (or, for a company with classes shares, the classes of the shares and the number of shares for each class), between twenty days prior to the effective day and the day immediately preceding the effective day.

6　株券が発行されている株式について株式買取請求をしようとするときは、当該株式の株主は、消滅株式会社等に対し、当該株式に係る株券を提出しなければならない。ただし、当該株券について第二百二十三条の規定による請求をした者については、この限りでない。

(6) When intending to exercise appraisal rights on shares for which share certificates have been issued, shareholders of those shares must submit the share certificates representing those shares to the disappearing stock company, etc.; provided, however, that this does not apply to a person who makes a demand pursuant to the provisions of Article 223 with respect to those share certificates.

7　株式買取請求をした株主は、消滅株式会社等の承諾を得た場合に限り、その株式買取請求を撤回することができる。

(7) Shareholders exercising appraisal rights may withdraw their demands for appraisal only with the approval of the disappearing stock company, etc.

8　吸収合併等を中止したときは、株式買取請求は、その効力を失う。

(8) The demands of the shareholders exercising appraisal rights lose effect if the absorption-type merger, etc. is cancelled.

9　第百三十三条の規定は、株式買取請求に係る株式については、適用しない。

(9) The provisions of Article 133 do not apply to shares for the exercise of appraisal rights.

（株式の価格の決定等）

(Determination of the Price of Shares)

第七百八十六条　株式買取請求があった場合において、株式の価格の決定について、株主と消滅株式会社等（吸収合併をする場合における効力発生日後にあっては、吸収合併存続会社。以下この条において同じ。）との間に協議が調ったときは、消滅株式会社等は、効力発生日から六十日以内にその支払をしなければならない。

Article 786 (1) If a shareholder exercises appraisal rights and an agreement determining the price of the shares is reached between the shareholder and the disappearing stock company, etc. (or between the shareholder and the company surviving the absorption-type merger, if an absorption-type merger is effected and it is after the effective day; hereinafter the same applies in this Article), the disappearing stock company, etc. must pay that price within sixty days from the effective day.

２　株式の価格の決定について、効力発生日から三十日以内に協議が調わないときは、株主又は消滅株式会社等は、その期間の満了の日後三十日以内に、裁判所に対し、価格の決定の申立てをすることができる。

(2) If no agreement on the determination of the price of the shares is reached within thirty days from the effective day, shareholders or the disappearing stock company, etc. may file a petition for the court to determine the price within thirty days after the expiration of that period.

３　前条第七項の規定にかかわらず、前項に規定する場合において、効力発生日から六十日以内に同項の申立てがないときは、その期間の満了後は、株主は、いつでも、株式買取請求を撤回することができる。

(3) Notwithstanding the provisions of paragraph (7) of the preceding Article, in the cases prescribed in the preceding paragraph, if the petition under that paragraph is not filed within sixty days from the effective day, shareholders exercising appraisal rights may withdraw their demands for appraisal at any time after the expiration of that period.

４　消滅株式会社等は、裁判所の決定した価格に対する第一項の期間の満了の日後の法定利率による利息をも支払わなければならない。

(4) A disappearing stock company, etc. must also pay interest on the price determined by the court at the statutory rate from and including the day of the expiration of the period referred to in paragraph (1).

５　消滅株式会社等は、株式の価格の決定があるまでは、株主に対し、当該消滅株式会社等が公正な価格と認める額を支払うことができる。

(5) A disappearing stock company, etc. may pay the amount that the disappearing stock company, etc. considers to be a fair price to shareholders until the determination of the price of shares.

６　株式買取請求に係る株式の買取りは、効力発生日に、その効力を生ずる。

(6) A share purchase connected with the exercise of appraisal rights becomes effective on the effective day.

７　株券発行会社は、株券が発行されている株式について株式買取請求があったときは、株券と引換えに、その株式買取請求に係る株式の代金を支払わなければならない。

(7) If a shareholder exercises appraisal rights with respect to shares for which share certificates are issued, the share certificate-issuing company must pay the price of the shares relating to the exercise of the appraisal rights in exchange for the share certificates.

（新株予約権買取請求）

(Exercise of Appraisal Rights on Share Options)

第七百八十七条　次の各号に掲げる行為をする場合には、当該各号に定める消滅株式会社等の新株予約権の新株予約権者は、消滅株式会社等に対し、自己の有する新株予約権を公正な価格で買い取ることを請求することができる。

Article 787 (1) In cases of carrying out any one of the acts set forth in the following items, holders of share options of the disappearing stock company, etc. provided for in those items may demand that the disappearing stock company, etc. purchase, at a fair price, the share options that they hold:

一　吸収合併　第七百四十九条第一項第四号又は第五号に掲げる事項についての定めが第二百三十六条第一項第八号の条件（同号イに関するものに限る。）に合致する新株予約権以外の新株予約権

(i) absorption-type merger: share options other than those for which provisions on the matters set forth in Article 749, paragraph (1), item (iv) or (v) meet the conditions set forth in Article 236, paragraph (1), item (viii) (limited to those related to (a) of that item);

二　吸収分割（吸収分割承継会社が株式会社である場合に限る。）　次に掲げる新株予約権のうち、第七百五十八条第五号又は第六号に掲げる事項についての定めが第二百三十六条第一項第八号の条件（同号ロに関するものに限る。）に合致する新株予約権以外の新株予約権

(ii) absorption-type company split (limited to cases where the company succeeding in the absorption-type split is a stock company): among the following share options, share options other than those for which provisions on the matters set forth in Article 758, item (v) or (vi) meet the conditions referred to in Article 236, paragraph (1), item (viii) (limited to those related to (b) of that item):

イ　吸収分割契約新株予約権

(a) the share options in the absorption-type company split agreement; and

ロ　吸収分割契約新株予約権以外の新株予約権であって、吸収分割をする場合において当該新株予約権の新株予約権者に吸収分割承継株式会社の新株予約権を交付することとする旨の定めがあるもの

(b) share options other than the share options in the absorption-type company split agreement, for which there are provisions to the effect that, in the case of effecting an absorption-type company split, share options of the stock company succeeding in the absorption-type split are to be delivered to holders of relevant share options; or

三　株式交換（株式交換完全親会社が株式会社である場合に限る。）　次に掲げる新株予約権のうち、第七百六十八条第一項第四号又は第五号に掲げる事項についての定めが第二百三十六条第一項第八号の条件（同号ニに関するものに限る。）に合致する新株予約権以外の新株予約権

(iii) share exchange (limited to cases where the wholly owning parent company resulting from the share exchange is a stock company): among the following share options, share options other than those for which provisions on the matters set forth in Article 768, paragraph (1), item (iv) or item (v) meet the conditions set forth in Article 236, paragraph (1), item (viii) (limited to those related to (d) of that item):

イ　株式交換契約新株予約権

(a) share options under share exchange agreement; and

ロ　株式交換契約新株予約権以外の新株予約権であって、株式交換をする場合において当該新株予約権の新株予約権者に株式交換完全親株式会社の新株予約権を交付することとする旨の定めがあるもの

(b) share options other than share options under share exchange agreement and for which there are provisions to the effect that, in the case of effecting a share exchange, share options of the wholly owning parent stock company resulting from the share exchange are to be delivered to holders of the share options.

２　新株予約権付社債に付された新株予約権の新株予約権者は、前項の規定による請求（以下この目において「新株予約権買取請求」という。）をするときは、併せて、新株予約権付社債についての社債を買い取ることを請求しなければならない。ただし、当該新株予約権付社債に付された新株予約権について別段の定めがある場合は、この限りでない。

(2) If of share options attached to bonds with share options intend to make the demand under the preceding paragraph (hereinafter referred to as the "exercise of appraisal rights on share options" in this Division), they must also demand that the disappearing stock company, etc. purchase the bonds for bonds with share options; provided, however, that this does not apply if it is otherwise provided for with respect to the share options attached to relevant bonds with share options.

３　次の各号に掲げる消滅株式会社等は、効力発生日の二十日前までに、当該各号に定める新株予約権の新株予約権者に対し、吸収合併等をする旨並びに存続会社等の商号及び住所を通知しなければならない。

(3) The disappearing stock companies, etc. set forth in the following items must notify holders of share options provided for in those items that they will effect an absorption-type merger, etc. and the trade name and address of the surviving company, etc., by twenty days prior to the effective day:

一　吸収合併消滅株式会社　全部の新株予約権

(i) stock company disappearing in the absorption-type merger: all share

options;

二　吸収分割承継会社が株式会社である場合における吸収分割株式会社　次に掲げる新株予約権

(ii) the stock company splitting in the absorption-type split if the company succeeding in the absorption-type split is a stock company: the following share options:

イ　吸収分割契約新株予約権

(a) the share options in the absorption-type company split agreement; and

ロ　吸収分割契約新株予約権以外の新株予約権であって、吸収分割をする場合において当該新株予約権の新株予約権者に吸収分割承継株式会社の新株予約権を交付することとする旨の定めがあるもの

(b) share options other than the share options in the absorption-type company split agreement and for which there are provisions to the effect that, in the case of effecting an absorption-type company split, share options of the stock company succeeding in the absorption-type split are to be delivered to holders of relevant share options;

三　株式交換完全親会社が株式会社である場合における株式交換完全子会社　次に掲げる新株予約権

(iii) the wholly owned subsidiary company resulting from a share exchange if the wholly owning parent company resulting from the share exchange is a stock company: the following share options:

イ　株式交換契約新株予約権

(a) share options under share exchange agreement; and

ロ　株式交換契約新株予約権以外の新株予約権であって、株式交換をする場合において当該新株予約権の新株予約権者に株式交換完全親株式会社の新株予約権を交付することとする旨の定めがあるもの

(b) share options other than share options under share exchange agreement and for which there are provisions to the effect that, in the case of effecting a share exchange, share options of the wholly owning parent stock company resulting from the share exchange are to be delivered to holders of relevant share options.

4　前項の規定による通知は、公告をもってこれに代えることができる。

(4) A public notice may be substituted for the notice under the provisions of the preceding paragraph.

5　新株予約権買取請求は、効力発生日の二十日前の日から効力発生日の前日までの間に、その新株予約権買取請求に係る新株予約権の内容及び数を明らかにしてしなければならない。

(5) To exercise appraisal rights on share options, the share option holder must indicate the features and number of the share options with respect to which the holder is exercising those appraisal rights, between twenty days prior to the effective day and the day immediately preceding the effective day.

６　新株予約権証券が発行されている新株予約権について新株予約権買取請求をしようとするときは、当該新株予約権の新株予約権者は、消滅株式会社等に対し、その新株予約権証券を提出しなければならない。ただし、当該新株予約権証券について非訟事件手続法第百十四条に規定する公示催告の申立てをした者については、この限りでない。

(6) When intending to exercise appraisal rights on share options in respect of share options for which share option certificates have been issued, the holder of those share options must submit to disappearing stock company, etc. the share option certificates; provided, however, that this does not apply to a person who files a public petition as prescribed in Article 114 of the Non-Contentious Cases Procedure Act with respect to those share option certificates.

７　新株予約権付社債券が発行されている新株予約権付社債に付された新株予約権について新株予約権買取請求をしようとするときは、当該新株予約権の新株予約権者は、消滅株式会社等に対し、その新株予約権付社債券を提出しなければならない。ただし、当該新株予約権付社債券について非訟事件手続法第百十四条に規定する公示催告の申立てをした者については、この限りでない。

(7) When intending to exercise appraisal rights on share options in respect of share options attached to bonds with share options for which certificate representing the bond with share options have been issued, the holder of those share options must submit to the disappearing stock company, etc. the certificate representing the bond with share options; provided, however, that this does not apply to a person who files a petition for public notice as prescribed in Article 114 of the Non-Contentious Cases Procedure Act with respect to that certificate representing the bond with share options.

８　新株予約権買取請求をした新株予約権者は、消滅株式会社等の承諾を得た場合に限り、その新株予約権買取請求を撤回することができる。

(8) Share option holders exercising appraisal rights on share options may withdraw their demands for appraisal of the share options only with the approval of the disappearing stock company, etc.

９　吸収合併等を中止したときは、新株予約権買取請求は、その効力を失う。

(9) The demands of the share option holders exercising appraisal rights on share options lose effect if the absorption-type merger, etc. is cancelled.

１０　第二百六十条の規定は、新株予約権買取請求に係る新株予約権については、適用しない。

(10) The provisions of Article 260 do not apply to share options for the exercise of appraisal rights on share options.

（新株予約権の価格の決定等）

(Determination of the Price of Share Options)

第七百八十八条　新株予約権買取請求があった場合において、新株予約権（当該新株予約権が新株予約権付社債に付されたものである場合において、当該新株予約権付社債

についての社債の買取りの請求があったときは、当該社債を含む。以下この条において同じ。）の価格の決定について、新株予約権者と消滅株式会社等（吸収合併をする場合における効力発生日後にあっては、吸収合併存続会社。以下この条において同じ。）との間に協議が調ったときは、消滅株式会社等は、効力発生日から六十日以内にその支払をしなければならない。

Article 788 (1) If a holder of share options exercises appraisal rights on the share options, if an agreement on the determination of the price of the share options (if relevant share options are attached to bonds with share options, if a holder thereof demands the disappearing stock company, etc. to purchase the bonds constituting those bonds with share options, including relevant bonds; hereinafter the same applies in this Article) is reached between the share option holder and the disappearing stock company, etc. (or, after the effective day in cases of effecting an absorption-type merger, the company surviving the absorption-type merger; hereinafter the same applies in this Article), the disappearing stock company, etc. must make payment within sixty days from the effective day.

２　新株予約権の価格の決定について、効力発生日から三十日以内に協議が調わないときは、新株予約権者又は消滅株式会社等は、その期間の満了の日後三十日以内に、裁判所に対し、価格の決定の申立てをすることができる。

(2) If no agreement on the determination of the price of the share options is reached within thirty days from the effective day, the share option holder or the disappearing stock company, etc. may file a petition for the court to determine the price within thirty days after the expiration of that period.

３　前条第八項の規定にかかわらず、前項に規定する場合において、効力発生日から六十日以内に同項の申立てがないときは、その期間の満了後は、新株予約権者は、いつでも、新株予約権買取請求を撤回することができる。

(3) Notwithstanding the provisions of paragraph (8) of the preceding Article, in the cases prescribed in the preceding paragraph, if the petition under that paragraph is not filed within sixty days from the effective day, the share option holders exercising appraisal rights on the share options may withdraw their demands for appraisal of the share options at any time after the expiration of that period.

４　消滅株式会社等は、裁判所の決定した価格に対する第一項の期間の満了の日後の法定利率による利息をも支払わなければならない。

(4) The disappearing stock company, etc. must also pay interest on the price determined by the court at the statutory rate from and including the day of the expiration of the period referred to in paragraph (1).

５　消滅株式会社等は、新株予約権の価格の決定があるまでは、新株予約権者に対し、当該消滅株式会社等が公正な価格と認める額を支払うことができる。

(5) A disappearing stock company may pay the amount that the disappearing stock company considers to be a fair price to share option holders by the

determination of price of share options.

6　新株予約権買取請求に係る新株予約権の買取りは、効力発生日に、その効力を生ずる。

(6) The purchase of share options relating to the exercise of appraisal rights on share options becomes effective on the effective day.

7　消滅株式会社等は、新株予約権証券が発行されている新株予約権について新株予約権買取請求があったときは、新株予約権証券と引換えに、その新株予約権買取請求に係る新株予約権の代金を支払わなければならない。

(7) If a share option holder exercises appraisal rights on share options with respect to share options for which share option certificates are issued, the disappearing stock company, etc. must pay the price of the share options relating to the exercise of appraisal rights on the share options in exchange for the hare option certificates.

8　消滅株式会社等は、新株予約権付社債券が発行されている新株予約権付社債に付された新株予約権について新株予約権買取請求があったときは、新株予約権付社債券と引換えに、その新株予約権買取請求に係る新株予約権の代金を支払わなければならない。

(8) If a share option holder exercises appraisal rights on share options with respect to share options attached to a bond with share options for which a certificate for a bond with share options is issued, the disappearing stock company, etc. must pay the price of the share options relating to the exercise of appraisal rights on the share options in exchange for the certificate for the bond with share options.

（債権者の異議）

(Creditor Objections)

第七百八十九条　次の各号に掲げる場合には、当該各号に定める債権者は、消滅株式会社等に対し、吸収合併等について異議を述べることができる。

Article 789 (1) In the cases set forth in the following items, the creditors provided for in those items may state their objections to the absorption-type merger, etc. to the disappearing stock company, etc.:

一　吸収合併をする場合　吸収合併消滅株式会社の債権者

(i) in cases of effecting an absorption-type merger: creditors of the stock company disappearing in the absorption-type merger;

二　吸収分割をする場合　吸収分割後吸収分割株式会社に対して債務の履行（当該債務の保証人として吸収分割承継会社と連帯して負担する保証債務の履行を含む。）を請求することができない吸収分割株式会社の債権者（第七百五十八条第八号又は第七百六十条第七号に掲げる事項についての定めがある場合にあっては、吸収分割株式会社の債権者）

(ii) in cases of effecting an absorption-type company split: creditors of the stock company splitting in the absorption-type split who are unable to request the

stock company splitting in the absorption-type split to perform the obligations (including performance of the guarantee obligations that the stock company splitting in the absorption-type split jointly and severally assumes with the company succeeding in the absorption-type split as a guarantor) (or, if there are provisions on the matter set forth in Article 758, item (viii) or Article 760, item (vii), creditors of the stock company splitting in the absorption-type split); and

三　株式交換契約新株予約権が新株予約権付社債に付された新株予約権である場合当該新株予約権付社債についての社債権者

(iii) if the share options under share exchange agreement are share options attached to those bonds with share options: the holders constituting bonds with share options.

2　前項の規定により消滅株式会社等の債権者の全部又は一部が異議を述べることができる場合には、消滅株式会社等は、次に掲げる事項を官報に公告し、かつ、知れている債権者（同項の規定により異議を述べることができるものに限る。）には、各別にこれを催告しなければならない。ただし、第四号の期間は、一箇月を下ることができない。

(2) If all or part of the creditors of the disappearing stock company, etc. are able to state their objection pursuant to the provisions of the preceding paragraph, the disappearing stock company, etc. must give public notice of the matters set forth below in Official Gazette and must give notices separately to each known creditor (limited to one who is able to state an objection pursuant to the provisions of that paragraph), if any; provided, however, that the period stated in item (iv) may not be less than one month:

一　吸収合併等をする旨

(i) a statement that an absorption-type merger, etc. will be effected;

二　存続会社等の商号及び住所

(ii) the trade name and address of the surviving company, etc.;

三　消滅株式会社等及び存続会社等（株式会社に限る。）の計算書類に関する事項として法務省令で定めるもの

(iii) the matters prescribed by Ministry of Justice Order as the matters regarding the financial statements of the disappearing stock company, etc. and the surviving company, etc. (limited to a stock company); and

四　債権者が一定の期間内に異議を述べることができる旨

(iv) a statement to the effect that creditors may state their objections within a certain period of time.

3　前項の規定にかかわらず、消滅株式会社等が同項の規定による公告を、官報のほか、第九百三十九条第一項の規定による定款の定めに従い、同項第二号又は第三号に掲げる公告方法によりするときは、前項の規定による各別の催告（吸収分割をする場合における不法行為によって生じた吸収分割株式会社の債務の債権者に対するものを除く。）は、することを要しない。

(3) Notwithstanding the provisions of the preceding paragraph, if the disappearing stock company, etc. gives public notice under that paragraph by the method of public notice set forth in Article 939, paragraph (1), item (ii) or item (iii) in accordance with the provisions of the articles of incorporation under the provisions of that paragraph in addition to Official Gazette, the disappearing stock company, etc. is not required to give separate notices under the provisions of the preceding paragraph (excluding the notices to creditors of the obligations of the stock company splitting in an absorption-type split that have arisen due to a tort in the case of effecting an absorption-type company split).

４　債権者が第二項第四号の期間内に異議を述べなかったときは、当該債権者は、当該吸収合併等について承認をしたものとみなす。

(4) If creditors do not raise any objections within the period under paragraph (2), item (iv), relevant creditors are deemed to have approved the absorption-type merger, etc.

５　債権者が第二項第四号の期間内に異議を述べたときは、消滅株式会社等は、当該債権者に対し、弁済し、若しくは相当の担保を提供し、又は当該債権者に弁済を受けさせることを目的として信託会社等に相当の財産を信託しなければならない。ただし、当該吸収合併等をしても当該債権者を害するおそれがないときは、この限りでない。

(5) If creditors raise objections within the period under paragraph (2), item (iv), the disappearing stock company, etc. must make payment or provide reasonable security to relevant creditors, or entrust equivalent property to a trust company, etc. for the purpose of having relevant creditors receive the payment; provided, however, that this does not apply if there is no risk of harm to relevant creditors by relevant absorption-type merger, etc.

（吸収合併等の効力発生日の変更）

(Change in the Effective Day of Absorption-Type Mergers)

第七百九十条　消滅株式会社等は、存続会社等との合意により、効力発生日を変更することができる。

Article 790 (1) A disappearing stock company, etc. may change the effective day by agreement with the surviving company, etc.

２　前項の場合には、消滅株式会社等は、変更前の効力発生日（変更後の効力発生日が変更前の効力発生日前の日である場合にあっては、当該変更後の効力発生日）の前日までに、変更後の効力発生日を公告しなければならない。

(2) In the cases prescribed in the preceding paragraph, the disappearing stock company, etc. must give public notice of the changed effective day by the day immediately preceding the original effective day (or, immediately preceding the changed effective day, if the changed effective day comes before the original effective day).

３　第一項の規定により効力発生日を変更したときは、変更後の効力発生日を効力発生

日とみなして、この節並びに第七百五十条、第七百五十二条、第七百五十九条、第七百六十一条、第七百六十九条及び第七百七十一条の規定を適用する。

(3) When the effective day is changed pursuant to the provisions of paragraph (1), the provisions of this Section and Article 750, Article 752, Article 759, Article 761, Article 769, and Article 771 apply by deeming the changed effective day to be the effective day.

（吸収分割又は株式交換に関する書面等の備置き及び閲覧等）

(Keeping and Inspection of Documents Concerning Absorption-Type Company Splits or Share Exchanges)

第七百九十一条　吸収分割株式会社又は株式交換完全子会社は、効力発生日後遅滞なく、吸収分割承継会社又は株式交換完全親会社と共同して、次の各号に掲げる区分に応じ、当該各号に定めるものを作成しなければならない。

Article 791 (1) The stock company splitting in an absorption-type split or the wholly owned subsidiary company resulting from a share exchange must, without delay after the effective day, prepare what are provided for in the following items for the categories set forth respectively in those items, jointly with the company succeeding in the absorption-type split or the wholly owning parent company resulting from the share exchange:

一　吸収分割株式会社　吸収分割により吸収分割承継会社が承継した吸収分割株式会社の権利義務その他の吸収分割に関する事項として法務省令で定める事項を記載し、又は記録した書面又は電磁的記録

(i) stock company splitting in the absorption-type split: documents detailing the rights and obligations that the company succeeding in the absorption-type split succeeded to by transfer from the stock company splitting in the absorption-type split through the absorption-type company split and any other information prescribed by Ministry of Justice Order as concerning an absorption-type company split, or electronic or magnetic records in which the information has been recorded; and

二　株式交換完全子会社　株式交換により株式交換完全親会社が取得した株式交換完全子会社の株式の数その他の株式交換に関する事項として法務省令で定める事項を記載し、又は記録した書面又は電磁的記録

(ii) wholly owned subsidiary company resulting from the share exchange: documents detailing the number of shares of the wholly owned subsidiary company resulting from the share exchange acquired by the wholly owning parent company resulting from the share exchange and any other information prescribed by Ministry of Justice Order as concerning a share exchange, or electronic or magnetic records in which the information has been recorded.

２　吸収分割株式会社又は株式交換完全子会社は、効力発生日から六箇月間、前項各号の書面又は電磁的記録をその本店に備え置かなければならない。

(2) A stock company splitting in an absorption-type split or a wholly owned subsidiary company resulting from a share exchange must, for a period of six months from the effective day, keep the documents or electronic or magnetic records referred to in the items of the preceding paragraph at its head office.

3　吸収分割株式会社の株主、債権者その他の利害関係人は、吸収分割株式会社に対して、その営業時間内は、いつでも、次に掲げる請求をすることができる。ただし、第二号又は第四号に掲げる請求をするには、当該吸収分割株式会社の定めた費用を支払わなければならない。

(3) Shareholders, creditors and any other interested parties of a stock company splitting in an absorption-type split may make the following requests to the stock company splitting in the absorption-type split at any time during its business hours; provided, however, that the fees designated by the stock company splitting in the absorption-type split are required to be paid in order to make the requests set forth in item (ii) or item (iv):

一　前項の書面の閲覧の請求

(i) requests for inspection of the documents referred to in the preceding paragraph;

二　前項の書面の謄本又は抄本の交付の請求

(ii) requests for delivery of a transcript or extract of the documents referred to in the preceding paragraph;

三　前項の電磁的記録に記録された事項を法務省令で定める方法により表示したものの閲覧の請求

(iii) a request to inspect anything that is used in a manner prescribed by Ministry of Justice Order to display the information recorded in an electronic or magnetic record as referred to in the preceding paragraph; and

四　前項の電磁的記録に記録された事項を電磁的方法であって吸収分割株式会社の定めたものにより提供することの請求又はその事項を記載した書面の交付の請求

(iv) a request to be provided with the information recorded in an electronic or magnetic record as referred to in the preceding paragraph by an electronic or magnetic means that the stock company splitting in the absorption-type split has designated, or a request to be issued a document showing that information.

4　前項の規定は、株式交換完全子会社について準用する。この場合において、同項中「吸収分割株式会社の株主、債権者その他の利害関係人」とあるのは、「効力発生日に株式交換完全子会社の株主又は新株予約権者であった者」と読み替えるものとする。

(4) The provisions of the preceding paragraph apply mutatis mutandis to a wholly owned subsidiary company resulting from a share exchange. In these cases, the phrase "shareholders, creditors and any other interested parties of a stock company splitting in the absorption-type split" is deemed to be replaced with "persons who were shareholders or holders of share option in the wholly owned subsidiary company resulting from the share exchange as of the

effective day".

（剰余金の配当等に関する特則）
(Special Provisions on Dividends of Surplus)

第七百九十二条　第四百四十五条第四項、第四百五十八条及び第二編第五章第六節の規定は、次に掲げる行為については、適用しない。

Article 792 The provisions of Article 445, paragraph (4), Article 458 and Part II, Chapter V, Section 6 do not apply to the acts set forth below:

一　第七百五十八条第八号イ又は第七百六十条第七号イの株式の取得

(i) acquisition of shares referred to in Article 758, item (viii), (a) or Article 760, item (vii), (a); and

二　第七百五十八条第八号ロ又は第七百六十条第七号ロの剰余金の配当

(ii) distribution of dividends of surplus referred to in Article 758, item (viii), (b) or Article 760, item (vii), (b).

第二目　持分会社の手続
Division 2 Procedures for a Membership Company

第七百九十三条　次に掲げる行為をする持分会社は、効力発生日の前日までに、吸収合併契約等について当該持分会社の総社員の同意を得なければならない。ただし、定款に別段の定めがある場合は、この限りでない。

Article 793 (1) A membership company conducting any one of the acts below must obtain the consent of all members of the membership company with regard to the absorption-type merger agreement, etc. by the day immediately preceding the effective day; provided, however, that this does not apply if it is otherwise provided for in the articles of incorporation:

一　吸収合併（吸収合併により当該持分会社が消滅する場合に限る。）

(i) absorption-type merger (but only if the membership company disappears in the absorption-type merger); or

二　吸収分割（当該持分会社（合同会社に限る。）がその事業に関して有する権利義務の全部を他の会社に承継させる場合に限る。）

(ii) absorption-type company split (limited to cases where another company succeeds to all of the rights and obligations held by relevant membership company (limited to a limited liability company) in connection with its business).

２　第七百八十九条（第一項第三号及び第二項第三号を除く。）及び第七百九十条の規定は、吸収合併消滅持分会社又は合同会社である吸収分割会社（以下この節において「吸収分割合同会社」という。）について準用する。この場合において、第七百八十九条第一項第二号中「債権者（第七百五十八条第八号又は第七百六十条第七号に掲げる事項についての定めがある場合にあっては、吸収分割株式会社の債権者）」とあるのは「債権者」と、同条第三項中「消滅株式会社等」とあるのは「吸収合併消滅持分

会社（吸収合併存続会社が株式会社又は合同会社である場合にあっては、合同会社に限る。）又は吸収分割合同会社」と読み替えるものとする。

(2) The provisions of Article 789 (excluding paragraph (1), item (iii) and paragraph (2), item (iii)) and Article 790 apply mutatis mutandis to a membership company disappearing in an absorption-type merger or a company splitting in an absorption-type split, which is a limited liability company (hereinafter referred to as the "limited liability company splitting in the absorption-type split" in this Section). In these cases, the phrase "creditors of the stock company splitting in the absorption-type split who are unable to request the stock company splitting in the absorption-type split to perform the obligations (including performance of the guarantee obligations that the stock company splitting in the absorption-type split jointly and severally assumes with the company succeeding in the absorption-type split as a guarantor) (or, if there are provisions on the matter set forth in Article 758, item (viii) or Article 760, item (vii), creditors of the stock company splitting in the absorption-type split)" in Article 789, paragraph (1), item (ii) is deemed to be replaced with "creditors of the stock company splitting in the absorption-type split who are unable to request the stock company splitting in the absorption-type split to perform the obligations (including performance of the guarantee obligations that the stock company splitting in the absorption-type split jointly and severally assumes with the company succeeding in the absorption-type split as a guarantor)" and the term "disappearing stock company, etc." in paragraph (3) of that Article is deemed to be replaced with "membership company disappearing in the absorption-type merger (limited to a limited liability company if the company surviving the absorption-type merger is a stock company or a limited liability company) or the limited liability company splitting in the absorption-type split".

第二款　吸収合併存続会社、吸収分割承継会社及び株式交換完全親会社の手続

Subsection 2 Procedures for the Company Surviving an Absorption-Type Merger, the Company Succeeding in an Absorption-Type Split, and the Wholly Owning Parent Company Resulting from a Share Exchange

第一目　株式会社の手続

Division 1 Procedures for a Stock Company

（吸収合併契約等に関する書面等の備置き及び閲覧等）

(Keeping and Inspection of Documents Concerning an Absorption-Type Merger Agreement)

第七百九十四条　吸収合併存続株式会社、吸収分割承継株式会社又は株式交換完全親株

式会社（以下この目において「存続株式会社等」という。）は、吸収合併契約等備置開始日から効力発生日後六箇月を経過する日までの間、吸収合併契約等の内容その他法務省令で定める事項を記載し、又は記録した書面又は電磁的記録をその本店に備え置かなければならない。

Article 794 (1) A stock company surviving an absorption-type merger, a stock company succeeding in an absorption-type split, or the wholly owning parent stock company resulting from a share exchange (hereinafter referred to as the "surviving stock company, etc." in this division) must, from the day on which the absorption-type merger agreement, etc. began to be kept until the day on which six months have elapsed from the effective day, keep documents detailing the absorption-type merger agreement, etc. and other information prescribed by Ministry of Justice Order, or electronic or magnetic records in which the information has been recorded, at its head office.

２　前項に規定する「吸収合併契約等備置開始日」とは、次に掲げる日のいずれか早い日をいう。

(2) The "day on which the absorption-type merger agreement, etc. began to be kept" prescribed in the preceding paragraph means the earliest of the following days:

一　吸収合併契約等について株主総会（種類株主総会を含む。）の決議によってその承認を受けなければならないときは、当該株主総会の日の二週間前の日（第三百十九条第一項の場合にあっては、同項の提案があった日）

(i) if the absorption-type merger agreement, etc. is required to be approved by a resolution at a shareholders meeting (including a general meeting of class shareholders), the day two weeks prior to the day of the shareholders meeting (or, in the cases prescribed in Article 319, paragraph (1), the day when the proposal under that paragraph is submitted);

二　第七百九十七条第三項の規定による通知の日又は同条第四項の公告の日のいずれか早い日

(ii) the day of the notice under the provisions of Article 797, paragraph (3) or the day of the public notice under paragraph (4) of that Article, whichever is earlier; or

三　第七百九十九条の規定による手続をしなければならないときは、同条第二項の規定による公告の日又は同項の規定による催告の日のいずれか早い日

(iii) if the procedures under the provisions of Article 799 are required to be carried out, the day of the public notice under the provisions of paragraph (2) of that Article or the day of the notice under the provisions of that paragraph, whichever is earlier.

３　存続株式会社等の株主及び債権者（株式交換完全子会社の株主に対して交付する金銭等が株式交換完全親株式会社の株式その他これに準ずるものとして法務省令で定めるもののみである場合（第七百六十八条第一項第四号ハに規定する場合を除く。）にあっては、株主）は、存続株式会社等に対して、その営業時間内は、いつでも、次に

掲げる請求をすることができる。ただし、第二号又は第四号に掲げる請求をするには、当該存続株式会社等の定めた費用を支払わなければならない。

(3) Shareholders and creditors of a surviving stock company, etc. (or, if the monies, etc. to be delivered to shareholders of the wholly owned subsidiary company resulting from a share exchange are limited to shares of the wholly owning parent stock company resulting from the share exchange or those prescribed by Ministry of Justice Order as being equivalent thereto (excluding the case prescribed in Article 768, paragraph (1), item (iv), (c)), shareholders) may make the following requests to the surviving stock company, etc. at any time during its business hours; provided, however, that the fees designated by the surviving stock company, etc. are required to be paid in order to make the requests set forth in item (ii) or item (iv):

一　第一項の書面の閲覧の請求

(i) requests for inspection of the documents referred to in paragraph (1);

二　第一項の書面の謄本又は抄本の交付の請求

(ii) requests for delivery of a transcript or extract of the documents referred to in paragraph (1);

三　第一項の電磁的記録に記録された事項を法務省令で定める方法により表示したものの閲覧の請求

(iii) a request to inspect anything that is used in a manner prescribed by Ministry of Justice Order to display the information recorded in an electronic or magnetic record as referred to in paragraph (1); and

四　第一項の電磁的記録に記録された事項を電磁的方法であって存続株式会社等の定めたものにより提供することの請求又はその事項を記載した書面の交付の請求

(iv) a request to be provided with the information recorded in an electronic or magnetic record as referred to in paragraph (1) by an electronic or magnetic means that the surviving stock company, etc. has designated, or a request to be issued a document showing that information.

（吸収合併契約等の承認等）

(Approval of the Absorption-Type Merger Agreement)

第七百九十五条　存続株式会社等は、効力発生日の前日までに、株主総会の決議によって、吸収合併契約等の承認を受けなければならない。

Article 795 (1) A surviving stock company, etc. must obtain the approval of the absorption-type merger agreement, etc. by a resolution at a shareholders meeting by the day immediately preceding the effective day.

２　次に掲げる場合には、取締役は、前項の株主総会において、その旨を説明しなければならない。

(2) In the cases set forth below, a director must explain to that effect at the shareholders meeting referred to in the preceding paragraph:

一　吸収合併存続株式会社又は吸収分割承継株式会社が承継する吸収合併消滅会社又

は吸収分割会社の債務の額として法務省令で定める額（次号において「承継債務額」という。）が吸収合併存続株式会社又は吸収分割承継株式会社が承継する吸収合併消滅会社又は吸収分割会社の資産の額として法務省令で定める額（同号において「承継資産額」という。）を超える場合

(i) if the amount prescribed by Ministry of Justice Order as the amount of obligations that the stock company surviving an absorption-type merger or the stock company succeeding in an absorption-type split succeeds to by transfer from the company disappearing in the absorption-type merger or the company splitting in the absorption-type split (referred to as the "amount of succeeded obligations" in the following item) exceeds the amount prescribed by Ministry of Justice Order as the amount of assets that the stock company surviving the absorption-type merger or the stock company succeeding in the absorption-type split succeeds to by transfer from the company disappearing in the absorption-type merger or the company splitting in the absorption-type split (referred to as the "amount of succeeded assets" in the following item);

二　吸収合併存続株式会社又は吸収分割承継株式会社が吸収合併消滅株式会社の株主、吸収合併消滅持分会社の社員又は吸収分割会社に対して交付する金銭等（吸収合併存続株式会社又は吸収分割承継株式会社の株式等を除く。）の帳簿価額が承継資産額から承継債務額を控除して得た額を超える場合

(ii) if the book value of the monies, etc. (excluding shares, etc. of the stock company surviving an absorption-type merger or the stock company succeeding in an absorption-type split) delivered by the stock company surviving the absorption-type merger or the stock company succeeding in the absorption-type split to shareholders of the stock company disappearing in the absorption-type merger, to members of the membership company disappearing in the absorption-type merger or to the company splitting in the absorption-type split exceeds the amount obtained by deducting the amount of succeeded obligations from the amount of succeeded assets; or

三　株式交換完全親株式会社が株式交換完全子会社の株主に対して交付する金銭等（株式交換完全親株式会社の株式等を除く。）の帳簿価額が株式交換完全親株式会社が取得する株式交換完全子会社の株式の額として法務省令で定める額を超える場合

(iii) if the book value of the monies, etc. (excluding shares, etc. of the wholly owning parent stock company resulting from a share exchange) delivered by the wholly owning parent stock company resulting from a share exchange to shareholders of the wholly owned subsidiary company resulting from the share exchange exceeds the amount prescribed by Ministry of Justice Order as the amount of shares in the wholly owned subsidiary company resulting from the share exchange to be acquired by the wholly owning parent stock company resulting from the share exchange.

３　承継する吸収合併消滅会社又は吸収分割会社の資産に吸収合併存続株式会社又は吸収分割承継株式会社の株式が含まれる場合には、取締役は、第一項の株主総会において、当該株式に関する事項を説明しなければならない。

(3) If the assets of a company disappearing in an absorption-type merger or a company splitting in an absorption-type split include shares of the stock company surviving the absorption-type merger or the stock company succeeding in the absorption-type split, a director must explain the matters concerning relevant shares at the shareholders meeting referred to in paragraph (1).

４　存続株式会社等が種類株式発行会社である場合において、次の各号に掲げる場合には、吸収合併等は、当該各号に定める種類の株式（譲渡制限株式であって、第百九十九条第四項の定款の定めがないものに限る。）の種類株主を構成員とする種類株主総会（当該種類株主に係る株式の種類が二以上ある場合にあっては、当該二以上の株式の種類別に区分された種類株主を構成員とする各種類株主総会）の決議がなければ、その効力を生じない。ただし、当該種類株主総会において議決権を行使することができる株主が存しない場合は、この限りでない。

(4) Where the surviving stock company, etc. is a company with class shares, in the cases set forth in the following items, an absorption-type merger, etc. does not become effective without a resolution at a general meeting of class shareholders constituted by class shareholders of the class of shares provided for respectively in those items (limited to shares with a restriction on transfer and for which the provisions of the articles of incorporation referred to in Article 199, paragraph (4) do not exist) (if there are two or more classes of shares relating to relevant class shareholders, the respective general meetings of class shareholders constituted by class shareholders categorized by the class of relevant two or more classes of shares); provided, however, that this does not apply to cases where there is no class shareholder who is able to exercise a voting right at relevant general meeting of class shareholders:

一　吸収合併消滅株式会社の株主又は吸収合併消滅持分会社の社員に対して交付する金銭等が吸収合併存続株式会社の株式である場合　第七百四十九条第一項第二号イの種類の株式

(i) if the monies, etc. delivered to shareholders of the stock company disappearing in an absorption-type merger or to members of the membership company disappearing in an absorption-type merger are shares of the stock company surviving the absorption-type merger: the class of shares referred to in Article 749, paragraph (1), item (ii), (a);

二　吸収分割会社に対して交付する金銭等が吸収分割承継株式会社の株式である場合　第七百五十八条第四号イの種類の株式

(ii) if the monies, etc. delivered to the company splitting in an absorption-type split are shares of the stock company succeeding in the absorption-type split: the class of shares referred to in Article 758, item (iv), (a); or

三　株式交換完全子会社の株主に対して交付する金銭等が株式交換完全親株式会社の株式である場合　第七百六十八条第一項第二号イの種類の株式

(iii) if the monies, etc. delivered to shareholders of the wholly owned subsidiary company resulting from a share exchange are shares in the wholly owning parent stock company resulting from the share exchange: the class of shares referred to in Article 768, paragraph (1), item (ii), (a).

（吸収合併契約等の承認を要しない場合等）

(Cases Where Approval of the Absorption-Type Merger Agreement Is Not Required)

第七百九十六条　前条第一項から第三項までの規定は、吸収合併消滅会社、吸収分割会社又は株式交換完全子会社（以下この目において「消滅会社等」という。）が存続株式会社等の特別支配会社である場合には、適用しない。ただし、吸収合併消滅株式会社若しくは株式交換完全子会社の株主、吸収合併消滅持分会社の社員又は吸収分割会社に対して交付する金銭等の全部又は一部が存続株式会社等の譲渡制限株式である場合であって、存続株式会社等が公開会社でないときは、この限りでない。

Article 796 (1) The provisions of paragraphs (1) through (3) of the preceding Article do not apply if a company disappearing in an absorption-type merger, the company splitting in an absorption-type split or the wholly owned subsidiary company resulting from a share exchange (hereinafter referred to as the "disappearing company, etc." in this division) is the special controlling company of the surviving stock company, etc.; provided, however, that this does not apply if all or part of the monies, etc. to be delivered to shareholders of the stock company disappearing in the absorption-type merger or the wholly owned subsidiary company resulting from the share exchange, to members of the membership company disappearing in the absorption-type merger or to the company splitting in the absorption-type split are shares with a restriction on transfer, etc. of the surviving stock company, etc., and the surviving stock company, etc. is not a public company.

２　前条第一項から第三項までの規定は、第一号に掲げる額の第二号に掲げる額に対する割合が五分の一（これを下回る割合を存続株式会社等の定款で定めた場合にあっては、その割合）を超えない場合には、適用しない。ただし、同条第二項各号に掲げる場合又は前項ただし書に規定する場合は、この限りでない。

(2) The provisions of paragraphs (1) through (3) of the preceding Article do not apply if the amount set forth in item (i) does not exceed one-fifth (or, if a lesser proportion is prescribed in the articles of incorporation of the surviving stock company, etc., the proportion) of the amount set forth in item (ii); provided, however, that this does not apply in the cases set forth in the items of paragraph (2) of that Article or the cases prescribed in the proviso to the preceding paragraph:

一　次に掲げる額の合計額

(i) the total amount of the amounts set forth below:

イ　吸収合併消滅株式会社若しくは株式交換完全子会社の株主、吸収合併消滅持分会社の社員又は吸収分割会社（以下この号において「消滅会社等の株主等」という。）に対して交付する存続株式会社等の株式の数に一株当たり純資産額を乗じて得た額

(a) the amount obtained by multiplying the number of shares of the surviving stock company, etc. to be delivered to shareholders of the stock company disappearing in an absorption-type merger or the wholly owned subsidiary company resulting from a share exchange, to members of the membership company disappearing in the absorption-type merger or to the company splitting in the absorption-type split (hereinafter referred to as "shareholders, etc. of the disappearing company, etc." in this item) by the amount of net assets per share;

ロ　消滅会社等の株主等に対して交付する存続株式会社等の社債、新株予約権又は新株予約権付社債の帳簿価額の合計額

(b) the total amount of the book value of bonds, share options or bonds with share options of the surviving stock company, etc. to be delivered to shareholders, etc. of the disappearing company, etc.; and

ハ　消滅会社等の株主等に対して交付する存続株式会社等の株式等以外の財産の帳簿価額の合計額

(c) the total amount of the book value of property other than shares, etc. of the surviving stock company, etc. to be delivered to shareholders, etc. of the disappearing company, etc.; and

二　存続株式会社等の純資産額として法務省令で定める方法により算定される額

(ii) the amount calculated by the method specified by Ministry of Justice Order as the total assets of the surviving stock company, etc.

3　前項本文に規定する場合において、法務省令で定める数の株式（前条第一項の株主総会において議決権を行使することができるものに限る。）を有する株主が第七百九十七条第三項の規定による通知又は同条第四項の公告の日から二週間以内に吸収合併等に反対する旨を存続株式会社等に対し通知したときは、当該存続株式会社等は、効力発生日の前日までに、株主総会の決議によって、吸収合併契約等の承認を受けなければならない。

(3) In the cases prescribed in the main clause of the preceding paragraph, if shareholders that hold the shares (limited to those that entitle the shareholders to exercise voting rights at a shareholders meeting under paragraph (1) of the preceding Article) in the number prescribed by Ministry of Justice Order notify the surviving stock company, etc. to the effect that relevant shareholders dissent from the absorption-type merger, etc., within two weeks from the day of the notice under the provisions of Article 797, paragraph (3) or the public notice under paragraph (4) of that Article, the relevant surviving stock company, etc. must obtain the approval of the absorption-type

merger agreement, etc. by a resolution at a shareholders meeting no later than the day immediately preceding the effective day.

（吸収合併等をやめることの請求）

(Demanding Cessation of Absorption-Type Merger)

第七百九十六条の二　次に掲げる場合において、存続株式会社等の株主が不利益を受けるおそれがあるときは、存続株式会社等の株主は、存続株式会社等に対し、吸収合併等をやめることを請求することができる。ただし、前条第二項本文に規定する場合（第七百九十五条第二項各号に掲げる場合及び前条第一項ただし書又は第三項に規定する場合を除く。）は、この限りでない。

Article 796-2 In the following cases, if shareholders of the surviving stock company, etc. are likely to suffer disadvantages, shareholders of the surviving stock company, etc. may demand the surviving stock company, etc. to cease an absorption-type merger, etc.; provided, however, that this does not apply to cases prescribed in the main clause of paragraph (2) of the preceding Article (excluding the cases set forth in the items of Article 795, paragraph (2) and the cases prescribed in the proviso to paragraph (1) or paragraph (3) of the preceding Article):

一　当該吸収合併等が法令又は定款に違反する場合

(i) if the absorption-type merger, etc. violates laws and regulations or the articles of incorporation; or

二　前条第一項本文に規定する場合において、第七百四十九条第一項第二号若しくは第三号、第七百五十八条第四号又は第七百六十八条第一項第二号若しくは第三号に掲げる事項が存続株式会社等又は消滅会社等の財産の状況その他の事情に照らして著しく不当であるとき。

(ii) if prescribed in the main clause of paragraph (1) of the preceding Article, when the matters set forth in Article 749, paragraph (1), item (ii) or (iii), Article 758, item (iv), or Article 768, paragraph (1), item (ii) or (iii) are extremely improper in light of the financial status of the surviving stock company, etc. or disappearing company, etc.

（反対株主の株式買取請求）

(Dissenting Shareholders' Appraisal Rights)

第七百九十七条　吸収合併等をする場合には、反対株主は、存続株式会社等に対し、自己の有する株式を公正な価格で買い取ることを請求することができる。ただし、第七百九十六条第二項本文に規定する場合（第七百九十五条第二項各号に掲げる場合及び第七百九十六条第一項ただし書又は第三項に規定する場合を除く。）は、この限りでない。

Article 797 (1) In cases of effecting an absorption-type merger, etc., dissenting shareholders may demand that the surviving stock company, etc. purchase, at a fair price, the shares that they hold; provided, however, that this does not

apply to the cases prescribed in the main clause of Article 796, paragraph (2) (excluding the cases set forth in the items of Article 795, paragraph (2) and the cases prescribed in the proviso to Article 796, paragraph (1), or (3)).

２　前項に規定する「反対株主」とは、次の各号に掲げる場合における当該各号に定める株主をいう。

(2) The "dissenting shareholders" provided for in the preceding paragraph means the shareholders provided for in the following items in the cases set forth in the same items:

一　吸収合併等をするために株主総会（種類株主総会を含む。）の決議を要する場合　次に掲げる株主

(i) if a resolution at a shareholders meeting (including a general meeting of class shareholders) is required to effect the absorption-type merger, etc.: the following shareholders:

イ　当該株主総会に先立って当該吸収合併等に反対する旨を当該存続株式会社等に対し通知し、かつ、当該株主総会において当該吸収合併等に反対した株主（当該株主総会において議決権を行使することができるものに限る。）

(a) shareholders who gave notice to relevant surviving stock company, etc. to the effect that they dissented from relevant absorption-type merger, etc. prior to relevant shareholders meeting and who dissented from relevant absorption-type merger, etc. at relevant shareholders meeting (limited to those who can exercise voting rights at relevant shareholders meeting);

ロ　当該株主総会において議決権を行使することができない株主

(b) shareholders who are unable to exercise voting rights at relevant shareholders meeting; and

二　前号に規定する場合以外の場合　全ての株主（第七百九十六条第一項本文に規定する場合における当該特別支配会社を除く。）

(ii) in cases other than those prescribed in the preceding item: all shareholders (excluding the special controlling company in the cases prescribed in the main clause of Article 796, paragraph (1)).

３　存続株式会社等は、効力発生日の二十日前までに、その株主（第七百九十六条第一項本文に規定する場合における当該特別支配会社を除く。）に対し、吸収合併等をする旨並びに消滅会社等の商号及び住所（第七百九十五条第三項に規定する場合にあっては、吸収合併等をする旨、消滅会社等の商号及び住所並びに同項の株式に関する事項）を通知しなければならない。

(3) A surviving stock company, etc. must notify its shareholders (excluding the special controlling company in the cases prescribed in the main clause of Article 796, paragraph (1)) that it will effect an absorption-type merger, etc. and the trade name and address of the disappearing company, etc. (or, in the cases prescribed in Article 795, paragraph (3), the fact that it will effect an absorption-type merger, etc., the trade name and address of the disappearing company, etc. and the matters concerning shares set forth in that paragraph),

by twenty days prior to the effective day.

4　次に掲げる場合には、前項の規定による通知は、公告をもってこれに代えることができる。

(4) In the following cases, a public notice may be substituted for the notice under the provisions of the preceding paragraph:

一　存続株式会社等が公開会社である場合

(i) if the surviving stock company, etc. is a public company; or

二　存続株式会社等が第七百九十五条第一項の株主総会の決議によって吸収合併契約等の承認を受けた場合

(ii) if the surviving stock company, etc. obtains the approval of the absorption-type merger agreement, etc. by the resolution at a shareholders meeting set forth in Article 795, paragraph (1).

5　第一項の規定による請求（以下この目において「株式買取請求」という。）は、効力発生日の二十日前の日から効力発生日の前日までの間に、その株式買取請求に係る株式の数（種類株式発行会社にあっては、株式の種類及び種類ごとの数）を明らかにしてしなければならない。

(5) To make a demand under the provisions of paragraph (1) (hereinafter referred to as the "exercise of appraisal rights" in this Division) a dissenting shareholder must indicate the number of shares with regard to which the shareholder is exercising those appraisal rights (or, for a company with classes shares, the classes of the shares and the number of shares for each class), between twenty days prior to the effective day and the day immediately preceding the effective day.

6　株券が発行されている株式について株式買取請求をしようとするときは、当該株式の株主は、存続株式会社等に対し、当該株式に係る株券を提出しなければならない。ただし、当該株券について第二百二十三条の規定による請求をした者については、この限りでない。

(6) When intending to exercise appraisal rights on shares for which share certificates have been issued, shareholders of those shares must submit the share certificates representing those shares to the surviving company, etc.; provided, however, that this does not apply to a person who makes a demand pursuant to the provisions of Article 223 with respect to those share certificates.

7　株式買取請求をした株主は、存続株式会社等の承諾を得た場合に限り、その株式買取請求を撤回することができる。

(7) Shareholders exercising appraisal rights may withdraw their demands for appraisal only with the approval of the surviving stock company, etc.

8　吸収合併等を中止したときは、株式買取請求は、その効力を失う。

(8) The demands of the shareholders exercising appraisal rights lose effect if the absorption-type merger, etc. is cancelled.

9　第百三十三条の規定は、株式買取請求に係る株式については、適用しない。

(9) The provisions of Article 133 do not apply to shares for the exercise of appraisal rights.

（株式の価格の決定等）
(Determination of the Price of Shares)

第七百九十八条　株式買取請求があった場合において、株式の価格の決定について、株主と存続株式会社等との間に協議が調ったときは、存続株式会社等は、効力発生日から六十日以内にその支払をしなければならない。

Article 798 (1) If a shareholder exercises appraisal rights and an agreement determining the price of the shares is reached between the shareholder and the surviving stock company, etc., the surviving stock company, etc. must pay that price within sixty days from the effective day.

２　株式の価格の決定について、効力発生日から三十日以内に協議が調わないときは、株主又は存続株式会社等は、その期間の満了の日後三十日以内に、裁判所に対し、価格の決定の申立てをすることができる。

(2) If no agreement on the determination of the price of the shares is reached within thirty days from the effective day, shareholders or the surviving stock company, etc. may file a petition for the court to determine the price within thirty days after the expiration of that period.

３　前条第七項の規定にかかわらず、前項に規定する場合において、効力発生日から六十日以内に同項の申立てがないときは、その期間の満了後は、株主は、いつでも、株式買取請求を撤回することができる。

(3) Notwithstanding the provisions of paragraph (7) of the preceding Article, in the cases prescribed in the preceding paragraph, if the petition under that paragraph is not filed within sixty days from the effective day, shareholders exercising appraisal rights may withdraw their demands for appraisal at any time after the expiration of the period.

４　存続株式会社等は、裁判所の決定した価格に対する第一項の期間の満了の日後の法定利率による利息をも支払わなければならない。

(4) The surviving stock company, etc. must also pay interest on the price determined by the court at the statutory rate from and including the day of the expiration of the period referred to in paragraph (1).

５　存続株式会社等は、株式の価格の決定があるまでは、株主に対し、当該存続株式会社等が公正な価格と認める額を支払うことができる。

(5) The surviving stock company, etc. may pay the amount that the surviving company, etc. considers as fair price to shareholders until the determination of the price of shares.

６　株式買取請求に係る株式の買取りは、効力発生日に、その効力を生ずる。

(6) A share purchase connected with the exercise of appraisal rights becomes effective on the effective day.

７　株券発行会社は、株券が発行されている株式について株式買取請求があったときは、

株券と引換えに、その株式買取請求に係る株式の代金を支払わなければならない。
(7) If a shareholder exercises appraisal rights with respect to shares for which share certificates are issued, the share certificate-issuing company must pay the price of the shares relating to the exercise of the appraisal rights in exchange for the share certificates.

（債権者の異議）
(Objections of Creditors)
第七百九十九条　次の各号に掲げる場合には、当該各号に定める債権者は、存続株式会社等に対し、吸収合併等について異議を述べることができる。
Article 799 (1) In the cases set forth in the following items, the creditors provided for in those items may state their objections to the absorption-type merger, etc. to the surviving stock company, etc.:
一　吸収合併をする場合　吸収合併存続株式会社の債権者
(i) in cases of effecting an absorption-type merger: creditors of the stock company surviving the absorption-type merger;
二　吸収分割をする場合　吸収分割承継株式会社の債権者
(ii) in cases of effecting an absorption-type company split: creditors of the stock company succeeding in the absorption-type split; or
三　株式交換をする場合において、株式交換完全子会社の株主に対して交付する金銭等が株式交換完全親株式会社の株式その他これに準ずるものとして法務省令で定めるもののみである場合以外の場合又は第七百六十八条第一項第四号ハに規定する場合　株式交換完全親株式会社の債権者
(iii) in cases of effecting a share exchange other than where the monies, etc. to be delivered to shareholders of the wholly owned subsidiary company resulting from the share exchange are only shares in the wholly owning parent stock company resulting from the share exchange or those prescribed by Ministry of Justice Order as being equivalent thereto, or in the cases prescribed in Article 768, paragraph (1), item (iv), (c): creditors of the wholly owning parent stock company resulting from the share exchange.
２　前項の規定により存続株式会社等の債権者が異議を述べることができる場合には、存続株式会社等は、次に掲げる事項を官報に公告し、かつ、知れている債権者には、各別にこれを催告しなければならない。ただし、第四号の期間は、一箇月を下ることができない。
(2) If the creditors of the surviving stock company, etc. are able to state their objection pursuant to the provisions of the preceding paragraph, the surviving stock company, etc. must give public notice of the matters set forth below in Official Gazette and must give notices separately to each known creditor, if any; provided, however, that the period under item (iv) may not be less than one month:
一　吸収合併等をする旨

(i) a statement that an absorption-type merger, etc. will be effected;

二　消滅会社等の商号及び住所

(ii) the trade name and address of the disappearing company, etc.;

三　存続株式会社等及び消滅会社等（株式会社に限る。）の計算書類に関する事項として法務省令で定めるもの

(iii) the matters prescribed by Ministry of Justice Order as the matters regarding the financial statements of the surviving stock company, etc. and the disappearing company, etc. (limited to a stock company); and

四　債権者が一定の期間内に異議を述べることができる旨

(iv) a statement to the effect that creditors may state their objections within a certain period of time.

３　前項の規定にかかわらず、存続株式会社等が同項の規定による公告を、官報のほか、第九百三十九条第一項の規定による定款の定めに従い、同項第二号又は第三号に掲げる公告方法によりするときは、前項の規定による各別の催告は、することを要しない。

(3) Notwithstanding the provisions of the preceding paragraph, if the surviving stock company, etc. gives public notice under that paragraph by method of public notice set forth in Article 939, paragraph (1), item (ii) or item (iii) in accordance with the provisions of the articles of incorporation under the provisions of that paragraph beyond Official Gazette, the surviving stock company, etc. is not required to give separate notices under the provisions of the preceding paragraph.

４　債権者が第二項第四号の期間内に異議を述べなかったときは、当該債権者は、当該吸収合併等について承認をしたものとみなす。

(4) If creditors do not raise any objections within the period under paragraph (2), item (iv), relevant creditors are deemed to have approved the absorption-type merger, etc.

５　債権者が第二項第四号の期間内に異議を述べたときは、存続株式会社等は、当該債権者に対し、弁済し、若しくは相当の担保を提供し、又は当該債権者に弁済を受けさせることを目的として信託会社等に相当の財産を信託しなければならない。ただし、当該吸収合併等をしても当該債権者を害するおそれがないときは、この限りでない。

(5) If creditors raise objections within the period under paragraph (2), item (iv), the surviving stock company, etc. must make payment or provide reasonable security to relevant creditors, or entrust equivalent property to a trust company, etc. for the purpose of having relevant creditors receive the payment; provided, however, that this does not apply if there is no risk of harm to relevant creditors by relevant absorption-type merger, etc.

（消滅会社等の株主等に対して交付する金銭等が存続株式会社等の親会社株式である場合の特則）

(Special Provisions on Cases Where the Monies to Be Delivered to Shareholders of the Disappearing Company Are the Parent Company's

Shares of the Surviving Stock Company)

第八百条　第百三十五条第一項の規定にかかわらず、吸収合併消滅株式会社若しくは株式交換完全子会社の株主、吸収合併消滅持分会社の社員又は吸収分割会社（以下この項において「消滅会社等の株主等」という。）に対して交付する金銭等の全部又は一部が存続株式会社等の親会社株式（同条第一項に規定する親会社株式をいう。以下この条において同じ。）である場合には、当該存続株式会社等は、吸収合併等に際して消滅会社等の株主等に対して交付する当該親会社株式の総数を超えない範囲において当該親会社株式を取得することができる。

Article 800 (1) Notwithstanding the provisions of Article 135, paragraph (1), if all or part of the monies, etc. to be delivered to shareholders of the stock company disappearing in an absorption-type merger or the wholly owned subsidiary company resulting from a share exchange, to members of the membership company disappearing in the absorption-type merger or to the company splitting in the absorption-type split (hereinafter referred to as "shareholders, etc. of the disappearing company, etc." in this paragraph) are the parent company's shares (meaning the parent company's shares prescribed in paragraph (1) of that Article; hereinafter the same applies in this Article) of the surviving stock company, etc., the surviving stock company, etc. may acquire relevant parent company's shares in a number not exceeding the total number of relevant parent company's shares to be delivered to the shareholders, etc. of the disappearing company, etc. at the time of the absorption-type merger, etc.

２　第百三十五条第三項の規定にかかわらず、前項の存続株式会社等は、効力発生日までの間は、存続株式会社等の親会社株式を保有することができる。ただし、吸収合併等を中止したときは、この限りでない。

(2) Notwithstanding the provisions of Article 135, paragraph (3), the surviving stock company, etc. referred to in the preceding paragraph may hold the parent company's shares of the surviving stock company, etc. until the effective day; provided, however, that this does not apply when the absorption-type merger, etc. is cancelled.

（吸収合併等に関する書面等の備置き及び閲覧等）

(Keeping and Inspection of Documents Concerning Absorption-Type Mergers)

第八百一条　吸収合併存続株式会社は、効力発生日後遅滞なく、吸収合併により吸収合併存続株式会社が承継した吸収合併消滅会社の権利義務その他の吸収合併に関する事項として法務省令で定める事項を記載し、又は記録した書面又は電磁的記録を作成しなければならない。

Article 801 (1) A stock company surviving an absorption-type merger must, without delay after the effective day, prepare documents detailing the rights and obligations that the stock company surviving the absorption-type merger succeeded to by transfer from the company disappearing in the absorption-type

merger through the absorption-type merger and any other information prescribed by Ministry of Justice Order as concerning an absorption-type merger, or electronic or magnetic records in which the information has been recorded.

２　吸収分割承継株式会社（合同会社が吸収分割をする場合における当該吸収分割承継株式会社に限る。）は、効力発生日後遅滞なく、吸収分割合同会社と共同して、吸収分割により吸収分割承継株式会社が承継した吸収分割合同会社の権利義務その他の吸収分割に関する事項として法務省令で定める事項を記載し、又は記録した書面又は電磁的記録を作成しなければならない。

(2) The stock company succeeding in an absorption-type split (limited to the stock company succeeding in the absorption-type split where the limited liability company effects the absorption-type company split) must, without delay after the effective day, prepare, jointly with the limited liability company splitting in the absorption-type split, documents detailing the rights and obligations that the stock company succeeding in the absorption-type split succeeded to by transfer from the limited liability company splitting in the absorption-type split through the absorption-type company split and any other information prescribed by Ministry of Justice Order as concerning an absorption-type company split, or electronic or magnetic records in which the information has been recorded.

３　次の各号に掲げる存続株式会社等は、効力発生日から六箇月間、当該各号に定めるものをその本店に備え置かなければならない。

(3) Each of the surviving stock companies, etc. set forth in the following items must, for a period of six months from the effective day, keep what are specified respectively in those items at its head office:

一　吸収合併存続株式会社　第一項の書面又は電磁的記録

(i) stock company surviving an absorption-type merger: documents or electronic or magnetic records referred to in paragraph (1);

二　吸収分割承継株式会社　前項又は第七百九十一条第一項第一号の書面又は電磁的記録

(ii) stock company succeeding in an absorption-type split: documents or electronic or magnetic records referred to in the preceding paragraph or Article 791, paragraph (1), item (i); and

三　株式交換完全親株式会社　第七百九十一条第一項第二号の書面又は電磁的記録

(iii) wholly owning parent stock company resulting from a share exchange: documents or electronic or magnetic records referred to in Article 791, paragraph (1), item (ii).

４　吸収合併存続株式会社の株主及び債権者は、吸収合併存続株式会社に対して、その営業時間内は、いつでも、次に掲げる請求をすることができる。ただし、第二号又は第四号に掲げる請求をするには、当該吸収合併存続株式会社の定めた費用を支払わなければならない。

(4) Shareholders and creditors of the stock company surviving an absorption-type merger may make the following requests to the stock company surviving the absorption-type merger at any time during its business hours; provided, however, that the fees designated by the stock company surviving the absorption-type merger are required to be paid in order to make the requests referred to in item (ii) or item (iv):

一　前項第一号の書面の閲覧の請求

(i) requests for inspection of the documents referred to in item (i) of the preceding paragraph;

二　前項第一号の書面の謄本又は抄本の交付の請求

(ii) requests for delivery of a transcript or extract of the documents referred to in item (i) of the preceding paragraph;

三　前項第一号の電磁的記録に記録された事項を法務省令で定める方法により表示したものの閲覧の請求

(iii) a request to inspect anything that is used in a manner prescribed by Ministry of Justice Order to display the information recorded in an electronic or magnetic record as referred to in item (i) of the preceding paragraph; and

四　前項第一号の電磁的記録に記録された事項を電磁的方法であって吸収合併存続株式会社の定めたものにより提供することの請求又はその事項を記載した書面の交付の請求

(iv) a request to be provided with the information recorded in an electronic or magnetic record as referred to in item (i) of the preceding paragraph by an electronic or magnetic means that the stock company surviving the absorption-type merger, or requests has designated, or a request to be issued a document showing that information.

5　前項の規定は、吸収分割承継株式会社について準用する。この場合において、同項中「株主及び債権者」とあるのは「株主、債権者その他の利害関係人」と、同項各号中「前項第一号」とあるのは「前項第二号」と読み替えるものとする。

(5) The provisions of the preceding paragraph apply mutatis mutandis to the stock company succeeding in an absorption-type split. In these cases, the phrase "shareholders and creditors" in that paragraph is deemed to be replaced with "shareholders, creditors and any other interested parties", and the term "item (i) of the preceding paragraph" in the items of that paragraph is deemed to be replaced with "item (ii) of the preceding paragraph".

6　第四項の規定は、株式交換完全親株式会社について準用する。この場合において、同項中「株主及び債権者」とあるのは「株主及び債権者（株式交換完全子会社の株主に対して交付する金銭等が株式交換完全親株式会社の株式その他これに準ずるものとして法務省令で定めるもののみである場合（第七百六十八条第一項第四号ハに規定する場合を除く。）にあっては、株式交換完全親株式会社の株主）」と、同項各号中「前項第一号」とあるのは「前項第三号」と読み替えるものとする。

(6) The provisions of paragraph (4) apply mutatis mutandis to the wholly owning

parent stock company resulting from a share exchange. In these cases, the phrase "shareholders and creditors" in that paragraph is deemed to be replaced with "shareholders and creditors (or, if monies, etc. to be delivered to shareholders of the wholly owned subsidiary company resulting from a share exchange are limited to shares in the wholly owning parent stock company resulting from the share exchange or those prescribed by Ministry of Justice Order as being equivalent thereto (excluding the case prescribed in Article 768, paragraph (1), item (iv), (c)), shareholders of the wholly owning parent stock company resulting from the share exchange)", and the term "item (i) of the preceding paragraph" in the items of that paragraph is deemed to be replaced with "item (iii) of the preceding paragraph".

第二目　持分会社の手続
Division 2 Procedures for a Membership Company

第八百二条　次の各号に掲げる行為をする持分会社（以下この条において「存続持分会社等」という。）は、当該各号に定める場合には、効力発生日の前日までに、吸収合併契約等について存続持分会社等の総社員の同意を得なければならない。ただし、定款に別段の定めがある場合は、この限りでない。

Article 802 (1) A membership company conducting any one of the acts set forth in the following items (hereinafter referred to as the "surviving membership company, etc." in this Article) must, in the cases specified respectively in those items, obtain the consent of all members of the surviving membership company, etc. with regard to the absorption-type merger agreement, etc. by the day immediately preceding the effective day; provided, however, that this does not apply if it is otherwise provided for in the articles of incorporation:

一　吸収合併（吸収合併により当該持分会社が存続する場合に限る。）　第七百五十一条第一項第二号に規定する場合

(i) absorption-type merger (limited to cases where the membership company survives in the absorption-type merger): the cases prescribed in Article 751, paragraph (1), item (ii);

二　吸収分割による他の会社がその事業に関して有する権利義務の全部又は一部の承継　第七百六十条第四号に規定する場合

(ii) succession of all or part of the rights and obligations held by another company in connection with its business through an absorption-type company split: the cases prescribed in Article 760, item (iv); or

三　株式交換による株式会社の発行済株式の全部の取得　第七百七十条第一項第二号に規定する場合

(iii) acquisition of all of the issued shares of a stock company through a share exchange: the cases prescribed in Article 770, paragraph (1), item (ii).

2　第七百九十九条（第二項第三号を除く。）及び第八百条の規定は、存続持分会社等

について準用する。この場合において、第七百九十九条第一項第三号中「株式交換完全親株式会社の株式」とあるのは「株式交換完全親合同会社の持分」と、「場合又は第七百六十八条第一項第四号ハに規定する場合」とあるのは「場合」と読み替えるものとする。

(2) The provisions of Article 799 (excluding paragraph (2), item (iii)) and Article 800 apply mutatis mutandis to a surviving membership company, etc. In these cases, the term "shares in the wholly owning parent stock company resulting from the share exchange" in Article 799, paragraph (1), item (iii) is deemed to be replaced with "equity interest in the wholly owning parent limited liability company resulting from the share exchange", and the phrase "thereto, or in the cases prescribed in Article 768, paragraph (1), item (iv), (c)" in that item is deemed to be replaced with "thereto".

第三節　新設合併等の手続
Section 3 Procedures of a Consolidation-Type Merger

第一款　新設合併消滅会社、新設分割会社及び株式移転完全子会社の手続
Subsection 1 Procedures for Companies Disappearing in a Consolidation-Type Merger, the Company Splitting in an Incorporation-Type Split, or the Wholly Owned Subsidiary Company Resulting from a Share Transfer

第一目　株式会社の手続
Division 1 Procedures for a Stock Company

（新設合併契約等に関する書面等の備置き及び閲覧等）

(Keeping and Inspection of Documents Concerning a Consolidation-Type Merger Agreement)

第八百三条　次の各号に掲げる株式会社（以下この目において「消滅株式会社等」という。）は、新設合併契約等備置開始日から新設合併設立会社、新設分割設立会社又は株式移転設立完全親会社（以下この目において「設立会社」という。）の成立の日後六箇月を経過する日（新設合併消滅株式会社にあっては、新設合併設立会社の成立の日）までの間、当該各号に定めるもの（以下この節において「新設合併契約等」という。）の内容その他法務省令で定める事項を記載し、又は記録した書面又は電磁的記録をその本店に備え置かなければならない。

Article 803 (1) Each of the stock companies set forth in the following items (hereinafter referred to as a "disappearing stock company, etc." in this Division) must, from the day on which the consolidation-type merger agreement, etc. began to be kept until the day on which six months have elapsed from the day of formation of the company incorporated in the consolidation-type merger, the company incorporated in the incorporation-type split, or the wholly owning parent company incorporated in a share transfer (hereinafter referred to as an "incorporated company" in this division) (or, for

any stock company disappearing in a consolidation-type merger, the day of formation of the company incorporated in the consolidation-type merger), keep documents detailing what is specified in those items (hereinafter referred to as the "consolidation-type merger agreement, etc." in this Section) and other information prescribed by Ministry of Justice Order, or electronic or magnetic records in which the information has been recorded, at its head office:

一　新設合併消滅株式会社　新設合併契約

(i) stock company disappearing in a consolidation-type merger: the consolidation-type merger agreement;

二　新設分割株式会社　新設分割計画

(ii) stock company splitting in an incorporation-type split: the incorporation-type company split plan; and

三　株式移転完全子会社　株式移転計画

(iii) wholly owned subsidiary company resulting from a share transfer: the share transfer plan.

２　前項に規定する「新設合併契約等備置開始日」とは、次に掲げる日のいずれか早い日をいう。

(2) The "day on which the consolidation-type merger agreement, etc. began to be kept" prescribed in the preceding paragraph means the earliest of the following days:

一　新設合併契約等について株主総会（種類株主総会を含む。）の決議によってその承認を受けなければならないときは、当該株主総会の日の二週間前の日（第三百十九条第一項の場合にあっては、同項の提案があった日）

(i) if the consolidation-type merger agreement, etc. is required to be approved by a resolution at a shareholders meeting (including a general meeting of class shareholders), the day two weeks prior to the day of the shareholders meeting (or, in the cases prescribed in Article 319, paragraph (1), the day when the proposal under that paragraph is submitted);

二　第八百六条第三項の規定による通知を受けるべき株主があるときは、同項の規定による通知の日又は同条第四項の公告の日のいずれか早い日

(ii) if there are shareholders who are to receive the notice under the provisions of Article 806, paragraph (3), the day of the notice under the provisions of that paragraph or the day of the public notice under paragraph (4) of that Article, whichever is earlier;

三　第八百八条第三項の規定による通知を受けるべき新株予約権者があるときは、同項の規定による通知の日又は同条第四項の公告の日のいずれか早い日

(iii) if there are share option holders who are to receive the notice under the provisions of Article 808, paragraph (3), the day of the notice under the provisions of that paragraph or the day of the public notice under paragraph (4) of that Article, whichever is earlier;

四　第八百十条の規定による手続をしなければならないときは、同条第二項の規定に

よる公告の日又は同項の規定による催告の日のいずれか早い日

(iv) if the procedures under the provisions of Article 810 are required to be carried out, the day of the public notice under the provisions of paragraph (2) of that Article or the day of the notice under the provisions of that paragraph, whichever is earlier; or

五　前各号に規定する場合以外の場合には、新設分割計画の作成の日から二週間を経過した日

(v) in cases other than those prescribed in the preceding items, the day on which two weeks have elapsed from the day of preparation of the incorporation-type company split plan.

3　消滅株式会社等の株主及び債権者（株式移転完全子会社にあっては、株主及び新株予約権者）は、消滅株式会社等に対して、その営業時間内は、いつでも、次に掲げる請求をすることができる。ただし、第二号又は第四号に掲げる請求をするには、当該消滅株式会社等の定めた費用を支払わなければならない。

(3) Shareholders and creditors of a disappearing stock company, etc. (or, in the case of a wholly owned subsidiary company resulting from a share transfer, shareholders and share option holders) may make the following requests to the disappearing stock company, etc. at any time during its business hours; provided, however, that the fees designated by the disappearing stock company, etc. are required to be paid in order to make the requests set forth in item (ii) or item (iv):

一　第一項の書面の閲覧の請求

(i) requests for inspection of the documents set forth in paragraph (1);

二　第一項の書面の謄本又は抄本の交付の請求

(ii) requests for delivery of a transcript or extract of the documents set forth in paragraph (1);

三　第一項の電磁的記録に記録された事項を法務省令で定める方法により表示したものの閲覧の請求

(iii) a request to inspect anything that is used in a manner prescribed by Ministry of Justice Order to display the information recorded in an electronic or magnetic record as referred to in paragraph (1); and

四　第一項の電磁的記録に記録された事項を電磁的方法であって消滅株式会社等の定めたものにより提供することの請求又はその事項を記載した書面の交付の請求

(iv) a request to be provided with the information recorded in an electronic or magnetic record as referred to in paragraph (1) by an electronic or magnetic means that the disappearing stock company, etc. has designated, or a request to be issued a document showing that information.

（新設合併契約等の承認）

(Approval of the Consolidation-Type Merger Agreement)

第八百四条　消滅株式会社等は、株主総会の決議によって、新設合併契約等の承認を受

けなければならない。

Article 804 (1) A disappearing stock company, etc. must obtain the approval of the consolidation-type merger agreement, etc. by a resolution at a shareholders meeting.

２　前項の規定にかかわらず、新設合併設立会社が持分会社である場合には、新設合併契約について新設合併消滅株式会社の総株主の同意を得なければならない。

(2) Notwithstanding the provisions of the preceding paragraph, if the company incorporated in the consolidation-type merger is a membership company, consent of all shareholders of the stock companies disappearing in the consolidation-type merger must be obtained with regard to the consolidation-type merger agreement.

３　新設合併消滅株式会社又は株式移転完全子会社が種類株式発行会社である場合において、新設合併消滅株式会社又は株式移転完全子会社の株主に対して交付する新設合併設立株式会社又は株式移転設立完全親会社の株式等の全部又は一部が譲渡制限株式等であるときは、当該新設合併又は株式移転は、当該譲渡制限株式等の割当てを受ける種類の株式（譲渡制限株式を除く。）の種類株主を構成員とする種類株主総会（当該種類株主に係る株式の種類が二以上ある場合にあっては、当該二以上の株式の種類別に区分された種類株主を構成員とする各種類株主総会）の決議がなければ、その効力を生じない。ただし、当該種類株主総会において議決権を行使することができる株主が存しない場合は、この限りでない。

(3) If a stock company disappearing in a consolidation-type merger or the wholly owned subsidiary company resulting from a share transfer is a company with classes shares, if all or part of the shares, etc. of the stock company incorporated in the consolidation-type merger or the wholly owning parent company incorporated in a share transfer to be delivered to shareholders of the stock company disappearing in the consolidation-type merger or the wholly owned subsidiary company resulting from a share transfer are shares with a restriction on transfer, etc., the consolidation-type merger or the share transfer does not become effective without a resolution at a general meeting of class shareholders constituted by class shareholders of the class of shares subject to the allotment of the shares with a restriction on transfer, etc. (excluding shares with a restriction on transfer) (if there are two or more classes of shares relating to relevant class shareholders, the respective general meetings of class shareholders constituted by class shareholders categorized by the class of relevant two or more classes of shares); provided, however, that this does not apply to cases where there is no class shareholder able to exercise a voting right at relevant general meeting of class shareholders.

４　消滅株式会社等は、第一項の株主総会の決議の日（第二項に規定する場合にあっては、同項の総株主の同意を得た日）から二週間以内に、その登録株式質権者（次条に規定する場合における登録株式質権者を除く。）及び第八百八条第三項各号に定める新株予約権の登録新株予約権質権者に対し、新設合併、新設分割又は株式移転（以下

この節において「新設合併等」という。）をする旨を通知しなければならない。
(4) A disappearing stock company, etc. must notify its registered pledgees of shares (excluding the registered pledgees of shares in the cases prescribed in the following Article) and registered pledgees of share options concerning the share options specified in the items of Article 808, paragraph (3) that it will effect the consolidation-type merger, the incorporation-type company split or the share transfer (hereinafter referred to as a "consolidation-type merger, etc." in this Section) within two weeks from the day of the resolution at the shareholders meeting set forth in paragraph (1) (or, in the cases prescribed in paragraph (2), the day of obtainment of the consent of all shareholders set forth in that paragraph).
５　前項の規定による通知は、公告をもってこれに代えることができる。
(5) A public notice may be substituted for the notice under the provisions of the preceding paragraph.

（新設分割計画の承認を要しない場合）
(Cases Where Approval of the Incorporation-Type Company Split Plan Is Not Required)
第八百五条　前条第一項の規定は、新設分割により新設分割設立会社に承継させる資産の帳簿価額の合計額が新設分割株式会社の総資産額として法務省令で定める方法により算定される額の五分の一（これを下回る割合を新設分割株式会社の定款で定めた場合にあっては、その割合）を超えない場合には、適用しない。
Article 805 The provisions of paragraph (1) of the preceding Article do not apply if the sum of the book value of the assets that the company incorporated in an incorporation-type split succeeds to through the incorporation-type company split does not exceed one-fifth (or, if a lesser proportion is prescribed in the articles of incorporation of the stock company splitting in the incorporation-type split, relevant proportion) of the amount calculated by the method specified by Ministry of Justice Order as the total assets of the stock company splitting in the incorporation-type split.

（新設合併等をやめることの請求）
(Demanding Cessation of a Consolidation-Type Merger)
第八百五条の二　新設合併等が法令又は定款に違反する場合において、消滅株式会社等の株主が不利益を受けるおそれがあるときは、消滅株式会社等の株主は、消滅株式会社等に対し、当該新設合併等をやめることを請求することができる。ただし、前条に規定する場合は、この限りでない。
Article 805-2 If a consolidation-type merger, etc. violates laws and regulations or the articles of incorporations, if shareholders of a disappearing stock company, etc. are likely to suffer disadvantages, shareholders of the disappearing stock company, etc. may demand the disappearing stock company, etc. to cease the

consolidation-type merger, etc.; provided, however, that this does not apply to cases prescribed in the preceding Article.

（反対株主の株式買取請求）
(Dissenting Shareholders' Appraisal Rights)

第八百六条　新設合併等をする場合（次に掲げる場合を除く。）には、反対株主は、消滅株式会社等に対し、自己の有する株式を公正な価格で買い取ることを請求することができる。

Article 806 (1) In cases of effecting a consolidation-type merger, etc. (excluding the following cases), dissenting shareholders may demand that the disappearing stock company, etc. purchase, at a fair price, the shares that they hold:

一　第八百四条第二項に規定する場合
(i) in cases prescribed in Article 804, paragraph (2); and
二　第八百五条に規定する場合
(ii) in cases prescribed in Article 805.

２　前項に規定する「反対株主」とは、次に掲げる株主をいう。

(2) The "dissenting shareholders" provided for in the preceding paragraph means the shareholders provided for in the following items:

一　第八百四条第一項の株主総会（新設合併等をするために種類株主総会の決議を要する場合にあっては、当該種類株主総会を含む。）に先立って当該新設合併等に反対する旨を当該消滅株式会社等に対し通知し、かつ、当該株主総会において当該新設合併等に反対した株主（当該株主総会において議決権を行使することができるものに限る。）
(i) shareholders who gave notice to relevant disappearing stock company, etc. to the effect that they dissented from relevant consolidation-type merger, etc. prior to the shareholders meeting set forth in Article 804, paragraph (1) (if a resolution at a general meeting of class shareholders is required to effect the consolidation-type merger, etc., including relevant general meeting of class shareholders) and who dissented from relevant consolidation-type merger, etc. at the relevant shareholders meeting (limited to those who can exercise voting rights at relevant shareholders meeting); and
二　当該株主総会において議決権を行使することができない株主
(ii) shareholders who are unable to exercise voting rights at the relevant shareholders meeting.

３　消滅株式会社等は、第八百四条第一項の株主総会の決議の日から二週間以内に、その株主に対し、新設合併等をする旨並びに他の新設合併消滅会社、新設分割会社又は株式移転完全子会社（以下この節において「消滅会社等」という。）及び設立会社の商号及び住所を通知しなければならない。ただし、第一項各号に掲げる場合は、この限りでない。

(3) A disappearing stock company, etc. must notify its shareholders that it will

effect a consolidation-type merger, etc. and the trade names and addresses of the companies disappearing in the consolidation-type merger, the company splitting in the incorporation-type split, or the wholly owned subsidiary company resulting from a share transfer (hereinafter referred to as the "disappearing company, etc." in this Section) and the incorporated company, within two weeks from the day of the resolution at the shareholders meeting referred to in Article 804, paragraph (1); provided, however, that this does not apply in the cases set forth in the items of paragraph (1).

4　前項の規定による通知は、公告をもってこれに代えることができる。

(4) A public notice may be substituted for the notice under the provisions of the preceding paragraph.

5　第一項の規定による請求（以下この目において「株式買取請求」という。）は、第三項の規定による通知又は前項の公告をした日から二十日以内に、その株式買取請求に係る株式の数（種類株式発行会社にあっては、株式の種類及び種類ごとの数）を明らかにしてしなければならない。

(5) To make a demand under the provisions of paragraph (1) (hereinafter referred to as the "exercise of appraisal rights" in this division) a dissenting shareholder must indicate the number of shares with regard to which the shareholder is exercising the appraisal rights (or, for a company with classes shares, the classes of the shares and the number of shares for each class), within twenty days from the day of the notice under the provisions of paragraph (3) or the public notice under the preceding paragraph.

6　株券が発行されている株式について株式買取請求をしようとするときは、当該株式の株主は、消滅株式会社等に対し、当該株式に係る株券を提出しなければならない。ただし、当該株券について第二百二十三条の規定による請求をした者については、この限りでない。

(6) When intending to exercise appraisal rights on shares for which share certificates have been issued, shareholders of those shares must submit the share certificates representing those shares to the disappearing stock company, etc.; provided, however, that this does not apply to a person who makes a demand pursuant to the provisions of Article 223 with respect to those share certificates.

7　株式買取請求をした株主は、消滅株式会社等の承諾を得た場合に限り、その株式買取請求を撤回することができる。

(7) Shareholders exercising appraisal rights may withdraw their demands for appraisal only with the approval of the disappearing stock company, etc.

8　新設合併等を中止したときは、株式買取請求は、その効力を失う。

(8) The demands of the shareholders exercising appraisal rights lose effect if the consolidation-type merger, etc. is cancelled.

9　第百三十三条の規定は、株式買取請求に係る株式については、適用しない。

(9) The provisions of Article 133 do not apply to shares for the exercise of

appraisal rights.

（株式の価格の決定等）

(Determination of the Price of Shares)

第八百七条　株式買取請求があった場合において、株式の価格の決定について、株主と消滅株式会社等（新設合併をする場合における新設合併設立会社の成立の日後にあっては、新設合併設立会社。以下この条において同じ。）との間に協議が調ったときは、消滅株式会社等は、設立会社の成立の日から六十日以内にその支払をしなければならない。

Article 807 (1) If a shareholder exercises appraisal rights and an agreement determining the price of the shares is reached between the shareholder and the disappearing stock company, etc. (or between the shareholder and the company incorporated in the consolidation-type merger, if a consolidation-type merger is effected and it is after the day of formation of the company incorporated in the consolidation-type merger; hereinafter the same applies in this Article), the disappearing stock company, etc. must pay that price within sixty days from the day of formation of the incorporated company.

２　株式の価格の決定について、設立会社の成立の日から三十日以内に協議が調わないときは、株主又は消滅株式会社等は、その期間の満了の日後三十日以内に、裁判所に対し、価格の決定の申立てをすることができる。

(2) If no agreement on the determination of the price of the shares is reached within thirty days from the day of formation of the incorporated company, shareholders or the disappearing stock company, etc. may file a petition for the court to determine the price within thirty days after the expiration of that period.

３　前条第七項の規定にかかわらず、前項に規定する場合において、設立会社の成立の日から六十日以内に同項の申立てがないときは、その期間の満了後は、株主は、いつでも、株式買取請求を撤回することができる。

(3) Notwithstanding the provisions of paragraph (7) of the preceding Article, in the cases prescribed in the preceding paragraph, if the petition under that paragraph is not filed within sixty days from the day of formation of the incorporated company, shareholders exercising appraisal rights may withdraw their demands for appraisal at any time after the expiration of the period.

４　消滅株式会社等は、裁判所の決定した価格に対する第一項の期間の満了の日後の法定利率による利息をも支払わなければならない。

(4) The disappearing stock company, etc. must also pay interest on the price determined by the court at the statutory rate from and including the day of the expiration of the period referred to in paragraph (1).

５　消滅株式会社等は、株式の価格の決定があるまでは、株主に対し、当該消滅株式会社等が公正な価格と認める額を支払うことができる。

(5) A disappearing stock company, etc. may pay the amount that the

disappearing stock company, etc. considers to be a fair price to shareholders until determination of the price of shares.

６　株式買取請求に係る株式の買取りは、設立会社の成立の日に、その効力を生ずる。

(6) A share purchase connected with the exercise of appraisal rights becomes effective on the day of formation of the incorporated company.

７　株券発行会社は、株券が発行されている株式について株式買取請求があったときは、株券と引換えに、その株式買取請求に係る株式の代金を支払わなければならない。

(7) If a shareholder exercises appraisal rights with respect to shares for which share certificates are issued, the share certificate-issuing company must pay the price of the shares relating to the exercise of the appraisal rights in exchange for the share certificates.

（新株予約権買取請求）

(Exercise of Appraisal Rights on Share Options)

第八百八条　次の各号に掲げる行為をする場合には、当該各号に定める消滅株式会社等の新株予約権の新株予約権者は、消滅株式会社等に対し、自己の有する新株予約権を公正な価格で買い取ることを請求することができる。

Article 808 (1) In cases of carrying out any one of the acts set forth in the following items, holders of share options of the disappearing stock company, etc. provided for in those items may demand that the disappearing stock company, etc. purchase, at a fair price, the share options that they hold:

一　新設合併　第七百五十三条第一項第十号又は第十一号に掲げる事項についての定めが第二百三十六条第一項第八号の条件（同号イに関するものに限る。）に合致する新株予約権以外の新株予約権

(i) consolidation-type merger: share options other than those for which provisions on the matters set forth in Article 753, paragraph (1), item (x) or (xi) meet the conditions set forth in Article 236, paragraph (1), item (viii) (limited to those related to (a) of that item);

二　新設分割（新設分割設立会社が株式会社である場合に限る。）　次に掲げる新株予約権のうち、第七百六十三条第一項第十号又は第十一号に掲げる事項についての定めが第二百三十六条第一項第八号の条件（同号ハに関するものに限る。）に合致する新株予約権以外の新株予約権

(ii) incorporation-type company split (limited to cases where the company incorporated in the incorporation-type split is a stock company): among the following share options, share options other than those for which provisions on the matters set forth in Article 763, paragraph (1), item (x) or (xi) meet the conditions set forth in Article 236, paragraph (1), item (viii) (limited to those related to (c) of that item):

イ　新設分割計画新株予約権

(a) share options in the incorporation-type split plan; and

ロ　新設分割計画新株予約権以外の新株予約権であって、新設分割をする場合にお

いて当該新株予約権の新株予約権者に新設分割設立株式会社の新株予約権を交付することとする旨の定めがあるもの

(b) share options other than share options in the incorporation-type split plan and for which there are provisions to the effect that, in the case of effecting an incorporation-type company split, share options of the stock company incorporated in the incorporation-type split are to be delivered to holders of the share options; or

三　株式移転　次に掲げる新株予約権のうち、第七百七十三条第一項第九号又は第十号に掲げる事項についての定めが第二百三十六条第一項第八号の条件（同号ホに関するものに限る。）に合致する新株予約権以外の新株予約権

(iii) share exchange: among the following share options, share options other than those for which provisions on the matters set forth in Article 773, paragraph (1), item (ix) or (x) meet the conditions set forth in Article 236, paragraph (1), item (viii) (limited to those related to (e) of that item):

イ　株式移転計画新株予約権

(a) share options under share transfer plan; and

ロ　株式移転計画新株予約権以外の新株予約権であって、株式移転をする場合において当該新株予約権の新株予約権者に株式移転設立完全親会社の新株予約権を交付することとする旨の定めがあるもの

(b) share options other than share options under share transfer plan and for which there are provisions to the effect that, in the case of effecting a share transfer, share options in the wholly owning parent company incorporated in a share transfer are to be delivered to holders of relevant share options.

２　新株予約権付社債に付された新株予約権の新株予約権者は、前項の規定による請求（以下この目において「新株予約権買取請求」という。）をするときは、併せて、新株予約権付社債についての社債を買い取ることを請求しなければならない。ただし、当該新株予約権付社債に付された新株予約権について別段の定めがある場合は、この限りでない。

(2) If holders of the share options attached to bonds with share options intend to make the demand under the preceding paragraph (hereinafter referred to as the "exercise of appraisal rights on share options" in this Division), they must also demand that the disappearing stock company purchase the bonds concerning bonds with share options; provided, however, that this does not apply if it is otherwise provided for with respect to the share options attached to relevant bonds with share options.

３　次の各号に掲げる消滅株式会社等は、第八百四条第一項の株主総会の決議の日（同条第二項に規定する場合にあっては同項の総株主の同意を得た日、第八百五条に規定する場合にあっては新設分割計画の作成の日）から二週間以内に、当該各号に定める新株予約権の新株予約権者に対し、新設合併等をする旨並びに他の消滅会社等及び設立会社の商号及び住所を通知しなければならない。

(3) The disappearing stock company, etc. set forth in the following items must

notify holders of share options provided for in those items that they will effect a consolidation-type merger, etc. and the trade names and address of the disappearing company, etc. and the incorporated company, within two weeks from the day of the resolution at the shareholders meeting referred to in Article 804, paragraph (1) (or, in the cases prescribed in paragraph (2) of that Article, the day of obtainment of the consent of all shareholders referred to in that paragraph, and in the cases prescribed in Article 805, the day of preparation of the incorporation-type company split plan):

一　新設合併消滅株式会社　全部の新株予約権

(i) stock company disappearing in the consolidation-type merger: all share options;

二　新設分割設立会社が株式会社である場合における新設分割株式会社　次に掲げる新株予約権

(ii) stock company splitting in the incorporation-type split if the company incorporated in the incorporation-type split is a stock company: the following share options:

イ　新設分割計画新株予約権

(a) share options in the incorporation-type split plan; and

ロ　新設分割計画新株予約権以外の新株予約権であって、新設分割をする場合において当該新株予約権の新株予約権者に新設分割設立株式会社の新株予約権を交付することとする旨の定めがあるもの

(b) share options other than share options in the incorporation-type split plan and for which there are provisions to the effect that, in the case of effecting an incorporation-type company split, share options of the stock company incorporated in the incorporation-type split are to be delivered to holders of relevant share options; and

三　株式移転完全子会社　次に掲げる新株予約権

(iii) wholly owned subsidiary company resulting from a share transfer: the following share options:

イ　株式移転計画新株予約権

(a) share options under share transfer plan; and

ロ　株式移転計画新株予約権以外の新株予約権であって、株式移転をする場合において当該新株予約権の新株予約権者に株式移転設立完全親会社の新株予約権を交付することとする旨の定めがあるもの

(b) share options other than the share options in the share transfer plan, for which there are provisions to the effect that, in the case of effecting a share transfer, share options in the wholly owning parent company incorporated in a share transfer are to be delivered to holders of relevant share options.

４　前項の規定による通知は、公告をもってこれに代えることができる。

(4) A public notice may be substituted for the notice under the provisions of the preceding paragraph.

5　新株予約権買取請求は、第三項の規定による通知又は前項の公告をした日から二十日以内に、その新株予約権買取請求に係る新株予約権の内容及び数を明らかにしてしなければならない。

(5) To exercise appraisal rights on share options, the share option holder must indicate the number of share options with regard to which the holder is exercising appraisal rights, within twenty days from the day of the notice under the provisions of paragraph (3) or the public notice under the preceding paragraph.

6　新株予約権証券が発行されている新株予約権について新株予約権買取請求をしようとするときは、当該新株予約権の新株予約権者は、消滅株式会社等に対し、その新株予約権証券を提出しなければならない。ただし、当該新株予約権証券について非訟事件手続法第百十四条に規定する公示催告の申立てをした者については、この限りでない。

(6) When intending to exercise appraisal rights on share options in respect of share options for which share option certificates have been issued, the holder of those share options must submit to a disappearing stock company, etc. the share option certificates; provided, however, that this does not apply to a person who files a petition for public notice as prescribed in Article 114 of the Non-Contentious Cases Procedure Act with respect to those share option certificates.

7　新株予約権付社債券が発行されている新株予約権付社債に付された新株予約権について新株予約権買取請求をしようとするときは、当該新株予約権の新株予約権者は、消滅株式会社等に対し、その新株予約権付社債券を提出しなければならない。ただし、当該新株予約権付社債券について非訟事件手続法第百十四条に規定する公示催告の申立てをした者については、この限りでない。

(7) When intending to exercise appraisal rights on share options in respect of share options attached to bonds with share options for which certificate representing the bond with share options have been issued, the holder of those share options must submit to the disappearing stock company, etc. the certificate representing the bond with share options; provided, however, that this does not apply to a person who files a petition for public notice as prescribed in Article 114 of the Non-Contentious Cases Procedure Act with respect to that certificate representing the bond with share options.

8　新株予約権買取請求をした新株予約権者は、消滅株式会社等の承諾を得た場合に限り、その新株予約権買取請求を撤回することができる。

(8) Share option holders exercising appraisal rights on share options may withdraw their demands for appraisal of the share options only with the approval of the disappearing stock company, etc.

9　新設合併等を中止したときは、新株予約権買取請求は、その効力を失う。

(9) The demands of the share option holders exercising appraisal rights on share options lose effect if the consolidation-type merger, etc. is cancelled.

１０　第二百六十条の規定は、新株予約権買取請求に係る新株予約権については、適用しない。

(10) The provisions of Article 260 do not apply to share options for exercise of appraisal rights on share options.

（新株予約権の価格の決定等）

(Determination of the Price of Share Options)

第八百九条　新株予約権買取請求があった場合において、新株予約権（当該新株予約権が新株予約権付社債に付されたものである場合において、当該新株予約権付社債についての社債の買取りの請求があったときは、当該社債を含む。以下この条において同じ。）の価格の決定について、新株予約権者と消滅株式会社等（新設合併をする場合における新設合併設立会社の成立の日後にあっては、新設合併設立会社。以下この条において同じ。）との間に協議が調ったときは、消滅株式会社等は、設立会社の成立の日から六十日以内にその支払をしなければならない。

Article 809 (1) If a share option holder exercises appraisal rights on the share options, if an agreement on the determination of the price of the share options (if the share options are attached to bonds with share options, and there a holder thereof demands that the disappearing stock company, etc. purchase the bonds constituting those bonds with share options, including relevant bonds; hereinafter the same applies in this Article) is reached between the share option holder and the disappearing stock company, etc. (after the day of formation of the company incorporated in the consolidation-type merger in cases of effecting a consolidation-type merger, the company incorporated in the consolidation-type merger; hereinafter the same applies in this Article), the disappearing stock company, etc. must make payment within sixty days from the day of formation of the incorporated company.

２　新株予約権の価格の決定について、設立会社の成立の日から三十日以内に協議が調わないときは、新株予約権者又は消滅株式会社等は、その期間の満了の日後三十日以内に、裁判所に対し、価格の決定の申立てをすることができる。

(2) If no agreement on the determination of the price of the share options is reached within thirty days from the day of formation of the incorporated company, share option holders or the disappearing stock company, etc. may file a petition for the court to determine the price within thirty days after the expiration of that period.

３　前条第八項の規定にかかわらず、前項に規定する場合において、設立会社の成立の日から六十日以内に同項の申立てがないときは、その期間の満了後は、新株予約権者は、いつでも、新株予約権買取請求を撤回することができる。

(3) Notwithstanding the provisions of paragraph (8) of the preceding Article, in the cases prescribed in the preceding paragraph, if the petition under that paragraph is not filed within sixty days from the day of formation of the incorporated company, share option holders exercising appraisal rights on the

share options may withdraw their demands for appraisal of the share options at any time after the expiration of the period.

4　消滅株式会社等は、裁判所の決定した価格に対する第一項の期間の満了の日後の法定利率による利息をも支払わなければならない。

(4) The disappearing stock company, etc. must also pay interest on the price determined by the court at the statutory rate from and including the day of the expiration of the period referred to in paragraph (1).

5　消滅株式会社等は、新株予約権の価格の決定があるまでは、新株予約権者に対し、当該消滅株式会社等が公正な価格と認める額を支払うことができる。

(5) A disappearing stock company, etc. may pay the amount that the disappearing stock company, etc. considers to be a fair price to share option holders by the determination of price of share options.

6　新株予約権買取請求に係る新株予約権の買取りは、設立会社の成立の日に、その効力を生ずる。

(6) The purchase of share options relating to the exercise of appraisal rights on share option becomes effective on the day of formation of the incorporated company.

7　消滅株式会社等は、新株予約権証券が発行されている新株予約権について新株予約権買取請求があったときは、新株予約権証券と引換えに、その新株予約権買取請求に係る新株予約権の代金を支払わなければならない。

(7) If a share option holder exercises appraisal rights on share options with respect to share options for which share option certificates are issued, the disappearing stock company, etc. must pay the price of the share options relating to the exercise of appraisal rights on the share options in exchange for the share option certificates.

8　消滅株式会社等は、新株予約権付社債券が発行されている新株予約権付社債に付された新株予約権について新株予約権買取請求があったときは、新株予約権付社債券と引換えに、その新株予約権買取請求に係る新株予約権の代金を支払わなければならない。

(8) If a share option holder exercises appraisal rights on share options with respect to share options attached to a bond with share options for which a certificate for a bond with share options is issued, the disappearing stock company, etc. must pay the price of the share options relating to the exercise of appraisal rights on the share options in exchange for the certificate for the bond with share options.

（債権者の異議）

(Objections of Creditors)

第八百十条　次の各号に掲げる場合には、当該各号に定める債権者は、消滅株式会社等に対し、新設合併等について異議を述べることができる。

Article 810 (1) In the cases set forth in the following items, the creditors

provided for in those items may state their objections to the consolidation-type merger, etc. to the disappearing stock company, etc.:

一　新設合併をする場合　新設合併消滅株式会社の債権者

(i) in cases of effecting a consolidation-type merger: creditors of any stock company disappearing in the consolidation-type merger;

二　新設分割をする場合　新設分割後新設分割株式会社に対して債務の履行（当該債務の保証人として新設分割設立会社と連帯して負担する保証債務の履行を含む。）を請求することができない新設分割株式会社の債権者（第七百六十三条第一項第十二号又は第七百六十五条第一項第八号に掲げる事項についての定めがある場合にあっては、新設分割株式会社の債権者）

(ii) in cases of effecting an incorporation-type company split: creditors of the stock company splitting in the incorporation-type split who are unable to request the stock company splitting in the incorporation-type split to perform the obligations (including performance of the guarantee obligations that the stock company splitting in the incorporation-type split jointly and severally assumes with the company incorporated in the incorporation-type split as a guarantor) (or, if there are provisions on the matter set forth in Article 763, paragraph (1), item (xii) or Article 765, paragraph (1), item (viii), creditors of the stock company splitting in the incorporation-type split); or

三　株式移転計画新株予約権が新株予約権付社債に付された新株予約権である場合当該新株予約権付社債についての社債権者

(iii) if the share options under share transfer plan are share options attached to bonds with share options: bond holders regarding relevant bonds with share options.

２　前項の規定により消滅株式会社等の債権者の全部又は一部が異議を述べることができる場合には、消滅株式会社等は、次に掲げる事項を官報に公告し、かつ、知れている債権者（同項の規定により異議を述べることができるものに限る。）には、各別にこれを催告しなければならない。ただし、第四号の期間は、一箇月を下ることができない。

(2) If all or part of the creditors of the disappearing stock company, etc. are able to state their objection pursuant to the provisions of the preceding paragraph, the disappearing stock company, etc. must give public notice of the matters set forth below in Official Gazette and must give notices separately to each known creditor (limited to one who is able to state an objection pursuant to the provisions of that paragraph), if any; provided, however, that the period under item (iv) may not be less than one month:

一　新設合併等をする旨

(i) a statement that a consolidation-type merger, etc. will be effected;

二　他の消滅会社等及び設立会社の商号及び住所

(ii) the trade name and address of the other consolidated company, etc. and the incorporated company;

三　消滅株式会社等の計算書類に関する事項として法務省令で定めるもの

(iii) the matters prescribed by Ministry of Justice Order as the matters regarding the financial statements of the disappearing stock company, etc.; and

四　債権者が一定の期間内に異議を述べることができる旨

(iv) a statement to the effect that creditors may state their objections within a certain period of time.

３　前項の規定にかかわらず、消滅株式会社等が同項の規定による公告を、官報のほか、第九百三十九条第一項の規定による定款の定めに従い、同項第二号又は第三号に掲げる公告方法によりするときは、前項の規定による各別の催告（新設分割をする場合における不法行為によって生じた新設分割株式会社の債務の債権者に対するものを除く。）は、することを要しない。

(3) Notwithstanding the provisions of the preceding paragraph, if the disappearing stock company, etc. gives public notice under that paragraph by the method of public notice set forth in Article 939, paragraph (1), item (ii) or item (iii) in accordance with the provisions of the articles of incorporation under the provisions of that paragraph in addition to Official Gazette, the disappearing stock company, etc. is not required to give separate notices under the provisions of the preceding paragraph (excluding the notices to creditors of the obligations of the stock company splitting in the incorporation-type split that have arisen due to a tort in the case of effecting an incorporation-type company split).

４　債権者が第二項第四号の期間内に異議を述べなかったときは、当該債権者は、当該新設合併等について承認をしたものとみなす。

(4) If creditors do not raise any objections within the period under paragraph (2), item (iv), these creditors are deemed to have approved the consolidation-type merger, etc.

５　債権者が第二項第四号の期間内に異議を述べたときは、消滅株式会社等は、当該債権者に対し、弁済し、若しくは相当の担保を提供し、又は当該債権者に弁済を受けさせることを目的として信託会社等に相当の財産を信託しなければならない。ただし、当該新設合併等をしても当該債権者を害するおそれがないときは、この限りでない。

(5) If creditors raise objections within the period under paragraph (2), item (iv), the disappearing stock company, etc. must make payment or provide reasonable security to these creditors, or entrust equivalent property to a trust company, etc. for the purpose of having these creditors receive the payment; provided, however, that this does not apply if there is no risk of harm to relevant creditors by relevant consolidation-type merger, etc.

（新設分割又は株式移転に関する書面等の備置き及び閲覧等）

(Keeping and Inspection of Documents Concerning an Incorporation-Type Company Split or Share Transfer)

第八百十一条　新設分割株式会社又は株式移転完全子会社は、新設分割設立会社又は株式移転設立完全親会社の成立の日後遅滞なく、新設分割設立会社又は株式移転設立完全親会社と共同して、次の各号に掲げる区分に応じ、当該各号に定めるものを作成しなければならない。

Article 811 (1) The stock company splitting in an incorporation-type split or the wholly owned subsidiary company resulting from a share transfer must, without delay after the day of formation of the company incorporated in the incorporation-type split or the wholly owning parent company incorporated in a hare transfer, prepare what are provided for in the following items for the categories set forth respectively in those items, jointly with the company incorporated in the incorporation-type split or the wholly owning parent company incorporated in a share transfer:

一　新設分割株式会社　新設分割により新設分割設立会社が承継した新設分割株式会社の権利義務その他の新設分割に関する事項として法務省令で定める事項を記載し、又は記録した書面又は電磁的記録

(i) stock company splitting in the incorporation-type split: documents detailing the rights and obligations that the company incorporated in the incorporation-type split succeeded to by transfer from the stock company splitting in the incorporation-type split through the incorporation-type company split and any other information prescribed by Ministry of Justice Order as concerning an incorporation-type company split, or electronic or magnetic records in which the information has been recorded; and

二　株式移転完全子会社　株式移転により株式移転設立完全親会社が取得した株式移転完全子会社の株式の数その他の株式移転に関する事項として法務省令で定める事項を記載し、又は記録した書面又は電磁的記録

(ii) wholly owned subsidiary company resulting from a share transfer: documents detailing the number of shares of the wholly owned subsidiary company resulting from a share transfer acquired by the wholly owning parent company incorporated in a share transfer and any other information prescribed by Ministry of Justice Order as concerning a share transfer, or electronic or magnetic records in which the information has been recorded.

２　新設分割株式会社又は株式移転完全子会社は、新設分割設立会社又は株式移転設立完全親会社の成立の日から六箇月間、前項各号の書面又は電磁的記録をその本店に備え置かなければならない。

(2) The stock company splitting in an incorporation-type split or the wholly owned subsidiary company resulting from a share transfer must, for a period of six months from the day of formation of the company incorporated in the incorporation-type split or the wholly owning parent company incorporated in a share transfer, keep the documents or electronic or magnetic records set forth in the items of the preceding paragraph at its head office.

３　新設分割株式会社の株主、債権者その他の利害関係人は、新設分割株式会社に対し

て、その営業時間内は、いつでも、次に掲げる請求をすることができる。ただし、第二号又は第四号に掲げる請求をするには、当該新設分割株式会社の定めた費用を支払わなければならない。

(3) Shareholders, creditors and any other interested parties of a stock company splitting in the incorporation-type split may make the following requests to the stock company splitting in the incorporation-type split at any time during its business hours; provided, however, that the fees designated by the stock company splitting in the incorporation-type split are required to be paid in order to make the requests set forth in item (ii) or item (iv):

一　前項の書面の閲覧の請求

(i) requests for inspection of the documents set forth in the preceding paragraph;

二　前項の書面の謄本又は抄本の交付の請求

(ii) requests for delivery of a transcript or extract of the documents referred to in the preceding paragraph;

三　前項の電磁的記録に記録された事項を法務省令で定める方法により表示したものの閲覧の請求

(iii) a request to inspect anything that is used in a manner prescribed by Ministry of Justice Order to display the information recorded in an electronic or magnetic record as referred to in the preceding paragraph; and

四　前項の電磁的記録に記録された事項を電磁的方法であって新設分割株式会社の定めたものにより提供することの請求又はその事項を記載した書面の交付の請求

(iv) a request to be provided with the information recorded in an electronic or magnetic record as referred to in the preceding paragraph by an electronic or magnetic means that the stock company splitting in the incorporation-type split has designated, or a request to be issued a document showing that information.

4　前項の規定は、株式移転完全子会社について準用する。この場合において、同項中「新設分割株式会社の株主、債権者その他の利害関係人」とあるのは、「株式移転設立完全親会社の成立の日に株式移転完全子会社の株主又は新株予約権者であった者」と読み替えるものとする。

(4) The provisions of the preceding paragraph apply mutatis mutandis to a wholly owned subsidiary company resulting from a share transfer. In these cases, the phrase "shareholders, creditors and any other interested parties of a stock company splitting in the incorporation-type split" is deemed to be replaced with "persons who were shareholders or holders of share options of the wholly owned subsidiary company resulting from a share transfer as of the day of formation of the wholly owning parent company incorporated in a share transfer".

（剰余金の配当等に関する特則）

(Special Provisions on Dividends of Surplus)

第八百十二条　第四百四十五条第四項、第四百五十八条及び第二編第五章第六節の規定は、次に掲げる行為については、適用しない。

Article 812 The provisions of Article 445, paragraph (4), Article 458 and Part II, Chapter V, Section 6 do not apply to the acts set forth below:

一　第七百六十三条第一項第十二号イ又は第七百六十五条第一項第八号イの株式の取得

(i) acquisition of shares referred to in Article 763, paragraph (1), item (xii), (a) or Article 765, paragraph (1), item (viii), (a); and

二　第七百六十三条第一項第十二号ロ又は第七百六十五条第一項第八号ロの剰余金の配当

(ii) distribution of dividends of surplus referred to in Article 763, paragraph (1), item (xii), (b) or Article 765, paragraph (1), item (viii), (b).

第二目　持分会社の手続
Division 2 Procedure for a Membership Company

第八百十三条　次に掲げる行為をする持分会社は、新設合併契約等について当該持分会社の総社員の同意を得なければならない。ただし、定款に別段の定めがある場合は、この限りでない。

Article 813 (1) A membership company conducting any one of the acts below must obtain the consent of all members of the membership company with regard to the consolidation-type merger agreement, etc.; provided, however, that this does not apply if it is otherwise provided for in the articles of incorporation:

一　新設合併

(i) consolidation-type merger; or

二　新設分割（当該持分会社（合同会社に限る。）がその事業に関して有する権利義務の全部を他の会社に承継させる場合に限る。）

(ii) incorporation-type company split (limited to cases where another company succeeds to all of the rights and obligations held by relevant membership company (limited to a limited liability company) in connection with its business).

２　第八百十条（第一項第三号及び第二項第三号を除く。）の規定は、新設合併消滅持分会社又は合同会社である新設分割会社（以下この節において「新設分割合同会社」という。）について準用する。この場合において、同条第一項第二号中「債権者（第七百六十三条第一項第十二号又は第七百六十五条第一項第八号に掲げる事項についての定めがある場合にあっては、新設分割株式会社の債権者）」とあるのは「債権者」と、同条第三項中「消滅株式会社等」とあるのは「新設合併消滅持分会社（新設合併設立会社が株式会社又は合同会社である場合にあっては、合同会社に限る。）又は新設分割合同会社」と読み替えるものとする。

(2) The provisions of Article 810 (excluding paragraph (1), item (iii) and paragraph (2), item (iii)) apply mutatis mutandis to a membership company disappearing in a consolidation-type merger and to a company splitting in an incorporation-type split that is a limited liability company (hereinafter referred to as the "limited liability company splitting in the incorporation-type split" in this Section). In these cases, the phrase "creditors of the stock company splitting in the incorporation-type split who are unable to request the stock company splitting in the incorporation-type split to perform the obligations (including performance of the guarantee obligations that the stock company splitting in the incorporation-type split jointly and severally assumes with the company incorporated in the incorporation-type split as a guarantor) (or, if there are provisions on the matter set forth in Article 763, paragraph (1), item (xii) or Article 765, paragraph (1), item (viii), creditors of the stock company splitting in the incorporation-type split)" in Article 810, paragraph (1), item (ii) is deemed to be replaced with "creditors of the stock company splitting in the incorporation-type split who are unable to request the stock company splitting in the incorporation-type split to perform the obligations (including performance of the guarantee obligations that the stock company splitting in the incorporation-type split jointly and severally assumes with the company incorporated in the incorporation-type split as a guarantor)" and the term "disappearing stock company, etc." in paragraph (3) of that Article is deemed to be replaced with "membership company disappearing in the consolidation-type merger (limited to a limited liability company if the company incorporated in the consolidation-type merger is a stock company or a limited liability company) or the limited liability company splitting in the incorporation-type split".

第二款　新設合併設立会社、新設分割設立会社及び株式移転設立完全親会社の手続

Subsection 2 Procedures for the Company Incorporated in a Consolidation-Type Merger, the Company Incorporated in an Incorporation-Type Split, and the Wholly Owning Parent Company Incorporated in a Share Transfer

第一目　株式会社の手続

Division 1 Procedures for a Stock Company

（株式会社の設立の特則）

(Special Provisions on Incorporation of a Stock Company)

第八百十四条　第二編第一章（第二十七条（第四号及び第五号を除く。）、第二十九条、第三十一条、第三十七条第三項、第三十九条、第六節及び第四十九条を除く。）の規定は、新設合併設立株式会社、新設分割設立株式会社又は株式移転設立完全親会社

（以下この目において「設立株式会社」という。）の設立については、適用しない。

Article 814 (1) The provisions of Part II, Chapter I (excluding Article 27 (excluding items (iv) and (v)), Article 29, Article 31, Article 37, paragraph (3), Article 39, Section 6 and Article 49) do not apply to incorporation of the stock company incorporated in a consolidation-type merger, the stock company incorporated in an incorporation-type split, or a wholly owning parent company incorporated in a share transfer (hereinafter referred to as an "incorporated stock company to be incorporated" in this Division).

２　設立株式会社の定款は、消滅会社等が作成する。

(2) The articles of incorporation of an incorporated stock company to be incorporated are prepared by the consolidated company, etc.

（新設合併契約等に関する書面等の備置き及び閲覧等）

(Keeping and Inspection of Documents Concerning a Consolidation-Type Merger Agreement)

第八百十五条　新設合併設立株式会社は、その成立の日後遅滞なく、新設合併により新設合併設立株式会社が承継した新設合併消滅会社の権利義務その他の新設合併に関する事項として法務省令で定める事項を記載し、又は記録した書面又は電磁的記録を作成しなければならない。

Article 815 (1) The stock company incorporated in a consolidation-type merger must, without delay after the day of its formation, prepare documents detailing the rights and obligations that the stock company incorporated in the consolidation-type merger succeeded to by transfer from the companies disappearing in the consolidation-type merger and any other information prescribed by Ministry of Justice Order as concerning a consolidation-type merger, or electronic or magnetic records in which the information has been recorded.

２　新設分割設立株式会社（一又は二以上の合同会社のみが新設分割をする場合における当該新設分割設立株式会社に限る。）は、その成立の日後遅滞なく、新設分割合同会社と共同して、新設分割により新設分割設立株式会社が承継した新設分割合同会社の権利義務その他の新設分割に関する事項として法務省令で定める事項を記載し、又は記録した書面又は電磁的記録を作成しなければならない。

(2) The stock company incorporated in an incorporation-type split (limited to the stock company incorporated in the incorporation-type split where only one or multiple limited liability companies effect an incorporation-type company split) must, without delay after the day of its formation, prepare, jointly with the limited liability company splitting in the incorporation-type split, documents detailing the rights and obligations that the stock company incorporated in the incorporation-type split succeeded to by transfer from the limited liability company splitting in the incorporation-type split through the incorporation-type company split and any other information prescribed by Ministry of Justice

Order as concerning an incorporation-type company split, or electronic or magnetic records in which the information has been recorded.

3　次の各号に掲げる設立株式会社は、その成立の日から六箇月間、当該各号に定めるものをその本店に備え置かなければならない。

(3) Each of the stock companies to be incorporated set forth in the following items must, for a period of six months from the day of its formation, keep what is specified respectively in those items at its head office:

一　新設合併設立株式会社　第一項の書面又は電磁的記録及び新設合併契約の内容その他法務省令で定める事項を記載し、又は記録した書面又は電磁的記録

(i) stock company incorporated in a consolidation-type merger: the documents or electronic or magnetic records referred to in paragraph (1), and documents detailing the contents of the consolidation-type merger agreement and other information prescribed by Ministry of Justice Order, or electronic or magnetic records in which the information has been recorded;

二　新設分割設立株式会社　前項又は第八百十一条第一項第一号の書面又は電磁的記録

(ii) stock company incorporated in an incorporation-type split: the documents or electronic or magnetic records referred to in the preceding paragraph or Article 811, paragraph (1), item (i); and

三　株式移転設立完全親会社　第八百十一条第一項第二号の書面又は電磁的記録

(iii) wholly owning parent company incorporated in a share transfer: the documents or electronic or magnetic records referred to in Article 811, paragraph (1), item (ii).

4　新設合併設立株式会社の株主及び債権者は、新設合併設立株式会社に対して、その営業時間内は、いつでも、次に掲げる請求をすることができる。ただし、第二号又は第四号に掲げる請求をするには、当該新設合併設立株式会社の定めた費用を支払わなければならない。

(4) Shareholders and creditors of the stock company incorporated in a consolidation-type merger may make the following requests to the stock company incorporated in the consolidation-type merger at any time during its business hours; provided, however, that the fees designated by the stock company incorporated in the consolidation-type merger are required to be paid in order to make the requests set forth in item (ii) or item (iv):

一　前項第一号の書面の閲覧の請求

(i) requests for inspection of the documents set forth in item (i) of the preceding paragraph;

二　前項第一号の書面の謄本又は抄本の交付の請求

(ii) requests for delivery of a transcript or extract of the documents referred to in item (i) of the preceding paragraph;

三　前項第一号の電磁的記録に記録された事項を法務省令で定める方法により表示したものの閲覧の請求

(iii) a request to inspect anything that is used in a manner prescribed by Ministry of Justice Order to display the information recorded in an electronic or magnetic record as referred to in item (i) of the preceding paragraph; and

四　前項第一号の電磁的記録に記録された事項を電磁的方法であって新設合併設立株式会社の定めたものにより提供することの請求又はその事項を記載した書面の交付の請求

(iv) a request to be provided with the information recorded in an electronic or magnetic record as referred to in item (i) of the preceding paragraph by an electronic or magnetic means that the stock company incorporated in the consolidation-type merger has designated, or a request to be issued a document showing that information.

５　前項の規定は、新設分割設立株式会社について準用する。この場合において、同項中「株主及び債権者」とあるのは「株主、債権者その他の利害関係人」と、同項各号中「前項第一号」とあるのは「前項第二号」と読み替えるものとする。

(5) The provisions of the preceding paragraph apply mutatis mutandis to the stock company incorporated in the incorporation-type split. In these cases, the phrase "shareholders and creditors" in that paragraph is deemed to be replaced with "shareholders, creditors and any other interested parties", and the term "item (i) of the preceding paragraph" in the items of that paragraph is deemed to be replaced with "item (ii) of the preceding paragraph".

６　第四項の規定は、株式移転設立完全親会社について準用する。この場合において、同項中「株主及び債権者」とあるのは「株主及び新株予約権者」と、同項各号中「前項第一号」とあるのは「前項第三号」と読み替えるものとする。

(6) The provisions of paragraph (4) apply mutatis mutandis to the wholly owning parent company incorporated in a share transfer. In these cases, the phrase "shareholders and creditors" in that paragraph is deemed to be replaced with "shareholders and share option holders", and the term "item (i) of the preceding paragraph" in the items of that paragraph is deemed to be replaced with "item (iii) of the preceding paragraph".

第二目　持分会社の手続
Division 2 Procedures for a Membership Company

（持分会社の設立の特則）

(Special Provisions on Incorporation of a Membership Company)

第八百十六条　第五百七十五条及び第五百七十八条の規定は、新設合併設立持分会社又は新設分割設立持分会社（次項において「設立持分会社」という。）の設立については、適用しない。

Article 816 (1) The provisions of Article 575 and Article 578 do not apply to incorporation of a membership company incorporated in a consolidation-type merger or a membership company incorporated in an incorporation-type split

(referred to as an "incorporated membership company" in the following paragraph).

２　設立持分会社の定款は、消滅会社等が作成する。

(2) The articles of incorporation of an incorporated membership company are prepared by the consolidated company, etc.

第四節　株式交付の手続
Section 4 Proceedings for Partial Share Exchange

（株式交付計画に関する書面等の備置き及び閲覧等）

(Keeping and Inspection of Documents Related to a Partial Share Exchange Plan)

第八百十六条の二　株式交付親会社は、株式交付計画備置開始日から株式交付がその効力を生ずる日（以下この節において「効力発生日」という。）後六箇月を経過する日までの間、株式交付計画の内容その他法務省令で定める事項を記載し、又は記録した書面又は電磁的記録をその本店に備え置かなければならない。

Article 816-2 (1) A parent company resulting from a partial share exchange must keep documents detailing the content of the partial share exchange plan and matters otherwise prescribed by Ministry of Justice Order or electronic or magnetic records in which the information has been recorded at its head office from the day on which the partial share exchange plan began to be kept until six months after the partial share exchange takes effect (hereinafter referred to in this Section as the "effective day").

２　前項に規定する「株式交付計画備置開始日」とは、次に掲げる日のいずれか早い日をいう。

(2) "The day on which the partial share exchange plan began to be kept" prescribed in the preceding paragraph is the earliest of the following dates:

一　株式交付計画について株主総会（種類株主総会を含む。）の決議によってその承認を受けなければならないときは、当該株主総会の日の二週間前の日（第三百十九条第一項の場合にあっては、同項の提案があった日）

(i) if the partial share exchange plan is required to be approved by a resolution at a shareholders meeting (including a general meeting of class shareholders), the day two weeks prior to the day of the shareholders meeting (or, in the cases prescribed in Article 319, paragraph (1), the day when the proposal under that paragraph is submitted);

二　第八百十六条の六第三項の規定による通知の日又は同条第四項の公告の日のいずれか早い日

(ii) the day of notice pursuant to the provisions of Article 816-6, paragraph (3) or the day of the public notice under paragraph (4) of that Article, whichever comes first; or

三　第八百十六条の八の規定による手続をしなければならないときは、同条第二項の

規定による公告の日又は同項の規定による催告の日のいずれか早い日

(iii) if the procedures under the provisions of Article 816-8 are required to be carried out, the day of the public notice under the provisions of paragraph (2) of that Article or the day of the notice under the provisions of that paragraph, whichever is earlier.

3　株式交付親会社の株主（株式交付に際して株式交付子会社の株式及び新株予約権等の譲渡人に対して交付する金銭等（株式交付親会社の株式を除く。）が株式交付親会社の株式に準ずるものとして法務省令で定めるもののみである場合以外の場合にあっては、株主及び債権者）は、株式交付親会社に対して、その営業時間内は、いつでも、次に掲げる請求をすることができる。ただし、第二号又は第四号に掲げる請求をするには、当該株式交付親会社の定めた費用を支払わなければならない。

(3) The shareholders of the parent company resulting from a partial share exchange (in cases other than cases where the monies, etc. (excluding the shares of the parent company resulting from a partial share exchange) to be delivered to the transferors of shares and share options, etc. of the subsidiary company resulting from a partial share exchange from the partial share exchange are limited to shares in the parent company resulting from a partial share exchange or those prescribed by Ministry of Justice Order as being equivalent to shares in the parent company resulting from a partial share exchange, shareholders and creditors) may make the following requests to the parent company resulting from a partial share exchange at any time during its business hours; provided, however, that the fees designated by relevant parent company resulting from a partial share exchange are required to be paid in order to submit the requests set forth in items (ii) or (iv):

一　第一項の書面の閲覧の請求

(i) a request for inspection of the documents referred to in paragraph (1);

二　第一項の書面の謄本又は抄本の交付の請求

(ii) a request for delivery of a transcript or extract of the documents referred to in paragraph (1);

三　第一項の電磁的記録に記録された事項を法務省令で定める方法により表示したものの閲覧の請求

(iii) a request to inspect anything that is used in a manner prescribed by Ministry of Justice Order to display the information recorded in an electronic or magnetic record as referred to in paragraph (1); and

四　第一項の電磁的記録に記録された事項を電磁的方法であって株式交付親会社の定めたものにより提供することの請求又はその事項を記載した書面の交付の請求

(iv) a request to be provided with the information recorded in an electronic or magnetic record as referred to in paragraph (1) by an electronic or magnetic means that the parent company resulting from a partial share exchange has designated, or a request to be issued a document showing that information.

（株式交付計画の承認等）

(Approval of Partial Share Exchange Plans)

第八百十六条の三　株式交付親会社は、効力発生日の前日までに、株主総会の決議によって、株式交付計画の承認を受けなければならない。

Article 816-3 (1) A parent company resulting from a partial share exchange must receive approval for the partial share exchange plan by resolution at a general meeting of members by the day immediately prior to the effective day.

２　株式交付親会社が株式交付子会社の株式及び新株予約権等の譲渡人に対して交付する金銭等（株式交付親会社の株式等を除く。）の帳簿価額が株式交付親会社が譲り受ける株式交付子会社の株式及び新株予約権等の額として法務省令で定める額を超える場合には、取締役は、前項の株主総会において、その旨を説明しなければならない。

(2) If the book value of the monies, etc. (excluding shares, etc. of the parent company resulting from a partial share exchange) delivered to transferors of shares and share options, etc. of the subsidiary company resulting from a partial share exchange by the parent company resulting from a partial share exchange exceeds the amount prescribed by Ministry of Justice Order as the amount of shares and share options, etc. of the subsidiary company resulting from a partial share exchange to be acquired by the parent company resulting from a partial share exchange, a director must explain to that effect at the shareholders meeting referred to in the preceding paragraph.

３　株式交付親会社が種類株式発行会社である場合において、次の各号に掲げるときは、株式交付は、当該各号に定める種類の株式（譲渡制限株式であって、第百九十九条第四項の定款の定めがないものに限る。）の種類株主を構成員とする種類株主総会（当該種類株主に係る株式の種類が二以上ある場合にあっては、当該二以上の株式の種類別に区分された種類株主を構成員とする各種類株主総会）の決議がなければ、その効力を生じない。ただし、当該種類株主総会において議決権を行使することができる株主が存しない場合は、この限りでない。

(3) If a parent company resulting from a partial share exchange is a company with class shares, in the cases set forth in the following items, a partial share exchange does not become effective without a resolution at a general meeting of class shareholders constituted by class shareholders of the class of shares provided for respectively in those items (limited to shares with a restriction on transfer and for which the provisions of the articles of incorporation referred to in Article 199, paragraph (4) do not exist) (if there are two or more classes of shares relating to the relevant class shareholders, the respective general meetings of class shareholders constituted by class shareholders categorized by the class of the relevant two or more classes of shares); provided, however, that this does not apply to cases where there is no class shareholder who is able to exercise a voting right at the relevant general meeting of class shareholders:

一　株式交付子会社の株式の譲渡人に対して交付する金銭等が株式交付親会社の株式であるとき　第七百七十四条の三第一項第三号の種類の株式

(i) if the monies, etc. delivered to transferors of shares of the subsidiary company resulting from a partial share exchange are shares of the parent company resulting from a partial share exchange: the class of shares set forth in Article 774-3, paragraph (1), item (iii);

二　株式交付子会社の新株予約権等の譲渡人に対して交付する金銭等が株式交付親会社の株式であるとき　第七百七十四条の三第一項第八号イの種類の株式

(ii) if the monies, etc. delivered to transferors of share options, etc. of the subsidiary company resulting from a partial share exchange are shares of the parent company resulting from a partial share exchange: the class of shares referred to in Article 774-3, paragraph (1), item (viii), (a).

（株式交付計画の承認を要しない場合等）

(Cases Where Approval of a Partial Share Exchange Plan Is Not Required)

第八百十六条の四　前条第一項及び第二項の規定は、第一号に掲げる額の第二号に掲げる額に対する割合が五分の一（これを下回る割合を株式交付親会社の定款で定めた場合にあっては、その割合）を超えない場合には、適用しない。ただし、同項に規定する場合又は株式交付親会社が公開会社でない場合は、この限りでない。

Article 816-4 (1) The provisions of paragraphs (1) and (2) of preceding Article do not apply if, the proportion of the amount set forth in item (i) to the amount set forth in item (ii) does not exceed one fifth (or, if any lower proportion is provided for in the articles of incorporation of the parent company resulting from a partial share exchange, that proportion); provided, however, that this does not apply in the cases set forth in that paragraph or the cases where the parent company resulting from a partial share exchange is not a public company:

一　次に掲げる額の合計額

(i) the total of the amounts set forth below:

イ　株式交付子会社の株式及び新株予約権等の譲渡人に対して交付する株式交付親会社の株式の数に一株当たり純資産額を乗じて得た額

(a) the amount obtained by multiplying the number of shares of the parent company resulting from a partial share exchange to be delivered to resulting from a partial share exchange transferors of shares and share options, etc. of the subsidiary company by the amount of net assets per share;

ロ　株式交付子会社の株式及び新株予約権等の譲渡人に対して交付する株式交付親会社の社債、新株予約権又は新株予約権付社債の帳簿価額の合計額

(b) the total amount of the book value of bonds, share options or bonds with share options of the parent company resulting from a partial share exchange to be delivered to transferors of shares and share options, etc. of the subsidiary company resulting from a partial share exchange; and

ハ　株式交付子会社の株式及び新株予約権等の譲渡人に対して交付する株式交付親

会社の株式等以外の財産の帳簿価額の合計額

(c) the total amount of the book value of property other than shares, etc. of the parent company resulting from a partial share exchange to be delivered to transferors of shares and share options, etc. of the subsidiary company resulting from a partial share exchange; and

二　株式交付親会社の純資産額として法務省令で定める方法により算定される額

(ii) the amount calculated by the method prescribed by Ministry of Justice Order as the amount of the net assets of the parent company resulting from a partial share exchange.

２　前項本文に規定する場合において、法務省令で定める数の株式（前条第一項の株主総会において議決権を行使することができるものに限る。）を有する株主が第八百十六条の六第三項の規定による通知又は同条第四項の公告の日から二週間以内に株式交付に反対する旨を株式交付親会社に対し通知したときは、当該株式交付親会社は、効力発生日の前日までに、株主総会の決議によって、株式交付計画の承認を受けなければならない。

(2) In the cases prescribed in the main clause of the preceding paragraph, if shareholders that hold the shares (limited to those that entitle the shareholders to exercise voting rights at a shareholders meeting under paragraph (1) of the preceding Article) in the number prescribed by Ministry of Justice Order notify the parent company resulting from a partial share exchange to the effect that relevant shareholders dissent from relevant partial share exchange , within two weeks from the day of the notice under the provisions of Article 816-6, paragraph (3) or the public notice under paragraph (4) of that Article, relevant parent company resulting from a partial share exchange must obtain the approval of the partial share exchange plan by a resolution at a shareholders meeting no later than the day immediately preceding the effective day.

（株式交付をやめることの請求）

(Demand to Cease Partial Share Exchange)

第八百十六条の五　株式交付が法令又は定款に違反する場合において、株式交付親会社の株主が不利益を受けるおそれがあるときは、株式交付親会社の株主は、株式交付親会社に対し、株式交付をやめることを請求することができる。ただし、前条第一項本文に規定する場合（同項ただし書又は同条第二項に規定する場合を除く。）は、この限りでない。

Article 816-5 If a partial share exchange violates laws and regulations or the articles of incorporation, when shareholders of the parent company resulting from a partial share exchange are likely to suffer disadvantage, the shareholders of the parent company resulting from a partial share exchange may demand that the parent company resulting from a partial share exchange cease the partial share exchange; provided, however, that this does not apply

in the cases prescribed in the main clause of paragraph (1) of the preceding Article (excluding the cases prescribed in the proviso to the same paragraph or the provisions of paragraph (2) of that Article).

（反対株主の株式買取請求）

(Dissenting Shareholders' Appraisal Rights)

第八百十六条の六　株式交付をする場合には、反対株主は、株式交付親会社に対し、自己の有する株式を公正な価格で買い取ることを請求することができる。ただし、第八百十六条の四第一項本文に規定する場合（同項ただし書又は同条第二項に規定する場合を除く。）は、この限りでない。

Article 816-6 (1) In the case of a partial share exchange, dissenting shareholders may demand that the parent company resulting from a partial share exchange purchase, at a fair price, the shares that they hold; provided, however, that this does not apply in the cases prescribed in the main clause of Article 816-4, paragraph (1) (excluding the cases prescribed in the proviso to the same paragraph or the provisions of paragraph (2) of that Article).

２　前項に規定する「反対株主」とは、次の各号に掲げる場合における当該各号に定める株主をいう。

(2) The dissenting shareholders provided for in the preceding paragraph means the shareholders provided for in each of the following items in the cases set forth in the same items:

一　株式交付をするために株主総会（種類株主総会を含む。）の決議を要する場合　次に掲げる株主

(i) if a resolution at a shareholders meeting (including a general meeting of class shareholders) is required to effect the partial share exchange: the following shareholders:

イ　当該株主総会に先立って当該株式交付に反対する旨を当該株式交付親会社に対し通知し、かつ、当該株主総会において当該株式交付に反対した株主（当該株主総会において議決権を行使することができるものに限る。）

(a) shareholders who gave notice to relevant parent company resulting from a partial share exchange to the effect that they dissented from relevant partial share exchange prior to relevant shareholders meeting and who dissented from relevant partial share exchange at relevant shareholders meeting (limited to those who can exercise voting rights at relevant shareholders meetings);

ロ　当該株主総会において議決権を行使することができない株主

(b) shareholders who cannot exercise voting rights at relevant shareholders meetings.

二　前号に掲げる場合以外の場合　全ての株主

(ii) cases other than the one set forth in the preceding item: all shareholders.

３　株式交付親会社は、効力発生日の二十日前までに、その株主に対し、株式交付をす

る旨並びに株式交付子会社の商号及び住所を通知しなければならない。

(3) A parent company resulting from a partial share exchange must notify shareholders that it will effect a partial share exchange and the trade name and address of the subsidiary company resulting from a partial share exchange by twenty days before the effective day.

４　次に掲げる場合には、前項の規定による通知は、公告をもってこれに代えることができる。

(4) A public notice may be substituted for the notice pursuant to the provisions of the preceding paragraph in the following cases:

一　株式交付親会社が公開会社である場合

(i) if the parent company resulting from a partial share exchange is a public company; or

二　株式交付親会社が第八百十六条の三第一項の株主総会の決議によって株式交付計画の承認を受けた場合

(ii) if the parent company resulting from a partial share exchange receives approval for the partial share exchange by resolution at a shareholders meeting under Article 816-3, paragraph (1).

５　第一項の規定による請求（以下この節において「株式買取請求」という。）は、効力発生日の二十日前の日から効力発生日の前日までの間に、その株式買取請求に係る株式の数（種類株式発行会社にあっては、株式の種類及び種類ごとの数）を明らかにしてしなければならない。

(5) To make a demand under the provisions of paragraph (1) (hereinafter in this Section referred to as the "exercise of appraisal rights"), a dissenting shareholder must indicate the number of shares with regard to which the shareholder is exercising appraisal rights (or, for a company with class shares, the classes of the shares and the number of shares for each class), between twenty days prior to the effective day and the day immediately preceding the effective day.

６　株券が発行されている株式について株式買取請求をしようとするときは、当該株式の株主は、株式交付親会社に対し、当該株式に係る株券を提出しなければならない。ただし、当該株券について第二百二十三条の規定による請求をした者については、この限りでない。

(6) When intending to exercise appraisal rights related to the shares for which share certificates have been issued, a shareholder of relevant shares must submit the share certificates representing those shares to the parent company resulting from a partial share exchange; provided, however, that this does not apply to a person who makes a request pursuant to the provisions of Article 223 concerning relevant share certificates.

７　株式買取請求をした株主は、株式交付親会社の承諾を得た場合に限り、その株式買取請求を撤回することができる。

(7) Shareholders exercising appraisal rights may withdraw their demands for

appraisal only with the approval of the parent company resulting from a partial share exchange.

８　株式交付を中止したときは、株式買取請求は、その効力を失う。

(8) The demands of the shareholders exercising appraisal rights lose effect if the partial share exchange is canceled.

９　第百三十三条の規定は、株式買取請求に係る株式については、適用しない。

(9) The provisions of Article 133 do not apply to shares for the exercise of appraisal rights.

（株式の価格の決定等）

(Determination of the Price of Shares)

第八百十六条の七　株式買取請求があった場合において、株式の価格の決定について、株主と株式交付親会社との間に協議が調ったときは、株式交付親会社は、効力発生日から六十日以内にその支払をしなければならない。

Article 816-7 (1) If a shareholder exercises appraisal rights and an agreement determining the price of the shares is reached between the shareholder and parent company resulting from a partial share exchange, the parent company resulting from a partial share exchange must pay that price within sixty days from the effective day.

２　株式の価格の決定について、効力発生日から三十日以内に協議が調わないときは、株主又は株式交付親会社は、その期間の満了の日後三十日以内に、裁判所に対し、価格の決定の申立てをすることができる。

(2) If no agreement deciding the price of shares is reached within thirty days from the effective day, the shareholders or the parent company resulting from a partial share exchange may file a petition for the court to determine the price within thirty days after the expiration of that period.

３　前条第七項の規定にかかわらず、前項に規定する場合において、効力発生日から六十日以内に同項の申立てがないときは、その期間の満了後は、株主は、いつでも、株式買取請求を撤回することができる。

(3) Notwithstanding the provisions of paragraph (7) of the preceding Article, in the cases provided for in the preceding paragraph, if the petition under that paragraph is not made within sixty days after the effective day, shareholders exercising appraisal rights may withdraw their demands for appraisal at any time after the expiration of that period.

４　株式交付親会社は、裁判所の決定した価格に対する第一項の期間の満了の日後の法定利率による利息をも支払わなければならない。

(4) The parent company resulting from a partial share exchange must also pay interest on the price determined by the court at the statutory rate from and including the day of the expiration of the period referred to in paragraph (1).

５　株式交付親会社は、株式の価格の決定があるまでは、株主に対し、当該株式交付親会社が公正な価格と認める額を支払うことができる。

(5) The parent company resulting from a partial share exchange may pay to shareholders the amount that the parent company resulting from a partial share exchange considers to be a fair price until the determination of the share price.

６　株式買取請求に係る株式の買取りは、効力発生日に、その効力を生ずる。

(6) A share purchase connected with the exercise of appraisal rights becomes effective on the effective day.

７　株券発行会社は、株券が発行されている株式について株式買取請求があったときは、株券と引換えに、その株式買取請求に係る株式の代金を支払わなければならない。

(7) If a shareholder exercises appraisal rights with respect to shares for which share certificates are issued, the share certificate-issuing company must pay the price of the shares relating to the exercise of the appraisal rights in exchange for the share certificates.

（債権者の異議）

(Objections by Creditors)

第八百十六条の八　株式交付に際して株式交付子会社の株式及び新株予約権等の譲渡人に対して交付する金銭等（株式交付親会社の株式を除く。）が株式交付親会社の株式に準ずるものとして法務省令で定めるもののみである場合以外の場合には、株式交付親会社の債権者は、株式交付親会社に対し、株式交付について異議を述べることができる。

Article 816-8 (1) In cases other than cases where the monies, etc. (excluding the shares of the parent company resulting from a partial share exchange) to be delivered to the transferors of shares and share options, etc. of the subsidiary company resulting from a partial share exchange from the partial share exchange are limited to those prescribed by Ministry of Justice Order as being equivalent to shares in the parent company resulting from a partial share exchange, the creditors of the parent company resulting from a partial share exchange may state their objections to the partial share exchange to the parent company resulting from a partial share exchange.

２　前項の規定により株式交付親会社の債権者が異議を述べることができる場合には、株式交付親会社は、次に掲げる事項を官報に公告し、かつ、知れている債権者には、各別にこれを催告しなければならない。ただし、第四号の期間は、一箇月を下ることができない。

(2) If creditors of a parent company resulting from a partial share exchange may state their objections pursuant to the provisions of the preceding paragraph, relevant parent company resulting from a partial share exchange must give public notice of the matters set forth below in Official Gazette and must give notices inviting objections separately to each known creditor, if any; provided, however, that the period provided in item (iv) must be at least one month:

一　株式交付をする旨

(i) intent to effect a partial share exchange ;

二　株式交付子会社の商号及び住所

(ii) trade name and address of the subsidiary company resulting from a partial share exchange;

三　株式交付親会社及び株式交付子会社の計算書類に関する事項として法務省令で定めるもの

(iii) the matters prescribed by Ministry of Justice Order as the matters regarding the financial statements of the parent company resulting from a partial share exchange and subsidiary company resulting from a partial share exchange; and

四　債権者が一定の期間内に異議を述べることができる旨

(iv) the fact that creditors may state objections within a certain period of time.

３　前項の規定にかかわらず、株式交付親会社が同項の規定による公告を、官報のほか、第九百三十九条第一項の規定による定款の定めに従い、同項第二号又は第三号に掲げる公告方法によりするときは、前項の規定による各別の催告は、することを要しない。

(3) Notwithstanding the provisions of the preceding paragraph, if a parent company resulting from a partial share exchange gives public notice under that paragraph by method of public notice set forth in Article 939, paragraph (1), item (ii) or (iii) in accordance with the provisions of the articles of incorporation pursuant to the provisions of that paragraph beyond Official Gazette, the stock company is not required to give separate notices under the provisions of the preceding paragraph.

４　債権者が第二項第四号の期間内に異議を述べなかったときは、当該債権者は、当該株式交付について承認をしたものとみなす。

(4) If a creditor has not stated an objection within the period of time specified under the terms of paragraph (2) item (iv), the creditor is deemed to have approved the partial share exchange .

５　債権者が第二項第四号の期間内に異議を述べたときは、株式交付親会社は、当該債権者に対し、弁済し、若しくは相当の担保を提供し、又は当該債権者に弁済を受けさせることを目的として信託会社等に相当の財産を信託しなければならない。ただし、当該株式交付をしても当該債権者を害するおそれがないときは、この限りでない。

(5) If the creditors raise objections within the period under paragraph (2), item (iv), the parent company resulting from a partial share exchange must make payment to or provide appropriate security to relevant creditors, or entrust appropriate assets to a qualified trust company for the purpose of assuring the payment to relevant creditors; provided, however, that this does not apply if there is no risk of harm to that creditors by relevant partial share exchange .

（株式交付の効力発生日の変更）

(Changes to the Effective Day of a Partial Share Exchange)

第八百十六条の九　株式交付親会社は、効力発生日を変更することができる。

Article 816-9 (1) A parent company resulting from a partial share exchange may change the effective day.

２　前項の規定による変更後の効力発生日は、株式交付計画において定めた当初の効力発生日から三箇月以内の日でなければならない。

(2) The effective day changed pursuant to the provisions of the preceding paragraph must be a day within three months for the original effective day under the resulting from a partial share exchange plan.

３　第一項の場合には、株式交付親会社は、変更前の効力発生日（変更後の効力発生日が変更前の効力発生日前の日である場合にあっては、当該変更後の効力発生日）の前日までに、変更後の効力発生日を公告しなければならない。

(3) In cases described in paragraph (1), the parent company resulting from a partial share exchange must provide public notice of the post-change effective day by the day immediately prior to the pre-change effective day (if the post-change effective day is a date prior to the pre-change effective date, the post-change effective day).

４　第一項の規定により効力発生日を変更したときは、変更後の効力発生日を効力発生日とみなして、この節（第二項を除く。）及び前章（第七百七十四条の三第一項第十一号を除く。）の規定を適用する。

(4) When the effective day is changed according to the provisions of paragraph (1), the post-change effective day is treated as the effective date, and the provisions of this Section (excluding paragraph (2)) and the preceding Chapter (excluding Article 774-3, paragraph (1), item (xi)) apply.

５　株式交付親会社は、第一項の規定による効力発生日の変更をする場合には、当該変更と同時に第七百七十四条の三第一項第十号の期日を変更することができる。

(5) If the parent company resulting from a partial share exchange changes the effective day pursuant to the provisions of paragraph (1), the day provided in Article 774-3, paragraph (1), item (x) may be changed simultaneously with relevant change.

６　第三項及び第四項の規定は、前項の規定による第七百七十四条の三第一項第十号の期日の変更について準用する。この場合において、第四項中「この節（第二項を除く。）及び前章（第七百七十四条の三第一項第十一号を除く。）」とあるのは、「第七百七十四条の四、第七百七十四条の十及び前項」と読み替えるものとする。

(6) The provisions of paragraphs (3) and (4) apply mutatis mutandis to changes of the day provided in Article 774-3, paragraph (1), item (x) made pursuant to the provisions of the preceding paragraph. In these cases, the phrases "this Section (excluding paragraph (2)) and the preceding Chapter (excluding Article 774-3, paragraph (1), item (xi))" in paragraph (4) is replaced with "Article 774-4, Article 774-10, and the preceding paragraph."

（株式交付に関する書面等の備置き及び閲覧等）

(Keeping and Inspection of Documents Related to Partial Share Exchange)

第八百十六条の十　株式交付親会社は、効力発生日後遅滞なく、株式交付に際して株式交付親会社が譲り受けた株式交付子会社の株式の数その他の株式交付に関する事項として法務省令で定める事項を記載し、又は記録した書面又は電磁的記録を作成しなければならない。

Article 816-10 (1) A parent company resulting from a partial share exchange must prepare a document or electronic or magnetic record in which it details or records the number of shares of the subsidiary company resulting from a partial share exchange acquired by the parent company resulting from a partial share exchange as a result of the partial share exchange and other information prescribed by Ministry of Justice Order as information related to the partial share exchange , after the effective day without delay.

２　株式交付親会社は、効力発生日から六箇月間、前項の書面又は電磁的記録をその本店に備え置かなければならない。

(2) A parent company resulting from a partial share exchange must keep the document or electronic or magnetic record referred to in the preceding paragraph at its head office for six months from the effective day.

３　株式交付親会社の株主（株式交付に際して株式交付子会社の株式及び新株予約権等の譲渡人に対して交付する金銭等（株式交付親会社の株式を除く。）が株式交付親会社の株式に準ずるものとして法務省令で定めるもののみである場合以外の場合にあっては、株主及び債権者）は、株式交付親会社に対して、その営業時間内は、いつでも、次に掲げる請求をすることができる。ただし、第二号又は第四号に掲げる請求をするには、当該株式交付親会社の定めた費用を支払わなければならない。

(3) The shareholders of the parent company resulting from a partial share exchange (in cases other than cases where the monies, etc. (excluding the shares of the parent company resulting from a partial share exchange) to be delivered to the transferors of shares and share options, etc. of the subsidiary company resulting from a partial share exchange from the partial share exchange are limited to those prescribed by Ministry of Justice Order as being equivalent to shares in the parent company resulting from a partial share exchange, shareholders and creditors) may make the following requests to the parent company resulting from a partial share exchange at any time during its business hours; provided, however, that the fees designated by relevant parent company resulting from a partial share exchange are required to be paid in order to submit the requests set forth in items (ii) or (iv):

一　前項の書面の閲覧の請求

(i) a request to inspect the documents referred to in the preceding paragraph;

二　前項の書面の謄本又は抄本の交付の請求

(ii) a request to receive a transcript or extract of the documents referred to in the preceding paragraph;

三　前項の電磁的記録に記録された事項を法務省令で定める方法により表示したものの閲覧の請求

(iii) a request to inspect anything recorded pursuant to the preceding paragraph in electronic or magnetic records, in accordance with methods prescribed by Ministry of Justice Order;

四　前項の電磁的記録に記録された事項を電磁的方法であって株式交付親会社の定めたものにより提供することの請求又はその事項を記載した書面の交付の請求

(iv) a request to be provided with the information recorded in an electronic or magnetic record as referred to in the preceding paragraph by an electronic or magnetic means that the parent company resulting from a partial share exchange has designated, or a request to be issued a document showing that information.

第六編　外国会社
Part VI Foreign Companies

（外国会社の日本における代表者）

(Foreign Company Representatives in Japan)

第八百十七条　外国会社は、日本において取引を継続してしようとするときは、日本における代表者を定めなければならない。この場合において、その日本における代表者のうち一人以上は、日本に住所を有する者でなければならない。

Article 817 (1) When a foreign company intends to carry out transactions continuously in Japan, it must specify its representatives in Japan. In these cases, one or more of the representatives in Japan must be those whose addresses are in Japan.

２　外国会社の日本における代表者は、当該外国会社の日本における業務に関する一切の裁判上又は裁判外の行為をする権限を有する。

(2) A foreign company's representative in Japan has the authority to do any and all judicial and extra-judicial acts on behalf of relevant foreign company in connection with its business.

３　前項の権限に加えた制限は、善意の第三者に対抗することができない。

(3) No limitation on the authority under the preceding paragraph may be asserted against a third party in good faith.

４　外国会社は、その日本における代表者がその職務を行うについて第三者に加えた損害を賠償する責任を負う。

(4) A foreign company is liable for damage caused to third parties by its representatives in Japan during the course of the performance of their duties.

（登記前の継続取引の禁止等）

(Prohibition of Continuous Transactions Prior to Registration)

第八百十八条　外国会社は、外国会社の登記をするまでは、日本において取引を継続してすることができない。

Article 818 (1) A foreign company may not carry out transactions continuously in

Japan before completing registration of a foreign company.

２　前項の規定に違反して取引をした者は、相手方に対し、外国会社と連帯して、当該取引によって生じた債務を弁済する責任を負う。

(2) A person who has carried out transactions in violation of the provisions of the preceding paragraph is liable, jointly and severally with the foreign company, to perform any obligations that have arisen from relevant transactions to the counterparty.

（貸借対照表に相当するものの公告）

(Public Notice of What Is Equivalent to a Balance Sheet)

第八百十九条　外国会社の登記をした外国会社（日本における同種の会社又は最も類似する会社が株式会社であるものに限る。）は、法務省令で定めるところにより、第四百三十八条第二項の承認と同種の手続又はこれに類似する手続の終結後遅滞なく、貸借対照表に相当するものを日本において公告しなければならない。

Article 819 (1) A foreign company (limited to one for which the same kind of company or the most similar company in Japan is a stock company) that has completed registration of a foreign company must, pursuant to the provisions of Ministry of Justice Order, give public notice in Japan of what is equivalent to a balance sheet without delay after the conclusion of the same kind of procedure as the approval set forth in Article 438, paragraph (2) or a procedure similar thereto.

２　前項の規定にかかわらず、その公告方法が第九百三十九条第一項第一号又は第二号に掲げる方法である外国会社は、前項に規定する貸借対照表に相当するものの要旨を公告することで足りる。

(2) Notwithstanding the provisions of the preceding paragraph, with respect to a foreign company for which the method of public notice is a method set forth in Article 939, paragraph (1), item (i) or (ii), it is sufficient to give public notice of a summary of what is equivalent to a balance sheet provided for in the preceding paragraph.

３　前項の外国会社は、法務省令で定めるところにより、第一項の手続の終結後遅滞なく、同項に規定する貸借対照表に相当するものの内容である情報を、当該手続の終結の日後五年を経過する日までの間、継続して電磁的方法により日本において不特定多数の者が提供を受けることができる状態に置く措置をとることができる。この場合においては、前二項の規定は、適用しない。

(3) A foreign company referred to in the preceding paragraph may, without delay after the conclusion of the procedure set forth in paragraph (1), pursuant to the provisions of Ministry of Justice Order, take measures to make the information contained in what is equivalent to the balance sheet provided for in that paragraph available to the general public continually by the electronic or magnetic means until the day on which five years have elapsed from the day of the conclusion of the procedure. In these cases, the provisions of the preceding

two paragraphs do not apply.

４　金融商品取引法第二十四条第一項の規定により有価証券報告書を内閣総理大臣に提出しなければならない外国会社については、前三項の規定は、適用しない。

(4) The provisions of the preceding three paragraphs do not apply to foreign companies that must submit their annual securities reports to the Prime Minister pursuant to the provisions of Article 24, paragraph (1) of the Financial Instruments and Exchange Act.

（日本に住所を有する日本における代表者の退任）

(Resignation of Representatives in Japan Whose Addresses Are in Japan)

第八百二十条　外国会社の登記をした外国会社は、日本における代表者（日本に住所を有するものに限る。）の全員が退任しようとするときは、当該外国会社の債権者に対し異議があれば一定の期間内にこれを述べることができる旨を官報に公告し、かつ、知れている債権者には、各別にこれを催告しなければならない。ただし、当該期間は、一箇月を下ることができない。

Article 820 (1) A foreign company that has completed registration of a foreign company may, when all of its representatives in Japan (limited to those whose addresses are in Japan) intend to resign, give public notice to creditors of the foreign company to the effect that they are able to state their objections, if any, during a certain period of time and must give notice separately to each known creditor, if any; provided, however, that relevant period may not be less than one month.

２　債権者が前項の期間内に異議を述べたときは、同項の外国会社は、当該債権者に対し、弁済し、若しくは相当の担保を提供し、又は当該債権者に弁済を受けさせることを目的として信託会社等に相当の財産を信託しなければならない。ただし、同項の退任をしても当該債権者を害するおそれがないときは、この限りでない。

(2) If creditors raise objections within the period under the preceding paragraph, the foreign company set forth in that paragraph must make payment or provide reasonable security to relevant creditors, or entrust equivalent property to a trust company, etc. for the purpose of having relevant creditors receive the payment; provided, however, that this does not apply if there is no risk of harm to relevant creditors by the resignation set forth in that paragraph.

３　第一項の退任は、前二項の手続が終了した後にその登記をすることによって、その効力を生ずる。

(3) The resignation set forth in paragraph (1) becomes effective by completing the registration thereof after the completion of the procedures set forth in the preceding two paragraphs.

（擬似外国会社）

(Pseudo-Foreign Company)

第八百二十一条　日本に本店を置き、又は日本において事業を行うことを主たる目的とする外国会社は、日本において取引を継続してすることができない。

Article 821 (1) A foreign company that has its head office in Japan or whose main purpose is to conduct business in Japan may not carry out transactions continuously in Japan.

２　前項の規定に違反して取引をした者は、相手方に対し、外国会社と連帯して、当該取引によって生じた債務を弁済する責任を負う。

(2) A person who has carried out transactions in violation of the provisions of the preceding paragraph is liable, jointly and severally with the foreign company, to perform obligations that have arisen from relevant transactions to the counterparty.

（日本にある外国会社の財産についての清算）

(Liquidation of a Foreign Company's Property in Japan)

第八百二十二条　裁判所は、次に掲げる場合には、利害関係人の申立てにより又は職権で、日本にある外国会社の財産の全部について清算の開始を命ずることができる。

Article 822 (1) The court may, in response to a petition by interested persons or ex officio, order commencement of the liquidation of all of a foreign company's property in Japan in the cases set forth below:

一　外国会社が第八百二十七条第一項の規定による命令を受けた場合

(i) if the foreign company receives the order under the provisions of Article 827, paragraph (1); or

二　外国会社が日本において取引を継続してすることをやめた場合

(ii) if the foreign company stops carrying out transactions continuously in Japan.

２　前項の場合には、裁判所は、清算人を選任する。

(2) In the cases referred to in the preceding paragraph, the court appoints the liquidator.

３　第四百七十六条、第二編第九章第一節第二款、第四百九十二条、同節第四款及び第五百八条の規定並びに同章第二節（第五百十条、第五百十一条及び第五百十四条を除く。）の規定は、その性質上許されないものを除き、第一項の規定による日本にある外国会社の財産についての清算について準用する。

(3) The provisions of Article 476, the provisions of Part II, Chapter IX, Section 1, Subsection 2, the provisions of Article 492, the provisions of Subsection 4 of that Section, the provisions of Article 508, and the provisions of Section 2 of that Chapter (excluding Article 510, Article 511 and Article 514) apply mutatis mutandis to the liquidation of a foreign company's property in Japan under the provisions of paragraph (1), excluding those that are not applicable by their nature.

４　第八百二十条の規定は、外国会社が第一項の清算の開始を命じられた場合において、当該外国会社の日本における代表者（日本に住所を有するものに限る。）の全員が退

任しようとするときは、適用しない。

(4) The provisions of Article 820 do not apply if a foreign company is ordered to commence the liquidation referred to in paragraph (1) and where all of the foreign company's representatives in Japan (limited to those whose addresses are in Japan) intend to resign.

（他の法律の適用関係）

(Application of Other Acts)

第八百二十三条　外国会社は、他の法律の適用については、日本における同種の会社又は最も類似する会社とみなす。ただし、他の法律に別段の定めがあるときは、この限りでない。

Article 823 With regard to application of other Acts, a foreign company is deemed to be the same kind of company or the most similar kind of company in Japan; provided, however, that this does not apply when it is otherwise provided by other Acts.

第七編　雑則

Part VII Miscellaneous Provisions

第一章　会社の解散命令等

Chapter I Dissolution Order for a Company

第一節　会社の解散命令

Section 1 Dissolution Order for a Company

（会社の解散命令）

(Dissolution Order for a Company)

第八百二十四条　裁判所は、次に掲げる場合において、公益を確保するため会社の存立を許すことができないと認めるときは、法務大臣又は株主、社員、債権者その他の利害関係人の申立てにより、会社の解散を命ずることができる。

Article 824 (1) In the cases set forth below, if the court finds that the existence of a company is unallowable for securing public interests, it may, in response to a petition by the Minister of Justice, shareholders, members, creditors or any other interested parties, order the dissolution of the company:

一　会社の設立が不法な目的に基づいてされたとき。

(i) when the company is incorporated for an illegal purpose;

二　会社が正当な理由がないのにその成立の日から一年以内にその事業を開始せず、又は引き続き一年以上その事業を休止したとき。

(ii) when the company fails to commence its business within one year from the day of its formation or suspends its business continuously for one year or more, without justifiable grounds; or

三　業務執行取締役、執行役又は業務を執行する社員が、法令若しくは定款で定める会社の権限を逸脱し若しくは濫用する行為又は刑罰法令に触れる行為をした場合に

おいて、法務大臣から書面による警告を受けたにもかかわらず、なお継続的に又は反覆して当該行為をしたとき。

(iii) if an executive director, an executive officer or a member who executes the business has committed an act that goes beyond or abuses the authority of the company prescribed by laws and regulations or the articles of incorporation or that violates criminal laws and regulations, if that person commits relevant act continuously or repeatedly despite receiving a written warning from the Minister of Justice.

２　株主、社員、債権者その他の利害関係人が前項の申立てをしたときは、裁判所は、会社の申立てにより、同項の申立てをした者に対し、相当の担保を立てるべきことを命ずることができる。

(2) When a shareholder, a member, a creditor or any other interested party files the petition set forth in the preceding paragraph, the court may, in response to a petition by the company, order the person who filed the petition set forth in that paragraph to provide reasonable security.

３　会社は、前項の規定による申立てをするには、第一項の申立てが悪意によるものであることを疎明しなければならない。

(3) When a company intends to file the petition under the provisions of the preceding paragraph, it must make a prima facie showing that the petition set forth in paragraph (1) has been filed in bad faith.

４　民事訴訟法（平成八年法律第百九号）第七十五条第五項及び第七項並びに第七十六条から第八十条までの規定は、第二項の規定により第一項の申立てについて立てるべき担保について準用する。

(4) The provisions of Article 75, paragraphs (5) and (7) and Articles 76 through 80 of the Code of Civil Procedure (Act No. 109 of 1996) apply mutatis mutandis to the security to be provided with respect to the petition set forth in paragraph (1) pursuant to the provisions of paragraph (2).

（会社の財産に関する保全処分）

(Provisional Order Concerning Property of a Company)

第八百二十五条　裁判所は、前条第一項の申立てがあった場合には、法務大臣若しくは株主、社員、債権者その他の利害関係人の申立てにより又は職権で、同項の申立てにつき決定があるまでの間、会社の財産に関し、管理人による管理を命ずる処分（次項において「管理命令」という。）その他の必要な保全処分を命ずることができる。

Article 825 (1) If the petition set forth in paragraph (1) of the preceding Article is filed, the court may, at the petition of the Minister of Justice or shareholders, members, creditors or any other interested parties or ex officio, issue a disposition ordering administration by an administrator (referred to as an "administration order" in the following paragraph) or issue any other necessary provisional order with respect to the property of the company until a ruling is handed down on the petition set forth in that paragraph.

２　裁判所は、管理命令をする場合には、当該管理命令において、管理人を選任しなければならない。

(2) When the court issues an administration order, it must appoint an administrator in relevant administration order.

３　裁判所は、法務大臣若しくは株主、社員、債権者その他の利害関係人の申立てにより又は職権で、前項の管理人を解任することができる。

(3) The court may, in response to a petition by the Minister of Justice or shareholders, members, creditors or any other interested parties or ex officio, dismiss the administrator set forth in the preceding paragraph.

４　裁判所は、第二項の管理人を選任した場合には、会社が当該管理人に対して支払う報酬の額を定めることができる。

(4) When the court appoints the administrator referred to in paragraph (2), it may specify the amount of remuneration to be paid by the company to relevant administrator.

５　第二項の管理人は、裁判所が監督する。

(5) The administrator set forth in paragraph (2) is supervised by the court.

６　裁判所は、第二項の管理人に対し、会社の財産の状況の報告をし、かつ、その管理の計算をすることを命ずることができる。

(6) The court may order the administrator referred to in paragraph (2) to report the status of the property of the company and to account for the administration thereof.

７　民法第六百四十四条、第六百四十六条、第六百四十七条及び第六百五十条の規定は、第二項の管理人について準用する。この場合において、同法第六百四十六条、第六百四十七条及び第六百五十条中「委任者」とあるのは、「会社」と読み替えるものとする。

(7) The provisions of Article 644, Article 646, Article 647 and Article 650 of the Civil Code apply mutatis mutandis to the administrator set forth in paragraph (2). In these cases, the term "mandator" in Article 646, Article 647 and Article 650 of that Act is deemed to be replaced with "company".

（官庁等の法務大臣に対する通知義務）

(Government Agencies' Obligation to Give Notice to the Minister of Justice)

第八百二十六条　裁判所その他の官庁、検察官又は吏員は、その職務上第八百二十四条第一項の申立て又は同項第三号の警告をすべき事由があることを知ったときは、法務大臣にその旨を通知しなければならない。

Article 826 If a court or any other government agency, a public prosecutor or an official comes to know in the course of their duties that there are grounds for filing the petition referred to in Article 824, paragraph (1) or giving the warning referred to in item (iii) of that paragraph, the entity or person must give notice to that effect to the Minister of Justice.

第二節　外国会社の取引継続禁止又は営業所閉鎖の命令
Section 2 Order of Prohibition of Continuous Transactions or Closure of a Business Office of a Foreign Company

第八百二十七条　裁判所は、次に掲げる場合には、法務大臣又は株主、社員、債権者その他の利害関係人の申立てにより、外国会社が日本において取引を継続してすることの禁止又はその日本に設けられた営業所の閉鎖を命ずることができる。

Article 827 (1) In the cases set forth below, the court may, in response to a petition by the Minister of Justice, shareholders, members, creditors or any other interested parties, order the prohibition of a foreign company to carry out transactions continuously in Japan or the closure of its business office established in Japan:

一　外国会社の事業が不法な目的に基づいて行われたとき。

(i) when the foreign company conducts business for an illegal purpose;

二　外国会社が正当な理由がないのに外国会社の登記の日から一年以内にその事業を開始せず、又は引き続き一年以上その事業を休止したとき。

(ii) when the foreign company fails to commence its business within one year from the day of registration of the foreign company or suspends its business continuously for one year or more, without justifiable grounds;

三　外国会社が正当な理由がないのに支払を停止したとき。

(iii) when the foreign company stops payment without justifiable grounds; or

四　外国会社の日本における代表者その他その業務を執行する者が、法令で定める外国会社の権限を逸脱し若しくは濫用する行為又は刑罰法令に触れる行為をした場合において、法務大臣から書面による警告を受けたにもかかわらず、なお継続的に又は反覆して当該行為をしたとき。

(iv) if the foreign company's representative in Japan or any other person who executes its business has committed an act that goes beyond or abuses the authority of the foreign company prescribed by laws and regulations or that violates criminal laws and regulations, and that person continuously or repeatedly commits relevant act despite receiving a written warning from the Minister of Justice.

２　第八百二十四条第二項から第四項まで及び前二条の規定は、前項の場合について準用する。この場合において、第八百二十四条第二項中「前項」とあり、同条第三項及び第四項中「第一項」とあり、並びに第八百二十五条第一項中「前条第一項」とあるのは「第八百二十七条第一項」と、前条中「第八百二十四条第一項」とあるのは「次条第一項」と、「同項第三号」とあるのは「同項第四号」と読み替えるものとする。

(2) The provisions of Article 824, paragraphs (2) through (4), and the preceding two Articles apply mutatis mutandis to the cases set forth in the preceding paragraph. In these cases, the term "preceding paragraph" in Article 824, paragraph (2), the term "paragraph (1)" in paragraph (3) and paragraph (4) of that Article, and the term "paragraph (1) of the preceding Article" in Article

825, paragraph (1) is deemed to be replaced with "Article 827, paragraph (1)", the term "Article 824, paragraph (1)" in the preceding Article is deemed to be replaced with "paragraph (1) of the following Article" and the term "item (iii) of that paragraph" in that Article is deemed to be replaced with "item (iv) of that paragraph".

第二章　訴訟
Chapter II Suits
第一節　会社の組織に関する訴え
Section 1 Action Concerning the Organization of a Company

（会社の組織に関する行為の無効の訴え）
(Actions Seeking Invalidation of Acts Concerning the Organization of a Company)

第八百二十八条　次の各号に掲げる行為の無効は、当該各号に定める期間に、訴えをもってのみ主張することができる。

Article 828 (1) Invalidation of the acts set forth in the following items may only be asserted by filing an action during the periods specified respectively in those items:

一　会社の設立　会社の成立の日から二年以内

(i) incorporation of a company: within two years from the day of formation of the company;

二　株式会社の成立後における株式の発行　株式の発行の効力が生じた日から六箇月以内（公開会社でない株式会社にあっては、株式の発行の効力が生じた日から一年以内）

(ii) share issue after the formation of a stock company: within six months from the day on which the share issue became effective (or, for a stock company which is not a public company, within one year from the day on which the share issue became effective);

三　自己株式の処分　自己株式の処分の効力が生じた日から六箇月以内（公開会社でない株式会社にあっては、自己株式の処分の効力が生じた日から一年以内）

(iii) disposition of treasury shares: within six months from the day on which the disposition of treasury shares became effective (or, for a stock company which is not a public company, within one year from the day on which the disposition of treasury shares became effective);

四　新株予約権（当該新株予約権が新株予約権付社債に付されたものである場合にあっては、当該新株予約権付社債についての社債を含む。以下この章において同じ。）の発行　新株予約権の発行の効力が生じた日から六箇月以内（公開会社でない株式会社にあっては、新株予約権の発行の効力が生じた日から一年以内）

(iv) share option (if the share options are those attached to bonds with share options, it includes the bonds concerning bonds with share options;

hereinafter the same applies in this Chapter) issue: within six months from the day on which the issuance of share options came into effect (or, for a stock company which is not a public company, within one year from the day on which the issuance of share options came into effect);

五　株式会社における資本金の額の減少　資本金の額の減少の効力が生じた日から六箇月以内

(v) reduction in the amount of stated capital of a stock company: within six months from the day on which the reduction in the amount of stated capital became effective;

六　会社の組織変更　組織変更の効力が生じた日から六箇月以内

(vi) entity conversion of a company: within six months from the day on which the entity conversion became effective;

七　会社の吸収合併　吸収合併の効力が生じた日から六箇月以内

(vii) absorption-type merger of a company: within six months from the day on which the absorption-type merger became effective;

八　会社の新設合併　新設合併の効力が生じた日から六箇月以内

(viii) consolidation-type merger of a company: within six months from the day on which the consolidation-type merger became effective;

九　会社の吸収分割　吸収分割の効力が生じた日から六箇月以内

(ix) absorption-type company split: within six months from the day on which the absorption-type company split became effective;

十　会社の新設分割　新設分割の効力が生じた日から六箇月以内

(x) incorporation-type company split: within six months from the day on which the incorporation-type company split became effective;

十一　株式会社の株式交換　株式交換の効力が生じた日から六箇月以内

(xi) share exchange of a stock company: within six months from the day on which the share exchange became effective;

十二　株式会社の株式移転　株式移転の効力が生じた日から六箇月以内

(xii) share transfer of a stock company: within six months from the day on which the share transfer became effective; and

十三　株式会社の株式交付　株式交付の効力が生じた日から六箇月以内

(xiii) partial share exchange of a stock company: within six months from the day in which the partial share exchange became effective.

２　次の各号に掲げる行為の無効の訴えは、当該各号に定める者に限り、提起することができる。

(2) An action seeking invalidation of the acts set forth in the following items may be filed only by the persons specified in each of those items:

一　前項第一号に掲げる行為　設立する株式会社の株主等（株主、取締役又は清算人（監査役設置会社にあっては株主、取締役、監査役又は清算人、指名委員会等設置会社にあっては株主、取締役、執行役又は清算人）をいう。以下この節において同じ。）又は設立する持分会社の社員等（社員又は清算人をいう。以下この項におい

て同じ。）

(i) the act set forth in item (i) of the preceding paragraph: a shareholder, etc. (meaning a shareholder, director or liquidator (or, for a company with company auditor(s), it means a shareholder, director, company auditor or liquidator, and for a company with nominating committee, etc., it means a shareholder, director, executive officer or liquidator); hereinafter the same applies in this Section) of the incorporated stock company or a member, etc. (meaning a member or liquidator; hereinafter the same applies in this paragraph) of the incorporated membership company;

二　前項第二号に掲げる行為　当該株式会社の株主等

(ii) the act set forth in item (ii) of the preceding paragraph: a shareholder, etc. of the relevant stock company;

三　前項第三号に掲げる行為　当該株式会社の株主等

(iii) the act set forth in item (iii) of the preceding paragraph: a shareholder, etc. of the relevant stock company;

四　前項第四号に掲げる行為　当該株式会社の株主等又は新株予約権者

(iv) the act set forth in item (iv) of the preceding paragraph: a shareholder, etc. or a share option holder of the relevant stock company;

五　前項第五号に掲げる行為　当該株式会社の株主等、破産管財人又は資本金の額の減少について承認をしなかった債権者

(v) the act set forth in item (v) of the preceding paragraph: a shareholder, etc., the trustee in bankruptcy or a creditor, who did not give approval to the reduction in the amount of stated capital, of the relevant stock company;

六　前項第六号に掲げる行為　当該行為の効力が生じた日において組織変更をする会社の株主等若しくは社員等であった者又は組織変更後の会社の株主等、社員等、破産管財人若しくは組織変更について承認をしなかった債権者

(vi) the act set forth in item (vi) of the preceding paragraph: a person who was a shareholder, etc. or a member, etc. of the company effecting the entity conversion as of the day on which relevant act became effective or a shareholder, etc., a member, etc., the trustee in bankruptcy or a creditor, who did not give approval to the entity conversion, of the company after the entity conversion;

七　前項第七号に掲げる行為　当該行為の効力が生じた日において吸収合併をする会社の株主等若しくは社員等であった者又は吸収合併後存続する会社の株主等、社員等、破産管財人若しくは吸収合併について承認をしなかった債権者

(vii) the act set forth in item (vii) of the preceding paragraph: a person who was a shareholder, etc. or a member, etc. of the company effecting the absorption-type merger as of the day on which relevant act became effective or a shareholder, etc., a member, etc., the trustee in bankruptcy or a creditor, who did not give approval to the absorption-type merger of the company surviving the absorption-type merger;

八　前項第八号に掲げる行為　当該行為の効力が生じた日において新設合併をする会社の株主等若しくは社員等であった者又は新設合併により設立する会社の株主等、社員等、破産管財人若しくは新設合併について承認をしなかった債権者

(viii) the act set forth in item (viii) of the preceding paragraph: a person who was a shareholder, etc. or a member, etc. of the company effecting the consolidation-type merger as of the day on which relevant act became effective or a shareholder, etc., a member, etc., the trustee in bankruptcy or a creditor, who did not give approval to the consolidation-type merger, of the company that is incorporated in the consolidation-type merger;

九　前項第九号に掲げる行為　当該行為の効力が生じた日において吸収分割契約をした会社の株主等若しくは社員等であった者又は吸収分割契約をした会社の株主等、社員等、破産管財人若しくは吸収分割について承認をしなかった債権者

(ix) the act set forth in item (ix) of the preceding paragraph: a person who was a shareholder, etc. or a member, etc. of the company that has concluded the absorption-type company split agreement as of the day on which relevant act became effective or a shareholder, etc., a member, etc., the trustee in bankruptcy or a creditor, who did not give approval to the absorption-type company split, of the company that has concluded the absorption-type company split agreement;

十　前項第十号に掲げる行為　当該行為の効力が生じた日において新設分割をする会社の株主等若しくは社員等であった者又は新設分割をする会社若しくは新設分割により設立する会社の株主等、社員等、破産管財人若しくは新設分割について承認をしなかった債権者

(x) the act set forth in item (x) of the preceding paragraph: a person who was a shareholder, etc. or a member, etc. of the company effecting the incorporation-type company split as of the day on which relevant act became effective or a shareholder, etc., a member, etc., the trustee in bankruptcy or a creditor, who did not give approval to the incorporation-type company split, of the company effecting the incorporation-type company split or the company that is incorporated in the incorporation-type company split;

十一　前項第十一号に掲げる行為　当該行為の効力が生じた日において株式交換契約をした会社の株主等若しくは社員等であった者又は株式交換契約をした会社の株主等、社員等、破産管財人若しくは株式交換について承認をしなかった債権者

(xi) the act set forth in item (xi) of the preceding paragraph: a person who was a shareholder, etc. or a member, etc. of the company that has concluded the share exchange agreement as of the day on which relevant act became effective or a shareholder, etc., a member, etc., the trustee in bankruptcy or a creditor, who did not give approval to the share exchange, of the company that has concluded the share exchange agreement; and

十二　前項第十二号に掲げる行為　当該行為の効力が生じた日において株式移転をする株式会社の株主等であった者又は株式移転により設立する株式会社の株主等、破

産管財人若しくは株式移転について承認をしなかった債権者

(xii) the act set forth in item (xii) of the preceding paragraph: a person who was a shareholder, etc. of the stock company transferring the shares as of the day on which relevant act became effective; a shareholder, etc. or the trustee in bankruptcy of the stock company incorporated in the share transfer; or a creditor of the stock company incorporated in the share transfer who did not give approval to the share transfer.

十三　前項第十三号に掲げる行為　当該行為の効力が生じた日において株式交付親会社の株主等であった者、株式交付に際して株式交付親会社に株式交付子会社の株式若しくは新株予約権等を譲り渡した者又は株式交付親会社の株主等、破産管財人若しくは株式交付について承認をしなかった債権者

(xiii) the act set forth in item (xiii) of the preceding paragraph: a person who was a shareholder, etc. of the parent company resulting from a partial share exchange as of the day on which relevant act became effective; a person who delivered shares or share options, etc. of the subsidiary company resulting from a partial share exchange when the partial share exchange is effected; or a shareholder, etc. of the parent company resulting from a partial share exchange or a trustee in bankruptcy or creditor who did not approve the partial share exchange .

（新株発行等の不存在の確認の訴え）

(Action for Declaratory Judgment of Absence of a New Share Issue)

第八百二十九条　次に掲げる行為については、当該行為が存在しないことの確認を、訴えをもって請求することができる。

Article 829 With regard to the acts below, confirmation of the absence of the acts may be claimed by filing an action:

一　株式会社の成立後における株式の発行

(i) share issue after the formation of a stock company;

二　自己株式の処分

(ii) disposition of treasury shares; and

三　新株予約権の発行

(iii) issuance of share options.

（株主総会等の決議の不存在又は無効の確認の訴え）

(Action for Declaratory Judgment of Absence or Invalidation of a Resolution at a Shareholders Meeting)

第八百三十条　株主総会若しくは種類株主総会又は創立総会若しくは種類創立総会（以下この節及び第九百三十七条第一項第一号ト において「株主総会等」という。）の決議については、決議が存在しないことの確認を、訴えをもって請求することができる。

Article 830 (1) With regard to a resolution at a shareholders meeting, general meeting of class shareholders, organizational meeting or organizational

meeting of class shareholders (hereinafter referred to as a "shareholders meeting, etc." in this Section and Article 937, paragraph (1), item (i), (g)), confirmation of the absence of the resolution may be claimed by filing an action.

２　株主総会等の決議については、決議の内容が法令に違反することを理由として、決議が無効であることの確認を、訴えをもって請求することができる。

(2) With regard to a resolution at a shareholders meeting, etc., confirmation of invalidation of the resolution may be claimed by filing an action based on the reason that the contents of the resolution violate laws and regulations.

（株主総会等の決議の取消しの訴え）

(Action Seeking Revocation of a Resolution at a Shareholders Meeting)

第八百三十一条　次の各号に掲げる場合には、株主等（当該各号の株主総会等が創立総会又は種類創立総会である場合にあっては、株主等、設立時株主、設立時取締役又は設立時監査役）は、株主総会等の決議の日から三箇月以内に、訴えをもって当該決議の取消しを請求することができる。当該決議の取消しにより株主（当該決議が創立総会の決議である場合にあっては、設立時株主）又は取締役（監査等委員会設置会社にあっては、監査等委員である取締役又はそれ以外の取締役。以下この項において同じ。）、監査役若しくは清算人（当該決議が株主総会又は種類株主総会の決議である場合にあっては第三百四十六条第一項（第四百七十九条第四項において準用する場合を含む。）の規定により取締役、監査役又は清算人としての権利義務を有する者を含み、当該決議が創立総会又は種類創立総会の決議である場合にあっては設立時取締役（設立しようとする株式会社が監査等委員会設置会社である場合にあっては、設立時監査等委員である設立時取締役又はそれ以外の設立時取締役）又は設立時監査役を含む。）となる者も、同様とする。

Article 831 (1) In the cases set forth in the following items, a shareholder, etc. (or, if the shareholders meeting, etc. set forth respectively in each the item is an organizational meeting or an organizational meeting of class shareholders, a shareholder, etc., a shareholder at incorporation, a director at incorporation or a company auditor at incorporation) may, within three months from the day of resolution at the shareholders meeting, etc., claim revocation of the resolution by filing an action. The same applies to a person who becomes a shareholder (or, if that resolution is the resolution at an organizational meeting, shareholders at incorporation) or director (or, in cases of a company with audit and supervisory committee, directors who are audit and supervisory committee members or other directors; hereinafter the same applies in this paragraph), company auditor or liquidator (or, if relevant resolution is a resolution at a shareholders meeting or general meeting of class shareholders, it includes a person who has the rights and obligations of a director, company auditor or liquidator pursuant to the provisions of Article 346, paragraph (1) (including cases where it is applied mutatis mutandis pursuant to Article 479, paragraph (4)), and if relevant resolution is a resolution at an organizational

meeting or organizational meeting of class shareholders, a director at incorporation (if a stock company to be incorporated is a company with audit and supervisory committee, directors at incorporation who are audit and supervisory committee members at incorporation or other directors at incorporation) or company auditor at incorporation) by rescission of relevant resolution:

一　株主総会等の招集の手続又は決議の方法が法令若しくは定款に違反し、又は著しく不公正なとき。

(i) when the calling procedures or the methods of a resolution at the shareholders meeting, etc. violate laws and regulations or the articles of incorporation or are grossly improper;

二　株主総会等の決議の内容が定款に違反するとき。

(ii) when the contents of the resolution at the shareholders meeting, etc. violate the articles of incorporation; or

三　株主総会等の決議について特別の利害関係を有する者が議決権を行使したことによって、著しく不当な決議がされたとき。

(iii) when a grossly improper resolution is passed as a result of a person with a special interest in the resolution at the shareholders meeting, etc. exercising a voting right.

２　前項の訴えの提起があった場合において、株主総会等の招集の手続又は決議の方法が法令又は定款に違反するときであっても、裁判所は、その違反する事実が重大でなく、かつ、決議に影響を及ぼさないものであると認めるときは、同項の規定による請求を棄却することができる。

(2) If an action referred to in the preceding paragraph is filed, even if the calling procedures or the methods of a resolution at the shareholders meeting, etc. are in violation of laws and regulations or the articles of incorporation, the court may dismiss the claim prescribed in that paragraph if it finds that the facts in violation are not serious and will not affect the resolution.

（持分会社の設立の取消しの訴え）

(Action Seeking Rescission of the Incorporation of a Membership Company)

第八百三十二条　次の各号に掲げる場合には、当該各号に定める者は、持分会社の成立の日から二年以内に、訴えをもって持分会社の設立の取消しを請求することができる。

Article 832 In the cases set forth in the following items, the persons specified in each of those items may claim rescission of the incorporation of the membership company within two years from the day of formation of the membership company:

一　社員が民法その他の法律の規定により設立に係る意思表示を取り消すことができるとき　当該社員

(i) when a member is able to rescind relevant member's manifestation of intention relating to the incorporation pursuant to the provisions of the Civil

Code or any other acts: relevant member; or

二　社員がその債権者を害することを知って持分会社を設立したとき　当該債権者

(ii) when a member incorporates a membership company having the knowledge that it will be detrimental to its creditor: relevant creditor.

（会社の解散の訴え）

(Action Seeking Dissolution of a Company)

第八百三十三条　次に掲げる場合において、やむを得ない事由があるときは、総株主（株主総会において決議をすることができる事項の全部につき議決権を行使することができない株主を除く。）の議決権の十分の一（これを下回る割合を定款で定めた場合にあっては、その割合）以上の議決権を有する株主又は発行済株式（自己株式を除く。）の十分の一（これを下回る割合を定款で定めた場合にあっては、その割合）以上の数の株式を有する株主は、訴えをもって株式会社の解散を請求することができる。

Article 833 (1) In the cases set forth below, if there are unavoidable circumstances, a shareholder having not less than one-tenths (or, if a lesser proportion is prescribed in the articles of incorporation, the proportion) of the voting rights of all shareholders (excluding shareholders who are unable to exercise voting rights on all matters which may be resolved at the shareholders meeting) or a shareholder having not less than one-tenth (or, if a lesser proportion is prescribed in the articles of incorporation, the proportion) of the issued shares (excluding treasury shares) may claim dissolution of the stock company by filing an action:

一　株式会社が業務の執行において著しく困難な状況に至り、当該株式会社に回復することができない損害が生じ、又は生ずるおそれがあるとき。

(i) when a stock company faces an extreme difficulty in executing business and the stock company suffers or is likely to suffer irreparable harm; or

二　株式会社の財産の管理又は処分が著しく失当で、当該株式会社の存立を危うくするとき。

(ii) when the management or disposition of property of a stock company is extremely unreasonable and puts the existence of the stock company at risk.

２　やむを得ない事由がある場合には、持分会社の社員は、訴えをもって持分会社の解散を請求することができる。

(2) If there are unavoidable circumstances, members of a membership company may claim dissolution of the membership company by filing an action.

（被告）

(Defendant)

第八百三十四条　次の各号に掲げる訴え（以下この節において「会社の組織に関する訴え」と総称する。）については、当該各号に定める者を被告とする。

Article 834 With regard to the actions set forth in the following items (hereinafter collectively referred to as an "action concerning organization of

company" in this Section), the persons specified in each of those items are to be the defendant:

一　会社の設立の無効の訴え　設立する会社

(i) an action seeking invalidation of the incorporation of a company: the incorporated company;

二　株式会社の成立後における株式の発行の無効の訴え（第八百四十条第一項において「新株発行の無効の訴え」という。）　株式の発行をした株式会社

(ii) an action seeking invalidation of a share issue after the formation of a stock company (referred to as an "action seeking invalidation of new share issue" in Article 840, paragraph (1)): the stock company that has issued the shares;

三　自己株式の処分の無効の訴え　自己株式の処分をした株式会社

(iii) an action seeking invalidation of a disposition of treasury shares: the stock company that has disposed of the treasury shares;

四　新株予約権の発行の無効の訴え　新株予約権の発行をした株式会社

(iv) an action seeking invalidation of an issuance of share options: the stock company that has issued the share options;

五　株式会社における資本金の額の減少の無効の訴え　当該株式会社

(v) an action seeking invalidation of a reduction in the amount of stated capital of a stock company: the relevant stock company;

六　会社の組織変更の無効の訴え　組織変更後の会社

(vi) an action seeking invalidation of an entity conversion of a company: the company after the entity conversion;

七　会社の吸収合併の無効の訴え　吸収合併後存続する会社

(vii) an action seeking invalidation of an absorption-type merger of a company: the company surviving the absorption-type merger;

八　会社の新設合併の無効の訴え　新設合併により設立する会社

(viii) an action seeking invalidation of a consolidation-type merger of a company: the company that is incorporated in the consolidation-type merger;

九　会社の吸収分割の無効の訴え　吸収分割契約をした会社

(ix) an action seeking invalidation of an absorption-type company split: the company that has concluded the absorption-type company split agreement;

十　会社の新設分割の無効の訴え　新設分割をする会社及び新設分割により設立する会社

(x) an action seeking invalidation of an incorporation-type company split: the company effecting the incorporation-type company split and the company that is incorporated in the incorporation-type company split;

十一　株式会社の株式交換の無効の訴え　株式交換契約をした会社

(xi) an action seeking invalidation of a share exchange of a stock company: the company that has concluded the share exchange agreement;

十二　株式会社の株式移転の無効の訴え　株式移転をする株式会社及び株式移転により設立する株式会社

(xii) an action seeking invalidation of a share transfer of a stock company: the stock company effecting the share transfer and the stock company that is incorporated in the share transfer;

十二の二　株式会社の株式交付の無効の訴え　株式交付親会社

(xii)-2 an action seeking invalidation of a partial share exchange of a stock company: the parent company resulting from a partial share exchange;

十三　株式会社の成立後における株式の発行が存在しないことの確認の訴え　株式の発行をした株式会社

(xiii) an action for declaratory judgment of absence of a share issue after the formation of a stock company: the stock company that has issued the shares;

十四　自己株式の処分が存在しないことの確認の訴え　自己株式の処分をした株式会社

(xiv) an action for declaratory judgment of absence of a disposition of treasury shares: the stock company that has disposed of the treasury shares;

十五　新株予約権の発行が存在しないことの確認の訴え　新株予約権の発行をした株式会社

(xv) an action for declaratory judgment of absence of an issuance of share options: the stock company that has issued the share options;

十六　株主総会等の決議が存在しないこと又は株主総会等の決議の内容が法令に違反することを理由として当該決議が無効であることの確認の訴え　当該株式会社

(xvi) an action for declaratory judgment of absence of a resolution at a shareholders meeting, etc. or invalidation of a resolution at a shareholders meeting, etc. based on a reason that the contents of relevant resolution violate laws and regulations: the relevant stock company;

十七　株主総会等の決議の取消しの訴え　当該株式会社

(xvii) an action seeking revocation of a resolution at a shareholders meeting, etc.: the relevant stock company;

十八　第八百三十二条第一号の規定による持分会社の設立の取消しの訴え　当該持分会社

(xviii) an action seeking rescission of the incorporation of a membership company under the provisions of Article 832, item (i): relevant membership company;

十九　第八百三十二条第二号の規定による持分会社の設立の取消しの訴え　当該持分会社及び同号の社員

(xix) an action seeking rescission of the incorporation of a membership company under the provisions of Article 832, item (ii): relevant membership company and the member referred to in that item;

二十　株式会社の解散の訴え　当該株式会社

(xx) an action seeking dissolution of a stock company: the relevant stock company; and

二十一　持分会社の解散の訴え　当該持分会社

(xxi) an action seeking dissolution of a membership company: relevant membership company.

（訴えの管轄及び移送）

(Jurisdiction over and Transfer of an Action)

第八百三十五条　会社の組織に関する訴えは、被告となる会社の本店の所在地を管轄する地方裁判所の管轄に専属する。

Article 835 (1) An action concerning organization of company is under the exclusive jurisdiction of the district court having jurisdiction over the location of the head office of the company which is the defendant.

２　前条第九号から第十二号までの規定により二以上の地方裁判所が管轄権を有するときは、当該各号に掲げる訴えは、先に訴えの提起があった地方裁判所が管轄する。

(2) When two or more district courts have jurisdiction pursuant to the provisions of items (ix) through (xii) of the preceding Article, the actions set forth in those items are under the jurisdiction of the district court with which an action was filed first.

３　前項の場合には、裁判所は、当該訴えに係る訴訟がその管轄に属する場合においても、著しい損害又は遅滞を避けるため必要があると認めるときは、申立てにより又は職権で、訴訟を他の管轄裁判所に移送することができる。

(3) In cases referred to in the preceding paragraph, a court may, even when the suit concerning relevant action is under its jurisdiction, transfer the suit to another court with jurisdiction, in response to a petition or ex officio, if it finds it necessary for avoiding substantial detriment or delay.

（担保提供命令）

(Order to Provide Security)

第八百三十六条　会社の組織に関する訴えであって、株主又は設立時株主が提起することができるものについては、裁判所は、被告の申立てにより、当該会社の組織に関する訴えを提起した株主又は設立時株主に対し、相当の担保を立てるべきことを命ずることができる。ただし、当該株主が取締役、監査役、執行役若しくは清算人であるとき、又は当該設立時株主が設立時取締役若しくは設立時監査役であるときは、この限りでない。

Article 836 (1) With regard to an action concerning organization of company which may be filed by a shareholder or a shareholder at incorporation, the court may, in response to a petition by the defendant, order the shareholder or the shareholder at incorporation who has filed relevant action concerning organization of company to provide reasonable security; provided, however, that this does not apply when relevant shareholder is a director, company auditor, executive officer or liquidator or when relevant shareholder at incorporation is a director at incorporation or a company auditor at incorporation.

２　前項の規定は、会社の組織に関する訴えであって、債権者又は株式交付に際して株式交付親会社に株式交付子会社の株式若しくは新株予約権等を譲り渡した者が提起することができるものについて準用する。

(2) The provisions of the preceding paragraph apply mutatis mutandis to actions concerning the organization of a company which may be filed by a creditor or person who delivered shares or share options, etc. of the subsidiary company resulting from a partial share exchange to the parent company resulting from a partial share exchange when the partial share exchange was effected.

３　被告は、第一項（前項において準用する場合を含む。）の申立てをするには、原告の訴えの提起が悪意によるものであることを疎明しなければならない。

(3) In order for a defendant to file the petition referred to in paragraph (1) (including the cases where it is applied mutatis mutandis pursuant to the preceding paragraph), the defendant must make a prima facie showing that the plaintiff filed the action in bad faith.

（弁論等の必要的併合）

(Mandatory Consolidation of Oral Arguments)

第八百三十七条　同一の請求を目的とする会社の組織に関する訴えに係る訴訟が数個同時に係属するときは、その弁論及び裁判は、併合してしなければならない。

Article 837 When several suits relating to an action concerning organization of company for the same claim are pending simultaneously, the oral arguments and judicial decisions thereof must be made in consolidation.

（認容判決の効力が及ぶ者の範囲）

(Persons Affected by an Upholding Judgment)

第八百三十八条　会社の組織に関する訴えに係る請求を認容する確定判決は、第三者に対してもその効力を有する。

Article 838 A final and binding judgment upholding a claim relating to an action concerning organization of company is also effective against third parties.

（無効又は取消しの判決の効力）

(Effects of a Judgment of Invalidation, Revocation or Rescission)

第八百三十九条　会社の組織に関する訴え（第八百三十四条第一号から第十二号の二まで、第十八号及び第十九号に掲げる訴えに限る。）に係る請求を認容する判決が確定したときは、当該判決において無効とされ、又は取り消された行為（当該行為によって会社が設立された場合にあっては当該設立を含み、当該行為に際して株式又は新株予約権が交付された場合にあっては当該株式又は新株予約権を含む。）は、将来に向かってその効力を失う。

Article 839 When a judgment upholding a claim relating to an action concerning organization of company (limited to any one of the actions set forth in Article 834, items (i) through (xii)-2, (xviii) and (xix)) becomes final and binding, the

act that is held to be invalid or revoked or rescinded by relevant judgment (if a company was incorporated by relevant act, it includes relevant incorporation, and if shares or share options were delivered at the time of relevant act, it includes relevant shares or share options) will become ineffective from then on.

（新株発行の無効判決の効力）

(Effects of a Judgment of Invalidation of New Share Issue)

第八百四十条　新株発行の無効の訴えに係る請求を認容する判決が確定したときは、当該株式会社は、当該判決の確定時における当該株式に係る株主に対し、払込みを受けた金額又は給付を受けた財産の給付の時における価額に相当する金銭を支払わなければならない。この場合において、当該株式会社が株券発行会社であるときは、当該株式会社は、当該株主に対し、当該金銭の支払をするのと引換えに、当該株式に係る旧株券（前条の規定により効力を失った株式に係る株券をいう。以下この節において同じ。）を返還することを請求することができる。

Article 840 (1) When a judgment upholding a claim relating to an action seeking invalidation of a new share issue becomes final and binding, the relevant stock company must pay, to the shareholders of relevant shares as of the time relevant judgment became final and binding, monies equivalent to the amount of payment received from them or the value of the property delivered by them as of the time of the delivery. In these cases, when relevant stock company is a share certificate-issuing company, the stock company may request relevant shareholders to return the old share certificates representing relevant shares (meaning the share certificates representing the shares that became ineffective pursuant to the provisions of the preceding Article; hereinafter the same applies in this Section) in exchange for the payment of relevant monies.

２　前項の金銭の金額が同項の判決が確定した時における会社財産の状況に照らして著しく不相当であるときは、裁判所は、同項前段の株式会社又は株主の申立てにより、当該金額の増減を命ずることができる。

(2) When the amount of the monies referred to in the preceding paragraph is extremely unreasonable in light of the status of the company property as of the time the judgment referred to in that paragraph became final and binding, the court may, in response to a petition by the stock company or shareholders referred to in the first sentence of that paragraph, order an increase or decrease of relevant amount.

３　前項の申立ては、同項の判決が確定した日から六箇月以内にしなければならない。

(3) The petition referred to in the preceding paragraph must be filed within six months from the day the judgment set forth in that paragraph became final and binding.

４　第一項前段に規定する場合には、同項前段の株式を目的とする質権は、同項の金銭について存在する。

(4) In the cases prescribed in the first sentence of paragraph (1), the pledges on

the shares set forth in the first sentence of that paragraph are effective with respect to the monies set forth in that paragraph.

５　第一項前段に規定する場合には、前項の質権の登録株式質権者は、第一項前段の株式会社から同項の金銭を受領し、他の債権者に先立って自己の債権の弁済に充てることができる。

(5) In the cases prescribed in the first sentence of paragraph (1), registered pledgees of shares with respect to the pledges set forth in the preceding paragraph may receive the monies set forth in paragraph (1) from the stock company set forth in the first sentence of that paragraph, and appropriate them as payment to satisfy their own claims in priority to other creditors.

６　前項の債権の弁済期が到来していないときは、同項の登録株式質権者は、第一項前段の株式会社に同項の金銭に相当する金額を供託させることができる。この場合において、質権は、その供託金について存在する。

(6) If the claims under the preceding paragraph are not yet due and payable, the registered pledgees of share options may have the stock company set forth in the first sentence of paragraph (1) deposit an amount equivalent to the value of the monies provided for in that paragraph. In these cases, the pledges are effective with respect to the monies so deposited.

（自己株式の処分の無効判決の効力）

(Effects of a Judgment of Invalidation of Disposition of Treasury Shares)

第八百四十一条　自己株式の処分の無効の訴えに係る請求を認容する判決が確定したときは、当該株式会社は、当該判決の確定時における当該自己株式に係る株主に対し、払込みを受けた金額又は給付を受けた財産の給付の時における価額に相当する金銭を支払わなければならない。この場合において、当該株式会社が株券発行会社であるときは、当該株式会社は、当該株主に対し、当該金銭の支払をするのと引換えに、当該自己株式に係る旧株券を返還することを請求することができる。

Article 841 (1) When a judgment upholding a claim relating to an action seeking invalidation of a disposition of treasury shares becomes final and binding, the relevant stock company must pay, to shareholders of relevant treasury shares as of the time relevant judgment became final and binding, monies equivalent to the amount of payment received from them or the value of the property delivered by them as of the time of the delivery. In these cases, when relevant stock company is a share certificate-issuing company, the stock company may request relevant shareholders to return the old share certificates representing relevant treasury shares in exchange for the payment of relevant monies.

２　前条第二項から第六項までの規定は、前項の場合について準用する。この場合において、同条第四項中「株式」とあるのは、「自己株式」と読み替えるものとする。

(2) The provisions of paragraphs (2) through (6) of the preceding Article apply mutatis mutandis to the cases set forth in the preceding paragraph. In these cases, the term "shares" in paragraph (4) of that Article is deemed to be

replaced with "treasury shares".

（新株予約権発行の無効判決の効力）

(Effects of a Judgment of Invalidation of the Issuance of Share Options)

第八百四十二条　新株予約権の発行の無効の訴えに係る請求を認容する判決が確定したときは、当該株式会社は、当該判決の確定時における当該新株予約権に係る新株予約権者に対し、払込みを受けた金額又は給付を受けた財産の給付の時における価額に相当する金銭を支払わなければならない。この場合において、当該新株予約権に係る新株予約権証券（当該新株予約権が新株予約権付社債に付されたものである場合にあっては、当該新株予約権付社債に係る新株予約権付社債券。以下この項において同じ。）を発行しているときは、当該株式会社は、当該新株予約権者に対し、当該金銭の支払をするのと引換えに、第八百三十九条の規定により効力を失った新株予約権に係る新株予約権証券を返還することを請求することができる。

Article 842 (1) When a judgment upholding a claim relating to an action seeking invalidation of an issuance of share options becomes final and binding, the relevant stock company must pay, to the share option holders as of the time relevant judgment became final and binding, monies equivalent to the amount of payment received from them or the value of the property delivered by them as of the time of the delivery. In these cases, when relevant stock company has issued share option certificates representing relevant share options (or, if relevant share options are those attached to bonds with share options, certificate representing the bond with share options for relevant bonds with share options; hereinafter the same applies in this paragraph), the stock company may request share option holders to return the share option certificates representing the share options that became ineffective pursuant to the provisions of Article 839 in exchange for the payment of relevant monies.

２　第八百四十条第二項から第六項までの規定は、前項の場合について準用する。この場合において、同条第二項中「株主」とあるのは「新株予約権者」と、同条第四項中「株式」とあるのは「新株予約権」と、同条第五項及び第六項中「登録株式質権者」とあるのは「登録新株予約権質権者」と読み替えるものとする。

(2) The provisions of Article 840, paragraphs (2) through (6) apply mutatis mutandis to the cases referred to in the preceding paragraph. In these cases, the term "shareholders" in paragraph (2) of that Article is deemed to be replaced with "share option holders", the term "shares" in paragraph (4) of that Article is deemed to be replaced with "share options", and the term "registered pledgees of shares" stated in paragraphs (5) and (6) of that Article is deemed to be replaced with "registered pledgees of share options".

（合併又は会社分割の無効判決の効力）

(Effects of a Judgment of Invalidation of a Merger or Company Split)

第八百四十三条　次の各号に掲げる行為の無効の訴えに係る請求を認容する判決が確定

したときは、当該行為をした会社は、当該行為の効力が生じた日後に当該各号に定める会社が負担した債務について、連帯して弁済する責任を負う。

Article 843 (1) When a judgment upholding a claim relating to an action seeking invalidation of any one of the acts set forth in the following items becomes final and binding, the company that carried out relevant act is liable jointly and severally to perform the obligations assumed by the companies specified respectively in those items after the day on which relevant act became effective:

一　会社の吸収合併　吸収合併後存続する会社

(i) absorption-type merger: the company surviving the absorption-type merger;

二　会社の新設合併　新設合併により設立する会社

(ii) consolidation-type merger: the company that is incorporated in the consolidation-type merger;

三　会社の吸収分割　吸収分割をする会社がその事業に関して有する権利義務の全部又は一部を当該会社から承継する会社

(iii) absorption-type company split: the company succeeding to all or part of the rights and obligations held by the company effecting the absorption-type company split in connection with its business by transfer from relevant company; or

四　会社の新設分割　新設分割により設立する会社

(iv) incorporation-type company split: the company that is incorporated in the incorporation-type company split.

2　前項に規定する場合には、同項各号に掲げる行為の効力が生じた日後に当該各号に定める会社が取得した財産は、当該行為をした会社の共有に属する。ただし、同項第四号に掲げる行為を一の会社がした場合には、同号に定める会社が取得した財産は、当該行為をした一の会社に属する。

(2) In the cases prescribed in the preceding paragraph, the property acquired, after the day on which the acts set forth in the items of that paragraph became effective, by the companies specified respectively in those items is co-owned by the companies that carried out relevant acts; provided, however, that if the act set forth in item (iv) of that paragraph has been carried out by a single company, the property acquired by the company specified in that item is owned by the single company that carried out relevant act.

3　第一項及び前項本文に規定する場合には、各会社の第一項の債務の負担部分及び前項本文の財産の共有持分は、各会社の協議によって定める。

(3) In the cases prescribed in paragraph (1) and the main clause of the preceding paragraph, each company's portion of the obligations to be assumed referred to in paragraph (1) and share of co-ownership of property referred to in the main clause of the preceding paragraph are decided through discussion among the companies.

4　各会社の第一項の債務の負担部分又は第二項本文の財産の共有持分について、前項

の協議が調わないときは、裁判所は、各会社の申立てにより、第一項各号に掲げる行為の効力が生じた時における各会社の財産の額その他一切の事情を考慮して、これを定める。

(4) If no agreement is reached in the discussion set forth in the preceding paragraph with regard to each company's portion of the obligations to be assumed referred to in paragraph (1) and share of co-ownership of property set forth in the main clause of the preceding paragraph, the court comes to a decision, in response to a petition by the companies, by taking into account the amount of property of each company as of the time the act set forth in any one of the items of paragraph (1) became effective and all other circumstances.

（株式交換又は株式移転の無効判決の効力）

(Effects of a Judgment of Invalidation of a Share Exchange or Share Transfer)

第八百四十四条　株式会社の株式交換又は株式移転の無効の訴えに係る請求を認容する判決が確定した場合において、株式交換又は株式移転をする株式会社（以下この条において「旧完全子会社」という。）の発行済株式の全部を取得する株式会社（以下この条において「旧完全親会社」という。）が当該株式交換又は株式移転に際して当該旧完全親会社の株式（以下この条において「旧完全親会社株式」という。）を交付したときは、当該旧完全親会社は、当該判決の確定時における当該旧完全親会社株式に係る株主に対し、当該株式交換又は株式移転の際に当該旧完全親会社株式の交付を受けた者が有していた旧完全子会社の株式（以下この条において「旧完全子会社株式」という。）を交付しなければならない。この場合において、旧完全親会社が株券発行会社であるときは、当該旧完全親会社は、当該株主に対し、当該旧完全子会社株式を交付するのと引換えに、当該旧完全親会社株式に係る旧株券を返還することを請求することができる。

Article 844 (1) If a judgment upholding a claim relating to an action seeking invalidation of a share exchange or share transfer of a stock company has become final and binding, if the stock company acquiring all of the issued shares (hereinafter referred to as the "former wholly owning parent company" in this Article) of the stock company effecting the share exchange or share transfer (hereinafter referred to as the "former wholly owned subsidiary company" in this Article) has delivered the shares of the former wholly owning parent company (hereinafter referred to as the "shares of the former wholly owning parent company" in this Article) at the time of the share exchange or share transfer, the former wholly owning parent company must deliver to holders of the shares of the former wholly owning parent company as of the time relevant judgment became final and conclusive the shares of the former wholly owned subsidiary company (hereinafter referred to as the "shares of the former wholly owned subsidiary company" in this Article) that had been held, at the time of the share exchange or share transfer, by the persons who received delivery of the shares of the former wholly owning parent company. In

these cases, when relevant former wholly owning parent company is a share certificate-issuing company, the former wholly owning parent company may request relevant shareholders to return the old share certificates representing relevant shares of the former wholly owning parent company in exchange for the delivery of relevant shares of the former wholly owned subsidiary company.

２　前項前段に規定する場合には、旧完全親会社株式を目的とする質権は、旧完全子会社株式について存在する。

(2) In the cases prescribed in the first sentence of the preceding paragraph, pledges on the shares of the former wholly owning parent company are effective with respect to the shares of the former wholly owned subsidiary company.

３　前項の質権の質権者が登録株式質権者であるときは、旧完全親会社は、第一項の判決の確定後遅滞なく、旧完全子会社に対し、当該登録株式質権者についての第百四十八条各号に掲げる事項を通知しなければならない。

(3) When the pledgees with respect to the pledges set forth in the preceding paragraph are registered pledgees of shares, the former wholly owning parent company must, without delay after the judgment set forth in paragraph (1) became final and binding, notify the former wholly owned subsidiary company of the matters set forth in the items of Article 148 regarding relevant registered pledgees of shares.

４　前項の規定による通知を受けた旧完全子会社は、その株主名簿に同項の登録株式質権者の質権の目的である株式に係る株主名簿記載事項を記載し、又は記録した場合には、直ちに、当該株主名簿に当該登録株式質権者についての第百四十八条各号に掲げる事項を記載し、又は記録しなければならない。

(4) A former wholly owned subsidiary company that has received a notice under the provisions of the preceding paragraph must, when it enters or records in the shareholder register the information required to be entered in the shareholder register in connection with the shares underlying the pledges of the registered pledgees of shares referred to in that paragraph, immediately enter or record in the shareholder register the information set forth in the items of Article 148 regarding relevant registered pledgees of shares.

５　第三項に規定する場合において、同項の旧完全子会社が株券発行会社であるときは、旧完全親会社は、登録株式質権者に対し、第二項の旧完全子会社株式に係る株券を引き渡さなければならない。ただし、第一項前段の株主が旧完全子会社株式の交付を受けるために旧完全親会社株式に係る旧株券を提出しなければならない場合において、旧株券の提出があるまでの間は、この限りでない。

(5) In the cases prescribed in paragraph (3), when the former wholly owned subsidiary company set forth in that paragraph is a share certificate-issuing company, the former wholly owning parent company must deliver the share certificates representing the shares of the former wholly owned subsidiary company referred to in paragraph (2) to its registered pledgees of shares;

provided, however, that this does not apply until the old share certificates representing the former wholly owning subsidiary company are submitted if the shareholders referred to in the first sentence of paragraph (1) must submit relevant old share certifications in order to acquire the shares of the former wholly owned subsidiary company.

（株式交付の無効判決の効力）

(Effects of Judgment of Invalidation of Partial Share Exchange)

第八百四十四条の二　株式会社の株式交付の無効の訴えに係る請求を認容する判決が確定した場合において、株式交付親会社が当該株式交付に際して当該株式交付親会社の株式（以下この条において「旧株式交付親会社株式」という。）を交付したときは、当該株式交付親会社は、当該判決の確定時における当該旧株式交付親会社株式に係る株主に対し、当該株式交付の際に当該旧株式交付親会社株式の交付を受けた者から給付を受けた株式交付子会社の株式及び新株予約権等（以下この条において「旧株式交付子会社株式等」という。）を返還しなければならない。この場合において、株式交付親会社が株券発行会社であるときは、当該株式交付親会社は、当該株主に対し、当該旧株式交付子会社株式等を返還するのと引換えに、当該旧株式交付親会社株式に係る旧株券を返還することを請求することができる。

Article 844-2 (1) If a judgment upholding a claim relating to an action seeking invalidation of a partial share exchange becomes final and binding, if the parent company resulting from a partial share exchange delivered shares of the parent company resulting from a partial share exchange (hereinafter referred to in this Article as "shares of the former parent company resulting from a partial share exchange") when effecting the partial share exchange , the parent company resulting from a partial share exchange must return the shares and share options, etc. of the subsidiary company resulting from a partial share exchange (hereinafter referred to in this Article as the "shares, etc. of the former subsidiary company resulting from a partial share exchange ") received from persons who received delivery of the shares of the former parent company resulting from a partial share exchange when the partial share exchange was effected. In these cases, if the parent company resulting from a partial share exchange is a share certificate-issuing company, relevant parent company resulting from a partial share exchange may demand that the shareholders return of the former share certificates relating to relevant shares of the former parent company resulting from a partial share exchange in exchange for return of the shares, etc. of the former subsidiary company resulting from a partial share exchange.

２　前項前段に規定する場合には、旧株式交付親会社株式を目的とする質権は、旧株式交付子会社株式等について存在する。

(2) In the cases prescribed in the first sentence of the preceding paragraph, the pledges on the shares of the former parent company resulting from a partial

share exchange are effective with respect to the shares, etc. of the former subsidiary company resulting from a partial share exchange.

（持分会社の設立の無効又は取消しの判決の効力）
(Effects of a Judgment of Invalidation or Rescission of the Incorporation of a Membership Company)

第八百四十五条　持分会社の設立の無効又は取消しの訴えに係る請求を認容する判決が確定した場合において、その無効又は取消しの原因が一部の社員のみにあるときは、他の社員の全員の同意によって、当該持分会社を継続することができる。この場合においては、当該原因がある社員は、退社したものとみなす。

Article 845 If a judgment upholding a claim relating to an action seeking invalidation or rescission of the incorporation of a membership company becomes final and binding, if the cause of the invalidation or rescission is attributable only to part of the members, the membership company may continue in existence with the consent of all of the other members. In these cases, the members attributable to the cause are deemed to have withdrawn.

（原告が敗訴した場合の損害賠償責任）
(Liability for Damages If the Plaintiff Is Defeated)

第八百四十六条　会社の組織に関する訴えを提起した原告が敗訴した場合において、原告に悪意又は重大な過失があったときは、原告は、被告に対し、連帯して損害を賠償する責任を負う。

Article 846 If the plaintiffs who filed actions concerning the organization of a company are defeated, if the plaintiffs have acted in bad faith or with gross negligence, they are jointly and severally liable to compensate the defendant for damages.

第一節の二　売渡株式等の取得の無効の訴え
Section 1-2 Action Seeking Invalidation of Acquisition of Shares Subject to the Cash-Out

（売渡株式等の取得の無効の訴え）
(Action Seeking Invalidation of Acquisition of Shares Subject to the Cash-Out)

第八百四十六条の二　株式等売渡請求に係る売渡株式等の全部の取得の無効は、取得日（第百七十九条の二第一項第五号に規定する取得日をいう。以下この条において同じ。）から六箇月以内（対象会社が公開会社でない場合にあっては、当該取得日から一年以内）に、訴えをもってのみ主張することができる。

Article 846-2 (1) Invalidation of acquisition of all shares, etc. subject to the cash-out related to the demand for shares, etc. cash-out may only be asserted in an action filed within six months of the acquisition day (meaning the acquisition day prescribed in Article 179-2, paragraph (1), item (v); hereinafter the same

applies in this Article) (if a subject company is not a public company, within one year from the acquisition day).

２　前項の訴え（以下この節において「売渡株式等の取得の無効の訴え」という。）は、次に掲げる者に限り、提起することができる。

(2) The action referred to in the preceding paragraph (hereinafter referred to as "action seeing invalidation of acquisition of shares, etc. subject to the cash-out" in this Section) may be filed only by the following persons:

一　取得日において売渡株主（株式売渡請求に併せて新株予約権売渡請求がされた場合にあっては、売渡株主又は売渡新株予約権者。第八百四十六条の五第一項において同じ。）であった者

(i) a person who was a shareholder subject to the cash-out (if demand for share option cash-out is made along with demand for share cash-out, shareholders subject to the cash-out and share option holders subject to the cash-out; the same applies in Article 846-5, paragraph (1)) on the acquisition day; and

二　取得日において対象会社の取締役（監査役設置会社にあっては取締役又は監査役、指名委員会等設置会社にあっては取締役又は執行役。以下この号において同じ。）であった者又は対象会社の取締役若しくは清算人

(ii) a person who was a director (in cases of a company with company auditor, a director or company auditor; in cases of a company with nominating committee, etc., a director or executive officer; hereinafter the same applies in this item) of the subject company on the acquisition day, or a director or liquidator of the subject company.

（被告）

(Defendant)

第八百四十六条の三　売渡株式等の取得の無効の訴えについては、特別支配株主を被告とする。

Article 846-3 With regard to an action seeking invalidation of acquisition of shares, etc. subject to the cash-out, the special controlling shareholder is to be the defendant.

（訴えの管轄）

(Jurisdiction over an Action)

第八百四十六条の四　売渡株式等の取得の無効の訴えは、対象会社の本店の所在地を管轄する地方裁判所の管轄に専属する。

Article 846-4 An action seeking invalidation of acquisition of shares, etc. subject to the cash-out is under the exclusive jurisdiction of the district court having jurisdiction over the location of the head office of the subject company.

（担保提供命令）

(Order to Provide Security)

第八百四十六条の五　売渡株式等の取得の無効の訴えについては、裁判所は、被告の申立てにより、当該売渡株式等の取得の無効の訴えを提起した売渡株主に対し、相当の担保を立てるべきことを命ずることができる。ただし、当該売渡株主が対象会社の取締役、監査役、執行役又は清算人であるときは、この限りでない。

Article 846-5 (1) With regard to an action seeking invalidation of acquisition of shares, etc. subject to the cash-out, the court may order the shareholder subject to the cash-out who has filed the action seeking invalidation of acquisition of shares, etc. subject to the cash-out to provide reasonable security in response to a petition by the defendant; provided, however, that this does not apply when the shareholder subject to the cash-out is a director, company auditor, executive officer, or liquidator of the subject company.

２　被告は、前項の申立てをするには、原告の訴えの提起が悪意によるものであることを疎明しなければならない。

(2) In order for a defendant to file the petition referred to in the preceding paragraph, the defendant must make a prima facie showing that the plaintiff filed the action in bad faith.

（弁論等の必要的併合）

(Mandatory Consolidation of Oral Arguments)

第八百四十六条の六　同一の請求を目的とする売渡株式等の取得の無効の訴えに係る訴訟が数個同時に係属するときは、その弁論及び裁判は、併合してしなければならない。

Article 846-6 When several suits relating to an action seeking invalidation of acquisition of shares, etc. subject to the cash-out for the same claim are simultaneously pending, the oral arguments and judicial decisions thereof must be made in consolidation.

（認容判決の効力が及ぶ者の範囲）

(Persons Affected by an Upholding Judgment)

第八百四十六条の七　売渡株式等の取得の無効の訴えに係る請求を認容する確定判決は、第三者に対してもその効力を有する。

Article 846-7 A final and binding judgment upholding a claim relating to an action seeking invalidation of acquisition of shares, etc. subject to the cash-out is also effective against third parties.

（無効の判決の効力）

(Effects of a Judgment of Invalidation)

第八百四十六条の八　売渡株式等の取得の無効の訴えに係る請求を認容する判決が確定したときは、当該判決において無効とされた売渡株式等の全部の取得は、将来に向かってその効力を失う。

Article 846-8 When a judgment upholding a claim relating to an action seeking invalidation of acquisition of shares, etc. subject to the cash-out becomes final

and binding, the acquisition of all shares, etc. subject to the cash-out that is held to be invalid by the judgment will become ineffective from then on.

（原告が敗訴した場合の損害賠償責任）
(Liability for Damages If the Plaintiff Is Defeated)

第八百四十六条の九　売渡株式等の取得の無効の訴えを提起した原告が敗訴した場合において、原告に悪意又は重大な過失があったときは、原告は、被告に対し、連帯して損害を賠償する責任を負う。

Article 846-9 If the plaintiffs who filed the action seeking invalidation of Acquisition of shares, etc. subject to the cash-out are defeated, if the plaintiffs have acted in bad faith or with gross negligence, they are jointly and severally liable to compensate the defendant for damages.

第二節　株式会社における責任追及等の訴え
Section 2 Action to Enforce Liability to a Stock Company

（株主による責任追及等の訴え）
(Action to Enforce Liability by Shareholders)

第八百四十七条　六箇月（これを下回る期間を定款で定めた場合にあっては、その期間）前から引き続き株式を有する株主（第百八十九条第二項の定款の定めによりその権利を行使することができない単元未満株主を除く。）は、株式会社に対し、書面その他の法務省令で定める方法により、発起人、設立時取締役、設立時監査役、役員等（第四百二十三条第一項に規定する役員等をいう。）若しくは清算人（以下この節において「発起人等」という。）の責任を追及する訴え、第百二条の二第一項、第二百十二条第一項若しくは第二百八十五条第一項の規定による支払を求める訴え、第百二十条第三項の利益の返還を求める訴え又は第二百十三条の二第一項若しくは第二百八十六条の二第一項の規定による支払若しくは給付を求める訴え（以下この節において「責任追及等の訴え」という。）の提起を請求することができる。ただし、責任追及等の訴えが当該株主若しくは第三者の不正な利益を図り又は当該株式会社に損害を加えることを目的とする場合は、この限りでない。

Article 847 (1) A shareholder (excluding a holder of shares less than one unit who is unable to exercise rights pursuant to the provisions of the articles of incorporation) having the shares consecutively for the preceding six months or more (or, if a shorter period is prescribed in the articles of incorporation, the period or more) may demand the stock company, in writing or by any other method prescribed by Ministry of Justice Order, to file an action to enforce the liability of an incorporator, director at incorporation, company auditor at incorporation, officers, etc. (meaning the officers, etc. prescribed in Article 423, paragraph (1)) or liquidator (hereinafter referred to as "incorporator, etc." in this Section), and an action to demand payment pursuant to the provisions of Article 102-2, paragraph (1), Article 212, paragraph (1), or Article 285,

paragraph (1), an action seeking the return of the benefits referred to in Article 120, paragraph (3) or an action seeking payment or delivery under the provisions of Article 213-2, paragraph (1) or Article 286-2, paragraph (1) (hereinafter referred to as an "action to enforce liability" in this Section); provided, however, that this does not apply if the purpose of the action to enforce liability is to seek unlawful benefits of relevant shareholder or a third party or to inflict damages on relevant stock company.

2　公開会社でない株式会社における前項の規定の適用については、同項中「六箇月（これを下回る期間を定款で定めた場合にあっては、その期間）前から引き続き株式を有する株主」とあるのは、「株主」とする。

(2) With regard to application of the provisions of the preceding paragraph to a stock company that is not a public company, the phrase "a shareholder (excluding a holder of shares less than one unit who is unable to exercise rights pursuant to the provisions of the articles of incorporation)" in that paragraph is deemed to be replaced with "a shareholder".

3　株式会社が第一項の規定による請求の日から六十日以内に責任追及等の訴えを提起しないときは、当該請求をした株主は、株式会社のために、責任追及等の訴えを提起することができる。

(3) When the stock company does not file an action to enforce liability within sixty days from the day of the demand under the provisions of paragraph (1), the shareholder who has made relevant demand may file an action to enforce liability on behalf of the stock company.

4　株式会社は、第一項の規定による請求の日から六十日以内に責任追及等の訴えを提起しない場合において、当該請求をした株主又は同項の発起人等から請求を受けたときは、当該請求をした者に対し、遅滞なく、責任追及等の訴えを提起しない理由を書面その他の法務省令で定める方法により通知しなければならない。

(4) If the stock company does not file an action to enforce liability within sixty days from the day of the demand under the provisions of paragraph (1), if there is a request by the shareholder who made relevant demand or the incorporator, etc. set forth in that paragraph, it must, without delay, notify the person who made such a request of the reason for not filing an action to enforce liability in writing or by any other method prescribed by Ministry of Justice Order.

5　第一項及び第三項の規定にかかわらず、同項の期間の経過により株式会社に回復することができない損害が生ずるおそれがある場合には、第一項の株主は、株式会社のために、直ちに責任追及等の訴えを提起することができる。ただし、同項ただし書に規定する場合は、この限りでない。

(5) Notwithstanding the provisions of paragraphs (1) and (3), if the stock company is likely to suffer irreparable harm through the elapse of the period set forth in those paragraphs, the shareholder set forth in paragraph (1) may immediately file an action to enforce liability on behalf of the stock company; provided, however, that this does not apply in the cases prescribed in the

proviso to that paragraph.

（旧株主による責任追及等の訴え）
(Action to Enforce Liability by Former Shareholders)

第八百四十七条の二　次の各号に掲げる行為の効力が生じた日の六箇月（これを下回る期間を定款で定めた場合にあっては、その期間）前から当該日まで引き続き株式会社の株主であった者（第百八十九条第二項の定款の定めによりその権利を行使することができない単元未満株主であった者を除く。以下この条において「旧株主」という。）は、当該株式会社の株主でなくなった場合であっても、当該各号に定めるときは、当該株式会社（第二号に定める場合にあっては、同号の吸収合併後存続する株式会社。以下この節において「株式交換等完全子会社」という。）に対し、書面その他の法務省令で定める方法により、責任追及等の訴え（次の各号に掲げる行為の効力が生じた時までにその原因となった事実が生じた責任又は義務に係るものに限る。以下この条において同じ。）の提起を請求することができる。ただし、責任追及等の訴えが当該旧株主若しくは第三者の不正な利益を図り又は当該株式交換等完全子会社若しくは次の各号の完全親会社（特定の株式会社の発行済株式の全部を有する株式会社その他これと同等のものとして法務省令で定める株式会社をいう。以下この節において同じ。）に損害を加えることを目的とする場合は、この限りでない。

Article 847-2 (1) A person who had been a shareholder of a stock company continuously for six months or more (or, if a shorter period is prescribed in the articles of incorporation, the period or more) before the day when the acts set forth in the following items became effective until that day (excluding a holder of shares of less than one unit who was unable to exercise rights pursuant to the provisions of the articles of incorporation set forth in Article 189, paragraph (2); hereinafter referred to as "former shareholder" in this Article) may demand the stock company (in the case prescribed in item (ii), a stock company surviving after the absorption-type merger set forth in the same item; hereinafter referred to as "wholly owned subsidiary company resulting from the share exchange, etc." in this Section), in writing or by any other method prescribed by Ministry of Justice Order, to file an action to enforce liability (limited to those related to liabilities or obligations for which the facts causing them occurred by the time when the acts set forth in the following items became effective; hereinafter the same applies in this Article) in the cases specified in those items even if the person is no longer a shareholder of the stock company; provided, however, that this does not apply if the purpose of the action to enforce liability is to seek unlawful benefits of the former shareholder or a third party or to inflict damages on the wholly owned subsidiary company resulting from the share exchange, etc. or wholly owning parent company set forth in the following items (meaning a stock company having all of the issued shares of a specific stock company or other stock companies specified by Ministry of Justice Order as equivalent thereto;

hereinafter the same applies in this Section):

一　当該株式会社の株式交換又は株式移転　当該株式交換又は株式移転により当該株式会社の完全親会社の株式を取得し、引き続き当該株式を有するとき。

(i) share exchange or share transfer of the stock company: when acquiring shares in the wholly owning parent company of the stock company through that share exchange or share transfer and continuing to hold those shares; and

二　当該株式会社が吸収合併により消滅する会社となる吸収合併　当該吸収合併により、吸収合併後存続する株式会社の完全親会社の株式を取得し、引き続き当該株式を有するとき。

(ii) absorption-type merger in which the stock company is the company that disappears: when acquiring shares in the wholly owning parent company of the stock company surviving after the absorption-type merger by the absorption-type merger and continuing to hold those shares.

2　公開会社でない株式会社における前項の規定の適用については、同項中「次の各号に掲げる行為の効力が生じた日の六箇月（これを下回る期間を定款で定めた場合にあっては、その期間）前から当該日まで引き続き」とあるのは、「次の各号に掲げる行為の効力が生じた日において」とする。

(2) For the purpose of the application of the provisions of the preceding paragraph to a stock company that is not a public company, "continuously from six months or more (or, if a shorter period is prescribed in the articles of incorporation, that period or more) before the day when the acts set forth in the following items until that day" in the same paragraph is read as "on the day when the acts set forth in the following items became effective".

3　旧株主は、第一項各号の完全親会社の株主でなくなった場合であっても、次に掲げるときは、株式交換等完全子会社に対し、書面その他の法務省令で定める方法により、責任追及等の訴えの提起を請求することができる。ただし、責任追及等の訴えが当該旧株主若しくは第三者の不正な利益を図り又は当該株式交換等完全子会社若しくは次の各号の株式を発行している株式会社に損害を加えることを目的とする場合は、この限りでない。

(3) A former shareholder may demand the wholly owned subsidiary company resulting from a share exchange, etc. to file an action to enforce liability in writing or by any other method prescribed by Ministry of Justice Order in the following cases even if the former shareholder is no longer a shareholder of the wholly owning parent company referred to in the items of paragraph (1); provided, however, that this does not apply if the purpose of the action to enforce liability is to seek unlawful benefits of the former shareholder or a third party or to inflict damages on the wholly owned subsidiary company resulting from the share exchange, etc. or a stock company issuing shares as referred to in the following items:

一　当該完全親会社の株式交換又は株式移転により当該完全親会社の完全親会社の株

式を取得し、引き続き当該株式を有するとき。

(i) when, through a share exchange or share transfer by that wholly owning parent company, that person acquires shares in the wholly owning parent company and continues to hold those shares; and

二　当該完全親会社が合併により消滅する会社となる合併により、合併により設立する株式会社又は合併後存続する株式会社若しくはその完全親会社の株式を取得し、引き続き当該株式を有するとき。

(ii) when, through a merger in which the wholly owning parent company is the company that disappears, that person acquires shares in the stock company incorporated as a result of the merger or acquires shares in the stock company surviving after the merger or in its wholly owning parent company, and continues to hold those shares.

４　前項の規定は、同項第一号（この項又は次項において準用する場合を含む。以下この項において同じ。）に掲げる場合において、旧株主が同号の株式の株主でなくなったときについて準用する。

(4) The provisions of the preceding paragraph apply mutatis mutandis to when a former shareholder is no longer a shareholder of shares referred to in item (i) of the same paragraph in the cases set forth in the same item (including cases where it is applied mutatis mutandis pursuant to this paragraph or the following paragraph; hereinafter the same applies in this paragraph).

５　第三項の規定は、同項第二号（前項又はこの項において準用する場合を含む。以下この項において同じ。）に掲げる場合において、旧株主が同号の株式の株主でなくなったときについて準用する。この場合において、第三項（前項又はこの項において準用する場合を含む。）中「当該完全親会社」とあるのは、「合併により設立する株式会社又は合併後存続する株式会社若しくはその完全親会社」と読み替えるものとする。

(5) The provisions of paragraph (3) apply mutatis mutandis to when a former shareholder is no longer a shareholder of shares as referred to in item (ii) of the same paragraph in cases set forth in the same item (including cases where it is applied mutatis mutandis pursuant to the preceding paragraph or this paragraph; hereinafter the same applies in this paragraph). In this case, "the wholly owning parent company" in paragraph (3) (including cases where it is applied mutatis mutandis pursuant to the preceding paragraph or this paragraph) is deemed to be replaced with "a stock company incorporated as a result of a merger or a stock company surviving after the merger or its wholly owning parent company".

６　株式交換等完全子会社が第一項又は第三項（前二項において準用する場合を含む。以下この条において同じ。）の規定による請求（以下この条において「提訴請求」という。）の日から六十日以内に責任追及等の訴えを提起しないときは、当該提訴請求をした旧株主は、株式交換等完全子会社のために、責任追及等の訴えを提起することができる。

(6) When a wholly owned subsidiary company resulting from a share exchange,

etc. does not file an action to enforce liability within sixty days from the day of demand (hereinafter referred to as "demand for filing an action" in this Article) pursuant to the provisions of paragraph (1) or paragraph (3) (including cases as applied mutatis mutandis pursuant to the preceding two paragraphs; hereinafter the same applies in this Article), a former shareholder who makes the demand for filing an action may file an action to enforce liability for the wholly owned subsidiary company resulting from the share exchange, etc.

7　株式交換等完全子会社は、提訴請求の日から六十日以内に責任追及等の訴えを提起しない場合において、当該提訴請求をした旧株主又は当該提訴請求に係る責任追及等の訴えの被告となることとなる発起人等から請求を受けたときは、当該請求をした者に対し、遅滞なく、責任追及等の訴えを提起しない理由を書面その他の法務省令で定める方法により通知しなければならない。

(7) If a wholly owned subsidiary company resulting from a share exchange, etc. does not file an action to enforce liability within sixty days from the day of the demand for filing an action, when it receives a demand from a former shareholder who makes the demand for filing an action or an incorporator, etc. who becomes a defendant of an action to enforce liability related to the demand for filing an action, it must notify the person who made the demand of the reason not to file an action to enforce liability in writing or other method prescribed by Ministry of Justice Order without delay.

8　第一項、第三項及び第六項の規定にかかわらず、同項の期間の経過により株式交換等完全子会社に回復することができない損害が生ずるおそれがある場合には、提訴請求をすることができる旧株主は、株式交換等完全子会社のために、直ちに責任追及等の訴えを提起することができる。

(8) Notwithstanding the provisions of paragraphs (1), (3), and (6), if a wholly owned subsidiary company resulting from a share exchange, etc. is likely to suffer irreparable harm through the elapsing of the period set forth in those paragraphs, a former shareholder who can make a demand for filing an action may immediately file an action to enforce liability for a wholly owned subsidiary company resulting from the share exchange, etc.

9　株式交換等完全子会社に係る適格旧株主（第一項本文又は第三項本文の規定によれば提訴請求をすることができることとなる旧株主をいう。以下この節において同じ。）がある場合において、第一項各号に掲げる行為の効力が生じた時までにその原因となった事実が生じた責任又は義務を免除するときにおける第五十五条、第百二条の二第二項、第百三条第三項、第百二十条第五項、第二百十三条の二第二項、第二百八十六条の二第二項、第四百二十四条（第四百八十六条第四項において準用する場合を含む。）、第四百六十二条第三項ただし書、第四百六十四条第二項及び第四百六十五条第二項の規定の適用については、これらの規定中「総株主」とあるのは、「総株主及び第八百四十七条の二第九項に規定する適格旧株主の全員」とする。

(9) For the purpose of the application of the provisions of Article 55, Article 102-2, paragraph (2), Article 103, paragraph (3), Article 120, paragraph (5), Article

213-2, paragraph (2), Article 286-2, paragraph (2), Article 424 (including cases as applied mutatis mutandis pursuant to Article 486, paragraph (4)), proviso to Article 462, paragraph (3), Article 464, paragraph (2), and Article 465, paragraph (2) to when exempting a liability or obligations whose causative fact occurred by the time when the acts set forth in the following items of paragraph (1) became effective if there are qualified former shareholders (meaning former shareholders who become able to make a demand for filing an action pursuant to the provisions of main clause of paragraph (1) or main clause of paragraph (3); hereinafter the same applies in this Section) related to a wholly owned subsidiary company resulting from a share exchange, etc., "all shareholders" in these provisions is read as "all shareholders and all qualified former shareholders prescribed in Article 847-2, paragraph (9)".

（最終完全親会社等の株主による特定責任追及の訴え）
(Action to Enforce Specific Liability by Shareholders of Ultimate, Wholly Owning Parent Company)

第八百四十七条の三　六箇月（これを下回る期間を定款で定めた場合にあっては、その期間）前から引き続き株式会社の最終完全親会社等（当該株式会社の完全親会社等であって、その完全親会社等がないものをいう。以下この節において同じ。）の総株主（株主総会において決議をすることができる事項の全部につき議決権を行使することができない株主を除く。）の議決権の百分の一（これを下回る割合を定款で定めた場合にあっては、その割合）以上の議決権を有する株主又は当該最終完全親会社等の発行済株式（自己株式を除く。）の百分の一（これを下回る割合を定款で定めた場合にあっては、その割合）以上の数の株式を有する株主は、当該株式会社に対し、書面その他の法務省令で定める方法により、特定責任に係る責任追及等の訴え（以下この節において「特定責任追及の訴え」という。）の提起を請求することができる。ただし、次のいずれかに該当する場合は、この限りでない。

Article 847-3 (1) A shareholder who holds votes of one-hundredths (or, if a lesser proportion is prescribed in the articles of incorporation, that proportion) or more of the votes of all shareholders (excluding shareholders who cannot exercise voting rights for all of matters that can be resolved at the shareholders meeting) of the ultimate, wholly owning parent company, etc. of a stock company (meaning the wholly owning parent company, etc. of the stock company which itself has no wholly owning parent company, etc.; hereinafter the same applies in this Section) continuously over six months (or, if a shorter period is prescribed in the articles of incorporation, that period or more) or a shareholder who holds shares at or more than one-hundredths (or, if a shorter period is prescribed in the articles of incorporation, that period or more) of issued shares (excluding treasury shares) of the ultimate, wholly owning parent company, etc. may demand the stock company to file an action to enforce specific liability (hereinafter referred to as "action to enforce specific

liability" hereinafter in this Section) in writing or by any other methods specified by Ministry of Justice Order; provided, however, that this does not apply to cases corresponding to any of the following:

一　特定責任追及の訴えが当該株主若しくは第三者の不正な利益を図り又は当該株式会社若しくは当該最終完全親会社等に損害を加えることを目的とする場合

(i) if the action to enforce specific liability is to seek unlawful benefits of the shareholder or a third party or to inflict damages on the stock company or the ultimate, wholly owning parent company, etc.; and

二　当該特定責任の原因となった事実によって当該最終完全親会社等に損害が生じていない場合

(ii) if the ultimate, wholly owning parent company, etc. does not suffer damages by the fact of causing the specific liability.

２　前項に規定する「完全親会社等」とは、次に掲げる株式会社をいう。

(2) An "ultimate, wholly owning parent company, etc." as prescribed in the preceding paragraph means the stock companies set forth in the following:

一　完全親会社

(i) a wholly owning parent company; and

二　株式会社の発行済株式の全部を他の株式会社及びその完全子会社等（株式会社がその株式又は持分の全部を有する法人をいう。以下この条及び第八百四十九条第三項において同じ。）又は他の株式会社の完全子会社等が有する場合における当該他の株式会社（完全親会社を除く。）

(ii) if all of the issued shares of a stock company are held by another stock company and its wholly owned subsidiary companies, etc. (meaning a corporation all of the shares or equity interests of which are held by a stock company; hereinafter the same applies in this Article and Article 849, paragraph (3)) or by the wholly owned subsidiary companies, etc. of another stock company, that other stock company (other than a wholly owning parent company).

３　前項第二号の場合において、同号の他の株式会社及びその完全子会社等又は同号の他の株式会社の完全子会社等が他の法人の株式又は持分の全部を有する場合における当該他の法人は、当該他の株式会社の完全子会社等とみなす。

(3) In the cases set forth in item (ii) of the preceding paragraph, when another stock company and its wholly owned subsidiary companies, etc. as referred to in that item, or the wholly owned subsidiary companies, etc. of another stock company as referred to in the same item, hold all of the shares or equity interests of another corporation, the relevant other corporation is deemed to be the wholly owned subsidiary company, etc. of that other stock company.

４　第一項に規定する「特定責任」とは、当該株式会社の発起人等の責任の原因となった事実が生じた日において最終完全親会社等及びその完全子会社等（前項の規定により当該完全子会社等とみなされるものを含む。次項及び第八百四十九条第三項において同じ。）における当該株式会社の株式の帳簿価額が当該最終完全親会社等の総資産

額として法務省令で定める方法により算定される額の五分の一（これを下回る割合を定款で定めた場合にあっては、その割合）を超える場合における当該発起人等の責任をいう（第十項及び同条第七項において同じ。）。

(4) "Specific liability" as prescribed in paragraph (1) means the liability of the incorporator, etc. of a stock company, if the book value of the stock company's shares at the ultimate, wholly owning parent company, etc. and its wholly owned subsidiary companies, etc. (including anything deemed to be the wholly owned subsidiary company, etc. thereof pursuant to the provisions of the preceding paragraph; the same applies in the following paragraph and Article 849, paragraph (3)) exceeds one-fifth (or, if a lesser proportion is prescribed in the articles of incorporation, the proportion) of the value calculated by the method prescribed by Ministry of Justice Order as the total assets of the ultimate, wholly owning parent company, etc. on the day when the fact giving rise to the liability of the incorporator, etc. occurred (the same applies in paragraph (10) and paragraph (7) of the same Article).

5　最終完全親会社等が、発起人等の責任の原因となった事実が生じた日において最終完全親会社等であった株式会社をその完全子会社等としたものである場合には、前項の規定の適用については、当該最終完全親会社等であった株式会社を同項の最終完全親会社等とみなす。

(5) If an ultimate, wholly owning parent company, etc. takes, as its wholly owned subsidiary company, etc., a stock company that, on the day when the fact giving rise to the liability of the incorporator, etc. occurred, was an ultimate, wholly owning parent company, etc., the stock company that was formerly an ultimate, wholly owning parent company, etc. is deemed to be the ultimate, wholly owning parent company, etc. set forth in the preceding paragraph and the previsions of that paragraph apply.

6　公開会社でない最終完全親会社等における第一項の規定の適用については、同項中「六箇月（これを下回る期間を定款で定めた場合にあっては、その期間）前から引き続き株式会社」とあるのは、「株式会社」とする。

(6) For the purpose of the application of the provisions of paragraph (1) to an ultimate, wholly owning parent company, etc. that is not a public company, "a stock company continuously over six months (or, if a shorter period is prescribed in the articles of incorporation, that period or more)" in the same paragraph is read as "stock company".

7　株式会社が第一項の規定による請求の日から六十日以内に特定責任追及の訴えを提起しないときは、当該請求をした最終完全親会社等の株主は、株式会社のために、特定責任追及の訴えを提起することができる。

(7) If a stock company does not file an action to enforce specific liability within sixty days from the day of demand pursuant to the provisions of paragraph (1), shareholders of the ultimate, wholly owning parent company, etc. that made the demand may file an action to enforce specific liability for the stock

company.

８　株式会社は、第一項の規定による請求の日から六十日以内に特定責任追及の訴えを提起しない場合において、当該請求をした最終完全親会社等の株主又は当該請求に係る特定責任追及の訴えの被告となることとなる発起人等から請求を受けたときは、当該請求をした者に対し、遅滞なく、特定責任追及の訴えを提起しない理由を書面その他の法務省令で定める方法により通知しなければならない。

(8) If a stock company does not file an action to enforce specific liability within sixty days from the day of demand pursuant to the provisions of paragraph (1), when receiving a demand from a shareholder of an ultimate, wholly owning parent company, etc. which has made the demand or an incorporator, etc. who will become a defendant of the action to enforce specific liability related to the demand, the stock company must notify the person who made the demand the reason for not filing an action to enforce specific liability in writing or other method prescribed by Ministry of Justice Order without delay.

９　第一項及び第七項の規定にかかわらず、同項の期間の経過により株式会社に回復することができない損害が生ずるおそれがある場合には、第一項に規定する株主は、株式会社のために、直ちに特定責任追及の訴えを提起することができる。ただし、同項ただし書に規定する場合は、この限りでない。

(9) Notwithstanding the provisions of paragraphs (1) and (7), if a stock company is likely to suffer irreparable damages due to the elapsing of the period set forth in the same paragraph, the shareholder prescribed in paragraph (1) may file an action to enforce specific liability immediately for the stock company; provided, however, that this does not apply to cases where it is prescribed in the proviso to the same paragraph.

１０　株式会社に最終完全親会社等がある場合において、特定責任を免除するときにおける第五十五条、第百三条第三項、第百二十条第五項、第四百二十四条（第四百八十六条第四項において準用する場合を含む。）、第四百六十二条第三項ただし書、第四百六十四条第二項及び第四百六十五条第二項の規定の適用については、これらの規定中「総株主」とあるのは、「総株主及び株式会社の第八百四十七条の三第一項に規定する最終完全親会社等の総株主」とする。

(10) If there is an ultimate, wholly owning parent company, etc. with a stock company, for the purpose of the application of the provisions of Article 55, Article 103, paragraph (3), Article 120, paragraph (5), Article 424 (including cases where it is applied mutatis mutandis pursuant to Article 486, paragraph (4)), proviso to Article 462, paragraph (3), Article 464, paragraph (2), and Article 465, paragraph (2) to cases of exempting specific liability, "all shareholders" in these provisions is read as "all shareholders and all shareholders of an ultimate, wholly owning parent company, etc. as prescribed in Article 847-3, paragraph (1)".

（責任追及等の訴えに係る訴訟費用等）

(Court Costs for an Action to Enforce Liability)

第八百四十七条の四　第八百四十七条第三項若しくは第五項、第八百四十七条の二第六項若しくは第八項又は前条第七項若しくは第九項の責任追及等の訴えは、訴訟の目的の価額の算定については、財産権上の請求でない請求に係る訴えとみなす。

Article 847-4 (1) An action to enforce liability set forth in Article 847, paragraph (3) or (5), Article 847-2, paragraph (6) or (8), or paragraph (7) or (9) of the preceding Article is deemed as an action bringing a claim that is not on a property right as to the calculation of value of the subject matter of the suit.

２　株主等（株主、適格旧株主又は最終完全親会社等の株主をいう。以下この節において同じ。）が責任追及等の訴えを提起したときは、裁判所は、被告の申立てにより、当該株主等に対し、相当の担保を立てるべきことを命ずることができる。

(2) When a shareholder, etc. (meaning a qualified former shareholder or a shareholder of an ultimate, wholly owning parent company, etc.; hereinafter the same applies in this Section) files an action to enforce liability, a court may order the shareholder, etc. to provide reasonable security in response to a petition by the defendant.

３　被告が前項の申立てをするには、責任追及等の訴えの提起が悪意によるものであることを疎明しなければならない。

(3) When a defendant intends to file the petition set forth in the preceding paragraph, the defendant must make a prima facie showing that the plaintiff filed the action to enforce liability in bad faith.

（訴えの管轄）

(Jurisdiction of an Action)

第八百四十八条　責任追及等の訴えは、株式会社又は株式交換等完全子会社（以下この節において「株式会社等」という。）の本店の所在地を管轄する地方裁判所の管轄に専属する。

Article 848 An Action to enforce liability is under the exclusive jurisdiction of the district court having jurisdiction over the location of the head office of the stock company or of the wholly owned subsidiary company resulting from a share exchange, etc. (hereinafter referred to as a "stock company, etc." in this Section).

（訴訟参加）

(Intervention)

第八百四十九条　株主等又は株式会社等は、共同訴訟人として、又は当事者の一方を補助するため、責任追及等の訴え（適格旧株主にあっては第八百四十七条の二第一項各号に掲げる行為の効力が生じた時までにその原因となった事実が生じた責任又は義務に係るものに限り、最終完全親会社等の株主にあっては特定責任追及の訴えに限る。）に係る訴訟に参加することができる。ただし、不当に訴訟手続を遅延させることとなるとき、又は裁判所に対し過大な事務負担を及ぼすこととなるときは、この限

りでない。

Article 849 (1) A shareholder, etc. or a stock company, etc. may intervene in a suit relating to an action to enforce liability (in cases of a qualified former shareholder, limited to one related to the liabilities or obligations for which the fact causing them occurred by the time when the act set forth in the items of Article 847-2, paragraph (1) became effective; in cases of a shareholder of an ultimate, wholly owning parent company, etc., limited to the action to enforce specific liability) either as a co-party or for assisting either of the parties; provided, however, that this does not apply when it will unduly delay the court proceedings or impose an excessive administrative burden on the court.

２　次の各号に掲げる者は、株式会社等の株主でない場合であっても、当事者の一方を補助するため、当該各号に定める者が提起した責任追及等の訴えに係る訴訟に参加することができる。ただし、前項ただし書に規定するときは、この限りでない。

(2) Persons set forth in the following items, even if the person is not a shareholder of a stock company, etc., may intervene in a suit related to an action to enforce liability filed by the person prescribed in each of those items for assisting either of the parties; provided, however, that this does not apply in cases prescribed in the proviso to the preceding paragraph:

一　株式交換等完全親会社（第八百四十七条の二第一項各号に定める場合又は同条第三項第一号（同条第四項及び第五項において準用する場合を含む。以下この号において同じ。）若しくは第二号（同条第四項及び第五項において準用する場合を含む。以下この号において同じ。）に掲げる場合における株式交換等完全子会社の完全親会社（同条第一項各号に掲げる行為又は同条第三項第一号の株式交換若しくは株式移転若しくは同項第二号の合併の効力が生じた時においてその完全親会社があるものを除く。）であって、当該完全親会社の株式交換若しくは株式移転又は当該完全親会社が合併により消滅する会社となる合併によりその完全親会社となった株式会社がないものをいう。以下この条において同じ。）　適格旧株主

(i) the wholly owning parent company resulting from a share exchange, etc. (meaning the wholly owning parent company of a wholly owned subsidiary company resulting from a share exchange, etc. (excluding one that has a wholly owning parent company at the time when the act set forth in the items of Article 847-2, paragraph (1), share exchange or share transfer set forth in paragraph (3), item (i) of the same Article, or the merger set forth in item (ii) of the same paragraph becomes effective) in the cases prescribed in the items of Article 847-2, paragraph (1) or the cases set forth in paragraph (3), item (i) of the same Article (including cases where it is applied mutatis mutandis pursuant to paragraphs (4) and (5) of the same Article; hereinafter the same applies in this item) or item (ii) (including cases where it is applied mutatis mutandis pursuant to paragraphs (4) and (5) of the same Article; hereinafter the same applies in this item), which is not subject to a stock company becoming its wholly owning parent company through a share

exchange or share transfer by that wholly owning parent company or through a merger in which the wholly owning parent company is the company that disappears; hereinafter the same applies in this Article): qualified former shareholder; and

二　最終完全親会社等　当該最終完全親会社等の株主

(ii) ultimate, wholly owning parent company, etc.: shareholder of the ultimate, wholly owning parent company, etc.

３　株式会社等、株式交換等完全親会社又は最終完全親会社等が、当該株式会社等、当該株式交換等完全親会社の株式交換等完全子会社又は当該最終完全親会社等の完全子会社等である株式会社の取締役（監査等委員及び監査委員を除く。）、執行役及び清算人並びにこれらの者であった者を補助するため、責任追及等の訴えに係る訴訟に参加するには、次の各号に掲げる株式会社の区分に応じ、当該各号に定める者の同意を得なければならない。

(3) In order for a stock company, etc., wholly owning parent company resulting from a share exchange, etc., or ultimate, wholly owning parent company, etc. to intervene in a suit relating to an action to enforce liability to assist a director (excluding an audit and supervisory committee member and audit committee member), executive officer, liquidator or a person who was formerly in such a position of the stock company that constitutes that stock company, etc., the wholly owned subsidiary company resulting from the share exchange, etc. as regards the wholly owning parent company resulting from the share exchange, etc., or the wholly owned subsidiary company, etc. of the ultimate, wholly owning parent company, etc., it must obtain the consent of the persons specified in each of the following items for the categories set forth respectively in those items:

一　監査役設置会社　監査役（監査役が二人以上ある場合にあっては、各監査役）

(i) company with company auditor: the company auditor (if there are two or more company auditors, each of relevant company auditors); or

二　監査等委員会設置会社　各監査等委員

(ii) company with audit and supervisory committee: each audit and supervisory committee member; and

三　指名委員会等設置会社　各監査委員

(iii) company with nominating committee, etc.: each audit committee member.

４　株主等は、責任追及等の訴えを提起したときは、遅滞なく、当該株式会社等に対し、訴訟告知をしなければならない。

(4) When a shareholder, etc. files an action to enforce liability, the shareholder, etc. must give notice of suit to the stock company, etc. without delay.

５　株式会社等は、責任追及等の訴えを提起したとき、又は前項の訴訟告知を受けたときは、遅滞なく、その旨を公告し、又は株主に通知しなければならない。

(5) When a stock company, etc. files an action to enforce liability or receives the notice of suit set forth in the preceding paragraph, it must give public notice to

that effect or give notice thereof to its shareholders without delay.

6　株式会社等に株式交換等完全親会社がある場合であって、前項の責任追及等の訴え又は訴訟告知が第八百四十七条の二第一項各号に掲げる行為の効力が生じた時までにその原因となった事実が生じた責任又は義務に係るものであるときは、当該株式会社等は、前項の規定による公告又は通知のほか、当該株式交換等完全親会社に対し、遅滞なく、当該責任追及等の訴えを提起し、又は当該訴訟告知を受けた旨を通知しなければならない。

(6) If a stock company, etc. has a wholly owning parent company resulting from a share exchange, etc., and an action to enforce liability set forth in the preceding paragraph or notice of suit is related to liability or an obligation whose causative fact has occurred by the time when the acts set forth in the items of Article 847-2, paragraph (1) became effective, the stock company, etc. must file the action to enforce liability or give notice that the notice of suit was received to the wholly owning parent company resulting from the share exchange, etc. without delay in addition to the public notice or notice pursuant to the provisions of the preceding paragraph.

7　株式会社等に最終完全親会社等がある場合であって、第五項の責任追及等の訴え又は訴訟告知が特定責任に係るものであるときは、当該株式会社等は、同項の規定による公告又は通知のほか、当該最終完全親会社等に対し、遅滞なく、当該責任追及等の訴えを提起し、又は当該訴訟告知を受けた旨を通知しなければならない。

(7) If a stock company, etc. has an ultimate, wholly owning parent company, etc., and the action to enforce liability set forth in paragraph (5) or notice of suit are related to specific liability, the stock company, etc. must file the action to enforce liability or notify that the notice of suit was received to the ultimate, wholly owning parent company, etc. without delay in addition to the public notice or notice pursuant to the provisions of the same paragraph.

8　第六項の株式交換等完全親会社が株式交換等完全子会社の発行済株式の全部を有する場合における同項の規定及び前項の最終完全親会社等が株式会社の発行済株式の全部を有する場合における同項の規定の適用については、これらの規定中「のほか」とあるのは、「に代えて」とする。

(8) As regards the application of the provisions of paragraph (6) if the wholly owning parent company resulting from a share exchange, etc. as referred to in paragraph (6) holds all of the issued shares of the wholly owned subsidiary company resulting from the share exchange, etc. and as regards the application of the provisions of the preceding paragraph if the ultimate, wholly owning parent company referred to in that paragraph holds all of the issued shares in the stock company, the phrase "in addition to" in these provisions is read as "in lieu of".

9　公開会社でない株式会社等における第五項から第七項までの規定の適用については、第五項中「公告し、又は株主に通知し」とあるのは「株主に通知し」と、第六項及び第七項中「公告又は通知」とあるのは「通知」とする。

(9) With regard to application of the provisions of paragraphs (5) through (7) to a stock company, etc. that is not a public company, the phrase "give public notice to that effect or give notice thereof to its shareholders" in paragraph (5) is read as "give notice to that effect to its shareholders", and "public notice or notice" in paragraphs (6) and (7) is read as "notice" respectively.

１０　次の各号に掲げる場合には、当該各号に規定する株式会社は、遅滞なく、その旨を公告し、又は当該各号に定める者に通知しなければならない。

(10) In the cases set forth in the following items, the stock company prescribed in each of those items must make a public notice to that effect or make a notice to a person prescribed in those items without delay:

一　株式交換等完全親会社が第六項の規定による通知を受けた場合　適格旧株主

(i) if a wholly owning parent company resulting from a share exchange, etc. receives a notice pursuant to the provisions of paragraph (6): a qualified former shareholder; and

二　最終完全親会社等が第七項の規定による通知を受けた場合　当該最終完全親会社等の株主

(ii) if an ultimate, wholly owning parent company, etc. receives a notice pursuant to the provisions of paragraph (7): shareholders of the ultimate, wholly owning parent company, etc.

１１　前項各号に規定する株式会社が公開会社でない場合における同項の規定の適用については、同項中「公告し、又は当該各号に定める者に通知し」とあるのは、「当該各号に定める者に通知し」とする。

(11) For application of the provisions of the preceding paragraph if a stock company prescribed in the items of the same paragraph is not a public company, "make public notice or make notice to the person prescribed in each of those items" in the same paragraph is read as "make notice to the person prescribed in each of those items".

（和解）

(Settlement)

第八百四十九条の二　株式会社等が、当該株式会社等の取締役（監査等委員及び監査委員を除く。）、執行役及び清算人並びにこれらの者であった者の責任を追及する訴えに係る訴訟における和解をするには、次の各号に掲げる株式会社の区分に応じ、当該各号に定める者の同意を得なければならない。

Article 849-2 When a stock company, etc. settles an action to enforce the liability of a director (excluding an audit and supervisory committee member and audit committee member), executive officer, liquidator or a person who was formerly in such a position of that stock company, etc., it must obtain the consent of the persons specified in each of those items for the categories set forth respectively in those items:

一　監査役設置会社　監査役（監査役が二人以上ある場合にあっては、各監査役）

(i) company with company auditor: the company auditor (if there are two or more company auditors, each of the company auditors);

二　監査等委員会設置会社　各監査等委員

(ii) company with audit and supervisory committee: each audit and supervisory committee member; and

三　指名委員会等設置会社　各監査委員

(iii) company with nominating committee, etc.: each audit committee member.

第八百五十条　民事訴訟法第二百六十七条の規定は、株式会社等が責任追及等の訴えに係る訴訟における和解の当事者でない場合には、当該訴訟における訴訟の目的については、適用しない。ただし、当該株式会社等の承認がある場合は、この限りでない。

Article 850 (1) The provisions of Article 267 of the Code of Civil Procedure do not apply to the subject-matter of a suit relating to an action for to enforce liability if a stock company, etc. is not a party to settlement in relevant suit; provided, however, that this does not apply when relevant stock company, etc. has given approval.

２　前項に規定する場合において、裁判所は、株式会社等に対し、和解の内容を通知し、かつ、当該和解に異議があるときは二週間以内に異議を述べるべき旨を催告しなければならない。

(2) In the case prescribed in the preceding paragraph, the court must notify the stock company, etc. of the contents of the settlement and give the stock company notice to the effect that it should state its objection to relevant settlement, if any, within two weeks.

３　株式会社等が前項の期間内に書面により異議を述べなかったときは、同項の規定による通知の内容で株主等が和解をすることを承認したものとみなす。

(3) If the stock company, etc. does not raise any objections in writing within the period referred to in the preceding paragraph, it is deemed to have given the approval for shareholders, etc. to effect a settlement with the contents of the notice under the provisions of that paragraph.

４　第五十五条、第百二条の二第二項、第百三条第三項、第百二十条第五項、第二百十三条の二第二項、第二百八十六条の二第二項、第四百二十四条（第四百八十六条第四項において準用する場合を含む。）、第四百六十二条第三項（同項ただし書に規定する分配可能額を超えない部分について負う義務に係る部分に限る。）、第四百六十四条第二項及び第四百六十五条第二項の規定は、責任追及等の訴えに係る訴訟における和解をする場合には、適用しない。

(4) The provisions of Article 55, Article 102-2, paragraph (2), Article 103, paragraph (3), Article 120, paragraph (5), Article 213-2, paragraph (2), Article 286-2, paragraph (2), Article 424 (including the cases where it is applied mutatis mutandis pursuant to Article 486, paragraph (4)), Article 462, paragraph (3) (limited to the portion relating to the obligations assumed for the portion not exceeding the distributable amount prescribed in the proviso to

that paragraph), Article 464, paragraph (2) and Article 465, paragraph (2) do not apply in cases of effecting a settlement in a suit relating to an action to enforce liability.

（株主でなくなった者の訴訟追行）

(Conduct of a Suit of a Person Who Is No Longer a Shareholder)

第八百五十一条　責任追及等の訴えを提起した株主又は第八百四十九条第一項の規定により共同訴訟人として当該責任追及等の訴えに係る訴訟に参加した株主が当該訴訟の係属中に株主でなくなった場合であっても、次に掲げるときは、その者が、訴訟を追行することができる。

Article 851 (1) Even if a shareholder who has filed an action to enforce liability or a shareholder who has intervened in a suit relating to the action to enforce liability as a co-party ceases to be a shareholder during the pendency of relevant suit, that person may conduct the suit in the following cases:

一　その者が当該株式会社の株式交換又は株式移転により当該株式会社の完全親会社の株式を取得したとき。

(i) when that person acquires shares in the wholly owning parent company of the relevant stock company through a share exchange or share transfer by that stock company; or

二　その者が当該株式会社が合併により消滅する会社となる合併により、合併により設立する株式会社又は合併後存続する株式会社若しくはその完全親会社の株式を取得したとき。

(ii) when, through a merger in which the relevant stock company is the company that disappears, that person acquires shares in the stock company incorporated as a result of the merger or acquires shares in the stock company surviving the merger or in its wholly owning parent company.

２　前項の規定は、同項第一号（この項又は次項において準用する場合を含む。）に掲げる場合において、前項の株主が同項の訴訟の係属中に当該株式会社の完全親会社の株式の株主でなくなったときについて準用する。この場合において、同項（この項又は次項において準用する場合を含む。）中「当該株式会社」とあるのは、「当該完全親会社」と読み替えるものとする。

(2) The provisions of the preceding paragraph apply mutatis mutandis when, in the case set forth in item (i) of that paragraph (including the cases where it is applied mutatis mutandis pursuant to this paragraph or the following paragraph), the shareholder referred to in the preceding paragraph ceases to be a shareholder of shares in the wholly owning parent company of the relevant stock company during the pendency of the suit referred to in that paragraph. In these cases, the term "the relevant stock company" in that paragraph (including the cases where it is applied mutatis mutandis pursuant to this paragraph or the following paragraph) is deemed to be replaced with "the relevant wholly owning parent company".

３　第一項の規定は、同項第二号（前項又はこの項において準用する場合を含む。）に掲げる場合において、第一項の株主が同項の訴訟の係属中に合併により設立する株式会社又は合併後存続する株式会社若しくはその完全親会社の株式の株主でなくなったときについて準用する。この場合において、同項（前項又はこの項において準用する場合を含む。）中「当該株式会社」とあるのは、「合併により設立する株式会社又は合併後存続する株式会社若しくはその完全親会社」と読み替えるものとする。

(3) The provisions of paragraph (1) apply mutatis mutandis when, in the case set forth in item (ii) of that paragraph (including the cases where it is applied mutatis mutandis pursuant to the preceding paragraph or this paragraph), the shareholder referred to in paragraph (1) ceases to be a shareholder of shares of the stock company that is incorporated in the merger or the stock company surviving a merger, or the wholly owning parent company thereof, during the pendency of the suit referred to in that paragraph. In these cases, the term "the relevant stock company" in that paragraph (including the cases where it is applied mutatis mutandis pursuant to the preceding paragraph and this paragraph) is deemed to be replaced with "the stock company that is incorporated in the merger or the stock company surviving a merger, or the wholly owning parent company thereof".

（費用等の請求）

(Demand for Costs)

第八百五十二条　責任追及等の訴えを提起した株主等が勝訴（一部勝訴を含む。）した場合において、当該責任追及等の訴えに係る訴訟に関し、必要な費用（訴訟費用を除く。）を支出したとき又は弁護士、弁護士法人若しくは弁護士・外国法事務弁護士共同法人に報酬を支払うべきときは、当該株式会社等に対し、その費用の額の範囲内又はその報酬額の範囲内で相当と認められる額の支払を請求することができる。

Article 852 (1) If a shareholder, etc. who has filed an action to enforce liability wins the suit (including cases of partially winning the suit), and the shareholder has paid the necessary costs (excluding court costs) or is to pay a fee to an attorney, a legal professional corporation, or an attorney and registered foreign joint corporation with respect to the suit relating to the action to enforce liability, the shareholder may demand the relevant stock company, etc. to pay an amount that is found to be reasonable, not exceeding the amount of that costs or the amount of that fee.

２　責任追及等の訴えを提起した株主等が敗訴した場合であっても、悪意があったときを除き、当該株主等は、当該株式会社等に対し、これによって生じた損害を賠償する義務を負わない。

(2) Even if a shareholder, etc. who has filed an action to enforce liability loses the case, the shareholder, etc. is not obligated to compensate the relevant stock company, etc. for the damages arising as a result thereof, except when the shareholder, etc. was in bad faith.

３　前二項の規定は、第八百四十九条第一項の規定により同項の訴訟に参加した株主等について準用する。

(3) The provisions of the preceding two paragraphs apply mutatis mutandis to any shareholder, etc. who intervened in the suit referred to in Article 849, paragraph (1) pursuant to the provisions of that paragraph.

（再審の訴え）

(Actions for a Retrial)

第八百五十三条　責任追及等の訴えが提起された場合において、原告及び被告が共謀して責任追及等の訴えに係る訴訟の目的である株式会社等の権利を害する目的をもって判決をさせたときは、次の各号に掲げる者は、当該各号に定める訴えに係る確定した終局判決に対し、再審の訴えをもって、不服を申し立てることができる。

Article 853 (1) If an action to enforce liability has been filed, and the plaintiff and the defendant, in conspiracy, caused the court to render a judgment for the purpose of prejudicing the rights of the stock company, etc., which are the subject-matter of the suit relating to the action to enforce liability, the person set forth in the following items may enter an appeal against the final judgment that became final and binding concerning the action prescribed in those items, by filing an action for a retrial:

一　株主又は株式会社等　責任追及等の訴え

(i) a shareholder or stock company, etc.: an action to enforce liability;

二　適格旧株主　責任追及等の訴え（第八百四十七条の二第一項各号に掲げる行為の効力が生じた時までにその原因となった事実が生じた責任又は義務に係るものに限る。）

(ii) a qualified former shareholder: an action to enforce liability (limited to a liability or obligation for which the fact causing them occurred by the time when the acts set forth in the items of Article 847-2, paragraph (1) became effective); and

三　最終完全親会社等の株主　特定責任追及の訴え

(iii) a shareholder of an ultimate, wholly owning parent company, etc.: an action to enforce specific liability.

２　前条の規定は、前項の再審の訴えについて準用する。

(2) The provisions of the preceding Article apply mutatis mutandis to the appeal for a retrial referred to in the preceding paragraph.

第三節　株式会社の役員の解任の訴え
Section 3 Actions Seeking Dismissal of an Officer of a Stock Company

（株式会社の役員の解任の訴え）

(Actions Seeking Dismissal of an Officer of a Stock Company)

第八百五十四条　役員（第三百二十九条第一項に規定する役員をいう。以下この節にお

いて同じ。）の職務の執行に関し不正の行為又は法令若しくは定款に違反する重大な事実があったにもかかわらず、当該役員を解任する旨の議案が株主総会において否決されたとき又は当該役員を解任する旨の株主総会の決議が第三百二十三条の規定によりその効力を生じないときは、次に掲げる株主は、当該株主総会の日から三十日以内に、訴えをもって当該役員の解任を請求することができる。

Article 854 (1) If, notwithstanding the presence of misconduct or material facts in violation of laws and regulations or the articles of incorporation in connection with the execution of the duties of an officer (meaning the officer prescribed in Article 329, paragraph (1); hereinafter the same applies in this Section), a proposal to dismiss relevant officer is rejected at the shareholders meeting or a resolution at the shareholders meeting to dismiss relevant officer fails to become effective pursuant to the provisions of Article 323, the following shareholders may demand dismissal of relevant officer by filing an action within thirty days from the day of relevant shareholders meeting:

一　総株主（次に掲げる株主を除く。）の議決権の百分の三（これを下回る割合を定款で定めた場合にあっては、その割合）以上の議決権を六箇月（これを下回る期間を定款で定めた場合にあっては、その期間）前から引き続き有する株主（次に掲げる株主を除く。）

(i) a shareholder (excluding the following shareholders) holding consecutively for the preceding six months or more (or, if a shorter period is prescribed in the articles of incorporation, the period or more) not less than three-hundredths (or, if a lesser proportion is prescribed in the articles of incorporation, the proportion) of the voting rights of all shareholders (excluding the following shareholders):

イ　当該役員を解任する旨の議案について議決権を行使することができない株主

(a) a shareholder who is unable to exercise a voting right with respect to the proposal to dismiss relevant officer; and

ロ　当該請求に係る役員である株主

(b) a shareholder who is the officer related to relevant demand; and

二　発行済株式（次に掲げる株主の有する株式を除く。）の百分の三（これを下回る割合を定款で定めた場合にあっては、その割合）以上の数の株式を六箇月（これを下回る期間を定款で定めた場合にあっては、その期間）前から引き続き有する株主（次に掲げる株主を除く。）

(ii) a shareholder (excluding the following shareholders) holding consecutively for the preceding six months or more (or, if a shorter period is prescribed in the articles of incorporation, the period or more) not less than three-hundredths (or, if a lesser proportion is prescribed in the articles of incorporation, the proportion) of the issued shares (excluding the shares held by the following shareholders):

イ　当該株式会社である株主

(a) a shareholder who is relevant stock company; and

ロ　当該請求に係る役員である株主

(b) a shareholder who is the officer related to relevant demand.

２　公開会社でない株式会社における前項各号の規定の適用については、これらの規定中「六箇月（これを下回る期間を定款で定めた場合にあっては、その期間）前から引き続き有する」とあるのは、「有する」とする。

(2) With regard to application of the provisions of the items of the preceding paragraph to a stock company that is not a public company, the phrase "holding consecutively for the preceding six months or more (or, if a shorter period is prescribed in the articles of incorporation, that period or more)" in those provisions is deemed to be replaced with "holding".

３　第百八条第一項第九号に掲げる事項（取締役（監査等委員会設置会社にあっては、監査等委員である取締役又はそれ以外の取締役）に関するものに限る。）についての定めがある種類の株式を発行している場合における第一項の規定の適用については、同項中「株主総会」とあるのは、「株主総会（第三百四十七条第一項の規定により読み替えて適用する第三百三十九条第一項の種類株主総会を含む。）」とする。

(3) With regard to application of the provisions of paragraph (1) if the class of shares for which there are provisions on the matters set forth in Article 108, paragraph (1), item (ix) (limited to those relating to directors (in cases of a company with audit and supervisory committee, directors who are audit and supervisory committee members or other directors)) have been issued, the term "shareholders meeting" in that paragraph is deemed to be replaced with "shareholders meeting (including the general meeting of class shareholders referred to in Article 339, paragraph (1) as applied following the deemed replacement of terms pursuant to the provisions of Article 347, paragraph (1))".

４　第百八条第一項第九号に掲げる事項（監査役に関するものに限る。）についての定めがある種類の株式を発行している場合における第一項の規定の適用については、同項中「株主総会」とあるのは、「株主総会（第三百四十七条第二項の規定により読み替えて適用する第三百三十九条第一項の種類株主総会を含む。）」とする。

(4) With regard to application of the provisions of paragraph (1) if the class of shares for which there are provisions on the matters set forth in Article 108, paragraph (1), item (ix) (limited to those relating to company auditors) have been issued, the term "shareholders meeting" in that paragraph is deemed to be replaced with "shareholders meeting (including the general meeting of class shareholders set forth in Article 339, paragraph (1) as applied following the deemed replacement of terms pursuant to the provisions of Article 347, paragraph (2))".

（被告）

(Defendants)

第八百五十五条　前条第一項の訴え（次条及び第九百三十七条第一項第一号ヌにおいて「株式会社の役員の解任の訴え」という。）については、当該株式会社及び前条第一

項の役員を被告とする。

Article 855 With regard to the action referred to in paragraph (1) of the preceding Article (referred to as an "action seeking dismissal of an officer of a stock company" in the following Article and Article 937, paragraph (1), item (i), (j)), the relevant stock company and the officer referred to in paragraph (1) of the preceding Article are to be the defendants.

（訴えの管轄）

(Jurisdiction over Actions)

第八百五十六条　株式会社の役員の解任の訴えは、当該株式会社の本店の所在地を管轄する地方裁判所の管轄に専属する。

Article 856 An action seeking dismissal of an officer of a stock company is under the exclusive jurisdiction of the district court having jurisdiction over the location of the head office of the relevant stock company.

第四節　特別清算に関する訴え

Section 4 Actions Concerning Special Liquidation

（役員等の責任の免除の取消しの訴えの管轄）

(Jurisdiction over an Action Seeking Rescission of Exemption from Liability of an Officer)

第八百五十七条　第五百四十四条第二項の訴えは、特別清算裁判所（第八百八十条第一項に規定する特別清算裁判所をいう。次条第三項において同じ。）の管轄に専属する。

Article 857 The action referred to in Article 544, paragraph (2) is under the exclusive jurisdiction of the special liquidation court (meaning the special liquidation court prescribed in Article 880, paragraph (1); the same applies in paragraph (3) of the following Article).

（役員等責任査定決定に対する異議の訴え）

(Action for Objection to a Ruling Evaluating a Subject Officer's Liability)

第八百五十八条　役員等責任査定決定（第五百四十五条第一項に規定する役員等責任査定決定をいう。以下この条において同じ。）に不服がある者は、第八百九十九条第四項の規定による送達を受けた日から一箇月の不変期間内に、異議の訴えを提起することができる。

Article 858 (1) A person who is dissatisfied with a ruling evaluating a subject officer's liability (meaning the ruling evaluating a subject officer's liability prescribed in Article 545, paragraph (1); hereinafter the same applies in this Article) may file an action for objection within the unextendable period of one month from the day of receiving the service under the provisions of Article 899, paragraph (4).

２　前項の訴えは、これを提起する者が、対象役員等（第五百四十二条第一項に規定す

る対象役員等をいう。以下この項において同じ。）であるときは清算株式会社を、清算株式会社であるときは対象役員等を、それぞれ被告としなければならない。

(2) With regard to the action set forth in the preceding paragraph, the liquidating stock company must be the defendant if the person filing the action is the subject officer (meaning the subject officer prescribed in Article 542, paragraph (1); hereinafter the same applies in this paragraph), and the subject officer must be the defendant if that person is the liquidating stock company.

３　第一項の訴えは、特別清算裁判所の管轄に専属する。

(3) The action set forth in paragraph (1) is under the exclusive jurisdiction of the special liquidation court.

４　第一項の訴えについての判決においては、訴えを不適法として却下する場合を除き、役員等責任査定決定を認可し、変更し、又は取り消す。

(4) A judgment for the action set forth in paragraph (1) approves, changes or revokes the ruling evaluating the subject officer's liability, except in cases of dismissing the action as being unlawful.

５　役員等責任査定決定を認可し、又は変更した判決は、強制執行に関しては、給付を命ずる判決と同一の効力を有する。

(5) A judgment that has approved or changed the ruling evaluating the subject officer's liability has the same effect as a judgment ordering performance, with regard to judicial enforcement.

６　役員等責任査定決定を認可し、又は変更した判決については、受訴裁判所は、民事訴訟法第二百五十九条第一項の定めるところにより、仮執行の宣言をすることができる。

(6) With regard to a judgment that has approved or changed the ruling evaluating the subject officer's liability, the court in charge of the case may make a declaration of provisional execution pursuant to the provisions of Article 259, paragraph (1) of the Code of Civil Procedure.

第五節　持分会社の社員の除名の訴え等
Section 5 Action Seeking Removal of a Member of a Membership Company

（持分会社の社員の除名の訴え）

(Action Seeking Removal of a Member of a Membership Company)

第八百五十九条　持分会社の社員（以下この条及び第八百六十一条第一号において「対象社員」という。）について次に掲げる事由があるときは、当該持分会社は、対象社員以外の社員の過半数の決議に基づき、訴えをもって対象社員の除名を請求することができる。

Article 859 If any one of the following grounds applies to a member of a membership company (hereinafter referred to as the "subject member" in this Article and Article 861, item (i)), relevant membership company may demand

removal of the subject member by filing an action, based on a resolution adopted by a majority of the members other than the subject member:

一　出資の義務を履行しないこと。

(i) a failure to perform the obligation of contribution;

二　第五百九十四条第一項（第五百九十八条第二項において準用する場合を含む。）の規定に違反したこと。

(ii) a violation of the provisions of Article 594, paragraph (1) (including the cases where it is applied mutatis mutandis pursuant to Article 598, paragraph (2));

三　業務を執行するに当たって不正の行為をし、又は業務を執行する権利がないのに業務の執行に関与したこと。

(iii) engagement in misconduct in executing duties or involvement in execution of duties when having no right to execute the duties;

四　持分会社を代表するに当たって不正の行為をし、又は代表権がないのに持分会社を代表して行為をしたこと。

(iv) engagement in misconduct in representing the membership company or conducting an act by representing the membership company when having no authority of representation; or

五　前各号に掲げるもののほか、重要な義務を尽くさないこと。

(v) beyond what is set forth in the preceding items, a failure to fulfill an important obligation.

（持分会社の業務を執行する社員の業務執行権又は代表権の消滅の訴え）

(Action Seeking Extinguishment of Right to Execute Business or Authority of Representation of Member Executing Business of a Membership Company)

第八百六十条　持分会社の業務を執行する社員（以下この条及び次条第二号において「対象業務執行社員」という。）について次に掲げる事由があるときは、当該持分会社は、対象業務執行社員以外の社員の過半数の決議に基づき、訴えをもって対象業務執行社員の業務を執行する権利又は代表権の消滅を請求することができる。

Article 860 If any one of the following grounds apply to a member executing the business of a membership company (hereinafter referred to as the "subject managing member" in this Article and item (ii) of the following Article), relevant membership company may demand extinguishment of the right to execute business or the authority of representation of the subject managing member by filing an action, based on a resolution adopted by a majority of the members other than the subject managing member:

一　前条各号に掲げる事由があるとき。

(i) when there are any of the grounds set forth in the items of the preceding Article; or

二　持分会社の業務を執行し、又は持分会社を代表することに著しく不適任なとき。

(ii) when the member is too incompetent to execute the business of the

membership company or to represent the membership company.

（被告）
(Defendants)
第八百六十一条　次の各号に掲げる訴えについては、当該各号に定める者を被告とする。
Article 861 With regard to the actions set forth in the following items, the persons specified in each of those items are to be the defendants:
一　第八百五十九条の訴え（次条及び第九百三十七条第一項第一号ルにおいて「持分会社の社員の除名の訴え」という。）　対象社員
(i) the action referred to in Article 859 (referred to as an "action seeking removal of a member of a membership company" in the following Article and Article 937, paragraph (1), item (i), (k)): the subject member; and
二　前条の訴え（次条及び第九百三十七条第一項第一号ヲにおいて「持分会社の業務を執行する社員の業務執行権又は代表権の消滅の訴え」という。）　対象業務執行社員
(ii) the action referred to in the preceding Article (referred to as an "action seeking extinguishment of a right to execute business or authority of representation of a member executing business of a membership company" in the following Article and Article 937, paragraph (1), item (i), (l)): the subject managing member.

（訴えの管轄）
(Jurisdiction over an Action)
第八百六十二条　持分会社の社員の除名の訴え及び持分会社の業務を執行する社員の業務執行権又は代表権の消滅の訴えは、当該持分会社の本店の所在地を管轄する地方裁判所の管轄に専属する。
Article 862 An action seeking removal of a member of a membership company and an action seeking extinguishment of a right to execute business or authority of representation of member executing business of a membership company are under the exclusive jurisdiction of the district court having jurisdiction over the location of the head office of the relevant membership company.

第六節　清算持分会社の財産処分の取消しの訴え
Section 6 Action Seeking Rescission of Disposition of Property of a Liquidating Membership Company

（清算持分会社の財産処分の取消しの訴え）
(Action Seeking Rescission of Disposition of Property of a Liquidating Membership Company)
第八百六十三条　清算持分会社（合名会社及び合資会社に限る。以下この項において同

じ。）が次の各号に掲げる行為をしたときは、当該各号に定める者は、訴えをもって当該行為の取消しを請求することができる。ただし、当該行為がその者を害しないものであるときは、この限りでない。

Article 863 (1) When a liquidating membership company (limited to a general partnership company or a limited partnership company; hereinafter the same applies in this paragraph) commits any one of the acts set forth in the following items, the persons specified in each of those items may demand rescission of relevant act by filing an action; provided, however, that this does not apply if there is no risk of harm to these persons by relevant acts:

一　第六百七十条の規定に違反して行った清算持分会社の財産の処分　清算持分会社の債権者

(i) disposition of property of the liquidating membership company in violation of the provisions of Article 670: a creditor of the liquidating membership company; or

二　第六百七十一条第一項の規定に違反して行った清算持分会社の財産の処分　清算持分会社の社員の持分を差し押さえた債権者

(ii) disposition of property of the liquidating membership company in violation of the provisions of Article 671, paragraph (1): a creditor who has attached the equity interest of a member of the liquidating membership company.

２　民法第四百二十四条第一項ただし書、第四百二十四条の五、第四百二十四条の七第二項及び第四百二十五条から第四百二十六条までの規定は、前項の場合について準用する。この場合において、同法第四百二十四条第一項ただし書中「その行為によって」とあるのは「会社法（平成十七年法律第八十六号）第八百六十三条第一項各号に掲げる行為によって」と、同法第四百二十四条の五第一号中「債務者」とあるのは「清算持分会社（会社法第六百四十五条に規定する清算持分会社をいい、合名会社及び合資会社に限る。以下同じ。）」と、同条第二号並びに同法第四百二十四条の七第二項及び第四百二十五条から第四百二十六条までの規定中「債務者」とあるのは「清算持分会社」と読み替えるものとする。

(2) The provisions of the proviso to Article 424, paragraph (1), Article 424-5, Article 424-7, paragraph (2), and Article 425 through Article 426 of the Civil Code apply mutatis mutandis to the cases set forth in the preceding paragraph. In these cases, the phrase "from relevant act" in the proviso to Article 424, paragraph (1) of the Civil Code is deemed to be replaced with "from any one of the acts set forth in the items of Article 863 of the Companies Act (Act No. 86 of 2005), " the term "creditor" in Article 424-5, item (i) of the Civil Code is deemed to be replaced with "liquidating membership company(meaning a liquidating membership company provided in Article 645 of the Companies Act, limited to a general partnership company or a limited partnership company; hereinafter the same applies), and the term "creditor" in item (ii) of the Article, Article 424-7, paragraph (2) and Article 425 through Article 426 of the Civil Code is deemed to be replaced with "liquidating membership company."

（被告）
(Defendants)
第八百六十四条　前条第一項の訴えについては、同項各号に掲げる行為の相手方又は転得者を被告とする。
Article 864 With regard to the action set forth in paragraph (1) of the preceding Article, the counterparties to the acts set forth in the items of that paragraph or the subsequent purchasers are to be the defendants.

第七節　社債発行会社の弁済等の取消しの訴え
Section 7 Action Seeking Rescission of Performance of a Bond-Issuing Company

（社債発行会社の弁済等の取消しの訴え）
(Action Seeking Rescission of Performance of a Bond-Issuing Company)
第八百六十五条　社債を発行した会社が社債権者に対してした弁済、社債権者との間でした和解その他の社債権者に対してし、又は社債権者との間でした行為が著しく不公正であるときは、社債管理者は、訴えをもって当該行為の取消しを請求することができる。
Article 865 (1) When a bond-issuing company's payment to a bondholder, settlement effected with a bondholder, or other act conducted against or with a bondholder is grossly improper, the bond administrator may demand rescission of relevant act by filing an action.
２　前項の訴えは、社債管理者が同項の行為の取消しの原因となる事実を知った時から六箇月を経過したときは、提起することができない。同項の行為の時から一年を経過したときも、同様とする。
(2) The action referred to in the preceding paragraph may not be filed when six months have elapsed from the time when the bond administrator learned about the fact that serves as the cause for the rescission of the act referred to in that paragraph. The same applies when one year has elapsed from the time of the act referred to in that paragraph.
３　第一項に規定する場合において、社債権者集会の決議があるときは、代表社債権者又は決議執行者（第七百三十七条第二項に規定する決議執行者をいう。）も、訴えをもって第一項の行為の取消しを請求することができる。ただし、同項の行為の時から一年を経過したときは、この限りでない。
(3) In the cases prescribed in paragraph (1), if there is a resolution at a bondholders meeting, a representative bondholder or a resolution administrator (meaning the resolution administrator prescribed in Article 737, paragraph (2)) may also demand rescission of the act referred to in paragraph (1) by filing an action; provided, however, that this does not apply when one year has elapsed from the time of the act referred to in that paragraph.

４　民法第四百二十四条第一項ただし書、第四百二十四条の五、第四百二十四条の七第二項及び第四百二十五条から第四百二十五条の四までの規定は、第一項及び前項本文の場合について準用する。この場合において、同法第四百二十四条第一項ただし書中「その行為によって」とあるのは「会社法第八百六十五条第一項に規定する行為によって」と、「債権者を害すること」とあるのは「その行為が著しく不公正であること」と、同法第四百二十四条の五各号中「債権者を害すること」とあるのは「著しく不公正であること」と、同法第四百二十五条中「債権者」とあるのは「社債権者」と読み替えるものとする。

(4) The provisions of the proviso to Article 424, paragraph (1), Article 424-5, Article 424-7, paragraph (2), and Article 425 through Article 425-4 of the Civil Code apply mutatis mutandis to the cases referred to in paragraph (1) and the main clause of the preceding paragraph. In these cases, the phrase "from relevant act" in the proviso to Article 424, paragraph (1) of that Act is deemed to be replaced with "from the act prescribed in Article 865, paragraph (1) of the Companies Act", the phrase " that the obligee is prejudiced" in that paragraph is deemed to be replaced with "that relevant act is grossly improper", the phrase "the obligee is prejudiced" in each item of Article 424-5 of the Civil Code is deemed to be replaced with "that relevant act is grossly improper," and the term "obligees" in Article 425 is deemed to be replaced with "bondholders".

（被告）

(Defendants)

第八百六十六条　前条第一項又は第三項の訴えについては、同条第一項の行為の相手方又は転得者を被告とする。

Article 866 With regard to the action set forth in paragraph (1) or paragraph (3) of the preceding Article, the counterparty to the act referred to in paragraph (1) of that Article or the subsequent purchaser is to be the defendant.

（訴えの管轄）

(Jurisdiction over an Action)

第八百六十七条　第八百六十五条第一項又は第三項の訴えは、社債を発行した会社の本店の所在地を管轄する地方裁判所の管轄に専属する。

Article 867 The action referred to in Article 865, paragraph (1) or paragraph (3) is under the exclusive jurisdiction of the district court having jurisdiction over the location of the head office of the bond-issuing company.

第三章　非訟

Chapter III Non-Contentious Cases

第一節　総則

Section 1 General Provisions

（非訟事件の管轄）

(Jurisdiction over Non-Contentious Cases)

第八百六十八条　この法律の規定による非訟事件（次項から第六項までに規定する事件を除く。）は、会社の本店の所在地を管轄する地方裁判所の管轄に属する。

Article 868 (1) A non-contentious case under the provisions of this Act (excluding the cases prescribed in the following paragraph to paragraph (6)) is under the exclusive jurisdiction of the district court having jurisdiction over the location of the head office of the company.

２　親会社社員（会社である親会社の株主又は社員に限る。）によるこの法律の規定により株式会社が作成し、又は備え置いた書面又は電磁的記録についての次に掲げる閲覧等（閲覧、謄写、謄本若しくは抄本の交付、事項の提供又は事項を記載した書面の交付をいう。第八百七十条第二項第一号において同じ。）の許可の申立てに係る事件は、当該株式会社の本店の所在地を管轄する地方裁判所の管轄に属する。

(2) A case relating to a petition, filed by a member of the parent company (limited to a shareholder or member of the parent company, which is a company), for permission to inspect or otherwise access, as follows, a document or electronic or magnetic record prepared or kept by a stock company pursuant to the provisions of this Act (meaning to inspect, copy, or be issued a transcript or extract, of it, or to be provided with information or issued a document showing information with regard to it; the same applies in Article 870, paragraph (2), item (i)) is under the exclusive jurisdiction of the district court having jurisdiction over the location of the head office of relent stock company:

一　当該書面の閲覧若しくは謄写又はその謄本若しくは抄本の交付

(i) to inspect, copy, or be delivered a transcript or extract of the documents; and

二　当該電磁的記録に記録された事項を表示したものの閲覧若しくは謄写又は電磁的方法による当該事項の提供若しくは当該事項を記載した書面の交付

(ii) to inspect or copy something that presents the information recorded in an electronic or magnetic record, to be provided with that information by electronic or magnetic means, or to be issued a document showing that information.

３　第百七十九条の八第一項の規定による売渡株式等の売買価格の決定の申立てに係る事件は、対象会社の本店の所在地を管轄する地方裁判所の管轄に属する。

(3) The case related to the petition to determine the sale price of shares, etc. subject to the cash-out pursuant to the provisions of Article 179-8, paragraph (1) is under the jurisdiction of the district court having jurisdiction over the location of the head office of the subject company.

４　第七百五条第四項及び第七百六条第四項の規定、第七百七条、第七百十一条第三項、第七百十三条並びに第七百十四条第一項及び第三項（これらの規定を第七百十四条の七において準用する場合を含む。）の規定並びに第七百十八条第三項、第七百三十二条、第七百四十条第一項及び第七百四十一条第一項の規定による裁判の申立てに係る

事件は、社債を発行した会社の本店の所在地を管轄する地方裁判所の管轄に属する。

(4) A case relating to a petition for a judicial decision under the provisions of Article 705, paragraph (4) and Article 706, paragraph (4), the provisions of Article 707, Article 711, paragraph (3), Article 713, and Article 714, paragraphs (1) and (3) (including cases where these provisions apply mutatis mutandis pursuant to Article 714-7), and the provisions of Article 718, paragraph (3), Article 732, Article 740, paragraph (1) and Article 741, paragraph (1) is under the exclusive jurisdiction of the district court having jurisdiction over the location of the head office of the bond-issuing company.

５　第八百二十二条第一項の規定による外国会社の清算に係る事件並びに第八百二十七条第一項の規定による裁判及び同条第二項において準用する第八百二十五条第一項の規定による保全処分に係る事件は、当該外国会社の日本における営業所の所在地（日本に営業所を設けていない場合にあっては、日本における代表者の住所地）を管轄する地方裁判所の管轄に属する。

(5) A case relating to liquidation of a foreign company under the provisions of Article 822, paragraph (1) and a case relating to a judicial decision under the provisions of Article 827, paragraph (1) or a provisional order under the provisions of Article 825, paragraph (1) as applied mutatis mutandis pursuant to Article 827, paragraph (2) is under the exclusive jurisdiction of the district court having jurisdiction over the location of relevant foreign company's business office in Japan (or, if no business office is established in Japan, the address of the representative in Japan).

６　第八百四十三条第四項の申立てに係る事件は、同条第一項各号に掲げる行為の無効の訴えの第一審の受訴裁判所の管轄に属する。

(6) A case in relation to the petition referred to in Article 843, paragraph (4) is under the exclusive jurisdiction of the court in charge of the first instance of an action seeking invalidation of any one of the acts set forth in the items of paragraph (1) of that Article.

（疎明）

(Prima Facie Showing)

第八百六十九条　この法律の規定による許可の申立てをする場合には、その原因となる事実を疎明しなければならない。

Article 869 In cases of filing a petition for permission under the provisions of this Act, a prima facie showing must be made with regard to the fact that serves as the cause thereof.

（陳述の聴取）

(Hearing of Statements)

第八百七十条　裁判所は、この法律の規定（第二編第九章第二節を除く。）による非訟事件についての裁判のうち、次の各号に掲げる裁判をする場合には、当該各号に定め

る者の陳述を聴かなければならない。ただし、不適法又は理由がないことが明らかであるとして申立てを却下する裁判をするときは、この限りでない。

Article 870 (1) When the court makes the judicial decisions set forth in the following items from among judicial decisions relating to non-contentious cases under the provisions of this Act (excluding Part II, Chapter IX, Section 2), it must hear statements by the persons specified in each of those items; provided, however, that this does not apply to cases of making a judicial decision to dismiss the petition as non-conforming or on the grounds that it is obvious that there are no reasons:

一　第三百四十六条第二項、第三百五十一条第二項若しくは第四百一条第三項（第四百三条第三項及び第四百二十条第三項において準用する場合を含む。）の規定により選任された一時取締役（監査等委員会設置会社にあっては、監査等委員である取締役又はそれ以外の取締役）、会計参与、監査役、代表取締役、委員（指名委員会、監査委員会又は報酬委員会の委員をいう。第八百七十四条第一号において同じ。）、執行役若しくは代表執行役の職務を行うべき者、清算人、第四百七十九条第四項において準用する第三百四十六条第二項若しくは第四百八十三条第六項において準用する第三百五十一条第二項の規定により選任された一時清算人若しくは代表清算人の職務を行うべき者、検査役又は第八百二十五条第二項（第八百二十七条第二項において準用する場合を含む。）の管理人の報酬の額の決定　当該会社（第八百二十七条第二項において準用する第八百二十五条第二項の管理人の報酬の額の決定にあっては、当該外国会社）及び報酬を受ける者

(i) a determination of the amount of remuneration for a person who is temporarily to perform the duties of a director (in cases of a company with audit and supervisory committee, a director who is an audit and supervisory committee member or other director), accounting advisor, company auditor, representative director, committee member (meaning members of a nominating committee, audit committee, or remuneration committee; the same applies in Article 874, item (i)), executive officer or representative executive officer appointed pursuant to the provisions of Article 346, paragraph (2), Article 351, paragraph (2) or Article 401, paragraph (3) (including cases where it is applied mutatis mutandis pursuant to Article 403, paragraph (3) or Article 420, paragraph (3)), a liquidator, a person who is temporarily to perform the duties of a liquidator or representative liquidator appointed pursuant to the provisions of Article 346, paragraph (2) as applied mutatis mutandis pursuant to Article 479, paragraph (4) or the provisions of Article 351, paragraph (2) as applied mutatis mutandis pursuant to Article 483, paragraph (6), an inspector, or the administrator set forth in Article 825, paragraph (2) (including cases where it is applied mutatis mutandis pursuant to Article 827, paragraph (2)): the relevant company (in cases of determination of the remuneration amount of the administrator set forth in Article 825, paragraph (2) as applied mutatis

mutandis pursuant to Article 827, paragraph (2), the relevant foreign company) and the person receiving the remuneration;

二　清算人、社債管理者又は社債管理補助者の解任についての裁判　当該清算人、社債管理者又は社債管理補助者

(ii) a judicial decision on dismissal of a liquidator, a bond administrator or an assistant bond administrator: relevant liquidator, bond administrator or assistant bond administrator;

三　第三十三条第七項の規定による裁判　設立時取締役、第二十八条第一号の金銭以外の財産を出資する者及び同条第二号の譲渡人

(iii) a judicial decision under the provisions of Article 33, paragraph (7): a director at incorporation, the person who contributes property other than monies referred to in Article 28, item (i) and the transferor referred to in item (ii) of that Article;

四　第二百七条第七項又は第二百八十四条第七項の規定による裁判　当該株式会社及び第百九十九条第一項第三号又は第二百三十六条第一項第三号の規定により金銭以外の財産を出資する者

(iv) a judicial decision under the provisions of Article 207, paragraph (7) or Article 284, paragraph (7): the relevant stock company and a person who contributes property other than monies pursuant to the provisions of Article 199, paragraph (1), item (iii) or Article 236, paragraph (1), item (iii);

五　第四百五十五条第二項第二号又は第五百五条第三項第二号の規定による裁判　当該株主

(v) a judicial decision under the provisions of Article 455, paragraph (2), item (ii) or Article 505, paragraph (3), item (ii): the relevant shareholder;

六　第四百五十六条又は第五百六条の規定による裁判　当該株主

(vi) a judicial decision under the provisions of Article 456 or Article 506: the relevant shareholder;

七　第七百三十二条の規定による裁判　利害関係人

(vii) a judicial decision under the provisions of Article 732: an interested party;

八　第七百四十条第一項の規定による申立てを認容する裁判　社債を発行した会社

(viii) a judicial decision upholding a petition under the provisions of Article 740, paragraph (1): the bond-issuing company;

九　第七百四十一条第一項の許可の申立てについての裁判　社債を発行した会社

(ix) a judicial decision on the petition for permission referred to in Article 741, paragraph (1): the bond-issuing company;

十　第八百二十四条第一項の規定による裁判　当該会社

(x) a judicial decision under the provisions of Article 824, paragraph (1): the relevant company; and

十一　第八百二十七条第一項の規定による裁判　当該外国会社

(xi) a judicial decision under the provisions of Article 827, paragraph (1): the relevant foreign company.

２　裁判所は、次の各号に掲げる裁判をする場合には、審問の期日を開いて、申立人及び当該各号に定める者の陳述を聴かなければならない。ただし、不適法又は理由がないことが明らかであるとして申立てを却下する裁判をするときは、この限りでない。

(2) In cases of making the judicial decision prescribed in the following items, the court must set a hearing date and hear statements by the petitioner and the person specified in each of those items; provided, however, that this does not apply when making a judicial decision to dismiss the petition as non-conforming or on the grounds that it is obvious that there are no reasons:

一　この法律の規定により株式会社が作成し、又は備え置いた書面又は電磁的記録についての閲覧等の許可の申立てについての裁判　当該株式会社

(i) a judicial decision on the petition for permission to inspect, etc. a document or electronic or magnetic record that a stock company prepared or kept pursuant to the provisions of this Act: that stock company;

二　第百十七条第二項、第百十九条第二項、第百八十二条の五第二項、第百九十三条第二項（第百九十四条第四項において準用する場合を含む。）、第四百七十条第二項、第七百七十八条第二項、第七百八十六条第二項、第七百八十八条第二項、第七百九十八条第二項、第八百七条第二項、第八百九条第二項又は第八百十六条の七第二項の規定による株式又は新株予約権（当該新株予約権が新株予約権付社債に付されたものである場合において、当該新株予約権付社債についての社債の買取りの請求があったときは、当該社債を含む。）の価格の決定　価格の決定の申立てをすることができる者（申立人を除く。）

(ii) determination of the price of shares or share options (if the share options are attached to bonds with share options, if a holder thereof demands that the relevant company purchase the bonds constituting those bonds with share options, including those bonds) pursuant to the provisions of Article 117, paragraph (2), Article 119, paragraph (2), Article 182-5, paragraph (2), Article 193, paragraph (2) (including cases as applied mutatis mutandis pursuant to Article 194, paragraph (4)), Article 470, paragraph (2), Article 778, paragraph (2), Article 786, paragraph (2), Article 788, paragraph (2), Article 798, paragraph (2), Article 807, paragraph (2), Article 809, paragraph (2) or Article 816-7, paragraph (2): A person who can file a petition to determine the price (excluding the petitioner);

三　第百四十四条第二項（同条第七項において準用する場合を含む。）又は第百七十七条第二項の規定による株式の売買価格の決定　売買価格の決定の申立てをすることができる者（申立人を除く。）

(iii) determination of the sale price of shares pursuant to the provisions of Article 144, paragraph (2) (including cases as applied mutatis mutandis pursuant to paragraph (7) of the same Article) or Article 177, paragraph (2): A person who can file a petition to determine the sale price (excluding the petitioner);

四　第百七十二条第一項の規定による株式の価格の決定　当該株式会社

(iv) determination of the price of shares pursuant to the provisions of Article 172, paragraph (1): that stock company;

五　第百七十九条の八第一項の規定による売渡株式等の売買価格の決定　特別支配株主

(v) determination of the sale price of shares, etc. subject to the cash-out pursuant to the provisions of Article 179-8, paragraph (1): a special controlling shareholder; and

六　第八百四十三条第四項の申立てについての裁判　同項に規定する行為をした会社

(vi) a judicial decision on the petition referred to in Article 843, paragraph (4): a company who committed the act prescribed in the same paragraph.

（申立書の写しの送付等）

(Sending a Copy of the Written Petition)

第八百七十条の二　裁判所は、前条第二項各号に掲げる裁判の申立てがあったときは、当該各号に定める者に対し、申立書の写しを送付しなければならない。

Article 870-2 (1) When sending a petition for a judicial decision set forth in the items of paragraph (2) of the preceding Article, the court must send a copy of the written petition to the person specified in each of those items.

２　前項の規定により申立書の写しを送付することができない場合には、裁判長は、相当の期間を定め、その期間内に不備を補正すべきことを命じなければならない。申立書の写しの送付に必要な費用を予納しない場合も、同様とする。

(2) If it is not possible to send a copy of a written petition pursuant to the provisions of the preceding paragraph, the presiding judge must specify a reasonable period and order to correct defects within the period. The same applies to cases where the cost necessary for sending a copy of a written petition is not prepaid.

３　前項の場合において、申立人が不備を補正しないときは、裁判長は、命令で、申立書を却下しなければならない。

(3) In the case referred to in the preceding paragraph, when a petitioner does not correct defects, the presiding judge must dismiss the written petition by an order.

４　前項の命令に対しては、即時抗告をすることができる。

(4) An immediate appeal may be filed against the order referred to in the preceding paragraph.

５　裁判所は、第一項の申立てがあった場合において、当該申立てについての裁判をするときは、相当の猶予期間を置いて、審理を終結する日を定め、申立人及び前条第二項各号に定める者に告知しなければならない。ただし、これらの者が立ち会うことができる期日においては、直ちに審理を終結する旨を宣言することができる。

(5) If a petition referred to in paragraph (1) is filed, when making a judicial decision on the petition, the court must specify the day when proceedings are to be concluded by giving a reasonable grace period, and must notify the

petitioner and the person specified in each of those items of paragraph (2) of the preceding Article; provided, however, that the court may declare that the proceedings are concluded immediately on the day when these persons may attend.

6　裁判所は、前項の規定により審理を終結したときは、裁判をする日を定め、これを同項の者に告知しなければならない。

(6) When the court concludes proceedings pursuant to the provisions of the preceding paragraph, it must specify the day to make a judicial decision and notify the persons referred to in the same paragraph to that effect.

7　裁判所は、第一項の申立てが不適法であるとき、又は申立てに理由がないことが明らかなときは、同項及び前二項の規定にかかわらず、直ちに申立てを却下することができる。

(7) When the petition referred to in paragraph (1) is non-conforming or when it is obvious that there are no reasons for the petition, the court may dismiss the petition immediately notwithstanding the provisions of the same paragraph and the preceding two paragraphs.

8　前項の規定は、前条第二項各号に掲げる裁判の申立てがあった裁判所が民事訴訟費用等に関する法律（昭和四十六年法律第四十号）の規定に従い当該各号に定める者に対する期日の呼出しに必要な費用の予納を相当の期間を定めて申立人に命じた場合において、その予納がないときについて準用する。

(8) The provisions of the preceding paragraph apply mutatis mutandis to cases where the court to which a petition for judicial decision set forth in items of paragraph (2) of the preceding Article is made, ordered the petition to prepay the costs necessary for issuing a summons for the appearance date to the persons specified in each of those items pursuant to the provisions of the Act on Costs of Civil Procedure (Act No. 40 of 1971) and when the prepayment is not made.

（理由の付記）

(Appending of the Reason)

第八百七十一条　この法律の規定による非訟事件についての裁判には、理由を付さなければならない。ただし、次に掲げる裁判については、この限りでない。

Article 871 A judicial decision for a non-contentious case under the provisions of this Act must append the reason thereof; provided, however, that this does not apply to the following judicial decisions:

一　第八百七十条第一項第一号に掲げる裁判

(i) the judicial decision set forth in Article 870, paragraph (1), item (i); and

二　第八百七十四条各号に掲げる裁判

(ii) the judicial decisions set forth in the items of Article 874.

（即時抗告）

(Immediate Appeals)

第八百七十二条　次の各号に掲げる裁判に対しては、当該各号に定める者に限り、即時抗告をすることができる。

Article 872 An immediate appeal may be entered against the judicial decisions set forth in the following items only by the persons specified in each of those items:

一　第六百九条第三項又は第八百二十五条第一項（第八百二十七条第二項において準用する場合を含む。）の規定による保全処分についての裁判　利害関係人

(i) a judicial decision on a provisional order under the provisions of Article 609, paragraph (3) or Article 825, paragraph (1) (including the cases where it is applied mutatis mutandis pursuant to Article 827, paragraph (2)): an interested party;

二　第八百四十条第二項（第八百四十一条第二項において準用する場合を含む。）の規定による申立てについての裁判　申立人、株主及び株式会社

(ii) a judicial decision on a petition under the provisions of Article 840, paragraph (2) (including the cases where it is applied mutatis mutandis pursuant to Article 841, paragraph (2)): the petitioner, shareholders and the stock company;

三　第八百四十二条第二項において準用する第八百四十条第二項の規定による申立てについての裁判　申立人、新株予約権者及び株式会社

(iii) a judicial decision on a petition under the provisions of Article 840, paragraph (2) as applied mutatis mutandis pursuant to Article 842, paragraph (2): the petitioner, share option holders and the stock company;

四　第八百七十条第一項各号に掲げる裁判　申立人及び当該各号に定める者（同項第一号、第三号及び第四号に掲げる裁判にあっては、当該各号に定める者）

(iv) the judicial decisions set forth in the items of Article 870, paragraph (1): the petitioner and the persons specified in each of those items (or, for the judicial decisions set forth in items (i), (iii) and (iv) of the same paragraph, only the persons specified in each of those items); and

五　第八百七十条第二項各号に掲げる裁判　申立人及び当該各号に定める者

(v) judicial decisions set forth in the items of Article 870, paragraph (2): a petitioner and the person specified in each of those items.

（抗告状の写しの送付等）

(Sending of a Copy of Petition for Appeal)

第八百七十二条の二　裁判所は、第八百七十条第二項各号に掲げる裁判に対する即時抗告があったときは、申立人及び当該各号に定める者（抗告人を除く。）に対し、抗告状の写しを送付しなければならない。この場合においては、第八百七十条の二第二項及び第三項の規定を準用する。

Article 872-2 (1) When an immediate appeal against the judicial decision set forth in the items of Article 870, paragraph (2) is made, the court must send a

copy of the petition for appeal to the petitioner and the persons specified in each of those items (excluding the appellant). In this case, the provisions of Article 870-2, paragraphs (2) and (3) apply mutatis mutandis.

２　第八百七十条の二第五項から第八項までの規定は、前項の即時抗告があった場合について準用する。

(2) The provisions of Article 870-2, paragraphs (5) through (8) apply mutatis mutandis to cases where an immediate appeal referred to in the preceding paragraph is made.

（原裁判の執行停止）

(Stay of Execution of the Judicial Decision of the Prior Instance)

第八百七十三条　第八百七十二条の即時抗告は、執行停止の効力を有する。ただし、第八百七十条第一項第一号から第四号まで及び第八号に掲げる裁判に対するものについては、この限りでない。

Article 873 The immediate appeal referred to in Article 872 has the effect of staying execution; provided, however, that this does not apply to an immediate appeal against the following judicial decisions set forth in Article 870, paragraph (1), items (i) through (iv) and (viii).

（不服申立ての制限）

(Restrictions on Appeal)

第八百七十四条　次に掲げる裁判に対しては、不服を申し立てることができない。

Article 874 No appeal may be entered against the following judicial decisions:

一　第八百七十条第一項第一号に規定する一時取締役、会計参与、監査役、代表取締役、委員、執行役若しくは代表執行役の職務を行うべき者、清算人、代表清算人、清算持分会社を代表する清算人、同号に規定する一時清算人若しくは代表清算人の職務を行うべき者、検査役、第五百一条第一項（第八百二十二条第三項において準用する場合を含む。）若しくは第六百六十二条第一項の鑑定人、第五百八条第二項（第八百二十二条第三項において準用する場合を含む。）若しくは第六百七十二条第三項の帳簿資料の保存をする者、社債管理者若しくは社債管理補助者の特別代理人又は第七百十四条第三項（第七百十四条の七において準用する場合を含む。）の事務を承継する社債管理者若しくは社債管理補助者の選任又は選定の裁判

(i) a judicial decision on the appointment or selection of a person who is temporarily to perform the duties of a director, accounting advisor, company auditor, representative director, committee member, executive officer or representative executive officer prescribed in Article 870, paragraph (1), item (i), a liquidator, a representative liquidator, a liquidator who represents a liquidating membership company, a person who is temporarily to perform the duties of a liquidator or representative liquidator prescribed in that item, an inspector, the appraiser set forth in Article 501, paragraph (1) (including the cases where it is applied mutatis mutandis pursuant to Article 822,

paragraph (3)) or Article 662, paragraph (1), the person who retains accounting materials set forth in Article 508, paragraph (2) (including the cases where it is applied mutatis mutandis pursuant to Article 822, paragraph (3)) or Article 672, paragraph (3), a special agent of a bond administrator or an assistant bond administrator or the bond administrator or an assistant bond administrator to succeed to the administration of bonds set forth in Article 714, paragraph (3) (including cases where it is applied mutatis mutandis pursuant to Article 714-7);

二　第八百二十五条第二項（第八百二十七条第二項において準用する場合を含む。）の管理人の選任又は解任についての裁判

(ii) a judicial decision on appointment or dismissal of the administrator referred to in Article 825, paragraph (2) (including the cases where it is applied mutatis mutandis pursuant to Article 827, paragraph (2));

三　第八百二十五条第六項（第八百二十七条第二項において準用する場合を含む。）の規定による裁判

(iii) a judicial decision under the provisions of Article 825, paragraph (6) (including the cases where it is applied mutatis mutandis pursuant to Article 827, paragraph (2)); and

四　この法律の規定による許可の申立てを認容する裁判（第八百七十条第一項第九号及び第二項第一号に掲げる裁判を除く。）

(iv) a judicial decision upholding a petition for permission under the provisions of this Act (excluding the judicial decisions set forth in Article 870, paragraph (1), item (ix) and paragraph (2), item (i) of the same Article).

（非訟事件手続法の規定の適用除外）

(Exclusion from Application of the Provisions of the Non-Contentious Cases Procedures Act)

第八百七十五条　この法律の規定による非訟事件については、非訟事件手続法第四十条及び第五十七条第二項第二号の規定は、適用しない。

Article 875 The provisions of Article 40 and Article 57, paragraph (2), item (ii) of the non-contentious cases procedures Act do not apply to non-contentious cases under the provisions of this Act.

（最高裁判所規則）

(Supreme Court Rules)

第八百七十六条　この法律に定めるもののほか、この法律の規定による非訟事件の手続に関し必要な事項は、最高裁判所規則で定める。

Article 876 Beyond what is specified in this Act, necessary matters concerning the procedures of non-contentious cases under the provisions of this Act are specified by the Supreme Court Rules.

第二節　新株発行の無効判決後の払戻金増減の手続に関する特則
Section 2 Special Provisions on the Procedures of Increasing or Decreasing the Refund after a Judgment of Invalidation of a New Share Issue

（審問等の必要的併合）
(Mandatory Consolidation of Hearings)

第八百七十七条　第八百四十条第二項（第八百四十一条第二項及び第八百四十二条第二項において準用する場合を含む。）の申立てに係る事件が数個同時に係属するときは、審問及び裁判は、併合してしなければならない。

Article 877 When several cases relating to the petition referred to in Article 840, paragraph (2) (including the cases where it is applied mutatis mutandis pursuant to Article 841, paragraph (2) and Article 842, paragraph (2)) are pending simultaneously, the hearings and judicial decisions thereof must be made in consolidation.

（裁判の効力）
(Effects of a Judicial Decision)

第八百七十八条　第八百四十条第二項（第八百四十一条第二項において準用する場合を含む。）の申立てについての裁判は、総株主に対してその効力を生ずる。

Article 878 (1) A judicial decision on the petition referred to in Article 840, paragraph (2) (including the cases where it is applied mutatis mutandis pursuant to Article 841, paragraph (2)) is effective against all of the shareholders.

２　第八百四十二条第二項において準用する第八百四十条第二項の申立てについての裁判は、総新株予約権者に対してその効力を生ずる。

(2) A judicial decision on the petition referred to in Article 840, paragraph (2) as applied mutatis mutandis pursuant to Article 842, paragraph (2) is effective against all of the share option holders.

第三節　特別清算の手続に関する特則
Section 3 Special Provisions on the Proceedings of Special Liquidation
第一款　通則
Subsection 1 Common Provisions

（特別清算事件の管轄）
(Jurisdiction over a Special Liquidation Case)

第八百七十九条　第八百六十八条第一項の規定にかかわらず、法人が株式会社の総株主（株主総会において決議をすることができる事項の全部につき議決権を行使することができない株主を除く。次項において同じ。）の議決権の過半数を有する場合には、当該法人（以下この条において「親法人」という。）について特別清算事件、破産事

件、再生事件又は更生事件（以下この条において「特別清算事件等」という。）が係属しているときにおける当該株式会社についての特別清算開始の申立ては、親法人の特別清算事件等が係属している地方裁判所にもすることができる。

Article 879 (1) Notwithstanding the provisions of Article 868, paragraph (1), if a corporation has a majority of the voting rights of all shareholders of a stock company (excluding shareholders who are unable to exercise voting rights on all the matters which may be resolved at the shareholders meeting; the same applies in the following paragraph), if a special liquidation case, a bankruptcy case, a rehabilitation case or a reorganization case (hereinafter referred to as a "special liquidation case, etc." in this Article) is pending with regard to relevant corporation (hereinafter referred to as the "parent corporation" in this Article), a petition for commencement of special liquidation relating to relevant stock company may be filed alternatively with the district court before which the special liquidation case, etc. of the parent corporation is pending.

２　前項に規定する株式会社又は親法人及び同項に規定する株式会社が他の株式会社の総株主の議決権の過半数を有する場合には、当該他の株式会社についての特別清算開始の申立ては、親法人の特別清算事件等が係属している地方裁判所にもすることができる。

(2) If the stock company prescribed in the preceding paragraph, or the parent corporation and the stock company prescribed in that paragraph have a majority of the voting rights of all shareholders of another stock company, a petition for commencement of special liquidation relating to relevant other stock company may be filed alternatively with the district court before which the special liquidation case, etc. of the parent corporation is pending.

３　前二項の規定の適用については、第三百八条第一項の法務省令で定める株主は、その有する株式について、議決権を有するものとみなす。

(3) With regard to application of the preceding two paragraphs, the shareholder prescribed by Ministry of Justice Order referred to in Article 308, paragraph (1) is deemed to have voting rights with respect to the shares which the shareholder holds.

４　第八百六十八条第一項の規定にかかわらず、株式会社が最終事業年度について第四百四十四条の規定により当該株式会社及び他の株式会社に係る連結計算書類を作成し、かつ、当該株式会社の定時株主総会においてその内容が報告された場合には、当該株式会社について特別清算事件等が係属しているときにおける当該他の株式会社についての特別清算開始の申立ては、当該株式会社の特別清算事件等が係属している地方裁判所にもすることができる。

(4) Notwithstanding the provisions of Article 868, paragraph (1), if a stock company has, pursuant to the provisions of Article 444, prepared consolidated financial statements of that stock company or another stock company for the most recent business year and the contents thereof have been reported to the annual shareholders meeting of that stock company, if a special liquidation

case, etc. is pending with regard to that stock company, a petition for commencement of special liquidation relating to relevant other stock company may be filed alternatively with the district court before which the special liquidation case, etc. of that stock company is pending.

（特別清算開始後の通常清算事件の管轄及び移送）

(Jurisdiction over and Transfer of an Ordinary Liquidation Case after Commencement of Special Liquidation)

第八百八十条　第八百六十八条第一項の規定にかかわらず、清算株式会社について特別清算開始の命令があったときは、当該清算株式会社についての第二編第九章第一節（第五百八条を除く。）の規定による申立てに係る事件（次項において「通常清算事件」という。）は、当該清算株式会社の特別清算事件が係属する地方裁判所（以下この節において「特別清算裁判所」という。）が管轄する。

Article 880 (1) Notwithstanding the provisions of Article 868, paragraph (1), if an order to commence special liquidation is issued with regard to a liquidating stock company, a case relating to a petition under the provisions of Part II, Chapter IX, Section 1 (excluding Article 508) (referred to as an "ordinary liquidation case" in the following paragraph) relating to relevant liquidating stock company is under the jurisdiction of the district court (hereinafter referred to as the "special liquidation court" in this Section) before which the special liquidation case of relevant liquidating stock company is pending.

２　通常清算事件が係属する地方裁判所以外の地方裁判所に同一の清算株式会社について特別清算事件が係属し、かつ、特別清算開始の命令があった場合において、当該通常清算事件を処理するために相当と認めるときは、裁判所（通常清算事件を取り扱う一人の裁判官又は裁判官の合議体をいう。）は、職権で、当該通常清算事件を特別清算裁判所に移送することができる。

(2) If a special liquidation case relating to a liquidating stock company is pending before a district court other than the district court before which an ordinary liquidation case relating to the same liquidating stock company is pending and an order to commence special liquidation has been issued, if it is found reasonable for processing relevant ordinary liquidation case, the court (meaning a judge or a panel of judges handling the ordinary liquidation case) may transfer relevant ordinary liquidation case to the special liquidation court ex officio.

（疎明）

(Prima Facie Showing)

第八百八十一条　第二編第九章第二節（第五百四十七条第三項を除く。）の規定による許可の申立てについては、第八百六十九条の規定は、適用しない。

Article 881 The provisions of Article 869 do not apply to a petition for permission under the provisions of Part II, Chapter IX, Section 2 (excluding

Article 547, paragraph (3)).

（理由の付記）

(Appending of Reasons)

第八百八十二条　特別清算の手続に関する決定で即時抗告をすることができるものには、理由を付さなければならない。ただし、第五百二十六条第一項（同条第二項において準用する場合を含む。）及び第五百三十二条第一項（第五百三十四条において準用する場合を含む。）の規定による決定については、この限りでない。

Article 882 (1) A ruling concerning proceedings of special liquidation against which an immediate appeal may be entered must append the reason thereof; provided, however, that this does not apply to a ruling under the provisions of Article 526, paragraph (1) (including the cases where it is applied mutatis mutandis pursuant to paragraph (2) of that Article) and Article 532, paragraph (1) (including the cases where it is applied mutatis mutandis pursuant to Article 534).

２　特別清算の手続に関する決定については、第八百七十一条の規定は、適用しない。

(2) The provisions of Article 871 do not apply to a ruling concerning proceedings of special liquidation.

（裁判書の送達）

(Service of a Written Judgment)

第八百八十三条　この節の規定による裁判書の送達については、民事訴訟法第一編第五章第四節（第百四条を除く。）の規定を準用する。

Article 883 The provisions of Part I, Chapter V, Section 4 of the Code of Civil Procedure (excluding Article 104) apply mutatis mutandis to the service of a written judgment under the provisions of this Section.

（不服申立て）

(Appeal)

第八百八十四条　特別清算の手続に関する裁判につき利害関係を有する者は、この節に特別の定めがある場合に限り、当該裁判に対し即時抗告をすることができる。

Article 884 (1) A person who has an interest in a judicial decision concerning proceedings of special liquidation may enter an immediate appeal against relevant judicial decision only if there are special provisions in this Section.

２　前項の即時抗告は、この節に特別の定めがある場合を除き、執行停止の効力を有する。

(2) The immediate appeal referred to in the preceding paragraph has the effect of staying execution except as otherwise provided by this Section.

（公告）

(Public Notice)

第八百八十五条　この節の規定による公告は、官報に掲載してする。

Article 885 (1) A public notice under the provisions of this Section is effected by publication in Official Gazette.

２　前項の公告は、掲載があった日の翌日に、その効力を生ずる。

(2) The public notice referred to in the preceding paragraph becomes effective on the day immediately following the day of publication.

（事件に関する文書の閲覧等）

(Inspection of Case Documents)

第八百八十六条　利害関係人は、裁判所書記官に対し、第二編第九章第二節若しくはこの節又は非訟事件手続法第二編（特別清算開始の命令があった場合にあっては、同章第一節若しくは第二節若しくは第一節（同章第一節の規定による申立てに係る事件に係る部分に限る。）若しくはこの節又は非訟事件手続法第二編）の規定（これらの規定において準用するこの法律その他の法律の規定を含む。）に基づき、裁判所に提出され、又は裁判所が作成した文書その他の物件（以下この条及び次条第一項において「文書等」という。）の閲覧を請求することができる。

Article 886 (1) An interested party may make a request to a court clerk for inspection of the documents or any other articles (hereinafter referred to as the "documents, etc." in this Article and paragraph (1) of the following Article) submitted to the court or prepared by the court based on the provisions of Part II, Chapter IX, Section 2 or this Section or Part II of the Non-Contentious Cases Procedures Act (or, if an order to commence special liquidation has been issued, Part II, Chapter IX, Section 1 or Section 2, or Section 1 of this Chapter (limited to the portion relating to a case relating to a petition under the provisions of Part II, Chapter IX, Section 1) or this Section, or Part II of the Non-Contentious Cases Procedures Act) (including the provisions of this Act or any other Acts applied mutatis mutandis under these provisions).

２　利害関係人は、裁判所書記官に対し、文書等の謄写、その正本、謄本若しくは抄本の交付又は事件に関する事項の証明書の交付を請求することができる。

(2) An interested party may make a request to a court clerk for copying of the documents, etc., delivery of the original, a transcript or an extract thereof, or delivery of a certificate of matters concerning the case.

３　前項の規定は、文書等のうち録音テープ又はビデオテープ（これらに準ずる方法により一定の事項を記録した物を含む。）に関しては、適用しない。この場合において、これらの物について利害関係人の請求があるときは、裁判所書記官は、その複製を許さなければならない。

(3) The provisions of the preceding paragraph do not apply to sound recording tapes or video tapes (including objects on which certain matters are recorded by a method equivalent thereto) among the documents, etc. In these cases, a court clerk must permit reproduction of these objects if there is a request from an interested party for these objects.

４　前三項の規定にかかわらず、次の各号に掲げる者は、当該各号に定める命令、保全処分、処分又は裁判のいずれかがあるまでの間は、前三項の規定による請求をすることができない。ただし、当該者が特別清算開始の申立人である場合は、この限りでない。

(4) Notwithstanding the provisions of the preceding three paragraphs, the persons set forth in the following items may not make a request under the provisions of the preceding three paragraphs until any one of the orders, provisional orders, dispositions or judicial decisions specified respectively in those items has been issued; provided, however, that this does not apply if any that person is a petitioner with respect to commencement of special liquidation:

一　清算株式会社以外の利害関係人　第五百十二条の規定による中止の命令、第五百四十条第二項の規定による保全処分、第五百四十一条第二項の規定による処分又は特別清算開始の申立てについての裁判

(i) an interested party other than the liquidating stock company: an order to suspend under the provisions of Article 512, a provisional order under the provisions of Article 540, paragraph (2), a disposition under the provisions of Article 541, paragraph (2), or a judicial decision relating to a petition for commencement of special liquidation; or

二　清算株式会社　特別清算開始の申立てに関する清算株式会社を呼び出す審問の期日の指定の裁判又は前号に定める命令、保全処分、処分若しくは裁判

(ii) the liquidating stock company: a judicial decision designating the date of the hearing on which the liquidating stock company is to be summoned concerning a petition for commencement of special liquidation or the order, provisional order, disposition or judicial decision specified in the preceding item.

５　非訟事件手続法第三十二条第一項から第四項までの規定は、特別清算の手続には、適用しない。

(5) The provisions of Article 32, paragraphs (1) through (4) of the Non-Contentious Cases Procedures Act do not apply to the special liquidation proceedings.

（支障部分の閲覧等の制限）

(Restrictions on Inspection of Detrimental Parts)

第八百八十七条　次に掲げる文書等について、利害関係人がその閲覧若しくは謄写、その正本、謄本若しくは抄本の交付又はその複製（以下この条において「閲覧等」という。）を行うことにより、清算株式会社の清算の遂行に著しい支障を生ずるおそれがある部分（以下この条において「支障部分」という。）があることにつき疎明があった場合には、裁判所は、当該文書等を提出した清算株式会社又は調査委員の申立てにより、支障部分の閲覧等の請求をすることができる者を、当該申立てをした者及び清算株式会社に限ることができる。

Article 887 (1) If a prima facie showing is made that any one of the following documents, etc. include a part (hereinafter referred to as a "detrimental part") where inspection or copying thereof, delivery of the original or a transcript or an extract thereof, or reproduction thereof (hereinafter referred to as "inspection, etc." in this Article) by interested parties is likely to cause considerable detriment to the implementation of liquidation of the liquidating stock company, the court may, in response to a petition from the liquidating stock company that submitted relevant documents, etc. or by an investigator, limit the persons who are able to request inspection, etc. of the detrimental part to the person who has filed relevant petition and the liquidating stock company:

一　第五百二十条の規定による報告又は第五百二十二条第一項に規定する調査の結果の報告に係る文書等

(i) documents, etc. relating to a report under the provisions of Article 520 or a report of the results of the investigation prescribed in Article 522, paragraph (1); or

二　第五百三十五条第一項又は第五百三十六条第一項の許可を得るために裁判所に提出された文書等

(ii) documents, etc. submitted to the court for obtaining the permission set forth in Article 535, paragraph (1) or Article 536, paragraph (1).

２　前項の申立てがあったときは、その申立てについての裁判が確定するまで、利害関係人（同項の申立てをした者及び清算株式会社を除く。次項において同じ。）は、支障部分の閲覧等の請求をすることができない。

(2) When the petition referred to in the preceding paragraph is filed, interested parties (excluding the person who has filed the petition referred to in that paragraph and the liquidating stock company; the same applies in the following paragraph) may not request inspection, etc. of the detrimental part until the judicial decision on the petition becomes final and binding.

３　支障部分の閲覧等の請求をしようとする利害関係人は、特別清算裁判所に対し、第一項に規定する要件を欠くこと又はこれを欠くに至ったことを理由として、同項の規定による決定の取消しの申立てをすることができる。

(3) An interested party who intends to request inspection, etc. of the detrimental part may file a petition for revocation of the ruling under the provisions of paragraph (1) with the special liquidation court on the basis that the requirements prescribed in that paragraph are not satisfied or are no longer satisfied.

４　第一項の申立てを却下する決定及び前項の申立てについての裁判に対しては、即時抗告をすることができる。

(4) An immediate appeal may be entered against a ruling to dismiss the petition referred to in paragraph (1) or against a judicial decision relating to the petition referred to in the preceding paragraph.

５　第一項の規定による決定を取り消す決定は、確定しなければその効力を生じない。
(5) A ruling to revoke the ruling under the provisions of paragraph (1) does not become effective until it is final and binding.

第二款　特別清算の開始の手続に関する特則
Subsection 2 Special Provisions on Procedures for Commencement of Special Liquidation

（特別清算開始の申立て）
(Petition for Commencement of Special Liquidation)
第八百八十八条　債権者又は株主が特別清算開始の申立てをするときは、特別清算開始の原因となる事由を疎明しなければならない。
Article 888 (1) When a creditor or shareholder files a petition for commencement of special liquidation, the creditor or shareholder must make a prima facie showing of the grounds that serve as the cause for commencement of special liquidation.
２　債権者が特別清算開始の申立てをするときは、その有する債権の存在をも疎明しなければならない。
(2) When a creditor files a petition for commencement of special liquidation, the creditor must also make a prima facie showing of the presence of the claims the creditor holds.
３　特別清算開始の申立てをするときは、申立人は、第五百十四条第一号に規定する特別清算の手続の費用として裁判所の定める金額を予納しなければならない。
(3) When filing a petition for commencement of special liquidation, the petitioner must prepay the amount specified by the court as expenses for the proceedings of special liquidation prescribed in Article 514, item (i).
４　前項の費用の予納に関する決定に対しては、即時抗告をすることができる。
(4) An immediate appeal may be entered against a ruling concerning the prepayment of expenses referred to in the preceding paragraph.

（他の手続の中止命令）
(Order to Suspend Other Procedures)
第八百八十九条　裁判所は、第五百十二条の規定による中止の命令を変更し、又は取り消すことができる。
Article 889 (1) The court may change or revoke an order to suspend under the provisions of Article 512.
２　前項の中止の命令及び同項の規定による決定に対しては、即時抗告をすることができる。
(2) An immediate appeal may be entered against the order to suspend referred to in the preceding paragraph and a ruling under the provisions of that paragraph.

３　前項の即時抗告は、執行停止の効力を有しない。
(3) The immediate appeal referred to in the preceding paragraph does not have the effect of staying execution.
４　第二項に規定する裁判及び同項の即時抗告についての裁判があった場合には、その裁判書を当事者に送達しなければならない。
(4) I the judicial decision prescribed in paragraph (2) or a judicial decision relating to the immediate appeal referred to in that paragraph is made, the written judgment thereof must be served on the parties.

（特別清算開始の命令）
(Order to Commence Special Liquidation)
第八百九十条　裁判所は、特別清算開始の命令をしたときは、直ちに、その旨を公告し、かつ、特別清算開始の命令の裁判書を清算株式会社に送達しなければならない。
Article 890 (1) When the court issues an order to commence special liquidation, it must immediately give public notice to that effect and serve the written judgment of the order to commence special liquidation on the liquidating stock company.
２　特別清算開始の命令は、清算株式会社に対する裁判書の送達がされた時から、効力を生ずる。
(2) An order to commence special liquidation becomes effective when the written judgment thereof is served on the liquidating stock company.
３　特別清算開始の命令があったときは、特別清算の手続の費用は、清算株式会社の負担とする。
(3) When an order to commence special liquidation is issued, the expenses for the proceedings of special liquidation are borne by the liquidating stock company.
４　特別清算開始の命令に対しては、清算株式会社に限り、即時抗告をすることができる。
(4) Only the liquidating stock company may enter an immediate appeal against an order to commence special liquidation.
５　特別清算開始の申立てを却下した裁判に対しては、申立人に限り、即時抗告をすることができる。
(5) Only the petitioner may enter an immediate appeal against a judicial decision that dismissed a petition for commencement of special liquidation.
６　特別清算開始の命令をした裁判所は、第四項の即時抗告があった場合において、当該命令を取り消す決定が確定したときは、直ちに、その旨を公告しなければならない。
(6) The court that has issued an order to commence special liquidation must, if the immediate appeal set forth in paragraph (4) has been entered, if a ruling to revoke relevant order becomes final and binding, immediately give public notice to that effect.

（担保権の実行の手続等の中止命令）

(Order to Suspend Procedures to Enforce Security Interests)

第八百九十一条　裁判所は、第五百十六条の規定による中止の命令を発する場合には、同条に規定する担保権の実行の手続等の申立人の陳述を聴かなければならない。

Article 891 (1) The court must, when issuing an order to suspend under the provisions of Article 516, hear statements by the petitioner of the procedures to enforce security interests prescribed in that Article.

２　裁判所は、前項の中止の命令を変更し、又は取り消すことができる。

(2) The court may change or revoke the order to suspend referred to in the preceding paragraph.

３　第一項の中止の命令及び前項の規定による変更の決定に対しては、第一項の申立人に限り、即時抗告をすることができる。

(3) Only the petitioner referred to in paragraph (1) may enter an immediate appeal against the order to suspend referred to in paragraph (1) and a ruling to change under the provisions of the preceding paragraph.

４　前項の即時抗告は、執行停止の効力を有しない。

(4) The immediate appeal referred to in the preceding paragraph does not have the effect of staying execution.

５　第三項に規定する裁判及び同項の即時抗告についての裁判があった場合には、その裁判書を当事者に送達しなければならない。

(5) If the judicial decision prescribed in paragraph (3) or a judicial decision on the immediate appeal referred to in that paragraph is made, the written judgment thereof must be served on the parties.

第三款　特別清算の実行の手続に関する特則

Subsection 3 Special Provisions on Proceedings of Implementation of Special Liquidation

（調査命令）

(Investigation Orders)

第八百九十二条　裁判所は、調査命令（第五百二十二条第一項に規定する調査命令をいう。次項において同じ。）を変更し、又は取り消すことができる。

Article 892 (1) The court may change or revoke an investigation order (meaning an investigation order prescribed in Article 522, paragraph (1); the same applies in the following paragraph).

２　調査命令及び前項の規定による決定に対しては、即時抗告をすることができる。

(2) An immediate appeal may be entered against an order to investigate and a ruling under the provisions of the preceding paragraph.

３　前項の即時抗告は、執行停止の効力を有しない。

(3) The immediate appeal set forth in the preceding paragraph does not have the effect of staying execution.

４　第二項に規定する裁判及び同項の即時抗告についての裁判があった場合には、その

裁判書を当事者に送達しなければならない。
(4) If the judicial decision prescribed in paragraph (2) or a judicial decision on the immediate appeal referred to in that paragraph is made, the written judgment thereof must be served on the parties.

（清算人の解任及び報酬等）
(Dismissal and Remuneration of Liquidators)
第八百九十三条　裁判所は、第五百二十四条第一項の規定により清算人を解任する場合には、当該清算人の陳述を聴かなければならない。
Article 893 (1) The court must, in cases of dismissing a liquidator pursuant to the provisions of Article 524, paragraph (1), hear statements from relevant liquidator.
２　第五百二十四条第一項の規定による解任の裁判に対しては、即時抗告をすることができる。
(2) An immediate appeal may be filed against a judicial decision on dismissal under the provisions of Article 524, paragraph (1).
３　前項の即時抗告は、執行停止の効力を有しない。
(3) The immediate appeal referred to in the preceding paragraph does not have the effect of staying execution.
４　第五百二十六条第一項（同条第二項において準用する場合を含む。）の規定による決定に対しては、即時抗告をすることができる。
(4) An immediate appeal may be filed against a ruling under the provisions of Article 526, paragraph (1) (including the cases where it is applied mutatis mutandis pursuant to paragraph (2) of that Article).

（監督委員の解任及び報酬等）
(Dismissal and Remuneration of Supervisors)
第八百九十四条　裁判所は、監督委員を解任する場合には、当該監督委員の陳述を聴かなければならない。
Article 894 (1) The court must, in cases of dismissing a supervisor, hear statements from relevant supervisor.
２　第五百三十二条第一項の規定による決定に対しては、即時抗告をすることができる。
(2) An immediate appeal may be filed against a ruling under the provisions of Article 532, paragraph (1).

（調査委員の解任及び報酬等）
(Dismissal and Remuneration of Investigators)
第八百九十五条　前条の規定は、調査委員について準用する。
Article 895 The provisions of the preceding Article apply mutatis mutandis pursuant to investigators.

（事業の譲渡の許可の申立て）
(Petition for Permission to Transfer Business)
第八百九十六条　清算人は、第五百三十六条第一項の許可の申立てをする場合には、知れている債権者の意見を聴き、その内容を裁判所に報告しなければならない。
Article 896 (1) A liquidator must, in cases of filing a petition for the permission referred to in Article 536, paragraph (1), hear the opinions of the known creditors and report the contents thereof to the court.
２　裁判所は、第五百三十六条第一項の許可をする場合には、労働組合等（清算株式会社の使用人その他の従業者の過半数で組織する労働組合があるときはその労働組合、清算株式会社の使用人その他の従業者の過半数で組織する労働組合がないときは清算株式会社の使用人その他の従業者の過半数を代表する者をいう。）の意見を聴かなければならない。
(2) The court must, in cases of issuing the permission set forth in Article 536, paragraph (1), hear the opinions of the labor union, etc. (meaning the labor union if there is a labor union consisting of a majority of the employees and any other workers of the liquidating stock company, and the person representing a majority of the employees and any other workers of the liquidating stock company if there is no labor union consisting of a majority of the employees and any other workers of the liquidating stock company).

（担保権者が処分をすべき期間の指定）
(Designating Periods for Disposition by Security Interest Holders)
第八百九十七条　第五百三十九条第一項の申立てについての裁判に対しては、即時抗告をすることができる。
Article 897 (1) An immediate appeal may be entered against a judicial decision relating to the petition referred to in Article 539, paragraph (1).
２　前項の裁判及び同項の即時抗告についての裁判があった場合には、その裁判書を当事者に送達しなければならない。
(2) If the judicial decision referred to in the preceding paragraph or a judicial decision relating to the immediate appeal in that paragraph is made, the written judgment thereof must be served on the parties.

（清算株式会社の財産に関する保全処分等）
(Provisional Orders Regarding the Property of a Liquidating Stock Company)
第八百九十八条　裁判所は、次に掲げる裁判を変更し、又は取り消すことができる。
Article 898 (1) The court may change or revoke any one of the following judicial decisions:
一　第五百四十条第一項又は第二項の規定による保全処分
(i) a provisional order under the provisions of Article 540, paragraph (1) or (2);
二　第五百四十一条第一項又は第二項の規定による処分
(ii) a disposition under the provisions of Article 541, paragraph (1) or (2);

三　第五百四十二条第一項又は第二項の規定による保全処分
(iii) a provisional order under the provisions of Article 542, paragraph (1) or (2); or
四　第五百四十三条の規定による処分
(iv) a disposition under the provisions of Article 543.
２　前項各号に掲げる裁判及び同項の規定による決定に対しては、即時抗告をすることができる。
(2) An immediate appeal may be entered against the judicial decisions set forth in the items of the preceding paragraph and a ruling under the provisions of that paragraph.
３　前項の即時抗告は、執行停止の効力を有しない。
(3) The immediate appeal referred to in the preceding paragraph does not have the effect of staying execution.
４　第二項に規定する裁判及び同項の即時抗告についての裁判があった場合には、その裁判書を当事者に送達しなければならない。
(4) If the judicial decision prescribed in paragraph (2) or a judicial decision relating to the immediate appeal referred to in that paragraph is made, the written judgment thereof must be served on the parties.
５　裁判所は、第一項第二号に掲げる裁判をしたときは、直ちに、その旨を公告しなければならない。当該裁判を変更し、又は取り消す決定があったときも、同様とする。
(5) When the court makes the judicial decision set forth in paragraph (1), item (ii), it must immediately give public notice to that effect. The same applies when it makes a ruling to change or revoke relevant judicial decision.

（役員等責任査定決定）
(Rulings Evaluating Subject Officer's Liability)
第八百九十九条　清算株式会社は、第五百四十五条第一項の申立てをするときは、その原因となる事実を疎明しなければならない。
Article 899 (1) When a liquidating stock company intends to file the petition referred to in Article 545, paragraph (1), it must make a prima facie showing with regard to the fact that serves as the cause thereof.
２　役員等責任査定決定（第五百四十五条第一項に規定する役員等責任査定決定をいう。以下この条において同じ。）及び前項の申立てを却下する決定には、理由を付さなければならない。
(2) A ruling evaluating the subject officer's liability (meaning the ruling evaluating the subject officer's liability prescribed in Article 545, paragraph (1); hereinafter the same applies in this Article) and a ruling to dismiss the petition referred to in the preceding paragraph must append the reason therefor.
３　裁判所は、前項に規定する裁判をする場合には、対象役員等（第五百四十二条第一項に規定する対象役員等をいう。）の陳述を聴かなければならない。

(3) The court must, when making the judicial decision prescribed in the preceding paragraph, hear statements from the subject officers (meaning the subject officers prescribed in Article 542, paragraph (1)).

４　役員等責任査定決定があった場合には、その裁判書を当事者に送達しなければならない。

(4) If a ruling evaluating the subject officers' liability is made, the written judgment thereof must be served on the parties.

５　第八百五十八条第一項の訴えが、同項の期間内に提起されなかったとき、又は却下されたときは、役員等責任査定決定は、給付を命ずる確定判決と同一の効力を有する。

(5) When the action referred to in Article 858, paragraph (1) is not filed within the period referred to in that paragraph or is dismissed, the ruling evaluating the subject officers' liability has the same effect as a final and binding judgment ordering performance.

（債権者集会の招集の許可の申立てについての裁判）

(Judicial Decisions on Petitions for Permission to Call a Bondholders Meeting)

第九百条　第五百四十七条第三項の許可の申立てを却下する決定に対しては、即時抗告をすることができる。

Article 900 An immediate appeal may be entered against a ruling to dismiss the petition for permission referred to in Article 547, paragraph (3).

（協定の認可又は不認可の決定）

(Rulings Approving or Rejecting Agreements)

第九百一条　利害関係人は、第五百六十八条の申立てに係る協定を認可すべきかどうかについて、意見を述べることができる。

Article 901 (1) An interested party may state an opinion on whether the agreement under a petition as referred to in Article 568 should be approved.

２　共助対象外国租税の請求権について、協定において減免その他権利に影響を及ぼす定めをする場合には、徴収の権限を有する者の意見を聴かなければならない。

(2) Where an agreement provides for a reduction of or release from a debt or any other measures that would affect rights as regards a claim in respect of foreign taxes subject to mutual assistance, the opinion of the person with the authority to collect on the claim must be heard.

３　第五百六十九条第一項の協定の認可の決定をしたときは、裁判所は、直ちに、その旨を公告しなければならない。

(3) When the court reaches a ruling approving the agreement referred to in Article 569, paragraph (1), it must immediately give public notice to that effect.

４　第五百六十八条の申立てについての裁判に対しては、即時抗告をすることができる。この場合において、前項の協定の認可の決定に対する即時抗告の期間は、同項の規定による公告が効力を生じた日から起算して二週間とする。

(4) An immediate appeal may be entered against a judicial decision relating to a

petition referred to in Article 568. In such a case, the period for entering an immediate appeal against the ruling approving the agreement referred to in the preceding paragraph is the two weeks after the day on which the public notice under the provisions of that paragraph becomes effective.

5　前各項の規定は、第五百七十二条の規定により協定の内容を変更する場合について準用する。

(5) The provisions of the preceding paragraphs apply mutatis mutandis to cases in which the details of an agreement are changed pursuant to the provisions of Article 572.

第四款　特別清算の終了の手続に関する特則
Subsection 4 Special Provisions on Proceedings of Completion of Special Liquidation

（特別清算終結の申立てについての裁判）

(Judicial Decisions on Petitions for the Conclusion of Special Liquidation)

第九百二条　特別清算終結の決定をしたときは、裁判所は、直ちに、その旨を公告しなければならない。

Article 902 (1) When the court makes a ruling to conclude special liquidation, it must immediately give public notice to that effect.

2　特別清算終結の申立てについての裁判に対しては、即時抗告をすることができる。この場合において、特別清算終結の決定に対する即時抗告の期間は、前項の規定による公告が効力を生じた日から起算して二週間とする。

(2) An immediate appeal may be entered against a judicial decision relating to a petition for the conclusion of special liquidation. In these cases, the period for entering an immediate appeal against a ruling to conclude special liquidation is two weeks from the day on which the public notice under the provisions of the preceding paragraph has become effective.

3　特別清算終結の決定は、確定しなければその効力を生じない。

(3) A ruling to conclude special liquidation does not become effective until it is final and binding.

4　特別清算終結の決定をした裁判所は、第二項の即時抗告があった場合において、当該決定を取り消す決定が確定したときは、直ちに、その旨を公告しなければならない。

(4) The court that has made a ruling to conclude special liquidation must, if the immediate appeal set forth in paragraph (2) has been entered, if a ruling to revoke relevant ruling becomes final and binding, immediately give public notice to that effect.

第四節　外国会社の清算の手続に関する特則
Section 4 Special Provisions on Procedures of Liquidation of Foreign Companies

（特別清算の手続に関する規定の準用）
(Application Mutatis Mutandis of the Provisions on Proceeding of Special Liquidation)

第九百三条　前節の規定は、その性質上許されないものを除き、第八百二十二条第一項の規定による日本にある外国会社の財産についての清算について準用する。

Article 903 The provisions of the preceding Section apply mutatis mutandis to liquidation of a foreign company's property in Japan under the provisions of Article 822, paragraph (1), excluding those that are not applicable by their nature.

第五節　会社の解散命令等の手続に関する特則
Section 5 Special Provisions on Procedures of Dissolution Orders for Companies

（法務大臣の関与）
(Participation of the Minister of Justice)

第九百四条　裁判所は、第八百二十四条第一項又は第八百二十七条第一項の申立てについての裁判をする場合には、法務大臣に対し、意見を求めなければならない。

Article 904 (1) When the court makes a judicial decision relating to the petition referred to in Article 824, paragraph (1) or Article 827, paragraph (1), it must seek the opinion of the Minister of Justice.

２　法務大臣は、裁判所が前項の申立てに係る事件について審問をするときは、当該審問に立ち会うことができる。

(2) The Minister of Justice may, when the court carries out a hearing concerning the case relating to the petition referred to in the preceding paragraph, attend relevant hearing.

３　裁判所は、法務大臣に対し、第一項の申立てに係る事件が係属したこと及び前項の審問の期日を通知しなければならない。

(3) The court must notify the Minister of Justice that a case relating to the petition referred to in paragraph (1) became pending and of the date of the hearing referred to in the preceding paragraph.

４　第一項の申立てを却下する裁判に対しては、第八百七十二条第四号に定める者のほか、法務大臣も、即時抗告をすることができる。

(4) The Minister of Justice may also enter an immediate appeal against a judicial decision to dismiss the petition referred to in paragraph (1) in addition to the persons prescribed in Article 872, item (iv).

（会社の財産に関する保全処分についての特則）
(Special Provisions on Provisional Orders Regarding the Property of a Company)

第九百五条　裁判所が第八百二十五条第一項（第八百二十七条第二項において準用する場合を含む。）の保全処分をした場合には、非訟事件の手続の費用は、会社又は外国会社の負担とする。当該保全処分について必要な費用も、同様とする。

Article 905 (1) If the court issues a provisional order referred to in Article 825, paragraph (1) (including the cases where it is applied mutatis mutandis pursuant to Article 827, paragraph (2)), the expenses for procedures in non-contentious cases are borne by the company or foreign company. The same applies to the necessary expenses with regard to the provisional order.

２　前項の保全処分又は第八百二十五条第一項（第八百二十七条第二項において準用する場合を含む。）の規定による申立てを却下する裁判に対して即時抗告があった場合において、抗告裁判所が当該即時抗告を理由があると認めて原裁判を取り消したときは、その抗告審における手続に要する裁判費用及び抗告人が負担した前審における手続に要する裁判費用は、会社又は外国会社の負担とする。

(2) If an immediate appeal has been entered against a provisional order as referred to in the preceding paragraph or against a judicial decision dismissing a petition under the provisions of Article 825, paragraph (1) (including the cases where it is applied mutatis mutandis pursuant to Article 827, paragraph (2)), and the court of the appeal revokes the judicial decision of the prior instance by finding that relevant immediate appeal has grounds, the court costs required for the procedures in the appeal instance and the court costs required for the procedures in the prior instance, which had been borne by the appellant, are borne by the company or foreign company.

第九百六条　利害関係人は、裁判所書記官に対し、第八百二十五条第六項（第八百二十七条第二項において準用する場合を含む。）の報告又は計算に関する資料の閲覧を請求することができる。

Article 906 (1) An interested party may make a request to a court clerk for inspection of documents relating to the report or account referred to in Article 825, paragraph (6) (including the cases where it is applied mutatis mutandis pursuant to Article 827, paragraph (2)).

２　利害関係人は、裁判所書記官に対し、前項の資料の謄写又はその正本、謄本若しくは抄本の交付を請求することができる。

(2) An interested party may make a request to a court clerk for the copying of the documents referred to in the preceding paragraph or delivery of the original, transcript or an extract thereof.

３　前項の規定は、第一項の資料のうち録音テープ又はビデオテープ（これらに準ずる方法により一定の事項を記録した物を含む。）に関しては、適用しない。この場合において、これらの物について利害関係人の請求があるときは、裁判所書記官は、その複製を許さなければならない。

(3) The provisions of the preceding paragraph do not apply to sound recording tapes or video tapes (including objects on which certain matters are recorded

by a method equivalent thereto) among the documents referred to in paragraph (1). In these cases, a court clerk must permit reproduction of these objects if there is such a request from an interested party for these objects.

４　法務大臣は、裁判所書記官に対し、第一項の資料の閲覧を請求することができる。

(4) The Minister of Justice may make a request to a court clerk for inspection of the documents referred to in paragraph (1).

５　民事訴訟法第九十一条第五項の規定は、第一項の資料について準用する。

(5) The provisions of Article 91, paragraph (5) of the Code of Civil Procedure apply mutatis mutandis to the documents referred to in paragraph (1).

第四章　登記
Chapter IV Registration

第一節　総則
Section 1 General Provisions

（通則）

(Common Provisions)

第九百七条　この法律の規定により登記すべき事項（第九百三十八条第三項の保全処分の登記に係る事項を除く。）は、当事者の申請又は裁判所書記官の嘱託により、商業登記法（昭和三十八年法律第百二十五号）の定めるところに従い、商業登記簿にこれを登記する。

Article 907 The matters to be registered pursuant to the provisions of this Act (excluding the matters related to the registration of a provisional order as referred to in Article 938, paragraph (3)) are registered in the commercial register through application by a party or commission of a court clerk, in accordance with the provisions of the Commercial Registration Act (Act No. 125 of 1963).

（登記の効力）

(Effects of Registration)

第九百八条　この法律の規定により登記すべき事項は、登記の後でなければ、これをもって善意の第三者に対抗することができない。登記の後であっても、第三者が正当な事由によってその登記があることを知らなかったときは、同様とする。

Article 908 (1) The matters to be registered pursuant to the provisions of this Act may not be duly asserted against a third party in good faith until after their registration. The same applies after the registration, if a third party did not know that the matters were registered based on justifiable grounds.

２　故意又は過失によって不実の事項を登記した者は、その事項が不実であることをもって善意の第三者に対抗することができない。

(2) A person who has registered false matters intentionally or by negligence may not duly assert the falsity of the matters against a third party in good faith.

（変更の登記及び消滅の登記）
(Registration of Changes and Registration of Extinctions)
第九百九条　この法律の規定により登記した事項に変更が生じ、又はその事項が消滅したときは、当事者は、遅滞なく、変更の登記又は消滅の登記をしなければならない。
Article 909 When there is a change to the matters registered pursuant to the provisions of this Act or when the matters becomes extinct, the party must have the registration of the change or the registration of the extinction completed without delay.

（登記の期間）
(Period for Registration)
第九百十条　この法律の規定により登記すべき事項のうち官庁の許可を要するものの登記の期間については、その許可書の到達した日から起算する。
Article 910 The period for the registration of those matters to be registered pursuant to the provisions of this Act which require the permission of a government agency is counted from the day of the arrival of the written permission.

第二節　会社の登記
Section 2 Registration of Companies
第一款　本店の所在地における登記
Subsection 1 Registration at the Location of the Head Office

（株式会社の設立の登記）
(Registration of Incorporation of a Stock Company)
第九百十一条　株式会社の設立の登記は、その本店の所在地において、次に掲げる日のいずれか遅い日から二週間以内にしなければならない。
Article 911 (1) The registration of incorporation of a stock company must be completed at the location of the head office within two weeks from whichever of the following days that is later:
一　第四十六条第一項の規定による調査が終了した日（設立しようとする株式会社が指名委員会等設置会社である場合にあっては、設立時代表執行役が同条第三項の規定による通知を受けた日）
(i) the day on which the investigation under the provisions of Article 46, paragraph (1) ended (or, if the stock company to be incorporated is a company with nominating committee, etc., the day on which the representative executive officer at incorporation received the notice under the provisions of paragraph (3) of that Article); or
二　発起人が定めた日
(ii) the day specified by the incorporator.

２　前項の規定にかかわらず、第五十七条第一項の募集をする場合には、前項の登記は、次に掲げる日のいずれか遅い日から二週間以内にしなければならない。

(2) Notwithstanding the provisions of the preceding paragraph, if the solicitation referred to in Article 57, paragraph (1) is carried out, the registration referred to in the preceding paragraph must be completed within two weeks from whichever of the following days that is the latest:

一　創立総会の終結の日

(i) the day of the conclusion of an organizational meeting;

二　第八十四条の種類創立総会の決議をしたときは、当該決議の日

(ii) if the resolution at an organizational meeting of class shareholders referred to in Article 84 is passed, the day of relevant resolution;

三　第九十七条の創立総会の決議をしたときは、当該決議の日から二週間を経過した日

(iii) if the resolution at the organizational meeting referred to in Article 97 is passed, the day on which two weeks have elapsed from the day of relevant resolution;

四　第百条第一項の種類創立総会の決議をしたときは、当該決議の日から二週間を経過した日

(iv) if the resolution at an organizational meeting of class shareholders referred to in Article 100, paragraph (1) is passed, the day on which two weeks have elapsed from the day of relevant resolution; or

五　第百一条第一項の種類創立総会の決議をしたときは、当該決議の日

(v) if the resolution at an organizational meeting of class shareholders referred to in Article 101, paragraph (1) is passed, the day of relevant resolution.

３　第一項の登記においては、次に掲げる事項を登記しなければならない。

(3) The following matters must be registered upon the registration referred to in paragraph (1):

一　目的

(i) the purpose;

二　商号

(ii) the trade name;

三　本店及び支店の所在場所

(iii) the addresses of the head office and branch offices;

四　株式会社の存続期間又は解散の事由についての定款の定めがあるときは、その定め

(iv) if there are provisions in the articles of incorporation with regard to the duration or the grounds for dissolution of the stock company, the provisions;

五　資本金の額

(v) the amount of stated capital;

六　発行可能株式総数

(vi) the total number of authorized shares;

七　発行する株式の内容（種類株式発行会社にあっては、発行可能種類株式総数及び発行する各種類の株式の内容）

(vii) the details of the shares it issues (or, for a company with class shares, the total number of authorized shares in a class and the details of the shares of each class);

八　単元株式数についての定款の定めがあるときは、その単元株式数

(viii) if there are provisions in the articles of incorporation with regard to the share unit, the share unit;

九　発行済株式の総数並びにその種類及び種類ごとの数

(ix) the total number of the issued shares and the class and the number of each class of the issued shares;

十　株券発行会社であるときは、その旨

(x) if the stock company is a share certificate-issuing company, a statement to that effect;

十一　株主名簿管理人を置いたときは、その氏名又は名称及び住所並びに営業所

(xi) if there is a shareholder register administrator, the name, address and business office thereof;

十二　新株予約権を発行したときは、次に掲げる事項

(xii) if the stock company has issued share options, the following matters:

イ　新株予約権の数

(a) the number of the share options;

ロ　第二百三十六条第一項第一号から第四号まで（ハに規定する場合にあっては、第二号を除く。）に掲げる事項

(b) the matters set forth in Article 236, paragraph (1), items (i) through (iv) (in the cases provided in (c), excluding item (ii));

ハ　第二百三十六条第三項各号に掲げる事項を定めたときは、その定め

(c) if the matters set forth in each item of Article 236, paragraph (3) are provided, those matters;

ニ　ロ及びハに掲げる事項のほか、新株予約権の行使の条件を定めたときは、その条件

(d) beyond the matters set forth in (b) and (c), if conditions on the exercise of the share options have been prescribed, the conditions;

ホ　第二百三十六条第一項第七号及び第二百三十八条第一項第二号に掲げる事項

(e) the matters set forth in Article 236, paragraph (1), item (vii) and Article 238, paragraph (1), items (ii); and

ヘ　第二百三十八条第一項第三号に掲げる事項を定めたときは、募集新株予約権（同項に規定する募集新株予約権をいう。以下ヘにおいて同じ。）の払込金額（同号に規定する払込金額をいう。以下ヘにおいて同じ。）（同号に掲げる事項として募集新株予約権の払込金額の算定方法を定めた場合において、登記の申請の時までに募集新株予約権の払込金額が確定していないときは、当該算定方法）

(f) if the matters set forth in each item of Article 238, paragraph (1), item

(iii) are provided, the subscriber share option (meaning subscriber share options provided in that paragraph; hereinafter the same applies in (f)) pay-in amount (meaning the pay-in amount provided in that item; hereinafter the same applies in (f)) (if the method of calculating the pay-in amount for the subscriber share options is provided as a matter set forth in that item and the pay-in amount for the subscriber share options has not been finalized by the time of application for registration, the calculation method).

十二の二　第三百二十五条の二の規定による電子提供措置をとる旨の定款の定めがあるときは、その定め

(xii)-2 if the articles of incorporation contain provisions to the effect that measures for electronic provision set forth in Article 325-2 are to be taken, those provisions.

十三　取締役（監査等委員会設置会社の取締役を除く。）の氏名

(xiii) the names of the directors (excluding directors of a company with audit and supervisory committee);

十四　代表取締役の氏名及び住所（第二十三号に規定する場合を除く。）

(xiv) the name and address of the representative director (excluding the cases prescribed in item (xxiii));

十五　取締役会設置会社であるときは、その旨

(xv) if the stock company is a company with board of directors, a statement to that effect;

十六　会計参与設置会社であるときは、その旨並びに会計参与の氏名又は名称及び第三百七十八条第一項の場所

(xvi) if the stock company is a company with accounting advisor, a statement to that effect, the name of the accounting advisor and the place referred to in Article 378, paragraph (1);

十七　監査役設置会社（監査役の監査の範囲を会計に関するものに限定する旨の定款の定めがある株式会社を含む。）であるときは、その旨及び次に掲げる事項

(xvii) if the stock company is a company with company auditor (including a stock company the articles of incorporation of which provide that the scope of the audit by its company auditors is limited to an audit related to accounting), a statement to that effect and the matters set forth in the following:

イ　監査役の監査の範囲を会計に関するものに限定する旨の定款の定めがある株式会社であるときは、その旨

(a) if there is a stock company having provisions of the articles of incorporation to limit the audit range of company auditors to those related to accounting, to that effect; and

ロ　監査役の氏名

(b) the name of company auditor;

十八　監査役会設置会社であるときは、その旨及び監査役のうち社外監査役であるものについて社外監査役である旨

(xviii) if the stock company is a company with board of company auditors, a statement to that effect and the fact that those among the company auditors who are outside company auditors are outside company auditors;

十九　会計監査人設置会社であるときは、その旨及び会計監査人の氏名又は名称

(xix) if the stock company is a company with financial auditor, a statement to that effect and the name of the financial auditor;

二十　第三百四十六条第四項の規定により選任された一時会計監査人の職務を行うべき者を置いたときは、その氏名又は名称

(xx) if the stock company has a person who is temporarily to perform the duties of a financial auditor who has been appointed pursuant to the provisions of Article 346, paragraph (4), the person's name;

二十一　第三百七十三条第一項の規定による特別取締役による議決の定めがあるときは、次に掲げる事項

(xxi) if there are provisions on the vote by special directors under the provisions of Article 373, paragraph (1), the following matters:

イ　第三百七十三条第一項の規定による特別取締役による議決の定めがある旨

(a) a statement to the effect that there are provisions on the vote by special directors under the provisions of Article 373, paragraph (1);

ロ　特別取締役の氏名

(b) the names of the special directors; and

ハ　取締役のうち社外取締役であるものについて、社外取締役である旨

(c) a statement to the effect that those among the directors who are outside directors are outside directors;

二十二　監査等委員会設置会社であるときは、その旨及び次に掲げる事項

(xxii) if it is a company with audit and supervisory committee, to that effect and the following matters:

イ　監査等委員である取締役及びそれ以外の取締役の氏名

(a) the names of directors who are audit and supervisory committee members and other directors;

ロ　取締役のうち社外取締役であるものについて、社外取締役である旨

(b) with regard to directors who are outside directors, the fact they are outside directors; and

ハ　第三百九十九条の十三第六項の規定による重要な業務執行の決定の取締役への委任についての定款の定めがあるときは、その旨

(c) if there are provisions in the articles of incorporation with respect to delegating the determination on execution of important operations to directors pursuant to the provisions of Article 399-13, paragraph (6), to that effect;

二十三　指名委員会等設置会社であるときは、その旨及び次に掲げる事項

(xxiii) if the stock company is a company with nominating committee, etc., a statement to that effect and the following matters:

イ　取締役のうち社外取締役であるものについて、社外取締役である旨

(a) a statement to the effect that those among the directors who are outside directors are outside directors;

ロ　各委員会の委員及び執行役の氏名

(b) the names of the committee members and executive officers of each committee; and

ハ　代表執行役の氏名及び住所

(c) the name and address of the representative executive officer;

二十四　第四百二十六条第一項の規定による取締役、会計参与、監査役、執行役又は会計監査人の責任の免除についての定款の定めがあるときは、その定め

(xxiv) if there are provisions in the articles of incorporation with regard to exemption from liability of directors, accounting advisors, company auditors, executive officers or financial auditors under the provisions of Article 426, paragraph (1), the provisions of the articles of incorporation;

二十五　第四百二十七条第一項の規定による非業務執行取締役等が負う責任の限度に関する契約の締結についての定款の定めがあるときは、その定め

(xxv) if there are provisions in the articles of incorporation with regard to the conclusion of contracts for the limitation of liabilities assumed by non-executive directors, etc. under the provisions of Article 427, paragraph (1), the provisions of the articles of incorporation;

二十六　第四百四十条第三項の規定による措置をとることとするときは、同条第一項に規定する貸借対照表の内容である情報について不特定多数の者がその提供を受けるために必要な事項であって法務省令で定めるもの

(xxvi) when taking measures under the provisions of Article 440, paragraph (3), the matters prescribed by Ministry of Justice Order which are necessary for making the information contained in the balance sheet provided for in paragraph (1) of that Article available to the general public;

二十七　第九百三十九条第一項の規定による公告方法についての定款の定めがあるときは、その定め

(xxvii) if there are provisions in the articles of incorporation with regard to the method of public notice under the provisions of Article 939, paragraph (1), the provisions of the articles of incorporation;

二十八　前号の定款の定めが電子公告を公告方法とする旨のものであるときは、次に掲げる事項

(xxviii) if the provisions of the articles of incorporation set forth in the preceding item provide that electronic public notice is to be the method of public notice, the following matters:

イ　電子公告により公告すべき内容である情報について不特定多数の者がその提供を受けるために必要な事項であって法務省令で定めるもの

(a) the matters prescribed by Ministry of Justice Order which are necessary for making the information to be publicly notified through electronic public notice available to the general public; and

ロ　第九百三十九条第三項後段の規定による定款の定めがあるときは、その定め

(b) if there are provisions of the articles of incorporation under the provisions of the second sentence of Article 939, paragraph (3), the provisions of the articles of incorporation; and

二十九　第二十七号の定款の定めがないときは、第九百三十九条第四項の規定により官報に掲載する方法を公告方法とする旨

(xxix) if there are no provisions of the articles of incorporation referred to in item (xxvii), a statement to the effect that publication in Official Gazette is to be the method of public notice pursuant to the provisions of Article 939, paragraph (4).

（合名会社の設立の登記）

(Registration of Incorporation of General Partnership Companies)

第九百十二条　合名会社の設立の登記は、その本店の所在地において、次に掲げる事項を登記してしなければならない。

Article 912 The registration of incorporation of a general partnership company must be completed by registering the following matters at the location of the head office:

一　目的

(i) the purpose;

二　商号

(ii) the trade name;

三　本店及び支店の所在場所

(iii) the addresses of the head office and branch offices;

四　合名会社の存続期間又は解散の事由についての定款の定めがあるときは、その定め

(iv) if there are provisions in the articles of incorporation with regard to the duration or the grounds for dissolution of the general partnership company, the provisions;

五　社員の氏名又は名称及び住所

(v) the names and addresses of the members;

六　合名会社を代表する社員の氏名又は名称（合名会社を代表しない社員がある場合に限る。）

(vi) the name of the member representing the general partnership company (limited to cases where there is a member not representing the general partnership company);

七　合名会社を代表する社員が法人であるときは、当該社員の職務を行うべき者の氏名及び住所

(vii) if the member representing the general partnership company is a corporation, the name and address of the person who is to perform the duties of the member;

八　第九百三十九条第一項の規定による公告方法についての定款の定めがあるときは、その定め

(viii) if there are provisions in the articles of incorporation with regard to the method of public notice under the provisions of Article 939, paragraph (1), the provisions of the articles of incorporation;

九　前号の定款の定めが電子公告を公告方法とする旨のものであるときは、次に掲げる事項

(ix) if the provisions of the articles of incorporation referred to in the preceding item provide that electronic public notice is to be the method of public notice, the following matters:

イ　電子公告により公告すべき内容である情報について不特定多数の者がその提供を受けるために必要な事項であって法務省令で定めるもの

(a) the matters prescribed by Ministry of Justice Order which are necessary for making the information to be publicly notified through electronic public notice available to the general public; and

ロ　第九百三十九条第三項後段の規定による定款の定めがあるときは、その定め

(b) if there are provisions of the articles of incorporation under the provisions of the second sentence of Article 939, paragraph (3), the provisions of the articles of incorporation; and

十　第八号の定款の定めがないときは、第九百三十九条第四項の規定により官報に掲載する方法を公告方法とする旨

(x) if there are no provisions of the articles of incorporation referred to in item (viii), a statement to the effect that publication in Official Gazette is to be the method of public notice pursuant to the provisions of Article 939, paragraph (4).

（合資会社の設立の登記）

(Registration of Incorporation of a Limited Partnership Company)

第九百十三条　合資会社の設立の登記は、その本店の所在地において、次に掲げる事項を登記してしなければならない。

Article 913 The registration of incorporation of a limited partnership company must be completed by registering the following matters at the location of the head office:

一　目的

(i) the purpose;

二　商号

(ii) the trade name;

三　本店及び支店の所在場所

(iii) the addresses of the head office and branch offices;
四　合資会社の存続期間又は解散の事由についての定款の定めがあるときは、その定め
(iv) if there are provisions in the articles of incorporation with regard to the duration or the grounds for dissolution of the limited partnership company, the provisions;
五　社員の氏名又は名称及び住所
(v) the names and addresses of the members;
六　社員が有限責任社員又は無限責任社員のいずれであるかの別
(vi) a statement as to whether the members are members with limited liability or members with unlimited liability;
七　有限責任社員の出資の目的及びその価額並びに既に履行した出資の価額
(vii) the subjects of the contributions by members with limited liability, the value thereof and the value of the contributions already performed;
八　合資会社を代表する社員の氏名又は名称（合資会社を代表しない社員がある場合に限る。）
(viii) the name of the member representing the limited partnership company (limited to cases where there is a member not representing the limited partnership company);
九　合資会社を代表する社員が法人であるときは、当該社員の職務を行うべき者の氏名及び住所
(ix) if the member representing the limited partnership company is a corporation, the name and address of the person who is to perform the duties of the member;
十　第九百三十九条第一項の規定による公告方法についての定款の定めがあるときは、その定め
(x) if there are provisions in the articles of incorporation with regard to the method of public notice under the provisions of Article 939, paragraph (1), the provisions of the articles of incorporation;
十一　前号の定款の定めが電子公告を公告方法とする旨のものであるときは、次に掲げる事項
(xi) if the provisions of the articles of incorporation referred to in the preceding item provide that electronic public notice is to be the method of public notice, the following matters:
イ　電子公告により公告すべき内容である情報について不特定多数の者がその提供を受けるために必要な事項であって法務省令で定めるもの
(a) the matters prescribed by Ministry of Justice Order which are necessary for making the information to be publicly notified through electronic public notice available to the general public; and
ロ　第九百三十九条第三項後段の規定による定款の定めがあるときは、その定め
(b) if there are provisions of the articles of incorporation under the provisions

of the second sentence of Article 939, paragraph (3), the provisions of the articles of incorporation; and

十二　第十号の定款の定めがないときは、第九百三十九条第四項の規定により官報に掲載する方法を公告方法とする旨

(xii) if there are no provisions of the articles of incorporation referred to in item (x), a statement to the effect that publication in Official Gazette is to be the method of public notice pursuant to the provisions of Article 939, paragraph (4).

（合同会社の設立の登記）

(Registration of Incorporation of a Limited Liability Company)

第九百十四条　合同会社の設立の登記は、その本店の所在地において、次に掲げる事項を登記してしなければならない。

Article 914 The registration of incorporation of a limited liability company must be completed by registering the following matters at the location of the head office:

一　目的

(i) the purpose;

二　商号

(ii) the trade name;

三　本店及び支店の所在場所

(iii) the addresses of the head office and branch offices;

四　合同会社の存続期間又は解散の事由についての定款の定めがあるときは、その定め

(iv) if there are provisions in the articles of incorporation with regard to the duration or the grounds for dissolution of the limited liability company, these provisions;

五　資本金の額

(v) the amount of stated capital;

六　合同会社の業務を執行する社員の氏名又は名称

(vi) the names of the members who execute the business of the limited liability company;

七　合同会社を代表する社員の氏名又は名称及び住所

(vii) the name and address of the member representing the limited liability company;

八　合同会社を代表する社員が法人であるときは、当該社員の職務を行うべき者の氏名及び住所

(viii) if the member representing the limited liability company is a corporation, the name and address of the person who is to perform the duties of the member;

九　第九百三十九条第一項の規定による公告方法についての定款の定めがあるときは、

その定め

(ix) if there are provisions in the articles of incorporation with regard to the method of public notice under the provisions of Article 939, paragraph (1), the provisions of the articles of incorporation;

十　前号の定款の定めが電子公告を公告方法とする旨のものであるときは、次に掲げる事項

(x) if the provisions of the articles of incorporation referred to in the preceding item provide that electronic public notice is to be the method of public notice, the following matters:

イ　電子公告により公告すべき内容である情報について不特定多数の者がその提供を受けるために必要な事項であって法務省令で定めるもの

(a) the matters prescribed by Ministry of Justice Order which are necessary for making the information to be publicly notified through electronic public notice available to the general public; and

ロ　第九百三十九条第三項後段の規定による定款の定めがあるときは、その定め

(b) if there are provisions of the articles of incorporation under the provisions of the second sentence of Article 939, paragraph (3), the provisions of the articles of incorporation; and

十一　第九号の定款の定めがないときは、第九百三十九条第四項の規定により官報に掲載する方法を公告方法とする旨

(xi) if there are no provisions of the articles of incorporation referred to in item (ix), a statement to the effect that publication in Official Gazette is to be the method of public notice pursuant to the provisions of Article 939, paragraph (4).

（変更の登記）

(Registration of a Change)

第九百十五条　会社において第九百十一条第三項各号又は前三条各号に掲げる事項に変更が生じたときは、二週間以内に、その本店の所在地において、変更の登記をしなければならない。

Article 915 (1) When there is a change to the matters set forth in the items of Article 911, paragraph (3) or in the items of the preceding three Articles with regard to a company, the registration of the change must be completed at the location of the head office within two weeks.

２　前項の規定にかかわらず、第百九十九条第一項第四号の期間を定めた場合における株式の発行による変更の登記は、当該期間の末日現在により、当該末日から二週間以内にすれば足りる。

(2) Notwithstanding the provisions of the preceding paragraph, if the period referred to in Article 199, paragraph (1), item (iv) has been prescribed, it is sufficient to complete the registration of a change resulting from a share issue within two weeks from the last day of that period.

３　第一項の規定にかかわらず、次に掲げる事由による変更の登記は、毎月末日現在により、当該末日から二週間以内にすれば足りる。

(3) Notwithstanding the provisions of paragraph (1), it is sufficient to complete the registration of a change based on any one of the following grounds within two weeks from the last day of each month:

一　新株予約権の行使

(i) exercise of share options; or

二　第百六十六条第一項の規定による請求（株式の内容として第百七条第二項第二号ハ若しくはニ又は第百八条第二項第五号ロに掲げる事項についての定めがある場合に限る。）

(ii) the demand under the provisions of Article 166, paragraph (1) (limited to cases where the matters set forth in Article 107, paragraph (2), item (ii), (c) or (d) or Article 108, paragraph (2), item (v), (b) are provided for as the features of shares).

（他の登記所の管轄区域内への本店の移転の登記）

(Registration of Relocation of the Head Office to the Jurisdictional District of Another Registry Office)

第九百十六条　会社がその本店を他の登記所の管轄区域内に移転したときは、二週間以内に、旧所在地においては移転の登記をし、新所在地においては次の各号に掲げる会社の区分に応じ当該各号に定める事項を登記しなければならない。

Article 916 When a company relocates its head office to the jurisdictional district of another registry office, the registration of relocation must be completed at the old location and the matters specified in the following items for the categories of companies set forth respectively in those items must be registered at the new location within two weeks:

一　株式会社　第九百十一条第三項各号に掲げる事項

(i) stock company: the matters set forth in the items of Article 911, paragraph (3);

二　合名会社　第九百十二条各号に掲げる事項

(ii) general partnership company: the matters set forth in the items of Article 912;

三　合資会社　第九百十三条各号に掲げる事項

(iii) limited partnership company: the matters set forth in the items of Article 913; and

四　合同会社　第九百十四条各号に掲げる事項

(iv) limited liability company: the matters set forth in the items of Article 914.

（職務執行停止の仮処分等の登記）

(Registration of a Provisional Disposition Suspending Execution of Duties)

第九百十七条　次の各号に掲げる会社の区分に応じ、当該各号に定める者の職務の執行

を停止し、若しくはその職務を代行する者を選任する仮処分命令又はその仮処分命令を変更し、若しくは取り消す決定がされたときは、その本店の所在地において、その登記をしなければならない。

Article 917 When a provisional disposition order suspending execution of duties by any one of the persons specified in each of those items for the categories of companies set forth respectively in those items or appointing a person who will perform the duties on behalf of the former person is issued or a ruling changing or revoking the provisional disposition order is made, the registration thereof must be completed at the location of the head office:

一　株式会社　取締役（監査等委員会設置会社にあっては、監査等委員である取締役又はそれ以外の取締役）、会計参与、監査役、代表取締役、委員（指名委員会、監査委員会又は報酬委員会の委員をいう。）、執行役又は代表執行役

(i) stock company: a director (in cases of a company with audit and supervisory committee, a director who is an audit and supervisory committee member or other director), accounting advisor, company auditor, representative director, committee member (meaning a member of a nominating committee, audit committee, or remuneration committee), executive officer or representative executive officer;

二　合名会社　社員

(ii) general partnership company: a member;

三　合資会社　社員

(iii) limited partnership company: a member; or

四　合同会社　業務を執行する社員

(iv) limited liability company: a member executing business.

（支配人の登記）

(Registration of a Manager)

第九百十八条　会社が支配人を選任し、又はその代理権が消滅したときは、その本店の所在地において、その登記をしなければならない。

Article 918 When a company appoints a manager or a manager's authority of representation becomes extinct, the registration thereof must be completed at the location of the head office.

（持分会社の種類の変更の登記）

(Registration of a Change of Kind of Membership Companies)

第九百十九条　持分会社が第六百三十八条の規定により他の種類の持分会社となったときは、同条に規定する定款の変更の効力が生じた日から二週間以内に、その本店の所在地において、種類の変更前の持分会社については解散の登記をし、種類の変更後の持分会社については設立の登記をしなければならない。

Article 919 When a membership company becomes a membership company of another kind pursuant to the provisions of Article 638, the registration of

dissolution must be completed with regard to the membership company as it was prior to the change of kind and the registration of incorporation must be completed with regard to the membership company as it will be after the change of kind, at the location of the head office, within two weeks from the day on which the change to the articles of incorporation prescribed in that Article became effective.

（組織変更の登記）
(Registration of an Entity Conversion)

第九百二十条　会社が組織変更をしたときは、その効力が生じた日から二週間以内に、その本店の所在地において、組織変更前の会社については解散の登記をし、組織変更後の会社については設立の登記をしなければならない。

Article 920 When a company effects an entity conversion, the registration of dissolution must be completed with regard to the company as it was prior to the entity conversion and the registration of incorporation must be completed with regard to the company as it will be after the entity conversion, at the location of the head office, within two weeks from the day on which the entity conversion became effective.

（吸収合併の登記）
(Registration of Absorption-Type Mergers)

第九百二十一条　会社が吸収合併をしたときは、その効力が生じた日から二週間以内に、その本店の所在地において、吸収合併により消滅する会社については解散の登記をし、吸収合併後存続する会社については変更の登記をしなければならない。

Article 921 When a company effects an absorption-type merger, the registration of dissolution must be completed with regard to the company that disappears in the absorption-type merger and the registration of a change must be completed with regard to the company surviving the absorption-type merger, at the location of the head office, within two weeks from the day on which the absorption-type merger became effective.

（新設合併の登記）
(Registration of Consolidation-Type Mergers)

第九百二十二条　二以上の会社が新設合併をする場合において、新設合併により設立する会社が株式会社であるときは、次の各号に掲げる場合の区分に応じ、当該各号に定める日から二週間以内に、その本店の所在地において、新設合併により消滅する会社については解散の登記をし、新設合併により設立する会社については設立の登記をしなければならない。

Article 922 (1) If two or more companies effect a consolidation-type merger, and the company that is incorporated in the consolidation-type merger is a stock company, the registration of dissolution must be completed with regard to the

companies that disappear in the consolidation-type merger and the registration of incorporation must be completed with regard to the company that is incorporated in the consolidation-type merger, at the location of the head office, within two weeks from the days specified in the following items for the categories of cases set forth respectively in those items:

一　新設合併により消滅する会社が株式会社のみである場合　次に掲げる日のいずれか遅い日

(i) if only stock companies constitute the companies disappearing in the consolidation-type merger: whichever of the following days is the latest:

イ　第八百四条第一項の株主総会の決議の日

(a) the day of the resolution at the shareholders meeting referred to in Article 804, paragraph (1);

ロ　新設合併をするために種類株主総会の決議を要するときは、当該決議の日

(b) if a resolution at a general meeting of class shareholders is required to effect the consolidation-type merger, the day of relevant resolution;

ハ　第八百六条第三項の規定による通知又は同条第四項の公告をした日から二十日を経過した日

(c) the day on which twenty days have elapsed from the day of the notice under the provisions of Article 806, paragraph (3) or the public notice referred to in paragraph (4) of that Article;

ニ　新設合併により消滅する会社が新株予約権を発行しているときは、第八百八条第三項の規定による通知又は同条第四項の公告をした日から二十日を経過した日

(d) if the companies disappearing in the consolidation-type merger have issued share options, the day on which twenty days have elapsed from the day of the notice under the provisions of Article 808, paragraph (3) or the public notice set forth in paragraph (4) of that Article;

ホ　第八百十条の規定による手続が終了した日

(e) the day on which the procedures under the provisions of Article 810 have been completed; or

ヘ　新設合併により消滅する会社が合意により定めた日

(f) the day decided on by an agreement between the companies disappearing in the consolidation-type merger;

二　新設合併により消滅する会社が持分会社のみである場合　次に掲げる日のいずれか遅い日

(ii) if only membership companies constitute the companies disappearing in the consolidation-type merger: whichever of the following days is the latest:

イ　第八百十三条第一項の総社員の同意を得た日（同項ただし書に規定する場合にあっては、定款の定めによる手続を終了した日）

(a) the day on which the consent of all members referred to in Article 813, paragraph (1) has been obtained (or, if prescribed in the proviso to that paragraph, the day on which the procedures provided for in the articles of

incorporation have been completed);

ロ　第八百十三条第二項において準用する第八百十条の規定による手続が終了した日

(b) the day on which the procedures under the provisions of Article 810 as applied mutatis mutandis pursuant to Article 813, paragraph (2) have been completed; or

ハ　新設合併により消滅する会社が合意により定めた日

(c) the day decided on by an agreement between the companies disappearing in the consolidation-type merger; and

三　新設合併により消滅する会社が株式会社及び持分会社である場合　前二号に定める日のいずれか遅い日

(iii) if both a stock company and a membership company are among the companies disappearing in the consolidation-type merger: whichever of the days specified in the preceding two items is later.

2　二以上の会社が新設合併をする場合において、新設合併により設立する会社が持分会社であるときは、次の各号に掲げる場合の区分に応じ、当該各号に定める日から二週間以内に、その本店の所在地において、新設合併により消滅する会社については解散の登記をし、新設合併により設立する会社については設立の登記をしなければならない。

(2) If two or more companies effect a consolidation-type merger, if the company that is incorporated in the consolidation-type merger is a membership company, the registration of dissolution must be completed with regard to the companies that disappear in the consolidation-type merger and the registration of incorporation must be completed with regard to the company that is incorporated in the consolidation-type merger, at the location of the head office, within two weeks from the days specified in the following items for the categories of cases set forth respectively in those items:

一　新設合併により消滅する会社が株式会社のみである場合　次に掲げる日のいずれか遅い日

(i) if only stock companies constitute the companies disappearing in the consolidation-type merger: whichever of the following days is the latest:

イ　第八百四条第二項の総株主の同意を得た日

(a) the day on which the consent of all members referred to in Article 804, paragraph (2) has been obtained;

ロ　新設合併により消滅する会社が新株予約権を発行しているときは、第八百八条第三項の規定による通知又は同条第四項の公告をした日から二十日を経過した日

(b) if the companies disappearing in the consolidation-type merger have issued share options, the day on which twenty days have elapsed from the day of the notice under the provisions of Article 808, paragraph (3) or the public notice referred to in paragraph (4) of that Article;

ハ　第八百十条の規定による手続が終了した日

(c) the day on which the procedures under the provisions of Article 810 have been completed; or

ニ　新設合併により消滅する会社が合意により定めた日

(d) the day decided on by an agreement between the companies disappearing in the consolidation-type merger;

二　新設合併により消滅する会社が持分会社のみである場合　次に掲げる日のいずれか遅い日

(ii) if only membership companies constitute the companies disappearing in the consolidation-type merger: whichever of the following days is the latest:

イ　第八百十三条第一項の総社員の同意を得た日（同項ただし書に規定する場合にあっては、定款の定めによる手続を終了した日）

(a) the day on which the consent of all members referred to in Article 813, paragraph (1) has been obtained (or, in the cases prescribed in the proviso to that paragraph, the day on which the procedures provided for in the articles of incorporation have been completed);

ロ　第八百十三条第二項において準用する第八百十条の規定による手続が終了した日

(b) the day on which the procedures under the provisions of Article 810 as applied mutatis mutandis pursuant to Article 813, paragraph (2) have been completed; or

ハ　新設合併により消滅する会社が合意により定めた日

(c) the day decided on by an agreement between the companies disappearing in the consolidation-type merger; and

三　新設合併により消滅する会社が株式会社及び持分会社である場合　前二号に定める日のいずれか遅い日

(iii) if both a stock company and a membership company are among the companies disappearing in the consolidation-type merger: whichever of the days specified in the preceding two items is later.

（吸収分割の登記）

(Registration of an Absorption-Type Company Split)

第九百二十三条　会社が吸収分割をしたときは、その効力が生じた日から二週間以内に、その本店の所在地において、吸収分割をする会社及び当該会社がその事業に関して有する権利義務の全部又は一部を当該会社から承継する会社についての変更の登記をしなければならない。

Article 923 When a company effects an absorption-type company split, the registration of a change must be completed with regard to the company effecting the absorption-type company split and the company succeeding to all or part of the rights and obligations held by the company in connection with its business by transfer from relevant company, at the location of the head office, within two weeks from the day on which the absorption-type company split

became effective.

（新設分割の登記）

(Registration of an Incorporation-Type Company Split)

第九百二十四条　一又は二以上の株式会社又は合同会社が新設分割をする場合において、新設分割により設立する会社が株式会社であるときは、次の各号に掲げる場合の区分に応じ、当該各号に定める日から二週間以内に、その本店の所在地において、新設分割をする会社については変更の登記をし、新設分割により設立する会社については設立の登記をしなければならない。

Article 924 (1) If one or multiple stock companies or limited liability companies effect an incorporation-type company split, if the company that is incorporated in the incorporation-type company split is a stock company, the registration of a change must be completed with regard to the companies effecting the incorporation-type company split and the registration of incorporation must be completed with regard to the company that is incorporated in the incorporation-type company split, at the location of the head office, within two weeks from the days specified in the following items for the categories of cases set forth respectively in those items:

一　新設分割をする会社が株式会社のみである場合　次に掲げる日のいずれか遅い日

(i) if the company effecting the incorporation-type company split is only a stock company, whichever of the following days that is the latest:

イ　第八百五条に規定する場合以外の場合には、第八百四条第一項の株主総会の決議の日

(a) in cases other than those prescribed in Article 805, the day of the resolution at the shareholders meeting referred to in Article 804, paragraph (1);

ロ　新設分割をするために種類株主総会の決議を要するときは、当該決議の日

(b) if a resolution at a general meeting of class shareholders is required to effect the incorporation-type company split, the day of relevant resolution;

ハ　第八百五条に規定する場合以外の場合には、第八百六条第三項の規定による通知又は同条第四項の公告をした日から二十日を経過した日

(c) in cases other than those prescribed in Article 805, the day on which twenty days have elapsed from the day of the notice under the provisions of Article 806, paragraph (3) or the public notice relevant in paragraph (4) of that Article;

ニ　第八百八条第三項の規定による通知を受けるべき新株予約権者があるときは、同項の規定による通知又は同条第四項の公告をした日から二十日を経過した日

(d) if there are share option holders who are to receive the notice under the provisions of Article 808, paragraph (3), the day on which twenty days have elapsed from the day of the notice under the provisions of that paragraph or the public notice referred to in paragraph (4) of that Article;

ホ　第八百十条の規定による手続をしなければならないときは、当該手続が終了した日

(e) if the procedures under the provisions of Article 810 need to be carried out, the day on which relevant procedures are completed; or

ヘ　新設分割をする株式会社が定めた日（二以上の株式会社が共同して新設分割をする場合にあっては、当該二以上の新設分割をする株式会社が合意により定めた日）

(f) the day decided on by the stock company effecting the incorporation-type company split (or, if two or more stock companies jointly effect the incorporation-type company split, the day decided on by an agreement between relevant two or more stock companies effecting the incorporation-type company split);

二　新設分割をする会社が合同会社のみである場合　次に掲げる日のいずれか遅い日

(ii) if the company effecting the incorporation-type company split is only a limited liability company, whichever of the following days that is the latest:

イ　第八百十三条第一項の総社員の同意を得た日（同項ただし書の場合にあっては、定款の定めによる手続を終了した日）

(a) the day on which the consent of all members referred to in Article 813, paragraph (1) has been obtained (or, in the cases prescribed in the proviso to that paragraph, the day on which the procedures provided for in the articles of incorporation have been completed);

ロ　第八百十三条第二項において準用する第八百十条の規定による手続をしなければならないときは、当該手続が終了した日

(b) if the procedures under the provisions of Article 810 as applied mutatis mutandis pursuant to Article 813, paragraph (2) need to be carried out, the day on which relevant procedures were completed; or

ハ　新設分割をする合同会社が定めた日（二以上の合同会社が共同して新設分割をする場合にあっては、当該二以上の新設分割をする合同会社が合意により定めた日）

(c) the day decided on by the limited liability company effecting the incorporation-type company split (or, if two or more limited liability companies jointly effect the incorporation-type company split, the day decided on by an agreement between relevant two or more limited liability companies effecting the incorporation-type company split); and

三　新設分割をする会社が株式会社及び合同会社である場合　前二号に定める日のいずれか遅い日

(iii) if the company effecting the incorporation-type company split include both a stock company and a limited liability company, whichever of the days specified in the preceding two items that is later.

2　一又は二以上の株式会社又は合同会社が新設分割をする場合において、新設分割により設立する会社が持分会社であるときは、次の各号に掲げる場合の区分に応じ、当

該各号に定める日から二週間以内に、その本店の所在地において、新設分割をする会社については変更の登記をし、新設分割により設立する会社については設立の登記をしなければならない。

(2) If one or multiple stock companies or limited liability companies effect an incorporation-type company split, and the company that is incorporated in the incorporation-type company split is a membership company, the registration of a change must be completed with regard to the companies effecting the incorporation-type company split and the registration of incorporation must be completed with regard to the company that is incorporated in the incorporation-type company split, at the location of the head office, within two weeks from the days specified in the following items for the categories of cases set forth respectively in those items:

一　新設分割をする会社が株式会社のみである場合　次に掲げる日のいずれか遅い日

(i) if the company effecting the incorporation-type company split is only a stock company, whichever of the following days that is the latest:

イ　第八百五条に規定する場合以外の場合には、第八百四条第一項の株主総会の決議の日

(a) in cases other than those prescribed in Article 805, the day of the resolution at the shareholders meeting set forth in Article 804, paragraph (1);

ロ　新設分割をするために種類株主総会の決議を要するときは、当該決議の日

(b) if a resolution at a general meeting of class shareholders is required to effect the incorporation-type company split, the day of relevant resolution;

ハ　第八百五条に規定する場合以外の場合には、第八百六条第三項の規定による通知又は同条第四項の公告をした日から二十日を経過した日

(c) in cases other than those prescribed in Article 805, the day on which twenty days have elapsed from the day of the notice under the provisions of Article 806, paragraph (3) or the public notice referred to in paragraph (4) of that Article;

ニ　第八百十条の規定による手続をしなければならないときは、当該手続が終了した日

(d) if the procedures under the provisions of Article 810 need to be carried out, the day on which relevant procedures were completed; or

ホ　新設分割をする株式会社が定めた日（二以上の株式会社が共同して新設分割をする場合にあっては、当該二以上の新設分割をする株式会社が合意により定めた日）

(e) the day decided on by the stock company effecting the incorporation-type company split (or, if two or more stock companies jointly effect the incorporation-type company split, the day decided on by an agreement between relevant two or more stock companies effecting the incorporation-type company split);

二　新設分割をする会社が合同会社のみである場合　次に掲げる日のいずれか遅い日
(ii) if the company effecting the incorporation-type company split is only a limited liability company, whichever of the following days that is the latest:
イ　第八百十三条第一項の総社員の同意を得た日（同項ただし書の場合にあっては、定款の定めによる手続を終了した日）
(a) the day on which the consent of all members referred to in Article 813, paragraph (1) has been obtained (or, in the cases prescribed in the proviso to that paragraph, the day on which the procedures provided for in the articles of incorporation have been completed);
ロ　第八百十三条第二項において準用する第八百十条の規定による手続をしなければならないときは、当該手続が終了した日
(b) if the procedures under the provisions of Article 810 as applied mutatis mutandis pursuant to Article 813, paragraph (2) need to be carried out, the day on which relevant procedures were completed; or
ハ　新設分割をする合同会社が定めた日（二以上の合同会社が共同して新設分割をする場合にあっては、当該二以上の新設分割をする合同会社が合意により定めた日）
(c) the day decided on by the limited liability company effecting the incorporation-type company split (or, if two or more limited liability companies jointly effect the incorporation-type company split, the day decided on by an agreement between relevant two or more limited liability companies effecting the incorporation-type company split); and
三　新設分割をする会社が株式会社及び合同会社である場合　前二号に定める日のいずれか遅い日
(iii) if the company effecting the incorporation-type company split include both a stock company and a limited liability company, whichever of the days specified in the preceding two items that is later.

（株式移転の登記）
(Registration of a Share Transfer)
第九百二十五条　一又は二以上の株式会社が株式移転をする場合には、次に掲げる日のいずれか遅い日から二週間以内に、株式移転により設立する株式会社について、その本店の所在地において、設立の登記をしなければならない。
Article 925 If one or multiple stock companies effect a share transfer, the registration of incorporation must be completed with regard to the stock company that is incorporated in the share transfer, at the location of the head office, within two weeks from whichever of the following days that is the latest:
一　第八百四条第一項の株主総会の決議の日
(i) the day of the resolution at the shareholders meeting referred to in Article 804, paragraph (1);
二　株式移転をするために種類株主総会の決議を要するときは、当該決議の日

(ii) if a resolution at a general meeting of class shareholders is required to effect the share transfer, the day of the resolution;

三　第八百六条第三項の規定による通知又は同条第四項の公告をした日から二十日を経過した日

(iii) the day on which twenty days have elapsed from the day of the notice under the provisions of Article 806, paragraph (3) or the public notice referred to in paragraph (4) of that Article;

四　第八百八条第三項の規定による通知を受けるべき新株予約権者があるときは、同項の規定による通知をした日又は同条第四項の公告をした日から二十日を経過した日

(iv) if there are share option holders who are to receive the notice under the provisions of Article 808, paragraph (3), the day on which twenty days have elapsed from the day of the notice under the provisions of that paragraph or the public notice referred to in paragraph (4) of that Article;

五　第八百十条の規定による手続をしなければならないときは、当該手続が終了した日

(v) if the procedures under the provisions of Article 810 need to be carried out, the day on which relevant procedures were completed; or

六　株式移転をする株式会社が定めた日（二以上の株式会社が共同して株式移転をする場合にあっては、当該二以上の株式移転をする株式会社が合意により定めた日）

(vi) the day decided on by the stock company effecting the share transfer (or, if two or more stock companies jointly effect the share transfer, the day decided on by an agreement between relevant two or more stock companies effecting the share transfer).

（解散の登記）

(Registration of Dissolution)

第九百二十六条　第四百七十一条第一号から第三号まで又は第六百四十一条第一号から第四号までの規定により会社が解散したときは、二週間以内に、その本店の所在地において、解散の登記をしなければならない。

Article 926 When a company is dissolved pursuant to the provisions of Article 471, items (i) through (iii) or Article 641, items (i) through (iv), the registration of dissolution must be completed at the location of the head office within two weeks.

（継続の登記）

(Registration of Continuation)

第九百二十七条　第四百七十三条、第六百四十二条第一項又は第八百四十五条の規定により会社が継続したときは、二週間以内に、その本店の所在地において、継続の登記をしなければならない。

Article 927 When a company continues in existence pursuant to the provisions

off Article 473, Article 642, paragraph (1) or Article 845, the registration of continuation must be completed at the location of the head office within two weeks.

（清算人の登記）

(Registration of a Liquidator)

第九百二十八条　第四百七十八条第一項第一号に掲げる者が清算株式会社の清算人となったときは、解散の日から二週間以内に、その本店の所在地において、次に掲げる事項を登記しなければならない。

Article 928 (1) When the person set forth in Article 478, paragraph (1), item (i) becomes a liquidator of a liquidating stock company, the following matters must be registered at the location of the head office within two weeks from the day of dissolution:

一　清算人の氏名

(i) the name of the liquidator;

二　代表清算人の氏名及び住所

(ii) the name and address of the representative liquidator; and

三　清算株式会社が清算人会設置会社であるときは、その旨

(iii) if the liquidating stock company is a company with board of liquidators, a statement to that effect.

２　第六百四十七条第一項第一号に掲げる者が清算持分会社の清算人となったときは、解散の日から二週間以内に、その本店の所在地において、次に掲げる事項を登記しなければならない。

(2) When the person set forth in Article 647, paragraph (1), item (i) becomes a liquidator of a liquidating membership company, the following matters must be registered at the location of the head office within two weeks from the day of dissolution:

一　清算人の氏名又は名称及び住所

(i) the name and address of the liquidator;

二　清算持分会社を代表する清算人の氏名又は名称（清算持分会社を代表しない清算人がある場合に限る。）

(ii) the name of the liquidator representing the liquidating membership company (limited to cases where there is a liquidator not representing the liquidating membership company); and

三　清算持分会社を代表する清算人が法人であるときは、清算人の職務を行うべき者の氏名及び住所

(iii) if the liquidator representing the liquidating membership company is a corporation, the name and address of the person who is to perform the duties of the liquidator.

３　清算人が選任されたときは、二週間以内に、その本店の所在地において、清算株式会社にあっては第一項各号に掲げる事項を、清算持分会社にあっては前項各号に掲げ

る事項を登記しなければならない。

(3) When a liquidator is appointed, the matters set forth in the items of paragraph (1) must be registered in the case of a liquidating stock company and the matters set forth in the items of the preceding paragraph must be registered in the case of a liquidating membership company, at the location of the head office, within two weeks.

4　第九百十五条第一項の規定は前三項の規定による登記について、第九百十七条の規定は清算人、代表清算人又は清算持分会社を代表する清算人について、それぞれ準用する。

(4) The provisions of Article 915, paragraph (1) apply mutatis mutandis to the registration under the provisions of the preceding three paragraphs, and the provisions of Article 917 apply mutatis mutandis to a liquidator, representative liquidator or liquidator representing a liquidating membership company.

（清算結了の登記）

(Registration of Completion of Liquidation)

第九百二十九条　清算が結了したときは、次の各号に掲げる会社の区分に応じ、当該各号に定める日から二週間以内に、その本店の所在地において、清算結了の登記をしなければならない。

Article 929 When liquidation is completed, the registration of the completion of liquidation must be completed at the location of the head office within two weeks from the days specified in the following items for the categories of companies set forth respectively in those items:

一　清算株式会社　第五百七条第三項の承認の日

(i) liquidating stock company: the day of the approval referred to in Article 507, paragraph (3);

二　清算持分会社（合名会社及び合資会社に限る。）　第六百六十七条第一項の承認の日（第六百六十八条第一項の財産の処分の方法を定めた場合にあっては、その財産の処分を完了した日）

(ii) liquidating membership company (limited to a general partnership company or a limited partnership company): the day of the approval referred to in Article 667, paragraph (1) (or, if the method of disposition of property referred to in Article 668, paragraph (1) has been prescribed, the day on which the disposition of property has been completed); and

三　清算持分会社（合同会社に限る。）　第六百六十七条第一項の承認の日

(iii) liquidating membership company (limited to a limited liability company): the day of the approval referred to in Article 667, paragraph (1).

第九百三十条から第九百三十二条まで削除

Article 930 to Article 932 Deleted

第三節　外国会社の登記

Section 3 Registration of a Foreign Company

（外国会社の登記）

(Registration of a Foreign Company)

第九百三十三条　外国会社が第八百十七条第一項の規定により初めて日本における代表者を定めたときは、三週間以内に、次の各号に掲げる場合の区分に応じ、当該各号に定める地において、外国会社の登記をしなければならない。

Article 933 (1) When a foreign company specifies its representative in Japan for the first time pursuant to the provisions of Article 817, paragraph (1), registration of the foreign company must be completed at the locations specified in the following items for the categories of cases set forth respectively in those items, within three weeks:

一　日本に営業所を設けていない場合　日本における代表者（日本に住所を有するものに限る。以下この節において同じ。）の住所地

(i) if no business office is established in Japan, the address of its representative in Japan (limited to those whose address is in Japan; hereinafter the same applies in this Section); or

二　日本に営業所を設けた場合　当該営業所の所在地

(ii) if a business office is established in Japan, the location of relevant business office.

２　外国会社の登記においては、日本における同種の会社又は最も類似する会社の種類に従い、第九百十一条第三項各号又は第九百十二条から第九百十四条までの各号に掲げる事項を登記するほか、次に掲げる事項を登記しなければならない。

(2) Upon the registration of a foreign company, the matters set forth in the items of Article 911, paragraph (3) or in the items of Articles 912 through 914 must be registered and also the following matters must be registered, in accordance with the same kind of company or the most similar kind of company in Japan:

一　外国会社の設立の準拠法

(i) the law governing the incorporation of the foreign company;

二　日本における代表者の氏名及び住所

(ii) the name and address of its representative in Japan;

三　日本における同種の会社又は最も類似する会社が株式会社であるときは、第一号に規定する準拠法の規定による公告をする方法

(iii) if the same kind of company or the most similar company in Japan is a stock company, the method of giving public notice under the provisions of the governing law prescribed in item (i);

四　前号に規定する場合において、第八百十九条第三項に規定する措置をとることとするときは、同条第一項に規定する貸借対照表に相当するものの内容である情報について不特定多数の者がその提供を受けるために必要な事項であって法務省令で定めるもの

(iv) in the cases prescribed in the preceding item, if the foreign company

intends to take the measure prescribed in Article 819, paragraph (3), the matters prescribed by Ministry of Justice Order which are necessary for making the information contained in what is equivalent to the balance sheet provided for in paragraph (1) of that Article available to the general public;

五　第九百三十九条第二項の規定による公告方法についての定めがあるときは、その定め

(v) if there are provisions with regard to the method of public notice under the provisions of Article 939, paragraph (2), the provisions;

六　前号の定めが電子公告を公告方法とする旨のものであるときは、次に掲げる事項

(vi) if the provisions referred to in the preceding item provide that electronic public notice is to be the method of public notice, the following matters:

イ　電子公告により公告すべき内容である情報について不特定多数の者がその提供を受けるために必要な事項であって法務省令で定めるもの

(a) the matters prescribed by Ministry of Justice Order which are necessary for making the information to be publicly notified through electronic public notice available to the general public; and

ロ　第九百三十九条第三項後段の規定による定めがあるときは、その定め

(b) if there are provisions under the provisions of the second sentence of Article 939, paragraph (3), the provisions; and

七　第五号の定めがないときは、第九百三十九条第四項の規定により官報に掲載する方法を公告方法とする旨

(vii) if there are no provisions referred to in item (v), a statement to the effect that publication in Official Gazette is to be the method of public notice pursuant to the provisions of Article 939, paragraph (4).

3　外国会社が日本に設けた営業所に関する前項の規定の適用については、当該営業所を第九百十一条第三項第三号、第九百十二条第三号、第九百十三条第三号又は第九百十四条第三号に規定する支店とみなす。

(3) With regard to application of the provisions of the preceding paragraph concerning a business office established in Japan by a foreign company, relevant business office is deemed to be the branch office prescribed in Article 911, paragraph (3), item (iii), Article 912, item (iii), Article 913, item (iii) or Article 914, item (iii).

4　第九百十五条及び第九百十八条から第九百二十九条までの規定は、外国会社について準用する。この場合において、これらの規定中「二週間」とあるのは「三週間」と、「本店の所在地」とあるのは「日本における代表者（日本に住所を有するものに限る。）の住所地（日本に営業所を設けた外国会社にあっては、当該営業所の所在地）」と読み替えるものとする。

(4) The provisions of Article 915 and Articles 918 through 929 apply mutatis mutandis to foreign companies. In these cases, the term "two weeks" in these provisions is deemed to be replaced with "three weeks" and the term "location of the head office" in those provisions is deemed to be replaced with " address

of its representative in Japan (limited to those whose address is in Japan) (or, for a foreign company that has established a business office in Japan, the location of relevant business office)".

５　前各項の規定により登記すべき事項が外国において生じたときは、登記の期間は、その通知が日本における代表者に到達した日から起算する。

(5) When a matter that should be registered pursuant to the provisions of the preceding paragraphs arises in a foreign country, the period for registration is counted from the day on which the notice thereof reached a representative in Japan.

（日本における代表者の選任の登記等）

(Registration of Appointment of a Representative in Japan)

第九百三十四条　日本に営業所を設けていない外国会社が外国会社の登記後に日本における代表者を新たに定めた場合（その住所地が登記がされた他の日本における代表者の住所地を管轄する登記所の管轄区域内にある場合を除く。）には、三週間以内に、その新たに定めた日本における代表者の住所地においても、外国会社の登記をしなければならない。

Article 934 (1) If a foreign company that has not established a business office in Japan specifies a new representative in Japan after registration of the foreign company (excluding cases where the address of the relevant representative is within the jurisdictional district of the registry having jurisdiction over the address of another representative in Japan), the registration of the foreign company must also be completed at the address of the newly specified representative in Japan, within three weeks.

２　日本に営業所を設けた外国会社が外国会社の登記後に日本に営業所を新たに設けた場合（その所在地が登記がされた他の営業所の所在地を管轄する登記所の管轄区域内にある場合を除く。）には、三週間以内に、その新たに設けた日本における営業所の所在地においても、外国会社の登記をしなければならない。

(2) If a foreign company that has established a business office in Japan establishes a new business office in Japan after registration of the foreign company (excluding cases where the location of the relevant business office is within the jurisdictional district of the registry office having jurisdiction over the location of another registered business office), the registration of the foreign company must also be completed at the location of the newly established business office in Japan, within three weeks.

（日本における代表者の住所の移転の登記等）

(Registration of the Relocation of the Address of a Representative in Japan)

第九百三十五条　日本に営業所を設けていない外国会社の日本における代表者が外国会社の登記後にその住所を他の登記所の管轄区域内に移転したときは、旧住所地においては三週間以内に移転の登記をし、新住所地においては四週間以内に外国会社の登記

をしなければならない。ただし、登記がされた他の日本における代表者の住所地を管轄する登記所の管轄区域内に住所を移転したときは、新住所地においては、その住所を移転したことを登記すれば足りる。

Article 935 (1) When a representative in Japan of a foreign company that has not established a business office in Japan relocates representative's address to the jurisdictional district of another registry office after registration of the foreign company, the registration of relocation must be completed at the location of the old address within three weeks and the registration of the foreign company must be completed at the location of the new address within four weeks; provided, however, that it is sufficient to have the relocation of the address registered at the location of the new address when the representative relocates the representative's address to the jurisdictional district of the registry office having jurisdiction over the location of the address of another registered representative in Japan.

２　日本に営業所を設けた外国会社が外国会社の登記後に営業所を他の登記所の管轄区域内に移転したときは、旧所在地においては三週間以内に移転の登記をし、新所在地においては四週間以内に外国会社の登記をしなければならない。ただし、登記がされた他の営業所の所在地を管轄する登記所の管轄区域内に営業所を移転したときは、新所在地においては、その営業所を移転したことを登記すれば足りる。

(2) When a foreign company that has established a business office in Japan relocates its business office to the jurisdictional district of another registry office after registration of the foreign company, the registration of relocation must be completed at the old location within three weeks and the registration of the foreign company must be completed at the new location within four weeks; provided, however, that it is sufficient to have the relocation of the business office registered at the new location when it relocates a business office to the jurisdictional district of the registry office having jurisdiction over the location of the address of another registered business office.

（日本における営業所の設置の登記等）

(Registration of Establishment of a Business Office in Japan)

第九百三十六条　日本に営業所を設けていない外国会社が外国会社の登記後に日本に営業所を設けたときは、日本における代表者の住所地においては三週間以内に営業所を設けたことを登記し、その営業所の所在地においては四週間以内に外国会社の登記をしなければならない。ただし、登記がされた日本における代表者の住所地を管轄する登記所の管轄区域内に営業所を設けたときは、その営業所を設けたことを登記すれば足りる。

Article 936 (1) When a foreign company that has not established a business office in Japan establishes a business office in Japan after registration of the foreign company, the registration of the establishment of the business office must be completed at the location of the address of its representative in Japan

within three weeks and the registration of the foreign company must be completed at the location of the business office within four weeks; provided, however, that it is sufficient to have the establishment of the business office registered when it establishes a business office to the jurisdictional district of the registry office having jurisdiction over the address of a registered representative in Japan.

２　日本に営業所を設けた外国会社が外国会社の登記後にすべての営業所を閉鎖した場合には、その外国会社の日本における代表者の全員が退任しようとするときを除き、その営業所の所在地においては三週間以内に営業所を閉鎖したことを登記し、日本における代表者の住所地においては四週間以内に外国会社の登記をしなければならない。ただし、登記がされた営業所の所在地を管轄する登記所の管轄区域内に日本における代表者の住所地があるときは、すべての営業所を閉鎖したことを登記すれば足りる。

(2) When a foreign company that has established a business office in Japan closes all of its business offices in Japan after registration of the foreign company, the registration of the closure of the business office must be complete at the location of its business office within three weeks and the registration of the foreign company must be completed at the location of the address of its representative in Japan within four weeks, except if all of its representatives in Japan of the foreign company intend to resign; provided, however, that it is sufficient to have the closure of all business offices registered when the address of its representative in Japan is within the jurisdictional district of the registry office having jurisdiction over the location of the registered business office.

第四節　登記の嘱託
Section 4 Commissioning of Registration

（裁判による登記の嘱託）

(Commissioning of Registration by a Judicial Decision)

第九百三十七条　次に掲げる場合には、裁判所書記官は、職権で、遅滞なく、会社の本店の所在地を管轄する登記所にその登記を嘱託しなければならない。

Article 937 (1) In the following cases, a court clerk must commission the registration, ex officio, to the registry office having jurisdiction over the location of the head office of the company without delay:

一　次に掲げる訴えに係る請求を認容する判決が確定したとき。

(i) when a judgment upholding a claim relating to any one of the following actions becomes final and binding:

イ　会社の設立の無効の訴え

(a) an action seeking invalidation of the incorporation of a company;

ロ　株式会社の成立後における株式の発行の無効の訴え

(b) an action seeking invalidation of a share issue after the formation of a stock company;

ハ　新株予約権（当該新株予約権が新株予約権付社債に付されたものである場合にあっては、当該新株予約権付社債についての社債を含む。以下この節において同じ。）の発行の無効の訴え

(c) an action seeking invalidation of an issue of share options (if relevant share options are those attached to bonds with share options, they include the bonds concerning relevant bonds with share options; hereinafter the same applies in this Section);

ニ　株式会社における資本金の額の減少の無効の訴え

(d) an action seeking invalidation of a reduction in the amount of stated capital of a stock company;

ホ　株式会社の成立後における株式の発行が存在しないことの確認の訴え

(e) an action for a declaratory judgment of absence of a share issue after the formation of a stock company;

ヘ　新株予約権の発行が存在しないことの確認の訴え

(f) an action for a declaratory judgment of absence of an issuance of share options;

ト　株主総会等の決議した事項についての登記があった場合における次に掲げる訴え

(g) the following actions if matters resolved at a shareholders meeting, etc. have been registered:

（１）　株主総会等の決議が存在しないこと又は株主総会等の決議の内容が法令に違反することを理由として当該決議が無効であることの確認の訴え

1. an action for a declaratory judgment of absence of a resolution at a shareholders meeting, etc. or invalidation of a resolution at a shareholders meeting, etc. on the basis that the contents of that resolution violate laws and regulations; or

（２）　株主総会等の決議の取消しの訴え

2. an action seeking revocation of a resolution at a shareholders meeting, etc.;

チ　持分会社の設立の取消しの訴え

(h) an action seeking rescission of the incorporation of a membership company;

リ　会社の解散の訴え

(i) an action seeking dissolution of a company;

ヌ　株式会社の役員の解任の訴え

(j) an action seeking dismissal of an officer of a stock company;

ル　持分会社の社員の除名の訴え

(k) an action seeking removal of a member of membership company; or

ヲ　持分会社の業務を執行する社員の業務執行権又は代表権の消滅の訴え

(l) an action seeking extinguishment of right to execute business or authority of representation of member executing business of a membership company;

二　次に掲げる裁判があったとき。

(ii) when any one of the following judicial decisions is made:

イ　第三百四十六条第二項、第三百五十一条第二項又は第四百一条第三項（第四百三条第三項及び第四百二十条第三項において準用する場合を含む。）の規定による一時取締役（監査等委員会設置会社にあっては、監査等委員である取締役又はそれ以外の取締役）、会計参与、監査役、代表取締役、委員（指名委員会、監査委員会又は報酬委員会の委員をいう。）、執行役又は代表執行役の職務を行うべき者の選任の裁判

(a) a judicial decision on the appointment of a person who is temporarily to perform the duties of a director (in cases of a company with audit and supervisory committee, a director who is an audit and supervisory committee member or other director), accounting advisor, company auditor, representative director, committee member (meaning a member of a nominating committee, audit committee, or remuneration committee), executive officer or representative executive officer under the provisions of Article 346, paragraph (2), Article 351, paragraph (2) or Article 401, paragraph (3) (including the cases where it is applied mutatis mutandis pursuant to Article 403, paragraph (3) and Article 420, paragraph (3));

ロ　第四百七十九条第四項において準用する第三百四十六条第二項又は第四百八十三条第六項において準用する第三百五十一条第二項の規定による一時清算人又は代表清算人の職務を行うべき者の選任の裁判（次条第二項第一号に規定する裁判を除く。）

(b) a judicial decision on the appointment of a person who is temporarily to perform the duties of a liquidator or representative liquidator under the provisions of Article 351, paragraph (2) as applied mutatis mutandis pursuant to Article 346, paragraph (2) or Article 483, paragraph (6) as applied mutatis mutandis pursuant to Article 479, paragraph (4) (excluding the judicial decision prescribed in paragraph (2), item (i) of the following Article);

ハ　イ又はロに掲げる裁判を取り消す裁判（次条第二項第二号に規定する裁判を除く。）

(c) a judicial decision revoking the judicial decision set forth in (a) or (b) (excluding the judicial decision prescribed in paragraph (2), item (ii) of the following Article);

ニ　清算人又は代表清算人若しくは清算持分会社を代表する清算人の選任又は選定の裁判を取り消す裁判（次条第二項第三号に規定する裁判を除く。）

(d) a judicial decision revoking a judicial decision on the appointment or selection of a liquidator, a representative liquidator or a liquidator who represents a liquidating membership company (excluding the judicial decision prescribed in paragraph (2), item (iii) of the following Article); or

ホ　清算人の解任の裁判（次条第二項第四号に規定する裁判を除く。）

(e) a judicial decision on the dismissal of a liquidator (excluding the judicial decision prescribed in paragraph (2), item (iv) of the following Article); and

三　次に掲げる裁判が確定したとき。

(iii) when any one of the following judicial decisions becomes final and binding:

イ　前号ホに掲げる裁判を取り消す裁判

(a) a judicial decision revoking the judicial decision set forth in (e) of the preceding item; or

ロ　第八百二十四条第一項の規定による会社の解散を命ずる裁判

(b) a judicial decision ordering the dissolution of a company under the provisions of Article 824, paragraph (1).

２　第八百二十七条第一項の規定による外国会社の日本における取引の継続の禁止又は営業所の閉鎖を命ずる裁判が確定したときは、裁判所書記官は、職権で、遅滞なく、次の各号に掲げる外国会社の区分に応じ、当該各号に定める地を管轄する登記所にその登記を嘱託しなければならない。

(2) When a judicial decision ordering the prohibition of a foreign company's continuous transactions in Japan or closure of its business office in Japan under the provisions of Article 827, paragraph (1) becomes final and binding, a court clerk must commission the registration, ex officio, to the registry office having jurisdiction over the locations specified in the following items for the categories of foreign companies set forth respectively in those items without delay:

一　日本に営業所を設けていない外国会社　日本における代表者（日本に住所を有するものに限る。）の住所地

(i) foreign company that has not established a business office in Japan: the address of its representative in Japan (limited to those whose address is in Japan); and

二　日本に営業所を設けている外国会社　当該営業所の所在地

(ii) foreign company that has established a business office in Japan: the location of relevant business office.

３　次の各号に掲げる訴えに係る請求を認容する判決が確定した場合には、裁判所書記官は、職権で、遅滞なく、各会社の本店の所在地を管轄する登記所に当該各号に定める登記を嘱託しなければならない。

(3) If a judgment upholding a claim relating to the actions set forth in the following items becomes final and binding, a court clerk must commission the registrations specified respectively in those items, ex officio, to the registry office having jurisdiction over the location of the head office of each company without delay:

一　会社の組織変更の無効の訴え　組織変更後の会社についての解散の登記及び組織変更をする会社についての回復の登記

(i) an action seeking invalidation of an entity conversion of a company: registration of dissolution with regard to the company after the entity

conversion and registration of restoration with regard to the company effecting the entity conversion;

二　会社の吸収合併の無効の訴え　吸収合併後存続する会社についての変更の登記及び吸収合併により消滅する会社についての回復の登記

(ii) an action seeking invalidation of an absorption-type merger of a company: registration of a change with regard to the company surviving the absorption-type merger and registration of restoration with regard to the company disappearing in the absorption-type merger;

三　会社の新設合併の無効の訴え　新設合併により設立する会社についての解散の登記及び新設合併により消滅する会社についての回復の登記

(iii) an action seeking invalidation of a consolidation-type merger of a company: registration of dissolution with regard to the company that is incorporated in the consolidation-type merger and registration of restoration with regard to the companies disappearing in the consolidation-type merger;

四　会社の吸収分割の無効の訴え　吸収分割をする会社及び当該会社がその事業に関して有する権利義務の全部又は一部を当該会社から承継する会社についての変更の登記

(iv) an action seeking invalidation of an absorption-type company split: registration of a change with regard to the company effecting the absorption-type company split and the company succeeding to all or part of the rights and obligations held by relevant company in connection with its business by transfer from the company;

五　会社の新設分割の無効の訴え　新設分割をする会社についての変更の登記及び新設分割により設立する会社についての解散の登記

(v) an action seeking invalidation of an incorporation-type company split: registration of a change with regard to the company effecting the incorporation-type company split and registration of dissolution with regard to the company that is incorporated in the incorporation-type company split;

六　株式会社の株式交換の無効の訴え　株式交換をする株式会社（第七百六十八条第一項第四号に掲げる事項についての定めがある場合に限る。）及び株式交換をする株式会社の発行済株式の全部を取得する会社についての変更の登記

(vi) an action seeking invalidation of a share exchange of a stock company: registration of a change with regard to the stock company effecting the share transfer (limited to cases where there are provisions on the matters set forth in Article 768, paragraph (1), item (iv)) and the company acquiring all of the issued shares of the stock company effecting the share transfer;

七　株式会社の株式移転の無効の訴え　株式移転をする株式会社（第七百七十三条第一項第九号に掲げる事項についての定めがある場合に限る。）についての変更の登記及び株式移転により設立する株式会社についての解散の登記

(vii) an action seeking invalidation of a share exchange of a stock company: registration of a change with regard to the company effecting the share

transfer (limited to cases where there are provisions on the matters set forth in Article 773, paragraph (1), item (ix)) and registration of dissolution with regard to the stock company that is incorporated in the share transfer; and

八　株式会社の株式交付の無効の訴え　株式交付親会社についての変更の登記

(viii) an action seeking invalidation of a partial share exchange of a stock company: registration of the change with regard to the parent company resulting from a partial share exchange.

（特別清算に関する裁判による登記の嘱託）

(Commissioning of Registration by a Juridical Decision Concerning Special Liquidation)

第九百三十八条　次の各号に掲げる場合には、裁判所書記官は、職権で、遅滞なく、清算株式会社の本店の所在地を管轄する登記所に当該各号に定める登記を嘱託しなければならない。

Article 938 (1) In the cases set forth in the following items, a court clerk must commission the registrations specified respectively in those items, ex officio, to the registry office having jurisdiction over the location of the head office of the liquidating stock company without delay:

一　特別清算開始の命令があったとき　特別清算開始の登記

(i) when an order to commence special liquidation is issued, registration of commencement of special liquidation;

二　特別清算開始の命令を取り消す決定が確定したとき　特別清算開始の取消しの登記

(ii) when a ruling to revoke an order to commence special liquidation becomes final and binding, registration of revocation of commencement of special liquidation; and

三　特別清算終結の決定が確定したとき　特別清算終結の登記

(iii) when a ruling to conclude special liquidation becomes final and binding, registration of conclusion of special liquidation.

２　次に掲げる場合には、裁判所書記官は、職権で、遅滞なく、清算株式会社の本店の所在地を管轄する登記所にその登記を嘱託しなければならない。

(2) In the following cases, a court clerk must commission the registration, ex officio, to the registry office having jurisdiction over the location of the head office of the liquidating stock company without delay:

一　特別清算開始後における第四百七十九条第四項において準用する第三百四十六条第二項又は第四百八十三条第六項において準用する第三百五十一条第二項の規定による一時清算人又は代表清算人の職務を行うべき者の選任の裁判があったとき。

(i) when the court makes a judicial decision on the appointment of a person who is temporarily to perform the duties of a liquidator or representative liquidator under the provisions of Article 351, paragraph (2) as applied mutatis mutandis pursuant to Article 346, paragraph (2) or Article 483,

paragraph (6) as applied mutatis mutandis pursuant to Article 479, paragraph (4) after the commencement of special liquidation;

二　前号の裁判を取り消す裁判があったとき。

(ii) when the court makes a judicial decision revoking the judicial decision referred to in the preceding item;

三　特別清算開始後における清算人又は代表清算人の選任又は選定の裁判を取り消す裁判があったとき。

(iii) when the court makes a judicial decision revoking a judicial decision on the appointment or selection of a liquidator or representative liquidator after the commencement of special liquidation;

四　特別清算開始後における清算人の解任の裁判があったとき。

(iv) when the court makes a judicial decision on the dismissal of a liquidator after the commencement of special liquidation; and

五　前号の裁判を取り消す裁判が確定したとき。

(v) when a judicial decision revoking the judicial decision referred to in the preceding item becomes final and binding.

3　次に掲げる場合には、裁判所書記官は、職権で、遅滞なく、当該保全処分の登記を嘱託しなければならない。

(3) In the following cases, a court clerk must commission the registration of the relevant provisional order, ex officio, without delay:

一　清算株式会社の財産に属する権利で登記されたものに関し第五百四十条第一項又は第二項の規定による保全処分があったとき。

(i) when the court issues a provisional order under the provisions of Article 540, paragraph (1) or (2) concerning a right which is categorized as the property of the liquidating stock company and which is registered; and

二　登記のある権利に関し第五百四十二条第一項又は第二項の規定による保全処分があったとき。

(ii) when the court issues a provisional order under the provisions of Article 542, paragraph (1) or (2) concerning a registered right.

4　前項の規定は、同項に規定する保全処分の変更若しくは取消しがあった場合又は当該保全処分が効力を失った場合について準用する。

(4) The provisions of the preceding paragraph apply mutatis mutandis to cases where a provisional order as prescribed in that paragraph is changed or revoked or if such a provisional order becomes ineffective.

5　前二項の規定は、登録のある権利について準用する。

(5) The provisions of the preceding two paragraphs apply mutatis mutandis to registered rights.

6　前各項の規定は、その性質上許されないものを除き、第八百二十二条第一項の規定による日本にある外国会社の財産についての清算について準用する。

(6) The provisions of the preceding paragraphs apply mutatis mutandis to the liquidation of a foreign company's property in Japan under the provisions of

Article 822, paragraph (1), excluding those that are not applicable by their nature.

第五章　公告
Chapter V Public Notice
第一節　総則
Section 1 General Provisions

（会社の公告方法）
(Method of Public Notice of a Company)

第九百三十九条　会社は、公告方法として、次に掲げる方法のいずれかを定款で定めることができる。

Article 939 (1) A company may prescribe any one of the following methods as the method of public notice in its articles of incorporation:

一　官報に掲載する方法
(i) publication in Official Gazette;

二　時事に関する事項を掲載する日刊新聞紙に掲載する方法
(ii) publication in a daily newspaper that publishes matters on current affairs; or

三　電子公告
(iii) electronic public notice.

２　外国会社は、公告方法として、前項各号に掲げる方法のいずれかを定めることができる。

(2) A foreign company may prescribe any one of the methods set forth in the items of the preceding paragraph as the method of public notice.

３　会社又は外国会社が第一項第三号に掲げる方法を公告方法とする旨を定める場合には、電子公告を公告方法とする旨を定めれば足りる。この場合においては、事故その他やむを得ない事由によって電子公告による公告をすることができない場合の公告方法として、同項第一号又は第二号に掲げる方法のいずれかを定めることができる。

(3) If a company or a foreign company prescribes to the effect that the method set forth in paragraph (1), item (iii) is to be the method of public notice, it is sufficient to prescribe to the effect that electronic public notice is the method of public notice. In these cases, the method set forth in item (i) or item (ii) of that paragraph may be prescribed as the method of public notice for cases where it is unable to give public notice by way of electronic public notice due to an accident or other unavoidable circumstances.

４　第一項又は第二項の規定による定めがない会社又は外国会社の公告方法は、第一項第一号の方法とする。

(4) The method of public notice of a company or a foreign company that does not have the provisions under the provisions of paragraph (1) or paragraph (2) is the method referred to in paragraph (1), item (i).

（電子公告の公告期間等）

(Public Notice Period of Electronic Public Notice)

第九百四十条　株式会社又は持分会社が電子公告によりこの法律の規定による公告をする場合には、次の各号に掲げる公告の区分に応じ、当該各号に定める日までの間、継続して電子公告による公告をしなければならない。

Article 940 (1) If a stock company or a membership company gives public notice under the provisions of this Act by way of electronic public notice, it must give public notice by way of electronic public notice continuously until the days specified in the following items for the categories of public notice set forth respectively in those items:

一　この法律の規定により特定の日の一定の期間前に公告しなければならない場合における当該公告　当該特定の日

(i) public notice if the public notice must be given a certain period prior to a specified date pursuant to the provisions of this Act: the specified date;

二　第四百四十条第一項の規定による公告　同項の定時株主総会の終結の日後五年を経過する日

(ii) public notice under the provisions of Article 440, paragraph (1): the day on which five years have elapsed from the day of the conclusion of the annual shareholders meeting referred to in that paragraph;

三　公告に定める期間内に異議を述べることができる旨の公告　当該期間を経過する日

(iii) public notice to the effect that objections may be stated within the period specified in the public notice: the day on which the period has elapsed; and

四　前三号に掲げる公告以外の公告　当該公告の開始後一箇月を経過する日

(iv) public notice other than that referred in the preceding three items: the day on which one month has elapsed from the start of relevant public notice.

２　外国会社が電子公告により第八百十九条第一項の規定による公告をする場合には、同項の手続の終結の日後五年を経過する日までの間、継続して電子公告による公告をしなければならない。

(2) If a foreign company gives public notice under the provisions of Article 819, paragraph (1) by way of electronic public notice, it must give public notice by way of electronic public notice continuously until the day on which five years have elapsed from the day of the conclusion of the procedure referred to in that paragraph.

３　前二項の規定にかかわらず、これらの規定により電子公告による公告をしなければならない期間（以下この章において「公告期間」という。）中公告の中断（不特定多数の者が提供を受けることができる状態に置かれた情報がその状態に置かれないこととなったこと又はその情報がその状態に置かれた後改変されたことをいう。以下この項において同じ。）が生じた場合において、次のいずれにも該当するときは、その公告の中断は、当該公告の効力に影響を及ぼさない。

(3) Notwithstanding the provisions of the preceding two paragraphs, if an interruption of public notice (meaning that the information, which was made available to the general public, is no longer made available or that the information has been altered after being made available to the general public; hereinafter the same applies in this paragraph) occurs during the period in which public notice was to be given by way of electronic public notice pursuant to these provisions (hereinafter referred to as the "public notice period" in this Chapter), if all of the following conditions are met, that interruption of public notice does not affect the effects of relevant public notice:

一　公告の中断が生ずることにつき会社が善意でかつ重大な過失がないこと又は会社に正当な事由があること。

(i) the company acts in good faith and without gross negligence without gross negligence or the company has justifiable grounds with regard to the occurrence of the interruption of public notice;

二　公告の中断が生じた時間の合計が公告期間の十分の一を超えないこと。

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

三　会社が公告の中断が生じたことを知った後速やかにその旨、公告の中断が生じた時間及び公告の中断の内容を当該公告に付して公告したこと。

(iii) promptly after learning about the occurrence of the interruption of public notice, the company has given public notice of that fact, the time when the interruption of public notice occurred and the details of the interruption of public notice by appending the information to the relevant public notice.

第二節　電子公告調査機関
Section 2 Electronic Public Notice Investigation Body

（電子公告調査）

(Electronic Public Notice Investigation)

第九百四十一条　この法律又は他の法律の規定による公告（第四百四十条第一項の規定による公告を除く。以下この節において同じ。）を電子公告によりしようとする会社は、公告期間中、当該公告の内容である情報が不特定多数の者が提供を受けることができる状態に置かれているかどうかについて、法務省令で定めるところにより、法務大臣の登録を受けた者（以下この節において「調査機関」という。）に対し、調査を行うことを求めなければならない。

Article 941 A company that intends to give public notice under the provisions of this Act or another Act (excluding the public notice under the provisions of Article 440, paragraph (1); hereinafter the same applies in this Section) by way of electronic public notice must request a person who has been registered by the Minister of Justice (hereinafter referred to as an "investigation body" in this Section) to carry out an investigation as to whether the information

contained in relevant public notice is being made available to the general public during the public notice period, pursuant to the provisions of Ministry of Justice Order.

（登録）
(Registration)

第九百四十二条　前条の登録（以下この節において単に「登録」という。）は、同条の規定による調査（以下この節において「電子公告調査」という。）を行おうとする者の申請により行う。

Article 942 (1) The registration referred to in the preceding Article (hereinafter simply referred to as the "registration" in this Section) is made through an application by a person who intends to conduct the investigation under the provisions of that Article (hereinafter referred to as the "electronic public notice investigation" in this Section).

２　登録を受けようとする者は、実費を勘案して政令で定める額の手数料を納付しなければならない。

(2) A person who intends to obtain the registration must pay a fee to the amount specified by Cabinet Order by giving consideration to the actual cost.

（欠格事由）
(Grounds for Disqualification)

第九百四十三条　次のいずれかに該当する者は、登録を受けることができない。

Article 943 A person who falls under any one of the following categories of persons may not obtain the registration:

一　この節の規定若しくは農業協同組合法（昭和二十二年法律第百三十二号）第九十七条の四第五項、金融商品取引法第五十条の二第十項及び第六十六条の四十第六項、公認会計士法第三十四条の二十第六項及び第三十四条の二十三第四項、消費生活協同組合法（昭和二十三年法律第二百号）第二十六条第六項、水産業協同組合法（昭和二十三年法律第二百四十二号）第百二十六条の四第五項、中小企業等協同組合法（昭和二十四年法律第百八十一号）第三十三条第七項（輸出水産業の振興に関する法律（昭和二十九年法律第百五十四号）第二十条並びに中小企業団体の組織に関する法律（昭和三十二年法律第百八十五号）第五条の二十三第三項及び第四十七条第二項において準用する場合を含む。）、弁護士法（昭和二十四年法律第二百五号）第三十条の二十八第六項（同法第四十三条第三項並びに外国弁護士による法律事務の取扱い等に関する法律（昭和六十一年法律第六十六号）第六十七条第二項、第八十条第一項及び第八十二条第三項において準用する場合を含む。）、船主相互保険組合法（昭和二十五年法律第百七十七号）第五十五条第三項、司法書士法（昭和二十五年法律第百九十七号）第四十五条の二第六項、土地家屋調査士法（昭和二十五年法律第二百二十八号）第四十条の二第六項、商品先物取引法（昭和二十五年法律第二百三十九号）第十一条第九項、行政書士法（昭和二十六年法律第四号）第十三条の二十の二第六項、投資信託及び投資法人に関する法律（昭和二十六年法律第百

九十八号）第二十五条第二項（同法第五十九条において準用する場合を含む。）及び第百八十六条の二第四項、税理士法第四十八条の十九の二第六項（同法第四十九条の十二第三項において準用する場合を含む。）、信用金庫法（昭和二十六年法律第二百三十八号）第八十七条の四第四項、輸出入取引法（昭和二十七年法律第二百九十九号）第十五条第六項（同法第十九条の六において準用する場合を含む。）、中小漁業融資保証法（昭和二十七年法律第三百四十六号）第五十五条第五項、労働金庫法（昭和二十八年法律第二百二十七号）第九十一条の四第四項、技術研究組合法（昭和三十六年法律第八十一号）第十六条第八項、農業信用保証保険法（昭和三十六年法律第二百四号）第四十八条の三第五項（同法第四十八条の九第七項において準用する場合を含む。）、社会保険労務士法（昭和四十三年法律第八十九号）第二十五条の二十三の二第六項、森林組合法（昭和五十三年法律第三十六号）第八条の二第五項、銀行法第四十九条の二第二項、保険業法（平成七年法律第百五号）第六十七条の二及び第二百十七条第三項、資産の流動化に関する法律（平成十年法律第百五号）第百九十四条第四項、弁理士法（平成十二年法律第四十九号）第五十三条の二第六項、農林中央金庫法（平成十三年法律第九十三号）第九十六条の二第四項、信託業法第五十七条第六項、一般社団法人及び一般財団法人に関する法律第三百三十三条並びに資金決済に関する法律（平成二十一年法律第五十九号）第二十条第四項、第六十一条第七項及び第六十三条の二十第七項（以下この節において「電子公告関係規定」と総称する。）において準用する第九百五十五条第一項の規定又はこの節の規定に基づく命令に違反し、罰金以上の刑に処せられ、その執行を終わり、又は執行を受けることがなくなった日から二年を経過しない者

(i) a person who has been sentenced to a fine or a severer punishment for the violation of the provisions of this Section or the provisions of Article 955, paragraph (1) as applied mutatis mutandis pursuant to Article 97-4, paragraph (5) of the Agricultural Cooperatives Act (Act No. 132 of 1947), Article 50-2, paragraph (10) and Article 66-40, paragraph (6) of the Financial Instruments and Exchange Act, Article 34-20, paragraph (6) and Article 34-23, paragraph (4) of the Certified Public Accountants Act, Article 26, paragraph (6) of the Consumer Cooperatives Act (Act No. 200 of 1948), Article 126-4, paragraph (5) of the Fisheries Cooperatives Act (Act No. 242 of 1948), Article 33, paragraph (7) of the Small and Medium-Sized Enterprise Cooperatives Act (Act No. 181 of 1949) (including the cases where it is applied mutatis mutandis pursuant to Article 20 of the Export Fisheries Promotion Act (Act No. 154 of 1954) and Article 5-23, paragraph (3) and Article 47, paragraph (2) of the Act on Organizations of Small and Medium Sized Enterprises (Act No. 185 of 1957)), Article 30-28, paragraph (6) of the Attorneys Act (Act No. 205 of 1949) (including the cases where it is applied mutatis mutandis pursuant to Article 43, paragraph (3) of that Act and Article 67, paragraph (2), Article 80, paragraph (1), and Article 82, paragraph (3) of the Act on the Handling of Legal Services by Foreign Lawyers (Act No. 66 of 1986)), Article 55, paragraph (3) of the Ship Owners'

Mutual Insurance Union Act (Act No. 177 of 1950), Article 45-2, paragraph (6) of the Judicial Scrivener Act (Act No. 197 of 1950), Article 40-2, paragraph (6) of the Land and House Investigator Act (Act No. 228 of 1950), Article 11, paragraph (9) of the Commodity Futures Act (Act No. 239 of 1950), Article 13-20-2, paragraph (6) of the Administrative Scrivener Act (Act No. 4 of 1951), Article 25, paragraph (2) of the Act on Securities Investment Trust and Securities Investment Corporations (Act No. 198 of 1951) (including the cases where it is applied mutatis mutandis pursuant to Article 59 of that Act) and Article 186-2, paragraph (4) of that Act, Article 48-19-2, paragraph (6) of the Certified Public Tax Accountant Act (including the cases where it is applied mutatis mutandis pursuant to Article 49-12, paragraph (3) of that Act), Article 87-4, paragraph (4) of the Shinkin Bank Act (Act No. 238 of 1951), Article 15, paragraph (6) of the Export and Import Transaction Act (Act No. 299 of 1952) (including the cases where it is applied mutatis mutandis pursuant to Article 19-6 of that Act), Article 55, paragraph (5) of the Loan Security Act for Small and Medium Sized Fishery Industry (Act No. 346 of 1952), Article 91-4, paragraph (4) of the Labor Bank Act (Act No. 227 of 1953), Article 16, paragraph (8) of the Research and Development Partnerships Act (Act No. 81 of 1961), Article 48-3, paragraph (5) of the Agricultural Credit Guarantee Insurance Act (Act No. 204 of 1961) (including the cases where it is applied mutatis mutandis pursuant to Article 48-9, paragraph (7) of that Act), Article 25-23-2, paragraph (6) of the Act on Public Consultants on Social and Labor Insurance (Act No. 89 of 1968), Article 8-2, paragraph (5) of the Forestry Partnership Act (Act No. 36 of 1978), Article 49-2, paragraph (2) of the Banking Act, Article 67-2 and Article 217, paragraph (3) of the Insurance Business Act (Act No. 105 of 1995), Article 194, paragraph (4) of the Act on Securitization of Assets (Act No. 105 of 1998), Article 53-2, paragraph (6) of the Patent Attorney Act (Act No. 49 of 2000), Article 96-2, paragraph (4) of the Norinchukin Bank Act (Act No. 93 of 2001), Article 57, paragraph (6) of the Trust Business Act, Article 333 of the Act on General Incorporated Association and General Incorporated Foundation, and Article 20, paragraph (4), Article 61, paragraph (7), and Article 63-20, paragraph (7) of the Payment Services Act (Act No. 59 of 2009) (hereinafter collectively referred to as the "electronic public notice related provisions" in this Section) or the violation of an order based on the provisions of this Section and where two years have yet to elapse from the day on which the execution of the sentence has been completed or the sentence has become no longer applicable;

二　第九百五十四条の規定により登録を取り消され、その取消しの日から二年を経過しない者

(ii) a person whose registration has been rescinded pursuant to the provisions

of Article 954 and where two years have yet to elapse from the day of the rescission; or

三　法人であって、その業務を行う理事等（理事、取締役、執行役、業務を執行する社員、監事若しくは監査役又はこれらに準ずる者をいう。第九百四十七条において同じ。）のうちに前二号のいずれかに該当する者があるもの

(iii) a corporation where the directors, etc. engaged in the business thereof (meaning directors, executive officers, members executing business, inspectors, company auditors or persons equivalent thereto; the same applies in Article 947) include a person who falls under any one of the preceding two items.

（登録基準）

(Registration Standards)

第九百四十四条　法務大臣は、第九百四十二条第一項の規定により登録を申請した者が、次に掲げる要件のすべてに適合しているときは、その登録をしなければならない。この場合において、登録に関して必要な手続は、法務省令で定める。

Article 944 (1) When a person who has filed an application for a registration pursuant to the provisions of Article 942, paragraph (1) satisfies all of the following requirements, the Minister of Justice must complete the registration of that person. In these cases, the necessary procedures concerning a registration are prescribed by Ministry of Justice Order:

一　電子公告調査に必要な電子計算機（入出力装置を含む。以下この号において同じ。）及びプログラム（電子計算機に対する指令であって、一の結果を得ることができるように組み合わされたものをいう。以下この号において同じ。）であって次に掲げる要件のすべてに適合するものを用いて電子公告調査を行うものであること。

(i) the person carries out the electronic public notice investigation by using the computers (including input-output devices; hereinafter the same applies in this item) and programs (meaning instructions given to a computer, combined so as to obtain a certain result; hereinafter the same applies in this item) necessary for the electronic public notice investigation, which satisfy all of the following requirements:

イ　当該電子計算機及びプログラムが電子公告により公告されている情報をインターネットを利用して閲覧することができるものであること。

(a) relevant computers and programs allow users to inspect, through the internet, the information that is publicly notified by way of electronic public notice;

ロ　当該電子計算機若しくはその用に供する電磁的記録を損壊し、若しくは当該電子計算機に虚偽の情報若しくは不正な指令を与え、又はその他の方法により、当該電子計算機に使用目的に沿うべき動作をさせず、又は使用目的に反する動作をさせることを防ぐために必要な措置が講じられていること。

(b) necessary measures are taken for preventing persons from making

relevant computers fail to operate in accordance with the purpose of use or making them operate against the purpose of use by damaging relevant computers or an electronic or magnetic record to be used by the computers, giving false information or wrongful instructions to the computers or any other method;

ハ　当該電子計算機及びプログラムがその電子公告調査を行う期間を通じて当該電子計算機に入力された情報及び指令並びにインターネットを利用して提供を受けた情報を保存する機能を有していること。

(c) relevant computers and programs have the function of preserving the information and instructions that have been input into relevant computers and the information received through the internet throughout the period of carrying out the electronic public notice investigation; and

二　電子公告調査を適正に行うために必要な実施方法が定められていること。

(ii) the necessary implementation method for carrying out the electronic public notice investigation appropriately has been prescribed.

２　登録は、調査機関登録簿に次に掲げる事項を記載し、又は記録してするものとする。

(2) The registration is to be completed by stating or recording the following matters in the investigation body register:

一　登録年月日及び登録番号

(i) the date of the registration and the registration number;

二　登録を受けた者の氏名又は名称及び住所並びに法人にあっては、その代表者の氏名

(ii) the name and address of the person who obtained the registration, and in the case of a corporation, the name of the representative thereof; and

三　登録を受けた者が電子公告調査を行う事業所の所在地

(iii) the location of the place of business where the person who obtained the registration will carry out the electronic public notice investigation.

（登録の更新）

(Renewal of Registration)

第九百四十五条　登録は、三年を下らない政令で定める期間ごとにその更新を受けなければ、その期間の経過によって、その効力を失う。

Article 945 (1) Unless a registration is renewed at an interval of not less than three years as specified by Cabinet Order, it becomes ineffective by the expiration of the period.

２　前三条の規定は、前項の登録の更新について準用する。

(2) The provisions of the preceding three Articles apply mutatis mutandis to the renewal of a registration referred to in the preceding paragraph.

（調査の義務等）

(Obligation of Investigation)

第九百四十六条　調査機関は、電子公告調査を行うことを求められたときは、正当な理由がある場合を除き、電子公告調査を行わなければならない。

Article 946 (1) When being requested to carry out an electronic public notice investigation, an investigation body must carry out the electronic public notice investigation except if there are justifiable grounds.

２　調査機関は、公正に、かつ、法務省令で定める方法により電子公告調査を行わなければならない。

(2) An investigation body must carry out an electronic public notice investigation fairly and by the method prescribed by Ministry of Justice Order.

３　調査機関は、電子公告調査を行う場合には、法務省令で定めるところにより、電子公告調査を行うことを求めた者（以下この節において「調査委託者」という。）の商号その他の法務省令で定める事項を法務大臣に報告しなければならない。

(3) If an investigation body carries out an electronic public notice investigation, the investigation body must report to the Minister of Justice the trade name of the person who has requested the electronic public notice investigation (hereinafter referred to as the "investigation entruster" in this Section) and any other matters prescribed by Ministry of Justice Order, pursuant to the provisions of Ministry of Justice Order.

４　調査機関は、電子公告調査の後遅滞なく、調査委託者に対して、法務省令で定めるところにより、当該電子公告調査の結果を通知しなければならない。

(4) An investigation body must, without delay after an electronic public notice investigation, notify the investigation entruster of the results of the electronic public notice investigation, pursuant to the provisions of Ministry of Justice Order.

（電子公告調査を行うことができない場合）

(Cases Where an Electronic Public Notice Investigation Is Unable to Be Carried Out)

第九百四十七条　調査機関は、次に掲げる者の電子公告による公告又はその者若しくはその理事等が電子公告による公告に関与した場合として法務省令で定める場合における当該公告については、電子公告調査を行うことができない。

Article 947 An investigation body is unable to carry out an electronic public notice investigation with regard to public notice given by any one of the following persons by way of electronic public notice or with regard to the public notice in the cases prescribed by Ministry of Justice Order as those where the persons or directors, etc. thereof were involved in the public notice given by way of electronic public notice:

一　当該調査機関

(i) the relevant investigation body;

二　当該調査機関が株式会社である場合における親株式会社（当該調査機関を子会社とする株式会社をいう。）

(ii) the parent stock company (meaning a stock company which has the relevant investigation body as its subsidiary company) if the relevant investigation body is a stock company;

三　理事等又は職員（過去二年間にそのいずれかであった者を含む。次号において同じ。）が当該調査機関の理事等に占める割合が二分の一を超える法人

(iii) a corporation whose directors, etc. or employees (including those who have been in either of the positions within the past two years; the same applies in the following item) constitute more than half of the directors, etc. of the relevant investigation body; or

四　理事等又は職員のうちに当該調査機関（法人であるものを除く。）又は当該調査機関の代表権を有する理事等が含まれている法人

(iv) a corporation whose directors, etc. or employees include the relevant investigation body (excluding one who is a corporation) or a director, etc. having the authority of representation of the relevant investigation body.

（事業所の変更の届出）

(Notification of a Change in the Place of Business)

第九百四十八条　調査機関は、電子公告調査を行う事業所の所在地を変更しようとするときは、変更しようとする日の二週間前までに、法務大臣に届け出なければならない。

Article 948 When an investigation body intends to change the location of the place of business where electronic public notice investigations will be carried out, the investigation body must give notification to the Minister of Justice by two weeks prior to the day of that change.

（業務規程）

(Business Rules)

第九百四十九条　調査機関は、電子公告調査の業務に関する規程（次項において「業務規程」という。）を定め、電子公告調査の業務の開始前に、法務大臣に届け出なければならない。これを変更しようとするときも、同様とする。

Article 949 (1) An investigation body must prescribe rules concerning the business of electronic public notice investigations (referred to as the "business rules" in the following paragraph) and notify the Minister of Justice thereof prior to the commencement of the business of electronic public notice investigations. The same applies when the investigation body intends to change the business rules.

２　業務規程には、電子公告調査の実施方法、電子公告調査に関する料金その他の法務省令で定める事項を定めておかなければならない。

(2) The business rules must provide for the implementation method of electronic public notice investigations, fees concerning electronic public notice investigations and any other matters prescribed by Ministry of Justice Order.

（業務の休廃止）
(Suspension or Discontinuance of Business)
第九百五十条　調査機関は、電子公告調査の業務の全部又は一部を休止し、又は廃止しようとするときは、法務省令で定めるところにより、あらかじめ、その旨を法務大臣に届け出なければならない。
Article 950 When an investigation body intends to suspend or discontinue all or part of the business of electronic public notice investigations, the investigation body must notify the Minister of Justice to that effect in advance, pursuant to the provisions of Ministry of Justice Order.

（財務諸表等の備置き及び閲覧等）
(Keeping and Inspection of Financial Statements)
第九百五十一条　調査機関は、毎事業年度経過後三箇月以内に、その事業年度の財産目録、貸借対照表及び損益計算書又は収支計算書並びに事業報告書（これらの作成に代えて電磁的記録の作成がされている場合における当該電磁的記録を含む。次項において「財務諸表等」という。）を作成し、五年間事業所に備え置かなければならない。
Article 951 (1) An investigation body must, within three months from the end of each business year, prepare an inventory of property, a balance sheet, profit and loss statement or settlement of accounts, and business report (including electronic or magnetic records, if electronic or magnetic records are prepared in lieu of these documents; referred to as the "financial statements, etc." in the following paragraph) for the business year, and keep them at the investigation body's place of business for five years.
２　調査委託者その他の利害関係人は、調査機関に対し、その業務時間内は、いつでも、次に掲げる請求をすることができる。ただし、第二号又は第四号に掲げる請求をするには、当該調査機関の定めた費用を支払わなければならない。
(2) An investigation entruster or any other interested party may make the following requests to an investigation body at any time during the business hours of the investigation body; provided, however, that that person must pay the fee designated by the investigation body when making the request set forth in item (ii) or item (iv):
一　財務諸表等が書面をもって作成されているときは、当該書面の閲覧又は謄写の請求
(i) when the financial statements, etc. are prepared in the form of documents, requests for the inspection or copying of relevant documents;
二　前号の書面の謄本又は抄本の交付の請求
(ii) requests for the delivery of a transcript or extract of the documents referred to in the preceding item;
三　財務諸表等が電磁的記録をもって作成されているときは、当該電磁的記録に記録された事項を法務省令で定める方法により表示したものの閲覧又は謄写の請求
(iii) if the financial statements, etc. have been prepared as an electronic or

magnetic record, a request to inspect or copy anything that is used in a manner prescribed by Ministry of Justice Order to display the information recorded in that electronic or magnetic record; and

四　前号の電磁的記録に記録された事項を電磁的方法であって調査機関の定めたものにより提供することの請求又は当該事項を記載した書面の交付の請求

(iv) a request to be provided with the information recorded in the electronic or magnetic record referred to in the preceding item by an electronic or magnetic means that the Investigation body has designated, or a request to be issued a document showing that information.

（適合命令）

(Compliance Order)

第九百五十二条　法務大臣は、調査機関が第九百四十四条第一項各号のいずれかに適合しなくなったと認めるときは、その調査機関に対し、これらの規定に適合するため必要な措置をとるべきことを命ずることができる。

Article 952 When the Minister of Justice finds that an investigation body no longer complies with any one of the items of Article 944, paragraph (1), the minister may order the investigation body to take necessary measures for complying with these provisions.

（改善命令）

(Order for Improvement)

第九百五十三条　法務大臣は、調査機関が第九百四十六条の規定に違反していると認めるときは、その調査機関に対し、電子公告調査を行うべきこと又は電子公告調査の方法その他の業務の方法の改善に関し必要な措置をとるべきことを命ずることができる。

Article 953 When the Minister of Justice finds that an investigation body violates the provisions of Article 946, the minister may order the investigation body to carry out electronic public notice investigations or to take necessary measures to improve the method of electronic public notice investigation or the method of any other business.

（登録の取消し等）

(Rescission of Registration)

第九百五十四条　法務大臣は、調査機関が次のいずれかに該当するときは、その登録を取り消し、又は期間を定めて電子公告調査の業務の全部若しくは一部の停止を命ずることができる。

Article 954 When an investigation body falls under any one of the following items, the Minister of Justice may rescind the registration of the investigation body or order the suspension of all or part of the business of electronic public notice investigations for a set period:

一　第九百四十三条第一号又は第三号に該当するに至ったとき。

(i) when the investigation body falls under Article 943, item (i) or (iii);

二　第九百四十七条（電子公告関係規定において準用する場合を含む。）から第九百五十条まで、第九百五十一条第一項又は次条第一項（電子公告関係規定において準用する場合を含む。）の規定に違反したとき。

(ii) when the investigation body violates the provisions of Article 947 (including the cases where it is applied mutatis mutandis pursuant to the electronic public notice related provisions) to Article 950, Article 951, paragraph (1) or paragraph (1) of the following Article (including the cases where it is applied mutatis mutandis pursuant to the electronic public notice related provisions);

三　正当な理由がないのに第九百五十一条第二項各号又は次条第二項各号（電子公告関係規定において準用する場合を含む。）の規定による請求を拒んだとき。

(iii) when the investigation body rejects a request under the provisions of the items of Article 951, paragraph (2) or the items of paragraph (2) of the following Article (including the cases where it is applied mutatis mutandis pursuant to the electronic public notice related provisions) without justifiable grounds;

四　第九百五十二条又は前条（電子公告関係規定において準用する場合を含む。）の命令に違反したとき。

(iv) when the investigation body violates the order referred to in Article 952 or in the preceding Article (including the cases where it is applied mutatis mutandis pursuant to the electronic public notice related provisions); or

五　不正の手段により第九百四十一条の登録を受けたとき。

(v) when the investigation body obtains the registration referred to in Article 941 by wrongful means.

（調査記録簿等の記載等）

(Statements in an Investigation Record Book)

第九百五十五条　調査機関は、法務省令で定めるところにより、調査記録又はこれに準ずるものとして法務省令で定めるもの（以下この条において「調査記録簿等」という。）を備え、電子公告調査に関し法務省令で定めるものを記載し、又は記録し、及び当該調査記録簿等を保存しなければならない。

Article 955 (1) An investigation body must, pursuant to the provisions of Ministry of Justice Order, keep investigation records or what is prescribed by Ministry of Justice Order as being equivalent thereto (hereinafter referred to as the "investigation record book, etc." in this Article), state or record the matters prescribed by Ministry of Justice Order concerning electronic public notice investigations, and preserve relevant investigation record book, etc.

２　調査委託者その他の利害関係人は、調査機関に対し、その業務時間内は、いつでも、当該調査機関が前項又は次条第二項の規定により保存している調査記録簿等（利害関係がある部分に限る。）について、次に掲げる請求をすることができる。ただし、当

該請求をするには、当該調査機関の定めた費用を支払わなければならない。

(2) An investigation entruster or any other interested party may make the following requests to an investigation body with regard to the investigation record book, etc. preserved by relevant investigation body pursuant to the provisions of the preceding paragraph or paragraph (2) of the following Article (limited to the portions in which that person has an interest) at any time during the business hours of the investigation body; provided, however, that the person must pay the fee designated by the investigation body when making relevant requests:

一　調査記録簿等が書面をもって作成されているときは、当該書面の写しの交付の請求

(i) when the investigation record book, etc. is prepared in the form of documents, requests for the delivery of a copy of relevant documents; and

二　調査記録簿等が電磁的記録をもって作成されているときは、当該電磁的記録に記録された事項を電磁的方法であって調査機関の定めたものにより提供することの請求又は当該事項を記載した書面の交付の請求

(ii) when the investigation record book, etc. has been prepared as an electronic or magnetic record, a request to be provided with the information recorded in that electronic or magnetic record by an electronic or magnetic means that the investigation body has designated, or a request to be issued a document showing that information.

（調査記録簿等の引継ぎ）

(Succession of an Investigation Record Book)

第九百五十六条　調査機関は、電子公告調査の業務の全部の廃止をしようとするとき、又は第九百五十四条の規定により登録が取り消されたときは、その保存に係る前条第一項（電子公告関係規定において準用する場合を含む。）の調査記録簿等を他の調査機関に引き継がなければならない。

Article 956 (1) When an investigation body intends to discontinue all of its business of electronic public notice investigation or when its registration is rescinded pursuant to the provisions of Article 954, the investigation body must have another investigation body succeed to the investigation record book, etc. referred to in paragraph (1) of the preceding Article (including the cases where it is applied mutatis mutandis pursuant to the electronic public notice related provisions), which the former investigation body has preserved.

２　前項の規定により同項の調査記録簿等の引継ぎを受けた調査機関は、法務省令で定めるところにより、その調査記録簿等を保存しなければならない。

(2) An investigation body that has succeeded to the investigation record book, etc. referred to in the preceding paragraph pursuant to the provisions of that paragraph must preserve the investigation record book, etc. pursuant to the provisions of Ministry of Justice Order.

（法務大臣による電子公告調査の業務の実施）

(Implementation of the Business of Electronic Public Notice Investigation by the Minister of Justice)

第九百五十七条　法務大臣は、登録を受ける者がないとき、第九百五十条の規定による電子公告調査の業務の全部又は一部の休止又は廃止の届出があったとき、第九百五十四条の規定により登録を取り消し、又は調査機関に対し電子公告調査の業務の全部若しくは一部の停止を命じたとき、調査機関が天災その他の事由によって電子公告調査の業務の全部又は一部を実施することが困難となったとき、その他必要があると認めるときは、当該電子公告調査の業務の全部又は一部を自ら行うことができる。

Article 957 (1) When no person obtains a registration, when a notification to suspend or discontinue all or part of the business of electronic public notice investigation under the provisions of Article 950 is given, when rescinding a registration or ordering an investigation body to suspend all or part of the business of electronic public notice investigation pursuant to the provisions of Article 954, when it becomes difficult for an investigation body to implement all or part of the business of electronic public notice investigation due to a natural disaster or on any other grounds, or in any other cases where it is found necessary, the Minister of Justice may personally carry out all or part of the business of electronic public notice investigation.

２　法務大臣が前項の規定により電子公告調査の業務の全部又は一部を自ら行う場合における電子公告調査の業務の引継ぎその他の必要な事項については、法務省令で定める。

(2) The succession of the business of electronic public notice investigation and any other necessary matters if the Minister of Justice personally carries out all or part of the business of electronic public notice investigation pursuant to the provisions of the preceding paragraph are prescribed by Ministry of Justice Order.

３　第一項の規定により法務大臣が行う電子公告調査を求める者は、実費を勘案して政令で定める額の手数料を納付しなければならない。

(3) A person who seeks the electronic public notice investigation carried out by the Minister of Justice pursuant to the provisions of paragraph (1) must pay a fee to the amount specified by Cabinet Order by giving consideration to the actual cost.

（報告及び検査）

(Reports and Inspections)

第九百五十八条　法務大臣は、この法律の施行に必要な限度において、調査機関に対し、その業務若しくは経理の状況に関し報告をさせ、又はその職員に、調査機関の事務所若しくは事業所に立ち入り、業務の状況若しくは帳簿、書類その他の物件を検査させることができる。

Article 958 (1) The Minister of Justice may, to the extent necessary for the enforcement of this Act, have an investigation body report on the status of the investigation body's business or accounting, or have officials of the Minister of Justice enter the office or place of business of an investigation body and inspect the status of the business or the books, documents or any other articles.

２　前項の規定により職員が立入検査をする場合には、その身分を示す証明書を携帯し、関係人にこれを提示しなければならない。

(2) An official must, when conducting an on-site inspection pursuant to the provisions of the preceding paragraph, carry an identification card and present it to the person concerned.

３　第一項の規定による立入検査の権限は、犯罪捜査のために認められたものと解釈してはならない。

(3) The authority to conduct on-site inspections under paragraph (1) must not be construed as being vested for criminal investigation.

（公示）

(Public Notice)

第九百五十九条　法務大臣は、次に掲げる場合には、その旨を官報に公示しなければならない。

Article 959 In the following cases, the Minister of Justice must give public notice to that effect in Official Gazette:

一　登録をしたとき。

(i) when the minister completes a registration;

二　第九百四十五条第一項の規定により登録が効力を失ったことを確認したとき。

(ii) when the minister confirms that a registration became ineffective pursuant to the provisions of Article 945, paragraph (1);

三　第九百四十八条又は第九百五十条の届出があったとき。

(iii) when the notification referred to in Article 948 or Article 950 is given;

四　第九百五十四条の規定により登録を取り消し、又は電子公告調査の業務の全部若しくは一部の停止を命じたとき。

(iv) when the minister rescinds a registration or orders the suspension of all or part of the business of electronic public notice investigation pursuant to the provisions of Article 954; or

五　第九百五十七条第一項の規定により法務大臣が電子公告調査の業務の全部若しくは一部を自ら行うものとするとき、又は自ら行っていた電子公告調査の業務の全部若しくは一部を行わないこととするとき。

(v) when the Minister of Justice personally carries out all or part of the business of electronic public notice investigation pursuant to the provisions of Article 957, paragraph (1) or when the minister ceases to carry out all or part of the business of electronic public notice investigation that the minister had personally carried out.

第八編　罰則
Part VIII Penal Provisions

（取締役等の特別背任罪）

(Crime of an Aggravated Breach of Trust by a Director)

第九百六十条　次に掲げる者が、自己若しくは第三者の利益を図り又は株式会社に損害を加える目的で、その任務に背く行為をし、当該株式会社に財産上の損害を加えたときは、十年以下の懲役若しくは千万円以下の罰金に処し、又はこれを併科する。

Article 960 (1) When any one of the following persons, for the purpose of promoting the person's own interest or the interest of a third party or inflicting damage on a stock company, commits an act in breach of the person's duties and causes financial damages to relevant stock company, the person is punished by imprisonment for not more than ten years or a fine of not more than ten million yen, or both:

一　発起人

(i) an incorporator;

二　設立時取締役又は設立時監査役

(ii) a director at incorporation or company auditor at incorporation;

三　取締役、会計参与、監査役又は執行役

(iii) a director, accounting advisor, company auditor or executive officer;

四　民事保全法第五十六条に規定する仮処分命令により選任された取締役、監査役又は執行役の職務を代行する者

(iv) a person to perform duties on behalf of a director, company auditor or executive officer who has been appointed based on a provisional disposition order under the provisions of Article 56 of the Civil Provisional Remedies Act;

五　第三百四十六条第二項、第三百五十一条第二項又は第四百一条第三項（第四百三条第三項及び第四百二十条第三項において準用する場合を含む。）の規定により選任された一時取締役（監査等委員会設置会社にあっては、監査等委員である取締役又はそれ以外の取締役）、会計参与、監査役、代表取締役、委員（指名委員会、監査委員会又は報酬委員会の委員をいう。）、執行役又は代表執行役の職務を行うべき者

(v) a person who is temporarily to perform the duties of a director (in cases of a company with audit and supervisory committee, a director who is an audit and supervisory committee member or other director), accounting advisor, company auditor, representative director, committee member (meaning a member of a nominating committee, audit committee, or remuneration committee), executive officer or representative executive officer appointed pursuant to the provisions of Article 346, paragraph (2), Article 351, paragraph (2) or Article 401, paragraph (3) (including the cases where it is

applied mutatis mutandis pursuant to Article 403, paragraph (3) and Article 420, paragraph (3));

六　支配人

(vi) a manager;

七　事業に関するある種類又は特定の事項の委任を受けた使用人

(vii) an employee to whom the authority of a certain kind of matter or a specific matter concerning business has been delegated; or

八　検査役

(viii) an inspector.

２　次に掲げる者が、自己若しくは第三者の利益を図り又は清算株式会社に損害を加える目的で、その任務に背く行為をし、当該清算株式会社に財産上の損害を加えたときも、前項と同様とする。

(2) The provisions of the preceding paragraph also apply when any one of the following persons, for the purpose of promoting the person's own interest or the interest of a third party or inflicting damage on a liquidating stock company, commits an act in breach of the person's duties and causes financial damages to relevant liquidating stock company:

一　清算株式会社の清算人

(i) a liquidator of the liquidating stock company;

二　民事保全法第五十六条に規定する仮処分命令により選任された清算株式会社の清算人の職務を代行する者

(ii) a person to perform duties on behalf of a liquidator of the liquidating stock company who has been appointed based on a provisional disposition order under the provisions of Article 56 of the Civil Provisional Remedies Act;

三　第四百七十九条第四項において準用する第三百四十六条第二項又は第四百八十三条第六項において準用する第三百五十一条第二項の規定により選任された一時清算人又は代表清算人の職務を行うべき者

(iii) a person who is temporarily to perform the duties of a liquidator or representative liquidator appointed pursuant to the provisions of Article 346, paragraph (2) as applied mutatis mutandis pursuant to Article 479, paragraph (4) or Article 351, paragraph (2) as applied mutatis mutandis pursuant to Article 483, paragraph (6);

四　清算人代理

(iv) a liquidator's agent;

五　監督委員

(v) a supervisor; or

六　調査委員

(vi) an investigator.

（代表社債権者等の特別背任罪）

(Crime of an Aggravated Breach of Trust by a Representative Bondholder)

第九百六十一条　代表社債権者又は決議執行者（第七百三十七条第二項に規定する決議執行者をいう。以下同じ。）が、自己若しくは第三者の利益を図り又は社債権者に損害を加える目的で、その任務に背く行為をし、社債権者に財産上の損害を加えたときは、五年以下の懲役若しくは五百万円以下の罰金に処し、又はこれを併科する。

Article 961 When a representative bondholder or a resolution administrator (meaning the resolution administrator prescribed in Article 737, paragraph (2); the same applies hereinafter), for the purpose of promoting the person's own interest or the interest of a third party or inflicting damage on a bondholder, commits an act in breach of the person's duties and causes financial damages to the bondholder, the person is punished by imprisonment for not more than five years or a fine of not more than five million yen, or both.

（未遂罪）

(Attempted Crime)

第九百六十二条　前二条の罪の未遂は、罰する。

Article 962 Attempts of the crimes referred to in the preceding two Articles are punished.

（会社財産を危うくする罪）

(Crimes That Put Company Property at Risk)

第九百六十三条　第九百六十条第一項第一号又は第二号に掲げる者が、第三十四条第一項若しくは第六十三条第一項の規定による払込み若しくは給付について、又は第二十八条各号に掲げる事項について、裁判所又は創立総会若しくは種類創立総会に対し、虚偽の申述を行い、又は事実を隠ぺいしたときは、五年以下の懲役若しくは五百万円以下の罰金に処し、又はこれを併科する。

Article 963 (1) When the person set forth in Article 960, paragraph (1), item (i) or (ii) makes a false statement to or conceals facts from a court, an organizational meeting or an organizational meeting of class shareholders with regard to payment or delivery under the provisions of Article 34, paragraph (1) or Article 63, paragraph (1) or the matters set forth in the items of Article 28, the person is punished by imprisonment for not more than five years or a fine of not more than five million yen, or both.

２　第九百六十条第一項第三号から第五号までに掲げる者が、第百九十九条第一項第三号又は第二百三十六条第一項第三号に掲げる事項について、裁判所又は株主総会若しくは種類株主総会に対し、虚偽の申述を行い、又は事実を隠ぺいしたときも、前項と同様とする。

(2) The provisions of the preceding paragraph also apply when any one of the persons set forth in Article 960, paragraph (1), items (iii) through (v) makes a false statement to or conceals facts from a court, a shareholders meeting or a general meeting of class shareholders with regard to the matters set forth in Article 199, paragraph (1), item (iii) or Article 236, paragraph (1), item (iii).

３　検査役が、第二十八条各号、第百九十九条第一項第三号又は第二百三十六条第一項第三号に掲げる事項について、裁判所に対し、虚偽の申述を行い、又は事実を隠ぺいしたときも、第一項と同様とする。

(3) The provisions of paragraph (1) also apply when an inspector makes a false statement to or conceals facts from a court with regard to the matters set forth in the items of Article 28, Article 199, paragraph (1), item (iii) or Article 236, paragraph (1), item (iii).

４　第九十四条第一項の規定により選任された者が、第三十四条第一項若しくは第六十三条第一項の規定による払込み若しくは給付について、又は第二十八条各号に掲げる事項について、創立総会に対し、虚偽の申述を行い、又は事実を隠ぺいしたときも、第一項と同様とする。

(4) The provisions of paragraph (1) also apply when a person elected pursuant to the provisions of Article 94, paragraph (1) makes a false statement to or conceals facts from an organizational meeting with regard to payment or delivery under the provisions of Article 34, paragraph (1) or Article 63, paragraph (1) or the matters set forth in the items of Article 28.

５　第九百六十条第一項第三号から第七号までに掲げる者が、次のいずれかに該当する場合にも、第一項と同様とする。

(5) The provisions of paragraph (1) also apply when any one of the persons set forth in Article 960, paragraph (1), items (iii) through (vii) falls under any one of the following items:

一　何人の名義をもってするかを問わず、株式会社の計算において不正にその株式を取得したとき。

(i) when the person, under any name, unlawfully acquires shares of a stock company on the account of the stock company;

二　法令又は定款の規定に違反して、剰余金の配当をしたとき。

(ii) when the person pays dividends of surplus in violation of the provisions of laws and regulations or the articles of incorporation; or

三　株式会社の目的の範囲外において、投機取引のために株式会社の財産を処分したとき。

(iii) when the person disposes of a stock company's property for the purpose of speculative trading outside the scope of the purpose of the stock company.

（虚偽文書行使等の罪）

(Crime of Use of False Documents)

第九百六十四条　次に掲げる者が、株式、新株予約権、社債又は新株予約権付社債を引き受ける者の募集をするに当たり、会社の事業その他の事項に関する説明を記載した資料若しくは当該募集の広告その他の当該募集に関する文書であって重要な事項について虚偽の記載のあるものを行使し、又はこれらの書類の作成に代えて電磁的記録の作成がされている場合における当該電磁的記録であって重要な事項について虚偽の記録のあるものをその募集の事務の用に供したときは、五年以下の懲役若しくは五百万

円以下の罰金に処し、又はこれを併科する。

Article 964 (1) When any one of the following persons, in soliciting subscribers for shares, share options, bonds or bonds with share options, uses materials providing explanations about the business of the company or any other matters, advertisements for relevant solicitation or any other documents concerning relevant solicitation that contain false statements with regard to important matters or, if an electronic or magnetic record has been prepared in lieu of relevant documents, uses an electronic or magnetic record that contains a false records with regard to important matters for the administration of relevant solicitation, the person is punished by imprisonment for not more than five years or a fine of not more than five million yen, or both:

一　第九百六十条第一項第一号から第七号までに掲げる者

(i) any one of the persons set forth in Article 960, paragraph (1), items (i) through (vii);

二　持分会社の業務を執行する社員

(ii) a member who executes the business of a membership company;

三　民事保全法第五十六条に規定する仮処分命令により選任された持分会社の業務を執行する社員の職務を代行する者

(iii) a person to perform duties on behalf of a member who executes the business of a membership company, who has been appointed based on a provisional disposition order under the provisions of Article 56 of the Civil Provisional Remedies Act; or

四　株式、新株予約権、社債又は新株予約権付社債を引き受ける者の募集の委託を受けた者

(iv) a person to whom solicitation of subscribers for shares, share options, bonds or bonds with share options has been entrusted.

2　株式、新株予約権、社債又は新株予約権付社債の売出しを行う者が、その売出しに関する文書であって重要な事項について虚偽の記載のあるものを行使し、又は当該文書の作成に代えて電磁的記録の作成がされている場合における当該電磁的記録であって重要な事項について虚偽の記録のあるものをその売出しの事務の用に供したときも、前項と同様とする。

(2) The provisions of the preceding paragraph also apply when a person who carries out the secondary distribution of shares, share options, bonds or bonds with share options uses documents concerning the secondary distribution that contain false statements with regard to important matters or, if an electronic or magnetic record has been prepared in lieu of relevant documents, uses an electronic or magnetic record that contains a false record with regard to important matters for the administration of the secondary distribution.

（預合いの罪）

(Crime of Falsifying Payments in Collusion with Officers and Employees of

Institutions That Handle Payments)

第九百六十五条　第九百六十条第一項第一号から第七号までに掲げる者が、株式の発行に係る払込みを仮装するため預合いを行ったときは、五年以下の懲役若しくは五百万円以下の罰金に処し、又はこれを併科する。預合いに応じた者も、同様とする。

Article 965 When any one of the persons set forth in Article 960, paragraph (1), items (i) through (vii) colludes with officers and employees of an institution that handles payments for the purpose of falsifying payments for a share issue, the person is punished by imprisonment for not more than five years or a fine of not more than five million yen, or both. The same applies to any institution that participates in the collusion.

（株式の超過発行の罪）

(Crime of Excessive Issue of Shares)

第九百六十六条　次に掲げる者が、株式会社が発行することができる株式の総数を超えて株式を発行したときは、五年以下の懲役又は五百万円以下の罰金に処する。

Article 966 When any one of the following persons issues shares exceeding the total number of shares that may be issued by a stock company, the person is punished by imprisonment for not more than five years or a fine of not more than five million yen:

一　発起人

(i) an incorporator;

二　設立時取締役又は設立時執行役

(ii) a director at incorporation or executive officer at incorporation;

三　取締役、執行役又は清算株式会社の清算人

(iii) a director or executive officer or a liquidator of a liquidating stock company;

四　民事保全法第五十六条に規定する仮処分命令により選任された取締役、執行役又は清算株式会社の清算人の職務を代行する者

(iv) a person to perform duties on behalf of a director or executive officer or a liquidator of a liquidating stock company who has been appointed based on a provisional disposition order under the provisions of Article 56 of the Civil Provisional Remedies Act; or

五　第三百四十六条第二項（第四百七十九条第四項において準用する場合を含む。）又は第四百三条第三項において準用する第四百一条第三項の規定により選任された一時取締役（監査等委員会設置会社にあっては、監査等委員である取締役又はそれ以外の取締役）、執行役又は清算株式会社の清算人の職務を行うべき者

(v) a person who is temporarily to perform the duties of a director (in cases of a company with audit and supervisory committee, a director who is an audit and supervisory committee member or other director), an executive officer or a liquidator of a liquidating stock company appointed pursuant to the provisions of Article 346, paragraph (2) (including the cases where it is

applied mutatis mutandis pursuant to Article 479, paragraph (4)) or Article 401, paragraph (3) as applied mutatis mutandis pursuant to Article 403, paragraph (3).

（取締役等の贈収賄罪）

(Crime of the Giving or Acceptance of a Bribe by a Director)

第九百六十七条　次に掲げる者が、その職務に関し、不正の請託を受けて、財産上の利益を収受し、又はその要求若しくは約束をしたときは、五年以下の懲役又は五百万円以下の罰金に処する。

Article 967 (1) When any one of the following persons accepts, solicits or promises to accept property benefits in connection with the person's duties, in response to a wrongful request, the person is punished by imprisonment for not more than five years or a fine of not more than five million yen:

一　第九百六十条第一項各号又は第二項各号に掲げる者

(i) any one of the persons set forth in the items of Article 960, paragraph (1) or the items of Article 960, paragraph (2);

二　第九百六十一条に規定する者

(ii) the person prescribed in Article 961; or

三　会計監査人又は第三百四十六条第四項の規定により選任された一時会計監査人の職務を行うべき者

(iii) financial auditor or a person who is temporarily to perform the duties of a financial auditor appointed pursuant to the provisions of Article 346, paragraph (4).

２　前項の利益を供与し、又はその申込み若しくは約束をした者は、三年以下の懲役又は三百万円以下の罰金に処する。

(2) A person who has given, offered or promised to give the benefits referred to in the preceding paragraph is punished by imprisonment for not more than three years or a fine of not more than three million yen.

（株主等の権利の行使に関する贈収賄罪）

(Crime of the Giving or Acceptance of a Bribe in Relation to Exercise of a Right of a Shareholder)

第九百六十八条　次に掲げる事項に関し、不正の請託を受けて、財産上の利益を収受し、又はその要求若しくは約束をした者は、五年以下の懲役又は五百万円以下の罰金に処する。

Article 968 (1) A person who has accepted, solicited or promised to accept property benefits in relation to any one of the following matters, in response to a wrongful request, is punished by imprisonment for not more than five years or a fine of not more than five million yen:

一　株主総会若しくは種類株主総会、創立総会若しくは種類創立総会、社債権者集会又は債権者集会における発言又は議決権の行使

(i) statement of opinions or exercise of a voting right at a shareholders meeting, general meeting of class shareholders, organizational meeting or organizational meeting of class shareholders, bondholders meeting or creditors meeting;

二　第二百十条若しくは第二百四十七条、第二百九十七条第一項若しくは第四項、第三百三条第一項若しくは第二項、第三百四条、第三百五条第一項若しくは第三百六条第一項若しくは第二項（これらの規定を第三百二十五条において準用する場合を含む。）、第三百五十八条第一項、第三百六十条第一項若しくは第二項（これらの規定を第四百八十二条第四項において準用する場合を含む。）、第四百二十二条第一項若しくは第二項、第四百二十六条第七項、第四百三十三条第一項若しくは第四百七十九条第二項に規定する株主の権利の行使、第五百十一条第一項若しくは第五百二十二条第一項に規定する株主若しくは債権者の権利の行使又は第五百四十七条第一項若しくは第三項に規定する債権者の権利の行使

(ii) exercise of the right of a shareholder prescribed in Article 210 or Article 247, Article 297, paragraph (1) or (4), Article 303, paragraph (1) or (2), Article 304, Article 305, paragraph (1) or Article 306, paragraph (1) or (2) (including the cases where these provisions are applied mutatis mutandis pursuant to Article 325), Article 358, paragraph (1), Article 360, paragraph (1) or (2) (including the cases where these provisions are applied mutatis mutandis pursuant to Article 482, paragraph (4)), Article 422, paragraph (1) or (2), Article 426, paragraph (7), Article 433, paragraph (1) or Article 479, paragraph (2), exercise of the right of a shareholder or creditor prescribed in Article 511, paragraph (1) or Article 522, paragraph (1) or exercise of the right of a creditor prescribed in Article 547, paragraph (1) or (3);

三　社債の総額（償還済みの額を除く。）の十分の一以上に当たる社債を有する社債権者の権利の行使

(iii) exercise of a right of a bondholder whose bonds are less than one-tenth of the total amount of bonds (excluding bonds that have been redeemed);

四　第八百二十八条第一項、第八百二十九条から第八百三十一条まで、第八百三十三条第一項、第八百四十七条第三項若しくは第五項、第八百四十七条の二第六項若しくは第八項、第八百四十七条の三第七項若しくは第九項、第八百五十三条、第八百五十四条又は第八百五十八条に規定する訴えの提起（株主等（第八百四十七条の四第二項に規定する株主等をいう。次号において同じ。）、株式会社の債権者又は新株予約権若しくは新株予約権付社債を有する者がするものに限る。）

(iv) filing of the action prescribed in Article 828, paragraph (1), Articles 829 through 831, Article 833, paragraph (1), Article 847, paragraph (3) or (5), Article 847-2, paragraph (6) or (8), Article 847-3, paragraph (7) or (9), Article 853, Article 854 or Article 858 (limited to one filed by a shareholder, etc. (meaning a shareholder, etc. as prescribed in Article 847-4, paragraph (2); the same applies in the following item), or creditor of a stock company or a person holding share options or bonds with share options of a stock

company); or

五　第八百四十九条第一項の規定による株主等の訴訟参加

(v) intervention of a shareholder, etc. in a suit under the provisions of Article 849, paragraph (1).

２　前項の利益を供与し、又はその申込み若しくは約束をした者も、同項と同様とする。

(2) The provisions of the preceding paragraph also apply to a person who has given, offered or promised to give the benefits referred to in that paragraph.

（没収及び追徴）

(Confiscation and Collection of Equivalent Value)

第九百六十九条　第九百六十七条第一項又は前条第一項の場合において、犯人の収受した利益は、没収する。その全部又は一部を没収することができないときは、その価額を追徴する。

Article 969 In the cases referred to in Article 967, paragraph (1) or paragraph (1) of the preceding Article, the benefits accepted by the offender are confiscated. When it is not possible to confiscate all or part of the benefits, an equivalent value thereof is collected.

（株主等の権利の行使に関する利益供与の罪）

(Crime of the Giving of Benefits in Relation to Exercise of a Right of a Shareholder)

第九百七十条　第九百六十条第一項第三号から第六号までに掲げる者又はその他の株式会社の使用人が、株主の権利、当該株式会社に係る適格旧株主（第八百四十七条の二第九項に規定する適格旧株主をいう。第三項において同じ。）の権利又は当該株式会社の最終完全親会社等（第八百四十七条の三第一項に規定する最終完全親会社等をいう。第三項において同じ。）の株主の権利の行使に関し、当該株式会社又はその子会社の計算において財産上の利益を供与したときは、三年以下の懲役又は三百万円以下の罰金に処する。

Article 970 (1) When any one of the persons set forth in Article 960, paragraph (1), items (iii) through (vi) or any other employee of a stock company gives property benefits on the account of the stock company or its subsidiary company in relation to the exercise of a right of a shareholder, right of a qualified former shareholder of the stock company (meaning a qualified former shareholder as prescribed in Article 847-2, paragraph (9); the same applies in paragraph (3)), or right of a shareholder of an ultimate, wholly owning parent company, etc. of the stock company (meaning an ultimate, wholly owning parent company, etc. prescribed in Article 847-3, paragraph (1); the same applies in paragraph (3)), the person is punished by imprisonment for not more than three years or a fine of not more than three million yen.

２　情を知って、前項の利益の供与を受け、又は第三者にこれを供与させた者も、同項と同様とする。

(2) The provisions of the preceding paragraph also apply to a person who has, knowingly, received the benefits referred to in that paragraph or caused the benefits to be given to a third party.

3　株主の権利、株式会社に係る適格旧株主の権利又は株式会社の最終完全親会社等の株主の権利の行使に関し、当該株式会社又はその子会社の計算において第一項の利益を自己又は第三者に供与することを同項に規定する者に要求した者も、同項と同様とする。

(3) The provisions of paragraph (1) also apply to a person who has requested the person prescribed in that paragraph to give to the relevant person who has requested or a third party the benefits referred to in that paragraph on the account of a stock company or its subsidiary company in relation to the exercise of a right of a shareholder, right of a qualified former shareholder of the stock company, or right as a shareholder in the ultimate, wholly owning parent company, etc. of the stock company.

4　前二項の罪を犯した者が、その実行について第一項に規定する者に対し威迫の行為をしたときは、五年以下の懲役又は五百万円以下の罰金に処する。

(4) When a person who has committed either of the crimes referred to in the preceding two paragraphs intimidates the person prescribed in paragraph (1) with regard to committing the crime, the former person is punished by imprisonment for not more than five years or a fine of not more than five million yen.

5　前三項の罪を犯した者には、情状により、懲役及び罰金を併科することができる。

(5) A person who has committed any one of the crimes referred to in the preceding three paragraphs may be punished by cumulative imposition of both imprisonment and a fine in light of the circumstances.

6　第一項の罪を犯した者が自首したときは、その刑を減軽し、又は免除することができる。

(6) When a person who has committed the crime referred to in paragraph (1) surrenders, the punishment may be reduced or the person may be exempted from punishment.

（国外犯）

(Crime Committed Outside Japan)

第九百七十一条　第九百六十条から第九百六十三条まで、第九百六十五条、第九百六十六条、第九百六十七条第一項、第九百六十八条第一項及び前条第一項の罪は、日本国外においてこれらの罪を犯した者にも適用する。

Article 971 (1) The crimes referred to in Articles 960 through 963, Article 965, Article 966, Article 967, paragraph (1), Article 968, paragraph (1) and paragraph (1) of the preceding Article also apply to persons who committed these crimes outside Japan.

2　第九百六十七条第二項、第九百六十八条第二項及び前条第二項から第四項までの罪

は、刑法（明治四十年法律第四十五号）第二条の例に従う。
(2) The crimes referred to in Article 967, paragraph (2), Article 968, paragraph (2) and paragraphs (2) through (4) of the preceding Article are governed by Article 2 of the Penal Code (Act No. 45 of 1907).

（法人における罰則の適用）
(Application of Penal Provisions to Corporations)
第九百七十二条　第九百六十条、第九百六十一条、第九百六十三条から第九百六十六条まで、第九百六十七条第一項又は第九百七十条第一項に規定する者が法人であるときは、これらの規定及び第九百六十二条の規定は、その行為をした取締役、執行役その他業務を執行する役員又は支配人に対してそれぞれ適用する。
Article 972 When the person prescribed in Article 960, Article 961, Articles 963 through 966, Article 967, paragraph (1) or Article 970, paragraph (1) is a corporation, these provisions and the provisions of Article 962 apply respectively to the director, executive officer or any other officer executing business, or the manager who has committed the act.

（業務停止命令違反の罪）
(Crime of Violation of an Order to Suspend Business)
第九百七十三条　第九百五十四条の規定による電子公告調査（第九百四十二条第一項に規定する電子公告調査をいう。以下同じ。）の業務の全部又は一部の停止の命令に違反した者は、一年以下の懲役若しくは百万円以下の罰金に処し、又はこれを併科する。
Article 973 A person who has violated an order to suspend all or part of the business of electronic public notice investigation (meaning the electronic public notice investigation prescribed in Article 942, paragraph (1); the same applies hereinafter) under the provisions of Article 954 is punished by imprisonment for not more than one year or a fine of not more than one million yen, or both.

（虚偽届出等の罪）
(Crime of False Notification)
第九百七十四条　次のいずれかに該当する者は、三十万円以下の罰金に処する。
Article 974 A person who falls under any one of the following items is punished by a fine of not more than three hundred thousand yen:
一　第九百五十条の規定による届出をせず、又は虚偽の届出をした者
(i) a person who has failed to give notification under the provisions of Article 950 or has given false notification;
二　第九百五十五条第一項の規定に違反して、調査記録簿等（同項に規定する調査記録簿等をいう。以下この号において同じ。）に同項に規定する電子公告調査に関し法務省令で定めるものを記載せず、若しくは記録せず、若しくは虚偽の記載若しくは記録をし、又は同項若しくは第九百五十六条第二項の規定に違反して調査記録簿等を保存しなかった者

(ii) a person who, in violation of the provisions of Article 955, paragraph (1), has failed to state or record in an investigation record book, etc. (meaning the investigation record book, etc. prescribed in that paragraph; hereinafter the same applies in this item) the matters prescribed by Ministry of Justice Order concerning electronic public notice investigations prescribed in that paragraph, or has stated or recorded false matters, or who, in violation of the provisions of that paragraph or Article 956, paragraph (2), has failed to preserve an investigation record book, etc.; or

三　第九百五十八条第一項の規定による報告をせず、若しくは虚偽の報告をし、又は同項の規定による検査を拒み、妨げ、若しくは忌避した者

(iii) a person who has failed to make a report under the provisions of Article 958, paragraph (1) or has made a false report, or who has refused, obstructed or avoided an inspection under the provisions of that paragraph.

（両罰規定）

(Dual Liability)

第九百七十五条　法人の代表者又は法人若しくは人の代理人、使用人その他の従業者が、その法人又は人の業務に関し、前二条の違反行為をしたときは、行為者を罰するほか、その法人又は人に対しても、各本条の罰金刑を科する。

Article 975 When the representative of a corporation, or an agent, employee or other worker of a corporation or individual commits any one of the violations referred to in the preceding two Articles with regard to the business of the corporation or individual, not only the offender is punished but also the corporation or individual is punished by the fine prescribed in the respective Articles.

（過料に処すべき行為）

(Acts to Be Punished by a Civil Fine)

第九百七十六条　発起人、設立時取締役、設立時監査役、設立時執行役、取締役、会計参与若しくはその職務を行うべき社員、監査役、執行役、会計監査人若しくはその職務を行うべき社員、清算人、清算人代理、持分会社の業務を執行する社員、民事保全法第五十六条に規定する仮処分命令により選任された取締役、監査役、執行役、清算人若しくは持分会社の業務を執行する社員の職務を代行する者、第九百六十条第一項第五号に規定する一時取締役、会計参与、監査役、代表取締役、委員、執行役若しくは代表執行役の職務を行うべき者、同条第二項第三号に規定する一時清算人若しくは代表清算人の職務を行うべき者、第九百六十七条第一項第三号に規定する一時会計監査人の職務を行うべき者、検査役、監督委員、調査委員、株主名簿管理人、社債原簿管理人、社債管理者、事務を承継する社債管理者、社債管理補助者、事務を承継する社債管理補助者、代表社債権者、決議執行者、外国会社の日本における代表者又は支配人は、次のいずれかに該当する場合には、百万円以下の過料に処する。ただし、その行為について刑を科すべきときは、この限りでない。

Article 976 When an incorporator, director at incorporation, company auditor at incorporation, executive officer at incorporation, director, accounting advisor or member who is to perform the duties thereof, company auditor, executive officer, financial auditor or member who is to perform the duties thereof, liquidator, liquidator's agent, member who executes the business of a membership company, person to perform duties on behalf of a director, company auditor, executive officer, liquidator or member who executes the business of a membership company who has been appointed based on a provisional disposition order under the provisions of Article 56 of the Civil Provisional Remedies Act, person who is temporarily to perform the duties of a director, accounting advisor, company auditor, representative director, committee member, executive officer or representative executive officer prescribed in Article 960, paragraph (1), item (v), person who is temporarily to perform the duties of a liquidator or representative liquidator prescribed in paragraph (2), item (iii) of that Article, person who is temporarily to perform the duties of a financial auditor prescribed in Article 967, paragraph (1), item (iii), inspector, supervisor, investigator, shareholder register administrator, bond register administrator, bond administrator, bond administrator to succeed to the administration of the bonds, assistant bond administrator, assistant bond administrator to succeed to the administration of the bonds, representative bondholder, resolution administrator, foreign company's representative in Japan or manager falls under any one of the following items, the person is punished by a civil fine of not more than one million yen; provided, however, that this does not apply when the act should be made subject to a criminal punishment:

一　この法律の規定による登記をすることを怠ったとき。

(i) when the person fails to complete a registration under the provisions of this Act;

二　この法律の規定による公告若しくは通知をすることを怠ったとき、又は不正の公告若しくは通知をしたとき。

(ii) when the person fails to give public notice or notice under the provisions of this Act or has given improper public notice or notice;

三　この法律の規定による開示をすることを怠ったとき。

(iii) when the person fails to disclose matters under the provisions of this Act;

四　この法律の規定に違反して、正当な理由がないのに、書類若しくは電磁的記録に記録された事項を法務省令で定める方法により表示したものの閲覧若しくは謄写又は書類の謄本若しくは抄本の交付、電磁的記録に記録された事項を電磁的方法により提供すること若しくはその事項を記載した書面の交付を拒んだとき。

(iv) when, in violation of the provisions of this Act, the person refuses to allow a person to inspect or copy a document or something on which the information recorded in an electronic or magnetic record is displayed in a

manner prescribed by Ministry of Justice Order, refuses to issue a transcript or extract of documents, refuses to use an electronic or magnetic means to provide a person with the information recorded in an electronic or magnetic record, or refuses to issue a person a document showing that information, without justifiable grounds for the refusal;

五　この法律の規定による調査を妨げたとき。

(v) when the person obstructs an inspection under the provisions of this Act;

六　官庁、株主総会若しくは種類株主総会、創立総会若しくは種類創立総会、社債権者集会又は債権者集会に対し、虚偽の申述を行い、又は事実を隠蔽したとき。

(vi) when the person makes a false statement to or conceals facts from a government agency, shareholders meeting, general meeting of class shareholders, organizational meeting or organizational meeting of class shareholders, bondholders meeting or creditors meeting;

七　定款、株主名簿、株券喪失登録簿、新株予約権原簿、社債原簿、議事録、財産目録、会計帳簿、貸借対照表、損益計算書、事業報告、事務報告、第四百三十五条第二項若しくは第四百九十四条第一項の附属明細書、会計参与報告、監査報告、会計監査報告、決算報告又は第百二十二条第一項、第百四十九条第一項、第百七十一条の二第一項、第百七十三条の二第一項、第百七十九条の五第一項、第百七十九条の十第一項、第百八十二条の二第一項、第百八十二条の六第一項、第二百五十条第一項、第二百七十条第一項、第六百八十二条第一項、第六百九十五条第一項、第七百八十二条第一項、第七百九十一条第一項、第七百九十四条第一項、第八百一条第一項若しくは第二項、第八百三条第一項、第八百十一条第一項、第八百十五条第一項若しくは第二項、第八百十六条の二第一項若しくは第八百十六条の十第一項の書面若しくは電磁的記録に記載し、若しくは記録すべき事項を記載せず、若しくは記録せず、又は虚偽の記載若しくは記録をしたとき。

(vii) when the person fails to state or record matters to be stated or recorded in the articles of incorporation, shareholder register, lost share certificates register, share option register, bond register, minutes, inventory of property, accounting books, balance sheet, profit and loss statement, business report, administration report, annexed detailed statements referred to in Article 435, paragraph (2) or Article 494, paragraph (1), accounting advisor's report, audit report, financial audit report, settlement of accounts, or the documents or an electronic or magnetic record referred to in Article 122, paragraph (1), Article 149, paragraph (1), Article 171-2, paragraph (1), Article 173-2, paragraph (1), Article 179-5, paragraph (1), Article 179-10, paragraph (1), Article 182-2, paragraph (1), Article 182-6, paragraph (1), Article 250, paragraph (1), Article 270, paragraph (1), Article 682, paragraph (1), Article 695, paragraph (1), Article 782, paragraph (1), Article 791, paragraph (1), Article 794, paragraph (1), Article 801, paragraph (1) or (2), Article 803, paragraph (1), Article 811, paragraph (1), Article 815, paragraph (1) or (2), Article 816-2, paragraph (1) or Article 816-10, paragraph (1) or states or

records false matters;

八　第三十一条第一項の規定、第七十四条第六項、第七十五条第三項、第七十六条第四項、第八十一条第二項若しくは第八十二条第二項（これらの規定を第八十六条において準用する場合を含む。）、第百二十五条第一項、第百七十一条の二第一項、第百七十三条の二第二項、第百七十九条の五第一項、第百七十九条の十第二項、第百八十二条の二第一項、第百八十二条の六第二項、第二百三十一条第一項若しくは第二百五十二条第一項、第三百十条第六項、第三百十一条第三項、第三百十二条第四項、第三百十八条第二項若しくは第三項若しくは第三百十九条第二項（これらの規定を第三百二十五条において準用する場合を含む。）、第三百七十一条第一項（第四百九十条第五項において準用する場合を含む。）、第三百七十八条第一項、第三百九十四条第一項、第三百九十九条の十一第一項、第四百十三条第一項、第四百四十二条第一項若しくは第二項、第四百九十六条第一項、第六百八十四条第一項、第七百三十一条第二項、第七百八十二条第一項、第七百九十一条第二項、第七百九十四条第一項、第八百一条第三項、第八百三条第一項、第八百十一条第二項、第八百十五条第三項、第八百十六条の二第一項又は第八百十六条の十第二項の規定に違反して、帳簿又は書類若しくは電磁的記録を備え置かなかったとき。

(viii) when the person fails to keep books, documents or electronic or magnetic records in violation of the provisions of Article 31, paragraph (1) or the provisions of Article 74, paragraph (6), Article 75, paragraph (3), Article 76, paragraph (4), Article 81, paragraph (2) or Article 82, paragraph (2) (including the cases where these provisions are applied mutatis mutandis pursuant to Article 86), Article 125, paragraph (1), Article 171-2, paragraph (1), Article 173-2, paragraph (2), Article 179-5, paragraph (1), Article 179-10, paragraph (2), Article 182-2, paragraph (1), Article 182-6, paragraph (2), Article 231, paragraph (1) or Article 252, paragraph (1), Article 310, paragraph (6), Article 311, paragraph (3), Article 312, paragraph (4), Article 318, paragraph (2) or (3) or Article 319, paragraph (2) (including the cases where these provisions are applied mutatis mutandis pursuant to Article 325), Article 371, paragraph (1) (including the cases where these provisions are applied mutatis mutandis pursuant to Article 490, paragraph (5)), Article 378, paragraph (1), Article 394, paragraph (1), Article 399-11, paragraph (1), Article 413, paragraph (1), Article 442, paragraph (1) or (2), Article 496, paragraph (1), Article 684, paragraph (1), Article 731, paragraph (2), Article 782, paragraph (1), Article 791, paragraph (2), Article 794, paragraph (1), Article 801, paragraph (3), Article 803, paragraph (1), Article 811, paragraph (2) Article 815, paragraph (3), Article 816-2, paragraph (1) or Article 816-10, paragraph (2);

九　正当な理由がないのに、株主総会若しくは種類株主総会又は創立総会若しくは種類創立総会において、株主又は設立時株主の求めた事項について説明をしなかったとき。

(ix) when the person fails to provide an explanation about the matters for

which an explanation was sought by shareholders or shareholders at incorporation at a shareholders meeting, general meeting of class shareholders, organizational meeting or organizational meeting of class shareholders, without justifiable grounds;

十　第百三十五条第一項の規定に違反して株式を取得したとき、又は同条第三項の規定に違反して株式の処分をすることを怠ったとき。

(x) when the person acquires shares in violation of the provisions of Article 135, paragraph (1) or fails to dispose of shares in violation of the provisions of paragraph (3) of that Article;

十一　第百七十八条第一項又は第二項の規定に違反して、株式の消却をしたとき。

(xi) when the person cancels shares in violation of the provisions of Article 178, paragraph (1) or (2);

十二　第百九十七条第一項又は第二項の規定に違反して、株式の競売又は売却をしたとき。

(xii) when the person sells shares by auction or by any other method in violation of the provisions of Article 197, paragraph (1) or (2);

十三　株式、新株予約権又は社債の発行の日前に株券、新株予約権証券又は社債券を発行したとき。

(xiii) when the person issues share certificates, share option certificates or bond certificates prior to the day of issue of the shares, share options or bonds;

十四　第二百十五条第一項、第二百八十八条第一項又は第六百九十六条の規定に違反して、遅滞なく、株券、新株予約権証券又は社債券を発行しなかったとき。

(xiv) when the person fails to issue share certificates, share option certificates or bond certificates without delay in violation of the provisions of Article 215, paragraph (1), Article 288, paragraph (1) or Article 696;

十五　株券、新株予約権証券又は社債券に記載すべき事項を記載せず、又は虚偽の記載をしたとき。

(xv) when the person fails to state matters to be stated in share certificates, share option certificates or bond certificates or states false matters;

十六　第二百二十五条第四項、第二百二十六条第二項、第二百二十七条又は第二百二十九条第二項の規定に違反して、株券喪失登録を抹消しなかったとき。

(xvi) when the person fails to cancel a registration of lost share certificate in violation of the provisions of Article 225, paragraph (4), Article 226, paragraph (2), Article 227 or Article 229, paragraph (2);

十七　第二百三十条第一項の規定に違反して、株主名簿に記載し、又は記録したとき。

(xvii) when the person states or records matters in a shareholder register in violation of the provisions of Article 230, paragraph (1);

十八　第二百九十六条第一項の規定又は第三百七条第一項第一号（第三百二十五条において準用する場合を含む。）若しくは第三百五十九条第一項第一号の規定による裁判所の命令に違反して、株主総会を招集しなかったとき。

(xviii) when the person fails to call a shareholders meeting in violation of the provisions of Article 296, paragraph (1) or a court order under the provisions of Article 307, paragraph (1), item (i) (including the cases where it is applied mutatis mutandis pursuant to Article 325) or Article 359, paragraph (1), item (i);

十八の二　第三百三条第一項又は第二項（これらの規定を第三百二十五条において準用する場合を含む。）の規定による請求があった場合において、その請求に係る事項を株主総会又は種類株主総会の目的としなかったとき。

(xviii)-2 when, if a demand under the provisions of Article 303, paragraph (1) or (2) (including the cases where they are applied mutatis mutandis pursuant to Article 325) has been filed, the person fails to include the matter related to that demand in the purpose of the shareholders meeting or general meeting of class shareholders;

十九　第三百二十五条の三第一項（第三百二十五条の七において準用する場合を含む。）の規定に違反して、電子提供措置をとらなかったとき。

(xix) when measures for electronic provision are not taken in violation of the provisions of Article 325-3, paragraph (1) (including the cases where it is applied mutatis mutandis pursuant to Article 325-7);

十九の二　第三百二十七条の二の規定に違反して、社外取締役を選任しなかったとき。

(xix)-2 when outside directors are not appointed in violation of the provisions of Article 327-2;

十九の三　第三百三十一条第六項の規定に違反して、社外取締役を監査等委員である取締役の過半数に選任しなかったとき。

(xix)-3 in violation of the provisions of Article 331, paragraph (6), when outside directors are not elected to fulfill the majority of directors who are audit and supervisory committee members;

二十　三十五条第三項の規定に違反して、社外監査役を監査役の半数以上に選任しなかったとき。

(xx) when the person fails to elect enough outside company auditors to constitute half or more of the company auditors in violation of the provisions of Article 335, paragraph (3);

二十一　第三百四十三条第二項（第三百四十七条第二項の規定により読み替えて適用する場合を含む。）又は第三百四十四条の二第二項（第三百四十七条第一項の規定により読み替えて適用する場合を含む。）の規定による請求があった場合において、その請求に係る事項を株主総会若しくは種類株主総会の目的とせず、又はその請求に係る議案を株主総会若しくは種類株主総会に提出しなかったとき。

(xxi) when, if a request under the provisions of Article 343, paragraph (2) (including as applied following the deemed replacement of terms pursuant to the provisions of Article 347, paragraph (2)) or Article 344-2, paragraph (2) (including as applied following the deemed replacement of terms pursuant to the provisions of Article 347, paragraph (1)) has been filed, the person fails

to include the matter related to the request in the purpose of a shareholders meeting or general meeting of class shareholders or fails to submit the proposal related to relevant request to a shareholders meeting or general meeting of class shareholders;

二十二　取締役（監査等委員会設置会社にあっては、監査等委員である取締役又はそれ以外の取締役）、会計参与、監査役、執行役又は会計監査人がこの法律又は定款で定めたその員数を欠くこととなった場合において、その選任（一時会計監査人の職務を行うべき者の選任を含む。）の手続をすることを怠ったとき。

(xxii) when, if there is a shortfall in the number of directors (in cases of a company with audit and supervisory committee, directors who are audit and supervisory committee members or other directors), accounting advisors, company auditors, executive officers or financial auditors prescribed in this Act or the articles of incorporation, the person fails to carry out the procedures for electing a person to assume the position (including the appointment of a person who is temporarily to perform the duties of a financial auditor);

二十三　第三百六十五条第二項（第四百十九条第二項及び第四百八十九条第八項において準用する場合を含む。）又は第四百三十条の二第四項（同条第五項において準用する場合を含む。）の規定に違反して、取締役会又は清算人会に報告せず、又は虚偽の報告をしたとき。

(xxiii) when the person fails to make a report to a board of directors or board of liquidators or makes a false report in violation of the provisions of Article 365, paragraph (2) (including the cases where it is applied mutatis mutandis pursuant to Article 419, paragraph (2) and Article 489, paragraph (8)) or Article 430-2, paragraph (4) (including the cases where it is applied mutatis mutandis pursuant to paragraph (5) of the Article);

二十四　第三百九十条第三項の規定に違反して、常勤の監査役を選定しなかったとき。

(xxiv) when the person fails to select a full-time company auditor in violation of the provisions of Article 390, paragraph (3);

二十五　第四百四十五条第三項若しくは第四項の規定に違反して資本準備金若しくは準備金を計上せず、又は第四百四十八条の規定に違反して準備金の額の減少をしたとき。

(xxv) when the person fails to record capital reserves or reserves in violation of the provisions of Article 445, paragraph (3) or (4) or reduces the amount of reserves in violation of the provisions of Article 448;

二十六　第四百四十九条第二項若しくは第五項、第六百二十七条第二項若しくは第五項、第六百三十五条第二項若しくは第五項、第六百七十条第二項若しくは第五項、第七百七十九条第二項若しくは第五項（これらの規定を第七百八十一条第二項において準用する場合を含む。）、第七百八十九条第二項若しくは第五項（これらの規定を第七百九十三条第二項において準用する場合を含む。）、第七百九十九条第二項若しくは第五項（これらの規定を第八百二条第二項において準用する場合を含

む。）、第八百十条第二項若しくは第五項（これらの規定を第八百十三条第二項において準用する場合を含む。）、第八百十六条の八第二項若しくは第五項又は第八百二十条第一項若しくは第二項の規定に違反して、資本金若しくは準備金の額の減少、持分の払戻し、持分会社の財産の処分、組織変更、吸収合併、新設合併、吸収分割、新設分割、株式交換、株式移転、株式交付又は外国会社の日本における代表者の全員の退任をしたとき。

(xxvi) when the person reduces the amount of stated capital or reserves, refunds equity interest, disposes of property of a membership company, effects an entity conversion, absorption-type merger, consolidation-type merger, absorption-type company split, incorporation-type company split, share exchange share transfer, or partial share exchange or effects the resignation of all of a foreign company's representatives in Japan in violation of the provisions of Article 449, paragraph (2) or (5), Article 627, paragraph (2) or (5), Article 635, paragraph (2) or (5), Article 670, paragraph (2) or (5), Article 779, paragraph (2) or (5) (including the cases where they are applied mutatis mutandis pursuant to Article 781, paragraph (2)), Article 789, paragraph (2) or (5) (including the cases where they are applied mutatis mutandis pursuant to Article 793, paragraph (2)), Article 799, paragraph (2) or (5) (including the cases where they are applied mutatis mutandis pursuant to Article 802, paragraph (2)), Article 810, paragraph (2) or (5) (including the cases where they are applied mutatis mutandis pursuant to Article 813, paragraph (2)), Article 816-8, paragraph (2) or paragraph (5), or Article 820, paragraph (1) or (2);

二十七　第四百八十四条第一項若しくは第六百五十六条第一項の規定に違反して破産手続開始の申立てを怠ったとき、又は第五百十一条第二項の規定に違反して特別清算開始の申立てをすることを怠ったとき。

(xxvii) when the person fails to file a petition for the commencement of bankruptcy proceedings in violation of the provisions of Article 484, paragraph (1) or Article 656, paragraph (1) or fails to file a petition for the commencement of special liquidation in violation of the provisions of Article 511, paragraph (2);

二十八　清算の結了を遅延させる目的で、第四百九十九条第一項、第六百六十条第一項又は第六百七十条第二項の期間を不当に定めたとき。

(xxviii) when the person inappropriately prescribes the period referred to in Article 499, paragraph (1), Article 660, paragraph (1) or Article 670, paragraph (2) for the purpose of delaying the completion of liquidation;

二十九　第五百条第一項、第五百三十七条第一項又は第六百六十一条第一項の規定に違反して、債務の弁済をしたとき。

(xxix) when the person performs obligations in violation of the provisions of Article 500, paragraph (1), Article 537, paragraph (1) or Article 661, paragraph (1);

三十　第五百二条又は第六百六十四条の規定に違反して、清算株式会社又は清算持分会社の財産を分配したとき。

(xxx) when the person distributes property of a liquidating stock company or liquidating membership company in violation of the provisions of Article 502 or Article 664;

三十一　第五百三十五条第一項又は第五百三十六条第一項の規定に違反したとき。

(xxxi) when the person violates the provisions of Article 535, paragraph (1) or Article 536, paragraph (1);

三十二　第五百四十条第一項若しくは第二項又は第五百四十二条第一項若しくは第二項の規定による保全処分に違反したとき。

(xxxii) when the person violates a provisional order under the provisions of Article 540, paragraph (1) or (2) or Article 542, paragraph (1) or (2);

三十三　第七百二条の規定に違反して社債を発行し、又は第七百十四条第一項（第七百十四条の七において準用する場合を含む。）の規定に違反して事務を承継する社債管理者若しくは社債管理補助者を定めなかったとき。

(xxxiii) when the person issues bonds in violation of the provisions of Article 702 or fails to specify a bond administrator or assistant bond administrator to succeed to the administration of the bonds in violation of the provisions of Article 714, paragraph (1) (including the cases where it is applied mutatis mutandis pursuant to Article 714-7);

三十四　第八百二十七条第一項の規定による裁判所の命令に違反したとき。

(xxxiv) when the person violates a court order under the provisions of Article 827, paragraph (1); or

三十五　第九百四十一条の規定に違反して、電子公告調査を求めなかったとき。

(xxxv) when the person fails to request an electronic public notice investigation in violation of the provisions of Article 941.

第九百七十七条　次のいずれかに該当する者は、百万円以下の過料に処する。

Article 977 A person who falls under any one of the following items is punished by a civil fine of not more than one million yen:

一　第九百四十六条第三項の規定に違反して、報告をせず、又は虚偽の報告をした者

(i) a person who fails to make a report or makes a false report in violation of the provisions of Article 946, paragraph (3);

二　第九百五十一条第一項の規定に違反して、財務諸表等（同項に規定する財務諸表等をいう。以下同じ。）を備え置かず、又は財務諸表等に記載し、若しくは記録すべき事項を記載せず、若しくは記録せず、若しくは虚偽の記載若しくは記録をした者

(ii) a person who, in violation of the provisions of Article 951, paragraph (1), fails to keep financial statements, etc. (meaning the financial statements, etc. prescribed in that paragraph; the same applies hereinafter) or fails to state or record matters to be stated or recorded in financial statements, etc. or

states or records false matters; or

三　正当な理由がないのに、第九百五十一条第二項各号又は第九百五十五条第二項各号に掲げる請求を拒んだ者

(iii) a person who refuses any one of the requests set forth in the items of Article 951, paragraph (2) or the items of Article 955, paragraph (2) without justifiable grounds.

第九百七十八条　次のいずれかに該当する者は、百万円以下の過料に処する。

Article 978 A person who falls under any one of the following items is punished by a civil fine of not more than one million yen:

一　第六条第三項の規定に違反して、他の種類の会社であると誤認されるおそれのある文字をその商号中に用いた者

(i) a company that uses in its trade name any word which makes it likely that the company may be mistaken for a different form of company in violation of the provisions of Article 6, paragraph (3);

二　第七条の規定に違反して、会社であると誤認されるおそれのある文字をその名称又は商号中に使用した者

(ii) a person who uses in that person's own name or trade name any word which makes it likely that the person may be mistaken for a company in violation of the provisions of Article 7; or

三　第八条第一項の規定に違反して、他の会社（外国会社を含む。）であると誤認されるおそれのある名称又は商号を使用した者

(iii) a person who uses any name or trade name which makes it likely that the person may be mistaken for another company (including a foreign company).

第九百七十九条　会社の成立前に当該会社の名義を使用して事業をした者は、会社の設立の登録免許税の額に相当する過料に処する。

Article 979 (1) A person who engages in business by using the name of a company prior to the formation of relevant company is punished by a civil fine of an amount equivalent to the registration and license tax for the incorporation of the company.

２　第八百十八条第一項又は第八百二十一条第一項の規定に違反して取引をした者も、前項と同様とする。

(2) The provisions of the preceding paragraph also apply to a person who carries out a transaction in violation of the provisions of Article 818, paragraph (1) or Article 821, paragraph (1).