

Enforcement Order of the Insurance Business Act (Tentative translation)

(Cabinet Order No. 425 of December 22, 1995)

Pursuant to the provisions of the Insurance Business Act (Act No. 105 of 1995) and for the purpose of enforcement of that Act, the Cabinet hereby enacts this Cabinet Order to amend the Enforcement Order of the Insurance Business Act (Imperial Order No. 904 of 1939) in its entirety.

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Chapter I General Provisions

(Definitions)

Article 1 The terms "insurance business", "insurance company", "life insurance company", "non-life insurance company", "mutual company", "foreign insurer", "foreign insurance company, etc.", "foreign life insurance company, etc.", "foreign non-life insurance company, etc.", "foreign mutual company", "all shareholders' voting rights", "subsidiary company" "major shareholder threshold", "insurance company's major shareholder", "insurance holding company", "small amount and short term insurer", "life insurance agent", "non-life insurance representative", "small amount and short term insurance agent", "insurance agent", "affiliated insurance company, etc.", "insurance broker", "insurance solicitation", and "means of public notice" as used in this Cabinet Order mean "insurance business", "insurance company", "life insurance company", "non-life insurance company", "mutual company", "foreign insurer", "foreign insurance company, etc.", "foreign life insurance company, etc.",

"foreign non-life insurance company, etc.", "foreign mutual company", "all shareholders' voting rights", "subsidiary company" "major shareholder threshold", "insurance company's major shareholder", "insurance holding company", "small amount and short term insurer", "life insurance agent", "non-life insurance representative", "small amount and short term insurance agent", "insurance agent, "affiliated insurance company, etc.", "insurance broker", "insurance solicitation", and "means of public notice" as defined in Article 2 of the Insurance Business Act (hereinafter referred to as the "Act").

(Persons Excluded from Classification as a Company or Other Business Operator)

Article 1-2 (1) The business operator specified by Cabinet Order as prescribed in Article 2, paragraph (1), item (ii), (b) of the Act, is a company (including a foreign company; the same applies in item (ii) of the following Article) or any other business operator (excluding an underwriting member (meaning an underwriting member as defined in Article 219, paragraph (1) of the Act; the same applies hereinafter) of an insurance company, a foreign insurance company, etc., a licensed specified corporation (meaning a licensed specified corporation prescribed in Article 223, paragraph (1) of the Act; the same applies hereinafter), and also excluding a small amount and short term insurer) whose sole purpose is for an organization comprising the relevant company or the relevant other business operator or the officers or employees thereof (including persons who formerly held positions as officers or employees; hereinafter the same applies in this paragraph and Article 1-3, items (ii) and (iii)) to underwrite the insurance specified in the items of Article 3, paragraph (4) of the Act or in the items of paragraph (5) of that Article for those officers or employees or the relatives thereof (limited to their spouses and their relatives by blood or affinity within the second degree; the same applies hereinafter) as the other parties thereto.

(2) The relatives specified by Cabinet Order as prescribed in Article 2, paragraph (1), item (ii), (b) of the Act, are spouses and relatives by blood or affinity within the second degree.

(Business Not Defined as Insurance Business)

Article 1-3 The insurance businesses specified by Cabinet Order as prescribed in Article 2, paragraph (1), item (ii), (g), are as follows:

- (i) insurance business which a local government conducts with a business operator (limited to those located within the district of that local government) or its officers or employees (excluding one set forth in Article 2, paragraph (1), item (ii), (a)) as the other party thereto;
- (ii) insurance business which a company (excluding a company (other than an

- insurance company, a foreign insurance company, etc., underwriting members of a licensed specified corporation, and also excluding small amount and short term insurers) whose purpose is to solely underwrite insurance for an organization comprising the relevant company or its consolidated subsidiary company, etc. (meaning a subsidiary company or other company which is required to prepare its financial statements or any other documents on a consolidated basis together with that company pursuant to the provisions of Cabinet Office Order, and including a company which was a consolidated subsidiary company, etc.; hereinafter the same applies in this item) and their officers or employees, with respect to the insurance specified in the items of Article 3, paragraph (4) of the Act and in the items of paragraph (5) of that Article for the members of that organization or their relatives as the other parties), or insurance business which its consolidated subsidiary company, etc. and their officers or employees conduct for its members and their relatives as the other parties (excluding business set forth in Article 2, paragraph (1), item (ii), (b) or (d));
- (iii) insurance business which a religious corporation comprising relevant religious corporations (meaning, a religious corporation as specified in Article 52, paragraph (2), item (iv) of the Religious Corporations Act, (Act No. 126 of 1951) that is a religious corporation (meaning a religious corporation as specified in Article 4, paragraph (2) of the same Act) if there is such religious corporation; hereinafter the same applies in this item) or a religious corporation under the control of that religious corporation comprising relevant religious corporations, or the officers or employees thereof conducts with the members of that organization or their relatives as the other parties thereto (excluding business set forth in Article 2, paragraph (1), item (ii), (b));
- (iv) insurance business which an organization comprising members (including persons who were formerly members; hereinafter the same applies in this item) of a National Government Employees' Mutual Aid Association (meaning a National Government Employees' Mutual Aid Association established under Article 3, paragraph (1) or (2) of the National Government Employees' Mutual Aid Association Act (Act No. 128 of 1958)) or members of a Local Government Employees' Mutual Aid Association (meaning a Local Government Employees' Mutual Aid Association established under Article 3, paragraph (1) of the Local Government Employees' Mutual Aid Association Act (Act No. 152 of 1962); hereinafter the same applies in this item) (in the case of an organization comprising members of a Local Government Employees' Mutual Aid Association, limited to an organization comprising members who are employees (including the persons who were formerly employees) of a local government in a single prefecture) conducts with its

- members or their relatives as the other parties thereto;
- (v) insurance business which an organization comprising members of the Diet (including persons who were formerly members of the Diet) or an organization comprising members of a council (including former members) of a single local government conducts with its members or their relatives as the other parties thereto;
 - (vi) insurance business which a school (meaning a school as defined in Article 1 of the School Education Act (Act No. 26 of 1947) and a kindergarten-childcare-collaboration-type center for early childhood education and care prescribed in Article 2, paragraph (7) of the Act on Advancement of Comprehensive Service Related to Education, Child Care, etc. of Preschool Children; the same applies in item (viii)) conducts with its pupils or young children as the other parties thereto;
 - (vii) insurance business which a specialized training college (meaning a specialized training college as defined in Article 124 of the School Education Act; hereinafter the same applies in this item and the following item), a miscellaneous category school (limited to a miscellaneous category school as defined in Article 134, paragraph (1) of that Act that is specified by Cabinet Office Order; hereinafter the same applies in this item and the following item) or, an organization comprising students of a single specialized training college or miscellaneous category school (for a miscellaneous category school, limited to one specified by Cabinet Office Order; hereinafter the same applies in this item and the following item) conducts with its students as the other parties thereto;
 - (viii) insurance business which an organization comprising of the students of two or more schools, etc. (meaning schools, specialized training colleges, and miscellaneous category schools; the same applies in the following item) established by the same entity (excluding the State and local governments; the same applies in the following item) conducts with its students, etc. (meaning students, pupils, or young children; the same applies in that item) as the other parties thereto; and
 - (ix) insurance business which an organization comprising of the guardians (meaning the persons who exercise parental authority or who are the curators) of the students, etc. of a school, etc., the guardians of the students, etc. of two or more schools, etc. established by the same entity, or its teachers and staff members, conducts with its members or students, etc. as the other parties thereto.

Article 1-4 (1) The number of persons specified by Cabinet Order as prescribed in Article 2, paragraph (1), item (iii) of the Act, is one thousand.

(2) The business specified by Cabinet Order as prescribed in Article 2, paragraph

(1), item (iii) of the Act, is that which falls under any of the following items:

- (i) if two or more organizations have entrusted the administration of their business and property to the same person, or if two or more organizations are closely related as specified by Cabinet Office Order, business in which the total number of other parties for those two or more organizations exceeds one thousand;
- (ii) if two or more organizations have jointly invested monies or other assets collected as insurance premiums, or if they have jointly reinsured insurance contracts underwritten thereby, business in which the total number of other parties for those two or more organizations exceeds one thousand;
- (iii) the business of underwriting reinsurance; and
- (iv) business that includes the underwriting of insurance and in which the total amount of annual insurance premiums (for an insurance contract specified by Cabinet Office Order, meaning insurance premiums as specified by Cabinet Office Order; hereinafter the same applies in this item) collected from an individual exceeds five hundred thousand yen; or business that includes the underwriting of insurance and in which the total amount of annual insurance premiums collected from a single corporation exceeds ten million yen.

(Insurance Period for Insurance under Small Amount and Short Term Insurance Business)

Article 1-5 The period specified by Cabinet Order as prescribed in Article 2, paragraph (17) of the Act, is one year (or two years, for the insurance specified in Article 3, paragraph (5), item (i) of the Act).

(Amounts of Insurance Proceeds for Insurance Connected with Small Amount and Short Term Insurance Business)

Article 1-6 The amount specified by Cabinet Order as prescribed in Article 2, paragraph (17) of the Act, is, for a single insured, the amount specified in each of the following items in accordance with the categories of insurance set forth in each item:

- (i) insurance in which the insurer agrees to pay a fixed amount of insurance proceeds in connection with a person's death (excluding insurance as set forth in item (v)): three million yen;
- (ii) insurance in which the insurer agrees to pay a fixed amount of insurance proceeds in connection with any of the grounds set forth in Article 3, paragraph (4), item (ii), (a), (b), (d) or (e) of the Act, or to compensate the person for damage that may arise from the grounds (excluding insurance specified in the following item and item (iv)): eight hundred thousand yen;
- (iii) severe disability insurance (meaning insurance in which the insurer promises to pay a fixed amount of insurance proceeds, in connection with a

- person's state of severe disability as specified by Cabinet Office Order from among the grounds specified in Article 3, paragraph (4), item (ii), (b) or (d) of the Act; or insurance in which the insurer promises to compensate such person for damage that may arise from the grounds; hereinafter the same applies in this item and the following item) that requires that, if any insurance set forth in item (i), the following item, or item (v) has been included in addition to the severe disability insurance in the insurance underwritten for the same insured, the insurance proceeds or damage compensation under the severe disability insurance (hereinafter referred to as "payment, etc. of insurance proceeds" in this Article) will accordingly result in a reduction in the amount of insurance proceeds from the insurance set forth in item (i), the following item, or item (v) by the portion corresponding to the amount of such payment, etc. of insurance proceeds (excluding insurance as specified in the following item): three million yen;
- (iv) specific severe disability insurance (meaning severe disability insurance that covers a person's state of severe disability resulting from an injury the person has suffered; hereinafter the same applies in this item) that requires that, where any insurance set forth in item (i), the preceding item or the following item has been included in addition to the specific severe disability insurance in the insurance underwritten for the same insured, the payment, etc. of such insurance proceeds will accordingly result in a reduction in the amount of insurance proceeds under the insurance set forth in item (i), the preceding item or the following item by the portion corresponding to the amount of such payment, etc. of insurance proceeds: six million yen;
- (v) accident and death insurance (meaning insurance in which the insurer promises to pay a fixed amount of insurance proceeds in connection with the grounds specified in Article 3, paragraph (4), item (ii), (c) of the Act; or insurance in which the insurer promises to compensate a person for damage that may arise from the grounds; hereinafter the same applies in this item): three million yen (or six million yen where any insurance set forth in item (i) has been included in addition to the accident and death insurance in the insurance underwritten for the same insured, the payment, etc. of insurance proceeds under the accident and death insurance will accordingly result in a reduction in the amount of insurance proceeds from the insurance set forth in item (i) by the portion corresponding to the amount of such payment, etc. of insurance proceeds); or
- (vi) insurance set forth in Article 3, paragraph (5), item (i) of the Act: ten million yen.

(Insurance Excluded from Insurance Connected with Small Amount and Short Term Insurance Business)

Article 1-7 Insurances specified by Cabinet Order as prescribed in Article 2, paragraph (17) of the Act, are as follows:

- (i) insurance in which the insurer promises to pay a fixed amount of insurance proceeds, in connection with a person's survival;
- (ii) insurance in which the insurer promises to pay a maturity refund upon expiration of the insurance period;
- (iii) insurance for which the creation of a special account as set forth in Article 118, paragraph (1) is required under that paragraph;
- (iv) reinsurance;
- (v) insurance for which the amount of insurance premiums, or the amount of benefits such as insurance proceeds or refunds, is denominated in a foreign currency; and
- (vi) insurance whose insurance premiums are payable in whole or in part on a regular basis or by installment payments, and where the payment period exceeds one year.

(Special Relationships)

Article 2 The special relationship specified by Cabinet Order as prescribed in Article 2-2, paragraph (1), item (vi) of the Act, is the relationship of relatives within the third degree of kinship.

Chapter II Insurance Companies, Foreign Insurance Companies, and Small Amount and Short Term Insurers

Section 1 Insurance Companies, Foreign Insurance Companies, and Small Amount and Short Term Insurers

(Minimum Amount of the Amount of Stated Capital or the Total Amount of Funds)

Article 2-2 The amount specified by Cabinet Order as prescribed in Article 6, paragraph (1) of the Act, is one billion yen.

(Scope of Insurance Claims)

Article 3 The rights specified by Cabinet Order as prescribed in Article 17, paragraph (5) of the Act, are as follows:

- (i) insurance claims;
- (ii) the right to claim compensation for damage (excluding the claims specified in the preceding item); and
- (iii) a right to claim refunds, surplus, policy dividends (meaning policy dividends as defined in Article 114, paragraph (1) of the Act; the same applies in Article 36-4, item (iv) and Article 37-4-6, item (iv)) or any other benefits (excluding insurance proceeds).

Article 4 The insurance claims, etc. under Article 17, paragraph (6) of the Act are limited to the claims that have already arisen as of the time of the public notice given pursuant to the provisions of paragraph (2) of that Article.

(Deemed Replacement of Terms in the Provisions of the Companies Act That Are Applied Mutatis Mutandis to Instances When There Has Been a Violation of the Restriction on the Distribution of Dividends of Surplus to Shareholders)

Article 4-2 When the provisions of Article 463, paragraph (2) of the Companies Act (Act No. 86 of 2005) are applied mutatis mutandis pursuant to Article 17-6, paragraph (2) of the Act to cases in which a stock company has engaged in any act specified in the items of Article 17-6, paragraph (1) of the Act, in violation of that paragraph, the technical replacement of terms in connection with the relevant provisions is as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Replacement terms
Article 463, paragraph (2)	who are liable pursuant to the provisions of that paragraph	who were delivered monies, etc. due to the relevant act

(Deemed Replacement of Terms in the Provisions of the Companies Act That Are Applied Mutatis Mutandis to the Employees of a Mutual Company)

Article 4-3 (1) When the provisions of Article 10, Article 12, paragraph (1), and Article 13 of the Companies Act are applied mutatis mutandis pursuant to Article 21, paragraph (1) of the Act, to the employees of a mutual company, the technical replacement of terms in connection with these provisions is as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Replacement terms
Article 10	head office or branch office	principal office or secondary office

Article 12, paragraph (1), item (iii)	any other company or merchant (excluding any company; the same applies in Article 24)	a company (including a foreign company; hereinafter the same applies in this Part) or other mutual company (including a foreign mutual company) or merchant (excluding a merchant that is a company)
Article 12, paragraph (1), item (iv)	a director, executive officer or any member who executes the operation of any other company	a director, executive officer or any other member who executes the business of a company; or the director or executive officer of any other mutual company (including a foreign mutual company)
Article 13	the head office or any branch office	the principal office or any secondary office

(2) When the provisions of Article 17, paragraph (1) the Companies Act are applied mutatis mutandis pursuant to Article 21, paragraph (1) of the Act to the person acting as the agent or intermediary for transactions on behalf of a mutual company, the technical replacement of terms in connection with the relevant provisions is as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Replacement terms
Article 17, paragraph (1), item (ii)	a director, executive officer or any member who executes operation of any other company	a director, executive officer or any other member who executes the business of a company; or the director or executive officer of any other mutual company (including a foreign mutual company)

(3) When the provisions of Articles 21 through 23-2 of the Companies Act are applied mutatis mutandis pursuant to Article 21, paragraph (1) of the Act to cases in which a mutual company either transfers its business, or acquires any business or operation, the technical replacement of terms in connection with these provisions is as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Replacement terms
Article 21	transferor Company	transferring mutual company

Article 22, paragraph (1)	any company to which any business is transferred	any company, mutual company (including a foreign mutual company) or merchant (excluding a company; the same applies hereinafter in this paragraph and the following paragraph) which acquired business of a mutual company; or a mutual company which acquired business of a company, mutual company (including a foreign mutual company) or operation of a merchant
	assignee company	assignee
	trade name of the transferor company	name of the mutual company (including a foreign mutual company) which has transferred its business (hereinafter referred to as a "transferring mutual company, etc." in this paragraph and the following paragraph), or the name company which has transferred its business or merchant which has transferred its operation
	business of the transferor company	business or operation of the transferring mutual company, etc., the company which has transferred its business or merchant which has transferred its operation (hereinafter referred to as a "transferor") in this Chapter
Article 22, paragraph (2)	business	business or operation

	in cases where the assignee company registers, at the location of its head office, without delay after it has accepted the assignment of the business, a statement to the effect that it will not be liable for the performance of the obligations of the assignor company	when, without delay after it has been assigned the business, an assignee that is a company or a mutual company (including a foreign mutual company) has registered, at the place in which its head office or principal office is located (including a principal branch in Japan (meaning a principal branch in Japan as defined in Article 187, paragraph (1), item (iv) of the Insurance Business Act)), a statement to the effect that it will not be liable to perform the obligations of the transferring mutual company; where, without delay after it has been assigned the business, an assignee that is a merchant has registered a statement to the effect that it will not be liable to perform the obligations of the transferring mutual company; or when, without delay after it has been assigned the business, an assignee that is a mutual company has registered, at the place in which its principal office is located, a statement to the effect that it will not be liable to perform the obligations of the company that has transferred its business thereto, the Transferring Mutual Company, etc. or the merchant that has transferred its operations thereto.
	the assignee company and transferor company	the assignee and transferor
Article 22, paragraphs (3)	the assignee company	the assignee
	transferor company	transferor
	business	business or operation
Article 22, paragraphs (4)	transferor company	transferor
	business	business or operation
	assignee company	assignee
Article 23, paragraph (1)	assignee company	assignee
	transferor company	transferor
	trade name	name or trade name
	business	business or operation

Article 23, paragraph (2)	assignee company	assignee
	transferor company	transferor
Article 23-2, paragraph (1)	transferor company	transferor
	assignee company	assignee
	business	business or operation
Article 23-2, paragraph (2)	assignee company	assignee
	transferor company	transferor
	business	business or operation
Article 23-2, paragraph (3)	transferor company	transferor
	assignee company	assignee

(Deemed Replacement of Terms in the Provisions of the Companies Act That Are Applied Mutatis Mutandis to an Inspector's Investigation of Particulars Entered or Recorded in the Articles of Incorporation of a Mutual Company)

Article 4-4 When the provisions of Article 33, paragraphs (1) and (11) and Article 870 (limited to the part involving items (ii) and (v)) of the Companies Act are applied mutatis mutandis pursuant to Article 24, paragraph (2) of the Act to an inspector's investigation of the particulars listed in items of Article 24, paragraph (1) of the Act entered or recorded in the articles of incorporation of a mutual company, if any, the technical replacement of terms in connection with these provisions is as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Replacement terms
Article 33, paragraph (1)	Article 30, paragraph (1)	Article 30, paragraph (1) as applied mutatis mutandis pursuant to Article 23, paragraph (4) of the Insurance Business Act
Article 33, paragraph (11), item (ii)	Article 28, item (ii)	Article 24, paragraph (1), item (i) of the Insurance Business Act
Article 870, paragraph (1), item (iii)	the person who contributes property other than monies set forth in Article 28, item (i) and the assignor set forth in item (ii) of that Article	the assignor set forth in Article 24, paragraph (1), item (i) of the Insurance Business Act

(Consent for Particulars That Are Required to Be Entered in Written Documents to Be Provided by Electronic or Magnetic Means)

Article 4-5 (1) A person who seeks to provide the information specified in the provisions set forth in the following items by electronic or magnetic means (meaning electronic or magnetic means as defined in Article 16, paragraph (2), item (iv) of the Act; hereinafter the same applies in this Article and the following Article; such person is referred to as a "sender" in the following paragraph) must, in advance and pursuant to the provisions of Cabinet Office Order, indicate to the recipient of the information the type and content of the electronic or magnetic means that the sender is to use and obtain the recipient's consent in writing or by electronic or magnetic means:

- (i) the provisions of Article 28, paragraph (3) of the Act (including as applied mutatis mutandis pursuant to Article 60-2, paragraph (4) and Article 78, paragraph (3) of the Act);
- (ii) the provisions of Article 30-7, paragraph (3);
- (iii) the provisions of Article 74, paragraph (3) and Article 76, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 30-8, paragraph (6) of the Act;
- (iv) the provisions of Article 310, paragraph (3) and Article 312, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 41, paragraph (1) of the Act;
- (v) the provisions of Article 310, paragraph (3) of the Companies Act as applied mutatis mutandis pursuant to Article 44-2, paragraph (3) of the Act (including as applied mutatis mutandis pursuant to Article 77, paragraph (6) of the Act);
- (vi) the provisions of Article 312, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 49, paragraph (1) of the Act;
- (vii) the provisions of Article 61-2, paragraph (3) of the Act;
- (viii) the provisions of Article 721, paragraph (4), Article 725, paragraph (3), Article 727, paragraph (1), and Article 739, paragraph (2) of the Companies Act as applied mutatis mutandis pursuant to Article 61-8, paragraph (2) of the Act;
- (ix) the provisions of Article 74, paragraph (3) of the Companies Act as applied mutatis mutandis pursuant to Article 74, paragraph (3) of the Act;
- (x) the provisions of Article 76, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 74, paragraph (3) of the Act (including as applied mutatis mutandis pursuant to Article 77, paragraph (6) of the Act);
- (xi) the provisions of Article 93, paragraph (3) of the Act;
- (xii) Article 96-9-4, paragraph (3) of the Act (including as applied mutatis mutandis pursuant to Article 96-9-9 of the Act);

- (xiii) Article 555, paragraph (3) and Article 557, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 184 of the Act;
 - (xiv) Article 555, paragraph (3) and Article 557, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 212, paragraph (4) of the Act;
 - (xv) Article 555, paragraph (3) and Article 557, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 822, paragraph (3) of that Act, as applied mutatis mutandis pursuant to Article 213 of the Act; and
 - (xvi) the provisions of Article 555, paragraph (3) and Article 557, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 235, paragraph (4) of the Act.
- (2) When a sender who has obtained the consent set forth in the preceding paragraph is notified in writing or by electronic or magnetic means to the effect that a recipient refuses to be provided with the information by electronic or magnetic means, the sender must not provide the recipient with the relevant information by electronic or magnetic means; provided, however, that this does not apply if the recipient has given consent under that paragraph again.

(Approval of Notice by Electronic or Magnetic Means)

Article 4-6 (1) A person who seeks to send a notice by electronic or magnetic means (referred to as the "notifier" in the following paragraph) pursuant to the provisions set forth in the following items, must indicate to the recipient of the notice the type and content of the electronic or magnetic means that the notifier is to use and obtain recipient's consent in writing or by electronic or magnetic means, in advance and pursuant to the provisions of Cabinet Office Order:

- (i) the provisions of Article 68, paragraph (3) of the Companies Act as applied mutatis mutandis pursuant to Article 30-8, paragraph (6) of the Act;
- (ii) the provisions of Article 299, paragraph (3) of the Companies Act as applied mutatis mutandis pursuant to Article 41, paragraph (1) of the Act;
- (iii) the provisions of Article 299, paragraph (3) of the Companies Act as applied mutatis mutandis pursuant to Article 49, paragraph (1) of the Act;
- (iv) the provisions of Article 720, paragraph (2) of the Companies Act as applied mutatis mutandis pursuant to Article 61-8, paragraph (2) of the Act;
- (v) the provisions of Article 68, paragraph (3) of the Companies Act as applied mutatis mutandis pursuant to Article 74, paragraph (3) of the Act (including as applied mutatis mutandis pursuant to Article 77, paragraph (6) of the Act);
- (vi) the provisions of Article 549, paragraph (2) of the Companies Act as applied mutatis mutandis pursuant to Article 184 of the Act;

- (vii) the provisions of Article 549, paragraph (2) of the Companies Act as applied mutatis mutandis pursuant to Article 549, paragraph (4) of the Companies Act, as applied mutatis mutandis pursuant to Article 184 of the Act;
 - (viii) the provisions of Article 549, paragraph (2) of the Companies Act as applied mutatis mutandis pursuant to Article 212, paragraph (4) of the Act;
 - (ix) the provisions of Article 549, paragraph (2) of the Companies Act as applied mutatis mutandis pursuant to Article 549, paragraph (4) of the Companies Act, as applied mutatis mutandis pursuant to Article 212, paragraph (4) of the Act;
 - (x) the provisions of Article 549, paragraph (2) of the Companies Act as applied mutatis mutandis pursuant to Article 822, paragraph (3) of the Companies Act, as applied mutatis mutandis pursuant to Article 213 of the Act;
 - (xi) the provisions of Article 549, paragraph (2) of the Companies Act as applied mutatis mutandis pursuant to Article 549, paragraph (4) of the Companies Act, as applied mutatis mutandis pursuant to Article 822, paragraph (3) of the Companies Act, and as applied mutatis mutandis pursuant to Article 213 of the Act;
 - (xii) the provisions of Article 549, paragraph (2) of the Companies Act as applied mutatis mutandis pursuant to Article 235, paragraph (4) of the Act; and
 - (xiii) the provisions of Article 549, paragraph (2) of the Companies Act as applied mutatis mutandis pursuant to Article 549, paragraph (4) of the Companies Act, as applied mutatis mutandis pursuant to Article 235, paragraph (4) of the Act.
- (2) When a notifier who has obtained the consent set forth in the preceding paragraph is notified in writing or by electronic or magnetic means to the effect that a recipient refuses to be provided with notices by electronic or magnetic means, the notifier must not provide the recipient with notices by electronic or magnetic means; provided, however, that this does not apply if the recipient has given consent under that paragraph again.

(Deemed Replacement of Terms in Provisions of the Companies Act That Are Applied Mutatis Mutandis to Investigations by the Directors at Incorporation)

Article 4-7 When, pursuant to the provisions of Article 30-11, paragraph (2) of the Act, the provisions of Article 93, paragraph (3) of the Companies Act are applied mutatis mutandis to an investigation under Article 30-11, paragraph (1) of the Act, the technical replacement of terms in connection with the relevant provisions is as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Replacement terms
Article 93, paragraph (3)	the shareholders at incorporation	the persons who seek to become members

(Deemed Replacement of Terms in the Provisions of the Companies Act That Are Applied Mutatis Mutandis to the Liability of the Incorporators, Directors at Incorporation, and Auditors at Incorporation of a Mutual Company)

Article 4-8 When the provisions of Article 52, paragraph (2) (excluding item (ii)) and Article 55 of the Companies Act are applied mutatis mutandis pursuant to Article 30-14 of the Act to the liability of the incorporators, directors at incorporation, or auditors at incorporation of a mutual company, the technical replacement of terms in connection with these provisions is as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Replacement terms
Article 52, paragraph (2), item (i)	Article 33, paragraph (2)	Article 33, paragraph (2) as applied mutatis mutandis pursuant to Article 24, paragraph (2) of that Act
Article 55	all shareholders	all members

(Rights for Which a Base Date Cannot Be Fixed)

Article 4-9 The rights specified by Cabinet Order as prescribed in Article 33, paragraph (3) of the Act, are as follows:

- (i) rights to receive distributions of surplus; and
- (ii) rights to receive distributions of residual assets.

(Specified Mutual Companies)

Article 5 The mutual company specified by Cabinet Order as prescribed in Article 38, paragraph (1) of the Act, is a mutual company with fifty thousand or less members in total.

(Number of Members Required to Exercise the Right to Demand That a General Meeting of the Members of a Specified Mutual Company Be Convened)

Article 5-2 The number of members specified by Cabinet Order as prescribed in Article 38, paragraph (1) of the Act, is three percent of the total number of members or 150 members, whichever is less.

(Deemed Replacement of Terms in the Provisions of the Companies Act That Are Applied Mutatis Mutandis to the Right to Demand the Convocation of a General Meeting of Members)

Article 5-3 When the provisions of Article 868, paragraph (1) of the Companies Act are applied mutatis mutandis pursuant to Article 38, paragraph (3) of the Act to the cases specified in Article 38, paragraph (2) of the Act, the technical replacement of terms in connection with the relevant provisions is as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Replacement terms
Article 868, paragraph (1)	head office	principle office

(Number of Members Required to Exercise the Right to Submit a Proposal in Regard to a Specified Mutual Company)

Article 5-4 The number of members specified by Cabinet Order as prescribed in Article 39, paragraph (1) of the Act, is one percent of the total number of members or 50 members, whichever is less.

(Deemed Replacement of Terms in the Provisions of the Companies Act That Are Applied Mutatis Mutandis to an Action for a Declaratory Judgment as to the Absence or Invalidity of a Resolution at General Meeting of the Members of a Mutual Company or to an Action for Revocation of Such Resolution)

Article 5-5 When the provisions of Article 835, paragraph (1) and Article 937, paragraph (1) (limited to the part involving item (i), (g)) of the Companies Act are applied mutatis mutandis pursuant to Article 41, paragraph (2) to an action for a declaratory judgment as to the absence or invalidity of a resolution at the general meeting of the members of a mutual company or an action for revocation of such resolution, the technical replacement of terms of the Act in connection with these provisions is as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Replacement terms
Article 835, paragraph (1) and Article 937, paragraph (1) (limited to the part involving item (i), (e))	head office	principal office

(Deemed Replacement of Terms in the Provisions of the Companies Act That Are Applied Mutatis Mutandis to Proxy Voting)

Article 5-6 When the provisions of Article 310, paragraphs (6) and (7) of the Companies Act are applied mutatis mutandis pursuant to Article 44-2, paragraph (3) of the Act to the case set forth in Article 44-2, paragraph (1) of the Act, the technical replacement of terms in connection with these provisions is as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Replacement terms
Article 310, paragraph (6)	head office	principal office
Article 310, paragraph (7)	hours of operation	business hours

(Deemed Replacement of Terms in the Provisions of the Companies Act That Are Applied Mutatis Mutandis to the Right to Demand Convocation of a Member Representatives Meeting)

Article 5-7 When the provisions of Article 868, paragraph (1) of the Companies Act are applied mutatis mutandis pursuant to Article 45, paragraph (3) of the Act, to the case specified in Article 45, paragraph (2) of the Act, the technical replacement of terms in connection with the relevant provisions is as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Replacement terms
Article 868, paragraph (1)	head office	principle office

(Deemed Replacement of Terms in the Provisions of the Companies Act That Are Applied Mutatis Mutandis to the Right to Demand the Election of an Inspector for a Member Representatives Meeting)

Article 5-8 When the provisions of Article 868, paragraph (1) of the Companies Act are applied mutatis mutandis pursuant to Article 47, paragraph (3) of the Act to the cases specified in Article 47, paragraphs (1) and (2) of the Act, the technical replacement of terms in connection with the relevant provisions is as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Replacement terms
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Article 868, paragraph (1)	head office	principle office
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(Deemed Replacement of Terms in the Provisions of the Companies Act That Are Applied Mutatis Mutandis to an Action for a Declaratory Judgment as to the Absence or Invalidity of a Resolution at the Member Representatives Meeting of a Mutual Company or to an Action for Revocation of Such Resolution)

Article 5-9 When the provisions of Article 835, paragraph (1) and Article 937, paragraph (1) (limited to the part involving item (i), (g)) of the Companies Act are applied mutatis mutandis pursuant to Article 49, paragraph (2) of the Act to an action for a declaratory judgment as to the absence or invalidity of a resolution at the member representatives meeting of a mutual company or an action for revocation of such resolution, the technical replacement of terms in connection with these provisions is as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Replacement terms
Article 835, paragraph (1) and Article 937, paragraph (1) (limited to the part involving item (i), (e))	head office	principal office

(Number of Members Required to Exercise the Right to Demand That a General Meeting of the Members of a Specified Mutual Company with a Member Representatives Meeting Be Convened)

Article 5-10 The number specified by Cabinet Order as prescribed in Article 50, paragraph (1) of the Act, is five percent of the total number of members or 250 members, whichever is less.

(Deemed Replacement of Terms in the Provisions of the Companies Act That Are Applied Mutatis Mutandis to the Company Auditors of a Mutual Company)

Article 6 When the provisions of Article 336, paragraph (4) (limited to the part involving item (ii)) of the Companies Act are applied mutatis mutandis pursuant to Article 53-6, paragraph (2) of the Act to the company auditors of a mutual company, the technical replacement of terms in connection with the relevant provisions is as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Replacement terms
Article 336, paragraph (4) (limited to part involving item (ii))	preceding three paragraphs	the preceding paragraph and Article 53-6, paragraph (1) of the Insurance Business Act

(Deemed Replacement of Terms in the Provisions of the Companies Act That Are Applied Mutatis Mutandis to Statement of Opinions on the Election, Dismissal, or Resignation of the Accounting Advisors of a Mutual Company)

Article 6-2 When the provisions of Article 342-2, paragraph (3) and Article 345, paragraph (5) of the Companies Act are applied mutatis mutandis pursuant to Article 53-11 of the Act to the statement of opinions on the election, dismissal, or resignation of the accounting advisor, company auditor, or accounting auditor of a mutual company, the technical replacement of terms in connection with these provisions is as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Replacement terms
Article 342-2, paragraph (3)	Article 298, paragraph (1), item (i)	Article 298, paragraph (1), item (i) as applied mutatis mutandis pursuant to Article 41, paragraph (1) or Article 49, paragraph (1) of the Insurance Business Act
Article 345, paragraph (5)	Article 340, paragraph (1)	Article 53-9, paragraph (1) of the Insurance Business Act

(Deemed Replacement of Terms in the Provisions of the Companies Act That Are Applied Mutatis Mutandis to the Accounting Advisors of a Mutual Company)

Article 7 When the provisions of Article 374, paragraph (1) of the Companies Act are applied mutatis mutandis pursuant to Article 53-17 of the Act to the accounting advisors of a mutual company, the technical replacement of terms in connection with the relevant provisions is as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Replacement terms
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Article 374, paragraph (1)	Article 396, paragraph (1)	Article 53-22, paragraph (1) of that Act
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(Deemed Replacement of Terms in the Provisions of the Companies Act That Are Applied Mutatis Mutandis to the Company Auditors of a Mutual Company)

Article 7-2 When the provisions of Article 383, paragraph (1) and Article 388 of the Companies Act are applied mutatis mutandis pursuant to Article 53-20 of the Act to the company auditors of a mutual company, the technical replacement of terms in connection with these provisions is as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Replacement terms
Article 383, paragraph (1)	under paragraph (2) of that Article	Article 373, paragraph (2) as applied mutatis mutandis pursuant to Article 53-16 of that Act
Article 388	a company with auditors (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 company with auditors

(Deemed Replacement of Terms in the Provisions of the Companies Act That Are Applied Mutatis Mutandis to Liability for Damages of the Officers of a Mutual Company)

Article 7-3 When the provisions of Article 425, paragraph (1) (excluding item (ii)) and Article 428, paragraph (1) of the Companies Act are applied mutatis mutandis pursuant to Article 53-36 of the Act to the liability for damages of the officers, etc. of a mutual company, the technical replacement of terms in connection with these provisions is as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Replacement terms

Article 425, paragraph (1) (excluding item (ii))	the preceding Article	Article 53-34 of the Insurance Business Act
Article 428, paragraph (1)	Article 356, paragraph (1) (including as applied mutatis mutandis pursuant to Article 419, paragraph (2))	Article 356, paragraph (1), item (ii) of this Act as applied mutatis mutandis pursuant to Article 53- 15 of the Insurance Business Act (including as applied mutatis mutandis pursuant to the first sentence of Article 419, paragraph (2) of that Act as further applied mutatis mutandis pursuant to Article 53- 32 of that Act)

(Deemed Replacement of Terms in the Provisions of the Companies Act That
Are Applied Mutatis Mutandis to Actions for Enforcement of Liability by a
Member of a Mutual Company)

Article 7-4 (1) When the provisions of Article 850, paragraph (4) and Article 851,
paragraph (1) (excluding item (i)) and paragraph (3) of the Companies Act are
applied mutatis mutandis pursuant to Article 53-37 of the Act to an action for
enforcement of liability by a member of a mutual company, the technical
replacement of terms in connection with these provisions is as set forth in the
following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Replacement terms

Article 850, paragraph (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 as applied mutatis mutandis pursuant to Article 486, paragraph (4)), Article 462, paragraph (3) (limited to the portion pertaining 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)	The provisions of Article 55 as applied mutatis mutandis pursuant to Article 30-14 of the Insurance Business Act; Article 53-34 of that Act (including as applied mutatis mutandis pursuant to Article 180-11, paragraph (4) of that Act); and Article 55-3, paragraph (3) of that Act (limited to the part related to the obligations assumed for the portion that does not exceed the amount prescribed in the proviso to that paragraph)
Article 851, paragraph (1), item (ii)	when such person acquires shares of the stock company incorporated through the merger or the stock company surviving a merger, or the wholly owning parent company thereof,	when the person has become a member of the stock company incorporated through the merger or the stock company surviving the merger,
Article 851, paragraph (3)	the stock company incorporated through the merger or the stock company surviving a merger, or the wholly owning parent company thereof	the mutual company or the mutual company surviving the merger

(2) When the provisions of Article 854, paragraph (1) (excluding item (i), (a) and item (ii)) of the Companies Act are applied mutatis mutandis pursuant to Article 53-37 of the Act to an action for dismissal of the officer of a mutual company, the technical replacement of terms in connection with the relevant provisions is as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Replacement terms

Article 854, paragraph (1) (excluding item (i), (a) and also excluding item (ii))	Article 329, paragraph (1)	Article 52, paragraph (1) of the Insurance Business Act
	the following shareholders	the following members or representative members
	excluding the following shareholders	excluding the following members or representative members
	a shareholder who is the officer	a member or representative member who is an officer

(Deemed Replacement of Terms in the Provisions of the Insurance Business Act That Are Applied Mutatis Mutandis to Consolidated Financial Statements)

Article 8 When the provisions of Article 54-5 and Article 54-6, paragraph (1) of the Act are applied mutatis mutandis pursuant to Article 54-10, paragraph (6) of the Act to consolidated financial statements, the technical replacement of terms in connection with these provisions is as set forth in the following table:

Provisions of the Insurance Business Act whose terms are to be replaced	Original terms	Replacement terms
Article 54-5	paragraph (3) of the preceding Article	Article 54-10, paragraph (5)
Article 54-6, paragraph (1)	Article 54-4, paragraph (3)	Article 54-10, paragraph (5)

(Deemed Replacement of Terms in the Provisions of the Insurance Business Act That Are Applied Mutatis Mutandis to the Reduction of Reserves for the Redemption of Funds)

Article 8-2 When the provisions of Article 16, paragraph (1) (excluding the proviso) and paragraph (2), Article 17, paragraph (1) (excluding the proviso), paragraph (2) and paragraph (4), Article 17-2, paragraph (4) and Article 17-4 of the Act are applied mutatis mutandis pursuant to Article 57, paragraph (4) of the Act to a reduction of the reserves for the redemption of funds under Article 57, paragraph (4) of the Act, the technical replacement of terms in connection with these provisions is as set forth in the following table:

Provisions of the Insurance Business Act whose terms are to be replaced	Original terms	Replacement terms

Article 16, paragraph (1) (excluding the proviso thereto)	each of its business offices	each of its offices
Article 16, paragraph (2)	stock company	mutual company
	shareholders	members
	the operating hours	the business hours
Article 17, paragraph (1) (excluding the proviso thereto), paragraph (2) and paragraph (4)	stock company	mutual company
Article 17-2, paragraph (4)	the preceding Article (or, pursuant to the provisions of that Article and the preceding paragraph for any reduction of the capital)	the preceding Article
Article 17-4, paragraph (1)	stock company	mutual company
	each of its business offices	each of its offices
Article 17-4, paragraph (2)	stock company	mutual company
	shareholders	members
	the operating hours	the business hours

(Scope of Insurance Claims)

Article 8-3 The insurance claims, etc. under Article 17, paragraph (6) of the Act as applied mutatis mutandis pursuant to Article 57, paragraph (4) of the Act are limited to the claims that have already arisen as of the time public notice is given pursuant to the provisions of paragraph (2) of that Article.

(Deemed Replacement of Terms in the Provisions of the Companies Act That Are Applied Mutatis Mutandis to the Solicitation of Funds)

Article 8-4 When the provisions of Article 209, paragraph (1), item (i) of the Companies Act are applied mutatis mutandis pursuant to Article 60-2, paragraph (4) of the Act to the solicitation of funds referred to in Article 60, paragraph (1) of the Act, the technical replacement of terms in connection with the relevant provisions is as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Replacement terms
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Article 209, paragraph (1), item (i)	Article 199, paragraph (1), item (iv)	Article 60-2, paragraph (1), item (iii) of the Insurance Business Act
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(Deemed Replacement of Terms in the Provisions of the Companies Act That Are Applied Mutatis Mutandis to Cases When a Mutual Company Issues Corporate Bonds)

Article 9 When the provisions of Article 697, paragraph (1) of the Companies Act are applied mutatis mutandis pursuant to Article 61-5 of the Act to cases in which a mutual company issues corporate bonds, the technical replacement of terms in connection with the relevant provisions is as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Replacement terms
Article 697, paragraph (1), item (i)	trade name	name

(Application of Laws and Regulations Governing the Issuance of Corporate Bonds by a Mutual Company)

Article 9-2 The laws and regulations specified by Cabinet Order as prescribed in Article 61-9 of the Act, are the Secured Bond Trust Act (Act No. 52 of 1905), the Enterprise Mortgage Act (Act No. 106 of 1958) and the Order for the Registration of Enterprise Mortgages (Cabinet Order No. 187 of 1958); and, for the purpose of the application of the provisions of these laws and regulations to the corporate bonds set forth in Article 61 of the Act, a mutual company, its name, principal office, and members are deemed to be a stock company, its trade name, head office, and shareholders as set forth in the provisions of Part II of the Companies Act, respectively. In this case, the term "register of stock companies" in Article 4, paragraph (1) of the Enterprise Mortgage Act is deemed to be replaced with "register of mutual companies".

(Deemed Replacement of Terms in the Provisions of the Companies Act That Are Applied Mutatis Mutandis to a Dissolution Order for a Mutual Company)

Article 9-3 When the provisions of Article 824, paragraph (1), item (iii) of the Companies Act are applied mutatis mutandis pursuant to Article 63-2 of the Act to a dissolution order for a mutual company, the technical replacement of terms in connection with the relevant provisions is as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Replacement terms
Article 824, paragraph (1), item (iii)	an executive director, an executive officer, or a member who executes the business	executive director (meaning an executive director prescribed in Article 51-2, item (i) of the Insurance Business Act) or executive officer

(Deemed Replacement of Terms in the Provisions of the Commercial

Registration Act That Are Applied Mutatis Mutandis to the Registration of a Mutual Company)

Article 10 (1) When the provisions of the Commercial Registration Act (Act No. 125 of 1963) are applied mutatis mutandis pursuant to Article 67 of the Act to the registration of a mutual company, the terms "trade name," "head office" and "business office" in that Act (excluding Article 12-2, paragraph (5), Article 27, Article 33, paragraph (1) and Article 44, paragraph (2), item (ii)) are deemed to be replaced with "name," "principal office" and "principal office", respectively, and each term or phrase listed in the middle column of the table below that appears in the provision of that Act listed in the left hand column of the same table is deemed to be replaced with the corresponding term or phrase listed in the right hand column of the same table.

Provisions of the Commercial Registration Act whose terms are to be replaced	Original terms	Replacement terms
Article 12-2, paragraph (5)	business office (in the case of a company, its head office)	principal office
Article 27	A trade name	A name
	that trade name	that name
	a trade name	a trade name or name
	business office (in the case of a company, its head office; the same applies in this Article)	principal office
	the trade name	the trade name or name
	business office	business office (in the case of a company, its head office)

Article 31, paragraph (1)	the first sentence of Article 17, paragraph (2) of the Commercial Code and the first sentence of Article 22, paragraph (2) of the Companies Act	the first sentence of Article 22, paragraph (2) of the Companies Act as applied mutatis mutandis pursuant to Article 21, paragraph (1) of the Insurance Business Act
Article 33, paragraph (1)	trade name	name
	business office (or a head office, in case of a company; hereinafter the same applies in this Article)	principal office
	business office	principal office
	business office	principal office
	business office	office
Article 44, paragraph (2), item (ii)		
Article 46, paragraph (1)	all shareholders or class shareholders	all members (or all representative members, where member representatives meetings have been established)
Article 46, paragraph (4)	company with an audit and supervisory committee	company with an audit and supervisory committee (meaning a company with an audit and supervisory committee as prescribed in Article 30-10, paragraph (2) of the Insurance Business Act; the same applies in Article 54, paragraph (1))
Article 46, paragraph (5)	company with a nominating committee, etc.	company with a nominating committee, etc. (meaning a company with a nominating committee, etc. as prescribed in Article 30-10, paragraph (9) of the Insurance Business Act; the same applies in Article 54, paragraph (1))

Article 54, paragraph (1)	audit and supervisory committee member	audit and supervisory committee member (meaning an audit and supervisory committee member as prescribed in Article 2, paragraph (19) of the Insurance Business Act)
Article 54, paragraph (2), item (iii)	Article 333, paragraph (1) of the Companies Act	Article 333, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 53-4 of the Insurance Business Act
	Article 337, paragraph (1) of the same Act	Article 337, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 53-7 of the Insurance Business Act

(2) When the provisions of Article 15 of the Commercial Registration Act are applied mutatis mutandis pursuant to Article 67 of the Act to the registration of a mutual company, the technical replacement of terms in connection with the provisions of that Act, as applied mutatis mutandis pursuant to Article 15 of the Commercial Registration Act, is as set forth in the following table:

Provisions of the Commercial Registration Act whose terms are to be replaced	Original terms	Replacement terms
Article 24, item (i)	business office	principal office
Article 24, items (xii) and (xiii)	trade name	name
Article 51, paragraph (1)	head office	principal office
Article 78, paragraph (1)	membership company	mutual company
Article 78, paragraph (3)	items of Article 24	items of Article 24 (including as applied mutatis mutandis pursuant to Article 67 of the Insurance Business Act)
Article 82, paragraph (2)	preceding paragraph	preceding paragraph as applied mutatis mutandis pursuant to Article 170, paragraph (3) of the Insurance Business Act

	head office	head office or principal office
Article 82, paragraph (3)	paragraph (1)	paragraph (1) as applied mutatis mutandis pursuant to Article 170, paragraph (3) of the Insurance Business Act
	Article 80 or the preceding Article	Article 80 or the preceding Article as applied mutatis mutandis pursuant to paragraph(3) of that Article
Article 83, paragraph (1)	head office	head office or principal office
	items of Article 24	items of Article 24 (including as applied mutatis mutandis pursuant to Article 67 of the Insurance Business Act)
Article 83, paragraph (2)	head office	head office or principal office
Article 134, paragraph (1), item (i)	item (v)	item (v)(including as applied mutatis mutandis pursuant to Article 67 of the Insurance Business Act)

(Deemed Replacement of Terms in the Provisions of the Companies Act That Are Applied Mutatis Mutandis to Cases When a Mutual Company Gives a Public Notice under the Insurance Business Act and Other Laws by Means of Electronic Public Notice)

Article 10-2 When the provisions of Article 940, paragraph (1) and Article 946, paragraph (3) of the Companies Act are applied mutatis mutandis pursuant to Article 67-2 of the Act to cases when a mutual company gives a public notice under the Act or any other laws by means of electronic public notice, the technical replacement of terms in connection with these provisions is as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Replacement terms
Article 940, paragraph (1), item (i)	this Act	the Insurance Business Act
Article 946, paragraph (3)	trade name	name

(Scope of Insurance Claims)

Article 11 The insurance claims, etc. under Article 70, paragraphs (5) through (7) of the Act are limited to the claims that have already arisen as of the time of public notice given pursuant to the provisions of paragraph (2) of that Article.

(Deemed Replacement of Terms in the Provisions of the Companies Act That Are Applied Mutatis Mutandis to Cases When a Converting Stock Company Has Issued Share Options)

Article 11-2 When the provisions of Article 777, paragraph (3) of the Companies Act are applied mutatis mutandis pursuant to Article 71 of the Act to cases when a converting stock company has issued share options, the technical replacement of terms in connection with the relevant provisions is as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Replacement terms
Article 777, paragraph (3)	effective day	effective date (meaning the effective date prescribed in Article 69, paragraph (4), item (v) of the Insurance Business Act; the same applies hereinafter)

(Deemed Replacement of Terms in the Provisions of the Companies Act That Are Applied Mutatis Mutandis to Policyholders Meetings)

Article 11-3 (1) When the provisions of the Companies Act are applied mutatis mutandis pursuant to Article 74, paragraph (3) of the Act to a policyholders meeting, the technical replacement of terms in connection with the provisions of that Act is as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Replacement terms

Article 68, paragraph (1)	no later than two weeks (or one week if the stock company to be incorporated is not a public company, except in cases where the matters listed in paragraph (1), item (iii) or item (iv) of the preceding Article are decided, (or if a shorter period of time is provided for in the articles of incorporation in cases where the stock company to be incorporated is a stock company other than a company with a board of directors, such shorter period of time))	no later than two weeks
Article 70, and Article 71, paragraphs (1) and (2)	organizational meeting reference documents	policyholders meeting reference documents
Article 74, paragraph (6)	or the stock company after the formation of such stock company.	or, after the entity conversion takes effect, the converted mutual company (meaning a converted mutual company prescribed in Article 69, paragraph (4), item (i) of the Insurance Business Act; hereinafter the same applies in this Article and Article 81)
	at a place designated by the incorporators (or at the head office of the stock company after the formation of such stock company	at the incorporator's head office (or, after the entity conversion takes effect, at the head office of the converted mutual company
Article 74, paragraph (7)	or the shareholders of the stock company after the formation of such stock company	or, after the entity conversion takes effect, the shareholders of the converted mutual company
	the hours designated by the incorporators (or during the operating hours of the stock company after the formation of such stock company	the incorporator's operating hours (or, after the entity conversion takes effect, during the business hours of the converted mutual company)
Article 75, paragraph (3) and Article 76, paragraph (4)	at a place designated by the incorporators	at the incorporator's head office

Article 75, paragraph (4) and Article 76, paragraph (5)	hours designated by the incorporators	incorporator's operating hours
Article 81, paragraph (2)	or the stock company after the formation of such stock company; the same applies in paragraph (2) of the following Article.	or, after the entity conversion takes effect, the converted mutual company
	at a place designated by the incorporators (or at the head office of the stock company if after the incorporation of such stock company; the same applies in paragraph (2) of the following Article)	at the incorporator's head office (or, after the entity conversion takes effect, at the principal office of the converted mutual company)
Article 81, paragraph (3)	(or the shareholders and creditors of the stock company after the formation of such stock company; the same applies in paragraph (3) of the following Article.)	and creditors (or, after the entity conversion takes effect, the members and creditors of the converted mutual company)
	the hours designated by the incorporators (or during the hours of operation of such stock company if after the incorporation of such stock company; the same applies in that paragraph)	the incorporator's operating hours (or, after the entity conversion takes effect, during the business hours of the converted mutual company)

(2) When the provisions of Article 836, paragraph (1) and Article 937, paragraph (1) (limited to the part involving item (i), (g)) of the Companies Act are applied mutatis mutandis pursuant to Article 74, paragraph (3) of the Act to an action for a declaratory judgment as to the absence or invalidity of a resolution at policyholders meeting or an action for revocation of such resolution, the technical replacement of terms in connection with these provisions is as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Replacement terms
Article 836, paragraph (1)	a shareholder or a shareholder at incorporation	policyholders

	provided, however, that this does not apply when such shareholder is a director, company auditor, executive officer or liquidator or when such shareholder at incorporation is a director at incorporation or a company auditor at incorporation.	provided, however, that this does not apply when such a policyholder is a director, company auditor, officer or liquidator.
Article 937, paragraph (1) (limited to the part involving item (i), (g))	head office	principal office

(Deemed Replacement of Terms in the Provisions of the Insurance Business Act That Are Applied Mutatis Mutandis to Policyholder Representatives Meeting)

Article 11-4 (1) When the provisions of Article 44-2, paragraph (1) and Article 74, paragraphs (1) through (4) and paragraph (6) of the Act are applied mutatis mutandis pursuant to Article 77, paragraph (6) of the Act to a policyholder representatives meeting, the technical replacement of terms in connection with these provisions is as set forth in the following table:

Provisions of the Insurance Business Act whose terms are to be replaced	Original terms	Replacement terms
Article 44-2, paragraph (1)	the articles of incorporation	the resolution under Article 77, paragraph (1)
	mutual company	converting stock company
Article 74, paragraphs (1) and (2)	Each policyholder	Each representative policyholder
Article 74, paragraph (3)	In this case, the terms "incorporators", "shareholders at incorporation" and "stock company" in those provisions	(deleted)

	the term "head office" in Article 74, paragraph (6) of that Act is deemed to be replaced with "principal office"; the term "shareholders" in Article 74, paragraph (7) of that Act is deemed to be replaced with "members"	(deleted)
	policyholders	representative policyholders
Article 74, paragraphs (4) and (6)	policyholders	representative policyholders

(2) When the provisions of the first sentence of Article 44-2, paragraph (3) of the Act are applied mutatis mutandis pursuant to Article 77, paragraph (6) to a policyholder representatives meeting, the technical replacement of terms in connection with the provisions of Article 310, paragraphs (3), (4) and (6) through (8) of the Companies Act as applied mutatis mutandis pursuant to the first sentence of the first-mentioned paragraph is as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Replacement terms
Article 310, paragraphs (3) and (4)	shareholders	representative policyholders
	stock company	converting stock company
Article 310, paragraph (6)	stock company	converting stock company (or, after the entity conversion takes effect, the converted mutual company (meaning a converted mutual company prescribed in Article 69, paragraph (4), item (i) of the Insurance Business Act; hereinafter the same applies in this Article)); the same applies in paragraph (8)
	head office	head office (or, after the entity conversion takes effect, the principal office of the converted mutual company)

Article 310, paragraph (7)	during the hours of operation of the stock company	during the operating hours of the converting stock company (or, after the entity conversion takes effect, business hours of the converted mutual company,)
Article 310, paragraph (8)	stock company	converting stock company

(3) When the provisions of Article 74, paragraph (3) of the Act are applied mutatis mutandis pursuant to the provisions of Article 77, paragraph (6) to a policyholder representatives meeting, the technical replacement of terms in connection with the provisions of the Companies Act as applied mutatis mutandis pursuant to the first-mentioned paragraph is as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Replacement terms
Article 67	incorporator	converting stock company
	shareholders at incorporation	representative policyholders
Article 68, paragraph (1)	incorporator	converting stock company
	no later than two weeks (or one week if the stock company to be incorporated is not a public company, except in cases where the matters listed in paragraph (1), item (iii) or item (iv) of the preceding Article are decided, (or if a shorter period of time is provided for in the articles of incorporation in cases where the stock company to be incorporated is a stock company other than a company with a board of directors, such shorter period of time))	no later than two weeks
	shareholders at incorporation	representative policyholders
Article 68, paragraph (3)	incorporator	converting stock company

	shareholders at incorporation	representative policyholders
Article 70, and Article 71, paragraphs (1) and (2)	incorporator	converting stock company
	shareholders at incorporation	representative policyholders
	organizational meeting reference documents	reference documents for the general meeting of the representative policyholders
Article 71, paragraphs (3) and (4)	incorporator	converting stock company
	shareholders at incorporation	representative policyholders
Article 75, paragraph (1)	incorporator	converting stock company
Article 75, paragraph (2)	shareholders at incorporation	representative policyholders
Article 75, paragraph (3)	The incorporators	The converting stock company (or, after the entity conversion takes effect, the converted mutual company (meaning a converted mutual company as defined in Article 69, paragraph (4), item (i) of the Insurance Business Act; hereinafter the same applies in this Article and Article 81, paragraphs (2) and (3)); the same applies in paragraphs (4) and (5) of the following Article)
	at a place designated by the incorporators	at the head office of the converting stock company (or, after the entity conversion takes effect, at the principal office of the converted mutual company; the same applies in paragraph (4) of that Article)

Article 75, paragraph (4)	The shareholders at incorporation	The policyholders (or, after the entity conversion takes effect, the members of the converted mutual company; the same applies in paragraph (5) of the following Article)
	hours designated by the incorporators	operating hours of the converting stock company (or, after the entity conversion takes effect, the business hours of the converted mutual company; the same applies in that paragraph)
Article 76, paragraph (1)	incorporator	converting stock company
Article 76, paragraph (2)	shareholders at incorporation	representative policyholders
	incorporator	converting stock company
Article 76, paragraph (3)	shareholders at incorporation	representative policyholders
Article 76, paragraph (4)	incorporator	converting stock company
	at a place designated by the incorporators	at the head office
Article 76, paragraph (5)	The shareholders at incorporation	The policyholders
	during the hours designated by the incorporators	during the operating hours of the converting mutual company
Article 78	incorporators	converting stock company
	by the shareholders at incorporation	by the representative policyholders
	of the shareholders at incorporation	of the policyholders
Article 81, paragraph (2)	incorporators (or the stock company after the formation of such stock company; the same applies in paragraph (2) of the following Article	converting stock company (or, after the entity conversion takes effect, the converted mutual company
	at a place designated by the incorporators (or at the head office of the stock company if after the incorporation of such stock company; the same applies in paragraph (2) of the following Article	at the head office of the converting stock company (or, after the entity conversion take effect, at the principal office of the converted mutual company

Article 81, paragraph (3)	The shareholders at incorporation (or the shareholders and creditors of the stock company after the formation of such stock company; the same applies in paragraph (3) of the following Article	The policyholders and creditors (or, after the entity conversion takes effect, the members and creditors of the converted mutual company
	the hours designated by the incorporators (or during the business hours of such stock company if after the incorporation of such stock company; the same applies in the same paragraph	the business hours of the converting stock company (or, after the entity conversion takes effect, during the business hours of the converted mutual company
Article 831, paragraph (1), items (i) and (ii)	articles of incorporation	resolution under Article 77, paragraph (1) of the Insurance Business Act
Article 831, paragraph (2)	articles of incorporation	resolution under Article 77, paragraph (1) of the Insurance Business Act
	that paragraph	the preceding paragraph
Article 836, paragraph (1)	a shareholder or a shareholder at incorporation	representative policyholders
	provided, however, that this does not apply when such shareholder is a director, company auditor, executive officer or liquidator or when such shareholder at incorporation is a director at incorporation or a company auditor at incorporation.	provided, however, that this does not apply when a such representative policyholder is a director, company auditor, executive officer, or liquidator.
Article 937, paragraph (1) (limited to the part involving item (i), (g))	head office	principal office

(Deemed Replacement of Terms in the Provisions of the Insurance Business Act That Are Applied Mutatis Mutandis to the Solicitation of Funds by a Converted Mutual Company)

Article 11-5 When the provisions of Article 30 and Article 30-3, paragraphs (1) and (5) of the Act are applied mutatis mutandis pursuant to Article 78, paragraph (3) of the Act to solicitation under paragraph (1) of the first-mentioned Article, the technical replacement of terms in connection with these provisions is as set forth in the following table:

Provisions of the Insurance Business Act whose terms are to be replaced	Original terms	Replacement terms
Article 30	The provisions of the preceding two Articles	The provisions of the preceding two Articles, and the preceding Article as applied mutatis mutandis pursuant to Article 78, paragraph (3)
Article 30-3, paragraph (1)	without delay following the receipt of the notice under Article 29, paragraph (2), pay the full amount of money pertaining to their contribution to the funds solicited at incorporation, at the place of payment listed in Article 28, paragraph (1), item (iii)	no later than the date specified in Article 78, paragraph (2), item (iii), pay the full amount of money pertaining their contribution to the funds solicited at incorporation, at the place of payment at the place specified in item (iv) of that paragraph
Article 30-3, paragraph (5)	prescribed in that paragraph	prescribed in paragraph (2), item (iii) of that Article

(Deemed Replacement of Terms in the Provisions of the Commercial Registration Act That Are Applied Mutatis Mutandis to When a Stock Company Has Effected an Entity Conversion)

Article 11-6 When the provisions of Article 78, paragraph (3) of the Commercial Registration Act are applied mutatis mutandis pursuant to Article 84, paragraph (3) of the Act to the case set forth in paragraph (1) of the first-mentioned Article, the technical replacement of terms in connection with the relevant provisions is as set forth in the following table:

Provisions of the Commercial Registration Act whose terms are to be replaced	Original terms	Replacement terms
Article 78, paragraph (3)	items of Article 24	items of Article 24 (including as applied mutatis mutandis pursuant to Article 67 of the Insurance Business Act)

(Deemed Replacement of Terms in the Provisions of the Companies Act That Are Applied Mutatis Mutandis to Actions for Invalidity of an Entity Conversion)

Article 11-7 (1) When the provisions of Article 836, paragraph (1) and Article 937, paragraph (3) (limited to the part involving item (i)) of the Companies Act are applied mutatis mutandis pursuant to Article 84-2, paragraph (4) of the Act to an action for invalidation of an entity conversion, the technical replacement of terms in connection with these provisions is as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Replacement terms
Article 836, paragraph (1)	an action concerning organization of company which may be filed by a shareholder or a shareholder at incorporation	an action to invalidate the entity conversion
	the shareholder or the shareholder at incorporation who has filed	the person who was formerly a shareholder or the member who has filed
	when such shareholder is a director, company auditor, executive officer or liquidator or when such shareholder at incorporation is a director at incorporation or a company auditor at incorporation	when such person who was formerly a shareholder, or such member is a director, company auditor, executive officer or liquidator
Article 937, paragraph (3) (limited to the part involving item (i))	head office	principal office and head office

(2) When the provisions of Article 840, paragraphs (1) and (2) the Companies Act are applied mutatis mutandis pursuant to Article 84-2, paragraph (4) of the Act to a judgment invalidating an entity conversion involving the solicitation of funds as set forth in Article 78, paragraph (1) of the Act, the technical replacement of terms in connection with these provisions is as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Replacement terms

the first sentence of Article 840, paragraph (1)	to the shareholders of such shares	to the shareholders of those shares (meaning a member who is a creditor of the fund) or any other creditor of the fund
Article 840, paragraph (2)	shareholders	creditors

(Scope of Insurance Claims)

Article 12 The insurance claims, etc. under Article 88, paragraphs (5) through (7) of the Act are limited to the claims that have already arisen as of the time of the public notice given pursuant to paragraph (2) of that Article.

(Deemed Replacement of Terms in the Provisions of the Companies Act That Are Applied Mutatis Mutandis to Cases When the Particulars of Contributions in Kind Are Prescribed in an Entity Conversion Plan)

Article 12-2 (1) When the provisions of Article 207, paragraph (8) and Article 213, paragraph (1) (excluding items (i) and (iii)) of the Companies Act are applied mutatis mutandis pursuant to Article 96-4 of the Act to cases in which the particulars set forth in Article 92, item (iii) of the Act are prescribed, the technical replacement of terms in connection with these provisions is as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Replacement terms
Article 207, paragraph (8)	applications of the person for subscription for shares for subscription, or manifestation of intention of the person relating to the contract provided for in Article 205, paragraph (1)	offer of the person to subscribe for shares for subscription
Article 213, paragraph (1), item (ii)	shareholders meeting	general meeting of the members (or member representatives meetings, if the company has such a meeting)

(2) When the provisions of Article 849, paragraphs (3) and (8) of the Companies Act are applied mutatis mutandis pursuant to Article 96-4 of the Act to an action to demand payment pursuant to the provisions of Article 212 of the

Companies Act (excluding paragraph (1), item (i)), as applied mutatis mutandis pursuant to Article 96-4 of the Act, the technical replacement of terms in connection with these provisions is as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Replacement terms
Article 849, paragraph (3)	wholly owning parent company resulting from a share exchange, etc., or ultimate, wholly owning parent company, etc.	wholly owning parent company resulting from a share exchange, etc.
	the stock company that constitutes that stock company, 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, or the wholly owned subsidiary company, etc. of the ultimate, wholly owning parent company, 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
Article 849, paragraph (8)	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	and as regards the application of the provisions of the preceding paragraph
	in these provisions	in the same paragraph

(Deemed Replacement of Terms in the Provisions of the Companies Act That Are Applied Mutatis Mutandis to Liabilities of Subscribers of Shares for Subscription for Which the Performance of Contribution is Disguised)

Article 12-2-2 When the provisions of Article 849, paragraphs (3) and (8) of the Companies Act are applied mutatis mutandis pursuant to Article 96-4-2 of the Act to an action to demand payment or delivery pursuant to the provisions of Article 213-2, paragraph (1) of the same Act, as applied mutatis mutandis pursuant to Article 96-4-2 of the Act, the technical replacement of terms in

connection with these provisions is as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Replacement terms
Article 849, paragraph (3)	wholly owning parent company resulting from a share exchange, etc., or ultimate, wholly owning parent company, etc.	wholly owning parent company resulting from a share exchange, etc.
	the stock company that constitutes that stock company, 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, or the wholly owned subsidiary company, etc. of the ultimate, wholly owning parent company, 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
Article 849, paragraph (8)	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	and as regards the application of the provisions of the preceding paragraph
	in these provisions	in the same paragraph

(Deemed Replacement of Terms in the Provisions of the Companies Act That Are Applied Mutatis Mutandis to a Mutual Company Implementing an Entity Conversion Involving a Share Exchange on Entity Conversion)

Article 12-3 (1) When the provisions of Article 791, paragraph (1) (excluding item (i)) and paragraph (4) of the Companies Act are applied mutatis mutandis pursuant to Article 96-5, paragraph (3) of the Act to a mutual company implementing an entity conversion involving a share exchange on entity conversion, the technical replacement of terms in connection with these

provisions is as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Replacement terms
Article 791, paragraph (1) (excluding item (i))	the effective day	the effective date (meaning the effective date prescribed in Article 86, paragraph (4), item (xii) of the Insurance Business Act; the same applies hereinafter)
Article 791, paragraph (1), item (ii)	documents or electronic or magnetic records that state or record the number of shares of the wholly owned subsidiary company resulting from a share exchange acquired by the wholly owning parent company resulting from a share exchange and any other matters prescribed by Ministry of Justice Order as those concerning a share exchange	documents or electronic or magnetic records set forth in Article 82, paragraph (2) of the Insurance Business Act as applied mutatis mutandis pursuant to Article 96-15 of that Act
Article 791, paragraph (4)	shareholders or holders of share options of the wholly owned subsidiary company resulting from a share exchange	members of the mutual company implementing the entity conversion involving a share exchange on entity conversion

(2) When the provisions of the Companies Act are applied mutatis mutandis pursuant to Article 96-5, paragraph (3) of the Act to a wholly owning parent company resulting from the share exchange by a stock company converted from a mutual company, the technical replacement of terms in connection with the provisions of the same Act is as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Replacement terms

Article 309, paragraph (2) (excluding each of the items)	Notwithstanding the provisions of the preceding paragraph, the resolutions of the following shareholders meetings	The resolution at the shareholders meeting set forth in Article 795, paragraph(1)
Article 324, paragraph (2) (excluding each of the items)	Notwithstanding the provisions of the preceding paragraph, the resolutions of the following class meetings	The resolution at the class meeting set forth in Article 795, paragraph(4)
Article 794, paragraph (3)	or, in the case where the monies, etc. to be delivered to shareholders of the wholly owned subsidiary company in share exchange are limited to shares of the wholly owning parent stock company in 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)),	or, when the shares or monies to be delivered to members of the converting mutual company are limited to shares in the wholly owning parent company established in a share exchange on entity conversion or any other shares specified by Cabinet Office Order as being equivalent thereto
Article 795, paragraph (2), item (iii)	the book value of the monies, etc. (excluding shares, etc. of the wholly owning parent stock company in share exchange) delivered by the wholly owning parent stock company in share exchange to shareholders of the wholly owned subsidiary company in share exchange	the amount of money to be delivered by the wholly owning parent stock company in the share exchange to members of the converting mutual company
Article 795, paragraph (4), item (iii)	monies, etc.	shares or monies shares or monies
	Article 768, paragraph (1), item (ii), (a)	Article 96-7, item (ii), sub- item (a) of the Insurance Business Act
Article 796, paragraph (1)	monies, etc.	shares or monies

Article 796, paragraph (2), item (i), (c)	the book value of property other than shares, etc. of the surviving stock company, etc.	money
Article 796-2, item (ii)	Article 749, paragraph (1), item (ii) or (iii), Article 758, item (iv), or Article 768, paragraph (1), item (ii) or (iii)	Article 96-7, item (ii) or (iii) of the Insurance Business Act
Article 797, paragraph (3)	the trade name and domicile of the absorbed 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 domicile of the absorbed company, etc. and the matters concerning shares set forth in that paragraph)	the name and address of the converting mutual company
Article 799, paragraph (1), item (iii)	other than where the monies, etc. to be delivered to shareholders of the wholly owned subsidiary company in share exchange are only shares of the wholly owning parent stock company in 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)	other than where the shares or monies to be delivered to members of the converting mutual company are limited to the shares in the wholly owning parent company established in a share exchange on entity conversion or any other shares specified by Cabinet Office Order as being equivalent thereto
Article 799, paragraph (2), item (ii)	the trade name and domicile of the absorbed company, etc.	the name and address of the converting mutual company
Article 799, paragraph (2), item (iii)	the surviving stock company, etc. and the disappearing company, etc. (limited to a stock company)	the wholly owning parent company incorporated resulting from a the share exchange on entity conversion and the converting mutual company

Article 801, paragraph (6)	or, in cases where 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 a 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)),	or, when the shares or monies to be delivered to members of a converting mutual company are limited to the shares in the wholly owning parent company incorporated resulting from a the share exchange on entity conversion or any other shares specified by Cabinet Office Order as being equivalent thereto
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(Deemed Replacement of Terms in the Provisions of the Companies Act That Are Applied Mutatis Mutandis to a Mutual Company Implementing an Entity Conversion Involving a Share Transfer on Entity Conversion)

Article 12-4 (1) When the provisions of Article 811, paragraph (1) (excluding item (i)) and paragraph (4) of the Companies Act are applied mutatis mutandis pursuant to Article 96-9, paragraph (5) of the Act to a mutual company implementing an entity conversion involving a share transfer on entity conversion, the technical replacement of terms in connection with these provisions is as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Replacement terms
Article 811, paragraph (1), item (ii)	documents or electronic or magnetic records that state or record the number of shares of the wholly owned subsidiary company resulting from a share transfer acquired by the wholly owning parent company incorporated resulting from a share transfer and any other matters prescribed by Ministry of Justice Order as those concerning a share transfer.	documents or electronic or magnetic records set forth in Article 82, paragraph (2) of the Insurance Business Act as applied mutatis mutandis pursuant to Article 96-15 of that Act

Article 811, paragraph (4)	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 resulting from a share transfer.	members of the mutual company implementing the entity conversion involving a share transfer on entity conversion as of the day of establishment of the wholly owning parent company incorporated resulting from a the share exchange on entity conversion
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(2) When the provisions of Article 309, paragraph (2) (excluding the items), Article 806, paragraph (3), Article 808, paragraph (3) (excluding items (i) and (ii)) and Article 810, paragraph (2) of the Companies Act are applied mutatis mutandis pursuant to Article 96-9, paragraph (5) of the Act to a stock company referred to in Article 96-9, paragraph (1), item (ix) of the Act, the technical replacement of terms in connection with these provisions is as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Replacement terms
Article 309, paragraph (2) (excluding each of the items)	Notwithstanding the provisions of the preceding paragraph, the resolutions of the following shareholders meetings	The resolutions at shareholders meetings under Article 804, paragraph (1)
Article 806, paragraph (3)	and the trade names and domiciles of the companies consolidated through consolidation-type merger, the splitting company in incorporation-type company split or the wholly owned subsidiary company in share transfer (hereinafter referred to as the "consolidated company, etc." in this Section) and the incorporated company,	as well as the trade name or name of the mutual company implementing an entity conversion involving a share transfer on entity conversion, any other stock company set forth in Article 96-9, paragraph (1), item (ix) of the Insurance Business Act, and the wholly owning parent company established in the share exchange on entity conversion

Article 808, paragraph (3) (excluding items (i) and (ii)) and Article 810, paragraph (2), item (ii)	and the trade names and domiciles of the disappearing company, etc. and the incorporated company	as well as the trade name or name of the mutual company implementing an entity conversion involving a share transfer on entity conversion, any other stock company set forth in Article 96-9, paragraph (1), item (ix) of the Insurance Business Act, and the wholly owning parent company incorporated resulting from the share exchange on entity conversion
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(Deemed Replacement of Terms in the Provisions of the Commercial

Registration Act That Are Applied Mutatis Mutandis to When a Converting Mutual Company Implements a Share Exchange on Entity Conversion)

Article 12-5 (1) When the provisions of Article 89 (limited to the part involving items (i) through (iv)) of the Commercial Registration Act are applied mutatis mutandis pursuant to Article 96-14, paragraph (2) of the Act to a converting mutual company implementing a share exchange on entity conversion, the technical replacement of terms in connection with the relevant provisions is as set forth in the following table:

Provisions of the Commercial Registration Act whose terms are to be replaced	Original terms	Replacement terms
Article 89, item (ii)	in the main clause of Article 796, paragraph (1) or (2) of the Companies Act	in the main text of Article 796, paragraph (1) or the main text of paragraph (2) of the Companies Act as applied mutatis mutandis pursuant to Article 96-5, paragraph (3) of the Insurance Business Act
	paragraph (3) of the same Article	Article 796, paragraph (3) of the Companies Act as applied mutatis mutandis pursuant to Article 96-5, paragraph (3) of the Insurance Business Act

Article 89, item (iii)	Article 799, paragraph (2) of the Companies Act	Article 796, paragraph (2) of the Companies Act as applied mutatis mutandis pursuant to Article 96-5, paragraph (3) of the Insurance Business Act
	paragraph (3) of that Article	Article 799, paragraph (3) of the Companies Act as applied mutatis mutandis pursuant to Article 96-5, paragraph (3) of the Insurance Business Act
Article 89, item (iv)	Article 445, paragraph (5) of the Companies Act	Article 445, paragraph (5) of the Companies Act as applied mutatis mutandis pursuant to Article 96-5, paragraph (3) of the Insurance Business Act

(2) When the provisions of Article 925 (excluding items (ii) and (iv)) of the Companies Act are applied mutatis mutandis pursuant to Article 96-14, paragraph (2) of the Act to the case when a converting mutual company implements a share transfer on entity conversion, the technical replacement of terms in connection with the relevant provisions is as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Replacement terms
Article 925 (excluding items (ii) and (iv))	In cases where one or multiple stock companies effects a share transfer,	When a converting mutual company or a stock company referred to in Article 96-9, paragraph (1), item (ix) of the Insurance Business Act effects a share transfer on entity conversion,

Article 925, item (i)	the shareholders meeting set forth in Article 804, paragraph (1)	the shareholders' meeting referred to in Article 804, paragraph (1) as applied mutatis mutandis pursuant to Article 96-9, paragraph (5) of the Insurance Business Act or the general meeting of the members referred to in Article 86, paragraph (1) of that Act (or a member representatives meeting, if the company has such a meeting)
Article 925, item (iii)	Article 806, paragraph (3)	Article 806, paragraph (3) as applied mutatis mutandis pursuant to Article 96-9, paragraph (5) of the Insurance Business Act
Article 925, item (v)	if the procedures under the provisions of Article 810 need to be carried out, the day on which such procedures were completed;	the day on which the procedures under Article 88 of the Insurance Business Act were completed; or if the procedures under the provisions of Article 810 as applied mutatis mutandis pursuant to Article 96-9, paragraph (5) of that Act (excluding paragraph (1), items (i) and (ii)) were completed;
Article 925, item (vi)	or, in cases where two or more stock companies jointly effect the share transfer	or, in cases where two or more converting mutual companies or two or more stock companies referred to in Article 96-9, paragraph (1), item (ix) of the Insurance Business Act jointly effect the share transfer on entity conversion
	such two or more stock companies effecting the share transfer	such two or more converting mutual companies effecting the share transfer on equity conversion or stock companies referred to in Article 96-9, paragraph (1), item (ix) of the Insurance Business Act

(3) When the provisions of Article 90 of the Commercial Registration Act are applied mutatis mutandis pursuant to Article 96-14, paragraph (2) of the Act to where a converting mutual company implements a share transfer on entity

conversion, the technical replacement of terms in connection with the provisions is as set forth in the following table:

Provisions of the Commercial Registration Act whose terms are to be replaced	Original terms	Replacement terms
Article 90, item (iv)	set forth in item (iv) of the preceding Article	evidencing that the amount of stated capital has been recorded pursuant to the provisions of Article 445, paragraph (5) of the Companies Act as applied mutatis mutandis pursuant to Article 96-9, paragraph (5) of the Insurance Business Act
Article 90, item (v)	the stock company effecting the share transfer (hereinafter referred to as a "wholly owned subsidiary company in share transfer")	the mutual company implementing the share transfer on entity conversion or the stock company referred to in Article 96-9, paragraph (1), item (ix) of the Insurance Business Act
	the wholly owned subsidiary company in share transfer has its head office	the Mutual Company implementing the Share Transfer on Entity Conversion or the stock company as set forth in Article 96-9, paragraph (1), item (ix) of the Insurance Business Act has its principal office or head office
Article 90, item (vi)	the wholly owned subsidiary company in share transfer	the mutual company implementing the share transfer on entity conversion or the stock company referred to in Article 96-9, paragraph (1), item (ix) of the Insurance Business Act has its principal office or head offices

	Article 804, paragraphs (1) and (3) of the Companies Act	Article 86, paragraph (1) of the Insurance Business Act, or Article 804, paragraphs (1) and (3) of the Companies Act as applied mutatis mutandis pursuant to Article 96-9, paragraph (5) of the Insurance Business Act
Article 90, item (vii)	the wholly owned subsidiary company in share transfer	the mutual company implementing the share transfer on entity conversion or the stock company referred to in Article 96-9, paragraph (1), item (ix) of the Insurance Business Act has its principal office or head office
	the public notice and the notices under Article 810, paragraph (2) of the Companies Act	the public notice under Article 88, paragraph (2) of the Insurance Business Act, or the public notice and the notices under Article 810, paragraph (2) of the Companies Act as applied mutatis mutandis pursuant to Article 96-9, paragraph (5) of the Insurance Business Act
	paragraph (3) of that Article	Article 810, paragraph (3) of the Companies Act as applied mutatis mutandis pursuant to Article 96-9, paragraph (5) of the Insurance Business Act
Article 90, items (viii) and (ix)	the wholly owned subsidiary company in share transfer	the stock company as set forth in Article 96-9, paragraph (1) of the Insurance Business Act

(Deemed Replacement of Terms in the Provisions of the Commercial Registration Act That Are Applied Mutatis Mutandis to the Registration Made by Mutual Company upon Entity Conversion)

Article 12-6 When the provisions of Article 76 and Article 78, paragraph (3) of the Commercial Registration Act are applied mutatis mutandis pursuant to Article 96-14, paragraph (6) of the Act to the case set forth in Article 96-14, paragraph (1) of the Act, the technical replacement of terms in connection with these provisions is as set forth in the following table:

Provisions of the Commercial Registration Act whose terms are to be replaced	Original terms	Replacement terms
Article 76	trade name	name
Article 78, paragraph (3)	items of Article 24	items of Article 24 (including as applied mutatis mutandis pursuant to Article 67 of the Insurance Business Act)

(Deemed Replacement of Terms in the Provisions of the Insurance Business Act That Are Applied Mutatis Mutandis to an Entity Conversion from a Mutual Company to a Stock Company)

Article 12-7 When the provisions of Article 82, paragraphs (2) and (3) of the Act are applied mutatis mutandis pursuant to Article 96-15 of the Act to an entity conversion from a mutual company to a stock company, the technical replacement of terms in connection with these provisions is as set forth in the following table:

Provisions of the Insurance Business Act whose terms are to be replaced	Original terms	Replacement terms
Article 82, paragraph (2)	office	business office (or each business office (excluding the head office), for a converted stock company that has implemented an entity conversion in which there was a share exchange on entity conversion or a share transfer on entity conversion)
Article 82, paragraph (3)	policyholders	shareholders and policyholders
	business hours	operating hours

(Deemed Replacement of Terms in the Provisions of the Companies Act That Are Applied Mutatis Mutandis to Actions for Invalidation of an Entity Conversion)

Article 12-8 When the provisions of Article 937, paragraph (3) (limited to the part involving item (i)) of the Companies Act are applied mutatis mutandis pursuant to Article 96-16, paragraph (4) of the Act to an action for invalidation of an entity conversion, the technical replacement of terms in connection with these provisions is as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Replacement terms
Article 937, paragraph (3) (limited to the part involving item (i))	head office	head office and principal office

(Application of Laws and Regulations Concerning Entrustment of Solicitation or Management of Corporate Bonds)

Article 13 The laws and regulations specified by Cabinet Order as prescribed in Article 99, paragraph (6) of the Act, are those prescribed respectively in the following items, and the application of the provisions of these laws and regulations are applied pursuant to the provisions of each item, and in addition, for the purposes of the application of the provisions of those laws and regulations to businesses set forth in Article 99, paragraph (2), items (i), (ii) and (v) of the Act, the name, principal office, or business of a mutual company is deemed as the trade name, head office, or business of a stock company as set forth in Part II of the Companies Act, respectively:

- (i) for the purpose of application of the provisions of the Enforcement Order of the Local Government Finance Act (Cabinet Order No. 267 of 1948) or any other laws and regulations which contain provisions concerning entrustment of solicitation or management of corporate bonds, etc. (meaning municipal bonds, corporate bonds or any other types of debentures; hereinafter the same applies in this item) or entrustment of affairs related to corporate bonds, etc. such as their issuance (hereinafter collectively referred to as "entrustment of solicitation, etc. of corporate bonds" in this item), with regard to the provisions concerning entrustment of solicitation, etc. of corporate bonds, an insurance company which is a stock company is deemed as a bank (meaning a bank as defined in Article 2, paragraph (1) (Definitions) of the Banking Act (Act No. 59 of 1981); the same applies hereinafter) which may accept entrustment of solicitation, etc. of corporate bonds, and an insurance company which is a mutual company is deemed as a company or a bank which may accept entrustment of solicitation, etc. of corporate bonds;
- (ii) with regard to the application of the provisions of the Secured Bond Trust Act (including as applied mutatis mutandis pursuant to other laws and regulations), a mutual company is deemed as a company eligible to obtain a license as referred to in Article 3 (License) of that Act;
- (iii) with regard to the application of the provisions of the Payment Services Act (Act No. 59 of 2009), a mutual company is deemed as a stock company

eligible to obtain a registration as referred to in Article 37 (Registration of the Funds Transfer Service Provider) of that Act.

(Amount of Business Security Deposits for a Life Insurance Company Engaged in Insurance Proceeds Trust Business)

Article 13-2 The amount specified by Cabinet Order as prescribed in Article 11, paragraph (2) of the Trust Business Act (Act No. 154 of 2004) as applied mutatis mutandis pursuant to Article 99, paragraph (8) of the Act (including as applied mutatis mutandis pursuant to Article 199 of the Act (including as applied mutatis mutandis pursuant to Article 240, paragraph (1) of the Act); the same applies hereinafter) is twenty-five million yen.

(Content of a Contract That Replaces a Business Security Deposit)

Article 13-3 If a life insurance company, etc. engaged in insurance proceeds trust business (meaning the insurance proceeds trust business as set forth in Article 99, paragraph (3) of the Act; the same applies hereinafter; the term "life insurance company, etc. engaged in insurance proceeds trust business" means a life insurance company or a foreign life insurance company, etc. (including an underwriting member of a person that has obtained a specified life insurance business license as set forth in Article 219, paragraph (4) of the Act and that is deemed to be a foreign life insurance company, etc. pursuant to the provisions of Article 240, paragraph (1), item (i) of the Act) that engages in insurance proceeds trust business; the same applies hereinafter) concludes a contract as set forth in Article 11, paragraph (3) of the Trust Business Act as applied mutatis mutandis pursuant to Article 99, paragraph (8) of the Act, the company must have a bank or other financial institution specified by Cabinet Office Order as the other party thereto, and the terms and conditions of the contract must satisfy the following requirements:

- (i) that, when an order of the Prime Minister under Article 11, paragraph (4) of the Trust Business Act as applied mutatis mutandis pursuant to Article 99, paragraph (8) of the Act has been issued, the business security deposit in the amount so ordered is to be deposited without delay on behalf of the life insurance company, etc. engaged in insurance proceeds trust business;
- (ii) that the contract is effective for a period of one year or longer; and
- (iii) that the contract may not be canceled, and the terms and conditions of the contract may not be changed, unless approved by the Commissioner of the Financial Services Agency.

(Procedures for the Enforcement of Rights in Connection with Business Security Deposits)

Article 13-4 (1) A person who holds rights pursuant to Article 11, paragraph (6)

of the Trust Business Act as applied *mutatis mutandis* pursuant to Article 99, paragraph (8) of the Act (hereinafter simply referred to as "rights" in this Article) may file a petition for the enforcement of the rights with the Commissioner of the Financial Services Agency.

- (2) If a petition set forth in the preceding paragraph has been filed and the Commissioner of the Financial Services Agency finds the petition to have reasonable grounds, the Commissioner must issue a public notice notifying persons who have a right to the business security deposit that they must declare their rights within a fixed period of time not shorter than 60 days and that they are to be excluded from the distribution process if they fail to declare their rights within that period, and the Commissioner must also notify the person who filed the petition under the preceding paragraph (hereinafter referred to as the "petitioner" in this Article) and the depositor (if the depositor has deposited the full amount of the business security deposit under Article 11, paragraph (1) of the Trust Business Act as applied *mutatis mutandis* pursuant to Article 99, paragraph (8) of the Act on behalf of a life insurance company, etc. engaged in insurance proceeds trust business based on the contract set forth in paragraph (3) of that Article and in response to the order issued under paragraph (4) of that Article, including the life insurance company, etc. engaged in insurance proceeds trust business; the same applies in paragraphs (4) and (5)) to that effect.
- (3) Once the public notice under the preceding paragraph has been given, even in the event that the petitioner withdraws a petition, this does not prevent the procedures from proceeding.
- (4) The Commissioner of the Financial Services Agency must assess the rights without delay after the period of time set forth in paragraph (2) has elapsed. In this case, the Commissioner of the Financial Services Agency must give public notice of the date and place in advance, and notify the depositor of the information, and provide the petitioner, the person who has declared their rights within the designated period, and the depositor with an opportunity to present evidence and state their opinions as to the existence of the rights and the amount of the claims secured by the rights.
- (5) The Commissioner of the Financial Services Agency must, without delay, prepare a distribution list based on the results of the assessment under the preceding paragraph, give public notice of the list, and notify the depositor thereof.
- (6) The distribution is to be implemented in accordance with the distribution list set forth in the preceding paragraph, after 110 days have elapsed since the day on which the public notice was given under the preceding paragraph.
- (7) If any securities (including book-entry transfer bonds as defined in Article 278, paragraph (1) of the Act on Transfer of Corporate Bonds and Shares (Act

No. 75 of 2001); the same applies hereinafter) have been deposited, and where it is necessary for the enforcement of the rights, the Commissioner of the Financial Services Agency may realize the securities. In this case, the expenses incurred in relation to the realization of the securities are deducted from the proceeds of the realization.

(Recovery of Business Security Deposits)

Article 13-5 (1) A life insurance company, etc. engaged in insurance proceeds trust business, its successor, or the person that has deposited the business security deposit on behalf of the life insurance company, etc. engaged in insurance proceeds trust business may recover the full amount of the business security deposit it has deposited, with the approval of the Commissioner of the Financial Services Agency, when it comes to fall under any of the cases set forth in the following items:

- (i) when the life insurance company, etc. engaged in insurance proceeds trust business has relocated its head office, etc. (meaning its head office or principal office for an insurance company; meaning its principal branch in Japan as defined in Article 187, paragraph (1), item (iv) of the Act; and meaning its principal branch in Japan as defined in Article 220, paragraph (1), item (v) of the Act; the same applies in Article 47, paragraphs (1) through (3)), thereby resulting in a change to the official depository as set forth in Article 11, paragraph (1) of the Trust Business Act as applied *mutatis mutandis* pursuant to Article 99, paragraph (8) of the Act, and when the full amount of the business security deposit is deposited with the new official depository;
- (ii) when any of the following cases applies and the transfer of the trust property to the new trustee or assignment of trust property to its right holder is completed:
 - (a) when the license under Article 3, paragraph (1) of the Act has been rescinded pursuant to the provisions of Article 133 or Article 134 of the Act;
 - (b) when the license under Article 185, paragraph (1) of the Act has been rescinded pursuant to the provisions of Article 205 or Article 206 of the Act;
 - (c) when the license under Article 219, paragraph (1) of the Act has been rescinded pursuant to the provisions of Article 231 or Article 232 of the Act;
 - (d) when the license under Article 219, paragraph (1) of the Act has ceased to be effective pursuant to the provisions of Article 236 of the Act; or
 - (e) when the license under Article 3, paragraph (1) or Article 185, paragraph (1) of the Act has ceased to be effective pursuant to the provisions of

Article 273 of the Act.

(2) If a life insurance company, etc. engaged in insurance proceeds trust business has concluded a contract as set forth in Article 11, paragraph (3) of the Trust Business Act as applied mutatis mutandis pursuant to Article 99, paragraph (8) of the Act, or has made any changes to the content of the contract, and has notified the Commissioner of the Financial Services Agency to that effect, in which case the amount of the business security deposit (including the contract amount (meaning the contract amount as defined in Article 11, paragraph (3); hereinafter the same applies in this paragraph)) for the life insurance company, etc. engaged in insurance proceeds trust business exceeds the amount required to be deposited under paragraph (1) and paragraph (2) of that Article, the life insurance company, etc. engaged in insurance proceeds trust business or the person that has deposited the business security deposit on behalf of the life insurance company, etc. engaged in insurance proceeds trust business may recover all or part of the amount in excess thereof, only to the extent of the amount obtained after deducting the contract amount from the business security deposit, with the approval of the Commissioner of the Financial Services Agency.

(Persons Closely Related to the Settlor and the Trustee)

Article 13-5-2 (1) The persons specified by Cabinet Order as being closely related to the settlor prescribed under Article 23, paragraph (2) of the Trust Business Act as applied mutatis mutandis pursuant to Article 99, paragraph (8) of the Act are as follows:

- (i) an officer (meaning a director, executive officer, accounting advisor, or member who is to perform the duties thereof, or company auditor or any other person in a position similar to any of those persons; hereinafter the same applies in this Article and Article 13-7) or employee of the settlor;
- (ii) a subsidiary corporation, etc. of the settlor;
- (iii) the parent corporation, etc. that has the settlor as its subsidiary corporation, etc.;
- (iv) a subsidiary corporation, etc. of the parent corporation, etc. that has the settlor as its subsidiary corporation, etc. (excluding the settlor itself, and also excluding those referred to in the preceding two items);
- (v) an affiliated corporation, etc. of the settlor;
- (vi) an affiliated corporation, etc. of the parent corporation, etc. that has the settlor as its subsidiary corporation, etc. (excluding one set forth in the preceding item);
- (vii) a specified individual shareholder, etc. of the settlor; and
- (viii) the following company, partnership, or other business entity equivalent thereto (including the equivalent entities in foreign states, but excluding the

- settlor; hereinafter referred to as the "corporation, etc." in this item) that is associated with the person set forth in the preceding item:
- (a) a corporation, etc. (including the subsidiary corporation, etc. and the affiliated corporation, etc. of the corporation, etc.) in which the person referred to in the preceding item holds voting rights (meaning voting rights as set forth in Article 2, paragraph (11) of the Act; the same applies hereinafter) exceeding fifty percent of all shareholders' voting rights; and
 - (b) a corporation, etc. in which the person referred to in the preceding item holds voting rights that are at least twenty percent and up to fifty percent of all shareholders' voting rights.
- (2) The persons specified by Cabinet Order as being closely related to the trustee set forth in Article 23, paragraph (2) of the Trust Business Act as applied *mutatis mutandis* pursuant to Article 99, paragraph (8) of the Act are as follows:
- (i) an officer or employee of the trustee;
 - (ii) a subsidiary corporation, etc. of the trustee;
 - (iii) the parent corporation, etc. that has the trustee as its subsidiary corporation, etc.;
 - (iv) a subsidiary corporation, etc. of the parent corporation, etc. that has the trustee as its subsidiary corporation, etc. (excluding the trustee, and also excluding the corporations set forth in the preceding two items);
 - (v) an affiliated corporation, etc. of the trustee;
 - (vi) an affiliated corporation, etc. of the parent corporation, etc. that has the trustee as its subsidiary corporation, etc. (excluding the persons set forth in the preceding item);
 - (vii) a specified individual shareholder, etc. of the trustee; and
 - (viii) the following company, partnership, or other business entity equivalent thereto (including equivalent entities in foreign states, but excluding the trustee itself; hereinafter referred to as the "corporations, etc." in this item) that is associated with the person set forth in the preceding item:
 - (a) a corporation, etc. (including the subsidiary corporation, etc. and the affiliated corporation, etc. of the corporation, etc.) in which the person referred to in the preceding item holds voting rights exceeding fifty percent of all shareholders' voting rights; and
 - (b) a corporation, etc. in which the person referred to in the preceding item holds voting rights that are at least twenty percent and up to fifty percent of all shareholders' voting rights.
- (3) The term "parent corporation, etc." as set forth in the preceding two paragraphs means an entity that is specified by Cabinet Office Order as the corporation that controls the mechanism that is responsible for decisions on the financial policies and business or operational policies (meaning

shareholders meetings or any other organ equivalent thereto; hereinafter referred to as a "decision-making organ" in this paragraph) of other corporation, etc. (meaning a company, partnership, or any other type of entity similar thereto (including an equivalent entity in a foreign state); hereinafter the same applies in this paragraph and the following paragraph); and the term "subsidiary corporation, etc." as set forth in the preceding two paragraphs means other corporation, etc. whose decision-making organ is controlled by the parent corporation, etc. In this case, when the parent corporation and its subsidiary corporation, etc. jointly control, or when the subsidiary corporation, etc. solely controls, other corporation's decision-making organ, such other corporation, etc. is deemed to be the parent corporation's subsidiary corporation, etc.

- (4) The term "affiliated corporation, etc." as set forth in paragraphs (1) and (2) means a corporation, etc. (including a subsidiary corporation, etc. (meaning a subsidiary corporation, etc. as set forth in the preceding paragraph; the same applies hereinafter) of the corporation, etc.) that is specified by Cabinet Office Order as a corporation, etc. (excluding its subsidiary corporation, etc.) that may have a material impact on the decision-making of any other corporation, etc. in terms of financial affairs, operational policies, or business policy, by such means as equity contributions, assumption of the office of director or any other position similar thereto by the present or former officer or employee of the first-mentioned corporation, etc., financing, guarantees of obligations, the provision of security, the transfer of technology, operational transactions, or business transactions, etc.
- (5) The term "specified individual shareholder, etc." as set forth in paragraphs (1) and (2) means an individual person who holds subject voting rights (meaning subject voting rights as prescribed in Article 5, paragraph (5) of the Trust Business Act) in the corporation exceeding fifty percent of all shareholders' voting rights.
- (6) In the case referred to in paragraph (1), item (viii) or paragraph (2), item (viii), the voting rights held by a person set forth in paragraph (1), item (vii) or paragraph (2), item (vii) are to include the voting rights arising from the share or contribution that may not be asserted against the issuer pursuant to the provisions of Article 147, paragraph (1) or Article 148, paragraph (1) of the Act on Transfer of Corporate Bonds and Shares (including as applied mutatis mutandis pursuant to Article 228, paragraph (1), Article 235, paragraph (1), Article 239, paragraph (1), and Article 276 (limited to the part involving item (ii)) of that Act).

(Provision of Information by Use of Information and Communication Technology)

Article 13-5-3 (1) When a life insurance company, etc. engaged in insurance proceeds trust business seeks to provide information set forth in Article 34-3, paragraph (4) of the Financial Instruments and Exchange Act (Act No. 25 of 1948) as applied mutatis mutandis pursuant to Article 24-2 of the Trust Business Act as further applied mutatis mutandis pursuant to Article 99, paragraph (8) of the Act (hereinafter referred to as the "Financial Instruments and Exchange Act as Applied Mutatis Mutandis" in this Article through Article 13-5-5), pursuant to the provisions of Article 34-2, paragraph (4) of the Financial Instruments and Exchange Act as Applied Mutatis Mutandis (including as applied mutatis mutandis pursuant to Article 34-3, paragraph (12) (including as applied mutatis mutandis pursuant to Article 34-4, paragraph (6) of the Financial Instruments and Exchange Act as Applied Mutatis Mutandis), Article 34-4, paragraph (3) and Article 37-3, paragraph (2) of the Financial Instruments and Exchange Act as Applied Mutatis Mutandis; hereinafter the same applies in this Article), the company must, in advance and pursuant to the provisions of Cabinet Office Order, present to the recipient of the information the type and details of the means set forth in Article 34-3, paragraph (4) of the Financial Instruments and Exchange Act as Applied Mutatis Mutandis to be used (hereinafter referred to as the "electronic or magnetic means" in this Article) and obtain consent from the recipient in writing or by electronic or magnetic means.

(2) In cases where a recipient set forth in the preceding paragraph has made a notice in writing or by electronic or magnetic means to the effect that the recipient refuses to receive information provided by electronic or magnetic means, the life insurance company, etc. engaged in insurance proceeds trust business which has obtained consent under the preceding paragraph must not provide the recipient with the information set forth in Article 34-2, paragraph (4) of the Financial Instruments and Exchange Act as Applied Mutatis Mutandis by electronic or magnetic means; provided, however, that this does not apply to cases in which the recipient gives consent under the preceding paragraph again.

(Acquisition of Consent by Use of Information and Communication Technology)

Article 13-5-4 (1) When, pursuant to the provisions of Article 34-2, paragraph (12) of the Financial Instruments and Exchange Act as Applied Mutatis Mutandis (including as applied mutatis mutandis pursuant to Article 34-3, paragraph (3) of the Financial Instruments and Exchange Act as Applied Mutatis Mutandis (including as applied mutatis mutandis pursuant to Article 34-4, paragraph (6) of the Financial Instruments and Exchange Act as Applied Mutatis Mutandis); hereinafter the same applies in this Article), a life insurance company, etc. engaged in insurance proceeds trust business, seeks to

obtain consent by the means specified by Cabinet Office Order as prescribed in Article 34-2, paragraph (12) of the Financial Instruments and Exchange Act as Applied Mutatis Mutandis (hereinafter referred to as "electronic or magnetic means" in this Article) in lieu of the written consent set forth in paragraph (11) of that Article, the company must, in advance and pursuant to the provisions of Cabinet Office Order, present to the other party from whom the consent is to be obtained the type and details of the electronic or magnetic means and obtain consent from the other party in writing or by electronic or magnetic means.

- (2) When the other party has made a notice in writing or by electronic or magnetic means to the effect that the party refuses to give a consent by electronic or magnetic means, the life insurance company, etc. engaged in insurance proceeds trust business which has obtained the consent under the preceding paragraph must not obtain from the other party the consent set forth in Article 34-2, paragraph (12) of the Financial Instruments and Exchange Act as Applied Mutatis Mutandis by electronic or magnetic means; provided, however, that this does not apply to cases in which the other party has given consent under the preceding paragraph again.

(Material Particulars That Influence a Customer's Judgment)

Article 13-5-5 (1) The particulars specified by Cabinet Order as prescribed in Article 37, paragraph (1), item (iii) of the Financial Instruments and Exchange Act as Applied Mutatis Mutandis are as follows:

- (i) particulars related to the fees, remuneration, or any other consideration payable by a customer under a specific trust agreement (meaning a specific trust agreement as prescribed in Article 24-2 of the Trust Business Act as applied mutatis mutandis pursuant to Article 99, paragraph (8) of the Act; hereinafter the same applies in this Article), specified by Cabinet Office Order;
 - (ii) when, with regard to the conclusion of a specific trust agreement by a customer, there is a risk of losses arising directly from a fluctuation in such indicators as the interest rate, the value of currencies, or quotations on a financial instruments market (meaning a financial instruments market as defined in Article 2, paragraph (14) of the Financial Instruments and Exchange Act; the same applies hereinafter), the following particulars:
 - (a) the indicators; and
 - (b) the fact that there is a risk of losses from fluctuations in the indicators, and the reason therefor;
 - (iii) particulars specified by Cabinet Office Order as equivalent to the particulars specified in the preceding two items.
- (2) Notwithstanding the provisions of the preceding paragraph, in cases where the act specified in Article 37, paragraph (1) of the Financial Instruments and

Exchange Act as Applied Mutatis Mutandis is to be implemented by means of broadcasting by using the broadcasting facilities of a private broadcaster (meaning a private broadcaster as defined in Article 2, item (iii)-3 of the Broadcast Act (Act No. 132 of 1950); the same applies in Article 44-5, paragraph (2)) or any other equivalent means specified by Cabinet Office Order, the particulars specified by Cabinet Order that are prescribed in Article 37, paragraph (1), item (iii) of the Financial Instruments and Exchange Act as Applied Mutatis Mutandis are as follows:

- (i) when, with regard to the conclusion of a specific trust agreement by a customer, there is a risk of losses arising directly from fluctuations in such indicators as the interest rate, the value of currencies, or quotations on a financial instruments market, that fact; and
- (ii) particulars specified by Cabinet Office Order as the particulars equivalent to those specified in the preceding item.

(Deemed Replacement of Terms in the Provisions of the Financial Instruments and Exchange Act That Are Applied Mutatis Mutandis Pursuant to the Provisions of the Trust Business Act, When the Provisions Are Applied Mutatis Mutandis to When a Life Insurance Company Engages in Insurance Proceeds Trust Business)

Article 13-5-6 When the provisions of Article 24-2 of the Trust Business Act are applied mutatis mutandis pursuant to Article 99, paragraph (8) of the Act to the cases when a life insurance company, etc. engages in insurance proceed trust business, the technical replacement of terms in connection with the provisions of the Financial Instruments and Exchange Act, which are applied mutandis pursuant to Article 24-2 of the Trust Business Act, is as set forth in the following table:

Provisions of the Financial Instruments and Exchange Act whose terms are to be replaced	Original terms	Replacement terms
Article 34	paragraph (1), item (iv) of that Article	Article 2, paragraph (31), item (iv)

Article 40, item (ii)	what is listed in the preceding item	the situation found to be in violation of the provisions of Article 24, paragraph (2) of the Trust Business Act as applied mutatis mutandis pursuant to Article 99, paragraph (8) of the Insurance Business Act
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(Means That Use Information and Communications Technology)

Article 13-6 (1) When a life insurance company, etc. engaged in insurance proceeds trust business seeks to provide the information prescribed in Article 26, paragraph (2) of the Trust Business Act as applied mutatis mutandis pursuant to Article 99, paragraph (8) of the Act pursuant to the provisions of Article 26, paragraph (2) of the Trust Business Act, the company must indicate to the settlor in advance and pursuant to the provisions of Cabinet Office Order, the type and details of the electronic or magnetic means set forth in that paragraph that it is to use (hereinafter referred to as the "electronic or magnetic means" in this Article) and must obtain consent from the settlor in writing or by electronic or magnetic means.

(2) When a life insurance company, etc. engaged in insurance proceeds trust business that has obtained the consent set forth in the preceding paragraph is notified in writing or by electronic or magnetic means to the effect that the settlor refuses to receive the information by electronic or magnetic means, the company must not provide the settlor with the information set forth in Article 26, paragraph (2) of the Trust Business Act as applied mutatis mutandis pursuant to Article 99, paragraph (8) of the Act by electronic or magnetic means; provided, however, that this does not apply when the settlor has given consent under the preceding paragraph again.

(3) The provisions of the preceding two paragraphs apply mutatis mutandis to the cases when the provisions of Article 26, paragraph (2) of the Trust Business Act are applied mutatis mutandis pursuant to Article 27, paragraph (2) and Article 29, paragraph (4) of that Act, as applied mutatis mutandis to Article 99, paragraph (8) of the Act. In such a case, the term the "settlor" in these provisions is deemed to be replaced with "beneficiary of the trust property".

(Persons Closely Related to a Life Insurance Company Engaged in Insurance Proceeds Trust Business)

Article 13-7 (1) The person specified by Cabinet Order prescribed in Article 29, paragraph (2) of the Trust Business Act as applied mutatis mutandis pursuant

to Article 99, paragraph (8) of the Act means a person that is set forth in the following items:

- (i) an officer or employee of the life insurance company, etc. engaged in insurance proceeds trust business;
 - (ii) a subsidiary corporation, etc. of the life insurance company, etc. engaged in insurance proceeds trust business;
 - (iii) the parent corporation, etc. that has the life insurance company, etc. engaged in insurance proceeds trust business as its subsidiary corporation, etc. (meaning a parent corporation, etc. as prescribed in Article 13-5-2, paragraph (3); the same applies hereinafter);
 - (iv) a subsidiary corporation, etc. of the parent corporation, etc. that has the life insurance company, etc. engaged in insurance proceeds trust business as its subsidiary corporation, etc. (excluding the life insurance company, etc. engaged in insurance proceeds trust business and the persons set forth in the preceding two items);
 - (v) an affiliated corporation, etc. of the life insurance company, etc. engaged in insurance proceeds trust business (meaning an affiliated corporation, etc. as prescribed in Article 13-5-2, paragraph (4); the same applies hereinafter);
 - (vi) an affiliated corporation, etc. of the parent corporation, etc. that has the life insurance company, etc. engaged in insurance proceeds trust business as its subsidiary corporation, etc. (excluding the person set forth in the preceding item);
 - (vii) a specified individual shareholder, etc. of the life insurance company, etc. engaged in insurance proceed trust business (meaning a specified individual shareholder, etc. as prescribed in Article 13-5-2, paragraph (5); the same applies hereinafter); and
 - (viii) the following company, partnership, or other business entity equivalent thereto that is associated with the person set forth in the preceding item (including equivalent entities in foreign states, but excluding the life insurance company, etc. engaged in insurance proceeds trust business; hereinafter referred to as the "corporation, etc." in this item):
 - (a) a corporation, etc. in which the person referred to in the preceding item holds voting rights exceeding fifty percent of all shareholders' voting rights (including the subsidiary corporation, etc. and the affiliated corporation, etc. of the corporation, etc.); and
 - (b) a corporation, etc. in which the person referred to in the preceding item holds voting rights that are at least twenty percent and up to fifty percent of all shareholders' voting rights.
- (2) When a life insurance company, etc. engaged in insurance proceeds trust business has entrusted its insurance proceeds trust business to another person pursuant to the provisions of Article 22, paragraph (1) of the Trust Business

Act as applied mutatis mutandis pursuant to Article 99, paragraph (8) of the Act, for the purpose of the application of the provisions of the preceding paragraph to the person who has been entrusted with those insurance proceeds trust business, the phrase "life insurance company, etc. engaged in insurance proceeds trust business" in that paragraph is deemed to be replaced with "person entrusted with insurance proceeds trust business by the life insurance company, etc. engaged in insurance proceeds trust business".

- (3) The provisions of Article 13-5-2, paragraph (6) apply mutatis mutandis to the voting rights held by the person set forth in paragraph (1), item (vii) in the case referred to in item (viii) of that paragraph.

(Scope of Parent Financial Institutions and Subsidiary Financial Institutions)

Article 13-8 (1) The persons specified by Cabinet Order as prescribed in Article 100-2-2, paragraph (2) of the Act, are as follows:

- (i) the parent corporation, etc. of the insurance company;
 - (ii) a subsidiary corporation, etc. of the parent corporation, etc. of the insurance company (excluding the insurance company itself and the persons set forth in the preceding item and paragraph (3), item (i));
 - (iii) an affiliated corporation, etc. of the parent corporation, etc. of the insurance company (excluding a person set forth in paragraph (3), item (ii));
 - (iv) the following company, partnership, or other business entity equivalent thereto (including equivalent entities in foreign states, and excluding the insurance company itself and the persons set forth in the preceding three items and in the items of paragraph (3); hereinafter referred to as a "corporation, etc." in this item) that is associated with an individual person who holds voting rights exceeding fifty percent of all shareholders' voting rights in the insurance company (hereinafter referred to as a "specified individual shareholder" in this item and Article 37-9, paragraph (1), item (iv)):
 - (a) a corporation, etc. in which the specified individual shareholder holds voting rights exceeding fifty percent of all shareholders' voting rights (including the subsidiary corporation, etc. and affiliated corporation, etc. of the corporation, etc.); or
 - (b) a corporation, etc. in which the specified individual shareholder holds voting rights that are at least twenty percent and up to fifty percent of all shareholders' voting rights.
- (2) The persons who is to engage in financial business specified by Cabinet Order, as prescribed in Article 100-2-2, paragraph (2) of the Act, are as follows:
- (i) foreign insurance companies, etc.;
 - (ii) small amount and short term insurers;
 - (iii) long-term credit banks (meaning long-term credit banks as defined in

- Article 2 (Definitions) of the Long-Term Credit Bank Act (Act No. 187 of 1952); the same applies in Article 39, item (ii));
- (iv) The Shoko Chukin Bank, Ltd.;
 - (v) federation of Shinkin banks;
 - (vi) The Rokinren Bank;
 - (vii) federation of cooperatives engaged in the business prescribed in Article 9-9, paragraph (1), item (i) (Federation of Cooperatives) of the Small and Medium-Sized Enterprise Cooperatives Act (Act No. 181 of 1949);
 - (viii) federation of agricultural cooperatives engaged in the business prescribed in Article 10, paragraph (1), item (x) (Business) of the Agricultural Cooperatives Act (Act No. 132 of 1947);
 - (ix) federation of mutual aid fishery cooperatives;
 - (x) notifier of specially permitted services prescribed in Article 63, paragraph (5) of the Financial Instruments and Exchange Act (Specially Permitted Services for Qualified Institutional Investors, etc.);
 - (xi) a notifier of specially permitted services for foreign investors, etc. as prescribed in Article 63-9, paragraph (4) (Notification of Specially Permitted Services for Foreign Investors) of the Financial Instruments and Exchange Act;
 - (xii) persons that intermediate lending of money or money brokerage in the course of trade (including intermediation of delivery of money by means of discounting bills and notes, security by sale or any other means similar thereto, and also including intermediation for the receipt of monies by any of the aforementioned means) (those persons exclude insurance companies, banks, financial instruments business operators (meaning a financial instruments business operator as defined in Article 2, paragraph (9) (Definitions) of the Financial Instruments and Exchange Act; the same applies in the following item); and persons set forth in the preceding items);
 - (xiii) persons engaged in any of the following business in a foreign state, in accordance with the laws and regulations of a foreign state (excluding insurance companies, banks, financial instruments business operators, and persons set forth in the preceding items):
 - (a) insurance business;
 - (b) banking business as defined in Article 2, paragraph (2) (Definitions) of the Banking Act; or
 - (c) financial instruments business as defined in Article 2, paragraph (8) of the Financial Instruments and Exchange Act.
- (3) A person specified by Cabinet Order as prescribed in Article 100-2-2, paragraph (3) of the Act means a person that is set forth in the following items:
- (i) a subsidiary corporation, etc. of the insurance company; and
 - (ii) an affiliated corporation, etc. of the insurance company.

- (4) A person conducting financial business which is specified by Cabinet Order as prescribed in Article 100-2-2, paragraph (3) of the Act means a person that is set forth in paragraph (2), items (i) through (iii) and items (x) through (xiii).

(Specified Related Parties of an Insurance Company)

Article 14 A person prescribed in the main text of Article 100-3 of the Act who has a unique relationship with an insurance company as specified by Cabinet Order means a person that is set forth in the following items:

- (i) a subsidiary company of the insurance company;
- (ii) the insurance company's major shareholder who holds the number of voting rights in the insurance company equal to or exceeding the major shareholder threshold;
- (iii) an insurance holding company whose subsidiary companies include the insurance company;
- (iv) a subsidiary company of the company specified in the preceding item (excluding the insurance company and the company specified in item (i));
- (v) a subsidiary corporation, etc. of the insurance company (excluding the person set forth in item (i));
- (vi) the parent corporation, etc. whose subsidiary corporations, etc. include the insurance company (excluding the persons set forth in items (ii) and (iii));
- (vii) a subsidiary corporation, etc. of the parent corporation, etc. whose subsidiary corporations, etc. include the insurance company, etc. (excluding the insurance company itself and the persons set forth in the preceding items);
- (viii) an affiliated corporation, etc. of the insurance company;
- (ix) an affiliated corporation, etc. of the parent corporation, etc. whose subsidiary corporations, etc. include the insurance company (excluding the person set forth in the preceding item);
- (x) the following company, partnership, or other business entity equivalent thereto (including an equivalent entity in a foreign state, and excluding the relevant insurance company; hereinafter referred to as a "corporation, etc." in this item) that is associated with a person who, among the insurance company's major shareholders who hold the number of voting rights in the insurance company equal to or exceeding the major shareholders threshold, holds voting rights in the insurance company exceeding fifty percent of all shareholders' voting rights in the insurance company (limited to an individual; hereinafter referred to as the "insurance company's specified individual major shareholder" in this item):
 - (a) a corporation, etc. in which the insurance company's specified individual major shareholder holds voting rights exceeding fifty percent of all shareholders' voting rights (including the subsidiary corporation, etc. and

- affiliated corporation, etc. of the corporation, etc.);
- (b) a corporation, etc. in which the insurance company's specified individual major shareholder holds voting rights that are at least twenty percent and up to fifty percent of all shareholders' voting rights.

(Means of Using Information and Communication Technology in Relation to the Investment Report)

- Article 14-2 (1) When an insurance company (including a foreign insurance company, etc.; the same applies in the following paragraph) seeks to provide information under Article 100-5, paragraph (2) of the Act (including as applied mutatis mutandis pursuant to Article 199 of the Act; hereinafter the same applies in this Article) pursuant to the provisions of Article 100-5, paragraph (2) of the Act, the company must indicate to the policyholder the type and content of the means to be used under the same paragraph (hereinafter referred to as "electronic or magnetic means" in this Article) and obtain the consent of the policyholder in writing or by electronic or magnetic means, in advance and pursuant to the provisions of Cabinet Office Order.
- (2) When an insurance company that has obtained the consent under the preceding paragraph is notified in writing or by electronic or magnetic means to the effect that the policyholder refuses to receive the information by electronic or magnetic means, the company must not provide the policyholder with the information under Article 100-5, paragraph (2) of the Act by electronic or magnetic means; provided, however, that this does not apply when the policyholder has given consent under the preceding paragraph again.

(Insurance Contracts Excluded from Transfers)

- Article 15 The insurance contracts specified by Cabinet Order, prescribed in Article 135, paragraph (2) of the Act, are as follows:
- (i) an insurance contract under which an insured event has already occurred as of the time the public notice under Article 137, paragraph (1) of the Act is given (referred to as the "public notice" in the following item) (limited to an insurance contract that expires upon the payment of the insurance proceeds in connection with the insured event); and
- (ii) an insurance contract whose insurance period has already ended by the time of the public notice (including an insurance contract that has been canceled before maturity or one under which any other grounds for the termination of the insurance contract have occurred as of the time of the public notice, and excluding an insurance contract set forth in the preceding item).

(Deemed Replacement of Terms in the Provisions of the Companies Act That

Are Applied Mutatis Mutandis to Causes of Dissolution of a Mutual Company)

Article 15-2 When the provisions of Article 152, paragraph (1) are applied mutatis mutandis pursuant to Article 152, paragraph (2) of the Act to a mutual company, the technical replacement of terms in connection with the provisions of Article 471, item (vi) of the Companies Act as applied pursuant to Article 152, paragraph (1) of the Act following the deemed replacement of terms, is as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Replacement terms
Article 471, item (vi)	Article 824, paragraph (1) or Article 833, paragraph (1)	Article 824, paragraph (1) as applied mutatis mutandis pursuant to Article 63-2 of the Insurance Business Act

(Insurance Contracts That Are Not Reasons for Refusing Authorization for Dissolution)

Article 16 The insurance contracts specified by Cabinet Order as prescribed in Article 153, paragraph (3), are as follows:

- (i) an insurance contract in which the policyholder is a member; and
- (ii) any of the following insurance contracts, excluding the insurance contract referred to in the preceding item:
 - (a) an insurance contract under which an insured event has already occurred as of the date of the application for authorization under Article 153, paragraph (1) of the Act (referred to as an "application" in (b)), (limited to a contract that is to expire upon the payment of insurance proceeds in connection with the insured event); and
 - (b) an insurance contract whose insurance period has already ended as of the application date (including an insurance contract that has been canceled before maturity or one under which any other grounds for the termination of the insurance contract have occurred as of the application date, and excluding an insurance contract set forth in (a)).

(Deemed Replacement of Terms in the Provisions of the Companies Act and Other Laws That Are Applied Mutatis Mutandis to a Mutual Company)

Article 16-2 (1) When the provisions of Article 926 of the Companies Act are applied mutatis mutandis pursuant to Article 158 of the Act to a mutual company, the technical replacement of terms in connection with the relevant provisions is as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Replacement terms
Article 926	Article 471, items (i) through (iii) or Article 641, items (i) through (iv)	Article 471, item (iii) of this Act as applied mutatis mutandis pursuant to Article 152, paragraph (2) of the Insurance Business Act
	head office	principal office

(2) When the provisions of Article 71, paragraph (3) of the Commercial Registration Act are applied mutatis mutandis pursuant to Article 158 of the Act to a mutual company, the technical replacement of terms in connection with the relevant provisions is as set forth in the following table:

Provisions of the Commercial Registration Act whose terms are to be replaced	Original terms	Replacement terms
Article 71, paragraph (3)	liquidating stock company	mutual company in liquidation
	Article 483, paragraph (4) of the same Act	Article 180-9, paragraph (4) of the same Act

(Deemed Replacement of Terms in the Provisions of the Insurance Business Act That Are Applied Mutatis Mutandis to Absorption-Type Mergers between Stock Companies and Mutual Companies When the Stock Company Survives)
Article 17 When the provisions of Article 90, paragraph (3) of the Act are applied mutatis mutandis pursuant to Article 164, paragraph (3) of the Act to an absorption-type merger under Article 164, paragraph (1) of the Act, the technical replacement of terms in connection with the relevant provisions is as set forth in the following table:

Provisions of the Insurance Business Act whose terms are to be replaced	Original terms	Replacement terms
Article 90, paragraph (3)	converting mutual company	mutual company dissolving in an absorption-type merger

(Deemed Replacement of Terms in the Provisions of the Insurance Business Act That Are Applied Mutatis Mutandis to Consolidation-Type Mergers between

Stock Companies and Mutual Companies When the Stock Company Is Incorporated)

Article 17-2 (1) When the provisions of Article 90, paragraph (3) of the Act are applied mutatis mutandis pursuant to Article 165, paragraph (6) of the Act to a consolidation-type merger under Article 165, paragraph (1) of the Act, the technical replacement of terms in connection with the relevant provisions is as set forth in the following table:

Provisions of the Insurance Business Act whose terms are to be replaced	Original terms	Replacement terms
Article 90, paragraph (3)	converting mutual company	consolidated mutual company

(2) When the provisions of Article 162, paragraph (3) of the Act are applied mutatis mutandis pursuant to Article 165, paragraph (6) of the Act to a mutual company dissolving in a consolidation-type merger, the technical replacement of terms in connection with the relevant provisions is as set forth in the following table:

Provisions of the Insurance Business Act whose terms are to be replaced	Original terms	Replacement terms
Article 162, paragraph (3)	"absorption-type merger	"consolidation-type merger"

(Deemed Replacement of Terms in the Provisions of the Companies Act That Are Applied Mutatis Mutandis to Request for Share Purchase to a Dissolving Stock Company)

Article 17-3 When the provisions of Article 785, paragraphs (5) and (8) and Article 786, paragraph (1) of the Companies Act are applied mutatis mutandis pursuant to Article 165-5, paragraph (2) of the Act, to the request under Article 165-5, paragraph (1) of the Act, the technical replacement of terms in connection with these provisions is as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Replacement terms

Article 785, paragraph (5)	prior to the effective day	prior to the effective date (meaning the effective date prescribed in Article 165-2, paragraph (1) of the Insurance Business Act)
Article 785, paragraph (8)	the absorption-type merger, etc.	the absorption-type merger, etc. or consolidation-type merger
Article 786, paragraph (1)	the company surviving an absorption-type merger;	the mutual company surviving an absorption-type merger; or, where a consolidation-type merger is to be effected, the company incorporated in a consolidation-type merger, after the day of its establishment;

(Deemed Replacement of Terms in the Provisions of the Companies Act That
Are Applied Mutatis Mutandis to Request for a Share Option Purchase to a
Dissolving Stock Company)

Article 17-4 When, the provisions of Article 787, paragraphs (5) and (9) and
Article 788, paragraphs (1) and (5) of the Companies Act are applied mutatis
mutandis pursuant to Article 165-6, paragraph (2) of the Act to a request under
Article 165-6, paragraph (1) of the Act, the technical replacement of terms in
connection with these provisions is as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Replacement terms
Article 787, paragraph (5)	the effective day	the effective date (meaning the effective date as defined in Article 165-2, paragraph (1) of the Insurance Business Act)
Article 787, paragraph (9)	the absorption-type merger, etc.	the absorption-type merger or the consolidation-type merger
Article 788, paragraph (1)	the company surviving an absorption-type merger;	the mutual company surviving an absorption-type merger; or, where a consolidation-type merger is to be effected, the company incorporated in a consolidation-type merger, after the day of its establishment;

(Deemed Replacement of Terms in the Provisions of the Insurance Business Act That Are Applied Mutatis Mutandis to an Objection of the Creditors of a Dissolving Stock Company)

Article 17-5 When the provisions of Article 70, paragraph (4) and paragraphs (6) through (8) of the Act are applied mutatis mutandis pursuant to Article 165-7, paragraph (4) of the Act to an objection of the creditors under Article 165-7, paragraph (1) of the Act, the technical replacement of terms in connection with these provisions is as set forth in the following table:

Provisions of the Insurance Business Act whose terms are to be replaced	Original terms	Replacement terms
Article 70, paragraph (4)	the entity conversion	consolidation-type merger or absorption-type merger of the relevant dissolving stock company
Article 70, paragraph (6)	Article 69, paragraph (1)	Article 165-3, paragraph (1)
Article 70, paragraph (7)	the preceding paragraphs	preceding three paragraphs and Article 165-7, paragraphs (1) through (3)
	entity conversion	absorption-type merger or consolidation-type merger
Article 70, paragraph (8)	preceding paragraphs	paragraph (4) through the preceding paragraph and Article 165-7, paragraphs (1) through (3)

(Scope of Insurance Claims)

Article 17-6 The insurance claims, etc. under Article 70, paragraphs (5) through (7) of the Act as applied mutatis mutandis pursuant to Article 165-7, paragraph (4) of the Act are limited to the claims that have already arisen as of the time of the public notice given pursuant to the provisions of Article 165-7, paragraph (2) of the Act.

(Deemed Replacement of Terms in the Provisions of the Insurance Business Act and Other Laws That Are Applied Mutatis Mutandis to Stock Company Surviving an Absorption-Type Merger)

Article 17-7 (1) When the provisions of Article 165-4, paragraph (1), Article 165-5, paragraph (2), and Article 165-7, paragraph (2) of the Act are applied mutatis mutandis pursuant to Article 165-12 of the Act to a stock company surviving an absorption-type merger, the technical replacement of terms in

connection with these provisions is as set forth in the following table:

Provisions of the Insurance Business Act whose terms are to be replaced	Original terms	Replacement terms
Article 165-4, paragraph (1)	its shareholders and the registered pledgees of its shares, and the holders of its share options and the registered pledgees of its share options	its shareholders
	and of the trade name or name and address of the mutual company surviving in an absorption-type merger, or the stock company carrying on the insurance business or mutual company to be incorporated by the merger (hereinafter referred to as "company incorporated in a consolidation-type merger " in this Section)	and of the name and address of the mutual company dissolving in an absorption-type merger
Article 165-4, paragraph (2)	Article 785, paragraph (5)	Article 797, paragraph (5)
	Article 786	Article 798
	the preceding paragraph	Article 797, paragraph (1)
Article 165-7, paragraph (2), item (ii)	The trade names or names and addresses of the mutual company surviving in an absorption-type merger or other company disappearing in a consolidation-type merger (referring to stock company disappearing in a consolidation-type merger and mutual company disappearing in a consolidation-type merger; the same applies in Article 165-17, paragraph (2)) and the company incorporated in a consolidation-type merger	The name and address of the mutual company dissolving in the absorption-type merger

(2) When the provisions of Article 165-5, paragraph (2) of the Act are applied mutatis mutandis pursuant to Article 165-12 of the Act to a stock company surviving an absorption-type merger, the technical replacement of terms in

connection with the provisions of Article 797, paragraphs (5) and (8) of the Companies Act as applied mutatis mutandis pursuant to Article 165-5, paragraph (2) of the Act, is as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Replacement terms
Article 797, paragraph (5)	the effective day	the effective date (meaning the effective date prescribed in Article 165-2, paragraph (1) of the Insurance Business Act; the same applies hereinafter)
Article 797, paragraph (8)	the absorption-type merger, etc.	the absorption-type merger

(3) When the provisions of Article 165-7, paragraph (4) of the Act are applied mutatis mutandis pursuant to Article 165-12 of the Act to a stock company surviving an absorption-type merger, the technical replacement of terms in connection with the provisions of Article 70, paragraph (4) and paragraphs (6) through (8) of the Act as applied mutatis mutandis pursuant to Article 165-7, paragraph (4) of the Act is as set forth in the following table:

Provisions of the Insurance Business Act whose terms are to be replaced	Original terms	Replacement terms
Article 70, paragraph (4)	the entity conversion	the absorption-type merger of the relevant stock company surviving in an absorption-type merger
Article 70, paragraph (6)	Article 69, paragraph (1)	Article 165-10, paragraph (1)
Article 70, paragraph (7)	pursuant to the provisions of the preceding paragraphs	pursuant to the provisions of the preceding three paragraphs, and Article 165-7, paragraphs (1) through (3)
	An entity conversion	An absorption-type merger
Article 70, paragraph (8)	in the preceding paragraphs	in paragraphs (4) through the preceding paragraph and Article 165-7, paragraphs (1) through (3)

(4) When the provisions of Article 797, paragraphs (1) and (2) of the Companies Act are applied mutatis mutandis pursuant to Article 165-12 of the Act to a

stock company surviving an absorption-type merger, the technical replacement of terms in connection with these provisions is as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Replacement terms
Article 797, paragraphs (1) and (2)	the absorption-type merger, etc.	the absorption-type merger

(Scope of Insurance Claims)

Article 17-8 The insurance claims, etc. under Article 70, paragraphs (5) through (7) of the Act as applied mutatis mutandis pursuant to Article 165-7, paragraph (4) of the Act as further applied mutatis mutandis pursuant to Article 165-12 of the Act, are limited to the claims that have already arisen as of the time of the public notice given pursuant to the provisions of Article 165-7, paragraph (2) of the Act as applied mutatis mutandis pursuant to Article 165-12 of the Act.

(Deemed Replacement of Terms in the Provisions of the Insurance Business Act That Are Applied Mutatis Mutandis to a Stock Company Incorporated in a Consolidation-Type Merger)

Article 17-9 When the provisions of Article 165-13, paragraph (1) of the Act are applied mutatis mutandis pursuant to Article 165-14, paragraph (3) of the Act to a stock company incorporated in a consolidation-type merger, the technical replacement of terms in connection with the relevant provisions is as set forth in the following table:

Provisions of the Insurance Business Act whose terms are to be replaced	Original terms	Replacement terms
Article 165-13, paragraph (1)	as a result of the absorption-type merger	as a result of the consolidation-type merger
	the mutual company disappearing in an absorption-type merger	the mutual company dissolving in a consolidation-type merger or the stock company dissolving in a consolidation-type merger
	as pertaining to an absorption-type merger	as pertaining to a consolidation-type merger

(Deemed Replacement of Terms in the Provisions of the Insurance Business Act

That Are Applied Mutatis Mutandis to Objections of the Creditors of a
Dissolving Mutual Company)

Article 17-10 When the provisions of Article 88, paragraphs (4), (6), (7) and (9) are applied mutatis mutandis pursuant to Article 165-17, paragraph (4) of the Act to an objection of the creditors as set forth in Article 165-17, paragraph (1) of the Act, the technical replacement of terms in connection with these provisions is as set forth in the following table:

Provisions of the Insurance Business Act whose terms are to be replaced	Original terms	Replacement terms
Article 88, paragraph (4)	the entity conversion	the absorption-type merger or consolidation-type merger of the relevant dissolving mutual company
Article 88, paragraph (6)	Article 86, paragraph (1)	Article 165-16, paragraph (1)
Article 88, paragraph (7)	the preceding paragraphs	the preceding three paragraphs, and Article 165-17, paragraphs (1) through (3)
	entity conversion	absorption-type merger or consolidation-type merger
Article 88, paragraph (9)	in the preceding paragraphs	in paragraphs (4) through (7) and Article 165-17, paragraphs (1) through (3)

(Scope of Insurance Claims)

Article 17-11 The insurance claims, etc. under Article 88, paragraphs (5) through (7) of the Act as applied mutatis mutandis pursuant to Article 165-17, paragraph (4) of the Act are limited to the claims that have already arisen as of the time of the public notice given pursuant to the provisions of Article 165-17, paragraph (2) of the Act.

(Deemed Replacement of Terms in the Provisions of the Insurance Business Act
That Are Applied Mutatis Mutandis to a Mutual Company Surviving an
Absorption-Type Merger)

Article 17-12 (1) When the provisions of Article 165-17, paragraph (2) of the Act are applied mutatis mutandis pursuant to Article 165-20 of the Act to a mutual company surviving an absorption-type merger, the technical replacement of terms in connection with the relevant provisions is as set forth in the following table:

Provisions of the Insurance Business Act whose terms are to be replaced	Original terms	Replacement terms
Article 165-17, paragraph (2), item (ii)	the company surviving in an absorption-type merger (referring to the mutual company surviving in an absorption-type merger or stock company surviving in an absorption-type merger; hereinafter the same applies in this Section) or other company disappearing in a consolidation-type merger and the company incorporated in a consolidation-type merger	the stock company dissolving in an absorption-type merger or the mutual company dissolving in an absorption-type merger

(2) When the provisions of Article 165-17, paragraph (4) of the Act are applied mutatis mutandis pursuant to Article 165-20 of the Act to a mutual company surviving an absorption-type merger, the technical replacement of terms in connection with the provisions of Article 88, paragraphs (4), (6), (7) and (9) of the Act as applied mutatis mutandis pursuant to Article 165-17, paragraph (4) of the Act, is as set forth in the following table:

Provisions of the Insurance Business Act whose terms are to be replaced	Original terms	Replacement terms
Article 88, paragraph (4)	the entity conversion	the absorption-type merger pertaining to the mutual company surviving in an absorption-type merger
Article 88, paragraph (6)	Article 86, paragraph (1)	Article 165-16, paragraph (1)
Article 88, paragraph (7)	the preceding paragraphs	the preceding three paragraphs, and Article 165-17, paragraphs (1) through (3)
	the entity conversion	the absorption-type merger
Article 88, paragraph (9)	in the preceding paragraphs	in paragraphs (4) through (7) and Article 165-17, paragraphs (1) through (3)

(Scope of Insurance Claims)

Article 17-13 The insurance claims, etc. under Article 88, paragraphs (5) through (7) of the Act as applied mutatis mutandis pursuant to Article 165-17, paragraph (4) of the Act as further applied mutatis mutandis pursuant to Article 165-20 of the Act, are limited to the claims that have already arisen as of the time of the public notice given pursuant to the provisions of Article 165-17, paragraph (2) of the Act as applied mutatis mutandis pursuant to Article 165-20 of the Act.

(Deemed Replacement of Terms in the Provisions of the Insurance Business Act That Are Applied Mutatis Mutandis to a Mutual Company Incorporated in a Consolidation-Type Merger)

Article 17-14 When the provisions of Article 165-21, paragraph (1) of the Act are applied mutatis mutandis pursuant to Article 165-22, paragraph (3) of the Act to a mutual company incorporated in a consolidation-type merger, the technical replacement of terms in connection with the relevant provisions is as set forth in the following table:

Provisions of the Insurance Business Act whose terms are to be replaced	Original terms	Replacement terms
Article 165-21, paragraph (1)	as a result of the absorption-type merger	as a result of the consolidation-type merger
	the mutual company disappearing in an absorption-type merger or stock company disappearing in an absorption-type merger	the mutual company dissolving in a consolidation-type merger or the stock company dissolving in a consolidation-type merger
	as pertaining to an absorption-type merger	as pertaining to a consolidation-type merger

(Scope of Insurance Claims)

Article 17-15 The insurance claims, etc. under Article 165-24, paragraphs (5) through (7) of the Act are limited to the claims that have already arisen as of the time of the public notice given pursuant to the provisions of paragraph (2) of that Article.

(Deemed Replacement of Terms in the Provisions of the Commercial Registration Act That Are Applied Mutatis Mutandis to the Registration of a Mutual Company)

Article 17-16 When the provisions of the Commercial Registration Act are applied mutatis mutandis pursuant to Article 170, paragraph (3) of the Act to

registrations concerning a mutual company, the technical replacement of terms in connection with the provisions of that Act is as set forth in the following table:

Provisions of the Commercial Registration Act whose terms are to be replaced	Original terms	Replacement terms
Article 79	a company disappearing in the absorption-type merger	an company dissolving the absorption-type merger prescribed in Article 169, paragraph (1) of the Insurance Business Act
	a company disappearing through the consolidation-type merger	a company dissolving in the consolidation-type merger prescribed in Article 165, paragraph (1), item (i) of that Act
	the trade name and head office	the trade name or name, and the head office or principal office
Article 80, item (ii)	the main clause of Article 796, paragraph (1) or paragraph (2) of the Companies Act	the main text of Article 165-11, paragraph (1) of the Insurance Business Act
	paragraph (3) of the same Article	paragraph (2) of that Article
Article 80, item (iii)	a document evidencing that the public notice and the notices under Article 799, paragraph (2) of the Companies Act (in cases where, beyond public notice in an official gazette, a public notice has been given by publication in a daily newspaper that publishes news on current events or by means of electronic public notices pursuant to the provisions of paragraph (3) of the same Article, the public notice by such method) has been given, and, if any creditor has raised an objection,	if any creditor has raised an objection under Article 165-7, paragraph (1) of the Insurance Business Act as applied mutatis mutandis pursuant to Article 165-12 of that Act or an objection under Article 165-17, paragraph (1) of that Act as applied mutatis mutandis pursuant to Article 165-20 of that Act

Article 80, item (v)	head office	head office of principal office
Article 80, item (vi)	a document evidencing the performance of the relevant procedures under Article 783, paragraphs (1) through (4) of the Companies Act such as obtaining approval for an absorption-type merger agreement (in the cases referred to in the main clause of Article 784, paragraph (1) of the same Act, a document evidencing that the case provided for therein is applicable and a document or minutes of a board of directors evidencing that the consent of the majority of directors has been obtained)	a document certifying the performance of the procedures under Article 165-3, paragraphs (1) and (5) of the Insurance Business Act such as obtaining approval for an absorption-type merger agreement
Article 80, item (vii)	a membership company	a mutual company
	the consent of all partners has been obtained (or, in cases where otherwise provided for in its articles of incorporation, that the procedures under such provisions have been performed)	approval has been obtained for the absorption-type merger agreement as referred to in Article 165-16, paragraph (1) of the Insurance Business Act

Article 80, item (viii)	a document evidencing that a company absorbed in absorption-type merger has given the public notice and the notices under Article 789, paragraph (2) of the Companies Act (excluding item (iii), and including as applied mutatis mutandis pursuant to Article 793, paragraph (2) of the same Act) (in cases of a stock company or a limited liability company which, beyond public notice in an official gazette, has given a public notice by publication in a daily newspaper that publishes news on current events or by method of electronic public notices pursuant to the provisions of Article 789, paragraph (3) of the same Act (including the cases where applied mutatis mutandis pursuant to Article 793, paragraph (2) of the same Act), that the public notice was given by such method), and, if any creditor has raised an objection,	if any creditor has raised an objection under Article 165-7, paragraph (1) or Article 165-17, paragraph (1) of the Insurance Business Act,
Article 81, item (iii)	items (x) through (xii)	items (x) through (xii) or Article 65, items (viii), item (ix) and items (xi) through (xiii) of the Insurance Business Act
Article 81, item (v)	head office	head office of principal office
Article 81, item (vi)	Article 804, paragraphs (1) and (3) of the Companies Act	Article 165-3, paragraphs (1) and (5) of the Insurance Business Act
Article 81, item (vii)	a membership company	a mutual company

	that the consent of all partners has been obtained (or, in cases where otherwise provided for in its articles of incorporation, that the procedures under those provisions have been performed)	that approval has been obtained for the consolidation-type merger agreement as referred to in Article 165-16, paragraph (1) of the Insurance Business Act
Article 81, item (viii)	a document evidencing that a company consolidated through consolidation-type merger has given the public notice and the notices under Article 810, paragraph (2) of the Companies Act (excluding item (iii), and including the cases where applied mutatis mutandis pursuant to Article 813, paragraph (2) of the same Act) (with regard to a stock company or a limited liability company which, beyond public notice in an official gazette, has given a public notice by publication in a daily newspaper that publishes news on current events or by method of electronic public notices pursuant to the provisions of Article 810, paragraph (3) of the same Act (including the cases where applied mutatis mutandis pursuant to Article 813, paragraph (2) of the same Act), that the public notice was given by such method), and, if any creditor has raised an objection,	if any creditor has raised an objection under Article 165-7, paragraph (1) or Article 165-17, paragraph (1) of the Insurance Business Act,
Article 82, paragraph (1)	a company surviving an absorption-type merger	a stock company or mutual company surviving an absorption-type merger
	a company incorporated through a consolidation-type merger	a stock company or mutual company incorporated in a consolidation-type merger

Article 82, paragraph (2)	head office	head office of principal office
Article 83, paragraph (1)	head office	head office of principal office
	items of Article 24	items of Article 24 (including as applied mutatis mutandis pursuant to Article 67 of the Insurance Business Act)
Article 83, paragraph (2)	head office	head office of principal office

(Deemed Replacement of Terms in the Provisions of the Companies Act That
Are Applied Mutatis Mutandis to Actions for Invalidation of a Merger
between One Mutual Company and Another Mutual Company)

Article 17-17 When the provisions of Article 836, paragraph (1) and Article 937, paragraph (3) (limited to the parts involving items (ii) and (iii)) of the Companies Act are applied mutatis mutandis pursuant to Article 171 of the Act to an action for invalidation of a merger as set forth in Article 159, paragraph (1) of the Act, the technical replacement of terms in connection with these provisions is as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Replacement terms
Article 836, paragraph (1)	a shareholder or a shareholder at incorporation	a shareholder or a member
	provided, however, that this does not apply when such shareholder is a director, company auditor, executive officer or liquidator or when such shareholder at incorporation is a director at incorporation or a company auditor at incorporation.	provided, however, that this does not apply when the shareholder or member is a director, company auditor, executive officer or liquidator.
Article 937, paragraph (3) (limited to the parts involving items (ii) and (iii))	head office	head office of principal office

(Scope of Insurance Claims)

Article 17-18 The insurance claims, etc. under Article 173-4, paragraphs (5) through (7) of the Act are limited to the claims that have already arisen as of

the time of public notice given pursuant to the provisions of paragraph (2) of that Article.

(Creditors Not Required to Make Separate Demands)

Article 17-19 The creditors specified by Cabinet Order as prescribed in Article 173-4, paragraph (12) of the Act are to be the persons other than the known creditors referred to in Article 173-4, paragraph (2) of the Act, among the persons who have rights under an insurance contract, the beneficiaries of a monetary trust in connection with the insurance proceeds trust business set forth in Article 99, paragraph (3) of the Act, and other creditors.

(Deemed Replacement of Terms in the Provisions of the Commercial Registration Act That Are Applied Mutatis Mutandis to Liquidators Appointed by the Prime Minister)

Article 18 When the provisions of Article 73, paragraph (3) and Article 74, paragraph (1) of the Commercial Registration Act (including as applied mutatis mutandis pursuant to Article 183, paragraph (2) of the Act) are applied mutatis mutandis pursuant to Article 174, paragraph (11) of the Act to a liquidator appointed by the Prime Minister, the technical replacement of terms in connection with these provisions is as set forth in the following table:

Provisions of the Commercial Registration Act whose terms are to be replaced	Original terms	Replacement terms
Article 73, paragraph (3) and Article 74, paragraph (1)	Article 928, paragraph (1), item (ii) of the Companies Act	Article 928, paragraph (1), item (ii) of the Companies Act as applied mutatis mutandis pursuant to Article 183, paragraph (2) of the Insurance Business Act

(Deemed Replacement of Terms in the Provisions of the Companies Act That Are Applied Mutatis Mutandis to Liquidators of a Mutual Company in Liquidation)

Article 18-2 When the provisions of Article 937, paragraph (1) (limited to the parts involving item (ii), (b) and (c)) of the Companies Act are applied mutatis mutandis pursuant to Article 180-5, paragraph (4) of the Act to a liquidator set forth in Article 180-5, paragraph (1) of the Act, the technical replacement of terms in connection with the relevant provisions is as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Replacement terms
Article 937, paragraph (1), item (ii),(b)	paragraph (2), item (i) of the following Article	item (i), paragraph (2) of the following Article as applied mutatis mutandis pursuant to Article 184 of the Insurance Business Act
Article 937, paragraph (1), item (ii), (c)	paragraph (2), item (ii) of the following Article	paragraph (2), item (ii) of the following Article as applied mutatis mutandis pursuant to Article 184 of the Insurance Business Act

(Deemed Replacement of Terms in the Provisions of the Companies Act That Are Applied Mutatis Mutandis to the Representative Liquidator of a Mutual Company in Liquidation)

Article 18-3 (1) When the provisions of Article 349, paragraph (4) and Article 351, paragraph (3) of the Companies Act are applied mutatis mutandis pursuant to Article 180-9, paragraph (5) of the Act to the representative liquidator of a mutual company in liquidation, the technical replacement of terms in connection with these provisions is as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Replacement terms
Article 349, paragraph (4) and Article 351, paragraph (3)	stock company	mutual company in liquidation

(2) When the provisions of Article 352 of the Companies Act are applied mutatis mutandis pursuant to Article 180-9, paragraph (5) of the Act to the person who is appointed by a provisional disposition order under Article 56 of the Civil Provisional Remedies Act (Act No. 91 of 1989) to perform duties on behalf of the liquidator or the representative liquidator of a mutual company in liquidation, the technical replacement of terms in connection with the relevant provisions is as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Replacement terms
Article 352	stock company	mutual company in liquidation

(3) When the provisions of Article 937, paragraph (1) (limited to the parts involving item (ii), (b) and (c)) of the Companies Act are applied mutatis mutandis pursuant to Article 180-9, paragraph (5) of the Act to a person who is to temporarily perform the duties of the representative liquidator of a mutual company in liquidation, the technical replacement of terms in connection with the relevant provisions is as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Replacement terms
Article 937, paragraph (1), item (ii), (b)	paragraph (2), item (i) of the following Article	paragraph (2), item (i) of the following Article as applied mutatis mutandis pursuant to Article 184 of the Insurance Business Act
Article 937, paragraph (1), item (ii), (c)	paragraph (2), item (ii) of the following Article	paragraph (2), item (ii) of the following Article as applied mutatis mutandis pursuant to Article 184 of the Insurance Business Act

(Deemed Replacement of Terms in the Provisions of the Companies Act That Are Applied Mutatis Mutandis to a Mutual Company with a Board of Liquidators)

Article 18-4 When the provisions of Article 364 and Article 365 of the Companies Act are applied mutatis mutandis pursuant to Article 180-14, paragraph (9) of the Act to a mutual company with a board of liquidators, the technical replacement of terms in connection with these provisions is as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Replacement terms
Article 364	the board of directors	the board of liquidators
Article 365, paragraph (1)	"board of directors."	"board of liquidators."
Article 365, paragraph (2)	a director	a liquidator
	to the board of directors	to the board of liquidators

(Deemed Replacement of Terms in the Provisions of the Companies Act That

Are Applied Mutatis Mutandis to Operations of the Board of Liquidators in a Mutual Company with a Board of Liquidators)

Article 18-5 When the provisions of Article 366, Article 368, Article 369, paragraphs (1) through (3) and paragraph (5), Article 370, Article 371, paragraphs (4) and (6), and Article 372, paragraph (1) of the Companies Act are applied mutatis mutandis pursuant to Article 180-15 of the Act to operations of the board of liquidators in a mutual company with a board of liquidators, the technical replacement of terms in connection with these provisions is as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Replacement terms
Article 366, paragraph (1)	director	liquidator
	director	liquidator
Article 366, paragraph (2)	the director designated	the liquidator designated
	directors other than	liquidators other than
Article 366, paragraph (3)	the directors who	the liquidators who
Article 368, paragraph (1)	each director (or, for a company with auditors, to each director and each company auditor)	each liquidator and company auditor
Article 368, paragraph (2)	directors (or, for a company with auditors, directors and company auditors)	liquidators and company auditors
Article 369, paragraph (1)	the directors	the liquidators
Article 369, paragraph (2)	Directors	Liquidators
Article 369, paragraph (3)	the directors and	the liquidators and
Article 369, paragraph (5)	Directors	Liquidators
Article 370	where directors	where liquidators
	all directors	all liquidators
Article 371, paragraph (4)	officers or executive officers	liquidators or company auditors

Article 371, paragraph (6)	the requests set forth in each item of paragraph (2) applied pursuant to paragraph (3) following the deemed replacement of terms, or a request under paragraph (4) (including as applied mutatis mutandis pursuant to the preceding paragraph; hereinafter the same applies in this paragraph)	the request listed in the items of paragraph (2) or the request referred to in paragraph (4)
	the permission under paragraph (2) applied pursuant to the provisions of paragraph (3) following the deemed replacement of terms	the permission under paragraph (2)
	Article 372, paragraph (1)	In cases where the directors, accounting advisors, company auditors or accounting auditors have notified all directors (or, for a company with auditors, directors and company auditors)

(Deemed Replacement of Terms in the Provisions of the Companies Act That Are Applied Mutatis Mutandis to a Mutual Company in Liquidation)

Article 18-6 When the provisions of Article 496, paragraph (1) of the Companies Act are applied mutatis mutandis pursuant to Article 180-17 of the Act to a mutual company in liquidation, the technical replacement of terms in connection with the relevant provisions is as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Replacement terms
Article 496, paragraph (1)	Article 319, paragraph (1)	Article 319, paragraph (1) as applied mutatis mutandis pursuant to Article 41, paragraph (1) of the Insurance Business Act

(Deemed Replacement of Terms in the Provisions of the Companies Act That Are Applied Mutatis Mutandis to the Registration of a Mutual Company's Liquidation)

Article 18-7 (1) When the provisions of Article 928, paragraphs (1) and (3), and Article 929 (limited to the part involving item (i)) of the Companies Act are applied mutatis mutandis pursuant to Article 183, paragraph (2) of the Act to the registration of a mutual company's liquidation, the technical replacement of terms in connection with these provisions is as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Replacement terms
Article 928, paragraph (1)	Article 478, paragraph (1), item (i)	Article 180-4, paragraph (1), item (i) of the Insurance Business Act
Article 928, paragraph (3)	the matters listed in the items of paragraph (1) are registered in the case of a liquidating stock company and the matters listed in the items of the preceding paragraph are registered in the case of a liquidating membership company	the matters listed in items of paragraph (1) are registered
Article 929, item (i)	Article 507, paragraph (3)	Article 507, paragraph (3) as applied mutatis mutandis pursuant to Article 183, paragraph (1) of the Insurance Business Act

(2) When the provisions of Article 73, paragraphs (2) and (3), Article 74, paragraph (1), and Article 75 of the Commercial Registration Act are applied mutatis mutandis pursuant to Article 183, paragraph (2) of the Act to the registration of a mutual company's liquidation, the technical replacement of terms in connection with these provisions is as set forth in the following table:

Provisions of the Commercial Registration Act whose terms are to be replaced	Original terms	Replacement terms
Article 73, paragraph (2)	Article 478, paragraph (1), item (ii) or (iii) of the Companies Act	Article 180-4, paragraph (1), item (ii) or (iii) of the Insurance Business Act,
Article 73, paragraph (3) and Article 74, paragraph (1)	the court	the Prime Minister or the court

Article 75	Article 507, paragraph (3) of the Companies Act	Article 507, paragraph (3) of the Companies Act as applied mutatis mutandis pursuant to Article 183, paragraph (1) of the Insurance Business Act
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(Deemed Replacement of Terms in the Provisions of the Companies Act That Are Applied Mutatis Mutandis to a Mutual Company in Liquidation)

Article 18-8 When the provisions of Article 521, Article 522, paragraph (2), Article 536, paragraph (3), Article 542, paragraph (1) and Article 938, paragraph (2) of the Companies Act are applied mutatis mutandis under the provisions of Article 184 of the Act to a mutual company in liquidation, the technical replacement of terms in connection with these provisions is as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Replacement terms
Article 521	Article 492, paragraph (3)	Article 492, paragraph (3) as applied mutatis mutandis pursuant to Article 180-17 of the Insurance Business Act
Article 522, paragraph (2)	this Act or	the Insurance Business Act, this Act or
Article 536, paragraph (3)	the provisions of paragraph (1)	the provisions of paragraph (1) (excluding paragraph (1), item (iv))
Article 542, paragraph (1)	qualified officers provided for in Article 423, paragraph (1)	officers, etc. provided for in Article 53-33, paragraph (1) of the Insurance Business Act
Article 938, paragraph (2), item (i)	under the provisions of Article 346, paragraph (2) as applied mutatis mutandis pursuant to Article 479, paragraph (4) or Article 351, paragraph (1) as applied mutatis mutandis pursuant to Article 483, paragraph (6)	under the provisions of Article 53-12, paragraph (2) of the Insurance Business Act as applied mutatis mutandis pursuant to Article 180-5, paragraph (4) of that Act or under Article 351, paragraph (2) of this Act as applied mutatis mutandis pursuant to Article 180-9, paragraph (5) of the Insurance Business Act

(Insurance Contracts That May Be Concluded by a Foreign Insurer Without Branch Offices in Japan)

Article 19 The insurance contract specified by Cabinet Order, prescribed in the main text of Article 186, paragraph (1) of the Act, is as follows:

- (i) a reinsurance contract;
- (ii) an insurance contract that covers, in whole or in part, vessels with Japanese nationality used for international maritime transportation, cargo being internationally transported by those vessels, and obligations arising from these;
- (iii) an insurance contract that covers, in whole or in part, aircrafts with Japanese nationality used for commercial flights, cargo being internationally transported by these aircrafts, and obligations arising from these; and
- (iv) any other insurance contract specified by Cabinet Office Order.

(The Other Party to Insurance Underwritten that are Limited in Granting a Conditional License)

Article 20 The persons specified by Cabinet Order as prescribed in Article 188, paragraph (1) of the Act, are the members of the United States armed forces, the civilian component, and their dependents provided for in Article 1 of the "Agreement under Article VI of the Treaty of Mutual Cooperation and Security between Japan and the United States of America Regarding Facilities and Areas and the Status of United States Armed Forces in Japan", and any other non-residents as defined in Article 6, paragraph (1), item (vi) of the Foreign Exchange and Foreign Trade Act (Act No. 228 of 1949).

(Provisions Not Applicable to Conditionally Licensed Foreign Life Insurance Companies)

Article 21 The provisions specified by Cabinet Order as prescribed in Article 188, paragraph (2) of the Act, are the provisions of Article 192, paragraphs (5) and (6) of the Act; Article 194 of the Act; Article 196 of the Act; Article 197 of the Act; Article 97, paragraph (2), Article 97-2, paragraphs (1) and (2), Article 98, paragraph (1) (limited to the parts involving items (ii) through (xv)) and paragraphs (3) through (9), Article 99, Article 105-2, Article 111, paragraph (1) and paragraphs (3) through (6), Article 112, Articles 114 through 118 and Articles 120 through 122 of the Act as applied mutatis mutandis pursuant to Article 199 of the Act; and Article 204, paragraph (1) of the Act (limited to the part related to the submission or change of the improvement plan).

(Special Provisions on Conditionally Licensed Foreign Life Insurance Companies)

- Article 22 (1) For the purpose of application of the provisions of Article 195 of the Act in relation to a foreign insurance company, etc. licensed pursuant to Article 185, paragraph (1) of the Act under the conditions set forth in Article 188, paragraph (1) of the Act (hereinafter referred to as a "conditionally licensed foreign life insurance company, etc." in this Article and Article 24), the terms "for each business year" and "within a reasonable period of time following the end of the business year" in that Article are deemed to be replaced with "for each business year designated by the Commissioner of the Financial Services Agency as found necessary by the Commissioner" and "no later than the date designated by the Commissioner of the Financial Services Agency", respectively.
- (2) For the purpose of application of the provisions of Article 110, paragraph (1) of the Act as applied *mutatis mutandis* pursuant to Article 199 of the Act in relation to a conditionally licensed foreign life insurance company, etc., the term "for each business year in Japan" in that paragraph is deemed to be replaced with "for each business year in Japan that is designated by the Commissioner of the Financial Services Agency as found necessary by the Commissioner".
- (3) For the purpose of application of the provisions of Article 203 of the Act in relation to a conditionally licensed foreign life insurance company, etc., the term "Article 187, paragraph (3), items (ii) through (iv)" in that Article is deemed to be replaced with "Article 187, paragraph (3), item (ii)".
- (4) For the purpose of application of provisions of Articles 123 through 125 of the Act as applied *mutatis mutandis* pursuant to Article 207 of the Act to cases where a conditionally licensed foreign insurance company, etc. seeks to change the particulars specified in the document set forth in Article 187, paragraph (3), item (ii) of the Act, the phrase "the documents set forth in Article 187, paragraph (3), items (ii) through (iv)" in Article 123, paragraph (1) of the Act as applied *mutatis mutandis* pursuant to Article 207 of the Act is deemed to be replaced with "the documents set forth in Article 187, paragraph (3), item (ii)"; the phrases "particulars set forth in each of the following items" and "standards prescribed in the relevant item" in Article 124 of the Act as applied *mutatis mutandis* pursuant to Article 207 of the Act are deemed to be replaced with "particulars set forth in item (i)" and "standards prescribed in that item", respectively; the phrase "the documents set forth in Article 187, paragraph (3), items (ii) and (iii)" in item (i) in that Article is deemed to be replaced with "the documents set forth in Article 187, paragraph (3), item (ii)"; and the phrase "the standards set forth in Article 5, paragraph (1), item (iii), (a) through (e) of or item (iv), (a) through (c)" in Article 125 of the Act as applied *mutatis mutandis* pursuant to Article 207 of the Act are deemed to be replaced with "the standards set forth in Article 5, paragraph (1), item (iii), (a) through (e)".

(Special Provisions on License Application Procedures)

- Article 23 (1) When the provisions of Article 188, paragraph (1) of the Act apply, a foreign insurer filing an application for a license under Article 185, paragraph (1) of the Act (hereinafter referred to as "application for a conditional license" in this Article) must, in addition to the particulars listed in the items of Article 187, paragraph (1) of the Act, add a statement in its written application for a license under that paragraph, to the effect that its business will be limited to that related to insurance contracts in which the amounts of insurance proceeds are denominated in foreign currencies and the other parties to the contracts are the parties specified in Article 20.
- (2) For the purpose of application of the provisions of Article 187, paragraph (3) of the Act in relation to a foreign insurer filing an application for a conditional license, the term "the following documents" in that paragraph is deemed to be replaced with "the documents set forth in items (i) and (ii)".
- (3) For the purpose of application of the provisions of Article 5, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 187, paragraph (5) of the Act where an application for a conditional license has been filed, the term "the following standards" in the provisions other than that of each item listed in that paragraph is deemed to be replaced with "the standards set forth in items (i) through (iii)"; and the term "Article 187, paragraph (3), items (ii) and (iii)" in item (iii) of that paragraph is deemed to be replaced with "Article 187, paragraph (3), item (ii)".

(Amount to Be Deposited by a Foreign Insurance Company)

Article 24 The amount specified by Cabinet Order as prescribed in Article 190, paragraph (1) of the Act is two hundred million yen for a foreign insurance company, etc. (excluding a conditionally licensed foreign insurance company, etc.); and ten million yen for a conditionally licensed foreign insurance company, etc.

(Content of a Contract in Lieu of All or Part of Deposit)

Article 25 When a foreign insurance company, etc. concludes a contract referred to in Article 190, paragraph (3) of the Act, the company must have a bank or other financial institution specified by Cabinet Office Order as the other party thereto, and the terms and conditions of the contract must satisfy the following requirements:

- (i) that, when an order of the Prime Minister pursuant to the provisions of Article 190, paragraph (4) of the Act has been issued, deposit in the amount specified by the order will be deposited without delay on behalf of the foreign insurance company, etc.;

- (ii) that the contract is effective for a period of one year or longer; and
- (iii) that the contract may not be canceled, and the terms and conditions of the contract may not be changed, unless the company has obtained approval from the Commissioner of the Financial Services Agency.

(Procedures for the Enforcement of Rights)

Article 26 (1) A person who holds rights under Article 190, paragraph (6) of the Act (hereinafter simply referred to as the "rights" in this Article through Article 28) may file a petition for the enforcement of the rights with the Commissioner of the Financial Services Agency.

(2) When a petition set forth in the preceding paragraph has been filed and the Commissioner of the Financial Services Agency finds the petition to have reasonable grounds, the Commissioner must issue a public notice notifying persons who have a right to the deposit deposited pursuant to the provisions of Article 190, paragraph (1), (2), (4) or (8) of the Act that they must declare their rights within a fixed period of time not shorter than 60 days and that they will be excluded from the distribution process if they fail to declare their rights within that period, and must also notify the person who filed the petition under the preceding paragraph (referred to as the "petitioner" in the following paragraph and paragraph (4)) and the foreign insurance company, etc. for which the deposit was made (if the foreign insurance company, etc. has concluded a contract under Article 190, paragraph (3) of the Act, including the other party to the contract; the same applies in paragraphs (4) and (5)) to that effect.

(3) Once the public notice under the preceding paragraph has been given, even in the event that the petitioner withdraws the petition, this does not prevent the process for the enforcement of the rights from proceeding.

(4) The Commissioner of the Financial Services Agency must assess the rights without delay after the period referred to in paragraph (2) has elapsed. In this case, the Commissioner of the Financial Services Agency must give public notice of the date and place in advance, and notify the foreign insurance company, etc. of the information, and provide the petitioner, the person who has declared their rights within the designated period, and the foreign insurance company, etc. with an opportunity to present evidence and state their opinions as to the existence of the rights and the amount of the claims secured by the rights.

(5) The Commissioner of the Financial Services Agency must, without delay, prepare a distribution list based on the results of the assessment under the preceding paragraph, give public notice of the list, and notify the foreign insurance company, etc. thereof.

(6) The distribution must be implemented in accordance with the distribution list,

after 110 days have elapsed since the day that the public notice was given pursuant to the provisions of the preceding paragraph.

(Return of Deposits)

Article 27 (1) A person who has deposited a deposit pursuant to the provisions of Article 190, paragraph (10) of the Act (referred to as the "depositor" in the following paragraph) may, if any of the items of paragraph (10) of that Article applies, file a petition for return of the deposit under that paragraph (hereinafter referred to as "return of the deposit" in this Article) with the Commissioner of the Financial Services Agency; provided, however, that this does not apply to the period during which the procedures for the enforcement of rights under the preceding Article are still pending.

- (2) When a petition under the preceding paragraph has been filed, and there is any other depositor in connection with the deposit in addition to the depositor who has filed the petition, the petition for return of the deposit is deemed to have been filed for the relevant other depositor as well.
- (3) When a petition set forth in paragraph (1) has been filed, the Commissioner of the Financial Services Agency must issue a public notice notifying persons who have a right to the deposits that they must declare their rights within a fixed period of time not shorter than 60 days and that they will be excluded from the distribution process if they fail to declare their rights within that period, and also notify the person that formerly was the foreign insurance company, etc. for which the deposit was made (if that person has concluded a contract under Article 190, paragraph (3) of the Act, the other party to the contract is included) thereof.
- (4) When no declaration has been made with respect to the rights within the period of time specified in the preceding paragraph, the Commissioner of the Financial Services Agency is to approve the return of the deposit.
- (5) The provisions of paragraphs (4) through (6) of the preceding Article apply mutatis mutandis to cases where rights have been declared within the period set forth in paragraph (3). In such a case, the term "paragraph (2)" in paragraph (4) of the preceding Article is deemed to be replaced with "paragraph (3) of the following Article"; the term "notify the foreign insurance company, etc. of the information, and provide the petitioner" in that paragraph is deemed to be replaced with "notify the party who was formerly the foreign insurance company, etc. related to the deposit (where that party has concluded a contract under Article 190, paragraph (3) of the Act, the counterparty to that contract is included; hereinafter referred to as the "parties relevant to the deposit" in paragraph (3) and the following paragraph), and provide"; the term "and the foreign insurance company, etc." is deemed to be replaced with "and the parties relevant to the deposit"; and the term "the foreign insurance

company, etc." in paragraph (5) of that Article is deemed to be replaced with "the parties relevant to the deposit".

- (6) When rights have been declared within the period referred to in paragraph (3), the Commissioner of the Financial Services Agency is to approve the return of the deposit, only to the extent of the amount that remains after completion of the procedures under paragraphs (4) through (6) of the preceding Article as applied mutatis mutandis pursuant to the preceding paragraphs.

(Realization of Securities in Lieu of Deposits)

Article 28 If securities have been deposited pursuant to the provisions of Article 190, paragraph (9) of the Act and it is necessary for enforcement of the rights, the Commissioner of the Financial Services Agency may realize the securities. In this case, the expenses incurred in relation to the realization of those securities are deducted from the proceeds of the realization.

(Scope of Parent Financial Institutions and Subsidiary Financial Institutions)

Article 28-2 (1) The entities specified by Cabinet Order as prescribed in Article 193-2, paragraph (2) of the Act are the following entities:

- (i) the parent corporation, etc. of the foreign insurance company, etc.;
- (ii) a subsidiary corporation, etc. of the parent corporation, etc. of the foreign insurance company, etc. (excluding the foreign insurance company, etc. itself and entities set forth in the preceding item and paragraph (3), item (i));
- (iii) an affiliated corporation, etc. of the parent corporation, etc. of the foreign insurance company, etc. (excluding an entity set forth in paragraph (3), item (ii));
- (iv) the following company, partnership, or other business entity equivalent thereto (including equivalent entities in foreign states, and excluding the foreign insurance company, etc. itself and entities set forth in the preceding three items and the items of paragraph (3); hereinafter referred to as a "corporation, etc." in this item) that is associated with an individual who holds voting rights exceeding fifty percent of all shareholders' voting rights in the foreign insurance company, etc. (hereinafter referred to as a "specified individual shareholder, etc." in this item):
 - (a) a corporation, etc. in which a specified individual shareholder, etc. holds voting rights exceeding fifty percent of all shareholders' voting rights (including a subsidiary corporation, etc. and an affiliated corporation, etc. of the corporation, etc.); or
 - (b) a corporation, etc. in which the specified individual shareholder, etc. holds voting rights that are at least twenty percent and up to fifty percent of all shareholders' voting rights.

- (2) The entities specified by Cabinet Order as persons engaged in financial

business as prescribed in Article 193-2, paragraph (2) of the Act are the entities set forth in the items of Article 13-8, paragraph (2) (excluding items (iv), (vi) and (vii)).

- (3) The entities specified by Cabinet Order as prescribed in Article 193-2, paragraph (3) of the Act are the following entities:
- (i) a subsidiary corporation, etc. of the foreign insurance company, etc.; and
 - (ii) an affiliated corporation, etc. of the foreign insurance company, etc.
- (4) The entities specified by Cabinet Order as persons engaged in financial business as prescribed in Article 193-2, paragraph (3) of the Act are entities set forth in Article 13-8, paragraph (2), items (i) through (iii) and items (x) through (xiii).

(Specific Interested Parties of a Foreign Insurance Company)

Article 29 The entities specified by Cabinet Order as entities in a unique relationship with a foreign insurance company, etc. as prescribed in the main text of Article 194 of the Act, are the following entities:

- (i) a subsidiary corporation, etc. of the foreign insurance company, etc.;
- (ii) the parent corporation, etc. whose subsidiary corporations, etc. include the foreign insurance company, etc.;
- (iii) a subsidiary corporation, etc. of the entity set forth in the preceding item (excluding the foreign insurance company, etc. itself and the entity set forth in item (i));
- (iv) an affiliated corporation, etc. of the foreign insurance company, etc.; and
- (v) an affiliated corporation, etc. of the entity set forth in item (ii) (excluding the entity set forth in the preceding item).

(Deemed Replacement of Terms in the Provisions of the Companies Act That Are Applied Mutatis Mutandis to Employees of a Foreign Mutual Company)

Article 29-2 (1) When the provisions of Article 10, Article 12, paragraph (1) and Article 13 of the Companies Act are applied mutatis mutandis pursuant to Article 198, paragraph (1) of the Act to the employees of a foreign mutual company, the technical replacement of terms in connection with these provisions is as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Replacement terms
Article 10	head office or branch office	office in Japan

Article 12, paragraph (1), item (iii)	any other company or merchant (excluding any company; the same applies in Article 24)	a company (including a foreign company; the same applies hereinafter) or other mutual company (including a foreign mutual company) or merchant (excluding a merchant that is incorporated as a company)
Article 12, paragraph (1), item (iv)	a director, executive officer or any member who executes the operation of any other company	a director, executive officer or any other member who administers the business operations of a company; or a director or executive officer of any other mutual company (including a foreign mutual company)
Article 13	the head office or any branch office	the office in Japan

(2) When the provisions of Article 17, paragraph (1) the Companies Act are applied mutatis mutandis pursuant to Article 198, paragraph (1) of the Act to the person acting as an agent or intermediary in transactions for a foreign mutual company, the technical replacement of terms in connection with the relevant provisions is as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Replacement terms
Article 17, paragraph (1), item (ii)	a director, executive officer or any member who executes operation of any other company	a director, executive officer or any other member who executes the business of a company; or a director or executive officer of any other mutual company (including a foreign mutual company)

(3) When the provisions of Article 21 and Article 23-2 of the Companies Act are applied mutatis mutandis pursuant to Article 198, paragraph (1) of the Act to the case when a foreign mutual company transfers its business, or acquires business or operations, the technical replacement of terms in connection with these provisions is as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Replacement terms
Article 21	transferor company	transferor foreign mutual company
Article 22, paragraph (1)	any company to which any business is transferred	any company, foreign mutual company or merchant (excluding a company; hereinafter the same applies in this paragraph and the following paragraph) which acquired business of a foreign mutual company; or a foreign mutual company which acquired business of a company, foreign mutual company or operation of a merchant
	assignee company	assignee
	trade name of the transferor company	name of the transferor foreign mutual company, or the name company which has transferred its business or merchant which has transferred its operation
	business of the transferor company	business or operation of the transferor foreign mutual company, the company which has transferred its business or merchant which has transferred its operation (hereinafter referred to as a "transferor") in this Chapter
Article 22, paragraph (2)	business	business or operation

	in cases where the assignee company registers, at the location of its head office, without delay after it has accepted the assignment of the business, a statement to the effect that it will not be liable for the performance of the obligations of the assignor company	when, without delay after it has been assigned the business, an assignee that is a company or a mutual company has registered, at the place in which its head office or a principal branch in Japan (meaning a principal branch in Japan as defined in Article 187, paragraph (1), item (iv) of the Insurance Business Act; hereinafter the same applies in this paragraph) is located, a statement to the effect that it will not be liable to perform the obligations of the transferor foreign mutual company; when, without delay after it has been assigned the business, an assignee that is a merchant has registered a statement to the effect that it will not be liable to perform the obligations of the transferor foreign mutual company; or when, without delay after it has been assigned the business, an assignee that is a mutual company has registered, at the place in which its principal branch is located in Japan, a statement to the effect that it will not be liable to perform the obligations of the company that has transferred its business, the foreign mutual company or of the merchant that has transferred its business operations.
	the assignee company and transferor company	the assignee and transferor
Article 22, paragraph (3)	the assignee company	the assignee
	transferor company	transferor
	business	business or operation
Article 22, paragraph (4)	transferor company	transferor
	business	business or operation
	assignee company	assignee
Article 23, paragraph (1)	assignee company	assignee
	transferor company	transferor
	trade name	name or trade name
	business	business or operation

Article 23, paragraph (2)	assignee company	assignee
	transferor company	transferor
Article 23-2, paragraph (1)	transferor company	transferor
	assignee company	assignee
	business	business or operation
Article 23-2, paragraph (2)	assignee company	assignee
	transferor company	transferor
	business	business or operation
Article 23-2, paragraph (3)	transferor company	transferor
	assignee company	assignee

(Insurance Contracts Concluded in Japan by Foreign Insurance Companies
That Are Excluded from Transfers)

Article 30 The insurance contracts specified by Cabinet Order as prescribed in Article 135, paragraph (2) of the Act as applied mutatis mutandis pursuant to Article 210, paragraph (1) of the Act, are as follows:

- (i) an insurance contract in Japan under which an insured event has already occurred as of the time of the public notice given under Article 137, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 210, paragraph (1) of the Act (referred to as the "public notice" in the following item) (limited to a contract that expires upon the payment of insurance proceeds in connection with the insured event); and
- (ii) an insurance contract in Japan already expired as of the time of the public notice (including an insurance contract canceled before maturity or one which any other grounds for the termination has occurred as of the time of public notice, and excluding an insurance contract as set forth in the preceding item).

(Deemed Replacement of Terms in the Provisions of the Companies Act That
Are Applied Mutatis Mutandis to the Registration of a Foreign Mutual
Company)

Article 30-2 (1) When the provisions of Article 933, paragraph (1) (excluding item (i)), paragraph (2) (excluding item (vii)), paragraph (3) and paragraph (4), Article 934, paragraph (2), Article 935, paragraph (2), and Article 936, paragraph (2) of the Companies Act are applied mutatis mutandis pursuant to Article 215 of the Act to the registration of a foreign mutual company, the technical replacement of terms connection with in these provisions is as set

forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Replacement terms
Article 933, paragraph (1) (excluding item (i))	Article 817, paragraph (1)	Article 193, paragraph (1) of the Insurance Business Act
Article 933, paragraph (1), item (ii)	business office	office
Article 933, paragraph (2) (excluding item (vii))	items of Article 911, paragraph (3) or in the items of Articles 912 through 914	items of Article 64, paragraph (2) of the Insurance Business Act
Article 933, paragraph (2), item (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)	the means of giving public notice under the provisions of the governing law prescribed in item (i)
Article 933, paragraph (2), item (iv)	Article 819, paragraph (3)	Article 819, paragraph (3) as applied mutatis mutandis pursuant to Article 193, paragraph (2) of the Insurance Business Act
Article 933, paragraph (2), item (v)	if there are provisions with regard to the method of public notice under the provisions of Article 939, paragraph (2), such provisions	the provisions with regard to the means of public notice under Article 217, paragraph (1) of the Insurance Business Act
Article 933, paragraph (2), item (iv),(b)	the second sentence of Article 939, paragraph (3)	the second sentence of Article 217, paragraph (2) of the Insurance Business Act
Article 933, paragraph (3)	business office	office
	in Article 911, paragraph (3), item (iii), Article 912, item (iii), Article 913, item (iii) or Article 914, item (iii)	in Article 64, paragraph (2), item (ii) of the Insurance Business Act
	branch office	office

Article 933, paragraph (4)	locations of the domiciles of its representatives in Japan (limited to those whose domicile is in Japan) (or, for a foreign company that has established a business office in Japan, the locality of such business office).	locality of the office
Article 934, paragraph (2), Article 935, paragraph (2) and Article 936, paragraph (2)	business office	office

(2) When the provisions of Article 933, paragraph (4) of the Companies Act are applied mutatis mutandis pursuant to Article 215 of the Act to the registration of a foreign mutual company, the technical replacement of terms in connection with the provisions of Article 915, paragraph (1) of that Act as applied mutatis mutandis pursuant to Article 933, paragraph (4) of that Act is as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Replacement terms
Article 915, paragraph (1)	the matters listed in the items of Article 911, paragraph (3) or in the items of the preceding three Articles	the matters set forth in the items of Article 64, paragraph (2) of the Insurance Business Act

(Deemed Replacement of Terms in the Provisions of the Commercial

Registration Act That Are Applied Mutatis Mutandis to the Registration of a Foreign Mutual Company)

Article 30-3 (1) When the provisions of the Commercial Registration Act are applied mutatis mutandis pursuant to Article 216 of the Act to the registration of a foreign mutual company, the terms "trade name," "head office," "business office" and "representative" in that Act (excluding Article 1-3, Article 12, paragraph (1), item (i), Article 12-2, paragraph (5), Article 27, Article 33, paragraph (1), Article 44, paragraph (2), item (ii), Article 128, Article 129, paragraph (1) item (ii) and paragraph (3) and Article 130, paragraph (1)) are deemed to be replaced with "name," "principal branch in Japan," "principal branch in Japan" and "representative in Japan," respectively, and each term or phrase listed in the middle column of the table below that appears in the

provisions of that Act listed in the left hand column of that table is deemed to be replaced with the corresponding term or phrase listed in the right hand column of that table.

Provisions of the Commercial Registration Act whose terms are to be replaced	Original terms	Replacement terms
Article 1-3	business office	principal branch in Japan (meaning a principal branch in Japan as prescribed in Article 187, paragraph (1), item (iv) of the Insurance Business Act; the same applies hereinafter)
Article 12-2, paragraph (5)	business office (in the case of a company, its head office)	principal branch in Japan
Article 27	A trade name	A name
	that trade name	that name
	a trade name	a trade name or name
	business office (in the case of a company, its head office; hereinafter the same applies in this Article)	principal branch in Japan
	the trade name	the trade name or name
	such party's business office	business office (in the case of a company, its head office) or principal office
Article 33, paragraph (1)	trade name	name
	business office (or a head office, in case of a company; hereinafter the same applies in this Article)	principal branch in Japan
	business office	principal branch in Japan
	business office	principal branch in Japan
Article 44, paragraph (2), item (ii)	business office	office in Japan

(2) When the provisions of Article 15 the Commercial Registration Act are applied mutatis mutandis pursuant to Article 216 of the Act to the registration of a foreign mutual company, the technical replacement of terms in connection

with the provisions of that Act, as applied mutatis mutandis pursuant to that Article, is as set forth in the following table:

Provisions of the Commercial Registration Act whose terms are to be replaced	Original terms	Replacement terms
Article 24, item (i)	business office	principal branch in Japan
Article 24, items (xii) and (xiii)	trade name	name
Article 51, paragraph (1)	head office	principal branch in Japan

(Deemed Replacement of Terms in the Provisions of the Companies Act That Are Applied Mutatis Mutandis to a Foreign Mutual Company Giving Public Notice Pursuant to the Provisions of the Insurance Business Act or Other Laws by Means of Electronic Public Notice)

Article 30-4 When the provisions of Article 946, paragraph (3) of the Companies Act are applied mutatis mutandis pursuant to Article 217, paragraph (3) of the Act to the case in which a foreign mutual company, etc. gives a public notice pursuant to the provisions of the Insurance Business Act or any other laws by means of electronic public notice, the technical replacement of terms in connection with the relevant provisions is as set forth in the following table:

Provisions of the Companies Act whose terms are to be replaced	Original terms	Replacement terms
Article 946, paragraph (3)	trade name	trade name or name

(Amount to Be Deposited by a Licensed Specified Corporation)

Article 31 The amount specified by Cabinet Order as prescribed in Article 223, paragraph (1) of the Act is two hundred million yen.

(Content of a Contract In Lieu of All or Part of Deposit)

Article 32 When a licensed specified corporation concludes a contract referred to in Article 223, paragraph (3) of the Act, the corporation must have a bank or other financial institution specified by Cabinet Office Order as the other party of the contract, and the term and conditions of the contract must satisfy the following requirements:

- (i) that, when an order by the Prime Minister pursuant to the provisions of Article 223, paragraph (4) of the Act has been issued, deposit in the amount

specified by the order is to be deposited without delay on behalf of the licensed specified corporation;

- (ii) that the contract is effective for a period of one year or longer; and
- (iii) that the contract may not be canceled, and the terms and conditions of the contract may not be changed, unless approved by the Commissioner of the Financial Services Agency.

(Procedures for the Enforcement of Rights)

Article 33 (1) A person who holds the rights referred to in Article 223, paragraph (6) of the Act (hereinafter simply referred to as the "rights" in this Article through Article 35) may file a petition for the enforcement of the rights with the Commissioner of the Financial Services Agency.

(2) When a petition referred to in the preceding paragraph has been filed and the Commissioner of the Financial Services Agency finds the petition to have reasonable grounds, the Commissioner must give a public notice notifying persons who have a right to the deposits deposited pursuant to the provisions of Article 223, paragraph (1), (2), (4) or (9) of the Act that they must declare their rights within a fixed period of time not shorter than 60 days and that they will be excluded from the distribution process if they fail to declare their rights within that period, and also notify the person who filed the petition referred to in the preceding paragraph (referred to as the "petitioner" in the following paragraph and paragraph (4)) and the licensed specified corporation for which the deposit was made (if the licensed specified corporation has concluded a contract under Article 223, paragraph (3) of the Act, including the counterparty to that contract; the same applies in paragraphs (4) and (5)) to that effect.

(3) Once the public notice under the preceding paragraph has been given, and the petitioner withdraws a petition, this does not prevent the procedures for the enforcement of the rights from proceeding.

(4) The Commissioner of the Financial Services Agency must assess the rights without delay after the period referred to in paragraph (2) has elapsed. In this case, the Commissioner of the Financial Services Agency must give public notice of the date and place in advance, and notify the licensed specified corporation of the information, and provide the petitioner, the person who has declared their rights within the designated period, and the licensed specified corporation with an opportunity to present evidence and state their opinions as to the existence of the rights and the amount of the claims secured by the rights.

(5) The Commissioner of the Financial Services Agency must, without delay, prepare a distribution list based on the results of the assessment pursuant to the provisions of the preceding paragraph, give public notice of the list, and

notify the licensed specified corporation thereof.

- (6) The distribution must be implemented in accordance with the distribution list under the preceding paragraph after 110 days have elapsed since the day that the public notice was given under the preceding paragraph.

(Return of Deposits)

Article 34 (1) A person who has deposited deposits specified in the provisions of Article 223, paragraph (11) of the Act (hereinafter referred to as the "depositor" in the following paragraph) may, if any of the items of paragraph (11) of that Article applies, file a petition for the return of the deposit under that paragraph (hereinafter referred to as the "return of the deposit" in this Article) with the Commissioner of the Financial Services Agency; provided, however, that this does not apply during the period when the procedures for enforcement of the rights under the preceding Article are still pending.

- (2) When a petition under the preceding paragraph has been filed, if, in addition to the depositor who has filed the petition, there is any other depositor in connection to the deposit, the petition for the return of the deposit is deemed to have been filed by the relevant other depositor as well.

- (3) When a petition under paragraph (1) has been filed, the Commissioner of the Financial Services Agency must issue a public notice notifying persons who have a right to the deposit that they must declare their rights within a fixed period of time not shorter than 60 days and that they will be excluded from the distribution process if they fail to declare their rights within that period, and also notify the person that was formerly the licensed specified corporation for which the deposit was made (if that person has concluded a contract under Article 223, paragraph (3) of the Act, including the other party to the contract).

- (4) When no rights have been declared within the period of time specified in the preceding paragraph, the Commissioner of the Financial Services Agency is to approve the return of the deposit.

- (5) The provisions of paragraphs (4) through (6) of the preceding Article apply mutatis mutandis to the case in which rights have been declared within the period of time referred to in paragraph (3). In such a case, the term "paragraph (2)" in paragraph (4) of the preceding Article is deemed to be replaced with "paragraph (3) of the following Article"; the phrase "notify the licensed specified corporation of the information, and provide the petitioner" in that paragraph is deemed to be replaced with "notify the party that was formerly the licensed specified corporation for which the deposit was made (if that party has concluded a contract under Article 190, paragraph (3) of the Act, including the counterparty to that contract; hereinafter referred to as the "parties relevant to the deposit" in paragraph (3) and the following paragraph), and provide"; the term "and the licensed specified corporation" in that paragraph is

deemed to be replaced with "and the parties relevant to the deposit"; and the term "the licensed specified corporation" in paragraph (5) of that Article is deemed to be replaced with "the parties relevant to the deposit".

- (6) When rights have been declared within the period under paragraph (3), the Commissioner of the Financial Services Agency is to approve the return of the deposit, only to the extent of the amount remaining after completion of the procedures pursuant to the provisions of paragraphs (4) through (6) of the preceding Article as applied *mutatis mutandis* pursuant to the preceding paragraph.

(Realization of Securities in Lieu of Deposits)

Article 35 When securities have been deposited pursuant to the provisions of Article 223, paragraph (10) of the Act, when it is necessary for the enforcement of the rights, the Commissioner of the Financial Services Agency may realize the securities. In this case, the expenses incurred in relation to the realization of those securities are deducted from the proceeds of the realization.

(Application of Other Laws and Regulations to the Underwriting Members of a Licensed Specified Corporation)

Article 36 The laws and regulations specified by Cabinet Order as prescribed in Article 240, paragraph (2) of the Act, are the Building Lots and Buildings Transactions Business Act (Act No. 176 of 1952), the Act on Compensation for Nuclear Damage (Act No. 147 of 1961), the Act on Contract for Indemnification of Nuclear Damage Compensation (Act No. 148 of 1961), the Act on Prevention of Transfer of Criminal Proceeds (Act No. 22 of 2007), the Act on Compensation for Damage to Works of Art in Exhibitions (Act No. 17 of 2011), the Act on Launching of Spacecraft and Control of Spacecraft (Act No. 76 of 2016), the Enforcement Order of the Commodity Derivatives Transaction Act (Cabinet Order No. 280 of 1950), the Enforcement Order of the Trade and Investment Insurance Act (Cabinet Order No. 141 of 1953), Enforcement Order of the Financial Instruments and Exchange Act (Cabinet Order No. 321 of 1965), the Enforcement Order of the Act on Liability for Oil Pollution Damage (Cabinet Order No. 11 of 1976), the Enforcement Order of the Act on Limitation of Shipowner Liability (Cabinet Order No. 248 of 1976), the Enforcement Order of the Act on the Regulation of Membership Contracts Concerning Golf Courses and Related Facilities (Cabinet Order No. 19 of 1993), the Enforcement Order of the Act on Engagement in Trust Business by Financial Institutions (Cabinet Order No. 31 of 1993) and the Enforcement Order of the Trust Business Act (Cabinet Order No. 427 of 2004); an underwriting member of a licensed specified corporation is deemed to be a foreign insurance company, etc. for the purpose of application of the following provisions: the provisions of Article 41,

paragraph (1) of the Building Lots and Buildings Transaction Business Act (limited to the part involving item (ii)), Article 2, paragraph (2), item (xvii) of the Act on Prevention of Transfer of Criminal Proceeds, Article 23, item (vi), Article 28, item (ix) and Article 51, item (x) of the Enforcement Order of the Commodity Derivatives Transaction Act, Article 15-13 of the Enforcement Order of the Financial Instruments and Exchange Act, the Enforcement Order of the Act on Limitation of Shipowner Liability (limited to the part involving item (vii)), Article 2 of the Enforcement Order of the Act on the Regulation of Membership Contracts Concerning Golf Courses and Related Facilities, Article 5 of the Enforcement Order of the Act on Engagement in Trust Business by Financial Institutions, and Article 10 of the Enforcement Order of the Trust Business Act; and the underwriting member of an entity that has obtained a specified non-life insurance business license is deemed to be a foreign non-life insurance company, etc. for the purpose of application of the following provisions: the provisions of Article 8 of the Act on Compensation for Nuclear Damage, Article 19, paragraph (1) of the Act on Contract for Indemnification of Nuclear Damage, Article 13 of the Act on Compensation for Damage to Works of Art in Exhibitions, Article 2, item (ix) of the Act on Launching of Spacecraft and Control of Spacecraft, Article 18 of the Enforcement Order of the Trade and Investment Insurance Act, and Article 3, paragraph (1) (limited to the part involving item (iii)), paragraph (2) (limited to the part of item (i) involving Article 3, paragraph (1), item (iii) of that Article) and paragraph (3) (limited to the part of item (i) involving paragraph (1), item (iii) of that Article) of the Enforcement Order of the Act on Liability for Oil Pollution Damage.

(Scope of Insurance Contracts Not Subject to Changes)

Article 36-2 The insurance contracts specified by Cabinet Order as prescribed in Article 240-2, paragraph (4) of the Act, are as follows:

- (i) an insurance contract under which an insured event has already occurred as of the base date for making changes to the terms and conditions of the contract (referred to as the "base date" in the following item), (limited to a contract that expires upon the payment of the insurance proceeds in connection with the insured event); and
- (ii) an insurance contract whose insurance period has already expired as of the base date (including an insurance contract that has been canceled before maturity or one under which any other grounds for the termination of the contract have occurred as of the base date, and excluding an insurance contract set forth in the preceding item).

(Limitation on Changes to Contract Terms and Conditions)

Article 36-3 The rate specified by Cabinet Order as prescribed in Article 240-4,

paragraph (2) of the Act, is three percent per annum.

(Scope of the Right to Claim Covered Insurance Proceeds)

Article 36-4 The rights specified by Cabinet Order as prescribed in Article 245, item (i) of the Act, are as follows:

- (i) insurance claims;
- (ii) the right to claim compensation of damage (excluding the claims set forth in the preceding item);
- (iii) the right to claim refunds on maturity;
- (iv) the right to claim policyholders' dividends or surplus distributed to members (limited to cases in which the claim for payment is filed simultaneously with the claims set forth in the preceding three items); and
- (v) the right to claim a refund of insurance premiums corresponding to the unexpired period (meaning the period of time left in the insurance period under the insurance contract that has not yet elapsed as of the time of cancellation of the contract or as of the time when the contract ceases to be effective; the same applies in Article 37-4-6, item (v); and limited to the case in which the claim is filed simultaneously with the claims set forth in item (i) or (ii)).

(Scope of Insurance Claims)

Article 37 The rights specified by Cabinet Order, as prescribed in Article 88, paragraph (6) or Article 165-24, paragraph (6) of the Act as applied mutatis mutandis pursuant to Article 70, paragraph (6) and Article 165-17, paragraph (4) (including as applied mutatis mutandis pursuant to Article 165-20 of the Act), as further applied mutatis mutandis to Article 165-7, paragraph (4) of the Act as applied pursuant to Article 255, paragraph (2) of the Act following the deemed replacement of terms (including as applied mutatis mutandis pursuant to Article 165-12 of the Act), are the rights set forth in the items of Article 3.

(Insurance Companies Specified by Cabinet Order as Prescribed in Article 265-2, Paragraph (1) of the Insurance Business Act)

Article 37-2 The insurance companies specified by Cabinet Order as prescribed in Article 265-2, paragraph (1) of the Act, are as follows:

- (i) an insurance company (including a foreign insurance company and a licensed specified corporation; hereinafter the same applies in this Article) engaged solely in business related to reinsurance contracts;
- (ii) an insurance company engaged solely in business related to underwriting insurance contracts in which the amounts of insurance proceeds are denominated in foreign currencies and the other parties to the contracts are non-residents prescribed in Article 20; and

(iii) an insurance company (excluding an insurance company that falls under item (i)) engaged solely in business related to insurance contracts for the expenses and liability of the owners, lessees, or charterers of vessels and any other persons engaged in the navigation of vessels, incurred in relation to the navigation of a vessel (including reinsurance contracts related to the insurance contracts; referred to as "shipowners' liability insurance contracts" in item (iii) of the following Article).

(Persons Specified by Cabinet Order as Prescribed in Article 265-3, Paragraph (2) of the Insurance Business Act)

Article 37-3 The persons specified by Cabinet Order as prescribed in Article 265-3, paragraph (2) of the Act, are the following persons:

- (i) a person who seeks to engage solely in business related to reinsurance contracts;
- (ii) a person who seeks to engage solely in business related to underwriting insurance contracts in which the amounts of insurance proceeds are denominated in foreign currencies and the other parties to the contracts are non-residents prescribed in Article 20; and
- (iii) a person who seeks to engage solely in business related to shipowners' liability insurance contracts (excluding a person who falls under item (i)).

(Maximum Amount of Loans Granted by an Insurance Company or a Financial Institution)

Article 37-4 The amount specified by Cabinet Order as prescribed in Article 265-42 of the Act, is as follows: 460 billion yen for a Life Insurance Policyholders Protection Corporation (meaning a Life Insurance Policyholders Protection Corporation as defined in Article 265-37, paragraph (1) of the Act; the same applies hereinafter); or 50 billion yen for a Non-Life Insurance Policyholders Protection Corporation (meaning a Non-Life Insurance Policyholders Protection Corporation as defined in Article 265-37, paragraph (2) of the Act; the same applies hereinafter).

(Amount of Losses Incurred by the Successor Insurance Company under the Agreement)

Article 37-4-2 The amount calculated in accordance with the provisions of Cabinet Order as prescribed in Article 270-3-9 of the Act, is the amount set forth in item (i) or (ii), calculated for each business year of the successor insurance company under the agreement (meaning the successor insurance company under the agreement prescribed in Article 270-3-6, paragraph (1), item (i); the same applies hereinafter), whichever is less:

- (i) the amount equivalent to the loss resulting from the transfer of the assets

where the assets of the successor insurance company under the agreement has been purchased pursuant to the provisions of Article 270-3-7 of the Act; and

- (ii) the amount calculated in accordance with the provisions of Cabinet Office Order and Ministry of Finance Order as the loss resulting from the settlement of profits and losses.

(Deemed Replacement of Terms in the Provisions of the Insurance Business Act That Are Applied Mutatis Mutandis to the Transfer of Insurance Contracts from a Bankrupt Insurance Company to an Affiliated Corporation)

Article 37-4-3 When the provisions of Article 136-2, paragraph (1) of the Act are applied mutatis mutandis pursuant to Article 270-4, paragraph (9) of the Act to transfer of insurance contracts from a bankrupt insurance company to an affiliated Corporation in relation to the underwriting of insurance contracts, the technical replacement of terms in connection with the relevant provisions is as set forth in the following table:

Provisions of the Insurance Business Act whose terms are to be replaced	Original terms	Replacement terms
Article 137-2, paragraph (1)	Article 135, paragraph (1)	Article 270-4, paragraph (8)

(Amount of Losses in Special Insurance Accounts)

Article 37-4-4 The amount calculated in accordance with the provisions of Cabinet Order as prescribed in Article 270-5, paragraph (4) of the Act, is the amount equivalent to the losses in the special insurance account (meaning a special insurance account prescribed in Article 265-40 of the Act; the same applies hereinafter) resulting from the calculation of profits and losses, as specified by Cabinet Office Order and Ministry of Finance Order.

(Application of Other Laws and Regulations to Cases When a Policyholders Protection Corporation Carries Out Insurance Business)

Article 37-4-5 The laws and regulations specified by Cabinet Order as prescribed in Article 270-6, paragraph (3) of the Act, are as follows: the Temporary Interest Rate Adjustment Act (Act No. 181 of 1947), the Fire Service Act (Act No. 186 of 1948), the Act on Non-Life Insurance Rating Organization of Japan (Act No. 193 of 1948), the Inheritance Tax Act (Act No. 73 of 1950), the Ship Owners' Mutual Insurance Union Act (Act No. 177 of 1950), the Local Tax Act (Act No. 226 of 1950), the Certified Public Tax Accountant Act (Act No. 237 of 1951), the Act on Compensation of Damages Related to Fishing Vessels (Act No.

28 of 1952), the Act Regulating the Receipt of Contributions, Receipt of Deposits, and Interest Rates (Act No. 195 of 1954), the Housing Loan Insurance Act (Act No. 63 of 1955), the Act on Securing Compensation for Automobile Accidents (Act No. 97 of 1955), the Act on Reserve Requirement System (Act No. 135 of 1957), the National Pension Act (Act No. 141 of 1959), the Act on Compensation for Nuclear Damage, the Income Tax Act (Act No. 33 of 1965), the Act on Earthquake Insurance (Act No. 73 of 1966), the Stamp Tax Act (Act No. 23 of 1967), the Workers' Property Accumulation Promotion Act (Act No. 92 of 1971), the Act on Liability for Oil Pollution Damage (Act No. 95 of 1975), the Defined-Benefit Corporate Pension Act (Act No. 50 of 2001), the Act on Prevention of Transfer of Criminal Proceeds, the Act on Launching of Spacecraft and Control of Spacecraft, Cabinet Order on Budgets, the Settlement of Accounts, and Accounting (Imperial Order No. 165 of 1947), the Enforcement Order of the Inheritance Tax Act (Cabinet Order No. 71, 1950), the Enforcement Order for Small and Medium-sized Enterprise Credit Insurance Act (Cabinet Order No. 350 of 1950), the Enforcement Order of the Act on Compensation of Damages Related to Fishing Vessels (Cabinet Order No. 68 of 1952), the Enforcement Order of the Certified Public Accountants Act (Cabinet Order No. 343 of 1952), the Enforcement Order of the Trade and Investment Insurance Act, the Enforcement Order of the Customs Act (Cabinet Order No. 150 of 1954), the Enforcement Order of the Act on Securing Compensation for Automobile Accidents (Cabinet Order No. 286 of 1955), Cabinet Order Providing for the Amount of Charge Related to Automobile Accident Protection Program (Cabinet Order No. 316 of 1955), the Enforcement Order of the Installment Sales Act (Cabinet Order No. 341 of 1961), the Enforcement Order of the Income Tax Act (Cabinet Order No. 96 of 1965), the Enforcement Order of the Corporation Tax Act (Cabinet Order No. 97 of 1965), the Enforcement Order of the Financial Instruments and Exchange Act, the Enforcement Order of the Act on Earthquake Insurance (Cabinet Order No. 164 of 1966), the Enforcement Order of the Stamp Tax Act (Cabinet Order No. 108 of 1967), the Enforcement Order of the Act on Temporary Measures Concerning Interest Subsidy Related to Loan for Building Vessels for Overseas Services (Cabinet Order No. 195 of 1969), the Enforcement Order of the Act on Liability for Oil Pollution Damage, the Enforcement Order of the Act on Limitation of Shipowner Liability, Cabinet Order for the Property Accumulation Project for National Public Officers Implemented by National Public Officers Mutual Aid Association and Federation of National Public Officers Mutual Aid Association (Cabinet Order No. 199 of 1977), Cabinet Order for the Property Accumulation Project for Local Public Officers Implemented by Local Public Officers Mutual Aid Association (Cabinet Order No. 25 of 1978), the Enforcement Order of the Act on the Regulation of

Membership Contracts Concerning Golf Courses and Related Facilities, the Enforcement Order of the Act on Engagement in Trust Business Activities by Financial Institutions, Order for Enforcement of the Act on Provision of Financial Services (Cabinet Order No. 484 of November 17, 2000), the Enforcement Order of the Trust Business Act, the Enforcement Order of the Payment Services Act (Cabinet Order No. 19 of 2010), and the Enforcement Order of the Japan Bank for International Cooperation Act (Cabinet Order No. 221 of 2011); the policyholders protection corporation is deemed as an insurance company for the purpose of application of the following provisions: the provisions of Article 1, paragraph (1) of the Temporary Interest Rate Adjustment Act, Article 33 of the Fire Service Act, Article 59, paragraph (1), items (i) and (ii) of the Inheritance Tax Act, Article 5, paragraph (1), item (i), (c) of the Certified Public Tax Accountant Act, Article 112, paragraph (7) of the Act on Compensation of Damages Related to Fishing Vessels, Article 3 of the Act on Regulating the Receipt of Contributions, Receipt of Deposits, and Interest Rates, Article 2, item (iii) of the Housing Loan Insurance Act, Article 174, item (viii) of the Income Tax Act, Article 14, paragraph (2), Article 42, paragraph (2) and Article 50, paragraph (2) of the Act on Liability for Oil Pollution Damage, Article 2, paragraph (2), item (xvii) of the Act on Prevention of Transfer of Criminal Proceeds, Article 77, item (i) and Article 100-3, items (i) and (ii) of Cabinet Order on Budgets, the Settlement of Accounts, and Accounting, Article 1-3, item (x) of the Enforcement Order of the Small and Medium-sized Enterprise Credit Insurance Act, Article 24 of the Enforcement Order of the Act on Compensation of Damages Related to Fishing Vessels, Article 2, paragraph (1), item (ii) of the Enforcement Order of the Certified Public Accountants Act, Article 62-7, paragraph (1) and Article 62-21, paragraph (1) of the Enforcement Order of the Customs Act, the Enforcement Order of the Automobile Liability Security Act, Article 1 of the Cabinet Order Providing for the Amount of Charge Related to Automobile Accident Protection Program, Article 7 of the Enforcement Order of the Installment Sales Act, Article 84 of the Enforcement Order of the Corporation Tax Act, Article 1-9, item (ii) (limited to the part involving Article 27-28, paragraph (3) of the Financial Instruments and Exchange Act) and Article 15-13 of the Enforcement Order of the Financial Instruments and Exchange Act, Article 22, item (ii) of the Enforcement Order of the Stamp Tax Act, Article 1, item (iii) of the Enforcement Order of the Act on Temporary Measures Concerning Interest Subsidy Related to Loan for Building Vessels for Overseas Services, item (vi) of the Enforcement Order of the Act on Limitation of Shipowner Liability, Article 2 of the Enforcement Order of the Act on the Regulation of Membership Contract Concerning Golf Courses and Related Facilities, Article 5 of the Enforcement Order of the Act on Engagement in Trust Business Activities by

Financial Institutions, Article 27 of the Order for Enforcement of the Act on Provision of Financial Services, Article 10 of the Enforcement Order of the Trust Business Act, Article 8, paragraph (2), item (i) and Article 16, paragraph (2), item (i) of the Enforcement Order of the Payment Services Act, and Article 1 of the Enforcement Order of the Japan Bank for International Cooperation Act; the Life Insurance Policyholders Protection Corporation is deemed as a life insurance company for the purpose of application of the following provisions: the provisions of Article 2, paragraph (2) of the Act on Non-Life Insurance Rating Organization of Japan, Article 34, paragraph (1), item (v) and paragraph (7), and Article 314-2, paragraph (1), item (v) and paragraph (7) of the Local Tax Act, Article 2, paragraph (1), item (vii) of the Act on Reserve Requirement System, Article 128, paragraph (5) and Article 137-15, paragraph (6) of the National Pension Act, Article 76, paragraph (5), item (i) and paragraph (6), item (iv), Article 161, paragraph (1), item (xiv) and Article 225, paragraph (1), item (iv) of the Income Tax Act, Appended Table No. 3 of the Stamp Tax Act, Article 6, Article 6-2, and Article 12 of the Workers' Property Accumulation Promotion Act, Article 91-18, paragraph (7) and Article 93 of the Defined-Benefit Corporate Pension Act, Article 1-2, paragraph (1), item (i) of the Enforcement Order of the Inheritance Tax Act, Article 30, item (i), Article 76, paragraph (2), item (i), Article 183, paragraph (3), item (i), Article 209, paragraph (1), Article 225-3, paragraph (1), item (iii), Article 225-10, Article 280, paragraph (1), item (iii), Article 298, paragraph (6), item (i), and Article 326, paragraph (2), item (i) of the Enforcement Order of the Income Tax Act, Article 145-3, paragraph (1), item (iii), Article 145-9, and Article 177, paragraph (1), item (iii) of the Enforcement Order of the Corporation Tax Act and Article 16, paragraph (1), Article 17, and Article 18 of the Supplementary Provisions for the Enforcement Order of the Corporation Tax Act, Article 4 of the Cabinet Order for the Property Accumulation Project for National Public Officers Implemented by National Public Officers Mutual Aid Association and Federation of National Public Officers Mutual Aid Association and Article 4 of the Cabinet Order for the Property Accumulation Project for Local Public Officers Implemented by Local Public Officers Mutual Aid Association; and the Non-Life Insurance Policyholders Protection Corporation is deemed as a non-life insurance company for the purpose of application of the following provisions: the provisions of Article 2, paragraph (1), item (iv), Article 3, paragraphs (1) and (2), Article 6, Article 7, and Article 10, paragraph (1) of the Act on Non-Life Insurance Rating Organization of Japan, Article 8 of the Ship Owner's Mutual Insurance Union Act, Article 34, paragraph (1), item (v) and paragraph (7) and Article 314-2, paragraph (1), item (v) and paragraph (7) of the Local Tax Act, the Act on Securing Compensation for Automobile Accidents, Article 8 of the Act on Compensation for Nuclear Damage, Article 9, paragraph

(1), item (xviii), Article 76, paragraph (6), item (iv), Article 77, paragraph (2), item (i), Article 161, paragraph (1), item (xiv), and Article 225, paragraph (1), item (v) of the Income Tax Act, the Act on Earthquake Insurance, Appended Table No. 3 of the Stamp Tax Act, Article 6, Article 6-2 and Article 12 of the Workers' Property Accumulation Promotion Act, Article 2, item (ix) of the Act on Launching of Spacecraft and Control of Spacecraft, Article 1-2, paragraph (2), item (i) of the Enforcement Order of the Inheritance Tax Act, Article 18 of the Enforcement Order of the Trade and Investment Insurance Act, Article 30, item (i), Article 184, paragraph (2), Article 225-3, paragraph (1), item (iii), Article 225-10, Article 280, paragraph (1), item (iii), Article 298, paragraph (6), item (ii), Article 320, paragraph (2), and Article 326, paragraph (2), item (i) of the Enforcement Order of the Income Tax Act, Article 145-3, paragraph (1), item (iii), Article 145-9, and Article 177, paragraph (1), item (iii) of the Enforcement Order of the Corporation Tax Act, Article 3 of the Enforcement Order of the Act on Earthquake Insurance, Article 3, paragraph (1) (limited to the part involving item (iii)), paragraph (2) (limited to the part of item (i) involving item (iii), paragraph (1) of that Article) and paragraph (3) (limited to the part of item (i) involving item (iii), paragraph (1) of that Article) of the Enforcement Order of the Act on Liability for Oil Pollution Damage, Article 4 of the Cabinet Order for the Property Accumulation Project for National Public Officers Implemented by National Public Officers Mutual Aid Association and Federation of National Public Officers Mutual Aid Association, Article 4 of the Cabinet Order for the Property Accumulation Project for Local Public Officers Implemented by Local Public Officers Mutual Aid Association and Article 29 of the Order for Enforcement of the Act on Provision of Financial Services.

(Scope of Rights That Can Be Purchased)

Article 37-4-6 The rights specified by Cabinet Order as prescribed in Article 270-6-8, paragraph (1) of the Act, are as follows:

- (i) insurance claims;
- (ii) the right to claim compensation for damage (excluding the right set forth in the preceding item);
- (iii) the right to claim refunds at maturity;
- (iv) the right to claim dividends from policyholders' dividends, or surplus distributed to members (limited to the case in which the claim is filed simultaneously with the claims set forth in the preceding three items);
- (v) the right to claim a refund of insurance premiums corresponding to the unexpired period (limited to the case in which the claim is filed simultaneously with the claims set forth in item (i) or (ii)).

(Special Provisions on the Act on Special Measures Concerning Taxation,

(Applicable to the Purchase of Insurance Claims)

- Article 37-4-7 (1) For the purpose of application of Article 4-2, paragraphs (2) and (9) of the Act on Special Measures Concerning Taxation (Act No. 26 of 1957), when a fact that makes a contract on workers' property accumulation savings for house construction referred to in Article 4-2, paragraph (1) of that Act or performance of the obligations under the contract not applicable to the requirements prescribed in Article 6, paragraph (4), item (ii), (c) or (d), or item (iii), (c) or (d) of that paragraph of the Workers' Property Accumulation Promotion Act occurs, and when the occurrence of the fact is due to a purchase of insurance claims, etc. (meaning a purchase of insurance claims, etc. prescribed in Article 270-6-8, paragraph (1) of the Act; hereinafter the same applies in the following paragraph), the fact is deemed not to fall under the case specified by Cabinet Order as prescribed in Article 4-2, paragraph (2) of the Act on Special Measures Concerning Taxation or the fact prescribed in paragraph (9) of that Article.
- (2) For the purpose of application of Article 4-3, paragraphs (2) and (10) of the Act on Special Measures Concerning Taxation, when a fact that makes a workers' property accumulation pension savings contract prescribed in Article 4-3, paragraph (1) of that Act or performance of the obligations under the contract not applicable to the requirements prescribed in Article 6, paragraph (2), item (ii), (b) or (c), or item (iii), (b) or (c) occurs, and when the occurrence of the fact is due to a purchase of insurance claims, etc., the fact is deemed not to fall under the case specified by Cabinet Order as prescribed in Article 4-3, paragraph (2) of the Act on Special Measures Concerning Taxation or the fact prescribed in paragraph (10) of that Article.

(Corporations Equivalent to the State and Local Governments)

Article 37-5 The corporations specified by Cabinet Order as being equivalent to the State and local governments as prescribed in Article 271-3, paragraph (1) of the Act, are as follows:

- (i) the Japan Investor Protection Fund prescribed in Article 79-21 of the Financial Instruments and Exchange Act;
- (ii) the Deposit Insurance Corporation of Japan;
- (iii) the Agricultural and Fishery Co-operative Savings Insurance Corporation;
- (iv) policyholders protection corporations;
- (v) the Government Pension Investment Fund;
- (vi) the Banks' Shareholdings Purchase Corporation; and
- (vii) foreign governments.

(Holidays Excluded from Notification Periods)

Article 37-5-2 The holidays specified by Cabinet Order as prescribed in Article

271-3, paragraph (1) of the Act, are the days (excluding Sundays) set forth in the items of Article 1, paragraph (1) of the Act on Holidays of Administrative Organs (Act No. 91 of 1988).

(Criteria for Large Volume Transfers over a Short Period)

Article 37-5-3 The criteria specified by Cabinet Order for a case in which a large number of voting rights have been transferred over a short period as prescribed in Article 271-4, paragraph (2) of the Act, are that the proportion of voting rights held after the change (meaning the proportion of voting rights held as prescribed in Article 271-3, paragraph (1), item (i) of the Act; hereinafter the same applies in this Article) that is required to be entered in the statement of changes referred to in that paragraph has come to be less than half of the highest proportion of voting rights held, among the proportion of voting rights held (limited to the proportion calculated as of the base date that falls on or after the day 60 days prior to the new record date for the calculation of the proportion of voting rights held after the change, and the proportion calculated as of the base date that falls on or before the day preceding the day 60 days prior to the new base date whose base date is the closest to the 60 days prior to the new base date) that was entered or was required to be entered in the statement of insurance company voting right holdings (meaning the statement of insurance company voting right holdings prescribed in Article 271-3, paragraph (1) or Article 271-5, paragraph (1) of the Act) in connection with the relevant statement of changes or in other statement of changes (meaning a statement of changes prescribed in Article 271-4, paragraph (1) or Article 271-5, paragraph (2) of the Act) in connection with the relevant statement of insurance company voting right holdings, and that the proportion has decreased by more than five percent from the highest proportion.

(Transactions or Actions That Require Authorization under Article 271-10, Paragraph (1) of the Insurance Business Act)

Article 37-5-4 The transactions or actions specified by Cabinet Order as prescribed in Article 271-10, paragraph (1), item (iii) of the Act, are as follows:

- (i) acquisition of voting rights in companies, etc. other than insurance companies (meaning companies, etc. as defined in Article 2-2, paragraph (1), item (ii) of the Act), by a person who seeks to become a holder of the voting rights (excluding the acquisition of shares or equity interests due to the exercise of security rights, and also excluding acquisition due to any other grounds specified by Cabinet Office Order);
- (ii) a merger under which a company that seeks to become the holder of the voting rights (hereinafter referred to as a "specified company" in this Article) is a party and the specified company exists after the merger;

- (iii) a company split under which a specified company is a party (limited to a company split in which the specified company has its business succeeded to in part); and
- (iv) the transfer of a part of business by a specified company.

(Deemed Replacement of Terms Concerning the Major Foreign Shareholders of an Insurance Company)

Article 37-5-5 The technical replacement of terms for applying the provisions of the Act to the major foreign shareholders of an insurance company (meaning the major foreign shareholders of an insurance company prescribed in Article 271-17 of the Act; the same applies hereinafter) pursuant to the provisions of Article 271-17 of the Act, is as set forth in the following table:

Provisions of the Insurance Business Act whose terms are to be replaced	Original terms	Replacement terms
Article 333, paragraph (1)	the director, executive officer, accounting advisor or the member who carries out the duties thereof, the company auditor, manager, member who administers the business operations, or the liquidator	the director, executive officer, accounting advisor or the member who carries out the duties thereof, the company auditor, representative, manager, member who administers the business operations, or the liquidator, or a person holding an equivalent position

(Transactions or Actions That Require Authorization under Article 271-18, Paragraph (1) of the Insurance Business Act)

Article 37-5-6 The transactions or actions specified by Cabinet Order as prescribed in Article 271-18, paragraph (1), item (iii) of the Act, are as follows:

- (i) acquisition by the company or its subsidiary company of voting rights in a company other than an insurance company (excluding the acquisition of shares or equity interests due to the exercise of security rights, and also excluding acquisition due to any other grounds specified by Cabinet Office Order);
- (ii) a merger under which the company is a party and is to exist after the merger;
- (iii) a company split under which the company is a party (limited to a company split under which the company has its business succeeded to in part); and
- (iv) the transfer of a part of business by the company.

(Company Splits Involving Insurance Holding Companies That Do Not Require Authorization from the Prime Minister)

Article 37-5-7 (1) The company split specified by Cabinet Order as prescribed in Article 271-31, paragraph (2) of the Act, are the following company splits (limited to a company split under which the company has a part of its business succeeded to or succeeds to a part of business; hereinafter the same applies in this Article):

(i) a company split under which the amount of assets or liabilities the company has another person succeeded to is not more than one-twentieth of the amount of total assets or total liabilities of the insurance holding company;
or

(ii) a company split under which the amount of assets or liabilities the company succeeds to is not more than one-twentieth of the amount of total assets or total liabilities of the insurance holding company (excluding the following company splits):

(a) a company split under which the amount specified by Cabinet Office Order as the amount of obligations of the splitting company in an absorption-type company split (meaning a splitting company in an absorption-type company split prescribed in Article 758, item (i) of the Companies Act; hereinafter the same applies in this item) that are succeeded to by the insurance holding company (referred to as "amount of succeeded obligations " in item (b)) exceeds the amount specified by Cabinet Office Order as the amount of assets of the splitting company in an absorption-type company split that are to be succeeded to by the insurance holding company (referred to as "amount of assets succeeded" in item (b));
or

(b) a company split under which the book value of the monies, etc. to be delivered by the insurance holding company to the splitting company in an absorption-type company split (excluding the shares, etc. in the insurance holding company (meaning the shares, etc. as set forth in Article 107, paragraph (2), item (ii), (e) of the Companies Act)) exceeds the amount obtained by deducting the amount of succeeded obligations from the amount of assets succeeded.

(2) For the purpose of application of the provisions of the preceding paragraph, the amount of assets (excluding assets referred to in item (ii), (a) of that paragraph; hereinafter the same applies in this paragraph) or liabilities, or the amount of total assets or total liabilities as referred to in that paragraph is based on the book value (for assets or liabilities to be succeeded to in a company split as set forth in item (ii) of that paragraph, meaning the book value to be assigned upon the company split) immediately prior to the company

split.

(Transfers or Acquisitions of Business Involving an Insurance Holding
Company That Do Not Require Authorization from the Prime Minister)

Article 37-6 (1) The transfers or acquisitions of business specified by Cabinet Order as prescribed in Article 271-31, paragraph (3) of the Act, are transfers or acquisitions of business set forth in the following items:

- (i) a transfer of a part of business in which the amount of assets or liabilities to be transferred incidental thereto is not more than one-twentieth of the amount of total assets or total liabilities of the insurance holding company; and
 - (ii) an acquisition of a part of business under which the amount of assets or the liabilities to be acquired incidental thereto is not more than one-twentieth of the amount of total assets or total liabilities of the insurance holding company.
- (2) For the purpose of application of the provisions of the preceding paragraph, the amount of assets or liabilities, or the amount of total assets or total liabilities as referred to in that paragraph must be based on the book value as of the time immediately before the transfer of business set forth in item (i) of that paragraph, or based on the book value (with regard to assets or liabilities to be acquired, meaning the book value to be assigned upon the acquisition) as of the time immediately before the acquisition for an acquisition of business set forth in item (ii) of that paragraph.

(Deemed Replacement of Terms for a Foreign Holding Company Whose
Subsidiary Companies Include an Insurance Company)

Article 37-7 The technical replacement of terms for applying the provisions of the Act to a holding company whose subsidiary companies include an insurance company and that was incorporated in accordance with the laws and regulations of a foreign state (hereinafter referred to as a "foreign holding company whose subsidiary companies include an insurance company") pursuant to the provisions of Article 271-17 of the Act as applied mutatis mutandis pursuant to Article 271-20 of that Act, is as set forth in the following table:

Provisions of the Insurance Business Act whose terms are to be replaced	Original terms	Replacement terms
Article 271-30, paragraph (1)	its articles of incorporation	its articles of incorporation or any other provisions equivalent thereto

	its directors, executive officers, accounting advisors, company auditors or accounting auditors	its directors, executive officers, accounting advisors, company auditors or accounting auditors, or any other person holding an equivalent position
Article 271-32, paragraph (2), item (vi)	capital	stated capital or contribution
Article 317, item (vii)	its directors, executive officers, accounting advisors, company auditors or accounting auditors	its directors, executive officers, accounting advisors, company auditors or accounting auditors, or any other person holding an equivalent position
Article 333, paragraph (1)	the director, executive officer, accounting advisor or the member who carries out the duties thereof, the company auditor, manager or liquidator	the director, executive officer, accounting advisor or the member who carries out the duties thereof, the company auditor, manager or liquidator, or any person holding an equivalent position
	the director, executive officer, accounting advisor or the member who carries out the duties thereof, the company auditor, manager, member who administers the business operations, or the liquidator	the director, executive officer, accounting advisor or the member who carries out the duties thereof, the company auditor, manager, member who administers the business operations, or the liquidator, or any person holding an equivalent position

(Special Provisions on the Due Date for Filing of Notifications by a Foreign Specified Holding Company)

Article 37-8 Notwithstanding the provisions of Article 271-18, paragraph (2) of the Act, if a specified holding company prescribed in that paragraph is a foreign holding company whose subsidiary companies include an insurance company, the foreign holding company whose subsidiary companies include an insurance company must notify the Commissioner of the Financial Services Agency of the particulars specified in that paragraph within six months from the end of the business year that includes the day on which the grounds specified in that paragraph have occurred; provided, however, that if the company is unable to file the notification within the six-month period due to the laws and regulations or practices of the foreign state (meaning the country that has enacted the laws and regulations governing the incorporation of the

foreign holding company whose subsidiary companies include an insurance company) that are applicable to the preparation of business accounting books, or due to any other legitimate grounds, the due date may be extended by obtaining the approval of the Commissioner of the Financial Services Agency.

(Scope of Parent Financial Institution and Subsidiary Financial Institution)

Article 37-9 (1) The entities specified by Cabinet Order as prescribed in Article 271-21-3, paragraph (2) of the Act, are the entities set forth in the following items:

- (i) the parent corporation, etc. of the insurance holding company;
- (ii) a subsidiary corporation, etc. of the parent corporation, etc. of the insurance holding company (excluding the insurance holding company itself and entities set forth in the preceding item and paragraph (3), item (i));
- (iii) an affiliated corporation, etc. of the parent corporation, etc. of the insurance holding company (excluding an entity set forth in paragraph (3), item (ii));
- (iv) the following company, partnership, or other business entity equivalent thereto (including equivalent entities in foreign states, and excluding the insurance holding company itself and the entities set forth in the preceding three items and the items of paragraph (3); hereinafter referred to as a "corporation, etc." in this item) that is associated with the specified individual shareholder of the insurance holding company:
 - (a) a corporation, etc. (including its subsidiary corporation, etc. and affiliated corporation, etc. of the corporation, etc.) in which the specified individual shareholder holds voting rights exceeding fifty percent of all shareholders' voting rights; or
 - (b) a corporation, etc. in which the specified individual shareholder holds voting rights that are at least twenty percent and up to fifty percent of all shareholders' voting rights.
- (2) The entities specified by Cabinet Order as entities that conduct financial business as prescribed in Article 271-21-3, paragraph (2) of the Act, are the entities set forth in the items of Article 13-8, paragraph (2).
- (3) The entities specified by Cabinet Order as prescribed in Article 271-21-3, paragraph (3) of the Act, are the entities set forth in the following items:
 - (i) a subsidiary corporation etc. of the insurance holding company; and
 - (ii) an affiliated corporation, etc. of the insurance holding company.
- (4) The entities specified by Cabinet Order as entities that conduct financial business as prescribed in Article 271-21-3, paragraph (3) of the Act, are entities set forth in Article 13-8, paragraph (2), items (i) through (iii), and items (x) through (xiii).

Section 2 Special Provisions on Small Amount and Short Term Insurers

(Standards for Insurance Premiums Received by Small Amount and Short Term Insurers)

Article 38 The standard specified by Cabinet Order as prescribed in Article 272, paragraph (2) of the Act, is that the amount of annual insurance premiums collected (meaning the total amount of insurance premiums that have been collected or that has been decided to be collected in a business year (if the amount of insurance premiums include an amount that already has been or that is to be refunded, the amount after deducting that amount; the same applies in Article 38-4, item (ii)), reinsurance refunds, and any other amount specified by Cabinet Office Order, from which the total of the amounts of reinsurance premiums and cancellation refunds that have been paid or that has been decided to be paid in the business year has been deducted) for the previous business year is five billion yen.

(Amount of Stated Capital of a Small Amount and Short Term Insurer That Requires an Accounting Auditor's Audit)

Article 38-2 The amount specified by Cabinet Order as prescribed in Article 272-4, paragraph (1), item (i), (a) of the Act, is three hundred million yen.

(Amount of Stated Capital of a Small Amount and Short Term Insurer That Is Required for the Protection of the Policyholders)

Article 38-3 The amount specified by Cabinet Order as prescribed in Article 272-4, paragraph (1), item (ii) of the Act, is ten million yen.

(Amount to Be Deposited by Small Amount and Short Term Insurers)

Article 38-4 The amount specified by Cabinet Order as prescribed in Article 272-5, paragraph (1) of the Act, is the amount specified in the following items in accordance with the categories set forth in each of those items:

- (i) for the period from the day on which business is commenced to the day on which four months have elapsed since the last day of the first business year: ten million yen;
- (ii) for the period from the day on which four months have elapsed from the day on which each business year begins (excluding the first business year; hereinafter the same applies in this item) (the day is referred to as the "reference date" in the following Article and Article 38-8) to the day on which four months have elapsed since the last day of the relevant business year: ten million yen, to which the product of the amount of the annual insurance premiums collected (meaning the amount obtained by deducting from the total of the amount of insurance premiums that has been collected or that

has been decided to be collected in a business year and the amount of reinsurance premiums, the total amount of reinsurance premiums and cancellation refunds that have been paid or that has been decided to be paid in the relevant business year) for the business year immediately prior to the relevant business year multiplied by the ratio specified by Cabinet Office Order (if this results in an amount that includes a value of less than one million yen, that value is to be rounded off) is added.

(Content of a Contract in Lieu of All or Part of Deposit)

Article 38-5 When a small amount and short term insurer concludes a contract referred to in Article 272-5, paragraph (3) of the Act, the insurer must have a bank or other financial institution specified by Cabinet Office Order as the other party to the contract, and the terms and conditions of the contract must satisfy the following requirements:

- (i) that, when any of the cases set forth in the following sub-items come to apply, the deposit in connection with the order issued by the Prime Minister pursuant to the provisions of Article 272-5, paragraph (4) of the Act (hereinafter simply referred to as the "order" in this item) is to be deposited without delay on behalf of the small amount and short term insurer:
 - (a) when an order has been issued within the period from commencement date of the small amount and short term insurer's business or the reference date, to the day prior to the first reference date that falls after either of the aforementioned dates; and
 - (b) when the small amount and short term insurer has failed to make the deposit under Article 272-5, paragraph (1) of the Act (including the conclusion of a contract referred to in paragraph (3) of that Article) even after the first reference date prescribed in (a), and the other party to the contract has been issued an order to make the deposit;
- (ii) that the contract will be effective for a period of one year or longer; and
- (iii) that the contract may not be canceled, and the terms and conditions of the contract may not be changed, unless approved by the Commissioner of the Financial Services Agency.

(Procedures for the Enforcement of Rights)

- Article 38-6 (1) A person who holds the rights under Article 272-5, paragraph (6) of the Act (hereinafter simply referred to as the "rights" in this Article and the following Article) may file a petition for the enforcement of the rights with the Commissioner of the Financial Services Agency.
- (2) When a petition set forth in the preceding paragraph has been filed and the Commissioner of the Financial Services Agency finds the petition to have reasonable grounds, the Commissioner must issue a public notice notifying the

persons who have a right to the deposit deposited pursuant to the provisions of Article 272-5, paragraph (1), (2), (4) or (8) of the Act that they must declare their rights within a fixed period of time not shorter than 60 days and that they will be excluded from the distribution process if they fail to declare their rights within that period, and also notify the person who filed the petition under the preceding paragraph (hereinafter referred to as the "petitioner" in the following paragraph and paragraph (4)) and the small amount and short term insurer for which the deposit was made (if the small amount and short term insurer has concluded a contract under Article 272-5, paragraph (3) of the Act, including the other party to the contract; the same applies in paragraphs (4) and (5)) to that effect.

- (3) Once the public notice under the preceding paragraph has been given, even in the event that the petitioner withdraws a petition, this does not prevent the procedures for the enforcement of the rights from proceeding.
- (4) The Commissioner of the Financial Services Agency must assess the rights without delay after the period set forth in paragraph (2) has elapsed. In this case, the Commissioner of the Financial Services Agency must give public notice of the date and place in advance, and notify the small amount and short term insurer of the information, and provide the petitioner, the person who has declared their rights within the designated period, and the small amount and short term insurer with an opportunity to present evidence and state their opinions as to the existence of the rights and the amount of the claims secured by the rights.
- (5) The Commissioner of the Financial Services Agency, without delay, must prepare a distribution list based on the results of the assessment under the preceding paragraph, give public notice of the list, and notify the small amount and short term insurer thereof.
- (6) Distribution must be implemented in accordance with the distribution list, after 110 days have elapsed since the day public notice was given pursuant to the provisions of the preceding paragraph.
- (7) When securities have been deposited pursuant to the provisions of Article 272-5, paragraph (9) of the Act, and it is necessary for the enforcement of the rights, the Commissioner of the Financial Services Agency may realize the securities. In this case, the expenses incurred in relation to the realization of the securities are deducted from the proceeds of the realization.

(Return of Deposits)

Article 38-7 (1) A person who has deposited deposits pursuant to the provisions of Article 272-5, paragraph (10) of the Act (referred to as the "depositor" in the following paragraph) may file a petition for the return of the deposit under that paragraph (hereinafter referred to as the "return of the deposit" in this Article)

with the Commissioner of the Financial Services Agency, if any of the items of paragraph (10) of that Article applies; provided, however, that this does not apply to the period during which the procedures for enforcement of the rights under the preceding Article are still pending.

- (2) When the petition under the preceding paragraph has been filed, and in addition to the depositor who has filed the petition, there is any other depositor in connection to the deposit, the petition for the return of the deposit is deemed to have been filed by the relevant other depositor as well.
- (3) When a petition set forth in paragraph (1) has been filed, the Commissioner of the Financial Services Agency must issue a public notice notifying persons who have a right to the deposits that they must declare their rights within a fixed period of time not shorter than 60 days and that they will be excluded from the distribution process if they fail to declare their rights within that period, and also notify the party that was formerly the small amount and short term insurer for which the deposit was made (if the relevant party has concluded a contract under Article 272-5, paragraph (3) of the Act, including the other party to the contract) to that effect.
- (4) When no rights have been declared within the period specified in the preceding paragraph, the Commissioner of the Financial Services Agency is to approve the return of the deposit.
- (5) The provisions of paragraphs (4) through (6) of the preceding Article apply mutatis mutandis to the case in which rights have been declared within the period specified in paragraph (3). In such a case, the terms specified in the middle column of the following table as referred to in the provisions specified in the left column are deemed to be replaced with the terms set forth in the right column of the table.

Article 38-6, paragraph (4)	paragraph (2)	paragraph (3) of the following Article
	notify the small amount and shortterm insurer of such information, and, afford the petitioner, any person	notify the person who was formerly the small amount and shortterm insurer for which the deposit was made (if such a person has concluded a contract under Article 272-5, paragraph (3) of the Act, the other party to the contract is included; hereinafter referred to as the "parties relevant to the deposit" in this paragraph and the following paragraph), and provide any person

	and the small amount and shortterm insurer	and the parties relevant to the deposit
Article 38-6, paragraph (5)	the small amount and shortterm insurer	the parties relevant to the deposit

(6) When rights have been declared within the period set forth in paragraph (3), the Commissioner of the Financial Services Agency is to approve the return of the deposit, only to the extent of the amount remaining after completion of the procedures under paragraphs (4) through (6) of the preceding Article as applied mutatis mutandis pursuant to the preceding paragraphs.

(Content of a Small Amount and Short-Term Insurance Company's Liability Insurance Contract In Lieu of Part of Deposit)

Article 38-8 (1) When a small amount and short term insurer concludes a small amount and short term insurer's liability insurance contract as referred to in Article 272-6, paragraph (1) of the Act (referred to as the "liability insurance contract" in the following paragraph), the insurer must have a non-life insurance company (including a foreign non-life insurance company, etc. and an underwriting member of an entity which has obtained a specified non-life insurance business license referred to in Article 219, paragraph (5) of the Act; the same applies in Article 44, paragraph (1)) or any other entity specified by Cabinet Office Order as the other party to the contract, and the terms and conditions of the contract must satisfy the following requirements:

- (i) the contract promises payment of the amount equivalent to all or part of the insurance proceeds payable by the small amount and short term insurer, in the event of a shortage in funds to pay insurance proceeds;
 - (ii) the contract is to remain in effect for a period of one year or longer starting from the commencement date of the small amount and short term insurer's business or the reference date;
 - (iii) the contract may not be canceled, and the terms and conditions of the contract may not be changed, unless approved by the Commissioner of the Financial Services Agency; and
 - (iv) any other requirements specified by Cabinet Office Order.
- (2) The amount that the Prime Minister may approve as the amount of part of the deposit that the small amount and short term insurer that has concluded a liability insurance contract need not make a deposit under Article 272-6, paragraph (1) of the Act is limited to the amount equivalent to the amount obtained by deducting ten million yen from the deposit amount.

(Amount of Insurance Proceeds for a Single Policyholder)

Article 38-9 (1) The amount specified by Cabinet Order as prescribed in Article

272-13, paragraph (1) of the Act is to be ten million yen per insured person; provided, however, that when the insurance to be underwritten for the insured includes low-incidence insurance (meaning insurance set forth in Article 1-6, item (vi) that is specified by Cabinet Office Order as insurance expected to have a low incidence of insured events in particular; hereinafter the same applies in this Article), and when the total amount of the insurance proceeds per insured person for the low-incidence insurance and the total amount of the insurance proceeds per insured person for insurance other than the low-incidence insurance is not more than ten million yen, respectively, the amount is to be twenty million yen.

- (2) In the case referred to in the preceding paragraph, the aggregate number of insured persons under a single policyholder may not exceed one hundred, and the total amount of insurance proceeds per insured person, in accordance with the category of insurance set forth in each of the items of Article 1-6, may not exceed the amounts set forth in each of those items (if the insurance to be underwritten for the insured person contains a low-incidence insurance, item (vi) is excluded).

(Specified Related Parties of a Small Amount and Short Term Insurer)

Article 38-10 The entities specified by Cabinet Order as prescribed in the main text of Article 100-3 of the Act as applied *mutatis mutandis* pursuant to Article 272-13, paragraph (2) of the Act as entities to which the small amount and short term insurer that has a unique relationship, are the following entities:

- (i) a subsidiary company of the small amount and short term insurer;
- (ii) the small amount and short term insurer's major shareholder (meaning a small amount and short term insurer's major shareholder as prescribed in Article 272-34, paragraph (1) of the Act; hereinafter the same applies in this Article and Article 48, paragraphs (8) through (10)) who holds the number of voting rights in the small amount and short term insurer equal to or exceeding the major shareholder threshold;
- (iii) the small amount and short term insurance holding company whose subsidiary companies include the small amount and short term insurer (meaning a small amount and short term insurance holding company as prescribed in Article 272-37, paragraph (2) of the Act; hereinafter the same applies in this Article and Article 48, paragraphs (13) and (14));
- (iv) a subsidiary company of the entity set forth in the preceding item (excluding the small amount and short term insurer itself and the entity set forth in item (i));
- (v) a subsidiary corporation, etc. of the small amount and short term insurer (excluding the entity set forth in item (i));
- (vi) the parent corporation, etc. whose subsidiaries corporation, etc. include the

- small amount and short term insurer (excluding entities set forth in items (ii) and (iii));
- (vii) a subsidiary corporation, etc. of the parent corporation, etc. whose subsidiary corporation, etc. include the small amount and short term insurer as its subsidiary corporation, etc. (excluding the small amount and short term insurer itself and the entities set forth in the preceding items);
- (viii) an affiliated corporation, etc. of the small amount and short term insurer;
- (ix) an affiliated corporation, etc. of the parent corporation, etc. that has the small amount and short term insurer as its subsidiary corporation, etc. (excluding the entity set forth in the preceding item);
- (x) the following company, partnership, or other business entity equivalent thereto (including an equivalent entity in a foreign state, and excluding the small amount and short term insurer itself; hereinafter referred to as a "corporation, etc." in this item) that is associated with an entity that, from among the entities specified in item (ii), holds voting rights in the small amount and short term insurer exceeding fifty percent of all shareholders' voting rights in the small amount and short term insurer (limited to an individual; hereinafter referred to as a "small amount and short term insurer's specified individual major shareholder" in this item):
 - (a) a corporation, etc. (including subsidiary corporation, etc. and affiliated corporation, etc. of the corporation, etc.) in which the small amount and short term insurer's specified individual major shareholder holds voting rights exceeding fifty percent of all shareholders' voting rights; or
 - (b) a corporation, etc. in which the small amount and short term insurer's specified individual major shareholder holds voting rights that are at least twenty percent and up to fifty percent of all shareholders' voting rights.

(Insurance Contracts Concluded by a Small Amount and Short-Term Insurance Company That Are Excluded from Transfers)

Article 38-11 The insurance contracts specified by Cabinet Order as prescribed in Article 135, paragraph (2) of the Act as applied mutatis mutandis pursuant to Article 272-29 of the Act, are as follows:

- (i) an insurance contract under which an insured event has already occurred as of the time of the public notice under Article 137, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 272-29 of the Act (referred to as the "public notice" in the following item) (limited to a contract that expires upon the payment of insurance proceeds in connection with the insured event); and
- (ii) an insurance contract whose insurance period has already ended as of the time of the public notice (including an insurance contract that has been canceled before maturity or one under which any other grounds for the

termination of the contract have occurred as of the time of the public notice, and excluding an insurance contract set forth in the preceding item).

(Transactions or Actions Requiring Approval in Connection with Holders of the Number of Voting Rights in a Small Amount and Short Term Insurer Equal to or Exceeding the Major Shareholder Threshold)

Article 38-12 The transactions or actions specified by Cabinet Order as prescribed in Article 272-31, paragraph (1), item (iii) of the Act, are as follows:

- (i) acquisition of voting rights in a company, etc. other than a small amount and short term insurer (meaning a company, etc. as defined in Article 2-2, paragraph (1), item (ii) of the Act), by an entity who seeks to become the holder of the voting rights (excluding the acquisition of shares or equity interests due to the exercise of security right, and also excluding acquisition due to other grounds specified by Cabinet Office Order);
- (ii) a merger under which a company that seeks to become the holder of the voting rights (hereinafter referred to as a "specified company" in this Article) is a party and the specified company exists after the merger;
- (iii) a company split to which the specified company is a party (limited to a company split in which the specified company has part of its business succeeded to); and
- (iv) the transfer of a part of business by the specified company.

(Transactions or Actions That Require Approval in Connection with a Small Amount and Short Term Insurance Holding Company)

Article 38-13 The transactions or actions specified by Cabinet Order as prescribed in Article 272-35, paragraph (1), item (iii) of the Act, are as follows:

- (i) acquisition of voting rights in a company other than a small amount and short term insurer, by the company or its subsidiary company (excluding the acquisition of shares or equity interests due to the exercise of security right, and also excluding acquisition due to other grounds specified by Cabinet Office Order);
- (ii) a merger to which the company is a party and is to exist after the merger;
- (iii) a company split to which the company is a party (limited to a company split in which the company has a part of its business succeeded to); and
- (iv) the transfer of a part of business by the company.

(Deemed Replacement of Terms Concerning the Major Shareholder of a Foreign Small Amount and Short Term Insurer)

Article 38-14 The technical replacement of terms for applying the provisions of the Act to the major shareholder of a foreign small amount and short term insurer, etc. pursuant to the provisions of Article 272-41 of the Act (meaning

the major shareholder of a foreign small amount and short term insurer, etc. prescribed in that Article), is as set forth in the following table:

Provisions of the Insurance Business Act whose terms are to be replaced	Original terms	Replacement terms
Article 272-36, paragraph (1), item (ii)	trade name	trade name or name
Article 272-36, paragraph (1), item (iii)	the amount of capital	the amount of stated capital or contribution
Article 272-36, paragraph (1), item (iv)	directors and company auditors	directors and company auditors, or any person holding position equivalent thereto
	director,	director or any person in a similar position,
	directors and executive officers	directors and executive officers, or any person holding position equivalent thereto
Article 272-36, paragraph (2)	its articles of incorporation	its articles of incorporation or any other rules equivalent thereto
Article 271-30, paragraph (1) as applied mutatis mutandis pursuant to Article 272-40, paragraph (2)	its articles of incorporation	its articles of incorporation or any other rules equivalent thereto
	its directors, executive officers, accounting advisors, company auditors or accounting auditors	its directors, executive officers, accounting advisors, company auditors or accounting auditors, or any other person holding an equivalent position
Article 272-42, paragraph (2), item (vi)	the amount of capital	the amount of stated capital or contribution
Article 317, item (vii)	its directors, executive officers, accounting advisors, company auditors or accounting auditors	its directors, executive officers, accounting advisors, company auditors or accounting auditors, or any other person holding an equivalent position

Article 333, paragraph (1)	the director, executive officer, accounting advisor or the member who carries out the duties thereof, the company auditor, manager, member who administers the business operations, or the liquidator	the director, executive officer, accounting advisor or the member who carries out the duties thereof, the company auditor, representative, manager, member who administers the business operations, or the liquidator, or any person holding an equivalent position
	the director, executive officer, accounting advisor or the member who carries out the duties thereof, the company auditor, manager or liquidator	the director, executive officer, accounting advisor or the member who carries out the duties thereof, the company auditor, manager or liquidator, or any person holding an equivalent position
	the director, executive officer, accounting advisor or the member who carries out the duties thereof, a company auditor, manager, member who executes the business or liquidator	the director, executive officer, accounting advisor or the member who carries out the duties thereof, the company auditor, manager, member who administers the business operations, or the liquidator, or any person holding an equivalent position

(Special Provisions on the Due Date for Notification by a Foreign Specified Small Amount and Short Term Insurance Holding Company)

Article 38-15 Notwithstanding the provisions of Article 272-35, paragraph (2) of the Act, if a specified small amount and short term insurance holding company prescribed in that paragraph is a foreign holding company whose subsidiary companies include a small amount and short term insurer, the foreign holding company whose subsidiary companies include the small amount and short term insurer, within six months from the end of the business year containing the day on which the grounds specified in that paragraph have occurred, is to notify the Commissioner of the Financial Services Agency of the particulars specified in that paragraph; provided, however, that where, due to laws and regulations or practices of the foreign state (meaning the country that has enacted the laws and regulations governing the incorporation of the foreign holding company whose subsidiary companies include the small amount and short term insurer) that are applicable to its business accounting books or for any other legitimate grounds, the foreign holding company is unable to file the

notification within the six-month period, the due date may be extended by obtaining the approval of the Commissioner of the Financial Services Agency.

Chapter III Insurance Solicitation

(Entities Eligible to Engage in Insurance Solicitation)

Article 39 The entities specified by Cabinet Order as prescribed in Article 275, paragraph (1), item (i) of the Act, are as follows:

- (i) banks;
- (ii) long-term credit banks;
- (iii) The Shoko Chukin Bank, Ltd.;
- (iv) Shinkin banks and federations of Shinkin banks;
- (v) labor banks and The Rokinren Bank;
- (vi) Norinchukin Bank;
- (vii) Shinkin banks and federation of cooperatives that is engaged in business referred to in Article 9-9, paragraph (1), item (i) (Federations of Cooperatives) of the Small and Medium-Sized Enterprise Cooperatives Act;
- (viii) agricultural cooperatives and federation of agricultural cooperatives that is engaged in business referred to in Article 10, paragraph (1), item (iii) (Business) of the Agricultural Co-operatives Act;
- (ix) fishery cooperatives engaged in business referred to in Article 11, paragraph (1), item (iv) (Types of Business) of the Fishery Cooperative Act (Act No. 242 of 1948); federation of fishery cooperatives engaged in business referred to in Article 87, paragraph (1), item (iv) (Types of Business) of that Act; fishery processing cooperatives engaged in business prescribed in Article 93, paragraph (1), item (ii) (Types of Business) of that Act; and federation of fishery processing cooperatives engaged in business referred to in Article 97, paragraph (1), item (ii) (Types of Business) of that Act.

(Insurance Contracts Related to Foreign Insurers Other Than a Foreign Insurance Company, for Which Insurance Solicitation by Insurance Brokers is Allowed)

Article 39-2 The insurance contracts specified by Cabinet Order as prescribed in Article 275, paragraph (1), item (iv) of the Act, are to be insurance contracts set forth in Article 19, items (i) through (iii) and other insurance contracts specified by Cabinet Office Order.

(Registration Fees)

Article 39-3 (1) The amount specified by Cabinet Order as prescribed in Article 281 of the Act, is as follows: 1,150 yen for a life insurance agent; 1,700 yen for a non-life insurance representative; and 1,150 yen for a small amount and

short term insurance agent.

- (2) The fees referred to in the preceding paragraph must be paid by a revenue stamp equivalent to the amount of the fees affixed on the written application for registration.

(Cases Excluded from Restrictions Imposed on Life Insurance Agents)

Article 40 The cases specified by Cabinet Order as prescribed in Article 282, paragraph (3) of the Act, are as follows:

- (i) cases in which, among the life insurance agent and its employees (if the life insurance agent is a corporation (including an association or a foundation that is not a corporation but for which a representative or an administrator has been designated), this means its officers (including a representative or an administrator of an association or a foundation that is not a corporation) and employees), there is a person who has acquired knowledge, etc. that is required for carrying out business in connection with insurance solicitation on behalf of two or more affiliated insurance companies, etc. in an appropriate and fair manner, or a person who has been specified by the Commissioner of the Financial Services Agency as a person who is able to manage such business in an appropriate manner;
- (ii) the case in which the life insurance agent comes to have two or more affiliated insurance companies, etc. by making a person specified by the Commissioner of the Financial Services Agency as a life insurance company (including a foreign life insurance company, etc.) that is closely related to the life insurance agent, its affiliated insurance company, etc., and where the case has been specified by the Commissioner of the Financial Services Agency as a case in which the life insurance agent is found to be placed in a situation where the agent can execute business in connection with insurance solicitation it engages in on behalf of the two or more affiliated insurance companies, etc. in a precise and fair manner.

(Amount of Security Deposits)

Article 41 The amount of security deposits specified by Cabinet Order as prescribed in Article 291, paragraph (2) of the Act, is to be twenty million yen; provided, however, that on or after the day when three months has elapsed since the last day of an insurance broker's first business year, the amount of the security deposits for the period between the day on which three months have elapsed since the day the insurance broker's first business year commenced (hereinafter referred to as the "reference date" in the following Article and Article 44) and the day when three months has elapsed since the day on which each of the relevant business years end is to be the amount equivalent to the total of fees, remuneration and any other consideration

received by the insurance broker in connection with intermediation for the conclusion of insurance contracts in the three years prior to the day preceding the day on which each business year begins (if such total amount is less than twenty million yen, the amount of the security deposits is to be twenty million yen; and if the total amount exceeds eight hundred million yen, the amount of the security deposit is to be eight hundred million yen).

(Content of a Contract In Lieu of All or Part of Deposit)

Article 42 When an insurance broker concludes a contract as referred to in Article 291, paragraph (3) of the Act, the insurance broker must have a bank or other financial institution specified by Cabinet Office Order as the other party to the contract, and the terms and conditions of the contract must satisfy the following requirements:

- (i) that, when the case comes to fall under the following cases, the deposit in connection with the order issued by the Prime Minister pursuant to the provisions of Article 291, paragraph (4) of the Act (hereinafter simply referred to as the "order" in this item) on behalf of the insurance broker is to be deposited without delay:
 - (a) when an order has been received within the period of time from the commencement date of the insurance broker's business or the reference date, to the date prior to the first reference date that falls after either of the aforementioned dates;
 - (b) when the insurance broker has failed to make the deposit under Article 291, paragraph (1) of the Act (including the conclusion of a contract as referred to in paragraph (3) of that Article) even after the first reference date that falls after the dates referred to in (a), and the other party to the contract has been issued an order to make the deposit;
- (ii) that the contract may not be canceled, and the terms and conditions of the contract may not be changed, unless approved by the Commissioner of the Financial Services Agency.

(Procedures for the Enforcement of Rights)

- Article 43 (1) A person who holds the rights referred to in Article 291, paragraph (6) of the Act (hereinafter simply referred to as the "rights" in this Article) may file a petition for the enforcement of the rights with the Commissioner of the Financial Services Agency.
- (2) When a petition set forth in the preceding paragraph has been filed and the Commissioner of the Financial Services Agency finds the petition to have reasonable grounds, the Commissioner must issue a public notice notifying persons who have a right to the amount deposited pursuant to the provisions of Article 291, paragraph (1), (2), (4) or (8) of the Act that they must declare their

rights within a fixed period of time not shorter than 60 days and that they will be excluded from the distribution process if they fail to declare their rights within that period, and also notify the person who filed the petition under the preceding paragraph (referred to as the "petitioner" in the following paragraph and paragraph (4)) and the insurance broker for which the deposit was made (if the insurance broker has concluded a contract under Article 291, paragraph (3) of the Act, including the other party to the contract; the same applies in paragraphs (4) and (5)) to that effect.

- (3) Once the public notice under the preceding paragraph has been given, even in the event that the petitioner withdraws a petition, this does not prevent the procedures for the enforcement of the rights from proceeding.
- (4) The Commissioner of the Financial Services Agency must assess the rights without delay after the period set forth in paragraph (2) has elapsed. In this case, the Commissioner of the Financial Services Agency must give public notice of the date and place in advance, and notify the insurance broker of the information, and provide the petitioner, the person who has declared their rights within the designated period, and the insurance broker with an opportunity to present evidence and to state their opinions as to the existence of the rights and the amount of the claims secured by the rights.
- (5) The Commissioner of the Financial Services Agency must, without delay, prepare a distribution list based on the results of the assessment under the preceding paragraph, give public notice of the list, and notify the insurance broker thereof.
- (6) Distribution is to be implemented in accordance with the distribution list set forth in the preceding paragraph, after 110 days have elapsed since the public notice was given under the preceding paragraph.
- (7) When the Commissioner of the Financial Services Agency is unable to ascertain the location of the office of the insurance broker, the Commissioner is not required to give the notice pursuant to the provisions of paragraphs (2), (4) and (5) to the insurance broker.
- (8) When any securities have been deposited pursuant to the provisions of Article 291, paragraph (9) of the Act and it is necessary for enforcement of the rights, the Commissioner of the Financial Services Agency may realize the securities. In this case, the expenses incurred in connection to the realization of securities are deducted from the proceeds of the realization.

(Content of an Insurance Broker Liability Insurance Contract In Lieu of Part of Security Deposit)

Article 44 (1) When an insurance broker concludes an insurance broker liability insurance contract referred to in Article 292, paragraph (1) of the Act (referred to as a "liability insurance contract" in the following paragraph), the insurance

broker must have a non-life insurance company or any other entity specified by Cabinet Office Order as the other party to the contract, and the terms and conditions of the contract must satisfy the following requirements:

- (i) that, when the insurance broker has incurred any liability to compensate for damage in connection with the intermediation for the conclusion of insurance contracts, losses it incurs through the compensation of damage due to specific grounds (referred to as "losses due to specific grounds" in the following item) will be covered; and
 - (ii) that, when the loss that will be covered is limited to the case where the amount of loss due to specific grounds exceeds a fixed amount of money and the covered loss will be the portion of the loss that exceeds the fixed amount of money, the fixed amount is not more than the amount specified by the Commissioner of the Financial Services Agency in consideration of the insurance broker's business status and the protection of policyholders, etc.;
 - (iii) that the contract will remain in effect for a period of one year or longer starting from the commencement date of the insurance broker's business or the reference date; and
 - (iv) that the contract may not be canceled, and the terms and conditions of the contract may not be changed, unless approved by the Commissioner of the Financial Services Agency; and
 - (v) any other requirements specified by the Commissioner of the Financial Services Agency.
- (2) The amount that the Prime Minister may approve as the portion of the security deposit referred to in Article 291, paragraph (1) of the Act that the insurance broker who has concluded a liability insurance contract need not deposit, is limited to the amount equivalent to the amount obtained by deducting twenty million yen from the deposit amount.

(Means of Using Information and Communication Technology to Indicate the Name of an Insurance Broker)

- Article 44-2 (1) When an insurance broker seeks to provide the information prescribed in Article 294, paragraph (5) of the Act pursuant to the provisions of that paragraph, the insurance broker must, in advance and pursuant to the provisions of Cabinet Office Order, indicate to the customer the type and details of the means set forth in that paragraph that it will use (hereinafter referred to as "electronic or magnetic means" in this Article) and obtain consent of the customer in writing or by electronic or magnetic means.
- (2) When an insurance broker that has obtained the consent referred to in the preceding paragraph is notified in writing or by electronic or magnetic means to the effect that the customer refuses to receive the information by electronic or magnetic means, the insurance broker must not provide the customer with

the information set forth in Article 294, paragraph (5) of the Act by electronic or magnetic means; provided, however, that this does not apply when the customer has given consent under the preceding paragraph again.

(Provision of Information by Use of Information and Communication Technology)

Article 44-3 (1) In cases where an insurance company, etc. (meaning an insurance company, etc. as defined in Article 2-2, paragraph (1) of the Act; the same applies in the following paragraph, the following Article, Article 45, items (i) and (v), and Article 45-2), a foreign insurance company, etc., an insurance agent, or an insurance broker seeks to provide information prescribed in Article 34-2, paragraph (4) of the Financial Instruments and Exchange Act as Applied Mutatis Mutandis, pursuant to the provisions of Article 34-2, paragraph (4) (including as applied mutatis mutandis pursuant to Article 34-3, paragraph (12) (including as applied mutatis mutandis pursuant to Article 34-4, paragraph (6) of the Financial Instruments and Exchange Act as Applied Mutatis Mutandis), Article 34-4, paragraph (3), Article 37-3, paragraph (2) and Article 37-4, paragraph (2); the same applies in this Article) of the Financial Instruments and Exchange Act (hereinafter referred to as the "Financial Instruments and Exchange Act as Applied Mutatis Mutandis" in this Article through Article 44-5) as applied mutatis mutandis pursuant to Article 300-2 of the Act, the entity must indicate to the recipient of the information the type and details of the means set forth in the paragraph that it will use (hereinafter referred to as the "electronic or magnetic means") and obtain consent of the recipient in writing or by electronic or magnetic means, in advance and pursuant to the provisions of Cabinet Office Order.

(2) In cases where the recipient has made a notice in writing or by electronic or magnetic means to the effect that the recipient refuses to receive information provided by electronic or magnetic means, the insurance company, etc., foreign insurance company, etc., insurance agent or insurance broker which has obtained consent pursuant to the provisions of the preceding paragraph must not provide the recipient with the information prescribed in Article 34-2, paragraph (4) of the Financial Instruments and Exchange Act as Applied Mutatis Mutandis by electronic or magnetic means; provided, however, that this does not apply to cases where the recipient has given consent under the preceding paragraph again.

(Acquisition of Consent by Use of Information and Communication Technology)

Article 44-4 (1) In cases where an insurance company, etc., a foreign insurance company, etc., or an insurance broker seeks to obtain consent by the means specified by Cabinet Office Order as prescribed in Article 34-2, paragraph (12)

of the Financial Instruments and Exchange Act as Applied Mutatis Mutandis (hereinafter referred to as "electronic or magnetic means" in this Article) in lieu of the document set forth in Article 34-2, paragraph (11), pursuant to the provisions of Article 34-2, paragraph (12) of the Financial Instruments and Exchange Act as Applied Mutatis Mutandis (including as applied mutatis mutandis pursuant to Article 34-3, paragraph (3) of the Financial Instruments and Exchange Act as Applied Mutatis Mutandis (including as applied mutatis mutandis pursuant to Article 34-4, paragraph (6) of the Financial Instruments and Exchange Act as Applied Mutatis Mutandis); hereinafter the same applies in this Article), it must present to the other party from whom the consent is to be obtained, the type and details of the electronic or magnetic means and obtain consent from that other party in writing or by electronic or magnetic means, in advance and pursuant to Cabinet Office Order provisions.

- (2) In cases where the other party has made a notice in writing or by electronic or magnetic means to the effect that the party refuses to give consent by electronic or magnetic means, the insurance company, etc., foreign insurance company, etc., or insurance broker which has obtained the consent pursuant to the provisions of the preceding paragraph must not obtain from the other party the consent under Article 34-2, paragraph (12) of the Financial Instruments and Exchange Act as Applied Mutatis Mutandis by electronic or magnetic means; provided, however, that this does not apply to cases in which the recipient has given consent under the preceding paragraph again.

(Important Matters That Influence a Customer's Judgment)

Article 44-5 (1) The matters specified by Cabinet Order as prescribed in Article 37, paragraph (1), item (iii) of the Financial Instruments and Exchange Act as Applied Mutatis Mutandis, are as follows:

- (i) matters related to the fees, remuneration, or any other consideration payable by a customer under specified insurance contract (meaning a specified insurance contract as prescribed in Article 300-2 of the Act; the same applies hereinafter), as specified by Cabinet Office Order;
 - (ii) if there is a risk of losses arising directly from a fluctuation in such indicators as the interest rate, the currency value, or quotations on a financial instruments market with regard to the conclusion of a specified insurance contract by a customer, the following matters:
 - (a) the indicators; and
 - (b) the fact that there is a risk of losses from fluctuations in the indicators, and the reason therefor;
 - (iii) particulars specified by Cabinet Office Order as equivalent to the matters specified in the preceding two items.
- (2) Notwithstanding the provisions of the preceding paragraph, when the action

specified in Article 37, paragraph (1) of the Financial Instruments and Exchange Act as Applied Mutatis Mutandis is to be implemented by means of broadcasting through the use of a private broadcaster's broadcasting facilities or by any other means specified by Cabinet Office Order as equivalent thereto, the particulars specified by Cabinet Order that are referred to in Article 37, paragraph (1), item (iii) of the Financial Instruments and Exchange Act as Applied Mutatis Mutandis are as follows:

- (i) if there is a risk of losses arising directly from a fluctuation in such indicators as the interest rate, the currency value, or quotations on a financial instruments market with regard to the conclusion of a specified insurance contract by a customer, the fact that there is such risk; and
- (ii) particulars specified by Cabinet Office Order as equivalent to the matters specified in the preceding item.

(Deemed Replacement of Terms in the Provisions of the Financial Instruments and Exchange Act That Are Applied Mutatis Mutandis to the Conclusion of Specified Insurance Contracts)

Article 44-6 (1) When the provisions of Article 34 of the Financial Instruments and Exchange Act are applied mutatis mutandis pursuant to Article 300-2 of the Act to the conclusion of a specified insurance contract by an insurance company, etc., a foreign insurance company, etc., or an insurance broker, or to the conclusion of a contract that involves the intermediation for the conclusion of a specified insurance contract on behalf of the customer, the technical replacement of terms in these provisions is as set forth in the following table:

Provisions of the Financial Instruments and Exchange Act whose terms are to be replaced	Original terms	Replacement terms
Article 34	paragraph (31), item (iv) of that Article	Article 2, paragraph (31), item (iv)

(2) When the provisions of Article 37-3, paragraph (1) (excluding items (ii) and (vi)) of the Financial Instruments and Exchange Act are applied mutatis mutandis pursuant to Article 300-2 of the Act to the conclusion of a specified insurance contract by an insurance company, etc., a foreign insurance company, etc., an insurance agent, or an insurance broker, or to its agency or intermediation, the technical replacement of terms in these provisions is as set forth in the following table:

Provisions of the Financial Instruments and Exchange Act whose terms are to be replaced	Original terms	Replacement terms
Article 37-3, paragraph (1), item (i)	address	address (for a foreign insurance company, etc., the address of a branch office, etc. (meaning branch office, prescribed in Article 185, paragraph (1) of the Insurance Business Act))

Chapter IV Designated Dispute Resolution Organization

(Designation under Other Laws Related to Business Equivalent to the Dispute Resolution Services)

Article 44-7 The designation specified by Cabinet Order as prescribed in Article 308-2, paragraph (1), item (ii) and item (iv), (b), Article 308-6, and Article 308-23, paragraph (3) of the Act, is as follows:

- (i) the designation pursuant to the provisions of Article 156-39, paragraph (1) (Designation of a Person to Conduct Dispute Resolution Services) of the Financial Instruments and Exchange Act; and
- (ii) the designation set forth in the items of Article 44-9.

(Proportion of the Number of Insurance-Related Businesses That Have Stated Their Objection to the Total Number of Insurance-Related Businesses)

Article 44-8 The proportion specified by Cabinet Order prescribed in Article 308-2, paragraph (1), item (viii) of the Act, is one-third.

(Exclusion from Restrictions on Use of Name)

Article 44-9 The entities specified by Cabinet Order as prescribed in Article 308-17 of the Act, are entities that has obtained any of the designations set forth in the following items:

- (i) designation pursuant to the provisions of Article 35-2, paragraph (1) of the Mutual Loan Business Act (Act No. 42 of 1931);
- (ii) designation pursuant to the provisions of Article 12-2, paragraph (1) of the Act on Engagement in Trust Business Activities by Financial Institutions (Act No. 43 of 1943);
- (iii) designation pursuant to the provisions of Article 92-6, paragraph (1) of the Agricultural Co-operatives Act;

- (iv) designation pursuant to the provisions of Article 118, paragraph (1) of the Fisheries Cooperative Act;
- (v) designation pursuant to the provisions of Article 69-2, paragraph (1) of the Small and Medium-Sized Enterprise Cooperatives Act;
- (vi) designation pursuant to the provisions of Article 6-5-12, paragraph (1) of the Act on Financial Businesses by Cooperatives (Act No. 183 of 1949);
- (vii) designation pursuant to the provisions of Article 85-12, paragraph (1) of the Shinkin Bank Act (Act No. 238 of 1951);
- (viii) designation pursuant to the provisions of Article 16-8, paragraph (1) of the Long-Term Credit Bank Act;
- (ix) designation pursuant to the provisions of Article 89-13, paragraph (1) of the Labor Bank Act (Act No. 227 of 1953);
- (x) designation pursuant to the provisions of Article 52-62, paragraph (1) of the Banking Act;
- (xi) designation pursuant to the provisions of Article 41-39, paragraph (1) of the Money Lending Business Act (Act No. 32 of 1983);
- (xii) designation pursuant to the provisions of Article 51, paragraph (1) of the Act on Provision of Financial Services (Act No. 101 of 2000)
- (xiii) designation pursuant to the provisions of Article 95-6, paragraph (1) of the Norinchukin Bank Act (Act No. 93 of 2001);
- (xiv) designation pursuant to the provisions of Article 85-2, paragraph (1) of the Trust Business Act; and
- (xv) designation pursuant to the provisions of Article 99, paragraph (1) of the Payment Services Act.

Chapter V Miscellaneous Provisions

(Cases When an Application for an Insurance Contract May Not Be Withdrawn)

Article 45 The cases specified by Cabinet Order as prescribed in Article 309 paragraph (1), item (vi) of the Act, are as follows:

- (i) when an applicant, etc. (meaning the applicant, etc. as prescribed in Article 309, paragraph (1) of the Act; hereinafter the same applies in this Article), upon notifying the insurance company, etc., foreign insurance company, etc. (including an underwriting member of a licensed specified corporation; the same applies in item (v) and the following Article), specified insurance agent (meaning a specified insurance agent as prescribed in Article 276 of the Act; the same applies in Article 49, paragraphs (1) and (3)), insurance broker or financial service intermediary as provided in Article 11, paragraph (6) of the Act on Provision of Financial Services (limited to an intermediary engaged in insurance intermediary business operations as prescribed in paragraph (3) of

- that Article) (hereinafter collectively referred to as the "insurer" in this Article) of the day of the visit in advance, and visits the business office, office or any other facilities similar thereto (hereinafter referred to as the "business office, etc." in this item and the following item), and the applicant, etc. after having indicated in the notice or on the occasion of the visit that the purpose of the visit is to enter into an insurance contract, has entered into an insurance contract at the business office, etc.;
- (ii) when an applicant, etc. has requested to enter into an insurance contract at a place the applicant designates (excluding the business office, etc. of the insurer, and also the residence of the applicant, etc.), and the applicant, etc. has actually entered into the insurance contract;
 - (iii) when an applicant, etc. has entered into an insurance contract by mail or any other means specified by Cabinet Office Order;
 - (iv) when an applicant, etc. has paid insurance premiums under an insurance contract or made any other payment equivalent thereto, by means of remittance to the bank account or postal savings account of the insurer (excluding the case where the applicant, etc. made the payment by requesting the insurer that is the other party to the insurance contract, the insurer that provided agency or intermediary service for the conclusion of the insurance contract, or to the officer or employee thereof to make the payment);
 - (v) if an applicant, etc. has entered into an insurance contract that comes into effect subject to a diagnostic examination by a physician designated by the insurance company, etc. or a foreign insurance company, etc., when the diagnostic examination has been completed;
 - (vi) when the insurance contract falls under the category of a workers' property accumulation savings contract, a workers' property accumulation pension savings contract, or a contract on workers' property accumulation savings for house construction prescribed in Article 6 of the Workers' Property Accumulation Promotion Act;
 - (vii) when the insurance contract is intended to provide a security for the performance of obligations under a monetary loan agreement, lease contract, or any other contracts; and
 - (viii) when the insurance contract is intended as the novation (limited to the novation for the purpose of making a change to the amount of insurance proceeds and other content of insurance benefits, or the insurance period) or renewal of any insurance contract that has already been concluded (hereinafter referred to as an "existing contract" in this item), or for changing the amount of insurance proceeds, insurance period, or any other terms and conditions under the existing contract.

(Means of Using Information and Communications Technology to Withdraw an Application for an Insurance Contract)

- Article 45-2 (1) When an insurance company, etc. or foreign insurance company, etc. seeks to provide the information prescribed in Article 309 paragraph (2) of the Act pursuant to the provisions of that paragraph, the company must indicate to the applicant, etc. the type and details of the means it will use as set forth in the first sentence of that paragraph (hereinafter referred to as "electronic or magnetic means" in this Article) and obtain consent from the applicant, etc. in writing or by electronic or magnetic means in advance and pursuant to the provisions of Cabinet Office Order,.
- (2) When an insurance company, etc. or a foreign insurance company, etc. that has obtained the consent set forth in the preceding paragraph is notified in writing or by electronic or magnetic means to the effect that the applicant, etc. refuses to be provided with information by electronic or magnetic means, the company must not provide the applicant, etc. with the information set forth in Article 309, paragraph (2) of the Act by electronic or magnetic means; provided, however, that this does not apply to cases in which the applicant, etc. has given consent under the preceding paragraph again.

(Authority Excluded from the Scope of Authority Delegated to the Commissioner of Financial Services Agency)

Article 46 The authority specified by Cabinet Order as prescribed in Article 313, paragraph (1) of the Act, is as follows:

- (i) licenses under Article 3, paragraph (1), Article 185, paragraph (1), and Article 219, paragraph (1) of the Act;
- (ii) rescission of licenses under Article 3, paragraph (1), Article 185, paragraph (1), and Article 219, paragraph (1) of the Act, pursuant to the provisions of Article 133, Article 134, Article 205, Article 206, Article 231, and Article 232 of the Act;
- (iii) authorization under Article 265-9, paragraph (2), Article 271-18, paragraph (1), and the proviso to Article 271-18, paragraph (3) of the Act;
- (iv) rescission of authorization under Article 265-9, paragraph (2), Article 271-18, paragraph (1), and the proviso to Article 271-18, paragraph (3) of the Act, pursuant to the provisions of Article 265-47 and Article 271-30, paragraph (1) of the Act;
- (v) public notice under the first sentence of Article 189, the first sentence of Article 222, Article 237 (limited to the part involving item (ii)) and Article 274 (limited to the part involving items (ii) and (vi)) of the Act; and
- (vi) notice under Article 311-3, paragraph (1) of the Act (limited to the part involving item (i) (excluding the parts involving the registration under Article 272, paragraph (1) of the Act), item (ii) (limited to the part involving

the authorization under Article 271-18, paragraph (1) and the proviso to Article 271-18 of the Act), item (iv) (excluding the part involving revocation of the registration under Article 272, paragraph (1) of the Act) and item (v) (limited to the part involving rescission of authorization under Article 271-10, paragraph (1) or the proviso to Article 271-10, paragraph (2) of the Act, and rescission of authorization under Article 271-18, paragraph (1) or the proviso to Article 271-18, paragraph (3) of the Act)).

(Delegation of Authority Over Insurance Companies to the Director-Generals of Local Finance Bureaus and Other Officials)

Article 47 (1) The authority delegated to the Commissioner of the Financial Services Agency under Article 313, paragraph (1) of the Act and the authority of the Commissioner of the Financial Services Agency conferred under this Cabinet Order (hereinafter referred to as the "Commissioner's authority") specified in the following items may be exercised by the Director-General of the Local Finance Bureau with jurisdiction over the locality of the head office, etc. of the insurance company, foreign insurance company, etc., or licensed specified corporation and its underwriting members (hereinafter referred to as the "insurance company, etc." in the following paragraph and paragraph (3)) (or by the Director-General of the Fukuoka Local Finance Branch Bureau, when the locality is within the district under the jurisdiction of the Fukuoka Local Finance Branch Bureau):

- (i) request for the submission of reports and materials under Article 128, paragraphs (1) and (2), Article 200, paragraphs (1) and (2) and Article 226, paragraphs (1) and (2) of the Act;
 - (ii) questioning and on-site inspections under Article 129, paragraphs (1) and (2), Article 201, paragraphs (1) and (2), and Article 227, paragraphs (1) and (2) of the Act; and
 - (iii) orders for the submission of reports and materials, questioning, and on-site inspections pursuant to the provisions of Article 42, paragraph (1) of the Trust Business Act as applied mutatis mutandis pursuant to Article 99, paragraph (8) of the Act.
- (2) The authority set forth in the items of the preceding paragraph in relation to a business office, etc. (meaning the business office, office, or any other facilities of an insurance company other than its head office, etc.; subsidiary companies, etc. of an insurance company (meaning subsidiary companies, etc. prescribed in Article 128, paragraph (2) of the Act; and including their facilities); an entity that an insurance company has entrusted with its business (including entities entrusted from that entity (including entrustment at two or more degrees of separation from the original entrustment) and their facilities); a specified related party prescribed in Article 194 of the Act (including their facilities); an

entity that a foreign insurance company, etc. has entrusted with business in Japan (including entities entrusted from that entity (including entrustment at two or more degrees of separation from the original entrustment) and their facilities); an entity that a licensed specified corporation, etc. prescribed in Article 226, paragraph (2) of the Act has entrusted with its business (including entities entrusted from that entity (including entrustment at two or more degrees of separation from the original entrustment) and their facilities); an entity that conducts business transactions with a life insurance company, etc. engaged in insurance proceeds trust business (including its facilities); or a holding company (meaning a holding company prescribed in Article 5, paragraph (2), item (ix) of the Trust Business Act, and including their facilities) whose subsidiary companies include a life insurance company, etc. engaged in insurance proceeds trust business; hereinafter the same applies in this paragraph and the following paragraph) may be exercised not only by the Director-General of the Local Finance Bureau or the Director-General of the Fukuoka Local Finance Branch Bureau prescribed in the preceding paragraph but also by the Director-General of the Local Finance Bureau with jurisdiction over the locality of the business office, etc. (or over the domicile or residence, where the entity that an insurance company has entrusted with its business (including persons entrusted from that entity (including entrustment at two or more degrees of separation from the original entrustment)), the entity that a foreign insurance company, etc. has entrusted with business in Japan (including persons entrusted from that person (including entrustment at two or more degrees of separation from the original entrustment)), the person that the licensed specified corporation, etc. has entrusted with its business (including entities entrusted from that entity (including entrustment at two or more degrees of separation from the original entrustment)), or the entity that conducts business transactions with a life insurance company, etc. engaged in insurance proceeds trust business is an individual; hereinafter the same applies in this paragraph) (or by the Director-General of the Fukuoka Local Finance Branch Bureau, if the locality is within the district under the jurisdiction of the Fukuoka Local Finance Branch Bureau).

- (3) The Director-General of the Local Finance Bureau or the Director-General of the Fukuoka Local Finance Branch Bureau who has requested the business office, etc. of an insurance company, etc. to submit reports and materials or has conducted questioning or on-site inspections (hereinafter referred to as "inspection, etc." in this paragraph) at the business office, etc. pursuant to the provisions of the preceding paragraph may, when the Director-General finds it necessary to conduct an inspection, etc. at the head office, etc. or at any business office, etc. other than the first-mentioned business office, etc. of the insurance company, etc., conduct the inspection, etc. at the head office, etc. or

at such other business office, etc.

- (4) The following Commissioner's authority is delegated to the Director-General of the Local Finance Bureau with jurisdiction over the locality of the principal office (for an individual, domicile or residence of the individual; hereinafter referred to as "principal office, etc." in this Article and the following Article) of the large-volume holder of insurance company voting rights (meaning a large-volume holder of insurance company voting rights prescribed in Article 271-3, paragraph (1) of the Act; hereinafter the same applies in this Article) (or to the Director-General of the Fukuoka Local Finance Branch Bureau, if the locality is within the district under the jurisdiction of the Fukuoka Local Finance Branch Bureau); provided, however, that this does not preclude the Commissioner of the Financial Services Agency from personally exercising the authority specified in items (iii) and (iv), excluding the Commissioner's authority set forth in items (i) and (ii) in relation to the holder of the number of voting rights in the insurance company equal to or exceeding the major shareholder threshold or to a person required to file a notification under Article 271-10, paragraph (3) and Article 271-32, paragraph (1), item (iii) of the Act:
- (i) acceptance of documents or notifications under Article 271-3, paragraph (1), Article 271-4, paragraphs (1), (3) and (4), and Article 271-5, paragraphs (1) and (2) of the Act;
 - (ii) orders for the submission of amended reports under Article 271-6 and Article 271-7 of the Act, and hearings related to those orders;
 - (iii) request for the submission of reports and materials under Article 271-8 of the Act; and
 - (iv) questioning and on-site inspections under Article 271-9, paragraph (1) of the Act.
- (5) The authority set forth in items (iii) and (iv) of the preceding paragraph may be exercised not only by the Director-General of the Local Finance Bureau or the Director-General of the Fukuoka Local Finance Branch Bureau specified in the preceding paragraph but also by the Director-General of the Local Finance Bureau with jurisdiction over the locality of the head office or principal office of the insurance company or insurance holding company related to the large-volume holder of insurance company voting rights (or by the Director-General of the Fukuoka Local Finance Branch Bureau, if the locality is within the district under the jurisdiction of the Fukuoka Local Finance Branch Bureau).
- (6) The authority set forth in paragraph (4), items (iii) and (iv) in relation to an office or facility other than the principal office, etc. of the large-volume holder of insurance company voting rights (hereinafter referred to as a "secondary office, etc." in this paragraph, paragraph (12) of this Article, and paragraph (9) of the following Article) may be exercised not only by the Director-General of

the Local Finance Bureau or the Director-General of the Fukuoka Local Finance Branch Bureau specified in the preceding two paragraphs but also by the Director-General of the Local Finance Bureau with jurisdiction over the locality of the secondary office, etc. (or by the Director-General of the Fukuoka Local Finance Branch Bureau, if the locality is within the district under the jurisdiction of the Fukuoka Local Finance Branch Bureau).

- (7) Notwithstanding the provisions of the preceding three paragraphs, authorities designated by the Commissioner of the Financial Services Agency (referred to as "Commissioner's specific authority" in the following paragraph) within the Commissioner's authority that is specified in the items of paragraph (4), is delegated to the Director-General of the Local Finance Bureau designated by the Commissioner of the Financial Services Agency, or to the Director-General of the Fukuoka Local Finance Branch Bureau.
- (8) The provisions of paragraphs (4) through (6) do not apply to the Commissioner's authority specified in the items of paragraph (4) (excluding the Commissioner's specific authority) that is designated by the Commissioner of the Financial Services Agency.
- (9) When the Commissioner of the Financial Services Agency has made a designation under the preceding two paragraphs, the Commissioner issues a public notice to that effect. The same applies where the Commissioner has abolished or changed the designation.
- (10) In applying the provisions of paragraphs (4) through (9), with regard to the large-volume holder of insurance company voting rights (limited to a holder who is a foreign national or a foreign corporation; hereinafter the same applies in this paragraph) with an office or any other facilities in Japan, its principal office, etc. in Japan is deemed to be its principal office, etc.; and with regard to a large-volume holder of insurance company voting rights that does not have an office or other facilities in Japan, its principal office, etc. is deemed to be located in the district under the jurisdiction of the Kanto Local Finance Bureau.
- (11) The following Commissioner's authority may be exercised by the Director-General of the Local Finance Bureau with jurisdiction over the locality of the principal office, etc. of the insurance company's major shareholder (for the authority set forth in item (iii), this means the major shareholder (meaning a major shareholder prescribed in Article 5, paragraph (5) of the Trust Business Act; hereinafter the same applies in this paragraph) of a life insurance company engaged in insurance proceeds trust business, or the major shareholder of a holding company (meaning a holding company prescribed in Article 5, paragraph (2), item (ix) of the Trust Business Act) whose subsidiary companies include a life insurance company engaged in insurance proceed trust business; hereinafter the same applies in this paragraph through paragraph (13)) or the locality of the head office of the insurance company with which the

- major shareholder is related (or by the Director-General of the Fukuoka Local Finance Branch Bureau, if the locality is within the district under the jurisdiction of the Fukuoka Local Finance Branch Bureau):
- (i) request for the submission of reports and materials under Article 271-12 of the Act;
 - (ii) questioning and on-site inspections under Article 271-13, paragraph (1) of the Act; and
 - (iii) orders to submit reports and materials, questioning, and on-site inspections under Article 42, paragraph (2) of the Trust Business Act as applied *mutatis mutandis* pursuant to Article 99, paragraph (8) of the Act.
- (12) The authority specified in the items of the preceding paragraph in relation to the secondary office, etc. of an insurance company's major shareholder may be exercised not only by the Director-General of the Local Finance Bureau or the Director-General of the Fukuoka Local Finance Branch Bureau specified in the preceding paragraph but also by the Director-General of the Local Finance Bureau with jurisdiction over the locality of the secondary office, etc. (or by the Director-General of the Fukuoka Local Finance Branch Bureau, if the locality is within the district under the jurisdiction of the Fukuoka Local Finance Branch Bureau).
- (13) In applying the provisions of the preceding two paragraphs, with regard to an insurance company's major shareholder (limited to a foreign national or a foreign corporation, and including a person who was formerly an insurance company's major shareholder if the insurance company's major shareholder has ceased to be the insurance company's major shareholder; hereinafter the same applies in this paragraph) that has an office or any other facilities in Japan, its principal office, etc. in Japan is deemed to be its principal office, etc.; and with regard to an insurance company's major shareholder that does not have an office or other facilities in Japan, its principal office, etc. is deemed to be located in the district under the jurisdiction of the Kanto Local Finance Bureau.
- (14) The following Commissioner's authority may be exercised by the Director-General of the Local Finance Bureau with jurisdiction over the locality of the principal office of the insurance holding company or the head office of the insurance company that is the subsidiary company of the insurance holding company (or by the Director-General of the Fukuoka Local Finance Branch Bureau, if the locality is within the district under the jurisdiction of the Fukuoka Local Finance Branch Bureau):
- (i) request for the submission of reports and materials under Article 271-27, paragraph (1) of the Act; and
 - (ii) questioning and on-site inspections under Article 271-28, paragraphs (1) and (2) of the Act.
- (15) The authority specified in the items of the preceding paragraph in relation

to the branch office, etc. (meaning an office or other facilities of an insurance holding company other than its principal office; a subsidiary corporation, etc. of an insurance holding company (meaning a "subsidiary corporation, etc." prescribed in Article 271-27, paragraph (1) of the Act, and including its facilities); or an entity that an insurance holding company has entrusted with its business (including entities entrusted from that entity (including entrustment at two or more degrees of separation from the original entrustment) and their facilities); hereinafter the same applies in this paragraph) may be exercised not only by the Director-General of the Local Finance Bureau or the Director-General of the Fukuoka Local Finance Branch Bureau specified in the preceding paragraph but also by the Director-General of the Local Finance Bureau with jurisdiction over the locality of the branch office, etc. (or by the Director-General of the Fukuoka Local Finance Branch Bureau, if the locality is within the district under the jurisdiction of the Fukuoka Local Finance Branch Bureau).

- (16) With regard to a foreign holding company whose subsidiary companies include an insurance company and that has an office in Japan, its principal office in Japan is deemed to be its principal office, and with regard to a foreign holding company whose subsidiary companies include an insurance company and that does not have an office in Japan, its principal office is deemed to be located in the district under the jurisdiction of the Kanto Local Finance Bureau, in applying the provisions of the preceding two paragraphs.

(Delegation of Authority Over Small Amount and Short Term Insurers to the Director-Generals of Local Finance Bureaus and Other Officials)

- Article 48 (1) The following Commissioner's authority (limited to authority over small amount and short term insurers (excluding the small amount and short term insurers designated by the Commissioner of the Financial Services Agency)) is delegated to the Director-General of the Local Finance Bureau with jurisdiction over the locality of the head office, etc. (meaning the head office or a principal office; hereinafter the same applies in this Article) of the small amount and short term insurer (or to the Director-General of the Fukuoka Local Finance Branch Bureau, if the locality is within the district under the jurisdiction of the Fukuoka Local Finance Branch Bureau); provided, however, that this does not preclude the Commissioner of the Financial Services Agency from personally exercising the authority set forth in items (xiii), (xv) and (xvi):
- (i) authorization under Article 17-2, paragraph (3), Article 55-2, paragraph (5), Article 57, paragraph (5), Article 80, paragraph (1), Article 96-10, paragraph (1) and Article 153, paragraph (1) of the Act;
 - (ii) authorization under Article 167, paragraph (1) of the Act (limited to authorization for a merger to which an insurance company is not a party);

- (iii) authorization under Article 173-6, paragraph (1) of the Act (limited to authorization for a company split to which an insurance company is not a party);
 - (iv) appointment of liquidators under Article 174, paragraphs (1) and (4) of the Act;
 - (v) acceptance of notifications under Article 174, paragraph (8) of the Act;
 - (vi) dismissal and appointment of liquidators under Article 174, paragraph (9) of the Act;
 - (vii) commissioning of registrations under Article 174, paragraph (12) of the Act;
 - (viii) decisions under Article 175, paragraph (2) of the Act;
 - (ix) acceptance of documents under Article 176 of the Act;
 - (x) permission under Article 500, paragraph (2) of the Companies Act (including as applied mutatis mutandis pursuant to Article 181-2 of the Act), as applied pursuant to Article 178 of the Act following the deemed replacement of terms;
 - (xi) orders under Article 179, paragraph (1) of the Act;
 - (xii) authorization under Article 182, paragraph (6) of the Act;
 - (xiii) orders under Article 241, paragraph (1) of the Act;
 - (xiv) acceptance of notifications under Article 241, paragraph (3) of the Act;
 - (xv) appointment of receivers of an insurer under Article 242, paragraph (2) of the Act;
 - (xvi) orders under Article 242, paragraph (3) of the Act;
 - (xvii) appointment and dismissal of receivers of an insurer under Article 242, paragraph (4) of the Act;
 - (xviii) notices and public notices under Article 242, paragraph (5) of the Act;
 - (xix) commissioning of notices and registrations under Article 244, paragraph (1) of the Act (including as applied mutatis mutandis pursuant to Article 248, paragraph (2) of the Act);
 - (xx) authorization under Article 245 of the Act;
 - (xxi) orders under Article 246 of the Act;
 - (xxii) acceptance of reports under Article 246-2 of the Act;
 - (xxiii) orders under Article 247, paragraphs (1) and (5) of the Act;
 - (xxiv) approvals under Article 247, paragraphs (2) and (4) of the Act;
 - (xxv) approvals under Article 247-5, paragraph (1) of the Act;
 - (xxvi) rescissions under Article 248, paragraph (1) of the Act;
 - (xxvii) authorization under Article 250, paragraph (5), Article 254, paragraph (4), and Article 255-2, paragraph (3) of the Act;
 - (xxviii) statement of opinions under Article 271, paragraph (2) of the Act; and
 - (xxix) approvals under Article 273, paragraph (1), item (v) of the Act.
- (2) The following Commissioner's authority is delegated to the Director-General

of the Local Finance Bureau with jurisdiction over the locality of the head office, etc. of the small amount and short term insurer (including an entity who seeks to obtain the registration under Article 272, paragraph (1) of the Act) (or to the Director-General of the Fukuoka Local Finance Branch Bureau, if the locality is within the district under the jurisdiction of the Fukuoka Local Finance Branch Bureau):

- (i) acceptance of written applications for registration under Article 272-2, paragraph (1) of the Act;
 - (ii) registrations under Article 272-3, paragraph (1) and Article 272-7, paragraph (2) of the Act;
 - (iii) offering of information for public inspection under Article 272-3, paragraph (2) of the Act; and
 - (iv) refusal of registrations as under Article 272-4, paragraph (1) of the Act.
- (3) The following Commissioner's authority (excluding authority over the small amount and short term insurer designated by the Commissioner of the Financial Services Agency) is delegated to the Director-General of the Local Finance Bureau with jurisdiction over the locality of the head office, etc. of the small amount and short term insurer (or to the Director-General of the Fukuoka Local Finance Branch Bureau, if the locality is within the district under the jurisdiction of the Fukuoka Local Finance Branch Bureau); provided, however, that this does not preclude the Commissioner of the Financial Services Agency from personally exercising the authority set forth in items (xvii) through (xx), and item (xxii):
- (i) orders under Article 272-5, paragraphs (2) and (4) of the Act;
 - (ii) acceptance of notifications under Article 272-5, paragraphs (3), (5) and (8) of the Act;
 - (iii) approval under Article 272-6, paragraph (1) of the Act;
 - (iv) orders under Article 272-6, paragraph (2) of the Act;
 - (v) acceptance of notifications under Article 272-7, paragraph (1) of the Act;
 - (vi) approval under Article 272-10, paragraph (1), Article 272-11, paragraph (2) of the Act, the proviso to Article 100-3 of the Act as applied *mutatis mutandis* pursuant to Article 272-13, paragraph (2) of the Act, and Article 272-14, paragraph (2) of the Act;
 - (vii) acceptance of reports, etc. under Article 272-16, paragraphs (1) and (2), and Article 110, paragraph (2) of the Act as applied *mutatis mutandis* pursuant to Article 272-16, paragraph (3);
 - (viii) authorization under Article 115, paragraphs (1) and (2) as applied *mutatis mutandis* pursuant to Article 272-18 of the Act;
 - (ix) acceptance of notifications under Article 120, paragraph (3) of the Act as applied *mutatis mutandis* pursuant to Article 272-18 of the Act;
 - (x) acceptance of copies of written opinions under Article 121, paragraph (2) of

- the Act as applied mutatis mutandis pursuant to Article 272-18 of the Act;
- (xi) hearing of opinions under Article 121, paragraph (3) of the Act as applied mutatis mutandis pursuant to Article 272-18 of the Act;
 - (xii) orders under Article 122 of the Act as applied mutatis mutandis pursuant to Article 272-18 of the Act;
 - (xiii) acceptance of notifications under Article 272-19, paragraph (1) of the Act;
 - (xiv) notices under Article 272-20, paragraphs (2) and (3) of the Act;
 - (xv) orders under Article 272-20, paragraph (4) of the Act;
 - (xvi) acceptance of notifications under Article 272-21, paragraph (1) of the Act;
 - (xvii) request for the submission of reports and materials under Article 272-22, paragraph (1) (including as applied mutatis mutandis pursuant to Article 179, paragraph (2) of the Act) and paragraph (2) of the Act;
 - (xviii) questioning and on-site inspections under Article 272-23, paragraph (1) (including as applied mutatis mutandis pursuant to Article 179, paragraph (2) and Article 271, paragraph (3) of the Act) and paragraph (2) of the Act;
 - (xix) orders under Article 272-24, paragraphs (1) and (2) and Article 272-25, paragraph (1) of the Act;
 - (xx) orders for the suspension of business in whole or in part, and revocation of registrations under Article 272-26, paragraph (1) of the Act;
 - (xxi) orders under Article 272-26, paragraph (2) of the Act;
 - (xxii) revocation of registrations under Article 272-27 of the Act;
 - (xxiii) authorization under Article 139, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 272-29 of the Act (excluding authorization for the transfer of an insurance contract under which an insurance company (including a foreign insurance company, etc.; the same applies in the following item) is the transferee company (meaning a transferee company prescribed in Article 135, paragraph (1) of the Act));
 - (xxiv) authorization under Article 142 of the Act as applied mutatis mutandis pursuant to Article 272-30, paragraph (1) of the Act (limited to authorization for the transfer or acquisition of business to which an insurance company is not a party);
 - (xxv) authorization under Article 145, paragraph (1) and Article 149, paragraph (2) of the Act as applied mutatis mutandis pursuant to Article 272-30, paragraph (2) of the Act (excluding authorization for the entrustment of business and property administration to which an insurance company (including a foreign insurance company, etc. (excluding the companies specified by Cabinet Office Order)) is a trustee company (meaning a trustee company prescribed in Article 144, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 272-30, paragraph (2) of the Act));
 - (xxvi) approval under Article 38-5, item (iii) and Article 38-8, paragraph (1), item (iii);

- (xxvii) acceptance of petitions, public notices, notices, assessments, provision of opportunities for presenting opinions, preparation of distribution lists, and realization under Article 38-6; and
- (xxviii) acceptance of petitions, public notices, notices, approvals, assessments, provision of opportunities for presenting opinions, and preparation of distribution lists under Article 38-7, and under Article 38-6 as applied *mutatis mutandis* pursuant to paragraph (5) of that Article.
- (4) The authority prescribed in items (xvii) and (xviii) of the preceding paragraph in relation to a business office, etc. (meaning the business office, office, or any other facilities of a small amount and short term insurer other than its head office, etc., a subsidiary corporation, etc. of a small amount and short term insurer (meaning a "subsidiary corporation, etc." prescribed in Article 272-22, paragraph (2) of the Act, and including its facilities), or an entity that a small amount and short term insurer has entrusted with its business (including persons entrusted from that entity (including entrustment at two or more degrees of separation from the original entrustment) and their facilities); hereinafter the same applies in this paragraph and the following paragraph) may be exercised not only by the Director-General of the Local Finance Bureau or the Director-General of the Fukuoka Local Finance Branch Bureau specified in the preceding paragraph but also by the Director-General of the Local Finance Bureau with jurisdiction over the locality of the business office, etc. (or over the domicile or residence, if the entity entrusted with business from the small amount and short term insurer (including entities entrusted from that entity (including entrustment at two or more degrees of separation from the original entrustment)) is an individual; hereinafter the same applies in this paragraph) (or by the Director-General of the Fukuoka Local Finance Branch Bureau, if the locality is within the district under the jurisdiction of the Fukuoka Local Finance Branch Bureau).
- (5) The Director-General of the Local Finance Bureau or the Director-General of the Fukuoka Local Finance Branch Bureau who has requested the business office, etc. of a small amount and short term insurer to submit reports and materials or has conducted questioning or on-site inspections (hereinafter referred to as "inspection, etc." in this paragraph) pursuant to the provisions of the preceding paragraph may, when the Director-General finds it necessary to conduct an inspection, etc. at the head office, etc. or at any business office, etc. other than the first-mentioned business office, etc., conduct the inspection, etc. at the head office, etc. or at such other business office, etc. of the small amount and short term insurer.
- (6) The following Commissioner's authority is delegated to the Director-General of the Local Finance Bureau with jurisdiction over the locality of the head office of the small amount and short term insurer (or to the Director-General of

the Fukuoka Local Finance Branch Bureau, if the locality is within the district under the jurisdiction of the Fukuoka Local Finance Branch Bureau):

- (i) approval under Article 272-31, paragraph (1) of the Act and the proviso to paragraph (2) of that Article;
 - (ii) acceptance of notifications under Article 272-31, paragraph (3) of the Act;
 - (iii) acceptance of written applications for approval under Article 272-32, paragraph (1) of the Act;
 - (iv) acceptance of notifications under Article 272-42, paragraph (1) of the Act; and
 - (v) approval under Article 271-33, paragraph (1), item (i) of the Act as applied *mutatis mutandis* pursuant to Article 272-43 of the Act.
- (7) The following Commissioner's authority (excluding authority in relation to small amount and short term insurer designated by the Commissioner of the Financial Services Agency) is delegated to the Director-General of the Local Finance Bureau with jurisdiction over the locality of the head office of the small amount and short term insurer (or to the Director-General of the Fukuoka Local Finance Branch Bureau, if the locality is within the district under the jurisdiction of the Fukuoka Local Finance Branch Bureau); provided, however, that this does not preclude the Commissioner of the Financial Services Agency from personally exercising the authority set forth in items (ii) and (iii):
- (i) orders under Article 272-31, paragraph (4) of the Act;
 - (ii) request for the submission of reports and materials under Article 272-12 of the Act as applied *mutatis mutandis* pursuant to Article 272-34, paragraph (1) of the Act;
 - (iii) questioning and on-site inspections under Article 271-13, paragraph (1) of the Act as applied *mutatis mutandis* pursuant to Article 272-34, paragraph (1) of the Act;
 - (iv) orders under Article 271-14 of the Act as applied *mutatis mutandis* pursuant to Article 272-34, paragraph (1) of the Act; and
 - (v) orders and rescissions of approval as under Article 271-16, paragraph (1) of the Act as applied *mutatis mutandis* pursuant to Article 272-34, paragraph (1) of the Act.
- (8) The authority specified in items (ii) and (iii) of the preceding paragraph may be exercised not only by the Director-General of the Local Finance Bureau or the Director-General of the Fukuoka Local Finance Branch Bureau specified in that paragraph but also by the Director-General of the Local Finance Bureau with jurisdiction over the locality of the principal office, etc. of the major shareholder of a small amount and short term insurer (or by the Director-General of the Fukuoka Local Finance Branch Bureau, if the locality is within the district under the jurisdiction of the Fukuoka Local Finance Branch

Bureau).

- (9) The authority specified in paragraph (7), items (ii) and (iii) in relation to the secondary office, etc. of the major shareholder of a small amount and short term insurer may be exercised not only by the Director-General of the Local Finance Bureau or the Director-General of the Fukuoka Local Finance Branch Bureau specified in the preceding two paragraphs but also by the Director-General of the Local Finance Bureau with jurisdiction over the locality of the secondary office, etc. (or by the Director-General of the Fukuoka Local Finance Branch Bureau, if the locality is within the district under the jurisdiction of the Fukuoka Local Finance Branch Bureau).
- (10) In applying the provisions of the preceding two paragraphs, with regard to a major shareholder of a small amount and short term insurer (including a person who was formerly a major shareholder of a small amount and short term insurer, and limited to a foreign national or a foreign corporation; hereinafter the same applies in this paragraph) that has an office or any other facilities in Japan, its principal office, etc. in Japan is deemed to be its principal office, etc.; and with regard to a major shareholder of a small amount and short term insurer that does not have an office or any other facilities in Japan, its principal office, etc. is deemed to be located in the district under the jurisdiction of the Kanto Local Finance Bureau.
- (11) The following Commissioner's authority is delegated to the Director-General of the Local Finance Bureau with jurisdiction over the locality of the head office of the small amount and short term insurer (or to the Director-General of the Fukuoka Local Finance Branch Bureau, if the locality is within the district under the jurisdiction of the Fukuoka Local Finance Branch Bureau):
- (i) approval under Article 272-35, paragraph (1) of the Act and the proviso to paragraph (3) of that Article;
 - (ii) acceptance of notifications under Article 272-35, paragraphs (2) and (4) of the Act;
 - (iii) acceptance of written applications for approval under Article 272-36, paragraph (1) of the Act;
 - (iv) approval under Article 38-2, paragraph (2) of Article 272-38 of the Act;
 - (v) approval under Article 272-39, paragraph (1) of the Act and the proviso to paragraph (4) of that Article;
 - (vi) acceptance of written applications under Article 272-39, paragraph (2) of the Act;
 - (vii) acceptance of notifications under Article 272-42, paragraph (2) of the Act;
 - (viii) approval under Article 271-33, paragraph (2), item (i) of the Act as applied *mutatis mutandis* pursuant to Article 272-43 of the Act; and
 - (ix) acceptance of notifications under the main text of Article 38-15 and approval under the proviso to that paragraph.

- (12) The following Commissioner's authority (excluding authority in relation to the small amount and short term insurer designated by the Commissioner of the Financial Services Agency) is delegated to the Director-General of the Local Finance Bureau with jurisdiction over the locality of the head office of a small amount and short term insurer (or to the Director-General of the Fukuoka Local Finance Branch Bureau, if the locality is within the district under the jurisdiction of the Fukuoka Local Finance Branch Bureau); provided, however, that this does not preclude the Commissioner of the Financial Services Agency from personally exercising the authority set forth in items (iii) and (iv):
- (i) orders under Article 272-35, paragraph (5) of the Act;
 - (ii) acceptance of business reports, etc. under Article 271-24, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 272-40, paragraph (1) of the Act;
 - (iii) request for the submission of reports and materials under Article 271-27 of the Act as applied mutatis mutandis pursuant to Article 272-40, paragraph (2) of the Act;
 - (iv) questioning and on-site inspections under Article 271-28, paragraphs (1) and (2) as applied mutatis mutandis pursuant to Article 272-40, paragraph (2) of the Act;
 - (v) orders under Article 271-29, paragraphs (1) and (2) as applied mutatis mutandis pursuant to Article 272-40, paragraph (2) of the Act; and
 - (vi) orders and the rescission of approval under Article 271-30, paragraphs (1) and (4) as applied mutatis mutandis pursuant to Article 272-40, paragraph (2) of the Act.
- (13) The authority specified in items (iii) and (iv) of the preceding paragraph may be exercised not only by the Director-General of the Local Finance Bureau or the Director-General of the Fukuoka Local Finance Branch Bureau specified in that paragraph but also by the Director-General of the Local Finance Bureau with jurisdiction over the locality of the principal office of the small amount and short term insurer (or by the Director-General of the Fukuoka Local Finance Branch Bureau, if the locality is within the district under the jurisdiction of the Fukuoka Local Finance Branch Bureau).
- (14) The authority specified in paragraph (12), items (iii) and (iv) in relation to the branch office, etc. (meaning the office or other facilities of a small amount and short term insurance holding company other than the principal office, a subsidiary corporation, etc. of a small amount and short term insurance holding company (meaning a "subsidiary corporation, etc." prescribed in Article 272-40, paragraph (2) of the Act, and including its facilities), or in relation to the entity that a small amount and short term insurance holding company has entrusted with its business (including entities entrusted from that entity

(including entrustment at two or more degrees of separation from the original entrustment) and their facilities); hereinafter the same applies in this paragraph) may be exercised not only by the Director-General of the Local Finance Bureau or the Director-General of the Fukuoka Local Finance Branch Bureau specified in the preceding two paragraphs but also by the Director-General of the Local Finance Bureau with jurisdiction over the locality of the branch office, etc. (or by the Director-General of the Fukuoka Local Finance Branch Bureau, if the locality is within the district under the jurisdiction of the Fukuoka Local Finance Branch Bureau).

- (15) With regard to a foreign holding company whose subsidiary companies include a small amount and short term insurer and that has an office in Japan, its principal office in Japan is deemed to be its principal office, and with regard to a foreign holding company whose subsidiary companies include a small amount and short term insurer and that does not have an office in Japan, its principal office is deemed to be located in the district under the jurisdiction of the Kanto Local Finance Bureau, in applying the provisions of the preceding two paragraphs.
- (16) If the Commissioner of the Financial Services Agency has made a designation under paragraphs (1), (3), (7), and (12), the Commissioner is to issue public notice in the Official Gazette to that effect. The same applies if the Commissioner of the Financial Services Agency has rescinded the designation.

(Delegation of Authority Over Insurance Agents to the Director-Generals of Local Finance Bureaus and Other Officials)

Article 49 (1) The following Commissioner's authority is to be delegated to the Director-General of the Local Finance Bureau with jurisdiction over the locality of the principal office of the specified insurance agent (or to the Director-General of the Fukuoka Local Finance Branch Bureau, if the locality is within the district under the jurisdiction of the Fukuoka Local Finance Branch Bureau); provided, however, that this does not preclude the Commissioner of the Financial Services Agency from personally exercising the authority set forth in item (vii):

- (i) acceptance of notifications under Article 127, paragraph (1), item (viii), Article 209, item (ix), Article 234, item (viii), and Article 272-21, paragraph (1), item (vi) of the Act (limited to notifications related to a specified insurance agent or its officers or employees) that are specified by Cabinet Office Order;
- (ii) registrations under Article 276, Article 278, paragraph (1), and Article 280, paragraph (2) of the Act, and refusal of registrations under Article 279, paragraph (1) of the Act;
- (iii) acceptance of documents under Article 277, paragraph (1) and Article 304

- of the Act, and acceptance of notifications under Article 280, paragraph (1) and Article 302 of the Act;
 - (iv) keeping of the register of life insurance agents, the register of non-life insurance representatives, and the register of small amount and short term insurance agents under Article 278, paragraph (1) of the Act;
 - (v) notices under Article 278, paragraph (2), Article 279, paragraphs (2) and (4), Article 280, paragraph (2), and Article 308, paragraph (2) of the Act;
 - (vi) provision of opportunities to present evidence as under Article 279, paragraph (2) of the Act;
 - (vii) orders for the submission of reports and materials under Article 305, paragraphs (1) and (2) of the Act, and on-site inspections and questioning under that Article;
 - (viii) orders under Article 306 of the Act;
 - (ix) revocation of registrations and orders to suspend all or a part of business under Article 307, paragraph (1) of the Act;
 - (x) public notices and revocation of registrations as under Article 307, paragraph (2) of the Act; and
 - (xi) cancellation of registrations under Article 308, paragraph (1) of the Act.
- (2) The following Commissioner's authority is to be delegated to the Director-General of the Local Finance Bureau with jurisdiction over the locality of the principal office of the insurance broker (or to the Director-General of the Fukuoka Local Finance Branch Bureau, if the locality is within the district under the jurisdiction of the Fukuoka Local Finance Branch Bureau); provided, however, that this does not preclude the Commissioner of the Financial Services Agency from personally exercising the authority set forth in item (x):
- (i) registration under Article 286, Article 288, paragraph (1), and Article 290, paragraph (2) of the Act, and refusal of registrations under Article 289, paragraph (1) of the Act;
 - (ii) acceptance of documents under Article 287, paragraph (1) and Article 304 of the Act, and acceptance of notifications under Article 290, paragraph (1), Article 291, paragraphs (3), (5), and (8), and Article 302 of the Act;
 - (iii) keeping of the register of insurance brokers under Article 288, paragraph (1) of the Act;
 - (iv) notices under Article 288, paragraph (2), and Article 289, paragraphs (2) and (4) of the Act;
 - (v) offering information for public inspection as under Article 288, paragraph (3) of the Act;
 - (vi) provision of opportunity to present evidence as under Article 289, paragraph (2) of the Act;
 - (vii) orders for deposits under Article 291, paragraph (4) and Article 292, paragraph (2) of the Act;

- (viii) approval under Article 291, paragraph (10) and Article 292, paragraph (1) of the Act;
 - (ix) designation under Article 291, paragraph (11) of the Act;
 - (x) orders for the submission of reports and materials under Article 305, paragraphs (1) and (2) of the Act, and on-site inspections and questioning under that Article;
 - (xi) orders under Article 306 of the Act;
 - (xii) revocation of registrations under Article 307, paragraph (1) of the Act, and orders to suspend all or a part of business under that paragraph;
 - (xiii) public notices and revocation of registrations as under Article 307, paragraph (2) of the Act; and
 - (xiv) deletion of registrations under Article 308, paragraph (1) of the Act.
- (3) The authority specified in paragraph (1), items (i) and (vii) and in item (x) of the preceding paragraph in relation to the business office, etc. (meaning an office other than the principal office of a specified insurance agent or insurance broker (hereinafter referred to as a "specified insurance agent, etc." in this paragraph and the following paragraph), an entity that conducts a transaction in relation to insurance solicitation business with a specified insurance agent, etc. (including its facility), or an entity entrusted with business from a specified insurance agent, etc. (including entities entrusted from that entity (including entrustment at two or more degrees of separation from the original entrustment) and their facilities); the same applies hereinafter in this paragraph and the following paragraph) may be exercised not only by the Director-General of the Local Finance Bureau or the Director-General of the Fukuoka Local Finance Branch Bureau prescribed in the preceding two paragraphs but also by the Director-General of the Local Finance Bureau with jurisdiction over the locality of the business office, etc. (or over the domicile or residence, if the entity that conducts a transaction in relation to insurance solicitation business with the specified insurance agent, etc. or the entity entrusted with business from the specified insurance agent, etc. (including persons entrusted from that entity (including entrustment at two or more degrees of separation from the original entrustment)) is an individual; hereinafter the same applies in this paragraph) (or by the Director-General of the Fukuoka Local Finance Branch Bureau, if the locality is within the district under the jurisdiction of the Fukuoka Local Finance Branch Bureau).
- (4) The Director-General of the Local Finance Bureau or the Director-General of the Fukuoka Local Finance Branch Bureau who has requested the business office, etc. of a specified insurance agent, etc. to submit reports or materials, or has conducted questioning or on-site inspections (hereinafter referred to as "inspection, etc." in this paragraph) pursuant to the provisions of the preceding paragraph may, when the Director-General finds it necessary to conduct an

inspection, etc. at the principal office of that specified insurance agent, etc. or at a business office, etc. other than the first-mentioned business office, etc., conduct the inspection, etc. at the principal office or at the other business office, etc.

- (5) The provisions of each of the preceding paragraphs do not apply to the Commissioner's authority set forth in the items of paragraph (1) and the Commissioner's authority set forth in the items of paragraph (2) that are designated by the Commissioner of the Financial Services Agency.
- (6) If the Commissioner of the Financial Services Agency has made a designation under the preceding paragraph, the Commissioner is to issue a public notice in the Official Gazette to that effect. The same applies if the Commissioner of the Financial Services Agency has abolished or changed the designation.