社債、株式等の振替に関する法律（平成十三年六月二十七日法律第七十五号）

Act on Book-Entry Transfer of Corporate Bonds and Shares (Act No. 75 of June 27, 2001)

（平成十三年法律第七十五号）
(Act No. 75 of 2001)

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第一章　総則

Chapter I General Provisions

（目的）

(Purpose)

第一条　この法律は、社債、株式その他の有価証券に表示されるべき権利の振替に関し、振替を行う振替機関及び口座管理機関、振替に関する手続並びに権利を有する者の保護を図るための加入者保護信託その他の必要な事項を定めることにより、社債、株式その他の有価証券に表示されるべき権利の流通の円滑化を図ることを目的とする。

Article 1 The purpose of this Act is to facilitate the distribution of rights that are required to be indicated on corporate bonds, shares, and other securities by specifying book-entry transfer institutions and account management institutions that can make book entries for those rights; prescribing a process for making book

entries with regard to those rights; specifying participant protection trusts to protect the persons holding those rights; and prescribing other necessary particulars.

（定義）

(Definitions)

第二条　この法律において「社債等」とは、次に掲げるものをいう。

Article 2 (1) The phrase "bonds and other securities" as used in this Act means any of the following:

一　社債（第十四号に掲げるものを除く。以下同じ。）

(i) a corporate bond (other than one set forth in item (xiv); the same applies hereinafter);

二　国債

(ii) a Japanese government bond;

三　地方債

(iii) a local government bond;

四　投資信託及び投資法人に関する法律（昭和二十六年法律第百九十八号）に規定する投資法人債

(iv) an investment corporation bond prescribed in the Act on Investment Trusts and Investment Corporations (Act No. 198 of 1951);

五　保険業法（平成七年法律第百五号）に規定する相互会社の社債

(v) a bond issued by a mutual company prescribed in the Insurance Business Act (Act No. 105 of 1995);

六　資産の流動化に関する法律（平成十年法律第百五号）に規定する特定社債（第十九号及び第二十号に掲げるものを除く。以下同じ。）

(vi) a specified corporate bond prescribed in the Act on the Securitization of Assets (Act No. 105 of 1998) (other than one set forth in item (xix) and item (xx); the same applies hereinafter);

七　特別の法律により法人の発行する債券に表示されるべき権利（第一号及び第四号から前号までに掲げるものを除く。以下同じ。）

(vii) a right required to be indicated on a bond certificate issued by a corporation pursuant to a special law (other than one set forth in item (i) and items (iv) through the preceding item; the same applies hereinafter);

八　投資信託及び投資法人に関する法律に規定する投資信託又は外国投資信託の受益権

(viii) a beneficial interest in a domestic or foreign investment trust prescribed in the Act on Investment Trusts and Investment Corporations;

九　貸付信託法（昭和二十七年法律第百九十五号）に規定する貸付信託の受益権

(ix) a beneficial interest in a loan trust prescribed in the Loan Trust Act (Act No. 195 of 1952);

十　資産の流動化に関する法律に規定する特定目的信託の受益権

(x) a beneficial interest in a specified purpose trusts prescribed in the Act on the Securitization of Assets;

十の二　信託法（平成十八年法律第百八号）に規定する受益証券発行信託の受益権

(x)-2 a beneficial interest in a trust with certificates of beneficial interest in a beneficiary prescribed in the Trust Act (Act No. 108 of 2006);

十一　外国又は外国法人の発行する債券（新株予約権付社債券の性質を有するものを除く。以下同じ。）に表示されるべき権利

(xi) a right required to be indicated on a bond certificate issued by a foreign country or foreign corporation (other than one that has the nature of a corporate bond certificate with share options; the same applies hereinafter);

十二　株式

(xii) a share;

十三　新株予約権

(xiii) a share option;

十四　新株予約権付社債

(xiv) a corporate bond with share options;

十五　投資信託及び投資法人に関する法律に規定する投資口

(xv) investment equity prescribed in the Act on Investment Trusts and Investment Corporations;

十六　協同組織金融機関の優先出資に関する法律（平成五年法律第四十四号）に規定する優先出資

(xvi) a preferred equity investment prescribed in the Act on Preferred Equity Investment by Cooperative Financial Institutions (Act No. 44 of 1993);

十七　資産の流動化に関する法律に規定する優先出資

(xvii) a preferred equity investment prescribed in the Act on the Securitization of Assets;

十七の二　特別の法律により設立された法人の発行する出資証券に表示されるべき権利（前三号に掲げるものを除く。）

(xvii)-2 a right required to be indicated on investment securities issued by a corporation incorporated pursuant to a special Act (excluding those set forth in the preceding three items);

十七の三　投資信託及び投資法人に関する法律に規定する新投資口予約権

(xvii)-3 investment equity subscription rights prescribed in the Act on Investment Trusts and Investment Corporations;

十八　資産の流動化に関する法律に規定する新優先出資の引受権

(xviii) a subscription right for new preferred equity investment prescribed in the Act on the Securitization of Assets;

十九　資産の流動化に関する法律に規定する転換特定社債

(xix) a convertible specified bond prescribed in the Act on the Securitization of Assets;

二十　資産の流動化に関する法律に規定する新優先出資引受権付特定社債

(xx) a specified bond with preferred equity subscription rights prescribed in the Act on the Securitization of Assets;

二十一　金融商品取引法（昭和二十三年法律第二十五号）第二条第一項第二十一号に掲げる政令で定める証券又は証書に表示されるべき権利のうち、その権利の帰属が振替口座簿の記載又は記録により定まるものとすることが適当であるものとして政令で定めるもの

(xxi) a right required to be indicated on a security or certificate specified by Cabinet Order set forth in Article 2, paragraph (1), item (xxi) of the Financial Instruments and Exchange Act (Act No. 25 of 1948), which is prescribed by Cabinet Order as one whose ownership is appropriate to be determined based on an entry or record in a book-entry transfer account register.

２　この法律において「振替機関」とは、次条第一項の規定により主務大臣の指定を受けた株式会社をいう。

(2) The phrase "book-entry transfer institution" as used in this Act means a stock company designated by the competent minister pursuant to the provisions of paragraph (1) of the following Article.

３　この法律において「加入者」とは、振替機関等が第十二条第一項又は第四十四条第一項若しくは第二項の規定により社債等の振替を行うための口座を開設した者をいう。

(3) The term "participant" as used in this Act means a person for which a book-entry transfer institution or account management institution has opened an account in which book entries are to be made for bonds and other securities, pursuant to the provisions of Article 12, paragraph (1) or Article 44, paragraph (1) or (2).

４　この法律において「口座管理機関」とは、第四十四条第一項の規定による口座の開設を行った者及び同条第二項に規定する場合における振替機関をいう。

(4) The phrase "account management institution" as used in this Act means a person that has opened an account under the provisions of Article 44, paragraph (1) or a book-entry transfer institution prescribed in paragraph (2) of that Article.

５　この法律において「振替機関等」とは、振替機関及び口座管理機関をいう。

(5) The phrase "book-entry transfer institution or account management institution" as used in this Act means a book-entry transfer institution or an account management institution.

６　この法律において「直近上位機関」とは、加入者にとってその口座が開設されている振替機関等をいう。

(6) The phrase "immediately superior institution" as used in this Act means the book-entry transfer institution or account management institution at which an account has been opened for a participant.

７　この法律において「上位機関」とは、次のいずれかに該当するものをいう。

(7) The phrase "superior institution" as used in this Act means one of the following institutions:

一　直近上位機関

(i) the immediately superior institution;

二　直近上位機関の直近上位機関

(ii) the immediately superior institution of an immediately superior institution;

三　前号又はこの号の規定により上位機関に該当するものの直近上位機関

(iii) the immediately superior institution of a person that, pursuant to the provisions of the preceding item or this item, falls under a superior institution.

８　この法律において「直近下位機関」とは、振替機関等が第十二条第一項又は第四十四条第一項若しくは第二項の規定により口座を開設した口座管理機関をいう。

(8) The phrase "immediately subordinate institution" as used in this Act means the account management institution for which a book-entry transfer institution or account management institution has opened an account pursuant to the provisions of Article 12, paragraph (1) or Article 44, paragraph (1) or (2).

９　この法律において「下位機関」とは、次のいずれかに該当するものをいう。

(9) The phrase "subordinate institution" as used in this Act means one of the following institutions:

一　直近下位機関

(i) the immediately subordinate institution;

二　直近下位機関の直近下位機関

(ii) the immediately subordinate institution of an immediately subordinate institution;

三　前号又はこの号の規定により下位機関に該当するものの直近下位機関

(iii) the immediately subordinate institution of a person that, pursuant to the provisions of the preceding item or this item, falls under a subordinate institution.

１０　この法律において「共通直近上位機関」とは、複数の加入者に共通する上位機関であって、その下位機関のうちに当該各加入者に共通する上位機関がないものをいう。

(10) The phrase "common immediately superior institution" as used in this Act means the superior institution that multiple participants share in common, if none of its subordinate institutions constitute a superior institution that all of those participants have in common.

１１　この法律において「加入者保護信託」とは、この法律の定めるところにより設定された信託であって、第六十条の規定による支払を行うことにより加入者の保護を図り、社債等の振替に対する信頼を維持することを目的とするものをいう。

(11) The phrase "participant protection trust" as used in this Act means a trust established pursuant to the provisions of this Act for the purpose of protecting participants by issuing payments pursuant to the provisions of Article 60 and thus maintaining confidence in the book-entry transfer of bonds and other securities.

第二章　振替機関等

Chapter II Book-Entry Transfer Institution or Account Management Institution

第一節　通則

Section 1 General Rules

（振替業を営む者の指定）

(Designation of Persons Engaging in Book-Entry Transfer Business)

第三条　主務大臣は、次に掲げる要件を備える者を、その申請により、この法律の定めるところにより第八条に規定する業務（以下「振替業」という。）を営む者として、指定することができる。

Article 3 (1) The competent minister may designate a person meeting the following requirements to engage in the services prescribed in Article 8 in accordance with this Act (hereinafter referred to as "book-entry transfer business"), upon their application:

一　次に掲げる機関を置く株式会社であること。

(i) the applicant is a stock company with the following organs:

イ　取締役会

(a) a board of directors;

ロ　監査役会、監査等委員会又は指名委員会等（会社法（平成十七年法律第八十六号）第二条第十二号に規定する指名委員会等をいう。）

(b) a board of company auditors, audit and supervisory committee, or nominating committee, etc. (meaning a nominating committee, etc. as defined in Article 2, item (xii) of the Companies Act (Act No. 86 of 2005)); and

ハ　会計監査人

(c) an accounting auditor.

二　第二十二条第一項の規定によりこの項の指定を取り消された日から五年を経過しない者でないこと。

(ii) the person is not a person whose designation referred to in this paragraph was revoked pursuant to the provisions of Article 22, paragraph (1) and for whom five years have not elapsed since the day the designation was revoked;

三　この法律又はこれに相当する外国の法令の規定に違反し、罰金の刑（これに相当する外国の法令による刑を含む。）に処せられ、その刑の執行を終わり、又はその刑の執行を受けることがなくなった日から五年を経過しない者でないこと。

(iii) the person is not a person that has been sentenced to a fine (or to an equivalent sentence under a foreign law or regulation) for violating this Act or the provisions of a foreign law or regulation equivalent to this Act, and for whom five years have not elapsed from the day they finished serving the sentence or ceased to be subject to the sentence;

四　取締役、会計参与、監査役又は執行役のうちに次のいずれかに該当する者がないこと。

(iv) none of the person's directors, accounting advisors, company auditors, or executive officers fall under any of the following sub-items:

イ　心身の故障のため職務を適正に執行することができない者として主務省令で定めるもの

(a) a person specified by order of the competent ministry as being unable to properly execute their duties due to a mental or physical disorder;

ロ　破産手続開始の決定を受けて復権を得ない者又は外国の法令上これと同様に取り扱われている者

(b) a person who has become subject to an order commencing bankruptcy proceedings and has not been released from bankruptcy restrictions, or a person treated in the same manner under foreign laws and regulations;

ハ　禁錮以上の刑（これに相当する外国の法令による刑を含む。）に処せられ、その刑の執行を終わり、又はその刑の執行を受けることがなくなった日から五年を経過しない者

(c) a person that has been sentenced to imprisonment without work or a severer punishment (including an equivalent sentence under a foreign law or regulation), and for whom five years have not elapsed from the day they finished serving the sentence or ceased to be subject to the sentence;

ニ　第二十二条第一項の規定によりこの項の指定を取り消された場合又はこの法律に相当する外国の法令の規定により当該外国において受けているこの項の指定に類する行政処分を取り消された場合において、その取消しの日前三十日以内にその会社の取締役、会計参与、監査役又は執行役（外国の法令上これらと同様に取り扱われている者を含む。ホにおいて同じ。）であった者でその取消しの日から五年を経過しない者

(d) a person that was the director, accounting advisor, company auditor, or executive officer of a company (or a person treated in the same manner under foreign laws and regulations; the same applies in sub-item (e)) within thirty days prior to the revocation of a designation referred to in this paragraph pursuant to the provisions of Article 22, paragraph (1) or within thirty days prior to the revocation of an administrative disposition similar to a designation referred to in this paragraph which has been granted in a foreign state, pursuant to the provisions of any law or regulation of that foreign state which is equivalent to this Act, and for whom five years have not elapsed from the day of revocation;

ホ　第二十二条第一項の規定又はこの法律に相当する外国の法令の規定により解任を命ぜられた取締役、会計参与、監査役又は執行役でその処分を受けた日から五年を経過しない者

(e) a person that was the director, accounting advisor, company auditor, or executive officer whose dismissal has been ordered pursuant to the provisions of Article 22, paragraph (1) or the provisions of a foreign law or regulation that is equivalent to this Act, and for whom five years have not elapsed from the day the disposition was made;

ヘ　この法律、会社法若しくはこれらに相当する外国の法令の規定に違反し、又は刑法（明治四十年法律第四十五号）第二百四条、第二百六条、第二百八条、第二百八条の二、第二百二十二条若しくは第二百四十七条の罪、暴力行為等処罰に関する法律（大正十五年法律第六十号）の罪若しくは暴力団員による不当な行為の防止等に関する法律（平成三年法律第七十七号）第四十六条から第四十九条まで、第五十条（第一号に係る部分に限る。）若しくは第五十一条の罪を犯し、罰金の刑（これに相当する外国の法令

による刑を含む。）に処せられ、その刑の執行を終わり、又はその刑の執行を受けることがなくなった日から五年を経過しない者

(f) a person that has been sentenced to a fine (or to an equivalent sentence under a foreign law or regulation) for violating this Act, the Companies Act, or the provisions of an equivalent foreign law or regulation, or for committing a crime referred to in Article 204, Article 206, Article 208, Article 208-2, Article 222, or Article 247 of the Penal Code (Act No. 45 of 1907), a crime referred to in the Act on Punishment of Physical Violence and Others (Act No. 60 of 1926); or a crime referred to in Articles 46 through 49 or Article 50 (limited to the part related to item (i)), or Article 51 of the Act on Prevention of Unjust Acts by Organized Crime Group Members (Act No. 77 of 1991), for whom five years have not elapsed from the day they finished serving the sentence or ceased to be subject to the sentence;

五　定款及び振替業（第四十四条第二項に規定する場合を除く。）の実施に関する規程（以下「業務規程」という。）が、法令に適合し、かつ、この法律の定めるところにより振替業を適正かつ確実に遂行するために十分であると認められること。

(v) the person's articles of incorporation and rules for implementing book-entry transfer business (other than those prescribed in Article 44, paragraph (2); hereinafter referred to as the "operational rules") conform to laws and regulations and are found to be sufficient for conducting book-entry transfer business in an appropriate and reliable manner pursuant to the provisions of this Act;

六　振替業を健全に遂行するに足りる財産的基礎を有し、かつ、振替業に係る収支の見込みが良好であると認められること。

(vi) the person has a sufficient financial basis to soundly conduct book-entry transfer business and has good prospects in terms of expected income and expenditure in connection with book-entry transfer business;

七　その人的構成に照らして、振替業を適正かつ確実に遂行することができる知識及び経験を有し、かつ、十分な社会的信用を有すると認められること。

(vii) in light of its personnel structure, the person is found to have the knowledge and experience to conduct book-entry transfer business in an appropriate and reliable manner and to have sufficient social credibility.

２　主務大臣は、前項の指定をしたときは、その指定した振替機関の商号及び本店の所在地を官報で公示しなければならない。

(2) On making a designation referred to in the preceding paragraph, the competent minister must issue public notice of the trade name and the location of the head office of the book-entry transfer institution the minister has designated in the Official Gazette.

（指定の申請）

(Applying for Designation)

第四条　前条第一項の指定を受けようとする者は、次に掲げる事項を記載した指定申請書を主務大臣に提出しなければならない。

Article 4 (1) A person seeking designation under paragraph (1) of the preceding Article must submit a written application for designation to the competent minister, stating the following information:

一　商号

(i) their trade name;

二　資本金の額及び純資産額

(ii) the amount of stated capital and net assets;

三　本店その他の営業所の名称及び所在地

(iii) the names and addresses of the head office and other business offices;

四　取締役及び監査役（監査等委員会設置会社にあっては取締役、指名委員会等設置会社にあっては取締役及び執行役）の氏名

(iv) the names of the directors and company auditors (or the directors if the applicant is a company with audit and supervisory committee; the directors and executive officers if the applicant is a company with nominating committee, etc.);

五　会計参与設置会社にあっては、会計参与の氏名又は名称

(v) the names of the accounting advisors, if the applicant is a company with accounting advisors; and

六　振替業以外の業務を営むときは、その業務の内容

(vi) if the applicant engages in any business other than book-entry transfer business, the details of that business.

２　指定申請書には、次に掲げる書類を添付しなければならない。

(2) The following documents must be attached to the written application for designation:

一　前条第一項第三号及び第四号に掲げる要件に該当する旨を誓約する書面

(i) a document pledging that the applicant satisfies the requirements set forth in paragraph (1), items (iii) and (iv) of the preceding Article;

二　定款

(ii) the articles of incorporation;

三　会社の登記事項証明書

(iii) the company's certificate of registered information;

四　業務規程

(iv) operational rules;

五　貸借対照表及び損益計算書

(v) a balance sheet and profit and loss statement;

六　収支の見込みを記載した書類

(vi) a document stating expected income and expenditure; and

七　前各号に掲げるもののほか、主務省令で定める書類

(vii) beyond what is set forth in the preceding items, documents specified by order of the competent ministry.

３　前項の場合において、定款若しくは貸借対照表が電磁的記録（電子的方式、磁気的方式その他人の知覚によっては認識することができない方式で作られる記録であって、

電子計算機による情報処理の用に供されるものをいう。以下同じ。）で作成されているとき、又は損益計算書について書面に代えて電磁的記録の作成がされているときは、書類に代えて電磁的記録（主務省令で定めるものに限る。）を添付することができる。

(3) In the case referred to in the preceding paragraph, if the articles of incorporation or the balance sheet have been prepared as an electronic or magnetic record (meaning a record which is created in electronic form, magnetic form, or any other form that cannot be perceived by the human senses and used for information processing by computers; the same applies hereinafter) or if an electronic or magnetic record has been made for profit and loss statements in lieu of documents, an electronic or magnetic record (limited to one specified by order of the competent ministry) may be attached to the application in lieu of a document.

（資本金の額等）

(Amount of Stated Capital)

第五条　振替機関の資本金の額は、政令で定める金額以上でなければならない。

Article 5 (1) The stated capital of a book-entry transfer institution must be at least the amount specified by Cabinet Order.

２　前項の政令で定める金額は、五億円を下回ってはならない。

(2) The amount specified by Cabinet Order referred to in the preceding paragraph must not be less than five hundred million yen.

３　振替機関の純資産額は、第一項の政令で定める金額以上でなければならない。

(3) The net assets of a book-entry transfer institution must be at least the amount specified by Cabinet Order referred to in paragraph (1).

（資本金の額の変更）

(Change in the Amount of Stated Capital)

第六条　振替機関は、その資本金の額を減少しようとするときは、主務省令で定めるところにより、主務大臣の認可を受けなければならない。

Article 6 (1) If a book-entry transfer institution seeks to decrease its stated capital, it must receive the authorization of the competent minister pursuant to the provisions of order of the competent ministry.

２　振替機関は、その資本金の額を増加しようとするときは、主務省令で定めるところにより、主務大臣に届け出なければならない。

(2) If a book-entry transfer institution seeks to increase its stated capital, it must give a notification to the competent minister pursuant to the provisions of order of the competent ministry.

（適用除外）

(Exclusion from Application)

第六条の二　会社法第三百三十一条第二項ただし書（同法第三百三十五条第一項において準用する場合を含む。）、第三百三十二条第二項（同法第三百三十四条第一項において準用する場合を含む。）、第三百三十六条第二項及び第四百二条第五項ただし書の規定は、振替機関については、適用しない。

Article 6-2 The proviso of Article 331, paragraph (2) of the Companies Act (including as applied mutatis mutandis pursuant to Article 335, paragraph (1) of that Act), Article 332, paragraph (2) (including as applied mutatis mutandis pursuant to Article 334, paragraph (1) of that Act), Article 336, paragraph (2) and the proviso of Article 402, paragraph (5) of that Act do not apply to a book-entry transfer institution.

（秘密保持義務）

(Duty of Confidentiality)

第七条　振替機関の取締役、会計参与（会計参与が法人であるときは、その職務を行うべき社員）、監査役、執行役若しくは職員又はこれらの職にあった者は、振替業に関して知り得た秘密を漏らし、又は盗用してはならない。

Article 7 It is prohibited for the director, accounting advisor (or any employee that should perform those duties, if the accounting advisor is a corporation), company auditor, executive officer, or employee of a book-entry transfer institution, or a person that has held one of these positions, to divulge or misappropriate any confidential information learned in connection with book-entry transfer business.

第二節　業務

Section 2 Operations

（振替機関の業務）

(Operations of Book-Entry Transfer Institutions)

第八条　振替機関は、この法律及び業務規程の定めるところにより、社債等の振替に関する業務を行うものとする。

Article 8 A book-entry transfer institution is to conduct operations connected with the book-entry transfer of bonds and other securities in accordance with this Act and its operational rules.

（兼業の制限）

(Restrictions on Concurrent Business)

第九条　振替機関は、振替業のほか、他の業務を営むことができない。ただし、振替業に関連する業務で、当該振替機関が振替業を適正かつ確実に営むにつき支障を生ずるおそれがないと認められるものについて、主務省令で定めるところにより、主務大臣の承認を受けたときは、この限りでない。

Article 9 (1) A book-entry transfer institution may not engage in business other than book-entry transfer business; provided, however that this does not apply if the book-entry transfer institution obtains the approval of the competent minister pursuant to the provisions of order of the competent ministry, for business that is related to book-entry transfer business and that is found to carry no risk of preventing the institution from engaging in book-entry transfer business in an appropriate and reliable manner.

２　振替機関は、前項ただし書の承認を受けた業務を廃止したときは、主務省令で定めるところにより、その旨を主務大臣に届け出なければならない。

(2) If a book-entry transfer institution discontinues business for which it has received approval pursuant to the proviso of the preceding paragraph, it must notify the competent minister of this pursuant to the provisions of order of the competent ministry.

（振替業の一部の委託）

(Partial Entrustment of Book-Entry Transfer Business)

第十条　振替機関は、主務省令で定めるところにより、振替業の一部を、主務大臣の承認を受けて、他の者に委託することができる。

Article 10 (1) A book-entry transfer institution may obtain approval from the competent minister to entrust another person with a part of its book-entry transfer business, pursuant to the provisions of order of the competent ministry.

２　振替機関は、前項の規定による振替業の一部の委託に関する契約には、業務を委託する相手方が当該業務を他の者に委託しない旨の条件を付さなければならない。

(2) In the contract in which a book-entry transfer institution entrusts a person with a part of its book-entry transfer business pursuant to the provisions of the preceding paragraph, it must attach a condition that the party to which it is entrusting the business will not further entrust another person with the business.

（業務規程）

(Operational Rules)

第十一条　振替機関は、業務規程において、次に掲げる事項を定めなければならない。

Article 11 (1) A book-entry transfer institution must specify the following particulars in its operational rules:

一　取り扱う社債等に関する事項

(i) the particulars concerning the bonds and other securities handled;

二　加入者の口座に関する事項

(ii) the particulars concerning participants' accounts;

三　振替口座簿の記載又は記録に関する事項

(iii) the particulars concerning entries or records in the book-entry transfer account register;

四　取り扱う社債等に応じた第七十八条第一項（第百十三条、第百十五条、第百十七条、第百十八条、第百二十条、第百二十一条、第百二十二条、第百二十四条、第百二十七条及び第二百七十六条第一号において準用する場合を含む。）、第百三条第一項、第百七条第一項、第百二十七条の二十一第一項、第百四十五条第一項（第二百二十八条第一項、第二百三十五条第一項、第二百三十九条第一項、第二百四十七条の二の三第一項及び第二百七十六条第二号において準用する場合を含む。）、第百七十九条第一項（第二百四十七条の三第一項、第二百四十九条第一項及び第二百七十六条第三号において準用する場合を含む。）又は第二百十条第一項（第二百五十一条第一項、第二百五十四条第一項及び第二百七十六条第四号において準用する場合を含む。）に規定する場合の振替機関の義務の履行に関する事項

(iv) the particulars concerning the book-entry transfer institution's performance of obligations, in cases prescribed in Article 78, paragraph (1) (including as applied

mutatis mutandis pursuant to Article 113, Article 115, Article 117, Article 118, Article 120, Article 121, Article 122, Article 124, Article 127, and Article 276, item (i)), Article 103, paragraph (1), Article 107, paragraph (1), Article 127-21, paragraph (1), Article 145, paragraph (1) (including as applied mutatis mutandis pursuant to Article 228, paragraph (1), Article 235, paragraph (1), Article 239, paragraph (1), Article 247-2-3, paragraph (1), and Article 276, item (ii)), Article 179, paragraph (1) (including as applied mutatis mutandis pursuant to Article 247-3, paragraph (1), Article 249, paragraph (1), and Article 276, item (iii)), or Article 210, paragraph (1) (including as applied mutatis mutandis pursuant to Article 251, paragraph (1), Article 254, paragraph (1), and Article 276, item (iv)) in accordance with the bonds and other securities the institution handles;

五　加入者が口座管理機関である場合における次に掲げる事項

(v) the following particulars concerning any participant that is an account management institution:

イ　口座管理機関とその加入者との契約に関する事項

(a) the particulars of the agreement between an account management institution and its participants;

ロ　取り扱う社債等に応じた第七十九条第一項（第百十三条、第百十五条、第百十七条、第百十八条、第百二十条、第百二十一条、第百二十二条、第百二十四条、第百二十七条及び第二百七十六条第一号において準用する場合を含む。）、第百四条第一項、第百八条第一項、第百二十七条の二十二第一項、第百四十六条第一項（第二百二十八条第一項、第二百三十五条第一項、第二百三十九条第一項、第二百四十七条の二の三第一項及び第二百七十六条第二号において準用する場合を含む。）、第百八十条第一項（第二百四十七条の三第一項、第二百四十九条第一項及び第二百七十六条第三号において準用する場合を含む。）又は第二百十一条第一項（第二百五十一条第一項、第二百五十四条第一項及び第二百七十六条第四号において準用する場合を含む。）に規定する場合の口座管理機関の義務の履行に関する事項

(b) the particulars of an account management institution's performance of obligations, in cases prescribed in Article 79, paragraph (1) (including as applied mutatis mutandis pursuant to Articles 113, Article 115, Article 117, Article 118, Article 120, Article 121, Article 122, Article 124, Article 127, and Article 276, item (i)), Article 104, paragraph (1), Article 108, paragraph (1), Article 127-22, paragraph (1), Article 146, paragraph (1) (including as applied mutatis mutandis pursuant to Article 228, paragraph (1), Article 235, paragraph (1), Article 239, paragraph (1), Article 247-2-3, paragraph (1), and Article 276, item (ii)), Article 180, paragraph (1) (including as applied mutatis mutandis pursuant to Article 247-3, paragraph (1), Article 249, paragraph (1), and Article 276, item (iii)), or Article 211, paragraph (1) (including as applied mutatis mutandis pursuant to Article 251, paragraph (1), Article 254, paragraph (1), and Article 276, item (iv)) in accordance with the bonds and other securities the institution handles;

ハ　口座管理機関が法令、法令に基づく行政官庁の処分又は業務規程に違反した場合の措置に関する事項

(c) the particulars concerning the measures to be taken if an account management institution violates a law or regulation, a disposition made by an administrative agency based on a law or regulation, or its operational rules;

ニ　口座管理機関において第十九条に規定する事故が生じた場合の報告に関する事項

(d) the particulars concerning reports when an incident prescribed in Article 19 occurs at an account management institution.

六　第三十三条に規定する加入者集会に関する事項

(vi) the particulars concerning participant meetings prescribed in Article 33;

七　前各号に掲げるもののほか、振替業の実施に必要な事項として主務省令で定める事項

(vii) beyond what is set forth in the preceding items, particulars which order of the competent ministry prescribes as those that are necessary for implementing book-entry transfer business.

２　前項第五号イに掲げる事項には、各口座管理機関（第四十四条第一項第十三号に掲げる者を除く。）が、その加入者（同条第一項第十三号に掲げる者、金融商品取引法第二条第三項第一号に規定する適格機関投資家及び国、地方公共団体その他の政令で定める者を除く。以下この項及び次章において同じ。）に対して、当該加入者の上位機関（保証が行われない場合においても加入者の保護に支障がない者として主務省令で定めるものを除く。）が取り扱う社債等に応じて当該加入者に対して負う第八十条第二項若しくは第八十一条第二項（これらの規定を第百十三条、第百十五条、第百十七条、第百十八条、第百二十条、第百二十一条、第百二十二条、第百二十四条、第百二十七条及び第二百七十六条第一号において準用する場合を含む。）、第百五条第二項、第百六条第二項、第百九条第三項、第百十条第三項、第百二十七条の二十三第二項、第百二十七条の二十四第二項、第百四十七条第二項（第二百二十八条第一項、第二百三十五条第一項、第二百三十九条第一項、第二百四十七条の二の三第一項及び第二百七十六条第二号において準用する場合を含む。）、第百四十八条第二項（第二百二十八条第一項、第二百三十五条第一項、第二百三十九条第一項、第二百四十七条の二の三第一項及び第二百七十六条第二号において準用する場合を含む。）、第百八十一条第二項若しくは第百八十二条第二項（これらの規定を第二百四十七条の三第一項、第二百四十九条第一項及び第二百七十六条第三号において準用する場合を含む。）又は第二百十二条第二項若しくは第二百十三条第二項（これらの規定を第二百五十一条第一項、第二百五十四条第一項及び第二百七十六条第四号において準用する場合を含む。）に規定する義務の全部の履行を連帯して保証する旨を含むものでなければならない。

(2) The particulars set forth in item (v), sub-item (a) of the preceding paragraph must include an indication that each account management institution (other than a person set forth in Article 44, paragraph (1), item (xiii)) extends a joint and several surety to its participants (other than a person set forth in Article 44, paragraph (1), item (xiii); a qualified institutional investor as defined in Article 2, paragraph (3), item (i) of the Financial Instruments and Exchange Act; the

national or local government; or any other person specified by Cabinet Order; hereinafter the same applies in this paragraph and in the following Chapter) against the performance of all obligations that a superior institution (other than one prescribed by order of the competent ministry as a person that does not undermine the protection of participants when surety is not provided) has toward a participant, in accordance with the bonds and other securities that it handles, as prescribed in Article 80, paragraph (2) or Article 81, paragraph (2) (including as applied mutatis mutandis pursuant to Article 113, Article 115, Article 117, Article 118, Article 120, Article 121, Article 122, Article 124, Article 127, and Article 276, item (i)), Article 105, paragraph (2), Article 106, paragraph (2), Article 109, paragraph (3), Article 110, paragraph (3), Article 127-23, paragraph (2), Article 127-24, paragraph (2), Article 147, paragraph (2) (including as applied mutatis mutandis pursuant to Article 228, paragraph (1), Article 235, paragraph (1), Article 239, paragraph (1), Article 247-2-3, paragraph (1), and Article 276, item (ii)), Article 148, paragraph (2) (including as applied mutatis mutandis pursuant to Article 228, paragraph (1), Article 235, paragraph (1), Article 239, paragraph (1), Article 247-2-3, paragraph (1), and Article 276, item (ii)), Article 181, paragraph (2) or Article 182, paragraph (2) (including as applied mutatis mutandis pursuant to Article 247-3, paragraph (1), Article 249, paragraph (1) and Article 276, item (iii)) or Article 212, paragraph (2) or Article 213, paragraph (2) (including as applied mutatis mutandis pursuant to Article 251, paragraph (1), Article 254, paragraph (1) and Article 276, item (iv)).

（口座の開設及び振替口座簿の備付け）

(Opening of Accounts and Keeping of a Book-Entry Transfer Account Register)

第十二条　振替機関は、業務規程の定めるところにより、他の者のために、その申出により社債等の振替を行うための口座を開設しなければならない。

Article 12 (1) A book-entry transfer institution must open an account for another person in which book entries are to be made for bonds and other interests at the request of that person, pursuant to the provisions of its operational rules.

２　振替機関は、第七十八条第一項及び第三項（これらの規定を第百十三条、第百十五条、第百十七条、第百十八条、第百二十条、第百二十一条、第百二十二条、第百二十四条、第百二十七条及び第二百七十六条第一号において準用する場合を含む。）、第百三条第一項及び第三項、第百七条第一項及び第四項、第百二十七条の二十一第一項及び第三項、第百四十五条第一項及び第三項（これらの規定を第二百二十八条第一項、第二百三十五条第一項、第二百三十九条第一項、第二百四十七条の二の三第一項及び第二百七十六条第二号において準用する場合を含む。）、第百七十九条第一項及び第三項（これらの規定を第二百四十七条の三第一項、第二百四十九条第一項及び第二百七十六条第三号において準用する場合を含む。）又は第二百十条第一項及び第四項（これらの規定を第二百五十一条第一項、第二百五十四条第一項及び第二百七十六条第四号において準用する場合を含む。）の義務を履行する目的のため、自己のために社債等の振替を行うための口座（以下「機関口座」という。）を開設することができる。

(2) A book-entry transfer institution may open an account for itself in which book entries are to be made for bonds and other securities (hereinafter referred to as an "institution-held account") for the purpose of performing the obligations referred to in Article 78, paragraphs (1) and (3) (including as applied mutatis mutandis pursuant to Article 113, Article 115, Article 117, Article 118, Article 120, Article 121, Article 122, Article 124, Article 127, and Article 276, item (i)), Article 103, paragraphs (1) and (3), Article 107, paragraphs (1) and (4), Article 127-21, paragraphs (1) and (3), Article 145, paragraphs (1) and (3) (including as applied mutatis mutandis pursuant to Article 228, paragraph (1), Article 235, paragraph (1), Article 239, paragraph (1), Article 247-2-3, paragraph (1), and Article 276, item (ii)), Article 179, paragraphs (1) and (3) (including as applied mutatis mutandis pursuant to Article 247-3, paragraph (1), Article 249, paragraph (1) and Article 276, item (iii)), or Article 210, paragraphs (1) and (4) (including as applied mutatis mutandis pursuant to Article 251, paragraph (1), Article 254, paragraph (1) and Article 276, item (iv)).

３　振替機関は、振替口座簿を備えなければならない。

(3) A book-entry transfer institution must keep a book-entry transfer account register.

（発行者の同意）

(Consent of the Issuer)

第十三条　振替機関は、あらかじめ発行者から当該振替機関において取り扱うことについて同意を得た社債等でなければ、取り扱うことができない。

Article 13 (1) A book-entry transfer institution may not handle bonds and other securities unless the issuer has consented in advance to have its bonds and other securities handled by the institution.

２　前項の場合において、発行者は、特定の種類の社債等について一の振替機関に同意をしたときは、当該社債等について他の振替機関に同意をしてはならない。

(2) In the case referred to in the preceding paragraph, if an issuer has given consent to a book-entry transfer institution in respect of a particular type of bonds or other securities, it must not give its consent to another book-entry transfer institution for that type of bonds or other securities.

３　発行者は、第一項の同意を撤回することができない。

(3) An issuer may not withdraw the consent referred to in paragraph (1).

（差別的取扱いの禁止）

(Prohibition of Discriminatory Treatment)

第十四条　振替機関は、特定の加入者又は発行者に対し不当な差別的取扱いをしてはならない。

Article 14 A book-entry transfer institution must not treat any particular participant or issuer in an unfair and discriminatory manner.

第三節　監督

Section 3 Supervision

（帳簿書類等の作成及び保存）

(Preparation and Preservation of Books and Documents)

第十五条　振替機関は、主務省令で定めるところにより、業務に関する帳簿書類その他の記録を作成し、保存しなければならない。

Article 15 A book-entry transfer institution must prepare and preserve its business books and documents and other records pursuant to order of the competent ministry.

（業務及び財産に関する報告書の提出）

(Submission of Reports on Business and Property)

第十六条　振替機関は、事業年度ごとに、業務及び財産に関する報告書を作成し、主務大臣に提出しなければならない。

Article 16 (1) A book-entry transfer institution must prepare a report on its business and property for each business year and submit it to the competent minister.

２　前項の報告書に関する記載事項、提出期日その他必要な事項は、主務省令で定める。

(2) Order of the competent ministry determines the particulars to be stated in the report referred to in the preceding paragraph, the submission date, and other necessary particulars.

（定款又は業務規程の変更）

(Amending the Articles of Incorporation or Operational Rules)

第十七条　振替機関の定款又は業務規程の変更は、主務大臣の認可を受けなければ、その効力を生じない。

Article 17 An amendment to the articles of incorporation or operational rules of a book-entry transfer institution does not take effect without the authorization of the competent minister.

（商号等の変更の届出）

(Notification of a Change in Trade Name)

第十八条　振替機関は、第四条第一項第一号又は第三号から第五号までに掲げる事項に変更があったときは、その旨及び同条第二項第一号又は第三号に掲げる書類を、主務省令で定めるところにより、主務大臣に届け出なければならない。

Article 18 (1) If the information set forth in Article 4, paragraph (1), item (i) or items (iii) through (v) changes, the book-entry transfer institution must notify the competent minister of that fact and submit the documents set forth in paragraph (2), item (i) or (iii) of that Article to the competent minister pursuant to the provisions of order of the competent ministry.

２　主務大臣は、前項の規定により振替機関の商号又は本店の所在地の変更の届出があったときは、その旨を官報で公示しなければならない。

(2) On being notified of a change in the trade name of a book-entry transfer institution or the location of its head office, the competent minister must issue public notice of that fact in the Official Gazette.

（事故の報告）

(Incident Reports)

第十九条　振替機関は、第七十八条第一項（第百十三条、第百十五条、第百十七条、第百十八条、第百二十条、第百二十一条、第百二十二条、第百二十四条、第百二十七条及び第二百七十六条第一号において準用する場合を含む。）、第百三条第一項、第百七条第一項、第百二十七条の二十一第一項、第百四十五条第一項（第二百二十八条第一項、第二百三十五条第一項、第二百三十九条第一項、第二百四十七条の二の三第一項及び第二百七十六条第二号において準用する場合を含む。）、第百七十九条第一項（第二百四十七条の三第一項、第二百四十九条第一項及び第二百七十六条第三号において準用する場合を含む。）若しくは第二百十条第一項（第二百五十一条第一項、第二百五十四条第一項及び第二百七十六条第四号において準用する場合を含む。）の場合その他主務省令で定める事故が生じた場合又はその下位機関において第七十九条第一項（第百十三条、第百十五条、第百十七条、第百十八条、第百二十条、第百二十一条、第百二十二条、第百二十四条、第百二十七条及び第二百七十六条第一号において準用する場合を含む。）、第百四条第一項、第百八条第一項、第百四十六条第一項（第二百二十八条第一項、第二百三十五条第一項、第二百三十九条第一項、第二百四十七条の二の三第一項及び第二百七十六条第二号において準用する場合を含む。）、第百八十条第一項（第二百四十七条の三第一項、第二百四十九条第一項及び第二百七十六条第三号において準用する場合を含む。）若しくは第二百十一条第一項（第二百五十一条第一項、第二百五十四条第一項及び第二百七十六条第四号において準用する場合を含む。）の場合その他主務省令で定める事故が生じた場合には、主務省令で定めるところにより、その旨を主務大臣に報告しなければならない。

Article 19 In cases referred to in Article 78, paragraph (1) (including as applied mutatis mutandis pursuant to Article 113, Article 115, Article 117, Article 118, article 120, Article 121, Article 122, Article 124, Article 127, and Article 276, item (i)), Article 103, paragraph (1), Article 107, paragraph (1), Article 127-21, paragraph (1), Article 145, paragraph (1) (including as applied mutatis mutandis pursuant to Article 228, paragraph (1), Article 235, paragraph (1), Article 239, paragraph (1), Article 247-2-3, paragraph (1), and Article 276, item (ii)), Article 179, paragraph (1) (including as applied mutatis mutandis pursuant to Article 247-3, paragraph (1), Article 249, paragraph (1), and Article 276, item (iii)), or Article 210, paragraph (1) (including as applied mutatis mutandis pursuant to Article 251, paragraph (1), Article 254, paragraph (1) and Article 276, item (iv)) and in other cases in which an incident specified by order of the competent ministry occurs; in cases referred to in Article 79, paragraph (1) (including as applied mutatis mutandis pursuant to Articles 113, 115, 117, 118, 120, 121, 122, 124, 127 and Article 276, item (i)), Article 104, paragraph (1), Article 108, paragraph (1), Article 146, paragraph (1) (including as applied mutatis mutandis pursuant to Article 228, paragraph (1), Article 235, paragraph (1), Article 239, paragraph (1), Article 247-2-3, paragraph (1), and Article 276, item (ii)), Article 180, paragraph (1) (including as applied mutatis mutandis pursuant to Article 247-3, paragraph (1), Article 249,

paragraph (1) and Article 276, item (iii)), or Article 211, paragraph (1) (including as applied mutatis mutandis pursuant to Article 251, paragraph (1), Article 254, paragraph (1) and Article 276, item (iv)) and in other cases in which an incident specified by order of the competent ministry occurs at a subordinate institution, a book-entry transfer institution must notify the competent minister of that fact pursuant to the provisions of order of the competent ministry.

（報告及び検査）

(Reports and Inspections)

第二十条　主務大臣は、振替業の適正かつ確実な遂行のため必要があると認めるときは、振替機関に対し、その業務若しくは財産に関して報告若しくは資料の提出を命じ、又はその職員に、振替機関の営業所に立ち入り、その業務若しくは財産の状況若しくは帳簿書類その他の物件を検査させ、若しくは関係者に質問させることができる。

Article 20 (1) If the competent minister finds it to be necessary for the appropriate and reliable performance of book-entry transfer business, the minister may order a book-entry transfer institution to make reports or submit materials concerning its business or property, or may have relevant officials enter the business office of the book-entry transfer institution and inspect the state of its business or property, books and documents, or other articles or have the officials question the persons concerned.

２　前項の規定により立入検査をする職員は、その身分を示す証明書を携帯し、関係者に提示しなければならない。

(2) An official conducting an on-site inspection pursuant to the provisions of the preceding paragraph must carry an identification card and present it to the persons concerned.

３　第一項の規定による立入検査の権限は、犯罪捜査のために認められたものと解してはならない。

(3) The authority to conduct an on-site inspection under the provisions of paragraph (1) must not be construed to have been granted for the purpose of criminal investigation.

（業務改善命令）

(Business Improvement Orders)

第二十一条　主務大臣は、振替業の適正かつ確実な遂行のため必要があると認めるときは、その必要の限度において、振替機関に対し、業務の運営又は財産の状況の改善に必要な措置をとるべきことを命ずることができる。

Article 21 If the competent minister finds it to be necessary for the appropriate and reliable performance of book-entry transfer business, the minister may, within the extent necessary, order a book-entry transfer institution to take the necessary measures to improve the state of its business operations or property.

（指定の取消し等）

(Revocation of Designations)

第二十二条　主務大臣は、振替機関が次の各号のいずれかに該当するときは、第三条第一項の指定若しくは第九条第一項ただし書の承認を取り消し、六月以内の期間を定めてその業務の全部若しくは一部の停止を命じ、又はその取締役、会計参与、監査役若しくは執行役の解任を命ずることができる。

Article 22 (1) If a book-entry transfer institution falls under one of the following items, the competent minister may revoke the designation under Article 3, paragraph (1) or the approval referred to in the proviso of Article 9, paragraph (1), order the suspension of all or part of its business activities by specifying a period of no longer than six months, or order the dismissal of the director, accounting advisor, company auditor, or executive officer:

一　第三条第一項第三号又は第四号に掲げる要件に該当しないこととなったとき。

(i) when the institution no longer satisfies the requirement set forth in Article 3, paragraph (1), item (iii) or (iv);

二　第三条第一項の指定当時に同項各号のいずれかに該当していなかったことが判明したとき。

(ii) when it is found that the institution did not fall under one of the items of Article 3, paragraph (1) at the time of designation under Article 3, paragraph (1);

三　不正の手段により第三条第一項の指定を受けたことが判明したとき。

(iii) when it is found that the institution has obtained the designation under Article 3, paragraph (1) by wrongful means;

四　この法律若しくはこの法律に基づく命令又はこれらに基づく処分に違反したとき。

(iv) when it violates this Act, a law or regulation based on this Act, or a disposition based on them.

２　主務大臣は、前項の規定により第三条第一項の指定を取り消したときは、その旨を官報で公示しなければならない。

(2) When revoking the designation under Article 3, paragraph (1) pursuant to the provisions of the preceding paragraph, the competent minister must issue a public notice of that fact in the Official Gazette.

（業務移転命令）

(Business Transfer Orders)

第二十三条　主務大臣は、振替機関が次の各号のいずれかに該当するときは、振替業（第四十四条第二項に規定する場合を除く。以下第四十二条までにおいて同じ。）を他の株式会社に移転することを命ずることができる。

Article 23 If a book-entry transfer institution falls under one of the following items, the competent minister may order the book-entry transfer institution to transfer book-entry transfer business to another stock company (excluding the case prescribed in Article 44, paragraph (2); hereinafter the same applies in this Article through Article 42):

一　前条第一項の規定により第三条第一項の指定を取り消されたとき。

(i) when the designation under Article 3, paragraph (1) is revoked pursuant to the provisions of paragraph (1) of the preceding Article;

二　振替業を廃止したとき。

(ii) when the institution discontinues book-entry transfer business;

三　解散したとき（設立、合併又は新設分割を無効とする判決が確定したときを含む。）。

(iii) when the institution is dissolved (including the cases in which the judgment invalidating its incorporation, merger, or incorporation-type company split becomes final and binding); or

四　振替業の継続に著しい支障を来すことなく弁済期にある債務を弁済することができない事態又は破産手続開始の原因となる事実の生ずるおそれがあると認められるとき。

(iv) when it is found that there is a risk of circumstances in which the institution will be unable to pay a debt that is due without substantially compromising the continuation of book-entry transfer business to occur, or a fact constituting the grounds for the commencement of bankruptcy proceedings to occur.

（業務移転命令に伴う株主総会の特別決議に関する特例）

(Special Provisions on a Special Resolution at a Shareholders Meeting Incidental to a Business Transfer Order)

第二十四条　前条の規定による命令を受けた振替機関（次項において「特定振替機関」という。）における会社法第三百二十二条第一項、第四百六十六条、第四百六十七条第一項、第七百八十三条第一項又は第七百九十五条第一項の規定による決議（同法第七百八十三条第一項の規定による決議にあっては、同法第三百九条第三項第二号の株主総会の決議を除く。）は、同法第三百九条第二項及び第三百二十四条第二項の規定にかかわらず、出席した株主の議決権の三分の二以上に当たる多数をもって、仮にすることができる。

Article 24 (1) Notwithstanding the provisions of Article 309, paragraph (2) and Article 324, paragraph (2) of the Companies Act, a resolution pursuant to the provisions of Article 322, paragraph (1), Article 466, Article 467, paragraph (1), Article 783, paragraph (1), or Article 795, paragraph (1) of that Act (other than a resolution at a shareholders meeting referred to in Article 309, paragraph (3), item (ii) of that Act, for a resolution pursuant to the provisions of Article 783, paragraph (1) of that Act) at a book-entry transfer institution that has received an order under the preceding Article (hereinafter referred to as a "specified book-entry transfer institution" in the following paragraph) may be provisionally adopted by a two-thirds majority of votes of the shareholders present.

２　特定振替機関における会社法第三百九条第三項第二号の株主総会の決議は、同項の規定にかかわらず、出席した株主の半数以上であって出席した株主の議決権の三分の二以上に当たる多数をもって、仮にすることができる。

(2) Notwithstanding the provisions of Article 309, paragraph (3) of the Companies Act, a resolution at a shareholders meeting referred to in Article 309, paragraph (3), item (ii) of that Act at a specified book-entry transfer institution may be provisionally adopted by a two-thirds majority of votes of the shareholders present, at a session with half or more of the shareholders present.

３　第一項の規定により仮にした決議（以下この項及び次項において「仮決議」という。）があった場合においては、各株主に対し、当該仮決議の趣旨を通知し、当該仮決議の日から一月以内に再度の株主総会を招集しなければならない。

(3) If a resolution is provisionally adopted pursuant to the provisions of paragraph (1) (hereinafter referred to as a "provisional resolution" in this paragraph and the following paragraph), the book-entry transfer institution must notify each of the shareholders of the purport of the provisional resolution and convene a shareholders meeting again within one month after the date of the provisional resolution.

４　前項の株主総会において第一項に規定する多数をもって仮決議を承認した場合には、当該承認のあった時に、当該仮決議をした事項に係る決議があったものとみなす。

(4) If a provisional resolution adopted by a majority vote prescribed in paragraph (1) is approved at a shareholders meeting referred to in the preceding paragraph, a resolution is deemed to have been adopted with regard to the matter resolved by the provisional resolution.

５　前二項の規定は、第二項の規定により仮にした決議があった場合について準用する。この場合において、前項中「第一項」とあるのは、「第二項」と読み替えるものとする。

(5) The provisions of the preceding two paragraphs apply mutatis mutandis to a resolution adopted provisionally pursuant to the provisions of paragraph (2). In such a case, the term "paragraph (1)" in the preceding paragraph is deemed to be replaced with "paragraph (2)".

第四節　合併、分割及び事業の譲渡

Section 4 Mergers, Splits, and Business Transfers

（特定合併の認可）

(Authorization for Specified Mergers)

第二十五条　振替機関を全部又は一部の当事者とする合併（合併後存続する株式会社又は合併により設立される株式会社が振替業を営む場合に限る。以下この条及び次条において「特定合併」という。）は、主務大臣の認可を受けなければ、その効力を生じない。

Article 25 (1) A merger in which a book-entry transfer institution constitutes all or some of the parties (but only if the stock company surviving the merger or the stock company incorporated in the merger engages in book-entry transfer business; hereinafter referred to as a "specified merger" in this Article and the following Article) does not take effect without the authorization of the competent minister.

２　前項の認可を受けようとする振替機関は、特定合併後存続する株式会社又は特定合併により設立される株式会社（以下この条において「特定合併後の振替機関」という。）について第四条第一項各号に掲げる事項を記載した合併認可申請書を主務大臣に提出しなければならない。

(2) A book-entry transfer institution seeking the authorization referred to in the preceding paragraph must submit a written application for merger authorization

to the competent minister, which states the information set forth in the items of Article 4, paragraph (1) with respect to the stock company surviving or incorporated in the specified merger (hereinafter referred to as the "book-entry transfer institution after the specified merger" in this Article).

３　合併認可申請書には、合併契約の内容を記載し、又は記録した書面又は電磁的記録（主務省令で定めるものに限る。以下この項において同じ。）その他主務省令で定める書面又は電磁的記録を添付しなければならない。

(3) A document stating the content of the merger agreement or electronic or magnetic records in which the content has been recorded (limited to those specified by order of the competent ministry; hereinafter the same applies in this paragraph) and the documents or electronic or magnetic records specified by order of the competent ministry must be attached to a written application for merger authorization.

４　主務大臣は、第一項の認可の申請があった場合においては、その申請が次に掲げる基準に適合しているかどうかを審査しなければならない。

(4) If an application has been filed for the authorization referred to in paragraph (1), the competent minister must examine whether the application conforms to the following criteria:

一　特定合併後の振替機関が第三条第一項各号に掲げる要件に該当すること。

(i) the book-entry transfer institution after the specified merger satisfies the requirements set forth in the items of Article 3, paragraph (1); and

二　振替業の承継が円滑かつ適切に行われる見込みが確実であること。

(ii) it is fully expected that the book-entry transfer business will be succeeded to in a smooth and appropriate manner.

５　特定合併後の振替機関（振替機関が特定合併後存続する株式会社である場合を除く。）は、特定合併の時に第三条第一項の指定を受けたものとみなす。

(5) A book-entry transfer institution after the specified merger (other than if the book-entry transfer institution is a stock company surviving the specified merger) is deemed to have obtained the designation under Article 3, paragraph (1) at the time of the specified merger.

６　特定合併後の振替機関は、特定合併により消滅した振替機関の業務に関し、行政官庁の認可その他の処分に基づいて有する権利義務を承継する。

(6) A book-entry transfer institution after the specified merger succeeds to the rights and obligations that the book-entry transfer institution disappearing in the specified merger holds in connection with its business based on the authorization given or other dispositions taken by an administrative agency.

（特定合併の場合の加入者の承認）

(Approval of Participants for Specified Mergers)

第二十六条　振替機関は、特定合併を行うときは、会社法第七百八十三条第一項、第七百九十五条第一項又は第八百四条第一項の株主総会の承認のほか、その加入者の承認を受けなければならない。

Article 26 When implementing a specified merger, a book-entry transfer institution must obtain the approval of the participants, in addition to the approval at a shareholders meeting referred to in Article 783, paragraph (1), Article 795, paragraph (1), or Article 804, paragraph (1) of the Companies Act.

（新設分割の認可）

(Authorization for Incorporation-Type Splits)

第二十七条　振替機関が新たに設立する株式会社に振替業の全部又は一部を承継させるために行う新設分割（以下この条及び次条において単に「新設分割」という。）は、主務大臣の認可を受けなければ、その効力を生じない。

Article 27 (1) An incorporation-type split that a book-entry transfer institution implements in order to have a newly established stock company succeed to all or some of its book-entry transfer business (hereinafter simply referred to as "incorporation-type split" in this Article and the following Article) does not take effect without the authorization of the competent minister.

２　前項の認可を受けようとする振替機関は、新設分割により設立される株式会社（以下この条において「設立会社」という。）について次に掲げる事項を記載した新設分割認可申請書を主務大臣に提出しなければならない。

(2) A book-entry transfer institution seeking the authorization referred to in the preceding paragraph must submit a written application for authorization of an incorporation-type split to the competent minister, which states the following information about the stock company to be incorporated in the incorporation-type split (hereinafter referred to as the "company being incorporated" in this Article):

一　第四条第一項各号に掲げる事項

(i) the information set forth in the items of Article 4, paragraph (1); and

二　設立会社が承継する振替業

(ii) the book-entry transfer business to which the company being incorporated will succeed.

３　新設分割認可申請書には、新設分割計画の内容を記載し、又は記録した書面又は電磁的記録（主務省令で定めるものに限る。以下この項において同じ。）その他主務省令で定める書面又は電磁的記録を添付しなければならない。

(3) A document stating the content of the incorporation-type split plan or electronic or magnetic records in which the content has been recorded (limited to those specified by order of the competent ministry; hereinafter the same applies in this paragraph) and the documents or electronic or magnetic records specified by order of the competent ministry must be attached to a written application for authorization of an incorporation-type split

４　主務大臣は、第一項の認可の申請があった場合においては、その申請が次に掲げる基準に適合しているかどうかを審査しなければならない。

(4) If an application has been filed for the authorization referred to in paragraph (1), the competent minister must examine whether the application conforms to the following criteria:

一　設立会社が第三条第一項第一号及び第四号から第七号までに掲げる要件に該当すること。

(i) the company being incorporated satisfies the requirements set forth in Article 3, paragraph (1), item (i) and items (iv) through (vii); and

二　振替業の承継が円滑かつ適切に行われる見込みが確実であること。

(ii) it is fully expected that the book-entry transfer business will be succeeded to in a smooth and appropriate manner.

5　設立会社は、新設分割の時に第三条第一項の指定を受けたものとみなす。

(5) The company being incorporated is deemed to have obtained the designation under Article 3, paragraph (1) at the time of the incorporation-type split.

6　設立会社は、新設分割をした振替機関の承継の対象となる業務に関し、行政官庁の認可その他の処分に基づいて有する権利義務を承継する。

(6) The company being incorporated succeeds to the rights and obligations that the book-entry transfer institution implementing the incorporation-type split holds in connection with the business subject to the succession, based on the authorization given or other dispositions taken by an administrative agency.

（新設分割の場合の加入者の承認）

(Approval of Participants for Incorporation-Type Splits)

第二十八条　振替機関は、新設分割を行うときは、会社法第八百四条第一項の株主総会の承認のほか、その加入者の承認を受けなければならない。

Article 28 When implementing an incorporation-type split, a book-entry transfer institution must obtain the approval of the participants, in addition to the approval at a shareholders meeting referred to in Article 804, paragraph (1) of the Companies Act.

（吸収分割の認可）

(Authorization for Absorption-Type Splits)

第二十九条　振替機関が他の株式会社に振替業の全部又は一部を承継させるために行う吸収分割（以下この条及び次条において単に「吸収分割」という。）は、主務大臣の認可を受けなければ、その効力を生じない。

Article 29 (1) An absorption-type split that a book-entry transfer institution implements in order to have another stock company succeed to all or some of its book-entry transfer business (hereinafter simply referred to as "absorption-type split" in this Article and the following Article) does not take effect without the authorization of the competent minister.

2　前項の認可を受けようとする振替機関は、吸収分割により振替業の全部又は一部を承継する株式会社（以下この条において「承継会社」という。）について次に掲げる事項を記載した吸収分割認可申請書を主務大臣に提出しなければならない。

(2) A book-entry transfer institution seeking the authorization referred to in the preceding paragraph must submit a written application for authorization of an absorption-type split to the competent minister, which states the following information about the stock company that will succeed to all or part of the book-

entry transfer business in the absorption-type split (hereinafter referred to as the "succeeding company" in this Article):

一　第四条第一項各号に掲げる事項

(i) the information set forth in the items of Article 4, paragraph (1);

二　承継会社が承継する振替業

(ii) the book-entry transfer business to which the succeeding company will succeed.

３　吸収分割認可申請書には、吸収分割契約の内容を記載し、又は記録した書面又は電磁的記録（主務省令で定めるものに限る。以下この項において同じ。）その他主務省令で定める書面又は電磁的記録を添付しなければならない。

(3) A document stating the content of the absorption-type split agreement or electronic or magnetic records in which the content have been recorded (limited to those specified by order of the competent ministry; hereinafter the same applies in this paragraph) and the documents or electronic or magnetic records specified by order of the competent ministry must be attached to a written application for authorization of an absorption-type split.

４　主務大臣は、第一項の認可の申請があった場合においては、その申請が次に掲げる基準に適合しているかどうかを審査しなければならない。

(4) If an application has been filed for the authorization referred to in paragraph (1), the competent minister must examine whether the application conforms to the following criteria:

一　承継会社が第三条第一項各号に掲げる要件に該当すること。

(i) the succeeding company satisfies the requirements set forth in the items of Article 3, paragraph (1); and

二　振替業の承継が円滑かつ適切に行われる見込みが確実であること。

(ii) it is fully expected that the book-entry transfer business will be succeeded to in a smooth and appropriate manner.

５　承継会社（振替機関が承継会社である場合を除く。）は、吸収分割の時に第三条第一項の指定を受けたものとみなす。

(5) A succeeding company is deemed to have obtained a designation under Article 3, paragraph (1) at the time of the absorption-type company split (unless a book-entry transfer institution is the succeeding company).

６　承継会社は、吸収分割をした振替機関の承継の対象となる業務に関し、行政官庁の認可その他の処分に基づいて有する権利義務を承継する。

(6) The succeeding company succeeds to the rights and obligations that the book-entry transfer institution implementing the absorption-type split holds, in connection with the business subject to the succession, based on the authorization given or other disposition made by an administrative agency.

（吸収分割の場合の加入者の承認）

(Approval of Participants for an Absorption-Type Split)

第三十条　振替機関は、吸収分割を行うときは、会社法第七百八十三条第一項又は第七百九十五条第一項の株主総会の承認のほか、その加入者の承認を受けなければならない。

Article 30 When implementing an absorption-type split, a book-entry transfer institution must obtain the approval of the participants, in addition to the approval at a shareholders meeting referred to in Article 783, paragraph (1) or Article 795, paragraph (1) of the Companies Act.

（事業譲渡の認可）

(Authorization for a Business Transfer)

第三十一条　振替機関が他の株式会社に行う振替業の全部又は一部の譲渡（以下この条及び次条において「事業譲渡」という。）は、主務大臣の認可を受けなければ、その効力を生じない。

Article 31 (1) A book-entry transfer institution's transfer of all or some of the book-entry transfer business it provides to another stock company (hereinafter referred to as a "business transfer" in this Article and the following Article) does not take effect without the authorization of the competent minister.

２　前項の認可を受けようとする振替機関は、事業譲渡により振替業の全部又は一部を譲り受ける株式会社（以下この条において「譲受会社」という。）について次に掲げる事項を記載した事業譲渡認可申請書を主務大臣に提出しなければならない。

(2) A book-entry transfer institution seeking the authorization referred to in the preceding paragraph must submit a written application for authorization of a business transfer to the competent minister, which states the following information about the stock company that will succeed to all or some of the book-entry transfer business in the business transfer (hereinafter referred to as the "transferee company" in this Article):

一　第四条第一項各号に掲げる事項

(i) the information set forth in the items of Article 4, paragraph (1); and

二　譲受会社が承継する振替業

(ii) the book-entry transfer business to which the transferee company will succeed.

３　事業譲渡認可申請書には、譲渡契約の内容を記載し、又は記録した書面又は電磁的記録（主務省令で定めるものに限る。以下この項において同じ。）その他主務省令で定める書面又は電磁的記録を添付しなければならない。

(3) A document stating the content of the business transfer agreement or electronic or magnetic records in which the content has been recorded (limited to those specified by order of the competent ministry; hereinafter the same applies in this paragraph) and the documents or electronic or magnetic records specified by order of the competent ministry must be attached to a written application for authorization of a business transfer.

４　主務大臣は、第一項の認可の申請があった場合においては、その申請が次に掲げる基準に適合しているかどうかを審査しなければならない。

(4) If an application has been filed for the authorization referred to in paragraph (1), the competent minister must examine whether the application conforms to the following criteria:

一　譲受会社が第三条第一項各号に掲げる要件に該当すること。

(i) the transferee company satisfies the requirements set forth in the items of Article 3, paragraph (1); and

二　振替業の承継が円滑かつ適切に行われる見込みが確実であること。

(ii) it is fully expected that the book-entry transfer business will be succeeded to in a smooth and appropriate manner.

5　譲受会社（振替機関が譲受会社である場合を除く。）は、事業譲渡の時に第三条第一項の指定を受けたものとみなす。

(5) A transferee company is deemed to have obtained a designation under Article 3, paragraph (1) at the time of business transfer (unless a book-entry transfer institution is the transferee company).

6　譲受会社は、事業譲渡をした振替機関の譲渡の対象となる業務に関し、行政官庁の認可その他の処分に基づいて有する権利義務及び第十三条第一項の発行者の同意に係る権利義務を承継する。

(6) A transferee company succeeds to the rights and obligations that the book-entry transfer institution implementing the business transfer holds, in connection with the business subject to the transfer, based on the authorization given or other disposition made by an administrative agency, and also succeeds to the rights and obligations connected with the consent of the issuer referred to in Article 13, paragraph (1).

7　事業譲渡をした振替機関が開設した加入者の口座は、譲受会社が開設した加入者の口座とみなす。

(7) An account of a participant that a book-entry transfer institution implementing a business transfer has opened is deemed to be an account of a participant that the transferee company has opened.

（事業譲渡の場合の加入者の承認）

(Approval of Participants for a Business Transfer)

第三十二条　振替機関は、事業譲渡を行うときは、会社法第四百六十七条第一項の株主総会の承認のほか、その加入者の承認を受けなければならない。

Article 32 When implementing a business transfer, a book-entry transfer institution must obtain the approval of the participants, in addition to the approval at a shareholders meeting referred to in Article 467, paragraph (1) of the Companies Act.

第五節　加入者集会

Section 5 Participant Meetings

（決議事項）

(Matters for Resolution)

第三十三条　加入者が第二十六条、第二十八条、第三十条又は前条の承認を行うには、加入者による集会（以下「加入者集会」という。）の決議によらなければならない。

Article 33 The approval of participants referred to in Article 26, Article 28, Article 30 or the preceding Article must be based on a resolution adopted at a meeting of participants (hereinafter referred to as a "participant meeting").

（招集権者）

(Conveners)

第三十四条　加入者集会は、振替機関が招集する。

Article 34 (1) Book-entry transfer institutions convene participant meetings.

２　加入者集会を招集するには、その会日の二週間前までに、各加入者に対して、書面をもって、招集の通知を発しなければならない。

(2) To convene a participant meeting, a convocation notice in writing must be sent to each participant by two weeks prior to the day of the meeting.

３　振替機関は、前項に規定する書面をもってする通知の発出に代えて、主務省令で定めるところにより、加入者の承諾を得て、電磁的方法（電子情報処理組織を使用する方法その他の情報通信の技術を利用する方法であって主務省令で定めるものをいう。以下同じ。）により通知を発することができる。この場合においては、同項の規定による通知を発したものとみなす。

(3) In lieu of using a document to give notice prescribed in the preceding paragraph, a book-entry transfer institution may issue a notice by electronic or magnetic means (meaning the means of using an electronic data processing system or using other information communications technology, which is specified by order of the competent ministry; the same applies hereinafter), pursuant to order of the competent ministry, with the approval of the participants. In doing so, the book-entry transfer institution is deemed to have issued the notice under the provisions of that paragraph.

４　前二項の通知には、会議の目的たる事項及び議案の要領を記載し、又は記録しなければならない。

(4) The notice referred to in the preceding two paragraphs must state or record the content of the subject matter of the meeting and a summary of the proposals.

（加入者の議決権）

(Participant Voting Rights)

第三十五条　各加入者の議決権は、業務規程に別段の定めがある場合を除き、平等であるものとする。

Article 35 Unless otherwise prescribed in the operational rules, the voting rights of each participant are equal.

（電磁的方法による議決権の行使）

(Voting by Electronic or Magnetic Means)

第三十六条　加入者集会に出席しない加入者は、業務規程の定めに基づき電磁的方法により議決権を行使することができる。

Article 36 (1) A participant not attending a participant meeting may vote by electronic or magnetic means pursuant to the provisions of the operational rules.

２　振替機関は、第三十四条第二項に定める通知に際しては、電磁的方法による議決権の行使について参考となるべき事項として主務省令で定めるものを記載した書類を交付しなければならない。

(2) At the time of giving the notice prescribed in Article 34, paragraph (2), a book-entry transfer institution must issue a document stating the information specified by order of the competent ministry as information that should serve as a reference for exercise of voting rights by electronic or magnetic means.

３　振替機関は、第三十四条第三項の承諾をした加入者に対し同項に定める電磁的方法による通知をするときは、前項の書類に記載すべき情報をその通知とともに電磁的方法により提供することができる。ただし、加入者の請求があるときは、同項の書類をその加入者に交付しなければならない。

(3) If a book-entry transfer institution gives a notice prescribed in Article 34, paragraph (3) by electronic or magnetic means to participants that have given the approval referred to in that paragraph, it may provide them with the information that is required to be stated in the document referred to in the preceding paragraph by electronic or magnetic means, together with that notice; provided, however, that if requested by a participant, the book-entry transfer institution must deliver the document referred to in that paragraph to the participant.

４　会社法第三百二条第三項及び第四項並びに第三百十二条の規定は、加入者集会に係る第一項の電磁的方法による議決権の行使について準用する。この場合において、これらの規定中「第二百九十九条第三項」とあるのは「社債、株式等の振替に関する法律第三十四条第三項」と、「法務省令」とあるのは「主務省令」と、「議決権行使書面に記載すべき事項」とあるのは「加入者の議決権の行使のために必要な事項として主務省令で定める事項」と、「株式会社」とあるのは「振替機関」と、同法第三百二条第三項中「取締役は、第一項に規定する場合には」とあるのは「振替機関は」と、同条第四項中「取締役は、第一項に規定する場合において」とあるのは「振替機関は」と、同法第三百十二条第一項中「政令」とあるのは「主務省令」と読み替えるものとする。

(4) The provisions of Article 302, paragraphs (3) and (4) and Article 312 of the Companies Act apply mutatis mutandis to exercise of voting rights by electronic or magnetic means referred to in paragraph (1) for a participant meeting. In such a case, in these provisions, the term "Article 299, paragraph (3)" is deemed to be replaced with "Article 34, paragraph (3) of the Act on Book-Entry Transfer of Corporate Bonds and Shares"; the term "Ministry of Justice Order" is deemed to be replaced with " order of the competent ministry"; the phrase "information that is required to be stated in the voting forms" is deemed to be replaced with "information specified by order of the competent ministry as the necessary information for the participants to exercise their voting rights"; the term "stock company" is deemed to be replaced with "book-entry transfer institution"; the phrase "In the case provided for in paragraph (1)...the directors" in Article 302,

paragraph (3) of the Act is deemed to be replaced with "the book-entry transfer institution"; the phrase "In the case provided for in paragraph (1) [...] the directors" in paragraph (4) of that Article is deemed to be replaced with "[...] a book-entry transfer institution"; and the term "Cabinet Order" in Article 312, paragraph (1) of that Act is deemed to be replaced with "order of the competent ministry".

（決議の方法）

(Method of Adopting Resolutions)

第三十七条　加入者集会の決議は、出席した加入者の議決権の過半数をもって行う。

Article 37 A resolution at a participant meeting is adopted by the majority vote of the participants present.

（みなし賛成）

(Deemed Agreement)

第三十八条　振替機関は、業務規程をもって、加入者が加入者集会に出席せず、かつ、議決権を行使しないときは、当該加入者はその加入者集会に提出された議案について賛成するものとみなす旨を定めることができる。

Article 38 (1) A book-entry transfer institution may provide in the operational rules that a participant is deemed to consent to a proposal submitted at a participant meeting if that participant neither attends the participant meeting nor exercises the voting rights.

２　前項の定めをした振替機関は、第三十四条第二項の規定による通知にその定めを記載し、又は記録しなければならない。

(2) A book-entry transfer institution that has established the provisions referred to in the preceding paragraph must state or record those provisions in the notice under the provisions of Article 34, paragraph (2).

３　第一項の定めに基づき議案に賛成するものとみなされた加入者の有する議決権の数は、出席した加入者の議決権の数に算入する。

(3) The number of votes held by participants that are deemed to consent to a proposal pursuant to the provisions of paragraph (1) are included in the number of votes of the participants attending a participant meeting.

（加入者集会に関する会社法の準用）

(Application, Mutatis Mutandis of the Companies Act to Participant Meetings)

第三十九条　会社法第三百十条第一項から第四項まで、第三百十四条、第三百十五条、第三百十七条、第七百二十九条第二項、第七百三十一条から第七百三十五条の二まで、第七百四十二条第一項、第八百六十八条第四項、第八百七十条第一項（第七号に係る部分に限る。）、第八百七十一条本文、第八百七十二条（第四号に係る部分に限る。）、第八百七十三条本文、第八百七十五条、第八百七十六条並びに第九百四十条第一項（第一号に掲げる部分に限る。）及び第三項の規定は、加入者集会について準用する。この場合において、これらの規定中「株式会社」とあり、「社債発行会社」とあり、及び「株式会社又は持分会社」とあるのは「振替機関」と、「法務省令」とあるのは「主務省令」と、同法第三百十条第三項中「政令」とあるのは「主務省令」と、同条第四項中「第二百九十九条第三項」とあるのは「社債、株式等の振替に関する法律第三十四条第

三項」と、同法第三百十四条中「取締役、会計参与、監査役及び執行役」とあるのは「振替機関」と、同法第三百十七条中「第二百九十八条及び第二百九十九条」とあるのは「社債、株式等の振替に関する法律第三十四条第二項から第四項まで」と、同法第七百二十九条第二項中「社債権者集会又は招集者」とあるのは「加入者集会」と、同法第七百三十一条第三項中「社債管理者、社債管理補助者及び社債権者」とあるのは「加入者」と、同法第七百三十三条第一号中「第六百七十六条の募集のための当該社債発行会社の事業その他の事項に関する説明に用いた資料に記載され、若しくは記録された事項」とあるのは「業務規程」と、同法第七百三十五条の二第一項中「、社債管理者、社債管理補助者又は社債権者」とあるのは「又は加入者」と、「事項について（社債管理補助者にあっては、第七百十四条の七において準用する第七百十一条第一項の社債権者集会の同意をすることについて）」とあるのは「事項について」と、同条第三項中「社債管理者、社債管理補助者及び社債権者」とあるのは「加入者」と、同法第八百六十八条第四項中「社債を発行した会社」とあるのは「振替機関」と、同法第九百四十条第一項（第一号に掲げる部分に限る。）中「この法律」とあるのは「社債、株式等の振替に関する法律」と、同条第三項中「前二項」とあるのは「第一項」と、「これらの規定」とあるのは「同項の規定」と、同項第一号及び第三号中「会社」とあるのは「振替機関」と読み替えるものとする。

Article 39 The provisions of Article 310, paragraphs (1) through (4), Article 314, Article 315, Article 317, Article 729, paragraph (2), Articles 731 through 735-2, Article 742, paragraph (1), Article 868, paragraph (4), Article 870, paragraph (1) (limited to the part related to item (vii)), the main clause of Article 871, Article 872 (limited to the part related to item (iv)), the main clause of Article 873, Article 875, Article 876, Article 940, paragraph (1) (limited to the part set forth in item (i)) and paragraph (3) of the Companies Act apply mutatis mutandis to a participant meeting. In such a case, in these provisions, the terms "stock company", "bond-issuing company", and "stock company or membership company" are deemed to be replaced with "book-entry transfer institution" and the term "Ministry of Justice Order" is deemed to be replaced with " order of the competent ministry"; the term "Cabinet Order" in Article 310, paragraph (3) of that Act is deemed to be replaced with "order of the competent ministry"; the term "Article 299, paragraph (3)" in paragraph (4) of that Article is deemed to be replaced with "Article 34, paragraph (3) of the Act on Book-Entry Transfer of Corporate Bonds and Shares"; the phrase "a director, an accounting advisor, a company auditor, or an executive officer" in Article 314 of that Act is deemed to be replaced with "a book-entry transfer institution"; the phrase "Article 298 and Article 299" in Article 317 of that Act is deemed to be replaced with "Article 34, paragraphs (2) through (4) of the Act on Book-Entry Transfer of Corporate Bonds and Shares"; the term "bondholders or conveners" in Article 729, paragraph (2) of that Act is deemed to be replaced with "participant meeting"; the phrase "The bond administrator, assistant bond administrator, and bondholders" in Article 731, paragraph (3) of that Act is deemed to be replaced with "participants"; the phrase "the matters stated or recorded in

the materials used for explaining the business of the bond-issuing company or other matters regarding the solicitation in Article 676" in Article 733, item (i) of that Act is deemed to be replaced with "operational rules"; in Article 735-2, paragraph (1) of that Act, the phrase ", bond administrator, assistant bond administrator or bondholders" is deemed to be replaced with "or participants" and the phrase "concerning matters...(in the case of an assistant bond administrator, concerning giving consent of a bondholders meeting referred to in Article 711, paragraph (1) as applied mutatis mutandis pursuant to Article 714-7" is deemed to be replaced with "concerning matters..."; the phrase "bond administrator, assistant bond administrator and bondholders" in paragraph (3) of that Article is deemed to be replaced with "participants"; the term "bond-issuing company" in Article 868, paragraph (4) of that Act is deemed to be replaced with "book-entry transfer institution"; the term "this Act" in Article 940, paragraph (1) (limited to what is set forth in item (i)) of that Act is deemed to be replaced with "the Act on Book-Entry Transfer of Corporate Bonds and Shares"; the term "the preceding two paragraphs" in paragraph (3) of that Article is deemed to be replaced with "paragraph (1)"; the term "these provisions" in that paragraph is deemed to be replaced with "the provisions of that paragraph"; and the phrase "company" in items (i) and (iii) of that paragraph is deemed to be replaced with "book-entry transfer institution".

第六節　解散等

Section 6 Dissolution

（解散等の認可）

(Authorization for Dissolution)

第四十条　次に掲げる事項は、主務大臣の認可を受けなければ、その効力を生じない。

Article 40 The following actions do not take effect without the authorization of the competent minister:

一　振替機関の解散についての株主総会の決議

(i) a resolution at a shareholders meeting for the dissolution of a book-entry transfer institution; and

二　振替機関を全部又は一部の当事者とする合併（合併後存続する株式会社又は合併により設立される株式会社が振替業を営まない場合に限る。）

(ii) a merger to which book-entry transfer institutions constitute all or some of the parties (but only if the stock company surviving the merger or the stock company incorporated in the merger does not conduct book-entry transfer business).

（指定の失効）

(Expiration of Designations)

第四十一条　振替機関が次の各号のいずれかに該当するときは、第三条第一項の指定は、その効力を失う。

Article 41 (1) If a book-entry transfer institution falls under one of the following items, the designation under Article 3, paragraph (1) expires:

一　振替業を廃止したとき。

(i) the institution discontinues book-entry transfer business; or

二　解散したとき（設立、合併又は新設分割を無効とする判決が確定したときを含む。）。

(ii) the institution is dissolved (including when a judgment invalidating its incorporation, merger, or incorporation-type split becomes final and binding).

２　前項の規定により指定が効力を失ったときは、その振替機関であった者又は一般承継人（合併により消滅した振替機関の権利義務を承継した者であって、振替業を営まないものに限る。次条において同じ。）は、主務省令で定めるところにより、その旨を主務大臣に届け出なければならない。

(2) If a designation expires pursuant to the provisions of the preceding paragraph, the former book-entry transfer institution or its general successor (limited to a person that has succeeded to the rights and obligations of a book-entry transfer institution disappearing in a merger, who does not engage in book-entry transfer business; the same applies in the following Article) must notify the competent minister of this pursuant to the provisions of order of the competent ministry.

３　主務大臣は、前項の規定による届出があったときは、その旨を官報で公示しなければならない。

(3) When a notification under the provisions of the preceding paragraph is made, the competent minister must issue public notice of this in the Official Gazette.

（指定取消し等の場合のみなし振替機関）

(Deemed Book-Entry Transfer Institution If a Designation Is Revoked)

第四十二条　振替機関が第二十二条第一項の規定により第三条第一項の指定を取り消された場合又は前条第一項の規定により当該指定が効力を失った場合においては、その振替機関であった者又は一般承継人は、当該振替機関が行った振替業を速やかに結了しなければならない。この場合において、当該振替機関であった者又は一般承継人は、その振替業の結了の目的の範囲内において、なおこれを振替機関とみなす。

Article 42 If the designation under Article 3, paragraph (1) of a book-entry transfer institution is revoked pursuant to the provisions of Article 22, paragraph (1) or expires pursuant to the provisions of paragraph (1) of the preceding Article, the former book-entry transfer institution or its general successor must promptly discontinue the book-entry transfer business that the book-entry transfer institution is engaged in. In such a case, the former book-entry transfer institution or its general successor is deemed to be a book-entry transfer institution to the extent required to complete the book-entry transfer business.

（清算手続等における主務大臣の意見等）

(Opinion of the Competent Minister in Liquidation Proceedings)

第四十三条　裁判所は、振替機関の清算手続、破産手続、再生手続、更生手続又は承認援助手続において、主務大臣に対し、意見を求め、又は検査若しくは調査を依頼することができる。

Article 43 (1) The court may request the opinion of, or an inspection or investigation by, the competent minister in liquidation proceedings, bankruptcy proceedings, rehabilitation proceedings, reorganization proceedings, or recognition and assistance proceedings.

２　主務大臣は、前項に規定する手続において、必要があると認めるときは、裁判所に対し、意見を述べることができる。

(2) On finding it to be necessary to do so, the competent minister may state their opinion to the court during the proceedings prescribed in the preceding paragraph.

３　第二十条の規定は、第一項の規定により主務大臣が裁判所から検査又は調査の依頼を受けた場合について準用する。

(3) The provisions of Article 20 apply mutatis mutandis if the competent minister is requested by the court to conduct an inspection or investigation pursuant to the provisions of paragraph (1).

第七節　口座管理機関

Section 7 Account Management Institutions

（口座管理機関の口座の開設）

(Opening of Accounts of an Account Management Institution)

第四十四条　次に掲げる者は、この法律及び振替機関の業務規程の定めるところにより、他の者のために、その申出により社債等の振替を行うための口座を開設することができる。この場合において、あらかじめ当該振替機関又は当該振替機関に係る他の口座管理機関（主務省令で定める者を除く。）から社債等の振替を行うための口座の開設を受けなければならない。

Article 44 (1) The following persons may open an account for another person in which book entries are to be made for bonds and other securities at the request of that person, in accordance with the provisions of this Act and the operational rules of the book-entry transfer institution. In such a case, the person must have an account opened for them in advance by the book-entry transfer institution or by another account management institution related to that book-entry transfer institution (other than one specified by order of the competent ministry), in which book entries are to be made for bonds and other securities:

一　金融商品取引法第二条第九項に規定する金融商品取引業者（同法第二十八条第一項に規定する第一種金融商品取引業を行う者（同法第二十九条の四の二第八項に規定する第一種少額電子募集取扱業者を除く。）に限る。）

(i) a financial instruments business operator as defined in Article 2, paragraph (9) of the Financial Instruments and Exchange Act (limited to a person performing Type-I Financial Instruments Business prescribed in Article 28, paragraph (1) of that Act (excluding a Type-I Small Amount Electronic Public Offering Service Provider prescribed in Article 29-4-2, paragraph (8) of that Act));

二　銀行法（昭和五十六年法律第五十九号）第二条第一項に規定する銀行（同法第四十七条第一項の規定により同法第四条第一項の内閣総理大臣の免許を受けた支店を含む。）

(ii) a bank as defined in Article 2, paragraph (1) of the Banking Act (Act No. 59 of 1981) (including branches referred to in Article 4, paragraph (1) of that Act licensed by the Prime Minister pursuant to the provisions of Article 47, paragraph (1) of that Act);

三　長期信用銀行法（昭和二十七年法律第百八十七号）第二条に規定する長期信用銀行

(iii) a long-term credit bank as defined in Article 2 of the Long- Term Credit Bank Act (Act No. 187 of 1952);

四　信託会社

(iv) a trust company;

五　株式会社商工組合中央金庫

(v) the Shoko Chukin Bank, Ltd.;

六　農林中央金庫

(vi) The Norinchukin Bank;

七　農業協同組合法（昭和二十二年法律第百三十二号）第十条第一項第三号の事業を行う農業協同組合及び農業協同組合連合会

(vii) an agricultural cooperative and the federation of agricultural cooperatives engaged in business referred to in Article 10, paragraph (1), item (iii) of the Agricultural Cooperatives Act (Act No. 132 of 1947);

八　水産業協同組合法（昭和二十三年法律第二百四十二号）第十一条第一項第四号の事業を行う漁業協同組合及び同法第八十七条第一項第四号の事業を行う漁業協同組合連合会並びに同法第九十三条第一項第二号の事業を行う水産加工業協同組合及び同法第九十七条第一項第二号の事業を行う水産加工業協同組合連合会

(viii) a fisheries cooperative engaged in business referred to in Article 11, paragraph (1), item (iv) of the Fisheries Cooperatives Act (Act No. 242 of 1948); the federation of fisheries cooperatives engaged in business referred to in Article 87, paragraph (1), item (iv) of that Act; a fishery processing cooperative engaged in business referred to in Article 93, paragraph (1), item (ii) of that Act; or the federation of fishery processing cooperatives engaged in business referred to in Article 97, paragraph (1), item (ii) of that Act;

九　信用協同組合及び中小企業等協同組合法（昭和二十四年法律第百八十一号）第九条の九第一項第一号の事業を行う協同組合連合会

(ix) a credit cooperative or the federation of cooperatives engaged in business referred to in Article 9-9, paragraph (1), item (i) of the Small and Medium-Sized Enterprise Cooperatives Act (Act No. 181 of 1949);

十　信用金庫及び信用金庫連合会

(x) a Shinkin Bank and the federation of Shinkin Banks;

十一　労働金庫及び労働金庫連合会

(xi) a labor bank and the federation of labor banks;

十二　前各号に掲げる者以外の者であって我が国の法令により業として他人の社債等の管理を行うことが認められるもののうち、主務省令で定める者

(xii) a person other than one set forth in the preceding items, permitted to manage another person's bonds and other securities in the course of trade pursuant to Japanese laws and regulations, which is specified by order of the competent ministry;

十三　外国において他人の社債等又は社債等に類する権利の管理を行うことにつき、当該外国の法令の規定により当該外国において免許又は登録その他これに類する処分を受けている者であって、主務大臣が指定する者

(xiii) a person that has been granted a license or registration, or a similar disposition in a foreign state pursuant to foreign laws and regulations, to manage another person's bonds and other securities or rights similar to bonds and other securities in the foreign state, designated by the competent minister.

２　振替機関が、他の振替機関の業務規程の定めるところにより、他の者のために、その申出により社債等の振替を行うための口座を開設する場合には、あらかじめ当該他の振替機関又は当該他の振替機関に係る口座管理機関（主務省令で定める者を除く。）から社債等の振替を行うための口座の開設を受けなければならない。

(2) If a book-entry transfer institution opens an account for another person in which book entries are to be made for bonds and other securities at the request of that person pursuant to the provisions of the operational rules of another book-entry transfer institution, the book-entry transfer institution must have the other book-entry transfer institution or an account management institution related to the other book-entry transfer institution (excluding one specified by order of the competent ministry) open an account for it in advance in which book entries are to be made for bonds and other securities.

（口座管理機関の業務）

(Services of Account Management Institutions)

第四十五条　口座管理機関は、この法律及び上位機関である振替機関の業務規程の定めるところにより、口座管理機関として振替業を行うものとする。

Article 45 (1) An account management institution is to engage in book-entry transfer business as an account management institution pursuant to the provisions of this Act and the operational rules of the book-entry transfer institution that constitute its superior institution.

２　口座管理機関は、振替口座簿を備えなければならない。

(2) An account management institution must keep a book-entry transfer account register.

（準用）

(Application Mutatis Mutandis)

第四十六条　第十四条の規定は口座管理機関について、第四十二条の規定は口座管理機関が第四十四条第一項各号に掲げる者でなくなった場合について、それぞれ準用する。

Article 46 The provisions of Article 14 apply mutatis mutandis to an account management institution and the provisions of Article 42 apply mutatis mutandis if an account management institution ceases to be a person set forth in any item of Article 44, paragraph (1).

第八節　日本銀行が振替業を営む場合の特例

Section 8 Special Provisions Applicable If the Bank of Japan Engages in Book-Entry Transfer Business

（日本銀行が国債の振替に関する業務を営む場合の特例）

(Special Provisions Applicable If the Bank of Japan Engages in Book-Entry Transfer Business for Book-Entry Transfer of Japanese Government Bonds)

第四十七条　主務大臣は、日本銀行が次に掲げる要件を備えるときは、第三条第一項の規定にかかわらず、日本銀行を、その申請により、この法律の定めるところにより振替業（国債に係るものに限る。以下第五十条までにおいて同じ。）を営む者として、指定することができる。

Article 47 (1) Notwithstanding the provisions of Article 3, paragraph (1), if the Bank of Japan meets the following requirements, the competent minister may designate the Bank of Japan to engage in book-entry transfer business (limited to book-entry transfer business for Japanese government bonds; hereinafter the same applies in this paragraph through Article 50) upon its application and pursuant to the provisions of this Act:

一　次条において読み替えて適用する第二十二条第一項の規定によりこの項の指定を取り消されたときは、その取り消された日から五年を経過していること。

(i) if the Bank of Japan has had its designation under this paragraph revoked pursuant to the provisions of Article 22, paragraph (1) as applied following a deemed replacement of terms pursuant to the following Article, five years have elapsed from the day of the revocation;

二　この法律の規定に違反し、罰金の刑に処せられ、その刑の執行を終わり、又はその刑の執行を受けることがなくなったときは、その刑の執行を終わり、又はその刑の執行を受けることがなくなった日から五年を経過していること。

(ii) if the Bank has been ordered to pay a fine for violating this Act and has finished serving the sentence or ceased to be subject to the sentence, five years have elapsed from the day on which it finished serving the sentence or ceased to be subject to the sentence;

三　業務規程が、法令に適合し、かつ、この法律の定めるところにより振替業を適正かつ確実に遂行するために十分であると認められること。

(iii) the provisions of its operational rules conform to laws and regulations and are found to be sufficient for performing book-entry transfer business in an appropriate and reliable manner pursuant to the provisions of this Act; and

四　その人的構成に照らして、振替業を適正かつ確実に遂行することができる知識及び経験を有すると認められること。

(iv) in light of its personnel structure, the Bank is found to have the knowledge and experience to perform book-entry transfer business in an appropriate and reliable manner.

２　主務大臣は、前項の指定をしたときは、その旨を官報で公示しなければならない。

(2) On making a designation referred to in the preceding paragraph, the competent minister must issue public notice of this in the Official Gazette.

３　第四条第一項（第二号及び第四号から第六号までを除く。）及び第二項（第二号、第五号及び第六号を除く。）の規定は、第一項の指定を受けようとする日本銀行について準用する。この場合において、同条第一項第一号中「商号」とあるのは「名称」と、同条第二項第一号中「前条第一項第三号及び第四号」とあるのは「第四十七条第一項第二号」と、同項第三号中「会社の登記事項証明書」とあるのは「登記事項証明書」と読み替えるものとする。

(3) The provisions of Article 4, paragraph (1) (excluding item (ii) and items (iv) through (vi)) and paragraph (2) (excluding item (ii), item (v) and item (vi)) apply mutatis mutandis to the Bank of Japan if it seeks the designation under paragraph (1). In such a case, the term "trade name" in paragraph (1), item (i) of that Article is deemed to be replaced with "name", the phrase "paragraph (1), items (iii) and (iv) of the preceding Article" in paragraph (2), item (i) of that Article is deemed to be replaced with "Article 47, paragraph (1), item (ii)", and the phrase "the company's certificate of registered information" in item (iii) of that paragraph is deemed to be replaced with "its certificate of registered information".

第四十八条　前条第一項の指定を受けた日本銀行は、振替機関とみなして、この法律の規定（第五条から第七条まで、第九条、第二十条第二項及び第三項、第二十三条第三号及び第四号、第二十四条から第三十条まで、第四十条、第四十一条第一項第二号、第四十三条、次条、第五十条、第四章並びに第六章から第十二章まで並びに附則第一条から第十条まで、第十二条から第十八条まで及び第二十七条から第四十二条までの規定並びにこれらの規定に係る罰則を除く。）を適用する。この場合において、次の表の上欄に掲げる規定中同表中欄に掲げる字句は、それぞれ同表下欄に掲げる字句とするものとするほか、必要な技術的読替えは、政令で定める。

Article 48 When the Bank of Japan has obtained the designation referred to in paragraph (1) of the preceding Article, it is deemed to be a book-entry transfer institution and the provisions of this Act (excluding Articles 5 through 7, Article 9, Article 20, paragraphs (2) and (3), Article 23, items (iii) and (iv), Articles 24 through 30, Article 40, Article 41, paragraph (1), item (ii), Article 43, the following Article, Article 50, Chapter IV and Chapters VI through XII and Articles 1 through10, Articles 12 through 18 and Articles 27 through 42 of the Supplementary Provisions and the punishments concerning these provisions) apply. In such a case, the terms set forth in the middle column of the following table in the provisions set forth in the left-hand column are deemed to be replaced by the terms set forth in the right-hand column of that table, and Cabinet Order provides for any other necessary technical replacement of terms.

■表■　第四十八条

（業務移転命令の特例）

(Special Provisions on Business Transfer Orders)

第四十九条　主務大臣は、振替機関が第二十三条各号のいずれかに該当するときは、振替業を第四十七条第一項の指定を受けた日本銀行に移転することを命ずることができる。

Article 49 If a book-entry transfer institution falls under one of the items of Article 23, the competent minister may order it to transfer book-entry transfer business to the Bank of Japan that has obtained the designation referred to in Article 47, paragraph (1).

（事業譲渡の認可の準用）

(Application Mutatis Mutandis of Authorization for a Business Transfer)

第五十条　第三十一条の規定は、振替機関が日本銀行に行う振替業の全部又は一部の譲渡について準用する。この場合において、同条第二項第一号中「第四条第一項各号」とあるのは「第四十七条第三項において準用する第四条第一項第一号及び第三号」と、同条第四項第一号中「第三条第一項各号」とあるのは「第四十七条第一項各号」と、同条第五項中「振替機関が譲受会社である」とあるのは「日本銀行が第四十七条第一項の指定を受けている」と、「第三条第一項」とあるのは「第四十七条第一項」と読み替えるものとする。

Article 50 The provisions of Article 31 apply mutatis mutandis to a book-entry transfer institution's transfer of all or some of its book-entry transfer business to the Bank of Japan. In such a case, the phrase "items of Article 4, paragraph (1)" in Article 31, paragraph (2), item (i) is deemed to be replaced with "Article 4, paragraph (1), item (i) and (iii) as applied mutatis mutandis pursuant to Article 47, paragraph (3)"; the phrase "items of Article 3, paragraph (1)" in paragraph (4), item (i) of that Article is deemed to be replaced with "items of Article 47, paragraph (1)"; the phrase "a book-entry transfer institution is the transferee company" in paragraph (5) of that Article is deemed to be replaced with "the Bank of Japan has obtained the designation referred to in Article 47, paragraph (1)"; and the phrase "Article 3, paragraph (1)" in that paragraph is deemed to be replaced with "Article 47, paragraph (1)".

第三章　加入者保護信託

Chapter III Participant Protection Trust

第一節　加入者保護信託契約

Section 1 Participant Protection Trust Contracts

（加入者保護信託契約の締結）

(Conclusion of Participant Protection Trust Contracts)

第五十一条　振替機関は、第三条第一項の指定を受けた後、遅滞なく、委託者として加入者保護信託契約を締結しなければならない。ただし、当該指定を受けた場合において、既に他の振替機関によって加入者保護信託契約が締結されているときは、この限りでない。

Article 51 (1) After obtaining the designation referred to in Article 3, paragraph (1), an book-entry transfer institution must conclude a participant protection trust contract as the settlor without delay; provided, however, that this does not apply if another book-entry transfer institution has already concluded a participant protection trust contract when the aforementioned book-entry transfer institution is so designated.

２　前項ただし書の規定により加入者保護信託契約を締結することを要しなくなった振替機関は、委託者として同項ただし書に規定する加入者保護信託契約を締結したものとみなす。

(2) A book-entry transfer institution that is released from the requirement to conclude a participant protection trust contract pursuant to the proviso of the preceding paragraph is deemed to have concluded a participant protection trust contract prescribed in the proviso of the preceding paragraph as a settlor.

３　振替機関は、第一項本文の規定により加入者保護信託契約を締結したとき（前項の規定により加入者保護信託契約を締結したものとみなされる場合を含む。）は、遅滞なく、業務規程において加入者保護信託に関する事項を定めなければならない。

(3) When a book-entry transfer institution concludes a participant protection trust contract pursuant to the main clause of paragraph (1) (including if the institution is deemed to have concluded a participant protection trust contract pursuant to the provisions of the preceding paragraph), it must specify the particulars concerning the participant protection trust in its operational rules without delay.

（受託者）

(Trustees)

第五十二条　加入者保護信託契約は、信託会社等（信託会社（信託業法（平成十六年法律第百五十四号）第三条又は第五十三条第一項の免許を受けたものに限る。）又は信託業務を営む金融機関（金融機関の信託業務の兼営等に関する法律（昭和十八年法律第四十三号）第一条第一項の認可を受けた金融機関をいう。以下同じ。）をいう。以下同じ。）を受託者とするものでなければ締結してはならない。

Article 52 A participant protection trust contract must not be concluded unless the trustee is a trust company or similar institution (meaning a trust company (limited to one that has obtained a license referred to in Article 3 or Article 53, paragraph (1) of the Trust Business Act (Act No. 154 of 2004)) or a financial institution engaged in trust business (meaning a financial institution that has obtained the authorization referred to in Article 1, paragraph (1) of the Act on Engagement in Trust Business by Financial Institutions (Act No. 43 of 1943); the same applies hereinafter); the same applies hereinafter).

（受益者）

(Beneficiaries)

第五十三条　加入者保護信託の受益者は、加入者であって、第六十条第一項に規定する補償対象債権を有する者とする。

Article 53 The beneficiaries of a participant protection trust are participants that hold claims subject to compensation prescribed in Article 60, paragraph (1).

（信託管理人等の指定）

(Designation of Trust Administrators)

第五十四条　加入者保護信託契約においては、信託管理人及び受益者代理人を指定しなければならない。

Article 54 A trust administrator and the beneficiary agent must be designated in a participant protection trust contract.

（運営委員会の設置）

(Establishment of Management Committees)

第五十五条　加入者保護信託契約においては、運営委員会を置く旨の規定を定めなければならない。

Article 55 (1) Participants protection trust contracts must provide for the establishment of a management committee.

２　運営委員会の委員は、加入者保護信託の適正な運営に必要な実務経験又は学識経験を有する者のうちから、主務大臣の認可を受けて受託者が任免する。

(2) With the authorization of the competent minister, the trustee appoints and dismisses members of a management committee from among persons with the business or academic experience necessary for the appropriate management of the participant protection trust.

（加入者保護信託契約）

(Participant Protection Trust Contracts)

第五十六条　加入者保護信託契約においては、次に掲げる事項を定めなければならない。

Article 56 The following particulars must be specified in a participant protection trust contract:

一　加入者保護信託である旨

(i) the fact that it is a participant protection trust;

二　信託管理人及び受益者代理人に関する事項

(ii) the particulars concerning the trust administrator and beneficiary agent;

三　運営委員会に関する事項

(iii) the particulars concerning the management committee;

四　信託財産の管理及び運用に関する事項

(iv) the particulars concerning the administration and management of the trust property;

五　信託報酬の計算方法並びにその支払の方法及び時期に関する事項

(v) the particulars concerning the calculation and payment method of trust fees, and the timing of their payment;

六　信託財産の処分に関する事項

(vi) the particulars concerning the disposal of trust property;

七　公告の方法

(vii) the means of public notice; and
八　その他主務省令で定める事項
(viii) other particulars prescribed by order of the competent ministry.
（認可）
(Authorization)
第五十七条　振替機関は、加入者保護信託契約を締結しようとする場合には、主務省令で定めるところにより、あらかじめ主務大臣の認可を受けなければならない。
Article 57 A book-entry transfer institution must receive the authorization of the competent minister in advance pursuant to the provisions of order of the competent ministry when seeking to conclude a participant protection trust contract.
第二節　受益者への支払等
Section 2 Issuing Payment to Beneficiaries
（受託者への通知等）
(Notice to Beneficiaries)
第五十八条　振替機関等が次に掲げる規定に違反して振替口座簿に記載若しくは記録の漏れを生じさせ、又は記載若しくは記録の誤りを生じさせたこと（第六十条第一項において「誤記載等」という。）によって加入者に対して与えた損害に係る債務を負う当該加入者の直近上位機関又は直近上位機関であった者であって、破産手続開始の決定、再生手続開始の決定、更生手続開始の決定、特別清算開始の命令又は外国倒産処理手続の承認の決定（以下この条において「破産手続開始決定等」という。）を受けたもの（以下この節及び第四節において「破産直近上位機関等」という。）は、直ちに、破産手続開始決定等がされた旨その他主務省令で定める事項を受託者に通知するとともに、主務大臣に報告しなければならない。
Article 58 If the current or former immediately superior institution of a participant is liable for damage that a book-entry transfer institution or account management institution has made to the participant by causing omission of an entry or record in the book-entry transfer account register or causing an erroneous entry or record to be made in the register, in violation of the following provisions (referred to as "erroneous entry or recording" in Article 60, paragraph (1)), and has become subject to an order commencing bankruptcy proceedings, order commencing rehabilitation proceedings, order commencing reorganization proceedings, order commencing special liquidation, or order recognizing foreign insolvency proceedings (hereinafter referred to as an "order commencing bankruptcy or similar proceedings" in this Article) (hereinafter such an institution is referred to as a "bankrupt current or former immediately superior institution" in this Section and Section 4), in addition to immediately notifying the trustee that it has become subject to an order commencing bankruptcy or similar proceedings and of other particulars specified by order of the competent ministry, the bankrupt current or former immediately superior institution must immediately report that fact to the competent minister:

一　第六十九条第二項（同条第三項（第百十三条、第百十五条、第百十七条、第百十八条、第百二十条、第百二十一条、第百二十二条、第百二十四条、第百二十七条及び第二百七十六条第一号において準用する場合を含む。）、第百十三条、第百十五条、第百十七条、第百十八条、第百二十条、第百二十一条、第百二十二条、第百二十四条、第百二十七条及び第二百七十六条第一号において準用する場合を含む。）

(i) the provisions of Article 69, paragraph (2) (including as applied mutatis mutandis pursuant to paragraph (3) of that Article (including as applied mutatis mutandis pursuant to Article 113, Article 115, Article 117, Article 118, Article 120, Article 121, Article 122, Article 124, Article 127 and Article 276, item (i)), Article 113, Article 115, Article 117, Article 118, Article 120, Article 121, Article 122, Article 124, Article 127, and Article 276, item (i));

二　第七十条第一項（第百十三条、第百十五条、第百十七条、第百十八条、第百二十条、第百二十一条、第百二十二条、第百二十四条、第百二十七条及び第二百七十六条第一号において準用する場合を含む。）

(ii) the provisions of Article 70, paragraph (1) (including as applied mutatis mutandis pursuant to Article 113, Article 115, Article 117, Article 118, Article 120, Article 121, Article 122, Article 124, Article 127, and Article 276, item (i));

三　第七十一条第一項（第百十三条、第百十五条、第百十七条、第百十八条、第百二十条、第百二十一条、第百二十二条、第百二十四条、第百二十七条及び第二百七十六条第一号において準用する場合を含む。）

(iii) the provisions of Article 71, paragraph (1) (including as applied mutatis mutandis pursuant to Article 113, Article 115, Article 117, Article 118, Article 120, Article 121, Article 122, Article 124, Article 127, and Article 276, item (i));

四　第七十二条（第百十三条、第百十五条、第百十七条、第百十八条、第百二十条、第百二十一条、第百二十二条、第百二十四条、第百二十七条及び第二百七十六条第一号において準用する場合を含む。）

(iv) the provisions of Article 72 (including as applied mutatis mutandis pursuant to Article 113, Article 115, Article 117, Article 118, Article 120, Article 121, Article 122, Article 124, Article 127, and Article 276, item (i));

五　第七十八条第五項（第百十三条、第百十五条、第百十七条、第百十八条、第百二十条、第百二十一条、第百二十二条、第百二十四条、第百二十七条及び第二百七十六条第一号において準用する場合を含む。）

(v) the provisions of Article 78, paragraph (5) (including as applied mutatis mutandis pursuant to Article 113, Article 115, Article 117, Article 118, Article 120, Article 121, Article 122, Article 124, Article 127, and Article 276, item (i));

六　第七十九条第五項（第百十三条、第百十五条、第百十七条、第百十八条、第百二十条、第百二十一条、第百二十二条、第百二十四条、第百二十七条及び第二百七十六条第一号において準用する場合を含む。）

(vi) the provisions of Article 79, paragraph (5) (including as applied mutatis mutandis pursuant to Article 113, Article 115, Article 117, Article 118, Article 120, Article 121, Article 122, Article 124, Article 127, and Article 276, item (i));

七　第九十二条第二項（同条第三項において準用する場合を含む。）

(vii) the provisions of Article 92, paragraph (2) (including as applied mutatis mutandis pursuant to Article 92, paragraph (3));

八　第九十三条第一項、第九十四条第一項、第九十五条第一項、第九十六条第一項、第九十七条、第百三条第五項、第百四条第五項、第百七条第六項、第百八条第五項、第百二十一条の二第四項若しくは第五項、第百二十一条の三第四項若しくは第五項、第百二十一条の四第三項（同条第四項において準用する場合を含む。）、第百二十二条の二第四項若しくは第五項又は第百二十四条の二第四項若しくは第五項

(viii) the provisions of Article 93, paragraph (1), Article 94, paragraph (1), Article 95, paragraph (1), Article 96, paragraph (1), Article 97, Article 103, paragraph (5), Article 104, paragraph (5), Article 107, paragraph (6), Article 108, paragraph (5), Article 121-2, paragraph (4) or (5), Article 121-3, paragraph (4) or (5), Article 121-4, paragraph (3) (including as applied mutatis mutandis pursuant to paragraph (4) of that Article), Article 122-2, paragraph (4) or (5), or Article 124-2, paragraph (4) or (5);

八の二　第百二十七条の五第二項（同条第三項において準用する場合を含む。）、第百二十七条の七第一項、第百二十七条の九第一項、第百二十七条の十第三項（同条第四項において準用する場合を含む。）、第百二十七条の十一第三項（同条第四項において準用する場合を含む。）及び第五項、第百二十七条の十二第三項（同条第四項において準用する場合を含む。）及び第五項、第百二十七条の十三第三項（同条第四項において準用する場合を含む。）及び第五項、第百二十七条の十五、第百二十七条の二十一第五項並びに第百二十七条の二十二第五項

(viii)-2 the provisions of Article 127-5, paragraph (2) (including as applied mutatis mutandis pursuant to paragraph (3) of that Article), Article 127-7, paragraph (1), Article 127-9, paragraph (1), Article 127-10, paragraph (3) (including as applied mutatis mutandis pursuant to paragraph (4) of that Article), Article 127-11, paragraph (3) (including as applied mutatis mutandis pursuant to paragraph (4) of that Article) and paragraph (5), Article 127-12, paragraph (3) (including as applied mutatis mutandis pursuant to paragraph (4) of that Article) and paragraph (5), Article 127-13, paragraph (3) (including as applied mutatis mutandis pursuant to paragraph (4) of that Article) and paragraph (5), Article 127-15, Article 127-21, paragraph (5), and Article 127-22, paragraph (5);

九　第百三十条第二項（同条第三項（第二百二十八条第一項、第二百三十五条第一項、第二百三十九条第一項、第二百四十七条の二の三第一項及び第二百七十六条第二号において準用する場合を含む。）、第二百二十八条第一項、第二百三十五条第一項、第二百三十九条第一項、第二百四十七条の二の三第一項及び第二百七十六条第二号において準用する場合を含む。）

(ix) the provisions of Article 130, paragraph (2) (including as applied mutatis mutandis pursuant to paragraph (3) of that Article (including as applied mutatis mutandis pursuant to Article 228, paragraph (1), Article 235, paragraph (1), Article 239, paragraph (1), Article 247-2-3, paragraph (1), and Article 276, item

(ii)), Article 228, paragraph (1), Article 235, paragraph (1), Article 239, paragraph (1), Article 247-2-3, paragraph (1), and Article 276, item (ii));

十　第百三十二条第一項（第二百二十八条第一項、第二百三十五条第一項、第二百三十九条第一項、第二百四十七条の二の三第一項及び第二百七十六条第二号において準用する場合を含む。）

(x) the provisions of Article 132, paragraph (1) (including as applied mutatis mutandis pursuant to Article 228, paragraph (1), Article 235, paragraph (1), Article 239, paragraph (1), Article 247-2-3, paragraph (1), and Article 276, item (ii));

十一　第百三十四条第一項（第二百二十八条第一項、第二百三十五条第一項及び第二百七十六条第二号において準用する場合を含む。）

(xi) the provisions of Article 134, paragraph (1) (including as applied mutatis mutandis pursuant to Article 228, paragraph (1), Article 235, paragraph (1), and Article 276, item (ii));

十二　第百三十五条第三項（同条第四項（第二百二十八条第一項、第二百三十五条第一項及び第二百七十六条第二号において準用する場合を含む。）、第二百二十八条第一項、第二百三十五条第一項及び第二百七十六条第二号において準用する場合を含む。）

(xii) the provisions of Article 135, paragraph (3) (including as applied mutatis mutandis pursuant to paragraph (4) of that Article (including as applied mutatis mutandis pursuant to Article 228, paragraph (1), Article 235, paragraph (1), and Article 276, item (ii)), Article 228, paragraph (1), Article 235, paragraph (1), and Article 276, item (ii));

十三　第百三十六条第三項（同条第四項（第二百二十八条第一項、第二百三十九条第一項及び第二百七十六条第二号において準用する場合を含む。）、第二百二十八条第一項、第二百三十九条第一項及び第二百七十六条第二号において準用する場合を含む。）

(xiii) the provisions of Article 136, paragraph (3) (including as applied mutatis mutandis pursuant to paragraph (4) of that Article (including as applied mutatis mutandis pursuant to Article 228, paragraph (1), Article 239, paragraph (1), and Article 276, item (ii)), Article 228, paragraph (1), Article 239, paragraph (1), and Article 276, item (ii));

十四　第百三十六条第五項（第二百二十八条第一項、第二百三十九条第一項及び第二百七十六条第二号において準用する場合を含む。）

(xiv) the provisions of Article 136, paragraph (5) (including as applied mutatis mutandis pursuant to Article 228, paragraph (1), Article 239, paragraph (1), and Article 276, item (ii));

十五　第百三十七条第三項（同条第四項（第二百二十八条第一項、第二百三十五条第一項及び第二百七十六条第二号において準用する場合を含む。）、第二百二十八条第一項、第二百三十五条第一項及び第二百七十六条第二号において準用する場合を含む。）

(xv) the provisions of Article 137, paragraph (3) (including as applied mutatis mutandis pursuant to paragraph (4) of that Article (including as applied mutatis mutandis pursuant to Article 228, paragraph (1), Article 235, paragraph (1), and

Article 276, item (ii)), Article 228, paragraph (1), Article 235, paragraph (1), and Article 276, item (ii));

十六　第百三十七条第五項（第二百二十八条第一項、第二百三十五条第一項及び第二百七十六条第二号において準用する場合を含む。）

(xvi) the provisions of Article 137, paragraph (5) (including as applied mutatis mutandis pursuant to Article 228, paragraph (1), Article 235, paragraph (1), and Article 276, item (ii));

十七　第百三十八条第三項（同条第四項（第二百二十八条第一項、第二百三十五条第一項、第二百五十六条、第二百六十二条第一項及び第三項、第二百六十三条、第二百七十条並びに第二百七十六条第二号において準用する場合を含む。）、第二百二十八条第一項、第二百三十五条第一項、第二百五十六条、第二百六十二条第一項及び第三項、第二百六十三条、第二百七十条並びに第二百七十六条第二号において準用する場合を含む。）

(xvii) the provisions of Article 138, paragraph (3) (including as applied mutatis mutandis pursuant to paragraph (4) of that Article (including as applied mutatis mutandis pursuant to Article 228, paragraph (1), Article 235, paragraph (1), Article 256, Article 262, paragraphs (1) and (3), Article 263, Article 270, and Article 276, item (ii)), Article 228, paragraph (1), Article 235, paragraph (1), Article 256, Article 262, paragraphs (1) and (3), Article 263, Article 270, and Article 276, item (ii));

十八　第百三十八条第五項（第二百二十八条第一項、第二百三十五条第一項、第二百五十六条、第二百六十二条第一項及び第三項、第二百六十三条、第二百七十条並びに第二百七十六条第二号において準用する場合を含む。）

(xviii) the provisions of Article 138, paragraph (5) (including as applied mutatis mutandis pursuant to Article 228, paragraph (1), Article 235, paragraph (1), Article 256, Article 262, paragraphs (1) and (3), Article 263, Article 270, and Article 276, item (ii));

十九　第百三十九条（第二百二十八条第一項、第二百三十五条第一項、第二百三十九条第一項、第二百四十七条の二の三第一項及び第二百七十六条第二号において準用する場合を含む。）

(xix) the provisions of Article 139 (including as applied mutatis mutandis pursuant to Article 228, paragraph (1), Article 235, paragraph (1), Article 239, paragraph (1), Article 247-2-3, paragraph (1), and Article 276, item (ii));

二十　第百四十五条第五項（第二百二十八条第一項、第二百三十五条第一項、第二百三十九条第一項、第二百四十七条の二の三第一項及び第二百七十六条第二号において準用する場合を含む。）

(xx) the provisions of Article 145, paragraph (5) (including as applied mutatis mutandis pursuant to Article 228, paragraph (1), Article 235, paragraph (1), Article 239, paragraph (1), Article 247-2-3, paragraph (1), and Article 276, item (ii));

二十一　第百四十六条第五項（第二百二十八条第一項、第二百三十五条第一項、第二百三十九条第一項、第二百四十七条の二の三第一項及び第二百七十六条第二号において準用する場合を含む。）

(xxi) the provisions of Article 146, paragraph (5) (including as applied mutatis mutandis pursuant to Article 228, paragraph (1), Article 235, paragraph (1), Article 239, paragraph (1), Article 247-2-3, paragraph (1), and Article 276, item (ii));

二十二　第百六十六条第二項（同条第三項（第二百四十七条の三第一項、第二百四十九条第一項及び第二百七十六条第三号において準用する場合を含む。）、第二百四十七条の三第一項、第二百四十九条第一項及び第二百七十六条第三号において準用する場合を含む。）

(xxii) the provisions of Article 166, paragraph (2) (including as applied mutatis mutandis pursuant to paragraph (3) of that Article (including as applied mutatis mutandis pursuant to Article 247-3, paragraph (1), Article 249, paragraph (1), and Article 276, item (iii)), Article 247-3, paragraph (1), Article 249, paragraph (1), and Article 276, item (iii));

二十三　第百六十八条第一項（第二百四十七条の三第一項、第二百四十九条第一項及び第二百七十六条第三号において準用する場合を含む。）

(xxiii) the provisions of Article 168, paragraph (1) (including as applied mutatis mutandis pursuant to Article 247-3, paragraph (1), Article 249, paragraph (1), and Article 276, item (iii));

二十四　第百七十条第一項（第二百四十七条の三第一項、第二百四十九条第一項及び第二百七十六条第三号において準用する場合を含む。）

(xxiv) the provisions of Article 170, paragraph (1) (including as applied mutatis mutandis pursuant to Article 247-3, paragraph (1), Article 249, paragraph (1), and Article 276, item (iii));

二十五　第百七十一条第三項（同条第四項（第二百四十七条の三第一項及び第二百七十六条第三号において準用する場合を含む。）、第二百四十七条の三第一項及び第二百七十六条第三号において準用する場合を含む。）

(xxv) the provisions of Article 171, paragraph (3) (including as applied mutatis mutandis pursuant to paragraph (4) of that Article (including as applied mutatis mutandis pursuant to Article 247-3, paragraph (1) and Article 276, item (iii)), Article 247-3, paragraph (1) and Article 276, item (iii));

二十六　第百七十二条（第二百四十七条の三第一項、第二百四十九条第一項及び第二百七十六条第三号において準用する場合を含む。）

(xxvi) the provisions of Article 172 (including as applied mutatis mutandis pursuant to Article 247-3, paragraph (1), Article 249, paragraph (1), and Article 276, item (iii));

二十七　第百七十三条（第二百四十七条の三第一項、第二百四十九条第一項及び第二百七十六条第三号において準用する場合を含む。）

(xxvii) the provisions of Article 173 (including as applied mutatis mutandis pursuant to Article 247-3, paragraph (1), Article 249, paragraph (1), and Article 276, item (iii));

二十八　第百七十九条第五項（第二百四十七条の三第一項、第二百四十九条第一項及び第二百七十六条第三号において準用する場合を含む。）

(xxviii) the provisions of Article 179, paragraph (5) (including as applied mutatis mutandis pursuant to Article 247-3, paragraph (1), Article 249, paragraph (1), and Article 276, item (iii));

二十九　第百八十条第五項（第二百四十七条の三第一項、第二百四十九条第一項及び第二百七十六条第三号において準用する場合を含む。）

(xxix) the provisions of Article 180, paragraph (5) (including as applied mutatis mutandis pursuant to Article 247-3, paragraph (1), Article 249, paragraph (1), and Article 276, item (iii));

三十　第百九十五条第二項（同条第三項（第二百五十一条第一項、第二百五十四条第一項及び第二百七十六条第四号において準用する場合を含む。）、第二百五十一条第一項、第二百五十四条第一項及び第二百七十六条第四号において準用する場合を含む。）

(xxx) the provisions of Article 195, paragraph (2) (including as applied mutatis mutandis pursuant to paragraph (3) of that Article (including as applied mutatis mutandis pursuant to Article 251, paragraph (1), Article 254, paragraph (1), and Article 276, item (iv)), Article 251, paragraph (1), Article 254, paragraph (1), and Article 276, item (iv));

三十一　第百九十七条第一項（第二百五十一条第一項、第二百五十四条第一項及び第二百七十六条第四号において準用する場合を含む。）

(xxxi) the provisions of Article 197, paragraph (1) (including as applied mutatis mutandis pursuant to Article 251, paragraph (1), Article 254, paragraph (1), and Article 276, item (iv));

三十二　第百九十九条第一項（第二百五十一条第一項、第二百五十四条第一項及び第二百七十六条第四号において準用する場合を含む。）

(xxxii) the provisions of Article 199, paragraph (1) (including as applied mutatis mutandis pursuant to Article 251, paragraph (1), Article 254, paragraph (1), and Article 276, item (iv));

三十三　第二百条第三項（同条第四項（第二百七十六条第四号において準用する場合を含む。）及び第二百七十六条第四号において準用する場合を含む。）

(xxxiii) the provisions of Article 200, paragraph (3) (including as applied mutatis mutandis pursuant to paragraph (4) of that Article (including as applied mutatis mutandis pursuant to Article 276, item (iv)) and Article 276, item (iv));

三十四　第二百一条（第二百五十四条第一項及び第二百七十六条第四号において準用する場合を含む。）

(xxxiv) the provisions of Article 201 (including as applied mutatis mutandis pursuant to Article 254, paragraph (1) and Article 276, item (iv));

三十五　第二百二条第二項（第二百五十四条第一項及び第二百七十六条第四号において準用する場合を含む。）

(xxxv) the provisions of Article 202, paragraph (2) (including as applied mutatis mutandis pursuant to Article 254, paragraph (1) and Article 276, item (iv));

三十六　第二百三条第二項（第二百五十四条第一項及び第二百七十六条第四号において準用する場合を含む。）

(xxxvi) the provisions of Article 203, paragraph (2) (including as applied mutatis mutandis pursuant to Article 254, paragraph (1) and Article 276, item (iv));

三十七　第二百四条（第二百五十一条第一項、第二百五十四条第一項及び第二百七十六条第四号において準用する場合を含む。）

(xxxvii) the provisions of Article 204 (including as applied mutatis mutandis pursuant to Article 251, paragraph (1), Article 254, paragraph (1), and Article 276, item (iv));

三十八　第二百十条第六項（第二百五十一条第一項、第二百五十四条第一項及び第二百七十六条第四号において準用する場合を含む。）

(xxxviii) the provisions of Article 210, paragraph (6) (including as applied mutatis mutandis pursuant to Article 251, paragraph (1), Article 254, paragraph (1), and Article 276, item (iv));

三十九　第二百十一条第五項（第二百五十一条第一項、第二百五十四条第一項及び第二百七十六条第四号において準用する場合を含む。）

(xxxix) the provisions of Article 211, paragraph (5) (including as applied mutatis mutandis pursuant to Article 251, paragraph (1), Article 254, paragraph (1), and Article 276, item (iv));

四十　第二百三十条第二項、第二百四十条第二項、第二百四十七条の二の四第二項又は第二百四十七条の二の七第二項

(xl) the provisions of Article 230, paragraph (2), Article 240, paragraph (2), Article 247-2-4, paragraph (2) or Article 247-2-7, paragraph (2);

四十一　第二百四十一条第三項（同条第四項において準用する場合を含む。）

(xli) the provisions of Article 241, paragraph (3) (including as applied mutatis mutandis pursuant to paragraph (4) of that Article);

四十二　第二百四十二条第三項（同条第四項において準用する場合を含む。）

(xlii) the provisions of Article 242, paragraph (3) (including as applied mutatis mutandis pursuant to paragraph (4) of that Article); and

四十三　第二百四十二条第五項

(xliii) the provisions of Article 242, paragraph (5).

（公告）

(Public Notice)

第五十九条　受託者は、前条の通知を受けたときは、運営委員会の意見を聴いて次条第一項に規定する補償対象債権の届出期間、届出場所その他政令で定める事項を定め、これを公告しなければならない。

Article 59 (1) On receiving the notice under the preceding Article, a trustee must hear the opinion of the management committee, establish the period and place for persons to file notification of claims subject to compensation prescribed in paragraph (1) of the following Article, specify other particulars prescribed by Cabinet Order, and issue public notice of that fact.

２　受託者は、前項の規定により公告した後に、破産直近上位機関等について破産法（平成十六年法律第七十五号）第百九十七条第一項（同法第二百九条第三項において準用する場合を含む。）の規定による公告、第六十五条の二の規定による通知その他の政令で定める事由が生じたときは、前項の規定により公告した届出期間を変更することができる。

(2) A trustee may change the period for filing a notification specified in the public notice if, after the public notice has been issued pursuant to the preceding paragraph, a public notice under the provisions of Article 197, paragraph (1) of the Bankruptcy Act (Act No. 75 of 2004) is issued (including as applied mutatis mutandis pursuant to Article 209, paragraph (3) of that Act), a notice under the provisions of Article 65-2 is given, or any other circumstance specified by Cabinet Order arises with respect to the bankrupt current or former immediately superior institution.

３　受託者は、前項の規定により届出期間を変更したときは、遅滞なく、その変更に係る事項を公告しなければならない。

(3) If a trustee changes the period for filing a notification pursuant to the provisions of the preceding paragraph, the trustee must issue public notice of the particulars concerning the change without delay.

４　受託者は、第一項に規定する事項を定めた場合又は第二項の規定により届出期間を変更した場合には、直ちに、その旨を主務大臣に報告しなければならない。

(4) Once a trustee establishes the particulars prescribed in paragraph (1) or changes the period for filing a notification pursuant to paragraph (2), the trustee must immediately report that fact to the competent minister.

（受益者への支払）

(Issuing Payment to Beneficiaries)

第六十条　受託者は、加入者の請求に基づいて、当該加入者が振替機関等の誤記載等によって受けた損害に係る債権（第六項において「誤記載等債権」という。）であって、破産手続等開始時において現に当該加入者が破産直近上位機関等に対して有する債権（第六項、次条及び第六十一条の二において「補償対象債権」という。）に相当する金額につき、主務省令で定めるところにより支払を行うものとする。

Article 60 (1) At the request of a participant, a trustee makes a payment pursuant to order of the competent ministry, in an amount equivalent to the claim for damage that the participant has incurred due to the erroneous entry or recording by book-entry transfer institution or account management institution (hereinafter referred to as a "claim due to erroneous entry or recording") and which the participant holds against the bankrupt current or former immediately superior

institution at the commencement of bankruptcy proceedings or other proceedings (referred to as a "claim subject to compensation" in paragraph (6), the following Article, and Article 61-2).

２　前項の請求は、前条第一項又は第三項の規定により公告した届出期間内でなければ、することができない。ただし、その届出期間内に請求しなかったことにつき、災害その他やむを得ない事情があると受託者が認めるときは、この限りでない。

(2) The request referred to in the preceding paragraph may only be made within the period for filing a notification specified in the public notice issued pursuant to the provisions of paragraph (1) or (3) of the preceding Article; provided, however, that this does not apply if the trustee finds there to be a natural disaster or other compelling circumstances for the failure to make the request within the period for filing a notification.

３　前項の規定により災害その他やむを得ない事情があると受託者が認めるときは、あらかじめ運営委員会の意見を聴かなければならない。

(3) The trustee must hear the opinion of the management committee in advance if they find there to be a natural disaster or other compelling circumstances for the failure to make the request pursuant to the preceding paragraph.

４　第一項の規定により支払をすべき金額が政令で定める金額を超えるときは、同項の規定にかかわらず、当該政令で定める金額の支払を行うものとする。

(4) Notwithstanding the provisions of paragraph (1), if the amount required to be paid pursuant to that paragraph exceeds the amount specified by Cabinet Order, the trustee is to pay the amount specified by Cabinet Order.

５　第一項又は前項の規定により各加入者に支払を行うべき金額の合計額が加入者保護信託の信託財産を超えるときは、第一項又は前項の規定にかかわらず、第一項又は前項の規定により各加入者に支払を行うべき金額の割合に応じて支払を行うものとする。

(5) Notwithstanding the provisions of paragraph (1) or the preceding paragraph, if the total amount required to be paid to all participants pursuant to the provisions of paragraph (1) and the preceding paragraph exceeds the amount of trust property in the participant protection trust, the payment is to be made in proportion to the part of the amount that is required to be paid to each participant pursuant to the provisions of paragraph (1) and the preceding paragraph.

６　受託者は、第一項又は前二項の規定により支払を行ったときは、その支払を行った金額に応じ、当該支払に係る補償対象債権（当該支払に係る補償対象債権が破産直近上位機関等の保証債務に係る債権である場合にあっては、当該保証債務に係る主たる債務者に対する誤記載等債権）を取得する。

(6) Once a trustee makes a payment pursuant to the provisions of paragraph (1) or the preceding two paragraphs, the trustee acquires the claim subject to compensation related to the payment (or acquires a claim due to erroneous entry or recording against the principal obligor of the guarantee obligation, if the claim subject to compensation related to the payment is a claim that involves a

guarantee obligation of the bankrupt current or former immediately superior institution) in proportion to the amount paid.

（運営委員会の指図）

(Instructions by the Management Committee)

第六十一条　受託者は、前条第一項、第四項又は第五項の規定により補償対象債権に係る支払を行うときは、運営委員会に対してその支払の指図を求めなければならない。この場合において、運営委員会は、速やかに、補償対象債権の確認を行い、指図を行わなければならない。

Article 61 When making a payment against a claim subject to compensation pursuant to the provisions of paragraph (1), paragraph (4), or paragraph (5) of the preceding Article, a trustee must ask for instructions on payment from the management committee. In such a case, the management committee must promptly verify the claim subject to compensation and give instructions.

（所得税法等の適用）

(Application of the Income Tax Act)

第六十一条の二　加入者が、補償対象債権に係る第六十条第一項の支払を受けたときは、その支払を受けた時に、その支払を受けた金額により、当該加入者から当該支払をした受託者に対し当該支払に係る補償対象債権（当該補償対象債権のうち当該支払をしたことにより当該受託者が取得した部分に限る。）に係る社債等の譲渡があったものとみなして、所得税法（昭和四十年法律第三十三号）その他の所得税に関する法令の規定を適用する。

Article 61-2 (1) If a participant receives the payment referred to in Article 60, paragraph (1) based on a claim subject to compensation, the bonds and other securities underlying the claim subject to compensation (limited to the part of the claim subject to compensation that the trustee has acquired based on the payment) is deemed to have been transferred from the participant to the trustee that made the payment, based on the amount paid and at the time the participant received the payment, and the provisions of the Income Tax Act (Act No. 33 of 1965) and other laws and regulations concerning income taxes apply.

２　前項の規定の適用がある場合における租税特別措置法（昭和三十二年法律第二十六号）第四条の二及び第四条の三の規定の特例の適用に関し必要な事項は、政令で定める。

(2) Cabinet Order prescribes the necessary particulars concerning the application of the special provisions of Article 4-2 and Article 4-3 of the Act on Special Measures Concerning Taxation (Act No. 26 of 1957) when the provisions of the preceding paragraph apply.

第三節　負担金

Section 3 Dues

（振替機関等の加入者保護信託への負担金の支払）

(Payment of Dues to a Participant Protection Trust by Book-Entry Transfer Institution or Account Management Institution)

第六十二条　振替機関等（第四十四条第一項第十三号に掲げる者を除く。第六十四条第一項において同じ。）は、主務省令で定めるところにより、加入者保護信託の信託財産とするための金銭（以下この節において「負担金」という。）を、受託者に対して支払わなければならない。

Article 62 (1) A book-entry transfer institution or account management institution (other than one set forth in Article 44, paragraph (1), item (xiii); the same applies in Article 64, paragraph (1)) must pay money for the trust property of a participants protection trust (hereinafter referred to as "dues" in this Section) to the trustee, pursuant to the provisions of order of the competent ministry.

２　第五十一条第一項本文の規定により加入者保護信託契約を締結した振替機関が当該加入者保護信託契約締結時に加入者保護信託の信託財産として信託した金銭は、負担金とみなす。

(2) Money that a book-entry transfer institution places in trust as part of the trust property of a participant protection trust at the time it concludes a participant protection trust contract pursuant to the provisions of the main clause of Article 51, paragraph (1) are deemed to be dues.

（負担金の額）

(Amount of Dues)

第六十三条　負担金の額は、主務省令で定める基準に従い、振替機関の業務規程において定める算定方法により算定される額とする。

Article 63 (1) The amount of dues is calculated using the method prescribed in the operational rules of the book-entry transfer institution in accordance with the standards prescribed by order of the competent ministry.

２　主務大臣は、負担金が公平に負担され、かつ、加入者保護信託の信託財産が十分に確保されるよう適切な監督を行わなければならない。

(2) The competent minister must exercise appropriate supervision to enable dues to be imposed fairly to the institutions as well as secure sufficient trust property for the participant protection trust.

（延滞金）

(Late Payment Charges)

第六十四条　振替機関等は、負担金を振替機関の業務規程の定める支払期限までに支払わない場合には、加入者保護信託の信託財産として受託者に対し、延滞金を支払わなければならない。

Article 64 (1) If a book-entry transfer institution or account management institution fails to pay dues by the due date prescribed in its operational rules, it must pay a late payment charge to the trustee, as part of the trust property of the participant protection trust.

２　前項の延滞金の額は、未払の負担金の額に支払期限の翌日からその支払の日までの日数に応じ年十四・五パーセントの割合を乗じて計算した金額とする。

(2) The late payment charge referred to in the preceding paragraph is calculated by multiplying the amount of the unpaid dues by an annual rate of 14.5%, in

accordance with the number of days in the period running from the day after the due date to the date of payment.

第四節　雑則

Section 4 Miscellaneous Provisions

（公益信託ニ関スル法律の準用）

(Application Mutatis Mutandis of the Act on Charitable Trust)

第六十五条　公益信託ニ関スル法律（大正十一年法律第六十二号）第四条第二項及び第五条から第九条までの規定は、加入者保護信託について準用する。

Article 65 The provisions of Article 4, paragraph (2) and Articles 5 through 9 of the Act on Charitable Trust (Act No. 62 of 1922) apply mutatis mutandis to a participant protection trust.

（破産直近上位機関等に係る配当の通知等に関する通知）

(Notifying the Trustee of the Notice of Distribution concerning the Bankrupt Current or Former Immediately Superior Institution)

第六十五条の二　破産直近上位機関等の破産手続において、破産法第百九十七条第一項（同法第二百九条第三項において準用する場合を含む。）若しくは第二百四条第二項の規定による通知をしたとき、又は同法第二百八条第一項の規定による許可を受けたときは、破産管財人は、その旨を受託者に通知しなければならない。

Article 65-2 If a bankruptcy trustee gives a notice under Article 197, paragraph (1) of the Bankruptcy Act (including as applied mutatis mutandis pursuant to Article 209, paragraph (3) of that Act) or Article 204, paragraph (2) of that Act, or receives the approval under Article 208, paragraph (1) of that Act in the course of the bankruptcy proceedings of a bankrupt current or former immediately superior institution, the bankruptcy trustee must notify the trustee of the participant protection trust of that fact.

第四章　社債の振替

Chapter IV Book-Entry Transfer of Corporate Bonds

第一節　通則

Section 1 General Rules

（権利の帰属）

(Attribution of Rights)

第六十六条　次に掲げる社債で振替機関が取り扱うもの（以下この章において「振替社債」という。）についての権利（第七十三条に規定する利息の請求権を除く。）の帰属は、この章の規定による振替口座簿の記載又は記録により定まるものとする。

Article 66 The attribution of rights (other than a claim for interest prescribed in Article 73) of the following corporate bonds which are handled by a book-entry transfer institution (hereinafter referred to as a "book-entry transfer corporate bond" in this Chapter) is established by the entries or records in a book-entry transfer account register as under the provisions of this Chapter:

一　次に掲げる要件の全てに該当する社債（以下この章において「短期社債」という。）

(i) a corporate bond that satisfies all of the following requirements (referred to as a "short-term corporate bond" in this Chapter):

イ　各社債の金額が一億円を下回らないこと。

(a) the amount of each corporate bond is not less than one hundred million yen;

ロ　元本の償還について、社債の総額の払込みのあった日から一年未満の日とする確定期限の定めがあり、かつ、分割払の定めがないこと。

(b) there are provisions on a fixed due date for the redemption of the principal that is within one year from the day on which the total amount of the corporate bonds is paid in, and there are no provisions on payment by installment;

ハ　利息の支払期限を、ロの元本の償還期限と同じ日とする旨の定めがあること。

(c) there are provisions establishing that the due date for the payment of interest is the same day as the due date for the redemption of the principal referred to in (b);

ニ　担保付社債信託法（明治三十八年法律第五十二号）の規定により担保が付されるものでないこと。

(d) the bond is not secured by collateral pursuant to the provisions of the Secured Bonds Trust Act (Act No. 52 of 1905); and

二　当該社債の発行の決定において、当該決定に基づき発行する社債の全部についてこの法律の規定の適用を受けることとする旨を定めた社債

(ii) a corporate bond that is provided for in a decision to issue corporate bonds establishing that all corporate bonds issued based on that decision will be subject to the application of this Act.

（社債券の不発行）

(Non-Issuance of Corporate Bond Certificates)

第六十七条　振替社債については、社債券を発行することができない。

Article 67 (1) Corporate bond certificates may not be issued for book-entry transfer corporate bonds.

２　振替社債の社債権者は、当該振替社債を取り扱う振替機関が第二十二条第一項の規定により第三条第一項の指定を取り消された場合若しくは第四十一条第一項の規定により当該指定が効力を失った場合であって当該振替機関の振替業を承継する者が存しないとき、又は当該振替社債が振替機関によって取り扱われなくなったときは、前項の規定にかかわらず、発行者に対し、社債券の発行を請求することができる。

(2) Notwithstanding the provisions of the preceding paragraph, if a book-entry transfer institution that handles book-entry transfer corporate bonds has its designation under Article 3, paragraph (1) revoked pursuant to the provisions of Article 22, paragraph (1) or the designation expires pursuant to the provisions of Article 41, paragraph (1), and there is no person to succeed to the book-entry transfer business of the book-entry transfer institution, or if a book-entry transfer institution that handles book-entry transfer corporate bonds ceases to handle the book-entry transfer corporate bonds, the holder of the book-entry transfer corporate bond may ask the issuer to issue a corporate bond certificate.

３　前項の社債券は、無記名式とする。

(3) A corporate bond certificate referred to in the preceding paragraph is to be in bearer form.

第二節　振替口座簿

Section 2 Book-Entry Transfer Account Registers

（振替口座簿の記載又は記録事項）

(Information Required to Be Entered or Recorded in a Book-Entry Transfer Account Register)

第六十八条　振替口座簿は、各加入者の口座ごとに区分する。

Article 68 (1) A book-entry transfer account register is subdivided by account for each participant.

２　振替口座簿中の口座管理機関の口座は、次に掲げるものに区分する。

(2) The account of an account management institution in a book-entry transfer account register is subdivided as follows:

一　当該口座管理機関が振替社債についての権利を有するものを記載し、又は記録する口座（以下この章において「自己口座」という。）

(i) an account in which entries or records are made for book-entry transfer corporate bonds for which the account management institution holds rights (hereinafter referred to as the institution's "own account" in this Chapter);

二　当該口座管理機関又はその下位機関の加入者が振替社債についての権利を有するものを記載し、又は記録する口座（以下この章において「顧客口座」という。）

(ii) an account in which entries or records are made for book-entry transfer corporate bonds under which the participants of the account management institution or of its subordinate institution hold rights (hereinafter referred to as a "customer account" in this Chapter).

３　振替口座簿中の各口座（顧客口座を除く。）には、次に掲げる事項を記載し、又は記録する。

(3) The following information is to be entered or recorded for each account (excluding a customer account) in a book-entry transfer account register:

一　加入者の氏名又は名称及び住所

(i) the name and address of the participant;

二　発行者の商号及び振替社債の種類（以下この章において「銘柄」という。）

(ii) the issuer's trade name and the type of book-entry transfer corporate bond (hereinafter referred to as the "issue" in this Chapter);

三　銘柄ごとの金額（次号に掲げるものを除く。）

(iii) the amount of book-entry transfer corporate bonds by issue (other than those set forth in the following item);

四　加入者が質権者であるときは、その旨及び質権の目的である振替社債の銘柄ごとの金額

(iv) if the participant is a pledgee, an in indication of that fact and the amount of book-entry transfer corporate bonds underlying the pledge by issue;

五　加入者が信託の受託者であるときは、その旨及び前二号の金額のうち信託財産であるものの金額

(v) if the participant is the trustee of a trust, indication of that fact and the amount of the book-entry transfer corporate bonds referred to in the preceding two items which constitute trust property; and

六　その他政令で定める事項

(vi) other information specified by Cabinet Order.

４　振替口座簿中の顧客口座には、次に掲げる事項を記載し、又は記録する。

(4) The following information is to be entered or recorded for each customer account in a book-entry transfer account register:

一　前項第一号及び第二号に掲げる事項

(i) the information set forth in items (i) and (ii) of the preceding paragraph;

二　銘柄ごとの金額

(ii) the amount of book-entry transfer corporate bonds by issue; and

三　その他政令で定める事項

(iii) other information specified by Cabinet Order.

５　振替機関が機関口座を開設する場合には、振替口座簿に機関口座の区分を設け、次に掲げる事項を記載し、又は記録する。

(5) If a book-entry transfer institution opens an institution-held account, it must create a subdivision for that account in the book-entry transfer account register and enter or record the following information:

一　銘柄

(i) the issue;

二　銘柄ごとの金額

(ii) the amount of book-entry transfer corporate bonds by issue; and

三　その他政令で定める事項

(iii) other information specified by Cabinet Order.

６　振替口座簿は、電磁的記録（主務省令で定めるものに限る。）で作成することができる。

(6) A book-entry transfer account register may be created as an electronic or magnetic record (limited to one specified by order of the competent ministry).

（振替社債の発行時の新規記載又は記録手続）

(New Entries or Records to be Made upon Issuance of Book-Entry Transfer Corporate Bonds)

第六十九条　特定の銘柄の振替社債の発行者は、当該振替社債を発行した日以後遅滞なく、当該発行者が第十三条第一項の同意を与えた振替機関に対し、次に掲げる事項の通知をしなければならない。

Article 69 (1) The issuer of book-entry transfer corporate bonds of a particular issue must notify the book-entry transfer institution to which the issuer has given the consent referred to in Article 13, paragraph (1) of the following information after the issuance date of those book-entry transfer corporate bonds, without delay:

一　当該発行に係る振替社債の銘柄

(i) the issue of book-entry transfer corporate bonds that have been issued;

二　前号の振替社債の社債権者又は質権者である加入者の氏名又は名称

(ii) the names of the participants that are the holders or pledgees of the book-entry transfer corporate bonds referred to in the preceding item;

三　前号の加入者のために開設された第一号の振替社債の振替を行うための口座

(iii) the accounts opened for the participants referred to in the preceding item, in which book entries are to be made for the book-entry transfer corporate bonds referred to in item (i);

四　加入者ごとの第一号の振替社債の金額（次号に掲げるものを除く。）

(iv) the amount of book-entry transfer corporate bonds referred to in item (i) for each participant (other than those set forth in the following item);

五　加入者が質権者であるときは、その旨及び質権の目的である第一号の振替社債の金額

(v) if the participant is a pledgee, indication of that fact and the amount of book-entry transfer corporate bonds underlying the pledge referred to in item (i);

六　加入者が信託の受託者であるときは、その旨並びに第四号及び前号の金額のうち信託財産であるものの金額

(vi) if the participant is the trustee of a trust, indication of that fact and the amount of book-entry transfer corporate bonds referred to in item (iv) and the preceding item which constitute trust property; and

七　第一号の振替社債の総額その他の主務省令で定める事項

(vii) the total amount of book-entry transfer corporate bonds referred to in item (i) and other information specified by order of the competent ministry.

２　前項の通知があった場合には、当該通知を受けた振替機関は、直ちに、当該通知に係る振替社債の銘柄について、次に掲げる措置を執らなければならない。

(2) If the notice referred to in the preceding paragraph has been given, the book-entry transfer institution that has received the notice must immediately take the following measures for the issue of the book-entry transfer corporate bonds that has been notified:

一　当該振替機関が前項第三号の口座を開設したものである場合には、次に掲げる記載又は記録

(i) to make the following entries or records, if the book-entry transfer institution is the one that has opened the account referred to item (iii) of the preceding paragraph:

イ　当該口座の前条第三項第三号に掲げる事項を記載し、又は記録する欄（以下この章において「保有欄」という。）における前項第二号の加入者（同号の社債権者であるものに限る。）に係る同項第四号の金額の増額の記載又は記録

(a) an entry or a record showing the increase in the amount referred to in item (iv) of the preceding paragraph for a participant referred to in item (ii) of that paragraph (limited to one that is a bondholder referred to in that item), in the

column of the account for entering or recording the information set forth in paragraph (3), item (iii) of the preceding Article (hereinafter referred to as the "holdings column" in this Chapter);

ロ　当該口座の前条第三項第四号に掲げる事項を記載し、又は記録する欄（以下この章において「質権欄」という。）における前項第二号の加入者（同号の質権者であるものに限る。）に係る同項第五号の金額の増額の記載又は記録

(b) an entry or record of the increase in the amount referred to in item (v) of the preceding paragraph for a participant referred to in item (ii) of that paragraph (limited to one that is a pledgee referred to in that item), in the column of the account for entering or recording the information set forth in paragraph (3), item (iv) of the preceding Article (hereinafter referred to as the "pledge column" in this Chapter);

ハ　当該口座における前項第六号の信託財産であるものの金額の増額の記載又は記録

(c) an entry or record in the account of the increase in the amount of the book-entry transfer corporate bonds that constitute trust property referred to in item (vi) of the preceding paragraph.

二　当該振替機関が前項第三号の口座を開設したものでない場合には、その直近下位機関であって同項第二号の加入者の上位機関であるものの口座の顧客口座における当該加入者に係る同項第四号の金額と同項第五号の金額を合計した金額の増額の記載又は記録及び当該直近下位機関に対する同項第一号から第六号までに掲げる事項の通知

(ii) if the book-entry transfer institution is not the one that opened the account referred to item (iii) of the preceding paragraph, to make an entry or record of the increase in the sum of the amounts referred to in items (iv) and (v) of the preceding paragraph for a participant referred to in item (ii) of that paragraph, in the customer account under the account of the book-entry transfer institution's immediately subordinate institution that is the superior institution of that participant, and to give notice of the information set forth in items (i) through (vi) of that paragraph to the immediately subordinate institution.

３　前項の規定は、同項第二号（この項において準用する場合を含む。）の通知があった場合における当該通知を受けた口座管理機関について準用する。

(3) If the notice referred to in item (ii) of the preceding paragraph (including as applied mutatis mutandis pursuant to this paragraph) is given, the provisions of the preceding paragraph apply mutatis mutandis to the account management institution that has received the notice.

（会社が社債権者等の口座を知ることができない場合に関する手続）

(Procedures If a Company is Unable to Identify the Account of the Bondholder)

第六十九条の二　会社が特定の銘柄の振替社債を交付しようとする場合において、当該振替社債の社債権者又は質権者のために開設された振替社債の振替を行うための口座を知ることができないときは、当該会社（新設合併に際して振替社債を交付する場合その他の主務省令で定める場合にあっては、当該会社に準ずる者として主務省令で定めるもの。以下この条において「通知者」という。）は、次に掲げる事項を当該振替社債の

社債権者又は質権者となるべき者として主務省令で定めるものに通知しなければならない。

Article 69-2 (1) If a company seeks to deliver book-entry transfer corporate bonds of a particular issue and is unable to identify the account that has been opened for the holder or pledgee of those bonds in which book entries are to be made for book-entry transfer corporate bonds, the company (or the person specified by order of the competent ministry as being equivalent to the company, if the company is delivering book-entry transfer corporate bonds at the time of a consolidation-type merger or in other cases specified by order of the competent ministry; hereinafter referred to as the "notifier" in this Article) must notify the person prescribed by order of the competent ministry as a person that is to become the holder or pledgee of those book-entry transfer corporate bonds of the following information:

一　会社が一定の日における当該振替社債の社債権者（質権者があるときは、その質権の目的である社債の社債権者を除く。）及び当該質権者について前条第一項の通知又は振替の申請をする旨

(i) the fact that the company will give the notice referred to in paragraph (1) of the preceding Article or file an application for a book-entry transfer for the holder (other than the holder of corporate bonds underlying the pledge, if there is a pledgee) or pledgee of the book-entry transfer corporate bonds on a fixed date;

二　前号の社債権者又は質権者のために開設された当該振替社債の振替を行うための口座（第三項本文の申出により振替機関等が開設した口座を除く。）を、通知者がこの項の通知を発した日から起算して、社債権者及び質権者の保護のため必要かつ適当なものとして主務省令で定める期間内に通知者に通知すべき旨

(ii) the fact that the notifier must be notified of the account opened for the bondholder or pledgee referred to in the preceding item (other than an account opened by a book-entry transfer institution or account management institution based on a request referred to in the main clause of paragraph (3)) in which book entries are to be made for the book-entry transfer corporate bonds within the period specified by order of the competent ministry as being necessary and appropriate for the protection of bondholders and pledgees from the day on which the notifier issued the notice referred to in this paragraph;

三　第三項本文の申出により口座を開設する振替機関等の氏名又は名称及び住所

(iii) the name and address of the book-entry transfer institution or account management institution that opens an account based on the request referred to in the main clause of paragraph (3); and

四　その他主務省令で定める事項

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

２　前項の通知者が同項の会社以外の者である場合には、当該通知者は、同項第一号の一定の日において、当該会社に対し、同号の社債権者又は質権者が通知した同項第二号の口座を通知しなければならない。

(2) If the notifier referred to in the preceding paragraph is a person other than the company referred to in that paragraph, the notifier must notify that company, on the fixed date referred to in item (i) of that paragraph, of the account referred to in item (ii) of that paragraph which the bondholder or pledgee referred to in that item has notified.

３　第一項第一号の社債権者又は質権者が同項第二号の期間内に同号の口座を通知者に通知しなかった場合には、会社は、同項第三号の振替機関等に対して当該社債権者又は当該質権者のために振替社債の振替を行うための口座（以下この章において「特別口座」という。）の開設の申出をしなければならない。ただし、当該会社が当該社債権者又は当該質権者のために開設の申出をした特別口座があるときは、この限りでない。

(3) If the bondholder or pledgee referred to paragraph (1), item (i) does not notify the notifier of the account referred to in item (ii) of that paragraph within the period referred to in item (ii) of that paragraph, the company must request the book-entry transfer institution or account management institution referred to in item (iii) of that paragraph to open an account for the bondholder or pledgee in which book entries are to be made for book-entry transfer corporate bonds (hereinafter referred to as a "special account"); provided, however, that this does not apply if there is a special account that the company has requested be opened for the bondholder or pledgee.

４　会社が第一項の振替社債に係る社債の発行者である場合において、同項第一号の一定の日までに第十三条第一項の同意を与えていないときは、速やかに、当該社債について振替機関に同項の同意を与えなければならない。

(4) If a company is the issuer of corporate bonds that constitute book-entry transfer corporate bonds referred to paragraph (1) and has not given the consent referred to in Article 13, paragraph (1) by the fixed date referred to in paragraph (1), item (i), it must promptly give the consent referred to in Article 13, paragraph (1) to the book-entry transfer institution for those corporate bonds.

５　第一項に規定する場合において、会社が前条第一項の通知をするときは、第一項第一号の社債権者又は質権者から通知を受けた同項第二号の口座（当該通知がないときは、当該会社が開設の申出をした特別口座）を同条第一項第三号の口座として同項の通知をしなければならない。

(5) In the case prescribed in paragraph (1), when a company gives the notice referred to in paragraph (1) of the preceding Article, it must use the account referred to in paragraph (1), item (ii) that has been notified by the bondholder or pledgee referred to in paragraph (1), item (i) (or the special account that the company has requested to be opened, if the notice has not been given) as the account referred to in paragraph (1), item (iii) of the preceding Article.

（振替手続）

(Book-Entry Transfer Procedures)

第七十条　特定の銘柄の振替社債について、振替の申請があった場合には、振替機関等は、第四項から第八項までの規定により、当該申請において第三項の規定により示さ

れたところに従い、その備える振替口座簿における減額若しくは増額の記載若しくは記録又は通知をしなければならない。

Article 70 (1) If an application for a book-entry transfer for book-entry transfer corporate bonds of a particular issue has been filed, a book-entry transfer institution or account management institution must, pursuant to the provisions of paragraphs (4) through (8) and as indicated in the application pursuant to the provisions of paragraph (3), enter or record the reduction or increase in the book-entry transfer account register that it keeps, or give notice to the person concerned of the reduction or increase.

２　前項の申請は、この法律に別段の定めがある場合を除き、振替によりその口座（顧客口座を除く。）において減額の記載又は記録がされる加入者が、その直近上位機関に対して行うものとする。

(2) Unless otherwise prescribed in this Act, the application referred to in the preceding paragraph is an application that the participant files with its immediately superior institution for whom the reduction is entered or recorded in their account (excluding a customer account) by the book-entry transfer.

３　第一項の申請をする者は、当該申請において、次に掲げる事項を示さなければならない。

(3) A person filing an application referred to in paragraph (1) must indicate the following information in that application:

一　当該振替において減額及び増額の記載又は記録がされるべき振替社債の銘柄及び金額

(i) the issue and the amount of book-entry transfer corporate bonds for which the reduction and increase are required to be entered or recorded when the book-entry transfer is made;

二　前項の加入者の口座において減額の記載又は記録がされるのが保有欄であるか、又は質権欄であるかの別

(ii) whether the reduction will be entered or recorded in the holdings column or the pledge column of the account of the participant referred to in the preceding paragraph;

三　増額の記載又は記録がされるべき口座（顧客口座を除く。以下この節において「振替先口座」という。）

(iii) the account in which the entry or record of the increase is required to be made (excluding a customer account; hereinafter referred to as the "transferee account" in this Section); and

四　振替先口座（機関口座を除く。）において増額の記載又は記録がされるのが保有欄であるか、又は質権欄であるかの別

(iv) whether the increase will be entered or recorded in the holdings column or the pledge column of the transferee account (excluding an institution-held account).

４　第一項の申請があった場合には、当該申請を受けた振替機関等は、遅滞なく、次に掲げる措置を執らなければならない。

(4) If an application referred to in paragraph (1) has been filed, the book-entry transfer institution or account management institution that has received the application must take the following measures without delay:

一　第二項の加入者の口座の前項第二号の規定により示された保有欄又は質権欄における同項第一号の金額（以下この条において「振替金額」という。）についての減額の記載又は記録

(i) make an entry or record of the reduction in the amount referred to in item (i) of the preceding paragraph (hereinafter referred to as the "amount subject to book-entry transfer" in this Article), in the holdings column or the pledge column of the account of the participant referred to in paragraph (2), as indicated pursuant to the provisions of item (ii) of the preceding paragraph;

二　当該振替機関等が当該振替に係る共通直近上位機関でない場合には、直近上位機関に対する前項第一号、第三号及び第四号の規定により示された事項の通知

(ii) notify the immediately superior institution of the information indicated pursuant to the provisions of item (i), item (iii), and item (iv) of the preceding paragraph, if the book-entry transfer institution or account management institution is not the common immediately superior institution concerning the book-entry transfer;

三　当該振替機関等が当該振替に係る共通直近上位機関であり、かつ、振替先口座を開設したものである場合には、当該振替先口座の前項第四号の規定により示された保有欄又は質権欄（機関口座にあっては、第六十八条第五項第二号に掲げる事項を記載し、又は記録する欄。以下この条において「振替先欄」という。）における振替金額についての増額の記載又は記録

(iii) make an entry or record of the increase in the amount subject to book-entry transfer, in the holdings column or the pledge column of the transferee account, as indicated pursuant to the provisions of item (iv) of the preceding paragraph (or in the column in which the information set forth in Article 68, paragraph (5), item (ii) is entered or recorded, for an institution-held account; hereinafter referred to as the "transferee column"), if the book-entry transfer institution or account management institution is the common immediately superior institution for the book-entry transfer and is also the one that has opened the transferee account;

四　当該振替機関等が当該振替に係る共通直近上位機関であり、かつ、振替先口座を開設したものでない場合には、その直近下位機関であって当該振替先口座の加入者の上位機関であるものの口座の顧客口座における振替金額についての増額の記載又は記録並びに当該直近下位機関に対する前項第一号、第三号及び第四号の規定により示された事項の通知

(iv) make an entry or record of the increase in the amount subject to book-entry transfer, in the customer account under the account of the immediately subordinate institution to the book-entry transfer institution or account management institution that is the superior institution of the participant with the transferee account, and notify the immediately subordinate institution of the

information indicated pursuant to the provisions of item (i), item (iii), and item (iv) of the preceding paragraph, if the book-entry transfer institution or account management institution is the common immediately superior institution for the book-entry transfer and is not the one that opened the transferee account.

５　前項第二号の通知があった場合には、当該通知を受けた振替機関等は、直ちに、次に掲げる措置を執らなければならない。

(5) If a notice referred to in item (ii) of the preceding paragraph has been given, the book-entry transfer institution or account management institution that has been notified must immediately take the following measures:

一　当該通知をした口座管理機関の口座の顧客口座における振替金額についての減額の記載又は記録

(i) make an entry or record of the reduction in the amount subject to book-entry transfer, in the customer account under the account of the account management institution that has given the notice;

二　当該振替機関等が当該振替に係る共通直近上位機関でない場合には、直近上位機関に対する前項第二号の規定により通知を受けた事項の通知

(ii) notify the immediately superior institution of the information of which it has received notice pursuant to the provisions of item (ii) of the preceding paragraph, if the book-entry transfer institution or account management institution is not the common immediately superior institution for the book-entry transfer;

三　当該振替機関等が当該振替に係る共通直近上位機関であり、かつ、振替先口座を開設したものである場合には、当該振替先口座の振替先欄における振替金額についての増額の記載又は記録

(iii) make an entry or record of the increase in the amount subject to book-entry transfer, in the transferee column of the transferee account, if the book-entry transfer institution or account management institution is the common immediately superior institution for the book-entry transfer and is also the one that has opened the transferee account;

四　当該振替機関等が当該振替に係る共通直近上位機関であり、かつ、振替先口座を開設したものでない場合には、その直近下位機関であって当該振替先口座の加入者の上位機関であるものの口座の顧客口座における振替金額についての増額の記載又は記録及び当該直近下位機関に対する前項第二号の規定により通知を受けた事項の通知

(iv) make an entry or record of the increase in the amount subject to book-entry transfer, in the customer account under the account of the immediately subordinate institution to the book-entry transfer institution or account management institution that is the superior institution of the participant with the transferee account, and notify the immediately subordinate institution of the information which has been notified pursuant to the provisions of item (ii) of the preceding paragraph, if the book-entry transfer institution or account management institution is the common immediately superior institution for the book-entry transfer and is not the person that has opened the transferee account.

６　前項の規定は、同項第二号（この項において準用する場合を含む。）の通知があった場合における当該通知を受けた振替機関等について準用する。

(6) The provisions of the preceding paragraph apply mutatis mutandis to a book-entry transfer institution or account management institution that has received the notice, if the notice referred to in item (ii) of the preceding paragraph (including as applied mutatis mutandis pursuant to this paragraph) has been made.

７　第四項第四号又は第五項第四号（前項において準用する場合を含む。以下この項において同じ。）の通知があった場合には、当該通知を受けた口座管理機関は、直ちに、次に掲げる措置を執らなければならない。

(7) If the notice referred to in paragraph (4), item (iv) or paragraph (5), item (iv) (including as applied mutatis mutandis pursuant to the preceding paragraph; hereinafter the same applies in this paragraph) has been given, the account management institution that has been notified must immediately take the following measures:

一　当該口座管理機関が振替先口座を開設したものである場合には、当該振替先口座の振替先欄における振替金額についての増額の記載又は記録

(i) make an entry or record of the increase in the amount subject to book-entry transfer, in the transferee column of the transferee account, if the account management institution is the one that opened the transferee account;

二　当該口座管理機関が振替先口座を開設したものでない場合には、その直近下位機関であって当該振替先口座の加入者の上位機関であるものの口座の顧客口座における振替金額についての増額の記載又は記録及び当該直近下位機関に対する第四項第四号又は第五項第四号の規定により通知を受けた事項の通知

(ii) make an entry or record of the increase in the amount subject to book-entry transfer, in the customer account under the account of the immediately subordinate institution to the account management institution that is the superior institution of the participant with the transferee account, and notify the immediately subordinate institution of the information which has been notified pursuant to the provisions of paragraph (4), item (iv) or paragraph (5), item (iv), if the account management institution is not the one that opened the transferee account.

８　前項の規定は、同項第二号（この項において準用する場合を含む。）の通知があった場合における当該通知を受けた口座管理機関について準用する。

(8) If the notice referred to in item (ii) of the preceding paragraph (including as applied mutatis mutandis pursuant to this paragraph) has been given, the provisions of the preceding paragraph apply mutatis mutandis to the account management institution that has been notified.

（特別口座に記載又は記録がされた振替社債についての振替手続等に関する特例）

(Special Provisions on Making Book Entries for Book-Entry Transfer Corporate Bonds That Have Been Entered or Recorded in a Special Account)

第七十条の二　加入者は、特別口座に記載され、又は記録された振替社債については、当該加入者又は当該振替社債の発行者の口座以外の口座を振替先口座とする振替の申請をすることができない。

Article 70-2 (1) A participant may not file an application for a book-entry transfer concerning a book-entry transfer corporate bond that has been entered or recorded in a special account if the transferee account is other than that of the participant or that of the issuer of the book-entry transfer corporate bond.

２　特定の銘柄の振替社債に係る第六十九条第一項の通知又は振替の申請の前に合併により消滅する会社の株式を取得した者であって株主名簿に記載又は記録がされていないことを理由として合併に際して当該株式に代わる当該振替社債の交付を受けることができなかったものその他の主務省令で定める者（以下この項において「取得者等」という。）が、当該通知又は当該振替の申請の後に、当該振替社債についての記載又は記録がされた特別口座の加入者と共同して請求をした場合には、発行者は、次に掲げる行為をしなければならない。当該請求をすべきことを当該加入者に命ずる判決であって執行力を有するものの正本若しくは謄本若しくはこれに準ずる書類として主務省令で定めるものを当該取得者等が添付して請求をした場合又は当該取得者等の請求により次に掲げる行為をしても当該加入者その他の利害関係人の利益を害するおそれがない場合として主務省令で定める場合も、同様とする。

(2) If, before the notice referred to in Article 69, paragraph (1) is given or an application for a book-entry transfer involving book-entry transfer corporate bonds of a particular issue is filed, a person that acquired shares in a company disappearing in a merger but that cannot be delivered the book-entry transfer corporate bonds that replace those shares at the time of the merger because no entry or record has been made for the person in the shareholder register, or any other person specified by order of the competent ministry (hereinafter referred to as the "acquirer or other such person" in this paragraph) files a joint request together with the participant with the special account in which the book-entry transfer corporate bonds have been entered or recorded, after giving the notice or filing the application for a book-entry transfer, the issuer must take the following actions. The same applies if the acquirer or other such person files a request by attaching an authenticated copy or certified copy of an enforceable judgment that orders the participant to file the request or attaching any other document specified by order of the competent ministry as being equivalent to the copy, or in cases prescribed by order of the competent ministry as those that are unlikely to harm the interests of the participant and other interested persons even if the issuer takes the following actions upon the request by the acquirer or other such person.

一　当該取得者等のための第六十九条の二第三項本文の申出

(i) filing a request referred to in the main clause of Article 69-2, paragraph (3) for the acquirer or other such person; and

二　前号の申出により開設された口座を振替先口座とする当該振替社債についての振替の申請

(ii) filing an application for the book-entry transfer of those book-entry transfer corporate bonds in the transferee account that has been opened based on the request referred to in the preceding item.

３　特別口座の開設の申出をした発行者以外の加入者は、当該特別口座を振替先口座とする振替の申請をすることができない。

(3) A participant other than the issuer that has requested for a special account to be opened may not file an application for a book-entry transfer with the special account as the transferee account.

（特別口座の移管）

(Transfer of Special Accounts)

第七十条の三　特別口座に記載され、又は記録された振替社債の発行者は、当該特別口座を開設した振替機関等（次項及び第三項において「移管元振替機関等」という。）以外の振替機関等に対し、当該特別口座の加入者のために当該振替社債の振替を行うための特別口座の開設の申出をすることができる。

Article 70-3 (1) The issuer of book-entry transfer corporate bonds that have been entered or recorded in a special account may request a book-entry transfer institution or account management institution other than the book-entry transfer institution or account management institution that has opened the special account (referred to as the "pre-transfer book-entry transfer institution or account management institution" in the following paragraph and paragraph (3)) to open a special account in which book entries are to be made for the book-entry transfer corporate bonds for the participants with the former special account.

２　前項の申出は、移管元振替機関等が開設した当該振替社債の振替を行うための特別口座（次項及び第四項において「移管元特別口座」という。）の全ての加入者のために、一括してしなければならない。ただし、前項の発行者が加入者のために開設の申出をした特別口座が同項の申出に係る振替機関等にある場合における当該加入者については、この限りでない。

(2) The request referred to in the preceding paragraph must be filed collectively for all participants with the special account opened by the pre-transfer book-entry transfer institution or account management institution in which book entries are to be made for the book-entry transfer corporate bonds (referred to as the "pre-transfer special account" in the following paragraph and paragraph (4)); provided, however, that this does not apply to the participant when the special account that the issuer referred to in the preceding paragraph has requested to be opened for the participant exists at the book-entry transfer institution or account management institution to which the request referred to in that paragraph has been filed.

３　第一項の発行者は、移管元振替機関等に対し、移管元特別口座に記載され、又は記録された振替社債の全てについて、移管先特別口座（同項の申出により開設された特別口座又は前項ただし書の特別口座をいう。次項において同じ。）を振替先口座とする振替の申請をすることができる。

(3) The issuer referred to in paragraph (1) may file an application with the pre-transfer book-entry transfer institution or account management institution for a book-entry transfer, using the post-transfer special account (meaning the special account opened based on the request referred to in that paragraph or the special account referred to in the proviso to the preceding paragraph; the same applies in the following paragraph) as the transferee account, with regard to all book-entry transfer corporate bonds entered or recorded in the pre-transfer special account.

４　第一項の発行者は、前項の申請をした場合には、遅滞なく、移管元特別口座の加入者に対し、移管先特別口座を開設した振替機関等の氏名又は名称及び住所を通知しなければならない。

(4) If the issuer referred to in paragraph (1) files an application referred to in the preceding paragraph, the issuer must, without delay, notify the participants with the pre-transfer special account of the name and address of the book-entry transfer institution or account management institution that has opened the post-transfer special account.

（抹消手続）

(Deletion Procedures)

第七十一条　特定の銘柄の振替社債について、抹消の申請があった場合には、振替機関等は、第四項から第六項までの規定により、当該申請において第三項の規定により示されたところに従い、その備える振替口座簿における減額の記載若しくは記録又は通知をしなければならない。

Article 71 (1) If an application for the deletion of a book-entry transfer corporate bond of a particular issue has been filed, a book-entry transfer institution or account management institution must, pursuant to the provisions of paragraphs (4) through (6) and as indicated pursuant to the provisions of paragraph (3) in the application, enter or record the reduction in the book-entry transfer account register that it keeps, or give notice to the person concerned of the reduction.

２　前項の申請は、抹消によりその口座（顧客口座を除く。）において減額の記載又は記録がされる加入者が、その直近上位機関に対して行うものとする。

(2) The application referred to in the preceding paragraph is an application that the participant for whom the reduction resulting from the deletion will be entered or recorded in their account (excluding a customer account) files with their immediately superior institution.

３　第一項の申請をする加入者（以下この条において「申請人」という。）は、当該申請において、次に掲げる事項を示さなければならない。

(3) A participant filing the application referred to in paragraph (1) (hereinafter referred to as the "applicant" in this Article) must indicate the following information in that application:

一　当該抹消において減額の記載又は記録がされるべき振替社債の銘柄及び金額

(i) the issue and the amount of book-entry transfer corporate bonds for which the reduction is required to be entered or recorded when the deletion is made; and

二　当該申請人の口座において減額の記載又は記録がされるのが保有欄であるか、又は質権欄であるかの別

(ii) whether the reduction will be entered or recorded in the holdings column or the pledge column of the applicant's account.

４　第一項の申請があった場合には、当該申請を受けた振替機関等は、遅滞なく、次に掲げる措置を執らなければならない。

(4) If the application referred to in paragraph (1) has been filed, the book-entry transfer institution or account management institution that has received the application must take the following measures without delay:

一　申請人の口座の前項第二号の規定により示された保有欄又は質権欄における同項第一号の金額についての減額の記載又は記録

(i) make an entry or record of the reduction in the amount referred to in item (i) of the preceding paragraph, in the holdings column or pledge column of the applicant's account indicated pursuant to the provisions of item (ii) of the preceding paragraph; and

二　当該振替機関等が口座管理機関である場合には、直近上位機関に対する前項第一号の規定により示された事項の通知

(ii) notify the immediately superior institution of the information indicated pursuant to the provisions of item (i) of the preceding paragraph, if the book-entry transfer institution or account management institution is an account management institution.

５　前項第二号の通知があった場合には、当該通知を受けた振替機関等は、直ちに、次に掲げる措置を執らなければならない。

(5) If a notice referred to in item (ii) of the preceding paragraph has been given, the book-entry transfer institution or account management institution that has been notified must immediately take the following measures:

一　当該通知をした口座管理機関の口座の顧客口座における第三項第一号の金額についての減額の記載又は記録

(i) make an entry or record of the reduction in the amount referred to in paragraph (3), item (i), in the customer account under the account of the account management institution that has given the notice; and

二　当該振替機関等が口座管理機関である場合には、直近上位機関に対する前項第二号の規定により通知を受けた事項の通知

(ii) notify the immediately superior institution of the information which has been notified pursuant to the provisions of item (ii) of the preceding paragraph, if the book-entry transfer institution or account management institution is an account management institution.

６　前項の規定は、同項第二号（この項において準用する場合を含む。）の通知があった場合における当該通知を受けた振替機関等について準用する。

(6) The provisions of the preceding paragraph apply mutatis mutandis to a book-entry transfer institution or account management institution that received the

notice referred to in item (ii) of the preceding paragraph (including as applied mutatis mutandis pursuant to this paragraph), if the notice has been given.

７　発行者は、社債権者又は質権者のために社債管理者、社債管理補助者（社債権者又は質権者のために振替社債の償還を受ける権限を有するものに限る。）又は担保付社債信託法第二条第一項に規定する信託契約の受託会社（次項において「社債管理者等」という。）に対して振替社債の償還をする場合を除くほか、社債権者又は質権者に対し、振替社債の償還をするのと引換えにその口座における当該振替社債の銘柄についての当該償還に係る振替社債の金額と同額の抹消をその直近上位機関に対して申請することを請求することができる。

(7) Unless an issuer goes through a corporate bond administrator, assistant bond administrator (limited to one that is authorized to receive redemption of book-entry transfer corporate bonds for a bondholder or pledgee) or a trust company under the trust agreement as defined in Article 2, paragraph (1) of the Secured Bonds Trust Act (referred to as a "bond administrator or similar person" in the following paragraph) to redeem book-entry transfer corporate bonds for a bondholder or pledgee, the issuer may demand that, in exchange for the issuer to redeem book-entry transfer corporate bonds, the bondholder or pledgee file an application with its immediately superior institution to delete the same amount from the account as the amount of the book-entry transfer corporate bonds that are being redeemed for the book-entry transfer corporate bonds of that issue which appear on its account.

８　前項の規定は、社債権者又は質権者のために振替社債の償還を受けた社債管理者等が当該社債権者又は当該質権者に対し当該償還額の支払をする場合について準用する。

(8) The provisions of the preceding paragraph apply mutatis mutandis when a bond administrator or similar person through which corporate bonds are redeemed for a bondholder or pledgee pays the amount so redeemed to the bondholder or pledgee.

（記載又は記録の変更手続）

(Procedures for Changing Entries or Records)

第七十二条　振替機関等は、その備える振替口座簿について、第六十八条第三項各号、第四項各号又は第五項各号に掲げる事項につき変更が生じたことを知ったときは、直ちに、当該振替口座簿にその記載又は記録をしなければならない。

Article 72 If a book-entry transfer institution or account management institution learns that there has been a change to the information set forth in one of the items of Article 68, paragraph (3), paragraph (4), or paragraph (5) in the book-entry transfer account register that it keeps, it must immediately enter or record the change in the book-entry transfer account register.

第三節　振替の効果等

Section 3 Effect of Book-Entry Transfers

（振替社債の譲渡）

(Transfer of Book-Entry Transfer Corporate Bonds)

第七十三条　振替社債（差押えを受けることなく弁済期が到来した利息の請求権を除く。次条から第七十七条までにおいて同じ。）の譲渡は、振替の申請により、譲受人がその口座における保有欄（機関口座にあっては、第六十八条第五項第二号に掲げる事項を記載し、又は記録する欄）に当該譲渡に係る金額の増額の記載又は記録を受けなければ、その効力を生じない。

Article 73 A transfer of book-entry transfer corporate bonds (other than a claim for interest that has become due without being seized; the same applies in the following Article through Article 77) does not take effect unless the transferee has had an entry or record made in the holdings column of its account (or in the column in which the information set forth in Article 68, paragraph (5), item (ii) is to be entered or recorded, for the institution-held account), based on an application for book-entry transfer, for the increase in the amount of book-entry transfer corporate bonds subject to the transfer.

（振替社債の質入れ）

(Pledge of Book-Entry Transfer Corporate Bonds)

第七十四条　振替社債の質入れは、振替の申請により、質権者がその口座における質権欄に当該質入れに係る金額の増額の記載又は記録を受けなければ、その効力を生じない。

Article 74 A pledge of book-entry transfer corporate bonds does not take effect unless the pledgee has had an entry or record made in the pledge column of its account, based on an application for book-entry transfer, for the increase in the amount of the book-entry transfer corporate bonds subject to the pledge.

（信託財産に属する振替社債についての対抗要件）

(Requirement for Perfection of Book-Entry Transfer Corporate Bonds That Come Under Trust Property)

第七十五条　振替社債については、第六十八条第三項第五号の規定により当該社債が信託財産に属する旨を振替口座簿に記載し、又は記録しなければ、当該社債が信託財産に属することを第三者に対抗することができない。

Article 75 (1) Unless an entry or record has been made for a book-entry transfer corporate bond in a book-entry transfer account register pursuant to the provisions of Article 68, paragraph (3), item (v), indicating that the bond comes under trust property, it is not permissible to assert against a third party that the bond comes under trust property.

２　前項に規定する振替口座簿への記載又は記録は、政令で定めるところにより行う。

(2) An entry or record in a book-entry transfer account register prescribed in the preceding paragraph is made pursuant to the provisions of Cabinet Order.

（加入者の権利推定）

(Presumed Rights of Participants)

第七十六条　加入者は、その口座（口座管理機関の口座にあっては、自己口座に限る。）における記載又は記録がされた振替社債についての権利を適法に有するものと推定する。

Article 76 A participant is presumed to be the lawful holder of the rights under a book-entry transfer corporate bond that has been entered or recorded in their account (limited to their own account, if the account is that of an account management institution).

（善意取得）

(Acquisition in Good Faith)

第七十七条　振替の申請によりその口座（口座管理機関の口座にあっては、自己口座に限る。）において特定の銘柄の振替社債についての増額の記載又は記録を受けた加入者（機関口座を有する振替機関を含む。）は、当該銘柄の振替社債についての当該増額の記載又は記録に係る権利を取得する。ただし、当該加入者に悪意又は重大な過失があるときは、この限りでない。

Article 77 A participant (or a book-entry transfer institution with an institution-held account) that has had an entry or record made in their account (limited to their own account, if the account is that of an account management institution), based on an application for book-entry transfer, for the increase in book-entry transfer corporate bonds of a particular issue acquires the rights associated with the entry or record for the increase in the book-entry transfer corporate bonds of that issue; provided, however that this does not apply if the participant has acted in bad faith or with gross negligence.

（超過記載又は記録がある場合の振替機関の義務）

(Obligations of Book-Entry Transfer Institutions If There Are Entries or Records of Overages)

第七十八条　前条の規定による振替社債の取得によりすべての社債権者の有する同条に規定する銘柄の振替社債の総額が当該銘柄の振替社債の発行総額（償還済みの額を除く。）を超えることとなる場合において、第一号の合計額が第二号の発行総額を超えるときは、振替機関は、その超過額（第一号の合計額から第二号の発行総額を控除した額をいう。）に達するまで、当該銘柄の振替社債を取得する義務を負う。

Article 78 (1) If the total amount of book-entry transfer corporate bonds of a particular issue that all bondholders hold based on acquisitions of book-entry transfer corporate bonds under the preceding Article comes to exceed the total issued amount (other than any amount that has been redeemed) of book-entry transfer corporate bonds of that issue, and the aggregate amount referred to in item (i) exceeds the total issued amount referred to in item (ii), the book-entry transfer institution assumes the duty to acquire book-entry transfer corporate bonds in that issue until its holdings reach the amount of the overage (meaning the amount obtained by deducting the total issued amount referred to in item (ii) from the aggregate amount referred to in item (i)):

一　振替機関の備える振替口座簿における振替機関の加入者の口座に記載され、又は記録された当該銘柄の振替社債の金額の合計額

(i) the aggregate amount of book-entry transfer corporate bonds of that issue which has been entered or recorded in the accounts of the participants of the book-

entry transfer institution, in the book-entry transfer account register kept by that book-entry transfer institution;

二　当該銘柄の振替社債の発行総額（償還済みの額を除く。）

(ii) the total issued amount (other than any amount that has been redeemed) of book-entry transfer corporate bonds of that issue.

２　前項第一号に規定する金額は、同号に規定する口座における増額又は減額の記載又は記録であって当該記載又は記録に係る権利の発生、移転又は消滅が生じなかったものがある場合において、前条の規定により当該記載又は記録に係る金額の振替社債を取得した者のないことが証明されたときは、当該記載又は記録がなかったとした場合の金額とする。

(2) If there is any amount prescribed in item (i) of the preceding paragraph for which an entry or record of the increase or reduction has been made in the account prescribed in that item, but the rights associated with the entry or record have not arisen, have not been transferred, or have not been extinguished, and it is proved that no one has acquired book-entry transfer corporate bonds pursuant to the provisions of the preceding Article in the amount for which the entry or record has been made, that amount is treated as if no entry or record was created.

３　振替機関は、第一項の規定により振替社債を取得したときは、直ちに、発行者に対し、当該振替社債について債務の全部を免除する旨の意思表示をする義務を負う。

(3) Once a book-entry transfer institution acquires book-entry transfer corporate bonds pursuant to the provisions of paragraph (1), it assumes the duty to immediately manifest its intention to release the issuer from all obligations related to those book-entry transfer corporate bonds to the issuer.

４　前項に規定する振替社債についての権利は、同項の規定により免除の意思表示がされたときは、消滅する。

(4) The rights under the book-entry transfer corporate bonds prescribed in the preceding paragraph are extinguished once an intention to release the obligations is manifested pursuant to that paragraph.

５　振替機関は、振替社債について第三項の規定により免除の意思表示を行ったときは、直ちに、当該振替社債について振替口座簿の抹消を行わなければならない。

(5) Once a book-entry transfer institution manifests its intention to release the obligations pursuant to the provisions of paragraph (3) with respect to book-entry transfer corporate bonds, it must immediately make deletions for those book-entry transfer corporate bonds in the book-entry transfer account register.

（超過記載又は記録がある場合の口座管理機関の義務）

(Obligations of Account Management Institutions If There Are Entries or Records of Overages)

第七十九条　前条第一項に規定する場合において、第一号の合計額が第二号の金額を超えることとなる口座管理機関があるときは、当該口座管理機関は、発行者に対し、その超過額（第一号の合計額から第二号の金額を控除した額をいう。）に相当する額の当該銘柄の振替社債について債務の全部を免除する旨の意思表示をする義務を負う。

Article 79 (1) In the case prescribed in paragraph (1) of the preceding Article, if there is an account management institution for which the total amount referred to in item (i) comes to exceed the amount referred to in item (ii), the account management institution has a duty to manifest its intention to release the issuer from all obligations related to book-entry transfer corporate bonds of that issue in an amount equal to the overage (meaning the amount obtained by deducting the amount referred to in item (ii) from the total amount referred to in item (i)) to the issuer:

一　当該口座管理機関の備える振替口座簿における当該口座管理機関の加入者の口座に記載され、又は記録された当該銘柄の振替社債の金額の合計額

(i) the total amount of book-entry transfer corporate bonds of that issue which have been entered or recorded in the accounts of the participants of the account management institution, in the book-entry transfer account register kept by that account management institution;

二　当該口座管理機関の直近上位機関の備える振替口座簿における当該口座管理機関の口座の顧客口座に記載され、又は記録された当該銘柄の振替社債の金額

(ii) the total amount of book-entry transfer corporate bonds of that issue which have been entered or recorded in the customer account under the account of the account management institution, in the book-entry transfer account register kept by its immediately superior institution.

２　前条第二項の規定は、次に掲げる事項について準用する。

(2) The provisions of paragraph (2) of the preceding Article apply mutatis mutandis to the following particulars:

一　前項第一号に規定する金額

(i) the amount prescribed in item (i) of the preceding paragraph; and

二　前項第二号に規定する顧客口座における増額又は減額の記載又は記録であって当該記載又は記録に係る権利の発生、移転又は消滅が生じなかったものがある場合における同号に掲げる金額

(ii) the amount set forth in item (ii) of the preceding paragraph, if an entry or record of the increase or reduction has been made in the customer account prescribed in that item but the rights associated with that entry or record have not arisen, have not been transferred, or have not been extinguished.

３　第一項の場合において、口座管理機関は、同項に規定する超過額に相当する額の同項に規定する銘柄の振替社債を有していないときは、同項の規定による免除の意思表示をする前に、当該超過額に達するまで、当該銘柄の振替社債を取得する義務を負う。

(3) In the case referred to in paragraph (1), if the account management institution does not hold book-entry transfer corporate bonds of the issue prescribed in that paragraph in an amount equal to the overage prescribed in that paragraph, it assumes the duty to acquire book-entry transfer corporate bonds in that issue until its holdings reach the amount of the overage, before manifesting its intention to release the obligations under the provisions of that paragraph.

４　口座管理機関は、第一項の規定により免除の意思表示をしたときは、直ちに、その直近上位機関に対し、次に掲げる事項を通知しなければならない。

(4) Once an account management institution manifests its intention to release the obligations pursuant to the provisions of paragraph (1), it must immediately notify its immediately superior institution of the following particulars:

一　当該免除の意思表示をした旨

(i) that it has manifested the intention to release the obligations; and

二　当該免除の意思表示に係る振替社債の銘柄及び金額

(ii) the issue and the amount of book-entry transfer corporate bonds associated with the manifestation of the intention to release the obligation.

５　前項の直近上位機関は、同項の通知を受けたときは、直ちに、同項第二号に掲げる銘柄の振替社債について、その備える振替口座簿における次に掲げる記載又は記録をしなければならない。

(5) When the immediately superior institution referred to in the preceding paragraph receives the notice referred to in that paragraph, it must immediately make the following entries or records regarding book-entry transfer corporate bonds of that issue set forth in item (ii) of that paragraph in the book-entry transfer account register that it keeps:

一　前項の口座管理機関の口座の自己口座における同項第二号に掲げる金額の減額の記載又は記録

(i) an entry or record of the reduction in the amount set forth in item (ii) of the preceding paragraph in the institution's own account under the account of the account management institution referred to in the preceding paragraph; and

二　前号の口座の顧客口座における前項第二号に掲げる金額の増額の記載又は記録

(ii) an entry or record of the increase in the amount set forth in item (ii) of the preceding paragraph in the customer account under the account referred to in the preceding item.

（振替機関の超過記載又は記録に係る義務の不履行の場合における取扱い）

(Handling in the Event of Non-Performance of Obligations Concerning Entries or Records of Overages by Book-Entry Transfer Institutions)

第八十条　第七十八条第一項に規定する場合において、同項に規定する振替機関が同項及び同条第三項の義務の全部を履行するまでの間は、発行者は、各社債権者の有する当該銘柄の振替社債のうち第一号の金額が第二号の総額に占める割合を同条第一項に規定する超過額（同条第三項の義務の一部が履行されたときは、当該履行に係る額を控除した額）に乗じた額（以下この条及び第八十五条において「振替機関分制限額」という。）に関する部分について、元本の償還及び利息の支払をする義務を負わない。

Article 80 (1) In the case prescribed in Article 78, paragraph (1), until the book-entry transfer institution prescribed in that paragraph fully performs the obligations referred to in that paragraph and paragraph (3) of that Article, the issuer does not assume the duty to redeem the principal or pay interest on the part of the book-entry transfer corporate bonds of that issue that each bondholder holds

which corresponds to the amount obtained when the percentage of the amount referred to in item (i) in the total amount of the amount referred to in item (ii) is multiplied by the amount of the overage prescribed in paragraph (1) of that Article (or by the amount obtained by deducting the amount related to the obligation if a part of the obligation referred to in paragraph (3) of that Article has been performed) (hereinafter referred to as the "maximum amount ascribable to the book-entry transfer institution" in this Article and Article 85):

一　当該社債権者の有する当該銘柄の振替社債の金額（当該振替機関の下位機関であって前条第一項の規定により当該銘柄の振替社債について債務の免除の意思表示をすべきものがあるときは、当該下位機関についての同項に規定する超過額に関する当該社債権者（当該下位機関又はその下位機関が開設した口座に記載又は記録がされた振替社債についての社債権者に限る。）の次条第一項に規定する口座管理機関分制限額を控除した額）

(i) the amount of book-entry transfer corporate bonds of that issue that the bondholder holds (or, if the book-entry transfer institution has a subordinate institution that is required to manifest an intention to release the obligations with respect to book-entry transfer corporate bonds of that issue pursuant to the provisions of paragraph (1) of the preceding Article, the amount obtained by deducting the maximum amount ascribable to the account management institution prescribed in paragraph (1) of the following Article, for the overage prescribed in paragraph (1) of the preceding Article in respect of that bondholder for the subordinate institution (but only in respect of the holder of a book-entry transfer corporate bond that has been entered or recorded in an account opened by that subordinate institution or by its subordinate institution));

二　すべての社債権者の有する当該銘柄の振替社債の総額（当該振替機関の下位機関であって前条第一項の規定により当該銘柄の振替社債について債務の免除の意思表示をすべきものがあるときは、当該下位機関についての同項に規定する超過額に関する当該下位機関又はその下位機関が開設した口座に記載又は記録がされた振替社債についてのすべての社債権者の次条第一項に規定する口座管理機関分制限額の合計額を控除した額）

(ii) the total amount of book-entry transfer corporate bonds of that issue that all bondholders hold (or, if the book-entry transfer institution has a subordinate institution that is required to manifest an intention to release the obligations with respect to book-entry transfer corporate bonds of that issue pursuant to the provisions of paragraph (1) of the preceding Article, the amount obtained by deducting the total of the maximum amounts ascribable to the account management institution prescribed in paragraph (1) of the following Article, for the overage prescribed in paragraph (1) of the preceding Article in respect of all of the holders of book-entry transfer corporate bonds for the subordinate institution that have been entered or recorded in accounts opened by that subordinate institution or by its subordinate institution).

２　第七十八条第一項に規定する場合において、同項に規定する振替機関は、各社債権者に対して次に掲げる義務を負う。

(2) In the case prescribed in Article 78, paragraph (1), the book-entry transfer institution prescribed in that paragraph assumes the following duties toward each bondholder:

一　前項の場合において、各社債権者の有する当該銘柄の振替社債のうち振替機関分制限額に関する部分について、発行者に代わって元本の償還及び利息の支払をする義務

(i) in the case referred to in the preceding paragraph, the duty to redeem the principal and pay interest, in lieu of the issuer, on the part of the book-entry transfer corporate bonds of the issue that each bondholder holds, up to the maximum amount ascribable to the book-entry transfer institution;

二　前号に掲げるもののほか、第七十八条第一項又は第三項の義務の不履行によって生じた損害の賠償をする義務

(ii) beyond what is set forth in the preceding item, the duty to indemnify the bondholder for any damage caused by non-performance of obligations referred to in Article 78, paragraph (1) or (3).

（口座管理機関の超過記載又は記録に係る義務の不履行の場合における取扱い）

(Handling in the Event of Non-Performance of Obligations Concerning Entries or Records of Overages by Account Management Institutions)

第八十一条　第七十九条第一項に規定する場合において、同項に規定する口座管理機関が同項及び同条第三項の義務の全部を履行するまでの間は、発行者は、社債権者（当該口座管理機関又はその下位機関が開設した口座に記載又は記録がされた振替社債についての社債権者に限る。）の有する当該銘柄の振替社債のうち第一号の金額が第二号の総額に占める割合を同条第一項に規定する超過額（同項の義務の一部が履行されたときは、当該履行に係る額を控除した額）に乗じた額（以下この条及び第八十五条において「口座管理機関分制限額」という。）に関する部分について、元本の償還及び利息の支払をする義務を負わない。

Article 81 (1) In the case prescribed in Article 79, paragraph (1), until the account management institution prescribed in that paragraph fully performs the obligations referred to in that paragraph and paragraph (3) of that Article, the issuer does not assume the obligation to redeem the principal or pay interest on the part of the book-entry transfer corporate bonds of the issue that a holder (but only the holder of a book-entry transfer corporate bond that has been entered or recorded in an account opened by that account management institution or by its subordinate institution) holds which corresponds to the amount obtained when the percentage of the amount referred to in item (i) in the total amount referred to in item (ii) is multiplied by the amount of the overage prescribed in paragraph (1) of that Article (or by the amount obtained by deducting the amount related to the obligation, if a part of the obligation referred to in that paragraph has been performed) (hereinafter referred to as the "maximum amount ascribable to the account management institution" in this Article and Article 85):

一　当該社債権者の有する当該銘柄の振替社債の金額（当該口座管理機関の下位機関であって第七十九条第一項の規定により当該銘柄の振替社債について債務の免除の意思表示をすべきものがあるときは、当該下位機関についての同項に規定する超過額に関する当該社債権者（当該下位機関又はその下位機関が開設した口座に記載又は記録がされた振替社債についての社債権者に限る。）の口座管理機関分制限額を控除した額）

(i) the amount of book-entry transfer corporate bonds of that issue that the holder holds (or, if the account management institution has a subordinate institution that is required to manifest an intention to release the obligations with respect to book-entry transfer corporate bonds of that issue pursuant to the provisions of Article 79, paragraph (1), the amount obtained by deducting the maximum amount ascribable to the account management institution for the overage prescribed in paragraph (1) of the preceding Article in respect of that bondholder for the subordinate institution (but only in respect of the holder of a book-entry transfer corporate bond that has been entered or recorded in an account opened by that subordinate institution or by its subordinate institution));

二　当該口座管理機関又はその下位機関が開設した口座に記載又は記録がされた振替社債についてのすべての社債権者の有する当該銘柄の振替社債の総額（当該口座管理機関の下位機関であって第七十九条第一項の規定により当該銘柄の振替社債について債務の免除の意思表示をすべきものがあるときは、当該下位機関についての同項に規定する超過額に関する当該下位機関又はその下位機関が開設した口座に記載又は記録がされた振替社債についてのすべての社債権者の口座管理機関分制限額の合計額を控除した額）

(ii) the total amount of book-entry transfer corporate bonds of that issue held by all of the holders of bonds entered or recorded in accounts opened by the account management institution or by its subordinate institution (or, if the account management institution has a subordinate institution that is required to manifest an intention to release the obligations with respect to book-entry transfer corporate bonds of that issue pursuant to the provisions of Article 79, paragraph (1), the amount obtained by deducting the total of the maximum amounts ascribable to the account management institution in respect of all of the holders of book-entry transfer corporate bonds that have been entered or recorded in accounts opened by that subordinate institution or by its subordinate institution for the overage prescribed in paragraph (1) of the preceding Article for the subordinate institution).

２　第七十九条第一項に規定する場合において、同項に規定する口座管理機関は、前項に規定する社債権者に対して次に掲げる義務を負う。

(2) In the case prescribed in Article 79, paragraph (1), the account management institution prescribed in that paragraph assumes the following duties toward a bondholder prescribed in the preceding paragraph:

一　前項の場合において、同項に規定する社債権者の有する当該銘柄の振替社債のうち口座管理機関分制限額に関する部分について、発行者に代わって元本の償還及び利息の支払をする義務

(i) in the case referred to in the preceding paragraph, the duty to redeem the principal and pay interest, in lieu of the issuer, on the part of the book-entry transfer corporate bonds of that issue that a bondholder prescribed in the preceding paragraph holds, up to the maximum amount ascribable to the account management institution; and

二　前号に掲げるもののほか、第七十九条第一項又は第三項の義務の不履行によって生じた損害の賠償をする義務

(ii) beyond what is set forth in the preceding item, the duty to indemnify the bondholder for any damage caused by non-performance of obligations referred to in Article 79, paragraph (1) or (3).

（発行者が誤って振替社債の償還等をした場合における取扱い）

(Handling When the Issuer Redeems Book-Entry Transfer Corporate Bonds in Error)

第八十二条　発行者が第八十条第一項又は前条第一項の規定により義務を負わないとされた金額についてした元本の償還又は利息の支払は、当該発行者が善意の場合であっても、当該銘柄の他の振替社債に係る当該発行者の債務を消滅させる効力を有しない。

Article 82 (1) Even if an issuer is acting in good faith, its redemption of principal or payment of interest in an amount that the provisions of Article 80, paragraph (1) or paragraph (1) of the preceding Article establish the issuer as not having a duty to redeem or pay does not have the effect of extinguishing the issuer's obligations in respect of other book-entry transfer corporate bonds of that issue.

２　前項の場合において、社債権者は、発行者に対し、同項に規定する元本の償還又は利息の支払に係る金額の返還をする義務を負わない。

(2) In the case referred to in the preceding paragraph, a bondholder does not assume the duty to return to the issuer the amount of the principal redeemed or interest paid as prescribed in that paragraph.

３　発行者は、第一項に規定する元本の償還又は利息の支払をしたときは、前項に規定する金額の限度において、第八十条第二項第一号又は前条第二項第一号の規定による社債権者の振替機関等に対する権利を取得する。

(3) If an issuer redeems principal or pays interest as prescribed in paragraph (1), the issuer acquires the rights of a bondholder under the provisions of Article 80, paragraph (2), item (i) or paragraph (2), item (i) of the preceding Article toward the book-entry transfer institution or account management institution, to the extent of the amount prescribed in the preceding paragraph.

第四節　会社法の特例

Section 4 Special Provisions of the Companies Act

（短期社債の発行等に関する会社法の特例）

(Special Provisions of the Companies Act on the Issuance of Short-Term Corporate Bonds)

第八十三条　短期社債には、新株予約権を付することができない。

Article 83 (1) A share option may not be embedded in a short-term corporate bond.

２　短期社債については、社債原簿を作成することを要しない。

(2) A corporate bond register need not be prepared for short-term corporate bonds.

３　短期社債については、会社法第四編第三章の規定は、適用しない。

(3) The provisions of Part IV, Chapter III of the Companies Act do not apply to short-term corporate bonds.

（社債の発行に関する会社法の特例）

(Special Provisions of the Companies Act on the Issuance of Corporate Bonds)

第八十四条　振替社債の発行者は、当該振替社債についての会社法第六百七十七条第一項の規定による通知において、当該振替社債についてこの法律の規定の適用がある旨を示さなければならない。ただし、短期社債については、この限りでない。

Article 84 (1) The issuer of book-entry transfer corporate bonds must indicate the fact that the provisions of this Act apply to the book-entry transfer corporate bonds in the notice pursuant to the provisions of Article 677, paragraph (1) of the Companies Act concerning the book-entry transfer corporate bonds; provided, however, that this does not apply to short-term corporate bonds.

２　振替社債についての社債原簿には、当該振替社債についてこの法律の規定の適用がある旨を記載し、又は記録しなければならない。

(2) A corporate bond register for book-entry transfer corporate bonds must enter or record the fact that this Act applies to those book-entry transfer corporate bonds.

３　振替社債の引受けの申込みをする者は、自己のために開設された当該振替社債の振替を行うための口座を会社法第六百七十七条第二項の書面に記載し、又は同法第六百七十九条の契約を締結する際に当該口座を当該振替社債の発行者に示さなければならない。

(3) A person making an offer to subscribe for book-entry transfer corporate bonds must state in the document referred to in Article 677, paragraph (2) of the Companies Act, the account opened for them in which book entries are to be made for the book-entry transfer corporate bonds, or indicate the account to the issuer of those book-entry transfer corporate bonds at the time of concluding the agreement referred to in Article 679 of that Act.

４　会社法第百六十六条第一項本文の規定による請求により振替社債の交付を受けようとする者は、自己のために開設された当該振替社債の振替を行うための口座（特別口座を除く。）を当該振替社債を交付する会社に示さなければならない。

(4) A person seeking to be delivered book-entry transfer corporate bonds pursuant to a request under the provisions of the main clause of Article 166, paragraph (1) of the Companies Act must indicate to the company delivering those book-entry transfer corporate bonds the account (excluding a special account) that has been opened for them in which book entries are to be made for those book-entry transfer corporate bonds.

（超過記載又は記録に係る義務の不履行の場合における社債権者の議決権等）

(Voting Rights of Bondholders in Cases of Non-Performance of Obligations Concerning Entries or Records of Overages)

第八十五条　第八十条第一項又は第八十一条第一項の場合においては、各社債権者は、会社法第七百二十三条第一項の規定にかかわらず、その有する社債の金額（振替機関分制限額及び口座管理機関分制限額の合計額を除く。）に応じて、社債権者集会における議決権を有する。

Article 85 (1) Notwithstanding the provisions of Article 723, paragraph (1) of the Companies Act, in the case referred to in Article 80, paragraph (1) or Article 81, paragraph (1), each bondholder holds voting rights that may be exercised at a bondholders meeting in proportion to the amount of corporate bonds held by them (other than the sum of the maximum amount ascribable to the book-entry transfer institution and the maximum amount ascribable to the account management institution).

２　会社法第七百十八条第一項及び第七百三十六条第一項並びに担保付社債信託法第四十九条第一項の規定の適用については、第八十条第一項又は第八十一条第一項の社債権者は、振替機関分制限額及び口座管理機関分制限額については、社債を有しないものとみなす。

(2) In applying the provisions of Article 718, paragraph (1) and Article 736, paragraph (1) of the Companies Act, and Article 49, paragraph (1) of the Secured Bonds Trust Act, a bondholder referred to in Article 80, paragraph (1) or Article 81, paragraph (1) is deemed not to hold the corporate bonds that correspond to the maximum amount ascribable to the book-entry transfer institution and the maximum amount ascribable to the account management institution.

（証明書の提示）

(Presentation of Certificates)

第八十六条　振替社債の社債権者が、会社法第七百十八条第一項の規定による社債権者集会の招集の請求、同条第三項の規定による社債権者集会の招集、社債権者集会における議決権の行使又は担保付社債信託法第四十九条第一項の規定による担保物の保管の状況の検査をするには、第三項本文の規定により書面の交付を受けた上、次の各号に掲げる場合の区分に応じ、それぞれ当該各号に定める者に当該書面を提示しなければならない。

Article 86 (1) In order to demand convocation of a bondholders meeting pursuant to the provisions of Article 718, paragraph (1) of the Companies Act, convocation of a bondholders meeting pursuant to the provisions of paragraph (3) of that Article, exercise of voting rights at a bondholders meeting, or inspection of the state of storage of collateral under the provisions of Article 49, paragraph (1) of the Secured Bonds Trust Act, the holder of book-entry transfer corporate bonds, after being issued a document pursuant to the provisions of the main clause of paragraph (3), must present that document to the person that each of the following items prescribes in accordance with the category of cases set forth in the item:

一　社債管理者がある場合　当該社債管理者

(i) if there is a bond administrator: the bond administrator;

二　社債管理補助者がある場合　当該社債管理補助者

(ii) if there is an assistant bond administrator: the assistant bond administrator;

三　担保付社債信託法第二条第一項に規定する信託契約の受託会社がある場合　当該受託会社

(iii) if there is a trustee company under a trust agreement as defined in Article 2, paragraph (1) of the Secured Bonds Trust Act: the trustee company; and

四　前三号に掲げる場合以外の場合　発行者

(iv) in cases other than those set forth in the preceding three items: the issuer.

２　振替社債の社債権者が社債権者集会において議決権を行使するには、社債権者集会の日の一週間前までに前項の規定による提示をし、かつ、社債権者集会の日に当該提示をしなければならない。

(2) In order for a holder of book-entry transfer corporate bonds to exercise voting rights at a bondholders meeting, the bondholder must present the document as under the preceding paragraph by no later than one week prior to the date of the bondholders meeting and also present the document on the day of the meeting.

３　振替社債の社債権者は、その直近上位機関に対し、当該直近上位機関が備える振替口座簿の自己の口座に記載され、又は記録されている当該振替社債についての第六十八条第三項各号に掲げる事項を証明した書面の交付を請求することができる。ただし、当該振替社債について、既にこの項の規定による書面の交付を受けた者であって、当該書面を当該直近上位機関に返還していないものについては、この限りでない。

(3) A holder of book-entry transfer corporate bonds may demand that its immediately superior institution deliver a document certifying the information set forth in the items of Article 68, paragraph (3) with regard to the book-entry transfer corporate bonds entered or recorded under its own account in the book-entry transfer account register kept by its immediately superior institution; provided, however, that this does not apply to a person that has already been delivered a document under the provisions of this paragraph with regard to those book-entry transfer corporate bonds and that has not returned that document to its immediately superior institution.

４　前項本文の規定により書面の交付を受けた社債権者は、当該書面を同項の直近上位機関に返還するまでの間は、当該書面における証明の対象となった振替社債について、振替の申請又は抹消の申請をすることができない。

(4) A bondholder that has been delivered a document pursuant to the main clause of the preceding paragraph may not file an application for book-entry transfer or deletion of the book-entry transfer corporate bonds certified by the document until the bondholder returns that document to the immediately superior institution referred to in that paragraph.

（合併等に関する会社法の特例）

(Special Provisions of the Companies Act on Mergers)

第八十六条の二　吸収合併存続会社（会社法第七百四十九条第一項に規定する吸収合併存続会社をいう。以下同じ。）若しくは同法第七百六十七条に規定する株式交換完全親会社（以下この章及び第七章から第九章までにおいて「存続会社等」と総称する。）又は新設合併設立会社（同法第七百五十三条第一項に規定する新設合併設立会社をいう。以下同じ。）若しくは同法第七百七十三条第一項第一号に規定する株式移転設立完全親会社（以下この章及び第七章から第九章までにおいて「新設会社等」と総称する。）が吸収合併若しくは株式交換（以下この章及び第七章から第九章までにおいて「吸収合併等」と総称する。）又は新設合併若しくは株式移転（第七章から第九章までにおいて「新設合併等」と総称する。）に際して振替社債を交付しようとするときは、吸収合併等がその効力を生ずる日又は新設会社等の成立の日（以下この章及び第七章から第九章までにおいて「合併等効力発生日」という。）を第六十九条の二第一項第一号の一定の日として同項の通知をしなければならない。

Article 86-2 (1) If a company surviving an absorption-type merger (meaning a company surviving an absorption-type merger prescribed in Article 749, paragraph (1) of the Companies Act; the same applies hereinafter) or the wholly owning parent company resulting from a share exchange prescribed in Article 767 of that Act (hereinafter collectively referred to as the "surviving company or wholly owning company" in this Chapter and Chapters VII through IX), or a company incorporated in a consolidation-type merger (meaning a company incorporated in a consolidation-type merger prescribed in Article 753, paragraph (1) of that Act) or the wholly owning parent company incorporated in a share transfer prescribed in Article 773, paragraph (1), item (i) of that Act (hereinafter collectively referred to as the "incorporated company or wholly owning company" in this Chapter and Chapters VII through IX) seeks to deliver book-entry transfer corporate bonds at the time of the absorption-type merger or share exchange (hereinafter collectively referred to as an "absorption-type merger or share exchange" in this Chapter and Chapters VII through IX) or at the time of the consolidation-type merger or share transfer (hereinafter collectively referred to as a "consolidation-type merger or share transfer" in this Chapter and Chapters VII through IX), the company must give a notice referred to in Article 69-2, paragraph (1), item (i) by using the day the absorption-type merger or share exchange takes effect or the date of incorporation of the incorporated or wholly owning company (hereinafter collectively referred to as the "effective date of merger or date of incorporation" in this Chapter and Chapters VII through IX) as the fixed date referred to in that item.

２　存続会社等が吸収合併等に際して振替社債を移転しようとする場合には、当該存続会社等は、合併等効力発生日以後遅滞なく、当該振替社債について振替の申請をしなければならない。

(2) If a surviving company or wholly owning company seeks to transfer book-entry transfer corporate bonds at the time of the absorption-type merger or share exchange, the company must file an application for book entry of those book-entry

transfer corporate bonds after the effective date of merger or date of incorporation without delay.

３　持分会社が合併をする場合において、吸収合併存続会社又は新設合併設立会社が合併に際して振替社債を交付しようとする場合には、合併契約において、持分会社の社員のために開設された当該振替社債の振替を行うための口座（特別口座を除く。）を定めなければならない。

(3) If a membership company implements a merger and the company surviving an absorption-type merger or the company incorporated in a consolidation-type merger seeks to deliver book-entry transfer corporate bonds at the time of the merger, the company must specify in the merger agreement the accounts (excluding a special account) that have been opened for the members of the membership company in which book entries are to be made for those book-entry transfer corporate bonds.

４　吸収分割承継会社（会社法第七百五十七条に規定する吸収分割承継会社をいう。以下同じ。）又は新設分割設立会社（同法第七百六十三条第一項に規定する新設分割設立会社をいう。以下同じ。）が会社分割に際して振替社債を交付しようとする場合には、吸収分割契約又は新設分割計画において、会社分割をする会社のために開設された当該振替社債の振替を行うための口座（特別口座を除く。）を定めなければならない。

(4) If the company succeeding in an absorption-type company split (meaning the company succeeding in an absorption-type company split prescribed in Article 757 of the Companies Act; the same applies hereinafter) or the company incorporated in an incorporation-type company split (meaning the company incorporated in an incorporation-type company split prescribed in Article 763, paragraph (1) of that Act; the same applies hereinafter) seeks to deliver book-entry transfer corporate bonds at the time of the company split, the company must specify in the absorption-type company split agreement or incorporation-type company split plan, the account (excluding a special account) that has been opened for the company implementing the split in which book entries are to be made for those book-entry transfer corporate bonds.

（株式交付に関する会社法の特例）

(Special Provisions of the Companies Act on Partial Share Exchange)

第八十六条の三　会社法第七百七十四条の三第一項第五号イ又は第八号ロの社債が振替社債である場合には、株式交付親会社（同項第一号に規定する株式交付親会社をいう。以下この条、第百六十条の二、第百八十九条の二及び第二百二十三条の二において同じ。）は、同法第七百七十四条の四第一項（同法第七百七十四条の九において準用する場合を含む。）の規定による通知において、当該振替社債についてこの法律の規定の適用がある旨を示さなければならない。ただし、短期社債については、この限りでない。

Article 86-3 (1) If the corporate bonds referred to in Article 774-3, paragraph (1), item (v), (a) or item (viii), (b) of the Companies Act are book-entry transfer corporate bonds, the parent company resulting from a partial share exchange (meaning the parent company resulting from a partial share exchange prescribed

in item (i) of that paragraph; hereinafter the same applies in this Article, Article 160-2, Article 189-2, and Article 223-2) must indicate the fact that the provisions of this Act apply to those book-entry transfer corporate bonds in the notice pursuant to the provisions of Article 774-4, paragraph (1) of the Companies Act (including as applied mutatis mutandis pursuant to Article 774-9 of that Act) concerning the book-entry transfer corporate bonds; provided, however, that this does not apply to short-term corporate bonds.

２　前項に規定する場合には、会社法第七百七十四条の四第二項（同法第七百七十四条の九において準用する場合を含む。以下この項において同じ。）の申込みをする者（同法第七百七十四条の三第一項第六号又は第九号に掲げる事項についての定めに従い株式交付親会社が発行する振替社債の社債権者にならないものを除く。）は、自己のために開設された当該振替社債の振替を行うための口座（特別口座を除く。）を同法第七百七十四条の四第二項の書面に記載し、又は同法第七百七十四条の六（同法第七百七十四条の九において準用する場合を含む。）の契約を締結する際に当該口座を当該振替社債の発行者に示さなければならない。

(2) In the case referred to in the preceding paragraph, a person making an offer referred to in Article 774-4, paragraph (2) of the Companies Act (including as applied mutatis mutandis pursuant to Article 774-9 of that Act; hereinafter the same applies in this paragraph) (excluding a person that will not become a holder of book-entry transfer corporate bonds issued by the parent company resulting from a partial share exchange pursuant to the provisions concerning the particulars set forth in Article 774-3, paragraph (1), item (vi) or (ix) of that Act) must state in the document referred to in Article 774-4, paragraph (2) of that Act, the account opened for them in which book entries are to be made for the book-entry transfer corporate bonds (excluding a special account) or indicate this account to the issuer of those book-entry transfer corporate bonds at the time of concluding the agreement referred to in Article 774-6 of that Act (including as applied mutatis mutandis pursuant to Article 774-9 of that Act).

３　株式交付親会社が株式交付に際して振替社債を移転しようとする場合には、当該株式交付親会社は、当該株式交付がその効力を生ずる日以後遅滞なく、当該振替社債について振替の申請をしなければならない。

(3) If a parent company resulting from a partial share exchange seeks to transfer book-entry transfer corporate bonds at the time of the partial share exchange, the company must file an application for book entry of those book-entry transfer corporate bonds after the day on which the partial share exchange takes effect without delay.

（適用除外）

(Exclusion from Application)

第八十六条の四　振替社債については、会社法第六百八十一条第四号及び第五号、第六百八十二条第一項から第三項まで、第六百八十八条第一項、第六百九十条第一項、第

六百九十一条第一項及び第二項、第六百九十三条第一項、第六百九十四条第一項並びに第六百九十五条の二第一項から第三項までの規定は、適用しない。

Article 86-4 The provisions of Article 681, items (iv) and (v), Article 682, paragraphs (1) through (3), Article 688, paragraph (1), Article 690, paragraph (1), Article 691, paragraphs (1) and (2), Article 693, paragraph (1), Article 694, paragraph (1), and Article 695-2, paragraphs (1) through (3) do not apply to book-entry transfer corporate bonds.

第五節　雑則

Section 5 Miscellaneous Provisions

第八十七条　第六十九条第一項の通知があった場合には、当該通知を受けた振替機関は、直ちに、当該通知に係る振替社債の銘柄について、政令で定める方法により、加入者が同項第七号に掲げる事項を知ることができるようにする措置を執らなければならない。

Article 87 (1) If a notice referred to in Article 69, paragraph (1) has been given, the book-entry transfer institution that has been notified must immediately take measures that enable the participants to learn the information set forth in item (vii) of that paragraph concerning book-entry transfer corporate bonds of the issue related to the notice, by the means prescribed by Cabinet Order.

２　前項の措置に関する費用は、同項の振替社債の発行者の負担とする。

(2) The expenses incurred in connection with the measures referred to in the preceding paragraph are borne by the issuer of the book-entry transfer corporate bonds referred to in that paragraph.

第五章　国債の振替

Chapter V Book-Entry Transfer of Japanese Government Bonds

第一節　通則

Section 1 General Rules

（権利の帰属）

(Attribution of Rights)

第八十八条　この法律の規定の適用を受けるものとして財務大臣が指定した国債で振替機関が取り扱うもの（以下「振替国債」という。）についての権利（第九十八条に規定する利息の請求権を除く。）の帰属は、この章の規定による振替口座簿の記載又は記録により定まるものとする。

Article 88 The attribution of rights (other than a claim for interest prescribed in Article 98) under a Japanese government bond which is designated by the Minister of Finance as being subject to the provisions of this Act and which is handled by a book-entry transfer institution (hereinafter referred to as a "book-entry transfer JGBs") is established by the entries or records in a book-entry transfer account register as under the provisions of this Chapter.

（国債証券の不発行）

(Non-Issuance of Japanese Government Bond Certificates)

第八十九条　振替国債については、国債証券を発行することができない。

Article 89 (1) Japanese government bond certificates may not be issued for book-entry transfer JGBs.

２　振替国債の債権者は、当該振替国債を取り扱う振替機関が第二十二条第一項の規定により第三条第一項の指定を取り消された場合若しくは第四十一条第一項の規定により当該指定が効力を失った場合であって当該振替機関の振替業を承継する者が存しないとき、又は当該振替国債が振替機関によって取り扱われなくなったときは、前項の規定にかかわらず、国に対し、国債証券の発行を請求することができる。

(2) Notwithstanding the preceding paragraph, if a book-entry transfer institution that handles book-entry transfer JGBs has the designation under Article 3, paragraph (1) revoked pursuant to the provisions of Article 22, paragraph (1) or the designation expires pursuant to the provisions of Article 41, paragraph (1), and there is no person to succeed to its book-entry transfer business, or if a book-entry transfer institution that handles book-entry transfer JGBs ceases to handle those book-entry transfer JGBs, the holder of the book-entry transfer JGB may ask the national government to issue Japanese government bond certificates.

（定義）

(Definitions)

第九十条　この章において「分離適格振替国債」とは、第九十三条第一項の規定により元本部分と利息部分に分離すること（以下「元利分離」という。）の申請ができる振替国債として財務大臣が指定するものをいう。

Article 90 (1) The term "strippable book-entry transfer JGBs" as used in this Chapter means book-entry transfer JGBs designated by the Minister of Finance as one for which an application to separate into a principal portion and an interest portion (hereinafter referred to as "bond stripping") may be filed pursuant to the provisions of Article 93, paragraph (1).

２　この章において「分離元本振替国債」とは、第九十三条の規定により元利分離が行われた分離適格振替国債の元本部分であった振替国債をいう。

(2) The phrase "principal-only book-entry transfer JGB" as used in this Chapter means a book-entry transfer JGB that was the principal portion of a strippable book-entry transfer JGB that has been stripped pursuant to the provisions of Article 93.

３　この章において「分離利息振替国債」とは、第九十三条の規定により元利分離が行われた分離適格振替国債の利息部分であった振替国債をいう。

(3) The phrase "interest-only book-entry transfer JGB" as used in this Chapter means a book-entry transfer JGB that was the interest portion of a strippable book-entry transfer JGB that has been stripped pursuant to the provisions of Article 93.

第二節　振替口座簿

Section 2 Book-Entry Transfer Account Registers

（振替口座簿の記載又は記録事項）

(Information Required to Be Entered or Recorded in a Book-Entry Transfer Account Register)

第九十一条　振替口座簿は、各加入者の口座ごとに区分する。

Article 91 (1) A book-entry transfer account register is subdivided by account for each participant.

２　振替口座簿中の口座管理機関の口座は、次に掲げるものに区分する。

(2) The account of an account management institution in a book-entry transfer account register is subdivided as follows:

一　当該口座管理機関が振替国債についての権利を有するものを記載し、又は記録する口座（以下この章において「自己口座」という。）

(i) an account in which entries or records are made for book-entry transfer JGBs under which the account management institution holds rights (hereinafter referred to as the institution's "own account" in this Chapter);

二　当該口座管理機関又はその下位機関の加入者が振替国債についての権利を有するものを記載し、又は記録する口座（以下この章において「顧客口座」という。）

(ii) an account in which entries or records are made for book-entry transfer JGBs under which the participants of the account management institution or of its subordinate institution hold rights (hereinafter referred to as a "customer account" in this Chapter).

３　振替口座簿中の各口座（顧客口座を除く。）には、次に掲げる事項を記載し、又は記録する。

(3) The following information are entered or recorded for each account (excluding a customer account) in a book-entry transfer account register:

一　加入者の氏名又は名称及び住所

(i) the name and address of the participant;

二　次に掲げる国債の区分に応じ、それぞれ次に定める事項（以下この章において「銘柄」という。）

(ii) the information set forth in the following sub-items in accordance with the category of Japanese government bond prescribed in each sub-item (hereinafter referred to as the "issue" in this Chapter):

イ　分離適格振替国債　分離適格振替国債である旨、名称及び記号並びに利率及び利息支払期日を特定するに足りる事項

(a) strippable book-entry transfer JGBs: an indication of the fact that it is a strippable book-entry transfer JGB, its name and code, and information sufficient to identify the interest rate and the interest payment date;

ロ　分離元本振替国債　分離元本振替国債である旨並びに元利分離前の振替国債の名称及び記号

(b) principal-only book-entry transfer JGBs: an indication of the fact that it is a principal-only book-entry transfer JGB, as well as the name and code of the book-entry transfer JGB before stripping;

ハ　分離利息振替国債　分離利息振替国債である旨及び利息支払期日を特定するに足りる事項

(c) interest-only book-entry transfer JGBs: an indication of the fact that it is an interest-only book-entry transfer JGB, and information sufficient to identify the interest payment date; and

ニ　その他の振替国債　名称及び記号

(d) other book-entry transfer JGBs: its name and code.

三　銘柄ごとの金額（次号に掲げるものを除く。）

(iii) the amount of book-entry transfer JGBs by issue (other than one set forth in the following item);

四　加入者が質権者であるときは、その旨及び質権の目的である振替国債の銘柄ごとの金額

(iv) if the participant is a pledgee, that fact and the amount of book-entry transfer JGBs underlying the pledge by issue;

五　加入者が信託の受託者であるときは、その旨及び前二号の金額のうち信託財産であるものの金額

(v) if the participant is the trustee of a trust, that fact and the amount of the book-entry transfer JGBs referred to in the preceding two items which constitute trust property; and

六　その他政令で定める事項

(vi) other information specified by Cabinet Order.

４　振替口座簿中の顧客口座には、次に掲げる事項を記載し、又は記録する。

(4) The following information are entered or recorded for each customer account in a book-entry transfer account register:

一　前項第一号及び第二号に掲げる事項

(i) the particulars set forth in items (i) and (ii) of the preceding paragraph;

二　銘柄ごとの金額

(ii) the amount of book-entry transfer JGBs by issue; and

三　その他政令で定める事項

(iii) other particulars specified by Cabinet Order.

５　振替機関が機関口座を開設する場合には、振替口座簿に機関口座の区分を設け、次に掲げる事項を記載し、又は記録する。

(5) If a book-entry transfer institution opens an institution-held account, it must create a subdivision for that account in the book-entry transfer account register and enter or record the following information:

一　銘柄

(i) the issue;

二　銘柄ごとの金額

(ii) the amount of book-entry transfer JGBs by issue; and

三　その他政令で定める事項

(iii) other particulars specified by Cabinet Order.

６　振替口座簿は、電磁的記録（主務省令で定めるものに限る。）で作成することができる。

(6) A book-entry transfer account register may be prepared as an electronic or magnetic record (limited to one specified by order of the competent ministry).

（振替国債の発行時の新規記載又は記録手続）

(New Entries or Records to be Made upon Issuance of Book-Entry Transfer JGBs)

第九十二条　特定の銘柄の振替国債について、起債した場合には、国は、第十三条第一項の同意を与えた振替機関に対し、次に掲げる事項の通知をしなければならない。

Article 92 (1) On issuing book-entry transfer JGBs of a particular issue, the national government must notify the book-entry transfer institution to which it has given the consent referred to in Article 13, paragraph (1) of the following information:

一　当該起債に係る振替国債の銘柄

(i) the issue of book-entry transfer JGBs that it has issued;

二　前号の振替国債を取得した加入者の氏名又は名称

(ii) the names of the participants acquiring the book-entry transfer JGBs referred to in the preceding item;

三　前号の加入者についての第百十二条に規定する口座

(iii) the accounts prescribed in Article 112 for the participants referred to in the preceding item;

四　加入者ごとの取得した振替国債の金額

(iv) the amount of book-entry transfer JGBs acquired by each participant;

五　当該振替国債の総額その他の主務省令で定める事項

(v) the total amount of book-entry transfer JGBs and other particulars specified by order of the competent ministry.

２　前項の通知があった場合には、当該通知を受けた振替機関は、直ちに、当該通知に係る振替国債の銘柄について、次に掲げる措置を執らなければならない。

(2) If the notice referred to in the preceding paragraph has been given, the book-entry transfer institution that has been notified must immediately take the following measures for the issue of book-entry transfer JGBs related to the notice:

一　当該振替機関が前項第三号の口座を開設したものである場合には、当該口座の前条第三項第三号に掲げる事項を記載し、又は記録する欄（以下この章において「保有欄」という。）における前項第二号の加入者に係る同項第四号の金額の増額の記載又は記録

(i) an entry or record of the increase in the amount referred to in item (iv) of the preceding paragraph for a participant referred to in item (ii) of that paragraph, if the book-entry transfer institution is the one that opened the account referred to item (iii) of the preceding paragraph, in the column of the account in which the information set forth in paragraph (3), item (iii) of the preceding Article is entered or recorded (hereinafter referred to as the "holdings column" in this Chapter);

二　当該振替機関が前項第三号の口座を開設したものでない場合には、その直近下位機関であって同項第二号の加入者の上位機関であるものの口座の顧客口座における当該

加入者に係る同項第四号の金額の増額の記載又は記録及び当該直近下位機関に対する同項第一号から第四号までに掲げる事項の通知

(ii) an entry or record of the increase in the amount referred to in item (iv) of the preceding paragraph for a participant referred to in item (ii) of that paragraph, in the customer account under the account of the immediately subordinate institution to the book-entry transfer institution that is the superior institution of the participant, and notify its immediately subordinate institution of the information set forth in items (i) through (iv) of that paragraph, if the book-entry transfer institution is not the one that opened the account referred to item (iii) of the preceding paragraph.

３　前項の規定は、同項第二号（この項において準用する場合を含む。）の通知があった場合における当該通知を受けた口座管理機関について準用する。

(3) If the notice referred to in item (ii) of the preceding paragraph (including as applied mutatis mutandis pursuant to this paragraph) has been given, the provisions of the preceding paragraph apply mutatis mutandis to the account management institution that has been notified.

（元利分離手続）

(Stripping Bonds)

第九十三条　特定の銘柄の分離適格振替国債について、元利分離の申請があった場合には、振替機関等は、第五項から第七項までの規定により、当該申請において第四項の規定により示されたところに従い、その備える振替口座簿における減額及び増額の記載若しくは記録又は通知をしなければならない。

Article 93 (1) If an application to strip a strippable book-entry transfer JGB of a particular issue has been filed, a book-entry transfer institution or account management institution must, pursuant to the provisions of paragraphs (5) through (7) and as indicated pursuant to the provisions of paragraph (4) in the application, enter or record the reduction and increase in the book-entry transfer account register that it keeps, or give notice to the person concerned of the reduction and increase.

２　前項の申請は、加入者がその口座（顧客口座を除く。）の保有欄に記載又は記録がされている分離適格振替国債（差押えを受けたものを除く。）についてその直近上位機関に対して行うものとする。

(2) The application referred to in the preceding paragraph is an application that the participant files with their immediately superior institution for the strippable book-entry transfer JGB (other than one that has been seized) that has been entered or recorded in the holdings column of their account (excluding a customer account).

３　第一項の申請は、財務大臣が定める要件に該当する者でなければ行うことができない。

(3) The application referred to paragraph (1) may be filed only by a person that satisfies the requirements specified by the Minister of Finance.

４　第一項の申請をする加入者（以下この条において「申請人」という。）は、当該申請において、減額の記載又は記録がされるべき分離適格振替国債の銘柄及び金額を示さなければならない。

(4) A participant filing an application referred to in paragraph (1) (hereinafter referred to as an "applicant" in this Article) must indicate in that application the issue and the amount of strippable book-entry transfer JGBs for which an entry or record of the reduction is required to be made.

５　第一項の申請があった場合には、当該申請を受けた振替機関等は、遅滞なく、次に掲げる措置を執らなければならない。

(5) If an application referred to in paragraph (1) has been filed, the book-entry transfer institution or account management institution that has received the application must take the following measures without delay:

一　申請人の口座における前項の分離適格振替国債に係る同項の金額についての減額の記載又は記録、当該分離適格振替国債の元本部分である振替国債に係る当該金額と同額についての増額の記載又は記録及び当該分離適格振替国債の各利息部分である振替国債に係る当該分離適格振替国債の各利息の金額と同額についての増額の記載又は記録

(i) enter or record the reduction in the amount referred to in the preceding paragraph for the strippable book-entry transfer JGBs referred to in that paragraph, enter or record the increase equal to the amount of the book-entry transfer JGBs that constitute the principal portion of those strippable book-entry transfer JGBs, and enter or record the increase equal to each of the amount of interest of strippable book-entry transfer JGB related to the book-entry transfer JGBs that constitute the interest portion of those strippable book-entry transfer JGBs, in the applicant's account;

二　当該振替機関等が口座管理機関である場合には、直近上位機関に対する前号の減額及び増額の記載又は記録に係る銘柄及び金額の通知

(ii) give notice to the immediately superior institution of the issue and the amounts for which the book-entry transfer institution or account management institution has entered or recorded the reduction and increase referred to in the preceding item, if the book-entry transfer institution or account management institution is an account management institution.

６　前項第二号の通知があった場合には、当該通知を受けた振替機関等は、直ちに、次に掲げる措置を執らなければならない。

(6) If the notice referred to in item (ii) of the preceding paragraph has been given, the book-entry transfer institution or account management institution that has been notified must immediately take the following measures:

一　当該通知をした口座管理機関の口座の顧客口座における第四項の分離適格振替国債に係る同項の金額についての減額の記載又は記録、当該分離適格振替国債の元本部分である振替国債に係る当該金額と同額についての増額の記載又は記録及び当該分離適格振替国債の各利息部分である振替国債に係る当該分離適格振替国債の各利息の金額と同額についての増額の記載又は記録

(i) enter or record the reduction equal to the amount referred to in paragraph (4), for strippable book-entry transfer JGBs referred to in paragraph (4), enter or record the increase equal to the amount of the book-entry transfer JGBs that constitute the principal portion of those strippable book-entry transfer JGBs, and enter or record the increase equal to each of the amount of interest of strippable book-entry transfer JGB related to the book-entry transfer JGBs that constitute the interest portion of those strippable book-entry transfer JGBs, in the customer account under the account of the account management institution that has given the notice;

二　当該振替機関等が口座管理機関である場合には、直近上位機関に対する前項第二号の規定により通知を受けた事項の通知

(ii) give a notice to the immediately superior institution on the information for which the book-entry transfer institution or account management institution has been notified pursuant to the provisions of item (ii) of the preceding paragraph, if the book-entry transfer institution or account management institution is an account management institution.

７　前項の規定は、同項第二号（この項において準用する場合を含む。）の通知があった場合における当該通知を受けた振替機関等について準用する。

(7) The provisions of the preceding paragraph apply mutatis mutandis to the book-entry transfer institution or account management institution that received the notice referred to in item (ii) of the preceding paragraph (including as applied mutatis mutandis pursuant to this paragraph), if the notice has been given.

（元利統合手続）

(Procedures for Reconstituting Principal and Interest)

第九十四条　特定の銘柄の分離元本振替国債及び分離利息振替国債について、統合の申請があった場合には、振替機関等は、第五項から第七項までの規定により、当該申請において第四項の規定により示されたところに従い、その備える振替口座簿における減額及び増額の記載若しくは記録又は通知をしなければならない。

Article 94 (1) If an application to reconstitute a principal-only book-entry transfer JGB and an interest-only book-entry transfer JGBs of a particular issue has been filed, a book-entry transfer institution or account management institution must, pursuant to the provisions of paragraphs (5) through (7) and as indicated pursuant to the provisions of paragraph (4) in the application, enter or record the reduction and increase in the book-entry transfer account register that it keeps, or give notice to the person concerned of the reduction and increase.

２　前項の申請は、加入者がその口座（顧客口座を除く。）の保有欄に記載又は記録がされている分離元本振替国債及び分離利息振替国債（差押えを受けたものを除く。）についてその直近上位機関に対して行うものとする。

(2) The application referred to in the preceding paragraph is an application that the participant files with their immediately superior institution for the principal-only book-entry transfer JGBs and interest-only book-entry transfer JGBs (other

than one that has been seized) entered or recorded in the holdings column of their account (excluding a customer account).

３　第一項の申請は、前条第三項に規定する要件に該当する者でなければ行うことができない。

(3) The application referred to in paragraph (1) may be made only by a person that satisfies the requirements prescribed in paragraph (3) of the preceding Article.

４　第一項の申請をする加入者（以下この条において「申請人」という。）は、当該申請において、減額の記載又は記録がされるべき分離元本振替国債及び各分離利息振替国債の銘柄及び金額を示さなければならない。この場合において、当該申請に係る各分離利息振替国債の利息支払期日及び金額は、当該申請に係る分離元本振替国債の金額と同額であって当該分離元本振替国債と名称及び記号を同じくする分離適格振替国債の各利息部分の利息支払期日及び金額と同一でなければならない。

(4) A participant filing the application referred to in paragraph (1) (hereinafter referred to as an "applicant" in this Article) must indicate in that application the issue and the amounts of the principal-only book-entry transfer JGBs and each of the interest-only book-entry transfer JGBs for which an entry or record of the reduction is required to be made. In such a case, the interest payment dates and the amount of each interest-only book-entry transfer JGBs related to the application must be the same as the interest payment dates and amounts of each of the interest portions of a strippable book-entry transfer JGB with the same name and code as the strippable book-entry transfer JGB, and that have the same amount as the principal-only book-entry transfer JGB related to the application.

５　第一項の申請があった場合には、当該申請を受けた振替機関等は、遅滞なく、次に掲げる措置を執らなければならない。

(5) If the application referred to in paragraph (1) has been filed, the book-entry transfer institution or account management institution that has received the application must take the following measures without delay:

一　申請人の口座における前項前段の分離元本振替国債及び各分離利息振替国債に係る同項前段の金額についての減額の記載又は記録並びに当該分離元本振替国債と名称及び記号を同じくする分離適格振替国債に係る当該分離元本振替国債の減額の金額と同額についての増額の記載又は記録

(i) enter or record in the applicant's account the reductions in the amounts referred to in the first sentence of that paragraph for the principal-only book-entry transfer JGBs and each of the interest-only book-entry transfer JGBs referred to in the first sentence of the preceding paragraph, and enter or record in the applicant's account the increase equal to the amount of the reduction in the principal-only book-entry transfer JGB, for a strippable book-entry transfer JGB with the same name and code as the principal-only book-entry transfer JGB; and

二　当該振替機関等が口座管理機関である場合には、直近上位機関に対する前号の減額及び増額の記載又は記録に係る銘柄及び金額の通知

(ii) give notice to the immediately superior institution of the issue and the amounts for which it has created entries or records of the reductions and increase referred to in the preceding item, if the book-entry transfer institution or account management institution is an account management institution.

６　前項第二号の通知があった場合には、当該通知を受けた振替機関等は、直ちに、次に掲げる措置を執らなければならない。

(6) If the notice referred to in item (ii) of the preceding paragraph has been given, the book-entry transfer institution or account management institution that has been notified must immediately take the following measures:

一　当該通知をした口座管理機関の口座の顧客口座における第四項前段の分離元本振替国債及び各分離利息振替国債に係る同項前段の金額についての減額の記載又は記録並びに当該分離元本振替国債と名称及び記号を同じくする分離適格振替国債に係る当該分離元本振替国債の減額の金額と同額についての増額の記載又は記録

(i) enter or record in the customer account under the account of the account management institution that has given the notice, the reductions in the amounts referred to in the first sentence of paragraph (4), for the principal-only book-entry transfer JGBs and each of the interest-only book-entry transfer JGBs referred to in the first sentence of that paragraph, and enter or record in the customer account under the account of the account management institution that has given the notice, the increase equal to the amount of the reduction in the principal-only book-entry transfer JGB, for a strippable book-entry transfer JGB with the same name and code as the principal-only book-entry transfer JGB;

二　当該振替機関等が口座管理機関である場合には、直近上位機関に対する前項第二号の規定により通知を受けた事項の通知

(ii) give notice to the immediately superior institution of the information for which the book-entry transfer institution or account management institution has been notified pursuant to the provisions of the item (ii) of the preceding paragraph, if the book-entry transfer institution or account management institution is an account management institution.

７　前項の規定は、同項第二号（この項において準用する場合を含む。）の通知があった場合における当該通知を受けた振替機関等について準用する。

(7) The provisions of the preceding paragraph apply mutatis mutandis to a book-entry transfer institution or account management institution that has received the notice referred to in item (ii) of the preceding paragraph (including as applied mutatis mutandis pursuant to this paragraph), if the notice has been given.

（振替手続）

(Book Entry Transfer Procedures)

第九十五条　特定の銘柄の振替国債について、振替の申請があった場合には、振替機関等は、第四項から第八項までの規定により、当該申請において第三項の規定により示されたところに従い、その備える振替口座簿における減額若しくは増額の記載若しくは記録又は通知をしなければならない。

Article 95 (1) If an application for a book-entry transfer for book-entry transfer JGBs of a particular issue has been filed, a book-entry transfer institution or account management institution must, pursuant to the provisions of paragraphs (4) through (8) and as indicated pursuant to the provisions of paragraph (3) in the application, enter or record the reduction or increase in the book-entry transfer account register that it keeps, or give notice to the person concerned of the reduction or increase.

２　前項の申請は、振替によりその口座（顧客口座を除く。）において減額の記載又は記録がされる加入者が、その直近上位機関に対して行うものとする。

(2) The application referred to in the preceding paragraph is an application that the participant files with its immediately superior institution for whom the reduction is entered or recorded in their account (excluding a customer account) by the book-entry transfer.

３　第一項の申請をする加入者（以下この条において「申請人」という。）は、当該申請において、次に掲げる事項を示さなければならない。

(3) A participant filing the application referred to in paragraph (1) (hereinafter referred to as the "applicant" in this Article) must indicate the following information in the application:

一　当該振替において減額及び増額の記載又は記録がされるべき振替国債の銘柄及び金額

(i) the issue and the amount of book-entry transfer JGBs for which the reduction and increase are required to be entered or recorded when the book-entry transfer is made;

二　当該申請人の口座において減額の記載又は記録がされるのが保有欄であるか、又は第九十一条第三項第四号に掲げる事項を記載し、若しくは記録する欄（以下この章において「質権欄」という。）であるかの別

(ii) whether the reduction will be entered or recorded in the holdings column of the applicant's account or in the column of the applicant's account in which the information set forth in Article 91, paragraph (3), item (iv) is entered or recorded (hereinafter referred to as the "pledge column" in this Chapter);

三　増額の記載又は記録がされるべき口座（顧客口座を除く。以下この条において「振替先口座」という。）

(iii) the account in which the increase is required to be entered or recorded (excluding a customer account; hereinafter referred to as the "transferee account" in this Article); and

四　振替先口座（機関口座を除く。）において増額の記載又は記録がされるのが保有欄であるか、又は質権欄であるかの別

(iv) whether the increase will be entered or recorded in the holdings column or the pledge column of the transferee account (excluding an institution-held account).

４　第一項の申請があった場合には、当該申請を受けた振替機関等は、遅滞なく、次に掲げる措置を執らなければならない。

(4) If the application referred to in paragraph (1) has been filed, the book-entry transfer institution or account management institution that has received the application must take the following measures without delay:

一　申請人の口座の前項第二号の規定により示された保有欄又は質権欄における同項第一号の金額（以下この条において「振替金額」という。）についての減額の記載又は記録

(i) make an entry or record of the reduction in the amount referred to in item (i) of the preceding paragraph (hereinafter referred to as the "amount subject to book-entry transfer" in this Article), in the holdings column or the pledge column of the participant's account indicated pursuant to the provisions of item (ii) of the preceding paragraph;

二　当該振替機関等が当該振替に係る共通直近上位機関でない場合には、直近上位機関に対する前項第一号、第三号及び第四号の規定により示された事項の通知

(ii) give notice to the immediately superior institution of the information indicated pursuant to the provisions of item (i), item (iii), and item (iv) of the preceding paragraph, if the book-entry transfer institution or account management institution is not the common immediately superior institution for the book-entry transfer;

三　当該振替機関等が当該振替に係る共通直近上位機関であり、かつ、振替先口座を開設したものである場合には、当該振替先口座の前項第四号の規定により示された保有欄又は質権欄（以下この条において「振替先欄」という。）における振替金額についての増額の記載又は記録

(iii) make an entry or record of the increase in the amount subject to book-entry transfer, in the holdings column or the pledge column of the transferee account (hereinafter referred to as the "transferee column" in this Article) indicated pursuant to the provisions of item (iv) of the preceding paragraph, if the book-entry transfer institution or account management institution is the common immediately superior institution for the book-entry transfer and is also the one that has opened the transferee account; and

四　当該振替機関等が当該振替に係る共通直近上位機関であり、かつ、振替先口座を開設したものでない場合には、その直近下位機関であって当該振替先口座の加入者の上位機関であるものの口座の顧客口座における振替金額についての増額の記載又は記録並びに当該直近下位機関に対する前項第一号、第三号及び第四号の規定により示された事項の通知

(iv) make an entry or record of the increase equal in the amount subject to book-entry transfer in the customer account under the account of the immediately subordinate institution to the book-entry transfer institution or account management institution that is the superior institution of the participant with that transferee account, and give notice to the immediately subordinate institution of the information indicated pursuant to the provisions of item (i), item (iii), and item (iv) of the preceding paragraph, if the book-entry transfer institution or

account management institution is the common immediately superior institution for the book-entry transfer and is not the one that opened the transferee account.

５　前項第二号の通知があった場合には、当該通知を受けた振替機関等は、直ちに、次に掲げる措置を執らなければならない。

(5) If the notice referred to in item (ii) of the preceding paragraph has been given, the book-entry transfer institution or account management institution that has been notified must immediately take the following measures:

一　当該通知をした口座管理機関の口座の顧客口座における振替金額についての減額の記載又は記録

(i) enter or record the reduction in the amount subject to book-entry transfer in the customer account under the account of the account management institution that has given the notice;

二　当該振替機関等が当該振替に係る共通直近上位機関でない場合には、直近上位機関に対する前項第二号の規定により通知を受けた事項の通知

(ii) give notice to the immediately superior institution of the information that the book-entry transfer institution or account management institution has been notified pursuant to the provisions of item (ii) of the preceding paragraph, if the book-entry transfer institution or account management institution is not the common immediately superior institution for the book-entry transfer;

三　当該振替機関等が当該振替に係る共通直近上位機関であり、かつ、振替先口座を開設したものである場合には、当該振替先口座の振替先欄における振替金額についての増額の記載又は記録

(iii) enter or record the increase in the amount subject to book-entry transfer in the transferee column of the transferee account, if the book-entry transfer institution or account management institution is the common immediately superior institution for the book-entry transfer and is also the one that has opened the transferee account; and

四　当該振替機関等が当該振替に係る共通直近上位機関であり、かつ、振替先口座を開設したものでない場合には、その直近下位機関であって当該振替先口座の加入者の上位機関であるものの口座の顧客口座における振替金額についての増額の記載又は記録及び当該直近下位機関に対する前項第二号の規定により通知を受けた事項の通知

(iv) enter or record the increase in the amount subject to book-entry transfer, in the customer account under the account of the immediately subordinate institution to the book-entry transfer institution or account management institution that is the superior institution of the participant with that transferee account, and give notice to the immediately subordinate institution of the information that has been notified pursuant to the provisions of item (ii) of the preceding paragraph, if the book-entry transfer institution or account management institution is the common immediately superior institution for the book-entry transfer and is not the one that opened the transferee account.

６　前項の規定は、同項第二号（この項において準用する場合を含む。）の通知があった場合における当該通知を受けた振替機関等について準用する。

(6) The provisions of the preceding paragraph apply mutatis mutandis to a book-entry transfer institution or account management institution that has been given the notice referred to in item (ii) of the preceding paragraph (including as applied mutatis mutandis pursuant to this paragraph), if the notice has been given.

７　第四項第四号又は第五項第四号（前項において準用する場合を含む。以下この項において同じ。）の通知があった場合には、当該通知を受けた口座管理機関は、直ちに、次に掲げる措置を執らなければならない。

(7) If the notice referred to in paragraph (4), item (iv) or paragraph (5), item (iv) (including as applied mutatis mutandis pursuant to the preceding paragraph; hereinafter the same applies in this paragraph) has been given, the account management institution that has been notified must immediately take the following measures:

一　当該口座管理機関が振替先口座を開設したものである場合には、当該振替先口座の振替先欄における振替金額についての増額の記載又は記録

(i) enter or record the increase in the amount subject to book-entry transfer in the transferee column of the transferee account, if the account management institution is the one that opened the transferee account; and

二　当該口座管理機関が振替先口座を開設したものでない場合には、その直近下位機関であって当該振替先口座の加入者の上位機関であるものの口座の顧客口座における振替金額についての増額の記載又は記録及び当該直近下位機関に対する第四項第四号又は第五項第四号の規定により通知を受けた事項の通知

(ii) enter or record the increase in the amount subject to book-entry transfer, in the customer account under the account of the immediately subordinate institution to the account management institution that is the superior institution of the participant with that transferee account, and give notice to the immediately subordinate institution of the information that has been notified pursuant to the provisions of paragraph (4), item (iv) or paragraph (5), item (iv), if the account management institution is not the one that opened the transferee account.

８　前項の規定は、同項第二号（この項において準用する場合を含む。）の通知があった場合における当該通知を受けた口座管理機関について準用する。

(8) If the notice referred to in item (ii) of the preceding paragraph (including as applied mutatis mutandis pursuant to this paragraph) has been given, the provisions of the preceding paragraph apply mutatis mutandis to the account management institution that has been notified.

（抹消手続）

(Making Deletions)

第九十六条　特定の銘柄の振替国債について、抹消の申請があった場合には、振替機関等は、第四項から第六項までの規定により、当該申請において第三項の規定により示

されたところに従い、その備える振替口座簿における減額の記載若しくは記録又は通知をしなければならない。

Article 96 (1) If an application for the deletion of a book-entry transfer JGB of a particular issue has been filed, a book-entry transfer institution or account management institution must, pursuant to the provisions of paragraphs (4) through (6) and as indicated pursuant to the provisions of paragraph (3) in the application, enter or record the reduction in the book-entry transfer account register that it keeps, or give notice to the person concerned of the reduction.

２　前項の申請は、抹消によりその口座（顧客口座を除く。）において減額の記載又は記録がされる加入者が、その直近上位機関に対して行うものとする。

(2) The application referred to in the preceding paragraph is an application that the participant for whom the reduction resulting from the deletion will be entered or recorded in their account (excluding a customer account) files with their immediately superior institution.

３　第一項の申請をする加入者（以下この条において「申請人」という。）は、当該申請において、次に掲げる事項を示さなければならない。

(3) A participant filing the application referred to in paragraph (1) (hereinafter referred to as the "applicant" in this Article) must indicate the following information in that application:

一　当該抹消において減額の記載又は記録がされるべき振替国債の銘柄及び金額

(i) the issue and the amount of book-entry transfer JGBs for which the reduction is required to be entered or recorded when the deletion is made;

二　当該申請人の口座において減額の記載又は記録がされるのが保有欄であるか、又は質権欄であるかの別

(ii) whether the reduction will be entered or recorded in the holdings column or the pledge column of the applicant's account.

４　第一項の申請があった場合には、当該申請を受けた振替機関等は、遅滞なく、次に掲げる措置を執らなければならない。

(4) If the application referred to in paragraph (1) has been filed, the book-entry transfer institution or account management institution that has received the application must take the following measures without delay:

一　申請人の口座の前項第二号の規定により示された保有欄又は質権欄における同項第一号の金額についての減額の記載又は記録

(i) enter or record the reduction in the amount referred to in item (i) of the preceding paragraph, in the holdings column or the pledge column of the applicant's account indicated pursuant to the provisions of item (ii) of the preceding paragraph; and

二　当該振替機関等が口座管理機関である場合には、直近上位機関に対する前項第一号の規定により示された事項の通知

(ii) give notice to the immediately superior institution of the information indicated pursuant to the provisions of item (i) of the preceding paragraph, if the

book-entry transfer institution or account management institution is an account management institution.

５　前項第二号の通知があった場合には、当該通知を受けた振替機関等は、直ちに、次に掲げる措置を執らなければならない。

(5) If the notice referred to in item (ii) of the preceding paragraph has been given, the book-entry transfer institution or account management institution that has been notified must immediately take the following measures:

一　当該通知をした口座管理機関の口座の顧客口座における第三項第一号の金額についての減額の記載又は記録

(i) enter or record the reduction in the amount referred to in paragraph (3), item (i) in the customer account under the account of the account management institution that has given the notice;

二　当該振替機関等が口座管理機関である場合には、直近上位機関に対する前項第二号の規定により通知を受けた事項の通知

(ii) give notice to the immediately superior institution of the information which the book-entry transfer institution or account management institution has been notified pursuant to the provisions of item (ii) of the preceding paragraph, if the book-entry transfer institution or account management institution is an account management institution.

６　前項の規定は、同項第二号（この項において準用する場合を含む。）の通知があった場合における当該通知を受けた振替機関等について準用する。

(6) The provisions of the preceding paragraph apply mutatis mutandis to a book-entry transfer institution or account management institution that has received the notice referred to in item (ii) of the preceding paragraph (including as applied mutatis mutandis pursuant to this paragraph), if the notice has been given.

７　国は、振替国債の債権者又は質権者に対し、振替国債の償還（分離利息振替国債にあっては、利息の支払）をするのと引換えにその口座における当該振替国債の銘柄についての当該償還に係る振替国債の金額と同額の抹消をその直近上位機関に対して申請することを請求することができる。

(7) The national government may demand that, in exchange for the government redeeming book-entry transfer JGBs (or paying interest, if the bonds are interest-only book-entry transfer JGBs), the holder of book-entry transfer JGBs or pledgee file an application with its immediately superior institution to enter a deletion for the book-entry transfer JGBs of that issue which appear on its account by deleting the same amount from the account as the amount of the book-entry transfer JGBs that are being redeemed.

（記載又は記録の変更手続）

(Procedures for Changing Entries or Records)

第九十七条　振替機関等は、その備える振替口座簿について、第九十一条第三項各号、第四項各号又は第五項各号に掲げる事項につき変更が生じたことを知ったときは、直ちに、当該振替口座簿にその記載又は記録をしなければならない。

Article 97 If a book-entry transfer institution or account management institution learns that there has been a change to the information set forth in one of the items of Article 91, paragraph (3), paragraph (4), or paragraph (5) in the book-entry transfer account register that it keeps, it must immediately enter or record the change in the book-entry transfer account register.

第三節　振替の効果等

Section 3 Effect of Book-Entry Transfer

（振替国債の譲渡）

(Transfer of Book-Entry Transfer JGBs)

第九十八条　振替国債（差押えを受けることなく弁済期が到来した利息の請求権（分離利息振替国債を除く。）を除く。次条から第百二条までにおいて同じ。）の譲渡は、振替の申請により、譲受人がその口座における保有欄（機関口座にあっては、第九十一条第五項第二号に掲げる事項を記載し、又は記録する欄）に当該譲渡に係る金額の増額の記載又は記録を受けなければ、その効力を生じない。

Article 98 A transfer of book-entry transfer JGBs (other than a claim for interest that has become due without being seized (excluding an interest-only book-entry transfer JGB); the same applies in the following Article through Article 102) does not take effect unless the transferee has had an entry or record made in the holdings column of its account (or in the column in which the information set forth in Article 91, paragraph (5), item (ii) is entered or recorded, for the institution-held account), based on an application for book-entry transfer, of the increase in the amount of the book-entry transfer JGBs subject to the transfer.

（振替国債の質入れ）

(Pledge of Book-Entry Transfer JGBs)

第九十九条　振替国債の質入れは、振替の申請により、質権者がその口座における質権欄に当該質入れに係る金額の増額の記載又は記録を受けなければ、その効力を生じない。

Article 99 A pledge of book-entry transfer JGBs does not take effect unless the pledgee has an entry or record made in the pledge column of its account, based on an application for book-entry transfer, of the increase in the amount of the book-entry transfer JGBs subject to the pledge.

（信託財産に属する振替国債についての対抗要件）

(Requirement for Perfection of Book-Entry Transfer JGBs That Come Under Trust Property)

第百条　振替国債については、第九十一条第三項第五号の規定により当該国債が信託財産に属する旨を振替口座簿に記載し、又は記録しなければ、当該国債が信託財産に属することを第三者に対抗することができない。

Article 100 (1) Unless an entry or record has been made for a book-entry transfer JGB in a book-entry transfer account register pursuant to the provisions of Article 91, paragraph (3), item (v), indicating the fact that the Japanese government bond

comes under trust property, it is not permissible to assert against a third party that the Japanese government bond comes under trust property.

２　前項に規定する振替口座簿への記載又は記録は、政令で定めるところにより行う。

(2) An entry or record in a book-entry transfer account register as prescribed in the preceding paragraph is made pursuant to the provisions of Cabinet Order.

（加入者の権利推定）

(Presumed Rights of Participants)

第百一条　加入者は、その口座（口座管理機関の口座にあっては、自己口座に限る。）における記載又は記録がされた振替国債についての権利を適法に有するものと推定する。

Article 101 A participant is presumed to be the lawful holder of the rights under a book-entry transfer JGB that has been entered or recorded in their account (limited to their own account, if the account is that of an account management institution).

（善意取得）

(Acquisition in Good Faith)

第百二条　振替の申請によりその口座（口座管理機関の口座にあっては、自己口座に限る。）において特定の銘柄の振替国債についての増額の記載又は記録を受けた加入者（機関口座を有する振替機関を含む。）は、当該銘柄の振替国債についての当該増額の記載又は記録に係る権利を取得する。ただし、当該加入者に悪意又は重大な過失があるときは、この限りでない。

Article 102 A participant (including a book-entry transfer institution with an institution-held account) that has had an entry or record made in their account (limited to their own account if the account is that of an account management institution), based on an application for book-entry transfer, of the increase in book-entry transfer JGBs of a particular issue, acquires the rights associated with the entry or record of the increase in the book-entry transfer JGBs of that issue; provided, however that this does not apply if the participant has acted in bad faith or with gross negligence.

（超過記載又は記録がある場合の振替機関の義務）

(Obligations of Book-Entry Transfer Institutions If There Are Entries or Records of Overages)

第百三条　前条の規定による振替国債（分離適格振替国債、分離元本振替国債及び分離利息振替国債を除く。以下第百六条までにおいて同じ。）の取得によりすべての債権者の有する前条に規定する銘柄の振替国債の総額が当該銘柄の振替国債の発行総額（償還済みの額を除く。）を超えることとなる場合において、第一号の合計額が第二号の発行総額を超えるときは、振替機関は、その超過額（第一号の合計額から第二号の発行総額を控除した額をいう。）に達するまで、当該銘柄の振替国債を取得する義務を負う。

Article 103 (1) If the total amount of the book-entry transfer JGBs of a particular issue that all bondholders hold based on acquisitions of book-entry transfer JGBs under the provisions of the preceding Article (other than strippable book-entry transfer JGBs, principal-only book-entry transfer JGBs, and interest-only book-

entry transfer JGBs; hereinafter the same applies in this Article through Article 106) comes to exceed the total issued amount of book-entry transfer JGBs of that issue (other than any amount that has been redeemed), and the aggregate amount referred to in item (i) exceeds the total issued amount referred to in item (ii), the book-entry transfer institution assumes the obligation to acquire book-entry transfer JGBs in that issue until its holdings reach the amount of the overage (meaning the amount obtained by deducting the total issued amount referred to in item (ii) from the aggregate amount referred to in item (i)):

一　振替機関の備える振替口座簿における振替機関の加入者の口座に記載され、又は記録された当該銘柄の振替国債の金額の合計額

(i) the aggregate amount of book-entry transfer JGBs of that issue which have been entered or recorded in the accounts of the participants of the book-entry transfer institution, in the book-entry transfer account register kept by the book-entry transfer institution;

二　当該銘柄の振替国債の発行総額（償還済みの額を除く。）

(ii) the total issued amount (other than any amount that has been redeemed) of book-entry transfer JGBs of that issue.

２　前項第一号に規定する金額は、同号に規定する口座における増額又は減額の記載又は記録であって当該記載又は記録に係る権利の発生、移転又は消滅が生じなかったものがある場合において、前条の規定により当該記載又は記録に係る金額の振替国債を取得した者のないことが証明されたときは、当該記載又は記録がなかったとした場合の金額とする。

(2) If there is any amount prescribed in item (i) of the preceding paragraph for which an entry or record of the increase or reduction has been made in the account prescribed in that item, and the rights associated with the entry or record have not arisen, have not been transferred, or have not been extinguished, and it is proved that no one has acquired book-entry transfer JGBs pursuant to the provisions of the preceding Article in the amount for which the entry or record has been made, that amount is treated as if no entry or record was made.

３　振替機関は、第一項の規定により振替国債を取得したときは、直ちに、国に対し、当該振替国債について債務の全部を免除する旨の意思表示をする義務を負う。

(3) When a book-entry transfer institution acquires book-entry transfer JGBs pursuant to the provisions of paragraph (1), the institution has the duty to immediately manifest its intention to release the government from all obligations related to those book-entry transfer JGBs to the national government.

４　前項に規定する振替国債についての権利は、同項の規定により免除の意思表示がされたときは、消滅する。

(4) The rights under the book-entry transfer JGBs prescribed in the preceding paragraph are extinguished if an intention to release the obligations is manifested pursuant to that paragraph.

５　振替機関は、振替国債について第三項の規定により免除の意思表示を行ったときは、直ちに、当該振替国債について振替口座簿の抹消を行わなければならない。

(5) When a book-entry transfer institution manifests its intention to release the obligations pursuant to the provisions of paragraph (3) with respect to book-entry transfer JGBs, the institution must immediately make deletions for those book-entry transfer JGBs in the book-entry transfer account register.

（超過記載又は記録がある場合の口座管理機関の義務）

(Obligations of Account Management Institutions If There Are Entries or Records of Overages)

第百四条　前条第一項に規定する場合において、第一号の合計額が第二号の金額を超えることとなる口座管理機関があるときは、当該口座管理機関は、国に対し、その超過額（第一号の合計額から第二号の金額を控除した額をいう。）に相当する額の当該銘柄の振替国債について債務の全部を免除する旨の意思表示をする義務を負う。

Article 104 (1) In the case prescribed in paragraph (1) of the preceding Article, if there is an account management institution for which the total amount referred to in item (i) comes to exceed the amount referred to in item (ii), the account management institution assumes the duty to manifest its intention to release the government from all obligations related to book-entry transfer JGBs of that issue in an amount equal to the overage (meaning the amount obtained by deducting the amount referred to in item (ii) from the total amount referred to in item (i)) to the national government:

一　当該口座管理機関の備える振替口座簿における当該口座管理機関の加入者の口座に記載され、又は記録された当該銘柄の振替国債の金額の合計額

(i) the total amount of book-entry transfer JGBs of that issue entered or recorded in the accounts of the participants of the account management institution, in the book-entry transfer account register kept by that account management institution;

二　当該口座管理機関の直近上位機関の備える振替口座簿における当該口座管理機関の口座の顧客口座に記載され、又は記録された当該銘柄の振替国債の金額

(ii) the amount of book-entry transfer JGBs of that issue which have been entered or recorded in the customer account under the account of the account management institution, in the book-entry transfer account register kept by its immediately superior institution.

２　前条第二項の規定は、次に掲げる事項について準用する。

(2) The provisions of paragraph (2) of the preceding Article apply mutatis mutandis to the following particulars:

一　前項第一号に規定する金額

(i) the amount prescribed in item (i) of the preceding paragraph;

二　前項第二号に規定する顧客口座における増額又は減額の記載又は記録であって当該記載又は記録に係る権利の発生、移転又は消滅が生じなかったものがある場合における同号に掲げる金額

(ii) the amount set forth in item (ii) of the preceding paragraph, if an entry or record of the increase or reduction has been made in a customer account prescribed in that item and the rights associated with the entry or record have not arisen, have not been transferred, or have not been extinguished.

３　第一項の場合において、口座管理機関は、同項に規定する超過額に相当する額の同項に規定する銘柄の振替国債を有していないときは、同項の規定による免除の意思表示をする前に、当該超過額に達するまで、当該銘柄の振替国債を取得する義務を負う。

(3) In the case referred to in paragraph (1), if the account management institution does not hold book-entry transfer JGBs of the issue prescribed in that paragraph in an amount equal to the amount of overage prescribed in that paragraph, the institution assumes the duty to acquire book-entry transfer JGBs in that issue until its holdings reach the amount of the overage, before manifesting the intention to release the obligations as under the provisions of that paragraph.

４　口座管理機関は、第一項の規定により免除の意思表示をしたときは、直ちに、その直近上位機関に対し、次に掲げる事項を通知しなければならない。

(4) When an account management institution manifests its intention to release the obligations pursuant to the provisions of paragraph (1), the institution must immediately notify its immediately superior institution of the following information:

一　当該免除の意思表示をした旨

(i) the fact that it has manifested the intention to release the obligations; and

二　当該免除の意思表示に係る振替国債の銘柄及び金額

(ii) the issue and the amount of book-entry transfer JGBs with respect to which it has manifested the intention to release the obligations.

５　前項の直近上位機関は、同項の通知を受けたときは、直ちに、同項第二号に掲げる銘柄の振替国債について、その備える振替口座簿における次に掲げる記載又は記録をしなければならない。

(5) When the immediately superior institution referred to in the preceding paragraph receives the notice referred to in that paragraph, it must immediately make the following entries or records regarding book-entry transfer JGBs of the issue set forth in item (ii) of that paragraph, in the book-entry transfer account register that it keeps:

一　前項の口座管理機関の口座の自己口座における同項第二号に掲げる金額の減額の記載又は記録

(i) an entry or record of the reduction in the amount set forth in item (ii) of the preceding paragraph in the institution's own account under the account of the account management institution referred to in that paragraph; and

二　前号の口座の顧客口座における前項第二号に掲げる金額の増額の記載又は記録

(ii) an entry or record of the increase in the amount set forth in item (ii) of the preceding paragraph in the customer account under the account referred to in the preceding item.

（振替機関の超過記載又は記録に係る義務の不履行の場合における取扱い）

(Handling in the Event of Non-Performance of Obligations Concerning Entries or Records of Overages by Book-Entry Transfer Institutions)

第百五条　第百三条第一項に規定する場合において、同項に規定する振替機関が同項及び同条第三項の義務の全部を履行するまでの間は、国は、各債権者の有する当該銘柄の振替国債のうち第一号の金額が第二号の総額に占める割合を同条第一項に規定する超過額（同条第三項の義務の一部が履行されたときは、当該履行に係る額を控除した額）に乗じた額（以下この条において「振替機関分制限額」という。）に関する部分について、元本の償還及び利息の支払をする義務を負わない。

Article 105 (1) In the case prescribed in Article 103, paragraph (1), until the book-entry transfer institution prescribed in that paragraph fully performs the obligations referred to in that paragraph and paragraph (3) of that Article, the national government does not have the duty to redeem the principal or pay interest on the part of the book-entry transfer JGBs of the issue that each bondholder holds which corresponds to the amount obtained when the percentage of the amount referred to in item (i) in the total amount referred to in item (ii) is multiplied by the amount of the overage prescribed in paragraph (1) of that Article (or by the amount obtained by deducting the amount related to the performance of obligation the obligation referred to in paragraph (3) of that Article has been partially performed) (hereinafter referred to as the "maximum amount ascribable to the book-entry transfer institution" in this Article):

一　当該債権者の有する当該銘柄の振替国債の金額（当該振替機関の下位機関であって前条第一項の規定により当該銘柄の振替国債について債務の免除の意思表示をすべきものがあるときは、当該下位機関についての同項に規定する超過額に関する当該債権者（当該下位機関又はその下位機関が開設した口座に記載又は記録がされた振替国債についての債権者に限る。）の次条第一項に規定する口座管理機関分制限額を控除した額）

(i) the amount of book-entry transfer JGBs of that issue that the bondholder holds (or, if the book-entry transfer institution has a subordinate institution that is required to manifest an intention to release the obligations with respect to book-entry transfer JGBs of that issue pursuant to the provisions of paragraph (1) of the preceding Article, the amount of book-entry transfer JGBs of that issue that the bondholder holds which has deducted the maximum amount ascribable to the account management institution prescribed in paragraph (1) of the following Article, for the overage prescribed in paragraph (1) of the preceding Article for the subordinate institution in respect of that bondholder (limited to the holder of a book-entry transfer JGB that has been entered or recorded in an account opened by that subordinate institution or by its subordinate institution));

二　すべての債権者の有する当該銘柄の振替国債の総額（当該振替機関の下位機関であって前条第一項の規定により当該銘柄の振替国債について債務の免除の意思表示をすべきものがあるときは、当該下位機関についての同項に規定する超過額に関する当該下

位機関又はその下位機関が開設した口座に記載又は記録がされた振替国債についてのすべての債権者の次条第一項に規定する口座管理機関分制限額の合計額を控除した額）

(ii) the total amount of book-entry transfer JGBs of that issue that all bondholders hold (or, if the book-entry transfer institution has a subordinate institution that is required to manifest an intention to release the obligations with respect to book-entry transfer JGBs of that issue pursuant to the provisions of paragraph (1) of the preceding Article, the amount obtained by deducting the total of the maximum amounts ascribable to the account management institution prescribed in paragraph (1) of the following Article, for the overage prescribed in paragraph (1) of the preceding Article for the subordinate institution in respect of all of the holders of book-entry transfer JGBs that have been entered or recorded in accounts opened by that subordinate institution or by its subordinate institution).

２　第百三条第一項に規定する場合において、同項に規定する振替機関は、各債権者に対して次に掲げる義務を負う。

(2) In the case prescribed in Article 103, paragraph (1), the book-entry transfer institution prescribed in that paragraph assumes the following duties toward each bondholder:

一　前項の場合において、各債権者の有する当該銘柄の振替国債のうち振替機関分制限額に関する部分について、国に代わって元本の償還及び利息の支払をする義務

(i) in the case referred to in the preceding paragraph, the duty to redeem the principal and pay interest in lieu of the national government on the part of the book-entry transfer JGBs of that issue that each bondholder holds, up to the maximum amount ascribable to the book-entry transfer institution;

二　前号に掲げるもののほか、第百三条第一項又は第三項の義務の不履行によって生じた損害の賠償をする義務

(ii) beyond what is set forth in the preceding item, the duty to indemnify the bondholder for any damage caused by non-performance of obligations referred to in Article 103, paragraph (1) or (3).

（口座管理機関の超過記載又は記録に係る義務の不履行の場合における取扱い）

(Handling in the Event of Non-Performance of Obligations by Account Management Institutions Concerning Entries or Records of Overages)

第百六条　第百四条第一項に規定する場合において、同項に規定する口座管理機関が同項及び同条第三項の義務の全部を履行するまでの間は、国は、債権者（当該口座管理機関又はその下位機関が開設した口座に記載又は記録がされた振替国債についての債権者に限る。）の有する当該銘柄の振替国債のうち第一号の金額が第二号の総額に占める割合を同条第一項に規定する超過額（同項の義務の一部が履行されたときは、当該履行に係る額を控除した額）に乗じた額（以下この条において「口座管理機関分制限額」という。）に関する部分について、元本の償還及び利息の支払をする義務を負わない。

Article 106 (1) In the case prescribed in Article 104, paragraph (1), until the account management institution prescribed in that paragraph fully performs the

obligations referred to in that paragraph and paragraph (3) of that Article, the national government does not have a duty to redeem the principal or pay interest on the part of the book-entry transfer JGBs of the issue that a bondholder (limited to the holder of a book-entry transfer JGB that has been entered or recorded in an account opened by that account management institution or by its subordinate institution) holds which corresponds to the amount obtained by deducting the percentage of the amount referred to in item (i) in the total amount referred to in item (ii) multiplied by the amount of the overage prescribed in paragraph (1) of that Article (or by the amount obtained by deducting the amount related to the performance if the obligation referred to in that paragraph has been partially performed) (hereinafter referred to as the "maximum amount ascribable to the account management institution" in this Article):

一　当該債権者の有する当該銘柄の振替国債の金額（当該口座管理機関の下位機関であって第百四条第一項の規定により当該銘柄の振替国債について債務の免除の意思表示をすべきものがあるときは、当該下位機関についての同項に規定する超過額に関する当該債権者（当該下位機関又はその下位機関が開設した口座に記載又は記録がされた振替国債についての債権者に限る。）の口座管理機関分制限額を控除した額）

(i) the amount of book-entry transfer JGBs of that issue that the bondholder holds (or, if the account management institution has a subordinate institution that is required to manifest an intention to release the obligations with respect to book-entry transfer JGBs of that issue pursuant to the provisions of Article 104, paragraph (1), the amount obtained by deducting the maximum amount ascribable to the account management institution for the overage prescribed in paragraph (1) of the preceding Article in respect of that bondholder for the subordinate institution (limited to the holder of a book-entry transfer JGB that has been entered or recorded in an account opened by that subordinate institution or by its subordinate institution));

二　当該口座管理機関又はその下位機関が開設した口座に記載又は記録がされた振替国債についてのすべての債権者の有する当該銘柄の振替国債の総額（当該口座管理機関の下位機関であって第百四条第一項の規定により当該銘柄の振替国債について債務の免除の意思表示をすべきものがあるときは、当該下位機関についての同項に規定する超過額に関する当該下位機関又はその下位機関が開設した口座に記載又は記録がされた振替国債についてのすべての債権者の口座管理機関分制限額の合計額を控除した額）

(ii) the total amount of book-entry transfer JGBs of that issue held by all of the holders of book-entry transfer JGBs that have been entered or recorded in accounts opened by that account management institution or by its subordinate institution (or, if the account management institution has a subordinate institution that is required to manifest an intention to release the obligations with respect to book-entry transfer JGBs of that issue pursuant to the provisions of Article 104, paragraph (1), the amount obtained by deducting the total of the maximum amounts ascribable to the account management institution for all of the holders of

book-entry transfer JGBs that have been entered or recorded in accounts opened by that subordinate institution or by its subordinate institution for the overage prescribed in paragraph (1) of the preceding Article).

２　第百四条第一項に規定する場合において、同項に規定する口座管理機関は、前項に規定する債権者に対して次に掲げる義務を負う。

(2) In the case prescribed in Article 104, paragraph (1), the account management institution prescribed in that paragraph assumes the following duties toward a bondholder prescribed in the preceding paragraph:

一　前項の場合において、同項に規定する債権者の有する当該銘柄の振替国債のうち口座管理機関分制限額に関する部分について、国に代わって元本の償還及び利息の支払をする義務

(i) in the case referred to in the preceding paragraph, the duty to redeem the principal and pay interest in lieu of the national government, on the part of the book-entry transfer JGBs of the issue that a bondholder prescribed in the preceding paragraph holds, up to the maximum amount ascribable to the account management institution;

二　前号に掲げるもののほか、第百四条第一項又は第三項の義務の不履行によって生じた損害の賠償をする義務

(ii) beyond what is set forth in the preceding item, the duty to indemnify the bondholder for any damage caused by non-performance of obligations referred to in Article 104, paragraph (1) or (3).

（超過記載又は記録がある場合の分離適格振替国債等に係る振替機関の義務）

(Obligations of Book-Entry Transfer Institution Regarding Strippable and Stripped Book-Entry Transfer JGBs If There Are Entries or Records of Overages)

第百七条　第百二条の規定による分離適格振替国債、分離元本振替国債又は分離利息振替国債（以下第百十条までにおいて「分離適格振替国債等」という。）の取得により、すべての分離適格振替国債等の債権者の有する分離適格振替国債について第九十三条の規定により元利分離の手続が行われたとみなして計算した場合にすべての分離適格振替国債等の債権者の有することとなる分離元本振替国債及び分離利息振替国債の各銘柄ごとの総額が、すべての分離適格振替国債についてその発行総額（償還済みの額を除く。）につき同条の規定により元利分離の手続が行われたとみなして計算した場合の分離元本振替国債及び分離利息振替国債の各銘柄ごとの総額を超えることとなるものがある場合において、第一号の総額が第二号の総額を超えることとなる銘柄の分離元本振替国債又は分離利息振替国債があるときは、振替機関は、その超過額（第一号の総額から第二号の総額を控除した額をいう。）に達するまで、当該銘柄の分離元本振替国債又は分離利息振替国債を取得する義務を負う。

Article 107 (1) If, as a result of the acquisition of strippable book-entry transfer JGBs, principal-only book-entry transfer JGBs, or interest-only book-entry transfer JGBs under the provisions of Article 102 (hereinafter referred to as "strippable and stripped book-entry transfer JGBs" in this Article through Article 110), the total amount per issue, of principal-only book-entry transfer JGBs and

interest-only book-entry transfer JGBs that all of the holders of strippable and stripped book-entry transfer JGBs are to hold when all of the strippable book-entry transfer JGBs that are held by the holders of strippable and stripped book-entry transfer JGBs are calculated by deeming them to have been stripped pursuant to the provisions of Article 93, there is a total amount of the issuance (other than any amount that has been redeemed) which exceeds the total amount per issue of principal-only book-entry transfer JGBs and interest-only book-entry transfer JGBs when all of the strippable book-entry transfer JGBs are calculated by deeming them to have been stripped pursuant to the provisions of that paragraph, and there are principal-only book-entry transfer JGBs or interest-only book-entry transfer JGBs of the issue for which the total amount referred to in item (i) exceeds the total amount referred to in item (ii), the book-entry transfer institution assumes the duty to acquire the principal-only book-entry transfer JGBs or interest-only book-entry transfer JGBs in that issue until its holdings reach the amount of the overage (meaning the amount obtained by deducting the total amount referred to in item (ii) from the total amount referred to in item (i)):

一　振替機関の備える振替口座簿における振替機関の加入者の口座に記載され、又は記録されたすべての分離適格振替国債について第九十三条の規定により元利分離の手続が行われたものとみなして計算した場合に振替機関の備える振替口座簿における振替機関の加入者の口座に記載され、又は記録されることとなる分離元本振替国債及び分離利息振替国債の各銘柄ごとの総額

(i) the total amount per issue, of principal-only book-entry transfer JGBs and interest-only book-entry transfer JGBs that are to be entered or recorded in the accounts of the participants of the book-entry transfer institution in the book-entry transfer account register kept by that book-entry transfer institution, if all of the strippable book-entry transfer JGBs that have been entered or recorded in the accounts of the participants of the book-entry transfer institution, in the book-entry transfer account register kept by that book-entry transfer institution, are calculated by deeming that they have been stripped pursuant to the provisions of Article 93;

二　すべての分離適格振替国債についてその発行総額（償還済みの額を除く。）につき第九十三条の規定により元利分離の手続が行われたものとみなして計算した場合の分離元本振替国債及び分離利息振替国債の各銘柄ごとの総額

(ii) the total amount per issue, of principal-only book-entry transfer JGBs and interest-only book-entry transfer JGBs if all of the strippable book-entry transfer JGBs issued are calculated by deeming them to have been stripped pursuant to the provisions of Article 93 for the total amount of the issuance (other than any amount that has been redeemed).

２　前項第一号に規定する金額は、同号に規定する口座における増額又は減額の記載又は記録であって当該記載又は記録に係る権利の発生、移転又は消滅が生じなかったものがある場合において、第百二条の規定により当該記載又は記録に係る金額の分離適格

振替国債等を取得した者のないことが証明されたときは、当該記載又は記録がなかったとした場合の金額とする。

(2) If there is any amount prescribed in item (i) of the preceding paragraph for which an entry or record of the increase or reduction has been made in the account prescribed in that item, and for which the rights associated with that entry or record have not arisen, have not been transferred, or have not extinguished, and it is proved that no one has acquired strippable or stripped book-entry transfer JGBs pursuant to the provisions of the preceding Article in the amount for which the entry or record has been made, that amount is treated as if no entry or record was made.

3　第一項の規定の適用については、第百二条の規定により取得された分離適格振替国債等につき第十三条第一項の同意を受けた各振替機関ごとにその取り扱う分離適格振替国債等について計算を行うものとする。

(3) In applying the provisions of paragraph (1), strippable and stripped book-entry transfer JGBs that have been acquired pursuant to the provisions of Article 102 and that are handled by book-entry transfer institutions that have obtained the consent referred to in Article 13, paragraph (1) are to be calculated for each book-entry transfer institution handling them.

4　振替機関は、第一項の規定により分離元本振替国債又は分離利息振替国債を取得したときは、直ちに、国に対し、当該分離元本振替国債又は分離利息振替国債について債務の全部を免除する旨の意思表示をする義務を負う。

(4) When a book-entry transfer institution acquires principal-only book-entry transfer JGBs or interest-only book-entry transfer JGBs pursuant to the provisions of paragraph (1), the book-entry transfer institution assumes the duty to immediately manifest the intention to release the government from all obligations related to those principal-only book-entry transfer JGBs or interest-only book-entry transfer JGBs to the national government.

5　前項に規定する分離元本振替国債又は分離利息振替国債についての権利は、同項の規定により免除の意思表示がされたときは、消滅する。

(5) The rights under the principal-only book-entry transfer JGBs or interest-only book-entry transfer JGBs prescribed in the preceding paragraph are extinguished when an intention to release the obligations is manifested pursuant to that paragraph.

6　振替機関は、分離元本振替国債又は分離利息振替国債について第四項の規定により免除の意思表示を行ったときは、直ちに、当該分離元本振替国債又は分離利息振替国債について振替口座簿の抹消を行わなければならない。

(6) When a book-entry transfer institution manifests the intention to release the obligations pursuant to the provisions of paragraph (4) with respect to principal-only book-entry transfer JGBs or interest-only book-entry transfer JGBs, the institution must immediately make deletions for those principal-only book-entry

transfer JGBs or interest-only book-entry transfer JGBs in the book-entry transfer account register.

（超過記載又は記録がある場合の分離適格振替国債等に係る口座管理機関の義務）

(Obligations of Account Management Institution Concerning Strippable and Stripped Book-Entry Transfer JGBs If There Are Entries or Records of Overages)

第百八条　前条第一項に規定する場合において、第一号の総額が第二号の総額を超えることとなる銘柄の分離元本振替国債又は分離利息振替国債がある口座管理機関があるときは、当該口座管理機関は、国に対し、その超過額（第一号の総額から第二号の総額を控除した額をいう。）に相当する額の当該銘柄の分離元本振替国債又は分離利息振替国債について債務の全部を免除する旨の意思表示をする義務を負う。

Article 108 (1) In the case prescribed in paragraph (1) of the preceding Article, if there is an account management institution with principal-only book-entry transfer JGBs or interest-only book-entry transfer JGBs in an issue for which the total amount referred to in item (i) that comes to exceed the total amount referred to in item (ii), the account management institution assumes the duty to manifest the intention to release the government from all obligations related to principal-only book-entry transfer JGBs or interest-only book-entry transfer JGBs of that issue in an amount equal to the overage (meaning the amount obtained by deducting the total amount referred to in item (i) from the total amount referred to in item (ii)) to the national government:

一　当該口座管理機関の備える振替口座簿における当該口座管理機関の加入者の口座に記載され、又は記録されたすべての分離適格振替国債について第九十三条の規定により元利分離の手続が行われたものとみなして計算した場合に当該口座管理機関の備える振替口座簿における当該口座管理機関の加入者の口座に記載され、又は記録されることとなる分離元本振替国債及び分離利息振替国債の各銘柄ごとの総額

(i) the total amount per issue, of principal-only book-entry transfer JGBs and interest-only book-entry transfer JGBs that are to be entered or recorded in the accounts of the participants of the account management institution, in the book-entry transfer account register kept by that account management institution, if all of the strippable book-entry transfer JGBs that have been entered or recorded in the accounts of the participants of that account management institution, in the book-entry transfer account register kept by that account management institution are calculated by deeming that they have been stripped pursuant to the provisions of Article 93;

二　当該口座管理機関の直近上位機関の備える振替口座簿における当該口座管理機関の口座の顧客口座に記載され、又は記録されたすべての分離適格振替国債について第九十三条の規定により元利分離の手続が行われたものとみなして計算した場合に当該口座管理機関の直近上位機関の備える振替口座簿における当該口座管理機関の口座の顧客口座に記載され、又は記録されることとなる分離元本振替国債及び分離利息振替国債の各銘柄ごとの総額

(ii) the total amount per issue of principal-only book-entry transfer JGBs and interest-only book-entry transfer JGBs that are to be entered or recorded in the customer account under the account of the account management institution in the book-entry transfer account register kept by its immediately superior institution, if all of the strippable book-entry transfer JGBs entered or recorded in the customer account subdivision under the account of that account management institution in the book-entry transfer account register kept by the immediately superior institution of that account management institution, are to be calculated by deeming them to have been stripped pursuant to the provisions of Article 93.

２　前条第二項の規定は、次に掲げる事項について準用する。

(2) The provisions of paragraph (2) of the preceding Article apply mutatis mutandis to the following particulars:

一　前項第一号に規定する金額

(i) the amount prescribed in item (i) of the preceding paragraph; and

二　前項第二号に規定する顧客口座における増額又は減額の記載又は記録であって当該記載又は記録に係る権利の発生、移転又は消滅が生じなかったものがある場合における同号に掲げる額

(ii) the amount set forth in item (ii) of the preceding paragraph, if an entry or record of the increase or reduction has been made in a customer account prescribed in that item and the rights associated with that entry or record have not arisen, have not been transferred, or have not been extinguished.

３　第一項の場合において、口座管理機関は、同項に規定する超過額に相当する額の同項に規定する銘柄の分離元本振替国債又は分離利息振替国債を有していないときは、同項の規定による免除の意思表示をする前に、当該超過額に達するまで、当該銘柄の分離元本振替国債又は分離利息振替国債を取得する義務を負う。

(3) In the case referred to in paragraph (1), if the account management institution does not hold principal-only book-entry transfer JGBs or interest-only book-entry transfer JGBs of the issue prescribed in that paragraph in an amount equal to the overage prescribed in that paragraph, the account management institution has the duty to acquire principal-only book-entry transfer JGBs or interest-only book-entry transfer JGBs in that issue until its holdings reach the amount of the overage, before manifesting the intention to release the obligations under the provisions of that paragraph.

４　口座管理機関は、第一項の規定により免除の意思表示をしたときは、直ちに、その直近上位機関に対し、次に掲げる事項を通知しなければならない。

(4) When an account management institution manifests the intention to release the obligations pursuant to the provisions of paragraph (1), the account management institution must immediately notify its immediately superior institution of the following particulars:

一　当該免除の意思表示をした旨

(i) the fact that it has manifested the intention to release the obligations;

二　当該免除の意思表示に係る分離元本振替国債又は分離利息振替国債の銘柄及び金額

(ii) the issue and the amount of principal-only book-entry transfer JGBs or interest-only book-entry transfer JGBs for which it has manifested the intention to release the obligations.

５　前項の直近上位機関は、同項の通知を受けたときは、直ちに、同項第二号に掲げる銘柄の分離元本振替国債又は分離利息振替国債について、その備える振替口座簿における次に掲げる記載又は記録をしなければならない。

(5) When the immediately superior institution referred to in that paragraph receives the notice referred to in that paragraph, it must immediately make the following entries or records regarding principal-only book-entry transfer JGBs or interest-only book-entry transfer JGBs of the issue set forth in item (ii) of that paragraph in the book-entry transfer account register that it keeps:

一　前項の口座管理機関の口座の自己口座における同項第二号に掲げる金額の減額の記載又は記録

(i) an entry or record of the reduction in the amount set forth in item (ii) of the preceding paragraph in the account management institution's own account under the account of the account management institution referred to in that paragraph;

二　前号の口座の顧客口座における前項第二号に掲げる金額の増額の記載又は記録

(ii) an entry or record of the increase in the amount set forth in item (ii) of the preceding paragraph in the customer account under the account referred to in that item.

（分離適格振替国債等に係る振替機関の超過記載又は記録に係る義務の不履行の場合における取扱い）

(Handling in the Case of Non-Performance of Obligations by Book-Entry Transfer Institution Concerning Entries or Records of Overages for Strippable and Stripped Book-Entry Transfer JGBs)

第百九条　第百七条第一項に規定する場合において、同項に規定する振替機関が分離元本振替国債について同項及び同条第四項の義務を負ったときは、当該振替機関が当該義務の全部を履行するまでの間は、国は、各債権者の有する当該銘柄の分離元本振替国債及び当該銘柄の分離元本振替国債と名称及び記号を同じくする分離適格振替国債のうち、第一号の金額が第二号の総額に占める割合を同条第一項に規定する超過額（同条第四項の義務の一部が履行されたときは、当該履行に係る額を控除した額）に乗じた額（以下この条において「振替機関分制限元本額」という。）に関する部分について、元本の償還をする義務を負わない。

Article 109 (1) If a book-entry transfer institution prescribed in Article 107, paragraph (1) assumes the obligations referred to in that paragraph and paragraph (4) of that Article regarding principal-only book-entry transfer JGBs in the case prescribed in paragraph (1) of that Article, the national government does not assume the duty to redeem the principal on the part of the principal-only book-entry transfer JGBs of that issue and strippable book-entry transfer JGBs with

the same name and code as the principal-only book-entry transfer JGBs of that issue that each bondholder holds which corresponds to the amount obtained when the percentage of the amount referred to in item (i) in the total amount referred to in item (ii) is multiplied by the amount of the overage prescribed in paragraph (1) of that Article (or by the amount obtained by deducting the amount related to the performance of obligation if the obligation referred to in paragraph (4) of that Article has been partially performed) (hereinafter referred to as the "maximum amount of principal ascribable to the book-entry transfer institution" in this Article) until the book-entry transfer institution fully performs those obligations:

一　当該債権者の有する当該銘柄の分離元本振替国債及び当該銘柄の分離元本振替国債と名称及び記号を同じくする分離適格振替国債の金額（当該振替機関の下位機関であって前条第一項の規定により当該銘柄の分離元本振替国債について債務の免除の意思表示をすべきものがあるときは、当該下位機関についての同項に規定する超過額に関する当該債権者（当該下位機関又はその下位機関が開設した口座に記載又は記録がされた振替国債についての債権者に限る。）の次条第一項に規定する口座管理機関分制限元本額を控除した額）

(i) the amount of principal-only book-entry transfer JGBs of that issue and strippable book-entry transfer JGBs with the same name and code as the principal-only book-entry transfer JGBs of that issue that the bondholder holds (or, if the book-entry transfer institution has a subordinate institution that is required to manifest an intention to the release of obligations with respect to principal-only book-entry transfer JGBs of that issue pursuant to the provisions of paragraph (1) of the preceding Article, the amount obtained by deducting the maximum amount of principal ascribable to the account management institution prescribed in paragraph (1) of the following Article, for the overage prescribed in that paragraph for the subordinate institution in respect of that bondholder (limited to the holder of a book-entry transfer JGB that has been entered or recorded in an account opened by that subordinate institution or by its subordinate institution));

二　すべての債権者の有する当該銘柄の分離元本振替国債及び当該銘柄の分離元本振替国債と名称及び記号を同じくする分離適格振替国債の総額（当該振替機関の下位機関であって前条第一項の規定により当該銘柄の分離元本振替国債について債務の免除の意思表示をすべきものがあるときは、当該下位機関についての同項に規定する超過額に関する当該下位機関又はその下位機関が開設した口座に記載又は記録がされた振替国債についてのすべての債権者の次条第一項に規定する口座管理機関分制限元本額の合計額を控除した額）

(ii) the total amount of principal-only book-entry transfer JGBs of that issue and strippable book-entry transfer JGBs with the same name and code as the principal-only book-entry transfer JGBs of that issue that all of the bondholders hold (or, if the book-entry transfer institution has a subordinate institution that is required to manifest the intention to release the obligations with respect to principal-only book-entry transfer JGBs of that issue pursuant to the provisions of paragraph (1)

of the preceding Article, the amount obtained by deducting the total of the maximum amounts of principal ascribable to the account management institution prescribed in paragraph (1) of the following Article, for the overage prescribed in paragraph (1) of the preceding Article for the subordinate institution in respect of all of the holders of book-entry transfer JGBs that have been entered or recorded in accounts opened by that subordinate institution or by its subordinate institution).

２　第百七条第一項に規定する場合において、同項に規定する振替機関が分離利息振替国債について同項及び同条第四項の義務を負ったときは、当該振替機関が当該義務の全部を履行するまでの間は、国は、各債権者の有する当該銘柄の分離利息振替国債（当該振替機関が取り扱うものに限る。以下この条及び次条において同じ。）及び当該銘柄の分離利息振替国債と利息支払期日を同じくするすべての分離適格振替国債（当該振替機関が取り扱うものに限る。以下この条及び次条において同じ。）の利息のうち、第一号の総額が第二号の総額に占める割合を同条第一項に規定する超過額（同条第四項の義務の一部が履行されたときは、当該履行に係る額を控除した額）に乗じた額（以下この条において「振替機関分制限利息額」という。）に関する部分について、利息の支払をする義務を負わない。

(2) If a book-entry transfer institution prescribed in Article 107, paragraph (1) assumes the obligations referred to in that paragraph and paragraph (4) of that Article regarding interest-only book-entry transfer JGBs in the case prescribed in paragraph (1) of that Article, the national government does not assume the duty to pay the part of the interest on the interest-only book-entry transfer JGBs of that issue that each bondholder holds (but only those handled by the book-entry transfer institution; hereinafter the same applies in this Article and the following Article), or on all strippable book-entry transfer JGBs (but only those handled by the book-entry transfer institution; hereinafter the same applies in this Article and the following Article) with the same interest payment date as the interest-only book-entry transfer JGBs of that issue that each bondholder holds, which corresponds to the amount obtained when the percentage of the total amount referred to in item (i) in the total amount referred to in item (ii) is multiplied by the amount of the overage prescribed in paragraph (1) of that Article (or by the amount obtained by deducting the amount related to the performance of the obligation if the obligation referred to in paragraph (4) of that Article has been partially performed) (hereinafter referred to as the "maximum amount of interest ascribable to the book-entry transfer institution" in this Article), until the book-entry transfer institution fully performs the obligations referred to in that paragraph and paragraph (4) of that Article:

一　当該債権者の有する当該銘柄の分離利息振替国債及び当該銘柄の分離利息振替国債と利息支払期日を同じくするすべての分離適格振替国債の利息の総額（当該振替機関の下位機関であって前条第一項の規定により当該銘柄の分離利息振替国債について債務の免除の意思表示をすべきものがあるときは、当該下位機関についての同項に規定する

超過額に関する当該債権者（当該下位機関又はその下位機関が開設した口座に記載又は記録がされた振替国債についての債権者に限る。）の次条第二項に規定する口座管理機関分制限利息額を控除した額）

(i) the total amount of interest on interest-only book-entry transfer JGBs of that issue and all strippable book-entry transfer JGBs with the same interest payment date as the interest-only book-entry transfer JGBs of that issue that the bondholder holds (or, if the book-entry transfer institution has a subordinate institution that is required to manifest the intention to release the obligations with respect to interest-only book-entry transfer JGBs of that issue pursuant to the provisions of paragraph (1) of the preceding Article, the amount obtained by deducting the maximum amount of interest ascribable to the account management institution prescribed in paragraph (2) of the following Article, for the overage prescribed in paragraph (1) of the preceding Article for the subordinate institution in respect of that bondholder (limited to the holder of a book-entry transfer JGB that has been entered or recorded in an account opened by that subordinate institution or by its subordinate institution));

二　すべての債権者の有する当該銘柄の分離利息振替国債及び当該銘柄の分離利息振替国債と利息支払期日を同じくするすべての分離適格振替国債の利息の総額（当該振替機関の下位機関であって前条第一項の規定により当該銘柄の分離利息振替国債について債務の免除の意思表示をすべきものがあるときは、当該下位機関についての同項に規定する超過額に関する当該下位機関又はその下位機関が開設した口座に記載又は記録がされた振替国債についてのすべての債権者の次条第二項に規定する口座管理機関分制限利息額の合計額を控除した額）

(ii) the total amount of interest on interest-only book-entry transfer JGBs of that issue and all the strippable book-entry transfer JGBs with the same interest payment date as the interest-only book-entry transfer JGBs of that issue that all bondholders hold (or, if the book-entry transfer institution has a subordinate institution that is required to manifest the intention to release the obligations with respect to interest-only book-entry transfer JGBs of that issue pursuant to the provisions of paragraph (1) of the preceding Article, the amount obtained by deducting the total of the maximum amounts of interest ascribable to the account management institution prescribed in paragraph (2) of the following Article, for the overage prescribed in paragraph (1) of the preceding Article for the subordinate institution in respect of all of the holders of book-entry transfer JGBs that have been entered or recorded in accounts opened by that subordinate institution or by its subordinate institution).

３　第百七条第一項に規定する場合において、同項に規定する振替機関は、各債権者に対して次に掲げる義務を負う。

(3) In the case prescribed in Article 107, paragraph (1), the book-entry transfer institution prescribed in that paragraph assumes the following duties toward each bondholder:

一　第一項の場合において、各債権者の有する当該銘柄の分離元本振替国債及び当該銘柄の分離元本振替国債と名称及び記号を同じくする分離適格振替国債のうち、振替機関分制限元本額に関する部分について、国に代わって元本の償還をする義務

(i) in the case referred to in paragraph (1), the duty to redeem the principal in lieu of the national government, on the part of the principal-only book-entry transfer JGBs of that issue and strippable book-entry transfer JGBs of the same name and code as the principal-only book-entry transfer JGB of that issue which each bondholder holds, up to the maximum amount of principal ascribable to the book-entry transfer institution;

二　前項の場合において、各債権者の有する当該銘柄の分離利息振替国債及び当該銘柄の分離利息振替国債と利息支払期日を同じくするすべての分離適格振替国債の利息のうち、振替機関分制限利息額に関する部分について、国に代わって利息の支払をする義務

(ii) in the case referred to in the preceding paragraph, the duty to pay interest in lieu of the national government, on the part of the interest on all interest-only book-entry transfer JGBs of that issue and strippable book-entry transfer JGBs with the same name and code as the interest-only book-entry transfer JGBs of that issue which each bondholder holds, which corresponds to the maximum amount of interest ascribable to the book-entry transfer institution; and

三　前二号に掲げるもののほか、第百七条第一項又は第四項の義務の不履行によって生じた損害の賠償をする義務

(iii) beyond what is set forth in the preceding two items, the duty to indemnify the bondholder for any damage caused by non-performance of obligations referred to in Article 107, paragraph (1) or (4).

（分離適格振替国債等に係る口座管理機関の超過記載又は記録に係る義務の不履行の場合における取扱い）

(Handling in the Case of Non-Performance of Obligations by Account Management Institutions Concerning Entries or Records of Overages for Strippable and Stripped Book-Entry Transfer JGBs)

第百十条　第百八条第一項に規定する場合において、同項に規定する口座管理機関が分離元本振替国債について同項及び同条第三項の義務を負ったときは、当該口座管理機関が当該義務の全部を履行するまでの間は、国は、債権者（当該口座管理機関又はその下位機関が開設した口座に記載又は記録がされた振替国債についての債権者に限る。）の有する当該銘柄の分離元本振替国債及び当該銘柄の分離元本振替国債と名称及び記号を同じくする分離適格振替国債のうち、第一号の金額が第二号の総額に占める割合を同条第一項に規定する超過額（同項の義務の一部が履行されたときは、当該履行に係る額を控除した額）に乗じた額（以下この条において「口座管理機関分制限元本額」という。）に関する部分について、元本の償還をする義務を負わない。

Article 110 (1) If an account management institution prescribed in Article 108, paragraph (1) assumes the obligations referred to in that paragraph and paragraph (3) of that Article regarding principal-only book-entry transfer JGBs in

the case prescribed in paragraph (1) of that Article, the national government does not assume the duty to redeem the principal on the part of the principal-only book-entry transfer JGBs of that issue that a holder holds (limited to the holder of a book-entry transfer JGB entered or recorded in the account opened by the account management institution or by its subordinate institution), or on the part of the strippable book-entry transfer JGBs with the same name and code as the principal-only book-entry transfer JGBs of that issue that the holder holds, which corresponds to the amount obtained when the percentage of the amount referred to in item (i) in the total amount referred to in item (ii) is multiplied by the amount of the overage prescribed in paragraph (1) of that Article (or by the amount obtained by deducting the amount related to the performance of the obligation if the obligation referred to in that paragraph has been partially performed) (hereinafter referred to as the "maximum amount of principal ascribable to the account management institution" in this Article), until the account management institution fully performs those obligations:

一　当該債権者の有する当該銘柄の分離元本振替国債及び当該銘柄の分離元本振替国債と名称及び記号を同じくする分離適格振替国債の金額（当該口座管理機関の下位機関であって第百八条第一項の規定により当該銘柄の分離元本振替国債について債務の免除の意思表示をすべきものがあるときは、当該下位機関についての同項に規定する超過額に関する当該債権者（当該下位機関又はその下位機関が開設した口座に記載又は記録がされた振替国債についての債権者に限る。）の口座管理機関分制限元本額を控除した額）

(i) the amount of principal-only book-entry transfer JGBs of that issue and strippable book-entry transfer JGBs with the same name and code as the principal-only book-entry transfer JGBs of that issue that the bondholder holds (or, if the account management institution has a subordinate institution that is required to manifest the intention to release the obligations with respect to principal-only book-entry transfer JGBs of that issue pursuant to the provisions of Article 108, paragraph (1), the amount obtained by deducting the maximum amount of principal ascribable to the account management institution, for the overage prescribed in that paragraph for the subordinate institution in respect of that bondholder (limited to the holder of a book-entry transfer JGB that has been entered or recorded in an account opened by that subordinate institution or by its subordinate institution));

二　当該口座管理機関又はその下位機関が開設した口座に記載又は記録がされた振替国債についてのすべての債権者の有する当該銘柄の分離元本振替国債及び当該銘柄の分離元本振替国債と名称及び記号を同じくする分離適格振替国債の総額（当該口座管理機関の下位機関であって第百八条第一項の規定により当該銘柄の分離元本振替国債について債務の免除の意思表示をすべきものがあるときは、当該下位機関についての同項に規定する超過額に関する当該下位機関又はその下位機関が開設した口座に記載又は記録がされた振替国債についてのすべての債権者の口座管理機関分制限元本額の合計額を控除した額）

(ii) the total amount of principal-only book-entry transfer JGBs of that issue and strippable book-entry transfer JGBs with the same name and code as the principal-only book-entry transfer JGBs of that issue held by all of the holders of book-entry transfer JGBs that have been entered or recorded in accounts opened by the account management institution or by its subordinate institution (or, if the account management institution has a subordinate institution that is required to manifest the intention to release the obligations with respect to principal-only book-entry transfer JGBs of that issue pursuant to the provisions of Article 108, paragraph (1), the amount obtained by deducting the total of the maximum amounts of principal ascribable to the account management institution, for the overage prescribed in of the preceding Article in respect of all of the holders of book-entry transfer JGBs that have been entered or recorded in accounts opened by that subordinate institution or by its subordinate institution).

２　第百八条第一項に規定する場合において、同項に規定する口座管理機関が分離利息振替国債について同項及び同条第三項の義務を負ったときは、当該口座管理機関が当該義務の全部を履行するまでの間は、国は、債権者（当該口座管理機関又はその下位機関が開設した口座に記載又は記録がされた振替国債についての債権者に限る。）の有する当該銘柄の分離利息振替国債及び当該銘柄の分離利息振替国債と利息支払期日を同じくするすべての分離適格振替国債の利息のうち、第一号の総額が第二号の総額に占める割合を同条第一項に規定する超過額（同項の義務の一部が履行されたときは、当該履行に係る額を控除した額）に乗じた額（以下この条において「口座管理機関分制限利息額」という。）に関する部分について、利息の支払をする義務を負わない。

(2) If an account management institution prescribed in Article 108, paragraph (1) assumes the duty referred to in that paragraph and paragraph (3) of that Article regarding interest-only book-entry transfer JGBs in the case prescribed in paragraph (1) of that Article, the national government does not assume the duty to pay the part of the interest on the interest-only book-entry transfer JGBs of that issue that a holder holds (but only by the holder of a book-entry transfer JGB entered or recorded in the account opened by the account management institution or by its subordinate institution), or the part of the interest on all strippable book-entry transfer JGBs with the same interest payment date as the interest-only book-entry transfer JGBs of that issue that the holder holds, which corresponds to the amount obtained when the percentage of the total amount referred to in item (i) in the total amount referred to in item (ii) is multiplied by the amount of the overage prescribed in paragraph (1) of that Article (or by the amount obtained by deducting the amount related to the performance of the obligation if the performance referred to in that paragraph has been partially performed) (hereinafter referred to as the "maximum amount of interest ascribable to the account management institution" in this Article), until the account management institution fully performs those obligations:

一　当該債権者の有する当該銘柄の分離利息振替国債及び当該銘柄の分離利息振替国債と利息支払期日を同じくするすべての分離適格振替国債の利息の総額（当該口座管理機関の下位機関であって第百八条第一項の規定により当該銘柄の分離利息振替国債について債務の免除の意思表示をすべきものがあるときは、当該下位機関についての同項に規定する超過額に関する当該債権者（当該下位機関又はその下位機関が開設した口座に記載又は記録がされた振替国債についての債権者に限る。）の口座管理機関分制限利息額を控除した額）

(i) the total amount of interest on interest-only book-entry transfer JGBs of that issue and all strippable book-entry transfer JGBs with the same interest payment date as the interest-only book-entry transfer JGBs of that issue that the bondholder holds (or, if the account management institution has a subordinate institution that is required to manifest an intention to release the obligations with respect to interest-only book-entry transfer JGBs of that issue pursuant to the provisions of Article 108, paragraph (1), the amount obtained by deducting the maximum amount of interest ascribable to the account management institution, for the overage prescribed in that paragraph for the subordinate institution in respect of that bondholder (limited to the holder of a book-entry transfer JGB that has been entered or recorded in an account opened by that subordinate institution or by its subordinate institution));

二　当該口座管理機関又はその下位機関が開設した口座に記載又は記録がされた振替国債についてのすべての債権者の有する当該銘柄の分離利息振替国債及び当該銘柄の分離利息振替国債と利息支払期日を同じくするすべての分離適格振替国債の利息の総額（当該口座管理機関の下位機関であって第百八条第一項の規定により当該銘柄の振替国債について債務の免除の意思表示をすべきものがあるときは、当該下位機関についての同項に規定する超過額に関する当該下位機関又はその下位機関が開設した口座に記載又は記録がされた振替国債についてのすべての債権者の口座管理機関分制限利息額の合計額を控除した額）

(ii) the total amount of interest on interest-only book-entry transfer JGBs of that issue and all strippable book-entry transfer JGBs with the same interest payment date as the interest-only book-entry transfer JGBs of that issue held by all of the holders of book-entry transfer JGBs that have been entered or recorded in accounts opened by the account management institution or by its subordinate institution (or, if the account management institution has a subordinate institution that is required to manifest an intention to release the obligations with respect to book-entry transfer JGBs of that issue pursuant to the provisions of Article 108, paragraph (1), that total amount obtained by deducting the total of the maximum amounts of interest ascribable to the account management institution, for the overage prescribed in that paragraph for the subordinate institution in respect of all of the holders of book-entry transfer JGBs that have been entered or recorded in accounts opened by that subordinate institution or by its subordinate institution).

３　第百八条第一項に規定する場合において、同項に規定する口座管理機関は、前二項に規定する債権者に対して次に掲げる義務を負う。

(3) In the case prescribed in Article 108, paragraph (1), the account management institution prescribed in that paragraph assumes the following duties toward a bondholder prescribed in the preceding two paragraphs:

一　第一項の場合において、同項に規定する債権者の有する当該銘柄の分離元本振替国債及び当該銘柄の分離元本振替国債と名称及び記号を同じくする分離適格振替国債のうち、口座管理機関分制限元本額に関する部分について、国に代わって元本の償還をする義務

(i) in the case referred to in paragraph (1), the duty to redeem the principal in lieu of the national government, on the part of the principal-only book-entry transfer JGBs of that issue and strippable book-entry transfer JGBs with the same name and code as the principal-only book-entry transfer JGBs of that issue which a bondholder prescribed in paragraph (1) holds, up to the maximum amount of principal ascribable to the account management institution;

二　前項の場合において、同項に規定する債権者の有する当該銘柄の分離利息振替国債及び当該銘柄の分離利息振替国債と利息支払期日を同じくするすべての分離適格振替国債の利息のうち、口座管理機関分制限利息額に関する部分について、国に代わって利息の支払をする義務

(ii) in the case as referred to in in the preceding paragraph, the duty to pay interest in lieu of the national government, on the part the interest on all interest-only book-entry transfer JGBs of that issue and strippable book-entry transfer JGBs with the same name and code as the interest-only book-entry transfer JGBs of that issue which a bondholder prescribed in the preceding paragraph holds, up to the maximum amount of interest ascribable to the account management institution; and

三　前二号に掲げるもののほか、第百八条第一項又は第三項の義務の不履行によって生じた損害の賠償をする義務

(iii) beyond what is set forth in the preceding two items, the duty to indemnify the bondholder for any damage caused by non-performance of obligations referred to in Article 108, paragraph (1) or (3).

（国が誤って振替国債の償還等をした場合における取扱い）

(Handling When the National Government Redeems Book-Entry Transfer JGBs in Error)

第百十一条　国が第百五条第一項、第百六条第一項、第百九条第一項若しくは第二項又は前条第一項若しくは第二項の規定により義務を負わないとされた銘柄に係る当該義務を負わないとされた金額についてした元本の償還又は利息の支払は、国が善意の場合であっても、当該銘柄の他の振替国債に係る国の債務を消滅させる効力を有しない。

Article 111 (1) Even if the national government is acting in good faith, its redemption of principal or payment of interest in an amount that it does not have the duty to redeem or pay, for an issue that the provisions of Article 105, paragraph

(1), Article 106, paragraph (1), Article 109, paragraph (1) or (2), or paragraph (1) or (2) of the preceding Article establish the national government as not having the duty to redeem or pay does not have the effect of extinguishing its obligations with respect to other book-entry transfer JGBs of that issue.

２　前項の場合において、振替国債の債権者は、国に対し、同項に規定する元本の償還又は利息の支払に係る金額の返還をする義務を負わない。

(2) In the case referred to in the preceding paragraph, a holder of book-entry transfer JGBs does not assume the duty to return to the national government the amount of the principal redeemed or interest paid prescribed in that paragraph.

３　国は、第一項に規定する元本の償還又は利息の支払をしたときは、前項に規定する金額の限度において、第百五条第二項第一号、第百六条第二項第一号、第百九条第三項第一号若しくは第二号又は前条第三項第一号若しくは第二号の規定による振替国債の債権者の振替機関等に対する権利を取得する。

(3) If the national government redeems principal or pays interest prescribed in paragraph (1), it acquires the rights of a holder of book-entry transfer JGBs under the provisions of Article 105, paragraph (2), item (i), Article 106, paragraph (2), item (i), Article 109, paragraph (3), item (i) or (ii) or paragraph (3), item (i) or (ii) of the preceding Article toward the book-entry transfer institution or account management institution, to the extent of the amount prescribed in the preceding paragraph.

第四節　雑則

Section 4 Miscellaneous Provisions

第百十二条　振替国債の引受けの申込みをする者は、その申込みの際に、自己のために開設された当該振替国債の振替を行うための口座を国に示さなければならない。

Article 112 A person making an offer to subscribe for book-entry transfer JGBs must indicate to the national government the account opened for that person in which book entries are to be made for the book-entry transfer JGBs, at the time of the offer.

第六章　地方債等の振替

Chapter VI Book-Entry Transfer of Local Government Bonds

第一節　地方債の振替

Section 1 Book-Entry Transfer of Local Government Bonds

（地方債に関する社債に係る規定の準用）

(Application Mutatis Mutandis of Provisions on Corporate Bonds to Local Government Bonds)

第百十三条　第四章の規定（第六十六条第一号、第六十九条第一項第五号及び第六号並びに第二項第一号ロ及びハ、第六十九条の二、第七十条の二、第七十条の三並びに第四節の規定を除く。）は、地方債について準用する。この場合において、次の表の上欄に掲げる規定中同表中欄に掲げる字句は、それぞれ同表下欄に掲げる字句と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

Article 113 The provisions of Chapter IV (excluding the provisions of Article 66, item (i), Article 69, paragraph (1), items (v) and (vi), paragraph (2), item (i), sub-items (b) and (c), Article 69-2, Article 70-2, Article 70-3, and Section 4) apply mutatis mutandis to local government bonds. In such a case, the terms set forth in the middle column of the following table in the provisions set forth in the left-hand column of that table are deemed to be replaced with the terms set forth in the right-hand column of that table, and Cabinet Order provides for any other necessary technical replacement of terms.

■表■　第百十三条

（法律の適用の明示等）

(Clear Indication of the Application of This Act)

第百十四条　地方債で振替機関が取り扱うものの発行者は、引受けの申込みをする者に対し、当該地方債についてこの法律の規定の適用がある旨を明示しなければならない。ただし、契約により当該地方債の総額を引き受ける者がある場合には、この限りでない。

Article 114 (1) The issuer of local government bonds handled by a book-entry transfer institution must clearly indicate to a person making an offer to subscribe for those bonds that this Act applies to those bonds; provided, however, that this does not apply to a person subscribing for the full amount of those local government bonds based on a contract.

２　地方債で振替機関が取り扱うものの引受けの申込みをする者は、その申込みの際に、自己のために開設された当該地方債の振替を行うための口座を当該地方債の発行者に示さなければならない。

(2) A person making an offer to subscribe for local government bonds handled by a book-entry transfer institution must indicate to the issuer the account opened for that person in which book entries are to be made for the local government bonds, at the time of the offer.

第二節　投資法人債の振替

Section 2 Book-Entry Transfer of Investment Corporation Bonds

（投資法人債に関する社債に係る規定の準用）

(Application Mutatis Mutandis of Provisions on Corporate Bonds to Investment Corporation Bonds)

第百十五条　第四章の規定（第六十六条第一号イからニまで、第六十九条第一項第五号及び第六号並びに第二項第一号ロ及びハ、第六十九条の二、第七十条の二、第七十条の三、第八十三条、第八十四条第四項並びに第八十六条の二から第八十六条の四までの規定を除く。）は、投資法人債（投資信託及び投資法人に関する法律第二条第十九項に規定する投資法人債をいう。以下同じ。）について準用する。この場合において、次の表の上欄に掲げる規定中同表中欄に掲げる字句は、それぞれ同表下欄に掲げる字句と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

Article 115 The provisions of Chapter IV (excluding the provisions of Article 66, item (i), sub-items (a) through (d), Article 69, paragraph (1), items (v) and (vi) and paragraph (2), item (i), sub-items (b) and (c), Article 69-2, Article 70-2, Article 70-

3, Article 83, Article 84, paragraph (4), and Articles 86-2 through 86-4) apply mutatis mutandis to investment corporation bonds (meaning investment corporation bonds as defined in Article 2, paragraph (19) of the Act on Investment Trusts and Investment Corporations; the same applies hereinafter). In such a case, the terms set forth in the middle column of the following table in the provisions set forth in the left-hand column of that table are deemed to be replaced with the terms set forth in the right-hand column of that table, and Cabinet Order provides for any other necessary technical replacement of terms.

■表■　第百十五条

（振替投資法人債に関する投資信託及び投資法人に関する法律の特例）

(Special Provisions of the Act on Investment Trusts and Investment Corporations concerning Book-Entry Transfer Investment Corporation Bonds)

第百十六条　投資法人債で振替機関が取り扱うもの（以下「振替投資法人債」という。）に関する投資信託及び投資法人に関する法律第百九十六条第一項及び第二項、第百九十七条並びに第二百十九条の規定の適用については、振替投資法人債は、同法に規定する投資証券等のうち同法に規定する投資法人債券とみなす。

Article 116 In applying the provisions of Article 196, paragraphs (1) and (2), Article 197, and Article 219 of the Act on Investment Trusts and Investment Corporations to investment corporation bonds handled by a book-entry transfer institution (hereinafter referred to as "book-entry transfer investment corporation bonds"), a book-entry transfer investment corporation bond is deemed to be an investment corporation bond certificate prescribed in that Act among the investment securities, etc. prescribed in that Act.

（振替投資法人債についての投資信託及び投資法人に関する法律の適用除外）

(Exclusion of Book-Entry Transfer Investment Corporation Bonds from Application of the Act on Investment Trusts and Investment Corporations)

第百十六条の二　振替投資法人債については、投資信託及び投資法人に関する法律第百三十九条の七において準用する会社法第六百八十一条第四号及び第五号、第六百八十二条第一項から第三項まで、第六百八十八条第一項、第六百九十条第一項、第六百九十一条第一項及び第二項、第六百九十三条第一項、第六百九十四条第一項並びに第六百九十五条の二第一項から第三項までの規定は、適用しない。

Article 116-2 The provisions of Article 681, items (iv) and (v), Article 682, paragraphs (1) through (3), Article 688, paragraph (1), Article 690, paragraph (1), Article 691, paragraphs (1) and (2), Article 693, paragraph (1), Article 694, paragraph (1) and Article 695-2, paragraphs (1) through (3) of the Companies Act as applied mutatis mutandis pursuant to Article 139-7 of the Act on Investment Trusts and Investment Corporations do not apply to book-entry transfer investment corporation bonds.

第三節　相互会社の社債の振替

Section 3 Book-Entry Transfer of Bonds Issued by Mutual Companies

（相互会社の社債に関する社債に係る規定の準用）

（Application Mutatis Mutandis of Provisions on Corporate Bonds to Bonds Issued by Mutual Companies）

第百十七条　第四章の規定（第六十六条第一号イからニまで、第六十九条第一項第五号及び第六号並びに第二項第一号ロ及びハ、第六十九条の二、第七十条の二、第七十条の三、第八十三条、第八十四条第四項並びに第八十六条の二から第八十六条の四までの規定を除く。）は、相互会社の社債（保険業法第六十一条に規定する社債をいう。以下同じ。）について準用する。この場合において、次の表の上欄に掲げる規定中同表中欄に掲げる字句は、それぞれ同表下欄に掲げる字句と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

Article 117 The provisions of Chapter IV (excluding the provisions of Article 66, item (i), sub-items (a) through (d), Article 69, paragraph (1), items (v) and (vi) and paragraph (2), item (i), sub-items (b) and (c), Article 69-2, Article 70-2, Article 70-3, Article 83, Article 84, paragraph (4), and Articles 86-2 through 86-4) apply mutatis mutandis to a corporate bond issued by a mutual company (meaning a corporate bond prescribed in Article 61 of the Insurance Business Act; the same applies hereinafter). In such a case, the terms set forth in the middle column of the following table in the provisions set forth in the left-hand column of that table are deemed to be replaced with the terms set forth in the right-hand column of that table, and Cabinet Order provides for any other necessary technical replacement of terms.

■表■　第百十七条

（相互会社の社債で振替機関が取り扱うものについての保険業法の適用除外）

（Exclusion from Application of the Insurance Business Act on Bonds Issued by Mutual Companies That Book-Entry Transfer Institutions Handle）

第百十七条の二　相互会社の社債で振替機関が取り扱うものについては、保険業法第六十一条の五において準用する会社法第六百八十一条第四号及び第五号、第六百八十二条第一項から第三項まで、第六百八十八条第一項、第六百九十条第一項、第六百九十一条第一項及び第二項、第六百九十三条第一項、第六百九十四条第一項並びに第六百九十五条の二第一項から第三項までの規定は、適用しない。

Article 117-2 The provisions of Article 681, items (iv) and (v), Article 682, paragraphs (1) through (3), Article 688, paragraph (1), Article 690, paragraph (1), Article 691, paragraphs (1) and (2), Article 693, paragraph (1), Article 694, paragraph (1), and Article 695-2, paragraphs (1) through (3) of the Companies Act as applied mutatis mutandis pursuant to Article 61-5 of the Insurance Business Act do not apply to bonds issued by a mutual company that a book-entry transfer institution handles.

第四節　特定社債の振替

Section 4 Book-Entry Transfer of Specified Corporate Bonds

（特定社債に関する社債に係る規定の準用）

（Application Mutatis Mutandis of the Provisions on Corporate Bonds to Specified Corporate Bonds）

第百十八条　第四章の規定（第六十六条第一号イからニまで、第六十九条第一項第五号及び第六号並びに第二項第一号ロ及びハ、第六十九条の二、第七十条の二、第七十条の三、第八十三条、第八十四条第四項並びに第八十六条の二から第八十六条の四までの規定を除く。）は、特定社債（資産の流動化に関する法律第二条第七項に規定する特定社債をいい、転換特定社債（同法第百三十一条第一項に規定する転換特定社債をいう。以下同じ。）及び新優先出資引受権付特定社債（同法第百三十九条第一項に規定する新優先出資引受権付特定社債をいう。以下同じ。）を除く。以下同じ。）について準用する。この場合において、次の表の上欄に掲げる規定中同表中欄に掲げる字句は、それぞれ同表下欄に掲げる字句と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

Article 118 The provisions of Chapter IV (excluding the provisions of Article 66, item (i), sub-items (a) through (d), Article 69, paragraph (1), items (v) and (vi) and paragraph (2), item (i), sub-items (b) and (c), Article 69-2, Article 70-2, Article 70-3, Article 83, Article 84, paragraph (4), and Articles 86-2 through 86-4) apply mutatis mutandis to specified corporate bonds (meaning specified corporate bonds as defined in Article 2, paragraph (7) of the Act on the Securitization of Assets, and excluding convertible specified bonds (meaning convertible specified bonds prescribed in Article 131, paragraph (1) of that Act; the same applies hereinafter) and specified corporate bonds with preferred equity subscription rights (meaning specified corporate bonds with preferred equity subscription rights prescribed in Article 139, paragraph (1) of that Act; the same applies hereinafter); the same applies hereinafter). In such a case, the terms set forth in the middle column of the following table in the provisions set forth in the left-hand column of that table are deemed to be replaced with the terms set forth in the right-hand column of that table, and Cabinet Order provides for any other necessary technical replacement of terms.

■表■　第百十八条

（特定社債で振替機関が取り扱うものに関する資産の流動化に関する法律の適用除外）

(Exclusion from Application of the Act on the Securitization of Assets on Specified Corporate Bonds That Book-Entry Transfer Institutions Handle)

第百十九条　特定社債で振替機関が取り扱うものについては、資産の流動化に関する法律第百二十五条において準用する会社法第六百八十一条第四号及び第五号、第六百八十二条第一項から第三項まで、第六百八十八条第一項、第六百九十条第一項、第六百九十一条第一項及び第二項、第六百九十三条第一項、第六百九十四条第一項並びに第六百九十五条の二第一項から第三項までの規定は、適用しない。

Article 119 The provisions of Article 681, items (iv) and (v), Article 682, paragraphs (1) through (3), Article 688, paragraph (1), Article 690, paragraph (1), Article 691, paragraphs (1) and (2), Article 693, paragraph (1), Article 694, paragraph (1), and Article 695-2, paragraphs (1) through (3) of the Companies Act as applied mutatis mutandis pursuant to Article 125 of the Act on the

Securitization of Assets do not apply to specified corporate bonds that a book-entry transfer institution handles.

第五節　特別法人債の振替

Section 5 Book-Entry Transfer of Special Corporation Bonds

第百二十条　第四章の規定（第六十六条第一号イからニまで、第六十九条第一項第五号及び第六号並びに第二項第一号ロ及びハ、第六十九条の二、第七十条の二、第七十条の三並びに第四節の規定を除く。）及び第百十四条の規定は、特別法人債（特別の法律により法人の発行する債券に表示されるべき権利をいう。）について準用する。この場合において、次の表の上欄に掲げる規定中同表中欄に掲げる字句は、それぞれ同表下欄に掲げる字句と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

Article 120 The provisions of Chapter IV (excluding the provisions of Article 66, item (i), sub-items (a) through (d), Article 69, paragraph (1), items (v) and (vi) and paragraph (2), item (i), sub-items (b) and (c), Article 69-2, Article 70-2, Article 70-3, and Section 4) and Article 114 apply mutatis mutandis to special corporation bonds (meaning the rights required to be indicated on bond certificates issued by a corporation pursuant to a special law). In such a case, the terms set forth in the middle column of the following table in the provisions set forth in the left-hand column of that table are deemed to be replaced with the terms set forth in the right-hand column of that table, and Cabinet Order provides for any other necessary technical replacement of terms.

■表■　第百二十条

第六節　投資信託又は外国投資信託の受益権の振替

Section 6 Book-Entry Transfer of Beneficial Interest in Domestic or Foreign Investment Trusts

（投資信託受益権に関する社債等に係る規定の準用）

(Application Mutatis Mutandis of Provisions on Bonds and Other Securities to Beneficial Interest in an Investment Trust)

第百二十一条　第四章の規定（第六十六条第一号、第七十一条第八項及び第四節（第八十四条第二項、第八十五条第一項及び第八十六条の二第一項を除く。）の規定を除く。）、第百十四条第二項及び第百五十五条第八項の規定は、投資信託受益権（投資信託及び投資法人に関する法律第二条第七項に規定する受益権をいい、外国投資信託に係る信託契約に基づく受益権を含む。以下同じ。）について準用する。この場合において、次の表の上欄に掲げる規定中同表中欄に掲げる字句は、それぞれ同表下欄に掲げる字句と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

Article 121 The provisions of Chapter IV (excluding the provisions of Article 66, item (i) Article 71, paragraph (8) and Section 4 (excluding Article 84, paragraph (2), Article 85, paragraph (1), and Article 86-2, paragraph (1))), Article 114, paragraph (2), and Article 155, paragraph (8) apply mutatis mutandis to a beneficial interest in an investment trust (meaning a beneficial interest as defined in Article 2, paragraph (7) of the Act on Investment Trusts and Investment Corporations, and including a beneficial interest under the trust agreement of a

foreign investment trust; the same applies hereinafter). In such a case, the terms set forth in the middle column of the following table in the provisions set forth in the left-hand column of that table are deemed to be replaced with the terms set forth in the right-hand column of that table, and Cabinet Order provides for any other necessary technical replacement of terms.

■表■　第百二十一条

（振替投資信託受益権の併合又は分割に関する記載又は記録手続）

(Making Entries or Records of the Merger or Split of Book-Entry Transfer Beneficial Interest in an Investment Trust)

第百二十一条の二　特定の銘柄（前条において準用する第六十八条第三項第二号に規定する銘柄をいう。以下この条から第百二十一条の四までにおいて同じ。）の投資信託受益権で振替機関が取り扱うもの（以下「振替投資信託受益権」という。）について併合又は分割をしようとする場合には、当該振替投資信託受益権の発行者は、併合又は分割の日の二週間前までに、当該発行者が第十三条第一項の同意を与えた振替機関に対し、次に掲げる事項の通知をしなければならない。

Article 121-2 (1) When seeking to merge or split a beneficial interest in an investment trust that is of a particular issue (meaning an issue prescribed in Article 68, paragraph (3), item (ii) as applied mutatis mutandis pursuant to the preceding Article; hereinafter the same applies in this Article through Article 121-4) and that a book-entry transfer institution handles (hereinafter referred to as a "book-entry transfer beneficial interest in an investment trust"), the issuer of the book-entry transfer beneficial interest in an investment trust must notify the book-entry transfer institution to which it has given the consent referred to in Article 13, paragraph (1) of the following information by two weeks prior to the day of merger or split:

一　当該併合又は分割に係る振替投資信託受益権の銘柄

(i) the issue of book-entry transfer beneficial interest in an investment trust subject to the merger or split;

二　併合の場合にあっては、一から次のイの総発行口数の次のロの総発行口数に対する割合を控除した割合（以下この条において「減少比率」という。）

(ii) in the case of a merger, the percentage obtained when the percentage of the total number of issued units referred to in sub-item (a) to the total number of issued units referred to in sub-item (b) is deducted from one (hereinafter referred to as the "reduction ratio" in this Article):

イ　併合後の当該振替投資信託受益権の総発行口数

(a) the total number of issued units of the book-entry transfer beneficial interest in an investment trust after the merger; and

ロ　併合前の当該振替投資信託受益権の総発行口数

(b) the total number of issued units of the book-entry transfer beneficial interest in an investment trust before the merger.

三　分割の場合にあっては、次のイの総口数の次のロの総発行口数に対する割合（以下この条において「増加比率」という。）

(iii) in the case of a split, the percentage of the total number of issued units referred to in sub-item (a) to the total number of units referred to in sub-item (b) (hereinafter referred to as the "increase ratio" in this Article):

イ　分割により受益者が受ける当該振替投資信託受益権の総口数

(a) the total number of units of the book-entry transfer beneficial interest in an investment trust which beneficiaries receive as a result of the split; and

ロ　分割前の当該振替投資信託受益権の総発行口数

(b) the total number of issued units of the book-entry transfer beneficial interest in an investment trust before the split.

四　併合又は分割の日

(iv) the date of the merger or split.

２　前項の通知があった場合には、当該通知を受けた振替機関は、直ちに、当該通知に係る振替投資信託受益権の銘柄について、その直近下位機関に対し、同項各号に掲げる事項の通知をしなければならない。

(2) If the notice referred to in the preceding paragraph has been given, the book-entry transfer institution that has been notified must immediately notify its immediately subordinate institution of the information set forth in the items of that paragraph regarding the issue of book-entry transfer beneficial interest in an investment trust which has been notified.

３　前項の規定は、同項（この項において準用する場合を含む。）の通知があった場合における当該通知を受けた直近下位機関について準用する。

(3) The provisions of the preceding paragraph apply mutatis mutandis to an immediately subordinate institution that received the notice referred to in that paragraph (including as applied mutatis mutandis pursuant to this paragraph), if the notice has been given.

４　第一項又は第二項（前項において準用する場合を含む。）の通知があった場合には、当該通知を受けた振替機関等は、併合又は分割の日において、次に掲げる措置を執らなければならない。

(4) If the notice referred to in paragraph (1) or (2) (including as applied mutatis mutandis pursuant to the preceding paragraph) has been given, the book-entry transfer institution or account management institution that has been notified must take the following measures on the day of the merger or split:

一　併合の場合にあっては、次に掲げる措置（顧客口座（前条において準用する第六十八条第二項第二号に規定する顧客口座をいう。以下この条から第百二十一条の四までにおいて同じ。）を有する振替機関等にあっては、イに掲げるものに限る。）

(i) in the case of a merger, the following measures (if the book-entry transfer institution or account management institution has a customer account (meaning a customer account prescribed in Article 68, paragraph (2), item (ii) as applied mutatis mutandis pursuant to the preceding Article; hereinafter the same applies

in this Article through Article 121-4), limited to the measures set forth in sub-item (a)):

イ　その備える振替口座簿中の第一項第一号の振替投資信託受益権についての記載又は記録がされている口座（顧客口座を除き、機関口座以外の口座にあっては、当該口座の保有欄（前条において準用する第六十九条第二項第一号イに規定する保有欄をいう。第百二十一条の四第三項において同じ。）又は質権欄（前条において準用する同号ロに規定する質権欄をいう。第百二十一条の四第三項において同じ。）。以下この条及び次条第四項において「対象保有欄等」という。）における、当該対象保有欄等に記載又は記録がされている口数に減少比率をそれぞれ乗じた口数（その口数に一に満たない端数があるときは、これを切り上げるものとする。）についての減少の記載又は記録

(a) make entries or records in the accounts in which entries or records have been made for book-entry transfer beneficial interest in an investment trust referred to in paragraph (1), item (i) in the book-entry transfer account register that the book-entry transfer institution or account management institution keeps (excluding a customer account and for accounts other than the institution-held account, meaning the holdings columns (meaning holdings columns prescribed in Article 69, paragraph (2), item (i), sub-item (a) as applied mutatis mutandis pursuant to the preceding Article; the same applies in Article 121-4, paragraph (3)) or the pledge columns (meaning the pledge columns prescribed in sub-item (b) of that item as applied mutatis mutandis pursuant to the preceding Article; the same applies in Article 121-4, paragraph (3)) of those accounts; hereinafter referred to as the "relevant holdings or pledge column" in this Article and paragraph (4) of the following Article) of the reductions in the number of units obtained when the number of units that has been entered or recorded in the relevant holdings or pledge columns is multiplied by the reduction ratio (if the number of units includes a fraction less than one, it is rounded up); and

ロ　直近上位機関に対するイの規定により減少の記載又は記録をした口数の通知

(b) give notice to the immediately superior institution of the number of units for which it has entered or recorded the reductions pursuant to the provisions of sub-item (a);

二　分割の場合にあっては、次に掲げる措置（顧客口座を有する振替機関等にあっては、イに掲げるものに限る。）

(ii) in the case of a split, the following measures (if the book-entry transfer institution or account management institution has a customer account, limited to the measures set forth in sub-item (a)):

イ　その備える振替口座簿中の第一項第一号の振替投資信託受益権についての記載又は記録がされている対象保有欄等における、当該対象保有欄等に記載又は記録がされている口数に増加比率をそれぞれ乗じた口数（その口数に一に満たない端数があるときは、これを切り捨てるものとする。）についての増加の記載又は記録

(a) make entries or records in the relevant holdings and pledge columns in which entries or records have been made for book-entry transfer beneficial interest in an

investment trust referred to in paragraph (1), item (i) in the book-entry transfer account register that the book-entry transfer institution or account management institution keeps, of the increases in the number of units obtained when the number of units that has been entered or recorded in the relevant holdings or pledge columns is multiplied by the increase percentage (if the number of units includes a fraction less than one, it is disregarded); and

ロ　直近上位機関に対するイの規定により増加の記載又は記録をした口数の通知

(b) give notice to the immediately superior institution of the number of units for which it has entered or recorded the increases pursuant to the provisions of sub-item (a).

5　前項第一号ロ若しくは第二号ロ又は第一号ロ若しくは第二号ロの通知があった場合には、当該通知を受けた振替機関等は、直ちに、次に掲げる措置を執らなければならない。

(5) If the notice referred to in item (i), sub-item (b) or item (ii), sub-item (b) of the preceding paragraph or in item (i), sub-item (b) or item (ii), sub-item (b) has been given, the book-entry transfer institution or account management institution that has been notified must immediately take the following measures:

一　併合の場合にあっては、次に掲げる措置

(i) in the case of a merger, the following measures:

イ　当該通知をした口座管理機関の口座の顧客口座における当該通知を受けた口数についての減少の記載又は記録

(a) make an entry or record of the reduction in the number of units of which it has been notified, in the customer account under the account of the account management institution that has given the notice; and

ロ　直近上位機関に対する前項第一号イの規定により減少の記載又は記録がされた口数及び直近下位機関から同号ロ又はこの号の規定により通知を受けた口数の通知

(b) give notice to the immediately superior institution of the number of units for which it has entered or recorded the reduction pursuant to the provisions of item (i), sub-item (a) of the preceding paragraph and of the number of units of which the immediately subordinate institution has given notice pursuant to the provisions of sub-item (b) of that item or this item.

二　分割の場合にあっては、次に掲げる措置

(ii) in the case of a split, the following measures:

イ　当該通知をした口座管理機関の口座の顧客口座における当該通知を受けた口数についての増加の記載又は記録

(a) make an entry or record of the increase in the number of units of which it has been notified, in the customer account under the account of the account management institution that has given the notice; and

ロ　直近上位機関に対する前項第二号イの規定により増加の記載又は記録がされた口数及び直近下位機関から同号ロ又はこの号の規定により通知を受けた口数の通知

(b) give notice to the immediately superior institution of the number of units for which it has entered or recorded the increase pursuant to the provisions of item (ii), sub-item (a) of the preceding paragraph and of the number of units of which the immediately subordinate institution has given notice pursuant to the provisions of sub-item (b) of that item or this item.

６　第一項又は第二項（第三項において準用する場合を含む。）の通知を受けた振替機関等は、速やかに、その直近上位機関（振替機関にあっては発行者）に対し、併合又は分割の日の前日のその備える振替口座簿における当該振替機関等の加入者の口座（顧客口座を除く。）に記載又は記録がされている当該併合又は分割に係る振替投資信託受益権の口数及びこの項の規定によりその直近下位機関から通知を受けた当該振替投資信託受益権の口数の通知をしなければならない。

(6) A book-entry transfer institution or account management institution that received the notice referred to in paragraph (1) or (2) (including as applied mutatis mutandis pursuant to paragraph (3)), must promptly notify its immediately superior institution (or the issuer, if it is a book-entry transfer institution) of the numbers of units of book-entry transfer beneficial interest in an investment trust subject to the merger or split which have been entered or recorded in the accounts of the participants of the book-entry transfer institution or account management institution (excluding a customer account) in the book-entry transfer account register that it keeps on the day immediately preceding the merger or split, and of the number of units of book-entry transfer beneficial interest in the investment trust of which has been given notice by its immediately subordinate institution pursuant to the provisions of this paragraph.

（信託の併合により他の銘柄の振替投資信託受益権が交付される場合に関する記載又は記録手続）

(Making Entries or Records If Book-Entry Transfer Beneficial Interest in an Investment Trust of Another Issue Is Delivered as a Result of a Merger of Trusts)

第百二十一条の三　信託の併合に係る各信託の受益権が振替投資信託受益権である場合において、受託者（投資信託及び投資法人に関する法律第二条第一項に規定する委託者指図型投資信託の場合にあっては、委託者。以下この条及び次条第一項において同じ。）が信託の併合に際して振替投資信託受益権を交付しようとするときは、当該受託者は、信託の併合がその効力を生ずる日の二週間前までに、当該受託者が第十三条第一項の同意を与えた振替機関に対し、次に掲げる事項の通知をしなければならない。この場合において、第百二十一条において準用する第六十九条及び第六十九条の二の規定は、適用しない。

Article 121-3 (1) If the beneficial interest in each of the trusts involved in a merger of trusts is book-entry transfer beneficial interest in an investment trust and the trustee (in the case of the investment trust managed under instructions from the settlor as defined in Article 2, paragraph (1) of the Act on Investment Trusts and Investment Corporations, the settlor; hereinafter the same applies in this Article and paragraph (1) of the following Article) seeks to deliver book-entry

transfer beneficial interest in an investment trust at the time of the merger of trusts, the trustee must give notice to the book-entry transfer institution to which it has given the consent referred to in Article 13, paragraph (1) of the following information, by two weeks prior to the day on which the merger takes effect. In such a case, the provisions of Articles 69 and 69-2 as applied mutatis mutandis pursuant to Article 121 do not apply.

一　従前の信託の受益者に対して当該信託の併合に際して交付する振替投資信託受益権の銘柄

(i) the issue of book-entry transfer beneficial interest in an investment trust that is to be delivered to the beneficiaries of the previous trusts at the time of the merger of trusts;

二　従前の信託の振替投資信託受益権の銘柄

(ii) the issues of book-entry transfer beneficial interest in an investment trust of the previous trusts;

三　次のイの総口数のロの総口数に対する割合（以下この条において「割当比率」という。）

(iii) the percentage of the total number of units referred to in sub-item (a) to the total number of units referred to in sub-item (b) (hereinafter referred to as the "allotment ratio" in this Article):

イ　第一号の振替投資信託受益権の総口数

(a) the total number of units of book-entry transfer beneficial interest in an investment trust referred to in item (i);

ロ　前号の振替投資信託受益権の総口数

(b) the total number of units of book-entry transfer beneficial interest in an investment trust referred to in the preceding item;

四　信託の併合がその効力を生ずる日

(iv) the day on which the merger of trusts takes effect;

五　第一号の振替投資信託受益権のうち当該信託の併合により新たに生ずるものの総口数その他主務省令で定める事項

(v) the total number of units of book-entry transfer beneficial interest in an investment trust referred to in item (i) to be newly created as a result of the merger of trusts, and other information specified by order of the competent ministry.

２　前項前段の通知があった場合には、当該通知を受けた振替機関は、直ちに、当該通知に係る振替投資信託受益権の銘柄について、その直近下位機関に対し、同項第一号から第四号までに掲げる事項の通知をしなければならない。

(2) If the notice referred to in the first sentence of the preceding paragraph has been given, the book-entry transfer institution that has been notified must immediately give notice to its immediately subordinate institution of the information set forth in items (i) through (iv) of that paragraph regarding the issue of book-entry transfer beneficial interest in the investment trust which has been notified.

３　前項の規定は、同項（この項において準用する場合を含む。）の通知があった場合における当該通知を受けた直近下位機関について準用する。

(3) The provisions of the preceding paragraph apply mutatis mutandis to an immediately subordinate institution that has received the notice referred to in that paragraph (including as applied mutatis mutandis pursuant to this paragraph), if the notice has been given.

４　第一項前段又は第二項（前項において準用する場合を含む。）の通知があった場合には、当該通知を受けた振替機関等は、信託の併合がその効力を生ずる日において、次に掲げる措置（顧客口座を有する振替機関等にあっては、第一号及び第二号に掲げるものに限る。）を執らなければならない。

(4) If the notice referred to in the first sentence of paragraph (1), or paragraph (2) (including as applied mutatis mutandis pursuant to the preceding paragraph) has been given, the book-entry transfer institution or account management institution that has been notified must take the following measures on the day on which the merger of trusts takes effect (if the book-entry transfer institution or account management institution has a customer account, limited to the measures set forth in items (i) and (ii)):

一　その備える振替口座簿中の第一項第二号の振替投資信託受益権についての記載又は記録がされている対象保有欄等における、当該対象保有欄等に記載又は記録がされている口数に割当比率をそれぞれ乗じた口数（その口数に一に満たない端数があるときは、これを切り捨てるものとする。）の同項第一号の振替投資信託受益権についての増加の記載又は記録

(i) make entries or records in the holdings and pledge columns in which entries or records have been made for book-entry transfer beneficial interest in an investment trust referred to in paragraph (1), item (ii) in the book-entry transfer account register that the book-entry transfer institution or account management institution keeps, of the increases in book-entry transfer beneficial interest in an investment trust referred to in item (i) of that paragraph of the numbers of units obtained when the number of units that has been entered or recorded in the holdings or pledge column is multiplied by the allotment ratio (if the number of units includes a fraction less than one, it is disregarded);

二　前号の対象保有欄等における、当該対象保有欄等に記載又は記録がされている第一項第二号の振替投資信託受益権の全部についての記載又は記録の抹消

(ii) delete the entries or records for all book-entry transfer beneficial interest in an investment trust referred to in paragraph (1), item (ii) under the holdings and pledge columns referred to in the preceding item in which the entries or records have been made;

三　直近上位機関に対する第一号の規定により増加の記載又は記録をした口数の通知

(iii) give notice to the immediately superior institution of the number of units for which it has entered or recorded the increase pursuant to the provisions of item (i).

５　前項第三号又は第三号の通知があった場合には、当該通知を受けた振替機関等は、直ちに、次に掲げる措置を執らなければならない。

(5) If the notice referred to in item (iii) of the preceding paragraph or referred to in item (iii) has been given, the book-entry transfer institution or account management institution that has been notified must immediately take the following measures:

一　当該通知をした口座管理機関の口座の顧客口座における当該通知を受けた口数の第一項第一号の振替投資信託受益権についての増加の記載又は記録

(i) make an entry or record of the increase in book-entry transfer beneficial interest in an investment trust referred to in paragraph (1), item (i) of the number of units of which it has been notified, in the customer account under the account of the account management institution that has given the notice;

二　前号の口座の顧客口座における、当該顧客口座に記載又は記録がされている第一項第二号の振替投資信託受益権の全部についての記載又は記録の抹消

(ii) delete the entries or records for all book-entry transfer beneficial interest in an investment trust referred to in paragraph (1), item (ii) in the customer account referred to in the preceding item in which entries or records have been made;

三　直近上位機関に対する前項第一号の規定により増加の記載又は記録がされた口数及び直近下位機関から同項第三号又はこの号の規定により通知を受けた口数の通知

(iii) give notice to the immediately superior institution of the number of units for which it has entered or recorded the increase pursuant to the provisions of item (i) of the preceding paragraph and the number of units which the immediately subordinate institution has notified it pursuant to the provisions of item (iii) of that paragraph or this item.

６　第一項前段又は第二項（第三項において準用する場合を含む。）の通知を受けた振替機関等は、速やかに、その直近上位機関（振替機関にあっては受託者）に対し、信託の併合がその効力を生ずる日の前日のその備える振替口座簿における当該振替機関等の加入者の口座（顧客口座を除く。）に記載又は記録がされている当該信託の併合に係る振替投資信託受益権の口数及びこの項の規定によりその直近下位機関から通知を受けた当該振替投資信託受益権の口数の通知をしなければならない。

(6) A book-entry transfer institution or account management institution that received the notice referred to in the first sentence of paragraph (1), or paragraph (2) (including as applied mutatis mutandis pursuant to paragraph (3)), must promptly notify its immediately superior institution (or the trustee, if it is a book-entry transfer institution) of the numbers of units of book-entry transfer beneficial interest in an investment trust subject to the merger of trusts which have been entered or recorded in the accounts of the participants of the book-entry transfer institution or account management institution (excluding a customer account) in the book-entry transfer account register that it keeps on the day immediately preceding the day on which the merger of trusts takes effect, and of the number of units of book-entry transfer beneficial interest in an investment trust which it has

been notified by its immediately subordinate institution pursuant to the provisions of this paragraph.

（信託の併合により振替投資信託受益権でない受益権が交付される場合に関する記載又は記録手続）

(Making Entries or Records If Beneficial Interest That Is Not Book-Entry Transfer Beneficial Interest in an Investment Trust Is Delivered as a Result of a Merger of Trusts)

第百二十一条の四　信託の併合により消滅すべき受益権が振替投資信託受益権である場合において、受託者が信託の併合に際して振替投資信託受益権でない受益権を交付しようとするときは、当該受託者は、第二号の日の二週間前までに、当該受託者が第十三条第一項の同意を与えた振替機関に対し、次に掲げる事項の通知をしなければならない。

Article 121-4 (1) If a beneficial interest that is required to be extinguished by a merger of trusts is a book-entry transfer beneficial interest in an investment trust and the trustee seeks to deliver a beneficial interest that is not a book-entry transfer beneficial interest in an investment trust at the time of the merger, the trustee must notify the book-entry transfer institution to which it has given the consent referred to in Article 13, paragraph (1) of the following information by two weeks prior to the day referred to in item (ii):

一　当該振替投資信託受益権の銘柄

(i) the issue of the book-entry transfer beneficial interest in an investment trust; and

二　信託の併合がその効力を生ずる日

(ii) the day on which the merger of trusts takes effect;

２　前項の通知があった場合には、当該通知を受けた振替機関は、直ちに、当該通知に係る振替投資信託受益権の銘柄について、その直近下位機関に対し、同項各号に掲げる事項の通知をしなければならない。

(2) If the notice referred to in the preceding paragraph has been given, the book-entry transfer institution that has been notified must immediately notify its immediately subordinate institution of the information set forth in the items of that paragraph regarding the issue of book-entry transfer beneficial interest in an investment trust which it has been notified.

３　第一項の通知があった場合には、当該通知を受けた振替機関は、同項第二号の日において、その備える振替口座簿中の同項第一号の振替投資信託受益権についての記載又は記録がされている口座（機関口座及び顧客口座以外の口座にあっては、当該口座の保有欄又は質権欄）において、当該振替投資信託受益権の全部についての記載又は記録の抹消をしなければならない。

(3) If the notice referred to in paragraph (1) has been given, the book-entry transfer institution that has been notified must delete the entries or records for all units of book-entry transfer beneficial interest in an investment trust referred to in item (i) of that paragraph from the accounts in the book-entry transfer account register that it keeps on the day referred to in item (ii) of that paragraph

in which entries or records have been made for the book-entry transfer beneficial interest in an investment trust (for accounts other than the institution-held account or a customer account, the holdings column or the pledge column).

４　前二項の規定は、第二項（この項において準用する場合を含む。）の通知があった場合における当該通知を受けた口座管理機関について準用する。

(4) If a notice referred to in paragraph (2) (including as applied mutatis mutandis pursuant to this paragraph) has been given, the provisions of the preceding two paragraphs apply mutatis mutandis to the account management institution that has been notified.

（その権利の帰属が振替口座簿の記載又は記録により定まるものとされる投資信託受益権についての投資信託及び投資法人に関する法律の適用除外）

(Exclusion of Book-Entry Transfer Beneficial Interest in an Investment Trust from Application of the Act on Investment Trusts and Investment Corporations If Attribution of Rights Is Determined by Entries or Records in the Book-Entry Transfer Account Register)

第百二十一条の五　その権利の帰属が振替口座簿の記載又は記録により定まるものとされる投資信託受益権については、投資信託及び投資法人に関する法律第六条第七項において準用する信託法第百八十六条第三号及び第四号、第百八十九条、第百九十四条、第百九十五条第一項、第百九十九条、第二百条第一項並びに第二百一条第一項の規定は、適用しない。

Article 121-5 The provisions of Article 186, items (iii) and (iv), Article 189, Article 194, Article 195, paragraph (1), Article 199, Article 200, paragraph (1), and Article 201, paragraph (1) of the Trust Act as applied mutatis mutandis pursuant to Article 6, paragraph (7) of the Act on Investment Trusts and Investment Corporations do not apply to book-entry transfer beneficial interest in an investment trust whose attribution of rights is determined by entries or records in a book-entry transfer account register.

第七節　貸付信託の受益権の振替

Section 7 Book-Entry Transfer of Beneficial Interest in Loan Trusts

（貸付信託受益権に関する社債等に係る規定の準用）

(Application Mutatis Mutandis of Provisions on Bonds and Other Securities to Beneficial Interest in Loan Trusts)

第百二十二条　第四章の規定（第六十六条第一号、第六十九条第一項第五号及び第六号並びに第二項第一号ロ及びハ、第六十九条の二、第七十条の二、第七十条の三、第七十一条第八項並びに第四節（第八十四条第二項を除く。）の規定を除く。）、第百十四条第二項及び第百五十五条第八項の規定は、貸付信託受益権（貸付信託法第二条第二項に規定する受益権をいう。以下同じ。）について準用する。この場合において、次の表の上欄に掲げる規定中同表中欄に掲げる字句は、それぞれ同表下欄に掲げる字句と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

Article 122 The provisions of Chapter IV (excluding the provisions of Article 66, item (i), Article 69, paragraph (1), items (v) and (vi) and paragraph (2), item (i),

sub-items (b) and (c), Article 69-2, Article 70-2, Article 70-3, Article 71, paragraph (8), and Section 4 (excluding Article 84, paragraph (2))), Article 114, paragraph (2), and Article 155, paragraph (8) apply mutatis mutandis to a beneficial interest in a loan trust (meaning a beneficial interest as defined in Article 2, paragraph (2) of the Act on Investment Trusts and Investment Corporations; the same applies hereinafter). In such a case, the terms set forth in the middle column of the following table in the provisions set forth in the left-hand column of that table are deemed to be replaced with the terms set forth in the right-hand column of that table, and Cabinet Order provides for any other necessary technical replacement of terms.

■表■　第百二十二条

（振替貸付信託受益権の併合又は分割に関する記載又は記録手続）

(Making Entries or Records of the Merger or Split of Book-Entry Transfer Beneficial Interest in a Loan Trust)

第百二十二条の二　特定の銘柄（前条において準用する第六十八条第三項第二号に規定する銘柄をいう。以下この条において同じ。）の貸付信託受益権で振替機関が取り扱うもの（以下「振替貸付信託受益権」という。）について併合又は分割をしようとする場合には、当該振替貸付信託受益権の発行者は、併合又は分割の日の二週間前までに、当該発行者が第十三条第一項の同意を与えた振替機関に対し、次に掲げる事項の通知をしなければならない。

Article 122-2 (1) When seeking to merge or split a beneficial interest in a loan trust that is of a particular issue (meaning an issue prescribed in Article 68, paragraph (3), item (ii) as applied mutatis mutandis pursuant to the preceding Article; hereinafter the same applies in this Article) and that a book-entry transfer institution handles (hereinafter referred to as a "book-entry transfer beneficial interest in a loan trust"), the issuer of the book-entry transfer beneficial interest in a loan trust must notify the book-entry transfer institution to which it has given the consent referred to in Article 13, paragraph (1) of the following information by two weeks prior to the day of merger or split:

一　当該併合又は分割に係る振替貸付信託受益権の銘柄

(i) the issue of the book-entry transfer beneficial interest in a loan trust subject to the merger or split;

二　併合の場合にあっては、一から次のイの発行総額の数の次のロの発行総額の数に対する割合を控除した割合（以下この条において「減少比率」という。）

(ii) in the case of a merger, the percentage obtained when the percentage of the total issued quantity referred to in sub-item (a) to the total issued quantity referred to in sub-item (b) is deducted from one (hereinafter referred to as the "reduction ratio" in this Article):

イ　併合後の当該振替貸付信託受益権の発行総額の数

(a) the total issued quantity of the book-entry transfer beneficial interest in a loan trust after the merger;

ロ　併合前の当該振替貸付信託受益権の発行総額の数

(b) the total issued quantity of book-entry transfer beneficial interest in a loan trust before the merger.

三　分割の場合にあっては、次のイの総額の数の次のロの発行総額の数に対する割合（以下この条において「増加比率」という。）

(iii) in the case of a split, the percentage of the total quantity referred to sub-item (a) to the total issued quantity referred to in sub-item (b) (hereinafter referred to as the "increase ratio" in this Article):

イ　分割により受益者が受ける当該振替貸付信託受益権の総額の数

(a) the total quantity of the book-entry transfer beneficial interest in a loan trust which beneficiaries receive as a result of the split;

ロ　分割前の当該振替貸付信託受益権の発行総額の数

(b) the total issued quantity of book-entry transfer beneficial interest in a loan trust before the split.

四　併合又は分割の日

(iv) the date of the merger or split.

２　前項の通知があった場合には、当該通知を受けた振替機関は、直ちに、当該通知に係る振替貸付信託受益権の銘柄について、その直近下位機関に対し、同項各号に掲げる事項の通知をしなければならない。

(2) If the notice referred to in the preceding paragraph has been given, the book-entry transfer institution that has been notified must immediately notify its immediately subordinate institution of the information set forth in the items of that paragraph regarding the issue of book-entry transfer beneficial interest in a loan trust which it has been notified.

３　前項の規定は、同項（この項において準用する場合を含む。）の通知があった場合における当該通知を受けた直近下位機関について準用する。

(3) The provisions of the preceding paragraph apply mutatis mutandis to an immediately subordinate institution that has received the notice referred to in that paragraph (including as applied mutatis mutandis pursuant to this paragraph), if the notice has been given.

４　第一項又は第二項（前項において準用する場合を含む。）の通知があった場合には、当該通知を受けた振替機関等は、併合又は分割の日において、次に掲げる措置を執らなければならない。

(4) If the notice referred to in paragraph (1) or (2) (including as applied mutatis mutandis pursuant to the preceding paragraph) has been given, the book-entry transfer institution or account management institution that has been notified must take the following measures on the date of the merger or split:

一　併合の場合にあっては、次に掲げる措置（顧客口座（前条において準用する第六十八条第二項第二号に規定する顧客口座をいう。以下この条において同じ。）を有する振替機関等にあっては、イに掲げるものに限る。）

(i) in the case of a merger, the following measures (if the book-entry transfer institution or account management institution has a customer account (meaning a customer account prescribed in Article 68, paragraph (2), item (ii) as applied mutatis mutandis pursuant to the preceding Article; hereinafter the same applies in this Article), limited to the measures set forth in sub-item (a)):

イ　その備える振替口座簿中の第一項第一号の振替貸付信託受益権についての記載又は記録がされている口座（顧客口座を除き、機関口座以外の口座にあっては、当該口座の保有欄（前条において準用する第六十九条第二項第一号イに規定する保有欄をいう。）又は質権欄（前条において準用する第七十条第三項第二号に規定する質権欄をいう。）。以下この条において「対象保有欄等」という。）における、当該対象保有欄等に記載又は記録がされている金額の数に減少比率をそれぞれ乗じた金額の数（その金額の数に一に満たない端数があるときは、これを切り上げるものとする。）についての減少の記載又は記録

(a) make entries or records in the accounts in which entries or records have been made for book-entry transfer beneficial interest in a loan trust referred to in paragraph (1), item (i) in the book-entry transfer account register that the book-entry transfer institution or account management institution keeps (excluding a customer account; for accounts other than the institution-held account, the holdings columns (meaning holdings columns prescribed in Article 69, paragraph (2), item (i), sub-item (a) as applied mutatis mutandis pursuant to the preceding Article) or the pledge columns (meaning pledge columns prescribed in Article 70, paragraph (3), item (ii) as applied mutatis mutandis pursuant to the preceding Article) of those accounts; hereinafter referred to as the "relevant holdings or pledge columns" in this Article) of the reductions in the quantities obtained when the quantity that has been entered or recorded in the relevant holdings or pledge column is multiplied by the reduction ratio (if the quantity includes a fraction of less than one, it is rounded up);

ロ　直近上位機関に対するイの規定により減少の記載又は記録をした金額の数の通知

(b) give notice to the immediately superior institution of the quantities for which it has entered or recorded the reductions pursuant to the provisions of sub-item (a);

二　分割の場合にあっては、次に掲げる措置（顧客口座を有する振替機関等にあっては、イに掲げるものに限る。）

(ii) in the case of a split, the following measures (if the book-entry transfer institution or account management institution has a customer account, limited to the measures set forth in sub-item (a)):

イ　その備える振替口座簿中の第一項第一号の振替貸付信託受益権についての記載又は記録がされている対象保有欄等における、当該対象保有欄等に記載又は記録がされている金額の数に増加比率をそれぞれ乗じた金額の数（その金額の数に一に満たない端数があるときは、これを切り捨てるものとする。）についての増加の記載又は記録

(a) make entries or records in the relevant holdings and pledge columns in which entries or records have been made for book-entry transfer beneficial interest in a loan trust referred to in paragraph (1), item (i) in the book-entry transfer account register that the book-entry transfer institution or account management institution keeps, of the increases in the quantities obtained when the quantity that has been entered or recorded in the relevant holdings or pledge columns is multiplied by the increase ratio (if the quantity includes a fraction of less than one, it is rounded up);

ロ　直近上位機関に対するイの規定により増加の記載又は記録をした金額の数の通知

(b) notify the immediately superior institution of the quantities for which it has entered or recorded increases pursuant to the provisions of sub-item (a).

５　前項第一号ロ若しくは第二号ロ又は第一号ロ若しくは第二号ロの通知があった場合には、当該通知を受けた振替機関等は、直ちに、次に掲げる措置を執らなければならない。

(5) If the notice referred to in item (i), sub-item (b) or item (ii), sub-item (b) of the preceding paragraph, or in item (i), sub-item (b) or item (ii), sub-item (b) has been given, the book-entry transfer institution or account management institution that has been notified must immediately take the following measures:

一　併合の場合にあっては、次に掲げる措置

(i) in the case of a merger, the following measures:

イ　当該通知をした口座管理機関の口座の顧客口座における当該通知を受けた金額の数についての減少の記載又は記録

(a) make an entry or record of the reduction in the quantity which it has been notified, in the customer account under the account of the account management institution that has given the notice;

ロ　直近上位機関に対する前項第一号イの規定により減少の記載又は記録がされた金額の数及び直近下位機関から同号ロ又はこの号の規定により通知を受けた金額の数の通知

(b) give notice to the immediately superior institution of the quantity for which it has entered or recorded the reduction pursuant to the provisions of item (i), sub-item (a) of the preceding paragraph and on the quantity which the immediately subordinate institution has notified it pursuant to the provisions of sub-item (b) of that item or this item;

二　分割の場合にあっては、次に掲げる措置

(ii) in the case of a split, the following measures:

イ　当該通知をした口座管理機関の口座の顧客口座における当該通知を受けた金額の数についての増加の記載又は記録

(a) make an entry or record of the increase in the quantity which it has been notified, in the customer account under the account of the account management institution that has given the notice;

ロ　直近上位機関に対する前項第二号イの規定により増加の記載又は記録がされた金額の数及び直近下位機関から同号ロ又はこの号の規定により通知を受けた金額の数の通知

(b) give notice to the immediately superior institution of the quantity for which it has entered or recorded the increase pursuant to the provisions of item (ii), sub-item (a) of the preceding paragraph and the quantity which the immediately subordinate institution has notified it pursuant to the provisions of sub-item (b) of that item or this item.

６　第一項又は第二項（第三項において準用する場合を含む。）の通知を受けた振替機関等は、速やかに、その直近上位機関（振替機関にあっては発行者）に対し、併合又は分割の日の前日のその備える振替口座簿における当該振替機関等の加入者の口座（顧客口座を除く。）に記載又は記録がされている当該併合又は分割に係る振替貸付信託受益権の金額の数及びこの項の規定によりその直近下位機関から通知を受けた当該振替貸付信託受益権の金額の数の通知をしなければならない。

(6) A book-entry transfer institution or account management institution that has received the notice referred to in paragraph (1) or (2) (including as applied mutatis mutandis pursuant to paragraph (3)), must promptly notify its immediately superior institution (or the issuer, if it is a book-entry transfer institution) of the quantities of book-entry transfer beneficial interest in a loan trust subject to the merger or split which have been entered or recorded under the accounts of the participants of the book-entry transfer institution or account management institution (excluding a customer account) in the book-entry transfer account register that it keeps on the day immediately preceding the merger or split, and of the quantity of book-entry transfer beneficial interest in a loan trust which it has been notified by its immediately subordinate institution pursuant to the provisions of this paragraph.

（振替貸付信託受益権に関する貸付信託法の特例）

(Special Provisions of the Loan Trust Act on Book-Entry Transfer Beneficial Interest in a Loan Trust)

第百二十三条　信託会社等は、振替貸付信託受益権に係る信託契約を締結しようとするときは、貸付信託法第七条第一項各号に掲げる事項のほか、当該振替貸付信託受益権についてこの法律の規定の適用がある旨を公告しなければならない。

Article 123 When seeking to conclude a trust agreement involving book-entry transfer beneficial interest in a loan trust, a trust company or similar institution must issue public notice indicating the fact that the provisions of this Act apply to the book-entry transfer beneficial interest in a loan trust, in addition to the information set forth in the items of Article 7, paragraph (1) of the Loan Trust Act.

（その権利の帰属が振替口座簿の記載又は記録により定まるものとされる貸付信託受益権についての貸付信託法の適用除外）

(Exclusion of Book-Entry Transfer Beneficial Interest in a Loan Trust from Application of the Loan Trust Act If Attribution of Rights Is Determined by Entries or Records in the Book-Entry Transfer Account Register)

第百二十三条の二　その権利の帰属が振替口座簿の記載又は記録により定まるものとされる貸付信託受益権については、貸付信託法第八条第五項において準用する信託法第百八十六条第三号及び第四号、第百八十九条、第百九十四条、第百九十五条第一項、第百九十九条、第二百条第一項並びに第二百一条第一項の規定は、適用しない。

Article 123-2 The provisions of Article 186, items (iii) and (iv), Article 189, Article 194, Article 195, paragraph (1), Article 199, Article 200, paragraph (1), and Article 201, paragraph (1) of the Trust Act as applied mutatis mutandis pursuant to Article 8, paragraph (5) of the Loan Trust Act do not apply to book-entry transfer beneficial interest in a loan trust whose attribution of rights is determined by entries or records in a book-entry transfer account register.

第八節　特定目的信託の受益権の振替

Section 8 Book-Entry Transfer of Beneficial Interest in Specified Purpose Trusts

（特定目的信託受益権に関する社債等に係る規定の準用）

(Application Mutatis Mutandis of Provisions on Bonds and Other Securities to Beneficial Interest in Specified Purpose Trusts)

第百二十四条　第四章の規定（第六十六条第一号、第六十九条第一項第五号及び第六号並びに第二項第一号ロ及びハ、第六十九条の二、第七十条の二、第七十条の三、第七十一条第八項、第八十三条、第八十四条第一項、第三項及び第四項、第八十六条第一項第二号及び第三号並びに第八十六条の二から第八十六条の四までの規定を除く。）、第百十四条第二項及び第百五十五条第八項の規定は、特定目的信託受益権（資産の流動化に関する法律第二条第十五項に規定する受益権をいう。以下同じ。）について準用する。この場合において、次の表の上欄に掲げる規定中同表中欄に掲げる字句は、それぞれ同表下欄に掲げる字句と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

Article 124 The provisions of Chapter IV (excluding Article 66, item (i), Article 69, paragraph (1), items (v) and (vi) and paragraph (2), item (i), sub-items (b) and (c), Article 69-2, Article 70-2, Article 70-3, Article 71, paragraph (8), Article 83, Article 84, paragraphs (1), (3), and (4), Article 86, paragraph (1), items (ii) and (iii), and Articles 86-2 through 86-4), Article 114, paragraph (2), and Article 155, paragraph (8) apply mutatis mutandis to beneficial interest in a specified purpose trust (meaning beneficial interest as defined in Article 2, paragraph (15) of the Act on the Securitization of Assets; the same applies hereinafter). In such a case, the terms set forth in the middle column of the following table in the provisions set forth in the left-hand column are deemed to be replaced with the terms set forth in the right-hand column of that table, and Cabinet Order provides for any other necessary technical replacement of terms.

■表■　第百二十四条

（振替特定目的信託受益権の併合又は分割に関する記載又は記録手続）

(Making Entries or Records of the Merger or Split of Book-Entry Transfer Beneficial Interest in a Specified Purpose Trust)

第百二十四条の二　特定の銘柄（前条において準用する第六十八条第三項第二号に規定する銘柄をいう。以下この条において同じ。）の特定目的信託受益権で振替機関が取り扱うもの（以下「振替特定目的信託受益権」という。）について併合又は分割をしようとする場合には、当該振替特定目的信託受益権の発行者は、併合又は分割の日の二週間前までに、当該発行者が第十三条第一項の同意を与えた振替機関に対し、次に掲げる事項の通知をしなければならない。

Article 124-2 (1) When seeking to merge or split a beneficial interest in a specified purpose trust that is of a particular issue (meaning an issue prescribed in Article 68, paragraph (3), item (ii) as applied mutatis mutandis pursuant to the preceding Article; hereinafter the same applies in this Article) and that a book-entry transfer institution handles (hereinafter referred to as a "book-entry transfer beneficial interest in a specified purpose trust"), the issuer of the book-entry transfer beneficial interest in a specified purpose trust must notify the book-entry transfer institution to which they have given the consent referred to in Article 13, paragraph (1) of the following information by two weeks prior to the day of merger or split:

一　当該併合又は分割に係る振替特定目的信託受益権の銘柄

(i) the issue of book-entry transfer beneficial interest in a specified purpose trust subject to the merger or split;

二　併合の場合にあっては、一から次のイの総発行持分の数の次のロの総発行持分の数に対する割合を控除した割合（以下この条において「減少比率」という。）

(ii) in the case of a merger, the percentage obtained when the percentage of the total number of issued units of interest referred to sub-item (a) to the total number of issued units of interest referred to in sub-item (b) is deducted from one (hereinafter referred to as the "reduction ratio" in this Article):

イ　併合後の当該振替特定目的信託受益権の総発行持分の数

(a) the total number of issued units of interest constituting the book-entry transfer beneficial interest in a specified purpose trust after the merger;

ロ　併合前の当該振替特定目的信託受益権の総発行持分の数

(b) the total number of issued units of interest constituting the book-entry transfer beneficial interest in a specified purpose trust before the merger.

三　分割の場合にあっては、次のイの持分の総数の次のロの総発行持分の数に対する割合（以下この条において「増加比率」という。）

(iii) in the case of a split, the percentage of the total number of issued units of interest referred to in sub-item (a) to the total number of units of interest referred to in sub-item (b) (hereinafter referred to as the "increase ratio" in this Article):

イ　分割により権利者が受ける当該振替特定目的信託受益権の持分の総数

(a) the total number of units of interest constituting the book-entry transfer beneficial interest in a specified purpose trust which beneficiaries receive as a result of the split;

ロ　分割前の当該振替特定目的信託受益権の総発行持分の数

(b) the total number of issued units of interest constituting the book-entry transfer beneficial interest in a specified purpose trust before the split.

四　併合又は分割の日

(iv) the date of the merger or split.

２　前項の通知があった場合には、当該通知を受けた振替機関は、直ちに、当該通知に係る振替特定目的信託受益権の銘柄について、その直近下位機関に対し、同項各号に掲げる事項の通知をしなければならない。

(2) If the notice referred to in the preceding paragraph has been given, the book-entry transfer institution that has been notified must immediately notify its immediately subordinate institution of the information set forth in the items of that paragraph regarding the issue of beneficial interest in a specified purpose trust which it has been notified.

３　前項の規定は、同項（この項において準用する場合を含む。）の通知があった場合における当該通知を受けた直近下位機関について準用する。

(3) The provisions of the preceding paragraph apply mutatis mutandis to an immediately subordinate institution that has received the notice referred to in that paragraph (including as applied mutatis mutandis pursuant to this paragraph), if the notice has been given.

４　第一項又は第二項（前項において準用する場合を含む。）の通知があった場合には、当該通知を受けた振替機関等は、併合又は分割の日において、次に掲げる措置を執らなければならない。

(4) If the notice referred to in paragraph (1) or (2) (including as applied mutatis mutandis pursuant to the preceding paragraph) has been given, the book-entry transfer institution or account management institution that has been notified must take the following measures on the date of the merger or split:

一　併合の場合にあっては、次に掲げる措置（顧客口座（前条において準用する第六十八条第二項第二号に規定する顧客口座をいう。以下この条において同じ。）を有する振替機関等にあっては、イに掲げるものに限る。）

(i) in the case of a merger, the following measures (if the book-entry transfer institution or account management institution has a customer account (meaning a customer account prescribed in Article 68, paragraph (2), item (ii) as applied mutatis mutandis pursuant to the preceding Article; hereinafter the same applies in this Article), limited to the measures set forth in sub-item (a)):

イ　その備える振替口座簿中の第一項第一号の振替特定目的信託受益権についての記載又は記録がされている口座（顧客口座を除き、機関口座以外の口座にあっては、当該口座の保有欄（前条において準用する第六十九条第二項第一号イに規定する保有欄をいう。）又は質権欄（前条において準用する第七十条第三項第二号に規定する質権欄をい

う。）。以下この条において「対象保有欄等」という。）における、当該対象保有欄等に記載又は記録がされている持分の数に減少比率をそれぞれ乗じた持分の数（その持分の数に一に満たない端数があるときは、これを切り上げるものとする。）についての減少の記載又は記録

(a) make entries or records in the accounts in which entries or records have been made for book-entry transfer beneficial interest in a specified purpose trust referred to in paragraph (1), item (i) in the book-entry transfer account register that the book-entry transfer institution or account management institution keeps (excluding a customer account; for accounts other than the institution-held account, the holdings columns (meaning holdings columns prescribed in Article 69, paragraph (2), item (i), sub-item (a) as applied mutatis mutandis pursuant to the preceding Article) or the pledge columns (meaning pledge columns prescribed in Article 70, paragraph (3), item (ii) as applied mutatis mutandis pursuant to the preceding Article) of those accounts; hereinafter referred to as the "relevant holdings or pledge columns" in this Article) of the reductions in the number of units of interest obtained when the number of units of interest that has been entered or recorded in the relevant holdings or pledge columns is multiplied by the reduction ratio (if the number of units of interest includes a fraction of less than one, it is rounded up);

ロ　直近上位機関に対するイの規定により減少の記載又は記録をした持分の数の通知

(b) give notice to the immediately superior institution of the number of units of interest which it has entered or recorded the reductions pursuant to the provisions of sub-item (a);

二　分割の場合にあっては、次に掲げる措置（顧客口座を有する振替機関等にあっては、イに掲げるものに限る。）

(ii) in the case of a split, the following measures (if the book-entry transfer institution or account management institution has a customer account, limited to the measures set forth in sub-item (a)):

イ　その備える振替口座簿中の第一項第一号の振替特定目的信託受益権についての記載又は記録がされている対象保有欄等における、当該対象保有欄等に記載又は記録がされている持分の数に増加比率をそれぞれ乗じた持分の数（その持分の数に一に満たない端数があるときは、これを切り捨てるものとする。）についての増加の記載又は記録

(a) make entries or records in the relevant holdings and pledge columns in which entries or records have been made for book-entry transfer beneficial interest in a specified purpose trust referred to in paragraph (1), item (i) in the book-entry transfer account register that the book-entry transfer institution or account management institution keeps, of the increases in the number of units of interest obtained when the number of units of interest that has been entered or recorded in the relevant holdings or pledge columns is multiplied by the increase ratio (if the number of units of interest includes a fraction of less than one, it is rounded up); and

ロ　直近上位機関に対するイの規定により増加の記載又は記録をした持分の数の通知

(b) give notice to the immediately superior institution of the number of units of interest which it has entered or recorded the increases pursuant to the provisions of sub-item (a).

５　前項第一号ロ若しくは第二号ロ又は第一号ロ若しくは第二号ロの通知があった場合には、当該通知を受けた振替機関等は、直ちに、次に掲げる措置を執らなければならない。

(5) If the notice referred to in item (i), sub-item (b) or item (ii), sub-item (b) of the preceding paragraph, or in item (i), sub-item (b) or item (ii), sub-item (b) has been given, the book-entry transfer institution or account management institution that has been notified must immediately take the following measures:

一　併合の場合にあっては、次に掲げる措置

(i) in the case of a merger, the following measures:

イ　当該通知をした口座管理機関の口座の顧客口座における当該通知を受けた持分の数についての減少の記載又は記録

(a) make an entry or record of the reduction in the number of units of interest which it has been notified, in the customer account under the account of the account management institution that has given the notice; and

ロ　直近上位機関に対する前項第一号イの規定により減少の記載又は記録がされた持分の数及び直近下位機関から同号ロ又はこの号の規定により通知を受けた持分の数の通知

(b) give notice to the immediately superior institution of the number of units of interest which it has entered or recorded the reduction pursuant to the provisions of item (i), sub-item (a) of the preceding paragraph and the number of units of interest which the immediately subordinate institution has notified it pursuant to the provisions of sub-item (b) of that item or this item;

二　分割の場合にあっては、次に掲げる措置

(ii) in the case of a split, the following measures:

イ　当該通知をした口座管理機関の口座の顧客口座における当該通知を受けた持分の数についての増加の記載又は記録

(a) make an entry or record of the increase in the number of units of interest which it has been notified, in the customer account under the account of the account management institution that has given the notice; and

ロ　直近上位機関に対する前項第二号イの規定により増加の記載又は記録がされた持分の数及び直近下位機関から同号ロ又はこの号の規定により通知を受けた持分の数の通知

(b) give notice to the immediately superior institution of the number of units of interest which it has entered or recorded the increase pursuant to the provisions of item (ii), sub-item (a) of the preceding paragraph and the number of units of interest which the immediately subordinate institution has notified it pursuant to the provisions of sub-item (b) of that item or this item.

６　第一項又は第二項（第三項において準用する場合を含む。）の通知を受けた振替機関等は、速やかに、その直近上位機関（振替機関にあっては発行者）に対し、併合又は分割の日の前日のその備える振替口座簿における当該振替機関等の加入者の口座（顧客口座を除く。）に記載又は記録がされている当該併合又は分割に係る振替特定目的信託受益権の持分の数及びこの項の規定によりその直近下位機関から通知を受けた当該振替特定目的信託受益権の持分の数の通知をしなければならない。

(6) A book-entry transfer institution or account management institution that received the notice referred to in paragraph (1) or (2) (including as applied mutatis mutandis pursuant to paragraph (3)) must promptly notify its immediately superior institution (or the issuer, if it is a book-entry transfer institution) of the number of units of interest constituting book-entry transfer beneficial interest in a specified purpose trust subject to the merger or split which have been or recorded under the accounts of the participants of the book-entry transfer institution or account management institution (excluding a customer account) in the book-entry transfer account register that it keeps on the day immediately preceding the merger or split, and the number of units of interest constituting book-entry transfer beneficial interest in a specified purpose trust which it has been notified by its immediately subordinate institution pursuant to the provisions of this paragraph.

（振替特定目的信託受益権に関する資産の流動化に関する法律の特例）

(Special Provisions of the Act on the Securitization of Assets on Book-Entry Transfer Beneficial Interest in a Specified Purpose Trust)

第百二十五条　振替特定目的信託受益権に関する資産の流動化に関する法律の規定の適用については、振替特定目的信託受益権の権利者は、受益証券の権利者とみなすほか、同法第二百八十六条の規定の適用については、振替特定目的信託受益権は、同法に規定する受益証券とみなす。

Article 125 In applying the provisions of the Act on the Securitization of Assets to a book-entry transfer beneficial interest in a specified purpose trust, in addition to deeming the holder of a book-entry transfer beneficial interest in a specified purpose trust to be the right holder of a beneficiary certificate, in applying Article 286 of that Act, the book-entry transfer beneficial interest in a specified purpose trust is deemed to be a beneficiary certificate prescribed in that Act.

（振替特定目的信託受益権についての資産の流動化に関する法律の適用除外）

(Exclusion from Application of the Act on the Securitization of Assets to Book-Entry Transfer Beneficial Interest in a Specified Purpose Trust)

第百二十六条　振替特定目的信託受益権については、資産の流動化に関する法律第二百三十九条第一項において準用する信託法第二百一条第一項の規定は、適用しない。

Article 126 (1) The provisions of Article 201, paragraph (1) of the Trust Act as applied mutatis mutandis pursuant to Article 239, paragraph (1) of the Act on the Securitization of Assets do not apply to book-entry transfer beneficial interest in a specified purpose trust.

２　資産の流動化に関する法律第二百七十一条第五項（同法第二百七十二条第二項において準用する場合を含む。）において準用する信託法第百三条第四項の規定にかかわらず、振替特定目的信託受益権の受託信託会社等（資産の流動化に関する法律第二条第十六項に規定する受託信託会社等をいう。）は、当該規定による通知に代えて、当該通知をすべき事項を公告しなければならない。

(2) Notwithstanding the provisions of Article 103, paragraph (4) of the Trust Act as applied mutatis mutandis pursuant to Article 271, paragraph (5) of the Act on the Securitization of Assets (including as applied mutatis mutandis pursuant to Article 272, paragraph (2) of that Act), in lieu of giving notice as under the provisions, the trustee company, etc. of the book-entry transfer beneficial interest in a specified purpose trust (meaning a trustee company, etc. as defined in Article 2, paragraph (16) of the Act on the Securitization of Assets) must issue public notice of the information of which it is required to give notice.

第九節　外債の振替

Section 9 Book-Entry Transfer of Foreign Bonds

第百二十七条　第四章の規定（第六十六条第一号、第六十九条第一項第五号及び第六号並びに第二項第一号ロ及びハ、第六十九条の二、第七十条の二、第七十条の三並びに第四節の規定を除く。）及び第百十四条の規定は、外債（外国又は外国法人の発行する債券に表示されるべき権利をいう。）について準用する。この場合において、次の表の上欄に掲げる規定中同表中欄に掲げる字句は、それぞれ同表下欄に掲げる字句と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

Article 127 The provisions of Chapter IV (excluding the provisions of Article 66, item (i), Article 69, paragraph (1), items (v) and (vi) and paragraph (2), item (i), sub-items (b) and (c), Article 69-2, Article 70-2, Article 70-3, and Section 4) and Article 114 apply mutatis mutandis to foreign bonds (meaning rights required to be indicated on bond certificates issued by a foreign country or foreign corporation). In such a case, the terms set forth in the middle column of the following table in the provisions set forth in the left-hand column of that table are deemed to be replaced with the terms set forth in the right-hand column of that table, and Cabinet Order provides for any other necessary technical replacement of terms.

■表■　第百二十七条

第六章の二　受益証券発行信託の受益権の振替

Chapter VI-2 Book-Entry Transfer of Beneficial Interest in Trusts with Certificates of Beneficial Interest

第一節　通則

Section 1 General Rules

（権利の帰属）

(Attribution of Rights)

第百二十七条の二　受益証券発行信託の受益権（信託法第百八十五条第二項の定めのある受益権を除く。）で振替機関が取り扱うもの（以下この章において「振替受益権」

という。）についての権利の帰属は、この章の規定による振替口座簿の記載又は記録により定まるものとする。

Article 127-2 (1) The attribution of a beneficial interest in a trust with certificates of beneficial interest (excluding a beneficial interest prescribed in Article 185, paragraph (2) of the Trust Act) which is handled by a book-entry transfer institution (hereinafter referred to as a "book-entry transfer beneficial interest" in this Chapter) is determined by the entries or records in a book-entry transfer account register as under the provisions of this Chapter.

２　発行者が、その受益権について第十三条第一項の同意を与えるには、信託行為の定めによらなければならない。

(2) The issuer must act in accordance with the terms of trust to give the consent referred to in Article 13, paragraph (1) with respect to their beneficial interest.

（受益証券の不発行）

(Non-Issuance of Beneficiary Certificates)

第百二十七条の三　振替受益権については、受益証券を発行することができない。

Article 127-3 (1) Beneficiary certificates may not be issued for book-entry transfer beneficial interest.

２　振替受益権の受益者は、当該振替受益権を取り扱う振替機関が第二十二条第一項の規定により第三条第一項の指定を取り消された場合若しくは第四十一条第一項の規定により当該指定が効力を失った場合であって当該振替機関の振替業を承継する者が存しないとき、又は当該振替受益権が振替機関によって取り扱われなくなったときは、前項の規定にかかわらず、発行者に対し、受益証券の発行を請求することができる。

(2) Notwithstanding the provisions of the preceding paragraph, if a book-entry transfer institution that handles the book-entry transfer beneficial interest has the designation under Article 3, paragraph (1) revoked pursuant to the provisions of Article 22, paragraph (1) or the designation expires pursuant to the provisions of Article 41, paragraph (1), and there is no person to succeed to its book-entry transfer business, or if a book-entry transfer institution that handles book-entry transfer beneficial interest ceases to handle that book-entry transfer beneficial interest, the beneficiary of the book-entry transfer beneficial interest may request the issuer to issue a beneficiary certificate.

３　前項の受益証券は、無記名式とする。

(3) A beneficiary certificate referred to in the preceding paragraph is to be in bearer form.

第二節　振替口座簿

Section 2 Book-Entry Transfer Account Registers

（振替口座簿の記載又は記録事項）

(Information Required to Be Entered or Recorded in a Book-Entry Transfer Account Register)

第百二十七条の四　振替口座簿は、各加入者の口座ごとに区分する。

Article 127-4 (1) A book-entry transfer account register is subdivided by account for each participant

２　振替口座簿中の口座管理機関の口座は、次に掲げるものに区分する。

(2) The account of an account management institution in a book-entry transfer account register is subdivided into the following accounts:

一　当該口座管理機関が振替受益権についての権利を有するものを記載し、又は記録する口座（以下この章において「自己口座」という。）

(i) an account in which entries or records are made for book-entry transfer beneficial interest in which the account management institution holds rights (hereinafter referred to as the institution's "own account" in this Chapter); and

二　当該口座管理機関又はその下位機関の加入者が振替受益権についての権利を有するものを記載し、又は記録する口座（以下この章において「顧客口座」という。）

(ii) an account in which entries or records are made for book-entry transfer beneficial interest in which the participants of the account management institution or its subordinate institution hold rights (hereinafter referred to as a "customer account" in this Chapter).

３　振替口座簿中の各口座（顧客口座を除く。）には、次に掲げる事項を記載し、又は記録する。

(3) The following information is entered or recorded in each account (excluding a customer account) in a book-entry transfer account register:

一　加入者の氏名又は名称及び住所

(i) the name and address of the participant;

二　発行者の氏名又は名称及び振替受益権の種類（以下この章において「銘柄」という。）

(ii) the issuer's name and the type of the book-entry transfer beneficial interest (hereinafter referred to as the "issue" in this Chapter);

三　銘柄ごとの数（次号に掲げるものを除く。）

(iii) the number of units of book-entry transfer beneficial interest by issue (other than one set forth in the following item);

四　加入者が質権者であるときは、その旨及び質権の目的である振替受益権の銘柄ごとの数

(iv) if the participant is a pledgee, that fact and the number of units of book-entry transfer beneficial interest underlying the pledge by issue;

五　加入者が信託の受託者であるときは、その旨及び前二号の数のうち信託財産であるものの数

(v) if the participant is the trustee of a trust, that fact and the number of units of book-entry transfer beneficial interest referred to in the preceding two items which constitute trust property;

六　第三号又は第四号の数の増加又は減少の記載又は記録がされたときは、増加又は減少の別、その数及び当該記載又は記録がされた日

(vi) if an entry or record has been made for the increase or reduction in the number referred to in item (iii) or (iv), whether it is for an increase or reduction, the number of the units of book-entry transfer beneficial interest that has increased or has been reduced, and the date on which the entry or record was made; and

七　その他政令で定める事項

(vii) other information specified by Cabinet Order.

４　振替口座簿中の顧客口座には、次に掲げる事項を記載し、又は記録する。

(4) The following information is entered or recorded for each customer account in a book-entry transfer account register:

一　前項第一号及び第二号に掲げる事項

(i) the information set forth in items (i) and (ii) of the preceding paragraph;

二　銘柄ごとの数

(ii) the number of units of book-entry transfer beneficial interest by issue; and

三　その他政令で定める事項

(iii) other information specified by Cabinet Order.

５　振替機関が機関口座を開設する場合には、振替口座簿に機関口座の区分を設け、次に掲げる事項を記載し、又は記録する。

(5) If a book-entry transfer institution opens an institution-held account, it must create a subdivision for that account in the book-entry transfer account register and enter or record the following information:

一　銘柄

(i) the issue;

二　銘柄ごとの数

(ii) the number of units of book-entry transfer beneficial interest by issue; and

三　その他政令で定める事項

(iii) other information specified by Cabinet Order.

６　振替口座簿は、電磁的記録（主務省令で定めるものに限る。）で作成することができる。

(6) A book-entry transfer account register may be created as an electronic or magnetic record (limited to one specified by order of the competent ministry).

（振替受益権の発生時の新規記載又は記録手続）

(New Entries or Records to be Made upon Issuance of Book-Entry Transfer Beneficial Interest)

第百二十七条の五　特定の銘柄の振替受益権の発行者は、当該振替受益権が発生した日以後遅滞なく、当該発行者が第十三条第一項の同意を与えた振替機関に対し、次に掲げる事項の通知をしなければならない。

Article 127-5 (1) The issuer of book-entry transfer beneficial interest of a particular issue must notify the book-entry transfer institution to which they have given the consent referred to in Article 13, paragraph (1) of the following

information after the date on which the book-entry transfer beneficial interest is created without delay:

一　当該振替受益権の銘柄

(i) the issue of the book-entry transfer beneficial interest;

二　前号の振替受益権の受益者又は質権者である加入者の氏名又は名称

(ii) the names of the participants that constitute the beneficiaries or pledgees of the book-entry transfer beneficial interest referred to in the preceding item;

三　前号の加入者のために開設された第一号の振替受益権の振替を行うための口座

(iii) the accounts opened for the participants referred to in the preceding item, in which book entries are to be made for the book-entry transfer beneficial interest referred to in item (i);

四　加入者ごとの第一号の振替受益権の数（次号に掲げるものを除く。）

(iv) the number of units of book-entry transfer beneficial interest referred to in item (i) for each participant (other than one set forth in the following item);

五　加入者が質権者であるときは、その旨及び質権の目的である第一号の振替受益権の数

(v) if the participant is a pledgee, that fact and the number of units of book-entry transfer beneficial interest referred to in item (i) underlying the pledge;

六　加入者が信託の受託者であるときは、その旨並びに第四号及び前号の数のうち信託財産であるものの数

(vi) if the participant is the trustee of a trust, that fact and the number of units of book-entry transfer beneficial interest referred to in item (iv) and the preceding item which constitute trust property;

七　前条第三項第七号に掲げる事項のうち、発行者が知り得る事項として政令で定める事項

(vii) information set forth in paragraph (3), item (iii) of the preceding Article, which Cabinet Order prescribes as information that the issuer is able to learn; and

八　第一号の振替受益権の総数その他の主務省令で定める事項

(viii) the total number of units of the book-entry transfer beneficial interest referred to in item (i) and other information specified by order of the competent ministry.

２　前項の通知があった場合には、当該通知を受けた振替機関は、直ちに、当該通知に係る振替受益権の銘柄について、次に掲げる措置を執らなければならない。

(2) If the notice referred to in the preceding paragraph has been given, the book-entry transfer institution that has been notified must immediately take the following measures for the issue of book-entry transfer beneficial interest which it has been notified:

一　当該振替機関が前項第三号の口座を開設したものである場合には、次に掲げる記載又は記録

(i) make the following entries or records, if the book-entry transfer institution is the one that opened the account referred to item (iii) of the preceding paragraph:

イ　当該口座の前条第三項第三号に掲げる事項を記載し、又は記録する欄（以下この章において「保有欄」という。）における前項第二号の加入者（同号の受益者であるものに限る。）に係る同項第四号の数の増加の記載又は記録

(a) an entry or record of the increase in the number referred to in item (iv) of the preceding paragraph for a participant referred to in item (ii) of that paragraph (limited to one that is a beneficiary referred to in that item), in the column of the account in which the information set forth in paragraph (3), item (iii) of the preceding Article is entered or recorded (hereinafter referred to as the "holdings column" in this Chapter);

ロ　当該口座の前条第三項第四号に掲げる事項を記載し、又は記録する欄（以下この章において「質権欄」という。）における前項第二号の加入者（同号の質権者であるものに限る。）に係る同項第五号の数の増加の記載又は記録

(b) an entry or record of the increase in the number referred to in item (v) of the preceding paragraph for a participant referred to in item (ii) of that paragraph (limited to one that is a pledgee referred to in that item), in the column of the account in which the information set forth in paragraph (3), item (iv) of the preceding Article is entered or recorded (hereinafter referred to as the "pledge column" in this Chapter);

ハ　当該口座における前項第六号の信託財産であるものの数の増加の記載又は記録

(c) an entry or record of the increase in the number of units of book-entry transfer beneficial interest constituting trust property referred to in item (vi) of the preceding paragraph in the account;

ニ　当該口座における前項第七号に掲げる事項の記載又は記録

(d) an entry or record of the information set forth in item (vii) of the preceding paragraph in the account; and

ホ　当該口座における前項第八号に掲げる事項の記載又は記録

(e) an entry or record of the information set forth in item (viii) of the preceding paragraph in the account;

二　当該振替機関が前項第三号の口座を開設したものでない場合には、その直近下位機関であって同項第二号の加入者の上位機関であるもののの口座の顧客口座における当該加入者に係る同項第四号の数と同項第五号の数を合計した数の増加の記載又は記録及び当該直近下位機関に対する同項第一号から第七号までに掲げる事項の通知

(ii) make an entry or record of the increase in the sum of the numbers referred to in items (iv) and (v) of the preceding paragraph for a participant referred to in item (ii) of that paragraph, in the customer account under the account of the immediately subordinate institution to the book-entry transfer institution that is the superior institution of the participant, and notify the immediately subordinate institution of the information set forth in items (i) through (vii) of that paragraph, if the book-entry transfer institution is not the one that opened the account referred to item (iii) of the preceding paragraph.

３　前項の規定は、同項第二号（この項において準用する場合を含む。）の通知があった場合における当該通知を受けた口座管理機関について準用する。

(3) If the notice referred to in item (ii) of the preceding paragraph (including as applied mutatis mutandis pursuant to this paragraph) has been given, the provisions of the preceding paragraph apply mutatis mutandis to the account management institution that has received the notice.

（受託者が受益者等の口座を知ることができない場合に関する手続）

(Procedure If a Trustee is Unable to Identify the Account of the Beneficiary)

第百二十七条の六　受託者が特定の銘柄の振替受益権を交付しようとする場合において、当該振替受益権の受益者又は質権者のために開設された振替受益権の振替を行うための口座を知ることができないときは、当該受託者（信託の併合に際して振替受益権を交付する場合その他の主務省令で定める場合にあっては、当該受託者に準ずる者として主務省令で定めるもの。以下この条において「通知者」という。）は、次に掲げる事項を当該振替受益権の受益者又は質権者となるべき者として主務省令で定めるものに通知しなければならない。

Article 127-6 (1) If a trustee seeks to deliver book-entry transfer beneficial interest of a particular issue and is unable to identify the account that has been opened for the beneficiary or pledgee of that beneficial interest in which book entries are to be made for book-entry transfer beneficial interest, the trustee (or the person specified by order of the competent ministry as being equivalent to a trustee, if a book-entry transfer beneficial interest is to be delivered at the time of a merger of trusts or in any other case specified by order of the competent ministry; hereinafter referred to as the "notifier" in this Article) must notify the person that order of the competent ministry prescribes as the one that should become the beneficiary or pledgee of the book-entry transfer beneficial interest of the following information:

一　受託者が一定の日における当該振替受益権の受益者（質権者があるときは、その質権の目的である受益権の受益者を除く。）及び当該質権者について前条第一項の通知又は振替の申請をする旨

(i) the fact that the trustee will give the notice referred to in paragraph (1) of the preceding Article or file an application for a book-entry transfer to be made for the beneficiary (excluding the beneficiary of a beneficial interest underlying a pledge, if there is a pledgee) or the pledgee of the book-entry transfer beneficial interest on a fixed date;

二　前号の受益者又は質権者のために開設された当該振替受益権の振替を行うための口座（第三項本文の申出により振替機関等が開設した口座を除く。）を、通知者がこの項の通知を発した日から起算して、受益者及び質権者の保護のため必要かつ適当なものとして主務省令で定める期間内に通知者に通知すべき旨

(ii) the fact that the notifier must be notified of the account opened for the beneficiary or pledgee referred to in the preceding item (excluding an account opened by a book-entry transfer institution or account management institution

based on a request referred to in the main clause of paragraph (3)) in which book entries are to be made for the book-entry transfer beneficial interest within the period specified by order of the competent ministry as being necessary and appropriate for the protection of beneficiaries and pledgees from the day on which the notifier issued the notice under this paragraph;

三　第三項本文の申出により口座を開設する振替機関等の氏名又は名称及び住所

(iii) the name and address of the book-entry transfer institution or account management institution that opens accounts based on requests referred to in the main clause of paragraph (3); and

四　その他主務省令で定める事項

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

２　前項の通知者が同項の受託者以外の者である場合には、当該通知者は、同項第一号の一定の日において、当該受託者に対し、同号の受益者又は質権者が通知した同項第二号の口座を通知しなければならない。

(2) If the notifier referred to in the preceding paragraph is a person other than a trustee referred to in that paragraph, the notifier must notify that trustee, on the fixed date referred to in item (i) of that paragraph, of the account referred to in item (ii) of that paragraph of which the beneficiary or pledgee referred to in that item has notified them.

３　第一項第一号の受益者又は質権者が同項第二号の期間内に同号の口座を通知者に通知しなかった場合には、受託者は、同項第三号の振替機関等に対して当該受益者又は当該質権者のために振替受益権の振替を行うための口座（以下この章において「特別口座」という。）の開設の申出をしなければならない。ただし、当該受託者が当該受益者又は当該質権者のために開設の申出をした特別口座があるときは、この限りでない。

(3) If a beneficiary or pledgee referred to in paragraph (1), item (i) does not notify the notifier of the account referred to in item (ii) of that paragraph within the period referred to in item (ii) of that paragraph, the trustee must request the book-entry transfer institution or account management institution referred to in item (iii) of that paragraph to open an account for the beneficiary or pledgee in which book entries are to be made for book-entry transfer beneficial interest (hereinafter referred to as a "special account" in this Chapter); provided, however, that this does not apply if there is a special account open that the trustee has requested be opened for the beneficiary or pledgee.

４　受託者が第一項の振替受益権に係る受益権の発行者である場合において、同項第一号の一定の日までに第十三条第一項の同意を与えていないときは、速やかに、当該受益権について振替機関に同項の同意を与えなければならない。

(4) If a trustee is the issuer of a beneficial interest that constitutes a book-entry transfer beneficial interest referred to in paragraph (1) and has not given the consent referred to in Article 13, paragraph (1) by the fixed date referred to in paragraph (1), item (i), the trustee must promptly give the consent referred to in

Article 13, paragraph (1) to the book-entry transfer institution for the beneficial interest.

５　第一項に規定する場合において、受託者が前条第一項の通知をするときは、第一項第一号の受益者又は質権者から通知を受けた同項第二号の口座（当該通知がないときは、当該受託者が開設の申出をした特別口座）を同条第一項第三号の口座として同項の通知をしなければならない。

(5) In the case prescribed in paragraph (1), when the trustee gives the notice referred to in paragraph (1) of the preceding Article, they must use the account referred to in paragraph (1), item (ii) which has been notified by the beneficiary or pledgee referred to in paragraph (1), item (i) (or the special account that the company has requested be opened, if the notice has not been given) as the account referred to in paragraph (1), item (iii) of the preceding Article.

（振替手続）

(Making Book Entries)

第百二十七条の七　特定の銘柄の振替受益権について、振替の申請があった場合には、振替機関等は、第四項から第八項までの規定により、当該申請において第三項の規定により示されたところに従い、その備える振替口座簿における減少若しくは増加の記載若しくは記録又は通知をしなければならない。

Article 127-7 (1) If an application for a book-entry transfer involving book-entry transfer beneficial interest of a particular issue has been filed, a book-entry transfer institution or account management institution must, pursuant to the provisions of paragraphs (4) through (8) and as indicated pursuant to the provisions of paragraph (3) in the application, enter or record the reduction or increase in the book-entry transfer account register that it keeps, or give notice to the person concerned of the reduction or increase.

２　前項の申請は、この法律に別段の定めがある場合を除き、振替によりその口座（顧客口座を除く。）において減少の記載又は記録がされる加入者が、その直近上位機関に対して行うものとする。

(2) Unless otherwise prescribed in this Act, the application referred to in the preceding paragraph is an application that the participant files with its immediately superior institution for whom the reduction is entered or recorded in their account (excluding a customer account) by the book-entry transfer.

３　第一項の申請をする者は、当該申請において、次に掲げる事項を示さなければならない。

(3) A person filing an application referred to in paragraph (1) must indicate the following information in that application:

一　当該振替において減少及び増加の記載又は記録がされるべき振替受益権の銘柄及び数

(i) the issue and the number of units of book-entry transfer beneficial interest for which the reduction and increase are required to be entered or recorded when the book-entry transfer is made;

二　前項の加入者の口座において減少の記載又は記録がされるのが保有欄であるか、又は質権欄であるかの別

(ii) whether the reduction will be entered or recorded in the holdings column or the pledge column of the account of the participant referred to in the preceding paragraph;

三　増加の記載又は記録がされるべき口座（顧客口座を除く。以下この章において「振替先口座」という。）

(iii) the account in which the increase is required to be entered or recorded (excluding a customer account; hereinafter referred to as the "transferee account" in this Chapter); and

四　振替先口座（機関口座を除く。）において増加の記載又は記録がされるのが保有欄であるか、又は質権欄であるかの別

(iv) whether the increase will be entered or recorded in the holdings column or the pledge column of the transferee account (excluding an institution-held account).

４　第一項の申請があった場合には、当該申請を受けた振替機関等は、遅滞なく、次に掲げる措置を執らなければならない。

(4) If an application referred to in paragraph (1) has been filed, the book-entry transfer institution or account management institution that has received the application must take the following measures without delay:

一　第二項の加入者の口座の前項第二号の規定により示された保有欄又は質権欄における同項第一号の数（以下この条において「振替数」という。）についての減少の記載又は記録

(i) make an entry or record of the reduction in the number referred to in item (i) of the preceding paragraph (hereinafter referred to as the "number subject to book-entry transfer" in this Article) in the holdings column or pledge column of the account of the participant referred to in paragraph (2), as indicated pursuant to the provisions of item (ii) of the preceding paragraph;

二　当該振替機関等が当該振替に係る共通直近上位機関でない場合には、直近上位機関に対する前項第一号、第三号及び第四号の規定により示された事項の通知

(ii) give notice to the immediately superior institution of the information indicated pursuant to the provisions of item (i), item (iii), and item (iv) of the preceding paragraph, if the book-entry transfer institution or account management institution is not the common immediately superior institution for the book-entry transfer;

三　当該振替機関等が当該振替に係る共通直近上位機関であり、かつ、振替先口座を開設したものである場合には、当該振替先口座の前項第四号の規定により示された保有欄又は質権欄（機関口座にあっては、第百二十七条の四第五項第二号に掲げる事項を記載し、又は記録する欄。以下この条において「振替先欄」という。）における振替数についての増加の記載又は記録

(iii) make an entry or record of the increase in the number subject to book-entry transfer in the holdings column or the pledge column of the transferee account

indicated pursuant to the provisions of item (iv) of the preceding paragraph (or in the column in which the information set forth in Article 127-4, paragraph (5), item (ii) is entered or recorded, for an institution-held account; hereinafter referred to as the "transferee column"), if the book-entry transfer institution or account management institution is the common immediately superior institution for the book-entry transfer and is also the one that has opened the transferee account;

四　当該振替機関等が当該振替に係る共通直近上位機関であり、かつ、振替先口座を開設したものでない場合には、その直近下位機関であって当該振替先口座の加入者の上位機関であるものの口座の顧客口座における振替数についての増加の記載又は記録並びに当該直近下位機関に対する前項第一号、第三号及び第四号の規定により示された事項の通知

(iv) make an entry or record of the increase in the number subject to book-entry transfer, in the customer account under the account of the immediately subordinate institution to the book-entry transfer instruction or account management institution that is the superior institution of the participant with that transferee account, and notify the immediately subordinate institution of the information indicated pursuant to the provisions of item (i), item (iii), and item (iv) of the preceding paragraph, if the book-entry transfer institution or account management institution is the common immediately superior institution for the book-entry transfer and is not the one that opened the transferee account.

５　前項第二号の通知があった場合には、当該通知を受けた振替機関等は、直ちに、次に掲げる措置を執らなければならない。

(5) If the notice referred to in item (ii) of the preceding paragraph has been given, the book-entry transfer institution or account management institution that has been notified must immediately take the following measures:

一　当該通知をした口座管理機関の口座の顧客口座における振替数についての減少の記載又は記録

(i) make an entry or record of the reduction in the number subject to book-entry transfer in the customer account under the account of the account management institution that has given the notice;

二　当該振替機関等が当該振替に係る共通直近上位機関でない場合には、直近上位機関に対する前項第二号の規定により通知を受けた事項の通知

(ii) give notice to the immediately superior institution of the information which it has been notified pursuant to the provisions of item (ii) of the preceding paragraph, if the book-entry transfer institution or account management institution is not the common immediately superior institution for the book-entry transfer;

三　当該振替機関等が当該振替に係る共通直近上位機関であり、かつ、振替先口座を開設したものである場合には、当該振替先口座の振替先欄における振替数についての増加の記載又は記録

(iii) make an entry or record of the increase in the number subject to book-entry transfer in the transferee column of the transferee account, if the book-entry transfer institution or account management institution is the common immediately superior institution for the book-entry transfer and is also the one that has opened the transferee account; and

四　当該振替機関等が当該振替に係る共通直近上位機関であり、かつ、振替先口座を開設したものでない場合には、その直近下位機関であって当該振替先口座の加入者の上位機関であるものの口座の顧客口座における振替数についての増加の記載又は記録及び当該直近下位機関に対する前項第二号の規定により通知を受けた事項の通知

(iv) make an entry or record of the increase in the number subject to book-entry transfer, in the customer account under the account of the immediately subordinate institution to the book-entry transfer institution or account management institution that is the superior institution of the participant with that transferee account, and notify the immediately subordinate institution of the information which it has been notified pursuant to the provisions of item (ii) of the preceding paragraph, if the book-entry transfer institution or account management institution is the common immediately superior institution for the book-entry transfer and is not the one that opened the transferee account.

6　前項の規定は、同項第二号（この項において準用する場合を含む。）の通知があった場合における当該通知を受けた振替機関等について準用する。

(6) The provisions of the preceding paragraph apply mutatis mutandis to a book-entry transfer institution or account management institution that has received the notice referred to in item (ii) of the preceding paragraph (including as applied mutatis mutandis pursuant to this paragraph), if the notice has been given.

7　第四項第四号又は第五項第四号（前項において準用する場合を含む。以下この項において同じ。）の通知があった場合には、当該通知を受けた口座管理機関は、直ちに、次に掲げる措置を執らなければならない。

(7) If the notice referred to in paragraph (4), item (iv) or paragraph (5), item (iv) (including as applied mutatis mutandis pursuant to the preceding paragraph; hereinafter the same applies in this paragraph) has been given, the account management institution that has been notified must immediately take the following measures:

一　当該口座管理機関が振替先口座を開設したものである場合には、当該振替先口座の振替先欄における振替数についての増加の記載又は記録

(i) make an entry or record of the increase in the number subject to book-entry transfer in the transferee column of the transferee account, if the account management institution is the one that opened the transferee account;

二　当該口座管理機関が振替先口座を開設したものでない場合には、その直近下位機関であって当該振替先口座の加入者の上位機関であるものの口座の顧客口座における振替数についての増加の記載又は記録及び当該直近下位機関に対する第四項第四号又は第五項第四号の規定により通知を受けた事項の通知

(ii) make an entry or record of the increase in the number subject to book-entry transfer, in the customer account under the account of the immediately subordinate institution to the account management institution that is the superior institution of the participant with that transferee account, and notify the immediately subordinate institution of the information of which it has been notified pursuant to the provisions of paragraph (4), item (iv) or paragraph (5), item (iv), if the account management institution is not the one that opened the transferee account.

８　前項の規定は、同項第二号（この項において準用する場合を含む。）の通知があった場合における当該通知を受けた口座管理機関について準用する。

(8) If the notice referred to in item (ii) of the preceding paragraph (including as applied mutatis mutandis pursuant to this paragraph) has been given, the provisions of the preceding paragraph apply mutatis mutandis to the account management institution that has received the notice.

（特別口座に記載又は記録がされた振替受益権についての振替手続等に関する特例）

(Special Provisions on Book-Entry Transfer Procedures for Book-Entry Transfer Beneficial Interest That Has Been Entered or Recorded in a Special Account)

第百二十七条の八　加入者は、特別口座に記載され、又は記録された振替受益権については、当該加入者又は当該振替受益権の発行者の口座以外の口座を振替先口座とする振替の申請をすることができない。

Article 127-8 (1) A participant may not file an application for a book-entry transfer involving a book-entry transfer beneficial interest that has been entered or recorded in a special account if the transferee account is other than that of the participant or the issuer of the book-entry transfer beneficial interest.

２　特定の銘柄の振替受益権に係る第百二十七条の五第一項の通知又は振替の申請の前に信託の併合により消滅する信託の受益権を取得した者であって受益権原簿に記載又は記録がされていないことを理由として信託の併合に際して当該受益権に代わる当該振替受益権の交付を受けることができなかったものその他の主務省令で定める者（以下この条において「取得者等」という。）が、当該通知又は当該振替の申請の後に、当該振替受益権についての記載又は記録がされた特別口座の加入者と共同して請求をした場合には、発行者は、次に掲げる行為をしなければならない。当該請求をすべきことを当該加入者に命ずる判決であって執行力を有するものの正本若しくは謄本若しくはこれに準ずる書類として主務省令で定めるものを当該取得者等が添付して請求をした場合又は当該取得者等の請求により次に掲げる行為をしても当該加入者その他の利害関係人の利益を害するおそれがない場合として主務省令で定める場合も、同様とする。

(2) If a person that acquired a beneficial interest in a trust disappearing in a merger of trusts before giving the notice or filing the application referred to in Article 127-5, paragraph (1) for a book-entry transfer beneficial interest of a particular issue and that cannot be delivered the book-entry transfer beneficial interest in lieu of the beneficial interest at the time of the merger because no entry or record has been made for the person in the beneficial interest register, or any

other person specified by order of the competent ministry (hereinafter referred to as the "acquirer or other such person" in this Article) files a joint request together with the participant with the special account in which the book-entry transfer beneficial interest has been entered or recorded, after giving the notice or filing the application, the issuer must take the following actions. The same applies if the acquirer or other such person files a request by attaching an authenticated copy or certified copy of an enforceable judgment that orders the participant to file the request or by attaching any other document specified by order of the competent ministry as being equivalent to the copy, or in cases prescribed by order of the competent ministry as those that are unlikely to harm the interests of the participant and other interested persons even if the issuer takes the following actions upon the request by the acquirer or other such person.

一　当該取得者等のための第百二十七条の六第三項本文の申出

(i) filing a request referred to in the main clause of Article 127-6, paragraph (3) for the acquirer or other such person; and

二　前号の申出により開設された口座を振替先口座とする当該振替受益権についての振替の申請

(ii) filing an application for book-entry transfer of the book-entry transfer beneficial interest in the transferee account that has been opened upon the request referred to in the preceding item.

3　特別口座の開設の申出をした発行者以外の加入者は、当該特別口座を振替先口座とする振替の申請をすることができない。

(3) A participant other than the issuer that has requested for a special account to be opened may not apply for a book-entry transfer with the special account as the transferee account.

（特別口座の移管）

(Transfer of Special Account)

第百二十七条の八の二　特別口座に記載され、又は記録された振替受益権の発行者は、当該特別口座を開設した振替機関等（次項及び第三項において「移管元振替機関等」という。）以外の振替機関等に対し、当該特別口座の加入者のために当該振替受益権の振替を行うための特別口座の開設の申出をすることができる。

Article 127-8-2 (1) The issuer of book-entry transfer beneficial interest that has been entered or recorded in a special account may request a book-entry transfer institution or account management institution other than the book-entry transfer institution or account management institution that has opened the special account (referred to as the "pre-transfer book-entry transfer institution or account management institution" in the following paragraph and paragraph (3)) to open a special account in which book entries are to be made for the book-entry transfer beneficial interest for the participants with the former special account.

2　前項の申出は、移管元振替機関等が開設した当該振替受益権の振替を行うための特別口座（次項及び第四項において「移管元特別口座」という。）の全ての加入者のた

めに、一括してしなければならない。ただし、前項の発行者が加入者のために開設の申出をした特別口座が同項の申出に係る振替機関等にある場合における当該加入者については、この限りでない。

(2) The request referred to in the preceding paragraph must be filed collectively for all participants with the special account opened by the pre-transfer book-entry transfer institution or account management institution in which book entries are to be made for the book-entry transfer beneficial interest (referred to as the "pre-transfer special account" in the following paragraph and paragraph (4)); provided, however, that this does not apply to the participant in cases where the special account that the issuer referred to in the preceding paragraph has requested to be opened for the participant exists at the book-entry transfer institution or account management institution to which the request referred to in that paragraph has been filed.

３　第一項の発行者は、移管元振替機関等に対し、移管元特別口座に記載され、又は記録された振替受益権の全てについて、移管先特別口座（同項の申出により開設された特別口座又は前項ただし書の特別口座をいう。次項において同じ。）を振替先口座とする振替の申請をすることができる。

(3) The issuer referred to in paragraph (1) may file an application with the pre-transfer book-entry transfer institution or account management institution for a book-entry transfer, using the post-transfer special account (meaning the special account opened upon the request referred to in that paragraph or the special account referred to in the proviso to the preceding paragraph; the same applies in the following paragraph) as the transferee account, for all units of book-entry transfer beneficial interest entered or recorded in the pre-transfer special account.

４　第一項の発行者は、前項の申請をした場合には、遅滞なく、移管元特別口座の加入者に対し、移管先特別口座を開設した振替機関等の氏名又は名称及び住所を通知しなければならない。

(4) If the issuer referred to in paragraph (1) files an application referred to in the preceding paragraph, they must, without delay, notify the participants with the pre-transfer special account of the name and address of the book-entry transfer institution or account management institution that has opened the post-transfer special account.

（抹消手続）

(Making Deletions)

第百二十七条の九　特定の銘柄の振替受益権について、抹消の申請があった場合には、振替機関等は、第四項から第六項までの規定により、当該申請において第三項の規定により示されたところに従い、その備える振替口座簿における減少の記載若しくは記録又は通知をしなければならない。

Article 127-9 (1) If an application for the deletion of a book-entry transfer beneficial interest of a particular issue has been filed, a book-entry transfer institution or account management institution must, pursuant to the provisions of

paragraphs (4) through (6) and as indicated pursuant to the provisions of paragraph (3) in the application, enter or record the reduction in the book-entry transfer account register that it keeps, or give notice to the person concerned of the reduction.

２　前項の申請は、抹消によりその口座（顧客口座を除く。）において減少の記載又は記録がされる加入者が、その直近上位機関に対して行うものとする。

(2) The application referred to in the preceding paragraph is an application that the participant for whom the reduction resulting from the deletion is entered or recorded in their account (excluding a customer account) files with their immediately superior institution.

３　第一項の申請をする加入者（以下この条において「申請人」という。）は、当該申請において、次に掲げる事項を示さなければならない。

(3) A participant filing an application referred to in paragraph (1) (hereinafter referred to as the "applicant" in this Article) must indicate the following information in that application:

一　当該抹消において減少の記載又は記録がされるべき振替受益権の銘柄及び数

(i) the issue and the number of units of book-entry transfer beneficial interest for which the reduction is required to be entered or recorded when the deletion is made; and

二　当該申請人の口座において減少の記載又は記録がされるのが保有欄であるか、又は質権欄であるかの別

(ii) whether the reduction will be entered or recorded in the holdings column or the pledge column of the applicant's account.

４　第一項の申請があった場合には、当該申請を受けた振替機関等は、遅滞なく、次に掲げる措置を執らなければならない。

(4) If the application referred to in paragraph (1) has been filed, the book-entry transfer institution or account management institution that has received the application must take the following measures without delay:

一　申請人の口座の前項第二号の規定により示された保有欄又は質権欄における同項第一号の数についての減少の記載又は記録

(i) make an entry or record of the reduction in the number referred to in item (i) of the preceding paragraph in the holdings column or pledge column of the applicant's account indicated pursuant to the provisions of item (ii) of the preceding paragraph; and

二　当該振替機関等が口座管理機関である場合には、直近上位機関に対する前項第一号の規定により示された事項の通知

(ii) give notice to the immediately superior institution of the information indicated pursuant to the provisions of item (i) of the preceding paragraph, if the book-entry transfer institution or account management institution is an account management institution.

５　前項第二号の通知があった場合には、当該通知を受けた振替機関等は、直ちに、次に掲げる措置を執らなければならない。

(5) If the notice referred to in item (ii) of the preceding paragraph has been given, the book-entry transfer institution or account management institution that has been notified must immediately take the following measures:

一　当該通知をした口座管理機関の口座の顧客口座における第三項第一号の数についての減少の記載又は記録

(i) make an entry or record of the reduction in the number referred to in paragraph (3), item (i) in the customer account under the account of the account management institution that has given the notice; and

二　当該振替機関等が口座管理機関である場合には、直近上位機関に対する前項第二号の規定により通知を受けた事項の通知

(ii) give notice to the immediately superior institution of the information which it has been notified pursuant to the provisions of item (ii) of the preceding paragraph, if the book-entry transfer institution or account management institution is an account management institution.

６　前項の規定は、同項第二号（この項において準用する場合を含む。）の通知があった場合における当該通知を受けた振替機関等について準用する。

(6) The provisions of the preceding paragraph apply mutatis mutandis to a book-entry transfer institution or account management institution that has received the notice referred to in item (ii) of the preceding paragraph (including as applied mutatis mutandis pursuant to this paragraph), if the notice has been given.

７　発行者は、受益者又は質権者のために受益者代理人に対して振替受益権の受益債権に係るすべての債務の支払をする場合を除くほか、受益者又は質権者に対して振替受益権の受益債権に係るすべての債務の支払をするのと引換えにその口座における当該振替受益権の銘柄についての当該支払に係る振替受益権の数と同数の抹消をその直近上位機関に対して申請することを請求することができる。

(7) Unless an issuer goes through a beneficiary agent to fully pay its obligation underlying a beneficial claim associated with a book-entry transfer beneficial interest for the beneficiary or pledgee, the issuer may demand that, in exchange for the issuer to fully pay the beneficiary or pledgee its obligation underlying the beneficial claim associated with the book-entry transfer beneficial interest, the beneficiary or pledgee file an application with their immediately superior institution to make a deletion for the same number of units of book-entry transfer beneficial interest of that issue in their account as the number of units of book-entry transfer beneficial interest that are to be paid.

８　前項の規定は、受益者又は質権者のために振替受益権の受益債権に係るすべての債務の支払を受けた受益者代理人が当該受益者又は当該質権者に対し当該支払を受けた額の支払をする場合について準用する。

(8) The provisions of the preceding paragraph apply mutatis mutandis when a beneficiary agent through which all obligations under a beneficial claim associated

with a book-entry transfer beneficial interest have been paid for a beneficiary or pledgee pays the amount to the beneficiary or pledgee.

（全部抹消手続）

(Deleting All Entries or Records)

第百二十七条の十　特定の銘柄の振替受益権の発行者は、当該振替受益権についての記載又は記録の全部を抹消しようとする場合には、第二号の日の二週間前までに、当該発行者が第十三条第一項の同意を得た振替機関に対し、次に掲げる事項の通知をしなければならない。

Article 127-10 (1) The issuer of book-entry transfer beneficial interest of a particular issue must notify the book-entry transfer institution to which they have given the consent referred to in Article 13, paragraph (1) of the following information by two weeks prior to the date referred to in item (ii) when seeking to delete all the entries or records regarding that book-entry transfer beneficial interest:

一　当該振替受益権の銘柄

(i) the issue of the book-entry transfer beneficial interest; and

二　当該振替受益権についての記載又は記録の全部を抹消する日

(ii) the day on which all the entries or records regarding that book-entry transfer beneficial interest will be deleted.

２　前項の通知があった場合には、当該通知を受けた振替機関は、直ちに、当該通知に係る振替受益権の銘柄について、その直近下位機関に対し、同項各号に掲げる事項の通知をしなければならない。

(2) If the notice referred to in the preceding paragraph has been given, the book-entry transfer institution that has been notified must immediately notify its immediately subordinate institution of the information set forth in the items of that paragraph regarding the issue of book-entry transfer beneficial interest which it has been notified.

３　第一項の通知があった場合には、当該通知を受けた振替機関は、同項第二号の日において、その備える振替口座簿中の同項第一号の振替受益権についての記載又は記録がされている口座（機関口座及び顧客口座以外の口座にあっては、当該口座の保有欄又は質権欄。以下この章において「保有欄等」という。）において、当該振替受益権の全部についての記載又は記録の抹消をしなければならない。

(3) If the notice referred to in paragraph (1) has been given, the book-entry transfer institution that has been notified must delete the entries or records for all units of book-entry transfer beneficial interest referred to in item (i) of that paragraph from the accounts in the book-entry transfer account register that it keeps on the day referred to in item (ii) of that paragraph in which entries or records have been made for the book-entry transfer beneficial interest (for accounts other than the institution-held account or a customer account, the holdings column or the pledge column; hereinafter referred to as a "holdings or pledge column" in this Chapter).

４　前二項の規定は、第二項（この項において準用する場合を含む。）の通知があった場合における当該通知を受けた口座管理機関について準用する。

(4) If the notice referred to in paragraph (2) (including as applied mutatis mutandis pursuant to this paragraph) has been given, the provisions of the preceding two paragraphs apply mutatis mutandis to the account management institution that has received the notice.

（振替受益権の併合に関する記載又は記録手続）

(Making Entries or Records for a Merger of Book-Entry Transfer Beneficial Interest)

第百二十七条の十一　特定の銘柄の振替受益権について信託の変更により受益権の併合をしようとする場合には、当該振替受益権の発行者は、当該受益権の併合がその効力を生ずる日の二週間前までに、当該発行者が第十三条第一項の同意を与えた振替機関に対し、次に掲げる事項の通知をしなければならない。

Article 127-11 (1) When seeking to merge the book-entry transfer beneficial interest of a particular issue through a change to the trust, the issuer of the book-entry transfer beneficial interest must notify the book-entry transfer institution to which it has given the consent referred to in Article 13, paragraph (1) of the following information by no later than two weeks prior to the day on which the merger of beneficial interest takes effect:

一　当該受益権の併合に係る振替受益権の銘柄

(i) the issue of book-entry transfer beneficial interest subject to the merger;

二　一から次のイの総数のロの総数に対する割合を控除した割合（以下この条において「減少比率」という。）

(ii) the percentage obtained when the percentage of the total number referred to in sub-item (a) to the total number referred to in sub-item (b) is deducted from one (hereinafter referred to as the "reduction ratio" in this Article):

イ　受益権の併合後の当該振替受益権の総数

(a) the total number of units of book-entry transfer beneficial interest after the merger of beneficial interest;

ロ　受益権の併合前の当該振替受益権の総数

(b) the total number of units of book-entry transfer beneficial interest before the merger of beneficial interest;

三　受益権の併合がその効力を生ずる日

(iii) the day on which the merger of beneficial interest takes effect; and

四　当該発行者の口座（二以上あるときは、そのうちの一）

(iv) the issuer's account (if there are two or more accounts, one of them).

２　前項の通知があった場合には、当該通知を受けた振替機関は、直ちに、当該通知に係る振替受益権の銘柄について、その直近下位機関に対し、同項各号に掲げる事項の通知をしなければならない。

(2) If the notice referred to in the preceding paragraph has been given, the book-entry transfer institution that has received the notice must immediately notify its

immediately subordinate institution of the information set forth in the items of that paragraph regarding the issue of book-entry transfer beneficial interest which it has been notified.

３　第一項の通知があった場合には、当該通知を受けた振替機関は、同項第三号の日において、その備える振替口座簿中の同項第一号の振替受益権についての記載又は記録がされている保有欄等において、当該保有欄等に記載又は記録がされている数に減少比率をそれぞれ乗じた数についての減少の記載又は記録をしなければならない。

(3) If the notice referred to in paragraph (1) has been given, the book-entry transfer institution that has received the notice must make entries or records in the holdings or pledge column in which entries or records have been made for book-entry transfer beneficial interest referred to in item (i) of that paragraph in the book-entry transfer account register that it keeps on the day referred to in item (iii) of that paragraph, of the reductions in the number obtained when each number that has been entered or recorded in the holdings or pledge column is multiplied by the reduction ratio.

４　前二項の規定は、第二項（この項において準用する場合を含む。）の通知があった場合における当該通知を受けた口座管理機関について準用する。

(4) If the notice referred to in paragraph (2) (including as applied mutatis mutandis pursuant to this paragraph) has been given, the provisions of the preceding two paragraphs apply mutatis mutandis to the account management institution that has received the notice.

５　振替機関等が第三項（前項において準用する場合を含む。以下この項において同じ。）の規定によって減少の記載又は記録をすることにより第三項に規定する保有欄等に一に満たない端数が記載され、又は記録されることとなる場合には、当該振替機関等は、同項の規定にかかわらず、当該保有欄等についてすべき記載又は記録に代えて、当該保有欄等の加入者の保有欄等又は第一項第四号の口座の保有欄に政令で定める記載又は記録をしなければならず、振替機関は、政令で定めるところにより、その下位機関に対し、当該記載又は記録をするための必要な指示をしなければならない。この場合において、当該下位機関は、当該指示に従った措置を執らなければならない。

(5) Notwithstanding the provisions of paragraph (3), if a book-entry transfer institution's entry or record of the reduction pursuant to the provisions of paragraph (3) (including as applied mutatis mutandis pursuant to the preceding paragraph; hereinafter the same applies in this paragraph) results in a number of less than one to be entered or recorded in the holdings or pledge column prescribed in paragraph (3), in lieu of making the entry or record that it is required to be made in the holdings or pledge column, the book-entry transfer institution or account management institution must make an entry or record as prescribed by Cabinet Order in the holdings or pledge column of the participant of that holdings or pledge column, or in the holdings column of the account referred to in paragraph (1), item (iv), and give necessary instructions to its subordinate institution for making the entry or record pursuant to the provisions of Cabinet Order. In such a

case, the subordinate institution must take measures that comply with the instructions.

（振替受益権の分割に関する記載又は記録手続）

(Making Entries or Records for Splitting of Book-Entry Transfer Beneficial Interest)

第百二十七条の十二　特定の銘柄の振替受益権について、信託の変更により受益権の分割をしようとする場合には、当該振替受益権の発行者は、当該受益権の分割がその効力を生ずる日の二週間前までに、当該発行者が第十三条第一項の同意を与えた振替機関に対し、次に掲げる事項の通知をしなければならない。

Article 127-12 (1) When seeking to split the book-entry transfer beneficial interest of a particular issue through a change to the trust, the issuer of the book-entry transfer beneficial interest must notify the book-entry transfer institution to which it has given the consent referred to in Article 13, paragraph (1) of the following information by two weeks prior to the day on which the split of beneficial interest takes effect:

一　当該受益権の分割に係る振替受益権の銘柄

(i) the issue of book-entry transfer beneficial interest subject to the split;

二　次のイの総数のロの総数に対する割合（以下この条において「増加比率」という。）

(ii) the percentage of the total number referred to in sub-item (a) to the total number referred to in sub-item (b) (hereinafter referred to as the "increase ratio" in this Article):

イ　受益権の分割により受益者が受ける当該振替受益権の総数

(a) the total number of units of book-entry transfer beneficial interest that beneficiaries will receive as a result of the split of the beneficial interest;

ロ　受益権の分割前の当該振替受益権の総数

(b) the total number of units of book-entry transfer beneficial interest before the split of the beneficial interest.

三　受益権の分割がその効力を生ずる日

(iii) the day on which the split of beneficial interest takes effect;

四　当該発行者の口座（二以上あるときは、そのうちの一）

(iv) the issuer's account (if there are two or more accounts, one of them).

２　前項の通知があった場合には、当該通知を受けた振替機関は、直ちに、当該通知に係る振替受益権の銘柄について、その直近下位機関に対し、同項各号に掲げる事項の通知をしなければならない。

(2) If the notice referred to in the preceding paragraph has been given, the book-entry transfer institution that has been notified must immediately notify its immediately subordinate institution of the information set forth in the items of that paragraph regarding the issue of book-entry transfer beneficial interest which has been notified.

３　第一項の通知があった場合には、当該通知を受けた振替機関は、同項第三号の日において、その備える振替口座簿中の同項第一号の振替受益権についての記載又は記録がされている保有欄等において、当該保有欄等に記載又は記録がされている数に増加比率をそれぞれ乗じた数についての増加の記載又は記録をしなければならない。

(3) If the notice referred to in paragraph (1) has been given, the book-entry transfer institution that has been notified must make entries or records in the holdings or pledge column in which entries or records have been made for book-entry transfer beneficial interest referred to in item (i) of that paragraph in the book-entry transfer account register that it keeps on the date referred to in item (iii) of that paragraph, of the increases in the number obtained when each number that have been entered or recorded in the holdings or pledge column is multiplied by the increase ratio.

４　前二項の規定は、第二項（この項において準用する場合を含む。）の通知があった場合における当該通知を受けた口座管理機関について準用する。

(4) If the notice referred to in paragraph (2) (including as applied mutatis mutandis pursuant to this paragraph) has been given, the provisions of the preceding two paragraphs apply mutatis mutandis to the account management institution that has received the notice.

５　振替機関等が第三項（前項において準用する場合を含む。以下この項において同じ。）の規定によって増加の記載又は記録をすることにより第三項に規定する保有欄等に一に満たない端数が記載され、又は記録されることとなる場合には、当該振替機関等は、同項の規定にかかわらず、当該保有欄等についてすべき記載又は記録に代えて、当該保有欄等の加入者の保有欄等又は第一項第四号の口座の保有欄に政令で定める記載又は記録をしなければならず、振替機関は、政令で定めるところにより、その下位機関に対し、当該記載又は記録をするための必要な指示をしなければならない。この場合において、当該下位機関は、当該指示に従った措置を執らなければならない。

(5) Notwithstanding the provisions of paragraph (3), if a book-entry transfer institution's entry or record of the increase pursuant to the provisions of paragraph (3) (including as applied mutatis mutandis pursuant to the preceding paragraph; hereinafter the same applies in this paragraph) results in a number less than one to be entered or recorded in the holdings or pledge column prescribed paragraph (3), in lieu of making the entry or record that it is required to be made for that holdings or pledge column, the book-entry transfer institution or account management institution must make an entry or record as prescribed by Cabinet Order in the holdings or pledge column of the participant of that holdings or pledge column, or in the holdings column of the account referred to in paragraph (1), item (iv), and give necessary instructions to its subordinate institution for making the entry or record pursuant to the provisions of Cabinet Order. In such a case, the subordinate institution must take measures that comply with the instructions.

（信託の併合により他の銘柄の振替受益権が交付される場合に関する記載又は記録手続）

(Making Entries or Records If Book-Entry Transfer Beneficial Interest of Another Issue Is Delivered as a Result of a Merger of Trusts)

第百二十七条の十三　信託の併合に係る各信託の受益権が振替受益権である場合において、受託者が信託の併合に際して振替受益権を交付しようとするときは、当該受託者は、信託の併合がその効力を生ずる日の二週間前までに、当該受託者が第十三条第一項の同意を与えた振替機関に対し、次に掲げる事項の通知をしなければならない。この場合において、第百二十七条の五及び第百二十七条の六の規定は、適用しない。

Article 127-13 (1) If beneficial interest in each of the trust involved in a merger of trusts is book-entry transfer beneficial interest and the trustee seeks to deliver book-entry transfer beneficial interest at the time of the merger of trusts, the trustee must notify the book-entry transfer institution to which it has given the consent referred to in Article 13, paragraph (1) of the following information by two weeks prior to the day on which the merger takes effect. In such a case, the provisions of Article 127-5 and Article 127-6 do not apply.

一　従前の信託の受益者に対して当該信託の併合に際して交付する振替受益権の銘柄

(i) the issue of book-entry transfer beneficial interest that will be delivered at the time of the merger of trusts to the beneficiaries of the previous trust;

二　従前の信託の振替受益権の銘柄

(ii) the issue of book-entry transfer beneficial interest in the previous trust;

三　次のイの総数のロの総数に対する割合（以下この条において「割当比率」という。）

(iii) the percentage of the total number referred to in sub-item (a) to the total number referred to in sub-item (b) (hereinafter referred to as the "allotment ratio" in this Article):

イ　第一号の振替受益権の総数

(a) the total number of units of book-entry transfer beneficial interest referred to in item (i);

ロ　前号の振替受益権の総数

(b) the total number of units of book-entry transfer beneficial interest referred to in the preceding item.

四　信託の併合がその効力を生ずる日

(iv) the day on which the merger of trusts takes effect;

五　第一号の振替受益権の発行者の口座（二以上あるときは、そのうちの一）

(v) the account of the issuer of book-entry transfer beneficial interest referred to in item (i) (if there are two or more accounts, one of them);

六　第百二十七条の四第三項第七号に掲げる事項のうち、発行者が知り得る事項として政令で定める事項

(vi) information set forth in Article 127-4, paragraph (3), item (vii), which Cabinet Order prescribes as information that the issuer is able to learn; and

七　第一号の振替受益権のうち当該信託の併合により新たに生ずるものの総数その他主務省令で定める事項

(vii) the total number of units of book-entry transfer beneficial interest referred to in item (i) which will be newly created as a result of the merger of trusts, and other information specified by order of the competent ministry.

２　前項前段の通知があった場合には、当該通知を受けた振替機関は、直ちに、当該通知に係る振替受益権の銘柄について、その直近下位機関に対し、同項第一号から第六号までに掲げる事項の通知をしなければならない。

(2) If the notice referred to in the first sentence of the preceding paragraph has been given, the book-entry transfer institution that has been notified must immediately notify its immediately subordinate institution of the information set forth in items (i) through (vi) of that paragraph regarding the issue of book-entry transfer beneficial interest which has been notified.

３　第一項前段の通知があった場合には、当該通知を受けた振替機関は、信託の併合がその効力を生ずる日において、その備える振替口座簿中の同項第二号の振替受益権についての記載又は記録がされている保有欄等において、次に掲げる措置を執らなければならない。

(3) If the notice referred to in the first sentence of paragraph (1) has been given, the book-entry transfer institution that has been notified must take the following measures in the holdings or pledge column in which entries or records have been made for book-entry transfer beneficial interest referred to in item (ii) of that paragraph in the book-entry transfer account register that it keeps, on the day on which the merger of trusts takes effect:

一　当該保有欄等に記載又は記録がされている第一項第二号の振替受益権の数に割当比率をそれぞれ乗じた数の同項第一号の振替受益権についての増加及び同項第六号に規定する事項の記載又は記録

(i) make entries or records of the increases in book-entry transfer beneficial interest referred to in paragraph (1), item (i) of the number obtained when each number of units of book-entry transfer beneficial interest referred to in item (ii) of that paragraph for which an entry or record has been made in the holdings or pledge column is multiplied by the allotment ratio, and make entries or records of the information prescribed in item (vi) of that paragraph; and

二　第一項第二号の振替受益権の全部についての記載又は記録の抹消

(ii) delete the entries or records for all book-entry transfer beneficial interest referred to in paragraph (1), item (ii).

４　前二項の規定は、第二項（この項において準用する場合を含む。）の通知があった場合における当該通知を受けた口座管理機関について準用する。

(4) If the notice referred to in paragraph (2) (including as applied mutatis mutandis pursuant to this paragraph) has been given, the provisions of the preceding two paragraphs apply mutatis mutandis to the account management institution that has received the notice.

５　振替機関等が第三項（前項において準用する場合を含む。以下この項において同じ。）の規定によって増加の記載又は記録をすることにより第三項に規定する保有欄等

に一に満たない端数が記載され、又は記録されることとなる場合には、当該振替機関等は、同項の規定にかかわらず、当該保有欄等においてすべき記載又は記録に代えて、当該保有欄等の加入者の保有欄等又は第一項第五号の口座の保有欄に政令で定める記載又は記録をしなければならず、振替機関は、政令で定めるところにより、その下位機関に対し、当該記載又は記録をするための必要な指示をしなければならない。この場合において、当該下位機関は、当該指示に従った措置を執らなければならない。

(5) Notwithstanding the provisions of paragraph (3), if a book-entry transfer institution's entry or record of the increase pursuant to the provisions of paragraph (3) (including as applied mutatis mutandis pursuant to the preceding paragraph; hereinafter the same applies in this paragraph) results in a number of less than one to be entered or recorded in the holdings or pledge column prescribed paragraph (3), in lieu of making the entry or record that is required to made in that holdings or pledge column, the book-entry transfer institution or account management institution must make an entry or record as prescribed by Cabinet Order in the holdings or pledge column of the participant of that holdings or pledge column, or in the holdings column of the account referred to in paragraph (1), item (v), and give necessary instructions to its subordinate institution for making the entry or record pursuant to the provisions of Cabinet Order. In such a case, the subordinate institution must take measures that comply with the instructions.

（信託の分割により他の銘柄の振替受益権が交付される場合に関する記載又は記録手続）

(Making Entries or Records If Book-Entry Transfer Beneficial Interest of Another Issue Is Delivered as a Result of the Split of a Trust)

第百二十七条の十四　分割信託（信託法第百五十五条第一項第六号に規定する分割信託をいう。以下この項において同じ。）の受益権が振替受益権である場合において受託者が吸収信託分割に際して振替受益権を交付しようとするとき、又は新規信託分割における従前の信託の受益権が振替受益権である場合において受託者が新規信託分割に際して振替受益権を交付しようとするときは、当該受託者は、信託の分割がその効力を生ずる日の二週間前までに、当該受託者が第十三条第一項の同意を与えた振替機関に対し、次に掲げる事項の通知をしなければならない。この場合において、第百二十七条の五及び第百二十七条の六の規定は、適用しない。

Article 127-14 (1) If the beneficial interest in a split trust (meaning a split trust prescribed in Article 155, paragraph (1), item (vi) of the Trust Act; hereinafter the same applies in this paragraph) is book-entry transfer beneficial interest and the trustee seeks to deliver book-entry transfer beneficial interest at the time of the absorption-type trust split, or if the beneficial interest in a trust prior to a creation-type trust split is book-entry transfer beneficial interest and the trustee seeks to deliver book-entry transfer beneficial interest at the time of the creation-type trust split, the trustee must notify the book-entry transfer institution to which they have given the consent referred to in Article 13, paragraph (1) of the following

information by two weeks prior to the day on which the trust split takes effect. In such a case, the provisions of Article 127-5 and Article 127-6 do not apply.

一　分割信託又は従前の信託の受益者に対して当該信託の分割に際して交付する振替受益権の銘柄

(i) the issue of book-entry transfer beneficial interest that the beneficiaries of the split trust or of the previous trust will be delivered at the time of the split;

二　分割信託又は従前の信託の振替受益権の銘柄

(ii) the issue of book-entry transfer beneficial interest in the split trust or in the previous trust;

三　次のイの総数のロの総数に対する割合（以下この条において「割当比率」という。）

(iii) the percentage of the total number referred to in sub-item (a) to the total number referred to in sub-item (b) (hereinafter referred to as the "allotment ratio" in this Article):

イ　第一号の振替受益権の総数

(a) the total number of units of book-entry transfer beneficial interest referred to in item (i);

ロ　前号の振替受益権の総数

(b) the total number of units of book-entry transfer beneficial interest referred to in the preceding item.

四　信託の分割がその効力を生ずる日

(iv) the day on which the trust split takes effect;

五　第一号の振替受益権の発行者の口座（二以上あるときは、そのうちの一）

(v) the account of the issuer of book-entry transfer beneficial interest referred to in item (i) (if there are two or more accounts, one of them);

六　第百二十七条の四第三項第七号に掲げる事項のうち、発行者が知り得る事項として政令で定める事項

(vi) information set forth in Article 127-4, paragraph (3), item (vii), which Cabinet Order prescribes as information that the issuer is able to learn;

七　第一号の振替受益権のうち当該信託の分割により新たに生ずるものの総数その他主務省令で定める事項

(vii) the total number of units of book-entry transfer beneficial interest referred to in item (i), which will be newly created as a result of the split of the trust, and other information specified by order of the competent ministry.

２　前項前段の通知があった場合には、当該通知を受けた振替機関は、直ちに、当該通知に係る振替受益権の銘柄について、その直近下位機関に対し、同項第一号から第六号までに掲げる事項の通知をしなければならない。

(2) If the notice referred to in the first sentence of the preceding paragraph has been given, the book-entry transfer institution that has been notified must immediately notify its immediately subordinate institution of the information set

forth in items (i) through (vi) of that paragraph regarding the issue of book-entry transfer beneficial interest which has been notified.

３　第一項前段の通知があった場合には、当該通知を受けた振替機関は、信託の分割がその効力を生ずる日において、その備える振替口座簿中の同項第二号の振替受益権についての記載又は記録がされている保有欄等において、当該保有欄等に記載又は記録がされている同号の振替受益権の数に割当比率をそれぞれ乗じた数の同項第一号の振替受益権についての増加及び同項第六号に規定する事項の記載又は記録をしなければならない。

(3) If the notice referred to in the first sentence of paragraph (1) has been given, the book-entry transfer institution that has been notified must make entries or records in the holdings or pledge column in which entries or records have been made for book-entry transfer beneficial interest referred to in item (ii) of that paragraph in the book-entry transfer account register that it keeps on the day when the trust split takes effect, of the increases in book-entry transfer beneficial interest referred to in item (i) of that paragraph in the number obtained when each number of units of book-entry transfer beneficial interest referred to in item (ii) of that paragraph for which an entry or record has been made in the holdings or pledge column is multiplied by the allotment ratio, and make entries or records of the information prescribed in item (vi) of that paragraph.

４　前二項の規定は、第二項（この項において準用する場合を含む。）の通知があった場合における当該通知を受けた口座管理機関について準用する。

(4) If the notice referred to in paragraph (2) (including as applied mutatis mutandis pursuant to this paragraph) has been given, the provisions of the preceding two paragraphs apply mutatis mutandis to the account management institution that has received the notice.

５　振替機関等が第三項（前項において準用する場合を含む。以下この項において同じ。）の規定によって増加の記載又は記録をすることにより第三項に規定する保有欄等に一に満たない端数が記載され、又は記録されることとなる場合には、当該振替機関等は、同項の規定にかかわらず、当該保有欄等においてすべき記載又は記録に代えて、当該保有欄等の加入者の保有欄等又は第一項第五号の口座の保有欄に政令で定める記載又は記録をしなければならず、振替機関は、政令で定めるところにより、その下位機関に対し、当該記載又は記録をするための必要な指示をしなければならない。この場合において、当該下位機関は、当該指示に従った措置を執らなければならない。

(5) Notwithstanding the provisions of paragraph (3), if a book-entry transfer institution's entry or record of the increase pursuant to the provisions of paragraph (3) (including as applied mutatis mutandis pursuant to the preceding paragraph; hereinafter the same applies in this paragraph) results in a number less than one to be entered or recorded in the holdings or pledge column prescribed in paragraph (3), in lieu of making the entry or record that it is required to be made in that holdings or pledge column, the book-entry transfer institution or account management institution must make an entry or record as prescribed by Cabinet

Order in the holdings or pledge column of a participant of that holdings or pledge column, or in the holdings column of the account referred to in paragraph (1), item (v), and give necessary directions to its subordinate institution for making the entry or record pursuant to the provisions of Cabinet Order. In such a case, the subordinate institution must take measures that comply with the directions.

（記載又は記録の変更手続）

(Procedures for Changing Entries or Records)

第百二十七条の十五　振替機関等は、その備える振替口座簿について、第百二十七条の四第三項各号、第四項各号又は第五項各号に掲げる事項につき変更が生じたことを知ったときは、直ちに、当該振替口座簿にその記載又は記録をしなければならない。

Article 127-15 If a book-entry transfer institution learns that there has been a change to the information set forth in one of the items of Article 127-4, paragraph (3), paragraph (4), or paragraph (5) in the book-entry transfer account register that it keeps, it must immediately enter or record the change in the book-entry transfer account register.

第三節　振替の効果等

Section 3 Effect of Book-Entry Transfers

（振替受益権の譲渡）

(Transfer of Book-Entry Transfer Beneficial Interest)

第百二十七条の十六　振替受益権の譲渡は、振替の申請により、譲受人がその口座における保有欄（機関口座にあっては、第百二十七条の四第五項第二号に掲げる事項を記載し、又は記録する欄）に当該譲渡に係る数の増加の記載又は記録を受けなければ、その効力を生じない。

Article 127-16 A transfer of book-entry transfer beneficial interest does not take effect unless the transferee has had an entry or record made in the holdings column of its account (or in the column in which the information set forth in Article 127-4, paragraph (5), item (ii) is entered or recorded, for the institution-held account), based on an application for book-entry transfer, of the increase in the number of units of book-entry transfer beneficial interest subject to the transfer.

（振替受益権の質入れ）

(Pledges of Book-Entry Transfer Beneficial Interest)

第百二十七条の十七　振替受益権の質入れは、振替の申請により、質権者がその口座における質権欄に当該質入れに係る数の増加の記載又は記録を受けなければ、その効力を生じない。

Article 127-17 A pledge of book-entry transfer beneficial interest does not take effect unless the pledgee has had an entry or record made in the pledge column of its account, based on an application for book-entry transfer, of the increase in the number of units of book-entry transfer beneficial interest subject to the pledge.

（信託財産に属する振替受益権の対抗要件）

(Requirement for Perfection of Book-Entry Transfer Beneficial Interest That Comes Under Trust Property)

第百二十七条の十八　振替受益権については、第百二十七条の四第三項第五号の規定により当該振替受益権が信託財産に属する旨を振替口座簿に記載し、又は記録しなければ、当該振替受益権が信託財産に属することを第三者に対抗することができない。

Article 127-18 (1) Unless an entry or record has been made for book-entry transfer beneficial interest in a book-entry transfer account register pursuant to the provisions of Article 127-4, paragraph (3), item (v), indicating the fact that the book-entry transfer beneficial interest comes under trust property, it is not permissible to assert against a third party that the book-entry transfer beneficial interest comes under trust property.

２　前項に規定する振替口座簿への記載又は記録は、政令で定めるところにより行う。

(2) An entry or record in a book-entry transfer account register prescribed in the preceding paragraph is to be made pursuant to the provisions of Cabinet Order.

（加入者の権利推定）

(Presumed Rights of Participants)

第百二十七条の十九　加入者は、その口座（口座管理機関の口座にあっては、自己口座に限る。）における記載又は記録がされた振替受益権についての権利を適法に有するものと推定する。

Article 127-19 A participant is presumed to be the lawful holder of the rights under a book-entry transfer beneficial interest that has been entered or recorded in their account (limited to their own account, if the account is that of an account management institution).

（善意取得）

(Acquisition in Good Faith)

第百二十七条の二十　振替の申請によりその口座（口座管理機関の口座にあっては、自己口座に限る。）において特定の銘柄の振替受益権についての増加の記載又は記録を受けた加入者（機関口座を有する振替機関を含む。）は、当該銘柄の振替受益権についての当該増加の記載又は記録に係る権利を取得する。ただし、当該加入者に悪意又は重大な過失があるときは、この限りでない。

Article 127-20 A participant (including a book-entry transfer institution with an institution-held account) that has had an entry or record made in their account (limited to their own account, if the account is that of an account management institution), based on an application for book-entry transfer, of the increase in book-entry transfer beneficial interest of a particular issue acquires the rights associated with the entry or record of the increase in the book-entry transfer beneficial interest of that issue; provided, however that this does not apply if the participant has acted in bad faith or with gross negligence.

（超過記載又は記録がある場合の振替機関の義務）

(Obligations of Book-Entry Transfer Institution If There Are Entries or Records of Overages)

第百二十七条の二十一　前条の規定による振替受益権の取得によりすべての受益者の有する同条に規定する銘柄の振替受益権の総数が当該銘柄の振替受益権の総数（その受

益債権に係るすべての債務の支払がされた振替受益権の数を除く。）を超えることとなる場合において、第一号の合計数が第二号の総数を超えるときは、振替機関は、その超過数（第一号の合計数から第二号の総数を控除した数をいう。）に達するまで、当該銘柄の振替受益権を取得する義務を負う。

Article 127-21 (1) If the total number of units of book-entry transfer beneficial interest of the issue prescribed in the preceding Article which all beneficiaries hold based on acquisitions of book-entry transfer beneficial interest under the provisions of that Article comes to exceed the total number of units of book-entry transfer beneficial interest of that issue which have been issued (excluding the number of units of book-entry transfer beneficial interest whose associated beneficial claims have had their underlying obligations paid in full), and the aggregate number referred to in item (i) comes to exceed the total number referred to in item (ii), the book-entry transfer institution has a duty to acquire book-entry transfer beneficial interest in that issue until its holdings reach the number in overage (meaning the number obtained when the total number referred to in item (ii) is deducted from the aggregate number referred to in item (i)):

一　振替機関の備える振替口座簿における振替機関の加入者の口座に記載され、又は記録された当該銘柄の振替受益権の数の合計数

(i) the aggregate number of units of book-entry transfer beneficial interest of that issue which have been entered or recorded in the accounts of participants of the book-entry transfer institution, in the book-entry transfer account register kept by that book-entry transfer institution;

二　当該銘柄の振替受益権の総数（その受益債権に係るすべての債務の支払がされた振替受益権の数を除く。）

(ii) the total number of units of book-entry transfer beneficial interest of that issue (excluding the number of units of book-entry transfer beneficial interest whose associated beneficial claims have had their underlying obligations paid in full).

２　前項第一号に規定する数は、同号に規定する口座における増加又は減少の記載又は記録であって当該記載又は記録に係る権利の発生、移転又は消滅が生じなかったものがある場合において、前条の規定により当該記載又は記録に係る数の振替受益権を取得した者のないことが証明されたときは、当該記載又は記録がなかったとした場合の数とする。

(2) If there is any number prescribed in item (i) of the preceding paragraph for which an entry or record of the increase or reduction has been made in the account prescribed in that item, and the rights associated with that entry or record have not arisen, have not been transferred, or have not been extinguished, and it is proved that no one has acquired book-entry transfer beneficial interest pursuant to the provisions of the preceding Article in the number for which the entry or record has been made, that number is treated as if no entry or record was made.

３　振替機関は、第一項の規定により振替受益権を取得したときは、直ちに、発行者に対し、当該振替受益権について債務の全部を免除する旨の意思表示をする義務を負う。

(3) When a book-entry transfer institution acquires book-entry transfer beneficial interest pursuant to the provisions of paragraph (1), it assumes the duty to immediately manifest the intention to release the issuer from all obligations related to that book-entry transfer beneficial interest to the issuer.

４　前項に規定する振替受益権についての権利は、同項の規定により免除の意思表示がされたときは、消滅する。

(4) The rights under the book-entry transfer beneficial interest prescribed in the preceding paragraph are extinguished when an intention to release the obligations is manifested pursuant to that paragraph.

５　振替機関は、振替受益権について第三項の規定により免除の意思表示を行ったときは、直ちに、当該振替受益権について振替口座簿の抹消を行わなければならない。

(5) When a book-entry transfer institution manifests the intention to release the obligations pursuant to the provisions of paragraph (3) with respect to book-entry transfer beneficial interest, it must immediately make deletions for the book-entry transfer beneficial interest in the book-entry transfer account register.

（超過記載又は記録がある場合の口座管理機関の義務）

(Obligations of Account Management Institutions If There Are Entries or Records of Overages)

第百二十七条の二十二　前条第一項に規定する場合において、第一号の合計数が第二号の数を超えることとなる口座管理機関があるときは、当該口座管理機関は、発行者に対し、その超過数（第一号の合計数から第二号の数を控除した数をいう。）に相当する数の当該銘柄の振替受益権について債務の全部を免除する旨の意思表示をする義務を負う。

Article 127-22 (1) In the case prescribed in paragraph (1) of the preceding Article, if there is an account management institution for which the aggregate number referred to in item (i) comes to exceed the number referred to in item (ii), the account management institution assumes the duty to manifest the intention to the issuer to release the issuer from all obligations related to book-entry transfer beneficial interest of that issue in the number equal to the overage (meaning the number obtained when the number referred to in item (ii) is deducted from the aggregate number referred to in item (i)):

一　当該口座管理機関の備える振替口座簿における当該口座管理機関の加入者の口座に記載され、又は記録された当該銘柄の振替受益権の数の合計数

(i) the aggregate number of units of book-entry transfer beneficial interest of the issue which have been entered or recorded in the accounts of the participants of the account management institution, in the book-entry transfer account register kept by that account management institution;

二　当該口座管理機関の直近上位機関の備える振替口座簿における当該口座管理機関の口座の顧客口座に記載され、又は記録された当該銘柄の振替受益権の数

(ii) the number of units of book-entry transfer beneficial interest of the issue which have been entered or recorded in the customer account under the account of the account management institution, in the book-entry transfer account register kept by its immediately superior institution.

２　前条第二項の規定は、次に掲げる事項について準用する。

(2) The provisions of paragraph (2) of the preceding Article apply mutatis mutandis to the following information:

一　前項第一号に規定する数

(i) the number prescribed in item (i) of the preceding paragraph; and

二　前項第二号に規定する顧客口座における増加又は減少の記載又は記録であって当該記載又は記録に係る権利の発生、移転又は消滅が生じなかったものがある場合における同号に掲げる数

(ii) the number set forth in item (ii) of the preceding paragraph, if an entry or record of the increase or reduction has been made in the customer account prescribed in that item and the rights associated with that entry or record have not arisen, have not been transferred, or have not been extinguished.

３　第一項の場合において、口座管理機関は、同項に規定する超過数に相当する数の同項に規定する銘柄の振替受益権を有していないときは、同項の規定による免除の意思表示をする前に、当該超過数に達するまで、当該銘柄の振替受益権を取得する義務を負う。

(3) In the case referred to in paragraph (1), if the account management institution does not hold book-entry transfer beneficial interest of the issue prescribed in that paragraph in an amount equal to the overage prescribed in that paragraph, it has the duty to acquire book-entry transfer beneficial interest in that issue until its holdings reach the number in overage, before manifesting the intention to release the obligations as under the provisions of that paragraph.

４　口座管理機関は、第一項の規定により免除の意思表示をしたときは、直ちに、その直近上位機関に対し、次に掲げる事項を通知しなければならない。

(4) When an account management institution manifests the intention to release the obligations pursuant to the provisions of paragraph (1), it must immediately notify its immediately superior institution of the following particulars:

一　当該免除の意思表示をした旨

(i) the fact that it has manifested the intention to release the obligations; and

二　当該免除の意思表示に係る振替受益権の銘柄及び数

(ii) the issue and the number of units of book-entry transfer beneficial interest for which it has manifested the intention to release the obligations.

５　前項の直近上位機関は、同項の通知を受けたときは、直ちに、同項第二号に掲げる銘柄の振替受益権について、その備える振替口座簿における次に掲げる記載又は記録をしなければならない。

(5) When the immediately superior institution referred to in the preceding paragraph receives the notice referred to in the preceding paragraph, it must

immediately make the following entries or records regarding book-entry transfer beneficial interest set forth in item (ii) of that paragraph, in the book-entry transfer account register that it keeps:

一　前項の口座管理機関の口座の自己口座における同項第二号に掲げる数の減少の記載又は記録

(i) an entry or record in the account of the account management institution referred to in that paragraph in the institution's own account, of the reduction in the number referred to in item (ii) of the preceding paragraph; and

二　前号の口座の顧客口座における前項第二号に掲げる数の増加の記載又は記録

(ii) an entry or record in the customer account under the account referred to in the preceding item, of the increase in the number referred to in item (ii) of the preceding paragraph.

（振替機関の超過記載又は記録に係る義務の不履行の場合における取扱い）

(Handling in the Case of Non-Performance of Obligations by a Book-Entry Transfer Institution Concerning Entries or Records of Overages)

第百二十七条の二十三　第百二十七条の二十一第一項に規定する場合において、同項に規定する振替機関が同項及び同条第三項の義務の全部を履行するまでの間は、受益者は、当該受益者の有する当該銘柄の振替受益権のうち第一号の数が第二号の総数に占める割合を同条第一項に規定する超過数（同条第三項の義務の一部が履行されたときは、当該履行に係る数を控除した数）に乗じた数（次項において「振替機関分制限数」という。）に関する部分について、発行者に対抗することができない。

Article 127-23 (1) In the case prescribed in Article 127-21, paragraph (1), until the book-entry transfer institution prescribed in that paragraph fully performs the obligations referred to in that paragraph and paragraph (3) of that Article, a beneficiary may not assert an interest against the issuer regarding the part of the book-entry transfer beneficial interest of the issue that the beneficiary holds which corresponds to the number obtained when the percentage of the number referred to in item (i) that accounts for in the total number referred to in item (ii) is multiplied by the number in overage prescribed in paragraph (1) of that Article (or the number obtained by deducting the number related to the performance of obligation, if the obligation referred to in paragraph (3) of that Article has been partially performed) (hereinafter referred to as the "maximum number ascribable to the book-entry transfer institution" in the following paragraph):

一　当該受益者の有する当該銘柄の振替受益権の数（当該振替機関の下位機関であって前条第一項の規定により当該銘柄の振替受益権について債務の免除の意思表示をすべきものがあるときは、当該下位機関についての同項に規定する超過数に関する当該受益者（当該下位機関又はその下位機関が開設した口座に記載又は記録がされた振替受益権についての受益者に限る。）の次条第一項に規定する口座管理機関分制限数を控除した数）

(i) the number of units of book-entry transfer beneficial interest of that issue that the beneficiary holds (or, if the book-entry transfer institution has a

subordinate institution that is required to manifest the intention to release the obligations with respect to book-entry transfer beneficial interest of that issue pursuant to the provisions of paragraph (1) of the preceding Article, the number obtained by deducting the maximum number ascribable to the account management institution prescribed in paragraph (1) of the following Article, for the overage prescribed in paragraph (1) of the preceding Article in respect of that beneficiary for the subordinate institution (limited to the beneficiary of book-entry transfer beneficial interest that has been entered or recorded in an account opened by that subordinate institution or by its subordinate institution));

二　すべての受益者の有する当該銘柄の振替受益権の総数（当該振替機関の下位機関であって前条第一項の規定により当該銘柄の振替受益権について債務の免除の意思表示をすべきものがあるときは、当該下位機関についての同項に規定する超過数に関する当該下位機関又はその下位機関が開設した口座に記載又は記録がされた振替受益権についてのすべての受益者の次条第一項に規定する口座管理機関分制限数の合計数を控除した数）

(ii) the total number of units of book-entry transfer beneficial interest of that issue that all beneficiaries hold (or, if the book-entry transfer institution has a subordinate institution that is required to manifest the intention to release the obligations with respect to book-entry transfer beneficial interest of that issue pursuant to the provisions of paragraph (1) of the preceding Article, the number obtained by deducting the sum of the maximum numbers ascribable to the account management institution prescribed in paragraph (1) of the following Article, for the overage prescribed in paragraph (1) of the preceding Article in respect of all of the beneficiaries of book-entry transfer beneficial interest that has been entered or recorded in accounts opened by that subordinate institution or by its subordinate institution).

２　第百二十七条の二十一第一項に規定する場合において、同項に規定する振替機関は、各受益者に対して次に掲げる義務を負う。

(2) In the case prescribed in Article 127-21, paragraph (1), the book-entry transfer institution prescribed in that paragraph assumes the following duties toward each beneficiary:

一　前項の場合において、各受益者の有する当該銘柄の振替受益権のうち振替機関分制限数に関する部分について、発行者に代わって当該振替受益権の受益債権に係る債務の支払をする義務

(i) in the case referred to in the preceding paragraph, the duty to pay, in lieu of the issuer, the obligation underlying the beneficial claim associated with the book-entry transfer beneficial interest of the issue that each beneficiary holds, up to the maximum number ascribable to the book-entry transfer institution; and

二　前号に掲げるもののほか、第百二十七条の二十一第一項又は第三項の義務の不履行によって生じた損害の賠償をする義務

(ii) beyond what is set forth in the preceding item, the duty to indemnify the beneficiary for any damage caused by the non-performance of obligations referred to in Article 127-21, paragraph (1) or (3).

（口座管理機関の超過記載又は記録に係る義務の不履行の場合における取扱い）

(Handling in the Case of Non-Performance of Obligations by Account Management Institutions Concerning Entries or Records of Overages)

第百二十七条の二十四　第百二十七条の二十二第一項に規定する場合において、同項に規定する口座管理機関が同項及び同条第三項の義務の全部を履行するまでの間は、受益者（当該口座管理機関又はその下位機関が開設した口座に記載又は記録がされた振替受益権についての受益者に限る。）は、その有する当該銘柄の振替受益権のうち第一号の数が第二号の総数に占める割合を同条第一項に規定する超過数（同項の義務の一部が履行されたときは、当該履行に係る数を控除した数）に乗じた数（以下この条において「口座管理機関分制限数」という。）に関する部分について、発行者に対抗することができない。

Article 127-24 (1) In the case prescribed in Article 127-22, paragraph (1), until the account management institution prescribed in that paragraph fully performs the obligations referred to in that paragraph and paragraph (3) of that Article, a beneficiary (limited to the beneficiary of a book-entry transfer beneficial interest that has been entered or recorded in an account opened by that account management institution or by its subordinate institution) may not assert an interest against the issuer regarding the part of the book-entry transfer beneficial interest of the issue that the beneficiary holds which corresponds to the number obtained when the percentage of the number referred to in item (i) that accounts for in the total number referred to in item (ii) is multiplied by the number in overage prescribed in paragraph (1) of that Article (or by the number obtained related to the performance of the obligation if the obligation referred to in that paragraph has been partially performed) (hereinafter referred to as the "maximum number ascribable to the account management institution" in this Article):

一　当該受益者の有する当該銘柄の振替受益権の数（当該口座管理機関の下位機関であって第百二十七条の二十二第一項の規定により当該銘柄の振替受益権について債務の免除の意思表示をすべきものがあるときは、当該下位機関についての同項に規定する超過数に関する当該受益者（当該下位機関又はその下位機関が開設した口座に記載又は記録がされた振替受益権についての受益者に限る。）の口座管理機関分制限数を控除した数）

(i) the number of units of book-entry transfer beneficial interest of the issue that the beneficiary holds (or, if the account management institution has a subordinate institution that is required to manifest an intention to the release of obligations with respect to book-entry transfer beneficial interest of that issue pursuant to the provisions of Article 127-22, paragraph (1), the number obtained by deducting the maximum number ascribable to the account management institution, for the overage prescribed in that paragraph in respect of that beneficiary (limited to the

beneficiary of a book-entry transfer beneficial interest that has been entered or recorded in an account opened by that subordinate institution or by its subordinate institution) for the subordinate institution);

二　当該口座管理機関又はその下位機関が開設した口座に記載又は記録がされた振替受益権についてのすべての受益者の有する当該銘柄の振替受益権の総数（当該口座管理機関の下位機関であって第百二十七条の二十二第一項の規定により当該銘柄の振替受益権について債務の免除の意思表示をすべきものがあるときは、当該下位機関についての同項に規定する超過数に関する当該下位機関又はその下位機関が開設した口座に記載又は記録がされた振替受益権についてのすべての受益者の口座管理機関分制限数の合計数を控除した数）

(ii) the total number of units of book-entry transfer beneficial interest of the issue held by all of the beneficiaries with a book-entry transfer beneficial interest that have been entered or recorded in accounts opened by that account management institution or by its subordinate institution (or, if the account management institution has a subordinate institution that is required to manifest the intention to release the obligations with respect to book-entry transfer beneficial interest of that issue pursuant to the provisions of paragraph (1) of Article 127-22, the number obtained by deducting the sum of the maximum numbers ascribable to the account management institution, for the overage prescribed in that paragraph in respect of all of the beneficiaries of book-entry transfer beneficial interest that has been entered or recorded in accounts opened by that subordinate institution or by its subordinate institution for the subordinate institution).

２　第百二十七条の二十二第一項に規定する場合において、同項に規定する口座管理機関は、前項に規定する受益者に対して次に掲げる義務を負う。

(2) In the case prescribed in Article 127-22, paragraph (1), the account management institution prescribed in that paragraph assumes the following duties toward a beneficiary prescribed in the preceding paragraph:

一　前項の場合において、同項に規定する受益者の有する当該銘柄の振替受益権のうち口座管理機関分制限数に関する部分について、発行者に代わって受益債権に係る債務の支払をする義務

(i) in the case referred to in the preceding paragraph, the duty to pay, in lieu of the issuer, the obligation underlying the beneficial claim associated with the part of the book-entry transfer beneficial interest of the issue that a beneficiary prescribed the preceding paragraph holds, up to the maximum number ascribable to the account management institution; and

二　前号に掲げるもののほか、第百二十七条の二十二第一項又は第三項の義務の不履行によって生じた損害の賠償をする義務

(ii) beyond what is set forth in the preceding item, the duty to indemnify the beneficiary for any damage caused by the non-performance of obligations referred to in Article 127-22, paragraph (1) or (3).

（発行者が誤って振替受益権の受益債権に係る債務の支払をした場合における取扱い）

(Handling in the Case the Issuer Pays Obligations Underlying Beneficial Claims Associated with Book-Entry Transfer Beneficial Interest in Error)

第百二十七条の二十五　発行者が第百二十七条の二十三第一項又は前条第一項の規定により義務を負わないとされた数についてした受益債権に係る債務の支払は、当該発行者が善意の場合であっても、当該銘柄の他の振替受益権に係る当該発行者の債務を消滅させる効力を有しない。

Article 127-25 (1) Even if an issuer is acting in good faith, their payment of an obligation underlying a beneficial claim associated with the number of units of interest that the provisions of Article 127-23, paragraph (1), or paragraph (1) of the preceding Article determine the issuer as not having the duty to pay does not have the effect of extinguishing the issuer's obligations in respect of other book-entry transfer beneficial interest of that issue.

２　前項の場合において、受益者は、発行者に対し、同項に規定する債務の支払に係る金額の返還をする義務を負わない。

(2) In the case referred to in the preceding paragraph, a beneficiary does not assume the duty to return to the issuer the amount of the obligation paid as prescribed in that paragraph.

３　発行者は、第一項に規定する債務の支払をしたときは、前項に規定する金額の限度において、第百二十七条の二十三第二項第一号又は前条第二項第一号の規定による受益者の振替機関等に対する権利を取得する。

(3) If an issuer pays the obligation prescribed in paragraph (1), they acquire the rights of a beneficiary as under Article 127-23, paragraph (2), item (i), or paragraph (2), item (i) of the preceding Article toward the book-entry transfer institution or account management institution, to the extent of the amount prescribed in the preceding paragraph.

第四節　信託法の特例

Section 4 Special Provisions of the Trust Act

（受益権原簿の記載又は記録事項に関する信託法の特例）

(Special Provisions of the Trust Act on Information Required to Be Entered or Recorded in the Beneficial Interest Register)

第百二十七条の二十六　振替受益権についての受益権原簿には、当該振替受益権についてこの法律の規定の適用がある旨を記載し、又は記録しなければならない。

Article 127-26 A beneficial interest register that is for book-entry transfer beneficial interest must enter or record the fact indicating that this Act applies to that book-entry transfer beneficial interest.

（証明書の提示）

(Presentation of Certificates)

第百二十七条の二十七　振替受益権の受益者が受益権の行使（受益債権の行使を除く。）をするには、第三項本文の規定により書面の交付を受けた上、発行者に当該書面を提示しなければならない。

Article 127-27 (1) In order to exercise a beneficial interest (excluding the exercise of a beneficial claim), a beneficiary of a book-entry transfer beneficial interest must, after having been issued a document pursuant to the provisions of the main clause of paragraph (3), present that document to the issuer.

２　振替受益権の受益者が受益者集会において議決権を行使するには、受益者集会の日の一週間前までに前項の規定による提示をし、かつ、受益者集会の日に当該提示をしなければならない。

(2) In order to exercise their voting rights at a beneficiaries meeting, the beneficiary of a book-entry transfer beneficial interest must present the document prescribed in the preceding paragraph by one week prior to the date of the beneficiaries meeting, and also present it on the day of the meeting.

３　振替受益権の受益者は、その直近上位機関に対し、当該直近上位機関が備える振替口座簿の自己の口座に記載され、又は記録されている当該振替受益権についての第百二十七条の四第三項各号に掲げる事項（主務省令で定めるものを除く。）を証明した書面の交付を請求することができる。ただし、当該振替受益権について、既にこの項の規定による書面の交付を受けた者であって、当該書面を当該直近上位機関に返還していないものについては、この限りでない。

(3) A beneficiary of book-entry transfer beneficial interest may demand that their immediately superior institution issue a document certifying the information set forth in the items of Article 127-4, paragraph (3) with regard to book-entry transfer beneficial interest entered or recorded under their own account in the book-entry transfer account register kept by its immediately superior institution (excluding the information specified by order of the competent ministry); provided, however, that this does not apply to a person that has already been issued a document under this paragraph with regard to that book-entry transfer beneficial interest, and that has not returned that document to their immediately superior institution.

４　前項本文の規定により書面の交付を受けた受益者は、当該書面を同項の直近上位機関に返還するまでの間は、当該書面における証明の対象となった振替受益権について、振替の申請又は抹消の申請をすることができない。

(4) A beneficiary that has been issued a document pursuant to the provisions of the main clause of the preceding paragraph may not file an application for a book-entry transfer or a deletion with respect to the book-entry transfer beneficial interest certified by the document until the beneficiary returns the document to the immediately superior institution referred to in that paragraph.

（受益権買取請求に関する信託法の特例）

(Special Provisions of the Trust Act on the Demand to Purchase Beneficial Interest)

第百二十七条の二十八　振替受益権の受益者が信託法第百三条第一項又は第二項の規定により当該振替受益権を買い取ることを請求した場合には、発行者は、当該受益者に対し、当該振替受益権の代金の支払をするのと引換えに当該振替受益権について当該発

行者の口座を振替先口座とする振替を当該受益者の直近上位機関に対して申請することを請求することができる。

Article 127-28 If a beneficiary of book-entry transfer beneficial interest demands the purchase of its rights on the book-entry transfer beneficial interest pursuant to the provisions of Article 103, paragraph (1) or (2) of the Trust Act, the issuer may request that, in exchange for paying for the book-entry transfer beneficial interest, the beneficiary file an application with its immediately superior institution to make book entries for the book-entry transfer beneficial interest using the issuer's account as the transferee account.

（信託の併合に関する信託法の特例）

(Special Provisions of the Trust Act on Merger of Trusts)

第百二十七条の二十九　信託の併合により消滅すべき受益権が振替受益権でない場合において、受託者が信託の併合に際して受益者に振替受益権を交付しようとするときは、信託の併合がその効力を生ずる日を第百二十七条の六第一項第一号の一定の日として同項の通知をしなければならない。

Article 127-29 (1) If a beneficial interest that is required to be extinguished in a merger of trusts is not a book-entry transfer beneficial interest and the trustee seeks to deliver book-entry transfer beneficial interest to a beneficiary at the time of the merger, the trustee must give the notice referred to in Article 127-6, paragraph (1), item (i) by using the day on which the merger of trusts takes effect as the fixed date referred to in that item.

２　信託の併合により消滅すべき受益権が振替受益権である場合において、受託者が信託の併合に際して振替受益権でない受益権を交付しようとするときは、当該受託者は、信託の併合がその効力を生ずる日を第百二十七条の十第一項第二号の日として全部抹消の通知をしなければならない。

(2) If a beneficial interest that is required to be extinguished in a merger of trusts is a book-entry transfer beneficial interest and the trustee seeks to deliver beneficiary interest that is not a book-entry transfer beneficial interest at the time of the merger, the trustee must give a notice on the deletion of all entries or records by using the day on which the merger of trusts takes effect as the date referred to in Article 127-10, paragraph (1), item (ii).

（振替受益権に関する信託法の特例）

(Special Provisions of the Trust Act on Book-Entry Transfer Beneficial Interest)

第百二十七条の三十　振替受益権に関する信託法の規定の適用については、振替受益権は、受益証券発行信託の受益権とみなす。

Article 127-30 In applying the provisions of the Trust Act that concern book-entry transfer beneficial interest, book-entry transfer beneficial interest is deemed to be a beneficial interest in a trust with certificates of beneficiary interest.

（適用除外）

(Exclusion from Application)

第百二十七条の三十一　振替受益権については、信託法第百八十六条第三号及び第四号、第百八十九条、第百九十四条、第百九十五条第一項、第百九十七条第一項から第三項まで、第百九十八条第一項及び第二項、第百九十九条、第二百条第一項並びに第二百一条第一項の規定は、適用しない。

Article 127-31 The provisions of Article 186, items (iii) and (iv), Article 189, Article 194, Article 195, paragraph (1), Article 197, paragraphs (1) through (3), Article 198, paragraphs (1) and (2), Article 199, Article 200, paragraph (1), and Article 201, paragraph (1) do not apply to book-entry transfer beneficial interest.

第五節　雑則

Section 5 Miscellaneous Provisions

第百二十七条の三十二　第百二十七条の五第一項の通知があった場合には、当該通知を受けた振替機関は、直ちに、当該通知に係る振替受益権の銘柄について、政令で定める方法により、加入者が同項第七号に掲げる事項を知ることができるようにする措置を執らなければならない。

Article 127-32 (1) If the notice referred to in Article 127-5, paragraph (1) has been given, the book-entry transfer institution that has been notified must immediately take measures that enable the participants to learn the information set forth in item (vii) of that paragraph concerning the issue of book-entry transfer beneficial interest related to the notice by the means prescribed by Cabinet Order.

２　前項の措置に関する費用は、同項の振替受益権に係る信託財産から支弁する。

(2) The expenses incurred for the measures referred to in the preceding paragraph are paid out of the trust property associated with the book-entry transfer beneficial interest referred to in that paragraph.

第七章　株式の振替

Chapter VII Book-Entry Transfer of Shares

第一節　通則

Section 1 General Rules

第百二十八条　株券を発行する旨の定款の定めがない会社の株式（譲渡制限株式を除く。）で振替機関が取り扱うもの（以下「振替株式」という。）についての権利の帰属は、この章の規定による振替口座簿の記載又は記録により定まるものとする。

Article 128 (1) The attribution of rights under a share (excluding a share with restriction on transfer) in a company that does not have provisions on the issuance of share certificates in its articles of incorporation, which is handled by a book-entry transfer institution (hereinafter referred to as a "book-entry transfer share"), is determined by the entries or records in a book-entry transfer account register as under the provisions of this Chapter.

２　発行者が、その株式について第十三条第一項の同意を与えるには、発起人全員の同意又は取締役会の決議によらなければならない。

(2) The issuer must act with the consent of all of the incorporators or in accordance with the resolution at a board of directors meeting to give the consent referred to in Article 13, paragraph (1) for their shares.

第二節　振替口座簿

Section 2 Book-Entry Transfer Account Registers

（振替口座簿の記載又は記録事項）

(Information Required to Be Entered or Recorded in a Book-Entry Transfer Account Register)

第百二十九条　振替口座簿は、各加入者の口座ごとに区分する。

Article 129 (1) A book-entry transfer account register is subdivided by account for each participant.

２　振替口座簿中の口座管理機関の口座は、次に掲げるものに区分する。

(2) The account of an account management institution in a book-entry transfer account register is subdivided as follows:

一　当該口座管理機関が振替株式についての権利を有するものを記載し、又は記録する口座（以下この章において「自己口座」という。）

(i) an account in which entries or records are made for book-entry transfer shares under which the account management institution holds rights (hereinafter referred to as the institution's "own account" in this Chapter); and

二　当該口座管理機関又はその下位機関の加入者が振替株式についての権利を有するものを記載し、又は記録する口座（以下この章において「顧客口座」という。）

(ii) an account in which entries or records are made for book-entry transfer shares under which the participants of the account management institution or its subordinate institution hold rights (hereinafter referred to as a "customer account" in this Chapter).

３　振替口座簿中の各口座（顧客口座を除く。）には、次に掲げる事項を記載し、又は記録する。

(3) Entries or records of the following information are to be made for each account (excluding a customer account) in a book-entry transfer account register:

一　加入者の氏名又は名称及び住所

(i) the name and address of the participant;

二　発行者の商号及び発行者が種類株式発行会社であるときは、振替株式の種類（以下この章において「銘柄」という。）

(ii) the issuer's trade name and the class of book-entry transfer shares, if the issuer is a company with class shares (hereinafter referred to as the "issue" in this Chapter);

三　銘柄ごとの数（次号に掲げるものを除く。）

(iii) the number of book-entry transfer shares by issue (other than those set forth in the following item);

四　加入者が質権者であるときは、その旨、質権の目的である振替株式の銘柄ごとの数、当該数のうち株主ごとの数並びに当該株主の氏名又は名称及び住所

(iv) if the participant is a pledgee, that fact, the number of book-entry transfer shares underlying the pledge by issue, the number of book-entry transfer shares

underlying the pledge by issue for each shareholder, and the names and addresses of those shareholders;

五　加入者が信託の受託者であるときは、その旨及び前二号の数のうち信託財産であるものの数

(v) if the participant is the trustee of a trust, that fact and the number of book-entry transfer shares referred to in the preceding two items which constitute trust property;

六　第三号又は第四号の数の増加又は減少の記載又は記録がされたときは、増加又は減少の別、その数及び当該記載又は記録がされた日

(vi) if an entry or record has been made of the increase or reduction in the number referred to in item (iii) or (iv), whether it is an increase or a reduction, the number of the increases or reductions, and the date on which the entry or record was made; and

七　その他政令で定める事項

(vii) other information specified by Cabinet Order.

４　振替口座簿中の顧客口座には、次に掲げる事項を記載し、又は記録する。

(4) Entries or records of the following information are to be made in the customer account in a book-entry transfer account register:

一　前項第一号及び第二号に掲げる事項

(i) the information set forth in items (i) and (ii) of the preceding paragraph;

二　銘柄ごとの数

(ii) the number of book-entry transfer shares, by issue; and

三　その他政令で定める事項

(iii) other information specified by Cabinet Order.

５　振替機関が機関口座を開設する場合には、振替口座簿に機関口座の区分を設け、次に掲げる事項を記載し、又は記録する。

(5) If a book-entry transfer institution opens an institution-held account, it must create a subdivision for that account in the book-entry transfer account register and enter or record the following information:

一　銘柄

(i) the issue;

二　銘柄ごとの数

(ii) the number of book-entry transfer shares, by issue; and

三　その他政令で定める事項

(iii) other information specified by Cabinet Order.

６　振替口座簿は、電磁的記録（主務省令で定めるものに限る。）で作成することができる。

(6) A book-entry transfer account register may be created as an electronic or magnetic record (limited to one specified by order of the competent ministry).

（振替株式の発行時等の新規記載又は記録手続）

(New Entries or Records to be Made upon Issuance of Book-Entry Transfer Shares)

第百三十条　特定の銘柄の振替株式の発行者は、当該振替株式を発行した日以後（当該発行者が会社の成立後にその株式について第十三条第一項の同意を与える場合にあっては、当該同意（以下この項において「成立後同意」という。）をした日以後）遅滞なく、当該発行者が同条第一項の同意を与えた振替機関に対し、次に掲げる事項の通知をしなければならない。

Article 130 (1) The issuer of book-entry transfer shares of a particular issue must notify the book-entry transfer institution to which they have given the consent referred to in Article 13, paragraph (1) of the following information after the date on which it issues those book-entry transfer shares (or after the day on which it gives the consent referred to in Article 13, paragraph (1), if the issuer gives that consent with regard to their shares after the incorporation of the company (hereinafter referred to as "consent after incorporation" in this paragraph)), without delay:

一　当該発行又は成立後同意に係る振替株式の銘柄

(i) the issue of the book-entry transfer shares that they have issued or for which they have given consent after incorporation;

二　前号の振替株式の株主又は登録株式質権者（会社法第百五十二条第一項に規定する登録株式質権者をいう。以下同じ。）である加入者の氏名又は名称

(ii) the names of the participants that are the holders and the registered pledgees (meaning a registered pledgee of shares prescribed in Article 152, paragraph (1) of the Companies Act; the same applies hereinafter) of the book-entry transfer shares referred to in the preceding item;

三　前号の加入者のために開設された第一号の振替株式の振替を行うための口座

(iii) the accounts opened for the participants referred to in the preceding item in which book entries are to be made for the book-entry transfer shares referred to in item (i);

四　加入者ごとの第一号の振替株式の数（次号に掲げるものを除く。）

(iv) the number of book-entry transfer shares referred to in item (i) for each participant (other than those set forth in the following item);

五　加入者が登録株式質権者であるときは、その旨、加入者ごとの質権の目的である第一号の振替株式の数及び当該数のうち株主ごとの数

(v) if the participant is a registered pledgee of shares, that fact, the number of book-entry transfer shares referred to in item (i) underlying the pledge for each participant, and the number of those shares for each shareholder;

六　前号の株主の氏名又は名称及び住所

(vi) the names and addresses of the shareholders referred to in the preceding item;

七　加入者が信託の受託者であるときは、その旨並びに第四号及び第五号の数のうち信託財産であるものの数

(vii) if the participant is the trustee of a trust, that fact and the number of book-entry transfer shares referred to in items (iv) and (v) which constitute trust property;

八　前条第三項第七号に掲げる事項のうち、発行者が知り得る事項として政令で定める事項

(viii) information set forth in paragraph (3), item (vii) of the preceding Article, which Cabinet Order prescribes as information that the issuer is able to learn; and

九　第一号の振替株式の総数その他主務省令で定める事項

(ix) the total number of book-entry transfer shares referred to in item (i) and other information specified by order of the competent ministry.

２　前項の通知があった場合には、当該通知を受けた振替機関は、直ちに、当該通知に係る振替株式の銘柄について、次に掲げる措置を執らなければならない。

(2) If the notice referred to in the preceding paragraph has been given, the book-entry transfer institution that has been notified must immediately take the following measures for the issue of book-entry transfer shares which has been notified:

一　当該振替機関が前項第三号の口座を開設したものである場合には、次に掲げる記載又は記録

(i) make the following entries or records, if the book-entry transfer institution is the one that opened the account referred to item (iii) of the preceding paragraph:

イ　当該口座の前条第三項第三号に掲げる事項を記載し、又は記録する欄（以下この章において「保有欄」という。）における前項第二号の加入者（同号の株主であるものに限る。）に係る同項第四号の数の増加の記載又は記録

(a) an entry or record of the increase in the number referred to in item (iv) of the preceding paragraph for a participant referred to in item (ii) of that paragraph (limited to one that is a shareholder referred to in that item), in the column of the account in which the information set forth in paragraph (3), item (iii) of the preceding Article is entered or recorded (hereinafter referred to as the "holdings column" in this Chapter);

ロ　当該口座の前条第三項第四号に掲げる事項を記載し、又は記録する欄（以下この章において「質権欄」という。）における前項第二号の加入者（同号の登録株式質権者であるものに限る。）に係る同項第五号の振替株式の数及び当該数のうち株主ごとの数の増加の記載又は記録

(b) an entry or record of the increase in the number of book-entry transfer shares referred to in item (v) of the preceding paragraph and the number of those shares for each shareholder, for a participant referred to in item (ii) of that paragraph (limited to one that is a registered pledgee of shares referred to in that item), in the column of the account in which the information set forth in paragraph (3), item (iv) of the preceding Article is entered or recorded (hereinafter referred to as the "pledge column" in this Chapter);

ハ　当該口座の質権欄における前項第六号に掲げる事項の記載又は記録

(c) an entry or record in the pledge column of the account of the information referred to in item (vi) of the preceding paragraph;

ニ　当該口座における前項第七号の信託財産であるものの数の増加の記載又は記録

(d) an entry or record in the account of the increase in the number of book-entry transfer shares constituting trust property referred to in item (vii) of the preceding paragraph; and

ホ　当該口座における前項第八号に掲げる事項の記載又は記録

(e) an entry or record in the account of the information set forth in item (viii) of the preceding paragraph;

二　当該振替機関が前項第三号の口座を開設したものでない場合には、その直近下位機関であって同項第二号の加入者の上位機関であるものの口座の顧客口座における当該加入者に係る同項第四号の数と同項第五号の振替株式の数を合計した数の増加の記載又は記録及び当該直近下位機関に対する同項第一号から第八号までに掲げる事項の通知

(ii) make an entry or record of the increase in the sum of the number referred to in item (iv) of the preceding paragraph and the number of book-entry transfer shares referred to in item (v) of that paragraph for a participant referred to in item (ii) of that paragraph, in the customer account under the account of the superior institution of the participant that is the immediately subordinate institution of the book-entry transfer institution, and notify the immediately subordinate institution of the information set forth in items (i) through (viii) of that paragraph, if the book-entry transfer institution is not the one that opened the account referred to item (iii) of the preceding paragraph.

３　前項の規定は、同項第二号（この項において準用する場合を含む。）の通知があった場合における当該通知を受けた口座管理機関について準用する。

(3) If the notice referred to in item (ii) of the preceding paragraph (including as applied mutatis mutandis pursuant to this paragraph) has been given, the provisions of the preceding paragraph apply mutatis mutandis to the account management institution that has received the notice.

（会社が株主等の口座を知ることができない場合に関する手続）

(Procedures If a Company is Unable to Identify the Account of a Shareholder)

第百三十一条　会社が特定の銘柄の振替株式を交付しようとする場合において、当該振替株式の株主又は登録株式質権者のために開設された振替株式の振替を行うための口座を知ることができないときは、当該会社（新設合併に際して振替株式を交付する場合その他の主務省令で定める場合にあっては、当該会社に準ずる者として主務省令で定めるもの。以下この条において「通知者」という。）は、次に掲げる事項を当該振替株式の株主又は登録株式質権者となるべき者として主務省令で定めるものに通知しなければならない。

Article 131 (1) If a company seeks to deliver book-entry transfer shares of a particular issue and is unable to identify the account that has been opened for the holder or registered pledgee of the book-entry transfer shares it seeks to deliver in which book entries are to be made for book-entry transfer shares, the company (or

the person specified by order of the competent ministry as being equivalent to the company, if the company is to deliver book-entry transfer shares at the time of a consolidation-type merger or in any other case specified by order of the competent ministry; hereinafter referred to as the "notifier" in this Article) must notify the person that order of the competent ministry prescribes as the person that is to become the holder or registered pledgee of those book-entry transfer shares of the following information:

一　会社が一定の日における当該振替株式の株主（登録株式質権者があるときは、その質権の目的である株式の株主を除く。）及び当該登録株式質権者について前条第一項の通知又は振替の申請をする旨

(i) the fact that the company will give the notice referred to in paragraph (1) of the preceding Article or file an application for a book-entry transfer for the holder of the book-entry transfer shares (excluding the holder of shares underlying a pledge, if there is a registered pledgee of shares) or registered pledgee of the book-entry transfer shares on a fixed date;

二　前号の株主又は登録株式質権者のために開設された当該振替株式の振替を行うための口座（第三項本文の申出により振替機関等が開設した口座を除く。）を、通知者がこの項の通知を発した日から起算して、株主及び登録株式質権者の保護のため必要かつ適当なものとして主務省令で定める期間内に通知者に通知すべき旨

(ii) the fact that the notice of the account opened for the shareholder or registered pledgee of shares referred to in the preceding item (excluding an account opened by a book-entry transfer institution or account management institution based on a request referred to in the main clause of paragraph (3)) in which book entries are to be made for the book-entry transfer shares is required to be given to the notifier within the period specified by order of the competent ministry as being necessary and appropriate for the protection of shareholders and registered pledgees from the day on which the notifier issued the notice under this paragraph;

三　第三項本文の申出により口座を開設する振替機関等の氏名又は名称及び住所

(iii) the name and address of the book-entry transfer institution or account management institution that opens accounts based on requests referred to in the main clause of paragraph (3); and

四　その他主務省令で定める事項

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

２　前項の通知者が同項の会社以外の者である場合には、当該通知者は、同項第一号の一定の日において、当該会社に対し、同号の株主又は登録株式質権者が通知した同項第二号の口座を通知しなければならない。

(2) If the notifier referred to in the preceding paragraph is a person other than the company referred to in that paragraph, the notifier must notify the company on the fixed date referred to in item (i) of that paragraph, of the account referred to in item (ii) of that paragraph which has been notified by the shareholder or registered pledgee of shares referred to in that item.

３　第一項第一号の株主又は登録株式質権者が同項第二号の期間内に同号の口座を通知者に通知しなかった場合には、会社は、同項第三号の振替機関等に対して当該株主又は当該登録株式質権者のために振替株式の振替を行うための口座（以下この章において「特別口座」という。）の開設の申出をしなければならない。ただし、当該会社が当該株主又は当該登録株式質権者のために開設の申出をした特別口座があるときは、この限りでない。

(3) If the shareholder or registered pledgee of shares referred to in paragraph (1), item (i) has not given the notifier the notice of the account referred to in item (ii) of that paragraph within the period referred to in item (ii) of that paragraph, the company must request the book-entry transfer institution or account management institution referred to in item (iii) of that paragraph to open an account for the shareholder or registered pledgee of shares in which book entries are to be made for the book-entry transfer shares (hereinafter referred to as a "special account" in this Chapter); provided, however, that this does not apply if there is a special account that the company has requested be opened for the shareholder or registered pledgee of shares.

４　会社が第一項の振替株式に係る株式の発行者である場合において、同項第一号の一定の日までに第十三条第一項の同意を与えていないときは、速やかに、当該株式について振替機関に同項の同意を与えなければならない。

(4) If a company is the issuer of shares that constitute book-entry transfer shares referred to in paragraph (1) and the company has not given the consent referred to in Article 13, paragraph (1) by the fixed date referred to in paragraph (1), item (i), it must promptly give the consent referred to in that paragraph to the book-entry transfer institution with respect to those shares.

５　第一項に規定する場合において、会社が前条第一項の通知をするときは、第一項第一号の株主又は登録株式質権者から通知を受けた同項第二号の口座（当該通知がないときは、当該会社が開設の申出をした特別口座）を同条第一項第三号の口座として同項の通知をしなければならない。

(5) In the case prescribed in paragraph (1), when the company gives the notice referred to in paragraph (1) of the preceding Article, it must use the account referred to in paragraph (1), item (ii) notified by the shareholder or registered pledgee of shares referred to in paragraph (1), item (i) (or the special account that the company has requested be opened, if the notice has not been given) as the account referred to in paragraph (1), item (iii) of the preceding Article.

（振替手続）

(Making Book Entry Transfers)

第百三十二条　特定の銘柄の振替株式について、振替の申請があった場合には、振替機関等は、第四項から第八項までの規定により、当該申請において第三項の規定により示されたところに従い、その備える振替口座簿における減少若しくは増加の記載若しくは記録又は通知をしなければならない。

Article 132 (1) If an application for a book-entry transfer involving book-entry transfer shares of a particular issue has been filed, a book-entry transfer institution or account management institution must, pursuant to the provisions of paragraphs (4) through (8) and as indicated pursuant to the provisions of paragraph (3) in the application, enter or record the reduction or increase in the book-entry transfer account register that it keeps, or give notice to the person concerned of the reduction or increase.

２　前項の申請は、この法律に別段の定めがある場合を除き、振替によりその口座（顧客口座を除く。）において減少の記載又は記録がされる加入者が、その直近上位機関に対して行うものとする。

(2) Unless otherwise prescribed in this Act, the application referred to in the preceding paragraph is an application that the participant files with its immediately superior institution for whom the reduction is entered or recorded in their account (excluding a customer account) by the book-entry transfer.

３　第一項の申請をする者は、当該申請において、次に掲げる事項を示さなければならない。

(3) A person filing the application referred to in paragraph (1) must indicate the following information in that application:

一　当該振替において減少及び増加の記載又は記録がされるべき振替株式の銘柄及び数

(i) the issue and the number of book-entry transfer shares for which the reduction and increase are required to be entered or recorded when the book-entry transfer is made;

二　前項の加入者の口座において減少の記載又は記録がされるのが保有欄であるか、又は質権欄であるかの別

(ii) whether the reduction is to be entered or recorded in the holdings column or the pledge column of the account of the participant referred to in the preceding paragraph;

三　前号の口座において減少の記載又は記録がされるのが質権欄である場合には、当該記載又は記録がされるべき振替株式についての株主の氏名又は名称及び住所並びに第一号の数（以下この条において「振替数」という。）のうち当該株主ごとの数

(iii) the names and addresses of the holders of book-entry transfer shares for which entries or records is required to be made, and the number of book-entry transfer shares that is referred to in item (i) (hereinafter referred to as the "number subject to book-entry transfer" in this Article), if the reduction is to be entered or recorded in the pledge column of the account referred to in the preceding item;

四　増加の記載又は記録がされるべき口座（顧客口座を除く。以下この章において「振替先口座」という。）

(iv) the account in which the entry or record of the increase is required to be made (excluding a customer account; hereinafter referred to as the "transferee account" in this Chapter);

五　振替先口座（機関口座を除く。）において増加の記載又は記録がされるのが保有欄であるか、又は質権欄であるかの別

(v) whether the increase is to be entered or recorded in the holdings column or the pledge column of the transferee account (excluding an institution-held account);

六　振替先口座（機関口座を除く。）において増加の記載又は記録がされるのが質権欄である場合には、振替数のうち株主ごとの数並びに当該株主の氏名又は名称及び住所

(vi) the number subject to book-entry transfer for each of the shareholders and the names and addresses of those shareholders, if the increase is to be entered or recorded in the pledge column of the transferee account (excluding an institution-held account).

４　第一項の申請があった場合には、当該申請を受けた振替機関等は、遅滞なく、次に掲げる措置を執らなければならない。

(4) If the application referred to in paragraph (1) has been filed, the book-entry transfer institution or account management institution that has received the application must take the following measures without delay:

一　第二項の加入者の口座の前項第二号の規定により示された保有欄又は質権欄における次に掲げる記載又は記録

(i) make the following entries or records in the holdings column or pledge column of the account of the participant referred to in paragraph (2), as indicated pursuant to the provisions of item (ii) of the preceding paragraph:

イ　振替数についての減少の記載又は記録

(a) an entry or record of the reduction in the number subject to book-entry transfer;

ロ　イの減少の記載又は記録がされるのが質権欄である場合には、前項第三号の株主ごとの数の減少の記載又は記録

(b) an entry or record of the reduction in the number of book-entry transfer shares for each shareholder referred to in item (iii) of the preceding paragraph, if the entry or record of the reduction referred to in sub-item (a) is to be made in the pledge column.

二　当該振替機関等が当該振替に係る共通直近上位機関でない場合には、直近上位機関に対する前項第一号及び第四号から第六号までの規定により示された事項の通知

(ii) notify the immediately superior institution of the information indicated pursuant to the provisions of item (i) and items (iv) through (vi) of the preceding paragraph, if the book-entry transfer institution or account management institution is not the common immediately superior institution for the book-entry transfer;

三　当該振替機関等が当該振替に係る共通直近上位機関であり、かつ、振替先口座を開設したものである場合には、当該振替先口座の前項第五号の規定により示された保有欄又は質権欄（機関口座にあっては、第百二十九条第五項第二号に掲げる事項を記載し、又は記録する欄。以下この条において「振替先欄」という。）における振替数についての増加の記載又は記録

(iii) make an entry or record of the increase in the number subject to book-entry transfer in the holdings column or the pledge column of the transferee account indicated pursuant to the provisions of item (v) of the preceding paragraph (or in the column in which the information set forth in Article 129, paragraph (5), item (ii) is entered or recorded, for an institution-held account; hereinafter referred to as the "transferee column"), if the book-entry transfer institution or account management institution is the common immediately superior institution for the book-entry transfer and is also the one that has opened the transferee account;

四　前号の場合において、当該振替先欄が質権欄であるときは、当該質権欄における次に掲げる記載又は記録

(iv) in the case referred to in the preceding item, to make the following entries or records in the pledge column, if the transferee column is the pledge column:

イ　前項第六号の株主ごとの数についての増加の記載又は記録

(a) an entry or record of the increase in the number of book-entry transfer shares for each shareholder referred to in item (vi) of the preceding paragraph;

ロ　当該株主の氏名又は名称及び住所の記載又は記録

(b) an entry or record of the names and addresses of the shareholders;

五　当該振替機関等が当該振替に係る共通直近上位機関であり、かつ、振替先口座を開設したものでない場合には、その直近下位機関であって当該振替先口座の加入者の上位機関であるものの口座の顧客口座における振替数についての増加の記載又は記録並びに当該直近下位機関に対する前項第一号及び第四号から第六号までの規定により示された事項の通知

(v) make an entry or record of the increase in the number subject to book-entry transfer, in the customer account under the account of the immediately subordinate institution to the book-entry transfer institution or account management institution that is the superior institution of the participant with that transferee account, and notify the immediately subordinate institution of the information indicated pursuant to the provisions of item (i) and items (iv) through (vi) of the preceding paragraph, if the book-entry transfer institution or account management institution is the common immediately superior institution for the book-entry transfer and is not the one that opened the transferee account.

5　前項第二号の通知があった場合には、当該通知を受けた振替機関等は、直ちに、次に掲げる措置を執らなければならない。

(5) If the notice referred to in item (ii) of the preceding paragraph has been given, the book-entry transfer institution or account management institution that has been notified must immediately take the following measures:

一　当該通知をした口座管理機関の口座の顧客口座における振替数についての減少の記載又は記録

(i) make an entry or record of the reduction in the number subject to book-entry transfer in the customer account under the account of the account management institution that has given the notice;

二　当該振替機関等が当該振替に係る共通直近上位機関でない場合には、直近上位機関に対する前項第二号の規定により通知を受けた事項の通知

(ii) notify the immediately superior institution of the information which has been notified pursuant to the provisions of item (ii) of the preceding paragraph, if the book-entry transfer institution or account management institution is not the common immediately superior institution for the book-entry transfer;

三　当該振替機関等が当該振替に係る共通直近上位機関であり、かつ、振替先口座を開設したものである場合には、当該振替先口座の振替先欄における振替数についての増加の記載又は記録

(iii) make an entry or record of the increase in the number subject to book-entry transfer in the transferee column of the transferee account, if the book-entry transfer institution or account management institution is the common immediately superior institution for the book-entry transfer and is also the one that has opened the transferee account;

四　前号の場合において、当該振替先欄が質権欄であるときは、当該質権欄における前項第四号イ及びロに掲げる記載又は記録

(iv) in the case referred to in the preceding item, to make the entries or records set forth in item (iv), sub-items (a) and (b) of the preceding paragraph in the pledge column, if the transferee column is the pledge column;

五　当該振替機関等が当該振替に係る共通直近上位機関であり、かつ、振替先口座を開設したものでない場合には、その直近下位機関であって当該振替先口座の加入者の上位機関であるものの口座の顧客口座における振替数についての増加の記載又は記録及び当該直近下位機関に対する前項第二号の規定により通知を受けた事項の通知

(v) make an entry or record of the increase in the number subject to book-entry transfer, in the customer account under the account of the immediately subordinate institution to the book-entry transfer institution or account management institution that is the superior institution of the participant with that transferee account, and notify the immediately subordinate institution of the information which has been notified pursuant to the provisions of item (ii) of the preceding paragraph, if the book-entry transfer institution or account management institution is the common immediately superior institution for the book-entry transfer and is not the one that opened the transferee account.

６　前項の規定は、同項第二号（この項において準用する場合を含む。）の通知があった場合における当該通知を受けた振替機関等について準用する。

(6) The provisions of the preceding paragraph apply mutatis mutandis to a book-entry transfer institution or account management institution that received the

notice referred to in item (ii) of the preceding paragraph (including as applied mutatis mutandis pursuant to this paragraph), if the notice has been given.

７　第四項第五号又は第五項第五号（前項において準用する場合を含む。以下この項において同じ。）の通知があった場合には、当該通知を受けた口座管理機関は、直ちに、次に掲げる措置を執らなければならない。

(7) If the notice referred to in paragraph (4), item (v) or paragraph (5), item (v) (including as applied mutatis mutandis pursuant to the preceding paragraph; hereinafter the same applies in this paragraph) has been given, the account management institution that has been notified must immediately take the following measures:

一　当該口座管理機関が振替先口座を開設したものである場合には、当該振替先口座の振替先欄における振替数についての増加の記載又は記録

(i) make an entry or record of the increase in the number subject to book-entry transfer in the transferee column of the transferee account, if the account management institution is the one that opened the transferee account;

二　前号の場合において、当該振替先欄が質権欄であるときは、当該質権欄における第四項第四号イ及びロに掲げる記載又は記録

(ii) in the case referred to in the preceding item, to make entries or records set forth in paragraph (4), item (iv), sub-items (a) and (b) in the pledge column, if the transferee column is the pledge column; and

三　当該口座管理機関が振替先口座を開設したものでない場合には、その直近下位機関であって当該振替先口座の加入者の上位機関であるもののの口座の顧客口座における振替数についての増加の記載又は記録及び当該直近下位機関に対する第四項第五号又は第五項第五号の規定により通知を受けた事項の通知

(iii) make an entry or record showing the increase in the number subject to book-entry transfer in the customer account under the account of the immediately subordinate institution to the account management institution that is the superior institution of the participant with that transferee account, and notify the immediately subordinate institution of the information which has been notified pursuant to the provisions of paragraph (4), item (v) or paragraph (5), item (v), if the account management institution is not the one that opened the transferee account.

８　前項の規定は、同項第三号（この項において準用する場合を含む。）の通知があった場合における当該通知を受けた口座管理機関について準用する。

(8) The provisions of the preceding paragraph apply mutatis mutandis to an account management institution that received the notice referred to in item (iii) of the preceding paragraph (including as applied mutatis mutandis pursuant to this paragraph), if the notice has been given.

（特別口座に記載又は記録がされた振替株式についての振替手続等に関する特例）

(Special Provisions on Book Entry Transfer Procedures for Book-Entry Transfer Shares That Have Been Entered or Recorded in a Special Account)

第百三十三条　加入者は、特別口座に記載され、又は記録された振替株式については、当該加入者又は当該振替株式の発行者の口座以外の口座を振替先口座とする振替の申請をすることができない。

Article 133 (1) A participant may not file an application for a book-entry transfer involving a book-entry transfer share that has been entered or recorded in a special account, if the transferee account is other than that of the participant or of the issuer of the book-entry transfer share.

２　特定の銘柄の振替株式に係る第百三十条第一項の通知又は振替の申請の前に当該振替株式となる前の株式を取得した者であって株主名簿に記載又は記録がされていないものその他の主務省令で定める者（以下この条において「取得者等」という。）が、当該通知又は当該振替の申請の後に、当該振替株式についての記載又は記録がされた特別口座の加入者と共同して請求をした場合には、発行者は、次に掲げる行為をしなければならない。当該請求をすべきことを当該加入者に命ずる判決であって執行力を有するものの正本若しくは謄本若しくはこれに準ずる書類として主務省令で定めるものを当該取得者等が添付して請求をした場合又は当該取得者等の請求により次に掲げる行為をしても当該加入者その他の利害関係人の利益を害するおそれがない場合として主務省令で定める場合も、同様とする。

(2) If, before the notice referred to in Article 130, paragraph (1) is given, or an application for a book-entry transfer involving book-entry transfer shares of a particular issue is filed, a person that acquired shares of a particular issue before they became book-entry transfer shares, and for which no entry or record has been made in the shareholder register, or any other person specified by order of the competent ministry (hereinafter referred to as the "acquirer or other such person" in this Article) files a joint request together with the participant with the special account in which the book-entry transfer shares have been entered or recorded, after giving the notice or filing the application, the issuer must take the following actions. The same applies if the acquirer or other such person files a request by attaching an authenticated copy or certified copy of an enforceable judgment that orders the participant to file the request or by attaching any other document specified by order of the competent ministry as being equivalent to the copy, or in cases prescribed by order of the competent ministry as those that are unlikely to harm the interests of the participant and other interested persons even if the issuer takes the following actions upon the request by the acquirer or other such person.

一　当該取得者等のための第百三十一条第三項本文の申出

(i) filing a request referred to in the main clause of Article 131, paragraph (3) for the acquirer or other such person; and

二　前号の申出により開設された口座を振替先口座とする当該振替株式についての振替の申請

(ii) filing an application for the book-entry transfer of those book-entry transfer shares in the transferee account that has been opened upon the request referred to in the preceding item.

３　特別口座の開設の申出をした発行者以外の加入者は、当該特別口座を振替先口座とする振替の申請をすることができない。

(3) A participant other than the issuer that has requested for a special account to be opened may not apply for a book-entry transfer with the special account as the transferee account.

（特別口座の移管）

(Transfer of Special Accounts)

第百三十三条の二　特別口座に記載され、又は記録された振替株式の発行者は、当該特別口座を開設した振替機関等（次項及び第三項において「移管元振替機関等」という。）以外の振替機関等に対し、当該特別口座の加入者のために当該振替株式の振替を行うための特別口座の開設の申出をすることができる。

Article 133-2 (1) The issuer of book-entry transfer shares that have been entered or recorded in a special account may request a book-entry transfer institution or account management institution other than the book-entry transfer institution or account management institution that has opened the special account (referred to as the "pre-transfer book-entry transfer institution or account management institution" in the following paragraph and paragraph (3)) to open a special account in which book entries are to be made for the book-entry transfer shares for the participants with the former special account.

２　前項の申出は、移管元振替機関等が開設した当該振替株式の振替を行うための特別口座（次項及び第四項において「移管元特別口座」という。）の全ての加入者のために、一括してしなければならない。ただし、前項の発行者が加入者のために開設の申出をした特別口座が同項の申出に係る振替機関等にある場合における当該加入者については、この限りでない。

(2) The request referred to in the preceding paragraph must be filed collectively for all participants with the special account opened by the pre-transfer book-entry transfer institution or account management institution in which book entries are to be made for the book-entry transfer shares (referred to as the "pre-transfer special account" in the following paragraph and paragraph (4)); provided, however, that this does not apply to a participant in cases in which the special account that the issuer referred to in the preceding paragraph has requested to be opened for the participant exists at the book-entry transfer institution or account management institution to which the request referred to in that paragraph has been filed.

３　第一項の発行者は、移管元振替機関等に対し、移管元特別口座に記載され、又は記録された振替株式の全てについて、移管先特別口座（同項の申出により開設された特別口座又は前項ただし書の特別口座をいう。次項において同じ。）を振替先口座とする振替の申請をすることができる。

(3) The issuer referred to in paragraph (1) may file an application with the pre-transfer book-entry transfer institution or account management institution for a book-entry transfer, using the post-transfer special account (meaning the special account opened upon the request referred to in that paragraph or the special account referred to in the proviso to the preceding paragraph; the same applies in the following paragraph) as the transferee account, with regard to all book-entry transfer shares entered or recorded in the pre-transfer special account.

４　第一項の発行者は、前項の申請をした場合には、遅滞なく、移管元特別口座の加入者に対し、移管先特別口座を開設した振替機関等の氏名又は名称及び住所を通知しなければならない。

(4) If the issuer referred to in paragraph (1) files an application referred to in the preceding paragraph, they must, without delay, notify the participants with the pre-transfer special account of the name and address of the book-entry transfer institution or account management institution that has opened the post-transfer special account.

（抹消手続）

(Making Deletions)

第百三十四条　特定の銘柄の振替株式について、抹消の申請があった場合には、振替機関等は、第四項から第六項までの規定により、当該申請において第三項の規定により示されたところに従い、その備える振替口座簿における減少の記載若しくは記録又は通知をしなければならない。

Article 134 (1) If an application for the deletion of a book-entry transfer share of a particular issue has been filed, a book-entry transfer institution or account management institution must, pursuant to the provisions of paragraphs (4) through (6) and as indicated pursuant to the provisions of paragraph (3) in the application, enter or record the reduction in the book-entry transfer account register that it keeps, or give notice to the person concerned of the reduction.

２　前項の申請は、発行者が、抹消によりその口座（顧客口座を除く。）において減少の記載又は記録がされる口座を開設した直近上位機関に対して行うものとする。

(2) The application referred to in the preceding paragraph is an application that the issuer is to file with the immediately superior institution with which it has opened the account (excluding a customer account) in which the reduction is to be entered or recorded as a result of the deletion.

３　発行者は、第一項の申請において、抹消により減少の記載又は記録がされるべき振替株式の銘柄及び数を示さなければならない。

(3) In the application referred to in paragraph (1), the issuer must indicate the issue and the number of book-entry transfer shares for which an entry or record of the reduction is required to be made as a result of the deletion.

４　第一項の申請があった場合には、当該申請を受けた振替機関等は、遅滞なく、次に掲げる措置を執らなければならない。

(4) If the application referred to in paragraph (1) has been filed, the book-entry transfer institution or account management institution that has received the application must take the following measures without delay:

一　発行者の口座の保有欄における前項の数についての減少の記載又は記録

(i) make an entry or record of the reduction in the number prescribed in the preceding paragraph in the holdings column of the issuer's account; and

二　当該振替機関等が口座管理機関である場合には、直近上位機関に対する前項の規定により示された事項の通知

(ii) notify the immediately superior institution of the information indicated pursuant to the provisions of the preceding paragraph, if the book-entry transfer institution or account management institution is an account management institution.

５　前項第二号の通知があった場合には、当該通知を受けた振替機関等は、直ちに、次に掲げる措置を執らなければならない。

(5) If the notice referred to in item (ii) of the preceding paragraph has been given, the book-entry transfer institution or account management institution that has been notified must immediately take the following measures:

一　当該通知をした口座管理機関の口座の顧客口座における第三項の数についての減少の記載又は記録

(i) make an entry or record of the reduction in the number referred to in paragraph (3) in the customer account under the account of the account management institution that has given the notice; and

二　当該振替機関等が口座管理機関である場合には、直近上位機関に対する前項第二号の規定により通知を受けた事項の通知

(ii) notify the immediately superior institution of the information which has been notified pursuant to the provisions of item (ii) of the preceding paragraph, if the book-entry transfer institution or account management institution is an account management institution.

６　前項の規定は、同項第二号（この項において準用する場合を含む。）の通知があった場合における当該通知を受けた振替機関等について準用する。

(6) The provisions of the preceding paragraph apply mutatis mutandis to a book-entry transfer institution or account management institution that received the notice referred to in item (ii) of the preceding paragraph (including as applied mutatis mutandis pursuant to this paragraph), if the notice has been given.

（全部抹消手続）

(Deleting All Entries or Records)

第百三十五条　特定の銘柄の振替株式の発行者は、当該振替株式についての記載又は記録の全部を抹消しようとする場合には、第二号の日の二週間前までに、当該発行者が第十三条第一項の同意を与えた振替機関に対し、次に掲げる事項の通知をしなければならない。

Article 135 (1) The issuer of book-entry transfer shares of a particular issue must notify the book-entry transfer institution to which they have given the consent referred to in Article 13, paragraph (1) of the following information by two weeks prior to the date referred to in item (ii), when seeking to delete all of the entries or records regarding those book-entry transfer shares:

一　当該振替株式の銘柄

(i) the issue of book-entry transfer shares; and

二　当該振替株式についての記載又は記録の全部を抹消する日

(ii) the date on which the deletion of all entries or records regarding those book-entry transfer shares are to be made.

２　前項の通知があった場合には、当該通知を受けた振替機関は、直ちに、当該通知に係る振替株式の銘柄について、その直近下位機関に対し、同項各号に掲げる事項の通知をしなければならない。

(2) If the notice referred to in the preceding paragraph has been given, the book-entry transfer institution that has been notified must immediately notify its immediately subordinate institution of the information set forth in the items of that paragraph regarding the issue of book-entry transfer shares which has been notified.

３　第一項の通知があった場合には、当該通知を受けた振替機関は、同項第二号の日において、その備える振替口座簿中の同項第一号の振替株式についての記載又は記録がされている口座（機関口座及び顧客口座以外の口座にあっては、当該口座の保有欄又は質権欄。以下この章において「保有欄等」という。）において、当該振替株式の全部についての記載又は記録の抹消をしなければならない。

(3) If the notice referred to in paragraph (1) has been given, the book-entry transfer institution that has been notified must delete the entries or records for all book-entry transfer shares referred to in item (i) of that paragraph from the accounts in the book-entry transfer account register that it keeps on the day referred to in item (ii) of that paragraph, in which entries or records have been made for the book-entry transfer shares (for accounts other than the institution-held account or a customer account, meaning the holdings column or the pledge column; hereinafter referred to as a "holdings or pledge column" in this Chapter).

４　前二項の規定は、第二項（この項において準用する場合を含む。）の通知があった場合における当該通知を受けた口座管理機関について準用する。

(4) If the notice referred to in paragraph (2) (including as applied mutatis mutandis pursuant to this paragraph) has been given, the provisions of the preceding two paragraphs apply mutatis mutandis to the account management institution that has received the notice.

（振替株式の併合に関する記載又は記録手続）

(Making Entries or Records for a Merger of Book-Entry Transfer Shares)

第百三十六条　特定の銘柄の振替株式について株式の併合をしようとする場合には、当該振替株式の発行者は、第三号の日の二週間前までに、当該発行者が第十三条第一項の同意を与えた振替機関に対し、次に掲げる事項の通知をしなければならない。

Article 136 (1) When seeking to merge the book-entry transfer shares of a particular issue, its issuer must notify the book-entry transfer institution to which they have given the consent referred to in Article 13, paragraph (1) of the following information by two weeks prior to the date referred to in item (iii):

一　当該株式の併合に係る振替株式の銘柄

(i) the issue of book-entry transfer shares subject to the merger of shares;

二　一から次のイの発行総数のロの発行総数に対する割合を控除した割合（以下この条において「減少比率」という。）

(ii) the percentage obtained when the percentage of the total issued number referred to in sub-item (a) to the total issued number referred to in sub-item (b) represents is deducted from one (hereinafter referred to as the "reduction ratio" in this Article):

イ　株式の併合後の当該振替株式の発行総数

(a) the total issued number of book-entry transfer shares after the merger of shares;

ロ　株式の併合前の当該振替株式の発行総数

(b) the total issued number of book-entry transfer shares before the merger of shares;

三　株式の併合がその効力を生ずる日

(iii) the day on which the merger of shares takes effect;

四　当該発行者の口座（二以上あるときは、そのうちの一）

(iv) the issuer's account (if there are two or more accounts, one of them).

２　前項の通知があった場合には、当該通知を受けた振替機関は、直ちに、当該通知に係る振替株式の銘柄について、その直近下位機関に対し、同項各号に掲げる事項の通知をしなければならない。

(2) If the notice referred to in the preceding paragraph has been given, the book-entry transfer institution that has been notified must immediately notify its immediately subordinate institution of the information set forth in the items of that paragraph regarding the issue of book-entry transfer shares which has been notified.

３　第一項の通知があった場合には、当該通知を受けた振替機関は、同項第三号の日において、その備える振替口座簿中の同項第一号の振替株式についての記載又は記録がされている保有欄等において、当該保有欄等に記載又は記録がされている数に減少比率をそれぞれ乗じた数についての減少の記載又は記録をしなければならない。

(3) If the notice referred to in paragraph (1) has been given, the book-entry transfer institution that has been notified must make entries or records in the holdings or pledge column in which entries or records have been made for book-entry transfer shares referred to in item (i) of that paragraph in the book-entry

transfer account register that it keeps on the day referred to in item (iii) of that paragraph, of the reductions in the numbers obtained when each number that has been entered or recorded in a holdings or pledge column is multiplied by the reduction ratio.

４　前二項の規定は、第二項（この項において準用する場合を含む。）の通知があった場合における当該通知を受けた口座管理機関について準用する。

(4) If the notice referred to in paragraph (2) (including as applied mutatis mutandis pursuant to this paragraph) has been given, the provisions of the preceding two paragraphs apply mutatis mutandis to the account management institution that has received the notice.

５　振替機関等が第三項（前項において準用する場合を含む。以下この項において同じ。）の規定によって減少の記載又は記録をすることにより第三項に規定する保有欄等に一に満たない端数が記載され、又は記録されることとなる場合には、当該振替機関等は、同項の規定にかかわらず、当該保有欄等についてすべき記載又は記録に代えて、当該保有欄等の加入者の保有欄等又は第一項第四号の口座の保有欄に政令で定める記載又は記録をしなければならず、振替機関は、政令で定めるところにより、その下位機関に対し、当該記載又は記録をするための必要な指示をしなければならない。この場合において、当該下位機関は、当該指示に従った措置を執らなければならない。

(5) Notwithstanding the provisions of paragraph (3), if a book-entry transfer institution's entry or record of the reduction pursuant to the provisions of paragraph (3) (including as applied mutatis mutandis pursuant to the preceding paragraph; hereinafter the same applies in this paragraph) results in a number of less than one to be entered or recorded in a holdings or pledge column prescribed paragraph (3), in lieu of the entry or record that it is required to be made for that holdings or pledge column, the book-entry transfer institution or account management institution must make an entry or record prescribed by Cabinet Order in the holdings or pledge column of a participant of that holdings or pledge column, or in the holdings column of the account referred to in paragraph (1), item (iv), and give necessary instructions to its subordinate institution for making the entry or record pursuant to the provisions of Cabinet Order. In such a case, the subordinate institution must take measures that comply with the instructions.

（振替株式の分割に関する記載又は記録手続）

(Making Entries or Records for the Split of Book-Entry Transfers)

第百三十七条　特定の銘柄の振替株式について、株式の分割をしようとする場合には、当該振替株式の発行者は、株式の分割がその効力を生ずる日の二週間前までに、当該発行者が第十三条第一項の同意を与えた振替機関に対し、次に掲げる事項の通知をしなければならない。

Article 137 (1) When seeking to split the book-entry transfer shares of a particular issue, its issuer must notify the book-entry transfer institution to which they have given the consent referred to in Article 13, paragraph (1) of the following information by two weeks prior to the day on which the share split takes effect:

一　当該株式の分割に係る振替株式の銘柄

(i) the issue of book-entry transfer shares subject to the split;

二　次のイの総数のロの発行総数に対する割合（以下この条において「増加比率」という。）

(ii) the percentage of the total number referred to in sub-item (a) to the total issued number referred to in sub-item (b) (hereinafter referred to as the "increase ratio" in this Article):

イ　株式の分割により株主が受ける当該振替株式の総数

(a) the total number of book-entry transfer shares that the shareholders are to receive as a result of the share split;

ロ　株式の分割前の当該振替株式の発行総数

(b) the total issued number of book-entry transfer shares before the share split.

三　株式の分割に係る基準日（会社法第百二十四条第一項に規定する基準日をいう。以下この章において同じ。）及び株式の分割がその効力を生ずる日

(iii) the record date for the share split (meaning the record date prescribed in Article 124, paragraph (1) of the Companies Act; hereinafter the same applies in this Chapter) and the day on which the share split takes effect;

四　当該発行者の口座（二以上あるときは、そのうちの一）

(iv) the issuer's account (if there are two or more accounts, one of them).

２　前項の通知があった場合には、当該通知を受けた振替機関は、直ちに、当該通知に係る振替株式の銘柄について、その直近下位機関に対し、同項各号に掲げる事項の通知をしなければならない。

(2) If the notice referred to in the preceding paragraph has been given, the book-entry transfer institution that has been notified must immediately notify its immediately subordinate institution of the information set forth in the items of that paragraph regarding the issue of the book-entry transfer shares which has been notified.

３　第一項の通知があった場合には、当該通知を受けた振替機関は、株式の分割がその効力を生ずる日において、その備える振替口座簿中の同項第三号の基準日における同項第一号の振替株式についての記載又は記録がされている保有欄等において、当該保有欄等に記載又は記録がされている数に増加比率をそれぞれ乗じた数についての増加の記載又は記録をしなければならない。

(3) If the notice referred to in paragraph (1) has been given, the book-entry transfer institution that has been notified must make entries or records in the holdings or pledge column in which entries or records have been made for book-entry transfer shares referred to in item (i) of that paragraph on the record date referred to in item (iii) of that paragraph in the book-entry transfer account register that it keeps on the day when the share split takes effect, of the increases in the numbers obtained when each number that have been entered or recorded in a holdings or pledge column is multiplied by the increase ratio.

４　前二項の規定は、第二項（この項において準用する場合を含む。）の通知があった場合における当該通知を受けた口座管理機関について準用する。

(4) If the notice referred to in paragraph (2) (including as applied mutatis mutandis pursuant to this paragraph) has been given, the provisions of the preceding two paragraphs apply mutatis mutandis to the account management institution that has received the notice.

５　振替機関等が第三項（前項において準用する場合を含む。以下この項において同じ。）の規定によって増加の記載又は記録をすることにより第三項に規定する保有欄等に一に満たない端数が記載され、又は記録されることとなる場合には、当該振替機関等は、同項の規定にかかわらず、当該保有欄等についてすべき記載又は記録に代えて、当該保有欄等の加入者の保有欄等又は第一項第四号の口座の保有欄に政令で定める記載又は記録をしなければならず、振替機関は、政令で定めるところにより、その下位機関に対し、当該記載又は記録をするための必要な指示をしなければならない。この場合において、当該下位機関は、当該指示に従った措置を執らなければならない。

(5) Notwithstanding the provisions of paragraph (3), if a book-entry transfer institution's entry or record of the increase pursuant to the provisions of paragraph (3) (including as applied mutatis mutandis pursuant to the preceding paragraph; hereinafter the same applies in this paragraph) results in a number of less than one to be recorded or entered in a holdings or pledge column prescribed paragraph (3), in lieu of making the entry or record that is required to be made for that holdings or pledge column, the book-entry transfer institution or account management institution must make an entry or record prescribed by Cabinet Order in the holdings or pledge column of a participant of that holdings or pledge column, or in the holdings column of the account referred to in paragraph (1), item (iv), and give necessary instructions to its subordinate institution for making the entry or record pursuant to the provisions of Cabinet Order. In such a case, the subordinate institution must take measures that comply with the instructions.

（合併等により他の銘柄の振替株式が交付される場合に関する記載又は記録手続）

(Making Entries or Records If Book-Entry Transfer Shares of Another Issue Are Delivered as a Result of a Merger)

第百三十八条　合併により消滅する会社又は株式交換若しくは株式移転をする会社（以下この章から第九章までにおいて「消滅会社等」と総称する。）の株式が振替株式である場合において、存続会社等又は新設会社等が吸収合併等又は新設合併等に際して振替株式を交付しようとするときは、消滅会社等は、合併等効力発生日の二週間前までに、当該消滅会社等が第十三条第一項の同意を与えた振替機関に対し、次に掲げる事項の通知をしなければならない。この場合において、第百三十条及び第百三十一条の規定は、適用しない。

Article 138 (1) If the shares of a company disappearing in a merger or of a company conducting a share exchange or share transfer (hereinafter referred to as a "disappearing company or wholly owned company" in this Chapter through Chapter IX) are book-entry transfer shares, and the surviving company or wholly

owning company, or incorporated company or wholly owning company seeks to deliver book-entry transfer shares at the time of the absorption-type merger or share exchange, or at the time of the consolidation-type merger or share transfer, the disappearing company or wholly owned company must notify the book-entry transfer institution to which it has given the consent referred to in Article 13, paragraph (1) of the following information by two weeks prior to the effective date of merger or date of incorporation. In such a case, the provisions of Article 130 and Article 131 do not apply:

一　当該消滅会社等の振替株式の株主に対して当該吸収合併等又は新設合併等に際して交付する振替株式の銘柄

(i) the issue of book-entry transfer shares that shareholders holding book-entry transfer shares in the disappearing company or wholly owned company will be delivered at the time of the absorption-type merger or share exchange, or at the time of the consolidation-type merger or share transfer;

二　当該消滅会社等の振替株式の銘柄

(ii) the issue of book-entry transfer shares in the disappearing company or wholly owned company;

三　次のイの総数のロの発行総数に対する割合（以下この条において「割当比率」という。）

(iii) the percentage of the total number referred to in sub-item (a) to the total issued number referred to in sub-item (b) (hereinafter referred to as the "allotment ratio" in this Article):

イ　第一号の振替株式の総数

(a) the total number of book-entry transfer shares referred to in item (i);

ロ　前号の振替株式の発行総数

(b) the total issued number of book-entry transfer shares referred to in the preceding item;

四　合併等効力発生日

(iv) the effective date of merger or date of incorporation;

五　第一号の振替株式の発行者の口座（二以上あるときは、そのうちの一）

(v) the account of the issuer of the book-entry transfer shares referred to in item (i) (if there are two or more accounts, one of them);

六　第百二十九条第三項第七号に掲げる事項のうち、発行者が知り得る事項として政令で定める事項

(vi) information set forth in Article 129, paragraph (3), item (vii), which Cabinet Order prescribes as information that the issuer is able to learn; and

七　第一号の振替株式のうち発行に係るものの総数その他主務省令で定める事項

(vii) the total number of book-entry transfer shares referred to in item (i), which are subject to issuance, and other information specified by order of the competent ministry.

２　前項前段の通知があった場合には、当該通知を受けた振替機関は、直ちに、当該通知に係る振替株式の銘柄について、その直近下位機関に対し、同項第一号から第六号までに掲げる事項の通知をしなければならない。

(2) If the notice referred to in the first sentence of the preceding paragraph has been given, the book-entry transfer institution that has been notified must immediately notify its immediately subordinate institution of the information set forth in items (i) through (vi) of that paragraph regarding the issue of book-entry transfer shares which has been notified.

３　第一項前段の通知があった場合には、当該通知を受けた振替機関は、合併等効力発生日において、その備える振替口座簿中の同項第二号の振替株式についての記載又は記録がされている保有欄等において、次に掲げる措置を執らなければならない。

(3) If the notice referred to in the first sentence of paragraph (1) has been given, the book-entry transfer institution that has been notified must take the following measures in the holdings and pledge columns in which entries or records have been made for book-entry transfer shares referred to in item (ii) of that paragraph in the book-entry transfer account register that it keeps, on the effective date of merger or date of incorporation:

一　当該保有欄等に記載又は記録がされている第一項第二号の振替株式の数に割当比率をそれぞれ乗じた数の同項第一号の振替株式についての増加及び同項第六号に規定する事項の記載又は記録

(i) make entries or records of the increases in book-entry transfer shares referred to in paragraph (1), item (i) for the numbers obtained when each number of book-entry transfer shares referred to in item (ii) of that paragraph for which an entry or record has been made in the holdings or pledge column is multiplied by the allotment ratio, and make entries or records of the information set forth in item (vi) of that paragraph; and

二　第一項第二号の振替株式の全部についての記載又は記録の抹消

(ii) delete the entries or records for all book-entry transfer shares referred to in paragraph (1), item (ii).

４　前二項の規定は、第二項（この項において準用する場合を含む。）の通知があった場合における当該通知を受けた口座管理機関について準用する。

(4) If the notice referred to in paragraph (2) (including as applied mutatis mutandis pursuant to this paragraph) has been given, the provisions of the preceding two paragraphs apply mutatis mutandis to the account management institution that has received the notice.

５　振替機関等が第三項（前項において準用する場合を含む。以下この項において同じ。）の規定によって増加の記載又は記録をすることにより第三項に規定する保有欄等に一に満たない端数が記載され、又は記録されることとなる場合には、当該振替機関等は、同項の規定にかかわらず、当該保有欄等においてすべき記載又は記録に代えて、当該保有欄等の加入者の保有欄等又は第一項第五号の口座の保有欄に政令で定める記載又は記録をしなければならず、振替機関は、政令で定めるところにより、その下位機関に

対し、当該記載又は記録をするための必要な指示をしなければならない。この場合において、当該下位機関は、当該指示に従った措置を執らなければならない。

(5) Notwithstanding the provisions of paragraph (3), if a book-entry transfer institution's entry or record of the increase pursuant to the provisions of paragraph (3) (including as applied mutatis mutandis pursuant to the preceding paragraph; hereinafter the same applies in this paragraph) results in a number less than one to be entered or recorded in a holdings or pledge column prescribed paragraph (3), in lieu of making the entry or record that is required to be made in that holdings or pledge column, the book-entry transfer institution or account management institution must make an entry or record prescribed by Cabinet Order in the holdings or pledge column of a participant of that holdings or pledge column, or in the holdings column of the account referred to in paragraph (1), item (v), and give necessary instructions to its subordinate institution for the making the entry or record pursuant to the provisions of Cabinet Order. In such a case, the subordinate institution must take measures that comply with the instructions.

６　第一項前段の存続会社等が、吸収合併等に際して自己の振替株式を移転しようとする場合には、当該存続会社等は、合併等効力発生日において、当該振替株式について抹消の申請をしなければならない。この場合において、第百四十条の規定にかかわらず、当該振替株式は、当該申請により第百三十四条第四項第一号の減少の記載又は記録がされた時において第一項前段の消滅会社等の株主に移転したものとみなす。

(6) If the surviving company or wholly owning company referred to in the first sentence of paragraph (1) seeks to transfer its own book-entry transfer shares at the time of the absorption-type merger or share exchange, it must file an application for the deletion of those book-entry transfer shares on the effective date of merger or date of incorporation. In such a case, notwithstanding the provisions of Article 140, the book-entry transfer shares are deemed to have been transferred to the shareholder of the disappearing company or wholly owned company referred to in the first sentence of paragraph (1) at the time that the entry or record is made for the reduction referred to in Article 134, paragraph (4), item (i) based on the application.

（記載又は記録の変更手続）

(Procedures for Changing Entries or Records)

第百三十九条　振替機関等は、その備える振替口座簿について、第百二十九条第三項各号、第四項各号又は第五項各号に掲げる事項につき変更が生じたことを知ったときは、直ちに、当該振替口座簿にその記載又は記録をしなければならない。

Article 139 If a book-entry transfer institution or account management institution learns that there has been a change to the information set forth in one of the items of Article 129, paragraph (3), paragraph (4), or paragraph (5) in the book-entry transfer account register that it keeps, it must immediately enter or record the change in the book-entry transfer account register.

第三節　振替の効果等

Section 3 Effect of Book-Entry Transfer

（振替株式の譲渡）

(Transfer of Book-Entry Transfer Shares)

第百四十条　振替株式の譲渡は、振替の申請により、譲受人がその口座における保有欄（機関口座にあっては、第百二十九条第五項第二号に掲げる事項を記載し、又は記録する欄）に当該譲渡に係る数の増加の記載又は記録を受けなければ、その効力を生じない。

Article 140 A transfer of book-entry transfer shares does not take effect unless the transferee has had an entry or record made in the holdings column of their account (or in the column in which the information set forth in Article 129, paragraph (5), item (ii) is entered or recorded, for the institution-held account), based on an application for book-entry transfer, of the increase in the number of book-entry transfer shares subject to the transfer.

（振替株式の質入れ）

(Pledge of Book-Entry Transfer Shares)

第百四十一条　振替株式の質入れは、振替の申請により、質権者がその口座における質権欄に当該質入れに係る数の増加の記載又は記録を受けなければ、その効力を生じない。

Article 141 A pledge of book-entry transfer shares does not take effect unless the pledgee has had an entry or record made in the pledge column of their account, based on an application for book-entry transfer, of the increase in the number of book-entry transfer shares subject to the pledge.

（信託財産に属する振替株式についての対抗要件）

(Requirement for Perfection of Book-Entry Transfer Shares That Come Under Trust Property)

第百四十二条　振替株式については、第百二十九条第三項第五号の規定により当該振替株式が信託財産に属する旨を振替口座簿に記載し、又は記録しなければ、当該株式が信託財産に属することを第三者に対抗することができない。

Article 142 (1) Unless an entry or record has been made for a book-entry transfer share in a book-entry transfer account register pursuant to the provisions of Article 129, paragraph (3), item (v), indicating that the book-entry transfer share comes under trust property, it is not permissible to assert against a third party that the share comes under trust property.

２　前項に規定する振替口座簿への記載又は記録は、政令で定めるところにより行う。

(2) An entry or record in a book-entry transfer account register prescribed in the preceding paragraph is made pursuant to the provisions of Cabinet Order.

（加入者の権利推定）

(Presumed Rights of Participants)

第百四十三条　加入者は、その口座（第百五十五条第一項に規定する買取口座を除き、口座管理機関の口座にあっては自己口座に限る。）における記載又は記録がされた振替株式についての権利を適法に有するものと推定する。

Article 143 A participant is presumed to be the lawful holder of the rights under a book-entry transfer share that has been entered or recorded in their account (excluding the purchase account prescribed in Article 155, paragraph (1); limited to their own account, if the account is that of an account management institution).

（善意取得）

(Acquisition in Good Faith)

第百四十四条　振替の申請によりその口座（口座管理機関の口座にあっては、自己口座に限る。）において特定の銘柄の振替株式についての増加の記載又は記録を受けた加入者（機関口座を有する振替機関を含む。）は、当該銘柄の振替株式についての当該増加の記載又は記録に係る権利を取得する。ただし、当該加入者に悪意又は重大な過失があるときは、この限りでない。

Article 144 A participant (or a book-entry transfer institution with an institution-held account) that has had an entry or record made in their account (limited to their own account, if the account is that of an account management institution), based on an application for book-entry transfer, of the increase in book-entry transfer shares of a particular issue acquires the rights associated with the entry or record of the increase in the book-entry transfer shares of that issue; provided, however that this does not apply if the participant has acted in bad faith or with gross negligence.

（超過記載又は記録がある場合の振替機関の義務）

(Obligations of Book-Entry Transfer Institution If There Are Entries or Records of Overages)

第百四十五条　前条の規定による振替株式の取得によりすべての株主の有する同条に規定する銘柄の振替株式の総数が当該銘柄の振替株式の発行総数（消却された振替株式の数を除く。）を超えることとなる場合において、第一号の合計数が第二号の発行総数を超えるときは、振替機関は、その超過数（第一号の合計数から第二号の発行総数を控除した数をいう。）に達するまで、当該銘柄の振替株式を取得する義務を負う。

Article 145 (1) If the total number of book-entry transfer shares of the issue prescribed in the preceding Article which all shareholders hold based on acquisitions of book-entry transfer shares under that Article comes to exceed the total issued number of book-entry transfer shares of that issue (excluding the number of cancelled book-entry transfer shares), and the aggregate number referred to in item (i) exceeds the total issued number referred to in item (ii), the book-entry transfer institution assumes the obligation to acquire book-entry transfer shares in that issue until its holdings reach the number in overage (meaning the number obtained by deducting the total issued number referred to in item (ii) from the aggregate number referred to in item (i)):

一　振替機関の備える振替口座簿における振替機関の加入者の口座に記載され、又は記録された当該銘柄の振替株式の数の合計数

(i) the aggregate number of book-entry transfer shares of the issue which have been entered or recorded in the accounts of the participants of the book-entry

transfer institution, in the book-entry transfer account register kept by that book-entry transfer institution;

二　当該銘柄の振替株式の発行総数（消却された振替株式の数及び発行者が第百五十九条第一項の規定により同項の通知をすることができない振替株式の数を除く。）

(ii) the total issued number of book-entry transfer shares of that issue (excluding the number of cancelled book-entry transfer shares and book-entry transfer shares for which the issuer may not give the notice referred to in Article 159, paragraph (1), pursuant to that Article.)

２　前項第一号に規定する数は、同号に規定する口座における増加又は減少の記載又は記録であって当該記載又は記録に係る権利の発生、移転又は消滅が生じなかったものがある場合において、前条の規定により当該記載又は記録に係る数の振替株式を取得した者のないことが証明されたときは、当該記載又は記録がなかったとした場合の数とする。

(2) If there is any number prescribed in item (i) of the preceding paragraph for which an entry or record of the increase or reduction has been made in an account prescribed in that item, and the rights associated with that entry or record have not arisen, have not been transferred, or have not been extinguished, and it is proved that no one has acquired book-entry transfer shares pursuant to the provisions of the preceding Article in the number for which the entry or record has been made, that number is treated as if no entry or record was made.

３　振替機関は、第一項の規定により振替株式を取得したときは、直ちに、発行者に対し、当該振替株式についての権利の全部を放棄する旨の意思表示をする義務を負う。

(3) If a book-entry transfer institution acquires book-entry transfer shares pursuant to the provisions of paragraph (1), it assumes the duty to immediately manifest the intention to renounce all rights to those book-entry transfer shares to the issuer.

４　前項に規定する振替株式についての権利は、同項の規定により放棄の意思表示がされたときは、消滅する。

(4) The rights under the book-entry transfer shares prescribed in the preceding paragraph are extinguished when the intention to renounce the rights is manifested pursuant to the provisions of that paragraph.

５　振替機関は、振替株式について第三項の規定により放棄の意思表示を行ったときは、直ちに、当該振替株式について振替口座簿の抹消を行わなければならない。

(5) If a book-entry transfer institution manifests the intention to renounce the rights pursuant to the provisions of paragraph (3) with respect to book-entry transfer shares, it must immediately make deletions for those book-entry transfer shares in the book-entry transfer account register.

６　第一項の銘柄の振替株式の発行者が、振替機関に対し、同項の規定による当該振替株式の取得をさせるため、自己の株式を処分する場合には、会社法第二編第二章第八節の規定は、適用しない。この場合において、当該処分は、公正な価額で行わなければならない。

(6) If the issuer of book-entry transfer shares of the issue referred to in paragraph (1) disposes of their own shares in order to have the book-entry transfer institution acquire book-entry transfer shares pursuant to the provisions of that paragraph, the provisions of Part II, Chapter II, Section 8 of the Companies Act do not apply. In such a case, the shares must be disposed of at a fair value.

（超過記載又は記録がある場合の口座管理機関の義務）

(Obligations of Account Management Institution If There Are Entries or Records of Overages)

第百四十六条　前条第一項に規定する場合において、第一号の合計数が第二号の数を超えることとなる口座管理機関があるときは、当該口座管理機関は、発行者に対し、その超過数（第一号の合計数から第二号の数を控除した数をいう。）に相当する数の当該銘柄の振替株式について権利の全部を放棄する旨の意思表示をする義務を負う。

Article 146 (1) In the case prescribed in paragraph (1) of the preceding Article, if there is an account management institution for which the total number referred to in item (i) comes to exceed the number referred to in item (ii), the account management institution has obligation to manifest the intention to renounce all rights to the book-entry transfer shares of that issue in a number equal to the overage (meaning the number obtained by deducting the number referred to in item (ii) from the aggregate number referred to in item (i)) to the issuer:

一　当該口座管理機関の備える振替口座簿における当該口座管理機関の加入者の口座に記載され、又は記録された当該銘柄の振替株式の数の合計数

(i) the aggregate number of book-entry transfer shares of the issue which have been entered or recorded in the accounts of the participants of the account management institution, in the book-entry transfer account register kept by that account management institution;

二　当該口座管理機関の直近上位機関の備える振替口座簿における当該口座管理機関の口座の顧客口座に記載され、又は記録された当該銘柄の振替株式の数

(ii) the number of book-entry transfer shares of the issue which have been entered or recorded in the customer account under the account of the account management institution, in the book-entry transfer account register kept by its immediately superior institution.

２　前条第二項の規定は、次に掲げる事項について準用する。

(2) The provisions of paragraph (2) of the preceding Article apply mutatis mutandis to the following information:

一　前項第一号に規定する数

(i) the number prescribed in item (i) of the preceding paragraph; and

二　前項第二号に規定する顧客口座における増加又は減少の記載又は記録であって当該記載又は記録に係る権利の発生、移転又は消滅が生じなかったものがある場合における同号に掲げる数

(ii) the number set forth in item (ii) of the preceding paragraph, if an entry or record of the increase or reduction has been made in the customer account

prescribed in that item and the rights associated with that entry or record have not arisen, have not been transferred, or have not been extinguished.

３　第一項の場合において、口座管理機関は、同項に規定する超過数に相当する数の同項に規定する銘柄の振替株式を有していないときは、同項の規定による放棄の意思表示をする前に、当該超過数に達するまで、当該銘柄の振替株式を取得する義務を負う。

(3) In the case referred to in paragraph (1), if an account management institution does not hold book-entry transfer shares of the issue prescribed in that paragraph in an amount equal to the overage prescribed in that paragraph, it assumes the obligation to acquire book-entry transfer shares in that issue until its holdings reach the amount of the overage, before manifesting the intention to renounce the rights pursuant to the provisions of that paragraph.

４　口座管理機関は、第一項の規定により放棄の意思表示をしたときは、直ちに、その直近上位機関に対し、次に掲げる事項を通知しなければならない。

(4) If an account management institution has manifested the intention to renounce the rights pursuant to the provisions of paragraph (1), it must immediately notify its immediately superior institution of the following information:

一　当該放棄の意思表示をした旨

(i) the fact that it has manifested the intention to renounce the rights; and

二　当該放棄の意思表示に係る振替株式の銘柄及び数

(ii) the issue and the number of book-entry transfer shares for which it has manifested the intention to renounce the rights.

５　前項の直近上位機関は、同項の通知を受けたときは、直ちに、同項第二号に掲げる銘柄の振替株式について、その備える振替口座簿における次に掲げる記載又は記録をしなければならない。

(5) When the immediately superior institution referred to in the preceding paragraph receives the notice referred to in that paragraph, it must immediately make the following entries or records regarding book-entry transfer shares of the issue set forth in item (ii) of that paragraph, in the book-entry transfer account register that it keeps:

一　前項の口座管理機関の口座の自己口座における同項第二号に掲げる数の減少の記載又は記録

(i) an entry or record in the account of the account management institution referred to in the preceding paragraph in the institution's own account, of the reduction in the number set forth in item (ii) of that paragraph;

二　前号の口座の顧客口座における前項第二号に掲げる数の増加の記載又は記録

(ii) an entry or record in the customer account under the account referred to in the preceding item, of the increase in the number set forth to in item (ii) of the preceding paragraph.

６　第一項の銘柄の振替株式の発行者が、第三項の口座管理機関に対し、同項の規定による当該振替株式の取得をさせるため、自己の株式を処分する場合には、会社法第二

編第二章第八節の規定は、適用しない。この場合において、当該処分は、公正な価額で行わなければならない。

(6) If the issuer of book-entry transfer shares of the issue referred to in paragraph (1) disposes of their own shares in order to have the account management institution referred to in paragraph (3) acquire book-entry transfer shares pursuant to the provisions of that paragraph, the provisions of Part II, Chapter II, Section 8 of the Companies Act do not apply. In such a case, the shares must be disposed of at a fair value.

（振替機関の超過記載又は記録に係る義務の不履行の場合における取扱い）

(Handling in the Case of Non-Performance of Obligations by Book-Entry Transfer Institutions Concerning Entries or Records of Overages)

第百四十七条　第百四十五条第一項に規定する場合において、同項に規定する振替機関が同項及び同条第三項の義務の全部を履行するまでの間は、各株主は、当該株主の有する当該銘柄の振替株式のうち第一号の数が第二号の総数に占める割合を同条第一項に規定する超過数（同条第三項の義務の一部が履行されたときは、当該履行に係る数を控除した数）に乗じた数に関する部分について、発行者に対抗することができない。

Article 147 (1) In the case prescribed in Article 145, paragraph (1), until the book-entry transfer institution prescribed in that paragraph fully performs the obligations referred to in that paragraph and paragraph (3) of that Article, it is not permissible for any of the shareholders to assert a share against the issuer regarding the part of the book-entry transfer shares of that issue that the shareholder holds which corresponds to the number obtained when the percentage of the number referred to in item (i) that accounts for in the total number referred to in item (ii) is multiplied by the amount of the overage prescribed in paragraph (1) of that Article (or by the number obtained by deducting the number related to the performance of the obligation, if the obligation referred to in paragraph (3) of that Article has been partially performed):

一　当該株主の有する当該銘柄の振替株式の数（当該振替機関の下位機関であって前条第一項の規定により当該銘柄の振替株式についての権利の放棄の意思表示をすべきものがあるときは、当該下位機関についての同項に規定する超過数に関する当該株主（当該下位機関又はその下位機関が開設した口座に記載又は記録がされた振替株式についての株主に限る。）の次条第一項に規定する口座管理機関分制限数を控除した数）

(i) the number of book-entry transfer shares of the issue that the shareholder holds (or, if the book-entry transfer institution has a subordinate institution that is required to manifest the intention to renounce the rights to book-entry transfer shares of that issue pursuant to the provisions of paragraph (1) of the preceding Article, the number obtained by deducting the maximum number ascribable to the account management institution prescribed in paragraph (1) of the following Article, for the overage prescribed in paragraph (1) of the preceding Article in respect of that shareholder for the subordinate institution (limited to the holder of

book-entry transfer shares that has been entered or recorded in an account opened by that subordinate institution or by its subordinate institution));

二　すべての株主の有する当該銘柄の振替株式の総数（当該振替機関の下位機関であって前条第一項の規定により当該銘柄の振替株式についての権利の放棄の意思表示をすべきものがあるときは、当該下位機関についての同項に規定する超過数に関する当該下位機関又はその下位機関が開設した口座に記載又は記録がされた振替株式についてのすべての株主の次条第一項に規定する口座管理機関分制限数の合計数を控除した数）

(ii) the total number of book-entry transfer shares of the issue that all of the shareholders hold (or, if the book-entry transfer institution has a subordinate institution that is required to manifest the intention to renounce the rights to book-entry transfer shares of that issue pursuant to the provisions of paragraph (1) of the preceding Article, the number obtained by deducting the sum of the maximum numbers ascribable to the account management institution prescribed in paragraph (1) of the following Article, for the overage prescribed in paragraph (1) of the preceding Article in respect of all of the holders of book-entry transfer shares that have been entered or recorded in accounts opened by that subordinate institution or by its subordinate institution for the subordinate institution).

２　第百四十五条第一項に規定する場合において、同項に規定する振替機関は、各株主に対して同項又は同条第三項の義務の不履行によって生じた損害の賠償をする義務を負う。

(2) In the case prescribed in Article 145, paragraph (1), the book-entry transfer institution prescribed in that paragraph assumes the obligation to indemnify each shareholder for damage caused by its non-performance of the obligations referred to in that paragraph or paragraph (3) of that Article.

３　第百四十五条第一項に規定する場合において、同項に規定する振替機関が第百五十一条第一項第一号又は第四号の通知の後二週間以内に、第百四十五条第三項の規定により同項の振替株式についての権利の全部を放棄する旨の意思表示をしたときは、当該振替機関が当該通知において当該振替株式の株主として通知をした者（以下この項において「特定被通知株主」という。）以外の株主に係る会社法第百二十四条第一項に規定する権利の行使については、第一項の規定は、適用しない。ただし、当該振替株式が次の各号のいずれかに該当するものである場合に限る。

(3) In the case prescribed in Article 145, paragraph (1), if, within two weeks after giving the notice referred to in Article 151, paragraph (1), item (i) or (iv), a book-entry transfer institution prescribed in Article 145, paragraph (1) manifests the intention to renounce all rights to the book-entry transfer shares referred to in that paragraph pursuant to the provisions of Article 145, paragraph (3), the provisions of paragraph (1) do not apply to the exercise of rights prescribed in Article 124, paragraph (1) of the Companies Act by any shareholder other than one that the book-entry transfer institution has notified as a holder of those book-entry transfer shares (hereinafter referred to as a "specific notified shareholder" in this

paragraph); provided, however, that this only applies if the book-entry transfer shares fall under one of the following items:

一　特定被通知株主が当該通知の後二週間以内に、発行者に対し、会社法第百二十四条第一項に規定する権利の全部を放棄する旨の意思表示をした振替株式

(i) book-entry transfer shares for which a specific notified shareholder has manifested the intention to renounce all of the rights prescribed in Article 124, paragraph (1) of the Companies Act to the issuer, within two weeks after the notice has been given;

二　発行者が有する自己の株式

(ii) the issuer's own shares;

三　発行者が議決権を行使する者のみを定めるために基準日を定めた場合における単元未満株式（会社法第百八十九条第一項に規定する単元未満株式をいう。第百五十三条において同じ。）

(iii) shares less than one unit (meaning shares less than one unit prescribed in Article 189, paragraph (1) of the Companies Act; the same applies in Article 153), in cases where the issuer has fixed the record date only for establishing the persons who will exercise the voting rights;

四　前号に規定する場合における会社法第三百八条第一項に規定する法務省令で定める株主の株式

(iv) shares held by a shareholder specified by Ministry of Justice Order which is prescribed in Article 308, paragraph (1) of the Companies Act, in cases prescribed in the preceding item.

４　振替機関が第百四十五条第三項の義務の全部を履行したときは、株主の権利（会社法第百二十四条第一項に規定する権利を除く。次条第四項及び第百五十四条において「少数株主権等」という。）の行使については、第一項の規定は、適用しない。

(4) If a book-entry transfer institution has fully performed the obligations referred to in Article 145, paragraph (3), the provisions of paragraph (1) do not apply to shareholder's exercise of rights (excluding the rights prescribed in Article 124, paragraph (1) of the Companies Act; the rights are referred to as "rights of minority shareholders and other shareholders" in paragraph (4) of the following Article and Article 154).

（口座管理機関の超過記載又は記録に係る義務の不履行の場合における取扱い）

(Handling in the Case of Non-Performance of Obligations by Account Management Institutions Concerning Entries or Records of Overages)

第百四十八条　第百四十六条第一項に規定する場合において、同項に規定する口座管理機関が同項及び同条第三項の義務の全部を履行するまでの間は、株主（当該口座管理機関又はその下位機関が開設した口座に記載又は記録がされた振替株式についての株主に限る。）は、その有する当該銘柄の振替株式のうち第一号の数が第二号の総数に占める割合を同条第一項に規定する超過数（同項の義務の一部が履行されたときは、当該履行に係る数を控除した数）に乗じた数（以下この条において「口座管理機関分制限数」という。）に関する部分について、発行者に対抗することができない。

Article 148 (1) In the case prescribed in Article 146, paragraph (1), until the account management institution prescribed in that paragraph fully performs the obligations referred to in that paragraph and paragraph (3) of that Article, a shareholder (limited to the holder of a book-entry transfer share that has been entered or recorded in an account opened by that account management institution or by its subordinate institution) may not assert a share against the issuer regarding the part of the book-entry transfer shares of that issue that the shareholder holds which corresponds to the number obtained when the percentage of the number referred to in item (i) that accounts for in the total number referred to in item (ii) is multiplied by the number in overage prescribed in paragraph (1) of that Article (or the number obtained by deducting the number related to the performance of the obligation, if the obligation referred to in that paragraph has been partially performed) (hereinafter referred to as the "maximum number ascribable to the account management institution" in this Article):

一　当該株主の有する当該銘柄の振替株式の数（当該口座管理機関の下位機関であって第百四十六条第一項の規定により当該銘柄の振替株式についての権利の放棄の意思表示をすべきものがあるときは、当該下位機関についての同項に規定する超過数に関する当該株主（当該下位機関又はその下位機関が開設した口座に記載又は記録がされた振替株式についての株主に限る。）の口座管理機関分制限数を控除した数）

(i) the number of book-entry transfer shares of the issue that the shareholder holds (or, if the account management institution has a subordinate institution that is required to manifest the intention to renounce the rights to book-entry transfer shares of that issue pursuant to the provisions of Article 146, paragraph (1), the number obtained by deducting the maximum number ascribable to the account management institution, for the overage prescribed in that paragraph in respect of that shareholder (limited to the holder of a book-entry transfer share that has been entered or recorded in an account opened by that subordinate institution or by its subordinate institution) for the subordinate institution);

二　当該口座管理機関又はその下位機関が開設した口座に記載又は記録がされた振替株式についてのすべての株主の有する当該銘柄の振替株式の総数（当該口座管理機関の下位機関であって第百四十六条第一項の規定により当該銘柄の振替株式についての権利の放棄の意思表示をすべきものがあるときは、当該下位機関についての同項に規定する超過数に関する当該下位機関又はその下位機関が開設した口座に記載又は記録がされた振替株式についてのすべての株主の口座管理機関分制限数の合計数を控除した数）

(ii) the total number of book-entry transfer shares of the issue held by all of the holders of book-entry transfer shares that have been entered or recorded in accounts opened by the account management institution or by its subordinate institution (or, if the account management institution has a subordinate institution that is required to manifest the intention to renounce the rights to book-entry transfer shares of that issue pursuant to the provisions of Article 146, paragraph (1), the number obtained by deducting the sum of the maximum

numbers ascribable to the account management institution, for the overage prescribed in that paragraph in respect of all of the holders of book-entry transfer shares that have been entered or recorded in accounts opened by that subordinate institution or by its subordinate institution for the subordinate institution).

２　第百四十六条第一項に規定する場合において、同項に規定する口座管理機関は、前項に規定する株主に対して同条第一項又は第三項の義務の不履行によって生じた損害の賠償をする義務を負う。

(2) In the case prescribed in Article 146, paragraph (1), the account management institution prescribed in that paragraph has the obligation to indemnify the shareholders prescribed in the preceding paragraph for damage caused by its non-performance of the obligations referred to in paragraph (1) or (3) of that Article.

３　前条第三項の規定は、第百四十六条第一項に規定する場合において、同項に規定する口座管理機関が、第百五十一条第一項第一号又は第四号の通知の後二週間以内に、第百四十六条第一項の規定により同項の振替株式についての権利の全部を放棄する旨の意思表示をしたときについて準用する。この場合において、次の表の上欄に掲げる字句は、それぞれ同表下欄に掲げる字句と読み替えるものとする。

(3) The provisions of paragraph (3) of the preceding Article apply mutatis mutandis in the case prescribed in Article 146, paragraph (1), if the account management institution prescribed in that paragraph manifests the intention to renounce the rights to the book-entry transfer shares referred to in that paragraph within two weeks after the notice referred to in Article 151, paragraph (1), item (i) or (iv) has been given. In such a case, the terms set forth in the left-hand column of the following table are deemed to be replaced with the terms set forth in the right-hand column of that table.

■表■　第百四十八条第三項

４　口座管理機関が第百四十六条第一項の義務の全部を履行したときは、当該口座管理機関又はその下位機関が開設した口座に記載又は記録がされた振替株式についての少数株主権等の行使については、第一項の規定は、適用しない。

(4) If an account management institution has fully performed the obligations referred to in Article 146, paragraph (1), the provisions of paragraph (1) do not apply to the exercise of rights of minority shareholders and other shareholders under the book-entry transfer shares that have been entered or recorded in accounts opened by that account management institution or by its subordinate institution.

（発行者が誤って振替株式について剰余金の配当をした場合における取扱い）

(Handling in the Case the Issuer Pays Dividends of Surplus on Book-Entry Transfer Shares in Error)

第百四十九条　発行者が第百四十七条第一項又は前条第一項の規定により当該発行者に対抗することができないものとされた振替株式についてした剰余金の配当は、当該発行者が善意の場合であっても、当該銘柄の他の振替株式に係る当該発行者の債務を消滅させる効力を有しない。

Article 149 (1) Even if an issuer is acting in good faith, the payment of dividends of surplus on book-entry transfer shares established pursuant to the provisions of Article 147, paragraph (1) or paragraph (1) of the preceding Article that it is not possible to assert against the issuer does not have the effect of extinguishing the issuer's obligations in respect of other book-entry transfer shares of that issue.

２　前項の場合において、株主は、発行者に対し、同項の剰余金の配当に係る金額の返還をする義務を負わない。

(2) In the case referred to in the preceding paragraph, a shareholder does not assume the duty to return the amount of the dividend of surplus referred to in that paragraph to the issuer.

３　発行者は、第一項の剰余金の配当をしたときは、前項に規定する金額の限度において、第百四十七条第二項又は前条第二項の規定による株主の振替機関等に対する権利を取得する。

(3) If an issuer pays the dividend of surplus referred to in paragraph (1), they acquire the rights of a shareholder under the provisions of Article 147, paragraph (2), or paragraph (2) of the preceding Article toward the book-entry transfer institution or account management institution, to the extent of the amount prescribed in the preceding paragraph.

第四節　会社法等の特例

Section 4 Special Provisions of the Companies Act

（株式の発行に関する会社法の特例）

(Special Provisions of the Companies Act on Issuance of Shares)

第百五十条　会社が設立に際して発行する株式について第十三条第一項の同意を与える場合には、発起人は、会社法第三十二条第一項の規定により同項各号に掲げる事項を定める際に、自己のために開設された当該振替株式の振替を行うための口座（特別口座を除く。）を示さなければならない。

Article 150 (1) If a company gives the consent referred to in Article 13, paragraph (1) with regard to shares it issues at the time of incorporation, the incorporator must indicate the account (excluding a special account) that has been opened for them in which book entries are to be made for those book-entry transfer shares, at the time the particulars set forth in the items of Article 32, paragraph (1) of the Companies Act are determined pursuant to the provisions of that paragraph.

２　振替株式の発行者は、当該振替株式についての会社法第五十九条第一項又は第二百三条第一項の通知において、当該振替株式についてこの法律の規定の適用がある旨を示さなければならない。

(2) The issuer of book-entry transfer shares must indicate the fact that the provisions of this Act apply to the book-entry transfer shares in the notice referred to in Article 59, paragraph (1) or Article 203, paragraph (1) of the Companies Act on those book-entry transfer shares.

３　振替株式を発行する会社の株主名簿には、当該振替株式についてこの法律の規定の適用がある旨を記載し、又は記録しなければならない。

(3) The shareholder register of a company issuing book-entry transfer shares must state or record the fact that the provisions of this Act apply to those book-entry transfer shares.

４　振替株式の引受けの申込みをする者は、自己のために開設された当該振替株式の振替を行うための口座（特別口座を除く。）を会社法第二百三条第二項の書面に記載し、又は同法第二百五条第一項の契約を締結する際に当該口座を当該振替株式の発行者に示さなければならない。

(4) A person making an offer to subscribe for book-entry transfer shares must state in a document referred to in Article 203, paragraph (2) of the Companies Act, the account (excluding a special account) that has been opened for them in which book entries are to be made for those book-entry transfer shares, or must indicate this account to the issuer of the book-entry transfer shares at the time of concluding the agreement referred to in Article 205, paragraph (1) of that Act.

５　新株予約権（その目的である株式が振替株式であるものに限る。）の発行者は、当該新株予約権についての会社法第二百四十二条第一項の通知において、当該新株予約権の目的である振替株式についてこの法律の規定の適用がある旨を示さなければならない。

(5) The issuer of share options (limited to those with book-entry transfer shares underlying them) must indicate that the provisions of this Act apply to the book-entry transfer shares underlying those share options in the notice referred to in Article 242, paragraph (1) of the Companies Act on those share options.

６　新株予約権を行使する者は、当該新株予約権の目的である株式が振替株式であるときは、自己のために開設された当該振替株式の振替を行うための口座（特別口座を除く。）を当該振替株式の発行者に示さなければならない。

(6) If the shares underlying a share option are book-entry transfer shares, the person exercising the share option must indicate the account (excluding a special account) that has been opened for them in which book entries are to be made for those book-entry transfer shares to the issuer of the book-entry transfer shares.

（総株主通知）

(Notice to All Shareholders)

第百五十一条　振替機関は、次の各号に掲げる場合のいずれかに該当するときは、発行者に対し、当該各号に定める株主につき、氏名又は名称及び住所並びに当該株主の有する当該発行者が発行する振替株式の銘柄及び数その他主務省令で定める事項（以下この条及び次条において「通知事項」という。）を速やかに通知しなければならない。

Article 151 (1) If a book-entry transfer institution falls under the cases set forth in any of the following items, it must promptly notify the issuer of the name and address of the shareholder, the issue and number of book-entry transfer shares issued by the issuer which are held by that shareholder, and other information specified by order of the competent ministry for the shareholder prescribed in the items (hereinafter referred to as "information to be notified" in this Article and the following Article):

一　発行者が基準日を定めたとき。　その日の株主

(i) when the issuer fixes a record date: the shareholders on that date;

二　株式の併合がその効力を生ずる日が到来したとき。　その日の株主

(ii) when the effective date for a merger of shares arrives: the shareholders on that date;

三　振替機関等が第百三十五条第三項（同条第四項において準用する場合を含む。）の規定による抹消をしたとき。　当該抹消に係る振替株式の株主

(iii) when a book-entry transfer institution or account management institution makes a deletion pursuant to the provisions of Article 135, paragraph (3) (including as applied mutatis mutandis pursuant to paragraph (4) of that Article): the holders of the book-entry transfer shares subject to the deletion;

四　事業年度を一年とする発行者について、事業年度ごとに、当該事業年度の開始の日から起算して六月を経過したとき（発行者が会社法第四百五十四条第五項に規定する中間配当に係る基準日を定めたときを除く。）。　当該事業年度の開始の日から起算して六月を経過した日の株主

(iv) if the issuer's business year consists of a full year, when six months have passed after the beginning of each business year (unless the issuer has fixed a record date for an interim dividend prescribed in Article 454, paragraph (5) of the Companies Act): the shareholders on the date six months have passed from the first day of the business year;

五　特定の銘柄の振替株式を取り扱う振替機関が第二十二条第一項の規定により第三条第一項の指定を取り消された場合又は第四十一条第一項の規定により当該指定が効力を失った場合であって、当該振替機関の振替業を承継する者が存しないとき。　当該指定が取り消された日又は当該指定が効力を失った日の株主

(v) if the designation under Article 3, paragraph (1) granted to a book-entry transfer institution handling book-entry transfer shares of a particular issue has been revoked pursuant to the provisions of Article 22, paragraph (1) or the designation has ceased to be effective pursuant to the provisions of Article 41, paragraph (1), and there is no person to succeed to the book-entry transfer business of the book-entry transfer institution: the shareholders on the date of the revocation of the designation or on the date on which the designation ceased to be effective;

六　特定の銘柄の振替株式が振替機関によって取り扱われなくなったとき。　当該振替機関が当該振替株式の取扱いをやめた日の株主

(vi) when the book-entry transfer institution ceases to handle the book-entry transfer shares of a particular issue: the shareholders on the date that the book-entry transfer institution ceased to handle those book-entry transfer shares; and

七　その他政令で定めるとき。　政令で定める日における株主

(vii) other cases specified by Cabinet Order: the shareholders on the date specified by Cabinet Order.

２　前項の場合において、振替機関は、次の各号に掲げる場合の区分に応じ、それぞれ当該各号に定める者を株主として通知しなければならない。

(2) In the case referred to in the preceding paragraph, a book-entry transfer institution must give a notice that the person specified in each of the following items in accordance with the category of cases set forth in that item to be a shareholder:

一　振替機関又はその下位機関の備える振替口座簿中の加入者の口座（顧客口座及び第百五十五条第一項に規定する買取口座を除く。）の保有欄に振替株式についての記載又は記録がされている場合　当該口座の加入者（主務省令で定めるところにより、当該加入者が、その直近上位機関に対し、当該振替株式につき他の加入者を株主として前項の通知をすることを求める旨の申出をしたときは、当該振替株式に係る他の加入者（第百五十四条第三項第二号及び第百五十九条の二第二項第二号において「特別株主」という。））

(i) if book-entry transfer shares have been entered or recorded in the holdings column of a participant's account (excluding a customer account, and a purchase account prescribed in Article 155, paragraph (1)) in the book-entry transfer account register kept by a book-entry transfer institution or by its subordinate institution: the participant with that account (or, if the participant has made a request pursuant to order of the competent ministry to its immediately superior institution to give the notice referred to in the preceding paragraph by treating another participant as the holder of the book-entry transfer shares, the other participant related to the book-entry transfer shares (referred to as a "special shareholder" in Article 154, paragraph (3), item (ii) and Article 159-2, paragraph (2), item (ii)));

二　前号に規定する加入者の口座の質権欄に振替株式についての記載又は記録がされている場合　当該質権欄に株主としてその氏名又は名称の記載又は記録がされている者

(ii) if book-entry transfer shares have been entered or recorded in the pledge column of the participant's account prescribed in the preceding item: the person whose name is entered or recorded in the pledge column as the shareholder;

三　第百五十五条第一項に規定する買取口座に振替株式についての記載又は記録がされている場合　当該振替株式について同条第三項の申請をした振替株式の株主（当該振替株式の買取りの効力が生じた後にあっては、当該買取口座の加入者）

(iii) if book-entry transfer shares have been entered or recorded in the purchase account prescribed in Article 155, paragraph (1): the holder of the book-entry transfer shares that has filed an application referred to in paragraph (3) of that Article for the book-entry transfer shares (or the participant with the purchase account, after the purchase of the book-entry transfer shares becomes effective).

３　振替機関は、第一項の場合において、振替株式が質権欄に記載され、又は記録されている口座の加入者からの申出があったときは、同項の通知において、当該振替株式の質権者の氏名又は名称及び住所並びに当該振替株式の銘柄及び当該振替株式について

の第百二十九条第三項第四号に掲げる事項その他主務省令で定める事項を示さなければならない。

(3) In the case referred to in paragraph (1), if a book-entry transfer institution receives a request from a participant with the account in which book-entry transfer shares have been entered or recorded in the pledge column, the book-entry transfer institution must indicate the name and address of the pledgee of the book-entry transfer shares, their issue, the information set forth in Article 129, paragraph (3), item (iv) concerning the book-entry transfer shares, and other information specified by order of the competent ministry in the notice referred to in paragraph (1).

４　加入者は、前項の申出をするには、その直近上位機関を経由してしなければならない。

(4) A participant must go through its immediately superior institution to file the request referred to in the preceding paragraph.

５　第百四十七条第一項又は第百四十八条第一項の場合において、振替機関が第一項の通知をするときは、当該振替機関は、当該振替機関又はその下位機関の加入者の口座に記載又は記録がされた振替株式のうち第百四十七条第一項又は第百四十八条第一項の規定により発行者に対抗することができないものの数を示さなければならない。

(5) In the case referred to in Article 147, paragraph (1) or Article 148, paragraph (1), when a book-entry transfer institution gives the notice referred to in paragraph (1), it must indicate the number of book-entry transfer shares that have been entered or recorded in the participant's account at the book-entry transfer institution or its subordinate institution, which is not possible to assert against the issuer pursuant to the provisions of Article 147, paragraph (1) or Article 148, paragraph (1).

６　口座管理機関は、その直近上位機関から、当該口座管理機関又はその下位機関の加入者の口座に記載又は記録がされた振替株式につき、第一項の通知のために必要な事項（第三項及び前項に規定する事項を含む。）の報告を求められたときは、速やかに、当該事項を報告しなければならない。

(6) If an account management institution is asked by its immediate superior institution to report the necessary information for the notice referred to in paragraph (1) (including the information prescribed in paragraph (3) and the preceding paragraph) concerning the book-entry transfer shares that have been entered or recorded in the account of the participant of the account management institution or its subordinate institution, the account management institution must promptly report the information.

７　第一項第一号、第二号、第四号及び第七号に掲げる場合（政令で定める場合を除く。）には、発行者は、主務省令で定めるところにより、当該各号に定める日（同項第四号にあっては、同号の事業年度の開始の日）その他主務省令で定める事項を当該発行者が第十三条第一項の同意を与えた振替機関に通知しなければならない。

(7) In the cases prescribed in paragraph (1), item (i), item (ii), item (iv), and item (vii) (other than those specified by Cabinet Order), the issuer must notify the book-entry transfer institution to which it has given the consent referred to in Article 13, paragraph (1) of the date that the item prescribes (in the case referred to in item (iv) of that paragraph, the first day of the business year referred to in that item) and the information specified by order of the competent ministry, pursuant to order of the competent ministry.

８　発行者は、正当な理由があるときは、振替機関に対し、当該振替機関が定めた費用を支払って、当該発行者が定める一定の日の株主についての通知事項を通知することを請求することができる。この場合においては、第一項から第六項までの規定を準用する。

(8) If there is a legitimate reason for doing so, an issuer may demand that a book-entry transfer institution notify the information to be notified concerning shareholders on a fixed date set by the issuer, by paying the expense specified by the book-entry transfer institution. In such a case, the provisions of paragraphs (1) through (6) apply mutatis mutandis.

（株主名簿の名義書換に関する会社法の特例）

(Special Provisions of the Companies Act on Changing the Name of a Shareholder in the Shareholder Register)

第百五十二条　発行者は、前条第一項（同条第八項において準用する場合を含む。以下この条において同じ。）の通知を受けた場合には、株主名簿に通知事項及び同条第三項（同条第八項において準用する場合を含む。）の規定により示された事項のうち主務省令で定めるもの並びに同条第五項（同条第八項において準用する場合を含む。以下この条において同じ。）の規定により示された事項を記載し、又は記録しなければならない。この場合において、同条第一項各号に定める日に会社法第百三十条第一項の規定による記載又は記録がされたものとみなす。

Article 152 (1) If an issuer receives a notice referred to in paragraph (1) of the preceding Article (including as applied mutatis mutandis pursuant to paragraph (8) of that Article; hereinafter the same applies in this Article), the issuer must make an entry or record of the information to be notified, the information indicated pursuant to the provisions of paragraph (3) of that Article (including as applied mutatis mutandis pursuant to paragraph (8) of that Article) which is specified by order of the competent ministry, and the information indicated pursuant to the provisions of paragraph (5) of that Article (including as applied mutatis mutandis pursuant to paragraph (8) of that Article; hereinafter the same applies in this Article) in the shareholder register. In such a case, the information is deemed to have been entered or recorded pursuant to the provisions of Article 130, paragraph (1) of the Companies Act on the date prescribed in each item of paragraph (1) of the preceding Article.

２　第百四十七条第三項（第百四十八条第三項において準用する場合を含む。）に規定する意思表示をした場合には、発行者は、第百四十五条第三項又は第百四十六条第一

項の義務の全部を履行した振替機関等又はその下位機関が開設した口座に記載又は記録がされた振替株式については、前項の規定にかかわらず、前条第五項の規定により示された事項を株主名簿に記載し、又は記録してはならない。

(2) Notwithstanding the provisions of the preceding paragraph, if an issuer manifests the intention prescribed in Article 147, paragraph (3) (including as applied mutatis mutandis pursuant to Article 148, paragraph (3)), they must not enter or record in the shareholder register of the information indicated pursuant to the provisions of paragraph (5) of the preceding Article with regard to a book-entry transfer share that has been entered or recorded in an account opened by a book-entry transfer institution or account management institution that has fully performed the obligations referred to in Article 145, paragraph (3) or Article 146, paragraph (1) or by its subordinate institution.

３　前項の場合には、発行者は、特定被通知株主（第百四十七条第三項（第百四十八条第三項において準用する場合を含む。）に規定する特定被通知株主をいう。以下この項において同じ。）については、第一号に掲げる数から第二号に掲げる数を控除した数を特定被通知株主の有する振替株式の数として株主名簿に記載し、又は記録しなければならない。

(3) In the case referred to in the preceding paragraph, an issuer must enter or record in the shareholder register of the number obtained by deducting the number set forth in item (ii) from the number set forth in item (i) as the number of book-entry transfer shares held by a specific notified shareholder (meaning a specific notified shareholder prescribed in Article 147, paragraph (3) (including as applied mutatis mutandis pursuant to Article 148, paragraph (3)); hereinafter the same applies in this paragraph):

一　前条第一項の規定により通知された特定被通知株主の有する振替株式の数

(i) the number of book-entry transfer shares held by a specific notified shareholder that has been notified pursuant to the provisions of paragraph (1) of the preceding Article;

二　第百四十五条第三項又は第百四十六条第一項の義務の全部の履行に係る振替株式のうち特定被通知株主に係るものの数

(ii) the number of book-entry transfer shares held by the specific notified shareholder which are subject to the full performance of the obligations referred to in Article 145, paragraph (3) or Article 146, paragraph (1).

（超過記載又は記録に係る義務の不履行の場合における株主の議決権）

(Voting Rights of Shareholders in the Case of Non-Performance of Obligations Concerning Entries or Records of Overages)

第百五十三条　第百四十七条第一項又は第百四十八条第一項の規定により発行者に対抗することができない株式以外の株式について一株に満たない端数が生じたとき、又は単元未満株式が生じたときは、各株主は、会社法第三百八条第一項の規定にかかわらず、当該端数又は当該単元未満株式については、当該端数又は当該単元未満株式の数を単元

株式数で除した数（これらの数に百分の一に満たない数があるときは、これを切り捨てた数）の議決権を有する。

Article 153 Notwithstanding the provisions of Article 308, paragraph (1) of the Companies Act, if shareholders come to hold fractional shares for shares other than those that may not be asserted against the issuer, or if shareholders come to hold shares less than one unit pursuant to the provisions of Article 147, paragraph (1) or Article 148, paragraph (1), each shareholder is entitled to hold voting rights regarding the fractional shares or shares less than one unit, for the number obtained when the number of fractional shares or the number of shares less than one unit is divided by the number of share units (any number to the right of the hundredths column is disregarded).

（少数株主権等の行使に関する会社法の特例）

(Special Provisions of the Companies Act on the Exercise of Rights of Minority Shareholders and Other Shareholders)

第百五十四条　振替株式についての少数株主権等の行使については、会社法第百三十条第一項の規定は、適用しない。

Article 154 (1) The provisions of Article 130, paragraph (1) of the Companies Act do not apply to the exercise of rights of minority shareholders and other shareholders in respect of book-entry transfer shares.

２　前項の振替株式についての少数株主権等は、次項の通知がされた後政令で定める期間が経過する日までの間でなければ、行使することができない。

(2) The rights of minority shareholders and other shareholders to book-entry transfer shares referred to in the preceding paragraph may be exercised only during the period specified by Cabinet Order after the notice referred to in the following paragraph has been given.

３　振替機関は、特定の銘柄の振替株式について自己又は下位機関の加入者からの申出があった場合には、遅滞なく、当該振替株式の発行者に対し、当該加入者の氏名又は名称及び住所並びに次に掲げる事項その他主務省令で定める事項の通知をしなければならない。

(3) If a request has been made by its own participant or the participant of its subordinate institution with respect to book-entry transfer shares of a particular issue, a book-entry transfer institution must notify the issuer of the book-entry transfer shares of the name and address of the participant, the following information, and the information specified by order of the competent ministry, without delay:

一　当該加入者の口座の保有欄に記載又は記録がされた当該振替株式（当該加入者が第百五十一条第二項第一号の申出をしたものを除く。）の数及びその数に係る第百二十九条第三項第六号に掲げる事項

(i) the number of book-entry transfer shares that have been entered or recorded in the holdings column of the participant's account (other than those for which the participant has filed a request referred to in Article 151, paragraph (2), item (i))

and the information set forth in Article 129, paragraph (3), item (vi) concerning that number;

二　当該加入者が他の加入者の口座における特別株主である場合には、当該口座の保有欄に記載又は記録がされた当該振替株式のうち当該特別株主についてのものの数及びその数に係る第百二十九条第三項第六号に掲げる事項

(ii) if the participant is a special shareholder under another participant's account, the number of book-entry transfer shares that have been entered or recorded in the holdings column of that account which are held by the special shareholder and the information set forth in Article 129, paragraph (3), item (vi) concerning the number;

三　当該加入者が他の加入者の口座の質権欄に株主として記載又は記録がされた者である場合には、当該質権欄に記載又は記録がされた当該振替株式のうち当該株主についてのものの数及びその数に係る第百二十九条第三項第六号に掲げる事項

(iii) if the participant has been entered or recorded as a shareholder in the pledge column under the account of another participant, the number of book-entry transfer shares that have been entered or recorded in the pledge column of that account which are held by the shareholder and the information set forth in Article 129, paragraph (3), item (vi) concerning the number; and

四　当該加入者が次条第三項の申請をした振替株式の株主である場合には、同条第一項に規定する買取口座に記載又は記録がされた当該振替株式のうち当該株主についてのものの数及びその数に係る第百二十九条第三項第六号に掲げる事項

(iv) if the participant is a holder of book-entry transfer shares that has filed an application referred to in paragraph (3) of the following Article, the number of book-entry transfer shares that have been entered or recorded in the purchase account prescribed in paragraph (1) of that Article which are held by the shareholder and the information set forth in Article 129, paragraph (3), item (vi) concerning the number.

４　加入者は、前項の申出をするには、その直近上位機関を経由してしなければならない。

(4) A participant must go through its immediately superior institution to file the request referred to in the preceding paragraph.

５　第百五十一条第五項及び第六項の規定は、第三項の通知について準用する。この場合において、同条第六項中「第三項及び前項」とあるのは、「前項」と読み替えるものとする。

(5) The provisions of Article 151, paragraphs (5) and (6) apply mutatis mutandis to the notice referred to in paragraph (3). In such a case, the phrase "paragraph (3) and the preceding paragraph" in paragraph (6) of that Article is deemed to be replaced with "the preceding paragraph".

（株式買取請求に関する会社法の特例）

(Special Provisions of the Companies Act on Exercise of Appraisal Rights on Shares)

第百五十五条　振替株式の発行者が会社法第百十六条第一項各号の行為、同法第百八十二条の二第一項に規定する株式の併合、事業譲渡等（同法第四百六十八条第一項に規定する事業譲渡等をいう。第四項において同じ。）、合併、吸収分割契約、新設分割、株式交換契約、株式移転又は株式交付をしようとする場合には、当該発行者は、振替機関等に対し、株式買取請求（同法第百十六条第一項、第百八十二条の四第一項、第四百六十九条第一項、第七百八十五条第一項、第七百九十七条第一項、第八百六条第一項又は第八百十六条の六第一項の規定による請求をいう。以下この条において同じ。）に係る振替株式の振替を行うための口座（以下この条及び第百五十九条の二第二項第四号において「買取口座」という。）の開設の申出をしなければならない。ただし、当該発行者が開設の申出をした買取口座があるとき、又はこれらの行為に係る株式買取請求をすることができる振替株式の株主が存しないときは、この限りでない。

Article 155 (1) If an issuer of book-entry transfer shares seeks to perform any of the acts set forth in the items of Article 116, paragraph (1) of the Companies Act, a consolidation of shares prescribed in Article 182-2, paragraph (1) of that Act, business transfer, etc. (meaning the business transfer, etc. prescribed in Article 468, paragraph (1) of that Act; the same applies in paragraph (4)), a merger, conclusion of absorption-type split agreement, incorporation-type split, conclusion of share exchange agreement, share transfer or partial share exchange, the issuer must request a book-entry transfer institution or account management institution to open an account in which book entries are to be made for the book-entry transfer shares subject to the exercise of appraisal rights on shares (meaning the exercise of appraisal rights on shares under the provisions of Article 116, paragraph (1), Article 182-4, paragraph (1), Article 469, paragraph (1), Article 785, paragraph (1), Article 797, paragraph (1), Article 806, paragraph (1) or Article 816-6, paragraph (1) of that Act; hereinafter the same applies in this Article) (hereinafter the account is referred to as a "purchase account" in this Article and Article 159-2, paragraph (2), item (iv)); provided, however, that this does not apply if the issuer has already requested for a purchase account to be opened or there is no holder of book-entry transfer shares that is entitled to exercise appraisal rights on shares in relation to any of these acts.

２　前項の発行者は、第百六十一条第二項の規定により、会社法第百十六条第三項、第百八十一条第一項（同法第百八十二条の四第三項の規定により読み替えて適用する場合に限る。）、第四百六十九条第三項、第七百八十五条第三項、第七百九十七条第三項、第八百六条第三項又は第八百十六条の六第三項の規定による通知に代えて当該通知をすべき事項を公告する場合には、併せて、買取口座を公告しなければならない。

(2) If the issuer referred to in the preceding paragraph issues public notice pursuant to the provisions of Article 161, paragraph (2) of the information which is required to be given notice, in lieu of giving notice under the provisions of Article 116, paragraph (3) of the Companies Act, Article 181, paragraph (1) of that Act (limited to cases as applied pursuant to Article 182-4, paragraph (3) of that Act following the deemed replacement of terms), or Article 469, paragraph (3), Article

785, paragraph (3), Article 797, paragraph (3), Article 806, paragraph (3,) or Article 816-6, paragraph (3) of that Act, the issuer must also issue public notice of the purchase account.

３　振替株式の株主は、その有する振替株式について株式買取請求をしようとするときは、当該振替株式について買取口座を振替先口座とする振替の申請をしなければならない。

(3) If holders of book-entry transfer shares seek to exercise the appraisal rights on shares for their book-entry transfer shares, they must file an application for a book-entry transfer of the book-entry transfer shares that use the purchase account as the transferee account.

４　第一項の発行者は、会社法第百十六条第一項各号の行為、同法第百八十二条の二第一項に規定する株式の併合、事業譲渡等、吸収合併、吸収分割、株式交換若しくは株式交付がその効力を生ずる日又は新設合併、新設分割若しくは株式移転により設立する会社の成立の日までは、買取口座に記載され、又は記録された振替株式（当該行為に係る株式買取請求に係るものに限る。）について当該発行者の口座を振替先口座とする振替の申請をすることができない。

(4) Until the day on which the acts set forth in items of Article 116, paragraph (1) of the Companies Act, consolidation of shares prescribed in Article 182-2, paragraph (1) of that Act, business transfer, etc., absorption-type merger, absorption-type split, or share exchange or partial share exchange takes effect, or until the incorporation date of the company that is incorporated as a result of a consolidation-type merger, incorporation-type company split, share exchange or partial share exchange, the issuer referred to in paragraph (1) may not file an application for a book-entry transfer involving book-entry transfer shares that have been entered or recorded in a purchase account (limited to those subject to the exercise of appraisal rights on shares in relation to any of those acts) that use the issuer's account as the transferee account.

５　第一項の発行者は、第三項の申請をした振替株式の株主による株式買取請求の撤回を承諾したときは、遅滞なく、買取口座に記載され、又は記録された振替株式（当該撤回に係る株式買取請求に係るものに限る。）について当該株主の口座を振替先口座とする振替の申請をしなければならない。

(5) If the issuer referred to in paragraph (1) approves the withdrawal of the exercise of appraisal rights on shares by a holder of book-entry transfer shares that has filed an application referred to in paragraph (3), the issuer must, without delay, file an application for a book-entry transfer of the book-entry transfer shares that have been entered or recorded in a purchase account (limited to those subject to the exercise of appraisal rights on shares to be withdrawn) that use the account of the shareholder as the transferee account.

６　第一項の発行者は、買取口座に記載され、又は記録された振替株式については、当該発行者又は第三項の申請をした振替株式の株主の口座以外の口座を振替先口座とする振替の申請をすることができない。

(6) The issuer referred to in paragraph (1) may not file an application for a book-entry transfer involving book-entry transfer shares that have been entered or recorded in a purchase account, if the transferee account is other than that of the issuer or that of the holder of the book-entry transfer shares that has filed an application referred to in paragraph (3).

７　第三項の申請をする振替株式の株主以外の加入者は、買取口座を振替先口座とする振替の申請をすることができない。

(7) A participant other than the holder of book-entry transfer shares that files an application referred to in paragraph (3) may not file an application for a book-entry transfer that use the purchase account as the transferee account.

８　振替株式の株主が会社法第百九十二条第一項の規定により当該振替株式を買い取ることを請求した場合には、発行者は、当該株主に対し、当該振替株式の代金の支払をするのと引換えに当該振替株式について当該発行者の口座を振替先口座とする振替を当該株主の直近上位機関に対して申請することを請求することができる。

(8) If a holder of book-entry transfer shares exercises its appraisal rights on the book-entry transfer shares pursuant to the provisions of Article 192, paragraph (1) of the Companies Act, the issuer may demand that, in exchange for paying the price of the book-entry transfer shares, the shareholder file an application with its immediately superior institution to make book entries for the book-entry transfer shares that use the issuer's account as the transferee account.

（取得請求権付株式に関する会社法の特例）

(Special Provisions of the Companies Act on Shares with Put Options)

第百五十六条　取得請求権付株式である特定の銘柄の振替株式について会社法第百六十六条第一項本文の規定による請求をする加入者は、当該振替株式について振替の申請をしなければならない。

Article 156 (1) A participant making a request pursuant to the provisions of the main clause of Article 166, paragraph (1) of the Companies Act with regard to book-entry transfer shares of a particular issue constituting shares with put options must file an application for book entries to be made for those book-entry transfer shares.

２　会社法第百六十七条第一項の規定にかかわらず、同法第百六十六条第一項本文の規定による請求に係る取得請求権付株式が振替株式である場合には、発行者は、前項の振替の申請により発行者の口座における保有欄に当該取得請求権付株式に係る数の増加の記載又は記録を受けた時に当該振替株式を取得する。

(2) Notwithstanding the provisions of Article 167, paragraph (1) of the Companies Act, if shares with put options that are subject to the request referred to in the main clause of Article 166, paragraph (1) of the Companies Act are book-entry transfer shares, the issuer acquires the book-entry transfer shares at the time that an entry or record of the increase in the number of shares with put options is made in the holdings column of the issuer's account, based on an application for book entries as referred to in the preceding paragraph.

３　会社法第百六十六条第一項本文の規定による請求により振替株式の交付を受けようとする者は、自己のために開設された当該振替株式の振替を行うための口座（特別口座を除く。）を当該振替株式を交付する会社に示さなければならない。

(3) A person seeking to be delivered book-entry transfer shares based on a request pursuant to the provisions of the main clause of Article 166, paragraph (1) of the Companies Act must indicate to the company delivering the book-entry transfer shares the account (excluding a special account) that has been opened for them in which book entries are to be made for those book-entry transfer shares.

（取得条項付株式等に関する会社法の特例）

(Special Provisions of the Companies Act on Shares Subject to Call)

第百五十七条　取得条項付株式である振替株式の発行者が当該振替株式の一部を取得しようとする場合には、当該発行者は、会社法第百七条第二項第三号イの事由が生じた日以後遅滞なく、当該振替株式について当該発行者の口座を振替先口座とする振替の申請をしなければならない。この場合において、当該申請は、当該振替によりその口座（顧客口座を除く。）において減少の記載又は記録がされる加入者の直近上位機関に対して行うものとする。

Article 157 (1) If the issuer of book-entry transfer shares constituting shares subject to call seeks to acquire a part of the book-entry transfer shares, they must file an application for the book-entry transfer of those shares that uses their own account as the transferee account after the day on which the grounds referred to in Article 107, paragraph (2), item (iii), sub-item (a) of the Companies Act have arisen, without delay. In such a case, the application is to be filed with the immediately superior institution of the participant whose account (excluding a customer account) the entry or record of the reduction is to be made by the book-entry transfer.

２　会社法第百七十条第一項の規定にかかわらず、前項前段の場合には、発行者は、同項前段の振替の申請によりその口座における保有欄に同項前段の振替株式に係る数の増加の記載又は記録を受けた時に当該振替株式を取得する。

(2) Notwithstanding the provisions of Article 170, paragraph (1) of the Companies Act, in the case referred to in the first sentence of the preceding paragraph, the issuer acquires the book-entry transfer shares at the time that an entry or record of the increase in the number of book-entry transfer shares referred to in the first sentence of that paragraph is made in the holdings column of its account, based on an application for book entries referred to in the first sentence of that paragraph.

３　取得条項付株式又は全部取得条項付種類株式（会社法第百七十一条第一項に規定する全部取得条項付種類株式をいう。）である振替株式の発行者が当該振替株式の全部を取得しようとする場合には、当該発行者は、同法第百七条第二項第三号イの事由が生じた日又は同法第百七十一条第一項第三号に規定する取得日（以下この項において「効力発生日」という。）以後遅滞なく、効力発生日を第百三十五条第一項第二号の日とし

て同項の通知（以下この章において「全部抹消の通知」という。）をしなければならない。

(3) When the issuer of book-entry transfer shares constituting shares subject to call or shares subject to class-wide call (meaning shares subject to class-wide call prescribed in Article 171, paragraph (1) of the Companies Act) seeks to acquire all of those book-entry transfer shares, the issuer must give the notice referred to in Article 135, paragraph (1) (hereinafter referred to as the "notice of the deletion of all entries or records" in this Chapter) after the day on which the grounds referred to in Article 107, paragraph (2), item (iii), sub-item (a) of that Act have arisen or after the acquisition date prescribed in Article 171, paragraph (1), item (iii) of that Act (hereinafter referred to as the "effective date" in this paragraph) without delay, by using the effective date as the date referred to in Article 135, paragraph (1), item (ii).

４　会社法第百七十条第一項及び第百七十三条第一項の規定にかかわらず、前項の場合には、発行者は、全部抹消の通知により同項の振替株式についての記載又は記録の抹消がされた時に当該振替株式を取得する。

(4) Notwithstanding the provisions of Article 170, paragraph (1) and Article 173, paragraph (1) of the Companies Act, in the case referred to in the preceding paragraph, the issuer acquires the book-entry transfer shares referred to in that paragraph when the entries or records of those shares have been deleted pursuant to the notice of the deletion of all entries or records.

（株式の消却に関する会社法の特例）

(Special Provisions of the Companies Act on the Cancellation of Shares)

第百五十八条　発行者が自己の振替株式を消却しようとするときは、当該振替株式について抹消の申請をしなければならない。

Article 158 (1) If the issuer seeks to cancel their book-entry transfer shares, they must file an application for the deletion of those shares.

２　振替株式の消却は、第百三十四条第四項第一号の減少の記載又は記録がされた日にその効力を生ずる。

(2) The cancellation of book-entry transfer shares takes effect on the day that an entry or record of the decrease referred to in Article 134, paragraph (4), item (i) has been made.

（株券喪失登録がされた株券に係る会社法等の特例）

(Special Provisions of the Companies Act on Share Certificates Registered as Lost)

第百五十九条　第百三十条第一項の規定にかかわらず、株券喪失登録がされた株券の株式については、登録抹消日（会社法第二百三十条第一項に規定する登録抹消日をいう。以下この条において同じ。）まで第百三十条第一項の通知をすることができない。

Article 159 (1) Notwithstanding the provisions of Article 130, paragraph (1), the issuer may not give the notice referred to in that paragraph with regard to a share whose certificate has been registered as lost, until the day of cancellation of

registration (meaning the day of cancellation of registration prescribed in Article 230, paragraph (1) of the Companies Act; hereinafter the same applies in this Article).

２　前項の株式の発行者は、登録抹消日において、振替機関等に対して、当該株式についての登録抹消日における株券喪失登録者（会社法第二百二十四条第一項に規定する株券喪失登録者をいう。）である名義人（同法第二百二十一条第三号に規定する名義人をいう。）その他の主務省令で定める者（以下この条において「名義人等」という。）のために第百三十一条第三項本文の申出をしなければならない。ただし、当該名義人等が登録抹消日までに当該発行者に対し自己のために開設された当該振替株式の振替を行うための口座（特別口座を除く。）を通知したとき、又は当該発行者が当該名義人等のために開設の申出をした特別口座があるときは、この限りでない。

(2) The issuer of a share referred to in the preceding paragraph must make a request referred to in the main clause of Article 131, paragraph (3) for the registered holder (meaning a registered holder prescribed in Article 221, item (iii) of the Companies Act) that is the registrant of lost share certificate (meaning the registrant of lost share certificate prescribed in Article 224, paragraph (1) of that Act) as of the day of cancellation of registration or any other person specified by order of the competent ministry (hereinafter referred to as the "registered holder or similar person" in this Article) on the day of cancellation of registration, to a book-entry transfer institution or account management institution; provided, however, that this does not apply if the registered holder or similar person has given notice of the account (excluding a special account) that has been opened for them in which book entries are to be made for the book-entry transfer shares to the issuer by the day of cancellation of registration, or if there is a special account that the issuer has requested to be opened for the registered holder or similar person.

３　前項本文の発行者が第一項の株式について第百三十条第一項の通知をする場合には、次の各号に掲げる事項を当該各号に定める事項として同項の通知をしなければならない。

(3) If the issuer referred to in the main clause of the preceding paragraph gives the notice referred to in Article 130, paragraph (1) with regard to a share referred to in paragraph (1), the issuer must give the notice referred to in that paragraph, by using the information set forth in the following items as the information prescribed in each of those items:

一　前項本文の名義人等である加入者の氏名又は名称　第百三十条第一項第二号に掲げる事項

(i) the name of the participant that constitutes the registered holder or similar person referred to in the main clause of the preceding paragraph: the information set forth in Article 130, paragraph (1), item (ii); and

二　前号の加入者から通知を受けた前項ただし書の口座（当該通知がないときは、当該発行者が開設の申出をした特別口座）　第百三十条第一項第三号に掲げる事項

(ii) the account referred to in the proviso of the preceding paragraph, which the issuer has been notified by the participant referred to in the preceding item (or the special account that the issuer has requested be opened, if the notice has not been given): the information set forth in Article 130, paragraph (1), item (iii).

（電子提供措置に関する会社法の特例）

(Special Provisions of the Companies Act on Measures for Electronic Provision)

第百五十九条の二　振替株式を発行する会社は、電子提供措置（会社法第三百二十五条の二に規定する電子提供措置をいう。）をとる旨を定款で定めなければならない。

Article 159-2 (1) A company issuing book-entry transfer shares must provide in its articles of incorporation that it will take measures for electronic provision (meaning the measures for electronic provision prescribed in Article 325-2 of the Companies Act).

２　加入者は、次に掲げる振替株式の発行者に対する書面交付請求（会社法第三百二十五条の五第二項に規定する書面交付請求をいう。以下この項において同じ。）を、その直近上位機関を経由してすることができる。この場合においては、同法第百三十条第一項の規定にかかわらず、書面交付請求をする権利は、当該発行者に対抗することができる。

(2) A participant may file a request for delivery of documents (meaning the request for delivery of documents prescribed in Article 325-5, paragraph (2) of the Companies Act; hereinafter the same applies in this paragraph) with the issuer of the following book-entry transfer shares through their immediately superior institution. In such a case, notwithstanding the provisions of Article 130, paragraph (1) of that Act, the participant may assert its right to request the delivery of documents against the issuer:

一　当該加入者の口座の保有欄に記載又は記録がされた当該振替株式（当該加入者が第百五十一条第二項第一号の申出をしたものを除く。）

(i) the book-entry transfer shares that have been entered or recorded in the holdings column of the participant's account (excluding those for which the participant has filed a request referred to in Article 151, paragraph (2), item (i));

二　当該加入者が他の加入者の口座における特別株主である場合には、当該口座の保有欄に記載又は記録がされた当該振替株式のうち当該特別株主についてのもの

(ii) if the participant is a special shareholder under another participant's account, the book-entry transfer shares that have been entered or recorded in the holdings column of the account which are held by the special shareholder;

三　当該加入者が他の加入者の口座の質権欄に株主として記載又は記録がされた者である場合には、当該質権欄に記載又は記録がされた当該振替株式のうち当該株主についてのもの

(iii) if the participant has been entered or recorded as a shareholder in the pledge column under the account of another participant, the book-entry transfer shares that have been entered or recorded in the pledge column of the account which are held by the shareholder; and

四　当該加入者が第百五十五条第三項の申請をした振替株式の株主である場合には、買取口座に記載又は記録がされた当該振替株式のうち当該株主についてのもの

(iv) if the participant is a shareholder of book-entry transfer shares for which the application referred to in Article 155, paragraph (3) has been filed, the book-entry transfer shares that have been entered or recorded in the purchase account which are held by the shareholder.

（合併等に関する会社法の特例）

(Special Provisions of the Companies Act on Mergers)

第百六十条　消滅会社等の株式が振替株式でない場合又は合併により消滅する会社が持分会社である場合において、存続会社等又は新設会社等が吸収合併等又は新設合併等に際して振替株式を交付しようとするときは、合併等効力発生日を第百三十一条第一項第一号の一定の日として同項の通知をしなければならない。

Article 160 (1) If shares in a disappearing company or wholly owned company are not book-entry transfer shares, or if the company disappearing in a merger is a membership company, and the surviving company or wholly owning company seeks to deliver book-entry transfer shares at the time of the absorption-type merger or share exchange, or the incorporated company or wholly owning company seeks to deliver book-entry transfer shares at the time of the consolidation-type merger or share transfer, the company must give the notice referred to in Article 131, paragraph (1) by using the effective date of merger or date of incorporation as the fixed date referred to in Article 131, paragraph (1), item (i).

２　存続会社等が吸収合併等に際して振替株式を移転しようとする場合には、当該存続会社等は、合併等効力発生日以後遅滞なく、当該振替株式について振替の申請をしなければならない。

(2) If a surviving company or wholly owning company seeks to transfer book-entry transfer shares at the time of an absorption-type merger or share exchange, it must file an application for book entries to be made for those book-entry transfer shares after the effective date of merger or date of incorporation without delay.

３　消滅会社等の株式が振替株式である場合において、存続会社等又は新設会社等が吸収合併等又は新設合併等に際して振替株式でない株式を交付しようとするとき、又は存続会社等若しくは新設会社等が株式会社でないときは、当該消滅会社等は、合併等効力発生日を第百三十五条第一項第二号の日として全部抹消の通知をしなければならない。

(3) If shares in a disappearing company or wholly owned company are book-entry transfer shares and the surviving company or wholly owning company seeks to issue shares that are not book-entry transfer shares at the time of the absorption-type merger or share exchange, or the incorporated company or wholly owning company seeks to issue shares that are not book-entry transfer shares at the time of the consolidation-type merger or share transfer, or if the surviving company or wholly owning company or incorporated company or wholly owning company is not a stock company, the disappearing company or wholly owned company must give the notice of the deletion of all entries or records by using the effective date of

merger or date of incorporation as the date referred to in Article 135, paragraph (1), item (ii).

４　持分会社が合併をする場合において、吸収合併存続会社又は新設合併設立会社が合併に際して振替株式を交付しようとする場合には、合併契約において、持分会社の社員のために開設された当該振替株式の振替を行うための口座（特別口座を除く。）を定めなければならない。

(4) If membership companies merge and the company surviving an absorption-type merger or company incorporated in a consolidation-type merger seeks to issue book-entry transfer shares at the time of the merger, the company must specify in the merger agreement, the accounts (excluding a special account) that have been opened for the members of the membership company in which book entries are to be made for those book-entry transfer shares.

５　吸収分割承継会社又は新設分割設立会社が会社分割に際して振替株式を交付しようとする場合には、吸収分割契約又は新設分割計画において、会社分割をする会社のために開設された当該振替株式の振替を行うための口座（特別口座を除く。）を定めなければならない。

(5) If the company succeeding in an absorption-type split or company incorporated in an incorporation-type split seeks to issue book-entry transfer shares at the time of the company split, the company must specify in the absorption-type split agreement or incorporation-type split plan, the account (excluding a special account) that has been opened for the splitting company in which book entries are to be made for those book-entry transfer shares.

（株式交付に関する会社法の特例）

(Special Provisions of the Companies Act on Partial Share Exchange)

第百六十条の二　会社法第七百七十四条の三第一項第三号又は第八号イの株式交付親会社の株式が振替株式である場合には、株式交付親会社は、同法第七百七十四条の四第一項（同法第七百七十四条の九において準用する場合を含む。）の規定による通知において、当該振替株式についてこの法律の規定の適用がある旨を示さなければならない。

Article 160-2 (1) If the shares of the parent company resulting from a partial share exchange referred to in Article 774-3, paragraph (1), item (iii) or item (viii), (a) of the Companies Act are book-entry transfer shares, the parent company resulting from a partial share exchange must indicate the fact that the provisions of this Act apply to those book-entry transfer shares in the notice pursuant to the provisions of Article 774-4, paragraph (1) of the Companies Act (including as applied mutatis mutandis pursuant to Article 774-9 of that Act).

２　前項に規定する場合には、会社法第七百七十四条の四第二項（同法第七百七十四条の九において準用する場合を含む。以下この項において同じ。）の申込みをする者（同法第七百七十四条の三第一項第四号又は第九号に掲げる事項についての定めに従い株式交付親会社が発行する振替株式の株主にならないものを除く。）は、自己のために開設された当該振替株式の振替を行うための口座（特別口座を除く。）を同法第七百七十四条の四第二項の書面に記載し、又は同法第七百七十四条の六（同法第七百七十四条

の九において準用する場合を含む。）の契約を締結する際に当該口座を当該振替株式の発行者に示さなければならない。

(2) In the case referred to in the preceding paragraph, a person making an offer referred to in Article 774-4, paragraph (2) of the Companies Act (including as applied mutatis mutandis pursuant to Article 774-9 of that Act; hereinafter the same applies in this paragraph) (excluding one that will not become a shareholder of book-entry transfer shares issued by the parent company resulting from a partial share exchange pursuant to the provisions concerning the particulars set forth in Article 774-3, paragraph (1), item (iv) or (ix) of that Act) must state in the document referred to in Article 774-4, paragraph (2) of that Act, the account opened for them in which book entries are to be made for the book-entry transfer shares (excluding a special account) or must indicate this account to the issuer of those book-entry transfer shares at the time of concluding the agreement referred to in Article 774-6 of that Act (including as applied mutatis mutandis pursuant to Article 774-9 of that Act).

３　会社法第七百七十四条の三第一項第五号ロ又は第八号ハの新株予約権の目的である株式が振替株式である場合には、株式交付親会社は、同法第七百七十四条の四第一項（同法第七百七十四条の九において準用する場合を含む。）の規定による通知において、当該新株予約権の目的である振替株式についてこの法律の規定の適用がある旨を示さなければならない。

(3) If the shares underlying share options referred to in Article 774-3, paragraph (1), item (v), sub-item (b) or item (viii), sub-item (c) of the Companies Act are book-entry transfer shares, the parent company resulting from a partial share exchange must indicate the fact that the provisions of this Act apply to those book-entry transfer shares underlying the share options in the notice pursuant to the provisions of Article 774-4, paragraph (1) of the Companies Act (including as applied mutatis mutandis pursuant to Article 774-9 of that Act).

４　株式交付親会社が株式交付に際して振替株式を移転しようとする場合には、当該株式交付親会社は、当該株式交付がその効力を生ずる日以後遅滞なく、当該振替株式について振替の申請をしなければならない。

(4) If the parent company resulting from a partial share exchange seeks to transfer book-entry transfer shares at the time of the partial share exchange, it must file an application for book entries to be made for those book-entry transfer shares after the day on which the partial share exchange takes effect without delay.

（適用除外等）

(Exclusion from Application)

第百六十一条　振替株式については、会社法第百二十二条第一項から第三項まで、第百三十二条第一項第二号及び第三号、第二項並びに第三項、第百三十三条、第百四十七条第一項、第百四十八条、第百五十二条並びに第百五十四条の二第一項から第三項までの規定は、適用しない。

Article 161 (1) The provisions of Article 122, paragraphs (1) through (3), Article 132, paragraph (1), items (ii) and (iii) and paragraphs (2) and (3), Article 133, Article 147, paragraph (1), Article 148, Article 152, and Article 154-2, paragraphs (1) through (3) of the Companies Act do not apply to book-entry transfer shares.

２　会社法第百十六条第三項、第百五十八条第一項、第百六十八条第二項、第百六十九条第三項、第百七十条第三項、第百七十二条第二項、第百七十九条の四第一項、第百七十九条の六第四項、第百八十一条第一項、第百九十五条第二項、第二百一条第三項、第二百六条の二第一項、第二百四十条第二項、第二百四十四条の二第一項、第四百六十九条第三項、第七百七十六条第二項、第七百八十三条第五項、第七百八十五条第三項、第七百九十七条第三項、第八百四条第四項、第八百六条第三項及び第八百十六条の六第三項の規定にかかわらず、振替株式を発行している会社は、これらの規定による通知（当該振替株式の株主又はその登録株式質権者に対してするものに限る。）に代えて、当該通知をすべき事項を公告しなければならない。

(2) Notwithstanding the provisions of Article 116, paragraph (3), Article 158, paragraph (1), Article 168, paragraph (2), Article 169, paragraph (3), Article 170, paragraph (3), Article 172, paragraph (2), Article 179-4, paragraph (1), Article 179-6, paragraph (4), Article 181, paragraph (1), Article 195, paragraph (2), Article 201, paragraph (3), Article 206-2, paragraph (1), Article 240, paragraph (2), Article 244-2, paragraph (1), Article 469, paragraph (3), Article 776, paragraph (2), Article 783, paragraph (5), Article 785, paragraph (3), Article 797, paragraph (3), Article 804, paragraph (4), Article 806, paragraph (3), and Article 816-6, paragraph (3) of the Companies Act, in lieu of giving the notice (limited to those given to shareholders or registered pledgees of the book-entry transfer shares) pursuant to those provisions, a company issuing book-entry transfer shares must issue public notice of the information which is required to be notified.

３　振替株式の譲渡における会社法第百三十条第一項の規定の適用については、同項中「株式会社その他の第三者」とあるのは、「株式会社」とする。

(3) In applying the provisions of Article 130, paragraph (1) of the Companies Act to the transfer of book-entry transfer shares, the phrase "stock company and other third parties" in that paragraph is deemed to be replaced with "stock company".

第五節　雑則

Section 5 Miscellaneous Provisions

第百六十二条　次の各号に掲げる通知があった場合には、当該通知を受けた振替機関は、直ちに、当該通知に係る振替株式の銘柄について、政令で定める方法により、加入者が当該各号に定める事項を知ることができるようにする措置を執らなければならない。

Article 162 (1) If the notice referred to in one of the following items has been given, the book-entry transfer institution that has been notified must immediately take measures that enable the participants to learn the information prescribed in that item concerning the book-entry transfer shares of the issue related to the notice by the means specified by Cabinet Order:

一　第百三十条第一項の通知　同項第九号に掲げる事項

(i) notice referred to in Article 130, paragraph (1): the information set forth in item (ix) of that paragraph; or

二　第百三十八条第一項前段の通知　同項第七号に掲げる事項

(ii) notice referred to in the first sentence of Article 138, paragraph (1): the information set forth in item (vii) of that paragraph.

２　前項の措置に関する費用は、同項の振替株式の発行者の負担とする。

(2) The expenses incurred in relation to the measures referred to in the preceding paragraph are to be borne by the issuer of the book-entry transfer shares referred to in that paragraph.

第八章　新株予約権の振替

Chapter VIII Book-Entry Transfer of Share Options

第一節　通則

Section 1 General Rules

（権利の帰属）

(Attribution of Rights)

第百六十三条　新株予約権の発行の決定において、当該決定に基づき発行する新株予約権（その目的である株式が振替株式であるものに限り、会社法第二百三十六条第一項第六号に掲げる事項の定めがあるもの及び新株予約権付社債に付されたものを除く。）の全部についてこの法律の規定の適用を受けることとする旨を定めた新株予約権であって、振替機関が取り扱うもの（以下「振替新株予約権」という。）についての権利の帰属は、この章の規定による振替口座簿の記載又は記録により定まるものとする。

Article 163 The attribution of rights under share options handled by a book-entry transfer institution which are provided for in a decision to issue share options establishing that all share options issued based on that decision (limited to those with book-entry transfer shares underlying them; excluding share options for which the particulars set forth in Article 236, paragraph (1), item (vi) of the Companies Act have been established and share options embedded in corporate bonds) will be subject to the application of the provisions of this Act (hereinafter referred to as "book-entry transfer share options") is established by the entries or records in a book-entry transfer account register pursuant to the provisions of this Chapter.

（新株予約権証券の不発行）

(Non-Issuance of Share Option Certificates)

第百六十四条　振替新株予約権については、新株予約権証券を発行することができない。

Article 164 (1) Share option certificates may not be issued for book-entry transfer share options.

２　振替新株予約権の新株予約権者は、当該振替新株予約権を取り扱う振替機関が第二十二条第一項の規定により第三条第一項の指定を取り消された場合若しくは第四十一条第一項の規定により当該指定が効力を失った場合であって当該振替機関の振替業を承継する者が存しないとき、又は当該振替新株予約権が振替機関によって取り扱われなく

なったときは、前項の規定にかかわらず、発行者に対し、新株予約権証券の発行を請求することができる。

(2) Notwithstanding the provisions of the preceding paragraph, if a book-entry transfer institution that handles the book-entry transfer share options has the designation under Article 3, paragraph (1) revoked pursuant to the provisions of Article 22, paragraph (1) or the designation expires pursuant to the provisions of Article 41, paragraph (1), and there is no person to succeed to the book-entry transfer business of the book-entry transfer institution, or if a book-entry transfer institution that handles the book-entry transfer share options ceases to handle those book-entry transfer share options, a holder of book-entry transfer share options may ask the issuer to issue a share option certificate.

３　前項の新株予約権証券は、無記名式とする。

(3) The share option certificates referred to in the preceding paragraph are to be in bearer form.

第二節　振替口座簿

Section 2 Book-Entry Transfer Account Registers

（振替口座簿の記載又は記録事項）

(Information Required to Be Entered or Recorded in a Book-Entry Transfer Account Register)

第百六十五条　振替口座簿は、各加入者の口座ごとに区分する。

Article 165 (1) A book-entry transfer account register is subdivided by account for each participant.

２　振替口座簿中の口座管理機関の口座は、次に掲げるものに区分する。

(2) The account of an account management institution in a book-entry transfer account register is subdivided into the following accounts:

一　当該口座管理機関が振替新株予約権についての権利を有するものを記載し、又は記録する口座（以下この章において「自己口座」という。）

(i) an account in which book-entry transfer share options to which the account management institution is entitled are entered or recorded (hereinafter referred to as the institution's "own account" in this Chapter); and

二　当該口座管理機関又はその下位機関の加入者が振替新株予約権についての権利を有するものを記載し、又は記録する口座（以下この章において「顧客口座」という。）

(ii) an account in which book-entry transfer share options to which the participants of the account management institution or of its subordinate institution are entitled are entered or recorded (hereinafter referred to as a "customer account" in this Chapter).

３　振替口座簿中の各口座（顧客口座を除く。）には、次に掲げる事項を記載し、又は記録する。

(3) The following information is entered or recorded for each account (excluding a customer account) in a book-entry transfer account register:

一　加入者の氏名又は名称及び住所

(i) the name and address of the participant;

二　発行者の商号及び振替新株予約権の種類（以下この章において「銘柄」という。）

(ii) the issuer's trade name and the type of book-entry transfer share option (hereinafter referred to as the "issue" in this Chapter);

三　銘柄ごとの数（次号に掲げるものを除く。）

(iii) the number of book-entry transfer share options, by issue (other than those set forth in the following item);

四　加入者が質権者であるときは、その旨、質権の目的である振替新株予約権の銘柄ごとの数、当該数のうち新株予約権者ごとの数並びに当該新株予約権者の氏名又は名称及び住所

(iv) if the participant is a pledgee, that fact, the number of book-entry transfer share options underlying the pledge by issue, the number of book-entry transfer share options of each issue for each share option holder, and the names and addresses of the share option holders;

五　加入者が信託の受託者であるときは、その旨及び前二号の数のうち信託財産であるものの数

(v) if the participant is the trustee of a trust, that fact, the number of book-entry transfer share options referred to in the preceding two items which constitute trust property; and

六　その他政令で定める事項

(vi) other information specified by Cabinet Order.

４　振替口座簿中の顧客口座には、次に掲げる事項を記載し、又は記録する。

(4) The following information is entered or recorded in the customer account in a book-entry transfer account register:

一　前項第一号及び第二号に掲げる事項

(i) the information set forth in items (i) and (ii) of the preceding paragraph;

二　銘柄ごとの数

(ii) the number of book-entry transfer share options, by issue; and

三　その他政令で定める事項

(iii) other information specified by Cabinet Order.

５　振替機関が機関口座を開設する場合には、振替口座簿に機関口座の区分を設け、次に掲げる事項を記載し、又は記録する。

(5) If a book-entry transfer institution opens an institution-held account, it must create a subdivision for that account in the book-entry transfer account register and enter or record the following information:

一　銘柄

(i) the issue;

二　銘柄ごとの数

(ii) the number of book-entry transfer share options by issue; and

三　その他政令で定める事項

(iii) other information specified by Cabinet Order.

６　振替口座簿は、電磁的記録（主務省令で定めるものに限る。）で作成することができる。

(6) A book-entry transfer account register may be created as an electronic or magnetic record (limited to one specified by order of the competent ministry).

（振替新株予約権の発行時の新規記載又は記録手続）

(New Entries or Records to be Made upon Issuance of Book-Entry Transfer Share Options)

第百六十六条　特定の銘柄の振替新株予約権の発行者は、当該振替新株予約権を発行した日以後遅滞なく、当該発行者が第十三条第一項の同意を与えた振替機関に対し、次に掲げる事項の通知をしなければならない。

Article 166 (1) The issuer of book-entry transfer share options of a particular issue must give notice to the book-entry transfer institution to which it has given the consent referred to in Article 13, paragraph (1) of the following information after the day on which they issue the book-entry transfer share options without delay:

一　当該発行に係る振替新株予約権の銘柄

(i) the issue of book-entry transfer share options that they have issued;

二　前号の振替新株予約権の新株予約権者又は質権者である加入者の氏名又は名称

(ii) the names of the participants that constitute the holders and pledgees of the book-entry transfer share options referred to in the preceding item;

三　前号の加入者のために開設された第一号の振替新株予約権の振替を行うための口座

(iii) the accounts opened for the participants referred to in the preceding item, in which book entries are to be made for the book-entry transfer share options referred to in item (i);

四　加入者ごとの第一号の振替新株予約権の数（次号に掲げるものを除く。）

(iv) the number of book-entry transfer share options referred to in item (i) for each participant (other than those set forth in the following item);

五　加入者が質権者であるときは、その旨、加入者ごとの質権の目的である第一号の振替新株予約権の数及び当該数のうち新株予約権者ごとの数

(v) if the participant is a pledgee, that fact, the number of book-entry transfer share options referred to in item (i) underlying the pledge for each participant, and the number of those share options for each share option holder;

六　前号の新株予約権者の氏名又は名称及び住所

(vi) the names and addresses of the share option holders referred to in the preceding item;

七　加入者が信託の受託者であるときは、その旨並びに第四号及び第五号の数のうち信託財産であるものの数

(vii) if the participant is the trustee of a trust, that fact, the number of book-entry transfer share options referred to in items (iv) and (v) which constitute trust property;

八　前条第三項第六号に掲げる事項のうち、発行者が知り得る事項として政令で定める事項

(viii) information set forth in item (vi), paragraph (3) of the preceding Article, which Cabinet Order prescribes as information that the issuer is able to learn; and

九　第一号の振替新株予約権の総数、当該振替新株予約権を行使することができる期間その他主務省令で定める事項

(ix) the total number of book-entry transfer share options referred to in item (i), the period during which the share options may be exercised, and other information specified by order of the competent ministry.

２　前項の通知があった場合には、当該通知を受けた振替機関は、直ちに、当該通知に係る振替新株予約権の銘柄について、次に掲げる措置を執らなければならない。

(2) If the notice referred to in the preceding paragraph has been given, the book-entry transfer institution that has been notified must immediately take the following measures for the issue of book-entry transfer share options which has been notified:

一　当該振替機関が前項第三号の口座を開設したものである場合には、次に掲げる記載又は記録

(i) make the following entries or records, if the book-entry transfer institution is the one that opened the account referred to item (iii) of the preceding paragraph:

イ　当該口座の前条第三項第三号に掲げる事項を記載し、又は記録する欄（以下この章において「保有欄」という。）における前項第二号の加入者（同号の新株予約権者であるものに限る。）に係る同項第四号の数の増加の記載又は記録

(a) an entry or record of the increase in the number referred to in item (iv) of the preceding paragraph for a participant referred to in item (ii) of that paragraph (limited to one that is a holder of share options referred to in that item), in the column of that account in which the information set forth in paragraph (3), item (iii) of the preceding Article is to be entered or recorded (hereinafter referred to as the "holdings column" in this Chapter);

ロ　当該口座の前条第三項第四号に掲げる事項を記載し、又は記録する欄（以下この章において「質権欄」という。）における前項第二号の加入者（同号の質権者であるものに限る。）に係る同項第五号の振替新株予約権の数及び当該数のうち新株予約権者ごとの数の増加の記載又は記録

(b) an entry or record of the increase in the number of book-entry transfer share options referred to in item (v) of the preceding paragraph and the number of those options ascribable to each share option holder, for a participant referred to in item (ii) of that paragraph (limited to one that is a pledgee referred to in that item), in the column of that account in which the information set forth in paragraph (3), item (iv) of the preceding Article is to be entered or recorded (hereinafter referred to as the "pledge column" in this Chapter);

ハ　当該口座の質権欄における前項第六号に掲げる事項の記載又は記録

(c) an entry or record of the information set forth in item (vi) of the preceding paragraph in the pledge column of the account;

ニ　当該口座における前項第七号の信託財産であるものの数の増加の記載又は記録

(d) an entry or record of the increase in the number of book-entry transfer share options constituting trust property which is referred to in item (vii) of the preceding paragraph in the account; and

ホ　当該口座における前項第八号に掲げる事項の記載又は記録

(e) an entry or record of the information set forth in item (viii) of the preceding paragraph in the account.

二　当該振替機関が前項第三号の口座を開設したものでない場合には、その直近下位機関であって同項第二号の加入者の上位機関であるものの口座の顧客口座における当該加入者に係る同項第四号の数と同項第五号の振替新株予約権の数を合計した数の増加の記載又は記録及び当該直近下位機関に対する同項第一号から第八号までに掲げる事項の通知

(ii) make an entry or record of the increase in the sum of the number referred to in item (iv) of the preceding paragraph and the number of book-entry transfer share options referred to in item (v) of that paragraph for a participant referred to in item (ii) of that paragraph, in the customer account under the account of the institution immediately subordinate to the book-entry transfer institution that is the superior institution of the participant, and give notice to the immediately subordinate institution of the information set forth in items (i) through (viii) of that paragraph, if the book-entry transfer institution is not the one that opened the account referred to item (iii) of the preceding paragraph.

３　前項の規定は、同項第二号（この項において準用する場合を含む。）の通知があった場合における当該通知を受けた口座管理機関について準用する。

(3) If the notice referred to in item (ii) of the preceding paragraph (including as applied mutatis mutandis pursuant to this paragraph) has been given, the provisions of the preceding paragraph apply mutatis mutandis to the account management institution that has received the notice.

（発行者が新株予約権者等の口座を知ることができない場合に関する手続）

(Procedures If the Issuer is Unable to Identify the Account of a Share Option Holder)

第百六十七条　会社が特定の銘柄の振替新株予約権を交付しようとする場合において、当該振替新株予約権の新株予約権者又は質権者のために開設された振替新株予約権の振替を行うための口座を知ることができないときは、当該会社（新設合併に際して振替新株予約権を交付する場合その他の主務省令で定める場合にあっては、当該会社に準ずる者として主務省令で定めるもの。以下この条において「通知者」という。）は、次に掲げる事項を当該振替新株予約権の新株予約権者又は質権者となるべき者として主務省令で定めるものに通知しなければならない。

Article 167 (1) If a company seeks to deliver book-entry transfer share options of a particular issue and is unable to identify an account that has been opened for

the holder or pledgee of those book-entry transfer share options in which book entries are to be made for the book-entry transfer share options, the company (or the person specified by order of the competent ministry as being equivalent to the company, if it is to deliver book-entry transfer share options at the time of a consolidation-type merger or in any other case specified by order of the competent ministry; hereinafter referred to as the "notifier" in this Article) must notify the person that order of the competent ministry prescribes as the one that should become the holder or pledgee of those book-entry transfer share options, of the following information:

一　会社が一定の日における当該振替新株予約権の新株予約権者（質権者があるときは、その質権の目的である新株予約権の新株予約権者を除く。）及び当該質権者について前条第一項の通知又は振替の申請をする旨

(i) the fact that the company will give the notice referred to in paragraph (1) of the preceding Article or file an application for a book-entry transfer to be made for the holder (excluding a holder of share options underlying a pledge, if there is a pledgee) and the pledgee of the book-entry transfer share options on a fixed date;

二　前号の新株予約権者又は質権者のために開設された当該振替新株予約権の振替を行うための口座（第三項本文の申出により振替機関等が開設した口座を除く。）を、通知者がこの項の通知を発した日から起算して、新株予約権者及び質権者の保護のため必要かつ適当なものとして主務省令で定める期間内に通知者に通知すべき旨

(ii) the fact that the account opened for the share option holder or pledgee referred to in the preceding item (excluding an account opened by a book-entry transfer institution or account management institution based on a request referred to in the main clause of paragraph (3)) in which book entries are to be made for the book-entry transfer share options should be notified to the notifier within the period specified by order of the competent ministry as being necessary and appropriate for the protection of share option holders and pledgees from the day on which the notifier issued the notice under this paragraph;

三　第三項本文の申出により口座を開設する振替機関等の氏名又は名称及び住所

(iii) the name and address of the book-entry transfer institution or account management institution that opens accounts based on the request referred to in the main clause of paragraph (3); and

四　その他主務省令で定める事項

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

２　前項の通知者が同項の会社以外の者である場合には、当該通知者は、同項第一号の一定の日において、当該会社に対し、同号の新株予約権者又は質権者が通知した同項第二号の口座を通知しなければならない。

(2) If the notifier referred to in the preceding paragraph is a person other than the company referred to in that paragraph, the notifier must notify the company of the account referred to in item (ii) of that paragraph which the holder or pledgee

referred to in that item has notified, on the fixed date referred to in item (i) of that paragraph.

３　第一項第一号の新株予約権者又は質権者が同項第二号の期間内に同号の口座を通知者に通知しなかった場合には、会社は、同項第三号の振替機関等に対して当該新株予約権者又は当該質権者のために振替新株予約権の振替を行うための口座（以下この章において「特別口座」という。）の開設の申出をしなければならない。ただし、当該会社が当該新株予約権者又は当該質権者のために開設の申出をした特別口座があるときは、この限りでない。

(3) If the share option holder or pledgee referred to in paragraph (1), item (i) does not notify the notifier of the account referred to in item (ii) of that paragraph within the period referred to in item (ii) of that paragraph, the company must request the book-entry transfer institution or account management institution referred to in item (iii) of that paragraph to open an account for the share option holder or pledgee in which book entries are to be made for book-entry transfer share options (hereinafter referred to as a "special account" in this Chapter); provided, however, that this does not apply if there is a special account that the company has requested to be opened for that share option holder or pledgee.

４　会社が第一項の振替新株予約権に係る新株予約権の発行者である場合において、同項第一号の一定の日までに第十三条第一項の同意を与えていないときは、速やかに、当該新株予約権について振替機関に同項の同意を与えなければならない。

(4) If a company is the issuer of share options that constitute book-entry transfer share options referred to in paragraph (1) and has not given the consent referred to in Article 13, paragraph (1) by the fixed date referred to in paragraph (1), item (i), the company must promptly give the consent referred to in Article 13, paragraph (1) to the book-entry transfer institution with respect to those share options.

５　第一項に規定する場合において、会社が前条第一項の通知をするときは、第一項第一号の新株予約権者又は質権者から通知を受けた同項第二号の口座（当該通知がないときは、当該会社が開設の申出をした特別口座）を同条第一項第三号の口座として同項の通知をしなければならない。

(5) In the case prescribed in paragraph (1), when a company gives the notice referred to in paragraph (1) of the preceding Article, the company must use the account referred to in paragraph (1), item (ii) which is notified by the share option holder or pledgee referred to in paragraph (1), item (i) (or the special account that the company has requested be opened, if the notice has not been given) as the account referred to in paragraph (1), item (iii) of the preceding Article.

（振替手続）

(Making Book Entries)

第百六十八条　特定の銘柄の振替新株予約権について、振替の申請があった場合には、振替機関等は、第四項から第八項までの規定により、当該申請において第三項の規定に

より示されたところに従い、その備える振替口座簿における減少若しくは増加の記載若しくは記録又は通知をしなければならない。

Article 168 (1) If an application for a book-entry transfer involving book-entry transfer share options of a particular issue has been filed, a book-entry transfer institution or account management institution must, pursuant to the provisions of paragraphs (4) through (8) and as indicated pursuant to the provisions of paragraph (3) in the application, enter or record the reduction or increase in the book-entry transfer account register that it keeps, or give notice to the person concerned of the reduction or increase.

２　前項の申請は、この法律に別段の定めがある場合を除き、振替によりその口座（顧客口座を除く。）において減少の記載又は記録がされる加入者が、その直近上位機関に対して行うものとする。

(2) Unless otherwise prescribed in this Act, the application referred to in the preceding paragraph is an application that the participant files with its immediately superior institution for whom the reduction is entered or recorded in their account (excluding a customer account) by the book-entry transfer.

３　第一項の申請をする者は、当該申請において、次に掲げる事項を示さなければならない。

(3) A person filing the application referred to in paragraph (1) must indicate the following information in that application:

一　当該振替において減少及び増加の記載又は記録がされるべき振替新株予約権の銘柄及び数

(i) the issue and the number of book-entry transfer share options for which the reduction and increase are required to be entered or recorded when the book-entry transfer is made;

二　前項の加入者の口座において減少の記載又は記録がされるのが保有欄であるか、又は質権欄であるかの別

(ii) whether the reduction will be entered or recorded in the holdings column or the pledge column of the account of the participant referred to in the preceding paragraph;

三　前号の口座において減少の記載又は記録がされるのが質権欄である場合には、当該記載又は記録がされるべき振替新株予約権についての新株予約権者の氏名又は名称及び住所並びに第一号の数（以下この条において「振替数」という。）のうち当該新株予約権者ごとの数

(iii) the names and addresses of the holders of book-entry transfer share options in connection with which entries or records are required to be made, and the number of each share option holder's number of book-entry transfer share options referred to in item (i) (hereinafter referred to as the "number subject to book-entry transfer" in this Article), if the reduction is to be entered or recorded in the pledge column of the account referred to in the preceding item;

四　増加の記載又は記録がされるべき口座（顧客口座を除く。以下この章において「振替先口座」という。）

(iv) the account in which the entry or record of the increase is required to be made (excluding a customer account; hereinafter referred to as the "transferee account" in this Chapter);

五　振替先口座（機関口座を除く。）において増加の記載又は記録がされるのが保有欄であるか、又は質権欄であるかの別

(v) whether the increase will be entered or recorded in the holdings column or the pledge column of the transferee account (excluding an institution-held account); and

六　振替先口座（機関口座を除く。）において増加の記載又は記録がされるのが質権欄である場合には、振替数のうち新株予約権者ごとの数並びに当該新株予約権者の氏名又は名称及び住所

(vi) the number of each share option holder's number subject to book-entry transfer and the names and addresses of those share option holders, if the increase will be entered or recorded in the pledge column of the transferee account (excluding an institution-held account).

４　第一項の申請があった場合には、当該申請を受けた振替機関等は、遅滞なく、次に掲げる措置を執らなければならない。

(4) If the application referred to in paragraph (1) has been filed, the book-entry transfer institution or account management institution that has received the application must take the following measures without delay:

一　第二項の加入者の口座の前項第二号の規定により示された保有欄又は質権欄における次に掲げる記載又は記録

(i) make the following entries or records in the holdings column or pledge column of the account of the participant referred to in paragraph (2), as indicated pursuant to the provisions of item (ii) of the preceding paragraph:

イ　振替数についての減少の記載又は記録

(a) an entry or record of the reduction in the number subject to book-entry transfer;

ロ　イの減少の記載又は記録がされるのが質権欄である場合には、前項第三号の新株予約権者ごとの数の減少の記載又は記録

(b) entries or records of the reductions in the numbers ascribable to each holder referred to in item (iii) of the preceding paragraph, if the entry or record of the reduction referred to in sub-item (a) is to be made in the pledge column.

二　当該振替機関等が当該振替に係る共通直近上位機関でない場合には、直近上位機関に対する前項第一号及び第四号から第六号までの規定により示された事項の通知

(ii) notify the immediately superior institution of the information indicated pursuant to the provisions of item (i) and items (iv) through (vi) of the preceding paragraph, if the book-entry transfer institution or account management

institution is not the common immediately superior institution for the book-entry transfer;

三　当該振替機関等が当該振替に係る共通直近上位機関であり、かつ、振替先口座を開設したものである場合には、当該振替先口座の前項第五号の規定により示された保有欄又は質権欄（機関口座にあっては、第百六十五条第五項第二号に掲げる事項を記載し、又は記録する欄。以下この条において「振替先欄」という。）における振替数についての増加の記載又は記録

(iii) make an entry or record of the increase in the number subject to book-entry transfer in the holdings column or pledge column of the transferee account indicated pursuant to the provisions of item (v) of the preceding paragraph (or in the column in which the information set forth in Article 165, paragraph (5), item (ii) is to be entered or recorded, for an institution-held account; hereinafter referred to as the "transferee column" in this Article), if the book-entry transfer institution or account management institution is the common immediately superior institution for the book-entry transfer and is also the one that has opened the transferee account;

四　前号の場合において、当該振替先欄が質権欄であるときは、当該質権欄における次に掲げる記載又は記録

(iv) in the case referred to in the preceding item, to make the following entries or records in the pledge column, if the transferee column is the pledge column:

イ　前項第六号の新株予約権者ごとの数についての増加の記載又は記録

(a) an entry or record of the increase in the number subject to book-entry transfer for each share option holder referred to in item (vi) of the preceding paragraph;

ロ　当該新株予約権者の氏名又は名称及び住所の記載又は記録

(b) an entry or record of the name and address of the share option holder.

五　当該振替機関等が当該振替に係る共通直近上位機関であり、かつ、振替先口座を開設したものでない場合には、その直近下位機関であって当該振替先口座の加入者の上位機関であるものの口座の顧客口座における振替数についての増加の記載又は記録並びに当該直近下位機関に対する前項第一号及び第四号から第六号までの規定により示された事項の通知

(v) make an entry or record of the increase in the number subject to book-entry transfer in the customer account under the account of the immediately subordinate institution to the book-entry transfer institution or account management institution that is the superior institution of the participant with that transferee account, and notify the immediately subordinate institution of the information indicated under the provisions of item (i) and items (iv) through (vi) of the preceding paragraph, if the book-entry transfer institution or account management institution is the common immediately superior institution for the book-entry transfer and is not the one that opened the transferee account.

５　前項第二号の通知があった場合には、当該通知を受けた振替機関等は、直ちに、次に掲げる措置を執らなければならない。

(5) If the notice referred to in item (ii) of the preceding paragraph has been given, the book-entry transfer institution or account management institution that has been notified must immediately take the following measures:

一　当該通知をした口座管理機関の口座の顧客口座における振替数についての減少の記載又は記録

(i) make an entry or record of the reduction in the number subject to book-entry transfer in the customer account under the account of the account management institution that has given the notice;

二　当該振替機関等が当該振替に係る共通直近上位機関でない場合には、直近上位機関に対する前項第二号の規定により通知を受けた事項の通知

(ii) notify the immediately superior institution of the information which has been notified pursuant to the provisions of item (ii) of the preceding paragraph, if the book-entry transfer institution or account management institution is not the common immediately superior institution for the book-entry transfer;

三　当該振替機関等が当該振替に係る共通直近上位機関であり、かつ、振替先口座を開設したものである場合には、当該振替先口座の振替先欄における振替数についての増加の記載又は記録

(iii) make an entry or record of the increase in the number subject to book-entry transfer in the transferee column of the transferee account, if the book-entry transfer institution or account management institution is the common immediately superior institution for the book-entry transfer and is also the one that has opened the transferee account;

四　前号の場合において、当該振替先欄が質権欄であるときは、当該質権欄における前項第四号イ及びロに掲げる記載又は記録

(iv) in the case referred to in the preceding item, to make the entries or records set forth in item (iv), sub-items (a) and (b) of the preceding paragraph in the pledge column, if the transferee column is the pledge column;

五　当該振替機関等が当該振替に係る共通直近上位機関であり、かつ、振替先口座を開設したものでない場合には、その直近下位機関であって当該振替先口座の加入者の上位機関であるもののの口座の顧客口座における振替数についての増加の記載又は記録及び当該直近下位機関に対する前項第二号の規定により通知を受けた事項の通知

(v) make an entry or record of the increase in the number subject to book-entry transfer in the customer account under the account of the immediately subordinate institution to the book-entry transfer institution or account management institution that is the superior institution of the participant with that transferee account, and notify the immediately subordinate institution of the information which has been notified pursuant to the provisions of item (ii) of the preceding paragraph, if the book-entry transfer institution or account management institution is the common immediately superior institution for the book-entry transfer and is not the one that opened the transferee account.

６　前項の規定は、同項第二号（この項において準用する場合を含む。）の通知があった場合における当該通知を受けた振替機関等について準用する。

(6) The provisions of the preceding paragraph apply mutatis mutandis to a book-entry transfer institution or account management institution that has received the notice referred to in item (ii) of the preceding paragraph (including as applied mutatis mutandis pursuant to this paragraph), if the notice has been given.

７　第四項第五号又は第五項第五号（前項において準用する場合を含む。以下この項において同じ。）の通知があった場合には、当該通知を受けた口座管理機関は、直ちに、次に掲げる措置を執らなければならない。

(7) If the notice referred to in paragraph (4), item (v) or paragraph (5), item (v) (including as applied mutatis mutandis pursuant to the preceding paragraph; hereinafter the same applies in this paragraph) has been given, the account management institution that has been notified must immediately take the following measures:

一　当該口座管理機関が振替先口座を開設したものである場合には、当該振替先口座の振替先欄における振替数についての増加の記載又は記録

(i) make an entry or record of the increase in the number subject to book-entry transfer in the transferee column of the transferee account, if the account management institution is the one that opened the transferee account;

二　前号の場合において、当該振替先欄が質権欄であるときは、当該質権欄における第四項第四号イ及びロに掲げる記載又は記録

(ii) in the case referred to in the preceding item, to make the entries or records set forth in paragraph (4), item (iv), sub-items (a) and (b) in the pledge column, if the transferee column is the pledge column;

三　当該口座管理機関が振替先口座を開設したものでない場合には、その直近下位機関であって当該振替先口座の加入者の上位機関であるものの口座の顧客口座における振替数についての増加の記載又は記録及び当該直近下位機関に対する第四項第五号又は第五項第五号の規定により通知を受けた事項の通知

(iii) make an entry or record the increase in the number subject to book-entry transfer in the customer account under the account of the immediately subordinate institution to the account management institution that is the superior institution of the participant with that transferee account, and notify the immediately subordinate institution of the information which has been notified pursuant to the provisions of paragraph (4), item (v) or paragraph (5), item (v), if the account management institution is not the one that opened the transferee account.

８　前項の規定は、同項第三号（この項において準用する場合を含む。）の通知があった場合における当該通知を受けた口座管理機関について準用する。

(8) The provisions of the preceding paragraph apply mutatis mutandis to an account management institution that received the notice referred to in item (iii) of the preceding paragraph (including as applied mutatis mutandis pursuant to this paragraph), if the notice has been given.

（特別口座に記載又は記録がされた振替新株予約権についての振替手続等に関する特例）

(Special Provisions on Book-Entry Transfer Procedures of Book-Entry Transfer Share Options That Have Been Entered or Recorded in a Special Account)

第百六十九条　加入者は、特別口座に記載され、又は記録された振替新株予約権については、当該加入者又は当該振替新株予約権の発行者の口座以外の口座を振替先口座とする振替の申請をすることができない。

Article 169 (1) A participant may not file an application for a book-entry transfer involving a book-entry transfer share option that has been entered or recorded in a special account, if the transferee account is other than that of the participant or of the issuer of the book-entry transfer share option.

２　特定の銘柄の振替新株予約権に係る第百六十六条第一項の通知又は振替の申請の前に合併により消滅する会社の株式を取得した者であって株主名簿に記載又は記録がされていないことを理由として合併に際して当該株式に代わる当該振替新株予約権の交付を受けることができなかったものその他の主務省令で定める者（以下この条において「取得者等」という。）が、当該通知又は当該振替の申請の後に、当該振替新株予約権についての記載又は記録がされた特別口座の加入者と共同して請求をした場合には、発行者は、次に掲げる行為をしなければならない。当該請求をすべきことを当該加入者に命ずる判決であって執行力を有するものの正本若しくは謄本若しくはこれに準ずる書類として主務省令で定めるものを当該取得者等が添付して請求をした場合又は当該取得者等の請求により次に掲げる行為をしても当該加入者その他の利害関係人の利益を害するおそれがない場合として主務省令で定める場合も、同様とする。

(2) If, before the notice referred to in Article 166, paragraph (1) is given or an application for a book-entry transfer involving book-entry transfer share options of a particular issue is filed, a person that acquired shares in a company disappearing in a merger but cannot be delivered the book-entry transfer share options that replace those shares at the time of the merger because no entry or record has been made for the person in the shareholder register, or any other person specified by order of the competent ministry (hereinafter referred to as the "acquirer or other such person" in this Article) files a joint request together with the participant with the special account in which the book-entry transfer share options have been entered or recorded after giving the notice or filing the application, the issuer must take the following actions. The same applies if the acquirer or other such person files a request by attaching an authenticated copy or certified copy of an enforceable judgment that orders the participant to file the request or by attaching any other document specified by order of the competent ministry as being equivalent to the copy, or in cases prescribed by order of the competent ministry as those that are unlikely to harm the interests of the participant and other interested persons even if the issuer takes the following actions upon the request by the acquirer or other such person:

一　当該取得者等のための第百六十七条第三項本文の申出

(i) filing the request referred to in the main clause of Article 167, paragraph (3) for the acquirer or other such person;

二　前号の申出により開設された口座を振替先口座とする当該振替新株予約権についての振替の申請

(ii) filing an application for the book-entry transfer of the book-entry transfer share options in the transferee account that has been opened upon the request referred to in the preceding item.

３　特別口座の開設の申出をした発行者以外の加入者は、当該特別口座を振替先口座とする振替の申請をすることができない。

(3) A participant other than the issuer that has requested for a special account to be opened may not file an application for a book-entry transfer with the special account as the transferee account.

（特別口座の移管）

(Transfer of Special Accounts)

第百六十九条の二　特別口座に記載され、又は記録された振替新株予約権の発行者は、当該特別口座を開設した振替機関等（次項及び第三項において「移管元振替機関等」という。）以外の振替機関等に対し、当該特別口座の加入者のために当該振替新株予約権の振替を行うための特別口座の開設の申出をすることができる。

Article 169-2 (1) The issuer of book-entry transfer share options that have been entered or recorded in a special account may request a book-entry transfer institution or account management institution other than the book-entry transfer institution or account management institution that has opened the special account (referred to as the "pre-transfer book-entry transfer institution or account management institution" in the following paragraph and paragraph (3)) to open a special account in which book entries are to be made for the book-entry transfer share options for the participants with the former special account.

２　前項の申出は、移管元振替機関等が開設した当該振替新株予約権の振替を行うための特別口座（次項及び第四項において「移管元特別口座」という。）の全ての加入者のために、一括してしなければならない。ただし、前項の発行者が加入者のために開設の申出をした特別口座が同項の申出に係る振替機関等にある場合における当該加入者については、この限りでない。

(2) The request referred to in the preceding paragraph must be filed collectively for all participants with the special account opened by the pre-transfer book-entry transfer institution or account management institution in which book entries are to be made for the book-entry transfer share options (referred to as the "pre-transfer special account" in the following paragraph and paragraph (4)); provided, however, that this does not apply to a participant in cases where the special account that the issuer referred to in the preceding paragraph has requested to be opened for the participant exists at the book-entry transfer institution or account management institution to which the request referred to in that paragraph has been filed.

３　第一項の発行者は、移管元振替機関等に対し、移管元特別口座に記載され、又は記録された振替新株予約権の全てについて、移管先特別口座（同項の申出により開設された特別口座又は前項ただし書の特別口座をいう。次項において同じ。）を振替先口座とする振替の申請をすることができる。

(3) The issuer referred to in paragraph (1) may file an application with the pre-transfer book-entry transfer institution or account management institution for a book-entry transfer, using the post-transfer special account (meaning the special account opened upon the request referred to in that paragraph or the special account referred to in the proviso to the preceding paragraph; the same applies in the following paragraph) as the transferee account, with regard to all book-entry transfer share options entered or recorded in the pre-transfer special account.

４　第一項の発行者は、前項の申請をした場合には、遅滞なく、移管元特別口座の加入者に対し、移管先特別口座を開設した振替機関等の氏名又は名称及び住所を通知しなければならない。

(4) If the issuer referred to in paragraph (1) files an application referred to in the preceding paragraph, they must, without delay, notify the participants with the pre-transfer special account of the name and address of the book-entry transfer institution or account management institution that has opened the post-transfer special account.

（抹消手続）

(Making Deletions)

第百七十条　特定の銘柄の振替新株予約権について、抹消の申請があった場合には、振替機関等は、第四項から第六項までの規定により、当該申請において第三項の規定により示されたところに従い、その備える振替口座簿における減少の記載若しくは記録又は通知をしなければならない。

Article 170 (1) If an application for the deletion of a book-entry transfer share option of a particular issue has been filed, a book-entry transfer institution or account management institution must, pursuant to the provisions of paragraphs (4) through (6) and as indicated pursuant to the provisions of paragraph (3) in the application, enter or record the reduction in the book-entry transfer account register that it keeps, or give notice to the person concerned of the reduction.

２　前項の申請は、抹消によりその口座（顧客口座を除く。）において減少の記載又は記録がされる加入者が、その直近上位機関に対して行うものとする。

(2) The application referred to in the preceding paragraph is an application that the participant for whom the reduction resulting from the deletion is entered or recorded in their account (excluding a customer account) files with their immediately superior institution.

３　第一項の申請をする加入者（以下この条において「申請人」という。）は、当該申請において、当該抹消において減少の記載又は記録がされるべき振替新株予約権の銘柄及び数を示さなければならない。

(3) A participant filing an application referred to in paragraph (1) (hereinafter referred to as the "applicant" in this Article) must indicate in that application the issue and the number of book-entry transfer share options for which the reduction is required to be entered or recorded when the deletion is made.

４　第一項の申請があった場合には、当該申請を受けた振替機関等は、遅滞なく、次に掲げる措置を執らなければならない。

(4) If the application referred to in paragraph (1) has been filed, the book-entry transfer institution or account management institution that has received the application must take the following measures without delay:

一　申請人の口座の保有欄における前項の数についての減少の記載又は記録

(i) make an entry or record of the reduction in the number referred to in the preceding paragraph in the holdings column of the applicant's account;

二　当該振替機関等が口座管理機関である場合には、直近上位機関に対する前項の規定により示された事項の通知

(ii) notify the immediately superior institution of the information indicated pursuant to the provisions of the preceding paragraph, if the book-entry transfer institution or account management institution is an account management institution.

５　前項第二号の通知があった場合には、当該通知を受けた振替機関等は、直ちに、次に掲げる措置を執らなければならない。

(5) If the notice referred to in item (ii) of the preceding paragraph has been given, the book-entry transfer institution or account management institution that has been notified must immediately take the following measures:

一　当該通知をした口座管理機関の口座の顧客口座における第三項の数についての減少の記載又は記録

(i) make an entry or record of the reduction in the number referred to in paragraph (3) in the customer account under the account of the account management institution that has given the notice;

二　当該振替機関等が口座管理機関である場合には、直近上位機関に対する前項第二号の規定により通知を受けた事項の通知

(ii) notify the immediately superior institution of the information which has been notified pursuant to the provisions of item (ii) of the preceding paragraph, if the book-entry transfer institution or account management institution is an account management institution.

６　前項の規定は、同項第二号（この項において準用する場合を含む。）の通知があった場合における当該通知を受けた振替機関等について準用する。

(6) The provisions of the preceding paragraph apply mutatis mutandis to a book-entry transfer institution or account management institution that has received the notice referred to in item (ii) of the preceding paragraph (including as applied mutatis mutandis pursuant to this paragraph), if the notice has been given.

（全部抹消手続）

(Deleting All Entries or Records)

第百七十一条　特定の銘柄の振替新株予約権の発行者は、当該振替新株予約権についての記載又は記録の全部を抹消しようとする場合には、第二号の日の二週間前までに、当該発行者が第十三条第一項の同意を与えた振替機関に対し、次に掲げる事項の通知をしなければならない。

Article 171 (1) The issuer of book-entry transfer share options of a particular issue must notify the book-entry transfer institution to which it has given the consent referred to in Article 13, paragraph (1) of the following information by two weeks prior to the date referred to in item (ii), when it seeks to delete all of the entries or records regarding those book-entry transfer share options:

一　当該振替新株予約権の銘柄

(i) the issue of book-entry transfer share options; and

二　当該振替新株予約権についての記載又は記録の全部を抹消する日

(ii) the date for the deletion of all of the entries or records regarding those book-entry transfer share options.

２　前項の通知があった場合には、当該通知を受けた振替機関は、直ちに、当該通知に係る振替新株予約権の銘柄について、その直近下位機関に対し、同項各号に掲げる事項の通知をしなければならない。

(2) If the notice referred to in the preceding paragraph has been given, the book-entry transfer institution that has been notified must immediately notify its immediately subordinate institution of the information set forth in the items of that paragraph regarding the issue of book-entry transfer share options which has been notified.

３　第一項の通知があった場合には、当該通知を受けた振替機関は、同項第二号の日において、その備える振替口座簿中の同項第一号の振替新株予約権についての記載又は記録がされている口座（機関口座及び顧客口座以外の口座にあっては、当該口座の保有欄又は質権欄。以下この章において「保有欄等」という。）において、当該振替新株予約権の全部についての記載又は記録の抹消をしなければならない。

(3) If the notice referred to in paragraph (1) has been given, the book-entry transfer institution that has been notified must delete the entries or records for all of the book-entry transfer share options referred to in item (i) of that paragraph from the accounts in the book-entry transfer account register that it keeps on the day referred to in item (ii) of that paragraph, in which entries or records have been made for the book-entry transfer share options (for accounts other than the institution-held account or a customer account, the holdings column or the pledge column of that account; hereinafter referred to as a "holdings or pledge column" in this Chapter).

４　前二項の規定は、第二項（この項において準用する場合を含む。）の通知があった場合における当該通知を受けた口座管理機関について準用する。

(4) If the notice referred to in paragraph (2) (including as applied mutatis mutandis pursuant to this paragraph) has been given, the provisions of the

preceding two paragraphs apply mutatis mutandis to the account management institution that has received the notice.

（振替新株予約権の行使期間の満了後における記載又は記録手続）

(Making Entries or Records After Expiration of the Period for Exercising Book-Entry Transfer Share Options)

第百七十二条　振替機関等は、第百六十六条第一項第九号に規定する期間の満了後、直ちに、その備える振替口座簿中の同項第一号の振替新株予約権についての記載又は記録がされている保有欄等において、当該振替新株予約権の全部についての記載又は記録の抹消をしなければならない。

Article 172 After the expiration of the period prescribed in Article 166, paragraph (1), item (ix), a book-entry transfer institution or account management institution must immediately delete the entries or records for all of the book-entry transfer share options referred to in item (i) of that paragraph from the holdings or pledge column of the book-entry transfer account register that it keeps in which entries or records have been made for the book-entry transfer share options.

（記載又は記録の変更手続）

(Procedures for Changing Entries or Records)

第百七十三条　振替機関等は、その備える振替口座簿について、第百六十五条第三項各号、第四項各号又は第五項各号に掲げる事項につき変更が生じたことを知ったときは、直ちに、当該振替口座簿にその記載又は記録をしなければならない。

Article 173 If a book-entry transfer institution or account management institution learns that there has been a change to the information set forth in one of the items of Article 165, paragraph (3), paragraph (4), or paragraph (5) in the book-entry transfer account register that it keeps, it must immediately enter or record the change in the book-entry transfer account register.

第三節　振替の効果等

Section 3 Effect of Book-Entry Transfer

（振替新株予約権の譲渡）

(Transfer of Book-Entry Transfer Share Options)

第百七十四条　振替新株予約権の譲渡は、振替の申請により、譲受人がその口座における保有欄（機関口座にあっては、第百六十五条第五項第二号に掲げる事項を記載し、又は記録する欄）に当該譲渡に係る数の増加の記載又は記録を受けなければ、その効力を生じない。

Article 174 A transfer of book-entry transfer share options does not take effect unless the transferee has had an entry or record made in the holdings column of their account (or in the column in which the information set forth in Article 165, paragraph (5), item (ii) is entered or recorded, for the institution-held account), based on an application for book-entry transfer, of the increase in the number of book-entry transfer share options subject to the transfer.

（振替新株予約権の質入れ）

(Pledge of Book-Entry Transfer Share Options)

第百七十五条　振替新株予約権の質入れは、振替の申請により、質権者がその口座における質権欄に当該質入れに係る数の増加の記載又は記録を受けなければ、その効力を生じない。

Article 175 A pledge of book-entry transfer share options does not take effect unless the pledgee has had an entry or record made in the pledge column of their account, based on an application for book-entry transfer, of the increase in the number of book-entry transfer share options subject to the pledge.

（信託財産に属する振替新株予約権についての対抗要件）

(Requirement for Perfection of Book-Entry Transfer Share Options That Come Under Trust Property)

第百七十六条　振替新株予約権については、第百六十五条第三項第五号の規定により当該振替新株予約権が信託財産に属する旨を振替口座簿に記載し、又は記録しなければ、当該新株予約権が信託財産に属することを第三者に対抗することができない。

Article 176 (1) Unless an entry or record has been made for a book-entry transfer share option in a book-entry transfer account register pursuant to the provisions of Article 165, paragraph (3), item (v), indicating the fact that the book-entry transfer share option comes under trust property, it is not permissible to assert against a third party that the share option comes under trust property.

２　前項に規定する振替口座簿への記載又は記録は、政令で定めるところにより行う。

(2) An entry or record in a book-entry transfer account register prescribed in the preceding paragraph is made pursuant to the provisions of Cabinet Order.

（加入者の権利推定）

(Presumed Rights of Participants)

第百七十七条　加入者は、その口座（第百八十三条第一項に規定する買取口座を除き、口座管理機関の口座にあっては自己口座に限る。）における記載又は記録がされた振替新株予約権についての権利を適法に有するものと推定する。

Article 177 A participant is presumed to be the lawful holder of the rights under a book-entry transfer share option that has been entered or recorded in their account (excluding the purchase account prescribed in Article 183, paragraph (1); limited to their own account, if the account is that of an account management institution).

（善意取得）

(Acquisition in Good Faith)

第百七十八条　振替の申請によりその口座（口座管理機関の口座にあっては、自己口座に限る。）において特定の銘柄の振替新株予約権についての増加の記載又は記録を受けた加入者（機関口座を有する振替機関を含む。）は、当該銘柄の振替新株予約権についての当該増加の記載又は記録に係る権利を取得する。ただし、当該加入者に悪意又は重大な過失があるときは、この限りでない。

Article 178 A participant (including a book-entry transfer institution with an institution-held account) that has had an entry or record made in its account (limited to their own account, if the account is that of an account management

institution), based on an application for book-entry transfer, of the increase in book-entry transfer share options of a particular issue acquires the rights associated with the entry or record of the increase in the book-entry transfer share options of that issue; provided, however that this does not apply if the participant has acted in bad faith or with gross negligence.

（超過記載又は記録がある場合の振替機関の義務）

(Obligations of Book-Entry Transfer Institutions If There Are Entries or Records of Overages)

第百七十九条　前条の規定による振替新株予約権の取得によりすべての新株予約権者の有する同条に規定する銘柄の振替新株予約権の総数が当該銘柄の振替新株予約権の発行総数（消却され、又は行使された振替新株予約権の数を除く。）を超えることとなる場合において、第一号の合計数が第二号の発行総数を超えるときは、振替機関は、その超過数（第一号の合計数から第二号の発行総数を控除した数をいう。）に達するまで、当該銘柄の振替新株予約権を取得する義務を負う。

Article 179 (1) If the total number of book-entry transfer share options of the issue prescribed in the preceding Article which all holders hold based on acquisitions of book-entry transfer share options prescribed in that Article comes to exceed the total issued number of book-entry transfer share options of that issue (excluding the number of book-entry transfer share options that have been cancelled or exercised), and the aggregate number referred to in item (i) exceeds the total issued number referred to in item (ii), the book-entry transfer institution assumes the obligation to acquire book-entry transfer share options in that issue until its holdings reach the number in overage (meaning the number obtained by deducting the total issued number referred to in item (ii) from the aggregate number referred to in item (i)):

一　振替機関の備える振替口座簿における振替機関の加入者の口座に記載され、又は記録された当該銘柄の振替新株予約権の数の合計数

(i) the aggregate number of book-entry transfer share options of the issue which have been entered or recorded in the accounts of the participants of the book-entry transfer institution, in the book-entry transfer account register kept by that book-entry transfer institution;

二　当該銘柄の振替新株予約権の発行総数（消却され、又は行使された振替新株予約権の数を除く。）

(ii) the total issued number of book-entry transfer share options of that issue (excluding the number of book-entry transfer share options that have been cancelled or exercised).

２　前項第一号に規定する数は、同号に規定する口座における増加又は減少の記載又は記録であって当該記載又は記録に係る権利の発生、移転又は消滅が生じなかったものがある場合において、前条の規定により当該記載又は記録に係る数の振替新株予約権を取得した者のないことが証明されたときは、当該記載又は記録がなかったとした場合の数とする。

(2) If there is a number prescribed in item (i) of the preceding paragraph for which an entry or record of the increase or reduction has been made in the account prescribed in that item, and the rights associated with that entry or record have not arisen, have not been transferred, or have not been extinguished, and it is proved that no one has acquired book-entry transfer share options pursuant to the provisions of the preceding Article in the number for which the entry or record has been made, that number is treated as if no entry or record was made.

３　振替機関は、第一項の規定により振替新株予約権を取得したときは、直ちに、発行者に対し、当該振替新株予約権の全部を放棄する旨の意思表示をする義務を負う。

(3) If a book-entry transfer institution acquires book-entry transfer share options pursuant to the provisions of paragraph (1), it assumes the obligation to immediately manifest the intention to renounce all of those book-entry transfer share options to the issuer.

４　前項に規定する振替新株予約権は、同項の規定により放棄の意思表示がされたときは、消滅する。

(4) The book-entry transfer share options prescribed in the preceding paragraph are extinguished when an intention to renounce the options is manifested pursuant to that paragraph.

５　振替機関は、振替新株予約権について第三項の規定により放棄の意思表示を行ったときは、直ちに、当該振替新株予約権について振替口座簿の抹消を行わなければならない。

(5) If a book-entry transfer institution manifests the intention to renounce the book-entry transfer share options pursuant to the provisions of paragraph (3), it must immediately enter deletions for those book-entry transfer share options in the book-entry transfer account register.

（超過記載又は記録がある場合の口座管理機関の義務）

(Obligations of Account Management Institutions If There Are Entries or Records of Overages)

第百八十条　前条第一項に規定する場合において、第一号の合計数が第二号の数を超えることとなる口座管理機関があるときは、当該口座管理機関は、発行者に対し、その超過数（第一号の合計数から第二号の数を控除した数をいう。）に相当する数の当該銘柄の振替新株予約権の全部を放棄する旨の意思表示をする義務を負う。

Article 180 (1) In the case prescribed in paragraph (1) of the preceding Article, if there is an account management institution for which the aggregate number referred to in item (i) comes to exceed the number referred to in item (ii), the account management institution has the obligation to manifest the intention to renounce all of the book-entry transfer share options of that issue in a number equal to the overage (meaning the number obtained by deducting the number referred to in item (ii) from the aggregate number referred to in item (i)) to the issuer:

一　当該口座管理機関の備える振替口座簿における当該口座管理機関の加入者の口座に記載され、又は記録された当該銘柄の振替新株予約権の数の合計数

(i) the total number of book-entry transfer share options of the issue which have been entered or recorded in the accounts of the participants of the account management institution, in the book-entry transfer account register kept by that account management institution;

二　当該口座管理機関の直近上位機関の備える振替口座簿における当該口座管理機関の口座の顧客口座に記載され、又は記録された当該銘柄の振替新株予約権の数

(ii) the number of book-entry transfer share options of the issue which have been entered or recorded in the customer account under the account of the account management institution, in the book-entry transfer account register kept by its immediately superior institution.

２　前条第二項の規定は、次に掲げる事項について準用する。

(2) The provisions of paragraph (2) of the preceding Article apply mutatis mutandis to the following particulars:

一　前項第一号に規定する数

(i) the number prescribed in item (i) of the preceding paragraph; and

二　前項第二号に規定する顧客口座における増加又は減少の記載又は記録であって当該記載又は記録に係る権利の発生、移転又は消滅が生じなかったものがある場合における同号に掲げる数

(ii) the number set forth in item (ii) of the preceding paragraph, if an entry or record of the increase or reduction has been made in a customer account prescribed in that item and the rights associated with that entry or record have not arisen, have not been transferred, or have not been extinguished.

３　第一項の場合において、口座管理機関は、同項に規定する超過数に相当する数の同項に規定する銘柄の振替新株予約権を有していないときは、同項の規定による放棄の意思表示をする前に、当該超過数に達するまで、当該銘柄の振替新株予約権を取得する義務を負う。

(3) In the case referred to in paragraph (1), if an account management institution does not hold book-entry transfer share options of the issue prescribed in that paragraph in a number equal to the overage prescribed in that paragraph, it assumes the obligation to acquire book-entry transfer share options in that issue until its holdings reach the number in overage, before manifesting the intention to renounce the options pursuant to the provisions of that paragraph.

４　口座管理機関は、第一項の規定により放棄の意思表示をしたときは、直ちに、その直近上位機関に対し、次に掲げる事項を通知しなければならない。

(4) If an account management institution has manifested the intention to renounce the options pursuant to the provisions of paragraph (1), it must immediately notify its immediately superior institution of the following particulars:

一　当該放棄の意思表示をした旨

(i) the fact that it has manifested the intention to renounce the options;

二　当該放棄の意思表示に係る振替新株予約権の銘柄及び数

(ii) the issue and the number of book-entry transfer share options for which it has manifested the intention to renounce the options.

5　前項の直近上位機関は、同項の通知を受けたときは、直ちに、同項第二号に掲げる銘柄の振替新株予約権について、その備える振替口座簿における次に掲げる記載又は記録をしなければならない。

(5) When the immediately superior institution referred to in the preceding paragraph receives the notice referred to in that paragraph, it must immediately make the following entries or records regarding the issue of book-entry transfer share options set forth in item (ii) of that paragraph, in the book-entry transfer account register that it keeps:

一　前項の口座管理機関の口座の自己口座における同項第二号に掲げる数の減少の記載又は記録

(i) an entry or record in the account of the account management institution referred to in the preceding paragraph in the institution's own account, of the reduction in the number set forth in item (ii) of the that paragraph;

二　前号の口座の顧客口座における前項第二号に掲げる数の増加の記載又は記録

(ii) an entry or record in the customer account under the account referred to in the preceding item, of the increase in the number set forth in item (ii) of the preceding paragraph.

（振替機関の超過記載又は記録に係る義務の不履行の場合における取扱い）

(Handling in the Case of Non-Performance of Obligations by Book-Entry Transfer Institutions Concerning Entries or Records of Overages)

第百八十一条　第百七十九条第一項に規定する場合において、同項に規定する振替機関が同項及び同条第三項の義務の全部を履行するまでの間は、各新株予約権者は、当該新株予約権者の有する当該銘柄の振替新株予約権のうち第一号の数が第二号の総数に占める割合を同条第一項に規定する超過数（同条第三項の義務の一部が履行されたときは、当該履行に係る数を控除した数）に乗じた数に関する部分について、発行者に対抗することができない。

Article 181 (1) In the case prescribed in Article 179, paragraph (1), until the book-entry transfer institution prescribed in that paragraph fully performs the obligations referred to in that paragraph and paragraph (3) of that Article, it is not permissible for each share option holder to assert a share option against the issuer regarding the part of the book-entry transfer share options of that issue that the holder holds which corresponds to the number obtained when the percentage of the number referred to in item (i) that accounts for in the total number referred to in item (ii) is multiplied by the number in overage prescribed in paragraph (1) of that Article (or the number obtained by deducting the number related to the performance of the obligation, if the obligation referred to in paragraph (3) of that Article has been partially performed):

一　当該新株予約権者の有する当該銘柄の振替新株予約権の数（当該振替機関の下位機関であって前条第一項の規定により当該銘柄の振替新株予約権の放棄の意思表示をすべきものがあるときは、当該下位機関についての同項に規定する超過数に関する当該新株予約権者（当該下位機関又はその下位機関が開設した口座に記載又は記録がされた振替新株予約権についての新株予約権者に限る。）の次条第一項に規定する口座管理機関分制限数を控除した数）

(i) the number of book-entry transfer share options of the issue that the share option holder holds (or, if the book-entry transfer institution has a subordinate institution that is required to manifest the intention to renounce book-entry transfer share options of that issue pursuant to the provisions of paragraph (1) of the preceding Article, the number of obtained by deducting the maximum number ascribable to the account management institution prescribed in paragraph (1) of the following Article, for the overage prescribed in paragraph (1) of the preceding Article in respect of that holder (limited to the holder of a book-entry transfer share option that has been entered or recorded in an account opened by that subordinate institution or by its subordinate institution) for the subordinate institution);

二　すべての新株予約権者の有する当該銘柄の振替新株予約権の総数（当該振替機関の下位機関であって前条第一項の規定により当該銘柄の振替新株予約権の放棄の意思表示をすべきものがあるときは、当該下位機関についての同項に規定する超過数に関する当該下位機関又はその下位機関が開設した口座に記載又は記録がされた振替新株予約権についてのすべての新株予約権者の次条第一項に規定する口座管理機関分制限数の合計数を控除した数）

(ii) the total number of book-entry transfer share options of the issue that all share option holders hold (or, if the book-entry transfer institution has a subordinate institution that is required to manifest the intention to renounce book-entry transfer share options of that issue pursuant to the provisions of paragraph (1) of the preceding Article, the number obtained by deducting the sum of the maximum numbers ascribable to the account management institution prescribed in paragraph (1) of the following Article, for the overage prescribed in paragraph (1) of the preceding Article in respect of all of the holders of book-entry transfer share options that have been entered or recorded in accounts opened by that subordinate institution or by its subordinate institution for the subordinate institution).

２　第百七十九条第一項に規定する場合において、同項に規定する振替機関は、各新株予約権者に対して同項又は同条第三項の義務の不履行によって生じた損害の賠償をする義務を負う。

(2) In the case prescribed in Article 179, paragraph (1), the book-entry transfer institution prescribed in that paragraph assumes the duty to indemnify each share option holder for damage caused by the non-performance of the obligations referred to in that paragraph and paragraph (3) of that Article.

（口座管理機関の超過記載又は記録に係る義務の不履行の場合における取扱い）

(Handling in the Case of Non-performance of Obligations by Account Management Institutions Concerning Entries or Records of Overages)

第百八十二条　第百八十条第一項に規定する場合において、同項に規定する口座管理機関が同項及び同条第三項の義務の全部を履行するまでの間は、新株予約権者（当該口座管理機関又はその下位機関が開設した口座に記載又は記録がされた振替新株予約権についての新株予約権者に限る。）は、その有する当該銘柄の振替新株予約権のうち第一号の数が第二号の総数に占める割合を同条第一項に規定する超過数（同項の義務の一部が履行されたときは、当該履行に係る数を控除した数）に乗じた数（以下この条において「口座管理機関分制限数」という。）に関する部分について、発行者に対抗することができない。

Article 182 (1) In the case prescribed in Article 180, paragraph (1), until the account management institution prescribed in that paragraph fully performs the obligations referred to in that paragraph and paragraph (3) of that Article, a share option holder (limited to the holder of a book-entry transfer share option that has been entered or recorded in an account opened by the account management institution or by its subordinate institution) may not assert a share option against the issuer regarding the part of the book-entry transfer share options of that issue that the holder holds which corresponds to the number obtained when the percentage of the number referred to in item (i) that accounts for in the total number referred to in item (ii) is multiplied by the number in overage prescribed in paragraph (1) of that Article (or the number obtained by deducting the number related to the performance, if the obligation referred to in that paragraph has been partially performed) (hereinafter referred to as the "maximum number ascribable to the account management institution" in this Article):

一　当該新株予約権者の有する当該銘柄の振替新株予約権の数（当該口座管理機関の下位機関であって第百八十条第一項の規定により当該銘柄の振替新株予約権の放棄の意思表示をすべきものがあるときは、当該下位機関についての同項に規定する超過数に関する当該新株予約権者（当該下位機関又はその下位機関が開設した口座に記載又は記録がされた振替新株予約権についての新株予約権者に限る。）の口座管理機関分制限数を控除した数）

(i) the number of book-entry transfer share options of the issue that the share option holder holds (or, if the account management institution has a subordinate institution that is required to manifest the intention to renounce book-entry transfer share options of that issue pursuant to the provisions of Article 180, paragraph (1), the number obtained by deducting the maximum number ascribable to the account management institution, for the overage prescribed in that paragraph in respect of that holder (limited to the holder of a book-entry transfer share option that has been entered or recorded in an account opened by that subordinate institution or by its subordinate institution) for the subordinate institution);

二　当該口座管理機関又はその下位機関が開設した口座に記載又は記録がされた振替新株予約権についてのすべての新株予約権者の有する当該銘柄の振替新株予約権の総数（当該口座管理機関の下位機関であって第百八十条第一項の規定により当該銘柄の振替新株予約権の放棄の意思表示をすべきものがあるときは、当該下位機関についての同項に規定する超過数に関する当該下位機関又はその下位機関が開設した口座に記載又は記録がされた振替新株予約権についてのすべての新株予約権者の口座管理機関分制限数の合計数を控除した数）

(ii) the total number of book-entry transfer share options of the issue held by all of the holders of book-entry transfer share options that have been entered or recorded in accounts opened by the account management institution or by its subordinate institution (or, if the account management institution has a subordinate institution that is required to manifest the intention to renounce book-entry transfer share options of that issue pursuant to the provisions of Article 180, paragraph (1), the number obtained by deducting the sum of the maximum numbers ascribable to the account management institution, for the overage prescribed in that paragraph in respect of all of the holders of book-entry transfer share options that have been entered or recorded in accounts opened by that subordinate institution or by its subordinate institution for the subordinate institution).

２　第百八十条第一項に規定する場合において、同項に規定する口座管理機関は、前項に規定する新株予約権者に対して同条第一項又は第三項の義務の不履行によって生じた損害の賠償をする義務を負う。

(2) In the case prescribed in Article 180, paragraph (1), the account management institution prescribed in that paragraph assumes the duty to indemnify the share option holders prescribed in the preceding paragraph for damage caused by the non-performance of the obligations referred to in paragraph (1) or (3) of that Article.

第四節　会社法の特例

Section 4 Special Provisions of the Companies Act

（新株予約権買取請求に関する会社法の特例）

(Special Provisions of the Companies Act on the Exercise of Appraisal Rights on Share Options)

第百八十三条　振替新株予約権の発行者が会社法第百十八条第一項各号に掲げる定款の変更、組織変更、合併、吸収分割契約、新設分割、株式交換契約又は株式移転をしようとする場合には、当該発行者は、振替機関等に対し、新株予約権買取請求（同項又は同法第七百七十七条第一項、第七百八十七条第一項若しくは第八百八条第一項の規定による請求をいう。以下この条において同じ。）に係る振替新株予約権の振替を行うための口座（以下この節において「買取口座」という。）の開設の申出をしなければならない。ただし、当該発行者が開設の申出をした買取口座があるとき、又はこれらの行為に係る新株予約権買取請求をすることができる振替新株予約権の新株予約権者が存しないときは、この限りでない。

Article 183 (1) If an issuer of book-entry transfer share options seeks to make any amendment to the articles of incorporation set forth in the items of Article 118, paragraph (1) of the Companies Act, perform an entity conversion, a merger, conclusion of an absorption-type split agreement, an incorporation-type split, conclusion of a share exchange agreement, or a share transfer, the issuer must request a book-entry transfer institution or account management institution to open an account in which book entries are to be made for the book-entry transfer share options subject to the exercise of appraisal rights on share options (meaning the exercise of appraisal rights on share options under the provisions of Article 118, paragraph (1), Article 777, paragraph (1), Article 787, paragraph (1), or Article 808, paragraph (1) of that Act; hereinafter the same applies in this Article) (hereinafter the account is referred to as a "purchase account" in this Section); provided, however, that this does not apply if the issuer has already requested for a purchase account to be opened or there is no holder of book-entry transfer share options that is entitled to exercise appraisal rights on share options in relation to these acts.

２　前項の発行者は、会社法第百十八条第三項、第七百七十七条第三項、第七百八十七条第三項又は第八百八条第三項の規定による通知をする場合には、併せて、買取口座を通知しなければならない。

(2) If the issuer referred to in the preceding paragraph gives a notice under the provisions of Article 118, paragraph (3), Article 777, paragraph (3), Article 787, paragraph (3), or Article 808, paragraph (3) of the Companies Act, the issuer must also give notice of the purchase account.

３　第一項の発行者は、会社法第百十八条第四項、第七百七十七条第四項、第七百八十七条第四項又は第八百八条第四項の規定により、同法第百十八条第三項、第七百七十七条第三項、第七百八十七条第三項又は第八百八条第三項の規定による通知に代えて当該通知をすべき事項を公告する場合には、併せて、買取口座を公告しなければならない。

(3) If the issuer referred to in paragraph (1) issues public notice pursuant to the provisions of Article 118, paragraph (4), Article 777, paragraph (4), Article 787, paragraph (4), or Article 808, paragraph (4) of the Companies Act regarding the information which is required to be given notice, in lieu of giving notice under the provisions of Article 118, paragraph (3), Article 777, paragraph (3), Article 787, paragraph (3), or Article 808, paragraph (3) of that Act, the issuer must also issue public notice of the purchase account.

４　振替新株予約権の新株予約権者は、その有する振替新株予約権について新株予約権買取請求をしようとするときは、当該振替新株予約権について買取口座を振替先口座とする振替の申請をしなければならない。

(4) If holders of book-entry transfer share options seek to exercise the appraisal rights on share options for their book-entry transfer share options, they must file an application for a book-entry transfer of the book-entry transfer share options by using the purchase account as the transferee account.

５　第一項の発行者は、会社法第百十八条第一項各号に掲げる定款の変更、組織変更、吸収合併、吸収分割若しくは株式交換がその効力を生ずる日又は新設合併、新設分割若しくは株式移転により設立する会社の成立の日までは、買取口座に記載され、又は記録された振替新株予約権（当該行為に係る新株予約権買取請求に係るものに限る。）について当該発行者の口座を振替先口座とする振替の申請をすることができない。

(5) Until the day on which any amendment to the articles of incorporation set forth in the items of Article 118, paragraph (1) of the Companies Act, entity conversion, absorption-type merger, absorption-type split, or share exchange takes effect, or until the incorporation date of the company that is incorporated as a result of a consolidation-type merger, incorporation-type split, or share transfer, the issuer referred to in paragraph (1) may not file an application for a book-entry transfer involving book-entry transfer share options that have been entered or recorded in a purchase account (limited to those subject to the exercise of appraisal rights on share options in relation to those acts) by using the issuer's account as the transferee account.

６　第一項の発行者は、第四項の申請をした振替新株予約権の新株予約権者による新株予約権買取請求の撤回を承諾したときは、遅滞なく、買取口座に記載され、又は記録された振替新株予約権（当該撤回に係る新株予約権買取請求に係るものに限る。）について当該新株予約権者の口座を振替先口座とする振替の申請をしなければならない。

(6) If the issuer referred to in paragraph (1) approves the withdrawal of the exercise of appraisal rights on share options by a holder of book-entry transfer share options that has filed an application referred to in paragraph (4), the issuer must, without delay, file an application for a book-entry transfer of the book-entry transfer share options that have been entered or recorded in a purchase account (limited to those subject to the exercise of appraisal rights on share options that have been withdrawn) by using the account of the share option holder as the transferee account.

７　第一項の発行者は、買取口座に記載され、又は記録された振替新株予約権については、当該発行者又は第四項の申請をした振替新株予約権の新株予約権者の口座以外の口座を振替先口座とする振替の申請をすることができない。

(7) The issuer referred to in paragraph (1) may not file an application for a book-entry transfer involving book-entry transfer share options that have been entered or recorded in a purchase account if the transferee account is other than that of the issuer or of the holder of the book-entry transfer share options that has filed an application referred to in paragraph (4).

８　第四項の申請をする振替新株予約権の新株予約権者以外の加入者は、買取口座を振替先口座とする振替の申請をすることができない。

(8) A participant other than the holder of book-entry transfer share options that files an application referred to in paragraph (4) may not apply for a book-entry transfer that uses the purchase account as the transferee account.

（新株予約権の発行に関する会社法の特例）

(Special Provisions of the Companies Act on Issuance of Share Options)

第百八十四条　振替新株予約権の発行者は、当該振替新株予約権についての会社法第二百四十二条第一項の規定による通知において、当該振替新株予約権についてこの法律の規定の適用がある旨を示さなければならない。

Article 184 (1) The issuer of book-entry transfer share options must indicate the fact that the provisions of this Act apply to those book-entry transfer share options in the notice given pursuant to the provisions of Article 242, paragraph (1) of the Companies Act concerning those book-entry transfer share options.

２　会社法第二百四十九条第三号の規定にかかわらず、振替新株予約権についての新株予約権原簿には、当該振替新株予約権の内容及び数並びに当該振替新株予約権についてこの法律の規定の適用がある旨を記載し、又は記録しなければならない。

(2) Notwithstanding the provisions of Article 249, item (iii) of the Companies Act, a share option register that is for book-entry transfer share options must enter or record the fact that the provisions of this Act apply to the details and the number of those book-entry transfer share options, and the book-entry transfer share options.

３　振替新株予約権の引受けの申込みをする者は、自己のために開設された当該振替新株予約権の振替を行うための口座（特別口座を除く。）を会社法第二百四十二条第二項の書面に記載し、又は同法第二百四十四条第一項の契約を締結する際に当該口座を当該振替新株予約権の発行者に示さなければならない。

(3) A person making an offer to subscribe for book-entry transfer share options must state in the document referred to in Article 242, paragraph (2) of the Companies Act the account (excluding a special account) that has been opened for them in which book entries are to be made for those book-entry transfer share options, or must indicate that account to the issuer of those book-entry transfer share options at the time of concluding the agreement referred to in Article 244, paragraph (1) of that Act.

４　会社法第百六十六条第一項本文の規定による請求により振替新株予約権の交付を受けようとする者は、自己のために開設された当該振替新株予約権の振替を行うための口座（特別口座を除く。）を当該振替新株予約権を交付する会社に示さなければならない。

(4) A person seeking to be delivered book-entry transfer share options pursuant to the request under the provisions of the main clause of Article 166, paragraph (1) of the Companies Act must indicate to the company that delivers the book-entry transfer share options the account (excluding a special account) that has been opened for them in which book entries are to be made for those book-entry transfer share options.

（取得条項付新株予約権に関する会社法の特例）

(Special Provisions of the Companies Act on Share Options Subject to Call)

第百八十五条　取得条項付新株予約権（会社法第二百七十三条第一項に規定する取得条項付新株予約権をいう。以下この章及び次章において同じ。）である振替新株予約権

の発行者が当該振替新株予約権の一部を取得しようとする場合には、当該発行者は、同法第二百三十六条第一項第七号イの事由が生じた日以後遅滞なく、当該振替新株予約権について当該発行者の口座を振替先口座とする振替の申請をしなければならない。この場合において、当該申請は、当該振替によりその口座（顧客口座を除く。）において減少の記載又は記録がされる加入者の直近上位機関に対して行うものとする。

Article 185 (1) If the issuer of book-entry transfer share options that constitute share options subject to call (meaning share options subject to call prescribed in Article 273, paragraph (1) of the Companies Act; hereinafter the same applies in this Chapter and the following Chapter) seeks to acquire part of those book-entry transfer share options, the issuer must file an application for the book-entry transfer of those share options that uses their own account as the transferee account after the day on which the grounds referred to in Article 236, paragraph (1), item (vii), sub-item (a) of that Act have arisen, without delay. In such a case, the application is to be filed with the immediately superior institution of the participant whose account (excluding a customer account) the entry or record of the reduction is to be made by the book-entry transfer.

２　会社法第二百七十五条第一項の規定にかかわらず、前項前段の場合には、発行者は、同項前段の振替の申請により、その口座における保有欄に同項前段の振替新株予約権に係る数の増加の記載又は記録を受けた時に当該振替新株予約権を取得する。

(2) Notwithstanding the provisions of Article 275, paragraph (1) of the Companies Act, in the case referred to in first sentence of the preceding paragraph, an issuer acquires the book-entry transfer share options at the time that an entry or record of the increase in the number of share options has been made in the holdings column of their account, based on the application for book-entry transfer referred to in the first sentence of that paragraph.

３　取得条項付新株予約権である振替新株予約権の発行者が当該振替新株予約権の全部を取得しようとする場合には、当該発行者は、会社法第二百三十六条第一項第七号イの事由が生じた日以後遅滞なく、その日を第百七十一条第一項第二号の日として同項の通知（以下この章において「全部抹消の通知」という。）をしなければならない。

(3) If the issuer of book-entry transfer share options constituting share options subject to call seeks to acquire all of those book-entry transfer share options, they must give the notice referred to in Article 171, paragraph (1) (hereinafter referred to as the "notice of the deletion of all entries or records" in this Chapter) after the day on which the grounds referred to in Article 236, paragraph (1), item (vii), sub-item (a) of the Companies Act have arisen, using that day as the day referred to in Article 171, paragraph (1), item (ii), without delay.

４　会社法第二百七十五条第一項の規定にかかわらず、発行者は、全部抹消の通知により前項の振替新株予約権についての記載又は記録の抹消がされた時に当該振替新株予約権を取得する。

(4) Notwithstanding the provisions of Article 275, paragraph (1) of the Companies Act, an issuer acquires the book-entry transfer share options referred

to in the preceding paragraph when the entries or records of those book-entry transfer share options have been deleted by the notice of the deletion of all entries or records.

（総新株予約権者通知）

(Notice to All Share Option Holders)

第百八十六条　振替機関は、振替機関等が第百七十一条第三項（同条第四項において準用する場合を含む。）の規定による抹消をしたときは、発行者に対し、その抹消に係る振替新株予約権の新株予約権者につき、氏名又は名称及び住所並びに当該新株予約権者の有する振替新株予約権の銘柄及び数その他主務省令で定める事項（第五項において「通知事項」という。）を速やかに通知しなければならない。

Article 186 (1) If a book-entry transfer institution or account management institution makes the deletion pursuant to the provisions of Article 171, paragraph (3) (including as applied mutatis mutandis pursuant to paragraph (4) of that Article), the book-entry transfer institution must promptly notify the issuer of the names and addresses of holders of the deleted book-entry transfer share options, the issue and the number of share options held by those holders, and any other information specified by order of the competent ministry (referred to as the "information to be notified" in paragraph (5)).

２　前項の規定により通知する場合において、振替機関は、次の各号に掲げる場合の区分に応じ、それぞれ当該各号に定める者を新株予約権者として通知しなければならない。

(2) When giving a notice pursuant to the preceding paragraph, a book-entry transfer institution must give the notice by treating the person prescribed in the following items in accordance with the category of cases set forth in each item as a share option holder:

一　振替機関又はその下位機関の備える振替口座簿中の加入者の口座（顧客口座及び買取口座を除く。）の保有欄に前項の振替新株予約権についての記載又は記録がされている場合　当該口座の加入者

(i) if an entry or record has been made for a book-entry transfer share option referred to in the preceding paragraph in the holdings column of a participant's account (excluding a customer account and a purchase account) in the book-entry transfer account register that the book-entry transfer institution or its subordinate institution keeps: the participant with that account;

二　前号に規定する加入者の口座の質権欄に前項の振替新株予約権についての記載又は記録がされている場合　当該質権欄に新株予約権者としてその氏名又は名称の記載又は記録がされている者

(ii) if an entry or record has been made for a book-entry transfer share option referred to in the preceding paragraph in the pledge column of the account of the participant prescribed in the preceding item: a person whose name has been entered or recorded in the pledge column as the share option holder;

三　買取口座に前項の振替新株予約権についての記載又は記録がされている場合　当該振替新株予約権について第百八十三条第四項の申請をした振替新株予約権の新株予約権者（当該振替新株予約権の買取りの効力が生じた後にあっては、当該買取口座の加入者）

(iii) if book-entry transfer share options referred to in the preceding paragraph have been entered or recorded in a purchase account: the holder of the book-entry transfer share options that has filed an application referred to in Article 183, paragraph (4) for the book-entry transfer share options (or the participant with the purchase account, if it is after the purchase of the book-entry transfer share options becomes effective).

３　第百八十一条第一項又は第百八十二条第一項の場合において、振替機関が第一項の通知をするときは、当該振替機関は、当該振替機関又はその下位機関の加入者の口座に記載又は記録がされた振替新株予約権のうち第百八十一条第一項又は第百八十二条第一項の規定により発行者に対抗することができないものの数を示さなければならない。

(3) In the case referred to in Article 181, paragraph (1) or Article 182, paragraph (1), if a book-entry transfer institution gives the notice referred to in paragraph (1), it must indicate the number of book-entry transfer share options that have been entered or recorded in the account of a participant of the book-entry transfer institution or its subordinate institution, which is not possible to assert against the issuer pursuant to the provisions of Article 181, paragraph (1) or Article 182, paragraph (1).

４　口座管理機関は、その直近上位機関から、当該口座管理機関又はその下位機関の加入者の口座に記載又は記録がされた振替新株予約権につき、第一項の通知のために必要な事項（前項に規定する事項を含む。）の報告を求められたときは、速やかに、当該事項を報告しなければならない。

(4) If an account management institution is asked by its immediately superior institution to report the necessary information for giving the notice referred to in paragraph (1) (including the information prescribed in the preceding paragraph) concerning the book-entry transfer share options that have been entered or recorded in the account of a participant of the account management institution or its subordinate institution, the account management institution must promptly report the information.

５　発行者は、正当な理由があるときは、振替機関に対し、当該振替機関が定めた費用を支払って、当該発行者が定める一定の日の新株予約権者についての通知事項を通知することを請求することができる。この場合においては、前各項の規定を準用する。

(5) If there is a legitimate reason for doing so, an issuer may demand that a book-entry transfer institution give notice of the information to be notified concerning share option holders on the fixed date set by the issuer, by paying the expense specified by the book-entry transfer institution. In such a case, the provisions of the preceding paragraphs apply mutatis mutandis.

（新株予約権の消却に関する会社法の特例）

(Special Provisions of the Companies Act on Cancellation of Share Options)

第百八十七条　発行者が自己の振替新株予約権を消却しようとするときは、当該振替新株予約権について抹消の申請をしなければならない。

Article 187 (1) If an issuer seeks to cancel their book-entry transfer share options, they must file an application for the deletion of those book-entry transfer share options.

２　振替新株予約権の消却は、第百七十条第四項第一号の減少の記載又は記録がされた日にその効力を生ずる。

(2) The cancellation of book-entry transfer share options takes effect on the day that an entry or record of the reduction referred to in Article 170, paragraph (4), item (i) has been made.

（新株予約権の行使に関する会社法の特例）

(Special Provisions of the Companies Act on the Exercise of Share Options)

第百八十八条　振替新株予約権を行使する加入者は、当該振替新株予約権について抹消の申請をしなければならない。

Article 188 A participant that exercises a book-entry transfer share option must file an application for the deletion of the book-entry transfer share option.

（合併等に関する会社法の特例）

(Special Provisions of the Companies Act on Mergers)

第百八十九条　存続会社等又は新設会社等が吸収合併等又は新設合併等に際して振替新株予約権を交付しようとするときは、合併等効力発生日を第百六十七条第一項第一号の一定の日として同項の規定による通知をしなければならない。

Article 189 (1) If a surviving company or wholly owning company seeks to issue book-entry transfer share options at the time of the absorption-type merger or share exchange, or an incorporated company or wholly owning company seeks to issue book-entry transfer share options at the time of the consolidation-type merger or share transfer, the company must give the notice pursuant to the provisions of Article 167, paragraph (1) by using the effective date of merger or date of incorporation as the fixed date referred to in item (i) of that paragraph.

２　存続会社等が吸収合併等に際して振替新株予約権を移転しようとする場合には、当該存続会社等は、合併等効力発生日以後遅滞なく、当該振替新株予約権について振替の申請をしなければならない。

(2) If a surviving company or wholly owning company seeks to transfer book-entry transfer share options at the time of the absorption-type merger or share exchange, the company must file an application for book entries to be made for those book-entry transfer share options after the effective date of merger or date of incorporation without delay.

３　振替新株予約権の発行者が合併（合併により当該発行者が消滅する場合に限る。）、吸収分割（会社法第七百五十八条第五号に規定する場合に限る。）、新設分割（同法第七百六十三条第一項第十号に規定する場合に限る。）、株式交換（同法第七百六十八条第一項第四号に規定する場合に限る。）又は株式移転（同法第七百七十三条第

一項第九号に規定する場合に限る。）をしようとする場合には、当該発行者は、これらの行為（以下この条において「合併等」という。）がその効力を生ずる日又は合併等により設立する会社の成立の日を第百七十一条第一項第二号の日として全部抹消の通知をしなければならない。

(3) When an issuer of book-entry transfer share options seeks to implement a merger (but only one in which the issuer will be dissolved), absorption-type split (but only one that is prescribed in Article 758, item (v) of the Companies Act), incorporation-type split (but only one that is prescribed in Article 763, paragraph (1), item (x) of that Act), share exchange (but only one that is prescribed in Article 768, paragraph (1), item (iv) of that Act), or share transfer (but only one that is prescribed in Article 773, paragraph (1), item (ix) of that Act), the issuer must give a notice of the deletion of all entries or records by using the day when any of those acts (hereinafter referred to as a "merger, split, exchange, or transfer" in this Article) takes effect or the incorporation date of the company that is incorporated as a result of the merger, split, exchange, or transfer as the date referred to in Article 171, paragraph (1), item (ii).

４　持分会社が合併をする場合において、吸収合併存続会社又は新設合併設立会社が合併に際して振替新株予約権を交付しようとする場合には、合併契約において、持分会社の社員のために開設された当該振替新株予約権の振替を行うための口座（特別口座を除く。）を定めなければならない。

(4) If membership companies merge and the company surviving the absorption-type merger or the company incorporated through the consolidation-type merger seeks to deliver book-entry transfer share options at the time of the merger, the company must specify in the merger agreement, the accounts (excluding a special account) that have been opened for the members of the membership company in which book entries are to be made for those book-entry transfer share options.

５　吸収分割承継会社又は新設分割設立会社が会社分割に際して振替新株予約権を交付しようとする場合には、吸収分割契約又は新設分割計画において、会社分割をする株式会社のために開設された当該振替新株予約権の振替を行うための口座（特別口座を除く。）を定めなければならない。

(5) If the company succeeding in an absorption-type split or the company incorporated in an incorporation-type split seeks to deliver book-entry transfer share options at the time of the split, the company must specify in the absorption-type split agreement or incorporation-type split plan, the account (excluding a special account) that has been opened for the stock company that will implement a company split in which book entries are to be made for those book-entry transfer share options.

（株式交付に関する会社法の特例）

(Special Provisions of the Companies Act on Partial Share Exchange)

第百八十九条の二　会社法第七百七十四条の三第一項第五号ロ又は第八号ハの新株予約権が振替新株予約権である場合には、株式交付親会社は、同法第七百七十四条の四第

一項（同法第七百七十四条の九において準用する場合を含む。）の規定による通知において、当該振替新株予約権についてこの法律の規定の適用がある旨を示さなければならない。

Article 189-2 (1) If the share options referred to in Article 774-3, paragraph (1), item (v), sub-item (b) or item (viii), sub-item (c) of the Companies Act are book-entry transfer share options, the parent company resulting from a partial share exchange must indicate that the provisions of this Act apply to those book-entry transfer share options, in the notice pursuant to the provisions of Article 774-4, paragraph (1) of the Companies Act (including as applied mutatis mutandis pursuant to Article 774-9 of that Act).

２　前項に規定する場合には、会社法第七百七十四条の四第二項（同法第七百七十四条の九において準用する場合を含む。以下この項において同じ。）の申込みをする者（同法第七百七十四条の三第一項第六号又は第九号に掲げる事項についての定めに従い株式交付親会社が発行する振替新株予約権の新株予約権者にならないものを除く。）は、自己のために開設された当該振替新株予約権の振替を行うための口座（特別口座を除く。）を同法第七百七十四条の四第二項の書面に記載し、又は同法第七百七十四条の六（同法第七百七十四条の九において準用する場合を含む。）の契約を締結する際に当該口座を当該振替新株予約権の発行者に示さなければならない。

(2) In the case referred to in the preceding paragraph, a person making an offer referred to in Article 774-4, paragraph (2) of the Companies Act (including as applied mutatis mutandis pursuant to Article 774-9 of that Act; hereinafter the same applies in this paragraph) (excluding a person that will not become a holder of book-entry transfer share options issued by the parent company resulting from a partial share exchange pursuant to the provisions on the particulars set forth in Article 774-3, paragraph (1), item (vi) or (ix) of that Act) must state in the document referred to in Article 774-4, paragraph (2) of that Act, the account opened for them in which book entries are to be made for the book-entry transfer share options (excluding a special account) or must indicate the account to the issuer of those book-entry transfer share options at the time of concluding the agreement referred to in Article 774-6 of that Act (including as applied mutatis mutandis pursuant to Article 774-9 of that Act).

３　株式交付親会社が株式交付に際して振替新株予約権を移転しようとする場合には、当該株式交付親会社は、当該株式交付がその効力を生ずる日以後遅滞なく、当該振替新株予約権について振替の申請をしなければならない。

(3) If the parent company resulting from a partial share exchange seeks to transfer book-entry transfer share options at the time of the partial share exchange, the company must file an application for book entries to be made for those book-entry transfer share options after the day on which the partial share exchange takes effect without delay.

（適用除外）

(Exclusion from Application)

第百九十条　振替新株予約権については、会社法第二百五十七条第一項、第二百五十九条第一項、第二百六十条第一項及び第二項、第二百六十八条第一項、第二百六十九条第一項、第二百七十条第一項から第三項まで並びに第二百七十二条の二第一項から第三項までの規定は、適用しない。

Article 190 The provisions of Article 257, paragraph (1), Article 259, paragraph (1), Article 260, paragraphs (1) and (2), Article 268, paragraph (1), Article 269, paragraph (1), Article 270, paragraphs (1) through (3), and Article 272-2, paragraphs (1) through (3) of the Companies Act do not apply to book-entry transfer share options.

第五節　雑則

Section 5 Miscellaneous Provisions

第百九十一条　第百六十六条第一項の通知があった場合には、当該通知を受けた振替機関は、直ちに、当該通知に係る振替新株予約権の銘柄について、政令で定める方法により、加入者が同項第九号に掲げる事項を知ることができるようにする措置を執らなければならない。

Article 191 (1) If the notice referred to in Article 166, paragraph (1) has been given, the book-entry transfer institution that has been notified must immediately take measures that enable the participants to learn the information set forth in item (ix) of that paragraph concerning the issue of book-entry transfer share options related to the notice by the means prescribed by Cabinet Order.

２　前項の措置に関する費用は、同項の振替新株予約権の発行者の負担とする。

(2) The expenses incurred for the measures referred to in the preceding paragraph are to be borne by the issuer of the book-entry transfer share options referred to in that paragraph.

第九章　新株予約権付社債の振替

Chapter IX Book-Entry Transfer of Corporate Bonds with Share Options

第一節　通則

Section 1 General Rules

（権利の帰属等）

(Attribution of Rights)

第百九十二条　新株予約権付社債の発行の決定において、当該決定に基づき発行する新株予約権付社債（当該新株予約権付社債に付された新株予約権の目的である株式が振替株式であるものに限り、会社法第二百三十六条第一項第六号に掲げる事項の定めがあるものを除く。）の全部についてこの法律の規定の適用を受けることとする旨を定めた新株予約権付社債であって、振替機関が取り扱うもの（以下「振替新株予約権付社債」という。）についての権利（第二百五条に規定する利息の請求権を除く。）の帰属は、この章の規定による振替口座簿の記載又は記録により定まるものとする。

Article 192 (1) The attribution of rights under corporate bonds with share options handled by a book-entry transfer institution, which are provided for in a decision to issue corporate bonds with share options establishing that all corporate bonds with share options issued based on that decision (limited to those with

options that have book-entry transfer shares underlying them; excluding those for which the particulars set forth in Article 236, paragraph (1), item (vi) of the Companies Act have been specified) will be subject to the application of this Act (hereinafter referred to as "book-entry transfer bonds with share options") is to be established by the entries or records in a book-entry transfer account register as under this Chapter.

２　この章において、振替新株予約権付社債の数は、当該振替新株予約権付社債に付された新株予約権の数によるものとする。ただし、振替新株予約権付社債に付された新株予約権が消滅した場合における当該消滅した新株予約権に係る振替新株予約権付社債の数は、当該消滅した新株予約権の数によるものとする。

(2) In this Chapter, the number of book-entry transfer bonds with share options is to be determined by the number of share options embedded in those bonds; provided, however, that the number of book-entry transfer bonds with share options whose share options have been extinguished is to be determined by the number of extinguished share options.

（新株予約権付社債券の不発行）

(Non-Issuance of Corporate Bond Certificates with Share Options)

第百九十三条　振替新株予約権付社債については、新株予約権付社債券（会社法第二百四十九条第二号に規定する新株予約権付社債券をいう。以下同じ。）を発行することができない。

Article 193 (1) Corporate bond certificates with share options (meaning corporate bond certificates with share options prescribed in Article 249, item (ii) of the Companies Act) may not be issued for book-entry transfer bonds with share options.

２　振替新株予約権付社債を有する者（以下この章において「振替新株予約権付社債権者」という。）は、当該振替新株予約権付社債を取り扱う振替機関が第二十二条第一項の規定により第三条第一項の指定を取り消された場合若しくは第四十一条第一項の規定により当該指定が効力を失った場合であって当該振替機関の振替業を承継する者が存しないとき、又は当該振替新株予約権付社債が振替機関によって取り扱われなくなったときは、前項の規定にかかわらず、発行者に対し、新株予約権付社債券の発行を請求することができる。

(2) Notwithstanding the provisions of the preceding paragraph, if a book-entry transfer institution that handles book-entry transfer bonds with share options has the designation under Article 3, paragraph (1) revoked pursuant to the provisions of Article 22, paragraph (1) or the designation expires pursuant to the provisions of Article 41, paragraph (1), and there is no person to succeed to the book-entry transfer business of the book-entry transfer institution, or if a book-entry transfer institution that handles book-entry transfer bonds with share options ceases to handle those book-entry transfer bonds with share options, a person holding book-entry transfer bonds with share options (hereinafter referred to as the "holder of

book-entry transfer bonds with share options" in this Chapter) may ask the issuer to issue corporate bond certificates with share options.

３　前項の新株予約権付社債券は、無記名式とする。

(3) The corporate bond certificates with share options referred to in the preceding paragraph are to be in bearer form.

第二節　振替口座簿

Section 2 Book-Entry Transfer Account Registers

（振替口座簿の記載又は記録事項）

(Information Required to Be Entered or Recorded in a Book-Entry Transfer Account Register)

第百九十四条　振替口座簿は、各加入者の口座ごとに区分する。

Article 194 (1) A book-entry transfer account register is subdivided by account for each participant.

２　振替口座簿中の口座管理機関の口座は、次に掲げるものに区分する。

(2) The account of an account management institution in a book-entry transfer account register is subdivided into the following accounts:

一　当該口座管理機関が振替新株予約権付社債についての権利を有するものを記載し、又は記録する口座（以下この章において「自己口座」という。）

(i) an account in which entries or records are made for book-entry transfer bonds with share options under which the account management institution holds rights (hereinafter referred to as the institution's "own account" in this Chapter); and

二　当該口座管理機関又はその下位機関の加入者が振替新株予約権付社債についての権利を有するものを記載し、又は記録する口座（以下この章において「顧客口座」という。）

(ii) an account in which entries or records are made for book-entry transfer bonds with share options under which the participants of the account management institution or of its subordinate institution holds rights (hereinafter referred to as a "customer account" in this Chapter).

３　振替口座簿中の各口座（顧客口座を除く。）には、次に掲げる事項を記載し、又は記録する。

(3) Entries or records of the following information are made for each account (excluding a customer account) in a book-entry transfer account register:

一　加入者の氏名又は名称及び住所

(i) the name and address of the participant; and

二　発行者の商号及び振替新株予約権付社債の種類（振替新株予約権付社債がこれに付された新株予約権の行使後のものであるとき、又は社債の償還済みのものであるときはその旨を含む。以下この章において「銘柄」という。）

(ii) the issuer's trade name and the type of book-entry transfer bonds with share options (if the share option embedded in the book-entry transfer bond has already been exercised or the corporate bond itself has already been redeemed, including that fact; hereinafter referred to as the "issue" in this Chapter);

三　銘柄ごとの数（次号に掲げるものを除く。）

(iii) the number of book-entry transfer bonds with share options by issue (other than those set forth in the following item);

四　加入者が質権者であるときは、その旨、質権の目的である振替新株予約権付社債の銘柄ごとの数、当該数のうち振替新株予約権付社債権者ごとの数並びに当該振替新株予約権付社債権者の氏名又は名称及び住所

(iv) if a participant is a pledgee, that fact, the number of book-entry transfer bonds with share options underlying the pledge by issue, the number of book-entry transfer bonds with share options of each issue for each holder of book-entry transfer bonds with share options, and the names and addresses of the holders of those book-entry transfer bonds with share options;

五　加入者が信託の受託者であるときは、その旨及び前二号の数のうち信託財産であるものの数

(v) if a participant is the trustee of a trust, that fact, the number of book-entry transfer bonds with share options referred to in the preceding two items which constitute trust property; and

六　その他政令で定める事項

(vi) other information specified by Cabinet Order.

４　振替口座簿中の顧客口座には、次に掲げる事項を記載し、又は記録する。

(4) Entries or records of the following information are made for each customer account in a book-entry transfer account register:

一　前項第一号及び第二号に掲げる事項

(i) the information set forth in items (i) and (ii) of the preceding paragraph;

二　銘柄ごとの数

(ii) the number of book-entry transfer bonds with share options, by issue; and

三　その他政令で定める事項

(iii) other information specified by Cabinet Order.

５　振替機関が機関口座を開設する場合には、振替口座簿に機関口座の区分を設け、次に掲げる事項を記載し、又は記録する。

(5) If a book-entry transfer institution opens an institution-held account, it must create a subdivision for that account in the book-entry transfer account register and enter or record the following information:

一　銘柄

(i) the issue;

二　銘柄ごとの数

(ii) the number of book-entry transfer bonds with share options by issue; and

三　その他政令で定める事項

(iii) other information specified by Cabinet Order.

６　振替口座簿は、電磁的記録（主務省令で定めるものに限る。）で作成することができる。

(6) A book-entry transfer account register may be created as an electronic or magnetic record (limited to one specified by order of the competent ministry).

（振替新株予約権付社債の発行時の新規記載又は記録手続）

(New Entries or Records to be Made upon Issuance of Book-Entry Transfer Bonds with Share Options)

第百九十五条　特定の銘柄の振替新株予約権付社債の発行者は、当該振替新株予約権付社債を発行した日以後遅滞なく、当該発行者が第十三条第一項の同意を与えた振替機関に対し、次に掲げる事項の通知をしなければならない。

Article 195 (1) The issuer of book-entry transfer bonds with share options of a particular issue must notify the book-entry transfer institution to which they have given the consent referred to in Article 13, paragraph (1) of the following information after the date on which they issue those book-entry transfer bonds with share options without delay:

一　当該発行に係る振替新株予約権付社債の銘柄

(i) the issue of book-entry transfer bonds with share options that they have issued;

二　前号の振替新株予約権付社債の振替新株予約権付社債権者又は質権者である加入者の氏名又は名称

(ii) the names of the participants that are the holders or pledgees of the book-entry transfer bonds with share options referred to in the preceding item;

三　前号の加入者のために開設された第一号の振替新株予約権付社債の振替を行うための口座

(iii) the accounts opened for the participants referred to in the preceding item, in which book entries are to be made for the book-entry transfer bonds with share options referred to in item (i);

四　加入者ごとの第一号の振替新株予約権付社債の数（次号に掲げるものを除く。）

(iv) the number of book-entry transfer bonds with share options referred to in item (i) for each participant (other than that set forth in the following item);

五　加入者が質権者であるときは、その旨、加入者ごとの質権の目的である第一号の振替新株予約権付社債の数及び当該数のうち振替新株予約権付社債権者ごとの数

(v) if a participant is a pledgee, that fact, the number of book-entry transfer bonds with share options referred to in item (i) underlying the pledge for each participant, and the number of those bonds underlying the pledge for each holder of book-entry transfer bonds with share options;

六　前号の振替新株予約権付社債権者の氏名又は名称及び住所

(vi) the names and addresses of the holders of book-entry transfer bonds with share options referred to in the preceding item;

七　加入者が信託の受託者であるときは、その旨並びに第四号及び第五号の数のうち信託財産であるものの数

(vii) if a participant is the trustee of a trust, that fact and the number of book-entry transfer bonds with share options referred to in items (iv) and (v) which constitute trust property;

八　前条第三項第六号に掲げる事項のうち、発行者が知り得る事項として政令で定める事項

(viii) information set forth in paragraph (3), item (vi) of the preceding Article, which Cabinet Order prescribes as information that the issuer is able to learn; and

九　第一号の振替新株予約権付社債の総数、当該振替新株予約権付社債についての社債の総額、当該振替新株予約権付社債に付された新株予約権を行使することができる期間その他主務省令で定める事項

(ix) the total number of book-entry transfer bonds with share options referred to in item (i), the total amount of those book-entry transfer bonds with share options, the period during which the share options embedded in the book-entry transfer bonds with share options may be exercised, and the information specified by order of the competent ministry.

２　前項の通知があった場合には、当該通知を受けた振替機関は、直ちに、当該通知に係る振替新株予約権付社債の銘柄について、次に掲げる措置を執らなければならない。

(2) If the notice referred to in the preceding paragraph has been given, the book-entry transfer institution that has been notified must immediately take the following measures for the issue of book-entry transfer bonds with share options which has been notified:

一　当該振替機関が前項第三号の口座を開設したものである場合には、次に掲げる記載又は記録

(i) make the following entries or records, if the book-entry transfer institution is the one that opened the account referred to item (iii) of the preceding paragraph:

イ　当該口座の前条第三項第三号に掲げる事項を記載し、又は記録する欄（以下この章において「保有欄」という。）における前項第二号の加入者（同号の振替新株予約権付社債権者であるものに限る。）に係る同項第四号の数の増加の記載又は記録

(a) an entry or record of the increase in the number referred to in item (iv) of the preceding paragraph for a participant referred to in item (ii) of that paragraph (limited to one that is a holder of book-entry transfer bonds with share option referred to in that item), in the column of the account in which the information set forth in paragraph (3), item (iii) of the preceding Article is entered or recorded (hereinafter referred to as the "pledge column" in this Chapter);

ロ　当該口座の前条第三項第四号に掲げる事項を記載し、又は記録する欄（以下この章において「質権欄」という。）における前項第二号の加入者（同号の質権者であるものに限る。）に係る同項第五号の振替新株予約権付社債の数及び当該数のうち振替新株予約権付社債権者ごとの数の増加の記載又は記録

(b) an entry or record of the increase in the number of book-entry transfer bonds with share options referred to in item (v) of the preceding paragraph and the number of those bonds ascribable to each bondholder for a participant referred to

in item (ii) of that paragraph (limited to one that is a pledgee referred to in that item), in the column of the account in which the information set forth in paragraph (3), item (iv) of the preceding Article is entered or recorded (hereinafter referred to as the "pledge column" in this Chapter);

ハ　当該口座の質権欄における前項第六号に掲げる事項の記載又は記録

(c) an entry or record of the information set forth in item (vi) of the preceding paragraph in the pledge column of the account;

ニ　当該口座における前項第七号の信託財産であるものの数の増加の記載又は記録

(d) an entry or record of the increase in the number of book-entry transfer bonds with share options constituting trust property which is referred to in item (vii) of the preceding paragraph in the account; and

ホ　当該口座における前項第八号に掲げる事項の記載又は記録

(e) an entry or record of the information set forth in item (viii) of the preceding paragraph in the account;

二　当該振替機関が前項第三号の口座を開設したものでない場合には、その直近下位機関であって同項第二号の加入者の上位機関であるものの口座の顧客口座における当該加入者に係る同項第四号の数と同項第五号の振替新株予約権付社債の数を合計した数の増加の記載又は記録及び当該直近下位機関に対する同項第一号から第八号までに掲げる事項の通知

(ii) make an entry or record of increase in the sum of the number referred to in item (iv) of the preceding paragraph and the number of book-entry transfer bonds with share options referred to in item (v) of that paragraph for a participant referred to in item (ii), in the customer account under the account of the book-entry transfer institution's immediately subordinate institution that is the superior institution of the participant, and notify the immediately subordinate institution of the information set forth in items (i) through (viii) of that paragraph, if the book-entry transfer institution is not the one that opened the account referred to item (iii) of the preceding paragraph.

３　前項の規定は、同項第二号（この項において準用する場合を含む。）の通知があった場合における当該通知を受けた口座管理機関について準用する。

(3) If the notice referred to in item (ii) of the preceding paragraph (including as applied mutatis mutandis pursuant to this paragraph) has been given, the provisions of the preceding paragraph apply mutatis mutandis to the account management institution that has received the notice.

（発行者が新株予約権付社債権者等の口座を知ることができない場合に関する手続）

(Procedures If the Issuer is Unable to Identify the Account of the Holder of Corporate Bonds with Share Options)

第百九十六条　会社が特定の銘柄の振替新株予約権付社債を交付しようとする場合において、当該振替新株予約権付社債の振替新株予約権付社債権者又は質権者のために開設された振替新株予約権付社債の振替を行うための口座を知ることができないときは、当該会社（新設合併に際して振替新株予約権付社債を交付する場合その他の主務省令で

定める場合にあっては、当該会社に準ずる者として主務省令で定めるもの。以下この条において「通知者」という。）は、次に掲げる事項を当該振替新株予約権付社債の振替新株予約権付社債権者又は質権者となるべき者として主務省令で定めるものに通知しなければならない。

Article 196 (1) If a company seeks to deliver book-entry transfer bonds with share options of a particular issue and is unable to identify the account that has been opened for the holder or pledgee of those bonds in which book entries are to be made for book-entry transfer bonds with share options, the company (or the person specified by order of the competent ministry as being equivalent to the company, if it is to deliver book-entry transfer bonds with share options at the time of a consolidation-type merger or in any other case specified by order of the competent ministry; hereinafter referred to as the "notifier" in this Article) must notify the person that order of the competent ministry prescribes as the one that will become the holder or pledgee of those book-entry transfer bonds with share options, of the following information:

一　会社が一定の日における当該振替新株予約権付社債の振替新株予約権付社債権者（質権者があるときは、その質権の目的である振替新株予約権付社債の振替新株予約権付社債権者を除く。）及び当該質権者について前条第一項の通知又は振替の申請をする旨

(i) the fact that the company will give the notice referred to in paragraph (1) of the preceding Article or file an application for a book-entry transfer with regard to the holder of book-entry transfer bonds with share options (other than a holder of book-entry transfer bonds with share options underlying a pledge, if there is a pledgee) or pledgee of the book-entry transfer bonds with share options on a fixed date;

二　前号の振替新株予約権付社債権者又は質権者のために開設された当該振替新株予約権付社債の振替を行うための口座（第三項本文の申出により振替機関等が開設した口座を除く。）を、通知者がこの項の通知を発した日から起算して、振替新株予約権付社債権者及び質権者の保護のため必要かつ適当なものとして主務省令で定める期間内に通知者に通知すべき旨

(ii) the fact that the notifier must be notified of the account opened for the holder of book-entry transfer bonds with share options or pledgee referred to in the preceding item (other than an account opened by a book-entry transfer institution or account management institution based on a request referred to in the main clause of paragraph (3)) in which book entries are to be made for book entries of book-entry transfer bonds with share options within the period specified by order of the competent ministry as being necessary and appropriate for the protection of holders of book-entry transfer bonds with share options and pledgees from the day on which the notifier issued the notice under this paragraph;

三　第三項本文の申出により口座を開設する振替機関等の氏名又は名称及び住所

(iii) the name and address of the book-entry transfer institution or account management institution that opens accounts based on the request referred to in the main clause of paragraph (3); and

四　その他主務省令で定める事項

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

２　前項の通知者が同項の会社以外の者である場合には、当該通知者は、同項第一号の一定の日において、当該会社に対し、同号の振替新株予約権付社債権者又は質権者が通知した同項第二号の口座を通知しなければならない。

(2) If the notifier referred to in the preceding paragraph is a person other than a company referred to in that paragraph, the notifier must give notice to that company on the fixed date referred to in item (i) of that paragraph, of the account referred to in item (ii) of that paragraph which the holder of book-entry transfer bonds with share options or pledgee referred to in that item has notified.

３　第一項第一号の振替新株予約権付社債権者又は質権者が同項第二号の期間内に同号の口座を通知者に通知しなかった場合には、会社は、同項第三号の振替機関等に対して当該振替新株予約権付社債権者又は当該質権者のために振替新株予約権付社債の振替を行うための口座（以下この章において「特別口座」という。）の開設の申出をしなければならない。ただし、当該会社が当該振替新株予約権付社債権者又は当該質権者のために開設の申出をした特別口座があるときは、この限りでない。

(3) If a holder of book-entry transfer bonds with share options or pledgee referred to in paragraph (1), item (i) does not notify the notifier of the account referred to in item (ii) of that paragraph within the period referred to in item (ii) of that paragraph, a company must request the book-entry transfer institution or account management institution referred to in item (iii) of that paragraph to open an account in which book entries are to be made for book-entry transfer bonds with share options (hereinafter referred to as a "special account" in this chapter) for the holder of book-entry transfer bonds with share options or the pledgee; provided, however, that this does not apply if there is a special account that the company has requested be opened for the holder of book-entry transfer bonds with share options or the pledgee.

４　会社が第一項の振替新株予約権付社債に係る新株予約権付社債の発行者である場合において、同項第一号の一定の日までに第十三条第一項の同意を与えていないときは、速やかに、当該新株予約権付社債について振替機関に同項の同意を与えなければならない。

(4) If a company is the issuer of corporate bonds with share options that constitute book-entry transfer bonds with share options referred to in paragraph (1) and has not given the consent referred to in Article 13, paragraph (1) by the fixed date referred to in paragraph (1), item (i), it must promptly give the consent referred to in Article 13, paragraph (1) to the book-entry transfer institution with regard to those corporate bonds with share options.

５　第一項に規定する場合において、会社が前条第一項の通知をするときは、第一項第一号の振替新株予約権付社債権者又は質権者から通知を受けた同項第二号の口座（当該通知がないときは、当該会社が開設の申出をした特別口座）を同条第一項第三号の口座として同項の通知をしなければならない。

(5) In the case prescribed in paragraph (1), when the company gives the notice referred to in paragraph (1) of the preceding Article, it must use the account referred to in paragraph (1), item (ii) which has been notified by the holder of book-entry transfer bonds with share options or pledgee referred to in paragraph (1), item (i) (or the special account that the company has requested be opened, if the notice has not been given) as the account referred to in paragraph (1), item (iii) of the preceding Article.

（振替手続）

(Making Book Entry Transfers)

第百九十七条　特定の銘柄の振替新株予約権付社債について、振替の申請があった場合には、振替機関等は、第四項から第八項までの規定により、当該申請において第三項の規定により示されたところに従い、その備える振替口座簿における減少若しくは増加の記載若しくは記録又は通知をしなければならない。

Article 197 (1) If an application for a book-entry transfer involving book-entry transfer bonds with share options of a particular issue has been filed, a book-entry transfer institution or account management institution must, pursuant to the provisions of paragraphs (4) through (8) and as indicated pursuant to the provisions of paragraph (3) in the application, enter or record the reduction or increase in the book-entry transfer account register that it keeps, or give notice to the person concerned of the reduction or increase.

２　前項の申請は、この法律に別段の定めがある場合を除き、振替によりその口座（顧客口座を除く。）において減少の記載又は記録がされる加入者が、その直近上位機関に対して行うものとする。

(2) Unless otherwise prescribed in this Act, the application referred to in the preceding paragraph is an application that the participant files with its immediately superior institution for whom the reduction is entered or recorded in their account (excluding a customer account) by the book-entry transfer.

３　第一項の申請をする者は、当該申請において、次に掲げる事項を示さなければならない。

(3) A person filing an application referred to in paragraph (1) must indicate the following information in that application:

一　当該振替において減少及び増加の記載又は記録がされるべき振替新株予約権付社債の銘柄及び数

(i) the issue and the number of book-entry transfer bonds with share options for which the reduction and increase are required to be entered or recorded when the book-entry transfer is made;

二　前項の加入者の口座において減少の記載又は記録がされるのが保有欄であるか、又は質権欄であるかの別

(ii) whether the reduction will be entered or recorded in the holdings column or the pledge column of the account of the participant referred to in the preceding paragraph;

三　前号の口座において減少の記載又は記録がされるのが質権欄である場合には、当該記載又は記録がされるべき振替新株予約権付社債についての振替新株予約権付社債権者の氏名又は名称及び住所並びに第一号の数（以下この条において「振替数」という。）のうち当該振替新株予約権付社債権者ごとの数

(iii) the names and addresses of the holders of book-entry transfer bonds with share options for which entries or records is required to be made for the book-entry transfer bonds with share options, and the number for each holder for the number of book-entry transfer bonds with share options referred to in item (i) (hereinafter referred to as the "number subject to book-entry transfer" in this Article), if the reduction is to be entered or recorded in the pledge column of the account referred to in the preceding item;

四　増加の記載又は記録がされるべき口座（顧客口座を除く。以下この章において「振替先口座」という。）

(iv) the account in which the entry or record of the increase is required to be made (excluding a customer account; hereinafter referred to as the "transferee account" in this Chapter);

五　振替先口座（機関口座を除く。）において増加の記載又は記録がされるのが保有欄であるか、又は質権欄であるかの別

(v) whether the increase will be entered or recorded in the holdings column or the pledge column of the transferee account (excluding an institution-held account);

六　振替先口座（機関口座を除く。）において増加の記載又は記録がされるのが質権欄である場合には、振替数のうち振替新株予約権付社債権者ごとの数並びに当該振替新株予約権付社債権者の氏名又は名称及び住所

(vi) the number subject to book-entry transfer for each holder of book-entry transfer bonds with share options and the names and addresses of those holders, if the increase is to be entered or recorded in the pledge column of the transferee account (excluding an institution-held account).

４　第一項の申請があった場合には、当該申請を受けた振替機関等は、遅滞なく、次に掲げる措置を執らなければならない。

(4) If the application referred to in paragraph (1) has been filed, the book-entry transfer institution or account management institution that has received the application must take the following measures without delay:

一　第二項の加入者の口座の前項第二号の規定により示された保有欄又は質権欄における次に掲げる記載又は記録

(i) make the following entries or records in the holdings column or pledge column of the account of the participant referred to in paragraph (2), as indicated pursuant to the provisions of item (ii) of the preceding paragraph:

イ　振替数についての減少の記載又は記録

(a) an entry or record of the reduction in the number subject to book-entry transfer;

ロ　イの減少の記載又は記録がされるのが質権欄である場合には、前項第三号の振替新株予約権付社債権者ごとの数の減少の記載又は記録

(b) an entry or record of the reduction in the number for each holder of book-entry transfer bonds with share options referred to in item (iii) of the preceding paragraph, if the entry or record of the reduction referred to in sub-item (a) is to be made in the pledge column.

二　当該振替機関等が当該振替に係る共通直近上位機関でない場合には、直近上位機関に対する前項第一号及び第四号から第六号までの規定により示された事項の通知

(ii) give notice to the immediately superior institution of the information indicated pursuant to the provisions of item (i) and items (iv) through (vi) of the preceding paragraph, if the book-entry transfer institution or account management institution is not the common immediately superior institution for the book-entry transfer;

三　当該振替機関等が当該振替に係る共通直近上位機関であり、かつ、振替先口座を開設したものである場合には、当該振替先口座の前項第五号の規定により示された保有欄又は質権欄（機関口座にあっては、第百九十四条第五項第二号に掲げる事項を記載し、又は記録する欄。以下この条において「振替先欄」という。）における振替数についての増加の記載又は記録

(iii) make an entry or record of the increase in the number subject to book-entry transfer in the holdings column or the pledge column indicated pursuant to the provisions of item (v) of the preceding paragraph (or in the column in which the information set forth in Article 194, paragraph (5), item (ii) is entered or recorded, for an institution-held account; hereinafter referred to as the "transferee column" in this Article) of the transferee account, if the book-entry transfer institution or account management institution is the common immediately superior institution for the book-entry transfer and is also the one that has opened the transferee account;

四　前号の場合において、当該振替先欄が質権欄であるときは、当該質権欄における次に掲げる記載又は記録

(iv) in the case referred to in the preceding item, to make the following entries or records in the pledge column, if the transferee column is the pledge column:

イ　前項第六号の振替新株予約権付社債権者ごとの数についての増加の記載又は記録

(a) an entry or record of the increase in the number for each holder of book-entry transfer bonds with share options referred to in item (vi) of the preceding paragraph;

ロ　当該振替新株予約権付社債権者の氏名又は名称及び住所の記載又は記録

(b) an entry or record of the name and address of the holder of book-entry transfer bonds with share options;

五　当該振替機関等が当該振替に係る共通直近上位機関であり、かつ、振替先口座を開設したものでない場合には、その直近下位機関であって当該振替先口座の加入者の上位機関であるものの口座の顧客口座における振替数についての増加の記載又は記録並びに当該直近下位機関に対する前項第一号及び第四号から第六号までの規定により示された事項の通知

(v) make an entry or record of the increase in the number subject to book-entry transfer in the customer account under the account of the immediately subordinate institution to the book-entry transfer institution or account management institution that is the superior institution of the participant with that transferee account, and notify the immediately subordinate institution of the information indicated pursuant to the provisions of item (i) and items (iv) through (vi) of the preceding paragraph, if the book-entry transfer institution or account management institution is the common immediately superior institution for the book-entry transfer and is not the one that opened the transferee account.

５　前項第二号の通知があった場合には、当該通知を受けた振替機関等は、直ちに、次に掲げる措置を執らなければならない。

(5) If the notice referred to in item (ii) of the preceding paragraph has been given, the book-entry transfer institution or account management institution that has been notified must immediately take the following measures:

一　当該通知をした口座管理機関の口座の顧客口座における振替数についての減少の記載又は記録

(i) make an entry or record of the reduction in the number subject to book-entry transfer in the customer account under the account of the account management institution that has given the notice;

二　当該振替機関等が当該振替に係る共通直近上位機関でない場合には、直近上位機関に対する前項第二号の規定により通知を受けた事項の通知

(ii) to give notice to the immediately superior institution of the information which has been notified pursuant to the provisions of item (ii) of the preceding paragraph, if the book-entry transfer institution or account management institution is not the common immediately superior institution for the book-entry transfer;

三　当該振替機関等が当該振替に係る共通直近上位機関であり、かつ、振替先口座を開設したものである場合には、当該振替先口座の振替先欄における振替数についての増加の記載又は記録

(iii) make an entry or record of the increase in the number subject to book-entry transfer in the transferee column of the transferee account, if the book-entry transfer institution or account management institution is the common

immediately superior institution for the book-entry transfer and is also the one that has opened the transferee account;

四　前号の場合において、当該振替先欄が質権欄であるときは、当該質権欄における前項第四号イ及びロに掲げる記載又は記録

(iv) in the case referred to in the preceding item, to make the entries or records set forth in item (iv), sub-items (a) and (b) of the preceding paragraph in the pledge column, if the transferee column is the pledge column; and

五　当該振替機関等が当該振替に係る共通直近上位機関であり、かつ、振替先口座を開設したものでない場合には、その直近下位機関であって当該振替先口座の加入者の上位機関であるものの口座の顧客口座における振替数についての増加の記載又は記録及び当該直近下位機関に対する前項第二号の規定により通知を受けた事項の通知

(v) make an entry or record of the increase in the number subject to book-entry transfer in the customer account under the account of the immediately subordinate institution to the book-entry transfer institution or account management institution that is the superior institution of the participant with that transferee account, and notify the immediately subordinate institution of the information which has been notified pursuant to the provisions of item (ii) of the preceding paragraph, if the book-entry transfer institution or account management institution is the common immediately superior institution for the book-entry transfer and is not the one that opened the transferee account.

６　前項の規定は、同項第二号（この項において準用する場合を含む。）の通知があった場合における当該通知を受けた振替機関等について準用する。

(6) The provisions of the preceding paragraph apply mutatis mutandis to a book-entry transfer institution or account management institution that received the notice referred to in item (ii) of the preceding paragraph (including as applied mutatis mutandis pursuant to this paragraph), if the notice has been given.

７　第四項第五号又は第五項第五号（前項において準用する場合を含む。以下この項において同じ。）の通知があった場合には、当該通知を受けた口座管理機関は、直ちに、次に掲げる措置を執らなければならない。

(7) If the notice referred to in paragraph (4), item (v) or paragraph (5), item (v) (including as applied mutatis mutandis pursuant to the preceding paragraph; hereinafter the same applies in this paragraph) has been given, the account management institution that has been notified must immediately take the following measures:

一　当該口座管理機関が振替先口座を開設したものである場合には、当該振替先口座の振替先欄における振替数についての増加の記載又は記録

(i) make an entry or record of the increase in the number subject to book-entry transfer in the transferee column of the transferee account, if the account management institution is the institution that opened the transferee account;

二　前号の場合において、当該振替先欄が質権欄であるときは、当該質権欄における第四項第四号イ及びロに掲げる記載又は記録

(ii) in the case referred to in the preceding item, to make the entries or records set forth in paragraph (4), item (iv), sub-items (a) and (b) in the pledge column, if the transferee column is the pledge column;

三　当該口座管理機関が振替先口座を開設したものでない場合には、その直近下位機関であって当該振替先口座の加入者の上位機関であるものの口座の顧客口座における振替数についての増加の記載又は記録及び当該直近下位機関に対する第四項第五号又は第五項第五号の規定により通知を受けた事項の通知

(iii) make an entry or record of the increase in the number subject to book-entry transfer in the customer account under the account of the immediately subordinate institution to the account management institution that is the superior institution of the participant with that transferee account, and notify the immediately subordinate institution of the information which has been notified pursuant to the provisions of paragraph (4), item (v) or paragraph (5), item (v), if the account management institution is not the one that opened the transferee account.

８　前項の規定は、同項第三号（この項において準用する場合を含む。）の通知があった場合における当該通知を受けた口座管理機関について準用する。

(8) The provisions of the preceding paragraph apply mutatis mutandis to an account management institution that received the notice referred to in item (iii) of the preceding paragraph (including as applied mutatis mutandis pursuant to this paragraph), if the notice has been given.

（特別口座に記載又は記録がされた振替新株予約権付社債についての振替手続等に関する特例）

(Special Provisions on Book Entry Transfer Procedures for Book-Entry Transfer Bonds with Share Options That Have Been Entered or Recorded in a Special Account)

第百九十八条　加入者は、特別口座に記載され、又は記録された振替新株予約権付社債については、当該加入者又は当該振替新株予約権付社債の発行者の口座以外の口座を振替先口座とする振替の申請をすることができない。

Article 198 (1) A participant may not file an application for a book-entry transfer involving a book-entry transfer bond with share options that has been entered or recorded in a special account if the transferee account is other than that of the participant or of the issuer of the book-entry transfer bond with share options.

２　特定の銘柄の振替新株予約権付社債に係る第百九十五条第一項の通知又は振替の申請の前に合併により消滅する会社の株式を取得した者であって株主名簿に記載又は記録がされていないことを理由として合併に際して当該株式に代わる当該振替新株予約権付社債の交付を受けることができなかったものその他の主務省令で定める者（以下この条において「取得者等」という。）が、当該通知又は当該振替の申請の後に、当該振替新株予約権付社債についての記載又は記録がされた特別口座の加入者と共同して請求をした場合には、発行者は、次に掲げる行為をしなければならない。当該請求をすべきことを当該加入者に命ずる判決であって執行力を有するものの正本若しくは謄本若しくはこれに準ずる書類として主務省令で定めるものを当該取得者等が添付して請求をした場

合又は当該取得者等の請求により次に掲げる行為をしても当該加入者その他の利害関係人の利益を害するおそれがない場合として主務省令で定める場合も、同様とする。

(2) If, before the notice referred to in Article 195, paragraph (1) is given or an application for a book-entry transfer involving book-entry transfer bonds with share options of a particular issue is filed, a person that acquired shares in a company disappearing in a merger but that cannot be delivered the book-entry transfer bonds with share options that replace those shares at the time of merger because no entry or record has been made for the person in the shareholder register, or any other person specified by order of the competent ministry (hereinafter referred to as the acquirer or other such person" in this Article) files a joint request together with the participant with the special account in which the book-entry transfer bonds with share options have been entered or recorded, after the notice is given or the application is filed, the issuer must take the following actions. The same applies if the acquirer or other such person files a request by attaching an authenticated copy or certified copy of an enforceable judgment that orders the participant to file the request or by attaching any other document specified by order of the competent ministry as being equivalent to the copy, or in cases prescribed by order of the competent ministry as those that are unlikely to harm the interests of the participant and other interested persons even if the issuer takes the following actions upon the request by the acquirer or other such person:

一　当該取得者等のための第百九十六条第三項本文の申出

(i) filing a request referred to in the main clause of Article 196, paragraph (3) for the acquirer or other such person;

二　前号の申出により開設された口座を振替先口座とする当該振替新株予約権付社債についての振替の申請

(ii) filing an application for the book-entry transfer of those book-entry transfer bonds with share options in the transferee account that has been opened upon the request referred to in the preceding item.

3　特別口座の開設の申出をした発行者以外の加入者は、当該特別口座を振替先口座とする振替の申請をすることができない。

(3) A participant other than the issuer that has requested for a special account to be opened may not file an application for a book-entry transfer with the special account as the transferee account.

（特別口座の移管）

(Transfer of Special Account)

第百九十八条の二　特別口座に記載され、又は記録された振替新株予約権付社債の発行者は、当該特別口座を開設した振替機関等（次項及び第三項において「移管元振替機関等」という。）以外の振替機関等に対し、当該特別口座の加入者のために当該振替新株予約権付社債の振替を行うための特別口座の開設の申出をすることができる。

Article 198-2 (1) The issuer of book-entry transfer bonds with share options that have been entered or recorded in a special account may request a book-entry

transfer institution or account management institution other than the book-entry transfer institution or account management institution that has opened the special account (referred to as the "pre-transfer book-entry transfer institution or account management institution" in the following paragraph and paragraph (3)) to open a special account in which book entries are to be made for the book-entry transfer bonds with share options for the participants with the former special account.

２　前項の申出は、移管元振替機関等が開設した当該振替新株予約権付社債の振替を行うための特別口座（次項及び第四項において「移管元特別口座」という。）の全ての加入者のために、一括してしなければならない。ただし、前項の発行者が加入者のために開設の申出をした特別口座が同項の申出に係る振替機関等にある場合における当該加入者については、この限りでない。

(2) The request referred to in the preceding paragraph must be filed collectively for all participants with the special account opened by the pre-transfer book-entry transfer institution or account management institution in which book entries are to be made for the book-entry transfer bonds with share options (referred to as the "pre-transfer special account" in the following paragraph and paragraph (4)); provided, however, that this does not apply to the participant in cases where the special account that the issuer referred to in the preceding paragraph has requested to be opened for the participant exists at the book-entry transfer institution or account management institution to which the request referred to in that paragraph has been filed.

３　第一項の発行者は、移管元振替機関等に対し、移管元特別口座に記載され、又は記録された振替新株予約権付社債の全てについて、移管先特別口座（同項の申出により開設された特別口座又は前項ただし書の特別口座をいう。次項において同じ。）を振替先口座とする振替の申請をすることができる。

(3) The issuer referred to in paragraph (1) may file an application with the pre-transfer book-entry transfer institution or account management institution for a book-entry transfer, using the post-transfer special account (meaning the special account opened upon the request referred to in that paragraph or the special account referred to in the proviso to the preceding paragraph; the same applies in the following paragraph) as the transferee account, with regard to all book-entry transfer bonds with share options entered or recorded in the pre-transfer special account.

４　第一項の発行者は、前項の申請をした場合には、遅滞なく、移管元特別口座の加入者に対し、移管先特別口座を開設した振替機関等の氏名又は名称及び住所を通知しなければならない。

(4) If the issuer referred to in paragraph (1) files an application referred to in the preceding paragraph, they must, without delay, notify the participants with the pre-transfer special account of the name and address of the book-entry transfer institution or account management institution that has opened the post-transfer special account.

（抹消手続）

(Making Deletions)

第百九十九条　特定の銘柄の振替新株予約権付社債について、抹消の申請があった場合には、振替機関等は、第四項から第六項までの規定により、当該申請において第三項の規定により示されたところに従い、その備える振替口座簿における減少の記載若しくは記録又は通知をしなければならない。

Article 199 (1) If an application for the deletion of a book-entry transfer bond with share options of a particular issue has been filed, a book-entry transfer institution or account management institution must, pursuant to the provisions of paragraphs (4) through (6) and as indicated pursuant to the provisions of paragraph (3) in the application, enter or record the reduction in the book-entry transfer account register that it keeps, or give notice to the person concerned of the reduction.

２　前項の申請は、抹消によりその口座（顧客口座を除く。）において減少の記載又は記録がされる加入者が、その直近上位機関に対して行うものとする。

(2) The application referred to in the preceding paragraph is an application that the participant for whom the reduction resulting from the deletion will be entered or recorded in their account (excluding a customer account) files with their immediately superior institution.

３　第一項の申請をする加入者（以下この条において「申請人」という。）は、当該申請において、次に掲げる事項を示さなければならない。

(3) A participant that files the application referred to in paragraph (1) (hereinafter referred to as the "applicant" in this Article) must indicate the following information in that application:

一　当該抹消において減少の記載又は記録がされるべき振替新株予約権付社債の銘柄及び数

(i) the issue and the number of book-entry transfer bonds with share options for which the reduction is required to be entered or recorded when the deletion is made; and

二　当該申請人の口座において減少の記載又は記録がされるのが保有欄であるか、又は質権欄であるかの別

(ii) whether the reduction will be entered or recorded in the holdings column or the pledge column of the applicant's account.

４　第一項の申請があった場合には、当該申請を受けた振替機関等は、遅滞なく、次に掲げる措置を執らなければならない。

(4) If the application referred to in paragraph (1) has been filed, the book-entry transfer institution or account management institution that has received the application must take the following measures without delay:

一　申請人の口座の前項第二号の規定により示された保有欄又は質権欄における同項第一号の数についての減少の記載又は記録

(i) make an entry or record of the reduction in the number referred to in item (i) of the preceding paragraph in the holdings column or pledge column of the applicant's account, as indicated pursuant to the provisions of item (ii) of the preceding paragraph; and

二　当該振替機関等が口座管理機関である場合には、直近上位機関に対する前項第一号の規定により示された事項の通知

(ii) give notice to the immediately superior institution of the information indicated pursuant to the provisions of item (i) of the preceding paragraph, if the book-entry transfer institution or account management institution is an account management institution.

５　前項第二号の通知があった場合には、当該通知を受けた振替機関等は、直ちに、次に掲げる措置を執らなければならない。

(5) If the notice referred to in item (ii) of the preceding paragraph has been given, the book-entry transfer institution or account management institution that has been notified must immediately take the following measures:

一　当該通知をした口座管理機関の口座の顧客口座における第三項第一号の数についての減少の記載又は記録

(i) make an entry or record of the reduction in the number referred to in paragraph (3), item (i) in the customer account under the account of the account management institution that has given the notice;

二　当該振替機関等が口座管理機関である場合には、直近上位機関に対する前項第二号の規定により通知を受けた事項の通知

(ii) give notice to the immediately superior institution of the information which has been notified pursuant to the provisions of item (ii) of the preceding paragraph, if the book-entry transfer institution or account management institution is an account management institution.

６　前項の規定は、同項第二号（この項において準用する場合を含む。）の通知があった場合における当該通知を受けた振替機関等について準用する。

(6) The provisions of the preceding paragraph apply mutatis mutandis to a book-entry transfer institution or account management institution that has received the notice referred to in item (ii) of the preceding paragraph (including as applied mutatis mutandis pursuant to this paragraph), if the notice has been given.

７　発行者は、振替新株予約権付社債権者又は質権者のために社債管理者等（第七十一条第七項に規定する社債管理者等をいう。次項において同じ。）に対して振替新株予約権付社債の償還をする場合を除くほか、振替新株予約権付社債権者又は質権者に対し、振替新株予約権付社債の償還をするのと引換えにその口座における当該振替新株予約権付社債の銘柄についての当該償還に係る振替新株予約権付社債についての社債の金額に相応する振替新株予約権付社債の数の抹消をその直近上位機関に対して申請することを請求することができる。

(7) Unless an issuer goes through a bond administrator or similar person (meaning a bond administrator or similar person prescribed in Article 71,

paragraph (7); the same applies in the following paragraph) to redeem book-entry transfer bonds with share options for the holder of book-entry transfer bonds with share options or the pledgee, the issuer may demand that, in exchange for the issuer to redeem book-entry transfer bonds with share options, the holder or the pledgee file an application with their immediately superior institution to make a deletion of the number of book-entry transfer bonds with share options that corresponds to the amount of corporate bonds for the book-entry transfer bonds with share options that are being redeemed regarding the issue of the book-entry transfer bonds with share options in their account.

８　前項の規定は、振替新株予約権付社債権者又は質権者のために振替新株予約権付社債の償還を受けた社債管理者等が当該振替新株予約権付社債権者又は当該質権者に対し当該償還額の支払をする場合について準用する。

(8) The provisions of the preceding paragraph apply mutatis mutandis when a bond administrator or similar person through which book-entry transfer bonds with share options are redeemed for the holder of book-entry transfer bonds with share options or the pledgee pays the amount redeemed to the holder or the pledgee.

（全部抹消手続）

(Deleting All Entries or Records)

第二百条　特定の銘柄の振替新株予約権付社債の発行者は、当該振替新株予約権付社債についての記載又は記録の全部を抹消しようとする場合には、第二号の日の二週間前までに、当該発行者が第十三条第一項の同意を与えた振替機関に対し、次に掲げる事項の通知をしなければならない。

Article 200 (1) The issuer of book-entry transfer bonds with share options of a particular issue must notify the book-entry transfer institution to which they have given the consent referred to in Article 13, paragraph (1) of the following information by two weeks prior to the date referred to in item (ii), when seeking to delete all of the entries or records regarding those book-entry transfer bonds with share options:

一　当該振替新株予約権付社債の銘柄

(i) the issue of the book-entry transfer bonds with share options;

二　当該振替新株予約権付社債についての記載又は記録の全部を抹消する日

(ii) the date of the deletion of all of the entries or records regarding those book-entry transfer bonds with share options.

２　前項の通知があった場合には、当該通知を受けた振替機関は、直ちに、当該通知に係る振替新株予約権付社債の銘柄について、その直近下位機関に対し、同項各号に掲げる事項の通知をしなければならない。

(2) If the notice referred to in the preceding paragraph has been given, the book-entry transfer institution that has been notified must immediately notify its immediately subordinate institution of the information set forth in the items of that paragraph regarding the issue of book-entry transfer bonds with share options which has been notified.

３　第一項の通知があった場合には、当該通知を受けた振替機関は、同項第二号の日において、その備える振替口座簿中の同項第一号の振替新株予約権付社債についての記載又は記録がされている口座（機関口座及び顧客口座以外の口座にあっては、当該口座の保有欄又は質権欄。以下この章において「保有欄等」という。）において、当該振替新株予約権付社債の全部についての記載又は記録の抹消をしなければならない。

(3) If the notice referred to in paragraph (1) has been given, the book-entry transfer institution that has been notified must delete the entries or records for all book-entry transfer bonds with share options referred to in item (i) of that paragraph from the account in the book-entry transfer account register that it keeps on the day referred to in item (ii) of that paragraph, in which entries or records have been made for those book-entry transfer bonds with share options (for accounts other than the institution-held account or a customer account, the holdings column or the pledge column; hereinafter referred to as a "holdings or pledge column" in this Chapter).

４　前二項の規定は、第二項（この項において準用する場合を含む。）の通知があった場合における当該通知を受けた口座管理機関について準用する。

(4) If the notice referred to in paragraph (2) (including as applied mutatis mutandis pursuant to this paragraph) has been given, the provisions of the preceding two paragraphs apply mutatis mutandis to the account management institution that has received the notice.

（振替新株予約権付社債に付された新株予約権の行使期間の満了後における記載又は記録手続）

(Making Entries or Records after Expiration of the Period for Exercising Share Options Embedded in Book-Entry Transfer Bonds)

第二百一条　振替機関等は、特定の銘柄の振替新株予約権付社債（社債の償還済みのものに限る。）に付された新株予約権を行使することができる期間の満了後、直ちに、その備える振替口座簿中の当該振替新株予約権付社債についての記載又は記録がされている保有欄等において、当該振替新株予約権付社債の全部についての記載又は記録の抹消をしなければならない。

Article 201 After the expiration of the period in which the share options embedded in book-entry transfer bonds of a particular issue (limited to redeemed corporate bonds) may be exercised, a book-entry transfer institution or account management institution must immediately delete the entries or records for all of those book-entry transfer bonds with share options from the holdings or pledge column in the book-entry transfer account register that it keeps in which entries or records have been made for those book-entry transfer bonds with share options.

（振替新株予約権付社債に付された新株予約権の行使に関する記載又は記録手続）

(Making Entries or Records for Share Options Embedded in Book-Entry Transfer Bonds)

第二百二条　特定の銘柄の振替新株予約権付社債（社債の償還済みのものを除く。）に付された新株予約権の行使があった場合には、新株予約権の行使により当該振替新株

予約権付社債についての社債が消滅するときを除き、当該振替新株予約権付社債の発行者は、当該行使があった後、遅滞なく、当該行使があった後の振替新株予約権付社債について増加の記載又は記録に係る措置の通知をしなければならない。この場合において、当該通知は、当該措置によりその口座（顧客口座を除く。）において増加の記載又は記録がされる加入者の直近上位機関に対して行うものとする。

Article 202 (1) If a share option embedded in a book-entry transfer bond (excluding a redeemed corporate bond) of a particular issue is exercised, the issuer of the book-entry transfer bonds with share options must give notice of the measures for making an entry or record of the increase in book-entry transfer bonds with share options after the share option is exercised without delay, unless the corporate bonds constituting the book-entry transfer bonds with share options cease to exist due to the exercise of the share option. In such a case, the issuer is to notify the immediately superior institution of the participant for whom the increase will be entered or recorded in their account (excluding a customer account) as a result of those measures.

２　前項前段の通知があった場合には、振替機関等は、第四項から第六項までの規定により、当該通知において次項の規定により示されたところに従い、当該通知に係る振替新株予約権付社債について、その備える振替口座簿における増加の記載若しくは記録又は通知をしなければならない。

(2) If the notice referred to in the first sentence of the preceding paragraph has been given, a book-entry transfer institution or account management institution must enter or record the increase in the book-entry transfer bonds with share options which has been notified in the book-entry transfer account register that it keeps or must give notice to the person concerned, pursuant to the provisions of paragraphs (4) through (6) and as indicated pursuant to the provisions of the following paragraph in the notice.

３　発行者は、第一項前段の通知において、次に掲げる事項を示さなければならない。

(3) The issuer must indicate the following information in the notice referred to in the first sentence of paragraph (1):

一　第一項の措置によりその口座において増加の記載又は記録がされる加入者の氏名又は名称及び当該口座

(i) the name and account of the participant for whom the increase will be entered or recorded in their account as a result of the measures referred to in paragraph (1);

二　第一項の措置により増加の記載又は記録がされるべき振替新株予約権付社債の銘柄及び数

(ii) the issue and the number of book-entry transfer bonds with share options for which an entry or record of the increase is required to be made as the result of the measures referred to in paragraph (1); and

三　その他主務省令で定める事項

(iii) other information specified by order of the competent ministry.

４　第一項前段の通知があった場合には、当該通知を受けた振替機関等は、直ちに、次に掲げる措置を執らなければならない。

(4) If the notice referred to in the first sentence of paragraph (1) has been given, a book-entry transfer institution or account management institution that has been notified must immediately take the following measures:

一　前項第一号の口座の保有欄における同項第二号の数についての増加の記載又は記録

(i) make an entry or record of the increase in the number referred to in item (ii) of the preceding paragraph in the holdings column of the account referred to in item (i) of that paragraph; and

二　当該振替機関等が口座管理機関である場合には、直近上位機関に対する前項第二号及び第三号の規定により示された事項の通知

(ii) give notice to the immediately superior institution of the information indicated pursuant to the provisions of items (ii) and (iii) of the preceding paragraph, if the book-entry transfer institution or account management institution is an account management institution.

５　前項第二号の通知があった場合には、当該通知を受けた振替機関等は、直ちに、次に掲げる措置を執らなければならない。

(5) If the notice referred to in item (ii) of the preceding paragraph has been given, the book-entry transfer institution or account management institution that has been notified must immediately take the following measures:

一　当該通知をした口座管理機関の口座の顧客口座における第三項第二号の数についての増加の記載又は記録

(i) make an entry or record of the increase in the number referred to in paragraph (3), item (ii) in the customer account under the account of the account management institution that has given the notice; and

二　当該振替機関等が口座管理機関である場合には、直近上位機関に対する前項第二号の規定により通知を受けた事項の通知

(ii) give notice to the immediately superior institution of the information which has been notified pursuant to the provisions of item (ii) of the preceding paragraph, if the book-entry transfer institution or account management institution is an account management institution.

６　前項の規定は、同項第二号（この項において準用する場合を含む。）の通知があった場合における当該通知を受けた振替機関等について準用する。

(6) The provisions of the preceding paragraph apply mutatis mutandis to a book-entry transfer institution or account management institution that has received the notice referred to in item (ii) of the preceding paragraph (including as applied mutatis mutandis pursuant to this paragraph), if the notice has been given.

（振替新株予約権付社債の償還に関する記載又は記録手続）

(Making Entries or Records for Redemption of Book-Entry Transfer Bonds with Share Options)

第二百三条　特定の銘柄の振替新株予約権付社債（新株予約権が消滅しているものを除く。）について社債の償還があった場合には、当該振替新株予約権付社債の発行者は、当該償還があった後、遅滞なく、当該償還があった後の振替新株予約権付社債について増加の記載又は記録に係る措置の通知をしなければならない。この場合において、当該通知は、当該措置によりその口座（顧客口座を除く。）において増加の記載又は記録がされる加入者の直近上位機関に対して行うものとする。

Article 203 (1) When a corporate bond associated with a book-entry transfer bond with share options of a particular issue (other than one with extinguished share options) is redeemed, the issuer of the bond must give notice of measures for making an entry or record of the increase in book-entry transfer bonds with share options after their redemption without delay. In such a case, the issuer is to notify the immediately superior institution of the participant for whom the increase will be entered or recorded in their account as a result of those measures.

２　前項前段の通知があった場合には、振替機関等は、第四項から第六項までの規定により、当該通知において次項の規定により示されたところに従い、当該通知に係る振替新株予約権付社債について、その備える振替口座簿における増加の記載若しくは記録又は通知をしなければならない。

(2) If the notice referred to in the first sentence of the preceding paragraph has been given, a book-entry transfer institution or account management institution must, pursuant to the provisions of paragraphs (4) through (6) and as indicated pursuant to the provisions of the following paragraph in that notice, enter or record the increase in the book-entry transfer bonds with share options which has been notified, in the book-entry transfer account register that it keeps, or give notice to the person concerned of the increase.

３　発行者は、第一項前段の通知において、次に掲げる事項を示さなければならない。

(3) The issuer must indicate the following information in the notice referred to in the first sentence of paragraph (1):

一　第一項の措置によりその口座において増加の記載又は記録がされる加入者の氏名又は名称及び当該口座

(i) the name and account of the participant for whom the increase will be entered or recorded in their account as a result of the measures referred to in paragraph (1);

二　第一項の措置により増加の記載又は記録がされるべき振替新株予約権付社債の銘柄及び数

(ii) the issue and the number of book-entry transfer bonds with share options for which the entry or record of the increase is required to be made as a result of the measures referred to in paragraph (1);

三　第一号の口座において増加の記載又は記録がされるのが保有欄であるか、又は質権欄であるかの別

(iii) whether the increase will be entered or recorded in the holdings column or the pledge column of the account referred to in item (i); and

四　その他主務省令で定める事項

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

４　第一項前段の通知があった場合には、当該通知を受けた振替機関等は、直ちに、次に掲げる措置を執らなければならない。

(4) If the notice referred to in the first sentence of paragraph (1) has been given, a book-entry transfer institution or account management institution that has been notified must immediately take the following measures:

一　前項第一号の口座の同項第三号の規定により示された保有欄又は質権欄における同項第二号の数についての増加の記載又は記録

(i) make an entry or record of the increase in the number referred to in item (ii) of the preceding paragraph in the holdings column or pledge column indicated pursuant to the provisions of item (iii) of that paragraph of the account referred to in item (i) of that paragraph; and

二　当該振替機関等が口座管理機関である場合には、直近上位機関に対する前項第二号及び第四号の規定により示された事項の通知

(ii) give notice to the immediately superior institution of the information indicated pursuant to the provisions of items (ii) and (iv) of the preceding paragraph, if the book-entry transfer institution or account management institution is an account management institution.

５　前項第二号の通知があった場合には、当該通知を受けた振替機関等は、直ちに、次に掲げる措置を執らなければならない。

(5) If the notice referred to in item (ii) of the preceding paragraph has been given, the book-entry transfer institution or account management institution that has been notified must immediately take the following measures:

一　当該通知をした口座管理機関の口座の顧客口座における第三項第二号の数についての増加の記載又は記録

(i) make an entry or record of the increase in the number referred to in paragraph (3), item (ii) in the customer account under the account of the account management institution that has given the notice; and

二　当該振替機関等が口座管理機関である場合には、直近上位機関に対する前項第二号の規定により通知を受けた事項の通知

(ii) give notice to the immediately superior institution of the information which has been notified pursuant to the provisions of item (ii) of the preceding paragraph, if the book-entry transfer institution or account management institution is an account management institution.

６　前項の規定は、同項第二号（この項において準用する場合を含む。）の通知があった場合における当該通知を受けた振替機関等について準用する。

(6) The provisions of the preceding paragraph apply mutatis mutandis to a book-entry transfer institution or account management institution that has received the notice referred to in item (ii) of the preceding paragraph (including as applied mutatis mutandis pursuant to this paragraph), if the notice has been given.

（記載又は記録の変更手続）

(Procedures for Changing Entries or Records)

第二百四条　振替機関等は、その備える振替口座簿について、第百九十四条第三項各号、第四項各号又は第五項各号に掲げる事項につき変更が生じたことを知ったときは、直ちに、当該振替口座簿にその記載又は記録をしなければならない。

Article 204 If a book-entry transfer institution or account management institution learns that there has been a change to the information set forth in one of the items of Article 194, paragraph (3), paragraph (4), or paragraph (5) in the book-entry transfer account register that it keeps, it must immediately enter or record the change in the book-entry transfer account register.

第三節　振替の効果等

Section 3 Effect of Book-Entry Transfers

（振替新株予約権付社債の譲渡）

(Transfer of Book-Entry Transfer Bonds with Share Options)

第二百五条　振替新株予約権付社債（差押えを受けることなく弁済期が到来した利息の請求権を除く。次条から第二百九条までにおいて同じ。）の譲渡は、振替の申請により、譲受人がその口座における保有欄（機関口座にあっては、第百九十四条第五項第二号に掲げる事項を記載し、又は記録する欄）に当該譲渡に係る数の増加の記載又は記録を受けなければ、その効力を生じない。

Article 205 A transfer of book-entry transfer bonds with share options (other than a claim for interest that has become due without being seized; the same applies in the following Article through Article 209) does not take effect unless the transferee has had an entry or record made in the holdings column of their account (or in the column in which the information set forth in Article 194, paragraph (5), item (ii) is entered or recorded, for the institution-held account), based on an application for book-entry transfer, of the increase in the number of book-entry transfer bonds with share options subject to the transfer.

（振替新株予約権付社債の質入れ）

(Pledge of Book-Entry Transfer Bonds with Share Options)

第二百六条　振替新株予約権付社債の質入れは、振替の申請により、質権者がその口座における質権欄に当該質入れに係る数の増加の記載又は記録を受けなければ、その効力を生じない。

Article 206 A pledge of book-entry transfer bonds with share options does not take effect unless the pledgee has had an entry or record made in the pledge column of their account, based on an application for book-entry transfer, of the increase in the number of book-entry transfer bonds with share options subject to the pledge.

（信託財産に属する振替新株予約権付社債についての対抗要件）

(Requirement for Perfection of Book-Entry Transfer Bonds with Share Options That Come Under Trust Property)

第二百七条　振替新株予約権付社債については、第百九十四条第三項第五号の規定により当該振替新株予約権付社債が信託財産に属する旨を振替口座簿に記載し、又は記録しなければ、当該新株予約権付社債が信託財産に属することを第三者に対抗することができない。

Article 207 (1) Unless an entry or record has been made for a book-entry transfer bond with share options in a book-entry transfer account register pursuant to the provisions of Article 194, paragraph (3), item (v), indicating the fact that the book-entry transfer bond with share options comes under trust property, it is not permissible to assert against a third party that the corporate bond with share options comes under trust property.

２　前項に規定する振替口座簿への記載又は記録は、政令で定めるところにより行う。

(2) An entry or record in a book-entry transfer account register prescribed in the preceding paragraph is made pursuant to the provisions of Cabinet Order.

（加入者の権利推定）

(Presumed Rights of Participants)

第二百八条　加入者は、その口座（第二百十五条第一項に規定する買取口座を除き、口座管理機関の口座にあっては自己口座に限る。）における記載又は記録がされた振替新株予約権付社債についての権利を適法に有するものと推定する。

Article 208 A participant is presumed to be the lawful holder of the rights under a book-entry transfer bond with share options that has been entered or recorded in their account (excluding the purchase account prescribed in Article 215, paragraph (1); limited to their own account, if the account is that of an account management institution).

（善意取得）

(Acquisition in Good Faith)

第二百九条　振替の申請によりその口座（口座管理機関の口座にあっては、自己口座に限る。）において特定の銘柄の振替新株予約権付社債についての増加の記載又は記録を受けた加入者（機関口座を有する振替機関を含む。）は、当該銘柄の振替新株予約権付社債についての当該増加の記載又は記録に係る権利を取得する。ただし、当該加入者に悪意又は重大な過失があるときは、この限りでない。

Article 209 A participant (including a book-entry transfer institution with an institution-held account) that has had an entry or record made in their account (limited to their own account, if the account is that of an account management institution), based on an application for book-entry transfer, of the increase in book-entry transfer bonds with share options of a particular issue acquires the rights associated with the entry or record of the increase in the book-entry transfer bonds with share options of that issue; provided, however that this does not apply if the participant has acted in bad faith or with gross negligence.

（超過記載又は記録がある場合の振替機関の義務）

(Obligations of Book-Entry Transfer Institutions If There Are Entries or Records of Overages)

第二百十条　前条の規定による振替新株予約権付社債の取得によりすべての振替新株予約権付社債権者の有する同条に規定する銘柄の振替新株予約権付社債の総数が当該銘柄の振替新株予約権付社債の発行総数を超えることとなる場合において、第一号の合計数が第二号の発行総数を超えるときは、振替機関は、その超過数（第一号の合計数から第二号の発行総数を控除した数をいう。）に達するまで、当該銘柄の振替新株予約権付社債を取得する義務を負う。

Article 210 (1) If the total number of book-entry transfer bonds with share options of a particular issue that all holders hold based on acquisitions of book-entry transfer bonds with share options under the preceding Article comes to exceed the total issued number of book-entry transfer bonds with share options of that issue, and the aggregate number referred to in item (i) exceeds the total issued number referred to in item (ii), the book-entry transfer institution assumes the obligation to acquire book-entry transfer bonds with share options in that issue until its holdings reach the number in overage (meaning the number obtained by deducting the total issued number referred to in item (ii) from the aggregate number referred to in item (i)):

一　振替機関の備える振替口座簿における振替機関の加入者の口座に記載され、又は記録された当該銘柄の振替新株予約権付社債の数の合計数

(i) the aggregate number of book-entry transfer bonds with share options of that issue which have been entered or recorded in the accounts of the participants of the book-entry transfer institution, in the book-entry transfer account register kept by that book-entry transfer institution; and

二　当該銘柄の振替新株予約権付社債の発行総数

(ii) the total issued number of book-entry transfer bonds with share options of that issue.

２　前項の「発行総数」とは、次の各号に掲げる場合の区分に応じ、それぞれ当該各号に定める数（第三号にあっては総数）をいう。

(2) The phrase "the total issued number of book-entry transfer bonds with share options of that issue" in the preceding paragraph means the number prescribed in the following items in accordance with the category of cases set forth in each item (or the total number, in item (iii)):

一　前項の振替新株予約権付社債が社債の償還済みのものである場合　社債の償還（第二百十二条第一項又は第二百十三条第一項の規定により発行者に対抗することができないものとされた振替新株予約権付社債についてした償還を除く。）があった振替新株予約権付社債の数（新株予約権が消却され、又は行使されたものの数を除く。）

(i) if corporate bonds associated with the book-entry transfer bonds with share options referred to in preceding paragraph have already been redeemed: the number of book-entry transfer bonds with share options for which corporate bonds have been redeemed (excluding the redemption of book-entry transfer bonds with share options established pursuant to the provisions of Article 212, paragraph (1) or Article 213, paragraph (1) that it is not possible to assert against the issuer)

(excluding the number of book-entry transfer bonds with share options whose share options have been cancelled or exercised);

二　前項の振替新株予約権付社債が新株予約権の行使後のものである場合　新株予約権の行使（第二百十二条第一項又は第二百十三条第一項の規定により発行者に対抗することができないものとされた振替新株予約権付社債に付された新株予約権の行使を除く。）があった振替新株予約権付社債の数（社債の償還があったものの数を除く。）

(ii) if share options embedded in the book-entry transfer bonds referred to in the preceding paragraph have already been exercised: the number of book-entry transfer bonds with share options whose share options have been exercised (excluding the exercise of share options embedded in book-entry transfer bonds established pursuant to the provisions of Article 212, paragraph (1) or Article 213, paragraph (1) that it is not possible to assert against the issuer) (excluding the number of book-entry transfer bonds with share options for which corporate bonds have been redeemed);

三　前二号に掲げる場合以外の場合　振替新株予約権付社債の総数（新株予約権の行使又は社債の償還があったものの数を除く。）

(iii) in cases other than the cases set forth in the preceding two items: the total number of book-entry transfer bonds with share options (excluding the number of corporate bonds for which share options have been exercised or for which corporate bonds have been redeemed).

３　第一項第一号に規定する数は、同号に規定する口座における増加又は減少の記載又は記録であって当該記載又は記録に係る権利の発生、移転又は消滅が生じなかったものがある場合において、前条の規定により当該記載又は記録に係る数の振替新株予約権付社債を取得した者のないことが証明されたときは、当該記載又は記録がなかったとした場合の数とする。

(3) If there is a number prescribed in item (i) of the preceding paragraph for which an entry or record of the increase or reduction has been made in the account prescribed in that item, and the rights associated with that entry or record have not arisen, have not been transferred, or have not been extinguished, and it is proved that no one has acquired book-entry transfer bonds with share options pursuant to the provisions of the preceding Article in the number for which the entry or record has been made, that number is treated as if no entry or record was made.

４　振替機関は、第一項の規定により振替新株予約権付社債を取得したときは、直ちに、発行者に対し、当該振替新株予約権付社債についての権利の全部を放棄する旨の意思表示をする義務を負う。

(4) When a book-entry transfer institution has acquired book-entry transfer bonds with share options pursuant to the provisions of paragraph (1), it assumes the obligation to immediately manifest the intention to renounce all rights to those book-entry transfer bonds with share options to the issuer.

５　前項に規定する振替新株予約権付社債についての権利は、同項の規定により放棄の意思表示がされたときは、消滅する。

(5) The rights to book-entry transfer bonds with share options prescribed in the preceding paragraph are extinguished if an intention to renounce the rights is manifested pursuant to that paragraph.

６　振替機関は、振替新株予約権付社債について第四項の規定により放棄の意思表示を行ったときは、直ちに、当該振替新株予約権付社債について振替口座簿の抹消を行わなければならない。

(6) When a book-entry transfer institution manifests the intention to renounce the rights pursuant to the provisions of paragraph (4) with respect to book-entry transfer bonds with share options, it must immediately make deletions for those book-entry transfer bonds with share options in the book-entry transfer account register.

（超過記載又は記録がある場合の口座管理機関の義務）

(Obligations of Account Management Institutions If There Are Entries or Records of Overages)

第二百十一条　前条第一項に規定する場合において、第一号の合計数が第二号の数を超えることとなる口座管理機関があるときは、当該口座管理機関は、発行者に対し、その超過数（第一号の合計数から第二号の数を控除した数をいう。）に相当する数の当該銘柄の振替新株予約権付社債について権利の全部を放棄する旨の意思表示をする義務を負う。

Article 211 (1) In the case prescribed in paragraph (1) of the preceding Article, if there is an account management institution for which the total number referred to in item (i) comes to exceed the number referred to in item (ii), the account management institution assumes the obligation to manifest the intention to renounce all rights to the book-entry transfer bonds with share options of that issue in a number equal to the overage (meaning the total number referred to in item (i), less the number referred to in item (ii)) to the issuer:

一　当該口座管理機関の備える振替口座簿における当該口座管理機関の加入者の口座に記載され、又は記録された当該銘柄の振替新株予約権付社債の数の合計数

(i) the aggregate number of book-entry transfer bonds with share options of the issue which have been entered or recorded in the accounts of the participants of the account management institution, in the book-entry transfer account register kept by that account management institution;

二　当該口座管理機関の直近上位機関の備える振替口座簿における当該口座管理機関の口座の顧客口座に記載され、又は記録された当該銘柄の振替新株予約権付社債の数

(ii) the number of book-entry transfer bonds with share options of the issue which have been entered or recorded in the customer account under the account of the account management institution, in the book-entry transfer account register kept by its immediately superior institution.

２　前条第三項の規定は、次に掲げる事項について準用する。

(2) The provisions of paragraph (3) of the preceding Article apply mutatis mutandis to the following particulars:

一　前項第一号に規定する数

(i) the number specified in item (i) of the preceding paragraph; and

二　前項第二号に規定する顧客口座における増加又は減少の記載又は記録であって当該記載又は記録に係る権利の発生、移転又は消滅が生じなかったものがある場合における同号に掲げる数

(ii) the number set forth in item (ii) of the preceding paragraph, if an entry or record of the increase or reduction has been made in the customer account prescribed in that item and the rights associated with that entry or record have not arisen, have not been transferred, or have not been extinguished.

３　第一項の場合において、口座管理機関は、同項に規定する超過数に相当する数の同項に規定する銘柄の振替新株予約権付社債を有していないときは、同項の規定による放棄の意思表示をする前に、当該超過数に達するまで、当該銘柄の振替新株予約権付社債を取得する義務を負う。

(3) In the case referred to in paragraph (1), if the account management institution does not hold book-entry transfer bonds with share options of the issue prescribed in that paragraph in an amount equal to the overage prescribed in that paragraph, it has assumes the obligation to acquire book-entry transfer bonds with share options in that issue until its holdings reach the amount of the overage, before manifesting the intention to renounce the rights under the provisions of that paragraph.

４　口座管理機関は、第一項の規定により放棄の意思表示をしたときは、直ちに、その直近上位機関に対し、次に掲げる事項を通知しなければならない。

(4) When an account management institution has manifested the intention to renounce the rights pursuant to the provisions of paragraph (1), it must immediately notify its immediately superior institution of the following particulars:

一　当該放棄の意思表示をした旨

(i) the fact that it has manifested the intention to renounce the rights; and

二　当該放棄の意思表示に係る振替新株予約権付社債の銘柄及び数

(ii) the issue and the number of book-entry transfer bonds with share options for which it has manifested the intention to renounce the rights.

５　前項の直近上位機関は、同項の通知を受けたときは、直ちに、同項第二号に掲げる銘柄の振替新株予約権付社債について、その備える振替口座簿における次に掲げる記載又は記録をしなければならない。

(5) When the immediately superior institution referred to in the preceding paragraph receives the notice referred to in that paragraph, it must immediately make the following entries or records regarding book-entry transfer bonds with share options of the issue set forth in item (ii) of that paragraph, in the book-entry transfer account register that it keeps:

一　前項の口座管理機関の口座の自己口座における同項第二号に掲げる数の減少の記載又は記録

(i) an entry or record in the account of the account management institution referred to in that paragraph in the institution's own account, of the reduction in the number referred to in item (ii) of the preceding paragraph; and

二　前号の口座の顧客口座における前項第二号に掲げる数の増加の記載又は記録

(ii) an entry or record in the customer account under the account referred to in the preceding item, of the increase in the number referred to in item (ii) of the preceding paragraph.

（振替機関の超過記載又は記録に係る義務の不履行の場合における取扱い）

(Handling in the Event of Non-Performance of Obligations by a Book-Entry Transfer Institution Concerning Entries or Records of Overages)

第二百十二条　第二百十条第一項に規定する場合において、同項に規定する振替機関が同項及び同条第四項の義務の全部を履行するまでの間は、各振替新株予約権付社債権者は、当該振替新株予約権付社債権者の有する当該銘柄の振替新株予約権付社債のうち第一号の数が第二号の総数に占める割合を同条第一項に規定する超過数（同条第四項の義務の一部が履行されたときは、当該履行に係る数を控除した数）に乗じた数（以下この条及び第二百二十一条において「振替機関分制限数」という。）に関する部分について、発行者に対抗することができない。

Article 212 (1) In the case prescribed in Article 210, paragraph (1), until the book-entry transfer institution prescribed in that paragraph fully performs the obligations referred to in that paragraph and paragraph (4) of that Article, it is not permissible for each holder of book-entry transfer bonds with share options to assert against the issuer regarding the part of the book-entry transfer bonds with share options of that issue that they hold which corresponds to the number obtained when the percentage of the number referred to in item (i) that accounts for in the total number referred to in item (ii) is multiplied by the number in overage prescribed in paragraph (1) of that Article (or the number obtained by deducting the number related to the performance of obligation, if the obligation referred to in paragraph (4) of that Article has been partially performed) (hereinafter referred to as the "maximum number ascribable to the book-entry transfer institution" in this Article and Article 221):

一　当該振替新株予約権付社債権者の有する当該銘柄の振替新株予約権付社債の数（当該振替機関の下位機関であって前条第一項の規定により当該銘柄の振替新株予約権付社債についての権利の放棄の意思表示をすべきものがあるときは、当該下位機関についての同項に規定する超過数に関する当該振替新株予約権付社債権者（当該下位機関又はその下位機関が開設した口座に記載又は記録がされた振替新株予約権付社債についての振替新株予約権付社債権者に限る。）の次条第一項に規定する口座管理機関分制限数を控除した数）

(i) the number of book-entry transfer bonds with share options of the issue that the holder of book-entry transfer bonds with share options holds (or, if the book-

entry transfer institution has a subordinate institution that is required to manifest the intention to renounce the rights to book-entry transfer bonds with share options of that issue pursuant to the provisions of paragraph (1) of the preceding Article, the number obtained by deducting the maximum number ascribable to the account management institution prescribed in paragraph (1) of the following Article, for the overage prescribed in paragraph (1) of the preceding Article in respect of that holder (limited to the holder of a book-entry transfer bond with a share option that has been entered or recorded in an account opened by that subordinate institution or by its subordinate institution)) for the subordinate institution; and

二　すべての振替新株予約権付社債権者の有する当該銘柄の振替新株予約権付社債の総数（当該振替機関の下位機関であって前条第一項の規定により当該銘柄の振替新株予約権付社債についての権利の放棄の意思表示をすべきものがあるときは、当該下位機関についての同項に規定する超過数に関する当該下位機関又はその下位機関が開設した口座に記載又は記録がされた振替新株予約権付社債についてのすべての振替新株予約権付社債権者の次条第一項に規定する口座管理機関分制限数の合計数を控除した数）

(ii) the total number of book-entry transfer bonds with share options of the issue that all holders hold (or, if the book-entry transfer institution has a subordinate institution that is required to manifest the intention to renounce the rights to book-entry transfer bonds with share options of that issue pursuant to the provisions of paragraph (1) of the preceding Article, the number obtained by deducting the sum of the maximum numbers ascribable to the account management institution prescribed in paragraph (1) of the following Article, for the overage prescribed in paragraph (1) of the preceding Article in respect of all of the holders of book-entry transfer bonds with share options that have been entered or recorded in accounts opened by that subordinate institution or by its subordinate institution for the subordinate institution).

２　第二百十条第一項に規定する場合において、同項に規定する振替機関は、各振替新株予約権付社債権者に対して次に掲げる義務を負う。

(2) In the case prescribed in Article 210, paragraph (1), the book-entry transfer institution prescribed in that paragraph assumes the following duties toward each bondholder:

一　前項の場合において、各振替新株予約権付社債権者の有する当該銘柄（社債の償還済みのものを除く。）の振替新株予約権付社債のうち振替機関分制限数に相応する額に関する部分について、発行者に代わって元本の償還及び利息の支払をする義務

(i) in the case referred to in the preceding paragraph, the duty to redeem the principal and pay interest in lieu of the issuer, on the part of the book-entry transfer bonds with share options of that issue (other than those that have had the corporate bond redeemed) that each bondholder holds, up to the maximum number ascribable to the book-entry transfer institution;

二　前号に掲げるもののほか、第二百十条第一項又は第四項の義務の不履行によって生じた損害の賠償をする義務

(ii) beyond what is set forth in the preceding item, the duty to indemnify the holder for any damage caused by non-performance of obligations referred to in Article 210, paragraph (1) or (4).

（口座管理機関の超過記載又は記録に係る義務の不履行の場合における取扱い）

(Handling in the Event of Non-Performance of Obligations by Account Management Institutions Concerning Entries or Records of Overages)

第二百十三条　第二百十一条第一項に規定する場合において、同項に規定する口座管理機関が同項及び同条第三項の義務の全部を履行するまでの間は、振替新株予約権付社債権者（当該口座管理機関又はその下位機関が開設した口座に記載又は記録がされた振替新株予約権付社債についての振替新株予約権付社債権者に限る。）は、その有する当該銘柄の振替新株予約権付社債のうち第一号の数が第二号の総数に占める割合を同条第一項に規定する超過数（同項の義務の一部が履行されたときは、当該履行に係る数を控除した数）に乗じた数（以下この条及び第二百二十一条において「口座管理機関分制限数」という。）に関する部分について、発行者に対抗することができない。

Article 213 (1) In the case prescribed in Article 211, paragraph (1), until the account management institution prescribed in that paragraph fully performs the obligations referred to in that paragraph and paragraph (3) of that Article, a holder of book-entry transfer bonds with share options (limited the holder of a book-entry transfer bond with a share option that has been entered or recorded in the account opened by the account management institution or by its subordinate institution) may not assert against the issuer the part of the book-entry transfer bonds with share options of the issue that they hold which corresponds to the number obtained when the percentage of the number referred to in item (i) that accounts for in the total number referred to in item (ii) is multiplied by the number in overage prescribed in paragraph (1) of that Article (or the number obtained by deducting the number related to the performance of obligation, if the obligation referred to in that paragraph has been partially performed) (hereinafter referred to as the "maximum number ascribable to the account management institution" in this Article and Article 221):

一　当該振替新株予約権付社債権者の有する当該銘柄の振替新株予約権付社債の数（当該口座管理機関の下位機関であって第二百十一条第一項の規定により当該銘柄の振替新株予約権付社債についての権利の放棄の意思表示をすべきものがあるときは、当該下位機関についての同項に規定する超過数に関する当該振替新株予約権付社債権者（当該下位機関又はその下位機関が開設した口座に記載又は記録がされた振替新株予約権付社債についての振替新株予約権付社債権者に限る。）の口座管理機関分制限数を控除した数）

(i) the number of book-entry transfer bonds with share options of the issue that the holder of book-entry transfer bonds with share options holds (or, if the account management institution has a subordinate institution that is required to manifest

the intention to renounce the rights to book-entry transfer bonds with share options of that issue pursuant to the provisions of Article 211, paragraph (1), the number obtained by deducting the maximum number ascribable to the account management institution, for the overage prescribed in that paragraph in respect of that holder (limited to the holder of a book-entry transfer bond with a share option that has been entered or recorded in an account opened by that subordinate institution or by its subordinate institution) for the subordinate institution);

二　当該口座管理機関又はその下位機関が開設した口座に記載又は記録がされた振替新株予約権付社債についてのすべての振替新株予約権付社債権者の有する当該銘柄の振替新株予約権付社債の総数（当該口座管理機関の下位機関であって第二百十一条第一項の規定により当該銘柄の振替新株予約権付社債についての権利の放棄の意思表示をすべきものがあるときは、当該下位機関についての同項に規定する超過数に関する当該下位機関又はその下位機関が開設した口座に記載又は記録がされた振替新株予約権付社債についてのすべての振替新株予約権付社債権者の口座管理機関分制限数の合計数を控除した数）

(ii) the total number of book-entry transfer bonds with share options of that issue held by all of the holders of book-entry transfer bonds with share options that have been entered or recorded in accounts opened by that account management institution or by its subordinate institution (or, if the account management institution has a subordinate institution that is required to manifest the intention to renounce the rights to book-entry transfer bonds with share options of that issue pursuant to the provisions of Article 211, paragraph (1), the number obtained by deducting the sum of the maximum numbers ascribable to the account management institution, for the overage prescribed in that paragraph in respect of all of the holders of book-entry transfer bonds with share options that have been entered or recorded in accounts opened by that subordinate institution or by its subordinate institution for the subordinate institution).

２　第二百十一条第一項に規定する場合において、同項に規定する口座管理機関は、前項に規定する振替新株予約権付社債権者に対して次に掲げる義務を負う。

(2) In the case prescribed in Article 211, paragraph (1), the account management institution prescribed in that paragraph assumes the following duties toward a holder of book-entry transfer bonds with a share options prescribed in the preceding paragraph:

一　前項の場合において、同項に規定する振替新株予約権付社債権者の有する当該銘柄（社債の償還済みのものを除く。）の振替新株予約権付社債のうち口座管理機関分制限数に相応する額に関する部分について、発行者に代わって元本の償還及び利息の支払をする義務

(i) in the case referred to in the preceding paragraph, the duty to redeem the principal and pay interest in lieu of the issuer, on the book-entry transfer bonds with share options of that issue (other than those that have had the corporate bond

redeemed) that each bondholder holds, up to the maximum number ascribable to the account management institution;

二　前号に掲げるもののほか、第二百十一条第一項又は第三項の義務の不履行によって生じた損害の賠償をする義務

(ii) beyond what is set forth in the preceding item, the duty to indemnify the holder for any damage caused by non-performance of obligations referred to in Article 211, paragraph (1) or (3).

（発行者が誤って振替新株予約権付社債の償還等をした場合における取扱い）

(Handling in the Case the Issuer Redeems Book-Entry Transfer Bonds with Share Options in Error)

第二百十四条　発行者が第二百十二条第一項又は前条第一項の規定により当該発行者に対抗することができないものとされた部分に相応する金額についてした元本の償還又は利息の支払は、当該発行者が善意の場合であっても、当該銘柄の他の振替新株予約権付社債に係る当該発行者の債務を消滅させる効力を有しない。

Article 214 (1) Even if an issuer is acting in good faith, their redemption of principal or payment of interest, in an amount corresponding to the part of the bonds established pursuant to the provisions of Article 212, paragraph (1) or paragraph (1) of the preceding Article that it is not permissible to assert against the issuer does not have the effect of extinguishing the issuer's obligations in respect of other book-entry transfer bonds with share options of that issue.

２　前項の場合において、振替新株予約権付社債権者は、発行者に対し、同項に規定する元本の償還又は利息の支払に係る金額の返還をする義務を負わない。

(2) In the case referred to in the preceding paragraph, a holder of book-entry transfer bonds with a share options does not assume the duty to return the amount of the principal redeemed or interest paid prescribed in that paragraph to the issuer.

３　発行者は、第一項に規定する元本の償還又は利息の支払をしたときは、前項に規定する金額の限度において、第二百十二条第二項第一号又は前条第二項第一号の規定による振替新株予約権付社債権者の振替機関等に対する権利を取得する。

(3) If an issuer redeems the principal or pays the interest, prescribed in paragraph (1), they acquires the rights of a holder of book-entry transfer bonds with a share options pursuant to the provisions of Article 212, paragraph (2), item (i) or paragraph (2), item (i) of the preceding Article toward the book-entry transfer institution or account management institution, to the extent of the amount prescribed in the preceding paragraph.

第四節　会社法の特例

Section 4 Special Provisions of the Companies Act

（新株予約権付社債買取請求に関する会社法の特例）

(Special Provisions of the Companies Act on Exercising Appraisal Rights on Corporate Bonds with Share Options)

第二百十五条　振替新株予約権付社債の発行者が会社法第百十八条第一項各号に掲げる定款の変更、組織変更、合併、吸収分割契約、新設分割、株式交換契約又は株式移転をしようとする場合には、当該発行者は、振替機関等に対し、新株予約権付社債買取請求（同項及び同条第二項又は同法第七百七十七条第一項及び第二項、第七百八十七条第一項及び第二項若しくは第八百八条第一項及び第二項の規定による請求をいう。以下この条において同じ。）に係る振替新株予約権付社債の振替を行うための口座（以下この節において「買取口座」という。）の開設の申出をしなければならない。ただし、当該発行者が開設の申出をした買取口座があるとき、又はこれらの行為に係る新株予約権付社債買取請求をすることができる振替新株予約権付社債権者が存しないときは、この限りでない。

Article 215 (1) If an issuer of book-entry transfer bonds with share options seeks to make any amendments to the articles of incorporation set forth in the items of Article 118, paragraph (1) of the Companies Act, perform an entity conversion, a merger, conclusion of an absorption-type split agreement, an incorporation-type split, conclusion of a share exchange agreement, or a share transfer, the issuer must request a book-entry transfer institution or account management institution to open an account in which book entries are to be made for the book-entry transfer bonds with share options subject to the exercise of appraisal rights on bonds with share options (meaning the exercise of appraisal rights on bonds with share options under the provisions of Article 118, paragraphs (1) and (2), Article 777, paragraphs (1) and (2), Article 787, paragraphs (1) and (2), or Article 808, paragraphs (1) and (2) of that Act; hereinafter the same applies in this Article) (the account is referred to as a "purchase account" in this Section); provided, however, that this does not apply if the issuer has already requested for a purchase account to be opened or there is no holder of book-entry transfer bonds with share options that is entitled to exercise appraisal rights on bonds with share options in relation to any of these acts.

２　前項の発行者は、会社法第百十八条第三項、第七百七十七条第三項、第七百八十七条第三項又は第八百八条第三項の規定による通知をする場合には、併せて、買取口座を通知しなければならない。

(2) If the issuer referred to in the preceding paragraph gives notice pursuant to the provisions of Article 118, paragraph (3), Article 777, paragraph (3), Article 787, paragraph (3), or Article 808, paragraph (3) of the Companies Act, they must also give notice of the purchase account.

３　第一項の発行者は、会社法第百十八条第四項、第七百七十七条第四項、第七百八十七条第四項又は第八百八条第四項の規定により、同法第百十八条第三項、第七百七十七条第三項、第七百八十七条第三項又は第八百八条第三項の規定による通知に代えて当該通知をすべき事項を公告する場合には、併せて、買取口座を公告しなければならない。

(3) If the issuer referred to in paragraph (1) issues public notice pursuant to the provisions of Article 118, paragraph (4), Article 777, paragraph (4), Article 787, paragraph (4), or Article 808, paragraph (4) of the Companies Act of the

information that they are required to give notice in lieu of giving notice pursuant to the provisions of Article 118, paragraph (3), Article 777, paragraph (3), Article 787, paragraph (3), or Article 808, paragraph (3) of that Act, they must also issue public notice of the purchase account.

４　振替新株予約権付社債権者は、その有する振替新株予約権付社債について新株予約権付社債買取請求をしようとするときは、当該振替新株予約権付社債について買取口座を振替先口座とする振替の申請をしなければならない。

(4) If a holder of book-entry transfer bonds with share options seek to exercise the appraisal rights on bonds with share options for their book-entry transfer bonds with share options, they must apply for a book-entry transfer of the book-entry transfer bonds with share options that use the purchase account as the transferee account.

５　第一項の発行者は、会社法第百十八条第一項各号に掲げる定款の変更、組織変更、吸収合併、吸収分割若しくは株式交換がその効力を生ずる日又は新設合併、新設分割若しくは株式移転により設立する会社の成立の日までは、買取口座に記載され、又は記録された振替新株予約権付社債（当該行為に係る新株予約権付社債買取請求に係るものに限る。）について当該発行者の口座を振替先口座とする振替の申請をすることができない。

(5) Until the day on which any amendment to the articles of incorporation set forth in the items of Article 118, paragraph (1) of the Companies Act, entity conversion, absorption-type merger, absorption-type split, or share exchange takes effect, or until the incorporation date of the company that is incorporated as a result of a consolidation-type merger, incorporation-type company split, or share transfer, the issuer referred to in paragraph (1) may not file an application for a book-entry transfer involving book-entry transfer bonds with share options that have been entered or recorded in a purchase account (limited to those subject to the exercise of appraisal rights on bonds with share options in relation to any of those acts) by using the issuer's account as the transferee account.

６　第一項の発行者は、第四項の申請をした振替新株予約権付社債権者による新株予約権付社債買取請求の撤回を承諾したときは、遅滞なく、買取口座に記載され、又は記録された振替新株予約権付社債（当該撤回に係る新株予約権付社債買取請求に係るものに限る。）について当該振替新株予約権付社債権者の口座を振替先口座とする振替の申請をしなければならない。

(6) If the issuer referred to in paragraph (1) approves the withdrawal of the exercise of appraisal rights on book-entry transfer bonds with share options by a holder of book-entry transfer bonds with share options that has filed an application referred to in paragraph (4), the issuer must, without delay, file an application for a book-entry transfer of the book-entry transfer bonds with share options that have been entered or recorded in a purchase account (limited to those subject to the exercise of appraisal rights on bonds with share options that are withdrawn) by using the account of the holder as the transferee account.

７　第一項の発行者は、買取口座に記載され、又は記録された振替新株予約権付社債については、当該発行者又は第四項の申請をした振替新株予約権付社債権者の口座以外の口座を振替先口座とする振替の申請をすることができない。

(7) The issuer referred to in paragraph (1) may not file an application for a book-entry transfer involving book-entry transfer bonds with share options that have been entered or recorded in a purchase account, if the transferee account is other than that of the issuer or that of the holder of the book-entry transfer bonds with share options that has filed an application referred to in paragraph (4).

８　第四項の申請をする振替新株予約権付社債権者以外の加入者は、買取口座を振替先口座とする振替の申請をすることができない。

(8) A participant other than the holder of book-entry transfer bonds with share options that files an application referred to in paragraph (4) may not apply for a book-entry transfer by using the purchase account as the transferee account.

（新株予約権付社債の発行に関する会社法の特例）

(Special Provisions of the Companies Act on Issuance of Corporate Bonds with Share Options)

第二百十六条　振替新株予約権付社債の発行者は、当該振替新株予約権付社債についての会社法第二百四十二条第一項の規定による通知において、当該振替新株予約権付社債についてこの法律の規定の適用がある旨を示さなければならない。

Article 216 (1) The issuer of book-entry transfer bonds with share options must indicate the fact that the provisions of this Act apply to those book-entry transfer bonds with share options in the notice pursuant to the provisions of Article 242, paragraph (1) of the Companies Act concerning those book-entry transfer bonds with share options.

２　会社法第二百四十九条第三号の規定にかかわらず、振替新株予約権付社債についての新株予約権原簿には、当該振替新株予約権付社債に付された新株予約権の内容及び数並びに当該振替新株予約権付社債についてこの法律の規定の適用がある旨を記載し、又は記録しなければならない。

(2) Notwithstanding the provisions of Article 249, item (iii) of the Companies Act, a share option register for book-entry transfer bonds with share options must state or record the fact that the provisions of this Act apply to the content and number of the share options embedded in the book-entry transfer bonds, and the book-entry transfer bonds with share options.

３　振替新株予約権付社債についての社債原簿には、当該振替新株予約権付社債についてこの法律の規定の適用がある旨を記載し、又は記録しなければならない。

(3) A corporate bond register for book-entry transfer bonds with share options must state or record the fact that the provisions of this Act apply to the book-entry transfer bonds with share options.

４　振替新株予約権付社債の引受けの申込みをする者は、自己のために開設された当該振替新株予約権付社債の振替を行うための口座（特別口座を除く。）を会社法第二百

四十二条第二項の書面に記載し、又は同法第二百四十四条第一項の契約を締結する際に当該口座を当該振替新株予約権付社債の発行者に示さなければならない。

(4) A person making an offer to subscribe for book-entry transfer bonds with share options must state in the document referred to in Article 242, paragraph (2) of the Companies Act, the account (excluding a special account) that has been opened for them in which book entries are to be made for those book-entry transfer bonds with share options, or must indicate this account to the issuer of those book-entry transfer bonds with share options at the time of concluding the agreement referred to in Article 244, paragraph (1) of that Act.

5　会社法第百六十六条第一項本文の規定による請求により振替新株予約権付社債の交付を受けようとする者は、自己のために開設された当該振替新株予約権付社債の振替を行うための口座（特別口座を除く。）を当該振替新株予約権付社債を交付する会社に示さなければならない。

(5) A person seeking to be delivered book-entry transfer bonds with share options pursuant to a request under the main clause of Article 166, paragraph (1) of the Companies Act must indicate to the company delivering the book-entry transfer bonds with share options the account (excluding a special account) that has been opened for them in which book entries are to be made for those book-entry transfer bonds with share options.

（取得条項付新株予約権付社債に関する会社法の特例）

(Special Provisions of the Companies Act on Corporate Bonds with Share Options Subject to Call)

第二百十七条　取得条項付新株予約権が付された振替新株予約権付社債の発行者が当該振替新株予約権付社債の一部を取得しようとする場合には、当該発行者は、会社法第二百三十六条第一項第七号イの事由が生じた日以後遅滞なく、当該振替新株予約権付社債について当該発行者の口座を振替先口座とする振替の申請をしなければならない。この場合において、当該申請は、当該振替によりその口座（顧客口座を除く。）において減少の記載又は記録がされる加入者の直近上位機関に対して行うものとする。

Article 217 (1) If the issuer of book-entry transfer bonds with share options constituting share options subject to call seeks to acquire part of those book-entry transfer bonds with share options, they must file an application for book-entry transfer of those book-entry transfer bonds with share options after the day on which the grounds referred to in Article 236, paragraph (1), item (vii), sub-item (a) of the Companies Act have arisen, without delay, using its own account as the transferee account. In such a case, the application is to be filed with the immediately superior institution of the participant for whom an entry or record of the reduction will be made in their account (excluding a customer account) by the book-entry transfer.

2　会社法第二百七十五条第一項及び第二項の規定にかかわらず、前項前段の場合には、発行者は、同項前段の振替の申請によりその口座における保有欄に同項前段の振替

新株予約権付社債に係る数の増加の記載又は記録を受けた時に当該振替新株予約権付社債を取得する。

(2) Notwithstanding the provisions of Article 275, paragraphs (1) and (2) of the Companies Act, in the case referred to in the first sentence of the preceding paragraph, the issuer acquires the book-entry transfer bonds with share options at the time that an entry or record is made in the holdings column of their account, based on an application for book-entry transfer referred to in the first sentence of that paragraph, of the increase in the number of the book-entry transfer bonds with share options.

３　第一項に規定する発行者が同項の振替新株予約権付社債の全部を取得しようとする場合には、当該発行者は、会社法第二百三十六条第一項第七号イの事由が生じた日以後遅滞なく、その日を第二百条第一項第二号の日として同項の通知（以下この章において「全部抹消の通知」という。）をしなければならない。

(3) If the issuer prescribed in paragraph (1) seeks to acquire all of the book-entry transfer bonds with share options referred to in that paragraph, they must give the notice referred to in Article 200, paragraph (1) (hereinafter referred to as the "notice of the deletion of all entries or records" in this Chapter) after the day on which the grounds referred to in Article 236, paragraph (1), item (vii), sub-item (a) of the Companies Act have arisen, without delay, using that day as the day referred to in Article 200, paragraph (1), item (ii).

４　会社法第二百七十五条第一項及び第二項の規定にかかわらず、発行者は、全部抹消の通知により前項の振替新株予約権付社債についての記載又は記録の抹消がされた時に当該振替新株予約権付社債を取得する。

(4) Notwithstanding the provisions of Article 275, paragraphs (1) and (2) of the Companies Act, the issuer acquires the book-entry transfer bonds with share options referred to in the preceding paragraph when the entries or records in respect of those bonds have all been deleted pursuant to the notice of the deletion of all entries or records.

（総新株予約権付社債権者通知）

(Notice to All Holders of Corporate Bonds with Share Options)

第二百十八条　振替機関は、第二百条第三項（同条第四項において準用する場合を含む。）の規定による抹消をしたときは、発行者に対し、その抹消に係る振替新株予約権付社債の振替新株予約権付社債権者につき、氏名又は名称及び住所並びに当該振替新株予約権付社債権者の有する振替新株予約権付社債の銘柄及び数その他主務省令で定める事項（第五項において「通知事項」という。）を速やかに通知しなければならない。

Article 218 (1) When a book-entry transfer institution makes the deletion pursuant to the provisions of Article 200, paragraph (3) (including as applied mutatis mutandis pursuant to paragraph (4) of that Article), it must promptly notify the issuer of the names and addresses of the holders of the deleted book-entry transfer bonds with share options, the issue and number of book-entry transfer bonds with share options held by them, and other information specified

by order of the competent ministry (referred to as "information to be notified" in paragraph (5)).

２　前項の規定により通知する場合において、振替機関は、次の各号に掲げる場合の区分に応じ、それぞれ当該各号に定める者を振替新株予約権付社債権者として通知しなければならない。

(2) When notifying the issuer pursuant to the preceding paragraph, a book-entry transfer institution must give the notice by treating the person prescribed in each of the following items in accordance with the category of cases set forth in the item as the holder of the book-entry transfer bonds with share options:

一　振替機関又はその下位機関の備える振替口座簿中の加入者の口座（顧客口座及び買取口座を除く。）の保有欄に前項の振替新株予約権付社債についての記載又は記録がされている場合　当該口座の加入者

(i) if an entry or record has been made for a book-entry transfer bond with share options referred to in the preceding paragraph in the holdings column of the participant's account (excluding a customer account and purchase account) in the book-entry transfer account register that the book-entry transfer institution or its subordinate institution keeps: the participant with that account;

二　前号に規定する加入者の口座の質権欄に前項の振替新株予約権付社債についての記載又は記録がされている場合　当該質権欄に振替新株予約権付社債権者としてその氏名又は名称の記載又は記録がされている者

(ii) if an entry or record has been made for a book-entry transfer bond with share options referred to in the preceding paragraph in the pledge column of the account of a participant prescribed in the preceding item: the person whose name has been entered or recorded in the pledge column as the holder of the book-entry transfer bond with share options.

三　買取口座に前項の振替新株予約権付社債についての記載又は記録がされている場合　当該振替新株予約権付社債について第二百十五条第四項の申請をした振替新株予約権付社債権者（当該振替新株予約権付社債の買取りの効力が生じた後にあっては、当該買取口座の加入者）

(iii) if book-entry transfer bonds with share options referred to in the preceding paragraph have been entered or recorded in a purchase account: the holder of the book-entry transfer bonds with share options that has filed an application referred to in Article 215, paragraph (4) for the book-entry transfer bonds with share options (or the participant with the purchase account after the purchase of the book-entry transfer bonds with share options becomes effective).

３　第二百十二条第一項又は第二百十三条第一項の場合において、振替機関が第一項の通知をするときは、当該振替機関は、当該振替機関又はその下位機関の加入者の口座に記載又は記録がされた振替新株予約権付社債のうち第二百十二条第一項又は第二百十三条第一項の規定により発行者に対抗することができないものの数を示さなければならない。

(3) In the case referred to in Article 212, paragraph (1) or Article 213, paragraph (1), when a book-entry transfer institution gives the notice referred to in paragraph (1), it must indicate the number of book-entry transfer bonds with share options that have been entered or recorded in the account of the participant of the book-entry transfer institution or its subordinate institution, which is not possible to assert against the issuer pursuant to the provisions of Article 212, paragraph (1) or Article 213, paragraph (1).

４　口座管理機関は、その直近上位機関から、当該口座管理機関又はその下位機関の加入者の口座に記載又は記録がされた振替新株予約権付社債につき、第一項の通知のために必要な事項（前項に規定する事項を含む。）の報告を求められたときは、速やかに、当該事項を報告しなければならない。

(4) If an account management institution is asked by its immediately superior institution to report the necessary information for giving the notice referred to in paragraph (1) (including the information prescribed in the preceding paragraph) concerning the book-entry transfer bonds with share options that have been entered or recorded in the account of the participant of the account management institution or its subordinate institution, the account management institution must promptly report the information.

５　発行者は、正当な理由があるときは、振替機関に対し、当該振替機関が定めた費用を支払って、当該発行者が定める一定の日の振替新株予約権付社債権者についての通知事項を通知することを請求することができる。この場合においては、前各項の規定を準用する。

(5) If there is a legitimate reason for doing so, an issuer may demand that a book-entry transfer institution give notice of the information to be notified concerning holders of book-entry transfer bonds with share options on the fixed date set by the issuer by paying the expense specified by the book-entry transfer institution. In such case, the provisions of the preceding paragraphs apply mutatis mutandis.

（新株予約権付社債に付された新株予約権の消却に関する会社法の特例）

(Special Provisions of the Companies Act on the Cancellation of Share Options Embedded in Corporate Bonds)

第二百十九条　発行者が自己の振替新株予約権付社債に付された新株予約権を消却しようとするときは、当該振替新株予約権付社債について抹消の申請をしなければならない。

Article 219 (1) If the issuer seeks to cancel the share options embedded in their book-entry transfer bonds, they must file an application for the deletion of the book-entry transfer bonds with share options.

２　振替新株予約権付社債の消却は、第百九十九条第四項第一号の減少の記載又は記録がされた日にその効力を生ずる。

(2) The cancellation of book-entry transfer bonds with share options takes effect on the day that an entry or record of the decrease referred to in Article 199, paragraph (4), item (i) has been made.

（新株予約権付社債に付された新株予約権の行使に関する会社法の特例）

(Special Provisions of the Companies Act on the Exercise of Share Options Embedded in Corporate Bonds)

第二百二十条　振替新株予約権付社債に付された新株予約権を行使する加入者は、当該振替新株予約権付社債について抹消の申請をしなければならない。

Article 220 A participant exercising share options embedded in book-entry transfer bonds must file an application for the deletion of the book-entry transfer bonds with share options.

（超過記載又は記録に係る義務の不履行の場合における新株予約権付社債権者の議決権等）

(Voting Rights of Holders of Book-Entry Transfer Bonds with Share Options in the Event of Non-Performance of Obligations Concerning Entries or Records of Overages)

第二百二十一条　第二百十二条第一項又は第二百十三条第一項の場合においては、各振替新株予約権付社債権者は、会社法第七百二十三条第一項の規定にかかわらず、その有する振替新株予約権付社債の数（振替機関分制限数及び口座管理機関分制限数の合計数を除く。）に相応する社債の金額に応じて、社債権者集会における議決権を有する。

Article 221 (1) Notwithstanding the provisions of Article 723, paragraph (1) of the Companies Act, in the case referred to in Article 212, paragraph (1) or Article 213, paragraph (1), each holder of book-entry transfer bonds with share options holds the right to vote at a bondholders meeting in proportion to the amount of the corporate bonds associated with the number of book-entry transfer bonds with share options held by them (excluding the sum of the maximum number ascribable to the book-entry transfer institution and the maximum number ascribable to the account management institution).

２　会社法第七百十八条第一項及び第七百三十六条第一項並びに担保付社債信託法第四十九条第一項の規定の適用については、第二百十二条第一項又は第二百十三条第一項の振替新株予約権付社債権者は、振替機関分制限数及び口座管理機関分制限数については、振替新株予約権付社債を有しないものとみなす。

(2) In applying the provisions of Article 718, paragraph (1) and Article 736, paragraph (1) of the Companies Act and Article 49, paragraph (1) of the Secured Bond Trust Act, the holder of book-entry transfer bonds with share options referred to in Article 212, paragraph (1) or Article 213, paragraph (1) is deemed not to hold the book-entry transfer bonds with share options that correspond to the maximum number ascribable to the book-entry transfer institution and the maximum number ascribable to the account management institution.

（証明書の提示）

(Presentation of Certificates)

第二百二十二条　振替新株予約権付社債権者が、会社法第七百十八条第一項の規定による社債権者集会の招集の請求、同条第三項の規定による社債権者集会の招集、社債権者集会における議決権の行使又は担保付社債信託法第四十九条第一項の規定による担保

物の保管の状況の検査をするには、第三項本文又は第五項本文の規定により書面の交付を受けた上、次の各号に掲げる場合の区分に応じ、それぞれ当該各号に定める者に当該書面を提示しなければならない。

Article 222 (1) In order to demand the convocation of a bondholders meeting pursuant to the provisions of Article 718, paragraph (1) of the Companies Act, convene a bondholders meeting pursuant to the provisions of paragraph (3) of that Article, exercise voting rights at a bondholders meeting, or inspect the conditions in which collateral are stored pursuant to the provisions of Article 49, paragraph (1) of the Secured Bond Trust Act, the holder of book-entry transfer bonds with share options must, after having been delivered a document pursuant to the main clause of paragraph (3) or the main clause of paragraph (5), present that document to the person prescribed in each of the following items in accordance with the category of cases set forth in the item:

一　社債管理者がある場合　当該社債管理者

(i) if there is a bond administrator: the bond administrator;

二　社債管理補助者がある場合　当該社債管理補助者

(ii) if there is an assistant bond administrator: the assistant bond administrator;

三　担保付社債信託法第二条第一項に規定する信託契約の受託会社がある場合　当該受託会社

(iii) if there is a trust company subject to a trust agreement prescribed in Article 2, paragraph (1) of the Secured Bond Trust Act: the trust company; and

四　前三号に掲げる場合以外の場合　発行者

(iv) in cases other than the case set forth in the preceding three items: the issuer.

２　振替新株予約権付社債権者が社債権者集会において議決権を行使するには、社債権者集会の日の一週間前までに前項の規定による提示をし、かつ、社債権者集会の日に当該提示をしなければならない。

(2) In order for a holder of book-entry transfer bonds with share options to exercise voting rights at a bondholders meeting, the holder must present the document pursuant to the provisions of the preceding paragraph by no later than one week prior to the day of the bondholders meeting and on the day of the meeting.

３　振替新株予約権付社債権者は、その直近上位機関に対し、当該直近上位機関が備える振替口座簿の自己の口座に記載され、又は記録されている当該振替新株予約権付社債についての第百九十四条第三項各号に掲げる事項を証明した書面の交付を請求することができる。ただし、当該振替新株予約権付社債について、既にこの項の規定による書面の交付を受けた者であって、当該書面を当該直近上位機関に返還していないものについては、この限りでない。

(3) A holder of book-entry transfer bonds with share options may demand that its immediately superior institution deliver a document certifying the information set forth in the items of Article 194, paragraph (3) concerning the book-entry transfer bonds with share options entered or recorded under its own account in the book-entry transfer account register kept by its immediately superior institution;

provided, however, that this does not apply to a person that has already been delivered a document pursuant to the provisions of this paragraph concerning the book-entry transfer bonds with share options and that has not returned that document to its immediately superior institution.

４　前項本文の規定により書面の交付を受けた振替新株予約権付社債権者は、当該書面を同項の直近上位機関に返還するまでの間は、当該書面における証明の対象となった振替新株予約権付社債について、振替の申請又は抹消の申請をすることができない。

(4) A holder of book-entry transfer bonds with share options that has been delivered a document pursuant to the main clause of the preceding paragraph may not file an application for a book-entry transfer or a deletion concerning the book-entry transfer bonds with share options certified by the document until the holder returns that document to the immediately superior institution referred to in that paragraph.

５　第二百十五条第四項の申請をした振替新株予約権付社債権者は、買取口座を開設した振替機関等に対し、当該買取口座に記載され、又は記録されている当該申請に係る振替新株予約権付社債についての第百九十四条第三項第一号、第二号及び第六号に掲げる事項、同項第三号に掲げる数のうち当該振替新株予約権付社債権者の申請に係るものの数並びに当該振替新株予約権付社債権者の氏名又は名称及び住所を証明した書面の交付を請求することができる。ただし、次に掲げる者については、この限りでない。

(5) A holder of book-entry transfer bonds with share options that has filed an application referred to in Article 215, paragraph (4) may demand that the book-entry transfer institution or account management institution that has opened a purchase account deliver a document certifying the information set forth in Article 194, paragraph (3), item (i), item (ii), and item (vi) concerning the book-entry transfer bonds with share options entered or recorded in the purchase account related to the application, the number set forth in item (iii) of that paragraph which is related to the application filed by the holder of the book-entry transfer bonds with share options, and the name and address of the holder of the book-entry transfer bonds with share options; provided, however, that this does not apply to the following persons:

一　買取りの効力が生じた当該振替新株予約権付社債について、当該申請をした者

(i) a person that has filed the application concerning the book-entry transfer bonds with share options for which the purchase has become effective; and

二　当該振替新株予約権付社債について、既にこの項の規定による書面の交付を受けた者であって、当該書面を当該振替機関等に返還していないもの

(ii) a person that has already been delivered the document pursuant to the provisions of this paragraph concerning the book-entry transfer bonds with share options and that has not returned that document to the book-entry transfer institution or account management institution.

６　第二百十五条第六項の規定にかかわらず、発行者は、前項本文の規定により書面の交付を受けた振替新株予約権付社債権者が当該書面を同項の振替機関等に返還するま

での間は、当該書面における証明の対象となった振替新株予約権付社債（買取口座に記載され、又は記録されているものに限る。）について当該振替新株予約権付社債権者の口座を振替先口座とする振替の申請をしてはならない。

(6) Notwithstanding the provisions of Article 215, paragraph (6), until the holder of book-entry transfer bonds with share options that has been delivered a document pursuant to the main clause of the preceding paragraph returns that document to the book-entry transfer institution or account management institution referred to in the preceding paragraph, the issuer may not file an application for a book-entry transfer concerning the book-entry transfer bonds with share options certified by that document (limited to those entered or recorded in a purchase account) by using the account of the holder of the book-entry transfer bonds with share options as the transferee account.

（合併等に関する会社法の特例）

(Special Provisions of the Companies Act on Mergers)

第二百二十三条　存続会社等又は新設会社等が吸収合併等又は新設合併等に際して振替新株予約権付社債を交付しようとするときは、合併等効力発生日を第百九十六条第一項第一号の一定の日として同項の規定による通知をしなければならない。

Article 223 (1) If a surviving company or wholly owning company seeks to deliver book-entry transfer bonds with share options at the time of an absorption-type merger or share exchange, or if an incorporated company or wholly owning company seeks to deliver book-entry transfer bonds with share options at the time of consolidation-type merger or share transfer, it must give a notice pursuant to the provisions of Article 196, paragraph (1) by using the effective date of merger or date of incorporation as the fixed date referred to in item (i) of that paragraph.

２　存続会社等が吸収合併等に際して振替新株予約権付社債を移転しようとする場合には、当該存続会社等は、合併等効力発生日以後遅滞なく、当該振替新株予約権付社債について振替の申請をしなければならない。

(2) If a surviving company or wholly owning company seeks to transfer book-entry transfer bonds with share options at the time of the absorption-type merger or share exchange, it must file an application for book entries to be made for the book-entry transfer bonds with share options after the effective date of merger or date of incorporation without delay.

３　振替新株予約権付社債の発行者が合併（合併により当該発行者が消滅する場合に限る。）、吸収分割（会社法第七百五十八条第五号に規定する場合に限る。）、新設分割（同法第七百六十三条第一項第十号に規定する場合に限る。）、株式交換（同法第七百六十八条第一項第四号に規定する場合に限る。）又は株式移転（同法第七百七十三条第一項第九号に規定する場合に限る。）をしようとする場合には、当該発行者は、これらの行為（以下この条において「合併等」という。）がその効力を生ずる日又は合併等により設立する会社の成立の日を第二百条第一項第二号の日として全部抹消の通知をしなければならない。

(3) When an issuer of book-entry transfer bonds with share options seeks to perform a merger (limited to one in which the issuer will be dissolved), absorption-type split (limited to one prescribed in Article 758, item (v) of the Companies Act), incorporation-type split (limited to one prescribed in Article 763, paragraph (1), item (x) of that Act), share exchange (limited to one prescribed in Article 768, paragraph (1), item (iv) of that Act), or share transfer (limited to one prescribed in Article 773, paragraph (1), item (ix) of that Act), the issuer must give the notice of the deletion of all entries or records by using the day when any of these acts (hereinafter referred to as the "merger, split, exchange, or transfer" in this Article) takes effect or the incorporation date of the company that is incorporated as a result of the merger, split, exchange, or transfer, as the date referred to in Article 200, paragraph (1), item (ii).

４　持分会社が合併をする場合において、吸収合併存続会社又は新設合併設立会社が合併に際して振替新株予約権付社債を交付しようとする場合には、合併契約において、持分会社の社員のために開設された当該振替新株予約権付社債の振替を行うための口座（特別口座を除く。）を定めなければならない。

(4) If membership companies merge and the company surviving an absorption-type merger or the company incorporated in a consolidation-type merger seeks to deliver book-entry transfer bonds with share options at the time of the merger, it must specify in the merger agreement, the accounts (excluding special accounts) that have been opened for the members of the membership company in which book entries are to be made for book-entry transfer bonds with share options.

５　吸収分割承継会社又は新設分割設立会社が会社分割に際して振替新株予約権付社債を交付しようとする場合には、吸収分割契約又は新設分割計画において、会社分割をする株式会社のために開設された当該振替新株予約権付社債の振替を行うための口座（特別口座を除く。）を定めなければならない。

(5) If the company succeeding in an absorption-type split or the company incorporated in an incorporation-type split seeks to issue book-entry transfer bonds with share options at the time of the company split, it must specify in the absorption-type split agreement or incorporation-type split plan, the account (excluding a special account) that has been opened for the stock company that will implement a company split in which book entries are to be made for those book-entry transfer bonds with share options.

（株式交付に関する会社法の特例）

(Special Provisions of the Companies Act on Partial Share Exchange)

第二百二十三条の二　会社法第七百七十四条の三第一項第五号ハ又は第八号ニの新株予約権付社債が振替新株予約権付社債である場合には、株式交付親会社は、同法第七百七十四条の四第一項（同法第七百七十四条の九において準用する場合を含む。）の規定による通知において、当該振替新株予約権付社債についてこの法律の規定の適用がある旨を示さなければならない。

Article 223-2 (1) If the corporate bonds with share options referred to in Article 774-3, paragraph (1), item (v), sub-item (c) or item (viii), sub-item (d) of the Companies Act are book-entry transfer bonds with share options, the parent company resulting from a partial share exchange must indicate the fact that the provisions of this Act apply to those book-entry transfer bonds with share options in the notice pursuant to the provisions of Article 774-4, paragraph (1) of the Companies Act (including as applied mutatis mutandis pursuant to Article 774-9 of that Act).

２　前項に規定する場合には、会社法第七百七十四条の四第二項（同法第七百七十四条の九において準用する場合を含む。以下この項において同じ。）の申込みをする者（同法第七百七十四条の三第一項第六号又は第九号に掲げる事項についての定めに従い株式交付親会社が発行する振替新株予約権付社債についての社債の社債権者及び当該新株予約権付社債に付された新株予約権の新株予約権者にならないものを除く。）は、自己のために開設された当該振替新株予約権付社債の振替を行うための口座（特別口座を除く。）を同法第七百七十四条の四第二項の書面に記載し、又は同法第七百七十四条の六（同法第七百七十四条の九において準用する場合を含む。）の契約を締結する際に当該口座を当該振替新株予約権付社債の発行者に示さなければならない。

(2) In the case referred to in the preceding paragraph, a person making an offer referred to in Article 774-4, paragraph (2) of the Companies Act (including as applied mutatis mutandis pursuant to Article 774-9 of that Act; hereinafter the same applies in this paragraph) (excluding a person that will not become a holder of bonds constituting book-entry transfer bonds with share options issued by the parent company resulting from a partial share exchange or holders of the share options embedded in corporate bonds pursuant to the provisions concerning the particulars set forth in Article 774-3, paragraph (1), item (vi) or (ix) of that Act) must state in the document referred to in Article 774-4, paragraph (2) of that Act, the account opened for them in which book entries are to be made for the book-entry transfer bonds with share options (excluding a special account) or must indicate this account to the issuer of those book-entry transfer bonds with share options at the time of concluding the agreement referred to in Article 774-6 of that Act (including as applied mutatis mutandis pursuant to Article 774-9 of that Act).

３　株式交付親会社が株式交付に際して振替新株予約権付社債を移転しようとする場合には、当該株式交付親会社は、当該株式交付がその効力を生ずる日以後遅滞なく、当該振替新株予約権付社債について振替の申請をしなければならない。

(3) If a parent company resulting from a partial share exchange seeks to transfer book-entry transfer bonds with share options at the time of the partial share exchange, the parent company resulting from a partial share exchange must file an application for book entries to be made for those book-entry transfer bonds with share options after the day on which the partial share exchange takes effect without delay.

（適用除外）

(Exclusion from Application)

第二百二十四条　振替新株予約権付社債については、会社法第二百五十七条第一項、第二百五十九条第一項、第二百六十条第一項及び第二項、第二百六十八条第一項、第二百六十九条第一項、第二百七十条第一項から第三項まで、第二百七十二条の二第一項から第三項まで、第六百八十一条第四号及び第五号、第六百八十二条第一項から第三項まで、第六百八十八条第一項、第六百九十条第一項、第六百九十一条第一項及び第二項、第六百九十三条第一項、第六百九十四条第一項並びに第六百九十五条の二第一項から第三項までの規定は、適用しない。

Article 224 The provisions of Article 257, paragraph (1), Article 259, paragraph (1), Article 260, paragraphs (1) and (2), Article 268, paragraph (1), Article 269, paragraph (1), Article 270, paragraphs (1) through (3), Article 272-2, paragraphs (1) through (3), Article 681, items (iv) and (v), Article 682, paragraphs (1) through (3), Article 688, paragraph (1), Article 690, paragraph (1), Article 691, paragraphs (1) and (2), Article 693, paragraph (1), Article 694, paragraph (1), and Article 695-2, paragraphs (1) through (3) of the Companies Act do not apply to book-entry transfer bonds with share options.

第五節　雑則

Section 5 Miscellaneous Provisions

第二百二十五条　次の各号に掲げる通知があった場合には、当該通知を受けた振替機関は、直ちに、当該通知に係る振替新株予約権付社債の銘柄について、政令で定める方法により、加入者が当該各号に定める事項を知ることができるようにする措置を執らなければならない。

Article 225 (1) If the notice set forth in the following items has been given, the book-entry transfer institution that has been notified must immediately take measures that will enable the participants to learn the information set forth in that item concerning book-entry transfer bonds with share options of the issue related to the notice using the means prescribed by Cabinet Order:

一　第百九十五条第一項の通知　同項第九号に掲げる事項

(i) the notice referred to in Article 195, paragraph (1): the information set forth in item (ix) of that paragraph;

二　第二百二条第一項前段、第四項第二号又は第五項第二号（同条第六項において準用する場合を含む。）の通知　同条第三項第三号に掲げる事項

(ii) the notice referred to in the first sentence of Article 202, paragraph (1), paragraph (4), item (ii), or paragraph (5), item (ii) (including as applied mutatis mutandis pursuant to paragraph (6) of that Article): the information set forth in paragraph (3), item (iii) of that Article; and

三　第二百三条第一項前段、第四項第二号又は第五項第二号（同条第六項において準用する場合を含む。）の通知　同条第三項第四号に掲げる事項

(iii) the notice referred to in the first sentence of Article 203, paragraph (1), paragraph (4), item (ii), or paragraph (5), item (ii) (including as applied mutatis

mutandis pursuant to paragraph (6) of that Article): the information set forth in paragraph (3), item (iv) of that Article.

２　前項の措置に関する費用は、同項の振替新株予約権付社債の発行者の負担とする。

(2) The expenses incurred for the measures referred to in the preceding paragraph are borne by the issuer of the book-entry transfer bonds with share options referred to in that paragraph.

第十章　投資口等の振替

Chapter X Book-Entry Transfer of Investment Equity

第一節　投資口の振替

Section 1 Book-Entry Transfer of Investment Equity

（権利の帰属）

(Attribution of Rights)

第二百二十六条　投資口（投資信託及び投資法人に関する法律第二条第十四項に規定する投資口をいう。以下同じ。）で振替機関が取り扱うもの（以下「振替投資口」という。）についての権利の帰属は、この節の規定による振替口座簿の記載又は記録により定まるものとする。

Article 226 (1) The attribution of rights from investment equity (meaning investment equity as defined in Article 2, paragraph (14) of the Act on Investment Trusts and Investment Corporations; the same applies hereinafter) handled by a book-entry transfer institution (hereinafter referred to as "book-entry transfer investment equity") is determined by the entries or records in a book-entry transfer account register pursuant to the provisions of this Section.

２　発行者が、その投資口について第十三条第一項の同意を与えるには、設立企画人（投資信託及び投資法人に関する法律第六十六条第一項に規定する設立企画人をいう。）全員の同意又は執行役員（同法第百九条第一項に規定する執行役員をいう。次項において同じ。）の決定によらなければならない。

(2) The issuer must act with the consent of all of the organizers (meaning organizers prescribed in Article 66, paragraph (1) of the Act on Investment Trusts and Investment Corporations) or in accordance with the decision of the executive managing officer (meaning an executive managing officer prescribed in Article 109, paragraph (1) of that Act; the same applies in the following paragraph) to give the consent referred to in Article 13, paragraph (1) to their investment equity.

３　前項の執行役員の決定については、役員会（投資信託及び投資法人に関する法律第百十二条に規定する役員会をいう。）の承認を受けなければならない。

(3) The executive managing officer's decision referred to in the preceding paragraph must obtain the approval of the board of officers (meaning the board of officers prescribed in Article 112 of the Act on Investment Trusts and Investment Corporations).

（投資証券の不発行等）

(Non-Issuance of Investment Securities)

第二百二十七条　振替投資口については、投資証券（投資信託及び投資法人に関する法律第二条第十五項に規定する投資証券をいう。以下同じ。）を発行することができない。

Article 227 (1) Investment securities (meaning investment securities as defined in Article 2, paragraph (15) of the Act on Investment Trusts and Investment Corporations; the same applies hereinafter) may not be issued for book-entry transfer investment equity.

２　振替投資口の投資主（投資信託及び投資法人に関する法律第二条第十六項に規定する投資主をいう。以下同じ。）は、当該振替投資口を取り扱う振替機関が第二十二条第一項の規定により第三条第一項の指定を取り消された場合若しくは第四十一条第一項の規定により当該指定が効力を失った場合であって当該振替機関の振替業を承継する者が存しないとき、又は当該振替投資口が振替機関によって取り扱われなくなったときは、前項の規定にかかわらず、発行者に対し、投資証券の発行を請求することができる。

(2) Notwithstanding the provisions of the preceding paragraph, if a book-entry transfer institution that handles book-entry transfer investment equity has the designation under Article 3, paragraph (1) revoked pursuant to the provisions of Article 22, paragraph (1) or the designation expires pursuant to the provisions of Article 41, paragraph (1) and there is no person to succeed to the book-entry transfer business of the book-entry transfer institution, or if a book-entry transfer institution that handles book-entry transfer investment equity ceases to handle the book-entry transfer investment equity, an investor that holds book-entry transfer investment equity (meaning an investor as defined in Article 2, paragraph (16) of the Act on Investment Trusts and Investment Corporations; the same applies hereinafter) may ask the issuer to issue investment security.

３　発行者が発行済みの投資口について第十三条第一項の同意を与えた場合には、投資証券（公示催告手続（非訟事件手続法（平成二十三年法律第五十一号）第百条に規定する公示催告手続をいう。以下同じ。）が行われているものを除く。）は、次条第一項において準用する第百三十一条第一項第一号の一定の日において、無効とする。

(3) If an issuer gives the consent referred to in Article 13, paragraph (1) for issued investment equity, investment securities (other than those for which public notification proceedings (meaning public notification proceedings prescribed in Article 142 of the Non-Contentious Cases Procedures Act (Act No. 51 of 2011); the same applies hereinafter) are undertaken) are invalid as of the fixed date referred to in Article 131, paragraph (1), item (i) as applied mutatis mutandis pursuant to paragraph (1) of the following Article.

４　次条第一項において準用する第百三十一条第一項第一号の一定の日において公示催告手続が行われている投資証券は、次条第一項において準用する第百三十条第二項の規定による増加の記載又は記録がされた日において、無効とする。

(4) Investment securities for which public notification proceedings are undertaken on the fixed date referred to in Article 131, paragraph (1), item (i) as applied mutatis mutandis pursuant to paragraph (1) of the following Article are

invalid as of the day that an entry or record of the increase pursuant to the provisions of Article 130, paragraph (2) as applied mutatis mutandis pursuant to paragraph (1) of the following Article has been made.

（投資口に関する株式に係る規定の準用）

(Application, Mutatis Mutandis of the Provisions on Shares to Investment Equity)

第二百二十八条　第七章の規定（第百二十八条、第百三十八条第六項、第百四十五条第六項、第百四十六条第六項、第百四十七条第三項第三号、第百五十条第五項、第百五十五条第八項、第百五十六条、第百五十七条、第百六十条第二項、第四項及び第五項、第百六十条の二並びに第百六十一条の規定を除く。次項において同じ。）は、投資口について準用する。この場合において、次項に定める場合を除き、これらの規定中次の表の上欄に掲げる字句は、それぞれ同表下欄に掲げる字句と読み替えるものとする。

Article 228 (1) The provisions of Chapter VII (excluding the provisions of Article 128, Article 138, paragraph (6), Article 145, paragraph (6), Article 146, paragraph (6), Article 147, paragraph (3), item (iii), Article 150, paragraph (5), Article 155, paragraph (8), Article 156, Article 157, Article 160, paragraph (2), paragraph (4), and paragraph (5), Article 160-2, and Article 161; the same applies in the following paragraph) apply mutatis mutandis to investment equity. In such a case, the terms in the left-hand column of the following table are deemed to be replaced with the terms in the right-hand column, except in the cases prescribed in the following paragraph.

■表■　第二百二十八条第一項

２　第七章の規定を投資口について準用する場合において、次の表の上欄に掲げる規定中同表中欄に掲げる字句は、それぞれ同表下欄に掲げる字句と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

(2) If the provisions of Chapter VII apply mutatis mutandis to investment equity, the terms set forth in the middle column of the following table in the provisions set forth in the left-hand column of that table are deemed to be replaced with the terms set forth in the right-hand column of that table, and Cabinet Order provides for any other necessary technical replacement of terms.

■表■　第二百二十八条第二項

（発行済みの投資口を振替投資口とする場合の特例）

(Special Provisions When Issued Investment Equity Is Regarded As Book-Entry Transfer Investment Equity)

第二百二十九条　発行者が投資法人の成立後に投資口について第十三条第一項の同意を与えようとする場合には、当該投資口の質権者（登録投資口質権者（投資信託及び投資法人に関する法律第七十七条の三第四項に規定する登録投資口質権者をいう。）を除く。）は、前条第一項において準用する第百三十一条第一項第一号の一定の日の前日までに、発行者に対し、同法第七十九条第四項において準用する会社法第百四十八条各号に掲げる事項を投資主名簿（投資信託及び投資法人に関する法律第七十七条の三第一項に規定する投資主名簿をいう。）に記載し、又は記録することを請求することができる。

Article 229 When the issuer seeks to give the consent referred to in Article 13, paragraph (1) with regard to investment equity after the incorporation of an investment corporation, the pledgee of that investment equity (other than the registered pledgee of investment equity (meaning one prescribed in Article 77-3, paragraph (4) of the Act on Investment Trusts and Investment Corporations)) may demand that the issuer make an entry or record of the information set forth in each item of Article 148 of the Companies Act as applied mutatis mutandis pursuant to Article 79, paragraph (4) of the Act on Investment Trusts and Investment Corporations in the investors register (meaning the investors register prescribed in Article 77-3, paragraph (1) of the Act on Investment Trusts and Investment Corporations) by the day before the fixed date referred to in Article 131, paragraph (1), item (i) as applied mutatis mutandis pursuant to paragraph (1) of the preceding Article.

（振替投資口の払戻しに関する記載又は記録手続）

(Making Entries or Records of Refunds of Book-Entry Transfer Investment Equity)

第二百三十条　特定の銘柄の振替投資口について、その払戻し（投資信託及び投資法人に関する法律第百二十四条第一項に規定する投資口の払戻しをいう。以下この条において同じ。）を受けようとする加入者は、抹消の申請をしなければならない。この場合において、当該申請は、抹消によりその口座（顧客口座（第二百二十八条第一項において準用する第百二十九条第二項第二号に規定する顧客口座をいう。以下この条において同じ。）を除く。）において減少の記載又は記録がされる加入者が、その直近上位機関に対して行うものとする。

Article 230 (1) A participant seeking a refund of book-entry transfer investment equity of a particular issue (meaning a refund of investment equity prescribed in Article 124, paragraph (1) of the Act on Investment Trusts and Investment Corporations; hereinafter the same applies in this Article) must file an application for the deletion. In such a case, the application is an application that the participant for whom the reduction resulting from the deletion will be entered or recorded in their account (excluding a customer account) (meaning a customer account prescribed in Article 129, paragraph (2), item (ii) as applied mutatis mutandis pursuant to Article 228, paragraph (1); hereinafter the same applies in this Article)) files with their immediately superior institution.

２　前項前段の申請があった場合には、振替機関等は、第四項から第六項までの規定により、当該申請において次項の規定により示されたところに従い、当該申請に係る振替投資口について、その備える振替口座簿における減少の記載若しくは記録又は通知をしなければならない。

(2) If the application referred to in the first sentence of the preceding paragraph has been filed, a book-entry transfer institution or account management institution must, pursuant to the provisions of paragraphs (4) through (6) and as indicated pursuant to the provisions of the following paragraph in the application,

enter or record the reduction in the book-entry transfer investment equity related to the application in the book-entry transfer account register that it keeps, or give notice to the person concerned of the reduction.

３　第一項前段の申請をする加入者（以下この条において「申請人」という。）は、当該申請において、次に掲げる事項を示さなければならない。

(3) A participant filing an application referred to in the first sentence of paragraph (1) (hereinafter referred to as the "applicant" in this Article) must indicate the following information in that application:

一　当該抹消において減少の記載又は記録がされるべき振替投資口の銘柄及び口数

(i) the issue and number of units of book-entry transfer investment equity for which the reduction is required to be entered or recorded when the deletion is made;

二　当該申請人の口座において減少の記載又は記録がされるのが保有欄（第二百二十八条第一項において準用する第百三十条第二項第一号イに規定する保有欄をいう。以下この条において同じ。）であるか、又は質権欄（第二百二十八条第一項において準用する同号ロに規定する質権欄をいう。以下この条において同じ。）であるかの別

(ii) whether the reduction will be entered or recorded in the holdings column (meaning the holdings column prescribed in Article 130, paragraph (2), item (i), sub-item (a) as applied mutatis mutandis pursuant to Article 228, paragraph (1); hereinafter the same applies in this Article) or the pledge column (meaning the pledge column prescribed in Article 130, paragraph (2), item (i), sub-item (b) as applied mutatis mutandis pursuant to Article 228, paragraph (1); hereinafter the same applies in this Article) of the applicant's account; and

三　当該申請人の口座において減少の記載又は記録がされるのが質権欄である場合には、当該記載又は記録がされるべき振替投資口についての投資主の氏名又は名称及び住所並びに第一号の口数のうち当該投資主ごとの口数

(iii) the names and addresses of the investors of book-entry transfer investment equity for which the entry or record of the reduction is required to be made, if the entry or record of the reduction is to be made in the pledge column of the applicant's account, and the number of units referred to in item (i) for each investor.

４　第一項前段の申請があった場合には、当該申請を受けた振替機関等は、遅滞なく、次に掲げる措置を執らなければならない。

(4) If the application referred to in the first sentence of paragraph (1) has been filed, the book-entry transfer institution or account management institution that has received the application must take the following measures without delay:

一　申請人の口座の前項第二号の規定により示された保有欄又は質権欄における次に掲げる記載又は記録

(i) make the following entries or records in the holdings column or the pledge column of the applicant's account indicated pursuant to the provisions of item (ii) of the preceding paragraph:

イ　前項第一号の口数についての減少の記載又は記録

(a) an entry or record of the reduction in the number of units referred to in item (i) of the preceding paragraph;

ロ　イの減少の記載又は記録がされるのが質権欄である場合には、前項第三号の投資主ごとの口数の減少の記載又は記録

(b) an entry or record of the reduction in the number of units for each investor referred to in item (iii) of the preceding paragraph, if the entry or record of the reduction referred to in sub-item (a) is to be made in the pledge column.

二　当該振替機関等が口座管理機関である場合には、直近上位機関に対する前項第一号の規定により示された事項の通知

(ii) give notice to the immediately superior institution of the information indicated pursuant to the provisions of item (i) of the preceding paragraph, if the book-entry transfer institution or account management institution is an account management institution.

５　前項第二号の通知があった場合には、当該通知を受けた振替機関等は、直ちに、次に掲げる措置を執らなければならない。

(5) If the notice referred to in item (ii) of the preceding paragraph has been given, the book-entry transfer institution or account management institution that has been notified must immediately take the following measures:

一　当該通知をした口座管理機関の口座の顧客口座における第三項第一号の口数についての減少の記載又は記録

(i) make an entry or record of the reduction in the number of units under paragraph (3), item (i) in the customer account under the account of the account management institution that has given the notice; and

二　当該振替機関等が口座管理機関である場合には、直近上位機関に対する前項第二号の規定により通知を受けた事項の通知

(ii) give notice to the immediately superior institution of the information which has been notified pursuant to the provisions of item (ii) of the preceding paragraph, if the book-entry transfer institution or account management institution is an account management institution.

６　前項の規定は、同項第二号（この項において準用する場合を含む。）の通知があった場合における当該通知を受けた振替機関等について準用する。

(6) The provisions of the preceding paragraph apply mutatis mutandis to a book-entry transfer institution or account management institution that has received the notice referred to in item (ii) of the preceding paragraph (including as applied mutatis mutandis pursuant to this paragraph), if the notice has been given.

７　発行者は、投資主に対し、振替投資口の払戻しをするのと引換えにその口座における当該振替投資口の銘柄についての当該払戻しに係る振替投資口の口数と同口数の抹消をその直近上位機関に対して申請することを請求することができる。

(7) The issuer may demand that, in exchange for them to refund book-entry transfer investment equity, an investor file an application with their immediately superior institution to make a deletion for the book-entry transfer investment

equity of the issue on its account, to delete the same number of units as the number of units of book-entry transfer investment equity that are being refunded.

（振替投資口を投資証券とみなす投資信託及び投資法人に関する法律の特例）

(Special Provisions of the Act on Investment Trusts and Investment Corporations Deeming Book-Entry Transfer Investment Equity to Be Investment Securities)

第二百三十一条　振替投資口に関する投資信託及び投資法人に関する法律第百九十六条第一項及び第二項、第百九十七条並びに第二百十九条の規定の適用については、振替投資口は、同法に規定する投資証券等のうち同法に規定する投資証券とみなす。

Article 231 In applying the provisions of Article 196, paragraphs (1) and (2), Article 197, and Article 219 of the Act on Investment Trusts and Investment Corporations to book-entry transfer investment equity, book-entry transfer investment equity is deemed to be investment securities prescribed in that Act among the investment securities or similar certificates prescribed in that Act.

（振替投資口の併合に関する投資信託及び投資法人に関する法律の特例）

(Special Provisions of the Act on Investment Trusts and Investment Corporations Concerning the Merger of Book-Entry Transfer Investment Equity)

第二百三十二条　発行者は、振替投資口について投資信託及び投資法人に関する法律第八十一条の二第一項の規定により投資口の併合をしようとする場合には、同条第二項において準用する会社法第百八十条第二項第一号及び第二号に掲げる事項を同号の日の二週間前までに公告しなければならない。

Article 232 (1) When seeking to merge the book-entry transfer investment equity pursuant to the provisions of Article 81-2, paragraph (1) of the Act on Investment Trusts and Investment Corporations, the issuer must issue public notice of the information set forth in Article 180, paragraph (2), items (i) and (ii) of the Companies Act as applied mutatis mutandis pursuant to Article 81-2, paragraph (2) of the Act on Investment Trusts and Investment Corporations by two week prior to the date referred to in those items of the Companies Act.

２　前項に規定する場合には、投資口の併合は、投資信託及び投資法人に関する法律第八十一条の二第二項において準用する会社法第百八十条第二項第二号の日にその効力を生ずる。

(2) In the case prescribed in the preceding paragraph, the merger of investment equity takes effect on the day referred to in Article 180, paragraph (2), item (ii) of the Companies Act as applied mutatis mutandis pursuant to Article 81-2, paragraph (2) of the Act on Investment Trusts and Investment Corporations.

（振替投資口についての投資信託及び投資法人に関する法律の適用除外）

(Exclusion of Book-Entry Transfer Investment Equity from Application of the Act on Investment Trusts and Investment Corporations)

第二百三十三条　振替投資口については、投資信託及び投資法人に関する法律第七十九条第三項において準用する会社法第百三十二条第一項第二号及び第三号、第二項並び

に第三項並びに第百三十三条の規定並びに投資信託及び投資法人に関する法律第七十九条第四項において準用する会社法第百四十八条の規定は、適用しない。

Article 233 (1) The provisions of Article 132, paragraph (1), items (ii) and (iii) and paragraphs (2) and (3) and Article 133 of the Companies Act as applied mutatis mutandis pursuant to Article 79, paragraph (3) of the Act on Investment Trusts and Investment Corporations and the provisions of Article 148 of the Companies Act as applied mutatis mutandis pursuant to Article 79, paragraph (4) of the Act on Investment Trusts and Investment Corporations do not apply to book-entry transfer investment equity.

２　投資信託及び投資法人に関する法律第八十条の三第一項、第百四十一条第二項、第百四十九条の二第二項、第百四十九条の三第二項、第百四十九条の八第二項、第百四十九条の十二第二項及び第百四十九条の十三第二項の規定にかかわらず、振替投資口を発行している投資法人は、これらの規定による通知に代えて、当該通知をすべき事項を公告しなければならない。

(2) Notwithstanding the provisions of Article 80-3, paragraph (1), Article 141, paragraph (2), Article 149-2, paragraph (2), Article 149-3, paragraph (2), Article 149-8, paragraph (2), Article 149-12, paragraph (2), and Article 149-13, paragraph (2) of the Act on Investment Trusts and Investment Corporations, in lieu of giving notices pursuant to those provisions, an investment corporation issuing book-entry transfer investment equity must issue public notice of the information for which notice is required to be given.

３　振替投資口の払戻しの停止をする場合における投資信託及び投資法人に関する法律第百四十六条第一項及び第三項の規定の適用については、同条第一項中「公告し又は各投資主に通知して」とあるのは「公告して」と、同条第三項中「公告又は通知」とあるのは「公告」とする。

(3) In applying the provisions of Article 146, paragraphs (1) and (3) of the Act on Investment Trusts and Investment Corporations in the case of suspension of refund of book-entry transfer investment equity, the phrase "give public notice of ... or ...by giving separate notice to each of the investors" in paragraph (1) of that Article is deemed to be replaced with "giving public notice" and the term "public notice or notice" in paragraph (3) of that Article is deemed to be replaced with "public notice".

第二節　協同組織金融機関の優先出資の振替

Section 2 Book-Entry Transfer of Preferred Equity Investments by Cooperative Financial Institutions

（権利の帰属）

(Attribution of Rights)

第二百三十四条　優先出資証券（協同組織金融機関の優先出資に関する法律第二十九条第一項に規定する優先出資証券をいう。）を発行する旨の定款の定めがない協同組織金融機関の優先出資（同法第四条第一項に規定する優先出資をいう。以下この節において同じ。）で振替機関が取り扱うもの（以下この節において「振替優先出資」という。）

についての権利の帰属は、この節の規定による振替口座簿の記載又は記録により定まるものとする。

Article 234 (1) The attribution of rights from preferred equity investment (meaning preferred equity investment prescribed in Article 4, paragraph (1) of the Act on Preferred Equity Investment by Cooperative Financial Institutions; hereinafter the same applies in this Section) by a cooperative financial institution whose articles of incorporation does not have provisions on issuance of preferred equity investment certificates (meaning preferred equity investment certificates prescribed in Article 29, paragraph (1) of that Act), which is handled by a book-entry transfer institution (hereinafter referred to as "book-entry transfer preferred equity investment" in this Section) is determined by the entries or records in a book-entry transfer account register pursuant to the provisions in this Section.

２　発行者が、その優先出資について第十三条第一項の同意を与えるには、理事（協同組織金融機関の優先出資に関する法律第二条第七項に規定する理事をいう。）の決定によらなければならない。

(2) The issuer must act in accordance with the decision of directors (meaning a director as defined in Article 2, paragraph (7) of the Act on Preferred Equity Investment by Cooperative Financial Institutions) to give the consent referred to in Article 13, paragraph (1) with regard to their preferred equity investment.

（優先出資に関する株式に係る規定の準用）

(Application, Mutatis Mutandis of Provisions on Shares to Preferred Equity Investment)

第二百三十五条　第七章の規定（第百二十八条、第百三十六条、第百四十五条第六項、第百四十六条第六項、第百四十七条第三項第三号、第百五十条第一項、第五項及び第六項、第百五十一条第一項第二号及び第二項第三号、第百五十四条第三項第四号、第百五十五条から第百五十七条まで、第百五十九条の二第二項第四号、第百六十条第四項及び第五項、第百六十条の二並びに第百六十一条の規定を除く。次項において同じ。）は、優先出資について準用する。この場合において、次項に定める場合を除き、これらの規定中次の表の上欄に掲げる字句は、それぞれ同表下欄に掲げる字句と読み替えるものとする。

Article 235 (1) The provisions of Chapter VII (excluding the provisions of Articles 128, Article 136, Article 145, paragraph (6), Article 146, paragraph (6), Article 147, paragraph (3), item (iii), Article 150, paragraph (1), paragraph (5), and paragraph (6), Article 151, paragraph (1), item (ii) and paragraph (2), item (iii), Article 154, paragraph (3), item (iv), Articles 155 through 157, Article 159-2, paragraph (2), item (iv), Article 160, paragraphs (4) and (5), Article 160-2, and Article 161; the same applies in the following paragraph) apply mutatis mutandis to preferred equity investment. In such a case, the terms in the left-hand column of the following table are deemed to be replaced with the terms in the right-hand column, except in the cases prescribed in the following paragraph.

■表■　第二百三十五条第一項

２　第七章の規定を優先出資について準用する場合において、次の表の上欄に掲げる規定中同表中欄に掲げる字句は、それぞれ同表下欄に掲げる字句と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

(2) When the provisions of Chapter VII are applied mutatis mutandis to preferred equity investment, the terms set forth in the middle column of the following table in the provisions of the left-hand column of that table are deemed to be replaced with the terms set forth in the right-hand column of that table, and Cabinet Order provides for any other necessary technical replacement of terms.

■表■　第二百三十五条第二項

（振替優先出資についての協同組織金融機関の優先出資に関する法律の適用除外）

(Exclusion of Book-Entry Transfer Preferred Equity Investment from Application of the Act on Preferred Equity Investment by Cooperative Financial Institutions)

第二百三十六条　振替優先出資については、協同組織金融機関の優先出資に関する法律第二十六条において準用する会社法第百二十二条第一項から第三項まで、第百三十二条第一項第二号及び第三号並びに第三項、第百三十三条並びに第百五十四条の二第一項から第三項までの規定並びに協同組織金融機関の優先出資に関する法律第二十七条第三項において準用する会社法第百四十七条第一項、第百四十八条及び第百五十二条第三項の規定は、適用しない。

Article 236 (1) The provisions of Article 122, paragraphs (1) through (3), Article 132, paragraph (1), items (ii) and (iii) and paragraph (3), Article 133, and Article 154-2, paragraphs (1) through (3) of the Companies Act as applied mutatis mutandis pursuant to Article 26 of the Act on Preferred Equity Investment by Cooperative Financial Institutions and Article 147, paragraph (1), Article 148, and Article 152, paragraph (3) of the Companies Act as applied mutatis mutandis pursuant to Article 27, paragraph (3) of the Act on Preferred Equity Investment by Cooperative Financial Institutions do not apply to book-entry transfer preferred equity investment.

２　協同組織金融機関の優先出資に関する法律第七条第一項の規定にかかわらず、振替優先出資を発行している協同組織金融機関は、当該規定による通知に代えて、当該通知をすべき事項を公告しなければならない。

(2) Notwithstanding the provisions of Article 7, paragraph (1) of the Act on Preferred Equity Investment by Cooperative Financial Institutions, in lieu of giving notices pursuant to those provisions, a cooperative financial institution issuing book-entry transfer preferred equity investment must issue public notice of the information for which notice is required to be given.

３　振替優先出資の譲渡における協同組織金融機関の優先出資に関する法律第二十四条第一項の規定の適用については、同項中「協同組織金融機関その他の第三者」とあるのは、「協同組織金融機関」とする。

(3) In applying the provisions of Article 24, paragraph (1) of the Act on Preferred Equity Investment by Cooperative Financial Institutions to the transfer of the

book-entry transfer preferred equity investment, the phrase "cooperative financial institution and other third parties" in that paragraph is deemed to be replaced with "cooperative financial institution".

第三節　特定目的会社の優先出資の振替

Section 3 Book-Entry Transfer of Preferred Equity Investment in Specified Purpose Companies

（権利の帰属）

(Attribution of Rights)

第二百三十七条　優先出資（資産の流動化に関する法律第二条第五項に規定する優先出資をいう。以下この章において同じ。）で振替機関が取り扱うもの（以下この章において「振替優先出資」という。）についての権利の帰属は、この節の規定による振替口座簿の記載又は記録により定まるものとする。

Article 237 (1) The attribution of rights from preferred equity investment (meaning preferred equity investment as defined in Article 2, paragraph (5) of the Act on the Securitization of Assets; hereinafter the same applies in this Chapter), which is handled by a book-entry transfer institution (hereinafter referred to as "book-entry transfer preferred equity investment" in this Chapter) is determined by the entries or records in a book-entry transfer account register pursuant to the provisions of this Section.

２　発行者が、その優先出資について第十三条第一項の同意を与えるには、取締役の決定（取締役が数人あるときは、その過半数をもってする決定）によらなければならない。

(2) The issuer must act in accordance with the decision of a director (or a decision by the majority of the directors, if the company has more than one director) to give the consent referred to in Article 13, paragraph (1) concerning their preferred equity investment.

（優先出資証券の不発行等）

(Non-Issuance of Preferred Equity Investment Certificates)

第二百三十八条　振替優先出資については、優先出資証券（資産の流動化に関する法律第二条第九項に規定する優先出資証券をいう。以下同じ。）を発行することができない。

Article 238 (1) Preferred equity investment certificates (meaning preferred equity investment certificates as defined in Article 2, paragraph (9) of the Act on the Securitization of Assets; the same applies hereinafter) may not be issued for book-entry transfer preferred equity investment.

２　振替優先出資の優先出資社員（資産の流動化に関する法律第二十六条に規定する優先出資社員をいう。以下同じ。）は、当該振替優先出資を取り扱う振替機関が第二十二条第一項の規定により第三条第一項の指定を取り消された場合若しくは第四十一条第一項の規定により当該指定が効力を失った場合であって当該振替機関の振替業を承継する者が存しないとき、又は当該振替優先出資が振替機関によって取り扱われなくなった

ときは、前項の規定にかかわらず、発行者に対し、優先出資証券の発行を請求することができる。

(2) Notwithstanding the provisions of the preceding paragraph, if a book-entry transfer institution that handles book-entry transfer preferred equity investment has the designation under Article 3, paragraph (1) revoked pursuant to the provisions of Article 22, paragraph (1) or the designation expires pursuant to the provisions of Article 41, paragraph (1), and there is no person to succeed to the book-entry transfer business of the book-entry transfer institution, or if a book-entry transfer institution that handles book-entry transfer preferred equity investment ceases to handle the book-entry transfer preferred equity investment, a preferred equity member holding book-entry transfer preferred equity investment (meaning a preferred equity member prescribed in Article 26 of the Act on the Securitization of Assets; the same applies hereinafter) may ask the issuer to issue a preferred-equity-investment certificate.

3　発行者が発行済みの優先出資について第十三条第一項の同意を与えた場合には、優先出資証券（公示催告手続が行われているものを除く。）は、次条第一項において準用する第百三十一条第一項第一号の一定の日において、無効とする。

(3) If an issuer gives the consent referred to in Article 13, paragraph (1) for preferred equity investment that are issued, preferred equity investment certificates (other than those for which public notification proceedings are undertaken) are invalid as of the fixed date referred to in Article 131, paragraph (1), item (i) as applied mutatis mutandis pursuant to paragraph (1) of the following Article.

4　次条第一項において準用する第百三十一条第一項第一号の一定の日において公示催告手続が行われている優先出資証券は、次条第一項において準用する第百三十条第二項の規定による増加の記載又は記録がされた日において、無効とする。

(4) Preferred equity investment certificates for which public notification proceedings are undertaken on the fixed date referred to in Article 131, paragraph (1), item (i) as applied mutatis mutandis pursuant to paragraph (1) of the following Article are invalid as of the day that an entry or record of the increase pursuant to the provisions of Article 130, paragraph (2) as applied mutatis mutandis pursuant to paragraph (1) of the following Article has been made.

（優先出資に関する株式に係る規定の準用）

(Application, Mutatis Mutandis of Provisions on Shares to Preferred Equity Investment)

第二百三十九条　第七章の規定（第百二十八条、第百三十一条第二項、第百三十四条、第百三十五条、第百三十七条、第百三十八条、第百四十五条第六項、第百四十六条第六項、第百四十七条第三項第三号、第百五十条第一項、第百五十一条第一項第三号、第百五十五条第八項、第百五十六条から第百五十八条まで、第百六十条から第百六十一条まで及び第百六十二条第一項第二号の規定を除く。次項において同じ。）は、優先出資に

ついて準用する。この場合において、次項に定める場合を除き、これらの規定中次の表の上欄に掲げる字句は、それぞれ同表下欄に掲げる字句と読み替えるものとする。

Article 239 (1) The provisions of Chapter VII (excluding the provisions of Article 128, Article 131, paragraph (2), Article 134, Article 135, Article 137, Article 138, Article 145, paragraph (6), Article 146, paragraph (6), Article 147, paragraph (3), item (iii), Article 150, paragraph (1), Article 151, paragraph (1), item (iii), Article 155, paragraph (8), Articles 156 through 158, Articles 160 through 161, and Article 162, paragraph (1), item (ii); the same applies in the following paragraph) apply mutatis mutandis to preferred equity investment. In such a case, the terms in the left-hand column of the following table are deemed to be replaced with the terms in the right-hand column, except in the cases prescribed in the following paragraph.

■表■　第二百三十九条第一項

２　第七章の規定を優先出資について準用する場合において、次の表の上欄に掲げる規定中同表中欄に掲げる字句は、それぞれ同表下欄に掲げる字句と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

(2) When the provisions of Chapter VII are applied mutatis mutandis to preferred equity investment, the terms set forth in the middle column of the following table in the provisions set forth in the left-hand column of that table are deemed to be replaced with the terms set forth in the right-hand column of that table, and Cabinet Order provides for any other necessary technical replacement of terms.

■表■　第二百三十九条第二項

（振替優先出資の消却に関する記載又は記録手続）

(Making Entries or Records of the Cancellation of Book-Entry Transfer Preferred Equity Investment)

第二百四十条　特定の銘柄（前条第一項において準用する第百二十九条第三項第二号に規定する銘柄をいう。以下第二百四十三条までにおいて同じ。）の振替優先出資について優先出資の消却をしようとする場合（次条第一項及び第二百四十二条第一項に規定する場合を除く。）には、当該振替優先出資の発行者は、第二百四十五条第三項の一定の日又は資産の流動化に関する法律第百十一条第二項から第四項までの規定による手続の終了の時のいずれか遅い時以後、遅滞なく、当該振替優先出資について抹消の通知をしなければならない。この場合において、当該通知は、当該抹消によりその口座（顧客口座（前条第一項において準用する第百二十九条第二項第二号に規定する顧客口座をいう。以下この条及び次条において同じ。）を除く。）において減少の記載又は記録がされる加入者の直近上位機関に対して行うものとする。

Article 240 (1) When the issuer of book-entry transfer preferred equity investment of a particular issue (meaning an issue prescribed in Article 129, paragraph (3), item (ii) as applied mutatis mutandis pursuant to paragraph (1) of the preceding Article; hereinafter the same applies from this Article through Article 243) seeks to cancel the preferred equity investment (other than the case prescribed in paragraph (1) of the following Article and Article 242, paragraph (1)),

the issuer of the book-entry preferred equity investment must give notice of the deletion of the book-entry transfer preferred equity investment after either the fixed date referred to in Article 245, paragraph (3) or the time of completion of the procedures pursuant to the provisions of Article 111, paragraphs (2) through (4) of the Act on the Securitization of Assets, whichever comes later, without delay. In such a case, the notice is a notice that the immediately superior institution of the participant for whom the reduction resulting from the deletion will be entered or recorded in their account (excluding a customer account (meaning the customer account prescribed in Article 129, paragraph (2), item (ii) as applied mutatis mutandis pursuant to paragraph (1) of the preceding Article; hereinafter the same applies in this and the following Article)) gives to their immediately superior institution.

２　前項前段の通知があった場合には、振替機関等は、第四項から第六項までの規定により、当該通知において次項の規定により示されたところに従い、当該通知に係る振替優先出資について、その備える振替口座簿における減少の記載若しくは記録又は通知をしなければならない。

(2) If the notice referred to in the first sentence of the preceding paragraph has been given, a book-entry transfer institution or account management institution must, pursuant to the provisions of paragraphs (4) through (6) and as indicated pursuant to the provisions of the following paragraph in the notice, enter or record the reduction of the book-entry transfer preferred equity investment which has been notified in the book-entry transfer account register that it keeps, or give notice to the person concerned of the reduction.

３　発行者は、第一項前段の通知をする場合には、次に掲げる事項を示さなければならない。

(3) The issuer must indicate the following information when giving the notice referred to in the first sentence of the paragraph (1):

一　当該抹消によりその口座において減少の記載又は記録がされる加入者の氏名又は名称及び当該口座

(i) the name and the account of the participant for whom the reduction resulting from the deletion will be entered or recorded in their account;

二　当該抹消において減少の記載又は記録がされるべき振替優先出資の銘柄及び口数

(ii) the issue and number of units of book-entry transfer preferred equity investment for which the reduction is required to be entered or recorded when the deletion is made;

三　第一号の口座において減少の記載又は記録がされるのが保有欄（前条第一項において準用する第百三十条第二項第一号イに規定する保有欄をいう。次条第三項及び第二百四十二条第五項において同じ。）であるか、又は質権欄（前条第一項において準用する同号ロに規定する質権欄をいう。以下この条及び次条において同じ。）であるかの別

(iii) whether the reduction is to be entered or recorded in the holdings column (meaning the holdings column prescribed in Article 130, paragraph (2), item (i),

sub-item (a) as applied mutatis mutandis pursuant to paragraph (1) of the preceding Article; the same applies in paragraph (3) of the following Article and Article 242, paragraph (5)) or the pledge column (meaning the pledge column prescribed in Article 130, paragraph (2), item (i), sub-item (b) as applied mutatis mutandis pursuant to paragraph (1) of the preceding Article; hereinafter the same applies in this and the following Articles) of the account referred to in item (i); and

四　第一号の口座において減少の記載又は記録がされるのが質権欄である場合には、当該記載又は記録がされるべき振替優先出資についての優先出資社員の氏名又は名称及び住所並びに第二号の口数のうち当該優先出資社員ごとの口数

(iv) if the entry or record of the reduction is required to be made in the pledge column of the account referred to in item (i), the names and addresses of the preferred equity members holding book-entry transfer preferred equity investment for which the entry or record is required to be made, and the number of units referred to in item (ii) for each preferred equity member.

4　第一項前段の通知があった場合には、当該通知を受けた振替機関等は、直ちに、次に掲げる措置を執らなければならない。

(4) If the notice referred to in the first sentence of paragraph (1) has been given, a book-entry transfer institution or account management institution that has been notified must immediately take the following measures:

一　前項第一号の口座の同項第三号の規定により示された欄における次に掲げる記載又は記録

(i) make the following entries or records in the column indicated pursuant to the provisions of item (iii) of the preceding paragraph of the account referred to in item (i) of that paragraph:

イ　前項第二号の口数についての減少の記載又は記録

(a) an entry or record of the reduction in the number of units referred to in item (ii) of the preceding paragraph; and

ロ　イの減少の記載又は記録がされるのが質権欄である場合には、前項第四号の優先出資社員ごとの口数の減少の記載又は記録

(b) if the entry or record of the reduction referred to in sub-item (a) is to be made in the pledge column, an entry or record of the reduction in the number of units for each preferred equity member referred to in item (iv) of the preceding paragraph; and

二　当該振替機関等が口座管理機関である場合には、直近上位機関に対する前項第二号の規定により示された事項の通知

(ii) give notice to the immediately superior institution of the information indicated pursuant to item (ii) of the preceding paragraph, if the book-entry transfer institution or account management institution is an account management institution.

5　前項第二号の通知があった場合には、当該通知を受けた振替機関等は、直ちに、次に掲げる措置を執らなければならない。

(5) If the notice referred to in item (ii) of the preceding paragraph has been given, the book-entry transfer institution or account management institution that has been notified must immediately take the following measures:

一　当該通知をした口座管理機関の口座の顧客口座における第三項第二号の口数についての減少の記載又は記録

(i) make an entry or record of the reduction in the number of units referred to in paragraph (3), item (ii) in the customer account under the account of the account management institution that has given the notice; and

二　当該振替機関等が口座管理機関である場合には、直近上位機関に対する前項第二号の規定により通知を受けた事項の通知

(ii) give notice to the immediately superior institution of the information which has been notified pursuant to the provisions of item (ii) of the preceding paragraph, if the book-entry transfer institution or account management institution is an account management institution.

６　前項の規定は、同項第二号（この項において準用する場合を含む。）の通知があった場合における当該通知を受けた振替機関等について準用する。

(6) The provisions of the preceding paragraph apply mutatis mutandis to a book-entry transfer institution or account management institution that has received the notice referred to in item (ii) of the preceding paragraph (including as applied mutatis mutandis pursuant to this paragraph), if the notice has been given.

（振替優先出資の全部の消却に関する記載又は記録手続）

(Making Entries or Records of the Cancellation of All Preferred Equity Investment)

第二百四十一条　特定の銘柄の振替優先出資の全部について優先出資の消却をしようとする場合には、当該振替優先出資の発行者は、第二号の効力発生日の二週間前までに、当該発行者が第十三条第一項の同意を与えた振替機関に対し、次に掲げる事項の通知をしなければならない。

Article 241 (1) When the issuer of book-entry transfer preferred equity investment seeks to cancel all of the book-entry transfer preferred equity investment of a particular issue, they must notify the book-entry transfer institution to which they have given the consent referred to in Article 13, paragraph (1) of the following information by two weeks prior to the effective date under item (ii):

一　当該優先出資の消却に係る振替優先出資の銘柄

(i) the issue of book-entry transfer preferred equity investment subject to the cancellation;

二　第二百四十五条第一項の効力発生日

(ii) the effective date referred to in Article 245, paragraph (1).

２　前項の通知があった場合には、当該通知を受けた振替機関は、直ちに、当該通知に係る振替優先出資の銘柄について、その直近下位機関に対し、同項各号に掲げる事項の通知をしなければならない。

(2) If the notice referred to in the preceding paragraph has been given, the book-entry transfer institution that has been notified must immediately notify its immediately subordinate institution of the information set forth in the items of that paragraph regarding the issue of book-entry transfer preferred equity investment which has been notified.

３　第一項の通知があった場合には、当該通知を受けた振替機関は、同項第二号の効力発生日又は資産の流動化に関する法律第百十一条第二項から第四項までの規定による手続の終了の時のいずれか遅い時において、その備える振替口座簿中の第一項第一号の振替優先出資についての記載又は記録がされている保有欄等（第二百三十九条第一項において準用する第百三十六条第三項に規定する保有欄等をいう。次条第三項及び第五項において同じ。）において、当該振替優先出資の全部についての記載又は記録の抹消をしなければならない。

(3) If the notice referred to in paragraph (1) has been given, the book-entry transfer institution that has been notified must delete the entries or records for all book-entry transfer preferred equity investment referred to in paragraph (1), item (i) from the holdings or pledge column (meaning the holdings or pledge column prescribed in Article 136, paragraph (3) as applied mutatis mutandis pursuant to Article 239, paragraph (1); the same applies in paragraphs (3) and (5) of the following Article) of the book-entry transfer account register that it keeps in which entries or records have been made for the book-entry transfer preferred equity investment, either on the effective date referred to in paragraph (1), item (ii) or at the time of completion of the procedures pursuant to the provisions of Article 111, paragraphs (2) through (4) of the Act on the Securitization of Assets, whichever comes later.

４　前二項の規定は、第二項（この項において準用する場合を含む。）の通知があった場合における当該通知を受けた口座管理機関について準用する。

(4) If the notice referred to in paragraph (2) (including as applied mutatis mutandis pursuant to this paragraph) has been given, the provisions of the preceding two paragraphs apply mutatis mutandis to the account management institution that has received the notice.

（保有優先出資口数に応じた振替優先出資の消却に関する記載又は記録手続）

(Making Entries or Records of the Cancellation of Book-Entry Transfer Preferred Equity Investment in Proportion to the Number of Units of Preferred Equity Investment Held)

第二百四十二条　特定の銘柄の振替優先出資について優先出資社員の有する当該振替優先出資の口数に応じて優先出資の消却をしようとする場合には、当該振替優先出資の発行者は、第三号の効力発生日の二週間前までに、当該発行者が第十三条第一項の同意を与えた振替機関に対し、次に掲げる事項の通知をしなければならない。

Article 242 (1) When the issuer of book-entry transfer preferred equity investment seeks to cancel preferred equity investment of a particular issue in proportion to the number of units held by preferred equity members, the issuer

must notify the book-entry transfer institution to which they have given the consent referred to in Article 13, paragraph (1) of the following information by two weeks prior to the effective date referred to in item (iii):

一　当該優先出資の消却に係る振替優先出資の銘柄

(i) the issue of book-entry transfer preferred equity investment subject to cancellation;

二　一から次のイの発行総口数のロの発行総口数に対する割合を控除した割合（以下この条において「減少比率」という。）

(ii) the percentage obtained by deducting the percentage of the total number of issued units referred to in sub-item (a) to the total number of issued units referred to in sub-item (b) from one (hereinafter referred to as the "reduction ratio" in this Article):

イ　優先出資の消却後の当該振替優先出資の発行総口数

(a) the total number of issued units of the book-entry transfer preferred equity investment after the cancellation of preferred equity investment;

ロ　優先出資の消却前の当該振替優先出資の発行総口数

(b) the total number of issued units of the book-entry transfer preferred equity investment before the cancellation of preferred equity investment.

三　第二百四十五条第一項の効力発生日

(iii) the effective date referred to in Article 245, paragraph (1); and

四　当該発行者の口座（二以上あるときは、そのうちの一）

(iv) the issuer's account (if there are two or more accounts, one of them).

２　前項の通知があった場合には、当該通知を受けた振替機関は、直ちに、当該通知に係る振替優先出資の銘柄について、その直近下位機関に対し、同項各号に掲げる事項の通知をしなければならない。

(2) If the notice referred to in the preceding paragraph has been given, the book-entry transfer institution that has been notified must immediately notify its immediately subordinate institution of the information set forth in the items of that paragraph concerning the issue of book-entry transfer preferred equity investment which has been notified.

３　第一項の通知があった場合には、当該通知を受けた振替機関は、同項第三号の効力発生日又は資産の流動化に関する法律第百十一条第二項から第四項までの規定による手続の終了の時のいずれか遅い時において、その備える振替口座簿中の第一項第一号の振替優先出資についての記載又は記録がされている保有欄等において、当該保有欄等に記載又は記録がされている口数に減少比率をそれぞれ乗じた口数についての減少の記載又は記録をしなければならない。

(3) If the notice referred to in paragraph (1) has been given, the book-entry transfer institution that has been notified must make entries or records in the holdings or pledge column in which entries or records have been made for book-entry transfer preferred equity investment referred to in item (i) of that paragraph in the book-entry transfer account register that it keeps, of the reductions in the

number obtained when each number that have been entered or recorded in a holdings or pledge column is multiplied by the reduction ratio, either on the effective date referred to in paragraph (1), item (iii) or at the time of completion of the procedures pursuant to the provisions of Article 111, paragraphs (2) through (4) of the Act on the Securitization of Assets, whichever comes later.

４　前二項の規定は、第二項（この項において準用する場合を含む。）の通知があった場合における当該通知を受けた口座管理機関について準用する。

(4) If the notice referred to in paragraph (2) (including as applied mutatis mutandis pursuant to this paragraph) has been given, the provisions of the preceding two paragraphs apply mutatis mutandis to the account management institution that has received the notice.

５　振替機関等が第三項（前項において準用する場合を含む。以下この項において同じ。）の規定によって減少の記載又は記録をすることにより第三項に規定する保有欄等に一に満たない端数が記載され、又は記録されることとなる場合には、当該振替機関等は、同項の規定にかかわらず、当該保有欄等についてすべき記載又は記録に代えて、当該保有欄等の加入者の保有欄等又は第一項第四号の口座の保有欄に政令で定める記載又は記録をしなければならず、振替機関は、政令で定めるところにより、その下位機関に対し、当該記載又は記録をするための必要な指示をしなければならない。この場合において、当該下位機関は、当該指示に従った措置を執らなければならない。

(5) Notwithstanding the provisions of paragraph (3), if a book-entry transfer institution's entry or record of the reduction pursuant to the provisions of paragraph (3) (including as applied mutatis mutandis pursuant to the preceding paragraph; hereinafter the same applies in this paragraph) results in a number less than one to be recorded or entered in a holdings or pledge column prescribed paragraph (3), in lieu of making the entry or record that is required to be made for the holdings or pledge column, the book-entry transfer institution or account management institution must make an entry or record prescribed by Cabinet Order in the holdings or pledge column of the participant of that holdings or pledge column, or in the holdings column of the account referred to in paragraph (1), item (iv), and give necessary directions to its subordinate institution for making the entry or record pursuant to the provisions of Cabinet Order. In such a case, the subordinate institution must take measures that comply with those directions.

（発行者が誤って振替優先出資の消却をした場合における取扱い）

(Handling in the Case the Issuer Cancels Book-Entry Transfer Preferred Equity Investment in Error)

第二百四十三条　発行者が第二百三十九条第一項において準用する第百四十七条第一項又は第百四十八条第一項の規定により当該発行者に対抗することができないものとされた振替優先出資についてした優先出資の消却は、当該発行者が善意の場合であっても、当該銘柄の他の振替優先出資についての当該発行者に対抗することができる口数を減少させる効力を有しない。

Article 243 (1) Even if an issuer acts in good faith, the cancellation of book-entry transfer preferred equity investment established pursuant to the provisions of Article 147, paragraph (1) or Article 148, paragraph (1) as applied mutatis mutandis pursuant to Article 239, paragraph (1) that it is not permissible to assert against the issuer does not have the effect of reducing the number of units of other book-entry transfer preferred equity investment which may be asserted against the issuer.

２　前項に規定する優先出資の消却に際して優先出資社員に金銭が支払われたときは、当該優先出資社員は、発行者に対し、その金額の返還をする義務を負わない。

(2) If a preferred equity member is paid money at the time of cancellation of the preferred equity investment prescribed in the preceding paragraph, the preferred equity member does not assume the duty to return the money to the issuer.

３　発行者は、第一項に規定する優先出資の消却をしたときは、前項に規定する金額の限度において、第二百三十九条第一項において準用する第百四十七条第二項又は第百四十八条第二項の規定による優先出資社員の振替機関等に対する権利を取得する。

(3) If an issuer cancels the preferred equity investment prescribed in paragraph (1), they acquire the rights of a preferred equity member pursuant to the provisions of Article 147, paragraph (2) or Article 148, paragraph (2) as applied mutatis mutandis pursuant to Article 239, paragraph (1), toward the book-entry transfer institution or account management institution, to the extent of the amount of money prescribed in the preceding paragraph.

（発行済みの優先出資を振替優先出資とする場合の特例）

(Special Provisions When Issued Preferred Equity Investment Is Regarded As Book-Entry Transfer Preferred Equity Investment)

第二百四十四条　発行者が発行済みの優先出資について第十三条第一項の同意を与えようとする場合には、当該優先出資の質権者（登録優先出資質権者（資産の流動化に関する法律第四十三条第四項に規定する登録優先出資質権者をいう。）を除く。）は、第二百三十九条第一項において準用する第百三十一条第一項第一号の一定の日の前日までに、発行者に対し、同法第四十五条第四項において準用する会社法第百四十八条各号に掲げる事項を優先出資社員名簿（資産の流動化に関する法律第四十三条第一項に規定する優先出資社員名簿をいう。）に記載し、又は記録することを請求することができる。

Article 244 When an issuer seeks to give the consent referred to in Article 13, paragraph (1) to preferred equity investment that has been issued, the pledgee (excluding the registered pledgee of preferred equity investment (meaning the registered pledgee of preferred equity investment prescribed in Article 43, paragraph (4) of the Act on the Securitization of Assets)) of that preferred equity investment may demand that the issuer enter or record the information set forth in the items of Article 148 of the Companies Act as applied mutatis mutandis pursuant to Article 45, paragraph (4) of the Act on the Securitization of Assets in the preferred equity member register (meaning the preferred equity member register prescribed in Article 43, paragraph (1) of that Act), by the day before the

fixed date referred to in Article 131, paragraph (1), item (i) as applied mutatis mutandis pursuant to Article 239, paragraph (1).

（振替優先出資の消却に関する資産の流動化に関する法律の特例）

(Special Provisions of the Act on the Securitization of Assets on Cancellation of Book-Entry Transfer Preferred Equity Investment)

第二百四十五条　発行者は、振替優先出資について優先出資の消却をしようとする場合には、その旨及び資産の流動化に関する法律第四十七条第三項に規定する効力発生日においてその効力が生ずる旨を当該効力発生日の二週間前までに公告しなければならない。

Article 245 (1) When the issuer seeks to cancel preferred equity investment for book-entry transfer preferred equity investment, they must issue public notice of that fact and the fact that the cancellation will take effect on the effective date prescribed in Article 47, paragraph (3) of the Act on the Securitization of Assets, by two weeks prior to the effective date.

２　前項に規定する場合には、優先出資の消却は、同項の効力発生日（当該効力発生日において資産の流動化に関する法律第百十一条第二項から第四項までの規定による手続が終了していないときは、その終了の時）にその効力を生ずる。

(2) In the case prescribed in the preceding paragraph, the cancellation of preferred equity investment takes effect on the effective date referred to in that paragraph (or at the time of completion of the procedures pursuant to the provisions of Article 111, paragraphs (2) through (4) of the Act on the Securitization of Assets, if the procedures have not been completed on the effective date).

３　発行者は、第二百四十条第一項に規定する場合には、第一項の規定にかかわらず、その旨及び当該発行者の定める一定の日又は資産の流動化に関する法律第百十一条第二項から第四項までの規定による手続の終了の時のいずれか遅い時以後に当該振替優先出資について第二百四十条第一項の抹消の通知をする旨をその日の二週間前までに公告しなければならない。

(3) Notwithstanding the provisions of paragraph (1), in the case prescribed in Article 240, paragraph (1), the issuer must issue public notice of the fact that they will cancel the book-entry transfer preferred equity investment and that they will give notice of the deletion of the book-entry transfer preferred equity investment referred to in Article 240, paragraph (1) after the date fixed by the issuer or after the time of completion of the procedures pursuant to the provisions of Article 111, paragraphs (2) through (4) of the Act on the Securitization of Assets, whichever comes later, by two weeks prior to that date.

４　第二百四十条第一項に規定する場合には、第二項の規定にかかわらず、優先出資の消却は、同条第四項第一号イの減少の記載又は記録がされた日にその効力を生ずる。

(4) Notwithstanding the provisions of paragraph (2), in the case prescribed in Article 240, paragraph (1), the cancellation of preferred equity investment takes

effect on the day that an entry or record of the reduction referred to in paragraph (4), item (i), sub-item (a) of that Article has been made.

（振替優先出資の併合に関する資産の流動化に関する法律の特例）

(Special Provisions of the Act on the Securitization of Assets on the Merger of Book-Entry Transfer Preferred Equity Investment)

第二百四十六条　発行者は、振替優先出資について優先出資の併合をしようとする場合には、資産の流動化に関する法律第五十条第一項において準用する会社法第百八十条第二項第一号から第三号までに掲げる事項を同項第二号の日の二十日前までに公告しなければならない。

Article 246 (1) When seeking to merge the book-entry transfer preferred equity investment, the issuer must issue public notice of the information set forth in the items of Article 180, paragraph (2), items (i) through (iii) of the Companies Act as applied mutatis mutandis pursuant to Article 50, paragraph (1) of the Act on the Securitization of Assets by twenty days prior to the date prescribed in item (ii) of that paragraph.

２　前項に規定する場合には、優先出資の併合は、資産の流動化に関する法律第五十条第一項において準用する会社法第百八十条第二項第二号の日にその効力を生ずる。

(2) In the case prescribed in the preceding paragraph, the merger of preferred equity investment takes effect on the day referred to in Article 180, paragraph (2), item (ii) of the Companies Act as applied mutatis mutandis pursuant to Article 50, paragraph (1) of the Act on the Securitization of Assets.

（振替優先出資についての資産の流動化に関する法律の適用除外）

(Exemption of Book-Entry Transfer Preferred Equity Investment from Application of the Act on the Securitization of Assets)

第二百四十七条　振替優先出資については、資産の流動化に関する法律第四十五条第三項において準用する会社法第百三十二条第一項第二号及び第三号並びに第二項並びに第百三十三条の規定並びに資産の流動化に関する法律第四十五条第四項において準用する会社法第百四十八条の規定は、適用しない。

Article 247 (1) The provisions of Article 132, paragraph (1), items (ii) and (iii) and paragraph (2), and Article 133 of the Companies Act as applied mutatis mutandis pursuant to Article 45, paragraph (3) of the Act on the Securitization of Assets and the provisions of Article 148 of the Companies Act as applied mutatis mutandis pursuant to Article 45, paragraph (4) of the Act on the Securitization of Assets do not apply to the book-entry transfer preferred equity investment.

２　資産の流動化に関する法律第百五十三条第四項において準用する会社法第百十六条第三項の規定にかかわらず、振替優先出資を発行している特定目的会社は、当該規定による通知に代えて、当該通知をすべき事項を公告しなければならない。

(2) Notwithstanding the provisions of Article 116, paragraph (3) of the Companies Act as applied mutatis mutandis pursuant to Article 153, paragraph (4) of the Act on the Securitization of Assets, in lieu of give the notice pursuant to the provisions of that paragraph, a specified purpose company issuing book-entry

transfer preferred equity investment must issue public notice of the information for which notice is required to be given.

第四節　特別法人出資の振替

Section 4 Book-Entry Transfer of Special Corporation Equity Investment

（権利の帰属）

(Attribution of Rights)

第二百四十七条の二　特別法人出資（第二条第一項第十七号の二に規定する権利をいう。以下同じ。）で振替機関が取り扱うもの（以下「振替特別法人出資」という。）についての権利の帰属は、この節の規定による振替口座簿の記載又は記録により定まるものとする。

Article 247-2 (1) The attribution of rights from special corporation equity investment (meaning the right as defined in Article 2, paragraph (1), item (xii)-2; the same applies hereinafter), which is handled by a book-entry transfer institution (hereinafter referred to as "book-entry transfer special corporation equity investment") is determined by the entries or records in a book-entry transfer account register pursuant to the provisions of this Section.

２　発行者が、その特別法人出資について第十三条第一項の同意を与えるには、当該発行者の役員の全部又は一部をもって構成される合議体であって業務執行の決定を行うものその他の政令で定めるものの決定又は同意によらなければならない。

(2) The issuer must act in accordance with the decision or consent of a council consisting of all or part of the issuer's officers which makes decisions on the execution of business or any other organ specified by Cabinet Order to give the consent referred to in Article 13, paragraph (1) concerning their special corporation equity investment.

（特別法人出資証券の不発行等）

(Non-Issuance of Special Corporation Investment Securities)

第二百四十七条の二の二　振替特別法人出資については、特別法人出資証券（特別の法律により設立された法人の発行する出資証券をいい、第二百二十七条第一項に規定する投資証券、第二百三十四条第一項に規定する優先出資証券及び第二百三十八条第一項に規定する優先出資証券を除く。以下この条において同じ。）を発行することができない。

Article 247-2-2 (1) Special corporation investment securities (meaning investment securities issued by a corporation incorporated pursuant to a special Act, and excluding the investment securities prescribed in Article 227, paragraph (1), the preferred equity investment certificates prescribed in Article 234, paragraph (1), and the preferred equity investment certificates prescribed in Article 238, paragraph (1); hereinafter the same applies in this Article) may not be issued for book-entry transfer special corporation equity investment.

２　振替特別法人出資の出資者は、当該振替特別法人出資を取り扱う振替機関が第二十二条第一項の規定により第三条第一項の指定を取り消された場合若しくは第四十一条第一項の規定により当該指定が効力を失った場合であって当該振替機関の振替業を承継

する者が存しないとき、又は当該振替特別法人出資が振替機関によって取り扱われなくなったときは、前項の規定にかかわらず、発行者に対し、特別法人出資証券の発行を請求することができる。

(2) Notwithstanding the provisions of the preceding paragraph, if a book-entry transfer institution that handles book-entry transfer special corporation equity investment has the designation under Article 3, paragraph (1) revoked pursuant to the provisions of Article 22, paragraph (1) or the designation expires pursuant to the provisions of Article 41, paragraph (1), and there is no person to succeed to the book-entry transfer business of the book-entry transfer institution, or if a book-entry transfer institution that handles book-entry transfer special corporation equity investment ceases to handle the book-entry transfer special corporation equity investment, an equity investor of book-entry transfer special corporation equity investment may ask the issuer to issue special corporation investment securities.

3　発行者が発行済みの特別法人出資について第十三条第一項の同意を与えた場合には、特別法人出資証券（公示催告手続が行われているものを除く。）は、次条第一項において準用する第百三十一条第一項第一号の一定の日において、無効とする。

(3) If an issuer gives the consent referred to in Article 13, paragraph (1) for special corporation equity investment that has been issued, special corporation investment securities (other than those for which public notification proceedings are undertaken) are invalid as of the fixed date referred to in Article 131, paragraph (1), item (i) as applied mutatis mutandis pursuant to paragraph (1) of the following Article.

4　次条第一項において準用する第百三十一条第一項第一号の一定の日において公示催告手続が行われている特別法人出資証券は、次条第一項において準用する第百三十条第二項の規定による増加の記載又は記録がされた日において、無効とする。

(4) Special corporation investment securities for which public notification proceedings are undertaken on the fixed date referred to in Article 131, paragraph (1), item (i) as applied mutatis mutandis pursuant to paragraph (1) of the following Article are invalid as of the day that an entry or record of the increase pursuant to the provisions of Article 130, paragraph (2) as applied mutatis mutandis pursuant to paragraph (1) of the following Article has been made.

（特別法人出資に関する株式に係る規定の準用）

(Application, Mutatis Mutandis of Provisions on Shares to Special Corporation Equity Investment)

第二百四十七条の二の三　第七章の規定（第百二十八条、第百三十一条第二項、第百三十四条から第百三十八条まで、第百四十五条第六項、第百四十六条第六項、第百四十七条第三項第二号から第四号まで及び第四項、第百四十八条第四項、第百五十条第一項、第二項及び第四項から第六項まで、第百五十一条第一項第二号及び第三号並びに第二項第三号、第百五十三条から第百五十八条まで、第百五十九条の二から第百六十一条まで並びに第百六十二条第一項第二号の規定を除く。次項において同じ。）は、特別法人出

資について準用する。この場合において、次項に定める場合を除き、これらの規定中次の表の上欄に掲げる字句は、それぞれ同表下欄に掲げる字句と読み替えるものとする。

Article 247-2-3 (1) The provisions of Chapter VII (excluding the provisions of Article 128, Article 131, paragraph (2), Articles 134 through 138, Article 145, paragraph (6), Article 146, paragraph (6), Article 147, paragraph (3), items (ii) through (iv) and paragraph (4), Article 148, paragraph (4), Article 150, paragraphs (1), (2), and (4) through (6), Article 151, paragraph (1), items (ii) and (iii) and paragraph (2), item (iii), Articles 153 through 158, Articles 159-2 through 161, and Article 162, paragraph (1), item (ii); the same applies in the following paragraph) apply mutatis mutandis to special corporation equity investment. In such a case, the terms in the left-hand column of the following table are deemed to be replaced with the terms in the right-hand column, except in the cases prescribed in the following paragraph.

■表■　第二百四十七条の二の三第一項

２　第七章の規定を特別法人出資について準用する場合において、次の表の上欄に掲げる規定中同表中欄に掲げる字句は、それぞれ同表下欄に掲げる字句と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

(2) When the provisions of Chapter VII are applied mutatis mutandis to special corporation equity investment, the terms set forth in the middle column of the following table in the provisions set forth in the left-hand column of that table are deemed to be replaced with the terms set forth in the right-hand column of that table, and Cabinet Order provides for any other necessary technical replacement of terms.

■表■　第二百四十七条の二の三第二項

（振替特別法人出資の消却に関する記載又は記録手続）

(Making Entries or Records of the Cancellation of Book-Entry Transfer Special Corporation Equity Investment)

第二百四十七条の二の四　特定の銘柄（前条第一項において準用する第百二十九条第三項第二号に規定する銘柄をいう。第三項第二号、次条第一項及び第二百四十七条の二の七において同じ。）の振替特別法人出資について、他の法令の定めるところにより特別法人出資の消却をしようとする場合には、当該振替特別法人出資の発行者は、当該振替特別法人出資について抹消の通知をしなければならない。この場合において、当該通知は、当該抹消によりその口座（顧客口座（前条第一項において準用する第百二十九条第二項第二号に規定する顧客口座をいう。第五項第一号及び第二百四十七条の二の七において同じ。）を除く。）において減少の記載又は記録がされる加入者の直近上位機関に対して行うものとする。

Article 247-2-4 (1) When the issuer of book-entry transfer special corporation equity investment of a particular issue (meaning an issue prescribed in Article 129, paragraph (3), item (ii) as applied mutatis mutandis pursuant to paragraph (1) of the preceding Article; hereinafter the same applies in paragraph (3), item (ii), paragraph (1) of the following Article, and Article 247-2-7) seeks to cancel the

special corporation equity investment pursuant to the provisions of other laws and regulations, the issuer of the book-entry special corporation equity investment must give notice of the deletion of the book-entry transfer special corporation equity investment. In such a case, the notice is to be given to the immediately superior institution of the participant for whom the reduction resulting from the deletion will be entered or recorded in their account (excluding a customer account (meaning the customer account prescribed in Article 129, paragraph (2), item (ii) as applied mutatis mutandis pursuant to paragraph (1) of the preceding Article; hereinafter the same applies in paragraph (5), item (i) and Article 247-2-7)).

２　前項前段の通知があった場合には、振替機関等は、第四項から第六項までの規定により、当該通知において次項の規定により示されたところに従い、当該通知に係る振替特別法人出資について、その備える振替口座簿における減少の記載若しくは記録又は通知をしなければならない。

(2) If the notice referred to in the first sentence of the preceding paragraph has been given, a book-entry transfer institution or account management institution must, pursuant to the provisions of paragraphs (4) through (6) and as indicated pursuant to the provisions of the following paragraph in the notice, enter or record the reduction of the book-entry transfer special corporation equity investment which has been notified in the book-entry transfer account register that it keeps, or give notice to the person concerned of the reduction.

３　発行者は、第一項前段の通知をする場合には、次に掲げる事項を示さなければならない。

(3) The issuer must indicate the following information when giving the notice referred to in the first sentence of the paragraph (1):

一　当該抹消によりその口座において減少の記載又は記録がされる加入者の氏名又は名称及び当該口座

(i) the name and the account of the participant for whom the reduction resulting from the deletion will be entered or recorded in their account;

二　当該抹消において減少の記載又は記録がされるべき振替特別法人出資の銘柄及び口数（これに類するものを含む。以下この条、次条第一項及び第二百四十七条の二の七において同じ。）

(ii) the issue and number of units (including matters similar thereto; hereinafter the same applies in this Article, paragraph (1) of the following Article, and Article 247-2-7) of book-entry transfer special corporation equity investment for which the reduction is required to be entered or recorded when the deletion is made;

三　第一号の口座において減少の記載又は記録がされるのが保有欄（前条第一項において準用する第百三十条第二項第一号イに規定する保有欄をいう。第二百四十七条の二の七において同じ。）であるか、又は質権欄（前条第一項において準用する同号ロに規定する質権欄をいう。以下この条及び第二百四十七条の二の七において同じ。）であるかの別

(iii) whether the reduction is to be entered or recorded in the holdings column (meaning the holdings column prescribed in Article 130, paragraph (2), item (i), sub-item (a) as applied mutatis mutandis pursuant to paragraph (1) of the preceding Article; the same applies in Article 247-2-7) or the pledge column (meaning the pledge column prescribed in Article 130, paragraph (2), item (i), sub-item (b) as applied mutatis mutandis pursuant to paragraph (1) of the preceding Article; hereinafter the same applies in this Article and Article 247-2-7) of the account referred to in item (i); and

四　第一号の口座において減少の記載又は記録がされるのが質権欄である場合には、当該記載又は記録がされるべき振替特別法人出資についての出資者の氏名又は名称及び住所並びに第二号の口数のうち当該出資者ごとの口数

(iv) if the entry or record of the reduction is required to be made in the pledge column of the account referred to in item (i), the names and addresses of the equity investors of book-entry transfer special corporation equity investment for which the entry or record is required to be made, and the number of units referred to in item (ii) for each equity investor.

4　第一項前段の通知があった場合には、当該通知を受けた振替機関等は、直ちに、次に掲げる措置を執らなければならない。

(4) If the notice referred to in the first sentence of paragraph (1) has been given, a book-entry transfer institution or account management institution that has been notified must immediately take the following measures:

一　前項第一号の口座の同項第三号の規定により示された欄における次に掲げる記載又は記録

(i) make the following entries or records in the column indicated pursuant to the provisions of item (iii) of the preceding paragraph of the account referred to in item (i) of that paragraph:

イ　前項第二号の口数についての減少の記載又は記録

(a) an entry or record of the reduction in the number of units referred to in item (ii) of the preceding paragraph; and

ロ　イの減少の記載又は記録がされるのが質権欄である場合には、前項第四号の出資者ごとの口数の減少の記載又は記録

(b) if the entry or record of the reduction referred to in sub-item (a) is to be made in the pledge column, an entry or record of the reduction in the number of units for each equity investor referred to in item (iv) of the preceding paragraph; and

二　当該振替機関等が口座管理機関である場合には、直近上位機関に対する前項第二号の規定により示された事項の通知

(ii) give notice to the immediately superior institution of the information indicated pursuant to item (ii) of the preceding paragraph, if the book-entry transfer institution or account management institution is an account management institution.

５　前項第二号の通知があった場合には、当該通知を受けた振替機関等は、直ちに、次に掲げる措置を執らなければならない。

(5) If the notice referred to in item (ii) of the preceding paragraph has been given, the book-entry transfer institution or account management institution that has been notified must immediately take the following measures:

一　当該通知をした口座管理機関の口座の顧客口座における第三項第二号の口数についての減少の記載又は記録

(i) make an entry or record of the reduction in the number of units referred to in paragraph (3), item (ii) in the customer account under the account of the account management institution that has given the notice; and

二　当該振替機関等が口座管理機関である場合には、直近上位機関に対する前項第二号の規定により通知を受けた事項の通知

(ii) give notice to the immediately superior institution of the information which has been notified pursuant to the provisions of item (ii) of the preceding paragraph, if the book-entry transfer institution or account management institution is an account management institution.

６　前項の規定は、同項第二号（この項において準用する場合を含む。）の通知があった場合における当該通知を受けた振替機関等について準用する。

(6) The provisions of the preceding paragraph apply mutatis mutandis to a book-entry transfer institution or account management institution that has received the notice referred to in item (ii) of the preceding paragraph (including as applied mutatis mutandis pursuant to this paragraph), if the notice has been given.

（発行者が誤って振替特別法人出資の消却をした場合における取扱い）

(Handling in the Case the Issuer Cancels Book-Entry Transfer Special Corporation Equity Investment in Error)

第二百四十七条の二の五　発行者が第二百四十七条の二の三第一項において準用する第百四十七条第一項又は第百四十八条第一項の規定により当該発行者に対抗することができないものとされた振替特別法人出資についてした特別法人出資の消却は、当該発行者が善意の場合であっても、当該銘柄の他の振替特別法人出資についての当該発行者に対抗することができる口数を減少させる効力を有しない。

Article 247-2-5 (1) Even if an issuer acts in good faith, the cancellation of book-entry transfer special corporation equity investment established pursuant to the provisions of Article 147, paragraph (1) or Article 148, paragraph (1) as applied mutatis mutandis pursuant to Article 247-2-3, paragraph (1) that it is not permissible to assert against the issuer does not have the effect of reducing the number of units of other book-entry transfer special corporation equity investment which may be asserted against the issuer.

２　前項に規定する特別法人出資の消却に際して出資者に金銭が支払われたときは、当該出資者は、発行者に対し、その金額の返還をする義務を負わない。

(2) If an equity investor is paid money at the time of cancellation of the special corporation equity investment prescribed in the preceding paragraph, the equity investor does not assume the duty to return the money to the issuer.

３　発行者は、第一項に規定する特別法人出資の消却をしたときは、前項に規定する金額の限度において、第二百四十七条の二の三第一項において準用する第百四十七条第二項又は第百四十八条第二項の規定による出資者の振替機関等に対する権利を取得する。

(3) If an issuer cancels the special corporation equity investment prescribed in paragraph (1), they acquire the rights of an equity investor pursuant to the provisions of Article 147, paragraph (2) or Article 148, paragraph (2) as applied mutatis mutandis pursuant to Article 247-2-3, paragraph (1), toward the book-entry transfer institution or account management institution, to the extent of the amount of money prescribed in the preceding paragraph.

（発行済みの特別法人出資を振替特別法人出資とする場合の特例）

(Special Provisions When Issued Special Corporation Equity Investment Is Regarded As Book-Entry Transfer Special Corporation Equity Investment)

第二百四十七条の二の六　発行者が法人の成立後に特別法人出資について第十三条第一項の同意を与えようとする場合には、当該特別法人出資の質権者（他の法令の定めるところにより、特別法人出資を質権の目的とした場合において、氏名又は名称及び住所並びに質権の目的である特別法人出資が出資者原簿（これに類するものを含む。以下この条において同じ。）に記載され、又は記録された質権者を除く。）は、第二百四十七条の二の三第一項において準用する第百三十一条第一項第一号の一定の日の前日までに、発行者に対し、当該質権者の氏名又は名称及び住所並びに質権の目的である特別法人出資を出資者原簿に記載し、又は記録することを請求することができる。

Article 247-2-6 When an issuer seeks to give the consent referred to in Article 13, paragraph (1) to special corporation equity investment after the incorporation of a corporation, the pledgee of the special corporation equity investment (if special corporation equity investment is pledged pursuant to the provisions of other laws and regulations, the pledgee whose name and address and for whom the pledged special corporation equity investment have been entered or recorded in the equity investor register (including anything similar thereto; hereinafter the same applies in this Article)) may demand that the issuer enter or record the name and address of the pledgee and the pledged special corporation equity investment in the equity investor register, by the day before the fixed date referred to in Article 131, paragraph (1), item (i) as applied mutatis mutandis pursuant to Article 247-2-3, paragraph (1).

（振替特別法人出資の払戻しに関する記載又は記録手続）

(Making Entries or Records of Refunds of Book-Entry Transfer Special Corporation Equity Investment)

第二百四十七条の二の七　特定の銘柄の振替特別法人出資について、他の法令の定めるところにより、その払戻しを受けようとする加入者は、抹消の申請をしなければなら

ない。この場合において、当該申請は、抹消によりその口座（顧客口座を除く。）において減少の記載又は記録がされる加入者が、その直近上位機関に対して行うものとする。

Article 247-2-7 (1) A participant seeking a refund of book-entry transfer special corporation equity investment of a particular issue pursuant to the provisions of other laws and regulations must file an application for the deletion. In such a case, the application is an application that the participant for whom the reduction resulting from the deletion will be entered or recorded in their account (excluding a customer account) files with their immediately superior institution.

２　前項前段の申請があった場合には、振替機関等は、第四項から第六項までの規定により、当該申請において次項の規定により示されたところに従い、当該申請に係る振替特別法人出資について、その備える振替口座簿における減少の記載若しくは記録又は通知をしなければならない。

(2) If the application referred to in the first sentence of the preceding paragraph has been filed, a book-entry transfer institution or account management institution must, pursuant to the provisions of paragraphs (4) through (6) and as indicated pursuant to the provisions of the following paragraph in the application, enter or record the reduction in the book-entry transfer special corporation equity investment related to the application in the book-entry transfer account register that it keeps, or give notice to the person concerned of the reduction.

３　第一項前段の申請をする加入者（以下この条において「申請人」という。）は、当該申請において、次に掲げる事項を示さなければならない。

(3) A participant filing an application referred to in the first sentence of paragraph (1) (hereinafter referred to as the "applicant" in this Article) must indicate the following information in that application:

一　当該抹消において減少の記載又は記録がされるべき振替特別法人出資の銘柄及び口数

(i) the issue and number of units of book-entry transfer special corporation equity investment for which the reduction is required to be entered or recorded when the deletion is made;

二　当該申請人の口座において減少の記載又は記録がされるのが保有欄であるか、又は質権欄であるかの別

(ii) whether the reduction will be entered or recorded in the holdings column or the pledge column of the applicant's account; and

三　当該申請人の口座において減少の記載又は記録がされるのが質権欄である場合には、当該記載又は記録がされるべき振替特別法人出資についての出資者の氏名又は名称及び住所並びに第一号の口数のうち当該出資者ごとの口数

(iii) the names and addresses of the equity investors of book-entry transfer special corporation equity investment for which the entry or record of the reduction is required to be made, if the entry or record of the reduction is to be made in the pledge column of the applicant's account, and the number of units referred to in item (i) for each equity investor.

４　第一項前段の申請があった場合には、当該申請を受けた振替機関等は、遅滞なく、次に掲げる措置を執らなければならない。

(4) If the application referred to in the first sentence of paragraph (1) has been filed, the book-entry transfer institution or account management institution that has received the application must take the following measures without delay:

一　申請人の口座の前項第二号の規定により示された保有欄又は質権欄における次に掲げる記載又は記録

(i) make the following entries or records in the holdings column or the pledge column of the applicant's account indicated pursuant to the provisions of item (ii) of the preceding paragraph:

イ　前項第一号の口数についての減少の記載又は記録

(a) an entry or record of the reduction in the number of units referred to in item (i) of the preceding paragraph;

ロ　イの減少の記載又は記録がされるのが質権欄である場合には、前項第三号の出資者ごとの口数の減少の記載又は記録

(b) an entry or record of the reduction in the number of units for each equity investor referred to in item (iii) of the preceding paragraph, if the entry or record of the reduction referred to in sub-item (a) is to be made in the pledge column; and

二　当該振替機関等が口座管理機関である場合には、直近上位機関に対する前項第一号の規定により示された事項の通知

(ii) give notice to the immediately superior institution of the information indicated pursuant to the provisions of item (i) of the preceding paragraph, if the book-entry transfer institution or account management institution is an account management institution.

５　前項第二号の通知があった場合には、当該通知を受けた振替機関等は、直ちに、次に掲げる措置を執らなければならない。

(5) If the notice referred to in item (ii) of the preceding paragraph has been given, the book-entry transfer institution or account management institution that has been notified must immediately take the following measures:

一　当該通知をした口座管理機関の口座の顧客口座における第三項第一号の口数についての減少の記載又は記録

(i) make an entry or record of the reduction in the number of units under paragraph (3), item (i) in the customer account under the account of the account management institution that has given the notice; and

二　当該振替機関等が口座管理機関である場合には、直近上位機関に対する前項第二号の規定により通知を受けた事項の通知

(ii) give notice to the immediately superior institution of the information which has been notified pursuant to the provisions of item (ii) of the preceding paragraph, if the book-entry transfer institution or account management institution is an account management institution.

６　前項の規定は、同項第二号（この項において準用する場合を含む。）の通知があった場合における当該通知を受けた振替機関等について準用する。

(6) The provisions of the preceding paragraph apply mutatis mutandis to a book-entry transfer institution or account management institution that has received the notice referred to in item (ii) of the preceding paragraph (including as applied mutatis mutandis pursuant to this paragraph), if the notice has been given.

７　発行者は、特別法人出資の出資者に対し、振替特別法人出資の払戻しをするのと引換えにその口座における当該振替特別法人出資の銘柄についての当該払戻しに係る振替特別法人出資の口数と同口数の抹消をその直近上位機関に対して申請することを請求することができる。

(7) The issuer may demand that, in exchange for them to refund book-entry transfer special corporation equity investment, an equity investor file an application with their immediately superior institution to make a deletion for the book-entry transfer special corporation equity investment of the issue on its account, to delete the same number of units as the number of units of book-entry transfer special corporation equity investment that are being refunded.

第五節　新投資口予約権の振替

Section 5 Book-Entry Transfer of Investment Equity Subscription Rights

（権利の帰属）

(Attribution of Rights)

第二百四十七条の二の八　新投資口予約権（投資信託及び投資法人に関する法律第二条第十七項に規定する新投資口予約権をいう。以下同じ。）の発行の決定において、当該決定に基づき発行する新投資口予約権（その目的である投資口が振替投資口であるものに限る。）の全部についてこの法律の規定の適用を受けることとする旨を定めた新投資口予約権であって、振替機関が取り扱うもの（以下「振替新投資口予約権」という。）についての権利の帰属は、この節の規定による振替口座簿の記載又は記録により定まるものとする。

Article 247-2-8 The attribution of rights under investment equity subscription rights (meaning investment equity subscription rights as defined in Article 2, paragraph (17) of the Act on Investment Trusts and Investment Corporations; the same applies hereinafter) handled by a book-entry transfer institution which are provided for in a decision to issue investment equity subscription rights establishing that all investment equity subscription rights issued based on that decision (limited to those resulting in the issuance of book-entry transfer investment equity when exercised) will be subject to the application of this Act (hereinafter referred to as "book-entry transfer investment equity subscription rights") is established by the entries or records in a book-entry transfer account register pursuant to the provisions of this Section.

（新投資口予約権に関する新株予約権に係る規定の準用）

(Application, Mutatis Mutandis of Provisions on Share Options to Investment Equity Subscription Rights)

第二百四十七条の三　第八章の規定（第百六十三条、第百六十七条第二項、第百八十四条（第二項を除く。）、第百八十九条（第三項を除く。）、第百八十九条の二及び第百九十条の規定を除く。次項において同じ。）は、新投資口予約権について準用する。この場合において、次項に定める場合を除き、これらの規定中「新株予約権証券」とあるのは「新投資口予約権証券」と、「取得条項付新株予約権」とあるのは「取得条項付新投資口予約権」と、「新株予約権買取請求」とあるのは「新投資口予約権買取請求」と読み替えるものとする。

Article 247-3 (1) The provisions of Chapter VIII (excluding the provisions of Article 163, Article 167, paragraph (2), Article 184 (excluding paragraph (2)), Article 189 (excluding paragraph (3)), Article 189-2, and Article 190; the same applies in the following paragraph) apply mutatis mutandis to investment equity subscription rights. In such a case, in these provisions, the phrase "share option certificates" is deemed to be replaced with "investment equity subscription right certificates"; the phrase "share options subject to call" is deemed to be replaced with "investment equity subscription rights subject to call"; and the phrase "exercise of appraisal rights on share options" is deemed to be replaced with "exercise of appraisal rights on investment equity subscription rights", except in the cases prescribed in the following paragraph,

２　第八章の規定を新投資口予約権について準用する場合において、次の表の上欄に掲げる規定中同表中欄に掲げる字句は、それぞれ同表下欄に掲げる字句と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

(2) In cases in which the provisions of Chapter VIII are applied mutatis mutandis to investment equity subscription rights, the terms set forth in the middle column of the following table in the provisions set forth in the left-hand column of that table are deemed to be replace with the terms set forth in the right-hand column of that table, and Cabinet Order provides for any other necessary technical replacement of terms.

■表■　第二百四十七条の三第二項

（適用除外）

(Exclusion from Application)

第二百四十七条の四　振替新投資口予約権については、投資信託及び投資法人に関する法律第八十八条の八第一項、同条第四項において準用する会社法第二百五十九条第一項並びに第二百六十条第一項及び第二項並びに投資信託及び投資法人に関する法律第八十八条の八第五項において準用する会社法第二百六十八条第一項及び第二百六十九条第一項の規定は、適用しない。

Article 247-4 The provisions of Article 88-8, paragraph (1) of the Act on Investment Trusts and Investment Corporations, Article 259, paragraph (1) and Article 260, paragraphs (1) and (2) of the Companies Act as applied mutatis mutandis pursuant to Article 88-8, paragraph (4) of the Act on Investment Trusts and Investment Corporations, and Article 268, paragraph (1) and Article 269, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to

Article 88-8, paragraph (5) of the Act on Investment Trusts and Investment Corporations do not apply to book-entry transfer investment equity subscription rights.

第六節　特定目的会社の新優先出資の引受権の振替

Section 6 Book-Entry Transfer of Subscription Rights for New Preferred Equity Investment in a Specified Purpose Company

（権利の帰属）

(Attribution of Rights)

第二百四十八条　資産流動化計画（資産の流動化に関する法律第二条第四項に規定する資産流動化計画をいう。）に新優先出資の引受権（同法第百三十九条第二項に規定する新優先出資の引受権をいう。以下同じ。）のみを譲渡することができる旨の定めがある新優先出資引受権付特定社債の発行の決定において、当該決定に基づき発行する新優先出資引受権付特定社債（当該新優先出資引受権付特定社債に付された新優先出資の引受権の行使によって発行する優先出資が振替優先出資であるものに限る。）の全部についてこの法律の規定の適用を受けることとする旨を定めた新優先出資引受権付特定社債であって、振替機関が取り扱うものに付された新優先出資の引受権（以下「振替新優先出資引受権」という。）についての権利の帰属は、この節の規定による振替口座簿の記載又は記録により定まるものとする。

Article 248 (1) The attribution of rights constituting subscription rights for new preferred equity investment (meaning subscription rights for new preferred equity investment prescribed in Article 139, paragraph (2) of the Act on the Securitization of Assets; the same applies hereinafter) embedded in specified corporate bonds handled by a book-entry transfer institution which are provided for in a decision to issue specified bonds with preferred equity subscription rights establishing, in an asset securitization plan (meaning the asset securitization plan as defined in Article 2, paragraph (4) of the Act on the Securitization of Assets), that only the subscription rights for the new preferred equity investment may be transferred, and establishing that all of the specified bonds with preferred equity subscription rights that are issued based on that decision (limited to those resulting in the issuance of book-entry transfer preferred equity investment when the subscription rights for new preferred equity investment embedded in the specified corporate bonds are exercised) will be subject to the application of this Act (hereinafter the rights are referred to as "book-entry transfer subscription rights for new preferred equity investment") is established by the entries or records in a book-entry transfer account register pursuant to the provisions of this Section.

２　この節において、振替新優先出資引受権についての数は、当該振替新優先出資引受権の行使によって発行する優先出資の払込金額によるものとする。

(2) In this Section, the number of units of book-entry transfer subscription rights for new preferred equity investment is determined by the amount paid-in for preferred equity investment issued upon exercise of book-entry transfer subscription rights for new preferred equity investment.

（新優先出資の引受権に関する新株予約権に係る規定の準用）

(Application, Mutatis Mutandis of Provisions on Share Options to Subscription Rights for New Preferred Equity Investment)

第二百四十九条　第八章の規定（第百六十三条、第百六十四条第三項、第百六十六条第一項第五号から第七号まで及び第二項第一号ロからニまで、第百六十七条、第百六十八条第三項第三号及び第六号、第四項第一号ロ及び第四号、第五項第四号並びに第七項第二号、第百六十九条、第百六十九条の二、第百七十一条、第百八十三条、第百八十四条第二項及び第四項、第百八十五条から第百八十七条まで並びに第百八十九条から第百九十条までの規定を除く。次項において同じ。）は、新優先出資の引受権について準用する。この場合において、次項に定める場合を除き、これらの規定中次の表の上欄に掲げる字句は、それぞれ同表下欄に掲げる字句と読み替えるものとする。

Article 249 (1) The provisions of Chapter VIII (excluding the provisions of Articles 163, Article 164, paragraph (3), Article 166, paragraph (1), items (v) through (vii) and paragraph (2), item (i), sub-items (b) through (d), Article 167, Article 168, paragraph (3), items (iii) and (vi), paragraph (4), item (i), sub-item (b) and item (iv), paragraph (5), item (iv), and paragraph (7), item (ii), Article 169, Article 169-2, Article 171, Article 183, Article 184, paragraphs (2) and (4), Articles 185 through 187, and Articles 189 through Article 190; the same applies in the following paragraph) apply mutatis mutandis to subscription rights for new preferred equity investment. In such a case, the terms in the left-hand column of the following table are deemed to be replaced with the terms in the right-hand column, except in the cases prescribed in the following paragraph.

■表■　第二百四十九条第一項

２　第八章の規定を新優先出資の引受権について準用する場合において、次の表の上欄に掲げる規定中同表中欄に掲げる字句は、それぞれ同表下欄に掲げる字句と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

(2) When the provisions of Chapter VIII are applied mutatis mutandis to subscription rights for new preferred equity investment, the terms set forth in the middle column of the following table in the provisions set forth in the left-hand column of that table are deemed to be replaced with the terms set forth in the right-hand column of that table, and Cabinet Order provides for any other necessary technical replacement of terms.

■表■　第二百四十九条第二項

第七節　特定目的会社の転換特定社債の振替

Section 7 Book-Entry Transfer of Convertible Specified Bonds Issued by Specified Purpose Companies

（権利の帰属）

(Attribution of Rights)

第二百五十条　転換特定社債の発行の決定において、当該決定に基づき発行する転換特定社債（転換によって発行すべき優先出資が振替優先出資であるものに限る。）の全部についてこの法律の規定の適用を受けることとする旨を定めた転換特定社債であって、

振替機関が取り扱うもの（以下「振替転換特定社債」という。）についての権利（差押えを受けることなく弁済期が到来した利息の請求権を除く。）の帰属は、この節の規定による振替口座簿の記載又は記録により定まるものとする。

Article 250 The attribution of rights (other than a claim for interest that has become due without being seized) under convertible specified bonds that are provided for in a decision to issue convertible specified bonds establishing that all convertible specified bonds issued based on that decision (but only bonds that result in the issuance of book-entry transfer preferred equity investment when converted) will be subject to the provisions of this Act, and that are handled by a book-entry transfer institution (hereinafter referred to as "convertible, specified book-entry transfer corporate bonds") is established by the entries or records in a book-entry transfer account register pursuant to the provisions of this Section.

（転換特定社債に関する新株予約権付社債に係る規定の準用）

(Application, Mutatis Mutandis of Provisions on Corporate Bonds with Share Options to Convertible Specified Bonds)

第二百五十一条　前章の規定（第百九十二条、第百九十五条第一項第五号から第七号まで及び第二項第一号ロからニまで、第百九十六条、第百九十七条第三項第三号及び第六号、第四項第一号ロ及び第四号、第五項第四号並びに第七項第二号、第百九十八条、第百九十八条の二、第二百条から第二百三条まで、第二百十条第二項、第二百十五条、第二百十六条第二項及び第五項、第二百十七条から第二百十九条まで、第二百二十二条第五項及び第六項、第二百二十三条から第二百二十四条まで並びに第二百二十五条第一項第二号及び第三号の規定を除く。次項において同じ。）は、転換特定社債について準用する。この場合において、次項に定める場合を除き、これらの規定中次の表の上欄に掲げる字句は、それぞれ同表下欄に掲げる字句と読み替えるものとする。

Article 251 (1) The provisions of the preceding Chapter (excluding the provisions of Article 192, Article 195, paragraph (1), items (v) through (vii) and paragraph (2), item (i), sub-items (b) through (d), Article 196, Article 197, paragraph (3), items (iii) and (vi), paragraph (4), item (i), sub-item (b) and item (iv), paragraph (5), item (iv) and paragraph (7), item (ii), Article 198, Article 198-2, Articles 200 through 203, Article 210, paragraph (2), Article 215, Article 216, paragraphs (2) and (5), Articles 217 through 219, Article 222, paragraphs (5) and (6), Articles 223 through 224, and Article 225, paragraph (1), items (ii) and (iii); the same applies in the following paragraph) apply mutatis mutandis to convertible specified bonds. In such a case, the terms in the left-hand column of the following table are deemed to be replaced with the terms in the right-hand column, except in the cases prescribed in the following paragraph.

■表■　第二百五十一条第一項

２　前章の規定を転換特定社債について準用する場合において、次の表の上欄に掲げる規定中同表中欄に掲げる字句は、それぞれ同表下欄に掲げる字句と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

(2) When the provisions of the preceding Chapter are applied mutatis mutandis to convertible specified corporate bonds, the terms set forth in the middle column of the following table in the provisions set forth in the left-hand column of that table are deemed to be replaced with the terms set forth in the right-hand column of that table, and Cabinet Order provides for any other necessary technical replacement of terms.

■表■　第二百五十一条第二項

（振替転換特定社債についての資産の流動化に関する法律の適用除外）

(Exemption of Convertible, Specified Book-Entry Transfer Corporate Bonds from Application of the Act on the Securitization of Assets)

第二百五十二条　振替転換特定社債については、資産の流動化に関する法律第百二十五条において準用する会社法第六百八十一条第四号及び第五号、第六百八十二条第一項から第三項まで、第六百八十八条第一項、第六百九十条第一項、第六百九十一条第一項及び第二項、第六百九十三条第一項、第六百九十四条第一項並びに第六百九十五条の二第一項から第三項までの規定は、適用しない。

Article 252 The provisions of Article 681, items (iv) and (v), Article 682, paragraphs (1) through (3), Article 688, paragraph (1), Article 690, paragraph (1), Article 691, paragraphs (1) and (2), Article 693, paragraph (1), Article 694, paragraph (1), and Article 695-2, paragraphs (1) through (3) of the Companies Act as applied mutatis mutandis pursuant to Article 125 of the Act on the Securitization of Assets do not apply to convertible, specified book-entry transfer corporate bonds.

第八節　特定目的会社の新優先出資引受権付特定社債の振替

Section 8 Book-Entry Transfer of Specified Bonds with Preferred Equity Subscription Rights in Specified Purpose Companies

（権利の帰属）

(Attribution of Rights)

第二百五十三条　新優先出資引受権付特定社債の発行の決定において、当該決定に基づき発行する新優先出資引受権付特定社債（当該新優先出資引受権付特定社債に付された新優先出資の引受権の行使によって発行する優先出資が振替優先出資であるものに限る。）の全部についてこの法律の規定の適用を受けることとする旨を定めた新優先出資引受権付特定社債であって、振替機関が取り扱うもの（第二百四十八条第一項に規定する振替新優先出資引受権を除く。以下「振替新優先出資引受権付特定社債」という。）についての権利（差押えを受けることなく弁済期が到来した利息の請求権を除く。）の帰属は、この節の規定による振替口座簿の記載又は記録により定まるものとする。

Article 253 The attribution of rights (other than a claim for interest that has become due without being seized) under specified bonds with preferred equity subscription rights handled by a book-entry transfer institution, which are provided for in a decision to issue specified bonds with preferred equity subscription rights establishing that all specified bonds with preferred equity subscription rights issued based on that decision (but only those which result in

the issuance of book-entry transfer preferred equity investment upon the exercise of the subscription rights for new preferred equity investment embedded in the specified corporate bonds) will be subject to the application of this Act (excluding book-entry transfer subscription rights for new preferred equity investment prescribed in Article 248, paragraph (1); hereinafter referred to as the "book-entry transfer specified bonds with preferred equity subscription rights ") is established by the entries or records in a book-entry transfer account register pursuant to the provisions of this Section.

（新優先出資引受権付特定社債に関する新株予約権付社債に係る規定の準用）

(Application, Mutatis Mutandis of Provisions on Corporate Bonds with Share Options to Specified Bonds with Preferred Equity Subscription Rights)

第二百五十四条　前章の規定（第百九十二条、第百九十五条第一項第五号から第七号まで及び第二項第一号ロからニまで、第百九十六条、第百九十七条第三項第三号及び第六号、第四項第一号ロ及び第四号、第五項第四号並びに第七項第二号、第百九十八条、第百九十八条の二、第二百条、第二百十五条、第二百十六条第二項及び第五項、第二百十七条から第二百十九条まで、第二百二十二条第五項及び第六項並びに第二百二十三条から第二百二十四条までの規定を除く。次項において同じ。）は、新優先出資引受権付特定社債について準用する。この場合において、次項に定める場合を除き、これらの規定中次の表の上欄に掲げる字句は、それぞれ同表下欄に掲げる字句と読み替えるものとする。

Article 254 (1) The provisions of the preceding Chapter (excluding the provisions of Article 192, Article 195, paragraph (1), items (v) through (vii) and paragraph (2), item (i), sub-items (b) through (d), Article 196, Article 197, paragraph (3), items (iii) and (vi), paragraph (4), item (i), sub-item (b) and item (iv), paragraph (5), item (iv), and paragraph (7), items (ii), Article 198, Article 198-2, Article 200, Article 215, Article 216, paragraphs (2) and (5), Articles 217 through 219, Article 222, paragraphs (5) and (6), and Articles 223 through 224; the same applies in the following paragraph) apply mutatis mutandis to specified bonds with preferred equity subscription rights. In such a case, the terms set forth in the left-hand column of the following table are deemed to be replaced with the terms set forth in the right-hand column, except in the cases prescribed in the following paragraph.

■表■　第二百五十四条第一項

２　前章の規定を新優先出資引受権付特定社債について準用する場合において、次の表の上欄に掲げる規定中同表中欄に掲げる字句は、それぞれ同表下欄に掲げる字句と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

(2) When the provisions of the preceding Chapter are applied mutatis mutandis to specified bonds with preferred equity subscription rights, the terms set forth in the middle column of the following table in the provisions set forth in the left-hand column of that table are deemed to be replaced with the terms set forth in the right-hand column of that table, and Cabinet Order provides for any other necessary technical replacement of terms.

■表■　第二百五十四条第二項

（振替新優先出資引受権付特定社債についての資産の流動化に関する法律の適用除外）

(Exemption from Application of the Act on the Securitization of Assets to Book-Entry Transfer Specified Bonds with Preferred Equity Subscription Rights)

第二百五十五条　振替新優先出資引受権付特定社債については、資産の流動化に関する法律第百二十五条において準用する会社法第六百八十一条第四号及び第五号、第六百八十二条第一項から第三項まで、第六百八十八条第一項、第六百九十条第一項、第六百九十一条第一項及び第二項、第六百九十三条第一項、第六百九十四条第一項並びに第六百九十五条の二第一項から第三項までの規定は、適用しない。

Article 255 The provisions of Article 681, items (iv) and (v), Article 682, paragraphs (1) through (3) , Article 688, paragraph (1), Article 690, paragraph (1), Article 691, paragraphs (1) and (2), Article 693, paragraph (1), Article 694, paragraph (1) and Article 695-2, paragraphs (1) through (3) of the Companies Act as applied mutatis mutandis pursuant to Article 125 of the Act on the Securitization of Assets do not apply to book-entry transfer specified bonds with preferred equity subscription rights.

第十一章　組織変更等に係る振替

Chapter XI Book-Entry Transfer for Entity Conversions

第一節　金融機関の合併及び転換に関する法律による組織変更等に係る振替

Section 1 Book-Entry Transfer for Entity Conversions under the Act on Financial Institutions' Merger and Conversion

（金融機関の合併に関する記載又は記録手続）

(Making Entries or Records for a Merger of Financial Institutions)

第二百五十六条　第百三十八条第一項から第五項までの規定は、新設合併消滅銀行（金融機関の合併及び転換に関する法律（昭和四十三年法律第八十六号。以下この節において「合併転換法」という。）第十三条第一項第一号に規定する新設合併消滅銀行をいう。以下この節において同じ。）の株式が振替株式である場合において、新設合併設立銀行（合併転換法第十三条第一項第二号に規定する新設合併設立銀行をいう。以下この節において同じ。）が新設合併消滅銀行の株主に対して新設合併（合併転換法第二条第五項に規定する新設合併をいう。以下この節において同じ。）に際して振替株式を交付しようとするときについて準用する。この場合において、第百三十八条第一項及び第三項中「合併等効力発生日」とあるのは、「新設合併設立銀行（金融機関の合併及び転換に関する法律第十三条第一項第二号に規定する新設合併設立銀行をいう。）の成立の日」と読み替えるものとする。

Article 256 (1) The provisions of Article 138, paragraphs (1) through (5) apply mutatis mutandis if a bank incorporated in a consolidation-type merger (meaning a bank incorporated in a consolidation-type merger as prescribed in Article 13, paragraph (1), item (ii) of the Act on Financial Institutions' Merger and Conversion (Act No. 86 of 1968) (hereinafter referred to as the "Act on Merger and Conversion" in this Section); hereinafter the same applies in this Section) seeks to deliver book-entry transfer shares to the shareholders of the banks disappearing in the

consolidation-type merger (meaning the banks disappearing in a consolidation-type merger prescribed in Article 13, paragraph (1), item (i) of the Act on Merger and Conversion; hereinafter the same applies in this Section) at the time of the consolidation-type merger (meaning a consolidation-type merger as prescribed in Article 2, paragraph (5) of the Act on Merger and Conversion; hereinafter the same applies in this Section), and the shares in the banks disappearing in the consolidation-type merger are book-entry transfer shares. In such a case, the phrase "the effective date of merger or date of incorporation" in Article 138, paragraphs (1) and (3) is deemed to be replaced with "the incorporation date of the bank incorporated in a consolidation-type merger (meaning a bank incorporated in a consolidation-type merger as prescribed in Article 13, paragraph (1), item (ii) of the Act on Financial Institutions' Merger and Conversion)".

２　第百三十八条第一項から第六項までの規定は、吸収合併消滅協同組織金融機関（合併転換法第九条第一項第一号に規定する吸収合併消滅協同組織金融機関をいう。以下この節において同じ。）又は新設合併消滅協同組織金融機関（合併転換法第十三条第一項第一号に規定する新設合併消滅協同組織金融機関をいう。以下この節において同じ。）の優先出資（協同組織金融機関の優先出資に関する法律第四条第一項に規定する優先出資をいう。以下この節において同じ。）が振替優先出資（第二百三十四条第一項に規定する振替優先出資をいう。以下この節において同じ。）である場合において、吸収合併存続銀行（合併転換法第九条第一項第一号に規定する吸収合併存続銀行をいう。以下この節において同じ。）又は新設合併設立銀行が吸収合併消滅協同組織金融機関又は新設合併消滅協同組織金融機関の優先出資者に対して吸収合併（合併転換法第二条第四項に規定する吸収合併をいう。以下この節において同じ。）又は新設合併に際して振替株式を交付しようとするときについて準用する。この場合において、次の表の上欄に掲げる規定中同表中欄に掲げる字句は、それぞれ同表下欄に掲げる字句と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

(2) The provisions of Article 138, paragraphs (1) through (6) apply mutatis mutandis if preferred equity investment (meaning preferred equity investment prescribed in Article 4, paragraph (1) of the Act on Merger and Conversion; hereinafter the same applies in this Section) by a cooperative financial institution disappearing in an absorption-type merger (meaning a cooperative financial institution disappearing in an absorption-type merger as prescribed in Article 9, paragraph (1), item (i) of the Mergers and Conversions Act; hereinafter the same applies in this Section) or a cooperative financial institution disappearing in a consolidation-type merger (meaning cooperative financial institutions disappearing in a consolidation-type merger as prescribed in Article 13, paragraph (1), item (i) of the Act on Merger and Conversion; hereinafter the same applies in this Section) is book-entry transfer preferred equity investment (meaning book-entry transfer preferred equity investment as prescribed in Article 234, paragraph (1) of the Act on Merger and Conversion; hereinafter the same applies in this Section) and the bank surviving the absorption-type merger (meaning the bank

surviving the absorption-type merger as prescribed in Article 9, paragraph (1), item (i) of the Act on Merger and Conversion; hereinafter the same applies in this Section) seeks to deliver book-entry transfer shares to the preferred equity investors of the cooperative financial institution disappearing in the absorption-type merger at the time of the absorption-type merger (meaning at the time of an absorption-type merger as defined in Article 2, paragraph (4) of the Act on Merger and Conversion; hereinafter the same applies in this Section) or the bank incorporated in the consolidation-type merger seeks to deliver book-entry transfer shares to the preferred equity investors of the cooperative financial institution disappearing in the consolidation-type merger at the time of that consolidation-type merger. In such a case, the terms set forth in the middle column of the following table in the provisions set forth in the left-hand column of that table are deemed to be replaced with the terms set forth in the right-hand column of that table, and Cabinet Order provides for any other necessary technical replacement of terms.

■表■　第二百五十六条第二項

3　第百三十八条第一項から第六項までの規定は、吸収合併消滅銀行（合併転換法第十一条第一項第一号に規定する吸収合併消滅銀行をいう。以下この節において同じ。）又は新設合併消滅銀行の株式が振替株式である場合において、吸収合併存続信用金庫（合併転換法第十一条第一項第一号に規定する吸収合併存続信用金庫をいう。以下この節において同じ。）又は新設合併設立信用金庫（合併転換法第十五条第一項第二号に規定する新設合併設立信用金庫をいう。以下この節において同じ。）が吸収合併消滅銀行又は新設合併消滅銀行の株主に対して吸収合併又は新設合併に際して振替優先出資を交付しようとするときについて準用する。この場合において、次の表の上欄に掲げる規定中同表中欄に掲げる字句は、それぞれ同表下欄に掲げる字句と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

(3) The provisions of Article 138, paragraphs (1) through (6) apply mutatis mutandis if the shares in a bank disappearing in an absorption-type merger (meaning a bank disappearing in an absorption-type merger as prescribed in Article 11, paragraph (1), item (i) of the Act on Merger and Conversion; hereinafter the same applies in this Section) or those in a banks disappearing in a consolidation-type merger are book-entry transfer shares and the Shinkin Bank surviving the absorption-type merger (meaning a Shinkin Bank surviving an absorption-type merger as prescribed in Article 11, paragraph (1), item (i) of the Act on Merger and Conversion; hereinafter the same applies in this Section) seeks to deliver book-entry transfer preferred equity investment to the shareholders of the bank disappearing in the absorption-type merger at the time of the absorption-type merger, or the Shinkin Bank incorporated in the consolidation-type merger (meaning a Shinkin Bank incorporated in a consolidation-type merger as prescribed in Article 15, paragraph (1), item (ii) of the Act on Merger and Conversion; hereinafter the same applies in this Section) seeks to deliver book-

entry transfer preferred equity investment to the shareholders of the banks disappearing in the consolidation-type merger at the time of the consolidation-type merger. In such a case, the terms set forth in the middle column of the following table in the provisions set forth in the left-hand column of that table are deemed to be replaced with the terms set forth in the right-hand column of that table, and Cabinet Order provides for any other necessary technical replacement of terms.

■表■　第二百五十六条第三項

４　第百三十八条第一項から第六項までの規定は、吸収合併消滅協同組織金融機関又は新設合併消滅協同組織金融機関の優先出資が振替優先出資である場合において、吸収合併存続協同組織金融機関（合併転換法第十七条第一項第一号に規定する吸収合併存続協同組織金融機関をいう。以下この節において同じ。）又は新設合併設立協同組織金融機関（合併転換法第十九条第一項第二号に規定する新設合併設立協同組織金融機関をいう。以下この節において同じ。）が吸収合併消滅協同組織金融機関又は新設合併消滅協同組織金融機関の優先出資者に対して吸収合併又は新設合併に際して振替優先出資を交付しようとするときについて準用する。この場合において、次の表の上欄に掲げる規定中同表中欄に掲げる字句は、それぞれ同表下欄に掲げる字句と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

(4) The provisions of Article 138, paragraphs (1) through (6) apply mutatis mutandis if preferred equity investment by a cooperative financial institution disappearing in an absorption-type merger or a cooperative financial institution disappearing in a consolidation-type merger is book-entry transfer preferred equity investment, and a cooperative financial institution surviving an absorption-type merger (meaning a cooperative financial institution surviving an absorption-type merger as prescribed in Article 17, paragraph (1), item (i) of the Act on Merger and Conversion; hereinafter the same applies in this Section) seeks to deliver book-entry transfer preferred equity investment to the preferred equity investors of the cooperative financial institution disappearing in the absorption-type merger at the time of the absorption-type merger, or the cooperative financial institution incorporated in the consolidation-type merger (meaning a cooperative financial institution incorporated in a consolidation-type merger prescribed in Article 19, paragraph (1), item (ii) of the Act on Merger and Conversion; hereinafter the same applies in this Section) seeks to deliver book-entry transfer preferred equity investment to the preferred equity investors of the cooperative financial institutions disappearing in the consolidation-type merger at the time of the consolidation-type merger. In such a case, the terms set forth in the middle column of the following table in the provisions set forth in the left-hand column of that table are deemed to be replaced with the terms set forth in the right-hand column of that table, and Cabinet Order provides for any other necessary technical replacement of terms.

■表■　第二百五十六条第四項

第二百五十七条　第百六十条第一項の規定は、新設合併消滅銀行の株式が振替株式でない場合において、新設合併設立銀行が新設合併消滅銀行の株主に対して新設合併に際して振替株式を交付しようとするときについて準用する。この場合において、同項中「合併等効力発生日」とあるのは、「新設合併設立銀行（金融機関の合併及び転換に関する法律第十三条第一項第二号に規定する新設合併設立銀行をいう。）の成立の日」と読み替えるものとする。

Article 257 (1) The provisions of Article 160, paragraph (1) apply mutatis mutandis if the shares in a bank disappearing in a consolidation-type merger are not book-entry transfer shares and a bank incorporated in a consolidation-type merger seeks to deliver book-entry transfer shares to the shareholders of the banks dissolved in the consolidation-type merger at the time of the consolidation-type merger. In such a case, the phrase "the effective date of merger or date of incorporation" in that paragraph is deemed to be replaced with "the incorporation date of the bank incorporated in the consolidation-type merger (meaning a bank incorporated in the consolidation-type merger as prescribed in Article 13, paragraph (1), item (ii) of the Act on Financial Institutions' Merger and Conversion)".

２　第百六十条第一項の規定は吸収合併存続銀行又は新設合併設立銀行が吸収合併消滅協同組織金融機関又は新設合併消滅協同組織金融機関の会員等（合併転換法第二条第十項に規定する会員等をいう。以下この節において同じ。）に対して吸収合併又は新設合併に際して振替株式を交付しようとする場合について、第百六十条第二項の規定は吸収合併存続銀行が吸収合併消滅協同組織金融機関の会員等に対して吸収合併に際して振替株式を移転しようとする場合について、それぞれ準用する。この場合において、同条第一項中「合併等効力発生日」とあるのは「効力発生日（金融機関の合併及び転換に関する法律第九条第一項第四号に規定する効力発生日をいう。次項において同じ。）又は新設合併設立銀行（同法第十三条第一項第二号に規定する新設合併設立銀行をいう。）の成立の日」と、同条第二項中「合併等効力発生日」とあるのは「効力発生日」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

(2) The provisions of Article 160, paragraph (1) apply mutatis mutandis if the bank surviving an absorption-type merger seeks to issue book-entry transfer shares to the members, etc. (meaning the members, etc. prescribed in Article 2, paragraph (10) of the Act on Merger and Conversion; hereinafter the same applies in this Section) of the cooperative financial institution disappearing in the absorption-type merger at the time of the absorption-type merger, or if the bank incorporated in a consolidation-type merger seeks to deliver book-entry transfer shares to the members, etc. of the cooperative financial institutions disappearing in the consolidation-type merger at the time of the consolidation-type merger; and the provisions of Article 160, paragraph (2) apply mutatis mutandis if the bank surviving an absorption-type merger seeks to transfer book-entry transfer shares to the members, etc. of the cooperative financial institution dissolved in the absorption-type merger at the time of the absorption-type merger. In such a case,

the phrase "the effective date of merger or date of incorporation" in the paragraph (1) of that Article is deemed to be replaced with "the effective date (meaning the effective date prescribed in Article 9, paragraph (1), item (iv) of the Act on Financial Institutions' Merger and Conversion; the same applies in the following paragraph) or the incorporation date of the bank incorporated in the consolidation-type merger (meaning a bank incorporated in a consolidation-type merger as prescribed in Article 13, paragraph (1), item (ii) of that Act)"; the phrase "effective date of merger or date of incorporation" in paragraph (2) of that Article is deemed to be replaced with "effective date"; and beyond this, Cabinet Order provides for the necessary technical replacement of terms.

3　第百六十条第一項の規定は吸収合併消滅協同組織金融機関又は新設合併消滅協同組織金融機関の優先出資が振替優先出資でない場合において吸収合併存続銀行又は新設合併設立銀行が吸収合併消滅協同組織金融機関又は新設合併消滅協同組織金融機関の優先出資者に対して吸収合併又は新設合併に際して振替株式を交付しようとするときについて、同条第二項の規定は吸収合併存続銀行が吸収合併消滅協同組織金融機関の優先出資者に対して吸収合併に際して振替株式を移転しようとする場合について、それぞれ準用する。この場合において、同条第一項中「合併等効力発生日」とあるのは「効力発生日（金融機関の合併及び転換に関する法律第九条第一項第四号に規定する効力発生日をいう。次項において同じ。）又は新設合併設立銀行（同法第十三条第一項第二号に規定する新設合併設立銀行をいう。）の成立の日」と、同条第二項中「合併等効力発生日」とあるのは「効力発生日」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

(3) The provisions of Article 160, paragraph (1) apply mutatis mutandis if preferred equity investment by a cooperative financial institution disappearing in an absorption-type merger or a cooperative financial institution disappearing in a consolidation-type merger is not book-entry transfer preferred equity investment and the bank surviving the absorption-type merger seeks to deliver book-entry transfer shares to the preferred equity investors of the cooperative financial institution disappearing in the absorption-type merger at the time of the absorption-type merger, or a bank incorporated in the consolidation-type merger seeks to deliver book-entry transfer shares to the preferred equity investors of the cooperative financial institutions disappearing in the consolidation-type merger at the time of the consolidation-type merger; and the provisions of paragraph (2) of that Article apply mutatis mutandis if a bank surviving an absorption-type merger seeks to transfer book-entry transfer shares to the preferred equity investors of the cooperative financial institution disappearing in the absorption-type merger at the time of the absorption-type merger. In such a case, the phrase "effective date of merger or date of incorporation" in paragraph (1) of that Article is deemed to be replaced with "effective date (meaning the effective date as prescribed in Article 9, paragraph (1), item (iv) of the Act on Financial Institutions' Merger and Conversion; the same applies to the following paragraph) or the incorporation date

of the bank incorporated in the consolidation-type merger (meaning a bank incorporated in a consolidation-type merger as prescribed in Article 13, paragraph (1), item (ii) of that Act)"; the phrase "effective date of merger or date of incorporation" in paragraph (2) of that Article is deemed to be replaced with "effective date"; and Cabinet Order provides for any other necessary technical replacement of terms.

4　第百六十条第一項の規定は吸収合併消滅銀行又は新設合併消滅銀行の株式が振替株式でない場合において吸収合併存続信用金庫又は新設合併設立信用金庫が吸収合併消滅銀行又は新設合併消滅銀行の株主に対して吸収合併又は新設合併に際して振替優先出資を交付しようとするときについて、同条第二項の規定は吸収合併存続信用金庫が吸収合併消滅銀行の株主に対して吸収合併に際して振替優先出資を移転しようとする場合について、それぞれ準用する。この場合において、同条第一項中「合併等効力発生日」とあるのは「効力発生日（金融機関の合併及び転換に関する法律第九条第一項第四号に規定する効力発生日をいう。次項において同じ。）又は新設合併設立信用金庫（同法第十五条第一項第二号に規定する新設合併設立信用金庫をいう。）の成立の日」と、同条第二項中「合併等効力発生日」とあるのは「効力発生日」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

(4) The provisions of Article 160, paragraph (1) apply mutatis mutandis if shares in the bank disappearing in an absorption-type merger or in a bank disappearing in a consolidation-type merger are not book-entry transfer shares and the Shinkin Bank surviving the absorption-type merger seeks to deliver book-entry transfer preferred equity investment to the shareholders of the bank disappearing in the absorption-type merger at the time of the absorption-type merger or the Shinkin Bank incorporated in the consolidation-type merger seeks to deliver book-entry transfer preferred equity investment to the shareholders of the bank established in the consolidation-type merger at the time of the consolidation-type merger; and the provisions of paragraph (2) of that Article apply mutatis mutandis if the Shinkin Bank surviving an absorption-type merger seeks to transfer book-entry transfer preferred equity investments to the shareholders of the bank disappearing in the absorption-type merger at the time of the absorption-type merger. In such a case, the phrase "effective date of merger or date of incorporation" in paragraph (1) of that Article is deemed to be replaced with "effective date (meaning the effective date as prescribed in Article 9, paragraph (1), item (iv) of the Act on Financial Institutions' Merger and Conversion; the same applies to the following paragraph) or the incorporation date of the Shinkin Bank incorporated in the consolidation-type merger (meaning a Shinkin Bank incorporated in a consolidation-type merger as prescribed in Article 15, paragraph (1), item (ii) of that Act)"; the phrase "effective date of merger or date of incorporation" in paragraph (2) of that Article is deemed to be replaced with "effective date"; and Cabinet Order provides for any other necessary technical replacement of terms.

５　第百六十条第一項の規定は吸収合併存続協同組織金融機関又は新設合併設立協同組織金融機関が吸収合併消滅協同組織金融機関又は新設合併消滅協同組織金融機関の会員等に対して吸収合併又は新設合併に際して振替優先出資を交付しようとする場合について、同条第二項の規定は吸収合併存続協同組織金融機関が吸収合併消滅協同組織金融機関の会員等に対して吸収合併に際して振替優先出資を移転しようとする場合について、それぞれ準用する。この場合において、同条第一項中「合併等効力発生日」とあるのは「効力発生日（金融機関の合併及び転換に関する法律第九条第一項第四号に規定する効力発生日をいう。次項において同じ。）又は新設合併設立協同組織金融機関（同法第十九条第一項第二号に規定する新設合併設立協同組織金融機関をいう。）の成立の日」と、同条第二項中「合併等効力発生日」とあるのは「効力発生日」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

(5) The provisions of Article 160, paragraph (1) apply mutatis mutandis if a cooperative financial institution surviving an absorption-type merger seeks to deliver book-entry transfer preferred equity investment to the members, etc. of the cooperative financial institution disappearing in the absorption-type merger at the time of the absorption-type merger or if a cooperative financial institution incorporated in a consolidation-type merger seeks to deliver book-entry transfer preferred equity investment to the members, etc. of the cooperative financial institutions disappearing in the consolidation-type merger at the time of the consolidation-type merger; and the provisions of paragraph (2) of that Article apply mutatis mutandis if a cooperative financial institution surviving an absorption-type merger seeks to transfer book-entry transfer preferred equity investments to the members, etc. of the cooperative financial institution disappearing in the absorption-type merger at the time of the absorption-type merger. In such a case, the phrase "effective date of merger or date of incorporation" in paragraph (1) of that Article is deemed to be replaced with "effective date (meaning the effective date as prescribed in Article 9, paragraph (1), item (iv) of the Act on Financial Institutions' Merger and Conversion; the same applies to the following paragraph) or the incorporation date of the cooperative financial institution incorporated in the consolidation-type merger (meaning a cooperative financial institution incorporated in a consolidation-type merger as prescribed in Article 19, paragraph (1), item (ii) of that Act)"; the phrase "effective date of merger or date of incorporation" in paragraph (2) of that Article is deemed to be replaced with "effective date"; and Cabinet Order provides for any other necessary technical replacement of terms.

６　第百六十条第一項の規定は吸収合併消滅協同組織金融機関又は新設合併消滅協同組織金融機関の優先出資が振替優先出資でない場合において吸収合併存続協同組織金融機関又は新設合併設立協同組織金融機関が吸収合併消滅協同組織金融機関又は新設合併消滅協同組織金融機関の優先出資者に対して吸収合併又は新設合併に際して振替優先出資を交付しようとするときについて、同条第二項の規定は吸収合併存続協同組織金融機関が吸収合併消滅協同組織金融機関の優先出資者に対して吸収合併に際して振替優先出

資を移転しようとする場合について、それぞれ準用する。この場合において、同条第一項中「合併等効力発生日」とあるのは「効力発生日（金融機関の合併及び転換に関する法律第九条第一項第四号に規定する効力発生日をいう。次項において同じ。）又は新設合併設立協同組織金融機関（同法第十九条第一項第二号に規定する新設合併設立協同組織金融機関をいう。）の成立の日」と、同条第二項中「合併等効力発生日」とあるのは「効力発生日」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

(6) The provisions of Article 160, paragraph (1) apply mutatis mutandis if the preferred equity investment by a cooperative financial institution disappearing in an absorption-type merger or the preferred equity investment by a cooperative financial institution disappearing in a consolidation-type merger is not book-entry transfer preferred equity investment, and a cooperative financial institution surviving the absorption-type merger seeks to deliver book-entry transfer preferred equity investment to the preferred equity investors of the cooperative financial institution disappearing in the absorption-type merger at the time of the absorption-type merger, or a cooperative financial institution incorporated in the consolidation-type merger seeks to issue book-entry transfer preferred equity investment to the preferred equity investors of the cooperative financial institutions disappearing in the consolidation-type merger at the time of the consolidation-type merger; and the provisions of paragraph (2) of that Article apply mutatis mutandis if a cooperative financial institution surviving an absorption-type merger seeks to transfer book-entry transfer preferred equity investment to the preferred equity investors of the cooperative financial institution disappearing in the absorption-type merger at the time of the absorption-type merger. In such a case, the phrase "effective date of merger or date of incorporation" in paragraph (1) of that Article is deemed to be replaced with "effective date (meaning the effective date as prescribed in Article 9, paragraph (1), item (iv) of the Act on Financial Institutions' Merger and Conversion; the same applies to the following paragraph) or the incorporation date of the cooperative financial institution incorporated in the consolidation-type merger (meaning a cooperative financial institution incorporated in a consolidation-type merger as prescribed in Article 19, paragraph (1), item (ii) of that Act)"; the phrase "effective date of merger or date of incorporation" in paragraph (2) of that Article is deemed to be replaced with "effective date"; and Cabinet Order provides for any other necessary technical replacement of terms.

7　第百八十九条第一項の規定は、新設合併設立銀行が新設合併に際して振替新株予約権を交付しようとする場合について準用する。この場合において、同項中「合併等効力発生日」とあるのは、「新設合併設立銀行（金融機関の合併及び転換に関する法律第十三条第一項第二号に規定する新設合併設立銀行をいう。）の成立の日」と読み替えるものとする。

(7) The provisions of Article 189, paragraph (1) apply mutatis mutandis if a bank incorporated in a consolidation-type merger seeks to deliver book-entry transfer

share options at the time of the consolidation-type merger. In such a case, the phrase "effective date of merger or date of incorporation" in that paragraph is deemed to be replaced with "incorporation date of the bank incorporated in the consolidation-type merger (meaning a bank incorporated in a consolidation-type merger as prescribed in Article 13, paragraph (1), item (ii) of the Act on Financial Institutions' Merger and Conversion)".

８　第二百二十三条第一項の規定は、新設合併設立銀行が新設合併に際して振替新株予約権付社債を交付しようとする場合について準用する。この場合において、同項中「合併等効力発生日」とあるのは、「新設合併設立銀行（金融機関の合併及び転換に関する法律第十三条第一項第二号に規定する新設合併設立銀行をいう。）の成立の日」と読み替えるものとする。

(8) The provisions of Article 223, paragraph (1) apply mutatis mutandis if a bank incorporated in a consolidation-type merger seeks to deliver book-entry transfer bonds with share options at the time of the consolidation-type merger. In such a case, the phrase "effective date of merger or date of incorporation" in that paragraph is deemed to be replaced with "incorporation date of the bank incorporated in the consolidation-type merger (meaning a bank incorporated in a consolidation-type merger as prescribed in Article 13, paragraph (1), item (ii) of the Act on Financial Institutions' Merger and Conversion)".

第二百五十八条　第百六十条第三項の規定は、新設合併消滅銀行の株式が振替株式である場合において、新設合併設立銀行が新設合併消滅銀行の株主に対して新設合併に際して振替株式でない株式を交付しようとするとき、又は新設合併設立銀行が新設合併消滅銀行のある種類の株式の株主に対して新設合併に際して新設合併設立銀行の株式の割当てをしないこととするときについて準用する。この場合において、同項中「合併等効力発生日」とあるのは、「新設合併設立銀行（金融機関の合併及び転換に関する法律第十三条第一項第二号に規定する新設合併設立銀行をいう。）の成立の日」と読み替えるものとする。

Article 258 (1) The provisions of Article 160, paragraph (3) apply mutatis mutandis if shares in a bank disappearing in a consolidation-type merger are book-entry transfer shares and a bank incorporated in a consolidation-type merger seeks to deliver shares that are not book-entry transfer shares to the shareholders of the banks disappearing in the consolidation-type merger at the time of the consolidation-type merger or a bank incorporated in a consolidation-type merger decides not to allot shares to a certain class of shareholders of the banks disappearing in the consolidation-type merger at the time of the consolidation-type merger. In such a case, the phrase "effective date of merger or date of incorporation" in that paragraph is deemed to be replaced with "incorporation date of the bank incorporated in a consolidation-type merger (meaning a bank incorporated in a consolidation-type merger as prescribed in Article 13, paragraph (1), item (ii) of the Act on Financial Institutions' Merger and Conversion)".

２　第百六十条第三項の規定は、吸収合併消滅銀行又は新設合併消滅銀行の株式が振替株式である場合において、吸収合併存続信用金庫若しくは新設合併設立信用金庫が吸収合併消滅銀行若しくは新設合併消滅銀行の株主に対して吸収合併若しくは新設合併に際して振替優先出資以外の出資等（合併転換法第十一条第一項第二号に規定する出資等をいう。以下この節において同じ。）を交付しようとするとき、又は吸収合併存続信用金庫若しくは新設合併設立信用金庫が吸収合併消滅銀行若しくは新設合併消滅銀行のある種類の株式の株主に対して吸収合併若しくは新設合併に際して出資等の割当てをしないこととするときについて準用する。この場合において、第百六十条第三項中「合併等効力発生日」とあるのは、「効力発生日（金融機関の合併及び転換に関する法律第九条第一項第四号に規定する効力発生日をいう。）又は新設合併設立信用金庫（同法第十五条第一項第二号に規定する新設合併設立信用金庫をいう。）の成立の日」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

(2) The provisions of Article 160, paragraph (3) apply mutatis mutandis if shares in the bank disappearing in an absorption-type merger or in a bank disappearing in a consolidation-type merger are book-entry transfer shares and the Shinkin Bank surviving the absorption-type merger seeks to deliver equity investment, etc. other than book-entry transfer preferred equity investment (meaning equity investment, etc. as prescribed in Article 11, paragraph (1), item (ii) of the Act on Financial Institutions' Merger and Conversion; hereinafter the same applies in this Section) to the shareholders of the bank disappearing in the absorption-type merger at the time of the absorption-type merger; the Shinkin Bank incorporated in the consolidation-type merger seeks to issue equity investment, etc. other than book-entry transfer preferred equity investment to the shareholders of the banks disappearing in the consolidation-type merger at the time of the consolidation-type merger; the Shinkin Bank surviving the absorption-type merger decides not to allot equity investment, etc. to a certain class of shareholders in the bank disappearing in the absorption-type merger; or the Shinkin Bank incorporated in the consolidation-type merger decides not to allot equity investment, etc. to a certain class of shareholders in the banks disappearing in the consolidation-type merger. In such a case, the phrase "effective date of merger or date of incorporation" in Article 160, paragraph (3) is deemed to be replaced with "effective date (meaning the effective date prescribed in Article 9, paragraph (1), item (iv) of the Act on Financial Institutions' Merger and Conversion) or the incorporation date of the Shinkin Bank incorporated in the consolidation-type merger (meaning a Shinkin Bank incorporated in a consolidation-type merger as prescribed in Article 15, paragraph (1), item (ii) of that Act)"; and Cabinet Order provides for any other necessary technical replacement of terms.

３　第百六十条第三項の規定は、吸収合併消滅協同組織金融機関又は新設合併消滅協同組織金融機関の優先出資が振替優先出資である場合において、吸収合併存続銀行若しくは新設合併設立銀行が吸収合併消滅協同組織金融機関若しくは新設合併消滅協同組織金融機関の優先出資者に対して吸収合併若しくは新設合併に際して振替株式以外の株式

等（合併転換法第九条第一項第二号に規定する株式等をいう。以下この項において同じ。）を交付しようとするとき、又は吸収合併存続銀行若しくは新設合併設立銀行が吸収合併消滅協同組織金融機関若しくは新設合併消滅協同組織金融機関のある種類の優先出資の優先出資者に対して吸収合併若しくは新設合併に際して株式等の割当てをしないこととするときについて準用する。この場合において、第百六十条第三項中「合併等効力発生日」とあるのは、「効力発生日（金融機関の合併及び転換に関する法律第九条第一項第四号に規定する効力発生日をいう。）又は新設合併設立銀行（同法第十三条第一項第二号に規定する新設合併設立銀行をいう。）の成立の日」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

(3) The provisions of Article 160, paragraph (3) apply mutatis mutandis if preferred equity investment by a cooperative financial institution disappearing in an absorption-type merger or a cooperative financial institution disappearing in a consolidation-type merger is book-entry transfer preferred equity investment and a bank surviving the absorption-type merger seeks to deliver shares, etc. other than book-entry transfer shares (meaning shares, etc. as prescribed in Article 9, paragraph (1), item (ii) of the Act on Financial Institutions' Merger and Conversion; hereinafter the same applies in this paragraph) to preferred equity investors in the cooperative financial institution disappearing in the absorption-type merger at the time of the absorption-type merger; a bank incorporated in a consolidation-type merger seeks to issue shares other than book-entry transfer shares to preferred equity investors in the cooperative financial institutions disappearing in the consolidation-type merger at the time of the consolidation-type merger; a bank surviving an absorption-type merger decides not to allot shares, etc. to a certain class of preferred equity investors in the cooperative financial institution disappearing in the absorption-type merger at the time of the absorption-type merger; or a bank incorporated in the consolidation-type merger decides not to allot shares, etc. to a certain class of preferred equity investors in the cooperative financial institutions disappearing in the consolidation-type merger at the time of the consolidation-type merger. In such a case, the phrase "effective date of merger or date of incorporation" in Article 160, paragraph (3) is deemed to be replaced with "effective date (meaning the effective date as prescribed in Article 9, paragraph (1), item (iv) of the Act on Financial Institutions' Merger and Conversion) or the incorporation date of the bank incorporated in the consolidation-type merger (meaning a bank incorporated in a consolidation-type merger as prescribed in Article 13, paragraph (1), item (ii) of that Act)"; and Cabinet Order provides for any other necessary technical replacement of terms.

４　第百六十条第三項の規定は、吸収合併消滅協同組織金融機関又は新設合併消滅協同組織金融機関の優先出資が振替優先出資である場合において、吸収合併存続協同組織金融機関若しくは新設合併設立協同組織金融機関が吸収合併消滅協同組織金融機関若しくは新設合併消滅協同組織金融機関の優先出資者に対して吸収合併若しくは新設合併に際して振替優先出資以外の出資等を交付しようとするとき、又は吸収合併存続協同組織

金融機関若しくは新設合併設立協同組織金融機関が吸収合併消滅協同組織金融機関若しくは新設合併消滅協同組織金融機関のある種類の優先出資の優先出資者に対して出資等の割当てをしないこととするときについて準用する。この場合において、同項中「合併等効力発生日」とあるのは、「効力発生日（金融機関の合併及び転換に関する法律第九条第一項第四号に規定する効力発生日をいう。）又は新設合併設立協同組織金融機関（同法第十九条第一項第二号に規定する新設合併設立協同組織金融機関をいう。）の成立の日」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

(4) The provisions of Article 160, paragraph (3) apply mutatis mutandis if preferred equity investment by a cooperative financial institution disappearing in an absorption-type merger or a cooperative financial institution disappearing in a consolidation-type merger is book-entry transfer preferred equity investment and a cooperative financial institution surviving an absorption-type merger seeks to deliver equity investment, etc. other than book-entry transfer preferred equity investment to preferred equity investors in the cooperative financial institution disappearing in the absorption-type merger at the time of the absorption-type merger; a cooperative financial institution incorporated in a consolidation-type merger seeks to issue seeks to issue equity investment, etc. other than book-entry transfer preferred equity investment to preferred equity investors in the cooperative financial institutions disappearing in the consolidation-type merger at the time of the consolidation-type merger; the cooperative financial institution surviving the absorption-type merger decides not to allot equity investment, etc. to a certain class of preferred equity investors in the cooperative financial institution disappearing in the absorption-type merger at the time of the absorption-type merger; or a cooperative financial institution incorporated in a consolidation-type merger decides not to allot equity investment, etc. to a certain class of preferred equity investors in the cooperative financial institutions disappearing in the consolidation-type merger at the time of the consolidation-type merger. In such a case, the phrase "effective date of merger or date of incorporation" in that paragraph is deemed to be replaced with "effective date (meaning the effective date as prescribed in Article 9, paragraph (1), item (iv) of the Act on Financial Institutions' Merger and Conversion) or the incorporation date of the cooperative financial institution incorporated in the consolidation-type merger (meaning a cooperative financial institution incorporated in a consolidation-type merger as prescribed in Article 19, paragraph (1), item (ii) of that Act)"; and Cabinet Order provides for any other necessary technical replacement of terms.

5　第百八十九条第三項の規定は、振替新株予約権を発行する銀行（合併転換法第二条第二項に規定する銀行をいう。次項において同じ。）が吸収合併（吸収合併により当該銀行が消滅する場合に限る。）又は新設合併をしようとする場合について準用する。この場合において、第百八十九条第三項中「会社の」とあるのは、「銀行（金融機関の

合併及び転換に関する法律第二条第二項に規定する銀行をいう。）又は協同組織金融機関（同条第三項に規定する協同組織金融機関をいう。）の」と読み替えるものとする。

(5) The provisions of Article 189, paragraph (3) apply mutatis mutandis if a bank issuing book-entry transfer share options (meaning a bank as defined in Article 2, paragraph (2) of the Act on Merger and Conversion; the same applies in the following paragraph) seeks to implement an absorption-type merger (but only if the bank will disappear in the absorption-type merger) or a consolidation-type merger. In such a case, the phrase "of the company" in Article 189, paragraph (3) is deemed to be replaced with "of the bank (meaning a bank as defined in Article 2, paragraph (2) of the Act on Financial Institutions' Merger and Conversion) or cooperative financial institution (meaning a cooperative financial institution as prescribed in paragraph (3) of that Article)".

６　第二百二十三条第三項の規定は、振替新株予約権付社債を発行する銀行が吸収合併（吸収合併により当該銀行が消滅する場合に限る。）又は新設合併をしようとする場合について準用する。この場合において、同項中「会社の」とあるのは、「銀行（金融機関の合併及び転換に関する法律第二条第二項に規定する銀行をいう。）又は協同組織金融機関（同条第三項に規定する協同組織金融機関をいう。）の」と読み替えるものとする。

(6) The provisions of Article 223, paragraph (3), apply mutatis mutandis if a bank issuing book-entry transfer bonds with share options seeks to implement an absorption-type merger (but only if the bank will disappear in the absorption-type merger) or a consolidation-type merger. In such a case, the phrase "of the company" in that paragraph is deemed to be replaced with "of the bank (meaning a bank as defined in Article 2, paragraph (2) of the Act on Financial Institutions' Merger and Conversion) or cooperative financial institution (meaning a cooperative financial institution as defined in paragraph (3) of that Article)".

（金融機関の合併における株式買取請求に関する合併転換法の特例等）

(Special Provisions of the Act on Mergers and Conversions Regarding the Exercise of Appraisal Rights on Shares during a Merger of Financial Institutions)

第二百五十九条　消滅銀行（合併転換法第二十一条第一項に規定する消滅銀行をいう。以下この条から第二百六十一条までにおいて同じ。）又は吸収合併存続銀行は、振替株式の発行者である場合には、振替機関等に対し、株式買取請求（合併転換法第二十四条第一項（合併転換法第三十一条において準用する場合を含む。）の規定による請求をいう。以下この条において同じ。）に係る振替株式の振替を行うための口座（以下この条において「買取口座」という。）の開設の申出をしなければならない。ただし、当該消滅銀行若しくは吸収合併存続銀行が開設の申出をした買取口座があるとき、又は当該合併に係る株式買取請求をすることができる振替株式の株主が存しないときは、この限りでない。

Article 259 (1) If a bank disappearing in a merger (meaning the bank disappearing in a merger prescribed in Article 21, paragraph (1) of the Act on Merger and Conversion; hereinafter the same applies in this Article through

Article 261) or a bank surviving an absorption-type merger is an issuer of book-entry transfer shares, the bank must request a book-entry transfer institution or account management institution to open an account in which book entries are to be made for the book-entry transfer shares subject to the exercise of appraisal rights on shares (meaning the exercise of appraisal rights on shares under the provisions of Article 24, paragraph (1) of the Act on Merger and Conversion (including as applied mutatis mutandis pursuant to Article 31 of the Act on Merger and Conversion); hereinafter the same applies in this Article) (hereinafter the account is referred to as a "purchase account" in this Article); provided, however, that this does not apply if the bank disappearing in a merger or bank surviving an absorption-type merger has already requested for a purchase account to be opened or there is no holder of book-entry transfer shares that is entitled to exercise appraisal rights on shares in relation to the merger.

２　前項の消滅銀行又は吸収合併存続銀行は、第二百六十一条の規定により、合併転換法第二十三条第一項（合併転換法第三十一条において準用する場合を含む。）の規定による通知に代えて当該通知をすべき事項を公告する場合には、併せて、買取口座を公告しなければならない。

(2) If the bank disappearing in a merger or bank surviving an absorption-type merger referred to in the preceding paragraph issues public notice pursuant to the provisions of Article 261 regarding the information which is required to be given notice, in lieu of giving the notice pursuant to the provisions of Article 23, paragraph (1) of the Act on Merger and Conversion (including as applied mutatis mutandis pursuant to Article 31 of the Act on Merger and Conversion), the bank must also issue public notice of the purchase account.

３　振替株式の株主は、その有する振替株式について株式買取請求をしようとするときは、当該振替株式について買取口座を振替先口座（第百三十二条第三項第四号に規定する振替先口座をいう。以下この条において同じ。）とする振替の申請をしなければならない。

(3) If holders of book-entry transfer shares seek to exercise the appraisal rights on shares for their book-entry transfer shares, they must file an application for a book-entry transfer of the book-entry transfer shares that use the purchase account as the transferee account (meaning the transferee account prescribed in Article 132, paragraph (3), item (iv); the same applies in this Article).

４　第一項の吸収合併存続銀行は、吸収合併がその効力を生ずる日までは、買取口座に記載され、又は記録された振替株式（当該吸収合併に係る株式買取請求に係るものに限る。）について当該吸収合併存続銀行の口座を振替先口座とする振替の申請をすることができない。

(4) Until the day on which an absorption-type merger takes effect, the bank surviving an absorption-type merger referred to in paragraph (1) may not file an application for a book-entry transfer involving book-entry transfer shares that have been entered or recorded in a purchase account (limited to those subject to

the exercise of appraisal rights on shares in relation to the absorption-type merger), which use the account of the bank surviving an absorption-type merger as the transferee account.

５　第一項の消滅銀行又は吸収合併存続銀行は、第三項の申請をした振替株式の株主による株式買取請求の撤回を承諾したときは、遅滞なく、買取口座に記載され、又は記録された振替株式（当該撤回に係る株式買取請求に係るものに限る。）について当該株主の口座を振替先口座とする振替の申請をしなければならない。

(5) If the bank disappearing in a merger or bank surviving an absorption-type merger referred to in paragraph (1) approves the withdrawal of the exercise of appraisal rights on shares by a holder of book-entry transfer shares that has filed an application referred to in paragraph (3), the bank must file an application for a book-entry transfer of the book-entry transfer shares that have been entered or recorded in a purchase account (limited to those subject to the exercise of appraisal rights on shares that are withdrawn), which use the account of the shareholder as the transferee account, without delay.

６　第一項の消滅銀行又は吸収合併存続銀行は、買取口座に記載され、又は記録された振替株式については、それぞれ第三項の申請をした振替株式の株主又は当該吸収合併存続銀行若しくは同項の申請をした振替株式の株主の口座以外の口座を振替先口座とする振替の申請をすることができない。

(6) The bank disappearing in a merger or bank surviving an absorption-type merger referred to in paragraph (1) may not file an application for a book-entry transfer involving book-entry transfer shares that have been entered or recorded in a purchase account, if the transferee account is other than that of the holder of the book-entry transfer shares, or that of the bank surviving an absorption-type merger, or that of the holder of the book-entry transfer shares, which has filed an application referred to in paragraph (3).

７　第三項の申請をする振替株式の株主以外の加入者は、買取口座を振替先口座とする振替の申請をすることができない。

(7) A participant other than the holder of book-entry transfer shares that files an application referred to in paragraph (3) may not file an application for a book-entry transfer that use the purchase account as the transferee account.

８　振替株式の発行者である消滅銀行又は吸収合併存続銀行に係る第百四十三条、第百五十一条及び第百五十四条の規定の適用については、第百四十三条中「第百五十五条第一項に規定する買取口座」とあるのは「第百五十五条第一項に規定する買取口座及び第二百五十九条買取口座（第二百五十九条第一項に規定する買取口座をいう。第百五十一条第二項及び第百五十四条第三項第四号において同じ。）」と、第百五十一条第二項第一号中「及び第百五十五条第一項に規定する買取口座」とあるのは「並びに第百五十五条第一項に規定する買取口座及び第二百五十九条買取口座」と、同項第三号中「第百五十五条第一項に規定する買取口座」とあるのは「第百五十五条第一項に規定する買取口座又は第二百五十九条買取口座」と、「同条第三項」とあるのは「第百五十五条第三項又は第二百五十九条第三項」と、「当該買取口座」とあるのは「当該買取口座又は当

該第二百五十九条買取口座」と、第百五十四条第三項第四号中「次条第三項」とあるのは「次条第三項又は第二百五十九条第三項」と、「同条第一項に規定する買取口座」とあるのは「次条第一項に規定する買取口座又は第二百五十九条買取口座」とする。

(8) In applying the provisions of Article 143, Article 151, and Article 154 to a bank disappearing in a merger or bank surviving an absorption-type merger that is an issuer of book-entry transfer shares, the phrase "purchase account prescribed in Article 155, paragraph (1)" in Article 143 is deemed to be replaced with "purchase account prescribed in Article 155, paragraph (1) and the purchase account of Article 259 (meaning the purchase account prescribed in Article 259, paragraph (1); the same applies in Article 151, paragraph (2) and Article 154, paragraph (3), item (iv))"; the phrase "and a purchase account prescribed in Article 155, paragraph (1)" in Article 151, paragraph (2), item (i) is deemed to be replaced with", purchase account prescribed in Article 155, paragraph (1), and the purchase account of Article 259"; in Article 155, paragraph (2), item (iii), the phrase "purchase account prescribed in Article 155, paragraph (1)" is deemed to be replaced with "purchase account prescribed in Article 155, paragraph (1), or the purchase account of Article 259", the phrase "paragraph (3) of that Article" is deemed to be replaced with "Article 155, paragraph (3) or Article 259, paragraph (3)", and the phrase "the purchase account" is deemed to be replaced with "the purchase account or the purchase account of Article 259"; and in Article 154, paragraph (3), item (iv), the phrase "paragraph (3) of the following Article" is deemed to be replaced with "paragraph (3) of the following Article or Article 259, paragraph (3)", and the phrase "purchase account prescribed in paragraph (1) of that Article" is deemed to be replaced with "purchase account prescribed in paragraph (1) of the following Article or the purchase account of Article 259".

（金融機関の合併における新株予約権買取請求に関する合併転換法の特例等）

(Special Provisions of the Mergers and Conversions Acts Concerning Exercise of Appraisal Rights on Share Options during a Merger of Financial Institutions)

第二百六十条　消滅銀行は、振替新株予約権の発行者である場合には、振替機関等に対し、新株予約権買取請求（合併転換法第二十五条第一項の規定による請求をいう。以下この条において同じ。）に係る振替新株予約権の振替を行うための口座（以下この条において「買取口座」という。）の開設の申出をしなければならない。ただし、当該消滅銀行が開設の申出をした買取口座があるとき、又は当該合併に係る新株予約権買取請求をすることができる振替新株予約権の新株予約権者が存しないときは、この限りでない。

Article 260 (1) If a bank disappearing in a merger is an issuer of book-entry transfer share options, the bank must request a book-entry transfer institution or account management institution to open an account in which book entries are to be made for the book-entry transfer share options subject to the exercise of appraisal rights on share options (meaning the exercise of appraisal rights on share options pursuant to the provisions of Article 25, paragraph (1) of the Act on

Merger and Conversion; hereinafter the same applies in this Article) (hereinafter the account is referred to as a "purchase account" in this Article); provided, however, that this does not apply if the bank disappearing in a merger has already requested for a purchase account to be opened or there is no holder of book-entry transfer share options that is entitled to exercise appraisal rights on share options in relation to the merger.

２　前項の消滅銀行は、次条の規定により、合併転換法第二十三条第一項の規定による通知に代えて当該通知をすべき事項を公告する場合には、併せて、買取口座を公告しなければならない。

(2) If the bank disappearing in a merger referred to in the preceding paragraph issues public notice pursuant to the provisions of the following Article regarding the relevant information of which is required to be given notice, in lieu of giving the notice pursuant to the provisions of Article 23, paragraph (1) of the Act on Merger and Conversion, the bank must also issue public notice of the purchase account.

３　振替新株予約権の新株予約権者は、その有する振替新株予約権について新株予約権買取請求をしようとするときは、当該振替新株予約権について買取口座を振替先口座（第百六十八条第三項第四号に規定する振替先口座をいう。以下この条において同じ。）とする振替の申請をしなければならない。

(3) If holders of book-entry transfer share options seek to exercise the appraisal rights on share options for their book-entry transfer share options, they must file an application for a book-entry transfer of the book-entry transfer share options that use the purchase account as the transferee account (meaning the transferee account prescribed in Article 168, paragraph (3), item (iv); the same applies in this Article).

４　第一項の消滅銀行は、前項の申請をした振替新株予約権の新株予約権者による新株予約権買取請求の撤回を承諾したときは、遅滞なく、買取口座に記載され、又は記録された振替新株予約権（当該撤回に係る新株予約権買取請求に係るものに限る。）について当該新株予約権者の口座を振替先口座とする振替の申請をしなければならない。

(4) If the bank disappearing in a merger referred to in paragraph (1) approves the withdrawal of the exercise of appraisal rights on share options by a holder of book-entry transfer share options that has filed an application referred to in the preceding paragraph, the bank must file an application for a book-entry transfer of the book-entry transfer share options that have been entered or recorded in a purchase account (limited to those subject to the exercise of appraisal rights on share options that are withdrawn), which use the account of the share option holder as the transferee account, without delay.

５　第一項の消滅銀行は、買取口座に記載され、又は記録された振替新株予約権については、第三項の申請をした振替新株予約権の新株予約権者の口座以外の口座を振替先口座とする振替の申請をすることができない。

(5) The bank disappearing in a merger referred to in paragraph (1) may not file an application for a book-entry transfer involving book-entry transfer share options that have been entered or recorded in a purchase account if the transferee account is other than that of the holder of the book-entry transfer share options that has filed an application referred to in paragraph (3).

6　第三項の申請をする振替新株予約権の新株予約権者以外の加入者は、買取口座を振替先口座とする振替の申請をすることができない。

(6) A participant other than the holder of book-entry transfer share options that files an application referred to in paragraph (3) may not apply for a book-entry transfer that use the purchase account as the transferee account.

7　振替新株予約権の発行者である消滅銀行に係る第百七十七条及び第百八十六条の規定の適用については、第百七十七条中「第百八十三条第一項に規定する買取口座」とあるのは「第百八十三条第一項に規定する買取口座及び第二百六十条買取口座（第二百六十条第一項に規定する買取口座をいう。第百八十六条第二項において同じ。）」と、第百八十六条第二項第一号中「及び買取口座」とあるのは「並びに買取口座及び第二百六十条買取口座」と、同項第三号中「買取口座に」とあるのは「買取口座又は第二百六十条買取口座に」と、「第百八十三条第四項」とあるのは「第百八十三条第四項又は第二百六十条第三項」と、「当該買取口座」とあるのは「当該買取口座又は当該第二百六十条買取口座」とする。

(7) In applying the provisions of Article 177 and Article 186 to a bank disappearing in a merger that is an issuer of book-entry transfer share options, the phrase "purchase account prescribed in Article 183, paragraph (1)" in Article 177 is deemed to be replaced with "purchase account prescribed in Article 183, paragraph (1) and the purchase account of Article 260 (meaning the purchase account prescribed in Article 260, paragraph (1); the same applies in Article 186, paragraph (2))"; the phrase "and a purchase account" in Article 186, paragraph (2), item (i) is deemed to be replaced with ", a purchase account and the Article 260 purchase account"; and in Article 186, paragraph (2), item (iii), the phrase "in a purchase account" is deemed to be replaced with "in a purchase account or the purchase account of Article 260", the phrase "Article 183, paragraph (4)" is deemed to be replaced with "Article 183, paragraph (4) or Article 260, paragraph (3)," and the phrase "the purchase account" is deemed to be replaced with "the purchase account or the purchase account of Article 260".

（金融機関の合併における株主等に対する公告）

(Public Notice to Shareholders during a Merger of Financial Institutions)

第二百六十一条　合併転換法第二十三条第一項（合併転換法第三十一条において準用する場合を含む。）の規定にかかわらず、消滅銀行又は吸収合併存続銀行は、当該規定による通知に代えて、当該通知をすべき事項を公告しなければならない。

Article 261 Notwithstanding the provisions of Article 23, paragraph (1) of the Act on Merger and Conversion (including as applied mutatis mutandis pursuant to Article 31 of that Act), in lieu of giving the notice pursuant to the provisions,

the bank disappearing in a merger or the bank surviving an absorption-type merger must issue public notice of the information which is required to be given notice.

（金融機関の転換に関する記載又は記録手続）

(Making Entries or Records for the Conversion of a Financial Institution)

第二百六十二条　第百三十八条第一項から第五項までの規定は、合併転換法第四条第三号の規定により転換（合併転換法第二条第七項に規定する転換をいう。以下この条において同じ。）をする協同組織金融機関（合併転換法第二条第三項に規定する協同組織金融機関をいう。以下この条において同じ。）の優先出資が振替優先出資である場合において、転換後銀行（合併転換法第五十九条第一項第一号に規定する転換後銀行をいう。次項において同じ。）が転換をする協同組織金融機関の優先出資者に対して転換に際して振替株式を交付しようとするときについて準用する。この場合において、次の表の上欄に掲げる規定中同表中欄に掲げる字句は、それぞれ同表下欄に掲げる字句と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

Article 262 (1) The provisions of Article 138, paragraphs (1) through (5) apply mutatis mutandis if preferred equity investment by the cooperative financial institution undergoing a conversion (meaning a conversion as defined in Article 2, paragraph (7) of the Act on Merger and Conversion; hereinafter the same applies in this Article) pursuant to the provisions of Article 4, item (iii) of the Act on Merger and Conversion is book-entry transfer preferred equity investment and the converted bank (meaning a converted bank prescribed in Article 59, paragraph (1), item (i) of the Act on Merger and Conversion Act; the same applies in the following paragraph) seeks to deliver book-entry transfer shares to preferred equity investors in the cooperative financial institution undergoing the conversion at the time of the conversion. In such a case, the terms set forth in the middle column of the following table in the provisions set forth in the left-hand column of that table are deemed to be replaced with the terms set forth in the right-hand column of that table, and Cabinet Order provides for any other necessary technical replacement of terms.

■表■　第二百六十二条第一項

２　第百六十条第一項の規定は、前項の規定により振替株式を交付しようとする場合において、転換後銀行が転換をする協同組織金融機関の会員等に対して転換に際して振替株式を交付しようとするときについて準用する。この場合において、同条第一項中「合併等効力発生日」とあるのは、「効力発生日（金融機関の合併及び転換に関する法律第五十六条第一項第九号に規定する効力発生日をいう。）」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

(2) The provisions of Article 160, paragraph (1) apply mutatis mutandis if there is a plan to deliver book-entry transfer shares pursuant to the provisions of the preceding paragraph and the converted bank seeks to deliver book-entry transfer shares to the members, etc. of the cooperative financial institution undergoing the conversion at the time of conversion. In such a case, the phrase "effective date of

merger or date of incorporation" in paragraph (1) of that Article is deemed to be replaced with "effective date (meaning the effective date as prescribed in Article 56, paragraph (1), item (ix) of the Act on Financial Institutions' Merger and Conversion)"; and Cabinet Order provides for any other necessary technical replacement of terms.

3　第百三十八条第一項から第五項までの規定は、合併転換法第四条第二号の規定により転換をする普通銀行（合併転換法第二条第一項に規定する普通銀行をいう。以下この条において同じ。）の株式が振替株式である場合において、転換後信用金庫（合併転換法第五十六条第一項第一号に規定する転換後信用金庫をいう。次項において同じ。）が転換をする普通銀行の株主に対して転換に際して振替優先出資を交付しようとするときについて準用する。この場合において、次の表の上欄に掲げる規定中同表中欄に掲げる字句は、それぞれ同表下欄に掲げる字句と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

(3) The provisions of Article 138, paragraphs (1) through (5) apply mutatis mutandis if the shares in an ordinary commercial bank (meaning an ordinary commercial bank as defined in Article 2, paragraph (1) of the Act on Merger and Conversion; hereinafter the same applies in this Article) undergoing a conversion pursuant to the provisions of Article 4, item (ii) of the Act on Merger and Conversion are book-entry transfer shares and the converted Shinkin Bank (meaning a converted Shinkin Bank prescribed in Article 56, paragraph (1), item (i) of the Act on Merger and Conversion; the same applies in the following paragraph) seeks to deliver book-entry transfer preferred equity investment to the shareholders of the ordinary bank undergoing the conversion at the time of the conversion. In such a case, the terms set forth in the middle column of the following table in the provisions set forth in the left-hand column of that table are deemed to be replaced with the terms set forth in the right-hand column of that table, and Cabinet Order provides for any other necessary technical replacement of terms.

■表■　第二百六十二条第三項

4　第百六十条第三項の規定は、前項の規定により振替優先出資を交付しようとする場合において、転換後信用金庫が転換をする普通銀行の株主に対して転換に際して振替優先出資以外の出資等を交付しようとするとき、又は転換後信用金庫が転換をする普通銀行のある種類の株式の株主に対して転換に際して出資等の割当てをしないこととするときについて準用する。この場合において、同条第三項中「合併等効力発生日」とあるのは、「効力発生日（金融機関の合併及び転換に関する法律第五十六条第一項第九号に規定する効力発生日をいう。）」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

(4) The provisions of Article 160, paragraph (3) apply mutatis mutandis if there is a plan to deliver book-entry transfer preferred equity investment pursuant to the provisions of the preceding paragraph and the converted Shinkin Bank seeks to deliver equity investment, etc. other than book-entry transfer preferred equity investment to the shareholders of the ordinary commercial bank undergoing the

conversion at the time of the conversion, or the converted Shinkin Bank decides not to allot equity investment, etc. to a certain class of shareholders in the ordinary bank undergoing the conversion at the time of the conversion. In such a case, the phrase "effective date of merger or date of incorporation" in paragraph (3) of that Article is deemed to be replaced with "effective date (meaning the effective date as prescribed in Article 56, paragraph (1), item (ix) of the Act on Financial Institutions' Merger and Conversion)"; and Cabinet Order provides for any other necessary technical replacement of terms.

第二節　保険業法による組織変更等に係る振替

Section 2 Book-Entry Transfer for Entity Conversions under the Insurance Business Act

（保険会社の合併に関する記載又は記録手続）

(Making Entries or Records for a Merger of Insurance Companies)

第二百六十三条　第百三十八条第一項から第五項までの規定は、新設合併消滅株式会社（保険業法第百六十三条第一項第一号に規定する新設合併消滅株式会社をいう。以下この節において同じ。）の株式が振替株式である場合において、新設合併設立株式会社（同法第百六十五条第一項第二号に規定する新設合併設立株式会社をいう。以下この節において同じ。）が新設合併消滅株式会社の株主に対して新設合併（同法第百六十一条に規定する新設合併をいう。以下この節において同じ。）に際して振替株式を交付しようとするときについて準用する。この場合において、第百三十八条第一項及び第三項中「合併等効力発生日」とあるのは、「新設合併設立株式会社（保険業法第百六十五条第一項第二号に規定する新設合併設立株式会社をいう。）の成立の日」と読み替えるものとする。

Article 263 The provisions of Article 138, paragraphs (1) through (5) apply mutatis mutandis if shares in a stock company disappearing in a consolidation-type merger (meaning a stock company disappearing in a consolidation-type merger prescribed in Article 163, paragraph (1), item (i) of that Act; hereinafter the same applies in this Section) are book-entry transfer shares and a stock company incorporated in a consolidation-type merger (meaning a stock company incorporated in a consolidation-type merger prescribed in Article 165, paragraph (1), item (ii) of the Insurance Business Act; hereinafter the same applies in this Section) seeks to deliver book-entry transfer shares to the shareholders of the stock company disappearing in a consolidation-type merger at the time of the consolidation-type merger (meaning a consolidation-type merger prescribed in Article 161 of that Act; hereinafter the same applies in this Section). In such a case, the phrase "effective date of merger or date of incorporation" in Article 138, paragraphs (1) and (3) is deemed to be replaced with "incorporation date of the stock company incorporated in the consolidation-type merger (meaning a stock company incorporated in a consolidation-type merger as prescribed in Article 165, paragraph (1), item (ii) of the Insurance Business Act)".

第二百六十四条　第百六十条第一項の規定は、新設合併消滅株式会社の株式が振替株式でない場合において、新設合併設立株式会社が新設合併消滅株式会社の株主に対して新設合併に際して振替株式を交付しようとするときについて準用する。この場合において、同項中「合併等効力発生日」とあるのは、「新設合併設立株式会社（保険業法第百六十五条第一項第二号に規定する新設合併設立株式会社をいう。）の成立の日」と読み替えるものとする。

Article 264 (1) The provisions of Article 160, paragraph (1) apply mutatis mutandis if shares in a stock company disappearing in a consolidation-type merger are not book-entry transfer shares and a stock company incorporated in a consolidation-type merger seeks to deliver book-entry transfer shares to the shareholders of a stock company disappearing in a consolidation-type merger at the time of the consolidation-type merger. In such a case, the phrase "effective date of merger or date of incorporation" in that paragraph is deemed to be replaced with "incorporation date of the stock company incorporated in the consolidation-type merger (meaning a stock company incorporated in a consolidation-type merger prescribed in Article 165, paragraph (1), item (ii) of the Insurance Business Act)".

２　第百六十条第一項の規定は吸収合併存続株式会社（保険業法第百六十四条第一項第一号に規定する吸収合併存続株式会社をいう。以下この節において同じ。）又は新設合併設立株式会社が吸収合併消滅相互会社（同法第百六十条第一号に規定する吸収合併消滅相互会社をいう。以下この節において同じ。）又は新設合併消滅相互会社（同法第百六十一条第一号に規定する新設合併消滅相互会社をいう。）の社員に対して吸収合併（同法第百六十条に規定する吸収合併をいう。以下この節において同じ。）又は新設合併に際して振替株式を交付しようとする場合について、第百六十条第二項の規定は吸収合併存続株式会社が吸収合併消滅相互会社の社員に対して吸収合併に際して振替株式を移転しようとする場合について、それぞれ準用する。この場合において、同条第一項中「合併等効力発生日」とあるのは「吸収合併（保険業法第百六十条に規定する吸収合併をいう。次項において同じ。）がその効力を生ずる日又は新設合併設立株式会社（同法第百六十五条第一項第二号に規定する新設合併設立株式会社をいう。）の成立の日」と、同条第二項中「合併等効力発生日」とあるのは「吸収合併がその効力を生ずる日」と読み替えるものとする。

(2) The provisions of Article 160, paragraph (1) apply mutatis mutandis if a stock company surviving an absorption-type merger (meaning a stock company surviving an absorption-type merger prescribed in Article 164, paragraph (1), item (i) of the Insurance Business Act; hereinafter the same applies in this Section) seeks to deliver book-entry transfer shares to the members of a mutual company disappearing in an absorption-type merger (meaning a mutual company disappearing in an absorption-type merger prescribed in Article 160, item (i) of that Act; hereinafter the same applies in this Section) at the time of the absorption-type merger (meaning an absorption-type merger prescribed in Article 160 of that Act) or the stock company incorporated in the consolidation-type merger seeks to deliver book-entry transfer shares to the members of a mutual company

disappearing in a consolidation-type merger (meaning a mutual company disappearing in a consolidation-type merger prescribed in Article 161, item (i) of that Act) at the time of the consolidation-type merger; and the provisions of Article 160, paragraph (2) apply mutatis mutandis if a stock company surviving an absorption-type merger seeks to transfer book-entry transfer shares to the members of the mutual company disappearing in an absorption-type merger. In such a case, the phrase "effective date of merger or date of incorporation" in paragraph (1) of that Article is deemed to be replaced with "effective date of the absorption-type merger (meaning an absorption-type merger as prescribed in Article 160 of the Insurance Business Act; the same applies in the following paragraph) or the incorporation date of the stock company incorporated in the consolidation-type merger (meaning a stock company incorporated in a consolidation-type merger prescribed in Article 165, paragraph (1), item (ii) of that Act)" and the phrase "effective date of merger or date of incorporation" in paragraph (2) of that Article is deemed to be replaced with "day on which the absorption-type merger takes effect".

３　第百八十九条第一項の規定は、新設合併設立株式会社が新設合併に際して振替新株予約権を交付しようとする場合について準用する。この場合において、同項中「合併等効力発生日」とあるのは、「新設合併設立株式会社（保険業法第百六十五条第一項第二号に規定する新設合併設立株式会社をいう。）の成立の日」と読み替えるものとする。

(3) The provisions of Article 189, paragraph (1) apply mutatis mutandis if a stock company incorporated in a consolidation-type merger seeks to deliver book-entry transfer share options at the time of the consolidation-type merger. In such a case, the phrase "effective date of merger or date of incorporation" in that paragraph is deemed to be replaced with "incorporation date of the stock company incorporated in the consolidation-type merger (meaning a stock company incorporated in a consolidation-type merger as prescribed in Article 165, paragraph (1), item (ii) of the Insurance Business Act)".

４　第二百二十三条第一項の規定は、新設合併設立株式会社が新設合併に際して振替新株予約権付社債を交付しようとする場合について準用する。この場合において、同項中「合併等効力発生日」とあるのは、「新設合併設立株式会社（保険業法第百六十五条第一項第二号に規定する新設合併設立株式会社をいう。）の成立の日」と読み替えるものとする。

(4) The provisions of Article 223, paragraph (1) apply mutatis mutandis if a stock company incorporated in a consolidation-type merger seeks to deliver book-entry transfer bonds with share options at the time of the consolidation-type merger. In such a case, the phrase "effective date of merger or date of incorporation" in that paragraph is deemed to be replaced with "incorporation date of the stock company incorporated in the consolidation-type merger (meaning a stock company incorporated in a consolidation-type merger prescribed in Article 165, paragraph (1), item (ii) of the Insurance Business Act)".

第二百六十五条　第百六十条第三項の規定は、新設合併消滅株式会社の株式が振替株式である場合において、新設合併設立株式会社が新設合併消滅株式会社の株主に対して新設合併に際して振替株式でない株式を交付しようとするとき、又は新設合併設立株式会社が新設合併消滅株式会社のある種類の株式の株主に対して新設合併に際して新設合併設立株式会社の株式の割当てをしないこととするときについて準用する。この場合において、同項中「合併等効力発生日」とあるのは、「新設合併設立株式会社（保険業法第百六十五条第一項第二号に規定する新設合併設立株式会社をいう。）の成立の日」と読み替えるものとする。

Article 265 (1) The provisions of Article 160, paragraph (3) apply mutatis mutandis if shares in a stock company disappearing in a consolidation-type merger are book-entry transfer shares and a stock company incorporated in a consolidation-type merger seeks to deliver shares other than book-entry transfer shares to the shareholders of a stock company disappearing in a consolidation-type merger at the time of the consolidation-type merger or a stock company incorporated in a consolidation-type merger decides not to allot shares to a certain class of shareholders in the stock company disappearing in a consolidation-type merger at the time of the consolidation-type merger. In such a case, the phrase "effective date of merger or date of incorporation" in that paragraph is deemed to be replaced with "incorporation date of the stock company incorporated in the consolidation-type merger (meaning a stock company incorporated in a consolidation-type merger as prescribed in Article 165, paragraph (1), item (ii) of the Insurance Business Act)".

２　第百六十条第三項の規定は、吸収合併消滅株式会社（保険業法第百六十二条第一号に規定する吸収合併消滅株式会社をいう。以下この項において同じ。）又は新設合併消滅株式会社の株式が振替株式である場合において、吸収合併存続相互会社（同法第百六十条第一号に規定する吸収合併存続相互会社をいう。）又は新設合併設立相互会社（同法第百六十一条第二号に規定する新設合併設立相互会社をいう。）が吸収合併消滅株式会社又は新設合併消滅株式会社の株主に対して吸収合併又は新設合併に際して補償をしようとするときについて準用する。この場合において、同項中「合併等効力発生日」とあるのは、「吸収合併（保険業法第百六十条に規定する吸収合併をいう。）がその効力を生ずる日又は新設合併設立相互会社（同法第百六十一条第二号に規定する新設合併設立相互会社をいう。）の成立の日」と読み替えるものとする。

(2) The provisions of Article 160, paragraph (3) apply mutatis mutandis if shares in the stock company disappearing in an absorption-type merger (meaning a stock company disappearing in an absorption-type merger prescribed in Article 162, item (i) of the Insurance Business Act; hereinafter the same applies in this paragraph) or a stock company disappearing in a consolidation-type merger are book-entry transfer shares and a mutual company surviving an absorption-type merger (meaning a mutual company surviving an absorption-type merger prescribed in Article 160, item (i) of the Insurance Business Act) seeks to compensate the shareholders of the stock company disappearing in the absorption-type merger at

the time of the absorption-type merger or a mutual company incorporated in a consolidation-type merger (meaning a mutual company incorporated in a consolidation-type merger prescribed in Article 161, item (ii) of that Act) seeks to compensate the shareholders of a stock company disappearing in a consolidation-type merger at the time of the consolidation-type merger. In such a case, the phrase "effective date of merger or date of incorporation" in that paragraph is deemed to be replaced with "effective date of the absorption-type merger (meaning an absorption-type merger prescribed in Article 160 of the Insurance Business Act) or the incorporation date of the mutual company incorporated in the consolidation-type merger (meaning a mutual company incorporated in a consolidation-type merger prescribed in Article 161, item (ii) of that Act)".

３　第百八十九条第三項の規定は、振替新株予約権を発行する保険業を営む株式会社が新設合併をしようとする場合について準用する。この場合において、同項中「会社の」とあるのは、「株式会社又は相互会社の」と読み替えるものとする。

(3) The provisions of Article 189, paragraph (3) apply mutatis mutandis if a stock company conducting insurance business and issuing book-entry transfer share options seeks to implement a consolidation-type merger. In such a case, the phrase "of the company" in that paragraph is deemed to be replaced with "of the stock company or mutual company".

４　第二百二十三条第三項の規定は、振替新株予約権付社債を発行する保険業を営む株式会社が新設合併をしようとする場合について準用する。この場合において、同項中「会社の」とあるのは、「株式会社又は相互会社の」と読み替えるものとする。

(4) The provisions of Article 223, paragraph (3) apply mutatis mutandis if a stock company conducting insurance business and issuing book-entry transfer bonds with share options seeks to implement a consolidation-type merger. In such a case, the phrase "of the company" in that paragraph is deemed to be replaced with "of the stock company or mutual company".

（保険会社の合併における株式買取請求に関する保険業法の特例等）

(Special Provisions of the Insurance Business Act on the Exercise of Appraisal Rights on Shares during a Merger of Insurance Companies)

第二百六十六条　消滅株式会社（保険業法第百六十五条の二第一項に規定する消滅株式会社をいう。以下この条から第二百六十八条までにおいて同じ。）又は吸収合併存続株式会社は、振替株式の発行者である場合には、振替機関等に対し、株式買取請求（同法第百六十五条の五第一項又は同法第百六十五条の十二において準用する会社法第七百九十七条第一項の規定による請求をいう。以下この条において同じ。）に係る振替株式の振替を行うための口座（以下この条において「買取口座」という。）の開設の申出をしなければならない。ただし、当該消滅株式会社若しくは吸収合併存続株式会社が開設の申出をした買取口座があるとき、又は当該合併に係る株式買取請求をすることができる振替株式の株主が存しないときは、この限りでない。

Article 266 (1) If an extinguished stock company (meaning an extinguished stock company prescribed in Article 165-2, paragraph (1) of the Insurance Business Act;

hereinafter the same applies in this Article through Article 268) or a stock company surviving an absorption-type merger is an issuer of book-entry transfer shares, the company must request a book-entry transfer institution or account management institution to open an account in which book entries are to be made for the book-entry transfer shares subject to the exercise of appraisal rights on shares (meaning the exercise of appraisal rights on shares pursuant to the provisions of Article 165-5, paragraph (1) of the Insurance Business Act or Article 797, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 165-12 of the Insurance Business Act; hereinafter the same applies in this Article) (hereinafter the account is referred to as a "purchase account" in this Article); provided, however, that this does not apply if the extinguished stock company or stock company surviving an absorption-type merger has already requested for a purchase account to be opened or there is no holder of book-entry transfer shares that is entitled to exercise appraisal rights on shares in relation to the merger.

２　前項の消滅株式会社又は吸収合併存続株式会社は、第二百六十八条の規定により、保険業法第百六十五条の四第一項（同法第百六十五条の十二において準用する場合を含む。）の規定による通知に代えて当該通知をすべき事項を公告する場合には、併せて、買取口座を公告しなければならない。

(2) If the extinguished stock company or stock company surviving an absorption-type merger referred to in the preceding paragraph issues public notice pursuant to the provisions of Article 268 regarding the relevant information of which is required to be given notice, in lieu of giving the notice pursuant to the provisions of Article 165-4, paragraph (1) of the Insurance Business Act (including as applied mutatis mutandis pursuant to Article 165-12 of that Act), the stock company must also issue public notice of the purchase account.

３　振替株式の株主は、その有する振替株式について株式買取請求をしようとするときは、当該振替株式について買取口座を振替先口座（第百三十二条第三項第四号に規定する振替先口座をいう。以下この条において同じ。）とする振替の申請をしなければならない。

(3) If holders of book-entry transfer shares seek to exercise the appraisal rights on shares for their book-entry transfer shares, they must file an application for a book-entry transfer of the book-entry transfer shares that use the purchase account as the transferee account (meaning the transferee account prescribed in Article 132, paragraph (3), item (iv); the same applies in this Article).

４　第一項の吸収合併存続株式会社は、吸収合併がその効力を生ずる日までは、買取口座に記載され、又は記録された振替株式（当該吸収合併に係る株式買取請求に係るものに限る。）について当該吸収合併存続株式会社の口座を振替先口座とする振替の申請をすることができない。

(4) Until the day on which an absorption-type merger takes effect, the stock company surviving an absorption-type merger referred to in paragraph (1) may not

file an application for a book-entry transfer involving book-entry transfer shares that have been entered or recorded in a purchase account (limited to those subject to the exercise of appraisal rights on shares in relation to the absorption-type merger), which use the account of the stock company surviving an absorption-type merger as the transferee account.

５　第一項の消滅株式会社又は吸収合併存続株式会社は、第三項の申請をした振替株式の株主による株式買取請求の撤回を承諾したときは、遅滞なく、買取口座に記載され、又は記録された振替株式（当該撤回に係る株式買取請求に係るものに限る。）について当該株主の口座を振替先口座とする振替の申請をしなければならない。

(5) If the extinguished stock company or stock company surviving an absorption-type merger referred to in paragraph (1) approves the withdrawal of the exercise of appraisal rights on shares by a holder of book-entry transfer shares that has filed an application referred to in paragraph (3), the stock company must file an application for a book-entry transfer of the book-entry transfer shares that have been entered or recorded in a purchase account (limited to those subject to the exercise of appraisal rights on shares that are withdrawn), which use the account of the shareholder as the transferee account, without delay.

６　第一項の消滅株式会社又は吸収合併存続株式会社は、買取口座に記載され、又は記録された振替株式については、それぞれ第三項の申請をした振替株式の株主又は当該吸収合併存続株式会社若しくは同項の申請をした振替株式の株主の口座以外の口座を振替先口座とする振替の申請をすることができない。

(6) The extinguished stock company or stock company surviving an absorption-type merger referred to in paragraph (1) may not file an application for a book-entry transfer involving book-entry transfer shares that have been entered or recorded in a purchase account if the transferee account is other than that of the holder of the book-entry transfer shares, that of the stock company surviving an absorption-type merger, or that of the holder of the book-entry transfer shares, which has filed an application referred to in paragraph (3).

７　第三項の申請をする振替株式の株主以外の加入者は、買取口座を振替先口座とする振替の申請をすることができない。

(7) A participant other than the holder of book-entry transfer shares that files an application referred to in paragraph (3) may not apply for a book-entry transfer that use the purchase account as the transferee account.

８　振替株式の発行者である消滅株式会社又は吸収合併存続株式会社に係る第百四十三条、第百五十一条及び第百五十四条の規定の適用については、第百四十三条中「第百五十五条第一項に規定する買取口座」とあるのは「第百五十五条第一項に規定する買取口座及び第二百六十六条買取口座（第二百六十六条第一項に規定する買取口座をいう。第百五十一条第二項及び第百五十四条第三項第四号において同じ。）」と、第百五十一条第二項第一号中「及び第百五十五条第一項に規定する買取口座」とあるのは「並びに第百五十五条第一項に規定する買取口座及び第二百六十六条買取口座」と、同項第三号中「第百五十五条第一項に規定する買取口座」とあるのは「第百五十五条第一項に規定

する買取口座又は第二百六十六条買取口座」と、「同条第三項」とあるのは「第百五十五条第三項又は第二百六十六条第三項」と、「当該買取口座」とあるのは「当該買取口座又は当該第二百六十六条買取口座」と、第百五十四条第三項第四号中「次条第三項」とあるのは「次条第三項又は第二百六十六条第三項」と、「同条第一項に規定する買取口座」とあるのは「次条第一項に規定する買取口座又は第二百六十六条買取口座」とする。

(8) In applying the provisions of Article 143, Article 151, and Article 154 to an extinguished stock company or stock company surviving an absorption-type merger that is an issuer of book-entry transfer shares, the phrase "purchase account prescribed in Article 155, paragraph (1)" in Article 143 is deemed to be replaced with "purchase account prescribed in Article 155, paragraph (1) and the Article 266 purchase account (meaning the purchase account prescribed in Article 266, paragraph (1); the same applies in Article 151, paragraph (2) and Article 154, paragraph (3), item (iv))"; the phrase "and a purchase account prescribed in Article 155, paragraph (1)" in Article 151, paragraph (2), item (i) is deemed to be replaced with ", a purchase account prescribed in Article 155, paragraph (1), and the Article 36266 purchase account"; in Article 155, paragraph (2), item (iii), the phrase "purchase account prescribed in Article 155, paragraph (1)" is deemed to be replaced with "purchase account prescribed in Article 155, paragraph (1) or the Article 266 purchase account," the phrase "paragraph (3) of that Article" is deemed to be replaced with "Article 155, paragraph (3) or Article 266, paragraph (3)," and the phrase "the purchase account" is deemed to be replaced with "the purchase account or the purchase account of Article 266"; and in Article 154, paragraph (3), item (iv), the phrase "paragraph (3) of the following Article" is deemed to be replaced with "paragraph (3) of the following Article or Article 266, paragraph (3)," and the phrase "purchase account prescribed in paragraph (1) of that Article" is deemed to be replaced with "purchase account prescribed in paragraph (1) of the following Article or the purchase account of Article 266".

（保険会社の合併における新株予約権買取請求に関する保険業法の特例等）

(Special Provisions of the Insurance Business Act on the Exercise of Appraisal Rights on Share Options during a Merger of Insurance Companies)

第二百六十七条　消滅株式会社は、振替新株予約権の発行者である場合には、振替機関等に対し、新株予約権買取請求（保険業法第百六十五条の六第一項の規定による請求をいう。以下この条において同じ。）に係る振替新株予約権の振替を行うための口座（以下この条において「買取口座」という。）の開設の申出をしなければならない。ただし、当該消滅株式会社が開設の申出をした買取口座があるとき、又は当該合併に係る新株予約権買取請求をすることができる振替新株予約権の新株予約権者が存しないときは、この限りでない。

Article 267 (1) If an extinguished stock company is an issuer of book-entry transfer share options, it must request a book-entry transfer institution or account management institution to open an account in which book entries are to be made

for the book-entry transfer share options subject to the exercise of appraisal rights on share options (meaning the exercise of appraisal rights on share options pursuant to the provisions of Article 165-6, paragraph (1) of the Insurance Business Act; hereinafter the same applies in this Article) (hereinafter the account is referred to as a "purchase account" in this Article); provided, however, that this does not apply if the extinguished stock company has already requested for a purchase account to be opened or there is no holder of book-entry transfer share options that is entitled to exercise appraisal rights on share options in relation to the merger.

２　前項の消滅株式会社は、次条の規定により、保険業法第百六十五条の四第一項（同法第百六十五条の十二において準用する場合を含む。）の規定による通知に代えて当該通知をすべき事項を公告する場合には、併せて、買取口座を公告しなければならない。

(2) If the extinguished stock company referred to in the preceding paragraph issues public notice pursuant to the provisions of the following Article regarding the relevant information which is required to be given notice, in lieu of giving the notice pursuant to the provisions of Article 165-4, paragraph (1) of the Insurance Business Act (including as applied mutatis mutandis pursuant to Article 165-12 of that Act), the stock company must also issue public notice of the purchase account.

３　振替新株予約権の新株予約権者は、その有する振替新株予約権について新株予約権買取請求をしようとするときは、当該振替新株予約権について買取口座を振替先口座（第百六十八条第三項第四号に規定する振替先口座をいう。以下この条において同じ。）とする振替の申請をしなければならない。

(3) If holders of book-entry transfer share options seek to exercise the appraisal rights on share options for their book-entry transfer share options, they must apply for a book-entry transfer of the book-entry transfer share options that use the purchase account as the transferee account (meaning the transferee account prescribed in Article 168, paragraph (3), item (iv); the same applies in this Article).

４　第一項の消滅株式会社は、前項の申請をした振替新株予約権の新株予約権者による新株予約権買取請求の撤回を承諾したときは、遅滞なく、買取口座に記載され、又は記録された振替新株予約権（当該撤回に係る新株予約権買取請求に係るものに限る。）について当該新株予約権者の口座を振替先口座とする振替の申請をしなければならない。

(4) If the extinguished stock company referred to in paragraph (1) approves the withdrawal of the exercise of appraisal rights on share options by a holder of book-entry transfer share options that has filed an application referred to in the preceding paragraph, the stock company must file an application for a book-entry transfer of the book-entry transfer share options that have been entered or recorded in a purchase account (limited to those subject to the exercise of appraisal rights on share options that are withdrawn), which use the account of the share option holder as the transferee account, without delay.

５　第一項の消滅株式会社は、買取口座に記載され、又は記録された振替新株予約権については、第三項の申請をした振替新株予約権の新株予約権者の口座以外の口座を振替先口座とする振替の申請をすることができない。

(5) The extinguished stock company referred to in paragraph (1) may not file an application for a book-entry transfer involving book-entry transfer share options that have been entered or recorded in a purchase account, if the transferee account is other than that of the holder of the book-entry transfer share options that has filed an application referred to in paragraph (3).

６　第三項の申請をする振替新株予約権の新株予約権者以外の加入者は、買取口座を振替先口座とする振替の申請をすることができない。

(6) A participant other than the holder of book-entry transfer share options that files an application referred to in paragraph (3) may not file an application for a book-entry transfer that use the purchase account as the transferee account.

７　振替新株予約権の発行者である消滅株式会社に係る第百七十七条及び第百八十六条の規定の適用については、第百七十七条中「第百八十三条第一項に規定する買取口座」とあるのは「第百八十三条第一項に規定する買取口座及び第二百六十七条買取口座（第二百六十七条第一項に規定する買取口座をいう。第百八十六条第二項において同じ。）」と、第百八十六条第二項第一号中「及び買取口座」とあるのは「並びに買取口座及び第二百六十七条買取口座」と、同項第三号中「買取口座に」とあるのは「買取口座又は第二百六十七条買取口座に」と、「第百八十三条第四項」とあるのは「第百八十三条第四項又は第二百六十七条第三項」と、「当該買取口座」とあるのは「当該買取口座又は当該第二百六十七条買取口座」とする。

(7) In applying the provisions of Article 177 and Article 186 to an extinguished stock company that is an issuer of book-entry transfer share options, the phrase "purchase account prescribed in Article 183, paragraph (1)" in Article 177 is deemed to be replaced with "purchase account prescribed in Article 183, paragraph (1) and the purchase account of Article 267 (meaning the purchase account prescribed in Article 267, paragraph (1); the same applies in Article 186, paragraph (2));" the phrase "and a purchase account" in Article 186, paragraph (2), item (i) is deemed to be replaced with ", purchase account and the purchase account of Article 267 "; and in Article 186, paragraph (2), item (iii), the phrase "in a purchase account" is deemed to be replaced with "in a purchase account or the purchase account of Article 267", the phrase "Article 183, paragraph (4)" is deemed to be replaced with "Article 183, paragraph (4) or Article 267, paragraph (3)", and the phrase "the purchase account" is deemed to be replaced with "the purchase account or the purchase account of Article 267".

（保険会社の合併における株主等に対する公告）

(Public Notice to Shareholders during a Merger of Insurance Companies)

第二百六十八条　保険業法第百六十五条の四第一項（同法第百六十五条の十二において準用する場合を含む。）の規定にかかわらず、消滅株式会社又は吸収合併存続株式会社は、当該規定による通知に代えて、当該通知をすべき事項を公告しなければならない。

Article 268 Notwithstanding the provisions of Article 165-4, paragraph (1) of the Insurance Business Act (including as applied mutatis mutandis pursuant to Article 165-12 of that Act), in lieu of giving the notice pursuant to the provisions, the extinguished stock company or the stock company surviving the absorption-type merger must issue public notice of the information which is required to be given notice.

（保険会社の組織変更株式交換又は組織変更株式移転に関する記載又は記録手続）

(Making Entries or Records for a Share Exchange or Share Transfer during the Entity Conversion of an Insurance Company)

第二百六十九条　第百六十条第一項の規定は組織変更株式交換完全親会社（保険業法第九十六条の五第二項に規定する組織変更株式交換完全親会社をいう。以下この条において同じ。）又は組織変更株式移転設立完全親会社（同法第九十六条の九第一項第一号に規定する組織変更株式移転設立完全親会社をいう。）が組織変更（同法第八十六条第一項に規定する組織変更をいう。以下この条において同じ。）をする相互会社の社員に対して組織変更株式交換（同法第九十六条の五第一項に規定する組織変更株式交換をいう。以下この条において同じ。）又は組織変更株式移転（同法第九十六条の八第一項に規定する組織変更株式移転をいう。）に際して振替株式を交付しようとする場合について、第百六十条第二項の規定は組織変更株式交換完全親会社が組織変更をする相互会社の社員に対して組織変更株式交換に際して振替株式を移転しようとする場合について、それぞれ準用する。この場合において、同条第一項中「合併等効力発生日」とあるのは「効力発生日（保険業法第八十六条第四項第十二号に規定する効力発生日をいう。次項において同じ。）又は組織変更株式移転設立完全親会社（同法第九十六条の九第一項第一号に規定する組織変更株式移転設立完全親会社をいう。）の成立の日」と、同条第二項中「合併等効力発生日」とあるのは「効力発生日」と読み替えるものとする。

Article 269 The provisions of Article 160, paragraph (1) apply mutatis mutandis if the wholly owning parent company for share exchange on entity conversion (meaning the wholly owning parent company for share exchange on entity conversion prescribed in Article 96-5, paragraph (2) of the Insurance Business Act; hereinafter the same applies in this Article) seeks to deliver book-entry transfer shares to the members of a mutual company undergoing entity conversion (meaning an entity conversion prescribed in Article 86, paragraph (1) of that Act; hereinafter the same applies in this Article) at the time of the share exchange on entity conversion (meaning a share exchange on entity conversion prescribed in Article 96-5, paragraph (1) of that Act; hereinafter the same applies in this Article) or if the wholly owning parent company for share transfer on entity conversion (meaning the wholly owning parent company for share transfer on entity conversion prescribed in Article 96-9, paragraph (1), item (i) of that Act) seeks to deliver book-entry transfer shares to the members of a mutual company undergoing entity conversion at the time of the share transfer on entity conversion (meaning a share transfer on entity conversion prescribed in Article 96-8, paragraph (1) of that Act); and the provisions of Article 160, paragraph (2) apply

mutatis mutandis if the wholly owning parent company for share exchange on entity conversion seeks to transfer book-entry transfer shares to the members of a mutual company undergoing the entity conversion at the time of the share exchange on entity conversion. In such a case, the phrase "effective date of merger or date of incorporation" in paragraph (1) of that Article is deemed to be replaced with "effective date (meaning the effective date prescribed in Article 86, paragraph (4), item (xii) of the Insurance Business Act; the same applies in the following paragraph) or the incorporation date of the wholly owning parent company for share transfer on entity conversion (meaning the wholly owning parent company for share transfer on entity conversion prescribed in Article 96-9, paragraph (1), item (i) of that Act)" and the phrase "effective date of merger or date of incorporation" in paragraph (2) of that Article is deemed to be replaced with "the effective date".

（保険会社の組織変更株式交付に関する保険業法の特例）

(Special Provisions of the Insurance Business Act on the Partial Share Exchange on Entity Conversion of an Insurance Company)

第二百六十九条の二　第八十六条の三の規定は組織変更後株式会社（保険業法第八十六条第四項第一号に規定する組織変更後株式会社をいう。以下この条において同じ。）が組織変更株式交付（同法第九十六条の九の二第一項に規定する組織変更株式交付をいう。以下この条において同じ。）に際して振替社債を交付しようとする場合について、第百六十条の二の規定は組織変更後株式会社が組織変更株式交付に際して振替株式を交付しようとする場合について、第百八十九条の二の規定は組織変更後株式会社が組織変更株式交付に際して振替新株予約権を交付しようとする場合について、第二百二十三条の二の規定は組織変更後株式会社が組織変更株式交付に際して振替新株予約権付社債を交付しようとする場合について、それぞれ準用する。この場合において、次の表の上欄に掲げる規定中同表中欄に掲げる字句は、それぞれ同表下欄に掲げる字句と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

Article 269-2 The provisions of Article 86-3 apply mutatis mutandis if a converted stock company (meaning a converted stock company prescribed in Article 86, paragraph (4), item (i) of the Insurance Business Act; hereinafter the same applies in this Article) seeks to deliver book-entry transfer corporate bonds at the time of a partial share exchange on entity conversion (meaning a partial share exchange on entity conversion prescribed in Article 96-9-2, paragraph (1) of that Act; hereinafter the same applies in this Article); the provisions of Article 160-2 apply mutatis mutandis if a converted stock company seeks to deliver book-entry transfer shares at the time of a partial share exchange on entity conversion; the provisions of 189-2 apply mutatis mutandis if a converted stock company seeks to deliver book-entry transfer share options at the time of a partial share exchange on entity conversion; the provisions of 223-2 apply mutatis mutandis if a converted stock company seeks to deliver book-entry transfer bonds with share options at the time of a partial share exchange on entity conversion. In such a case, the terms set

forth in the middle column of the following table in the provisions set forth in the left-hand column of that table are deemed to be replaced with the terms set forth in the right-hand column of that table, and Cabinet Order provides for any other necessary technical replacement of terms.

■表■　第二百六十九条の二

第三節　金融商品取引法による合併に係る振替

Section 3 Book-Entry Transfer for Mergers under the Financial Instruments and Exchange Act

（金融商品取引所の合併に関する記載又は記録手続）

(Making Entries or Records for a Merger of Financial Instruments Exchanges)

第二百七十条　第百三十八条第一項から第五項までの規定は、新設合併消滅株式会社金融商品取引所（金融商品取引法第百三十九条の二第一項第一号に規定する新設合併消滅株式会社金融商品取引所をいう。以下この節において同じ。）の株式が振替株式である場合において、新設合併設立株式会社金融商品取引所（同法第百三十九条の二第一項第二号に規定する新設合併設立株式会社金融商品取引所をいう。以下この節において同じ。）が新設合併消滅株式会社金融商品取引所の株主に対して新設合併（同法第百三十六条第二項に規定する新設合併をいう。以下この節において同じ。）に際して振替株式を交付しようとするときについて準用する。この場合において、第百三十八条第一項及び第三項中「合併等効力発生日」とあるのは、「新設合併設立株式会社金融商品取引所（金融商品取引法第百三十九条の二第一項第二号に規定する新設合併設立株式会社金融商品取引所をいう。）の成立の日」と読み替えるものとする。

Article 270 The provisions of Article 138, paragraphs (1) through (5) apply mutatis mutandis if shares in an incorporated financial instruments exchange disappearing in a consolidation-type merger (meaning an incorporated financial instruments exchange disappearing in a consolidation-type merger prescribed in Article 139-2, paragraph (1), item (i) of the Financial Instruments and Exchange Act; hereinafter the same applies in this Section) are book-entry transfer shares and an incorporated financial instruments exchange established by a consolidation-type merger (meaning an incorporated financial instruments exchange established by a consolidation-type merger prescribed in Article 139-2, paragraph (1), item (ii) of that Act; hereinafter the same applies in this Section) seeks to deliver book-entry transfer shares to the shareholders of an incorporated financial instruments exchange disappearing in a consolidation-type merger at the time of the consolidation-type merger (meaning a consolidation-type merger prescribed in Article 136, paragraph (2) of that Act; hereinafter the same applies in this Section). In such a case, the phrase "effective date of merger or date of incorporation" in Article 138, paragraphs (1) and (3) is deemed to be replaced with "incorporation date of the incorporated financial instruments exchange established by a consolidation-type merger (meaning an incorporated financial instruments exchange established by a consolidation-type merger prescribed in

Article 139-2, paragraph (1), item (ii) of the Financial Instruments and Exchange Act)".

第二百七十一条　第百六十条第一項の規定は、新設合併消滅株式会社金融商品取引所の株式が振替株式でない場合において、新設合併設立株式会社金融商品取引所が新設合併消滅株式会社金融商品取引所の株主に対して新設合併に際して振替株式を交付しようとするときについて準用する。この場合において、同項中「合併等効力発生日」とあるのは、「新設合併設立株式会社金融商品取引所（金融商品取引法第百三十九条の二第一項第二号に規定する新設合併設立株式会社金融商品取引所をいう。）の成立の日」と読み替えるものとする。

Article 271 (1) The provisions of Article 160, paragraph (1) apply mutatis mutandis if shares in an incorporated financial instruments exchange disappearing in a consolidation-type merger are not book-entry transfer shares and an incorporated financial instruments exchange established by a consolidation-type merger seeks to deliver book-entry transfer shares to the shareholders of an incorporated financial instruments exchange disappearing in a consolidation-type merger at the time of the consolidation-type merger. In such a case, the phrase "effective date of merger or date of incorporation" in that paragraph is deemed to be replaced with "incorporation date of the incorporated financial instruments exchange established by a consolidation-type merger (meaning an incorporated financial instruments exchange established by a consolidation-type merger prescribed in Article 139-2, paragraph (1), item (ii) of the Financial Instruments and Exchange Act)".

２　第百六十条第一項の規定は吸収合併存続株式会社金融商品取引所（金融商品取引法第百三十九条第一号に規定する吸収合併存続株式会社金融商品取引所をいう。以下この節において同じ。）又は新設合併設立株式会社金融商品取引所が吸収合併消滅会員金融商品取引所（同法第百三十七条第一号に規定する吸収合併消滅会員金融商品取引所をいう。以下この節において同じ。）又は新設合併消滅会員金融商品取引所（同法第百三十八条第一号に規定する新設合併消滅会員金融商品取引所をいう。）の会員に対して吸収合併（同法第百三十六条第二項に規定する吸収合併をいう。以下この節において同じ。）又は新設合併に際して振替株式を交付しようとする場合について、第百六十条第二項の規定は吸収合併存続株式会社金融商品取引所が吸収合併消滅会員金融商品取引所の会員に対して吸収合併に際して振替株式を移転しようとする場合について、それぞれ準用する。この場合において、同条第一項中「合併等効力発生日」とあるのは「効力発生日（金融商品取引法第百三十七条第二号に規定する効力発生日をいう。次項において同じ。）又は新設合併設立株式会社金融商品取引所（同法第百三十九条の二第一項第二号に規定する新設合併設立株式会社金融商品取引所をいう。）の成立の日」と、同条第二項中「合併等効力発生日」とあるのは「効力発生日」と読み替えるものとする。

(2) The provisions of Article 160, paragraph (1) apply mutatis mutandis to the case if an incorporated financial instruments exchange surviving an absorption-type merger (meaning an incorporated financial instruments exchange surviving an absorption-type merger prescribed in Article 139, item (i) of the Financial

Instruments and Exchange Act; hereinafter the same applies in this Section) seeks to deliver book-entry transfer shares to the members of a membership-type financial instruments exchange disappearing in the absorption-type merger (meaning a membership-type financial instruments exchange disappearing in a absorption-type merger prescribed in Article 137, item (i) of that Act; hereinafter the same applies in this Section) at the time of the absorption-type merger (meaning an absorption-type merger prescribed in Article 136, paragraph (2) of that Act; hereinafter the same applies in this Section) or if an incorporated financial instruments exchange established by a consolidation-type merger seeks to deliver book-entry transfer shares to the members of a membership-type financial instruments exchanges disappearing in a consolidation-type merger (meaning a membership-type financial instruments exchanges disappearing in a consolidation-type merger prescribed in Article 138, item (i) of that Act) at the time of the consolidation-type merger; and the provisions of Article 160, paragraph (2) apply mutatis mutandis if an incorporated financial instruments exchange surviving an absorption-type merger seeks to transfer book-entry transfer shares to the members of a membership-type financial instruments exchange disappearing in the absorption-type merger at the time of the absorption-type merger. In such a case, the phrase "effective date of merger or date of incorporation" in paragraph (1) of that Article is deemed to be replaced with "effective date (meaning the effective date prescribed in Article 137, item (ii) of the Financial Instruments and Exchange Act; the same applies in the following paragraph) or the incorporation date of the incorporated financial instruments exchange established by a consolidation-type merger (meaning an incorporated financial instruments exchange established by a consolidation-type merger prescribed in Article 139-2, paragraph (1), item (ii) of that Act)" and the phrase "effective date of merger or date of incorporation" in paragraph (2) of that Article is deemed to be replaced with "effective date".

3　第百八十九条第一項の規定は、新設合併設立株式会社金融商品取引所が新設合併に際して振替新株予約権を交付しようとする場合について準用する。この場合において、同項中「合併等効力発生日」とあるのは、「新設合併設立株式会社金融商品取引所（金融商品取引法第百三十九条の二第一項第二号に規定する新設合併設立株式会社金融商品取引所をいう。）の成立の日」と読み替えるものとする。

(3) The provisions of Article 189, paragraph (1) apply mutatis mutandis if an incorporated financial instruments exchange established by a consolidation-type merger seeks to deliver book-entry transfer share options at the time of the consolidation-type merger. In such a case, the phrase "effective date of merger or date of incorporation" in that paragraph is deemed to be replaced with "incorporation date of the incorporated financial instruments exchange established by a consolidation-type merger (meaning an incorporated financial instruments exchange established by a consolidation-type merger prescribed in

Article 139-2, paragraph (1), item (ii) of the Financial Instruments and Exchange Act)".

４　第二百二十三条第一項の規定は、新設合併設立株式会社金融商品取引所が新設合併に際して振替新株予約権付社債を交付しようとする場合について準用する。この場合において、同項中「合併等効力発生日」とあるのは、「新設合併設立株式会社金融商品取引所（金融商品取引法第百三十九条の二第一項第二号に規定する新設合併設立株式会社金融商品取引所をいう。）の成立の日」と読み替えるものとする。

(4) The provisions of Article 223, paragraph (1) apply mutatis mutandis if an incorporated financial instruments exchange established by a consolidation-type merger seeks to deliver book-entry transfer bonds with share options at the time of the consolidation-type merger. In such a case, the phrase "effective date of merger or date of incorporation" in that paragraph is deemed to be replaced with "incorporation date of the incorporated financial instruments exchange established by a consolidation-type merger (meaning an incorporated financial instruments exchange established by a consolidation-type merger prescribed in Article 139-2, paragraph (1), item (ii) of the Financial Instruments and Exchange Act)".

第二百七十二条　第百六十条第三項の規定は、新設合併消滅株式会社金融商品取引所の株式が振替株式である場合において、新設合併設立株式会社金融商品取引所が新設合併消滅株式会社金融商品取引所の株主に対して新設合併に際して振替株式でない株式を交付しようとするとき、又は新設合併設立株式会社金融商品取引所が新設合併消滅株式会社金融商品取引所のある種類の株式の株主に対して新設合併に際して新設合併設立株式会社金融商品取引所の株式の割当てをしないこととするときについて準用する。この場合において、同項中「合併等効力発生日」とあるのは、「新設合併設立株式会社金融商品取引所（金融商品取引法第百三十九条の二第一項第二号に規定する新設合併設立株式会社金融商品取引所をいう。）の成立の日」と読み替えるものとする。

Article 272 (1) The provisions of Article 160, paragraph (3) apply mutatis mutandis if shares in an incorporated financial instruments exchanges disappearing in a consolidation-type merger are book-entry transfer shares and an incorporated financial instruments exchange established by a consolidation-type merger seeks to deliver shares that are not book-entry transfer shares to the shareholders of an incorporated financial instruments exchanges disappearing in a consolidation-type merger at the time of the consolidation-type merger, or an incorporated financial instruments exchange established by a consolidation-type merger decides not to allot shares to a certain class of shareholders in the incorporated financial instruments exchange disappearing in the consolidation-type merger at the time of the consolidation-type merger. In such a case, the phrase "effective date of merger or date of incorporation" in that paragraph is deemed to be replaced with "incorporation date of the incorporated financial instruments exchange established by a consolidation-type merger (meaning an incorporated financial instruments exchange established by a consolidation-type merger

prescribed in Article 139-2, paragraph (1), item (ii) of the Financial Instruments and Exchange Act)".

２　第百八十九条第三項の規定は、振替新株予約権を発行する株式会社金融商品取引所（金融商品取引法第二条第十八項に規定する株式会社金融商品取引所をいう。次項において同じ。）が新設合併をしようとする場合について準用する。この場合において、第百八十九条第三項中「会社の」とあるのは、「株式会社金融商品取引所（金融商品取引法第二条第十八項に規定する株式会社金融商品取引所をいう。）の」と読み替えるものとする。

(2) The provisions of Article 189, paragraph (3) apply mutatis mutandis if an incorporated financial instruments exchange (meaning an incorporated financial instruments exchange as defined in Article 2, paragraph (18) of the Financial Instruments and Exchange Act; the same applies in the following paragraph) that issues book-entry transfer share options seeks to implement a consolidation-type merger. In such a case, the phrase "of the company" in Article 189, paragraph (3) is deemed to be replaced with "of the incorporated financial instruments exchange (meaning an incorporated financial instruments exchange as defined in Article 2, paragraph (18) of the Financial Instruments and Exchange Act)".

３　第二百二十三条第三項の規定は、振替新株予約権付社債を発行する株式会社金融商品取引所が新設合併をしようとする場合について準用する。この場合において、同項中「会社の」とあるのは、「株式会社金融商品取引所（金融商品取引法第二条第十八項に規定する株式会社金融商品取引所をいう。）の」と読み替えるものとする。

(3) The provisions of Article 223, paragraph (3) apply mutatis mutandis if an incorporated financial instruments exchange that issues book-entry transfer bonds with share options seeks to implement a consolidation-type merger. In such a case, the phrase "of the company" in that paragraph is deemed to be replaced with "of the incorporated financial instruments exchange (meaning an incorporated financial instruments exchange as defined in Article 2, paragraph (18) of the Financial Instruments and Exchange Act)".

（金融商品取引所の合併における株式買取請求に関する金融商品取引法の特例等）

(Special Provisions of the Financial Instruments and Exchange Act on Exercise of Appraisal Rights on Shares during a Merger of Financial Instruments Exchanges)

第二百七十三条　吸収合併存続株式会社金融商品取引所又は新設合併消滅株式会社金融商品取引所は、振替株式の発行者である場合には、振替機関等に対し、株式買取請求（金融商品取引法第百三十九条の十一第一項又は第百三十九条の十七第一項の規定による請求をいう。以下この条において同じ。）に係る振替株式の振替を行うための口座（以下この条において「買取口座」という。）の開設の申出をしなければならない。ただし、当該吸収合併存続株式会社金融商品取引所若しくは新設合併消滅株式会社金融商品取引所が開設の申出をした買取口座があるとき、又は当該合併に係る株式買取請求をすることができる振替株式の株主が存しないときは、この限りでない。

Article 273 (1) If an incorporated financial instruments exchange surviving an absorption-type merger or an incorporated financial instruments exchange disappearing in a consolidation-type merger is an issuer of book-entry transfer shares, it must request a book-entry transfer institution or account management institution to open an account in which book entries are to be made for the book-entry transfer shares subject to the exercise of appraisal rights on shares (meaning the exercise of appraisal rights on shares pursuant to the provisions of Article 139-11, paragraph (1) or Article 139-17, paragraph (1) of the Financial Instruments and Exchange Act; hereinafter the same applies in this Article) (hereinafter the account is referred to as a "purchase account" in this Article); provided, however, that this does not apply if the incorporated financial instruments exchange surviving an absorption-type merger or incorporated financial instruments exchange disappearing in a consolidation-type merger has already requested for a purchase account to be opened or there is no holder of book-entry transfer shares that is entitled to exercise appraisal rights on shares in relation to the merger.

２　前項の吸収合併存続株式会社金融商品取引所又は新設合併消滅株式会社金融商品取引所は、第二百七十五条の規定により、金融商品取引法第百三十九条の十第一項又は第百三十九条の十六第一項の規定による通知に代えて当該通知をすべき事項を公告する場合には、併せて、買取口座を公告しなければならない。

(2) If the incorporated financial instruments exchange surviving an absorption-type merger or incorporated financial instruments exchange disappearing in a consolidation-type merger referred to in the preceding paragraph issues public notice pursuant to the provisions of Article 275 regarding the information which is required to be given notice, in lieu of giving the notice pursuant to the provisions of Article 139-10, paragraph (1) or Article 139-16, paragraph (1) of the Financial Instruments and Exchange Act, the financial instruments exchange must also issue public notice of the purchase account.

３　振替株式の株主は、その有する振替株式について株式買取請求をしようとするときは、当該振替株式について買取口座を振替先口座（第百三十二条第三項第四号に規定する振替先口座をいう。以下この条において同じ。）とする振替の申請をしなければならない。

(3) If holders of book-entry transfer shares seek to exercise the appraisal rights on shares for their book-entry transfer shares, they must file an application for a book-entry transfer of the book-entry transfer shares that use the purchase account as the transferee account (meaning the transferee account prescribed in Article 132, paragraph (3), item (iv); the same applies in this Article).

４　第一項の吸収合併存続株式会社金融商品取引所は、吸収合併がその効力を生ずる日までは、買取口座に記載され、又は記録された振替株式（当該吸収合併に係る株式買取請求に係るものに限る。）について当該吸収合併存続株式会社金融商品取引所の口座を振替先口座とする振替の申請をすることができない。

(4) Until the day on which an absorption-type merger takes effect, the incorporated financial instruments exchange surviving an absorption-type merger referred to in paragraph (1) may not file an application for a book-entry transfer involving book-entry transfer shares that have been entered or recorded in a purchase account (limited to those subject to the exercise of appraisal rights on shares in relation to the absorption-type merger), which use the account of the incorporated financial instruments exchange surviving an absorption-type merger as the transferee account.

5　第一項の吸収合併存続株式会社金融商品取引所又は新設合併消滅株式会社金融商品取引所は、第三項の申請をした振替株式の株主による株式買取請求の撤回を承諾したときは、遅滞なく、買取口座に記載され、又は記録された振替株式（当該撤回に係る株式買取請求に係るものに限る。）について当該株主の口座を振替先口座とする振替の申請をしなければならない。

(5) If the incorporated financial instruments exchange surviving an absorption-type merger or incorporated financial instruments exchange disappearing in a consolidation-type merger referred to in paragraph (1) approves the withdrawal of the exercise of appraisal rights on shares by a holder of book-entry transfer shares that has filed an application referred to in paragraph (3), the financial instruments exchange must file an application for a book-entry transfer of the book-entry transfer shares that have been entered or recorded in a purchase account (limited to those subject to the exercise of appraisal rights on shares that are withdrawn), which use the account of the shareholder as the transferee account, without delay.

6　第一項の吸収合併存続株式会社金融商品取引所又は新設合併消滅株式会社金融商品取引所は、買取口座に記載され、又は記録された振替株式については、それぞれ当該吸収合併存続株式会社金融商品取引所若しくは第三項の申請をした振替株式の株主又は同項の申請をした振替株式の株主の口座以外の口座を振替先口座とする振替の申請をすることができない。

(6) The incorporated financial instruments exchange surviving an absorption-type merger or incorporated financial instruments exchange disappearing in a consolidation-type merger referred to in paragraph (1) may not file an application for a book-entry transfer involving book-entry transfer shares that have been entered or recorded in a purchase account if the transferee account is other than that of the incorporated financial instruments exchange surviving an absorption-type merger, that of the holder of the book-entry transfer shares that has filed an application referred to in paragraph (3), or that of the holder of the book-entry transfer shares that has filed an application referred to in that paragraph.

7　第三項の申請をする振替株式の株主以外の加入者は、買取口座を振替先口座とする振替の申請をすることができない。

(7) A participant other than the holder of book-entry transfer shares that files an application referred to in paragraph (3) may not file an application for a book-entry transfer that use the purchase account as the transferee account.

８　振替株式の発行者である吸収合併存続株式会社金融商品取引所又は新設合併消滅株式会社金融商品取引所に係る第百四十三条、第百五十一条及び第百五十四条の規定の適用については、第百四十三条中「第百五十五条第一項に規定する買取口座」とあるのは「第百五十五条第一項に規定する買取口座及び第二百七十三条買取口座（第二百七十三条第一項に規定する買取口座をいう。第百五十一条第二項及び第百五十四条第三項第四号において同じ。）」と、第百五十一条第二項第一号中「及び第百五十五条第一項に規定する買取口座」とあるのは「並びに第百五十五条第一項に規定する買取口座及び第二百七十三条買取口座」と、同項第三号中「第百五十五条第一項に規定する買取口座」とあるのは「第百五十五条第一項に規定する買取口座又は第二百七十三条買取口座」と、「同条第三項」とあるのは「第百五十五条第三項又は第二百七十三条第三項」と、「当該買取口座」とあるのは「当該買取口座又は当該第二百七十三条買取口座」と、第百五十四条第三項第四号中「次条第三項」とあるのは「次条第三項又は第二百七十三条第三項」と、「同条第一項に規定する買取口座」とあるのは「次条第一項に規定する買取口座又は第二百七十三条買取口座」とする。

(8) In applying the provisions of Article 143, Article 151, and Article 154 to an incorporated financial instruments exchange surviving an absorption-type merger or incorporated financial instruments exchange disappearing in a consolidation-type merger that is an issuer of book-entry transfer shares, the phrase "purchase account prescribed in Article 155, paragraph (1)" in Article 143 is deemed to be replaced with "purchase account prescribed in Article 155, paragraph (1) and the purchase account of Article 273 (meaning the purchase account prescribed in Article 273, paragraph (1); the same applies in Article 151, paragraph (2) and Article 154, paragraph (3), item (iv))"; the phrase "and a purchase account prescribed in Article 155, paragraph (1)" in Article 151, paragraph (2), item (i) is deemed to be replaced with ", purchase account prescribed in Article 155, paragraph (1), and the purchase account of Article 273"; in Article 155, paragraph (2), item (iii), the phrase "purchase account prescribed in Article 155, paragraph (1)" is deemed to be replaced with "purchase account prescribed in Article 155, paragraph (1) or the purchase account of Article 273", the phrase "paragraph (3) of that Article" is deemed to be replaced with "Article 155, paragraph (3) or Article 273, paragraph (3)", and the phrase "the purchase account" is deemed to be replaced with "the purchase account or the purchase account of Article 273"; in Article 154, paragraph (3), item (iv), the phrase "paragraph (3) of the following Article" is deemed to be replaced with "paragraph (3) of the following Article or Article 273, paragraph (3)" and the phrase "purchase account prescribed in paragraph (1) of that Article" is deemed to be replaced with "purchase account prescribed in paragraph (1) of the following Article or the purchase account of Article 273".

（金融商品取引所の合併における新株予約権買取請求に関する金融商品取引法の特例等）

(Special Provisions of the Financial Instruments and Exchange Act on Exercise of Appraisal Rights on Share Options during a Merger of Financial Instruments Exchanges)

第二百七十四条　新設合併消滅株式会社金融商品取引所は、振替新株予約権の発行者である場合には、振替機関等に対し、新株予約権買取請求（金融商品取引法第百三十九条の十八第一項の規定による請求をいう。以下この条において同じ。）に係る振替新株予約権の振替を行うための口座（以下この条において「買取口座」という。）の開設の申出をしなければならない。ただし、当該新設合併消滅株式会社金融商品取引所が開設の申出をした買取口座があるとき、又は当該合併に係る新株予約権買取請求をすることができる振替新株予約権の新株予約権者が存しないときは、この限りでない。

Article 274 (1) If an incorporated financial instruments exchange disappearing in a consolidation-type merger is an issuer of book-entry transfer share options, it must request a book-entry transfer institution or account management institution to open an account in which book entries are to be made for the book-entry transfer share options subject to the exercise of appraisal rights on share options (meaning the exercise of appraisal rights on share options pursuant to the provisions of Article 139-18, paragraph (1) of the Financial Instruments and Exchange Act; hereinafter the same applies in this Article) (hereinafter the account is referred to as a "purchase account" in this Article); provided, however, that this does not apply if the incorporated financial instruments exchange disappearing in a consolidation-type merger has already requested for a purchase account to be opened or there is no holder of book-entry transfer share options that is entitled to exercise appraisal rights on share options in relation to the merger.

２　前項の新設合併消滅株式会社金融商品取引所は、次条の規定により、金融商品取引法第百三十九条の十六第一項の規定による通知に代えて当該通知をすべき事項を公告する場合には、併せて、買取口座を公告しなければならない。

(2) If the incorporated financial instruments exchange disappearing in a consolidation-type merger referred to in the preceding paragraph issues public notice pursuant to the provisions of the following Article regarding the information which is required to be given notice, in lieu of giving the notice pursuant to the provisions of Article 139-16, paragraph (1) of the Financial Instruments and Exchange Act, the financial instruments exchange must also issue public notice of the purchase account.

３　振替新株予約権の新株予約権者は、その有する振替新株予約権について新株予約権買取請求をしようとするときは、当該振替新株予約権について買取口座を振替先口座（第百六十八条第三項第四号に規定する振替先口座をいう。以下この条において同じ。）とする振替の申請をしなければならない。

(3) If holders of book-entry transfer share options seek to exercise the appraisal rights on share options for their book-entry transfer share options, they must file an application for a book-entry transfer of the book-entry transfer share options that use the purchase account as the transferee account (meaning a transferee

account prescribed in Article 168, paragraph (3), item (iv); the same applies in this Article).

４　第一項の新設合併消滅株式会社金融商品取引所は、前項の申請をした振替新株予約権の新株予約権者による新株予約権買取請求の撤回を承諾したときは、遅滞なく、買取口座に記載され、又は記録された振替新株予約権（当該撤回に係る新株予約権買取請求に係るものに限る。）について当該新株予約権者の口座を振替先口座とする振替の申請をしなければならない。

(4) If the incorporated financial instruments exchange disappearing in a consolidation-type merger referred to in paragraph (1) approves the withdrawal of the exercise of appraisal rights on share options by a holder of book-entry transfer share options that has filed an application referred to in the preceding paragraph, the financial instruments exchange must apply for a book-entry transfer of the book-entry transfer share options that have been entered or recorded in a purchase account (limited to those subject to the exercise of appraisal rights on share options that are withdrawn), which use the account of the share option holder as the transferee account, without delay.

５　第一項の新設合併消滅株式会社金融商品取引所は、買取口座に記載され、又は記録された振替新株予約権については、第三項の申請をした振替新株予約権の新株予約権者の口座以外の口座を振替先口座とする振替の申請をすることができない。

(5) The incorporated financial instruments exchange disappearing in a consolidation-type merger referred to in paragraph (1) may not file an application for a book-entry transfer involving book-entry transfer share options that have been entered or recorded in a purchase account, if the transferee account is other than that of the holder of the book-entry transfer share options that has filed an application referred to in paragraph (3).

６　第三項の申請をする振替新株予約権の新株予約権者以外の加入者は、買取口座を振替先口座とする振替の申請をすることができない。

(6) A participant other than the holder of book-entry transfer share options that files an application referred to in paragraph (3) may not file an application for a book-entry transfer with the purchase account as the transferee account.

７　振替新株予約権の発行者である新設合併消滅株式会社金融商品取引所に係る第百七十七条及び第百八十六条の規定の適用については、第百七十七条中「第百八十三条第一項に規定する買取口座」とあるのは「第百八十三条第一項に規定する買取口座及び第二百七十四条買取口座（第二百七十四条第一項に規定する買取口座をいう。第百八十六条第二項において同じ。）」と、第百八十六条第二項第一号中「及び買取口座」とあるのは「並びに買取口座及び第二百七十四条買取口座」と、同項第三号中「買取口座に」とあるのは「買取口座又は第二百七十四条買取口座に」と、「第百八十三条第四項」とあるのは「第百八十三条第四項又は第二百七十四条第三項」と、「当該買取口座」とあるのは「当該買取口座又は当該第二百七十四条買取口座」とする。

(7) In applying the provisions of Article 177 and Article 186 to an incorporated financial instruments exchange disappearing in a consolidation-type merger that

is an issuer of book-entry transfer share options, the phrase "purchase account prescribed in Article 183, paragraph (1)" in Article 177 is deemed to be replaced with "purchase account prescribed in Article 183, paragraph (1) and the purchase account of Article 274 (meaning the purchase account prescribed in Article 274, paragraph (1); the same applies in Article 186, paragraph (2))"; the phrase "and a purchase account" in Article 186, paragraph (2), item (i) is deemed to be replaced with ", a purchase account and the purchase account of Article 274"; in Article 186, paragraph (2), item (iii), the phrase "in a purchase account" is deemed to be replaced with "in a purchase account or the purchase account of Article 274", the phrase "Article 183, paragraph (4)" is deemed to be replaced with "Article 183, paragraph (4) or Article 274, paragraph (3)", and the phrase "the purchase account" is deemed to be replaced with "the purchase account or the purchase account of Article 274".

（金融商品取引所の合併における株主等に対する公告）

(Public Notice to Shareholders during a Merger of Financial Instruments Exchanges)

第二百七十五条　金融商品取引法第百三十九条の十第一項又は第百三十九条の十六第一項の規定にかかわらず、吸収合併存続株式会社金融商品取引所又は新設合併消滅株式会社金融商品取引所は、これらの規定による通知に代えて、当該通知をすべき事項を公告しなければならない。

Article 275 Notwithstanding the provisions of Article 139-10, paragraph (1) or Article 139-16, paragraph (1) of the Financial Instruments and Exchange Act, in lieu of giving the notice pursuant to the provisions, an incorporated financial instruments exchange surviving an absorption-type merger or an incorporated financial instruments exchange disappearing in a consolidation-type merger must issue public notice of the information which are required to be given notice.

第十二章　その他の有価証券に表示されるべき権利の振替

Chapter XII Book-Entry Transfer of Other Rights Required to Be Indicated on Securities

第二百七十六条　第二条第一項第二十一号に掲げるもののうち次の各号に掲げるものの振替については、それぞれ当該各号に定める規定を準用する。この場合において、当該規定の準用に関し必要な技術的読替えは、政令で定める。

Article 276 The provisions prescribed in the following items apply mutatis mutandis to the book-entry transfer of the securities or rights set forth in Article 2, paragraph (1), item (xxi), which are set forth in the following items. In such a case, Cabinet Order provides for the necessary technical replacement of terms:

一　第二条第一項第一号に掲げるものに準ずるものとして政令で定めるもの　第四章の規定

(i) securities or rights that Cabinet Order prescribes as being equivalent to those set forth in Article 2, paragraph (1), item (i): the provisions of Chapter IV;

二　第二条第一項第十二号に掲げるものに準ずるものとして政令で定めるもの　第七章の規定

(ii) securities or rights that Cabinet Order prescribes as being equivalent to that set forth in Article 2, paragraph (1), item (xii): the provisions of Chapter VII;

三　第二条第一項第十三号に掲げるものに準ずるものとして政令で定めるもの　第八章の規定

(iii) securities or rights that Cabinet Order prescribes as being equivalent to that set forth in Article 2, paragraph (1), item (xiii): the provisions of Chapter VIII;

四　第二条第一項第十四号に掲げるものに準ずるものとして政令で定めるもの　第九章の規定

(iv) securities or rights that Cabinet Order prescribes as being equivalent to that set forth in Article 2, paragraph (1), item (xiv): the provisions of Chapter IX.

第十三章　雑則

Chapter XIII Miscellaneous Provisions

（加入者等による振替口座簿に記載され、又は記録されている事項についての請求）

(Demands by Participants for Information Entered or Recorded in the Book-Entry Transfer Account Register)

第二百七十七条　加入者は、その直近上位機関に対し、当該直近上位機関が定めた費用を支払って、当該直近上位機関が備える振替口座簿の自己の口座に記載され、若しくは記録されている事項を証明した書面の交付又は当該事項に係る情報を電磁的方法であって主務省令で定めるものにより提供することを請求することができる。当該口座につき利害関係を有する者として政令で定めるものについても、正当な理由があるときは、同様とする。

Article 277 A participant may demand that its immediately superior institution deliver a document certifying the information entered or recorded in the participant's account in the book-entry transfer account register kept by that immediately superior institution to them or provide them with the information by an electronic or magnetic means specified by order of the competent ministry, by paying the cost specified by the immediately superior institution. The same applies to a person that Cabinet Order prescribes as a person having an interest in the account, if they have a legitimate reason for doing so.

（振替債の供託）

(Deposit of Book-Entry Transfer Bonds)

第二百七十八条　法令の規定により担保若しくは保証として、又は公職選挙法（昭和二十五年法律第百号）の規定により、第二条第一項第一号から第十号まで及び第十一号に掲げるもので振替機関が取り扱うもの（以下この条において「振替債」という。）の供託をしようとする者は、主務省令で定めるところにより、供託所（供託法（明治三十二年法律第十五号）第一条に規定する供託所をいう。以下この条において同じ。）に供託書を提出し、かつ、当該振替債について振替口座簿の供託所の口座の第六十九条第二項第一号イ（第百十三条、第百十五条、第百十七条、第百十八条、第百二十条、第百二十一条、第百二十二条、第百二十四条及び第百二十七条において準用する場合を含む。）

又は第九十二条第二項第一号に規定する保有欄に増額又は増加の記載又は記録をするために第七十条第一項（第百十三条、第百十五条、第百十七条、第百十八条、第百二十条、第百二十一条、第百二十二条、第百二十四条及び第百二十七条において準用する場合を含む。）又は第九十五条第一項の振替の申請をしなければならない。

Article 278 (1) A person seeking to deposit securities or rights set forth in Article 2, paragraph (1), items (i) through (x), and item (xi) which are handled by a book-entry transfer institution (hereinafter referred to as "book-entry transfer bonds" in this Article) pursuant to the provisions of laws and regulations as collateral or as a guarantee or pursuant to the provisions of the Public Offices Election Act (Act No. 100 of 1950) must submit a deposit statement to a deposit office (meaning a deposit office prescribed in Article 1 of the Deposit Act (Act No. 15 of 1899); hereinafter the same applies in this Article) and file an application for a book-entry transfer referred to in Article 70, paragraph (1) (including as applied mutatis mutandis pursuant to Article 113, Article 115, Article 117, Article 118, Article 120, Article 121, Article 122, Article 124, and Article 127) or Article 95, paragraph (1) in order for an entry or record of the amount or number of book-entry transfer bonds to be made in the holdings column referred to in Article 69, paragraph (2), item (i), sub-item (a) (including as applied mutatis mutandis pursuant to Article 113, Article 115, Article 117, Article 118, Article 120, Article 121, Article 122, Article 124 and Article 127) or Article 92, paragraph (2), item (i) of the account at the deposit office of the book-entry transfer account register.

２　供託された振替債について、供託所に対し、元本の償還又は利息若しくは配当金の支払がされたときは、当該償還金、利息又は配当金は、当該振替債に代わるもの又は従たるものとして保管するものとする。この場合において、当該振替債が保証金に代えて供託されたものであるときは、供託者は、当該利息又は配当金の払渡しを請求することができる。

(2) If principal is redeemed or interest or a dividend is paid to a deposit office for the deposited book-entry transfer bond, the redemption money, interest, or dividend is to be retained by the deposit office as a substitute or supplement to the book-entry transfer bond. In such a case, if the book-entry transfer bond has been deposited in lieu of a security deposit, the depositor may ask to have the interest or dividend to be paid out.

３　供託された振替債について、供託所に対し、第六十七条第二項（第百十三条、第百十五条、第百十七条、第百十八条、第百二十条、第百二十一条、第百二十二条、第百二十四条及び第百二十七条において準用する場合を含む。）の規定により社債券その他の券面が発行されたとき、又は第八十九条第二項の規定により国債証券が発行されたときは、当該社債券その他の券面又は当該国債証券は、当該振替債に代わるものとして保管するものとする。

(3) If a corporate bond certificate or other certificate is issued to a deposit office for a book-entry transfer bond deposited with the deposit office pursuant to the provisions of Article 67, paragraph (2) (including as applied mutatis mutandis

pursuant to Article 113, Article 115, Article 117, Article 118, Article 120, Article 121, Article 122, Article 124, and Article 127) or if a Japanese government bond certificate is issued pursuant to the provisions of Article 89, paragraph (2), the deposit office must retain the corporate bond certificate or other certificate, or the Japanese government bond certificate as a substitute for the book-entry transfer bond.

４　供託法第一条ノ二から第一条ノ九まで及び第八条の規定は前三項の場合について、同法第三条の規定は第二項前段の場合について、それぞれ準用する。この場合において、同法第八条第二項中「民法第四百九十六条ノ規定ニ依レルコト、供託カ錯誤ニ出テシコト」とあるのは、「供託カ錯誤ニ出テシコト」と読み替えるものとする。

(4) The provisions of Articles 1-2 through1-9 and Article 8 of the Deposit Act apply mutatis mutandis to cases referred to in the preceding three paragraphs and the provisions of Article 3 of that Act apply mutatis mutandis pursuant to the case referred to in the first sentence of paragraph (2). In such a case, the phrase "in accordance with the provisions of Article 496 of the Civil Code and the deposit has been made erroneously" in Article 8, paragraph (2) of that Act is deemed to be replaced with "the deposit has been made erroneously".

５　前各項に定めるもののほか、振替債の供託に関する事項は、主務省令で定める。

(5) Beyond what is provided for in the preceding paragraphs, order of the competent ministry provides for the particulars concerning the deposit of book-entry transfer bonds.

（信託財産である振替社債等の損失の補填）

(Compensation for Losses of Book-Entry Transfer Corporate Bonds and Other Securities Constituting Trust Property)

第二百七十九条　信託会社又は信託業務を営む金融機関が信託財産として所有する社債等で振替機関が取り扱うもの（以下この条及び次条において「振替社債等」という。）について、当該振替社債等に係る当該信託会社又は信託業務を営む金融機関の口座が弁済義務（第八十条第二項若しくは第八十一条第二項（これらの規定を第百十三条、第百十五条、第百十七条、第百十八条、第百二十条、第百二十一条、第百二十二条、第百二十四条、第百二十七条及び第二百七十六条第一号において準用する場合を含む。）、第百五条第二項、第百六条第二項、第百九条第三項若しくは第百十条第三項、第百二十七条の二十三第二項若しくは第百二十七条の二十四第二項、第百四十七条第二項若しくは第百四十八条第二項（これらの規定を第二百二十八条第一項、第二百三十五条第一項、第二百三十九条第一項、第二百四十七条の二の三第一項及び第二百七十六条第二号において準用する場合を含む。）、第百八十一条第二項若しくは第百八十二条第二項（これらの規定を第二百四十七条の三第一項、第二百四十九条第一項及び第二百七十六条第三号において準用する場合を含む。）又は第二百十二条第二項若しくは第二百十三条第二項（これらの規定を第二百五十一条第一項、第二百五十四条第一項及び第二百七十六条第四号において準用する場合を含む。）の義務をいう。以下この条において同じ。）を負う振替機関等又は当該振替機関等の下位機関により開設されたものである場合におい

て、当該振替機関等又は当該下位機関の弁済義務の不履行により信託財産に生じた損失を補填するときは、信託業法第二十四条第一項第四号の規定は、適用しない。

Article 279 The provisions of Article 24, paragraph (1), item (iv) of the Trust Business Act do not apply to bonds or other securities that a trust company or financial institution engaged in trust business holds as trust property and that a book-entry transfer institution handles (hereinafter referred to as "book-entry transfer corporate bonds or other securities" in this Article and the following Article), if the account of that company or institution which is associated with the book-entry transfer corporate bonds or other securities has been opened by a book-entry transfer institution or account management institution that assumes the duty of payment (meaning the duty referred to in Article 80, paragraph (2) or Article 81, paragraph (2) (including as applied mutatis mutandis pursuant to Article 113, Article 115, Article 117, Article 118, Article 120, Article 121, Article 122, Article 124, Article 127, and Article 276, item (i)); Article 105, paragraph (2); Article 106, paragraph (2); Article 109, paragraph (3) or Article 110, paragraph (3); Article 127-23, paragraph (2) or Article 127-24, paragraph (2); Article 147, paragraph (2) or Article 148, paragraph (2) (including as applied mutatis mutandis pursuant to Article 228, paragraph (1), Article 235, paragraph (1), Article 239, paragraph (1), Article 247-2-3, paragraph (1), and Article 276, item (ii)); Article 181, paragraph (2) or Article 182, paragraph (2) (including as applied mutatis mutandis pursuant to Article 247-3, paragraph (1), Article 249, paragraph (1), and Article 276, item (iii)); or Article 212, paragraph (2) or Article 213, paragraph (2) (including as applied mutatis mutandis pursuant to Article 251, paragraph (1), Article 254, paragraph (1), and Article 276, item (iv)); hereinafter the same applies in this Article) or by the subordinate institution of that book-entry transfer institution or account management institution, and compensation is to be paid for losses that the trust property incurs due to the non-performance of the duty of payment by the book-entry transfer institution or account management institution, or its subordinate institution.

（最高裁判所規則への委任）

(Delegation to Rules of the Supreme Court)

第二百八十条　振替社債等に関する強制執行、仮差押え及び仮処分の執行、競売並びに没収保全に関し必要な事項は、最高裁判所規則で定める。

Article 280 The Rules of the Supreme Court provide for the necessary particulars for judicial enforcement, execution of provisional seizure and provisional disposition, auctions, and direct freezing in anticipation of confiscation regarding book-entry transfer corporate bonds or other securities.

（財務大臣への協議）

(Consultation with the Minister of Finance)

第二百八十一条　主務大臣は、振替機関に対し第二十二条第一項の規定による第三条第一項の指定の取消しをすることが有価証券の流通に重大な影響を与えるおそれがある

と認めるときは、あらかじめ、有価証券の流通の円滑を図るために必要な措置に関し、財務大臣に協議しなければならない。

Article 281 The competent minister must consult with the Minister of Finance regarding the necessary measures for ensuring the smooth distribution of securities in advance, if it is found that the revocation of a book-entry transfer institution's designation under Article 3, paragraph (1) pursuant to the provisions of Article 22, paragraph (1) is likely to have a significant impact on the distribution of securities.

（財務大臣への通知）

(Notice to the Minister of Finance)

第二百八十二条　主務大臣は、次に掲げる処分をしたときは、速やかに、その旨を財務大臣に通知するものとする。

Article 282 (1) When the competent minister has made the following dispositions, the minister is to promptly notify the Minister of Finance of that fact:

一　第三条第一項の規定による指定（第二十五条第五項、第二十七条第五項、第二十九条第五項又は第三十一条第五項の規定により指定を受けたものとみなされる場合を含む。）

(i) the designation under the provisions of Article 3, paragraph (1) (including cases in which a person is deemed to have been designated pursuant to the provisions of Article 25, paragraph (5), Article 27, paragraph (5), Article 29, paragraph (5), or Article 31, paragraph (5); and

二　第二十二条第一項の規定による第三条第一項の指定の取消し

(ii) the revocation of the designation under Article 3, paragraph (1) pursuant to the provisions of Article 22, paragraph (1).

２　主務大臣は、第四十一条第二項の規定による届出を受理したときは、速やかに、その旨を財務大臣に通知するものとする。

(2) Upon receipt of a notice pursuant to Article 41, paragraph (2), the competent minister is to promptly notify the Minister of Finance of that fact.

（財務大臣への資料の提出）

(Submission of Materials to the Minister of Finance)

第二百八十三条　財務大臣は、その所掌に係る金融破綻処理制度及び金融危機管理に関し、社債等の振替に係る制度の企画又は立案をするため特に必要があると認めるときは、内閣総理大臣に対し、必要な資料の提出及び説明を求めることができる。

Article 283 The Minister of Finance may ask the Prime Minister to submit necessary materials and provide explanations upon finding it to be particularly necessary for planning or designing a system for the book-entry transfer of bonds or other securities related to the financial failure resolution system and financial crisis management under the jurisdiction of the Minister of Finance.

（主務省令への委任）

(Delegation to Order of the Competent Ministry)

第二百八十四条　この法律に定めるもののほか、この法律の実施のため必要な事項は、主務省令で定める。

Article 284 Beyond what is provided for in this Act, order of the competent ministry prescribes the necessary particulars for implementing this Act.

（主務大臣及び主務省令）

(Competent Minister and Orders of the Competent Ministry)

第二百八十五条　第二条第二項、第三条、第四条第一項、第六条、第九条、第十条第一項、第十六条第一項、第十七条（加入者保護信託に関する事項を除く。）、第十八条、第十九条、第二十条第一項、第二十一条から第二十三条まで、第二十五条第一項、第二項及び第四項、第二十七条第一項、第二項及び第四項、第二十九条第一項、第二項及び第四項、第三十一条第一項、第二項及び第四項、第四十条、第四十一条第二項及び第三項、第四十三条、第二百八十一条並びに第二百八十二条における主務大臣は、内閣総理大臣及び法務大臣とする。ただし、国債を取り扱う振替機関に関する事項については、内閣総理大臣、法務大臣及び財務大臣とする。

Article 285 (1) The Prime Minister and Minister of Justice are the competent ministers referred to in Article 2, paragraph (2), Article 3, Article 4, paragraph (1), Article 6, Article 9, Article 10, paragraph (1), Article 16, paragraph (1), Article 17 (excluding particulars concerning the participant protection trust), Article 18, Article 19, Article 20, paragraph (1), Articles 21 through 23, Article 25, paragraphs (1), (2), and (4), Article 27, paragraphs (1), (2), and (4), Article 29, paragraphs (1), (2), and (4), Article 31, paragraphs (1), (2), and (4), Article 40, Article 41, paragraphs (2) and (3), Article 43, Article 281, and Article 282; provided, however, that the Prime Minister, the Minister of Justice, and the Minister of Finance are the competent ministers regarding particulars related to a book-entry transfer institution that handles Japanese government bonds.

２　第十七条（加入者保護信託に関する事項に限る。）、第四十四条第一項第十三号、第四十七条第一項及び第二項、同条第三項において準用する第四条第一項、第四十九条、第五十条において準用する第三十一条第一項、第二項及び第四項、第五十五条第二項、第五十七条、第五十八条、第五十九条第四項並びに第六十三条第二項における主務大臣は、内閣総理大臣、法務大臣及び財務大臣とする。

(2) The Prime Minister, the Minister of Justice, and the Minister of Finance are the competent ministers referred to in Article 17 (limited to particulars related to participant protection trusts), Article 44, paragraph (1), item (xiii), Article 47, paragraphs (1) and (2), Article 4, paragraph (1) as applied mutatis mutandis pursuant to Article 47, paragraph (3), Article 49, Article 31, paragraphs (1), (2), and (4) as applied mutatis mutandis pursuant to Article 50, Article 55, paragraph (2), Article 57, Article 58, Article 59, paragraph (4), and Article 63, paragraph (2).

３　第三条第一項第四号イ、第四条第二項第七号及び第三項、第六条、第九条、第十条第一項、第十一条第一項第七号及び第二項、第十五条、第十六条第二項、第十八条第一項、第十九条、第二十五条第三項、第二十七条第三項、第二十九条第三項、第三十一条第三項、第三十四条第三項、第三十六条第二項、同条第四項において準用する会社法

第三百二条第三項及び第四項並びに第三百十二条第一項及び第五項、第三十九条において準用する同法第三百十条第三項、第三百十四条及び第七百三十一条第一項並びに第四十一条第二項における主務省令は、内閣府令・法務省令とする。ただし、国債を取り扱う振替機関に関する事項については、内閣府令・法務省令・財務省令とする。

(3) Cabinet Office Order and Ministry of Justice Order are the orders of the competent ministry referred to in Article 3, paragraph (1), item (iv), sub-item (a), Article 4, paragraph (2), item (vii) and paragraph (3), Article 6, Article 9, Article 10, paragraph (1), Article 11, paragraph (1), item (vii) and paragraph (2), Article 15, Article 16, paragraph (2), Article 18, paragraph (1), Article 19, Article 25, paragraph (3), Article 27, paragraph (3), Article 29, paragraph (3), Article 31, paragraph (3), Article 34, paragraph (3), Article 36, paragraph (2), Article 302, paragraphs (3) and (4) and Article 312, paragraphs (1) and (5) of the Companies Act as applied mutatis mutandis pursuant to Article 36, paragraph (4), Article 310, paragraph (3), Article 314, and Article 731, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 39, and Article 41, paragraph (2); provided, however, that Cabinet Office Order, Ministry of Justice Order, and Ministry of Finance Order are the orders of the competent ministry regarding particulars related to a book-entry transfer institution that handles Japanese government bonds.

4　第四十四条、第四十七条第三項において準用する第四条第二項第七号、第五十条において準用する第三十一条第三項、第五十六条第八号、第五十七条、第五十八条、第六十条第一項、第六十二条第一項、第六十三条第一項、第九十一条第六項及び第九十二条第一項第五号における主務省令は、内閣府令・法務省令・財務省令とする。

(4) Cabinet Office Order, Ministry of Justice Order, and Ministry of Finance Order are the orders of the competent ministry referred to in Article 44, Article 4, paragraph (2), item (vii) as applied mutatis mutandis pursuant to Article 47, paragraph (3); Article 31, paragraph (3) as applied mutatis mutandis pursuant to Article 50; Article 56, item (viii); Article 57; Article 58; Article 60, paragraph (1); Article 62, paragraph (1); Article 63, paragraph (1); Article 91, paragraph (6); and Article 92, paragraph (1), item (v).

5　第六十八条第六項及び第六十九条第一項第七号（これらの規定を第百十三条、第百十五条、第百十七条、第百十八条、第百二十条、第百二十一条、第百二十二条、第百二十四条、第百二十七条及び第二百七十六条第一号において準用する場合を含む。）、第六十九条の二第一項（第百二十一条及び第二百七十六条第一号において準用する場合を含む。）、第七十条の二第二項（第百二十一条及び第二百七十六条第一号において準用する場合を含む。）、第百二十一条の三第一項第五号、第百二十七条の四第六項、第百二十七条の五第一項第八号、第百二十七条の六第一項、第百二十七条の八第二項、第百二十七条の十三第一項第七号、第百二十七条の十四第一項第七号、第百二十七条の二十七第三項、第百二十九条第六項（第二百二十八条第一項、第二百三十五条第一項、第二百三十九条第一項、第二百四十七条の二の三第一項及び第二百七十六条第二号において準用する場合を含む。）、第百三十条第一項第九号（第二百二十八条第一項、第二百

三十五条第一項、第二百三十九条第一項、第二百四十七条の二の三第一項及び第二百七十六条第二号において準用する場合を含む。）、第百三十一条第一項（第二百二十八条第一項、第二百三十五条第一項、第二百三十九条第一項、第二百四十七条の二の三第一項及び第二百七十六条第二号において準用する場合を含む。）、第百三十三条第二項（第二百二十八条第一項、第二百三十五条第一項、第二百三十九条第一項、第二百四十七条の二の三第一項及び第二百七十六条第二号において準用する場合を含む。）、第百三十八条第一項第七号（第二百二十八条第一項、第二百三十五条第一項、第二百五十六条、第二百六十二条第一項及び第三項、第二百六十三条、第二百七十条並びに第二百七十六条第二号において準用する場合を含む。）、第百五十一条第一項（同条第八項（第二百二十八条第一項、第二百三十五条第一項、第二百三十九条第一項、第二百四十七条の二の三第一項及び第二百七十六条第二号において準用する場合を含む。）、第二百二十八条第一項、第二百三十五条第一項、第二百三十九条第一項、第二百四十七条の二の三第一項及び第二百七十六条第二号において準用する場合を含む。）、第百五十一条第二項第一号（同条第八項（第二百二十八条第一項、第二百三十五条第一項、第二百三十九条第一項、第二百四十七条の二の三第一項及び第二百七十六条第二号において準用する場合を含む。）、第二百二十八条第一項、第二百三十五条第一項、第二百三十九条第一項、第二百四十七条の二の三第一項及び第二百七十六条第二号において準用する場合を含む。）、第百五十一条第三項（同条第八項（第二百二十八条第一項、第二百三十五条第一項、第二百三十九条第一項、第二百四十七条の二の三第一項及び第二百七十六条第二号において準用する場合を含む。）、第二百二十八条第一項、第二百三十五条第一項、第二百三十九条第一項、第二百四十七条の二の三第一項及び第二百七十六条第二号において準用する場合を含む。）、第百五十一条第七項（第二百二十八条第一項、第二百三十五条第一項、第二百三十九条第一項、第二百四十七条の二の三第一項及び第二百七十六条第二号において準用する場合を含む。）、第百五十二条第一項（第二百二十八条第一項、第二百三十五条第一項、第二百三十九条第一項、第二百四十七条の二の三第一項及び第二百七十六条第二号において準用する場合を含む。）、第百五十四条第三項（第二百二十八条第一項、第二百三十五条第一項、第二百三十九条第一項及び第二百七十六条第二号において準用する場合を含む。）、第百五十九条第二項（第二百三十五条第一項及び第二百七十六条第二号において準用する場合を含む。）、第百六十五条第六項（第二百四十七条の三第一項、第二百四十九条第一項及び第二百七十六条第三号において準用する場合を含む。）、第百六十六条第一項第九号（第二百四十七条の三第一項、第二百四十九条第一項及び第二百七十六条第三号において準用する場合を含む。）、第百六十七条第一項（第二百四十七条の三第一項及び第二百七十六条第三号において準用する場合を含む。）、第百六十九条第二項（第二百四十七条の三第一項及び第二百七十六条第三号において準用する場合を含む。）、第百八十六条第一項（同条第五項（第二百四十七条の三第一項及び第二百七十六条第三号において準用する場合を含む。）、第二百四十七条の三第一項及び第二百七十六条第三号において準用する場合を含む。）、第百九十四条第六項（第二百五十一条第一項、第二百五十四条第一項及び第二百七十六条第四号において準用する場合を含む。）、第百九十五条第一項第九号（第二百五十一条第一項、第二百五十四条第一項及び第二百七十六条第四号において準用する場合を含む。）、第百九十六条第一項（第二百七十六条第四号において準用する場合を含む。）、

第百九十八条第二項（第二百七十六条第四号において準用する場合を含む。）、第二百二条第三項第三号（第二百五十四条第一項及び第二百七十六条第四号において準用する場合を含む。）、第二百三条第三項第四号（第二百五十四条第一項及び第二百七十六条第四号において準用する場合を含む。）、第二百十八条第一項（同条第五項（第二百七十六条第四号において準用する場合を含む。）及び第二百七十六条第四号において準用する場合を含む。）、第二百二十八条において読み替えて準用する第百五十九条第二項、第二百三十九条において読み替えて準用する第百五十九条第二項、第二百四十七条の二の三において読み替えて準用する第百五十九条第二項並びに第二百七十七条における主務省令は、内閣府令・法務省令とする。

(5) Cabinet Office Order and Ministry of Justice Order are orders of the competent ministry referred to in Article 68, paragraph (6) and Article 69, paragraph (1), item (vii) (including as applied mutatis mutandis pursuant to Article 113, Article 115, Article 117, Article 118, Article 120, Article 121, Article 122, Article 124, Article 127 and Article 276, item (i)); Article 69-2, paragraph (1) (including as applied mutatis mutandis pursuant to Article 121 and Article 276, item (i)); Article 70-2, paragraph (2) (including as applied mutatis mutandis pursuant to Article 121 and Article 276, item (i)); Article 121-3, paragraph (1), item (v); Article 127-4, paragraph (6); Article 127-5, paragraph (1), item (viii); Article 127-6, paragraph (1); Article 127-8, paragraph (2); Article 127-13, paragraph (1), item (vii); Article 127-14, paragraph (1), item (vii); Article 127-27, paragraph (3); Article 129, paragraph (6) (including as applied mutatis mutandis pursuant to Article 228, paragraph (1), Article 235, paragraph (1), Article 239, paragraph (1), Article 247-2-3, paragraph (1), and Article 276, item (ii)); Article 130, paragraph (1), item (ix) (including as applied mutatis mutandis pursuant to Article 228, paragraph (1), Article 235, paragraph (1), Article 239, paragraph (1), Article 247-2-3, paragraph (1), and Article 276, item (ii)); Article 131, paragraph (1) (including as applied mutatis mutandis pursuant to Article 228, paragraph (1), Article 235, paragraph (1), Article 239, paragraph (1), Article 247-2-3, paragraph (1), and Article 276, item (ii)); Article 133, paragraph (2) (including as applied mutatis mutandis pursuant to Article 228, paragraph (1), Article 235, paragraph (1), Article 239, paragraph (1), Article 247-2-3, paragraph (1), and Article 276, item (ii)); Article 138, paragraph (1), item (vii) (including as applied mutatis mutandis pursuant to Article 228, paragraph (1), Article 235, paragraph (1), Article 256, Article 262, paragraphs (1) and (3), Article 263, Article 270, and Article 276, item (ii)); Article 151, paragraph (1) (including as applied mutatis mutandis pursuant to Article 151, paragraph (8) (including as applied mutatis mutandis pursuant to Article 228, paragraph (1), Article 235, paragraph (1), Article 239, paragraph (1), Article 247-2-3, paragraph (1), and Article 276, item (ii)), Article 228, paragraph (1), Article 235, paragraph (1), Article 239, paragraph (1), Article 247-2-3, paragraph (1), and Article 276, item (ii)); Article 151, paragraph (2), item (i) (including as applied mutatis mutandis pursuant to Article 151, paragraph (8)

(including as applied mutatis mutandis pursuant to Article 228, paragraph (1), Article 235, paragraph (1), Article 239, paragraph (1), Article 247-2-3, paragraph (1), and Article 276, item (ii)), Article 228, paragraph (1), Article 235, paragraph (1), Article 239, paragraph (1), Article 247-2-3, paragraph (1), and Article 276, item (ii)); Article 151, paragraph (3) (including as applied mutatis mutandis pursuant to Article 151, paragraph (8) (including as applied mutatis mutandis pursuant to Article 228, paragraph (1), Article 235, paragraph (1), Article 239, paragraph (1), Article 247-2-3, paragraph (1), and Article 276, item (ii)), Article 228, paragraph (1), Article 235, paragraph (1), Article 239, paragraph (1), Article 247-2-3, paragraph (1), and Article 276, item (ii)); Article 151, paragraph (7) (including as applied mutatis mutandis pursuant to Article 228, paragraph (1), Article 235, paragraph (1), Article 239, paragraph (1), Article 247-2-3, paragraph (1), and Article 276, item (ii)); Article 152, paragraph (1) (including as applied mutatis mutandis pursuant to Article 228, paragraph (1), Article 235, paragraph (1), Article 239, paragraph (1), Article 247-2-3, paragraph (1), and Article 276, item (ii)); Article 154, paragraph (3) (including as applied mutatis mutandis pursuant to Article 228, paragraph (1), Article 235, paragraph (1), Article 239, paragraph (1), and Article 276, item (ii)); Article 159, paragraph (2) (including as applied mutatis mutandis pursuant to Article 235, paragraph (1) and Article 276, item (ii)); Article 165, paragraph (6) (including as applied mutatis mutandis pursuant to Article 247-3, paragraph (1), Article 249, paragraph (1) and Article 276, item (iii)); Article 166, paragraph (1), item (ix) (including as applied mutatis mutandis pursuant to Article 247-3, paragraph (1), Article 249, paragraph (1) and Article 276, item (iii)); Article 167, paragraph (1) (including as applied mutatis mutandis pursuant to Article 247-3, paragraph (1) and Article 276, item (iii)); Article 169, paragraph (2) (including as applied mutatis mutandis pursuant to Article 247-3, paragraph (1) and Article 276, item (iii)); Article 186, paragraph (1) (including as applied mutatis mutandis pursuant to Article 186, paragraph (5) (including as applied mutatis mutandis pursuant to Article 247-3, paragraph (1) and Article 276, item (iii)), Article 247-3, paragraph (1) and Article 276, item (iii)); Article 194, paragraph (6) (including as applied mutatis mutandis pursuant to Article 251, paragraph (1), Article 254, paragraph (1) and Article 276, item (iv)); Article 195, paragraph (1), item (ix) (including as applied mutatis mutandis pursuant to Article 251, paragraph (1), Article 254, paragraph (1) and Article 276, item (iv)); Article 196, paragraph (1) (including as applied mutatis mutandis pursuant to Article 276, item (iv)); Article 198, paragraph (2) (including as applied mutatis mutandis pursuant to Article 276, item (iv)); Article 202, paragraph (3), item (iii) (including as applied mutatis mutandis pursuant to Article 254, paragraph (1) and Article 276, item (iv)); Article 203, paragraph (3), item (iv) (including as applied mutatis mutandis pursuant to Article 254, paragraph (1) and Article 276, item (iv)); Article 218, paragraph (1) (including as applied mutatis mutandis pursuant to Article 218,

paragraph (5) (including as applied mutatis mutandis pursuant to Article 276, item (iv)) and Article 276, item (iv)); Article 159, paragraph (2) as applied mutatis mutandis pursuant to Article 228 following the deemed replacement of terms; and Article 159, paragraph (2) as applied mutatis mutandis pursuant to Article 239 following the deemed replacement of terms; Article 159, paragraph (2) as applied mutatis mutandis pursuant to Article 247-2-3 following the deemed replacement of terms; and Article 277.

6　第二百七十八条第一項及び第五項における主務省令は、法務省令とする。

(6) Ministry of Justice Order is the order of the competent ministry referred to in Article 278, paragraphs (1) and (5).

7　前条における主務省令は、内閣府令・法務省令とする。ただし、国債を取り扱う振替機関に関する事項、国債に関する事項及び加入者保護信託に関する事項については、内閣府令・法務省令・財務省令とする。

(7) Cabinet Office Order and Ministry of Justice Order are the orders of the competent ministry referred to in the preceding Article; provided, however, that Cabinet Office Order, Ministry of Justice Order, and Ministry of Finance Order are the orders of the competent ministry regarding the particulars related to the book-entry transfer institution handling Japanese government bonds, the particulars related to Japanese government bonds, and the particulars related to participant protection trusts.

（権限の委任等）

(Delegation of Authority)

第二百八十六条　内閣総理大臣は、この法律の規定による権限（政令で定めるものを除く。）を金融庁長官に委任する。

Article 286 (1) The Prime Minister delegates the authority under the provisions of this Act (excluding those specified by Cabinet Order) to the Commissioner of the Financial Services Agency.

2　金融庁長官は、政令で定めるところにより、前項の規定により委任された権限のうち、第二十条第一項（第四十三条第三項において準用する場合及び第四十八条の規定により読み替えて適用する場合を含む。）の規定によるものを証券取引等監視委員会（以下「委員会」という。）に委任することができる。

(2) The Commissioner of the Financial Services Agency may, pursuant to the provisions of Cabinet Order, delegate the authority under the provisions of Article 20, paragraph (1) (including as applied mutatis mutandis pursuant to Article 43, paragraph (3) and as applied pursuant to Article 48 following the deemed replacement of terms) with which the Commissioner has been delegated pursuant to the preceding paragraph to the Securities and Exchange Surveillance Commission (hereinafter referred to as "the Commission").

3　委員会は、前項の規定により委任された権限を行使したときは、速やかに、その結果について金融庁長官に報告するものとする。

(3) When the Commission has exercised the authority with which it has been delegated pursuant to the provisions of the preceding paragraph, it must promptly report the results to the Commissioner of the Financial Services Agency.

（委員会の命令に対する審査請求）

(Request for Administrative Review of the Commission's Order)

第二百八十七条　委員会が前条第二項の規定により行う報告又は資料の提出の命令についての審査請求は、委員会に対してのみ行うことができる。

Article 287 A request for administrative review with regard to an order to give a report or submit materials that the Commission issues pursuant to paragraph (2) of the preceding Article may only be filed against the Commission.

第十四章　罰則

Chapter XIV Penal Provisions

第二百八十八条　加入者集会における発言若しくは議決権の行使に関し不正の請託を受けて財産上の利益を収受し、又はその要求若しくは約束をした者は、五年以下の懲役若しくは五百万円以下の罰金に処し、又はこれを併科する。

Article 288 (1) A person that has acceded to an unlawful request and has accepted an economic benefit to make a statement or exercise a voting right at a participant meeting, or a person that has solicited or promised to accept the benefit, is subject to imprisonment for not more than five years, a fine of not more than 5,000,000 yen, or both.

２　前項の利益を供与し、又はその申込み若しくは約束をした者も、同項と同様とする。

(2) The provisions of the preceding paragraph also apply to a person that has provided, offered, or agreed to accept the benefit referred to in the preceding paragraph.

３　第一項の場合において、犯人の収受した利益は、没収する。その全部又は一部を没収することができないときは、その価額を追徴する。

(3) In the case referred to in paragraph (1), any benefit that the perpetrator has accepted is confiscated. If all or part of the benefit cannot be confiscated, an equivalent value is collected.

第二百八十九条　次の各号のいずれかに該当する者は、三年以下の懲役若しくは三百万円以下の罰金に処し、又はこれを併科する。

Article 289 A person falling under one of the following items is subject to imprisonment for not more than three years, a fine of not more than 3,000,000 yen, or both:

一　第四十八条の規定により読み替えて適用する第九十二条第二項（同条第三項において準用する場合を含む。）、第九十三条第一項、第九十四条第一項、第九十五条第一項又は第九十六条第一項の規定に違反して、振替口座簿に記載し、又は記録すべき事項を記載せず、又は記録しなかった者

(i) a person that does not make an entry or record of the information that is required to be entered or recorded in a book-entry transfer account register, in

violation of the provisions of Article 92, paragraph (2) as applied pursuant to Article 48 following the deemed replacement of terms (including as applied mutatis mutandis pursuant to Article 92, paragraph (3)) or Article 93, paragraph (1), Article 94, paragraph (1), 95 or Article 96, paragraph (1);

二　第六十九条第二項（同条第三項（第百十三条、第百十五条、第百十七条、第百十八条、第百二十条、第百二十一条、第百二十二条、第百二十四条、第百二十七条及び第二百七十六条第一号において準用する場合を含む。）において準用する場合を含む。）、第七十条第一項、第七十一条第一項、第七十二条、第七十八条第五項、第七十九条第五項（これらの規定を第百十三条、第百十五条、第百十七条、第百十八条、第百二十条、第百二十一条、第百二十二条、第百二十四条、第百二十七条及び第二百七十六条第一号において準用する場合を含む。）、第百二十一条の二第四項若しくは第五項、第百二十一条の三第四項若しくは第五項、第百二十一条の四第三項（同条第四項において準用する場合を含む。）、第百二十二条の二第四項若しくは第五項又は第百二十四条の二第四項若しくは第五項の規定に違反して、振替口座簿に記載し、又は記録すべき事項を記載せず、又は記録しなかった者

(ii) a person that does not make an entry or record of the information that is required to be entered or recorded in a book-entry transfer account register, in violation of the provisions of Article 69, paragraph (2) (including as applied mutatis mutandis pursuant to Article 69, paragraph (3) (including as applied mutatis mutandis pursuant to Article 113, Article 115, Article 117, Article 118, Article 120, Article 121, Article 122, Article 124, Article 127, and Article 276, item (i))); Article 70, paragraph (1), Article 71, paragraph (1), Article 72, Article 78, paragraph (5), Article 79, paragraph (5) (including as applied mutatis mutandis pursuant to Article 113, Article 115, Article 117, Article 118, Article 120, Article 121, Article 122, Article 124, Article 127, and Article 276, item (i)), Article 121-2, paragraph (4) or (5); Article 121-3, paragraph (4) or (5); Article 121-4, paragraph (3) (including as applied mutatis mutandis pursuant to Article 121-4, paragraph (4)); Article 122-2, paragraph (4) or (5), or Article 124-2, paragraph (4) or (5);

三　第九十二条第二項（同条第三項において準用する場合を含む。）、第九十三条第一項、第九十四条第一項、第九十五条第一項、第九十六条第一項、第九十七条、第百三条第五項、第百四条第五項、第百七条第六項又は第百八条第五項の規定に違反して、振替口座簿に記載し、又は記録すべき事項を記載せず、又は記録しなかった者

(iii) a person that does not make an entry or record of the information that is required to be entered or recorded in a book-entry transfer account register, in violation of the provisions of Article 92, paragraph (2) (including as applied mutatis mutandis pursuant to paragraph (3) of that Article), Article 93, paragraph (1), Article 94, paragraph (1), Article 95, paragraph (1), Article 96, paragraph (1), Article 97, Article 103, paragraph (5), Article 104, paragraph (5), Article 107, paragraph (6), or Article 108, paragraph (5);

三の二　第百二十七条の五第二項（同条第三項において準用する場合を含む。）、第百二十七条の七第一項、第百二十七条の九第一項、第百二十七条の十第三項（同条第四

項において準用する場合を含む。）、第百二十七条の十一第三項（同条第四項において準用する場合を含む。）及び第五項、第百二十七条の十二第三項（同条第四項において準用する場合を含む。）及び第五項、第百二十七条の十三第三項（同条第四項において準用する場合を含む。）及び第五項、第百二十七条の十四第三項（同条第四項において準用する場合を含む。）及び第五項、第百二十七条の十五、第百二十七条の二十一第五項又は第百二十七条の二十二第五項の規定に違反して、振替口座簿に記載し、又は記録すべき事項を記載せず、又は記録しなかった者

(iii)-2 a person that does not make an entry or record of the information that is required to be entered or recorded in a book-entry transfer account register, in violation of the provisions of Article 127-5, paragraph (2) (including as applied mutatis mutandis pursuant to paragraph (3) of that Article); Article 127-7, paragraph (1); Article 127-9, paragraph (1); Article 127-10, paragraph (3) (including as applied mutatis mutandis pursuant to paragraph (4) of that Article); Article 127-11, paragraph (3) (including as applied mutatis mutandis pursuant to paragraph (4) of that Article) and paragraph (5); Article 127-12, paragraph (3) (including as applied mutatis mutandis pursuant to paragraph (4) of that Article) and paragraph (5); Article 127-13, paragraph (3) (including as applied mutatis mutandis pursuant to paragraph (4) of that Article) and paragraph (5); Article 127-14, paragraph (3) (including as applied mutatis mutandis pursuant to paragraph (4) of that Article) and paragraph (5); Article 127-15; Article 127-21, paragraph (5); or Article 127-22, paragraph (5);

四　第百三十条第二項（同条第三項（第二百二十八条第一項、第二百三十五条第一項、第二百三十九条第一項、第二百四十七条の二の三第一項及び第二百七十六条第二号において準用する場合を含む。）、第二百二十八条第一項、第二百三十五条第一項、第二百三十九条第一項、第二百四十七条の二の三第一項及び第二百七十六条第二号において準用する場合を含む。）、第百三十二条第一項（第二百二十八条第一項、第二百三十五条第一項、第二百三十九条第一項、第二百四十七条の二の三第一項及び第二百七十六条第二号において準用する場合を含む。）、第百三十四条第一項（第二百二十八条第一項、第二百三十五条第一項及び第二百七十六条第二号において準用する場合を含む。）、第百三十五条第三項（同条第四項（第二百二十八条第一項、第二百三十五条第一項及び第二百七十六条第二号において準用する場合を含む。）、第二百二十八条第一項、第二百三十五条第一項及び第二百七十六条第二号において準用する場合を含む。）、第百三十六条第三項（同条第四項（第二百二十八条第一項、第二百三十九条第一項及び第二百七十六条第二号において準用する場合を含む。）、第二百二十八条第一項、第二百三十九条第一項及び第二百七十六条第二号において準用する場合を含む。）、第百三十六条第五項（第二百二十八条第一項、第二百三十九条第一項及び第二百七十六条第二号において準用する場合を含む。）、第百三十七条第三項（同条第四項（第二百二十八条第一項、第二百三十五条第一項及び第二百七十六条第二号において準用する場合を含む。）、第二百二十八条第一項、第二百三十五条第一項及び第二百七十六条第二号において準用する場合を含む。）、第百三十七条第五項（第二百二十八条第一項、第二百三十五条第一項及び第二百七十六条第二号において準用する場合を含む。）、第百三十八条第三項

（同条第四項（第二百二十八条第一項、第二百三十五条第一項、第二百五十六条、第二百六十二条第一項及び第三項、第二百六十三条、第二百七十条並びに第二百七十六条第二号において準用する場合を含む。）、第二百二十八条第一項、第二百三十五条第一項、第二百五十六条、第二百六十二条第一項及び第三項、第二百六十三条、第二百七十条並びに第二百七十六条第二号において準用する場合を含む。）、第百三十八条第五項（第二百二十八条第一項、第二百三十五条第一項、第二百五十六条、第二百六十二条第一項及び第三項、第二百六十三条、第二百七十条並びに第二百七十六条第二号において準用する場合を含む。）、第百三十九条（第二百二十八条第一項、第二百三十五条第一項、第二百三十九条第一項、第二百四十七条の二の三第一項及び第二百七十六条第二号において準用する場合を含む。）、第百四十五条第五項（第二百二十八条第一項、第二百三十五条第一項、第二百三十九条第一項、第二百四十七条の二の三第一項及び第二百七十六条第二号において準用する場合を含む。）、第百四十六条第五項（第二百二十八条第一項、第二百三十五条第一項、第二百三十九条第一項、第二百四十七条の二の三第一項及び第二百七十六条第二号において準用する場合を含む。）、第二百三十条第二項、第二百四十条第二項、第二百四十一条第三項（同条第四項において準用する場合を含む。）、第二百四十二条第三項（同条第四項において準用する場合を含む。）若しくは第五項、第二百四十七条の二の四第二項又は第二百四十七条の二の七第二項の規定に違反して、振替口座簿に記載し、又は記録すべき事項を記載せず、又は記録しなかった者

(iv) a person that does not make an entry or record of the information that is required to be entered or recorded in a book-entry transfer account register, in violation of the provisions of Article 130, paragraph (2) (including as applied mutatis mutandis pursuant to Article 130, paragraph (3) (including as applied mutatis mutandis pursuant to Article 228, paragraph (1), Article 235, paragraph (1), Article 239, paragraph (1), Article 247-2-3, paragraph (1), and Article 276, item (ii)), Article 228, paragraph (1), Article 235, paragraph (1), Article 239, paragraph (1), Article 247-2-3, paragraph (1), and Article 276, item (ii)); Article 132, paragraph (1) (including as applied mutatis mutandis pursuant to Article 228, paragraph (1), Article 235, paragraph (1), Article 239, paragraph (1), Article 247-2-3, paragraph (1), and Article 276, item (ii)); Article 134, paragraph (1) (including as applied mutatis mutandis pursuant to Article 228, paragraph (1), Article 235, paragraph (1) and Article 276, item (ii)); Article 135, paragraph (3) (including as applied mutatis mutandis pursuant to Article 135, paragraph (4) (including as applied mutatis mutandis pursuant to Article 228, paragraph (1), Article 235, paragraph (1), and Article 276, item (ii)); Article 228, paragraph (1), Article 235, paragraph (1) and Article 276, item (ii)); Article 136, paragraph (3) (including as applied mutatis mutandis pursuant to Article 136, paragraph (4) (including as applied mutatis mutandis pursuant to Article 228, paragraph (1), Article 239, paragraph (1), and Article 276, item (ii)); Article 228, paragraph (1), Article 239, paragraph (1) and Article 276, item (ii)); Article 136, paragraph (5) (including as applied mutatis mutandis pursuant to Article 228, paragraph (1), Article 239, paragraph (1) and Article 276, item (ii)); Article 137, paragraph (3) (including as

applied mutatis mutandis pursuant to Article 137, paragraph (4) (including as applied mutatis mutandis pursuant to Article 228, paragraph (1), Article 235, paragraph (1) and Article 276, item (ii)), Article 228, paragraph (1), Article 235, paragraph (1) and Article 276, item (ii)); Article 137, paragraph (5) (including as applied mutatis mutandis pursuant to Article 228, paragraph (1), Article 235, paragraph (1) and Article 276, item (ii)); Article 138, paragraph (3) (including as applied mutatis mutandis pursuant to Article 138, paragraph (4) (including as applied mutatis mutandis pursuant to Article 228, paragraph (1), Article 235, paragraph (1), Article 256, Article 262, paragraphs (1) and (3), Article 263, Article 270, and Article 276, item (ii)); Article 228, paragraph (1), Article 235, paragraph (1), Article 256, Article 262, paragraphs (1) and (3), Article 263, Article 270 and Article 276, item (ii)); Article 138, paragraph (5) (including as applied mutatis mutandis pursuant to Article 228, paragraph (1), Article 235, paragraph (1), Article 256, Article 262, paragraphs (1) and (3), Article 263, Article 270 and Article 276, item (ii)); Article 139 (including as applied mutatis mutandis pursuant to Article 228, paragraph (1), Article 235, paragraph (1), Article 239, paragraph (1), Article 247-2-3, paragraph (1), and Article 276, item (ii)); Article 145, paragraph (5) (including as applied mutatis mutandis pursuant to Article 228, paragraph (1), Article 235, paragraph (1), Article 239, paragraph (1), Article 247-2-3, paragraph (1), and Article 276, item (ii)); Article 146, paragraph (5) (including as applied mutatis mutandis pursuant to Article 228, paragraph (1), Article 235, paragraph (1), Article 239, paragraph (1), Article 247-2-3, paragraph (1), and Article 276, item (ii)); Article 230, paragraph (2); Article 240, paragraph (2); Article 241, paragraph (3) (including as applied mutatis mutandis pursuant to Article 241, paragraph (4)); Article 242, paragraph (3) (including as applied mutatis mutandis pursuant to Article 242, paragraph (4)) or paragraph (5); Article 247-2-4, paragraph (2); Article 247-2-7, paragraph (2);

五　第百六十六条第二項（同条第三項（第二百四十七条の三第一項、第二百四十九条第一項及び第二百七十六条第三号において準用する場合を含む。）、第二百四十七条の三第一項、第二百四十九条第一項及び第二百七十六条第三号において準用する場合を含む。）、第百六十八条第一項（第二百四十七条の三第一項、第二百四十九条第一項及び第二百七十六条第三号において準用する場合を含む。）、第百七十条第一項（第二百四十七条の三第一項、第二百四十九条第一項及び第二百七十六条第三号において準用する場合を含む。）、第百七十一条第三項（同条第四項（第二百四十七条の三第一項及び第二百七十六条第三号において準用する場合を含む。）、第二百四十七条の三第一項及び第二百七十六条第三号において準用する場合を含む。）、第百七十二条（第二百四十七条の三第一項、第二百四十九条第一項及び第二百七十六条第三号において準用する場合を含む。）、第百七十三条（第二百四十七条の三第一項、第二百四十九条第一項及び第二百七十六条第三号において準用する場合を含む。）、第百七十九条第五項（第二百四十七条の三第一項、第二百四十九条第一項及び第二百七十六条第三号において準用する場合を含む。）又は第百八十条第五項（第二百四十七条の三第一項、第二百四十九条第

一項及び第二百七十六条第三号において準用する場合を含む。）の規定に違反して、振替口座簿に記載し、又は記録すべき事項を記載せず、又は記録しなかった者

(v) a person that does not make an entry or record of the information that is required to be entered or recorded in a book-entry transfer account register, in violation of the provisions of Article 166, paragraph (2) (including as applied mutatis mutandis pursuant to Article 166, paragraph (3) (including as applied mutatis mutandis pursuant to Article 247-3, paragraph (1), Article 249, paragraph (1), and Article 276, item (iii)), Article 247-3, paragraph (1), Article 249, paragraph (1) and Article 276, item (iii)); Article 168, paragraph (1) (including as applied mutatis mutandis pursuant to Article 247-3, paragraph (1), Article 249, paragraph (1) and Article 276, item (iii)); Article 170, paragraph (1) (including as applied mutatis mutandis pursuant to Article 247-3, paragraph (1), Article 249, paragraph (1), and Article 276, item (iii)); Article 171, paragraph (3) (including as applied mutatis mutandis pursuant to Article 171, paragraph (4) (including as applied mutatis mutandis pursuant to Article 247-3, paragraph (1) and Article 276, item (iii)), Article 247-3, paragraph (1) and Article 276, item (iii)); Article 172 (including as applied mutatis mutandis pursuant to Article 247-3, paragraph (1), Article 249, paragraph (1), and Article 276, item (iii)); Article 173 (including as applied mutatis mutandis pursuant to Article 247-3, paragraph (1), Article 249, paragraph (1) and Article 276, item (iii)); Article 179, paragraph (5) (including as applied mutatis mutandis pursuant to Article 247-3, paragraph (1), Article 249, paragraph (1), and Article 276, item (iii)); or Article 180, paragraph (5) (including as applied mutatis mutandis pursuant to Article 247-3, paragraph (1), Article 249, paragraph (1), and Article 276, item (iii));

六　第百九十五条第二項（同条第三項（第二百五十一条第一項、第二百五十四条第一項及び第二百七十六条第四号において準用する場合を含む。）、第二百五十一条第一項、第二百五十四条第一項及び第二百七十六条第四号において準用する場合を含む。）、第百九十七条第一項（第二百五十一条第一項、第二百五十四条第一項及び第二百七十六条第四号において準用する場合を含む。）、第百九十九条第一項（第二百五十一条第一項、第二百五十四条第一項及び第二百七十六条第四号において準用する場合を含む。）、第二百条第三項（同条第四項（第二百七十六条第四号において準用する場合を含む。）及び第二百七十六条第四号において準用する場合を含む。）、第二百一条（第二百五十四条第一項及び第二百七十六条第四号において準用する場合を含む。）、第二百二条第二項（第二百五十四条第一項及び第二百七十六条第四号において準用する場合を含む。）、第二百三条第二項（第二百五十四条第一項及び第二百七十六条第四号において準用する場合を含む。）、第二百四条（第二百五十一条第一項、第二百五十四条第一項及び第二百七十六条第四号において準用する場合を含む。）、第二百十条第六項（第二百五十一条第一項、第二百五十四条第一項及び第二百七十六条第四号において準用する場合を含む。）又は第二百十一条第五項（第二百五十一条第一項、第二百五十四条第一項及び第二百七十六条第四号において準用する場合を含む。）の規定に違反して、振替口座簿に記載し、又は記録すべき事項を記載せず、又は記録しなかった者

(vi) a person that does not make an entry or record for information that is required to be entered or recorded in a book-entry transfer account register, in violation of the provisions of Article 195, paragraph (2) (including as applied mutatis mutandis pursuant to Article 195, paragraph (3) (including as applied mutatis mutandis pursuant to Article 251, paragraph (1), Article 254, paragraph (1), and Article 276, item (iv)), Article 251, paragraph (1), Article 254, paragraph (1) and Article 276, item (iv)); Article 197, paragraph (1) (including as applied mutatis mutandis pursuant to Article 251, paragraph (1), Article 254, paragraph (1) and Article 276, item (iv)); Article 199, paragraph (1) (including as applied mutatis mutandis pursuant to Article 251, paragraph (1), Article 254, paragraph (1), and Article 276, item (iv)); Article 200, paragraph (3) (including as applied mutatis mutandis pursuant to Article 200, paragraph (4) (including as applied mutatis mutandis pursuant to Article 276, item (iv)) and Article 276, item (iv)); Article 201 (including as applied mutatis mutandis pursuant to Article 254, paragraph (1) and Article 276, item (iv)); Article 202, paragraph (2) (including as applied mutatis mutandis pursuant to Article 254, paragraph (1) and Article 276, item (iv)); Article 203, paragraph (2) (including as applied mutatis mutandis pursuant to Article 254, paragraph (1) and Article 276, item (iv)); Article 204 (including as applied mutatis mutandis pursuant to Article 251, paragraph (1), Article 254, paragraph (1) and Article 276, item (iv)); Article 210, paragraph (6) (including as applied mutatis mutandis pursuant to Article 251, paragraph (1), Article 254, paragraph (1) and Article 276, item (iv)); or Article 211, paragraph (5) (including as applied mutatis mutandis pursuant to Article 251, paragraph (1), Article 254, paragraph (1) and Article 276, item (iv)); or

七　振替口座簿に虚偽の記載又は記録をした者

(vii) a person that makes a false entry or record in a book-entry transfer account register.

第二百九十条　次の各号のいずれかに該当する者は、二年以下の懲役若しくは三百万円以下の罰金に処し、又はこれを併科する。

Article 290 A person falling under one of the following items is subject to imprisonment for not more than two years, a fine of not more than 3,000,000 yen, or both:

一　第二十二条第一項（第四十八条の規定により読み替えて適用する場合を含む。）の規定による業務の停止の命令に違反した者

(i) a person that violates a business suspension order under the provisions of Article 22, paragraph (1) (including as applied pursuant to Article 48 following the deemed replacement of terms);

二　第百五十一条第一項（同条第八項（第二百二十八条第一項、第二百三十五条第一項、第二百三十九条第一項、第二百四十七条の二の三第一項及び第二百七十六条第二号において準用する場合を含む。）、第二百二十八条第一項、第二百三十五条第一項、第二百三十九条第一項、第二百四十七条の二の三第一項及び第二百七十六条第二号におい

て準用する場合を含む。）、第百五十一条第六項（同条第八項（第二百二十八条第一項、第二百三十五条第一項、第二百三十九条第一項、第二百四十七条の二の三第一項及び第二百七十六条第二号において準用する場合を含む。）、第百五十四条第五項（第二百二十八条第一項、第二百三十五条第一項、第二百三十九条第一項及び第二百七十六条第二号において準用する場合を含む。）、第二百二十八条第一項、第二百三十五条第一項、第二百三十九条第一項、第二百四十七条の二の三第一項及び第二百七十六条第二号において準用する場合を含む。）、第百五十四条第三項（第二百二十八条第一項、第二百三十五条第一項、第二百三十九条第一項及び第二百七十六条第二号において準用する場合並びに第二百五十九条第八項、第二百六十六条第八項及び第二百七十三条第八項の規定により読み替えて適用する場合を含む。）、第百八十六条第一項（同条第五項（第二百四十七条の三第一項及び第二百七十六条第三号において準用する場合を含む。）、第二百四十七条の三第一項及び第二百七十六条第三号において準用する場合を含む。）、第百八十六条第四項（同条第五項（第二百四十七条の三第一項及び第二百七十六条第三号において準用する場合を含む。）、第二百四十七条の三第一項及び第二百七十六条第三号において準用する場合を含む。）又は第二百十八条第一項若しくは第四項（これらの規定を同条第五項（第二百七十六条第四号において準用する場合を含む。）及び第二百七十六条第四号において準用する場合を含む。）の規定に違反して、通知若しくは報告をせず、又は虚偽の通知若しくは報告をした者

(ii) a person that fails to give a notice or make a report, or a person that gives a false notice or makes a false report, in violation of the provisions of Article 151, paragraph (1) (including as applied mutatis mutandis pursuant to Article 151, paragraph (8) (including as applied mutatis mutandis pursuant to Article 228, paragraph (1), Article 235, paragraph (1), Article 239, paragraph (1), Article 247-2-3, paragraph (1), and Article 276, item (ii)), Article 228, paragraph (1), Article 235, paragraph (1), Article 239, paragraph (1), Article 247-2-3, paragraph (1), and Article 276, item (ii)); Article 151, paragraph (6) (including as applied mutatis mutandis pursuant to Article 151, paragraph (8) (including as applied mutatis mutandis pursuant to Article 228, paragraph (1), Article 235, paragraph (1), Article 239, paragraph (1), Article 247-2-3, paragraph (1), and Article 276, item (ii)), Article 154, paragraph (5) (including as applied mutatis mutandis pursuant to Article 228, paragraph (1), Article 235, paragraph (1), Article 239, paragraph (1), and Article 276, item (ii)), Article 228, paragraph (1), Article 235, paragraph (1), Article 239, paragraph (1), Article 247-2-3, paragraph (1), and Article 276, item (ii)); Article 154, paragraph (3) (including as applied mutatis mutandis pursuant to Article 228, paragraph (1), Article 235, paragraph (1), Article 239, paragraph (1) and Article 276, item (ii) and as applied pursuant to Article 259, paragraph (8), Article 266, paragraph (8), and Article 273, paragraph (8) following the deemed replacement of terms); Article 186, paragraph (1) (including as applied mutatis mutandis pursuant to Article 186, paragraph (5) (including as applied mutatis mutandis pursuant to Article 247-3, paragraph (1) and Article 276, item (iii)), Article 247-3, paragraph (1) and Article 276, item (iii)); Article 186, paragraph (4)

(including as applied mutatis mutandis pursuant to Article 186, paragraph (5) (including as applied mutatis mutandis pursuant to Article 247-3, paragraph (1) and Article 276, item (iii)), Article 247-3, paragraph (1) and Article 276, item (iii)); or Article 218, paragraph (1) or (4) (including as applied mutatis mutandis pursuant to Article 218, paragraph (5) (including as applied mutatis mutandis pursuant to Article 276, item (iv)) and Article 276, item (iv)).

第二百九十一条　次の各号のいずれかに該当する者は、一年以下の懲役若しくは三百万円以下の罰金に処し、又はこれを併科する。

Article 291 A person falling under one of the following items is subject to imprisonment for not more than one year, a fine of not more than 3,000,000 yen, or both:

一　第四条第一項（第四十七条第三項において準用する場合を含む。）、第二十五条第二項、第二十七条第二項、第二十九条第二項若しくは第三十一条第二項の申請書若しくは第四条第二項（第四十七条第三項において準用する場合を含む。）の書類に虚偽の記載をし、若しくは当該書類に代えて電磁的記録を添付すべき場合における当該電磁的記録に虚偽の記録をし、又は第二十五条第三項、第二十七条第三項、第二十九条第三項若しくは第三十一条第三項の書面若しくは電磁的記録に虚偽の記載若しくは記録をして提出した者

(i) a person that makes a false entry in the written application referred to in Article 4, paragraph (1) (including as applied mutatis mutandis pursuant to Article 47, paragraph (3)), Article 25, paragraph (2), Article 27, paragraph (2), Article 29, paragraph (2), or Article 31, paragraph (2) or the document referred to in Article 4, paragraph (2) (including as applied mutatis mutandis pursuant to Article 47, paragraph (3)), that makes a false record in the electronic or magnetic record that is required to be attached in lieu of that document, or makes a false entry or record in the document or electronic or magnetic record referred to in Article 25, paragraph (3), Article 27, paragraph (3), Article 29, paragraph (3), or Article 31, paragraph (3) and submits it;

二　第十五条の規定による記録の作成若しくは保存をせず、又は虚偽の記録を作成した者

(ii) a person that fails to prepare or preserve the record under the provisions of Article 15, or prepares a false record;

三　第十六条第一項（第四十八条の規定により読み替えて適用する場合を含む。）の規定による報告書の提出をせず、又は虚偽の記載をした報告書を提出した者

(iii) a person that fails to submit a written report under the provisions of Article 16, paragraph (1) (including as applied pursuant to Article 48 following the deemed replacement of terms), or submits a false report;

四　第二十条第一項（第四十八条の規定により読み替えて適用する場合を含む。）の規定による報告若しくは資料の提出をせず、若しくは虚偽の報告をし、若しくは虚偽の資料を提出し、検査を拒み、妨げ、若しくは忌避し、又は質問に対し答弁をせず、若しくは虚偽の答弁をした者

(iv) a person that fails to make a report or submit materials pursuant to the provisions of Article 20, paragraph (1) (including as applied pursuant to Article 48 following the deemed replacement of terms, makes a false report or submits false materials, refuses, hinders, or evades an inspection, or fails to answer questions or gives a false answer; or

五　第四十三条第三項において準用する第二十条第一項の規定による報告若しくは資料の提出をせず、若しくは虚偽の報告をし、若しくは虚偽の資料を提出し、検査を拒み、妨げ、若しくは忌避し、又は質問に対し答弁をせず、若しくは虚偽の答弁をした者

(v) a person that fails to make a report or submit materials pursuant to the provisions of Article 20, paragraph (1) as applied mutatis mutandis pursuant to Article 43, paragraph (3), makes a false report or submits false materials, refuses, hinders, or evades an inspection, or fails to answer questions or gives a false answer.

第二百九十二条　第七条の規定に違反した者は、一年以下の懲役又は五十万円以下の罰金に処する。

Article 292 A person that violates the provisions of Article 7 is subject to imprisonment for not more than one year or a fine of not more than 500,000 yen.

第二百九十三条　次の各号のいずれかに該当する者は、三十万円以下の罰金に処する。

Article 293 A person falling under one of the following items is subject to a fine of not more than 300,000 yen:

一　第六条第一項の規定による認可を受けないで資本金の額を減少し、又は虚偽の申請をして同項の認可を受けた者

(i) a person that decreases the amount of stated capital without obtaining the authorization under the provisions of Article 6, paragraph (1), or obtains the authorization referred to in that paragraph by filing a false application;

二　第十八条第一項（第四十八条の規定により読み替えて適用する場合を含む。）の規定による届出をせず、又は虚偽の届出をした者

(ii) a person that fails to file a notification under the provisions of Article 18, paragraph (1) (including as applied pursuant to Article 48 following the deemed replacement of terms) or files a false notification;

三　第十九条の規定による報告をせず、又は虚偽の報告をした者

(iii) a person that fails to make a report under the provisions of Article 19 or has made a false report;

四　第五十八条（第四十八条の規定により読み替えて適用する場合を含む。）の規定による通知をせず、又は虚偽の通知をした者

(iv) a person that fails to give a notice pursuant to the provisions of Article 58 (including as applied pursuant to Article 48 following the deemed replacement of terms) or gives a false notice; or

五　第五十九条第四項の規定による報告をせず、又は虚偽の報告をした者

(v) a person that fails to make a report under the provisions of Article 59, paragraph (4) or make a false report.

第二百九十四条　法人の代表者、代理人、使用人その他の従業者が、その法人の業務又は財産に関し、次の各号に掲げる規定の違反行為をしたときは、その行為者を罰するほか、その法人に対して当該各号に定める罰金刑を科する。

Article 294 If the representative, an agent, an employee, or other worker of a corporation violates the provisions set forth in one of the following items in relation to the business or property of the corporation, in addition to the violator being subject to punishment, the corporation is subject to the fine prescribed in the relevant item:

一　第二百八十九条又は第二百九十条　三億円以下の罰金刑

(i) the provisions of Article 289 or Article 290: a fine of not more than 300 million yen;

二　第二百九十一条（第五号を除く。）　二億円以下の罰金刑

(ii) the provisions of Article 291 (excluding item (v)): a fine of not more than 200 million yen; and

三　第二百九十一条第五号又は前条　各本条の罰金刑

(iii) the provisions of Article 291, item (v) or the preceding Article: the fine prescribed in the respective Articles.

第二百九十五条　振替機関又は口座管理機関の役員又は清算人が次の各号のいずれかに該当するときは、百万円以下の過料に処する。

Article 295 If an officer or a liquidator of a book-entry transfer institution or account management institution falls under one of the following items, the officer or liquidator is subject to a civil fine of not more than one million yen:

一　第六条第二項の規定に違反して、届出をせず、又は虚偽の届出をしたとき。

(i) the officer or liquidator fails to file a notification or files a false notification, in violation of the provisions of Article 6, paragraph (2);

二　第二十一条又は第二十三条（これらの規定を第四十八条の規定により読み替えて適用する場合を含む。）の規定による命令に違反したとき。

(ii) the officer or liquidator violates an order under the provisions of Article 21 or Article 23 (including as applied pursuant to Article 48 following the deemed replacement of terms);

三　第三十四条第二項又は第四項の規定に違反して、通知をすることを怠り、又は不正の通知をしたとき。

(iii) the officer or liquidator neglects to give a notice or gives a false notice in violation of the provisions of Article 34, paragraph (2) or (4);

四　第三十六条第二項の書類に記載すべき事項を記載せず、又は虚偽の記載をしたとき。

(iv) the officer or liquidator fails to enter the information that is required to be entered in the document referred to in Article 36, paragraph (2), or makes a false entry in that document;

五　第三十六条第二項の規定に違反して、加入者集会の招集の通知に際し、書類を交付しなかったとき。

(v) the officer or liquidator fails to deliver a document at the time of giving notice of the convocation of a participant meeting, in violation of the provisions of Article 36, paragraph (2);

六　正当な理由がないのに第三十六条第三項ただし書の規定による請求を拒んだとき。

(vi) the officer or liquidator refuses a request made pursuant to the proviso of Article 36, paragraph (3), without legitimate grounds for doing so;

七　第三十六条第四項において準用する会社法第三百十二条第四項の規定又は第三十九条において準用する同法第七百三十一条第二項の規定に違反して、電磁的記録又は議事録を備え置かなかったとき。

(vii) the officer or liquidator fails to keep electronic or magnetic records or minutes, in violation of the provisions of Article 312, paragraph (4) of the Companies Act as applied mutatis mutandis pursuant to Article 36, paragraph (4) or the provisions of Article 731, paragraph (2) of that Act as applied mutatis mutandis pursuant to Article 39;

八　正当な理由がないのに第三十六条第四項において準用する会社法第三百十二条第五項の規定又は第三十九条において準用する同法第七百三十一条第三項の規定による書面又は議事録（当該書面又は議事録が電磁的記録をもって作成された場合においては、その電磁的記録に記録された情報の内容を表示したもの）の閲覧又は謄写を拒んだとき。

(viii) the officer or liquidator refuses the inspection or copying of a document or minutes under the provisions of Article 312, paragraph (5) of the Companies Act as applied mutatis mutandis pursuant to Article 36, paragraph (4) or the provisions of Article 731, paragraph (3) of that Act as applied mutatis mutandis pursuant to Article 39 (if an electronic or magnetic record has been used to prepare the document or minutes, anything that shows the content of the data recorded in the electronic or magnetic record), without legitimate grounds for doing so;

九　業務規程に定めた地以外の地において、加入者集会を招集したとき。

(ix) the officer or liquidator convenes a participant meeting at a place other than that prescribed in the operational rules;

十　正当な理由がないのに加入者集会において加入者の求めた事項について説明をしなかったとき。

(x) the officer or liquidator fails to explain a matter that the participants have asked to be explained at a participant meeting, without legitimate grounds for failing to do so;

十一　加入者集会に対し、虚偽の申立てをし、又は事実を隠蔽したとき。

(xi) the officer or liquidator files a false petition at a participant meeting or conceals a fact from the participants at a participant meeting;

十二　第三十九条において準用する会社法第七百三十五条の規定に違反して、加入者集会の決議の認可に関する公告をすることを怠り、又は不正の公告をしたとき。

(xii) the officer or liquidator neglects to issue public notice of authorization for a resolution at a participant meeting or issues a false public notice, in violation of

the provisions of Article 735 of the Companies Act as applied mutatis mutandis pursuant to Article 39;

十三　第三十九条において準用する会社法第七百三十一条第一項の規定に違反して、議事録に記載し、若しくは記録すべき事項を記載せず、若しくは記録せず、又は不実の記載若しくは記録をしたとき。

(xiii) the officer or liquidator fails to make an entry or record of information that is required to be entered or recorded in the minutes, or makes a false entry or record in them, in violation of the provisions of Article 731, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 39;

十四　第六十九条第二項第二号（同条第三項（第百十三条、第百十五条、第百十七条、第百十八条、第百二十条、第百二十一条、第百二十二条、第百二十四条、第百二十七条及び第二百七十六条第一号において準用する場合を含む。）、第百十三条、第百十五条、第百十七条、第百十八条、第百二十条、第百二十一条、第百二十二条、第百二十四条、第百二十七条及び第二百七十六条第一号において準用する場合を含む。）、第七十条第一項（第百十三条、第百十五条、第百十七条、第百十八条、第百二十条、第百二十一条、第百二十二条、第百二十四条、第百二十七条及び第二百七十六条第一号において準用する場合を含む。）、第七十一条第一項（第百十三条、第百十五条、第百十七条、第百十八条、第百二十条、第百二十一条、第百二十二条、第百二十四条、第百二十七条及び第二百七十六条第一号において準用する場合を含む。）、第七十九条第四項（第百十三条、第百十五条、第百十七条、第百十八条、第百二十条、第百二十一条、第百二十二条、第百二十四条、第百二十七条及び第二百七十六条第一号において準用する場合を含む。）、第九十二条第二項第二号（同条第三項において準用する場合を含む。）、第九十三条第一項、第九十四条第一項、第九十五条第一項（第四十八条の規定により読み替えて適用する場合を含む。）、第九十六条第一項、第百四条第四項、第百八条第四項、第百二十一条の二第二項（同条第三項において準用する場合を含む。）、同条第四項から第六項まで、第百二十一条の三第二項（同条第三項において準用する場合を含む。）、同条第四項から第六項まで、第百二十一条の四第二項（同条第四項において準用する場合を含む。）、第百二十二条の二第二項（同条第三項において準用する場合を含む。）、同条第四項から第六項まで、第百二十四条の二第二項（同条第三項において準用する場合を含む。）、同条第四項から第六項まで、第百二十七条の五第二項第二号（同条第三項において準用する場合を含む。）、第百二十七条の七第一項、第百二十七条の九第一項、第百二十七条の十第二項（同条第四項において準用する場合を含む。）、第百二十七条の十一第二項（同条第四項において準用する場合を含む。）、第百二十七条の十二第二項（同条第四項において準用する場合を含む。）、第百二十七条の十三第二項（同条第四項において準用する場合を含む。）、第百二十七条の十四第二項（同条第四項において準用する場合を含む。）、第百二十七条の二十二第四項、第百三十条第二項第二号（同条第三項（第二百二十八条第一項、第二百三十五条第一項、第二百三十九条第一項、第二百四十七条の二の三第一項及び第二百七十六条第二号において準用する場合を含む。）、第二百二十八条第一項、第二百三十五条第一項、第二百三十九条第一項、第二百四十七条の二の三第一項及び第二百七十六条第二号において準用する場合を含む。）、第百三十二条第一項（第二百二十八条第一項、第二百三十五条第一項、第二百三十九条

第一項、第二百四十七条の二の三第一項及び第二百七十六条第二号において準用する場合を含む。）、第百三十四条第一項（第二百二十八条第一項、第二百三十五条第一項及び第二百七十六条第二号において準用する場合を含む。）、第百三十五条第二項（同条第四項（第二百二十八条第一項、第二百三十五条第一項及び第二百七十六条第二号において準用する場合を含む。）、第二百二十八条第一項、第二百三十五条第一項及び第二百七十六条第二号において準用する場合を含む。）、第百三十六条第二項（同条第四項（第二百二十八条第一項、第二百三十九条第一項及び第二百七十六条第二号において準用する場合を含む。）、第二百二十八条第一項、第二百三十九条第一項及び第二百七十六条第二号において準用する場合を含む。）、第百三十七条第二項（同条第四項（第二百二十八条第一項、第二百三十五条第一項及び第二百七十六条第二号において準用する場合を含む。）、第二百二十八条第一項、第二百三十五条第一項及び第二百七十六条第二号において準用する場合を含む。）、第百三十八条第二項（同条第四項（第二百二十八条第一項、第二百三十五条第一項、第二百五十六条、第二百六十二条第一項及び第三項、第二百六十三条、第二百七十条並びに第二百七十六条第二号において準用する場合を含む。）、第二百二十八条第一項、第二百三十五条第一項、第二百五十六条、第二百六十二条第一項及び第三項、第二百六十三条、第二百七十条並びに第二百七十六条第二号において準用する場合を含む。）、第百四十六条第四項（第二百二十八条第一項、第二百三十五条第一項、第二百三十九条第一項、第二百四十七条の二の三第一項及び第二百七十六条第二号において準用する場合を含む。）、第百六十六条第二項第二号（同条第三項（第二百四十七条の三第一項、第二百四十九条第一項及び第二百七十六条第三号において準用する場合を含む。）、第二百四十七条の三第一項、第二百四十九条第一項及び第二百七十六条第三号において準用する場合を含む。）、第百六十八条第一項（第二百四十七条の三第一項、第二百四十九条第一項及び第二百七十六条第三号において準用する場合を含む。）、第百七十条第一項（第二百四十七条の三第一項、第二百四十九条第一項及び第二百七十六条第三号において準用する場合を含む。）、第百七十一条第二項（同条第四項（第二百四十七条の三第一項及び第二百七十六条第三号において準用する場合を含む。）、第二百四十七条の三第一項及び第二百七十六条第三号において準用する場合を含む。）、第百八十条第四項（第二百四十七条の三第一項、第二百四十九条第一項及び第二百七十六条第三号において準用する場合を含む。）、第百九十五条第二項第二号（同条第三項（第二百五十一条第一項、第二百五十四条第一項及び第二百七十六条第四号において準用する場合を含む。）、第二百五十一条第一項、第二百五十四条第一項及び第二百七十六条第四号において準用する場合を含む。）、第百九十七条第一項（第二百五十一条第一項、第二百五十四条第一項及び第二百七十六条第四号において準用する場合を含む。）、第百九十九条第一項（第二百五十一条第一項、第二百五十四条第一項及び第二百七十六条第四号において準用する場合を含む。）、第二百条第二項（同条第四項（第二百七十六条第四号において準用する場合を含む。）及び第二百七十六条第四号において準用する場合を含む。）、第二百二条第二項（第二百五十四条第一項及び第二百七十六条第四号において準用する場合を含む。）、第二百三条第二項（第二百五十四条第一項及び第二百七十六条第四号において準用する場合を含む。）、第二百十一条第四項（第二百五十一条第一項、第二百五十四条第一項及び第二百七十六条第四号において準用する場合を含む。）、第二百三十条第二項、第二百四十条第二項、

第二百四十一条第二項（同条第四項において準用する場合を含む。）、第二百四十二条第二項（同条第四項において準用する場合を含む。）、第二百四十七条の二の四第二項又は第二百四十七条の二の七第二項の規定に違反して、通知をすることを怠り、又は虚偽の通知をしたとき。

(xiv) the officer or liquidator neglects to give a notice or gives a false notice, in violation of the provisions of Article 69, paragraph (2), item (ii) (including as applied mutatis mutandis pursuant to Article 69, paragraph (3) (including as applied mutatis mutandis pursuant to Article 113, Article 115, Article 117, Article 118, Article 120, Article 121, Article 122, Article 124, Article 127, and Article 276, item (i)), Article 113, Article 115, Article 117, Article 118, Article 120, Article 121, Article 122, Article 124, Article 127, and Article 276, item (i)); Article 70, paragraph (1) (including as applied mutatis mutandis pursuant to Article 113, Article 115, Article 117, Article 118, Article 120, Article 121, Article 122, Article 124, Article 127, and Article 276, item (i)); Article 71, paragraph (1) (including as applied mutatis mutandis pursuant to Article 113, Article 115, Article 117, Article 118, Article 120, Article 121, Article 122, Article 124, Article 127, and Article 276, item (i)); Article 79, paragraph (4) (including as applied mutatis mutandis pursuant to Article 113, Article 115, Article 117, Article 118, Article 120, Article 121, Article 122, Article 124, Article 127, and Article 276, item (i)); Article 92, paragraph (2), item (ii) (including as applied mutatis mutandis pursuant to Article 92, paragraph (3)); Article 93, paragraph (1); Article 94, paragraph (1); Article 95, paragraph (1) (including as applied through a deemed replacement of terms pursuant to Article 48); Article 96, paragraph (1); Article 104, paragraph (4); Article 108, paragraph (4); Article 121-2, paragraph (2) (including as applied mutatis mutandis pursuant to Article 121-2, paragraph (3)); Article 121-2, paragraphs (4) through (6); Article 121-3, paragraph (2) (including as applied mutatis mutandis pursuant to Article 121-3, paragraph (3)); Article 121-3, paragraphs (4) through (6); Article 121-4, paragraph (2) (including as applied mutatis mutandis pursuant to Article 121-4, paragraph (4)); Article 122-2, paragraph (2) (including as applied mutatis mutandis pursuant to Article 122-2, paragraph (3)); Article 122-2, paragraphs (4) through (6); Article 124-2, paragraph (2) (including as applied mutatis mutandis pursuant to Article 124-2, paragraph (3)); Article 124-2, paragraphs (4) through (6); Article 127-5, paragraph (2), item (ii) (including as applied mutatis mutandis pursuant to Article 127-5, paragraph (3)); Article 127-7, paragraph (1); Article 127-9, paragraph (1); Article 127-10, paragraph (2) (including as applied mutatis mutandis pursuant to Article 127-10, paragraph (4)); Article 127-11, paragraph (2) (including as applied mutatis mutandis pursuant to Article 127-11, paragraph (4)); Article 127-12, paragraph (2) (including as applied mutatis mutandis pursuant to Article 127-12, paragraph (4)); Article 127-13, paragraph (2) (including as applied mutatis mutandis pursuant to Article 127-13, paragraph (4)); Article 127-14, paragraph (2) (including as applied

mutatis mutandis pursuant to Article 127-14, paragraph (4)); Article 127-22, paragraph (4); Article 130, paragraph (2), item (ii) (including as applied mutatis mutandis pursuant to Article 130, paragraph (3) (including as applied mutatis mutandis pursuant to Article 228, paragraph (1), Article 235, paragraph (1), Article 239, paragraph (1), Article 247-2-3, paragraph (1), and Article 276, item (ii)), Article 228, paragraph (1), Article 235, paragraph (1), Article 239, paragraph (1), Article 247-2-3, paragraph (1), and Article 276, item (ii)); Article 132, paragraph (1) (including as applied mutatis mutandis pursuant to Article 228, paragraph (1), Article 235, paragraph (1), Article 239, paragraph (1), Article 247-2-3, paragraph (1), and Article 276, item (ii)); Article 134, paragraph (1) (including as applied mutatis mutandis pursuant to Article 228, paragraph (1), Article 235, paragraph (1) and Article 276, item (ii)); Article 135, paragraph (2) (including as applied mutatis mutandis pursuant to Article 135, paragraph (4) (including as applied mutatis mutandis pursuant to Article 228, paragraph (1), Article 235, paragraph (1) and Article 276, item (ii)), Article 228, paragraph (1), Article 235, paragraph (1) and Article 276, item (ii)); Article 136, paragraph (2) (including as applied mutatis mutandis pursuant to Article 136, paragraph (4) (including as applied mutatis mutandis pursuant to Article 228, paragraph (1), Article 239, paragraph (1) and Article 276, item (ii)), Article 228, paragraph (1), Article 239, paragraph (1) and Article 276, item (ii)); Article 137, paragraph (2) (including as applied mutatis mutandis pursuant to Article 137, paragraph (4) (including as applied mutatis mutandis pursuant to Article 228, paragraph (1), Article 235, paragraph (1) and Article 276, item (ii)), Article 228, paragraph (1), Article 235, paragraph (1), and Article 276, item (ii)); Article 138, paragraph (2) (including as applied mutatis mutandis pursuant to Article 138, paragraph (4) (including as applied mutatis mutandis pursuant to Article 228, paragraph (1), Article 235, paragraph (1), Article 256, Article 262, paragraphs (1) and (3), Article 263, Article 270 and Article 276, item (ii)), Article 228, paragraph (1), Article 235, paragraph (1), Article 256, Article 262, paragraphs (1) and (3), Article 263, Article 270, and Article 276, item (ii)); Article 146, paragraph (4) (including as applied mutatis mutandis pursuant to Article 228, paragraph (1), Article 235, paragraph (1), Article 239, paragraph (1), Article 247-2-3, paragraph (1), and Article 276, item (ii)); Article 166, paragraph (2), item (ii) (including as applied mutatis mutandis pursuant to Article 166, paragraph (3) (including as applied mutatis mutandis pursuant to Article 247-3, paragraph (1), Article 249, paragraph (1), and Article 276, item (iii)), Article 247-3, paragraph (1), Article 249, paragraph (1), and Article 276, item (iii)); Article 168, paragraph (1) (including as applied mutatis mutandis pursuant to Article 247-3, paragraph (1), Article 249, paragraph (1) and Article 276, item (iii)); Article 170, paragraph (1) (including as applied mutatis mutandis pursuant to Article 247-3, paragraph (1), Article 249, paragraph (1), and Article 276, item (iii)); Article 171, paragraph (2) (including as applied mutatis mutandis

pursuant to Article 171, paragraph (4) (including as applied mutatis mutandis pursuant to Article 247-3, paragraph (1) and Article 276, item (iii)), Article 247-3, paragraph (1) and Article 276, item (iii)); Article 180, paragraph (4) (including as applied mutatis mutandis pursuant to Article 247-3, paragraph (1), Article 249, paragraph (1) and Article 276, item (iii)); Article 195, paragraph (2), item (ii) (including as applied mutatis mutandis pursuant to Article 195, paragraph (3) (including as applied mutatis mutandis pursuant to Article 251, paragraph (1), Article 254, paragraph (1), and Article 276, item (iv)), Article 251, paragraph (1), Article 254, paragraph (1) and Article 276, item (iv)); Article 197, paragraph (1) (including as applied mutatis mutandis pursuant to Article 251, paragraph (1), Article 254, paragraph (1) and Article 276, item (iv)); Article 199, paragraph (1) (including as applied mutatis mutandis pursuant to Article 251, paragraph (1), Article 254, paragraph (1), and Article 276, item (iv)); Article 200, paragraph (2) (including as applied mutatis mutandis pursuant to Article 200, paragraph (4) (including as applied mutatis mutandis pursuant to Article 276, item (iv)) and Article 276, item (iv)); Article 202, paragraph (2) (including as applied mutatis mutandis pursuant to Article 254, paragraph (1) and Article 276, item (iv)); Article 203, paragraph (2) (including as applied mutatis mutandis pursuant to Article 254, paragraph (1) and Article 276, item (iv)); Article 211, paragraph (4) (including as applied mutatis mutandis pursuant to Article 251, paragraph (1), Article 254, paragraph (1), and Article 276, item (iv)); Article 230, paragraph (2); Article 240, paragraph (2); Article 241, paragraph (2) (including as applied mutatis mutandis pursuant to Article 241, paragraph (4)); Article 242, paragraph (2) (including as applied mutatis mutandis pursuant to Article 242, paragraph (4)); Article 242-2-4, paragraph (2); or Article 2422-7, paragraph (2); or

十五　正当な理由がないのに第八十六条第三項（第百十五条、第百十七条、第百十八条、第百二十四条及び第二百七十六条第一号において準用する場合を含む。）、第百二十七条の二十七第三項、第二百二十二条第三項（第二百五十一条第一項、第二百五十四条第一項及び第二百七十六条第四号において準用する場合を含む。）若しくは第五項（第二百七十六条第四号において準用する場合を含む。）又は第二百七十七条の規定による請求を拒み、又は虚偽の記載をした書面を交付したとき。

(xv) the officer or liquidator refuses a request made pursuant to the provisions of Article 86, paragraph (3) (including as applied mutatis mutandis pursuant to Article 115, Article 117, Article 118, Article 124, and Article 276, item (i)); Article 127-27, paragraph (3); Article 222, paragraph (3) (including as applied mutatis mutandis pursuant to Article 251, paragraph (1), Article 254, paragraph (1), and Article 276, item (iv)); Article 222, paragraph (5) (including as applied mutatis mutandis pursuant to Article 276, item (iv)); or Article 277, without legitimate grounds for doing so, or delivers a document that contains false statements.

第二百九十六条　法人の役員が次の各号のいずれかに該当するときは、百万円以下の過料に処する。

Article 296 If the officer of a corporation falls under one of the following items, they are subject to a civil fine of not more than one million yen:

一　第十三条第二項の規定に違反して他の振替機関に同意をしたとき。

(i) the officer gives consent to another book-entry transfer institution, in violation of the provisions of Article 13, paragraph (2);

二　第六十七条第一項（第百十五条、第百十七条、第百十八条、第百二十条、第百二十一条、第百二十二条、第百二十四条、第百二十七条及び第二百七十六条第一号において準用する場合を含む。）、第百二十七条の三第一項、第百六十四条第一項（第二百四十七条の三第一項、第二百四十九条第一項及び第二百七十六条第三号において準用する場合を含む。）、第百九十三条第一項（第二百五十一条第一項、第二百五十四条第一項及び第二百七十六条第四号において準用する場合を含む。）、第二百二十七条第一項、第二百三十八条第一項又は第二百四十七条の二の二第一項の規定に違反して社債券その他の券面を発行したとき（第六十七条第二項（第百十五条、第百十七条、第百十八条、第百二十条、第百二十一条、第百二十二条、第百二十四条、第百二十七条及び第二百七十六条第一号において準用する場合を含む。）、第百六十四条第二項（第二百四十七条の三第一項、第二百四十九条第一項及び第二百七十六条第三号において準用する場合を含む。）、第百九十三条第二項（第二百五十一条第一項、第二百五十四条第一項及び第二百七十六条第四号において準用する場合を含む。）、第二百二十七条第二項、第二百三十八条第二項又は第二百四十七条の二の二第二項の規定により社債券その他の券面を発行する場合を除く。）。

(ii) the officer issues corporate bond certificates or other certificates, in violation of the provisions of Article 67, paragraph (1) (including as applied mutatis mutandis pursuant to Article 115, Article 117, Article 118, Article 120, Article 121, Article 122, Article 124, Article 127, and Article 276, item (i)); Article 127-3, paragraph (1); Article 164, paragraph (1) (including as applied mutatis mutandis pursuant to Article 247-3, paragraph (1), Article 249, paragraph (1), and Article 276, item (iii)); Article 193, paragraph (1) (including as applied mutatis mutandis pursuant to Article 251, paragraph (1), Article 254, paragraph (1), and Article 276, item (iv)); Article 227, paragraph (1); Article 238, paragraph (1); or Article 247-2-2, paragraph (1) (excluding cases in which corporate bond certificates or other certificates are issued under the provisions of Article 67, paragraph (2) (including as applied mutatis mutandis pursuant to Article 115, Article 117, Article 118, Article 120, Article 121, Article 122, Article 124, Article 127, and Article 276, item (i)); Article 164, paragraph (2) (including as applied mutatis mutandis pursuant to Article 247-3, paragraph (1), Article 249, paragraph (1) and Article 276, item (iii)); Article 193, paragraph (2) (including as applied mutatis mutandis pursuant to Article 251, paragraph (1), Article 254, paragraph (1), and Article 276, item (iv)); Article 227, paragraph (2); Article 238, paragraph (2); or Article 247-2-2, paragraph (1));

三　正当な理由がないのに第六十七条第二項（第百十五条、第百十七条、第百十八条、第百二十条、第百二十一条、第百二十二条、第百二十四条、第百二十七条及び第二百七

十六条第一号において準用する場合を含む。）、第百二十七条の三第二項、第百六十四条第二項（第二百四十七条の三第一項、第二百四十九条第一項及び第二百七十六条第三号において準用する場合を含む。）、第百九十三条第二項（第二百五十一条第一項、第二百五十四条第一項及び第二百七十六条第四号において準用する場合を含む。）、第二百二十七条第二項、第二百三十八条第二項又は第二百四十七条の二の二第二項の規定による請求を拒んだとき。

(iii) the officer refuses a request made pursuant to the provisions of Article 67, paragraph (2) (including as applied mutatis mutandis pursuant to Article 115, Article 117, Article 118, Article 120, Article 121, Article 122, Article 124, Article 127, and Article 276, item (i)); Article 127-3, paragraph (2); Article 164, paragraph (2) (including as applied mutatis mutandis pursuant to Article 247-3, paragraph (1), Article 249, paragraph (1), and Article 276, item (iii)); Article 193, paragraph (2) (including as applied mutatis mutandis pursuant to Article 251, paragraph (1), Article 254, paragraph (1), and Article 276, item (iv)); Article 227, paragraph (2); Article 238, paragraph (2); or Article 247-2-2, paragraph (2), without legitimate grounds for doing so;

四　第六十九条第一項（第百十五条、第百十七条、第百十八条、第百二十条、第百二十一条、第百二十二条、第百二十四条、第百二十七条及び第二百七十六条第一号において準用する場合を含む。）、第六十九条の二第一項若しくは第二項（これらの規定を第百二十一条及び第二百七十六条第一号において準用する場合を含む。）、第七十条の三第四項（第百二十一条及び第二百七十六条第一号において準用する場合を含む。）、第百二十一条の二第一項、第百二十一条の三第一項、第百二十一条の四第一項、第百二十二条の二第一項、第百二十四条の二第一項、第百二十七条の五第一項、第百二十七条の六第一項若しくは第二項、第百二十七条の八の二第四項、第百二十七条の十第一項、第百二十七条の十一第一項、第百二十七条の十二第一項、第百二十七条の十三第一項、第百三十条第一項（第二百二十八条第一項、第二百三十五条第一項、第二百三十九条第一項、第二百四十七条の二の三第一項及び第二百七十六条第二号において準用する場合を含む。）、第百三十一条第一項（第二百二十八条第一項、第二百三十五条第一項、第二百三十九条第一項、第二百四十七条の二の三第一項及び第二百七十六条第二号において準用する場合を含む。）、第百三十一条第二項（第二百二十八条第一項、第二百三十五条第一項及び第二百七十六条第二号において準用する場合を含む。）、第百三十三条の二第四項（第二百二十八条第一項、第二百三十五条第一項、第二百三十九条第一項、第二百四十七条の二の三第一項及び第二百七十六条第二号において準用する場合を含む。）、第百三十五条第一項（第二百二十八条第一項、第二百三十五条第一項及び第二百七十六条第二号において準用する場合を含む。）、第百三十六条第一項（第二百二十八条第一項、第二百三十九条第一項及び第二百七十六条第二号において準用する場合を含む。）、第百三十七条第一項（第二百二十八条第一項、第二百三十五条第一項及び第二百七十六条第二号において準用する場合を含む。）、第百三十八条第一項（第二百二十八条第一項、第二百三十五条第一項、第二百五十六条、第二百六十二条第一項及び第三項、第二百六十三条、第二百七十条並びに第二百七十六条第二号において準用する場合を含む。）、第百六十六条第一項（第二百四十七条の三第一項、第二百四十九条第一

項及び第二百七十六条第三号において準用する場合を含む。）、第百六十七条第一項（第二百四十七条の三第一項及び第二百七十六条第三号において準用する場合を含む。）若しくは第二項（第二百七十六条第三号において準用する場合を含む。）、第百六十九条の二第四項（第二百四十七条の三第一項及び第二百七十六条第三号において準用する場合を含む。）、第百七十一条第一項（第二百四十七条の三第一項及び第二百七十六条第三号において準用する場合を含む。）、第百八十三条第二項（第二百四十七条の三第一項及び第二百七十六条第三号において準用する場合を含む。）、第百九十五条第一項（第二百五十一条第一項、第二百五十四条第一項及び第二百七十六条第四号において準用する場合を含む。）、第百九十六条第一項若しくは第二項（これらの規定を第二百七十六条第四号において準用する場合を含む。）、第百九十八条の二第四項（第二百七十六条第四号において準用する場合を含む。）、第二百条第一項（第二百七十六条第四号において準用する場合を含む。）、第二百二条第一項（第二百五十四条第一項及び第二百七十六条第四号において準用する場合を含む。）、第二百三条第一項（第二百五十四条第一項及び第二百七十六条第四号において準用する場合を含む。）、第二百十五条第二項（第二百七十六条第四号において準用する場合を含む。）、第二百四十条第一項、第二百四十一条第一項、第二百四十二条第一項又は第二百四十七条の二の四第一項の規定に違反して、通知をすることを怠り、又は虚偽の通知をしたとき。

(iv) the officer neglects to give a notice or gives a false notice, in violation of the provisions of Article 69, paragraph (1) (including as applied mutatis mutandis pursuant to Article 115, Article 117, Article 118, Article 120, Article 121, Article 122, Article 124, Article 127, and Article 276, item (i)); Article 69-2, paragraph (1) or (2) (including as applied mutatis mutandis pursuant to Article 121 and Article 276, item (i)); Article 70-3, paragraph (4) (including as applied mutatis mutandis pursuant to Article 121 and Article 276, item (i)); Article 121-2, paragraph (1); Article 121-3, paragraph (1); Article 121-4, paragraph (1); Article 122-2, paragraph (1); Article 124-2, paragraph (1); Article 127-5, paragraph (1); Article 127-6, paragraph (1) or (2); Article 127-8-2, paragraph (4); Article 127-10, paragraph (1); Article 127-11, paragraph (1); Article 127-12, paragraph (1); Article 127-13, paragraph (1); Article 130, paragraph (1) (including as applied mutatis mutandis pursuant to Article 228, paragraph (1), Article 235, paragraph (1), Article 239, paragraph (1), Article 247-2-3, paragraph (1), and Article 276, item (ii)); Article 131, paragraph (1) (including as applied mutatis mutandis pursuant to Article 228, paragraph (1), Article 235, paragraph (1), Article 239, paragraph (1), Article 247-2-3, paragraph (1), and Article 276, item (ii)); Article 131, paragraph (2) (including as applied mutatis mutandis pursuant to Article 228, paragraph (1), Article 235, paragraph (1), and Article 276, item (ii)); Article 133-2, paragraph (4) (including as applied mutatis mutandis pursuant to Article 228, paragraph (1), Article 235, paragraph (1), Article 239, paragraph (1), Article 247-2-3, paragraph (1), and Article 276, item (ii)); Article 135, paragraph (1) (including as applied mutatis mutandis pursuant to Article 228, paragraph (1), Article 235, paragraph (1), and Article 276, item (ii)); Article 136, paragraph (1) (including as applied mutatis

mutandis pursuant to Article 228, paragraph (1), Article 239, paragraph (1), Article 247-2-3, paragraph (1), and Article 276, item (ii)); Article 137, paragraph (1) (including as applied mutatis mutandis pursuant to Article 228, paragraph (1), Article 235, paragraph (1), and Article 276, item (ii)); Article 138, paragraph (1) (including as applied mutatis mutandis pursuant to Article 228, paragraph (1), Article 235, paragraph (1), Article 256, Article 262, paragraphs (1) and (3), Article 263, Article 270, and Article 276, item (ii)); Article 166, paragraph (1) (including as applied mutatis mutandis pursuant to Article 247-3, paragraph (1), Article 249, paragraph (1), and Article 276, item (iii)); Article 167, paragraph (1) (including as applied mutatis mutandis pursuant to Article 247-3, paragraph (1) and Article 276, item (iii)); Article 167, paragraph (2) (including as applied mutatis mutandis pursuant to Article 276, item (iii)); Article 169-2, paragraph (4) (including as applied mutatis mutandis pursuant to Article 247-3, paragraph (1) and Article 276, item (iii)); Article 171, paragraph (1) (including as applied mutatis mutandis pursuant to Article 247-3, paragraph (1) and Article 276, item (iii)); Article 183, paragraph (2) (including as applied mutatis mutandis pursuant to Article 247-3, paragraph (1) and Article 276, item (iii)); Article 195, paragraph (1) (including as applied mutatis mutandis pursuant to Article 251, paragraph (1), Article 254, paragraph (1) and Article 276, item (iv)); Article 196, paragraph (1) or (2) (including as applied mutatis mutandis pursuant to Article 276, item (iv)); Article 198-2, paragraph (4) (including as applied mutatis mutandis pursuant to Article 276, item (iv)); Article 200, paragraph (1) (including as applied mutatis mutandis pursuant to Article 276, item (iv)); Article 202, paragraph (1) (including as applied mutatis mutandis pursuant to Article 254, paragraph (1) and Article 276, item (iv)); Article 203, paragraph (1) (including as applied mutatis mutandis pursuant to Article 254, paragraph (1) and Article 276, item (iv)); Article 215, paragraph (2) (including as applied mutatis mutandis pursuant to Article 276, item (iv)); Article 240, paragraph (1); Article 241, paragraph (1); Article 242, paragraph (1); or Article 247-2-4, paragraph (1);

五　第八十七条第一項（第百十三条、第百十五条、第百十七条、第百十八条、第百二十条、第百二十一条、第百二十二条、第百二十四条、第百二十七条及び第二百七十六条第一号において準用する場合を含む。）、第百二十七条の三十二第一項、第百六十二条第一項（第二百二十八条第一項、第二百三十五条第一項、第二百三十九条第一項、第二百四十七条の二の三第一項及び第二百七十六条第二号において準用する場合を含む。）、第百九十一条第一項（第二百四十七条の三第一項、第二百四十九条第一項及び第二百七十六条第三号において準用する場合を含む。）又は第二百二十五条第一項（第二百五十一条第一項、第二百五十四条第一項及び第二百七十六条第四号において準用する場合を含む。）の規定に違反したとき。

(v) the officer violates the provisions of Article 87, paragraph (1) (including as applied mutatis mutandis pursuant to Article 113, Article 115, Article 117, Article 118, Article 120, Article 121, Article 122, Article 124, Article 127, and Article 276,

item (i)); Article 127-32, paragraph (1); Article 162, paragraph (1) (including as applied mutatis mutandis pursuant to Article 228, paragraph (1), Article 235, paragraph (1), Article 239, paragraph (1), Article 247-2-3, paragraph (1), and Article 276, item (ii)); Article 191, paragraph (1) (including as applied mutatis mutandis pursuant to Article 247-3, paragraph (1), Article 249, paragraph (1), and Article 276, item (iii)); or Article 225, paragraph (1) (including as applied mutatis mutandis pursuant to Article 251, paragraph (1), Article 254, paragraph (1), and Article 276, item (iv));

六　この法律に定める公告をすることを怠り、又は不正の公告をしたとき。

(vi) the officer neglects to issue public notice prescribed in this Act or issues false public notice.

第二百九十七条　法人の役員が次の各号のいずれかに該当するときは、三十万円以下の過料に処する。

Article 297 If the officer of a corporation falls under one of the following items, they are subject to a civil fine of not more than 300,000 yen:

一　第四十一条第二項（第四十八条の規定により読み替えて適用する場合を含む。）の規定に違反して届出を怠ったとき。

(i) the officer neglects to file a notification, in violation of the provisions of Article 41, paragraph (2) (including as applied pursuant to Article 48 following the deemed replacement of terms); or

二　第五十八条（第四十八条の規定により読み替えて適用する場合を含む。）の規定による報告をせず、又は虚偽の報告をしたとき。

(ii) the officer fails to make a report pursuant to the provisions of Article 58 (including as applied pursuant to Article 48 following the deemed replacement of terms) or makes a false report.