

the Act to amend the Subcontract Act and the Act on the Promotion of Subcontracting Small and Medium-sized Enterprises

Background and Overview

- In response to the rapid increases in labour, raw material, and energy costs in recent years, it is important to achieve “structural price pass-through” based on an equal client-contractor relationship and ensuring appropriate price shifting throughout the supply chain.
- For this reason, measures such as prohibiting the determination of payment amounts without proper negotiation, prohibiting payment of amounts by promissory notes, adding transportation consignment to transactions subject to regulation and promotion, and supporting collaborative efforts among multiple parties involved in multi-stage transactions will be implemented to ensure price pass-through and fair trade practices thoroughly.

1. Amendments of Regulations (Subcontract Act)

[Additional Regulatory Content]

(1) Prohibition on Determination of Price without Proper Negotiation

[Addressing Fixed-Price Transactions]

- The Act prohibits unilateral price determination in the covered transaction without responding to price negotiations or providing necessary explanations or information during the negotiations.

(2) Prohibition of Payment by Promissory Notes, etc.

- The Act prohibits payment by promissory notes in the covered transactions. It also prohibits payment methods that make it difficult to receive the full amount of the purchase price by the payment date.
*As a result of the prohibition of promissory note payment, regulations on promissory notes that are difficult to discount have been abolished.

[Additional Regulatory Targets]

(3) Inclusion of Transport Consignment in the Scope [Addressing Logistics Issues]

- Consignment of transport necessary for the delivery of the object of manufacture, sale, etc. is included in the scope of the Act.

(4) Additional Employee Criteria [Additional Applicable Criteria]

- The scope of regulation and protection is expanded with new criteria of 300 employees (100 employees for outsourced services, etc.).

[Strengthening Enforcement]

(5) Strengthening Extensive Enforcement

- New provisions have been established regarding guidance and advice from relevant administrative agencies, mutual information sharing, etc.

*Other necessary amendments have been made.

- Wooden moulds and other articles exclusively used in the manufacture of goods are added to the list of goods subject to manufacturing consignment.
- In the obligation to deliver documents, etc., the provision of such documents by electromagnetic means is permitted, regardless of whether or not consent is given.
- Addition of cases where the price has been reduced to the subject of interest for delay.
- Provisions are developed for recommendations in cases where no violation has already been committed, for example.

2. Enhancement of Promotion (Act on the Promotion of Subcontracting SMEs)

(1) Support for Collaborative Efforts by Multi-Level Operators

- Added provisions allowing approval and support for business promotion plans created by businesses operating at two or more stages of a multi-stage supply chain.

(2) Expanded Scope

- (i) The consignment of transport necessary for the delivery of the object of manufacture, sale, etc. is included in the scope of the Act.
- (ii) Cases involving differences in the number of employees between legal entities are included in the scope of the Act.

(3) Strengthening Cooperation with Local Governments

- New provisions have been established regarding: the responsibility of national and local governments for taking measures to promote businesses throughout Japan in cooperation with each other; and tied collaboration of relevant agencies including information sharing, etc.

(4) Strengthened Enforcement by Competent Ministers

- New provisions have been established to urge improvement by presenting more specific measures to business operators who have not improved despite guidance and advice by the competent minister.

3. Review of Terms such as “subcontractor” (Subcontract Act and Act on the Promotion of Subcontracting SMEs)

- Regarding terminology, “subcontractors” is revised to “small and medium-sized entrusted business operators”, “main subcontracting business operators” to “entrusting business operators”, etc.
- Regarding the official title of the Acts, “Act Against Delay in Payment of Subcontract Proceeds, etc. to Subcontractors” is revised to “Act Against Delay in Payment of Fees, etc. to Small and Medium-sized Entrusted Business Operators in Manufacturing and Other Specified Fields”, and “Act on Promotion of Subcontracting Small and Medium-sized Enterprises” is revised to “Act on Promotion of Entrusted Small and Medium-sized Enterprises”.

Effective
Date

January 1, 2026 *Certain provisions shall come into force on the date of promulgation of this Act.

下請代金支払遅延等防止法及び下請中小企業振興法の一部を改正する法律

背景・概要

- 近年の急激な労務費、原材料費、エネルギーコストの上昇を受け、発注者・受注者の対等な関係に基づき、サプライチェーン全体で適切な価格転嫁を定着させる「構造的な価格転嫁」の実現を図っていくことが重要。
- このため、協議を適切に行わない代金額の決定の禁止、手形による代金の支払等の禁止、規制及び振興の対象となる取引への運送委託の追加等の措置を講ずるとともに、多段階の取引当事者が連携した取組等を支援し、価格転嫁・取引適正化を徹底していく。

1. 規制の見直し（下請代金支払遅延等防止法）

【規制内容の追加】

（１）協議を適切に行わない代金額の決定の禁止【価格据え置き取引への対応】

- 対象取引において、代金に関する協議に応じないことや、協議において必要な説明又は情報の提供をしないことによる、一方的な代金額の決定を禁止。

（２）手形払等の禁止

- 対象取引において、手形払を禁止。また、支払期日までに代金相当額を得ることが困難な支払手段も併せて禁止。
※手形払の禁止に伴い、割引困難な手形に係る規制を廃止。

【規制対象の追加】

（３）運送委託の対象取引への追加【物流問題への対応】

- 対象取引に、製造、販売等の目的物の引渡しに必要な運送の委託を追加。

（４）従業員基準の追加【適用基準の追加】

- 従業員数300人（役務提供委託等は100人）の区分を新設し、規制及び保護の対象を拡充。

【執行の強化等】

（５）面的執行の強化

- 関係行政機関による指導及び助言に係る規定、相互情報提供に係る規定等を新設。
- ※その他
 - 製造委託の対象物品として、木型その他専ら物品の製造に用いる物品を追加。
 - 書面等の交付義務において、承諾の有無にかかわらず、電磁的方法による提供を認容。
 - 遅延利息の対象に、代金を減じた場合を追加。
 - 既に違反行為が行われていない場合等の勧告に係る規定を整備。

2. 振興の充実（下請中小企業振興法）

（１）多段階の事業者が連携した取組への支援

- 多段階の取引からなるサプライチェーンにおいて、二以上の取引段階にある事業者が作成する振興事業計画に対し、承認・支援できる旨を追加。

（２）適用対象の追加

- ①製造、販売等の目的物の引渡しに必要な運送の委託を対象取引に追加
②法人同士においても従業員数の大小関係がある場合を対象に追加。

（３）地方公共団体との連携強化

- 国及び地方公共団体が連携し、全国各地の事業者の振興に向けた取組を講じる旨の責務と、関係者が情報交換など密接な連携に努める旨を規定。

（４）主務大臣による執行強化

- 主務大臣による指導・助言をしたものの状況が改善されない事業者に対して、より具体的措置を示して改善を促すことができる旨を追加。

3. 「下請」等の用語の見直し（下請代金支払遅延等防止法及び下請中小企業振興法等）

- 用語について、「下請事業者」を「中小受託事業者」、「親事業者」を「委託事業者」等に改める。
- 題名について、「下請代金支払遅延等防止法」を「製造委託等に係る中小受託事業者に対する代金の支払の遅延等の防止に関する法律」に、「下請中小企業振興法」を「受託中小企業振興法」に改める。

施行期日 令和8年1月1日（ただし、一部の規定は本法律の公布の日から施行。）