**Documents stating the registration applicant's business execution system, such as its personnel structure and the organizational structure pertaining to the business (1/2)**

**DD/MM/YYYY**

**Trade name, name or title :　○○○○ Japan Limited**

Description of business

(Allocation of business operations)

Department (Number of Staff

members and names in charge)

General Meeting of Stockholders

Board of Directors

Representative Director

○○　○○○

Sales Division

○○ Department (○○ number of people)

○○　○○○, Manager

Director

○○　○○○

Investment management business Division

○○ Department (○○ number of people)

○○　○○○, Manager

<Employee as specified by Cabinet Order>

○○　○○○

Statutory Auditor

○○　○○○

Director

○○　○○○

Compliance Division

○○ Department (○○ number of people)

○○　○○○, Manager

< Employee as specified by Cabinet Order >

○○　○○○

Internal audit Division

○○ Department (○○ number of people)

○○　○○○, Manager

Investment advisory, (Agency and Intermediary) business Division

○○ Department (○○ number of people)

○○　○○○, Manager

< Employee as specified by Cabinet Order >

○○　○○○

General affairs and Accounting Division

○○ Department (○○ number of people)

○○　○○○, Manager

Relevant management Division

○○ Department (○○ number of people)

○○　○○○, Manager

・Investment instructions and

execution of transactions related to

investment management operations

・Preparation of reports

・Collection, research, and analysis of

information related to investment

management operations

・Advisory, ( agency and Intermediary)

business

・Collection, research, and analysis of

information related to advisory,

agency, and intermediary business

・Business Planning

・Sales and solicitation

・Compilation and management of

account books and reports, etc.

・Disclosure

・Computer system management

・Accounting

・Trading status management

・Customer management

・Customer information management

・Internal audits

・Guidance on legal compliance, etc.

・In-house education and training

・Risk management

・Management of sensitive corporate

information

・Advertisement screening

・Processing of complaints and disputes

・Business audit

・Accounting audit

|  |
| --- |
| [Points to be noted]  Please create an organization chart and describe the name of the department, the name of the person in charge, the position, the number of people, and the description of business (Allocation of business operations) to be performed.  In the business description, please indicate for each department which department is responsible for the operations listed in VI-3-1-1(1)(i) of the "Comprehensive Supervisory Guidelines for Financial Instruments Business Operators" for the investment management business and in VII-3-1(1)(i) of the same guidelines for the investment advisory and agency business, as shown in the example above.  Investment management, advisory/agency/intermediary, and sales depart be separated from the legal compliance and other guidance departments.  In principle, the internal audit department is required to be independent from other departments.  **This is only an example and should not be stated in the same way.**  **False statements, such as those that differ from the company's actual situation, will be subject to administrative punishment.** |

**Documents stating the registration applicant's business execution system, such as its personnel structure and the organizational structure pertaining to the business (2/2)**

**DD/MM/YYYY**

**Trade name, name or title :　○○○○ Japan Limited**

**１．The lineup of officers and employees at the start of the investment management business (including each officer’s experiences and knowledge regarding investment instructions and investment assets), an organization chart and the outline of business operations conducted by individual divisions.**

■Composition of the Board of Directors■

※Please explain the sufficiency of the management qualities, such as the background and abilities of the manager, related to the type of business for which the application is being made.

**○○　○○○, Representative Director**

[Biography]

|  |  |  |
| --- | --- | --- |
| Period | | Contents |
| From  To | DD/MM/YYYY  DD/MM/YYYY | Company name: XX Corporation (Registration number: Kanto Local Finance Bureau (Hereinafter abbreviated as “KLFB”.) (FIBO) No. XX)  Position (duties): Portfolio Manager (mainly in charge of managing of domestic stock) |
| From  To | DD/MM/YYYY  DD/MM/YYYY | Company name: XXX Limited. (Registration number: U.S. Securities and Exchange Commission No. XX)  Position (duties): Head of Investment Management (mainly in charge of managing Japanese stocks) |
| From  To | DD/MM/YYYY  DD/MM/YYYY | Company name: XX Corporation (Registration number: KLFB (FIBO) No. XX)  Position (duties): Representative Director (in charge of representative duties and management operations) |
| From  To | DD/MM/YYYY  Current | Company name: ○○○○ Japan Limited  Position (duties): Representative Director (in charge of representative duties and management operations) |

○○ ○○○ has been engaged in corporate management as a representative director of XX Co., Ltd., Financial Instruments Business Operators (Registration number: KLFB (FIBO) No. XX) for the period from DD/MM/YYYY to DD/MM/YYYY and has also been engaged in important positions related to asset management, such as general manager of investment management, and as an officer of two domestic investment management firms for more than ○○ years.

Through this business experience, our company believe that he has sufficient knowledge and experience regarding investment decisions, investment instructions, and assets under management, as well as sufficient qualifications as a manager.

[Qualifications]

Security Sales Representative Class I (MM/YYYY),

Chartered Financial Analyst in Japan (MM/YYYY)

※Please explain the sufficiency of the knowledge and experience in laws and regulations, business management, etc., as well as in compliance and risk management of the officers related to the type of business for which the application is being made.

**○○　○○○, Director**

[Biography]

|  |  |  |
| --- | --- | --- |
| Period | | Contents |
| From  To | DD/MM/YYYY  DD/MM/YYYY | Company name: XX Corporation (Registration number: KLFB (FIBO) No. XX)  Position (duties): Compliance Manager (Supervision of compliance operations) |
| From  To | DD/MM/YYYY  DD/MM/YYYY | Company name: XX Corporation (Registration number: KLFB (FIBO) No. XX)  Position (duties): Compliance Manager (Supervision of compliance operations) |
| From  To | DD/MM/YYYY  Current | Company name: ○○○○ Japan Limited  Position (duties): Director (in charge of compliance) |

○○ ○○○ has been engaged in compliance operations at Type-I Financial Instruments Business Operators and investment management company for more than 20 years, including working as a compliance manager for investment management business and investment advisory business at XX Co. Ltd., Financial Instruments Business Operators (Registration number: KLFB (FIBO) No. XX), from DD/MM/YYYY to DD/MM/YYYY.

Through this experience, our company judged that he/she knows well in various matters related to legal compliance in Japan and overseas, and has sufficient knowledge and experience regarding the Financial Instruments and Exchange Law and related laws and regulations.

[Qualifications]

Security Sales Representative Class I (MM/YYYY),

Chartered Financial Analyst in Japan (MM/YYYY),

Chief Internal control officer(MM/YYYY、Japan Securities Dealers Association)

※Please explain the sufficiency of the knowledge and experience in laws and regulations, business management, etc., as well as n compliance and risk management of the officers related to the type of business for which the application is being made.

**○○　○○○, Director**

[Biography]

|  |  |  |
| --- | --- | --- |
| Period | | Contents |
| From  To | DD/MM/YYYY  DD/MM/YYYY | Company name: XX Corporation (Registration number: KLFB (FIBO) No. XX)  Position (duties): Sales Manager (in charge of the sales of foreign investment trusts) |
| From  To | DD/MM/YYYY  DD/MM/YYYY | Company name: XX Corporation (Registration number: KLFB (FIBO) No. XX)  Position (duties): Director (in charge of sales) |
| From  To | DD/MM/YYYY  Current | Company name: ○○○○ Japan Limited  Position (duties): Director (in charge of sales) |

○○　○○○ has been engaged in sales business at Type-I Financial Instruments Business Operators such as sales of foreign investment trusts for more than ○ years as a sales manager at XX Co., Financial Instruments Business Operators (Registration number: KLFB (FIBO) No. XX), from DD/MM/YYYY to DD/MM/YYYY.

Through this business experience, our company judged that he/she is familiar with various matters concerning compliance with laws and regulations in Japan and overseas from the point of view of the sales manager, and has sufficient knowledge and experience concerning the Financial Instruments and Exchange Law and related laws and regulations.

[Qualifications]

Security Sales Representative Class I (MM/YYYY),

Chartered Financial Analyst in Japan (MM/YYYY)

※Please explain the sufficiency of your knowledge and experience of the laws and regulations related to the type of business for which the application is being made.

**○○　○○○, Statutory Auditor**

[Biography]

|  |  |  |
| --- | --- | --- |
| Period | | Contents |
| From  To | DD/MM/YYYY  DD/MM/YYYY | Company name: XX Corporation (Registration number: KLFB (FIBO) No. XX)  Position (duties): Internal audit Manager |
| From  To | DD/MM/YYYY  DD/MM/YYYY | Company name: XX Corporation (Registration number: KLFB (FIBO) No. XX)  Position (duties): Statutory Auditor (business and accounting audit) |
| From  To | DD/MM/YYYY  Current | Company name: ○○○○ Japan Limited  Position (duties): Statutory Auditor (business and accounting audit) |

○○　○○○ has been engaged in a wide range of business related to the regulatory affairs of investment management companies and related laws and regulations for more than ○ years, including internal audit operation at XX Corporation, Financial Instruments Business Operators (Registration number: KLFB (FIBO) No. XX), from DD/MM/YYYY to DD/MM/YYYY, and business and accounting audit at XX Corporation, Financial Instruments Business Operators (Registration number: KLFB (FIBO) No. XX), from DD/MM/YYYY to DD/MM/YYYY.

Based on this business experience, our company judged that he/she has sufficient knowledge and experience regarding the Financial Instruments and Exchange Law as a corporate auditor of the Company.

[Qualifications]

Certified Internal Auditor

■Organization chart and outline of the work that each organization is responsible for. ■

Please refer to the attached” Documents stating the registration applicant's business execution system, such as its personnel structure and the organizational structure pertaining to the business (1/2).”

**2. Framework for Business Operations Related to Asset Investment**

(a) Items regarding the internal organization responsible for deciding the investment policy concerning investment assets

The ○○ Investment Committee (consisting of the general manager in charge of investment management, risk management and ○○) is held once a month, decides the investment policy. The ○○ Investment Department develops investment plans based on the decided investment policy.

(b) The asset investment division’s arrangements and procedures for asset investment

The person in charge of investment management (the ○○ Department) makes investment decisions based on the investment plan and places orders with the person in charge of execution (the ○○ Department). Then, the person in charge of execution (the ○○ Department) places an order with the ○○ Securities based on the order. If the manager or the person in charge of execution is not available, ○○ (the ○○ Department) will act on behalf of the manager or the person in charge of execution.

As a method of operational management, the ○○ Department verifies the contents of orders, etc., on daily basis to ensure that they are in line with the operational guidelines.

(c) Items regarding the selection of an entity to which asset investment is entrusted (including cases of re-entrustment) and arrangements and procedures for communications therewith

The Company will not outsource its operational authority.

**3-1. Knowledge and Experience** **of Persons in Charge of Asset Investment**

**○○　○○○, Representative Director**

As stated in 1. above, he/she has been engaged in the asset management business as an officer of an investment management company for more than ○ years, and our company judged that he/she has sufficient knowledge and experience as the asset manager of the Company.

**3-2. knowledge and experience of Persons in the value of securities and financial instruments, etc.**

**○○　○○○, Director**

As stated in 1. above, he/she has been engaged in advisory business as an investment decision maker for more than ○ years, and our company judged that he/she has sufficient knowledge and experience regarding the value of securities and financial instruments, etc., as a person responsible for investment advice and agency of the Company.

**4-1. Knowledge and Experience of Persons in Charge of Compliance**

※Please explain the sufficiency of your knowledge and experience of the laws and regulations related to the type of business for which the application is being made.

**○○ ○○○, Compliance Officer**

[Biography]

|  |  |  |
| --- | --- | --- |
| Period | | Contents |
| From  To | DD/MM/YYYY  DD/MM/YYYY | Company name: XX Corporation (Registration number: KLFB (FIBO) No. XX)  Position (duties): Compliance Officer (Compliance operations) |
| From  To | DD/MM/YYYY  DD/MM/YYYY | Company name: XX Corporation (Registration number: KLFB (FIBO) No. XX)  Position (duties): Compliance Manager (Supervision of compliance operations) |
| From  To | DD/MM/YYYY  Current | Company name: ○○○○ Japan Limited  Position (duties): |

○○　○○○ has been engaged in compliance management, preparation and management of internal rules and regulations, and submission of filings and reports to regulatory authorities for more than XX years at Type-I Financial Instruments Business Operators and investment management companies, including the supervision of compliance operations at XX Corporation, Financial Instruments Business Operators (Registration number: KLFB (FIBO) No. XX), from DD/MM/YYYY to DD/MM/YYYY.

Based on this business experience, our company judged he/she has sufficient knowledge and experience required as a person in charge of compliance operations, including guidance and supervision of the Company's officers and employees regarding compliance with laws and regulations, examination of legal documents and books, and establishment and verification of internal control systems.

In the absence of the Compliance Manager, ○○ (the ○○ Department) will be responsible for compliance operations with the support of the Director in charge of compliance.

[Qualifications]

Chief Internal control officer (MM/YYYY, from Japan Securities Dealers Association)

(\*In the case that the Investment Management Company for Qualified Investors outsources compliance operations to a group corporation in Japan or overseas or to an attorney, etc.)

**4-2. Outsourcing of compliance-related operations**

(a) Name or trade name of the contractor.

○○ Law Office (hereinafter referred to as "outsourced office")

(b) Address or location of the contractor.

Room xxx, xxx Building, 3-2-1 Kasumigaseki, Chiyoda-ku, Tokyo

(c) Outline of the business operations conducted by the contractor.

The outsourced office provides detailed compliance services to businesses engaged in Type I and Type II financial instruments business, investment management business, investment advisory and agency business, etc., taking into consideration various legal risks derived from the complicated legal system including the Financial Instruments and Exchange Law and trends in amendments to related laws and regulations. It has a wealth of knowledge and experience regarding the Financial Instruments and Exchange Law and related laws and regulations.

(d) Outline of the outsourcing contract.

* Grasping and verifying the actual status of the Company's operations from the perspective of compliance with laws and regulations, etc. (including compliance audits (○ times a year))
* Establishment of internal rules and regulations required under the Financial Instruments and Exchange Law
* Compliance training (○ times per year)
* Provision of information on revisions to laws and regulations, etc.
* Support such as providing advice on compliance issues, customer complaints, and suspected violations of relevant laws and regulations, etc.
* All other operations incidental and related to the above.

In addition to the above, in the event that any question arises regarding the interpretation of laws and regulations or legally required statements in the preparation of new materials to be provided to customers or in the overall daily operations such as the preparation and management of books, our officers and employees shall contact the attorney in charge of the outsourced office by e-mail or telephone to receive necessary checks and advice.

(e) The contractor’s compliance management system (including the knowledge and experience of the person in charge), in light of the business operations intended to be conducted by the investment management business operator for qualified investors (the trustor).

The person in charge at the outsourced office is as follows.

**○○ ○○○, Attorney at Law**

Since his/her registration as an attorney-at-law in MM/YYYY, he/she has been engaged in the structuring, contract negotiation, and legal advice on financial regulatory compliance matters such as the Financial Instruments and Exchange Law for securities companies, various M&A transactions such as mergers and buyouts, and financing transactions such as securitization and securitization at XX Law Office from MM/YYYY to MM/YYYY. He/she served as the General Manager of the Compliance Department of the ○○ Securities from MM/YYYY to MM/YYYY. Thereafter, the said outsourced office was established in ○○, and the office was engaged in advisory services for a number of advisory clients, such as being entrusted with compliance services for XX investment management during the period from dd/MM/YYYY to dd/MM/YYYY. The Company judged that he/she has sufficient knowledge and experience as an outsourcer of the Company.

**5. Internal Control System and Procedures for Asset Investment and Other Operations**

■Operations Department■

The ○○ Department checks the trade reports that the person in charge of execution (the □□ Department) has placed with the ○○ Securities Company based on the orders on daily basis, and confirms that the orders of each portfolio manager have been executed without error, and that the contents of the trades do not violate the ○○ Guidelines.

In addition, the ○○ Department of the Company shall manage the transactions of each portfolio manager to ensure that they do not conflict with the relevant laws and regulations, the self-regulatory rules of the Japan Investment Advisers Association (hereinafter referred to as “JIAA”), and the Company's ○○ Regulations (Article ○○ of the ○○ Regulations).

For transactions suspected of violating laws and regulations, the General Manager of the □□ Department, who is responsible for the □□ Department, and the ○○ Department will work to resolve such errors, while the ○○ Department will manage the records of the errors and report and verify them at the monthly Risk Management Committee meetings (Article ○○ of the ○○ Regulations).

■Compliance Department■

The Compliance Department of the Parent Company shall provide training to the officers and employees of the entire Group ○ times a year to ensure that they are familiar with the rules of the Parent Company in accordance with the Compliance Program of the Parent Company.

In addition, the Compliance Officer shall provide training to the officers and employees of the Japan Branch ○ times a year in accordance with the provisions of Article 35-3 of the Law and Article 70-2 of the Business Ordinance, to ensure that they are fully aware of the rules of the Company's parent company, mainly the compliance with the FIEA (Article ○○ of the Regulations).

The content of the training will cover the FIEA, including legal amendments, JIAA rules and regulations, internal rules and regulations, other relevant laws and regulations, and recent cases of administrative penalties, etc., according to the current situation in order to ensure compliance with internal rules (equivalent to JIAA rules).

■Internal Audit Department■

The head of the department in charge of internal audit is designated as the internal audit manager in accordance with the internal audit regulations, and conducts internal audits ○ times a year (Article ○○ of the ○○ Regulations).

The Company shall conduct internal audits in accordance with the internal audit standards of the parent company group (Article ○○ of the ○○ Regulations).

Within three months after the start of the fiscal year, the head of the department in charge of internal audit shall draw up an internal audit plan covering the operations of all officers and employees of the Company from the perspective of compliance with the Company's parent company standards, particularly the FIEA, and the Board of Directors of the Company shall approve such internal audit plan (Article ○○ of the ○○ Regulations).

Based on the internal audit plan, the head of the division in charge of internal audit shall conduct the relevant internal audit (Article ○○ of the ○○ Regulations), and after conducting the internal audit, the head of the division in charge of internal audit shall prepare a report on the results of the internal audit and report to the Board of Directors of the Company by ○○ (Article ○○ of the ○○ Regulations).

**6. Arrangements and Procedures for Management of Sensitive Corporate Information**

(a) The person responsible for the management of sensitive corporate information must be specified, and the person’s details must be included, in internal rules.

The person responsible for the management of sensitive corporate information in the Company shall be the General Manager of the Compliance Department (Article ○○ of the ○○ Regulations).

(b) Management arrangements and procedures must be specified in internal rules and a framework for enabling the rules to be effectively enforced must be in place.

When an officer or employee of the Company acquires sensitive corporate information or information that may correspond to such information in connection with his/her duties, he/she shall immediately report it to the person in charge of managing sensitive corporate information

(Article ○○ of the ○○ Regulations).

After receiving a report from an officer or employee regarding the acquisition of sensitive corporate information, the person in charge of managing sensitive corporate information shall promptly give the officer or employee appropriate instructions regarding the management, etc. of the said sensitive corporate information (Article ○○ of the ○○ Regulations).

Specifically, if the person in charge of managing sensitive corporate information determines that the material non-public information in question falls under the category of sensitive corporate information, it shall be deemed to fall under the category of prohibited transactions and be prohibited to conduct transactions on the system (Article ○○ of the ○○ Regulations). In addition, it is prohibited for officers and employees to conduct any personal transactions (Article ○○ of the ○○ Regulations).

In addition, the Company's ○○ Department shall conduct an annual review and assessment of the proper use of sensitive corporate information as general rule, and if any problems are found, review the information management methods (Article ○○ of the ○○ Regulations).

Personal transactions by officers and employees shall not be conducted at all as per the Company's regulations (Article ○○ of the ○○ Regulations).

(When conducting investment trust management business)

**7. In cases where investment trust assets are invested, the knowledge and experience of persons in charge of accounting work related to investment trust assets must be specified.**

(a) The knowledge and experience of each person in charge of accounting work related to investment trust assets, with regard to the relevant work, must be specified.

**○○○ Investment Trust Management** **Co.　 ○○　○○○**

He/she joined the XX Co. (Registration No.: Director-General of the XX Finance Bureau (FIBO) No. XX) in MM/YYYY, he/she belonged to the Investment Trust Department and was involved in the development of investment trust products.

After that, he/she transferred to the XX Co. (Registration No.: Director-General of the XX Finance Bureau (FIBO) No. XX), and was assigned to the Accounting Department from XX to XX (of which he/she was the Accounting Manager from MM/YYYY to MM/YYYY).

Our company judged that he/she has experience and knowledge of investment trust accounting and administration for the reason of ○○.

(b) In cases where accounting work related to investment trust assets are entrusted to a third-party entity, the knowledge and experience of the said third-party entity, with regard to the relevant work, must be specified.

**○○○ Investment Trust Management Company, Limited** ("Third Party")

The above-mentioned third party has a track record of setting up and managing investment trusts for over ○○ years. As of the end of MM/YYYY, it manages ○○ investment trusts with assets under management of approximately ○○ trillion Japanese yen.

As a company to which the accounting work related to investment trust assets is outsourced, the company is (1) one of the few investment management companies that currently handle investment trust accounting in-house, and (2) as an investment management company, it can be expected to respond quickly and appropriately as the same management company when laws and regulations are revised, in addition to its many years of experience and track record. Therefore, our company judged that a high level of outsourcing service could be expected.