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**Cabinet Office Ordinance on Financial Instruments Business, etc. (a part of Cabinet Office Ordinance No. 55 in 2010) related to “Introduction of Consolidated Regulation and Supervision of Securities Companies”**

**Article 38-2 (Notification of Having Become a Specified Major Shareholder)**

A Major Shareholder other than a Specified Major Shareholder (meaning the Specified Major Shareholder provided in Article 32, paragraph (4) of the Act. This shall similarly apply hereinafter in this Article and in Article 38-5.) of a Financial Instruments Business Operator that files notification pursuant to the provisions of Article 32, paragraph (3) of the Act shall submit the Written Notification of Having Become a Specified Major Shareholder prepared in accordance with Appended Form 8-2, with a copy of said written notification attached, either to the Commissioner of Local Finance Bureau with jurisdiction over the location of its head office, etc. (in the case of an individual, its domicile or residence) in the case of a resident of Japan (to the Commissioner of Fukuoka Local Finance Branch Bureau if said location is in the area of jurisdiction of Fukuoka Local Finance Branch Bureau), or to the Commissioner of Kanto Local Finance Bureau in the case where of a non-resident of Japan.

**Article 38-3 (Persons falling under Parent Company, etc.)**

The persons specified by Cabinet Office Ordinance as provided in Article 15-16-2, paragraph (2) of the Order shall be the following (excluding such persons as do not have any impact on the content of documents on financial calculation).

- (i) Parent Company provided in Article 8, paragraph (3) of the Regulation for Terminology, Forms and Preparation of Financial Statements (Ministry of Finance Ordinance No. 59 of 1963; hereinafter referred to as “Financial Statements Regulation”);

- (ii) persons that, under the designated international accounting standards (meaning the designated international accounting standards as provided in Article 93 of the Regulation for Terminology, Forms and Preparation of Consolidated Financial Statements (Ministry of Finance Ordinance No. 28 of 1976). This shall similarly apply hereinafter.) or other fair and appropriate corporate accounting standards or practices in foreign countries, are treated as the equivalent to the persons provided in the preceding paragraph for preparation of documents concerning financial calculation.

**Article 38-4 (Persons falling under Affiliated Company, etc.)**

The Persons specified by Cabinet Office Ordinance as provided in Article 15-16-2, paragraph (3) of the Order shall be the following (excluding such persons as do not have any impact on the content of documents on financial calculation).

- (i) affiliated company provided in Article 8, paragraph (5) of the Financial Statements Regulation;
- (ii) persons that, under the designated international accounting standards or other fair and appropriate corporate accounting standards or practices in foreign countries, are treated as the equivalent to the persons provided in the preceding paragraph for preparation of documents concerning finance calculation.

**Article 38-5 (Notification of Having Become a Major Shareholder other than a Specified Major Shareholder)**

A Specified Major Shareholder of a Financial Instruments Business Operator that files notification pursuant to the provisions of Article 32-3, paragraph (2) of the Act shall submit the Written Notification of Having Become a Major Shareholder Other Than a Specified Major Shareholder prepared in accordance with Appended Form 8-3, with a copy of said written notification attached, either to the Commissioner of Local Finance Bureau with jurisdiction over the location of its head office, etc. (in the case of an individual, its domicile or residence) in the case of a resident of Japan (to the Commissioner of Fukuoka Local Finance Branch Bureau if said location is in the area of jurisdiction of Fukuoka Local Finance Branch Bureau), or to the Commissioner of Kanto Local Finance Bureau in the case of a non-resident of Japan.

**Article 199 (Cases Where Financial Instruments Business Operator is Required to File Notification on Suspension of Business, etc.)**

In the case of Financial Instruments Business Operator, the cases specified by Cabinet Office Ordinance as provided in Article 50, paragraph (1), item (iii) of the Act shall be the

following cases.

(i) ~ (xii) (omitted)

(xiii) in the case of a Special Financial Instruments Business Operator, the following cases (in the cases listed in (a) or (b), excludes cases that fall under item (vii) or item (viii)):

(a) if the Special Financial Instruments Business Operator has become aware that an officer or employee of the Special Financial Instruments Business Operator or its Subsidiary Juridical Person, etc. (meaning Subsidiary Juridical Person, etc. provided in Article 57-2, paragraph (9) of the Act. This shall hereinafter apply similarly in this item, Article 201, item (xxiv), Article 202, item (xviii) and the next section.) has engaged in an act (with regard to any act concerning business other than Financial Instruments Business or business incidental thereto, limited to an act which might have a significant impact on the business operation of said Special Financial Instruments Business Operator or the financial condition of said Special Financial Instruments Business Operator and its Subsidiary Juridical Person, etc.; hereinafter in this item referred to as a “Problematic Conduct, etc.”) that violates laws and regulations, etc. (including laws and regulations, etc of foreign countries) (except for the cases where the Problematic Conduct, etc. falls under the acts listed in sub-items (a) to (d) inclusive of item (i) or sub-item (a) or (b) of item (ii) of Article 118 or the acts listed in sub-item (c) of item (ii) of Article 118 (excluding acts that violate laws and regulations) and the that is due to negligence and Subsidiary Juridical Person, etc. shall notify the Commissioner of the Financial Services Agency, etc. of the Problematic Conduct, etc. or follow other procedures specified by the provisions of laws and regulations. This shall similarly apply in sub-item (b).);

(b) if details of the Problematic Conduct, etc. specified by sub-item (a) are discovered;

(c) if the Special Financial Instruments Business Operator has become aware that its Subsidiary Juridical Person, etc. has borrowed subordinated loans or issued subordinated corporate bonds (except for the cases where the Subsidiary Juridical Person, etc. shall notify the Commissioner of the Financial Services Agency, etc. of the subordinated loans and subordinated corporate bonds or follow other procedures specified by the provisions of laws and regulations);

(d) if the Special Financial Instruments Business Operator has become aware that its Subsidiary Juridical Person, etc. has repaid subordinate loans before the maturity date or redeemed subordinated corporate bonds before the maturity date (including the cases where the Special Financial Instruments Business Operator has become aware that its Subsidiary Juridical Person, etc. has repaid subordinated loans for which no maturity date is provided or redeemed subordinated bonds for which no maturity date is provided).

**Section 4-2 Special Provisions concerning Special Financial Instruments Business Operators, etc.**

**Subsection 1 Special Financial Instruments Business Operators**

**Article 208-2 (Calculation of Amount of Total Assets)**

The amount of total assets to be calculated pursuant to the provisions of Article 57-2, paragraph (1) of the Act shall be the amount calculated by adding up the amounts to be recorded in the assets section of the balance sheet.

**Article 208-3 (Documents, etc. that are Difficult to Submit within One Month from the Notification Date)**

- (1) The documents specified by Cabinet Office Ordinance as provided in Article 17-2-3, paragraph (1) of the Order shall be documents describing the matters set forth in the form listed in Article 208-5, item (ii).
- (2) When a Special Financial Instruments Business Operator whose Parent Company (meaning Parent Company provided in Article 57-2, paragraph (8) of the Act. This shall similarly apply in this Section.) is a foreign company intends to obtain approval under the proviso of Article 17-2-3, paragraph (1) of the Order, it shall submit a written application for approval describing the following matters to the Commissioner of the Financial Services Agency:
  - (i) trade name;
  - (ii) registration date and registration number;
  - (iii) trade name or name of said Parent Company;
  - (iv) period for which the Special Financial Instruments Business Operator intends to obtain said approval concerning the submission of documents as provided in Article 17-2-3, paragraph (1) of the Order;
  - (v) notification date (meaning Notification Date provided in Article 57-2, paragraph (2) of the Act. This shall hereinafter apply similarly in this Section.);
  - (vi) reasons for the necessity of said approval concerning the submission of documents as provided in Article 17-2-3, paragraph (1) of the Order.
- (3) The following documents shall be attached to the written application for approval specified by the preceding paragraph:

- (i) articles of incorporation of said Parent Company or a document in lieu thereof;
  - (ii) if the reasons specified by item (vi) of the preceding paragraph are the laws and regulations or practices of the home country of said Parent Company, a written legal opinion of a legal expert stating that the matters relating to the laws and regulations or practices described in the written application for approval are true and accurate, and the relevant statutes of the relevant laws and regulations mentioned in said written legal opinion;
  - (iii) in any case other than the case where the reasons specified by item (vi) of the preceding paragraph are the laws and regulations or practices of the home country of said Parent Company, a document evidencing said reason.
- (4) If there has been the request for the approval specified by paragraph (2) and it is determined that it is impossible for said Special Financial Instruments Business Operator to submit the documents provided in Article 17-2-3, paragraph (1) of the Order within three months of the notification date due to the laws and regulations or practices of the home country of said Parent Company or other unavoidable reasons, the Commissioner of the Financial Services Agency shall grant approval under the proviso of said paragraph.

**Article 208-4 (Matters Described in relation to the Parent Company)**

The matters specified by Cabinet Office Ordinance as provided in Article 57-2, paragraph (2), item (i) of the Act shall be the following matters:

- (i) the amount of stated capital or total amount of contribution;
- (ii) the name and the location of the head office or principal offices (in the case of a foreign company having offices in Japan, including its principal offices in Japan);
- (iii) business lines.

**Article 208-5 (Documents Describing the Status of the Business and Property of the Parent Company and its Subsidiary Juridical Person, etc.)**

The documents listed in Article 57-2, paragraph (2), item (ii) of the Act shall be prepared by describing the matters specified in the following forms:

- (i) Appended Form 17-2;
- (ii) Appended Form 17-3.

**Article 208-6 (Documents Describing the Contents and Method of Business Administration or Assistance related to Fund Procurement)**

The documents listed in Article 57-2, paragraph (2), item (iv) of the Act shall be prepared by describing the following matters:

- (i) the following matters concerning the contents and method of business administration:
  - (a) trade name or name of the Parent Company conducting business administration;
  - (b) method of business administration;
  - (c) system for business administration;
  - (d) if an officer or employee of said Parent Company concurrently serves as an officer of said Special Financial Instruments Business Operator, the name of such officer or employee as well as the job title and date of assumption of office at said Parent Company and said Special Financial Instruments Business Operator.
- (ii) the following matters concerning the contents and method of assistance related to fund procurement:
  - (a) policy and method of assistance related to fund procurement;
  - (b) criteria for provision of assistance related to fund procurement.

**Article 208-7 (Documents that are Difficult to Submit within One Month from the day when a company Became a Parent Company of a Special Financial Instruments Business Operator in and after the Notification Date)**

The provisions of Article 208-3, paragraph (1) shall apply mutatis mutandis to the documents specified by Cabinet Office Ordinance as provided in Article 17-2-3, paragraph (2) of the Order, and the provisions of Article 208-3, paragraph (2) to paragraph (4) inclusive shall apply mutatis mutandis to the case where a Special Financial Instruments Business Operator whose Parent Company is a foreign company intends to obtain approval under Article 17-2-3, the proviso of paragraph (2) of the Order. In this case, the term “notification date (meaning notification date provided in Article 57-2, paragraph (2) of the Act. This shall hereinafter apply similarly in this Section.)” in Article 208-3, paragraph (2), item (v) shall be replaced with “the day when a the company became a Parent Company of a Special Financial Instruments Operator after the notification date (meaning Notification Date as provided in Article 57-2, paragraph (2) of the Act. This shall hereinafter apply similarly in this Section.)”, and the term “the notification date” in Article 208-3, paragraph (4) shall be replaced with “the day when the company became a Parent Company of a Special Financial Instruments Business Operator after the notification date.”

**Article 208-8 (Documents for which Notification of Changes in Documents related to Parent Company is not Required)**

The documents specified by Cabinet Office Ordinance as provided in Article 57-2, paragraph (4) of the Act shall be the documents listed in Article 57-2, paragraph (2), item (iii) and item (iv).

**Article 208-9 (Notification of Changes in Documents concerning Parent Company)**

A Special Financial Instruments Business Operator that files notification pursuant to the provisions of Article 57-2, paragraph (4) of the Act shall submit written notification describing the content of the changes, the date of the changes and the reasons for the changes, with the documents listed in of Article 57-2, paragraph (2), item (i), item (iii) or item (iv) (limited to the documents with changes in content) attached, to the Commissioner of the Financial Services Agency.

**Article 208-10 (Documents, etc. Describing the Business and Financial Condition of the Parent Company and its Subsidiary Juridical Person, etc.)**

- (1) The documents, etc. listed in Article 57-2, paragraph (5) of the Act shall be prepared by describing the matters specified in the following forms:
  - (i) Appended Form 17-2;
  - (ii) Appended Form 17-3.
- (2) The document specified by Cabinet Office Ordinance as provided in Article 57-2, paragraph (5) of the Act shall be the documents describing the matters specified in the forms listed in the preceding paragraph.

**Article 208-11 (Documents, etc. that are Difficult to Submit within One Month from the End of the Quarter)**

- (1) The documents specified by Cabinet Office Ordinance as provided in Article 17-2-3, paragraph (3) of the Order shall be the documents describing the matters specified in the form listed in item (ii) of paragraph (1) of the preceding Article.
- (2) When a Special Financial Instruments Business Operator whose Parent Company is a foreign company intends to obtain approval under Article 17-2-3, the proviso of paragraph (3) of the Order, it shall submit a written application for approval describing the following matters to the Commissioner of the Financial Services Agency:
  - (i) trade name;
  - (ii) registration date and registration number;
  - (iii) trade name or name of said Parent Company;
  - (iv) period for which the Special Financial Instruments Business Operator intends to obtain said approval concerning the submission of documents as provided in Article 17-2-3, paragraph (3) of the Order;
  - (v) reasons for the necessity of said approval concerning the submission of documents as provided in Article 17-2-3, paragraph (3) of the Order.

- (3) The following documents shall be attached to the written application for approval specified in the preceding paragraph:
- (i) articles of incorporation of said Parent Company or a document in lieu thereof;
  - (ii) if the reasons specified in item (v) of the preceding paragraph are the laws and regulations or practices of the home country of said Parent Company, a written legal opinion of a legal expert stating that the matters relating to the laws and regulations or practices described in the written application for approval are true and accurate, and the relevant statutes of the relevant laws and regulations mentioned in said written legal opinion;
  - (iii) in any case other than the case where the reasons specified in item (v) of the preceding paragraph are the laws and regulations or practices of the home country of said Parent Company, a document evidencing said reason.
- (4) If there has been a request for the approval specified by paragraph (2) and it is determined that it is impossible for said Special Financial Instruments Business Operator to submit the documents provided in Article 17-2-3, paragraph (3) of the Order within three months from the end of the quarter (meaning the quarter as provided in Article 57-2, paragraph (5) of the Act. This shall hereinafter similarly apply in this section.) due to the laws and regulations or practices of the home country of said Parent Company or other unavoidable reasons, the Commissioner of the Financial Services Agency shall grant approval under Article 17-2-3, the proviso of paragraph (3) of the Order with respect to said documents concerning the quarter laid between the quarter including the date when said request was made (the immediately preceding quarter if said date is a date within three months from the start of the quarter (in the case where an approval is obtained concerning the submission of said documents for the immediately preceding quarter within the period granted by such approval) and the subsequent quarter falling under the quarter immediately preceding to the quarter including the date when the reasons specified in paragraph (2), item (v) with respect to said request cease to exist or change.
- (5) The Commissioner of the Financial Services Agency shall grant approval under Article 17-2-3, the proviso of paragraph (3) of the Order on condition that the Special Financial Instruments Business Operator specified in the preceding paragraph submits a document describing the following matters (the matter listed in item (ii) applies only in the case where the reasons specified in paragraph (2), item (v) are the laws and regulations or practices of the home country of said Parent Company) to the Commissioner of the Financial Service Agency within three months from the end of each quarter. However, if the matter listed in item (ii) is the same in content with the matter described in a document submitted five years or less prior to the submission of said document, such matter may be omitted:
- (i) the effect that during said quarter the reasons for said application for approval have neither



- ceased to exist nor changed;
- (ii) a written legal opinion from a legal expert concerning the matters listed in the preceding item and the relevant statutes of the relevant laws and regulations mentioned in said written legal opinion.

#### **Article 208-12 (Business Reports)**

- (1) The business report to be submitted by a Special Financial Instruments Business Operator pursuant to the provisions of Article 57-3, paragraph (1) of the Act shall be prepared in accordance with Appended Form 17-4.
- (2) In preparing the business report specified in the preceding paragraph, a Special Financial Instruments Business Operator shall be subject to corporate accounting practices generally accepted as fair and appropriate.

#### **Article 208-13 (Matters Described in Explanatory Documents)**

- (1) The matters specified by Cabinet Office Ordinance as provided in Article 57-4 of the Act shall be the following matters:
- (i) the following matters concerning the overview of the Special Financial Instruments Business Operator and its Subsidiary Juridical Person, etc. (excluding Subsidiary Juridical Person, etc. that do not have a significant impact on the content of the explanatory documents set forth in Article 57-4 of the Act. This shall hereinafter similarly apply in this Article.):
- (a) trade name, registration date and registration number of the Special Financial Instruments Business Operator as well as the notification date;
- (b) principal business lines and organizational structure of the Special Financial Instruments Business Operator and its Subsidiary Juridical Person, etc.;
- (c) the following matters concerning Subsidiary Juridical Person, etc. of the Special Financial Instruments Business Operator:
1. trade name or name;
  2. location of the head office or principal offices;
  3. the amount of stated capital, total amount of funds, or total amount of contribution;
  4. business lines;
  5. percentage of the number of voting rights of the Subsidiary Juridical Person, etc. held by the Special Financial Instruments Business Operator in the total number of voting rights of all shareholders, etc. of said Subsidiary Juridical Person, etc.; and
  6. percentage of the number of voting rights of a Subsidiary Juridical Person, etc. held by the Special Financial Instruments Business Operator and Subsidiary Juridical

- Persons, etc. other than said Subsidiary Juridical Person, etc. in the total number of voting rights of all shareholders, etc. of said Subsidiary Juridical Person, etc.
- (ii) the following matters concerning the status of the business of the Special Financial Instruments Business Operator and its Subsidiary Juridical Person, etc.:
- (a) overview of the business in the most recent business year;
  - (b) the following matters as indicators showing the status of the business in the most recent three consolidated fiscal years (meaning the period concerning the preparation of the documents listed in sub-item (a) of the next item. This shall similarly apply hereinafter in this Article and in Article 208-26.):
    - 1. operating revenue and net operating revenue;
    - 2. ordinary income or ordinary loss;
    - 3. net income or net loss;
    - 4. net assets;
    - 5. total assets;
    - 6. consolidated Capital-to-Risk Ratio (meaning the ratio obtained by using the formula concerning the criteria on whether or not the capital adequacy status is appropriate as provided in Article 57-5, paragraph (1) of the Act. This shall similarly apply hereinafter and in the sub-item (f) of the following item.) as of the last day of each consolidated fiscal year.
- (iii) the following matters concerning the status of the property of the Special Financial Instruments Business Operator and its Subsidiary Juridical Person, etc. in the most recent two consolidated fiscal years:
- (a) consolidated balance sheets (including relevant notes), consolidated income statements (including relevant notes) and consolidated statements of changes in net assets (including relevant notes);
  - (b) the following matters as of the final day of each consolidated fiscal year:
    - 1. principal lenders and loan amounts;
    - 2. acquisition cost, fair value and profit or loss from valuation of securities held (excluding securities accounted for as securities belonging to trading products (meaning trading products as the consolidated balance sheet. This shall similarly apply in paragraph (3).);
    - 3. contract price, fair value and profit or loss from valuation of derivative transactions (excluding transactions accounted for as transactions belonging to trading products).
  - (c) the amounts calculated as operating revenue, net operating revenue, ordinary income or ordinary loss and assets (hereinafter, referred to as “operating revenue, etc.” in this sub-item) belonging to such a division as separated in accordance with the type of

business in the case where the Special Financial Instruments Business Operator and its Subsidiary Company, etc. (meaning Subsidiary Company, etc. as provided in Article 15-16-2, paragraph (2) of the Order, excluding the cases where the Subsidiary Company, etc. do not have a significant impact on the content of the explanatory documents set forth in Article 57-4 of the Act) are engaged in two or more types of business (except for the cases where respective amounts of operating revenue, etc. account for a small percentage of total operating revenue, etc.);

- (d) the relevant matter in the case where the documents listed in sub-item (a) have been audited by an accounting auditor pursuant to the provisions of Article 444, paragraph (4) of the Companies Act;
- (e) the relevant matter in the case where audit certificate of a certified public accountant or audit corporation has been issued concerning the documents listed in sub-item (a) pursuant to the provisions of Article 193-2 of the Act; and
- (f) Management Soundness Status (meaning Management Soundness Status as provided in Article 57-5, paragraph (2) of the Act, excluding matters concerning the consolidated Capital-to-Risk Ratio).

#### **Article 208-14 (Notification of Documents Describing Management Soundness Status)**

Notification pursuant to the provisions of Article 57-5, paragraph (2) of the Act shall be given by submitting a document describing Management Soundness Status in accordance with the provisions of Article 180 to the Commissioner of the Financial Services Agency within fifty days from the end of each quarter.

#### **Article 208-15 (Public Inspection of Documents Describing Management Soundness Status)**

The document describing Management Soundness Status in accordance with the provisions of Article 180 shall be kept and made available for public inspection pursuant to the provisions of Article 57-5, paragraph (3) of the Act.

#### **Article 208-16 (Public Notice of Supervisory Disposition)**

Public notice pursuant to the provisions of Article 57-7 of the Act shall be made in the official gazette (*Kanpo*).

#### **Article 208-17 (Persons falling under Parent Company, etc.)**

The persons specified by Cabinet Office Ordinance as provided in Article 57-10, paragraph (2) of the Act shall be the persons provided in Article 38-3.

## **Subsection 2 Designated Parent Company**

### **Article 208-18 (Content and Method of Business Administration and Assistance concerning Fund Procurement)**

The matters specified by Cabinet Office Ordinance as provided in of Article 57-13, paragraph (1), item (vi) of the Act shall be the following:

- (i) the following matters concerning the content and method of business administration:
  - (a) method of business administration;
  - (b) system for business administration;
  - (c) if an officer or employee of said Designated Parent Company concurrently serves as an officer of a Subject Special Financial Instruments Business Operator, the name of such officer or employee as well as the job title and the date of assumption of office at said Designated Parent Company and said Subject Special Financial Instruments Business Operator.
- (ii) the following matters concerning the contents and method of assistance for fund procurement:
  - (a) policy and method of assistance for fund procurement;
  - (b) criteria for provision of assistance for fund procurement.

### **Article 208-19 (Matters Stated in Documents by Designated Parent Company)**

The matters specified by Cabinet Office Ordinance as provided in Article 57-13, paragraph (1), item (vii) of the Act shall be the following matters:

- (i) business lines;
- (ii) percentage of the number of voting rights of Subject Special Financial Instruments Business Operators held by said Designated Parent Company in the total number of voting rights of all shareholders, etc. of said Subject Special Financial Instruments Business Operators;
- (iii) percentage of the number of voting rights of a Subject Special Financial Instruments Business Operator held by said Designated Parent Company and Subsidiary Juridical Person, etc. other than said Subject Special Financial Instruments Business Operator in the total number of voting rights of all shareholders, etc. of said Subject Special Financial Instruments Business Operator.

**Article 208-20 (Documents Attached to Documents by Designated Parent Company)**

The documents listed in Article 57-13, paragraph (2), item (ii) of the Act shall be the following.

- (i) documents describing business execution system such as personnel structures and organization concerning the business;
- (ii) written career histories of officers (if the officer is a juridical person, a document describing the history of said officer);
- (iii) extracts from certificates of residence of officers (if the officer is a juridical person, the certificate of registered matters of said officer) or a document in lieu thereof;
- (iv) certificate issued by public agency or a document in lieu thereof stating that officers do not fall under of Article 29-4, paragraph (1), item (ii), sub-item (a) or (b) of the Act or a document in lieu thereof;
- (v) written oath by officers stating that said officers are not falling under Article 29-4, paragraph (1), item (ii), sub-item (c) to (g) inclusive of the Act;
- (vi) a document stating the following matters concerning the condition of Subsidiary Juridical Person, etc.:
  - (a) trade name or name;
  - (b) the amount of the stated capital, total amount of funds, or total amount of contribution;
  - (c) location of the head office or principal offices;
  - (d) business lines;
  - (e) percentage of the number of voting rights of Subsidiary Juridical Person, etc. held by said Designated Parent Company in the total number of voting rights of all shareholders, etc. of the Subsidiary Juridical Person, etc.;
  - (f) percentage of the number of voting rights of a Subsidiary Juridical Person, etc. held by said Designated Parent Company and Subsidiary Juridical Person, etc. other than said single Subsidiary Juridical Person, etc. in the total number of voting rights of all shareholders, etc. of said Subsidiary Juridical Person, etc.

**Article 208-21 (Electromagnetic Record)**

- (1) The electromagnetic record specified by Cabinet Office Ordinance as provided in Article 57-13, paragraph (3) of the Act shall be an electromagnetic disc with a structure which falls under a 90-millimeter flexible disk cartridge that complies with Japanese Industrial Standards X6223.
- (2) The recording onto the electromagnetic record provided in the preceding paragraph shall be made in accordance with the following methods:
  - (i) The method provided in JIS X6225 shall be used for the track format.

- (ii) The method provided in JIS X0605 shall be used for the volume and file structure.
- (3) On the electromagnetic record provided in paragraph (1), a document describing the following matters shall be attached in the label area provided in JISX6223:
  - (i) trade name or name of the Designated Parent Company;
  - (ii) Notification Date.

**Article 208-22 (Notification of Change)**

A Designated Parent Company that files notification pursuant to the provisions of Article 57-14 of the Act shall submit written notification describing the content of the changes, the date of the changes and the reasons for the changes, with the applicable documents according to the following categories attached, to the Commissioner of the Financial Services Agency, provided, however, that, if there are unavoidable reasons, submission of the document listed in the following items may be submitted without delay after submission of said written notification:

- (i) if there has been a change in the matters listed in Article 57-13, paragraph (1), item (i), item (ii) or item (iv) of the Act, certificate of registered matters or a document in lieu thereof describing matters concerning said change;
- (ii) if there has been a change in the matters listed in Article 57-13, paragraph (1), item (iii) of the Act, the following documents:
  - (a) documents describing business execution system such as personnel structures and organization concerning the business;
  - (b) certificate of registered matters describing matters concerning said change or a document in lieu thereof;
  - (c) the following documents concerning the person who has newly become an officer:
    - 1. written career history (if the officer is a juridical person, documents describing the history of said officer);
    - 2. extracts from a certificate of residence (if the officer is a juridical person, the certificate of registered matters of said officer) or a document in lieu thereof;
    - 3. certificate issued by a public agency or a document in lieu thereof stating that said officer does not fall under Article 29-4, paragraph (1), item (ii), sub-items (a) or (b) of the Act;
    - 4. written oath by said officer stating that said officer is not a person falling under Article 29-4, paragraph (1), item (ii), sub-items (c) to (g) inclusive of the Act.
- (iii) if there has been a change in the matters listed in Article 57-13, paragraph (1), item (v) or (vi) of the Act, documents describing the relevant matters after the changes.

**Article 208-23 (Business Report)**

- (1) The business report to be submitted by an Ultimate Designated Parent Company pursuant to the provisions of Article 57-15, paragraph (1) of the Act shall be prepared in accordance with Appended Form 17-5.
- (2) An Ultimate Designated Parent Company that prepares the business report specified in the preceding paragraph shall be subject to the corporate accounting practices generally accepted as fair and appropriate, or designated international accounting standards.

**Article 208-24 (Procedure, etc. for Approval of Submission Deadline of Business Report)**

- (1) If an Ultimate Designated Parent Company that is a foreign company intends to obtain approval under Article 57-15, paragraph (1) of the Act applied by replacing its terms pursuant to the provisions of Article 17-2-12, paragraph (2) of the Order, the Ultimate Designated Parent Company shall submit a written application for approval describing the following matters to the Commissioner of the Financial Services Agency:
  - (i) trade name or name;
  - (ii) the period of said approval which the Ultimate Designated Parent Company intends to obtain concerning submission of the business report;
  - (iii) the final date of the concerned business year concerning the business report;
  - (iv) reasons for obtaining said approval concerning submission of the business report.
- (2) The following documents shall be attached to the written application for approval specified in the preceding paragraph:
  - (i) articles of incorporation or a document in lieu thereof;
  - (ii) documents evidencing that the representative of said Ultimate Designated Parent Company described in said written application for approval is legitimately authorized to submit said written application for approval;
  - (iii) if the reasons specified in item (iv) of the preceding paragraph are the laws and regulations or practices of the home country of said Ultimate Designated Parent Company, the written legal opinion of a legal expert stating that the matters concerning the laws and regulations or practices described in said written application for approval are true and accurate, and the relevant statutes of the relevant laws and regulations mentioned in said written legal opinion; and
  - (iv) in any case other than the cases where the reasons specified in item (iv) of the preceding paragraph are the laws and regulations or practices of the home country of said Ultimate Designated Parent Company, a document evidencing said reason.
- (3) If there has been a request for approval specified in paragraph (1) and it is determined that it is impossible for said Ultimate Designated Parent Company to submit the business report

within three months of the end of the business year due to the laws and regulations or practices of its home country or other unavoidable reasons, the Commissioner of the Financial Services Agency shall grant approval under Article 57-15, paragraph (1) of the Act, applied by replacing its terms pursuant to the provisions of Article 17-2-12, paragraph (2) of the Order, with respect to business reports for the business year laid between the business year including the date when said request was made (the immediately preceding business year if said date is a date within three months from the start of the business year (in the case where an approval is obtained with respect to the submission of the business report for the immediately preceding business year within the period granted by such approval) and the subsequent business year falling under the business year immediately preceding to the business year including the date when the reasons specified in item (iv) of paragraph (1) concerning said request cease to exist or change.

(4) The Commissioner of the Financial Services Agency can grant approval under Article 57-15, paragraph (1) of the Act, applied by replacing the terms pursuant to the provisions of Article 17-2-12, paragraph (2) of the Order on condition that the Ultimate Designated Parent Company specified in the preceding paragraph submits a document describing the following matters (the matter listed in item (ii) only applies if the reasons specified in item (iv) of paragraph (1) are the laws and regulations or practices of the home country of said Ultimate Designated Parent Company) to the Commissioner of the Financial Services Agency within three months from the end of each business year. However, if the matter listed in item (ii) is the same in content with the matter described in a document submitted five years or less prior to the submission of said document, such matter may be omitted:

- (i) the effect that, during said business year, the reasons for said application for approval have neither ceased to exist nor changed;
- (ii) a written legal opinion from a legal expert concerning the matters listed in the preceding item and the relevant statutes of the relevant laws and regulations mentioned in said written legal opinion.

#### **Article 208-25 (Report on the Status of the Business and Property)**

(1) An Ultimate Designated Parent Company shall submit the following documents to the Commissioner of the Financial Services Agency by the submission deadline specified in following items pursuant to the provisions of Article 57-15, paragraph (2) of the Act:

- (i) Report on the Status, etc. of Support for Fund-Raising prepared in accordance with Appended Form 17-6, within one month from the end of each quarter;
- (ii) quarterly consolidated financial statements (meaning quarterly consolidated balance sheets and quarterly consolidated statements of income or documents equivalent to



quarterly consolidated balance sheets, quarterly consolidated statements of income that must be prepared in accordance with designated international accounting standards as well as statements of changes in equity, excluding those concerning the last quarter of the business year. This shall hereinafter similarly apply in this Article.), within three months from the end of each quarterly period (within the period of the approval granted by the Commissioner of the Financial Services Agency if it is determined that it is impossible for the Ultimate Designated Parent Company that is a foreign company to submit the quarterly consolidated financial statements within three months from the end of the quarter due to the laws and regulations or practices of its home country or other unavoidable reasons).

- (2) In preparing quarterly consolidated financial statements, an Ultimate Designated Parent Company shall be subject to the corporate accounting practices generally accepted as fair and appropriate or the designated international accounting standards.
- (3) If an Ultimate Designated Parent Company that is a foreign company intends to obtain the approval specified in paragraph (1), item (ii), it shall submit a written application for approval describing the following matters to the Commissioner of the Financial Services Agency:
  - (i) trade name or name;
  - (ii) the period of said approval which the Ultimate Designated Parent Company intends to obtain concerning the submission of the quarterly consolidated financial statements;
  - (iii) reasons for obtaining said approval concerning the submission of the quarterly consolidated financial statements.
- (4) The following documents shall be attached to the written application for approval specified in the preceding paragraph:
  - (i) articles of incorporation or a document in lieu thereof;
  - (ii) documents evidencing that the representative of said Ultimate Designated Parent Company described on said written application for approval is legitimately authorized to submit said written application for approval;
  - (iii) if the reasons specified in item (iii) of the preceding paragraph are the laws and regulations or practices of the home country of said Ultimate Designated Parent Company, a written legal opinion of a legal expert stating that the matters concerning the laws and regulations or practices described in the written application for approval are true and accurate, and the relevant statutes of the relevant laws and regulations mentioned in said written legal opinion;
  - (iv) in any case other than the cases where the reasons specified in item (iii) of the preceding paragraph are the laws and regulations or practices of the home country of said Ultimate Designated Parent Company, a document evidencing said reason.
- (5) If there has been a request for the approval specified in paragraph (3) and it is determined

that it is impossible for said Ultimate Designated Parent Company to submit the quarterly consolidated financial statements within three months from the end of the quarter due to the laws and regulations or practices of its home country or other unavoidable reasons, the Commissioner of the Financial Services Agency shall grant approval under paragraph (1), item (ii) with respect to said quarterly consolidated financial statements relating to the quarter laid between the quarter including the date when said request was made (the immediately preceding quarter if said date is a date within three months from the start of the quarter (in the case where an approval is obtained with respect to the submission of the quarterly consolidated financial statements for the immediately preceding quarterly period within the period granted by such approval)) and the subsequent quarter falling under the quarter immediately preceding to the quarter including the date when the reasons specified in paragraph (3), item (iii) with respect to said request cease to exist or change.

(6) The Commissioner of the Financial Services Agency shall grant approval under paragraph (1), item (ii) on condition that the Ultimate Designated Parent Company specified in the preceding paragraph submits a document describing the following matters (the matter listed in item (ii) applies only in the case where the reasons specified in paragraph (3), item (iii) are the laws and regulations or practices of the home country of said Ultimate Designated Parent Company) to the Commissioner of the Financial Services Agency within three months from the end of each quarter. However, if the matter listed in item (ii) is the same in content with the matter described in a document submitted five years or less prior to the submission of said document, such matter may be omitted:

- (i) the effect that, during said quarter, the reasons for said application for approval have neither ceased to exist nor changed;
- (ii) a written legal opinion from a legal expert with respect to the matters listed in the preceding item and the relevant statutes of the relevant laws and regulations mentioned in said written legal opinion.

#### **Article 208-26 (Matters Described in Explanatory Documents)**

The matters specified by Cabinet Office Ordinance as provided in Article 57-16 of the Act shall be the following matters:

- (i) the matters concerning the overview and organization of the Ultimate Designated Parent Company as listed below:
  - (a) trade name or name;
  - (b) the date when the Ultimate Designated Parent Company was designated pursuant to the provisions of Article 57-12, paragraph (1) of the Act;
  - (c) the history and organization of management (including system concerning business

administration of Subsidiary Juridical Person, etc. of Ultimate Designated Parent Company (excluding Subsidiary Juridical Person, etc. that do not have a significant impact on the content of the explanatory documents specified in Article 57-16 of the Act. This shall hereinafter similarly apply in this Article.);

- (d) the names of top-ten shareholders or investors based on the number of voting rights attached to shares (meaning shares or equity. This shall hereinafter similarly apply in sub-item (d).), as well as the number of voting rights attached to shares, etc. held by such shareholders or investors and the percentage of the number of said voting rights attached to shares, etc. represents in the total number of voting rights of all shareholders, etc.;
- (e) the matters listed in Article 57-13, paragraph (1), item (ii) to (iv) inclusive of the Act and the matters listed in item (i) of Article 208-19;
- (f) trade name, registration date and registration number of Subject Special Financial Instruments Business Operator and notification date;
- (ii) the matters concerning the overview of the Ultimate Designated Parent Company and its Subsidiary Juridical Person, etc. as listed below:
  - (a) principal business lines and organizational structure of the Ultimate Designated Parent Company and its Subsidiary Juridical Person, etc.;
  - (b) the following matters concerning the Subsidiary Juridical Person, etc. of the Ultimate Designated Parent Company:
    - 1. trade name or name;
    - 2. location of the head office or principal offices;
    - 3. the amount of stated capital, total amount of funds, or total amount of contribution;
    - 4. business lines;
    - 5. percentage of the number of voting rights of the Subsidiary Juridical Person, etc. held by the Ultimate Designated Parent Company in the total number of voting rights of all shareholders, etc. of said Subsidiary Juridical Person, etc.;
    - 6. percentage of the number of voting rights of a Subsidiary Juridical Person, etc. held by the Ultimate Designated Parent Company and its Subsidiary Juridical Person, etc. other than said Subsidiary Juridical Person, etc. in the total number of voting rights of all shareholders, etc. of said Subsidiary Juridical Person, etc.
- (iii) the matters concerning the status of the business of the Ultimate Designated Parent Company and its Subsidiary Juridical Person, etc. as listed below:
  - (a) overview of business in the most recent business year;
  - (b) the following matters concerning as indicators showing the status of the business in the most recent three consolidated fiscal years:

1. operating revenue (including net sales and other equivalents. The same shall similarly apply in sub-item (c) of the following item.);
  2. ordinary income or ordinary loss;
  3. net income or net loss;
  4. net assets;
  5. total assets;
  6. consolidated Capital-to-Risk Ratio (meaning the ratio obtained by using the formula concerning the criteria on whether or not the capital adequacy status provided in Article 57-17, paragraph (1) of the Act is appropriate. This shall similarly apply in the sub-item (f) of the following item.) as of the last day of each consolidated fiscal year.
- (iv) the matters concerning the status of the property of the Ultimate Designated Parent Company and its Subsidiary Juridical Person, etc. in the most recent two consolidated fiscal years as listed below:
- (a) consolidated balance sheets (including relevant notes), consolidated income statements (including relevant notes) and consolidated statements of changes in net assets (including relevant notes) or equivalent documents thereof prepared in accordance with the designated international accounting standards;
  - (b) the following matters as of the final day of each consolidated fiscal year:
    1. principal lenders and loan amounts;
    2. acquisition cost, fair value and profit or loss from valuation of securities held (excluding securities accounted for as securities belonging to trading products (meaning trading products in the consolidated balance sheet or the equivalent thereof. This shall similarly apply in 3.);
    3. contract price, fair value and profit or loss from valuation of derivative transactions (excluding transactions accounted for as transactions belonging to trading products).
  - (c) the amounts calculated as operating revenue, ordinary income or ordinary loss and assets (hereinafter referred to as “operating revenue, etc.” in this sub-item (c)) belonging to such a division as separated in accordance with the types of business in the case where the Ultimate Designated Parent Company and its Subsidiary Company, etc. (meaning Subsidiary Company, etc. provided in Article 15-16-2, paragraph (2) of the Order, excluding the cases where Subsidiary Company, etc. that do not have a significant impact on the content of the explanatory documents set forth in Article 57-16 of the Act) are engaged in two or more types of business (except for the case where respective amounts of operating revenue, etc. account for a small percentage of total operating revenue, etc.);
  - (d) the relevant matters in the case where the documents listed in sub-item (a) have been

- audited by an accounting auditor pursuant to the provisions of Article 444, paragraph (4) of the Companies Act;
- (e) the relevant matters in the case where an audit certificate of a certified public accountant or audit corporation has been issued concerning the documents listed in sub-item (a) as provided in Article 193-2 of the Act;
- (f) Management Soundness Status (meaning Management Soundness Status provided in Article 57-17, paragraph (2) of the Act, excluding matters concerning the consolidated Capital-to-Risk Ratio).

**Article 208-27 (Procedure, etc. for Approval of Public Inspection Deadline of Explanatory Documents)**

- (1) If an Ultimate Designated Parent Company that is a foreign company intends to obtain approval under the proviso of Article 17-2-10, paragraph (2) of the Order, it shall submit a written application for approval describing the following matters to the Commissioner of the Financial Services Agency:
  - (i) trade name or name;
  - (ii) the period of said approval which the Ultimate Designated Parent Company intends to obtain concerning the public inspection of the explanatory documents;
  - (iii) the final day of the business year concerning the explanatory documents;
  - (iv) reasons for obtaining said approval concerning inspection of the explanatory documents.
- (2) The following documents shall be attached to the written application for approval specified in the preceding paragraph:
  - (i) articles of incorporation or a document in lieu thereof;
  - (ii) documents evidencing that the representative of said Ultimate Designated Parent Company described in said written application for approval is legitimately authorized to submit said written application for approval;
  - (iii) if the reasons specified in item (iv) of the preceding paragraph are the laws and regulations or practices of the home country of said Ultimate Designated Parent Company, a written legal opinion of a legal expert stating that the matters concerning the laws and regulations or practices described in said written application for approval are true and accurate, and the relevant statutes of the relevant laws and regulations mentioned in said written legal opinion;
  - (iv) in any case other than the cases where the reasons specified in item (iv) of the preceding paragraph are the laws and regulations or practices of the home country of said Parent Company, a document evidencing said reason.
- (3) If there has been a request for the approval specified in paragraph (1) and it is determined

that it is impossible for said Ultimate Designated Parent Company to keep the explanatory documents and make them available for public inspection from the date when four months have elapsed from the end of such business year due to the laws and regulations or practices of the home country of said Ultimate Designated Parent Company or other unavoidable reasons, the Commissioner of the Financial Services Agency shall grant approval under of Article 17-2-10, the proviso of paragraph (2) of the Order with respect to explanatory documents relating to the business years laid between the business year including the date when said request was made (the immediately preceding business year if said date is a date within four months from the start of the business year (in the case where an approval is obtained with respect to the public inspection of the explanatory documents for the immediately preceding business year, within the period granted by such approval)) and the subsequent business year falling under the business year immediately preceding to the business year including the date when the reasons specified in paragraph (1), item (iv) with respect to said request cease to exist or change.

- (4) The Commissioner of the Financial Services Agency shall grant approval under Article 17-2-10, the proviso of paragraph (2) of the Order on condition that the Ultimate Designated Parent Company specified in the preceding paragraph submits a document describing the following matters (the matter listed in item (ii) only applies if the reasons specified in paragraph (1), item (iv) are the laws and regulations or practices of the home country of said Ultimate Designated Parent Company) to the Commissioner of the Financial Services Agency within four months from the end of each business year. However, if the matter listed in item (ii) is the same in content with the matters described in documents submitted five years or less prior to the submission of said documents, such matter may be omitted.
- (i) the effect that, during said business year, the reasons for said application for approval have neither ceased to exist nor changed;
  - (ii) a written legal opinion from a legal expert concerning the matters listed in the preceding item and the relevant statutes of the relevant laws and regulations mentioned in said written legal opinion.

**Article 208-28 (Notification, etc. of Documents Describing Management Soundness Status)**

- (1) Notification pursuant to the provisions of Article 57-17, paragraph (2) of the Act shall be given by submitting documents describing Management Soundness Status (meaning Management Soundness Status as provided in Article 57-17, paragraph (2) of the Act. This shall hereinafter similarly apply in this subsection.) pursuant to the provisions of Article 180 (documents describing soundness in accordance with provisions set forth by the Commissioner of the Financial Services Agency in the case specified by the Commissioner of

Financial Services Agency. The same shall similarly apply in Article 208-30.) within fifty days from the end of each quarter (within the period approved by the Commissioner of the Financial Services Agency if it is determined that it is impossible for the Ultimate Designated Parent Company that is a foreign company to submit documents describing Management Soundness Status within fifty days from the end of each quarter due to the laws and regulations or practices of the home country of said Ultimate Designated Parent Company or other unavoidable reasons.)

- (2) If an Ultimate Designated Parent Company that is a foreign company intends to obtain approval under the preceding paragraph, it shall submit a written application for approval describing the following matters to the Commissioner of the Financial Services Agency:
  - (i) trade name or name;
  - (ii) the period of said approval which the Ultimate Designated Parent Company intends to obtain concerning the notification of the documents describing Management Soundness Status;
  - (iii) reasons for obtaining said approval concerning the notification of the documents describing Management Soundness Status.
- (3) The following documents shall be attached to the written application for approval specified in the preceding paragraph:
  - (i) articles of incorporation or a document in lieu thereof;
  - (ii) documents evidencing that the representative of said Ultimate Designated Parent Company described in said written application for approval is legitimately authorized to submit said written application for approval;
  - (iii) if the reasons specified in item (iii) of the preceding paragraph are the laws and regulations or practices of the home country of said Ultimate Designated Parent Company, a written legal opinion of a legal expert stating that the matters concerning the laws and regulations or practices described in the written application for approval are true and accurate, and the relevant statutes of the relevant laws and regulations mentioned in said written legal opinion;
  - (iv) in any case other than the cases where the reasons specified in item (iii) of the preceding paragraph are the laws and regulations or practices of the home country of said Parent Company, a document evidencing said reason.
- (4) If there has been a request for the approval specified in paragraph (2) and it is determined that it is impossible for said Ultimate Designated Parent Company to notify a document describing Management Soundness Status within fifty days from the end of the quarter due to the laws and regulations or practices of the home country of said Ultimate Designated Parent Company or other unavoidable reasons, the Commissioner of the Financial Services Agency

shall grant approval under paragraph (1) with respect to said documents relating to quarter laid between the quarter including the date when said request was made (the immediately preceding quarter if said date is a date within fifty days from the start of the quarter (in the case where an approval is obtained with respect to the notification of the document for the immediately preceding quarter, within the period granted by such approval)) and the subsequent quarter falling under the quarter immediately preceding to the quarter including the date when the reasons specified in paragraph (2), item (iii) with respect to said request cease to exist or change.

(5) The Commissioner of the Financial Services Agency shall grant approval under paragraph (1) on condition that the Ultimate Designated Parent Company specified in the preceding paragraph submits documents describing the following matters (the matter listed in item (ii) applies only in the case where the reasons specified in paragraph (2), item (iii) are the laws and regulations or practices of the home country of said Ultimate Designated Parent Company) to the Commissioner of the Financial Services Agency within fifty days from the end of each quarter. However, if the matter listed in item (ii) is the same in content with the matter described in documents submitted five years or less prior to the submission of said document, such matter may be omitted:

- (i) the effect that during said quarterly period the reasons for said application for approval have neither ceased to exist nor changed;
- (ii) a written legal opinion from a legal expert with respect to the matters listed in the preceding item and the relevant statutes of the relevant laws and regulations mentioned in said written legal opinion.

#### **Article 208-29 (Procedure for Approval of Public Inspection Deadline of Documents Describing Management Soundness Status)**

(1) If an Ultimate Designated Parent Company that is a foreign company intends to obtain approval under the proviso of paragraph (3) of Article 17-2-11 of the Order, it shall submit a written application for approval describing the following matters to the Commissioner of the Financial Services Agency:

- (i) trade name or name;
- (ii) the period of said approval which the Ultimate Designated Parent Company intends to obtain concerning the public inspection of the document describing Management Soundness Status;
- (iii) reasons for obtaining said approval concerning the public inspection of the documents describing Management Soundness Status.

(2) The following documents shall be attached to the written application for approval specified



in the preceding paragraph:

- (i) articles of incorporation or a document in lieu thereof;
  - (ii) documents evidencing that the representative of said Ultimate Designated Parent Company described in said written application for approval is legitimately authorized to submit said written application for approval;
  - (iii) if the reasons specified in item (iii) of the preceding paragraph are the laws and regulations or practices of the home country of said Ultimate Designated Parent Company, a written legal opinion of a legal expert stating that the matters with respect to the laws and regulations or practices described in said written application for approval are true and accurate, and the relevant statutes of the relevant laws and regulations mentioned in said written legal opinion;
  - (iv) in any case other than the cases where the reasons specified in item (iii) of the preceding paragraph are the laws and regulations or practices of the home country of said Ultimate Designated Parent Company, a document evidencing said reason.
- (3) If there has been a request for the approval specified by paragraph (1) and it is determined that it is impossible for said Ultimate Designated Parent Company to keep the documents describing Management Soundness Status and make it available for public inspection from the date when two months have elapsed from the final day of the quarter due to the laws and regulations or practices of the home country of said Ultimate Designated Parent Company or other unavoidable reasons, the Commissioner of the Financial Services Agency shall grant approval under the proviso of paragraph (3) of Article 17-2-11 of the Order with respect to said documents relating to the quarter laid between the quarter including the date when said request was made (the immediately preceding quarterly period if said date is a date within two months from the start of the quarter (in the case where said approval is obtained with respect to the public inspection of said documents for the immediately preceding quarter, within the period granted by such approval)) and the subsequent quarter falling under the quarter immediately preceding to the quarter including the date when the reasons specified in paragraph (1), item (iii) relating to said request cease to exist or change.
- (4) The Commissioner of the Financial Services Agency shall grant approval under Article 17-2-11, the proviso of paragraph (3) of the Order on condition that the Ultimate Designated Parent Company specified in the preceding paragraph submits a document describing the following matters (the matter listed in item (ii) applies only in the case where the reasons specified in paragraph (1), item (iii) are the laws and regulations or practices of the home country of said Ultimate Designated Parent Company) to the Commissioner of the Financial Services Agency within two months from the final day of each quarter. However, if the matter listed in item (ii) is the same in content with the matter described in documents submitted five

years or less prior to the submission of said documents, such matter may be omitted.

- (i) the effect that during said quarter the reasons for said application for approval have neither ceased to exist nor changed;
- (ii) a written legal opinion from a legal expert with respect to the matter listed in the preceding item and the relevant statutes of the relevant laws and regulations mentioned in said written legal opinion.

#### **Article 208-30 (Public Inspection of Document Describing Management Soundness Status)**

The document describing Management Soundness Status in accordance with the provisions of Article 180 shall be kept and made available for public inspection pursuant to the provisions of Article 57-17, paragraph (3) of the Act.

#### **Article 208-31 (Notification of Merger, etc.)**

(1) Notification pursuant to the provisions of Article 57-18, paragraph (1) of the Act shall be made by submitting written notification describing matters specified in each of the following items in accordance with the category listed in the following items to the Commissioner of the Financial Services Agency:

- (i) in cases falling under Article 57-18, paragraph (1), item (i) of the Act, the following matters:
  - (a) trade name or name of the other party of the merger;
  - (b) the date of and reason for the merger;
  - (c) the method of the merger.
- (ii) in cases falling under Article 57-18, paragraph (1), item (ii) of the Act, the date when the application for commencement of bankruptcy proceedings, the commencement of rehabilitation proceedings or the commencement of reorganization proceedings was filed and the reason for the application;
- (iii) in cases falling under item (i) of the following Article, matters specified in the following sub-items (a) and (b) in accordance with the category listed in the following sub-items (a) and (b):
  - (a) in cases falling under Article 29-4, paragraph (1), item (i), sub-item (a) of the Act (limited to the part concerning the provisions of the laws and regulations of the foreign country that are equivalent to the Act), the following matters:
    1. the content of similar registration, etc. made in the foreign country pursuant to the laws and regulations of said foreign country that are equivalent to the Act;
    2. the date of said registration, etc.;
    3. the date when said registration, etc. was revoked and the reason;

4. business lines concerning which said registration was revoked.
- (b) in cases falling under Article 29-4, paragraph (1), item (i), sub-item (b) of the Act:
  1. the provisions of laws and regulations that were violated;
  2. the date when punishment was decided and the amount of fine.
- (iv) in cases falling under item (ii) of the following Article, the following matters:
  - (a) name of the officer falling under Article 29-4, paragraph (1), item (ii), any of the sub-items (a) to (g) inclusive of the Act;
  - (b) in the case where said officer has fallen under Article 29-4, paragraph (1), item (ii), sub-item (a) of the Act, the date when ruling for commencement of guardianship or ruling for commencement of curatorship was made;
  - (c) in the case where said officer has fallen under Article 29-4, paragraph (1), item (ii), sub-item (b) of the Act, the date when the order of commencement of bankruptcy proceedings was decided;
  - (d) in the case where said officer has fallen under Article 29-4, paragraph (1), item (ii), sub-item (c) or (g) of the Act, the date when the punishment was decided and the type of the punishment;
  - (e) in the case where said officer has fallen under Article 29-4, paragraph (1), item (ii), sub-item (d) or (e) of the Act, the date of the revocation and the reason;
  - (f) in the case where said officer has fallen under Article 29-4, paragraph (1), item (ii), sub-item (f) of the Act, the date of dismissal or discharge and the reason.
- (v) in cases falling under item (iii) of the following Article, the following matters:
  - (a) trade name or name of the Parent Company or Subsidiary Juridical Person, etc. that has fallen under or has ceased to fall under item (iii) of the following Article;
  - (b) the date when Parent Company or Subsidiary Juridical Person, etc. fell under or ceased to fall under item (iii) of the following Article.
- (vi) in cases falling under item (iv) of the following Article, the following matters:
  - (a) the date when the application for commencement of bankruptcy proceedings, commencement of rehabilitation proceedings, or commencement of reorganization proceedings was filed and the reason;
  - (b) trade name or name of the person that filed the application for commencement of bankruptcy proceedings, commencement of rehabilitation proceedings or commencement of reorganization proceedings.
- (vii) in cases falling under item (v) of the following Article, the following matters:
  - (a) content of and reasons for the changes;
  - (b) the date of the changes.
- (viii) in cases falling under item (vi) of the following Article, the following matters:

- (a) name of the business offices or offices at which the act in violation of laws and regulations, etc. (including the laws and regulations, etc. of a foreign country) occurred (limited to acts that might have a significant impact on the business operations of said Designated Parent Company or the status of the property of said Designated Parent Company or its Subsidiary Juridical Person, etc; hereinafter referred to as “Problematic Conduct, etc.” in this paragraph and the following Article);
- (b) the department, name and job title of the officer or the employee that caused the Problematic Conduct, etc.;
- (c) the outline of the Problematic Conduct, etc.
- (ix) in cases falling under item (vii) of the following Article, the following matters:
  - (a) name of the business offices or offices at which the Problematic Conduct, etc. occurred;
  - (b) the department, name and job title of the officer or the employee that caused the Problematic Conduct, etc.;
  - (c) the details of the Problematic Conduct, etc.;
  - (d) the details of in-house punishment (if imposed)
- (x) in cases falling under item (viii) of the following Article, matters specified in the following sub-items (a) and (b) in accordance with the category listed in the following sub-items (a) and (b):
  - (a) if becoming a party of a lawsuit or conciliation, the following matters:
    1. name and address or location of the parties to the lawsuit or conciliation;
    2. the date when the lawsuit was brought or the petition for conciliation was filed;
    3. name of the court of law with jurisdiction;
    4. the details of the incident.
  - (b) if the lawsuit or conciliation concluded, the following matters:
    1. name and address or location of the parties to the lawsuit or conciliation;
    2. the date when the lawsuit or conciliation concluded;
    3. content of the decision or the settlement.
- (xi) in cases falling under item (ix) of the following Article, matters specified in the following sub-items (a) and (b) in accordance with the category listed in the following sub-item (a) and (b):
  - (a) if it was discovered that a Major Shareholder had fallen under Article 29-4, paragraph (1), item (v), sub-item (d) 1. or 2. of the Act, the following matters:
    1. name of said Major Shareholder having fallen under said provision;
    2. if said Major Shareholder fell under Article 29-4, paragraph (1), item (ii), sub-item (a) of the Act, the date when the ruling for commencement of guardianship or the ruling for commencement of curatorship was made or the legal proceedings of the foreign

- country similar thereto were taken;
3. if said Major Shareholder, or the adult ward, the person under curatorship or the legal representative of the person treated similarly thereto in accordance with the laws and regulations of the foreign country fell under Article 29-4, paragraph (1), item (ii), sub-item (b) of the Act, the date when the order of commencement of bankruptcy was decided;
  4. if said Major Shareholder, or the adult ward, the person under curatorship or the legal representative of the person treated similarly thereto in accordance with the laws and regulations of the foreign country fell under Article 29-4, paragraph (1), item (ii), sub-item (c) or (g) of the Act, the date when the punishment was decided and the type of punishment;
  5. if said Major Shareholder, or the adult ward, the person under curatorship or the legal representative of the person treated similarly thereto in accordance with the laws and regulations of the foreign country fell under Article 29-4, paragraph (1), item (ii), sub-item (d) or (e) of the Act, the date of revocation and the reason; and
  6. if said Major Shareholder, or the adult ward, the person under curatorship or the legal representative of the person treated similarly thereto in accordance with the laws and regulations of the foreign country fell under Article 29-4, paragraph (1), item (ii), sub-item (f) of the Act, the date of discharge or dismissal and the reason.
- (b) if it was discovered that a Major Shareholder had fallen under Article 29-4, paragraph (1), item (v), any of 1. to 3. inclusive of sub-item (e) of the Act, the following matters:
1. trade name or name of the Major Shareholder having fallen under said provision;
  2. if said Major Shareholder has fallen under Article 29-4, paragraph (1), item (i), sub-item (a) of the Act, the content and the date of the registration, etc. gained by said Major Shareholder as well as the date of the revocation of said registration, etc. , the reasons and the business line;
  3. if said Major Shareholder has fallen under Article 29-4, paragraph (1), item (i), sub-item (b) of the Act, the provisions of the laws and regulations violated, the date when the punishment was decided and the amount of the fine;
  4. if said Major Shareholder has fallen under Article 29-4, paragraph (1), item (v), sub-item (e) 3. of the Act, name of the officer representing the juridical person falling under any of (a) to (g) inclusive of item (ii) of said paragraph;
  5. if the officer representing the juridical person that is said Major Shareholder has fallen under Article 29-4, paragraph (1), item (ii), sub-item (a) of the Act, the date when the ruling for commencement of guardianship or the ruling for commencement of curatorship was made;

6. if the officer representing the juridical person that is said Major Shareholder has fallen under Article 29-4, paragraph (1), item (ii), sub-item (b) of the Act, the date when the order of commencement of bankruptcy proceedings was decided;
  7. if the officer representing the juridical person that is said Major Shareholder has fallen under Article 29-4, paragraph (1), item (ii), sub-item (c) or (g) of the Act, the date when the punishment was decided and the type of the punishment;
  8. if the officer representing the juridical person that is said Major Shareholder has fallen under Article 29-4, paragraph (1), item (ii), sub-item (d) or (e) of the Act, the date of the revocation and the reason;
  9. if the officer representing the juridical person that is said Major Shareholder has fallen under Article 29-4, paragraph (1), item (ii), sub-item (f) of the Act, the date of the dismissal or discharge and the reason.
- (xii) in cases falling under item (x) of the following Article, the date when the stock company ceased falling under a stock company as provided in Article 57-20, paragraph (1), item (iv) of the Act, and the reason;
- (xiii) in cases falling under item (xi) of the following Article, the following matters:
- (a) the content of the adverse disposition;
  - (b) the date when adverse disposition was rendered and the reason.
- (xiv) in cases falling under sub-item (a) of item (xii) of the following Article, the following matters:
- (a) trade name or name and name of the business offices or offices of Subsidiary Juridical Person, etc. at which the Problematic Conduct, etc. occurred;
  - (b) department, name and job title of the officer or the employee that caused the Problematic Conduct, etc;
  - (c) the details of the Problematic Conduct, etc.
- (xv) in cases falling under sub-item (b) of item (xii) of the following Article, the following matters:
- (a) trade name or name and name of the business offices or offices of Subsidiary Juridical Person, etc. at which the Problematic Conduct, etc. occurred;
  - (b) department, name and job title of the officer or the employee that caused the Problematic Conduct, etc;
  - (c) the details of the Problematic Conduct, etc.;
  - (d) the details of in-house punishment, if imposed
- (xvi) in cases falling under sub-item (c) of item (xii) of the following Article, matters specified in the following sub-items (a) and (b) in accordance with the category listed in the following sub-items (a) and (b):

- (a) if it was discovered that a Subsidiary Juridical Person, etc. had become a party of a lawsuit or conciliation, the following matters:
  - 1. name and address or location of the parties to the lawsuit or conciliation;
  - 2. the date when the lawsuit was brought or the petition for conciliation was filed;
  - 3. name of the court of law with jurisdiction;
  - 4. the details of the incident.
- (b) if it was discovered that a lawsuit or conciliation where a Subsidiary Juridical Person, etc. had been a party concluded, the following matters:
  - 1. name and address or location of the parties to the lawsuit or conciliation;
  - 2. the date when the lawsuit or the conciliation concluded;
  - 3. the content of the decision or the settlement.
- (xvii) in cases falling under sub-item (d) of item (xii) of the following Article, matters specified in the following sub-items (a) and (b) in accordance with the category listed in the following sub-items (a) and (b):
  - (a) if subordinated loans were borrowed or if it was discovered that a Subsidiary Juridical Person, etc. had borrowed subordinated loans, the following matters:
    - 1. lenders and reasons for the loans;
    - 2. the amount of the loans (if denominated in foreign currency, the amount both in the foreign currency and its yen equivalent) and total outstanding amount of loans before and after such loans being borrowed;
    - 3. the date of borrowing, the interest rate and repayment date of the loans.
  - (b) if subordinated corporate bonds were issued or if it was discovered that a Subsidiary Juridical Person, etc. had issued subordinated corporate bonds, the following matters:
    - 1. the method of and reason for issuance;
    - 2. the total amount of the corporate bonds issued (if denominated in foreign currency, the amount both in the foreign currency its yen equivalent) and outstanding amount of the corporate bonds issued before and after said issuance;
    - 3. the date of issue, interest rate and redemption date of the issued corporate bonds.
- (xviii) in cases falling under (e) of item (xii) of the following Article, the following matters:
  - (a) the amount repaid or redeemed and the date of the repayment or the redemption;
  - (b) outstanding amount after the repayment or the redemption.
- (2) The documents specified in the following items shall be attached to the written notification specified in the preceding paragraph in accordance with the category listed in the following items:
  - (i) in cases falling under Article 57-18, paragraph (1), item (i) of the Act, the following documents:

- (a) documents describing the content of the relevant agreement and the procedure of the merger;
  - (b) balance sheets of the persons concerning the most recent period (including relevant notes);
  - (c) in the case of the Ultimate Designated Parent Company, documents describing Management Soundness Status after the merger.
- (ii) in cases falling under Article 57-18, paragraph (1), item (ii) of the Act, the following documents:
- (a) copies of the documents concerning an application for commencement of bankruptcy proceedings, commencement of rehabilitation proceedings or commencement of reorganization proceedings;
  - (b) the latest daily trial balance sheets.
- (iii) in cases falling under item (i) of the following Article, documents specified in the following sub-items (a) and (b) in accordance with the category listed in the following sub-items (a) and (b):
- (a) if falling under Article 29-4, paragraph (1), item (i), sub-item (a) of the Act (limited to the part concerning the provisions of laws and regulations of the foreign country equivalent to the Act), the following documents:
    1. copies of the documents ordering revocation or a document in lieu thereof;
    2. said laws and regulations of the foreign country.
  - (b) if falling under Article 29-4, paragraph (1), item (i), sub-item (b) of the Act, copies of the documents stating the final judicial decision or documents describing the content of the final judicial decision.
- (iv) in cases falling under item (ii) of the following Article, the following documents:
- (a) if an officer falling under Article 29-4, paragraph (1), item (ii), sub-item (a) of the Act, a copy of the ruling document stating the order for commencement of guardianship or the order for commencement of curatorship, or a document describing the content of the order for commencement of guardianship or the order for commencement of curatorship;
  - (b) if an officer falling under Article 29-4, paragraph (1), item (ii), sub-item (b) of the Act, a copy of the judgment document stating the order of commencement of bankruptcy proceedings or a document describing the content of the order of commencement of bankruptcy proceedings;
  - (c) if an officer falling under Article 29-4, paragraph (1), item (ii), sub-item (c) or (g) of the Act, a copy of the decision document setting forth the final judicial decision or a document describing the content of the final judicial decision;
  - (d) if an officer falling under Article 29-4, paragraph (1), item (ii), sub-item (d) or (e) of the



- Act (limited to the case where the relevant revocation was made in a foreign country), the laws and regulations of the foreign country that serve as grounds for the revocation.
- (v) in cases falling under item (iii) of the following Article, the following documents:
    - (a) document describing the overview of the Parent Company or Subsidiary Juridical Person, etc.;
    - (b) a document describing the relationship between the Parent Company or Subsidiary Juridical Person, etc. and the Designated Parent Company.
  - (vi) in cases falling under item (iv) of the following Article, the latest daily trial balance sheets;
  - (vii) in cases falling under item (v) of the following Article, articles of incorporation after the change;
  - (viii) in cases falling under item (ix) of the following Article, documents specified in the following sub-items (a) and (b) in accordance with the category listed in the following sub-items (a) and (b):
    - (a) if it was discovered that a Major Shareholder had fallen under Article 29-4, paragraph (1), item (v), sub-item (d) 1. or 2. of the Act, the following documents:
      1. if said Major Shareholder falling under Article 29-4, paragraph (1), item (ii), sub-item (a) of the Act, a copy of the ruling document stating the order for commencement of guardianship or the order for commencement of curatorship or a document describing the content of the order for commencement of guardianship or order for commencement of curatorship;
      2. if said Major Shareholder, or the adult ward, the person under curatorship or the legal representative of the person treated similarly thereto in accordance with the laws and regulations of the foreign country fell under Article 29-4, paragraph (1), item (ii), sub-item (b) of the Act, a copy of the judgment document stating the order of commencement of bankruptcy proceedings or a document describing the content of the order of commencement of bankruptcy proceedings;
      3. if said Major Shareholder, or the adult ward, the person under curatorship or the legal representative of the person treated similarly thereto in accordance with the laws and regulations of the foreign country fell under Article 29-4, paragraph (1), item (ii), sub-item (c) or (g) of the Act, a copy of the decision document stating the final judicial decision or a document describing the content of the final judicial decision;
      4. if said Major Shareholder, or the adult ward, the person under curatorship or the legal representative of the person treated similarly thereto in accordance with the laws and regulations of the foreign country is punished in a foreign country, the laws and regulations of the foreign country based on which such punishment was given;

5. if said Major Shareholder, or the adult ward, the person under curatorship or the legal representative of the person treated similarly thereto in accordance with the laws and regulations of the foreign country has its registration, etc. revoked in the foreign country, the laws and regulations of the foreign country based on which such revocation was made.
- (b) if it was discovered that a Major Shareholder had fallen under Article 29-4, paragraph (1), item (v), any of 1. to 3. inclusive of sub-item (e) of the Act, the following documents:
1. if said Major Shareholder falling under Article 29-4, paragraph (1), item (i), sub-item (a) of the Act, a copy of the document stating the order of revocation or a document in lieu thereof;
  2. if said Major Shareholder falling under Article 29-4, paragraph (1), item (i), sub-item (a) of the Act or the officer that represents the juridical person that is the Major Shareholder fell under sub-item (d) or (e) of item (ii) of said paragraph (limited to the case where the revocation was made in the foreign country), the laws and ordinances of the foreign country based on which such revocation was made;
  3. if said Major Shareholder falling under Article 29-4, paragraph (1), item (i), sub-item (b) of the Act, a copy of the decision document stating the final judicial decision or a document describing the content of the final judicial decision;
  4. if an officer representing the juridical person that is said Major Shareholder fell under Article 29-4, paragraph (1), item (ii), sub-item (a) of the Act, a copy of the ruling document stating the order for commencement of guardianship or the order for commencement of curatorship or a document describing the content of the order for commencement of guardianship or the order for commencement of curatorship;
  5. if an officer representing the juridical person that is a said Major Shareholder fell under Article 29-4, paragraph (1), item (ii), sub-item (b) of the Act, a copy of the judgment document stating the order of commencement of bankruptcy proceedings or a document describing the content of the order of commencement of bankruptcy proceedings;
  6. if an officer representing the juridical person that is a said Major Shareholder fell under Article 29-4, paragraph (1), item (ii), sub-item (c) or (g) of the Act, a copy of the decision document stating the final judicial decision or a document describing the content of the final judicial decision.
- (ix) in cases falling under item (xi) of the following Article, the laws and regulations of the foreign country that provide for said adverse disposition;
- (x) in cases falling under sub-item (d) of item (xii) of the following Article, the following

documents:

- (a) if subordinated loans was borrowed or if it was discovered that a Subsidiary Juridical Person, etc. had borrowed subordinated loans, copies of the written agreement for such loans;
- (b) if subordinated corporate bonds were issued or if it was discovered that a Subsidiary Juridical Person had issued subordinated corporate bonds, copies of the prospectus or the equivalent thereof for such corporate bonds.

**Article 208-32 (Filing of Notification of Merger, etc.)**

The cases specified by Cabinet Office Ordinance as provided in Article 57-18, paragraph (1), item (iii) of the Act shall be the following cases:

- (i) if falling under Article 29-4, paragraph (1), item (i), sub-item (a) (limited to the part concerning the provisions of laws and regulations of the foreign country equivalent to the Act) or (b) of the Act;
- (ii) if it was discovered that an officer had fallen under Article 29-4, paragraph (1), item (ii), any of sub-item (a) to (g) inclusive of the Act;
- (iii) if other juridical person or other group fell under or ceased to fall under a Parent Company or a Subsidiary Juridical Person, etc.;
- (iv) if it was discovered that an application for the commencement of bankruptcy proceedings, the commencement of rehabilitation proceedings or the commencement of reorganization proceedings had been filed (in the case of a foreign company, including the case where it was discovered that a similar application had been filed in the country in which the head office of such foreign company is located pursuant to the laws and regulations of said country);
- (v) if the articles of incorporation changed;
- (vi) if it was discovered that there was a Problematic Conduct, etc. with an officer or employee;
- (vii) if the details of the Problematic Conduct, etc. specified in the preceding item were discovered;
- (viii) If becoming a party of a lawsuit or conciliation (limited to such a lawsuit or conciliation as might have a significant impact on the status of the business of said Designated Parent Company or the property of said Designated Parent Company and its Subsidiary Juridical Persons, etc. ) or if said lawsuit or conciliation concluded;
- (ix) if it was discovered that a Major Shareholder had fallen under Article 29-4, paragraph (1), item (v), any of 1. or 2. any of sub-item (d) or 1. to 3. inclusive of sub-item (e) of the Act;
- (x) if falling under Article 57-20, paragraph (1), item (iv) of the Act in the case of a domestic

company;

(xi) if rendered adverse disposition by the administrative authorities pursuant to the laws and regulations of the foreign country that are equivalent to the Act in the case of a foreign company (excluding the case falling under Article 29-4, paragraph (1), item (i), sub-item (a) of the Act);

(xii) in the case of an Ultimate Designated Parent Company, the following cases:

(a) if it was discovered that an officer or an employee of the Subsidiary Juridical Person, etc. caused a Problematic Conduct, etc. (excluding the case where the Subsidiary Juridical Person, etc. shall notify the Commissioner of the Financial Services Agency, etc. of the Problematic Conduct, etc. or shall follow other procedures pursuant to the provisions of the laws and regulations. This shall similarly apply in sub-item (b).);

(b) if the details of the Problematic Conduct, etc. were discovered;

(c) if it was discovered that a Subsidiary Juridical Person, etc. became a party of a lawsuit or conciliation (limited to such a lawsuit or conciliation as might have a significant impact on the status of the business of said Ultimate Designated Parent Company or the property of said Ultimate Designated Parent Company and its Subsidiary Juridical Person, etc.) or if said lawsuit or conciliation concluded (excluding the case where the Subsidiary Juridical Person, etc. shall notify the Commissioner of the Financial Services Agency, etc. concerning a lawsuit or conciliation or shall follow other procedures pursuant to the provisions of the laws and regulations.);

(d) if subordinated loans were borrowed or subordinated corporate bonds were issued, or if it was discovered that a Subsidiary Juridical Person, etc. had borrowed subsidiary loans or issued subordinated corporate bonds (excluding the case where the Subsidiary Juridical Person, etc. shall notify the Commissioner of the Financial Services Agency of the subordinated loans or the subordinated corporate bonds or shall follow other procedures pursuant to the provisions of the laws and regulations.);

(e) if repayment of subordinated loans was made before the repayment date or redemption of subordinated corporate bonds was made before the redemption date (including the case where repayment of such subordinated loans as have no repayment date was made or redemption of such subordinated bonds as have no redemption date was made), or if it was discovered that a Subsidiary Juridical Person, etc. had repaid subordinated loans before the repayment date or redeemed subordinated corporate bonds before the redemption date (including the case where it was discovered that the Subsidiary Juridical Person, etc. had repaid subordinated loan that had no repayment date or redeemed subordinated bonds that had no redemption date).

**Article 208-33 (Notification when the Parent Company Ceased to be the Parent Company, etc.)**

- (1) A person filing notification pursuant to the provisions of Article 57-18, paragraph (2) of the Act shall submit a written notification describing the matters specified in each of the following items in accordance with the category listed in the following items to the Commissioner of the Financial Services Agency.
- (i) in cases falling under Article 57-18, paragraph (2), item (i) of the Act, the effect that such person ceased to be the Parent Company and the date of its occurrence;
  - (ii) in cases falling under Article 57-18, paragraph (2), item (ii) of the Act, the following matters:
    - (a) trade name or name of the other party of the merger;
    - (b) the date of and reasons for the merger;
    - (c) the method of the merger.
  - (iii) in cases falling under the Article 57-18, paragraph (2), item (iii) of the Act, the following matters:
    - (a) the date when the application for commencement of bankruptcy proceedings was filed;
    - (b) the date when the order of commencement of bankruptcy proceedings was issued.
  - (iv) in cases falling under Article 57-18, paragraph (2), item (iv) of the Act, the date of and reasons for the dissolution;
- (2) The documents specified in each of the following items shall be attached to the written notification specified in the preceding paragraph in accordance with the category listed in the following items.
- (i) in cases falling under Article 57-18, paragraph (2), item (ii) of the Act, a document describing the content of the relevant agreement and the procedure of the merger;
  - (ii) in cases falling under Article 57-18, paragraph (2), item (iii) of the Act, a copy of the judgment document stating the order of commencement of bankruptcy proceedings or a document describing the content of the order of commencement of bankruptcy proceedings.

**Article 208-34 (Public Notice of Supervisory Disposition)**

Public notice pursuant to the provisions of Article 57-22 shall be made in the official gazette (*Kanpo*).

**Subsection 3 Miscellaneous Provisions**

**Article 208-35**

The provisions from Article 36 to Article 38 inclusive shall apply *mutatis mutandis* to the cases where the provisions of Article 32, paragraph (1) and paragraph (2) of the Act applies *mutatis mutandis* in the provisions of Article 57-26, paragraph (1) of the Act.

Notification of Having Become a Specified Major Shareholder

(date) YYYY MM DD

To: Commissioner of Local  
Finance Bureau (Local  
Finance Branch Bureau)

Trade name or name  
Location or address  
Date of assumption of the duty of notification (date) YYYY MM DD  
seal

The submitter hereby submits a notification to the effect of having become a Specified Major Shareholder pursuant to the provisions of Article 32, paragraph (3) of the Financial Instruments and Exchange Act.

1. Matters concerning the Financial Instruments Business Operator for which the submitter holds the Subject Voting Rights

Trade name of the Financial Instruments Business Operator	
Location of the head office	

2. Matters concerning the submitter

1. Individual	2. Juridical person
Trade name or name	
Location or address Telephone number	
Representative's name	

Purpose of holding	
The number of voting rights held by the submitter and parties with special relation	(A)
The number of voting rights held by the submitter	
The number of voting rights held by parties with special relation	
The number of voting rights held by all shareholders, etc. of the Financial Instruments Business Operator	(B)
Ratio of voting rights held	$(A / B \times 100)$

(Notes)

1. General notes

- (1) In this form, “voting right” shall mean the voting right provided in Article 29-4, paragraph (2) of the Act.
- (2) In this form, “party with special relation” shall mean the party with special relation provided in Article 15-10, paragraph (1) of the Order.

2. Special notes

(1) Date of assumption of duty of notification

The date of becoming a Specified Major Shareholder (meaning the Specified Major Shareholder provided in Article 32, paragraph (4) of the Act) shall be stated.

(2) Matters concerning the Financial Instruments Business Operator for which the submitter has the Subject Voting Rights.

The name of the prefecture where the head office of said Financial Instruments Business Operator is located shall be stated in the column of “location of head office.”

(3) Matters concerning the submitter

- a. Circle the applicable number in the column of “1. Individual 2. Juridical person.”
- b. For an individual, the column of “representative’s name” shall be left blank.
- c. In the column of “purpose of holding,” the purpose, such as pure investment, investment for policy purpose, participation in management, or acquisition of a right of control, and its details, shall be stated as specifically as possible.
- d. In the columns concerning the number of voting rights, the number of voting rights of a Financial Instruments Business Operator that were actually held by the submitter and parties with special relation after the completion of all transactions in a certain day



shall be stated.

- e. In the column of “the number of voting rights held by the submitter,” the number of voting rights shall be determined by including the number of voting rights deemed to be held pursuant to the provision of Article 29-4, paragraph (4), item (i) of the Act, which is applied mutatis mutandis in Article 32, paragraph (5) of the Act.

Notification of Having Become a Major Shareholder Other Than a Specified Major Shareholder

(date) YYYY MM DD

To: Commissioner of Local  
Finance Bureau (Local  
Finance Branch Bureau)

Trade name or name  
Location or address  
Date of assumption of the duty of notification (date) YYYY MM DD  
seal

The submitter hereby submit a written notification to the effect of having become a Major Shareholder other than Specified Major Shareholders pursuant to the provision of Article 32-3, paragraph (2) of the Financial Instruments and Exchange Act.

1. Matters concerning the Financial Instruments Business Operator for which the submitter holds the Subject Voting Rights

Trade name of the Financial Instruments Business Operator	
Location of the head office	

2. Matters concerning the submitter

1. Individual	2. Juridical person
Trade name or name	
Location or address Telephone number	
Representative's name	

Purpose of holding	
The number of voting rights held by the submitter and parties with special relation	(A)
The number of voting rights held by the submitter	
The number of voting rights held by parties with special relation	
The number of voting rights held by all shareholders, etc. of the Financial Instruments Business Operator	(B)
Ratio of voting rights held	$(A / B \times 100)$

(Notes)

1. General notes

- (1) In this form, “voting right” shall mean the voting right provided in Article 29-4, paragraph (2) of the Act.
- (2) In this form, “party with special relation” shall mean the party with special relation provided in Article 15-10, paragraph (1) of the Order.

2. Special notes

(1) Date of assumption of duty of notification

The date of becoming a Major Shareholder (meaning the Major Shareholder provided in Article 29-4, paragraph (2) of the Act) other than Specified Major Shareholders (meaning the Specified Major Shareholder provided in Article 32, paragraph (4) of the Act) shall be stated.

(2) Matters concerning the Financial Instruments Business Operator for which the submitter has the Subject Voting Rights.

The name of the prefecture where the head office of the Financial Instruments Business Operator is located shall be stated in the column of “location of head office.”

(3) Matters concerning the submitter

- a. Circle the applicable number in the column of “1. Individual 2. Juridical person.”
- b. For an individual, the column of “representative’s name” shall be left blank.
- c. In the column of “purpose of holding,” the purpose, such as pure investment, investment for policy purpose, participation in management, or acquisition of a right of control, and its details, shall be stated as specifically as possible.
- d. In the columns concerning the voting rights, the number of voting rights of a Financial

Instruments Business Operator that were actually held by the submitter and parties with special relation after the completion of all transactions in a certain day shall be stated.

- e. In the column of “the number of voting rights held by the submitter,” the number of voting rights shall be determined by including the number of voting rights deemed to be held pursuant to the provision of Article 29-4, paragraph (4), item (i) of the Act.



- (iii) Between ‘the Parent Company of a Special Financial Instruments Business Operator and the Subsidiary Juridical Person, etc. of the Parent Company (excluding said Special Financial Instruments Business Operator and its Subsidiary Juridical Person, etc.; this shall apply similarly in this item (iii)) (limited to domestic corporations or other domestic groups’ and ‘the Parent Company of said Special Financial Instruments Business Operator and its Subsidiary Juridical Person, etc.’
- (2) In this form, “quarter” shall mean the quarter provided in Article 57-2, paragraph (5) of the Act.
- (3) In this form, “Parent Company” shall mean the Parent Company provided in Article 57-2, paragraph (8) of the Act.
- (4) In this form, “Subsidiary Juridical Person, etc.” shall mean the Subsidiary Juridical Person, etc. provided in Article 57-2, paragraph (9) of the Act.
- 2. Status of assistance concerning fund procurement
  - (1) With respect to the status of assistance concerning fund procurement in the concerned quarter (the latest quarter in the case where prepared pursuant to the provision of Article 208-5, item (i); this shall hereinafter apply similarly in this form) the following matters and other relevant matters as to the status of the improvement of liquidity shall be stated for each party concerned, and a chart, etc. concerning the flow of the financial assistance as to major fund procurement shall be presented. In this case, with respect to the amount shown in (ii) to (v) below, the amount of provision and receipt of assistance shall be respectively stated.
    - (i) Method of assistance concerning fund procurement in the concerned quarter (loan, guarantee, etc.)
    - (ii) Total amount of assistance concerning fund procurement in the concerned quarter and the outstanding amount for each method of assistance
    - (iii) The date when the total amount of assistance per day reached the highest and the highest amount of assistance for each method of assistance concerning fund procurement in the concerned quarter
    - (iv) Total outstanding amount of assistance concerning fund procurement and a outstanding amount for each method of assistance as of the end of the concerned quarter
    - (v) In the case where assistance had been provided pursuant to a Specified Commitment Line Contract (meaning the Specified Commitment Line Contract provided in Article 2 of the Act on Specified Commitment Line Contract (law no. 4 of 1999)) or a similar contract, its commitment line
  - (2) When the Parent Company of the Special Financial Instruments Business Operator

prepares reports describing the status of the property of the Parent Company and its Subsidiary Juridical Person, etc. on a consolidated basis pursuant to the provisions of the laws and regulations, and submits said reports to the Commissioner of the Financial Services Agency, etc., the statement concerning the matters specified by 1. (1) (iii) of this form may be omitted.

3. Status of business transaction and business tie-up, etc.

(1) When a business transaction or business tie-up, etc. entered into effect during the concerned quarter, the said effect and relevant matters, including its outline, shall be stated in brief for each party concerned.

(2) When the Parent Company of the Special Financial Instruments Business Operator prepares reports describing the status of the business and property of the the Parent Company and its Subsidiary Juridical Person, etc. on a consolidated basis pursuant to the provisions of the laws and regulations, and submits said reports to the Commissioner of the Financial Services Agency, etc., the statement concerning the matters specified by 1. (1) (iii) of this form may be omitted.





## 1. General notes

- (1) In this form, “Ultimate Parent Company” shall mean the Parent Company (meaning Parent Company provided in Article 57-2, paragraph (8) of the Act; this shall similarly apply in (1)) of a Special Financial Instruments Business Operator, which has no Parent Company.
- (2) In this form, “quarter” shall mean the quarter provided in Article 57-2, paragraph (5) of the Act.
- (3) In this form, “Subsidiary Juridical Person, etc.” shall mean the Subsidiary Juridical Person, etc. provided in Article 57-2, paragraph (9) of the Act.
- (4) In this form, “quarterly consolidated financial statements” shall mean quarterly consolidated balance sheets and quarterly consolidated income statements, or those respectively equivalent, whose preparation is required pursuant to the designated international accounting standards, etc., and the statement of changes in equity.
- (5) In this form, “consolidated financial statements” shall mean consolidated balance sheets, consolidated income statements and the statement of changes in consolidated shareholders’ equity, etc., or those respectively equivalent, whose preparation is required pursuant to the designated international accounting standards, etc.
- (6) In this form, “interim consolidated financial statements” shall mean interim consolidated balance sheets, interim consolidated income statements and the interim statement of changes in consolidated shareholders’ equity, etc., or those respectively equivalent, whose preparation is required pursuant to the designated international accounting standards, etc.
- (7) In this form, “designated international accounting standards, etc.” shall mean the designated international accounting standards or other fair and appropriate corporate accounting standards and practices of foreign countries.

## 2. Status of Subsidiary Juridical Person, etc. of the Ultimate Parent Company

- (1) This section shall be stated in the case falling under any one of the following items.
  - (i) In the case of preparation pursuant to the provision of Article 208-5, item (ii)
  - (ii) When, in the case of preparation pursuant to the provision of, Article 208-10 paragraph (1), item (ii), the concerned quarter is the last period of every three month in the whole business year of the Ultimate Parent Company.
- (2) In the case where the Subsidiary Juridical Person, etc. of the Ultimate Parent Company is a foreign corporation or other foreign group, relevant matters in the column of “trade name or name” and “location” may be stated in English.
- (3) In the column of “The amount of stated capital, etc.”, the amount of capital stock, total amount of funds or total amount of contribution shall be stated. In the case where the

Subsidiary Juridical Person, etc. of the Ultimate Parent Company is a foreign corporation or other foreign group, those amounts may be stated in a foreign currency. In such a case, the provision of Article 3 shall not be applied.

- (4) The statements in the column of “Amount of stated capital, etc.”, “Principal business lines” and “Ratio of voting rights held of the Ultimate Parent Company and other Subsidiary Juridical Person, etc.” may be omitted for such Subsidiary Juridical Person, etc. of the Ultimate Parent Company as do not have any significant impact on the content of documents concerning financial calculation of the Ultimate Parent Company.
3. A chart describing capital relations between the Ultimate Parent Company and its Subsidiary Juridical Person, etc.
  - (1) This section shall be stated in the case falling under any one of the following items applies.
    - (i) In the case of preparation based on the provision of Article 208-5, item (ii)
    - (ii) When, in the case of preparation pursuant to the provision of Article 208-10, paragraph (1), item (ii), the concerned quarter is the last period of every three month in the whole business year of the Ultimate Parent Company.
  - (2) The “Ratio of voting rights held by the Ultimate Parent Company and other Subsidiary Juridical Person, etc.” shall be stated for each of the Subsidiary Juridical Person, etc. of the Ultimate Parent Company.
  - (3) The statements may be omitted for such Subsidiary Juridical Person, etc. of the Ultimate Parent Company as do not have any significant impact on the content of documents concerning financial calculation of the Ultimate Parent Company.
4. Financial condition of the Ultimate Parent Company and its Subsidiary Juridical Person, etc.
  - (1) The quarterly consolidated financial statements of the Ultimate Parent Company for the concerned quarter (in the case of preparation pursuant to the provision of Article 208-5, item (ii), the concerned quarter shall mean the latest quarter; This hereinafter applies similarly in this form.) shall be stated. However, when the concerned quarter is the last period of every three month in the whole business year of the Ultimate Parent Company, the consolidated financial statements of the Ultimate Parent Company for said business year shall be stated.
  - (2) When the quarterly report (meaning the quarterly report provided in Article 24-4-7, paragraph (1) of the Act) and the Annual Securities Report (meaning the Annual Securities Report provided in Article 24, paragraph (1) of the Act) of the Ultimate Parent Company, and similar documents concerning the details of business of the Ultimate Parent Company and its Subsidiary Juridical Person, etc. are made available for public

inspection pursuant to the provisions of laws or foreign laws and regulations (including regulations of the party that establishes a foreign financial instruments market or other similar party; This hereinafter applies similarly in this form.), instead of stating the quarterly consolidated financial statements or consolidated financial statements of the Ultimate Parent Company, documents concerning the details of the business of the companies, etc., which state these matters, may be attached.

When the concerned quarter falls under the period laid between the date on which three months have elapsed from the starting date of a business year of the Ultimate Parent Company and the date on which six months have elapsed from the starting date of the business year, and the Semiannual Securities Report (meaning the Semiannual Securities Report provided in Article 24-5, paragraph (1) of the Act) of the Ultimate Parent Company, and similar documents concerning the details of business of the Ultimate Parent Company and its Subsidiary Juridical Person, etc. are made available for public inspection pursuant to the provisions of laws or foreign laws and regulations, instead of stating the quarterly financial statements of the Ultimate Parent Company for said quarter, documents concerning the details of the business, etc. which state the interim consolidated financial statements of the Ultimate Parent Company for a semiannual period (meaning the period between the starting date of a business year and the date on which six months have elapsed from the starting date) including said quarter may be attached.

- (3) When documents concerning the details of business of the Ultimate Parent Company and its Subsidiary Juridical Person, etc. to be attached pursuant to the provisions of (2), are written in a language other than Japanese, a Japanese translation of quarterly consolidated financial statements, consolidated financial statements and interim consolidated financial statements shall be attached. However, when those documents concerning the details of the business are written in English, a translation (limited to documents stating briefly basic important matters for preparation of those documents, important subsequent events, segment information and other matters particularly important for the analysis of these documents) of the summary of notes on quarterly consolidated financial statements, consolidated financial statements and interim consolidated financial statements shall be attached.
- (4) When, concerning the status of the business and property, a group of the Ultimate Parent Company and its Subsidiary Juridical Person, etc. is supervised by a foreign administrative organization or other similar organizations pursuant to the provisions of foreign laws and regulations, and it is determined that the quarterly consolidated financial statements or consolidated financial statements of the Ultimate Parent

Company cannot be stated due to the laws and regulations or practices of the home country of the Ultimate Parent Company or other unavoidable reasons (excluding the cases where these documents are made available for public inspection pursuant to the provisions of the laws and regulations of the country), the quarterly consolidated financial statements or consolidated financial statements may be omitted.

- (5) Quarterly consolidated financial statements, consolidated financial statements and interim consolidated financial statements to be stated in or attached to this report shall be prepared in accordance with the corporate accounting practices generally accepted as fair and appropriate or the designated international accounting standards, etc.
5. Condition of improvement of shareholders' equity of Ultimate Parent Company and its Subsidiary Juridical Person, etc.
  - (1) When the Ultimate Parent Company calculates a Capital-to-Risk Ratio (meaning a ratio obtained based on a formula concerning standards as to whether the condition of improvement of shareholders' equity is appropriate; this shall similarly apply in (1)) on a consolidated basis pursuant to the provisions of laws and regulations (including foreign laws and regulations), the Capital-to-Risk Ratio as of the end of the concerned quarter, the calculation method and other matters concerning the Management Soundness Status of the Ultimate Parent Company and its Subsidiary Juridical Person, etc. (hereinafter referred to as the "Capital-to-Risk Ratio on a consolidated basis, etc." in (2)) shall be stated.
  - (2) When, concerning the status of the business operation and properties, a group of the Ultimate Parent Company and its Subsidiary Juridical Person, etc. is supervised by a foreign administrative organization or other similar organizations pursuant to the provisions of foreign laws and regulations, and it is determined that the Capital-to-Risk Ratio on a consolidated basis, etc. cannot be stated due to the laws and regulations or practices of the home country of the Ultimate Parent Company or other unavoidable reasons (excluding the cases where documents stating the Capital-to-Risk Ratio on a consolidated basis, etc. are made available for public inspection pursuant to the provisions of the laws and regulations of the country), the Capital-to-Risk Ratio on a consolidated basis, etc. may be omitted.

Business Report  $\left( \begin{array}{l} \text{From (date) YYYY MM DD} \\ \text{To (date) YYYY MM DD} \end{array} \right)$   
for the \_\_\_th Term

Submitted on (date) YYYY MM DD

Trade name

Location

Name and post of representative seal

1. Status of business

(1) Registration date and registration number

(date) YYYY MM DD (Commissioner of XXX Local Finance (Branch) Bureau,  
No, XXX (Kinsho))

(2) Outline of business for the concerned period

(Note)

Outline of business activities, outline of business results and outline of other significant matters that had an impact on the operating results concerning the Special Financial Instruments Business Operator and its Subsidiary Juridical Person, etc. (meaning Subsidiary Juridical Person, etc. provided in Article 57-2, paragraph (9) of the Act. This shall hereinafter similarly apply in this form.) for the concerned period.

(3) Status of Subsidiary Juridical Person, etc.

① Increase/decrease in the number of Subsidiary Juridical Person, etc.

	As of the end of the preceding period	As of the end of the concerned period	Increase/decrease in the number
Subsidiary Company Subsidiary Company, etc. Affiliated Company, etc.			
Total			

(Note)

“Subsidiary Company” means “Subsidiary Company” provided in Article 29-4, paragraph (3) of the Act, “Subsidiary Company, etc.” means “Subsidiary Company, etc.” provided in Article 15-16-2, paragraph (2) of the Order excluding said “Subsidiary Company”, and “Affiliated Company, etc.” means “Affiliated Company, etc.” provided in paragraph (3) of said Article.

- ② A chart describing capital relations between the Special Financial Instruments Business Operator and its Subsidiary Juridical Person, etc.

(Note)

The ratio of voting rights held in each of the Subsidiary Juridical Person, etc. of the Special Financial Instruments Business Operator shall be stated for each of the Special Financial Instruments Business Operator and the other Subsidiary Juridical Person, etc.

- ③ Outline of Subsidiary Juridical Person, etc.

Trade name or name	Location	Amount of stated capital, etc.	Principal business lines	Ratio of voting rights held by Special Financial Instrument Business Operator	Ratio of voting rights held by Special Financial Instruments Business Operator and other Subsidiary Juridical Person, etc.	Officers that hold concurrent positions, etc.
				%	%	

(Notes)

1. The columns of “Trade name or name” and “Location” may be completed in English if the Subsidiary Juridical Person, etc. of the Special Financial Instruments Business Operator is a foreign juridical person or other foreign group.
2. In the column of “Amount of stated capital, etc.”, the amount of stated capital, total amount of funds, or total amount of contribution shall be stated. In this case, those amounts may be stated in the foreign currency if the Subsidiary Juridical Person, etc. of the Special Financial Instruments Business Operator is a foreign

juridical person or other foreign group. In this case, the provisions of Article 3 shall not be applied.

④ Financial condition of Subsidiary Juridical Person, etc.

Trade name or name	Fiscal year end	Operating revenue	Ordinary income	Net income	Net assets	Total assets	Amount of dividend paid to the Special Financial Instruments Business Operator

(Notes)

1. The column of “Trade name or name” may be completed in English if the Subsidiary Juridical Person, etc. of the Special Financial Instruments Business Operator is a foreign juridical person or other foreign group.
2. In the column of “Fiscal year end” column, the closing date or the provisional closing date of the financial statements based on which the consolidated financial statements were prepared shall be stated.
3. In the column of “Operating revenue”, the relevant amount including net sales and any other equivalent thereto shall be stated.
4. If the Subsidiary Juridical Person, etc. of the Special Financial Instruments Business Operator is a foreign juridical person or other foreign group, the amount in the relevant columns may be stated in the foreign currency. In this case, the provisions of Article 3 shall not be applied.

(4) Condition of consolidated Capital-to-Risk Ratio

		End of period under review
Core capital (A)		Million yen
Supplementary capital	Net unrealized gain (valuation gain) on available-for-sale securities, etc.	
	Financial instruments transaction liability reserve,	
	General reserve for possible loan losses	

	Long-term subordinated debt	
	Short-term subordinated debt	
	Total (B)	
Deducted assets (C)		
No fixed capital (A) + (B) – (C) (D)		
Risk equivalent assets	Market risk equivalent assets	
	Customer risk equivalent assets	
	Fundamental risk equivalent assets	
	Total	
Consolidated Capital-to-Risk Ratio (D) / (E) ×100		%

(Notes)

1. Truncate consolidated Capital-to-Risk Ratio at the second decimal places and express to one decimal place. Other figures should be rounded down to the nearest whole unit.
2. Annotate similarly in accordance with notes 3 in 1 (11) of Appended Form 12.

## 2. Financial condition

### (1) Significant matters as the basis for the preparation of consolidated financial statements

The following matters concerning the balance sheets, etc. prepared on a consolidated basis for the Special Financial instruments Business Operator and its Subsidiary Juridical Person, etc shall be stated.

- (i) Matters concerning the scope of consolidation
  - (ii) Matters concerning application of the equity method
  - (iii) Matters concerning the business year, etc. of consolidated subsidiary companies
  - (iv) Matters concerning accounting standards
- (2) Consolidated balance sheets
  - (3) Consolidated profit and loss statements
  - (4) Consolidated statements of changes in shareholders' equity

(Notes)

1. In this form, “consolidated financial statements” means consolidated balance sheets, consolidated statements of income and consolidated statements of changes in shareholders' equity.
2. “Consolidated financial statements” shall include related notes.



3. Consolidated financial statements described in this report shall be prepared in accordance with the corporate accounting practices generally accepted as fair and appropriate.

Business Report  $\left( \begin{array}{l} \text{From (date) YYYY MM DD} \\ \text{To (date) YYYY MM DD} \end{array} \right)$   
for the \_\_\_th Term

Submitted on (date) YYYY MM DD

Trade name or name

Location

Name and post of representative seal

1. Status of business

(1) Outline of business for the concerned period

(Note)

The outline of business activities, outline of business results and outline of other significant matters that had an impact on the operating results of the Ultimate Designated Parent Company in the concerned period shall be stated. Additionally, the outline of significant matters concerning Subsidiary Juridical Person, etc. (meaning Subsidiary Juridical Person, etc. provided in Article 57-2, paragraph (9) of the Act. This shall hereinafter similarly apply in this form.) for the concerned period shall be stated.

(2) Status of Subsidiary Juridical Person, etc.

① Increase/decrease in the number of Subsidiary Juridical Person, etc.

	As of the end of the preceding period	As of the end of the concerned period	Increase/decrease in the number (△)
Subsidiary Company Subsidiary Company, etc. Affiliated Company, etc.			
Total			

(Note)

“Subsidiary Company” means “Subsidiary Company” provided in Article 29-4, paragraph (3) of the Act, “Subsidiary Company, etc.” means “Subsidiary Company, etc.” provided in Article 15-16-2, paragraph (2) of the Order excluding said

“Subsidiary Company”, and “Affiliated Company, etc.” means “Affiliated Company, etc.” provided in paragraph (3) of said Article.

- ② A chart describing capital relations between the Ultimate Designated Parent Company and its Subsidiary Juridical Person, etc.

(Notes)

1. The ratio of voting rights held in each of the Subsidiary Juridical Person, etc. of the Ultimate Designated Parent Company shall be stated for each of the Ultimate Designated Parent Company and the other Subsidiary Juridical Person, etc.
2. Subsidiary Juridical Person, etc. of the Ultimate Designated Parent Company that do not have a significant impact on the content of documents concerning the financial calculation of said Ultimate Designated Parent Company may be omitted.

- ③ Outline of Subsidiary Juridical Person, etc.

Trade name or name	Location	Amount of stated capital, etc.	Principal business lines	Ratio of voting rights held by Ultimate Designated Parent Company	Ratio of voting rights held by Ultimate Designated Parent Company and other Subsidiary Juridical Person, etc.	Officers that hold concurrent positions, etc.
				%	%	

(Notes)

1. The columns of “Trade name or name” and “Location” may be completed in English if the Subsidiary Juridical Person, etc. of the Ultimate Designated Parent Company is a foreign juridical person or other foreign group.
2. In the column of the “Amount of stated capital, etc.”, the amount of stated capital, total amount of funds, or total amount of contribution shall be stated. In this case, those amounts may be stated in the foreign currency if the Subsidiary Juridical Person, etc. of the Ultimate Designated Parent Company is a foreign juridical person or other foreign group. In this case, the provisions of Article 3 shall not be applied.
3. The statements in the columns of the “Amount of stated capital, etc.”, “Principal

business lines”, “Ratio of voting rights held by Ultimate Designated Parent Company”, “Ratio of voting rights held by Ultimate Designated Parent Company and other Subsidiary Juridical Persons, etc” and “Officers that hold concurrent positions, etc.” may be omitted for such Subsidiary Juridical Persons, etc. of the Ultimate Designated Parent Company as do not have a significant impact on the content of documents concerning financial calculation of said Ultimate Designated Parent Company.

④ Financial condition of Subsidiary Juridical Person, etc.

Trade name or name	Fiscal year end	Operating revenue	Ordinary income	Net income	Net assets	Total assets	Amount of dividend paid to the Ultimate Designated Parent Company

(Notes)

1. Subsidiary Juridical Person, etc. of Ultimate Designated Parent Company that do not have a significant impact on the content of documents concerning financial calculation of said Ultimate Designated Parent Company may be omitted.
2. In the column of the “Fiscal year end”, the closing date or the provisional closing date of the financial statements based on which consolidated financial statements were prepared.
3. In the column of the “Operating revenue”, the relevant amount including net sales and any other equivalent thereto shall be stated.
4. If the Subsidiary Juridical Person, etc. of the Ultimate Designated Parent Company is a foreign juridical person or other foreign group, the amount of the relevant columns may be stated in the foreign currency. In this case, the provisions of Article 3 shall not be applied.

(3) Status of officers and employees

① Total number of officers and employees

	Officers	Employees	Total
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		Of which, part-time officers		
Ultimate Designated Parent Company	persons	persons	persons	persons
Subsidiary Juridical person, etc.	persons	persons	persons	persons

(Note)

Status of officers and employees as of the end of the concerned period shall be stated.

② Status of the Officers of Ultimate Designated Parent Company

Job title	Name	Positions concurrently held		
		Trade name or name	Job title	Holding Rights of representation or not

(Note)

Status of officers of the Ultimate Designated Parent Company as of the end of the concerned period shall be stated. In the column of the “Positions concurrently held”, the trade name or name of the company at which the concerned position is concurrently held, the job title of the officer in the company at which the concerned position is concurrently held and whether said officer is authorized to represent the company or not. However, the column of the “Positions concurrently held” may be omitted in the case of accounting advisors and company auditors.

(4) Status of holders of voting rights attached to shares, etc.

Name	Address or location	Ratio
		%
Other holders of voting rights ( p e r s o n s )		
Total (persons)		100%

(Note)

Top-ten shareholders or investors based on holdings of voting rights attached to shares, etc. of the Ultimate Designated Parent Company as of the end of the concerned period. Figures to be stated in the column of the “Ratio” should be truncated at the third decimal place and expressed to two decimal places.

(5) Summary of matters resolved by the Shareholders Meeting, etc.

(Note)

The dates of annual and special shareholders meetings, etc. (including other organs equivalent thereto) of the Ultimate Designated Parent Company held during the concerned period and the summary of the resolutions.

(6) Status of consolidated Capital-to-Risk Ratio

(Note)

The status of the consolidated Capital-to-Risk Ratio of the Ultimate Designated Parent Company shall be stated in accordance with the items listed in Form A. However, in cases set specified by the Commissioner of the Financial Services Agency as provided in Article 208-28, paragraph (1), the relevant matters shall be stated in accordance with the items listed in Form B.

(Form A)

		As of the end of the concerned period
Core capital (A)		Million yen
Supplementary capital	Net unrealized gain (valuation gain) on available-for-sale securities, etc.	
	Financial instruments transaction liability reserve, etc.	
	General reserve for possible loan losses	
	Long-term subordinated debt	
	Short-term subordinated debt	
	Total (B)	
Deducted assets (C)		
No fixed capital (A)+(B)−(C) (D)		

Risk equivalent assets	Market risk equivalent assets	
	Customer risk equivalent assets	
	Fundamental risk equivalent assets	
	Total (E)	
Consolidated Capital-to-Risk Ratio (D) / (E) ×100		%

(Notes)

1. Truncate consolidated capital adequacy ratio at the second decimal places and express to one decimal place. Other figures should be rounded down to the nearest whole unit.
2. Annotate similarly in accordance with note 3 in 1 (11) of Appended Form 12.

(Form B)

Method of calculating credit risk assets	
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(Unit: Million yen)

Capital elements	As of the end of the preceding period	As of the end of the concerned period	Capital elements	As of the end of the preceding period	As of the end of the concerned period
Stated capital			Short-term subordinated debt		
Non-cumulative perpetual preferred stock			Amount to be excluded from quasi-supplementary capital	△	△
Deposit for subscription to shares			Quasi-supplementary capital (C)		
Capital surplus			Total capital (A+B+C) (D)		
Retained earnings					
Treasury stock	△	△			

Deposit for subscriptions to treasury stock					
Estimated amount of outflows	△	△	Amount equivalent to any intentional holdings of financial organizations' capital instruments		
Net unrealized losses on available-for-sale securities	△	△			
Foreign currency translation adjustments			Hybrid debt capital instruments and elements equivalent thereto		
Share options			Subordinated term debt and limited life redeemable preference shares and elements equivalent thereto		
Minority interests of consolidated juridical person, etc.					
Of which, preferred securities issued by overseas special purpose companies			Short-term subordinated debt and elements equivalent thereto		
Amount equivalent to trade rights	△	△			
Amount equivalent to goodwill	△	△	Capital instruments of unconsolidated financial subsidiary companies and subsidiary juridical persons, etc. engaged in finance business, insurance juridical persons, etc. and affiliated juridical persons, etc.		
Amount equivalent to intangible fixed assets recorded as a result of business combination, etc.	△	△			
Amount equivalent to increase in equity capital resulting from securitization transactions	△	△			



			engaged in finance business		
Amount equivalent to 50% of amount by which expected loss amount exceeds eligible provisions as calculated by Ultimate Designated Parent Company where the internal ratings-based approach has been adopted	△	△	Deductions concerning non-payment-versus-payment transactions and deductions concerning exempted amount of guarantees or credit derivatives used as a means of mitigating credit risk		
Total (core capital) before deduction of deferred tax assets					
(Total of foregoing elements)			Amount equivalent to 50% of amount by which expected loss amount exceeds eligible provisions as calculated by Ultimate Designated Parent Company where the internal ratings-based approach has been adopted		
Deduction of deferred tax assets	△	△			
Core capital (A)					
Shares, etc. with a high probability of being redeemed			Expected loss amount for equity exposures under the PD / LGD approach		
Amount equivalent to 45% of					

amount calculated by deducting total book value of available-for-sale securities from their total value according to consolidated balance sheet			Securitization exposures and credit-enhancing interest-only strips that should be deducted from capital, excluding portion deducted from core capital		
Amount equivalent to 45% of difference between revalued amount of land and its book value immediately before revaluation			Amount excluded from deducted capital	△	△
			Deducted capital (E)		
General reserve for possible loan losses					
Amount by which eligible provisions exceed expected loss amount as calculated by Ultimate Designated Parent Company where the internal ratings-based approach has been adopted			Capital amount(D - E) (F)		
			On-balance sheet assets		
Hybrid debt capital instruments, etc.			Off-balance sheet transactions, etc.		
Hybrid debt capital instruments			Amount obtained by dividing market risk equivalent by 8%	△	△
Subordinated term debt and limited life redeemable preference shares			Amount obtained by dividing operational risk equivalent by 8%		
			Adjustment of credit risk-weighted assets		

			Adjustment of operational risk equivalent		
			Total risk-weighted assets, etc. (G)		
Amount to be excluded from supplementary capital	△	△	Tier 1 ratio (A / G)	%	%
Supplementary capital (B)			Consolidated Capital-to-Risk Ratio (F / G)	%	%

(Notes)

1. In the column of the “Net unrealized losses on available-for-sale securities”, the amount after adjustment for tax shall be stated only when such calculated amount is negative.
2. “Amount equivalent to intangible fixed assets recorded as a result of business combination, etc.” is limited to any positive valuation difference arising on revaluation as a result of business combination or any positive valuation difference arising on revaluation as a result of the acquisition of additional shares of a subsidiary company.
3. The “45% of amount calculated by deducting total book value of available-for-sale securities from their total value according to consolidated balance sheet” column should be completed only when such calculated amount is positive.
4. The prescribed amounts shall be stated in the columns of the “Total (core capital) before deduction of deferred tax assets (total of foregoing elements)” and the “Deduction of deferred tax assets” respectively. Additionally, the amount equivalent to net deferred tax assets and the maximum amount of deferred tax assets shall be stated outside the relevant columns.

The maximum amount of deferred tax assets included shall be the amount obtained by multiplying total core capital before deduction of deferred tax assets by 20% and only when the amount obtained by deducting said maximum amount of deferred tax assets included from the amount equivalent to net deferred tax assets is positive, such amount should be stated in the column of the “Deduction of deferred tax assets” column.

## 2. Financial condition

- (1) Significant matters as the basis for the preparation of consolidated financial statements

The following matters concerning the balance sheets, etc. prepared on a consolidated basis with respect to the Ultimate Designated Parent Company and its Subsidiary Juridical Person, etc. shall be stated.

- (i) Matters concerning the scope of consolidation
- (ii) Matters concerning application of the equity method
- (iii) Matters concerning the business year, etc. of consolidated subsidiary companies
- (iv) Matters concerning accounting standards

(2) Consolidated financial statements

(Notes)

1. In this form, “consolidated financial statements” means consolidated balance sheets, consolidated statements of income, and consolidated statements of changes in shareholders’ equity or documents equivalent to consolidated balance sheets, consolidated statements of income and consolidated statements of changes in shareholders’ equity whose preparation shall be required in accordance with the designated international accounting standards .
2. “Consolidated financial statements” shall include related notes.
3. Consolidated financial statements stated in this report shall be prepared in accordance with the corporate accounting practices generally accepted as fair and appropriate or the designated international accounting standards.
4. In the case where the Ultimate Designated Parent Company prepares consolidated financial statements in accordance with the designated international accounting standards, the matters equivalent to 1) to 4) of (1) that shall be stated in accordance with said standards and practices as a preparation policy of consolidated financial statements.

Appended Form 17-6 (related to Article 208-25, paragraph (1), item (i))

(JIS A4)

Report on the Status, etc. of Assistance Concerning Fund Procurement

(    From (date) YYYY MM DD    )  
  (    To (date)    YYYY MM DD    )

Submitted on (date) YYYY MM DD

Trade name or name

Location

Name and post of representative                      seal

1. Status of assistance concerning fund procurement
2. Status of business transactions and business tie-up, etc.

(Notes)

1. General notes

- (1) In this form, “assistance concerning fund procurement” or “business transaction and business tie-up, etc.” shall mean assistance concerning fund procurement or business transaction, business tie-up and other business relations between an Ultimate Designated Parent Company and its Subsidiary Juridical Person, etc., respectively. In this case, when an Ultimate Designated Parent Company or its Subsidiary Juridical Person, etc. that is a domestic juridical person or other domestic group has a business office or office in a foreign country, said business office or office shall be deemed as a foreign juridical person or other foreign group. When an Ultimate Designated Parent Company or its Subsidiary Juridical Person, etc. that is a foreign juridical person or other foreign group has a business office or office in Japan, the business office or office shall be deemed as a domestic juridical person or other domestic group.
- (2) In this form, “quarter” shall mean the quarter provided in Article 57-2, paragraph (5) of the Act.
- (3) In this form, “Subsidiary Juridical Person, etc.” shall mean the Subsidiary Juridical Person, etc. provided in Article 57-2, paragraph (9) of the Act.

2. Status of assistance concerning fund procurement

With respect to the status of assistance concerning fund procurement in the concerned

quarter, the following matters and other relevant matters as to the status of the improvement of liquidity shall be stated for each party concerned, and a chart, etc. concerning the flow of assistance concerned major fund procurement shall be provided. In this case, as to the amount shown in (ii) to (v) below, the amount of provision of assistance and the amount of receipt of assistance shall be stated, respectively.

- (i) Method of assistance concerning fund procurement during the concerned quarter (loans, guarantee, etc.)
- (ii) Total amount of assistance concerning fund procurement in the concerned quarter and the average outstanding amount of each method of assistance
- (iii) The date when the total amount of assistance per day reached the highest and the highest amount of assistance by each method of assistance concerning fund procurement in the concerned quarter
- (iv) Total outstanding amount of assistance concerning fund procurement and the outstanding amount for each method of assistance as of the end of the concerned quarter
- (v) In the event where assistance was made based on a Specified Commitment Line Contract (denoting the Specified Commitment Line Contract provided in Article 2 of the Act on Specified Commitment Line Contract) or a similar contract, its commitment line

3. Status of business transaction and business tie-up, etc.

When a business transaction or business tie-up, etc. are entered into effect during the concerned quarter, the said effect and the relevant matters including its outline shall be briefly stated for each party concerned.