

New Registration/Registration of Change—Applicant Company Profile

(Type I Financial Instruments Business)

[Abbreviations of the titles of the relevant laws and regulations]

Act: Financial Instruments and Exchange Act

Order: Order for Enforcement of the Financial Instruments and Exchange Act

**FIB Cabinet Office Order: Cabinet Office Order
on Financial Instruments Business**

Company name
Trade name in English
Address (If the applicant is a foreign corporation, enter the address of the branch office in Japan.) * Please include the building name and room number in the address. If the applicant uses a rental office, state to that effect.
Address (in English)
Contact (Name of person in charge)
TEL
FAX
E-mail

1. Company overview

(1) Date of establishment (date of establishment of the branch office, business office, call center, etc.)

Date ([Date])

***In the case of registration of change, enter the registration number and date of registration.**

**(2) Scheduled date of commencement of business
(Scheduled date)**

***Enter the date after registration on which you are planning to start business operations.**

(3) Amount of capital (and brought-in capital)

billion yen (billion yen)

***If capital increase is planned during the pendency of the application or after registration, enter the amount as increased and the date of increase.**

(4) Major shareholders [i] (as defined in Article 29-4(2) of the Act)

(Name of shareholder)	(Number/percentage of voting rights held)	(Number of voting rights held by the shareholder itself)	(Number of voting rights held by persons having a special relationship with the shareholder)	(Overview of the shareholder, such as relationship with your company, business type and occupation) *In the case of a holding company as defined in the Antimonopoly Act, please describe so.
(i)				
(ii)				
(iii)				
(iv)				
(v)				

*In the case of an individual, attach a resume (no signature or seal required) and an extract of a certificate of residence (indicating the registered domicile; the individual number must not be indicated or must be blacked out; the same applies hereinafter), or any document in lieu thereof; and in the case of a corporation, etc., attach a document indicating its brief history, resumes and extracts of certificates of residence of its representative officers, or any documents in lieu thereof (these documents are not required when applying for registration of change). When considering whether the shareholder falls within the category of major shareholder, take into consideration the subject voting rights that the shareholder is deemed to hold pursuant to Article 29-4(4) of the Act. Attach a capital relationship diagram when necessary. If there is a major shareholder that is a partnership, check the status of holding of voting rights by each partner based on the special relationship; if there is no such major shareholder, describe so. In the case of a major shareholder located in a foreign country, enter the name of the country.

(5) Major shareholders [ii] (top ten shareholders in terms of the number of voting rights held) (total number of voting rights held:)

(Name of shareholder)	(Relationship with your company)	(Shareholding ratio)	(business type, occupation, etc.)
(i)			
(ii)			
(iii)			
(iv)			
(v)			
(vi)			
(vii)			

(viii)			
(ix)			
(x)			

* Attach a capital relationship diagram of your company and the major shareholders in the same corporate group.

In the case of a major shareholder located in a foreign country, enter the name of the country.

* In "Relationship with your company," describe the relationship other than your company's shareholder (e.g., your company's customer, officer, relative of its officers, etc.)

(6) Officers (Part-time officers should be marked with * to the left of the job title.)

(Job title)	(Name)	(Key career information, former job, concurrent job, etc.)
		As described in the attached resume
		As described in the attached resume
		As described in the attached resume
		As described in the attached resume
		As described in the attached resume

* In the case of an individual, attach a resume (no signature or seal required) ; and in the case of a corporation, etc., attach a document indicating its brief history. Officers include accounting advisors. If the officer has a concurrent job at the parent corporation, etc. or subsidiary corporation, etc. as defined in Article 31-4(3) and (4) of the Act, describe so.

(7) Employees specified by Cabinet Order (Describe whether each employee falls under Article 15-4(i) or (ii) of the Order.)

(Job title)	(Name)	(Key career information, former job, concurrent job, etc.)
		As described in the attached resume

* Attach a resume (no signature or seal required).

(8) Fund to join (Describe the status of progress made toward obtaining its membership.)

(9) Exchange to join (including a plan to join)

(10) Association to join (Describe the status of progress made toward its obtaining membership.)

(11) Designated dispute resolution organization with which to conclude a basic contract for implementation of dispute resolution procedures

(12) Main bank

Bank

Branch

(13) Account closing month

2. Management plan, business plan, etc.

(1) Purpose of entering the financial instruments business

*Describe the background and purpose of deciding to enter the financial instruments business, based on the business the company has conducted so far.

(2) Management plan, business plan, etc.

*Attach an estimate of earnings and expenditures feasible for the first three years after registration using the attached form (if the application relates to multiple business types, indicate the estimate for each business type) with the basis of calculation thereof, and the changes in the capital adequacy ratio (these must be prepared according to the guidelines).

If the amount of capital, the amount of net assets, or the capital adequacy ratio does not substantially exceed the statutory amount or ratio, attach maintenance measures of capital base such as a feasible plan for capital increase.

3. Business descriptions, business methods, etc.

(1) Business descriptions

(i) Financial instrument business (Fill in the box that applies to the company's business among those corresponding to the items of Article 2(8) of the Act.)

* Indicate, for each business type, the types of securities to be handled, the types of derivatives transactions to be conducted, and the types of acts that constitute financial instruments transactions. (Attach a scheme diagram.)

* In the case of registration of change, tick the box that applies to the business the company currently engages in.

* Tick the box that applies to the business the company will engage in immediately after registration.

- ☐ Business under item (i)
- ☐ Business under item (ii)
- ☐ Business under item (iii)
- ☐ Business under item (iv)
- ☐ Business under item (v)
- ☐ Business under item (vi)
- ☐ Business under item (vii)
- ☐ Business under item (viii)
- ☐ Business under item (ix)
- ☐ Business under item (x)
- ☐ Business under item (xi)
- ☐ Business under item (xii)

- ☐ Business under item (xiii)
- ☐ Business under item (xiv)
- ☐ Business under item (xv)
- ☐ Business under item (xvi)
- ☐ Business under item (xvii)
- ☐ Business under item (xviii)

(ii) Concurrent business, approved business

* If the company has obtained license, permission or registration, enter the number thereof for each business type. If the company conducts multiple concurrent businesses, list the approximate percentage accounted for by each business. Provide information separately for concurrent business and for approved business.

* If the company is to conduct only the type-I small-amount electronic public offering service, it is not necessary to make a notification of concurrent business or obtain approval (Article 35 of the Act); however, please describe the concurrent business (the business specified in Page 10 of the registration application form) and list the approximate percentage accounted for by each business.

(2) Business methods

(i) Manner of conducting business, customer segment, business building methods, methods for opening accounts, solicitation of products, entrustment of or brokerage for transactions, etc.

* Describe these matters for each business type specified in (1)(i) above.

* If the company conducts electronic public offering services, attach screenshot print-outs and flowcharts of webpages to which users are sent in line with business procedures, as well as designs/specifications and other explanatory materials relating to the development of applications to be used in the business.

(Example)

XXXX business (Article 2(8)[] of the Act)

(Manner of conducting business) * Face-to-face, online, etc.

(Customer segment)

(Business building method) * Specify which department conducts this and how.

(Methods for opening accounts, solicitation of products, entrustment of or brokerage for transactions, details of the products handled, etc.) * Attach a procedural flow.

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(ii) Correspondent financial instrument business operator

* Except for the case when conducting only the electronic public offering service

(3) Type of registered business

(i) Type of business (Fill in the box that applies to the business the company is to conduct as a new business among those corresponding to Article 28(1) to (6) of the Act) (Page 7)

* In the case of registration of change, tick the box that applies to the business the company currently engages in.

- ☐ Business under item (i)
- ☐ Business under item (i)-2
- ☐ Business under item (ii)
- ☐ Business under item (iii)(a)
- ☐ Business under item (iii)(b)
- ☐ Business under item (iii)(c)
- ☐ Business under item (iv)
- ☐ Securities management
- ☐ Type-II financial instruments business

* Describe the type of securities, etc. handled.

- ☐ Investment advisory and agency business
- ☐ Investment management business

(ii) Electronic public offering services [Page 2]

- ☐ Electronic public offering services
- ☐ Type-I small-amount electronic public offering service
- ☐ Type-II small-amount electronic public offering service

* Describe the type of securities, etc. handled.

- ☐ Electronic-based application type electronic public offering services

(iii) Related business [Page 11]

- ☐ Securities services
- ☐ Electronic trading platform management service
- ☐ Commodity-related business
- ☐ Business related to commodities investment
- ☐ Business that covers only the goods set forth in Article 37(1)(ii), (b) or the goods, etc. related to agriculture, forestry and fisheries
- ☐ Business that covers only the goods set forth in Article 37(1)(ii), (c) to (e) or the goods, etc. related to economy, trade and industry
- ☐ Business related to investment in racehorses

- ☐ Acts set forth in the items of Article 194-6(2) of the Act
- ☐ Transactions involving beneficial interests in real estate trusts
- ☐ Specified investment management business related to real property
- ☐ Specific underwriting
- ☐ Act of management of specified securities.

(4) Derivatives transactions business

- (i) Financial institutions with which covered transactions will be conducted (Describe all such financial institutions.)
- (ii) If the company conducts the intermediary, brokerage or agency service for derivatives transactions, describe the relationship with the customer for which the company provides such services.

4. Internal control systems

(1) Organization

- (i) Allocation of personnel, recruitment plan

Number of officers and employees: _____ (full-time: _____ (persons);
part-time: _____ (persons))

(Provide textual explanations, and attach an organizational diagram indicating the names of employees specified by Cabinet Order and managers and the number of personnel assigned for each department at the time of commencement of business.)

- (ii) Full-time officers and employees who have three years or more of experience in the financial instruments business that the company is to conduct (If the company is to conduct the OTC securities derivatives business or original underwriting business, describe the officers and employees who have experience in the relevant business; or if there is no such officer or employee, explain in the margin how the company is capable of conducting the business appropriately.)

* If an officer or employee who has three years or more of experience has not been assigned to the department that does not directly carry out the business operations or such officer or employee currently does not engage in the business operations, provide an explanation of how the officer or employee has adequate knowledge and experience in the business the company is to conduct.

(Attach a resume providing the details of the business operations (including the department) (required for employees as well))

(Job title)	(Name)	(Describe the experience in the financial instruments business, etc. by clearly indicating the period of experience.)

		As described in the attached resume
		As described in the attached resume
		As described in the attached resume
		As described in the attached resume
		As described in the attached resume

* If there are many officers and employees who fall under the above category, describe the managers of their departments as well.

(iii) Internal administration supervisor (job title and name)

* Attach a resume.

(iv) Internal administration assistant supervisor

* Describe if the company has any, and attach a resume.

(v) Internal administrator (job title and name)

* Attach a resume.

(vi) Sales representative (job title and name)

* Attach a resume.

(2) Name of department and number of personnel in charge of computer systems and back-office work (Describe the job title and name of the responsible persons) and attach a seating chart.

(i) Preparation and management of account books, reports, and other documents

Department in charge:

Number of personnel:

(ii) Disclosure

Department in charge:

Number of personnel:

(iii) Separate management of customer assets

* If the company manages customer assets by methods other than using trusts, describe the management method as much detail as possible. In the case of a company that engages in the commodity-related business and becomes a specified member of the National Futures Protection Fund, describe the method of operating trusts (e.g., trust protection, fund separation trust, bank guarantee, payment by subrogation by the Fund).

* If the company conducts currency-related derivatives transactions or OTC CFD transactions, attach a trust agreement (or draft thereof).

(Trust company, etc.):

(Calculation) Department in charge:

Number of personnel:

(Operation) Department in charge:

Number of personnel:

(Verification) Department in charge:

Number of personnel:

- (iv) Risk management (Explain that the company has systems for conducting calculation and verification of the capital adequacy ratio appropriately based on the knowledge and experience of the persons in charge.)**

*** Except for the case when conducting only the type-I small-amount electronic public offering service**

(Calculation) Department in charge:

Number of personnel:

(Verification) Department in charge:

Number of personnel:

- (v) Computer system management (select self-management or outsourcing)**

*** Specifically describe how to respond to system failures.**

(Self-management / Outsourcing) Outsourced to:

Department in charge:

Number of personnel:

- (vi) Trading management and transaction screening (Describe the management and screening methods in detail.)**

Department in charge:

Number of personnel:

- (vii) Customer management (Describe in detail how the company conducts customer management, in terms of the management method of customer information, compliance with the principle of suitability, and measures to be taken to prevent illegal practices such as uninvited solicitation (limited to OTC derivatives transactions) and direct solicitation by phone or in person (limited to electronic public offering service), etc.)**

Department in charge:

Number of personnel:

- (viii) Advertisement screening (including websites)**

Department in charge:

Number of personnel:

(ix) Contact point for inquiries from general customers

Department in charge:

Number of personnel:

(x) Processing complaints and disputes (Describe the methods of processing complaints and disputes in detail.)

Department in charge:

Number of personnel:

(xi) Training for officers and employees (Describe plans for training on legal compliance.)

Department in charge:

Number of personnel:

(xii) Internal audit (Specifically describe internal audit plans.)

Department in charge:

Number of personnel:

(xiii) Whether the company receives external audits (Describe specifically the company's procedures for responding to audit findings.)

Receive / Does not receive External auditor (Accounting audit) (System audit) (Other)

(xiv) Off-site monitoring

Department in charge:

Number of personnel:

(xv) Management of internal rules (If the company does not join an association, describe arrangements for ascertaining when association rules have been amended and subsequently revamp company rules.)

5. Measures to prevent internal collusion

Describe specifically preventive measures against adverse effects in the case of engaging in two or more types of business or other types of business, or in relation to prohibited acts involving the parent corporation, etc. or subsidiary corporation, etc.

* If there is an officer or employee who also has a job in the parent or subsidiary corporation, etc., explain that measures are implemented to comply with the rules prohibiting such officer or employee from receiving or providing undisclosed information.

6. Status of development of internal rules (Article 35-3 of the Act and Article 70-2(1) and

(2) of the FIB Cabinet Office Order)

(1) Related to Article 70-2(1) of the FIB Cabinet Office Order

Attach a list of titles of internal rules (or anything equivalent) for implementing the financial instrument business, etc. appropriately, and describe training and other measures for employees to ensure their compliance with the internal rules.

(2) Related to Article 70-2(2) of the FIB Cabinet Office Order

Specifically describe the following measures set forth in the items of that paragraph, for each item.

For the measures under item (iii), describe the specific examination system and method as set forth in the internal rules regarding the following factors, in reference to the "Viewpoints."

*It is not always necessary to satisfy all of the viewpoints in order to be judged appropriate. Satisfying all of the viewpoints may not be sufficient in some cases; it is necessary to establish an effective examination system and appropriate examination method depending on the financial conditions and business contents of the issuers handled.

(i) Examination system

(Viewpoint)

- Whether the company has designated the department and the responsible person in charge of conducting examination.
- Whether the company has established a system for verifying the results of the examination conducted by the department in charge.
- Whether the company has established the procedure and criteria for finally deciding whether to handle the relevant issuer based on the examination results and designated the person who is authorized to decide.
- Whether the company has established a system for preparing and preserving records on the developments of examination (e.g., the details of the examination, the reason for reaching the conclusion, the problems identified in the examination, etc.).
- Whether the company has specified the period for preserving the examination records.

(ii) Examination method

i. Existence of the issuer and its business

(Viewpoint)

- Whether the company has established a specific method for confirming the

existence of the issuer (e.g., the types of materials to be collected and examined to confirm the existence, such as corporate information and registry, on-site confirmation of the issuer's head office, investigation of the issuer's website, etc.).

ii. The issuer's financial conditions and validity of its business plan

(Viewpoint)

- Whether the company has specified the types of materials to be collected (including having the issuer prepare materials) and examined to confirm the issuer's financial conditions and business plan, and the matters to ask in the interview with the issuer's management team.
- Whether the company has properly specified items and methods for examining the issuer's financial conditions and business plan based on the collected materials and the results of the interview.
- Whether the company has provided in the internal rules that the examination on the business plan should cover whether it is legal and socially appropriate and is developed based on valid grounds (e.g., whether the plan takes into consideration the business environment and the profitability of the same kind of business previously conducted).

iii. Whether the issuer is socially appropriate (compliance with laws and regulations); whether the issuer falls within the category of antisocial force or has any relationship with antisocial force; whether the issuer has a system for eliminating the relationship with antisocial force and how it operates such system

(Viewpoint)

- Whether the company has established the method of confirming whether the issuer is socially appropriate (compliance with laws and regulations) and whether the issuer falls within the category of antisocial force (e.g., the types of materials to be collected for confirmation (e.g., shareholder register) and specific confirmation method such as search on the website).
- Whether the company has specified the matters to confirm regarding the issuer's legal compliance system (e.g., the status of corporate governance, internal control system, the management team's sense of compliance, etc.).
- Whether the company has established the method for confirming the issuer's policy to eliminate antisocial force.
- Whether the company has provided in the internal rules that confirmation should cover whether any of the persons related to the business to be financed has relationship with antisocial force.
- Whether the company has established measures to be taken when finding

on the internet negative news regarding the issuer which is not categorized as antisocial force.

iv. Status of relationship with the issuer

(Viewpoint)

- Whether the company has provided in the internal rules that the existence of any relationship with the issuer (e.g., making investment in, sending officers to, conducting business with the issuer) should be examined.
- Whether the company has established measures to prevent detriment to investors that may occur due to the relationship with the issuer company.

v. Risk in investing in the relevant securities

(Viewpoint)

- Whether the company has provided in the internal rules that it is required to identify, analyze and assess risks in investment in the relevant securities.

vi. The purpose of use and the target amount of the funds to be procured are appropriate in light of the business plan.

(Viewpoint)

- Whether the company has established the method for confirming the purpose of use of the funds to be procured.
- Whether the company has established the method and criteria for assessing the validity of the purpose of use and the target amount of the funds to be procured from the perspective of consistency with the business plan.
- Whether the company has provided in the internal rules that it is required to confirm the validity of the procurement of funds previously carried out by the issuer by issuing securities (e.g., purpose of use and consistency with the business plan).

vii. Other matters deemed necessary

7. Items of special note (e.g., planed capital increase, changes in the officers or address)

Describe specifically other matters of special note, if any.

If conducting the electronic-based application type electronic public offering services, describe the following.

Overview of the shares, etc. handled in the electronic-based application type electronic public offering services

Item	Details
------	---------

Trade name	
Address	
Business type	
Business plan (Purpose of use of funds)	
Application period (Scheduled subscription period)	
Number of anticipated applicants	
Target amount of offering (Anticipated amount)	
Issuance history	
Examination results	

***Specifically describe for each company. Attach explanatory materials when necessary.**

***Attach a document to be delivered prior to the conclusion of a contract as specified in Article 37-3 of the Act.**

***Attach documents indicating the financial conditions (e.g., balance sheets and profit and loss statements for about two fiscal terms).**