**質問表別紙（投資運用業（適格投資家向け投資運用業）用）**

**Questionnaire Sheet (for Investment Management Business [Investment Management Business for Qualified Investors])**

金融商品取引業者向けの総合的な監督指針（以下「監督指針」といいます。）に記載してあるとおり、投資運用業を行う者は、経営管理について業務の健全かつ適切な運営を確保していただく必要があります。申請にあたりまして、投資運用業を行う者の業務執行態勢や内部管理態勢等の状況などについて、概要を把握したいと思いますので、下記項目ごとに必要に応じて資料を添付するなどして具体的に概要を記載してください。

As stated in the Guidelines for Supervision, any person conducting an Investment Management Business must ensure sound and proper business operations. Therefore, at the time of the application, we would like to have an overview of the status of the person conducting an Investment Management Business including the environment for business execution and internal control systems. So please provide a specific description for each of the items below, along with attachment documents as necessary.

○ 投資運用業を行う者のうち、適格投資家向け投資運用業に該当する者は以下の項目にも回答してください。

業務執行態勢（監督指針Ⅵ－２－７－１（1）～（2）、Ⅵ－３－１－２（2））

運用財産の総額の管理等に関する措置（Ⅵ－３－１－２（3）①）

権利者の管理等に関する措置（Ⅵ－３－１－２（3）②）

適格機関投資家等特例業務等を行う際に講ずるべき措置（Ⅵ－３－１－２（3）③）

○ If you are applying for registration under the Investment Management Business for Qualified Investors, please also answer the following questions.

Control Environment for Business Execution (VI-2-7-1(1) and (2), VI-3-1-2(2) of Guidelines for Supervision)

Measures concerning Management of the Total Amount of All Investment Assets (VI-3-1-2(3)(i))

Measures concerning Management of Rights Holders (VI-3-1-2(3)(ii))

Measures to be Taken in case of Conducting Specially Permitted Business for Qualified Institutional Investors, etc. or Other Certain Business (VI-3-1-2(3)(iii))

質問表別紙（投資運用業（適格投資家向け投資運用業）用）

Questionnaire Sheet (for Investment Management Business [Investment Management Business for Qualified Investors])

○適格投資家向け投資運用業

○Investment Management Business for Qualified Investors

業務執行態勢（監督指針Ⅵ－２－７－１（1）～（2）、Ⅵ－３－１－２（2）

Control Environment for Business Execution (the Guidelines for Supervision VI-2-7-1(1) and (2), VI-3-1-2(2)

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| **監督指針****Guidelines for Supervision** | **当社対応の概要****Outlines of the company response** | **該当する****社内規程****Applicable internal rule** |
| （１）取引の執行態勢に関する留意事項(1) Points of Attention Regarding the Control Environment for Execution of Transactions | ― | ― |
| 適格投資家向け投資運用業者にあっては、投資判断を行う部門（担当者）と、注文を発注する部門（担当者）が分離されていない場合、これに代わるものとして、運用の方針、運用財産の額その他適格投資家向け投資運用業の状況に照らし、投資運用業に係る禁止行為を防止するための措置が講じられているか。In the case of an investment management business operator for qualified investors which does not have separate divisions (personnel) for making investment decisions and for taking orders, as an alternative, whether measures have been implemented for preventing prohibited acts pertaining to investment management business, in view of the investment policy, the amount of assets managed and other circumstances of the investment management business for qualified investors. |  |  |
| （２）コンプライアンス業務を外部委託している場合の留意事項(2) Points to Consider in Cases Where Compliance Work is Outsourced | ― | ― |
| 適格投資家向け投資運用業者が、コンプライアンス業務を外部委託している場合には、例えば以下の点に留意する必要がある。なお、以下の点はあくまで一般的な着眼点であり、適格投資家向け投資運用業の業務の状況に照らし、追加的な検証を必要とする場合があることに留意する。① 委託先の選定に関する方針・手続が明確に定められているか。② 国内外のグループ法人にコンプライアンス業務を委託する場合には、当該法人のコンプライアンス機能の具備状況や委託業務の執行状況等からみて、適格投資家向け投資運用業者のコンプライアンスに関する体制が構築されていると評価できるか。③ 弁護士又は弁護士法人その他これに準ずる者（以下この③及びⅥ－３－１－２において「弁護士等」という。）にコンプライアンス業務を委託する場合には、以下の点に留意しているか。イ．業務を委託している弁護士等は、金融商品取引業に関し法令等を遵守するために必要な指導等を適正に遂行することができると認められる者であるか。ロ．当該弁護士等との間で締結している委託契約において、次に掲げる事項について規定しているか。ａ. 法令等遵守の観点から業務実態の把握及び検証ｂ. コンプライアンス・マニュアルの作成・管理や、コンプライアンス研修の定期的な実施ｃ. コンプライアンスに関する報告書の定期的な作成、保管、委託者への提供ｄ. 委託者と委託先との連絡体制（トラブル発生時の対応を含む。）ｅ. ａからｄまでに掲げる事項のほか適格投資家向け投資運用業に係るコンプライアンス業務に必要な事項In cases where an investment management business operator for qualified investors has outsourced its compliance work, supervisors need to pay attention to the following points, for example.It should be kept in mind that the following points are general supervisory viewpoints, and that supervisors may need to examine other points too, in view of the business operations of the investment management business for qualified investors.(i) Whether the business operator has clearly specified a policy and procedures for selecting the contractors.(ii) In cases where compliance work is entrusted to a group corporation in Japan or overseas, whether the business operator can evaluate that a system has been developed for compliance of an investment management business operator for qualified investors, considering the degree to which the said corporation possesses compliance functions and its execution of the outsourced business.(iii) In cases where compliance work is entrusted to an attorney, a legal professional corporation or a person equivalent thereto (hereinafter referred to as “attorney, etc.” in this item (iii) and in VI-3-1-2), whether the business operator has considered the following points.A. Whether the attorney, etc. entrusted with the work is a person recognized as being capable of properly carrying out the necessary guidance, etc. for complying with laws and regulations regarding financial instruments business.B. Whether the following items have been stipulated in the outsourcing contract concluded with the said attorney, etc.:a. Identification and examination of actual business conditions from a perspective of legal complianceb. Preparation and management of a compliance manual, and periodic implementation of compliance trainingc. Periodic preparation of a report on compliance, as well as the storing and provision of reports to the trustord. System of communication between the trustor and contractor (including responses in the event of a dispute)e. Other matters in addition to those listed in a to d above, which are needed for compliance work pertaining to the investment management business for qualified investors |  |  |
| （２）体制審査の項目(2) Points to Consider in Cases Where Compliance Work is Outsourced | ― | ― |
| 適格投資家向け投資運用業の体制審査に当たっては、原則としてⅥ－３－１－１（１）に準ずるほか、以下の点に留意するものとする。① 権利者のために資産運用を行う者については、運用を行う資産に関する知識及び経験を有する者として、次のいずれかに該当する者が１名又は２名以上確保されているか。イ．運用を行おうとする資産に関し、少なくとも１年以上、助言又は運用を行う業務に従事していた者ロ．イに準ずる者② 独立したコンプライアンス部門（担当者）の設置については、コンプライアンスを担当する者として、次のいずれかに該当する者が１名又は２名以上確保されているか（コンプライアンス業務を外部委託する場合を除く。）。イ. 金融商品取引業に関し、少なくとも１年以上、法令等を遵守させるための指導に関する業務に従事していた者ロ. イに準ずる者③ 行おうとする業務について、Ⅵ－３－１－１（１）①ヘａからｍまでに掲げる体制整備（運用の方針、運用財産の額その他適格投資家向け投資運用業の状況に照らして、行おうとする業務の適確な遂行に必要とならないものを除く。）に必要な要員が１名又は２名以上確保されているか。（注）法令等の遵守が適切になされるような体制が整備されると認められる場合には、②において確保される人員と③において確保される人員が同一人となることを妨げない。VI-3-1-1(1) shall, in principle, be applied mutatis mutandis when examining the organization of an investment management business for qualified investors. In addition the following points shall be taken into account.(i) With regard to the position responsible for making asset investment on behalf of rights holders, whether at least one or two persons who fall under either of the following items have been secured as persons with sufficient knowledge and experience regarding investment assets.A. A person who has been engaged in the business of providing advice or managing the relevant assets for no less than one year.B. A person equivalent to A.(ii) With regard to establishment of an independent compliance division (staff in charge of compliance), whether at least one or two persons who fall under either of the following items have been secured as persons in charge of compliance (excluding cases where compliance work is outsourced).A. A person who has been engaged in business related to guidance for ensuring compliance with laws and regulations with regard to the financial instruments business for no less than one year.B. A person equivalent to A.(iii) With regard to the relevant business, whether at least one or two personnel needed for the processes listed in items a through m in VI-3-1-1(1)(i)F (excluding those not required for the relevant business to be conducted in an appropriate manner, considering the investment policy, the amount of assets managed and other circumstances of the investment management business for qualified investors) have been secured.(Note) In cases where arrangements and procedures for enabling proper compliance with laws and regulations are deemed to have been established, the business operator may make the personnel secured under item (ii) and the personnel secured under item (iii) the same. |  |  |

運用財産の総額の管理等に関する措置（Ⅵ－３－１－２（3）①）

Measures concerning the Management of the Total Amount of All Investment Assets (the Guidelines for Supervision VI-3-1-2(3)(i))

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| **監督指針****Guidelines for Supervision** | **当社対応の概要****Outline of the company response** | **該当する****社内規程****Applicable internal rule** |
| （３）適格投資家向け投資運用業の該当性に係る審査の項目適格投資家向け投資運用業の審査に当たっては、（２）に掲げる留意事項のほか、全ての運用財産の総額や、全ての運用財産に係る権利者（金商法第２条第８項第12号イに掲げる契約の相手方である登録投資法人の投資主及び金商法施行令第15条の10の４各号に掲げる者を含む。以下このⅥ－３－１－２において同じ。）の管理等に関して、以下の確認を行うものとする。(3)Examination Items Pertaining to the Relevance of Investment Management Business for Qualified InvestorsWhen examining an investment management business for qualified investors, in addition to the points of attention listed in (2), supervisors shall make the following checks with regard to the management of the total amount of all investment assets and to the management of the rights holders (including the investors of a registered investment corporation that is counterparty to a contract described in Article 2(8)(xii)(a) of the FIEA and the persons specified under each item of Article 15-10-4 of the FIEA Enforcement Order; hereinafter the same shall apply in this section VI-3-1-2) for all investment assets. | ― | ― |
| 1. 適格投資家向け投資運用業者について、全ての運用財産の総額が、金商法施行令第15条の10の５に規定する金額を超えることとならないような措置を講じているかを確認する。

(i) Supervisors shall confirm whether an investment management business operator for qualified investors has taken measures to prevent the total amount of all investment assets exceeding the amount prescribed in Article 15-10-5 of the FIEA Enforcement Order. |  |  |

権利者の管理等に関する措置（Ⅵ－３－１－２（3）②）

Measures concerning the Management of Rights Holders (VI-3-1-2(3) (ii)

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| **監督指針****Guidelines for Supervision** | **当社対応の概要****Outline of the company response** | **該当する****社内規程****Applicable internal rule** |
| 1. 適格投資家向け投資運用業者は、業務の運営状況が金商法第40条第２号に基づく金商業等府令第123条第13号の２に掲げる「金融商品取引業者が適格投資家向け投資運用業を行う場合において、権利者又は権利者となろうとする者の属性の確認及び権利者の有価証券の売買その他の取引の動向の把握その他の方法により、適格投資家以外の者が権利者となることを防止するための必要かつ適切な措置を講じていないと認められる状況」に該当することのないように業務を行わなければならないこととされている。

そのため、適格投資家向け投資運用業について、次に掲げる措置を講じているかを確認する。イ．次に掲げる事項を社内規程として定めていること。ａ．適格投資家向け運用業者が自ら販売する場合には、勧誘する顧客の属性を事前に確認するとともに、有価証券に転売制限が付されていることを顧客に説明すること。ｂ．第三者が販売する場合には、勧誘する顧客の属性を事前に確認するとともに、有価証券に転売制限が付されていることを顧客に説明する旨を確認すること。ｃ．権利者の属性や転売制限の実施状況を継続的に確認すること（これに違反していることが判明した場合の事後対応を含む。）。ロ．上記の社内規程に従い、勧誘する顧客属性の事前確認や、転売制限が付されている旨の説明が行われていることを継続的に確認していること。ハ．上記の社内規程に従い、実際の権利者の分布状況を継続的に確認していること。ニ．上記の社内規程に従い、違反した場合の事後対応が適切に行われていること。ホ．上記イからニまでの措置が適切に行われているかどうかを内部監査等により検証することとしていること。(ii) Investment management business operators for qualified investors are required to conduct business in a way such that their business operations do not fall under the category of “situations in which a Financial Instruments Business Operator, which conducts investment management business for qualified investors, is deemed to have not taken necessary and appropriate measures for preventing persons other than qualified investors from becoming rights holders, by such means as checking the attributes of rights holders and persons seeking to become rights holders and identifying the patterns of sale, purchase and other transactions of securities by rights holders” as prescribed in Article 123(xiii-2) of the FIB Cabinet Office Ordinance pursuant to Article 40(ii) of the FIEA.To this end, supervisors shall confirm whether the following measures have been implemented for any investment management business for qualified investors:A. That internal rules for the following matters be established.a. In cases where the investment management business operator for qualified investors sells the securities of its own accord: that it verifies in advance the attributes of the customers being solicited, and that it explains to customers that the securities have a restriction on resale.b. In cases where a third party sells the securities: that the business operator verifies in advance the attributes of the customers being solicited, and that it verifies that customers are being told that the securities have a restriction on resale.c. That the business operator continuously verifies the attributes of the rights holders and the implementation of the resale restriction (including follow-up in cases where violations of this have been identified).B. That there is ongoing confirmation that the attributes of solicited customers are being verified in advance and that explanations are being given about how the securities have a restriction on resale, in accordance with the abovementioned internal rules.C. That there is ongoing confirmation of the distribution of actual rights holders, in accordance with the abovementioned internal rules.D. That any violations are being appropriately followed up, in accordance with the abovementioned internal rules.E. That internal audits and so forth are used to examine whether the measures listed in A to D above are being implemented appropriately. |  |  |

適格機関投資家等特例業務等を行う際に講ずるべき措置（Ⅵ－３－１－２（3）③）

Measures to be Taken Specially Permitted Business for Qualified Institutional Investors, etc. or Other Certain Business (VI-3-1-2(3) (iii))

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| **監督指針****Guidelines for Supervision** | **当社対応の概要****Outline of the company response** | **該当する****社内規程****Applicable internal rule** |
| 1. 適格投資家向け投資運用業を行おうとする者が、金融商品取引業者又は金商法の届出を行い適格機関投資家等特例業務若しくは特例投資運用業務を行っている者である場合には、次に掲げる項目についても確認するものとする。

イ．全ての運用財産の総額が、金商法施行令第15条の10の５に規定する金額を超えないこと。ロ．全ての運用財産に係る権利者の中に適格投資家以外の者がいないこと。(iii) In cases where a person intending to conduct investment management business for qualified investors is a Financial Instruments Business Operator or a person who has made notification under the FIEA and is engaged in either business specially permitted for qualified institutional investors, etc. or specially permitted investment management business, supervisors shall also confirm the following matters.A. That the total amount of all investment assets does not exceed the amount prescribed in Article 15-10-5 of the FIB Cabinet Office Ordinance.B. That only qualified investors are among the rights holders for all investment assets. |  |  |