(Form 5)

**Program Information**

**Company Name**

PROGRAM INFORMATION

|  |  |
| --- | --- |
| Type of Information: | Program Information |
| Date of Announcement (DD/MM/YY): |  |
| Issuer Name: |  |
| Name and Title of Representative: |  |
| Address of Head Office: |  |
| Telephone: |  |
| Contact Person: |   |
| Type of Securities:  |  |
| Scheduled Issuance Period: (2) |  |
| Maximum Outstanding Issuance Amount: (3) |  |
| Address of Website for Announcement: |  |
| Status of Submission of Annual Securities Reports or Issuer Filing Information: (4) |  |
| Notes to Investors:  |  |
| 1. TOKYO PRO-BOND Market is a market for specified investors, etc. Bonds listed on the market ("Listed Bonds") may involve high investment risk. Investors should be aware of the listing eligibility and timely disclosure requirements that apply to issuers of Listed Bonds on the TOKYO PRO-BOND Market and associated risks such as the fluctuation of market prices and shall bear responsibility for their investments. Prospective investors should make investment decisions after having carefully considered the contents of this Program Information.
 |
| 1. Where this Program Information contains (a) any false statement on important matters, or (b) lacks information on: (i) important matters that should be announced or (ii) a material fact that is necessary to avoid misleading content, a person who, at the time of announcement of this Program Information, is an officer (meaning an officer stipulated in Article 21, Paragraph 1 of the Financial Instruments and Exchange Act of Japan (the "Act") (meaning a director of the board (*torishimari-yaku*), accounting advisor (*kaikei-sanyo*), company auditor (*kansa-yaku*) or executive officer (*shikkou-yaku*), or a person equivalent to any of these) of the issuer that announced the Program Information shall be liable to compensate persons who acquired the securities for any damage or loss arising from the false statement or lack of information in accordance with the provisions of Article 21, Paragraph 1, Item 1 of the Act applied mutatis mutandis in Article 27-33 of the Act and Article 22 of the Act applied mutatis mutandis in Article 27-34 of the Act. However, this shall not apply to cases where the person who acquired the securities was aware of the existence of the false statement or the lack of information at the time of subscription for acquisition of the securities. Additionally, the officer shall not be required to assume the liability prescribed above, where he/she proves that he/she was not aware of, and was unable to obtain knowledge of, even with reasonable care, the existence of the false statement or the lack of information.
 |
| 1. The regulatory framework for TOKYO PRO-BOND Market is different in fundamental aspects from the regulatory framework applicable to other exchange markets in Japan. Investors should be aware of the rules and regulations of the TOKYO PRO-BOND Market, which are available on the Tokyo Stock Exchange website.
 |
| 1. Tokyo Stock Exchange does not express opinions or issue guarantees, etc. regarding the content of the Program Information (including but not limited to, whether the Program Information contains (a) a false statement or (b) lacks information on: (i) important matters that should be announced or (ii) a material fact that is necessary to avoid misleading content) and shall not be liable for any damage or loss.
 |
| 1. Where this Program Information (excluding Program Information concerning securities enumerated in each item of Article 3 of the Act) comes to include information regarding matters listed in this Form pursuant to Rule 206, Paragraph 2 of the Special Regulations of Securities Listing Regulations Concerning Specified Listed Securities (hereinafter referred to as the "Special Regulations") as information prescribed in Article 2, Paragraph 1, Item 1 of the Cabinet Office Ordinance on Provision and Publication of Information on Securities, etc., the Program Information shall constitute Specified Securities Information stipulated in Article 27-31, Paragraph 1 of the Act.
 |

PART I: SECURITIES INFORMATION (5)

1. TERMS AND CONDITIONS OF PRIMARY OFFERING FOR SUBSCRIPTION TO SPECIFIED INVESTORS

I-1 Corporate Bonds to be Newly Issued

I-2 Underwriting of Corporate Bonds and Entrustment of Bond Administration

I-3 Purpose of Proceeds from Issue of New Securities

**(1) Amount of Proceeds from Issue of New Securities**

**(2) Purpose of Proceeds**

II TERMS AND CONDITIONS OF SECONDARY DISTRIBUTION TO SPECIFIED INVESTORS

II-1 Corporate Bonds for Sale

II-2 Terms and Conditions of Sale

III OTHER MATTERS

PART II: CORPORATE INFORMATION

I. OUTLINE OF COMPANY

I-1 Trends of Key Management Indicators, etc.

I-2 Contents of Business

I-3 Status of Affiliates

II. FINANCIAL CONDITION

Consolidated Financial Statements, etc.

**(1) Consolidated Financial Statements**

(i) **Consolidated Balance Sheet**

(ii) **Consolidated Income Statement and Consolidated Comprehensive Income Statement, or Statement of Consolidated Income and Comprehensive Income**

(iii) **Consolidated Statement of Changes in Shareholders’ Equity**

(iv) **Consolidated Cash Flow Statement**

(v) **Consolidated Ancillary Statement**

**(2) Description of Major Assets and Liabilities**

**(3) Other Matters**

PART III: MATTERS RELATED TO OTHER SECURITIES

PART IV INFORMATION ON GUARANTOR OF THE COMPANY

**(Notes on Preparation of Program Information)**

1. **General Matters**

These matters present general standards for matters to be described and notes on preparation. If there are unavoidable circumstances which result in difficulty to comply with the standards, it is permissible to provide description in accordance with the legal systems, accounting standards (limited to the accounting standards stipulated in Rule 209, Paragraph 5 of the Special Regulations), business practices, etc. of the home country, etc. on an as-needed basis and to the extent that investors are not misled. Matters that are not included in these notes on preparation shall be described in accordance with the notes on preparation for Form 8. When the Program Information is described in Japanese, the Program Information shall be described in accordance with the matters to be described and the notes on preparation.

The matters described in the Program Information in accordance with this form and the matters described in the Specified Securities Information (Supplementary) in accordance with Form 8 will comprise the contents of Specified Securities Information stipulated in Article 27-31, Paragraph 1 of the Act.

1. **Scheduled Issuance Period**

The scheduled issuance period shall be one (1) year.

1. **Maximum Outstanding Issuance Amount**

The maximum outstanding issuance amount regarding the issuance value of securities or total sale value of securities in solicitation for purchase/sale from specified investors, etc. under the Program Information (In cases where the Program is renewed, this includes the issuance value or total sale value of securities regarding the Program Information before renewal.) shall be described. Renewal of a program refers to cases where an issuer who has conducted a program listing submits new Program Information for which the planned issuance period starts on the day immediately following the last day of the planned issuance period stated in the previous Program Information without changing the type of securities to be issued.

1. **Status of Submission of Annual Securities Reports or Issuer Filing Information**

An issuer that has continuously submitted Annual Securities Reports or Issuer Filing Information for one (1) year or more shall state such fact. In such cases, description in Part II of this form may be omitted.

1. **Securities Information**

All or part of the matters to be described may be omitted except for the name of the main financial instruments business operator which will underwrite the securities. In cases where the main financial instruments business operator which concludes a principal underwriting agreement with the issuer is yet to be decided, the name of the main financial instruments business operator which is scheduled to conclude a principal underwriting agreement with the issuer shall be described.

1. **Matters related to Other Securities**

In the case where an issuer submits the Program Information regarding securities enumerated in each item of Article 3 of the Act, descriptions in Part III of this form may be omitted.

1. **Special rules in the case of a Multi-Issuer Program**

In cases where more than one issuer jointly submits Program Information pursuant to the provisions of Rule 206, Paragraph 5 of the Special Regulations, matters to be described in "Issuer Name", "Name and Title of Representative", "Address of Main Office", "Telephone", and "Contact Person" shall include description on each of the multiple issuers. Description in "Maximum Outstanding Issuance Amount" shall be the total of the maximum outstanding issuance amounts of such multiple issuers for the planned issuance period. The consolidated financial statements, etc. of such multiple issuers shall be described at the end of "PART II Corporate Information, II Financial Condition".