

Rules concerning Price Limits on Bids and Offers (as of December 1, 2014)

Tokyo Stock Exchange, Inc.

Rule 1. Purpose

These rules shall prescribe necessary matters concerning price limits on bids and offers pursuant to the provisions of Rule 14, Paragraph 5 of the Business Regulations (hereinafter referred to as the "price limits on bids and offers").

Rule 2. Price Limits of Stocks

1. The price limits on bids and offers for stocks shall, in accordance with the classification of the following base prices, be as specified by such classification:

Base Prices	Price Limits
	Upward/Downward
Less than 100 yen	30 yen
100 yen or more, but less than 200 yen	50 yen
200 yen or more, but less than 500 yen	80 yen
500 yen or more, but less than 700 yen	100 yen
700 yen or more, but less than 1,000 yen	150 yen
1,000 yen or more, but less than 1,500 yen	300 yen
1,500 yen or more, but less than 2,000 yen	400 yen
2,000 yen or more, but less than 3,000 yen	500 yen
3,000 yen or more, but less than 5,000 yen	700 yen
5,000 yen or more, but less than 7,000 yen	1,000 yen
7,000 yen or more, but less than 10,000 yen	1,500 yen
10,000 yen or more, but less than 15,000 yen	3,000 yen
15,000 yen or more, but less than 20,000 yen	4,000 yen
20,000 yen or more, but less than 30,000 yen	5,000 yen
30,000 yen or more, but less than 50,000 yen	7,000 yen
50,000 yen or more, but less than 70,000 yen	10,000 yen
70,000 yen or more, but less than 100,000 yen	15,000 yen
100,000 yen or more, but less than 150,000 yen	30,000 yen
150,000 yen or more, but less than 200,000 yen	40,000 yen
200,000 yen or more, but less than 300,000 yen	50,000 yen
300,000 yen or more, but less than 500,000 yen	70,000 yen
500,000 yen or more, but less than 700,000 yen	100,000 yen
700,000 yen or more, but less than 1,000,000 yen	150,000 yen
1,000,000 yen or more, but less than 1,500,000 yen	300,000 yen
1,500,000 yen or more, but less than 2,000,000 yen	400,000 yen
2,000,000 yen or more, but less than 3,000,000 yen	500,000 yen
3,000,000 yen or more, but less than 5,000,000 yen	700,000 yen
5,000,000 yen or more, but less than 7,000,000 yen	1,000,000 yen
7,000,000 yen or more, but less than 10,000,000 yen	1,500,000 yen
10,000,000 yen or more, but less than 15,000,000 yen	3,000,000 yen
15,000,000 yen or more, but less than 20,000,000 yen	4,000,000 yen
20,000,000 yen or more, but less than 30,000,000 yen	5,000,000 yen

30,000,000 yen or more, but less than 50,000,000 yen	7,000,000 yen
Where the price is more than 50,000,000 yen	10,000,000 yen

2. The provisions in the preceding paragraph shall not apply to issues enumerated in each of the following items:
 - (1) In cases of a newly listed issue out of stocks (excluding issues designated by the Exchange on a case by case basis; hereinafter referred to as the "directly listed issue"), the directly listed issue before its initial contract price after listing (hereinafter referred to as the "initial price") is determined. In this case the term "stocks" shall exclude those listed or continuously traded on the Exchange, any other financial instruments exchange in Japan, a financial instruments exchange in a foreign country, or an organized over-the-counter market;
 - (2) Two types of issues as related to ex-rights as referenced in the following a. and b.
 - a. A shareholder-directed spin-off issue before its initial contract price after ex-rights (hereinafter referred to as the "initial contract price after ex-rights") pertaining to the delivery of said stock of the issue for which a shareholder-directed spin-off to inherit business is carried out (excluding stocks designated by the Exchange on a case by case basis; hereinafter referred to as the "shareholder-directed spin-off issue") is determined
In this case, the term "shareholder-directed spin-off to inherit business" means a spin-off where all or part of the stocks of an inheriting company or a newly established company are issued to the shareholders of the spun-off company at the time of the spin-off.
 - b. An issue for which a gratis allotment of shares is carried out and which is designated by the Exchange on a case by case basis (hereinafter referred to as the "gratis share allotment issue") before the initial contract price after ex-rights is determined.
In this case, if the class of shares owned by shareholders receiving the gratis allotment is the same as the allotted shares, such gratis allotment shall be excluded from the definition of the term "gratis share allotment issue."
 - (3) An issue up until the day on which its initial contract price is determined after designation. In this case, such issue shall be designated by the Exchange on a case by case basis, out of issues designated as Securities to Be Delisted due to falling under the delisting criteria.
3. Notwithstanding the provisions of the previous two paragraphs, the price limits on bids and offers for issues specified by the Exchange as prescribed by Rule 2, Paragraph 1, Item 2 of the Business Regulations before the initial price determination date, shall be the price limits which have an upper limit of the base price of such issue multiplied by 130/100, and a lower limit of the base price of such issue multiplied by 25/100.
4. Notwithstanding the provisions of Paragraph 1 and Paragraph 2, price limits on bids and offers for new stocks shall be the same as the price limits on bids and offers for the old stocks.
5. Notwithstanding the provisions of Paragraph 1 and Paragraph 2, price limits on bids and offers for subscription warrant securities shall be the price range calculated by multiplying the price limit on bids and offers for the old stock by the number of shares delivered by exercise of the subscription warrant, and price limits on bids and offers for new investment

unit subscription warrant securities shall be the price range calculated by multiplying the price limit on bids and offers for the old investment securities by the number of lots delivered via exercise of new investment unit subscriptions.

6. With respect to a price obtained by adding a price limit on bids and offers to the base price in the case of Paragraph 1 and the preceding two paragraphs as well as prices obtained by adding the upper price limit to and the price obtained by deducting the lower price limit from the base price, if a fraction less than a tick size for such prices occurs, said fraction shall be rounded up.

Rule 2-2. Price Limits on Bonds

The price limit on bids and offers for bonds shall be one (1) yen.

Rule 3. Price Limits on Convertible Bonds, etc.

1. The price limits on convertible bonds shall be obtained by multiplying [the price limit on bids and offers for the listed stock subject to the exercise of subscription warrants pertaining to the issuance by the issuer of said convertible bonds] by [the conversion ratio (any fraction less than tick sizes shall be rounded up)]. However, the price limit shall be five (5) yen if the computed price limit is less than five (5) yen.

In this instance, the "conversion ratio" shall be obtained by using the following formula:

An issue price per face value of one hundred (100) yen / an issue price of the stock issued due to the exercise of subscription warrants (hereinafter referred to as a "conversion price").

However, in the following cases, the conversion prices shall be the amount enumerated below.

- (a) In the event that said convertible bond is a convertible bond issued by a foreign corporation (hereinafter referred to as a "foreign convertible bond"):

An amount obtained by translating the conversion price of said foreign convertible bond into yen at a fixed exchange rate pertaining to said foreign convertible bond

- (b) In the event that said convertible bond is subject to discontinuation of the exercise period:

An amount as specified by the Exchange on a case by case basis for the period from a date of changing exercise terms as specified by the provisions of Rule 26 of the Business Regulations (hereinafter referred to as the "date of changing exercise terms") to the day on which the new conversion price to be applied is fixed.

2. The price limits on an exchangeable corporate bond shall be as specified in each of the following items:

- (1) The price limits on an exchangeable corporate bond (excluding foreign exchangeable corporate bonds (meaning those that can be exchanged with a foreign stock, out of exchangeable corporate bonds; the same shall apply hereinafter)) shall be those (a fraction less than tick sizes shall be rounded up) computed by multiplying [the price limits applied in accordance with the classification as specified in the following a. or b.] by [an exchange ratio (meaning a nominal value per face value of one hundred (100) yen divided by an exchange price (where such exchangeable corporate bond is

subject to discontinuation of its exchange claim period, it shall be an amount determined by the Exchange on a case by case basis for the period from a date of changing exchange terms as prescribed by the provisions of Rule 26 of the Business Regulations (hereinafter referred to as the "date of changing exchange terms") to the day on which the new exchange price to be applied is determined))]:

- a. Where the stock to be exchanged is a listed stock:
The price limits on the listed stock to be exchanged
- b. Where the stock to be exchanged is an stock listed on any other financial instruments exchange in Japan:

The price limit obtained by applying the latest final price on such any other financial instruments exchange in Japan to Rule 2, Paragraph 1 (where a quote is displayed as set forth by such any other financial instruments exchange in Japan, it shall be such quote price). However, where the Exchange deems it inappropriate to use such final price, it shall be a price limit obtained by applying a price as specified by the Exchange on a case by case basis to Rule 2, Paragraph 1); and

- (2) The price limits on a foreign exchangeable corporate bond shall be those (a fraction less than tick sizes shall be rounded up) computed by multiplying the price limit which is obtained by applying [the price of a stock to be exchanged of such foreign exchangeable corporate bond that is computed in accordance with Paragraph 1, Item 2 of the following rule] to [Rule 2, Paragraph 1] by an exchange ratio (meaning a nominal value per face value of one hundred (100) yen divided by an exchange price (meaning an amount translated into yen at a fixed exchange rate pertaining to such foreign exchangeable corporate bond. However, where said foreign exchangeable corporate bond is subject to discontinuation of the exchange claim period, it shall be an amount as specified by the Exchange on a case by case basis for the period from the date of changing the exchange terms to the day on which the new exchange price to be applied is fixed)).

Rule 4. Base Price

1. The base prices for the price limits on bids and offers as prescribed in the preceding three rules shall be as specified in each of the following items:

- (1) Domestic stocks (meaning stocks issued by domestic corporations, subscription warrant securities issued by domestic corporations, equity contribution securities, investment trust beneficiary certificates, investment securities, and new investment unit subscription warrant securities; the same shall apply hereinafter) and domestic commodity trust beneficiary certificates:

The base price shall be the final price of said issue (including the final special quote price displayed pursuant to the provisions of Rule 10 of the Rules Concerning Bids and Offers and the final sequential trade quote price displayed pursuant to the provisions of Rule 11 of the same rules; the same shall apply hereinafter) on the preceding day (if it falls on a holiday, it shall be moved up in order; the same shall apply hereinafter). Where there is no contract price on the preceding day (including special quote prices displayed pursuant to the provisions of Rule 10 of the same Rules) or where the Exchange deems it inappropriate to apply such final price, the Exchange shall specify a base price on a case by case basis; provided, however, that base prices on the ex-dividend, etc. date for stocks as prescribed in Rule 25, Paragraph 1 of the Business Regulations (hereinafter referred to as the "ex-dividend

date, etc."), the date on which stock trading starts after the reverse stock split as prescribed in Rule 25-2 of the same Regulations or the date of changing the acquisition value prescribed in Rule 26 of the same Regulations shall be prices computed in accordance with the schedule "Table Concerning Base Price Computation."

(2) Foreign stocks:

a. Foreign stocks listed on multiple markets (meaning foreign stocks listed on multiple markets as prescribed in Rule 13, Paragraph 1, Item 1, Sub-item b (a) of the Enforcement Rules for Business Regulations):

(a) The base price shall be a price (a fraction less than tick sizes shall be rounded; the same shall apply hereinafter in this paragraph) obtained by translating the latest (as of the time when the Exchange deems appropriate after the last trading session of the Exchange) price or quote price of a foreign stock on a main foreign financial instruments exchange (including an organized OTC market) (hereinafter referred to as the "foreign market price") into yen at the middle rate. Where there is no foreign market price, where it is difficult for the Exchange to confirm it, where the Exchange deems it inappropriate to apply a foreign market price, or where the Exchange deems it inappropriate to translate into yen at the middle rate due to major fluctuations, etc. in the foreign exchange market, the Exchange shall specify a base price on a case by case basis; provided, however, that the base prices in the following cases shall be prices computed in accordance with the schedule "Table Concerning Base Price Computation":

i) Where the foreign market price to be used for calculating a base price is a result of trading ex-dividend or ex-rights before the day immediately prior to the ex-dividend date, etc. of said stock;

ii) Where the foreign market price to be used for calculating a base price is not a result of trading ex-dividend or ex-rights on or after the ex-dividend date, etc. of said stock; or

iii) Where the foreign market price to be used for calculating a base price was a result of trading in a new displayed number of shares before the day immediately prior to the date of changing the displayed number of shares of said stock, or where the foreign market price to be used for calculating a base price is not determined by trading in a new displayed number of shares after the day of changing the displayed number of shares of said stock (excluding cases where the displayed number of shares pertaining to said stock is changed in conjunction with a reverse stock split, a stock split, or dividend payment pertaining to the rights displayed on said stock); or

(b) Notwithstanding the preceding (a), if the Exchange does not deem it appropriate to use the price obtained by translating the foreign market price into yen at the middle rate from the viewpoint of trading status, etc. of said stock in the Exchange market, the provisions of the preceding item shall apply. In this case, the term "or where the Exchange deems it inappropriate to apply such final price" shall be read as ", where a base price on the date of changing the displayed number of shares, or where the Exchange does not deem it appropriate to apply such final price"; and

b. Stocks other than those in the preceding Sub-item a.:

The provisions of the preceding item shall apply mutatis mutandis. In this case the

term "or where the Exchange deems it inappropriate to apply such final price" shall be read as ", where a base price on the date of changing the displayed number of shares, or where the Exchange does not deem it appropriate to apply such final price"; and

(3) Bonds:

The base price shall be a statistical value for the reference of transactions published by the Japan Securities Dealers Association; provided, however, that the Exchange shall specify the base price on a case by case basis where the same association does not publish such trading reference statistical values or where the Exchange deems it inappropriate to apply such trading reference statistical values;

(4) Convertible bonds:

a. Convertible bonds issued by domestic corporations

The main clause of Paragraph 1 shall apply. However, the Exchange specifies on a case-by-case basis the base price on the day when the exercise condition changes prescribed by the provisions of Rule 26 of the Business Regulations as well as the base price on the date when trades are made ex-rights pertaining to redemption rights prescribed by the provisions of Rule 26-2 of the same regulations.

b. Foreign convertible bonds:

A price (a fraction less than tick sizes shall be rounded up) obtained by multiplying [the theoretical price of said foreign convertible bond ($100 \times$ the base price of the listed stock subject to the exercise of subscription warrants pertaining to the issuance by the issuer of said foreign convertible bond / an amount obtained by translating the conversion price of said foreign convertible bond into yen at a fixed exchange rate pertaining to said foreign convertible bond) by [a numerical value obtained by adding one (1) to the deviation ratio on the day on which the latest final price of said foreign convertible bond exists]. However, where the Exchange deems it inappropriate to use such price, the base price shall be as specified by the Exchange on a case by case basis;

(5) Exchangeable corporate bonds:

The base price shall be, in accordance with the classification enumerated in the following a. or b., as specified in such a. or b.; provided, however, that the base price on the date of changing exchange terms as prescribed in Rule 26 of the Business Regulations and the base price on the date on which transactions are carried out with ex-rights pertaining to the right to claim for redemption before maturity as prescribed in Rule 26-2 of the same regulations shall be specified by the Exchange on a case by case basis:

a. An exchangeable corporate bond which is exchangeable with a domestic stock:

The provisions of the main clause in Item 1 shall apply; or

b. An exchangeable corporate bond which is exchangeable with a foreign stock:

The Exchange shall specify the base price on a case by case basis, considering the price obtained by translating the foreign market price of the stock exchangeable with said bond into yen at the middle rate.

2. Notwithstanding the provisions of Item 1 and Item 2, Sub-item b of the preceding paragraph, the base price for price limits on bids and offers on the day of determining the

initial price of a directly listed issue and the day of determining the initial contract price after ex-rights of a shareholder-directed spin-off issue and a gratis share allotment issue shall be as prescribed in each of the following items:

- (1) The base price of a directly listed issue shall be the initial price; and
 - (2) The base price of a shareholder-directed spin-off issue and a gratis share allotment issue shall be the initial contract price after ex-rights.
3. Notwithstanding the provisions of the preceding two paragraphs, the base price of the price limits on bids and offers on the initial listing date of an issue specified by the Exchange as prescribed by Rule 2, Paragraph 1, Item 2 of the Business Regulations shall be the issuing price or offering price of such issue. After the initial listing date, the base price of the price limits on bids and offers on or before the initial price determination date shall be the final special quote price which is displayed on the previous day for the issue pursuant to the provisions of Rule 10 of the Rules Concerning Bids and Offers. (Such base price shall be the base price of such issue on the previous day if there is no final special quote price on the previous day.)
4. Notwithstanding the provisions of Items 4 and 5 of Paragraph 1, the Exchange shall, on a case by case basis, specify the base price of price limits on the listing day of an issue other than issues which are listed on any other financial instruments exchange in Japan immediately prior to said listing day, out of convertible bonds or exchangeable corporate bonds which are newly listed issues (excluding bonds designated by the Exchange on a case by case basis) .

Rule 5. Changing Price Limits

Notwithstanding the provisions of Rule 2, Rule 2-2, and Rule 3, where the Exchange deems that the state of trading is, or is likely to be, unusual, the Exchange may change price limits on all or part of the issues.

Schedule: Table Concerning Base Price Computation

1. Domestic stocks (related to Rule 4, Paragraph 1, Item 1)

(1) Ex-dividend

- a. In cases of dividend in money;
Base price = the final price cum dividend – the amount of dividend.
- b. In cases other than cases in the preceding a.;
The Exchange shall specify the base price on a case by case basis.

(2) Ex-rights (Ex-new)

- a. In cases of stock splits
 - (a) Where ex-new and ex-dividend take place at the same time;
Base price = (the final price cum rights – the amount of dividend) × the split ratio
 - (b) Where ex-new and ex-dividend take place at different times;
Base price = the final price cum rights × the split ratio
- b. In cases of a gratis allotment of shares (limited to cases where the class of allotted shares is the same as shares pertaining to such stock)
 - (a) Where ex-new and ex-dividend take place at the same time
Base price = (the final price cum rights – the amount of dividend) / 1 + the new share allotment ratio
 - (b) Where ex-new and ex-dividend take place at separate times
Base price = the final price cum rights / (1 + the new share allotment ratio)
- c. In cases of a paid-in capital increase (including a paid-in capital increase combined with capitalization of statutory reserves)
 - (a) Where ex-new and ex-dividend take place at the same time
Base price = (the final price cum rights – the amount of dividend + the amount paid in for new shares) / (1 + the new share allotment ratio)
 - (b) Where ex-new and ex-dividend take place at separate times
Base price = (the final price cum rights + the amount paid in for new shares) / (1 + the new share allotment ratio)
- d. In other cases
The Exchange shall specify the base price on a case by case basis.

(3) Reverse stock split

- a. Where the date on which stock trading after a reverse stock split falls on the ex-rights date:
Base price = (the final price before the reverse stock split – the amount of dividend) / reverse split ratio
- b. Where the date on which stock trading after a reverse stock split does not fall on the ex-rights date:
Base price = the final price before the reverse stock split – the amount of dividend

(4) Ex-rights (meaning a gratis allotment of subscription warrants (limited to case where the allotted subscription warrant securities are listed)

The provisions of the preceding Item (2) c. shall apply mutatis mutandis. In

this case, the term "ex-new" in said c. shall be deemed to be replaced with "ex-rights", the term "amount paid for new shares" with "amount to be paid in at the time of exercising a subscription warrant", and "new share allotment ratio" with "the number of shares delivered due to the exercise of such subscription warrants allotted per share," respectively.

(5) Changing the acquisition value

The Exchange shall specify the base price on a case by case basis.

2. Foreign stocks (related to Rule 4, Paragraph 1, Item 2, Sub-item a.)

(1) In cases enumerated in Item 2, Sub-item a. (a) (i)

a. Ex-dividend

(a) In cases of dividend in money

The base price = the foreign market price + an amount of dividend

(b) In cases other than cases in the preceding (a)

The Exchange shall specify the base price on a case by case basis.

b. Ex-rights (Ex-new)

(a) In cases of a stock split

i) Where ex-new and ex-dividend take place at the same time

ii) Where ex-new and ex-dividend take place at separate time

(b) In cases of paid-in capital increase (including a paid-in capital increase combined with capitalization of statutory reserves)

i) Where ex-new and ex-dividend take place at the same time

The base price = the foreign market price \times (1 + the new share allotment ratio) + an amount of dividend – an amount paid in for new shares

ii) Where ex-new and ex-dividend take place at separate times

The base price = the foreign market price \times (1 + the new share allotment ratio) – an amount paid in for new shares

(c) In other cases

The Exchange shall specify the base price on a case by case basis.

(2) In cases referenced in Item 2, Sub-item a. (a) (ii)

The formula for domestic stocks in Paragraph 1 shall apply mutatis mutandis.

(3) In cases referenced in Item 2, Sub-item a. (a) (iii)

The Exchange shall specify the base price on a case by case basis.

3. Equity contribution securities, preferred equity contribution securities, investment trust beneficiary certificates, investment securities, and domestic commodity trust beneficiary certificates:

The provisions of Paragraph 1 shall apply mutatis mutandis to these securities.

4. Foreign investment trust beneficiary certificates, foreign investment securities, foreign securities trust beneficiary certificates, and beneficiary certificates of a foreign beneficiary certificate issuing trust:

The provisions of Paragraph 2 shall apply mutatis mutandis to these securities.

- (Note 1) Where a fraction less than tick sizes occurs to the computed base price, it shall be rounded, etc.
- (Note 2) The final price cum dividend and the final price cum rights shall mean the final price of such issue on the day immediately prior to the ex-dividend date and the ex-rights date; provided, however, that the provisions of Paragraph 2, Item (2) apply mutatis mutandis, it shall be the foreign market price on that day to be applied.
- (Note 3) The final price before a reverse stock split means the final price of the said stock on the day before the date on which stock trading starts after the reverse stock split.
- (Note 4) The amount of dividend shall be as follows:
 - (1) Where an amount of dividend for the current term has not yet been determined:
It shall be an amount of dividend for the preceding term; provided, however, that, where a change in the amount of dividend is anticipated, it shall be an amount of dividend for the current term that is confirmed by making reference to the issuer of such stock (or is confirmed by notification from the issuer of such stock if amounts of dividends have been accumulated).
 - (2) Where an amount of dividend for the current term has been determined:
It shall be the amount of dividend for the current term.
- (Note 5) The amount paid-in for new shares is an amount paid-in per old share.
- (Note 6) The amount paid-in at the time of the exercise of subscription warrants shall be an amount paid-in per share to be delivered due to the exercise of a subscription warrant multiplied by the number of shares to be delivered due to the exercise of a subscription warrant.
- (Note 7) A foreign market price and an amount of dividend pertaining to a foreign stock shall be translated into yen at the middle rate; provided, however, where the Exchange deems it inappropriate to translate the price or amount into yen at the middle rate due to major fluctuations, etc. in the foreign exchange market, the Exchange shall specify the amount on a case by case basis.