

Revisions to Rules and Regulations: Tracked Changes

Revisions to Securities Listing Regulations and Other Rules Regarding Minority Shareholder Protection

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Securities Listing Regulations

(as of ~~April 1~~ July 10, 2026)

Rule 402. Disclosure of Corporate Information

Where a listed company falls under any of the following items (excluding those which the Exchange deems as matters whose impact on investors' investment decisions is of minor significance, such as cases which fall under the criteria specified by the Enforcement Rules), the listed company must disclose details immediately pursuant to the provisions of the Enforcement Rules:

- (1) Where a body which decides a listed company's business execution has decided to carry out any of the matters referred to in the following a. through at. (including cases where it has decided not to carry out matters pertaining to said decision):
 - a. An offering of shares issued by a stock company or treasury shares to be disposed of by the stock company prescribed in Article 199, Paragraph 1 of the Companies Act to entities that will subscribe for such shares (including an offering provided by foreign laws and regulations corresponding thereto (limited to cases where the company is a listed foreign company; the same shall apply hereinafter) in cases of an offering of treasury shares to be disposed of to entities who will subscribe for such shares), an offering of entities who will subscribe for offered subscription warrants prescribed in Article 238, Paragraph 1 of the same Act (including an offering of entities who will subscribe for own subscription warrants to be disposed), or a secondary distribution of shares or subscription warrants;
 - b. Shelf-registration (including its withdrawal) pertaining to offering or secondary distribution prescribed in the preceding a. or commencement of a demand survey for such offering or secondary distribution pertaining to such shelf-registration;
 - c. Decrease in amount of capital;
 - d. Decrease in amount of capital reserve or profit reserve;
 - e. Acquisition of own shares pursuant to the provisions of Article 156, Paragraph 1 of the Companies Act (including cases where the provisions apply by replacing terms pursuant to the provisions of Rule 163 and Rule 165, Paragraph 3 of the same Act) or the provisions of foreign laws and regulations corresponding thereto;
 - f. A gratis allotment of shares or gratis allotment of subscription warrants;
 - f-2. Shelf registration pertaining to gratis allotment of subscription warrants in the preceding f. (including cancellation of such registration), or commencement of surveys on demand or expected exercise of rights for the gratis allotment of subscription warrants pertaining to such registration
 - g. Share split or share consolidation;
 - h. Dividend from surplus;
 - i. Share exchange;
 - j. Share transfer;

- j-2 Share delivery;
- k. Merger;
- l. Company split;
- m. Transfer or acquisition of all or part of the business;
- n. Dissolution (excluding dissolutions by merger);
- o. Commercialization of a new product or new technology;
- p. Business alliance or dissolution of business alliance;
- q. Transfer or acquisition of shares or equity interest accompanied by change in a subsidiary, etc. (meaning a subsidiary prescribed in Article 166, Paragraph 5 of the Act, and in cases of a listed foreign company (limited to an entity deemed necessary by the Exchange), its subsidiary, affiliated company or other entities deemed necessary by the Exchange; the same shall apply hereinafter) or other matters accompanied by change in a subsidiary, etc.;
- r. Transfer or acquisition of fixed assets (meaning fixed assets referred to in Article 2, Item (22) of the Corporation Tax Act (Act No. 34 of 1965); the same shall apply hereinafter);
- s. Lease of fixed assets;
- t. Suspension or abolition of all or part of the business;
- u. Application for delisting or withdrawal of registration of a stock, etc. to a domestic financial instruments exchange or a foreign financial instruments exchange, etc.;
- v. Petition for commencement of bankruptcy proceedings, rehabilitation proceedings, or reorganization proceedings;
- w. Commencement of a new business (including commercialization of sales of new products or provision of new services; the same shall apply hereinafter);
- x. A takeover bid prescribed in Article 27-2, Paragraph 1 of the Act with respect to a stock, etc. prescribed in the same paragraph (limited to cases where the provisions of the main clause in the same paragraph apply) or a takeover bid prescribed in Article 27-22-2, Paragraph 1 of the Act with respect to a listed stock, etc. prescribed in Article 24-6, Paragraph 1 of the Act;
- y. Request for a bid or any other onerous acquisition to compete with a takeover bid prescribed in the first sentence of the preceding x. pertaining to a stock, etc. prescribed in Article 27-2, Paragraph 1 of the Act whose issuer is such listed company or an act to collect a stock, etc. as prescribed in Article 31 of the Enforcement Order pertaining to such stock, etc. (hereinafter referred to as a "takeover bid, etc." in this y.) or an announcement of an opinion or a representation to shareholders concerning a takeover bid, etc.;
- z. Deleted.
- aa. Change in representative directors or representative executive officers;
- ab. Rationalization such as personnel reduction;
- ac. Change in trade name or corporate name;
- ad. Change in the number of shares constituting one unit or abolition or introduction of the provisions for the

- number of shares constituting one unit;
- ae. Change in the end date of the business year;
 - af. Petition pursuant to the provisions of Article 74, Paragraph 5 of the Deposit Insurance Act (Act No. 34 of 1971);
 - ag. ~~Petition for mediation in accordance with specified mediation procedures on the basis of the Act on Specified Mediation for Promoting Adjustment of Specified Liabilities, etc. (Act No. 158 of 1999) Deleted;~~
 - ah. Early redemption of all or part of a listed bond, listed convertible bond or listed exchangeable corporate bond or convocation of a bondholders meeting and any other important matters relating to rights concerning a listed bond, listed convertible bond or a listed exchangeable corporate bond;
 - ai. Matters accompanied by an increase in the total number of units of ordinary equity contributions;
 - aj. Change in certified public accountants, etc. who prepare audit certification, etc. of financial statements, etc. or interim financial statements, etc. contained in annual securities reports or semiannual securities reports;
 - ak. Putting notes on matters relating to the going concern assumption in financial statements, etc., interim financial statements, etc. or quarterly financial statements, etc. prescribed in Rule 404, Paragraph 2;
 - ak-2. Submission of application for approval prescribed in Article 15-2, Paragraph 1, Article 15-2-2, Paragraph 1, Article 17-4, Paragraph 1, or Article 18-2, Paragraph 1 of the Cabinet Office Order on Disclosure pursuant to the provisions of such paragraphs (excluding submission by a listed foreign company (limited to cases where its stocks, etc. are listed on multiple markets) pursuant to laws and regulations or practices in its home country);
 - al. That shareholder services will not be entrusted to a shareholder services agent approved by the Exchange;
 - am. Submission of internal control reports containing content to the effect that there is a material deficiency in the internal control system that should be disclosed or that the evaluation result of the internal control system cannot be stated;
 - an. Amendment to the articles of incorporation;
 - ao. Change in contents and other schemes of a listed share without voting rights, a listed share with voting rights (limited to such stock issued by a company which issues multiple classes of shares with voting rights), or a listed preferred stock, etc. (excluding a stock whose dividends are linked to a subsidiary); or
 - ap. Acquisition of all shares of a classified share with a whole acquisition clause (meaning classified stock with a whole acquisition clause prescribed in Article 171, Paragraph 1 of the Companies Act; the same shall apply hereinafter);
 - aq. Approval or disapproval of demand for share, etc. cash-out (meaning demand for share, etc. cash-out prescribed in Article 179-3, Paragraph 1 of the Companies Act; the same shall apply hereinafter);
 - ar. Conclusion of a monetary loan agreement with financial covenants (excluding agreements concluded with a consolidated subsidiary; the same shall apply hereinafter in this rule. Including cases where

financial covenants are newly added to a monetary loan agreement that has already been concluded) or issuance of a corporate bond with financial covenants (excluding corporate bonds issued to a consolidated subsidiary; the same shall apply hereinafter in this rule. Including cases where financial covenants are newly added to a corporate bond that has already been issued);

as. Change of a settlement deadline for a monetary loan agreement with financial covenants, change of a redemption date for a corporate bond with financial covenants, or change to the details of such financial covenants; or

at. In addition to the matters referred to in a. through the preceding as., important matters related to operation, business or assets of such listed company or such listed stock, etc. which have a significant impact on investors' investment decisions.

(2) Where any of the facts referred to in the following a. through x. occurs:

a. Damage arising from a disaster or damage which occurs in the course of business execution;

b. Change in major shareholders (meaning major shareholders as prescribed in Article 163, Paragraph 1 of the Act; the same shall apply hereinafter) or the largest shareholder (meaning, out of the major shareholders, the shareholder with the largest number of shares (including the shares held in the name of another entity (including a hypothetical entity) but excluding the entities specified by the Cabinet Office Order on Regulations of Securities Transactions, etc. (Cabinet Office Order No.59 of 2007; hereinafter referred to as the "Cabinet Office Order on Transactions Regulations") in consideration of the mode of the possession of shares as prescribed in the same paragraph and other circumstances; the same shall apply hereinafter));

c. A fact which causes the delisting of a specified security (meaning a specified security prescribed in Article 163, Paragraph 1 of the Act; the same shall apply in this c.) or options pertaining to a specified security;

d. Filing of a lawsuit pertaining to property rights, issuance of a judgment on such a lawsuit by a court, or completion of such a lawsuit in whole or part without a judicial decision;

e. Filing of a petition for a provisional disposition order that seeks suspension of a business or any other disciplinary actions equivalent thereto, a court hearing for such a petition, or completion of procedures in whole or part pertaining to such a petition without a judicial decision;

f. Cancellation of a license, suspension of a business or any other disciplinary action equivalent thereto imposed by an administrative agency on the basis of laws and regulations, or an accusation pertaining to violation of laws and regulations by an administrative agency;

g. Change in controlling shareholders or other ~~related~~associated companies;

h. Petition for commencement of bankruptcy proceedings, rehabilitation proceedings, or reorganization proceedings, or execution of enterprise mortgage by an entity other than such listed company such as a creditor (hereinafter referred to as "petition for commencement of bankruptcy proceedings, etc.");

i. Dishonor of a bill or a check (limited to where the reason is a shortage of funds to be paid) or suspension of trading by a clearing house (hereinafter referred to as "dishonor, etc.");

- j. Petition for commencement of bankruptcy proceedings pertaining to a parent company, etc.;
- k. As a result of a dishonor, etc., a petition for commencement of bankruptcy procedures, etc., or a fact equivalent to these having occurred with respect to a debtor or a main debtor with guarantee obligations, there is a possibility of default on accounts receivable, loans, or other receivables from said debtor or on the right to obtain reimbursement against such main debtor on exercising such guarantee obligations;
- l. Suspension of trade with a main business partner (meaning a business partner with more than 10% of the total sales or of the total purchase amount in the previous business year; the same shall apply hereinafter) or suspension of trade with two or more business partners for the same reason or in the same period;
- m. Exemption of obligations or extension of a repayment deadline (limited to an extension that the Exchange deems equivalent to exemption of obligations) by a creditor, or assumption or fulfillment of obligations by a third party;

[m-2. Where a resolution to adjust debt obligations concerning financial claims has been adopted by the unanimous consent of all voting right-holders at the relevant creditors' meeting on the basis of the Act on Financial Debt Adjustment Procedures for Enterprises to Facilitate Business Recovery \(Act No. 67 of 2025\), or such a resolution has been adopted upon approval by the court on the basis of Article 27, Paragraph 1 of the Act;](#)

- n. Discovery of resources;
- n-2. Where a special controlling shareholder (meaning a special controlling shareholder prescribed in Article 179, Paragraph 1 of the Companies Act; the same shall apply hereinafter) (where this is a corporation, the body that decides its business execution) has decided to make a demand for share, etc. cash-out pertaining to said listed company, or has decided not to make a demand for share, etc. cash-out pertaining to said decision (limited to cases where such decision was made public as prescribed in Article 166, Paragraph 4 of the Act)
- o. Claim for suspension of issue of a share or a subscription warrant or disposition of treasury shares by shareholders;
- p. Demand for convocation of a general shareholders meeting by shareholders;
- q. Market value (an amount of value calculated on the basis of the closing prices of a financial instruments exchange on the relevant day; where no such closing prices are available, the most recent available closing prices of a financial instruments exchange) of all or part of the securities held (limited to securities listed on a domestic financial instruments exchange other than a share of a subsidiary, etc. of such listed company) falls below book values as of the end of a business year, an interim accounting period or a quarterly accounting period (excluding the second quarter accounting period). Limited to where such listed company adopts cost method as an evaluation method of securities;
- r. Acceleration of obligations pertaining to a corporate bond;
- r-2. A failure to meet a condition specified in the financial covenants of a monetary loan agreement;
- s. Convocation of a meeting of bondholders for a listed bond, listed convertible bond or listed exchangeable

- corporate bond and other important facts pertaining to rights of a listed bond, listed convertible bond or listed exchangeable corporate bond;
- t. Change to certified public accountants, etc. who carry out audit certification, etc. of financial statements, etc. or interim financial statements, etc. contained in annual securities reports or semiannual securities reports (excluding cases where the body of a listed company which decides its business execution has decided to change certified public accountants, etc. (including cases where it has decided not to carry out matters pertaining to said decision) and details have been disclosed pursuant to the provisions of the preceding item);
 - u. An annual securities report or a semiannual securities report that has an attached audit report, interim audit report or interim review report specified in Article 3, Paragraph 1 in the Cabinet Office Order on Audit Certification prepared by two or more certified public accountants or an audit firm (including audit reports, interim audit reports or interim review reports with certification equivalent to audit certification prepared by an entity equivalent to certified public accountants or an audit firm) is not expected to be submitted to the Prime Minister, etc. within the period specified in Article 24, Paragraph 1 of the Act or Article 24-5, Paragraph 1 of the Act (excluding cases where disclosure is conducted for the matter referred to in ak-2. of the preceding item pursuant to the provision of the same item) or has not been submitted within such period (excluding cases where the company has disclosed that such report is not expected to be submitted within such period), or was submitted after such disclosure had been made;
 - u-2. Obtaining, or failure to obtain, approval prescribed in Article 15-2, Paragraph 3, Article 15-2-2, Paragraph 4, Article 17-4, Paragraph 4, or Article 18-2, Paragraph 4;
 - v. That an audit report attached to financial statements, etc., an interim audit report or interim review report attached to interim financial statements, etc., or an interim review report attached to quarterly financial statements, etc. prescribed in Rule 404, Paragraph 2 has come to contain a statement of "qualified opinion with exceptions" or "qualified conclusion with exceptions" stated by certified public accountants, etc. with issues concerning the going concern assumption as the exceptions, or an "adverse opinion", an "opinion that the interim financial statements, etc. do not present useful information", "adverse conclusion", "disclaimer of opinion" or "disclaimer of conclusion" stated by certified public accountants, etc.;
 - v-2. An internal control audit report regarding an internal control report has come to contain an "adverse opinion" or a "disclaimer of opinion";
 - w. A notice of canceling a shareholder services agent agreement is received, an issuer is unlikely to entrust shareholder services to a shareholder services agent approved by the Exchange, or an issuer has decided that it will not entrust shareholder services to a shareholder services agent approved by the Exchange; or
 - x. Other than the facts referred to in a. through the preceding w., facts relating to operation, administration or assets of a listed company, or important matters related to a listed stock, etc. that have a significant impact on investors' investment decisions.

Rule 403. Disclosure of Information of Subsidiaries, etc.

A listed company shall disclose details immediately pursuant to the provisions of the Enforcement Rules, where its subsidiary, etc. falls under any of the following items (excluding those which the Exchange deems as matters whose effect on investors' investment decisions is of minor significance, such as facts which fall under the criteria specified by the Enforcement Rules with regard to the matters referred to in Item (1) and facts referred to in Item (2), and those that meet criteria prescribed by the Cabinet Office Order on Transactions Regulations as matters which have an effect of minor significance on investors' investment decisions with regard to the matters referred to in Article 166, Paragraph 2, Item (5) of the Act as prescribed in Item (3), a., and the facts referred to in Article 166, Paragraph 2, Item (6) as prescribed in Item (3), b.):

- (1) Where a body which decides business execution of a subsidiary, etc. of a listed company has decided to carry out any of the matters referred to in the following a. through u. with respect to such subsidiary, etc. (including where it has decided not to carry out matters pertaining to such decision):
 - a. Share exchange;
 - b. Share transfer;
 - b-2. Share delivery;
 - c. Merger;
 - d. Company split;
 - e. Transfer or acquisition of all or part of the business;
 - f. Dissolution (excluding dissolutions by merger);
 - g. Commercialization of a new product or new technology;
 - h. Business alliance or dissolution of business alliance;
 - i. Transfer or acquisition of shares or equity interest accompanied by change in a sub-subsidiary (meaning a sub-subsidiary prescribed in Article 29, Item (2) of the Enforcement Order, and meaning a subsidiary, etc. of the subsidiary, etc. of a listed foreign company (limited to an entity deemed necessary by the Exchange); the same shall apply hereinafter.), or matters accompanied by change in a sub-subsidiary;
 - j. Transfer or acquisition of fixed assets;
 - k. Lease of fixed assets;
 - l. Suspension or abolition of all or part of the business;
 - m. Petition for commencement of bankruptcy proceedings, rehabilitation proceedings, or reorganization proceedings;
 - n. Commencement of a new business;
 - o. A takeover bid prescribed in Article 27-2, Paragraph 1 of the Act with respect to a stock, etc. as prescribed in the same paragraph (limited to cases where the provisions of the main clause in the same paragraph apply) or a takeover bid prescribed in Article 27-22-2, Paragraph 1 of the Act with respect to a stock, etc. as prescribed in Article 24-6, Paragraph 1 of the Act;

- p. Change in trade name or corporate name;
 - q. Petition pursuant to the provisions of Article 74, Paragraph 5 of the Deposit Insurance Act;
 - r. ~~Petition for mediation in accordance with specified mediation procedures on the basis of the Act on Specified Mediation for Promoting Adjustment of Specified Liabilities, etc. Deleted;~~
 - s. Conclusion of a monetary loan agreement with financial covenants (excluding agreements concluded with said listed company or another consolidated subsidiary; the same shall apply hereinafter in this rule. Including cases where financial covenants are newly added to a monetary loan agreement that has already been concluded) or issuance of a corporate bond with financial covenants (excluding corporate bonds issued to said listed company or another consolidated subsidiary; the same shall apply hereinafter in this rule. Including cases where financial covenants are newly added to a corporate bond that has already been issued);
 - t. Change of a settlement deadline for a monetary loan agreement with financial covenants, change of a redemption date for a corporate bond with financial covenants, or change to the details of such financial covenants; or
 - u. Other than the matters referred to in a. through the preceding t., important matters related to operation, administration or assets of a subsidiary of such listed company which have a significant impact on investors' investment decisions.
- (2) Where any of the facts referred to in the following a. through n. has occurred to a subsidiary, etc. of a listed company:
- a. Damage arising from a disaster or damage which occurs in the course of business execution;
 - b. Filing of a lawsuit pertaining to property rights, issuance of a judgment on such a lawsuit by a court, or completion of such a lawsuit in whole or part without a judicial decision;
 - c. Filing of a petition for a provisional order that seeks suspension of a business or any other disciplinary actions equivalent thereto, a court hearing for such a petition, or completion of procedures in whole or part pertaining to such a petition without a judicial decision;
 - d. Cancellation of a license, suspension of a business or any other disciplinary action equivalent thereto imposed by an administrative agency on the basis of laws and regulations, or an accusation pertaining to violation of laws and regulations by an administrative agency;
 - e. Petition for commencement of bankruptcy proceedings, etc. by an entity other than such subsidiary, etc. such as a creditor;
 - f. Dishonor, etc.;
 - g. Petition for commencement of bankruptcy proceedings, etc. pertaining to a sub-subsidiary;
 - h. As a result of a dishonor, etc., a petition for commencement of bankruptcy procedures, etc., or a fact equivalent to these having occurred with respect to a debtor or a main debtor with guarantee obligations, there is a possibility of default on accounts receivable, loans, or other receivables from said debtor or on the right to obtain reimbursement against such main debtor on exercising such guarantee obligations;

- i. Suspension of trade with a main business partner or suspension of trade with two or more business partners for the same reason or in the same period;
 - j. Exemption of obligations or extension of a repayment deadline (limited to an extension that the Exchange deems equivalent to exemption of obligations) by a creditor, or assumption or fulfillment of obligations by a third party;
- j-2. Where a resolution to adjust debt obligations concerning financial claims has been adopted by the unanimous consent of all voting rights-holders at the relevant creditors' meeting on the basis of the Act on Financial Debt Adjustment Procedures for Enterprises to Facilitate Business Recovery, or such a resolution has been adopted upon approval by the court on the basis of Article 27, Paragraph 1 of the Act;
- k. Discovery of resources;
 - l. Acceleration of obligations pertaining to a corporate bond;
 - m. A failure to meet a condition specified in the financial covenants of a monetary loan agreement; or
 - n. Other than the facts referred to in a. through the preceding m., important facts relating to operation, administration or assets of such subsidiary which have a significant impact on investors' investment decisions; or
- (3) Where a listed company owns a linked subsidiary (meaning a linked subsidiary as prescribed in Article 49, Item (11) of Cabinet Office Order on Transactions Regulations; the same shall apply in this item and in Rule 405, Paragraph 3), in addition to the preceding two items, in cases of such linked subsidiary falling under the following a. or b.:
- a. Where a body which decides the business execution of a linked subsidiary has decided to carry out any of the matters referred to in Article 166, Paragraph 2, Item (5), (i) through (viii) of the Act with respect to such linked subsidiary (including cases where it has decided not to carry out matters pertaining to such decision); or
 - b. Where a fact referred to in Article 166, Paragraph 2, Item (6), (i) or (ii) of the Act has occurred to a linked subsidiary.

Rule 411-2. Disclosure of Minority Shareholder Approval Rates, etc.

1. A listed company that has a shareholder specified in the Enforcement Rules as holding 40% or more of the voting rights shall disclose matters referred to in each of the following items without delay after a proposal for director appointment (limited to those proposed by the company) is adopted at a general shareholders' meeting:

(1) The number of votes for and against and the number of abstentions by minority shareholders (meaning minority shareholders specified in the Enforcement Rules; the same shall apply hereinafter in this rule) as well as the percentage of voting rights represented by votes in favor for each proposal for director appointment;

(2) An outline of shareholders specified in the Enforcement Rules as those holding 40% or more of the

voting rights (including shareholders whose voting rights are aggregated pursuant to the Enforcement Rules); and

(3) Measures planned to be taken by the board of directors to understand the reasons for minority shareholder opposition (limited to cases where there is a proposal for director appointment for which the percentage of voting rights represented by votes in favor as prescribed in Item (1) does not exceed 50%).

2. A listed company that has disclosed matters referred to in Item (3) of the preceding paragraph shall disclose matters referred to in each of the following items within six months from the day after the general shareholders meeting at which the proposal for director appointment referred to in the preceding paragraph was adopted:

(1) The status of measures disclosed pursuant to Item (3) of the preceding paragraph;

(2) A summary of reasons for opposition received from minority shareholders; and

(3) The necessity of additional measures and the content of such measures.

Rule 411-23. Implementation of Timely and Appropriate Disclosure of Corporate Information

The provisions of this section state the minimum requirements, methods, etc. that a listed company should observe with respect to timely disclosure of corporate information, etc., and a listed company shall not use the provisions of the same section as an excuse for failures to disclose corporate information in a more timely and appropriate manner.

Rule 413. Explanation of Corporate Information to the Exchange

Where a listed company carries out disclosure of corporate information pursuant to the provisions of Rules 402 through 411-23, it shall make prior explanation of the details pertaining to such disclosure to the Exchange.

Rule 413-2. Handling of Corporate Information on Listed Company's own Website, etc. before Disclosure

When a listed company intends to make corporate information, which requires to be disclosed pursuant to the provisions of Rule 402 to Rule 411-23, available for public inspection by use of the Internet, it shall make such action after such corporate information is disclosed as specified by the following rule; provided, however, that this shall not be applied to cases where the listed company takes measures to restrict public inspection on such corporate information, which include access control functions (meaning those prescribed in Article 2, Paragraph 3 of Act on Prohibition of Unauthorized Computer Access (Act No. 128 of 1999)).

Rule 414. Method of Disclosure of Corporate Information

1. Disclosure of corporate information on the basis of the provisions of Rules 402 through 411-23 shall be carried out using TDnet (meaning the timely disclosure information dissemination system of the Exchange).
2. In cases of the preceding paragraph, a listed company shall transmit materials pertaining to such disclosure

to the Exchange through TDnet.

3. Notwithstanding the provisions of the preceding paragraph, a listed company may submit "Written Notice Concerning Public Announcement of Corporate Information" predetermined by the Exchange and materials pertaining to such disclosure (hereinafter referred to as "Written Public Notice, etc.") to the Exchange instead of transmitting disclosure materials through TDnet as prescribed by the same paragraph. In this case, where such listed company is an issuer of a security listed on any other domestic financial instruments exchange (limited to a financial instruments exchange equipped with TDnet) and where the issuer submits written documents deemed appropriate by the Exchange to such financial instruments exchange, the issuer shall be deemed to have submitted the Written Public Notice, etc. to the Exchange.
4. A listed company may transmit the Written Public Notice, etc. by facsimile instead of submitting the Written Public Notice, etc. as prescribed in the first sentence of the preceding paragraph, where the Exchange deems this appropriate.
5. Notwithstanding the provisions of each of the preceding paragraphs, where any failure occurs to the operation of TDnet or where the Exchange deems necessary, disclosure of corporate information on the basis of the provisions of Rules 402 through 411-~~23~~ shall be carried out by a method prescribed by the Exchange from time to time.
6. The Exchange may make materials transmitted or submitted by a listed company pursuant to the provisions of Paragraph 2 through the preceding paragraph for public inspection.
7. Where a listed company notifies the Exchange of a material fact, etc. or the fact of a tender offer, etc. pursuant to the provisions of Rule 30, Paragraph 1, Item (2) or of the fact of a tender offer, etc. pursuant to the provisions of Item (4) of the same paragraph, such notification shall be made in a manner pertaining to corporate information disclosure pursuant to the provisions of Rules 402 through 411-~~23~~.
8. The provisions of the preceding three rules, Paragraph 6, Paragraph 1 of the following rule, and Rule 416, Paragraph 1 shall be applied mutatis mutandis to notices of the fact of a tender offer, etc. to the Exchange referred to in the preceding paragraph pursuant to the provisions of Article 30, Paragraph 1, Item (4) of the Enforcement Order.

Rule 416. Change in or Correction of Disclosure Information

1. In circumstances where a change or correction should be made to the information disclosed pursuant to the provisions from Rules 402 through 411-~~23~~ or the provisions of Paragraph 3 of the preceding rule, a listed company shall disclose details of such change or correction immediately.
2. Notwithstanding the provisions of the preceding paragraph, with respect to disclosure in cases where there arises any event that requires a change or correction to the details of the financial results disclosed pursuant to the provisions of Rule 404, Paragraph 1 before submission of annual securities reports or semiannual securities reports (excluding cases which the Exchange deems as matters whose effect on investors' investment decisions is of significance), it shall be adequate for a listed company to conduct such disclosure

without delay after submission of such annual securities report or semiannual securities report pertaining to such financial results.

3. In cases where, pursuant to the provision of Paragraph 1, a listed company changes or corrects quarterly financial statements, etc. which have been reviewed by a certified public accountant, etc. pursuant to the provision of Rule 404, Paragraph 3 and re-prepares quarterly financial statements, etc. prescribed in Paragraph 2 of the same rule, it shall undergo an interim review by a certified public accountant, etc. for said quarterly financial statements, etc., attach the review report prescribed in Paragraph 4 of the same rule and carry out the disclosure pursuant to Paragraph 1.
4. The provisions of Rules 413 and 414 shall be applied mutatis mutandis to the disclosure in accordance with the provisions of the preceding three paragraphs.

Rule 806. Disclosure of Corporate Information

1. Timely disclosure, etc. carried out by an issuer of a listed preferred stock, etc. shall be as prescribed by this rule in addition to Part 2, Chapter 4.
2. An issuer of a listed preferred stock, etc. for which there is a provision allowing it to be acquired by the issuer shall, where the details of financial results are disclosed on the basis of the provisions of Rule 404, Paragraph 1 or Paragraph 2, also disclose the details of the policy of such acquisition.
3. Where a body which decides the business execution of an issuer of a listed preferred stock, etc. as in the preceding paragraph decides to change its policy regarding the acquisition from the one last publicly announced, the body shall disclose the details immediately pursuant to the provisions of the Enforcement Rules.
4. Where an issuer of a listed subsidiary-linked dividend stock falls under any of the following items (concerning the matter prescribed in Item (1) and the fact prescribed in Item (2), excluding cases falling under the criteria prescribed by the Enforcement Rules as those which have an effect of minor significance on investment decision of such listed subsidiary-linked dividend stock), the issuer shall disclose the details immediately pursuant to the provisions of the Enforcement Rules.
 - (1) Where a body which decides the business execution of a subject subsidiary decides important matters concerning operation, business or assets or a subsidiary-linked dividend stock (including cases where the body decides not to carry out a matter pertaining to such decision);
 - (2) Where an important fact concerning operation, business or assets of a subject subsidiary or a subsidiary-linked dividend stock arises;
 - (3) Where the details of financial results of a subject subsidiary's business year or interim accounting period, or consolidated accounting year or interim consolidated accounting period are fixed;
 - (3)-2 Where the details of financial results of a subject subsidiary's cumulative quarterly accounting period (excluding the second cumulative quarterly accounting period) or cumulative quarterly consolidated accounting period (excluding the second cumulative quarterly consolidated accounting period) are fixed;

- (4) Where there occurs a difference (limited to those falling under the criteria specified by the Enforcement Rules as matters which have a material impact on investment decisions of such listed subsidiary-linked dividend stock) in forecast value newly calculated by such subject subsidiary or financial results for such business year compared to the last published forecast value (where there is no such value, published actual value for the previous business year) with respect to sales, operating profits, ordinary profits or net income of such subject subsidiary; or
- (5) Where a subject subsidiary calculates a forecast value of surplus dividend.
5. An issuer of a listed subsidiary-linked dividend stock shall disclose matters concerning a controlling shareholder, etc. as prescribed by the Exchange pertaining to such subject subsidiary, where the issuer discloses the details of financial results pertaining to a business year on the basis of the provisions of the preceding paragraph.
6. An issuer of a listed subsidiary-linked dividend stock shall disclose the details immediately pursuant to the provisions of the Enforcement Rules, where a consolidated subsidiary for ~~an~~the most recent~~immediately prior~~ consolidated accounting year of a subject subsidiary falls under any of the following items (excluding cases falling under the criteria as prescribed by the Enforcement Rules as matters which have an effect of minor significance on investment decisions of such listed subsidiary-linked dividend stock):
- (1) Where a body which decides the business execution of a consolidated subsidiary of a subject subsidiary decides important matters concerning operation, business or assets or a subsidiary-linked dividend stock (including cases where the body decides not to carry out a matter pertaining to such decision); or
- (2) Where an important fact concerning operation, business or assets of a consolidated subsidiary of a subject subsidiary company or the subsidiary-linked dividend stock arises.
7. The provisions of Rule 401, Rule 411-~~23~~, and Rules 413 through 416 shall be applied mutatis mutandis to disclosure pursuant to the provisions of Paragraph 2 through the preceding paragraph.

Rule 842. Provisions Applied Mutatis Mutandis, etc.

1. The provisions of Rule 222 shall be applied mutatis mutandis to a preferred equity investment security. In this case, "allotment to shareholders" shall be "allotment to preferred equity investors".
2. The provisions of Rule 301, Rule 305, Rule 604, Rule 606 and Rule 610 shall be applied mutatis mutandis to a preferred stock, a senior security and a preferred equity investment security. In this case details shall be provided by the Enforcement Rules.
3. The provisions of Rule 302, Rule 303, and Rule 304 shall be applied mutatis mutandis to a preferred stock, etc., and a preferred equity investment security. In this case details shall be provided by the Enforcement Rules, and in cases where applied mutatis mutandis to a preferred equity investment, "a paid allotment to shareholders" in Rule 302 shall be "a paid allotment to ordinary equity investors".
4. The provisions of Rule 401, Rule 411-~~23~~ and Rule 413 through Rule 416 shall be applied mutatis mutandis to disclosure of corporate information made by an issuer of a listed preferred stock, etc., a listed senior

security and a listed preferred equity investment security based on the provisions in this part.

5. The provisions of Rule 402 through Rule 405, Rule 409-2 through Rule 411, Rule 417 through Rule 422, Rule 424, Rule 427, Rule 429, Rule 432 through Rule 434, Rule 439 through Rule 441-2, Rule 442 through Rule 444, Rule 445-3, and Rule 449 through Rule 451 shall be applied mutatis mutandis to an issuer of a preferred equity investment security. In this case, "shares issued by a stock company or treasury shares to be disposed of by the stock company prescribed in Article 199, Paragraph 1 of the Companies Act to entities who will subscribe for such shares" in Rule 402, Item (1), a. shall be "entities who will subscribe for preferred equity investments issued by a cooperative structured financial institution", "the provisions of Article 156, Paragraph 1 of the Companies Act (including cases where the provisions apply by replacing terms pursuant to the provisions of Rule 163 and Rule 165, Paragraph 3 of the same Act) or the provisions of foreign laws and regulations corresponding thereto" in e. of the same item shall be "the provisions of Article 15 of the Preferred Equity Investment Act", "representative directors or representative executive officers" in aa. of the same item shall be "officers who should represent a cooperative structured financial institution", "shareholders" in each item of the same rule (excluding Item (2), o. and p.) shall be "preferred equity investors as prescribed by the Preferred Equity Investment Act", "shareholders" in Item (2) o. and p. of the same rule shall be "preferred equity investors and ordinary equity investors as prescribed by the Preferred Equity Investment Act", "a general shareholders meeting" in the same p. shall be "a general meeting of ordinary equity investors or that of preferred equity investors", "a share split" in Rule 427, Paragraph 1 shall be "preferred equity investment split", "directors or executive officers" in Rule 439 shall be "governors", "development of a system and structure prescribed in Article 362, Paragraph 4, Item (6) of the Companies Act, Article 399-13, Paragraph 1, Item (1), c. of the same act or Article 416, Paragraph 1, Item (1), e. of the same act" in the same rule shall be " development of a system and structure prescribed in Article 362, Paragraph 4, Item (6) of the Companies Act".
6. The provisions of Rule 412 shall be applied mutatis mutandis to examination pertaining to disclosure of corporate information made by an issuer of a listed preferred stock, etc., a listed senior security and a listed preferred equity investment security on the basis of the provisions of this part.
7. The provisions of Rules 503 through 506 and Rules 508 through 511 shall be applied mutatis mutandis to ensuring effectiveness concerning an issuer of a listed preferred stock, etc., a listed senior security and a listed preferred equity investment security.
8. The provisions of Rule 507 shall be applied mutatis mutandis to ensuring effectiveness concerning an issuer of a listed preferred equity investment security.
9. The provisions of Rule 603 (limited to a listed preferred equity investment security for Paragraph 2) and Rule 605 shall be applied mutatis mutandis to examinations pertaining to delisting of a listed preferred stock, etc., a listed senior security and a listed preferred equity investment security.
10. The provisions of Rule 702, Rule 704 and Rule 706 shall be applied mutatis mutandis to a listed preferred equity investment security.

Rule 907. Disclosure of Corporate Information

1. An issuer (excluding a listed company; the same shall apply hereinafter in this rule) of a listed bond shall make efforts to carry out such faithful execution of business as strengthening prompt, accurate and fair disclosure of corporate information at all times from the viewpoint of investors with full recognition that timely and appropriate disclosure of corporate information to investors is the basis of a sound securities market.
2. An issuer of a listed bond shall carry out disclosure in compliance with the provisions of Rules 402 through 407, Rule 411, and Rule 411-[23](#) in consideration of the characteristics of the listed bond.
3. The provisions of Rules 413 through 417 shall be applied mutatis mutandis to disclosure by an issuer of a listed bond on the basis of the provisions of the preceding paragraph.

Rule 930. Disclosure of Corporate Information

1. An issuer (excluding a listed company) of a listed exchangeable corporate bond shall make efforts to carry out such faithful execution of business as strengthening prompt, accurate and fair disclosure of corporate information at all times from the viewpoint of investors with full recognition that timely and appropriate disclosure of corporate information to investors is the basis of a sound securities market.
2. An issuer (excluding a listed company) of a listed exchangeable corporate bond shall carry out disclosure in compliance with the provisions of Rules 402 through 407, Rule 411, and Rule 411-[23](#) in consideration of the characteristics of the listed exchangeable corporate bond.
3. The provisions of Rules 413 through 417 shall be applied mutatis mutandis to disclosure by an issuer (excluding a listed company) of a listed exchangeable corporate bond pursuant to the provisions of the preceding paragraph.

Rule 947. Disclosure of Information Concerning Listed ETN

1. An issuer of a listed ETN trust beneficiary certificate shall fully acknowledge that timely and appropriate disclosure of information to investors is the basis of a sound securities market and make efforts to carry out such faithful execution of business as strengthening prompt, accurate and fair disclosure of information at all times from the viewpoint of investors.
2. Where a security falls under any of the following items, an issuer of a listed ETN trust beneficiary certificate shall disclose such content immediately pursuant to the provisions of the Enforcement Rules.
 - (1) Where an issuer or guarantor of a listed ETN trust beneficiary certificate has decided to carry out any of the matters referred to in the following a. through q. (including cases where it has decided not to carry out matters pertaining to said decision).
 - a. Secondary distribution of a listed ETN trust beneficiary certificate;
 - b. Split or reverse split of a listed ETN trust beneficiary certificate;

- c. Merger;
- d. Company split (limited to cases where the whole business is inherited);
- e. Transfer of whole business;
- f. Dissolution (excluding dissolutions by merger);
- g. Application for delisting of an ETN trust beneficiary certificate to a domestic financial instruments exchange or application for delisting of an ETN to a foreign financial instruments exchange (limited to a listed foreign ETN trust beneficiary certificate or an ETN pertaining to a listed ETN trust beneficiary certificate);
- h. Petition for commencement of bankruptcy proceedings, rehabilitation proceedings, or reorganization proceedings;
- i. Change in trade name or corporate name;
- j. Change in the name of a listed ETN trust beneficiary certificate or an ETN pertaining to a listed ETN trust beneficiary certificate;
- j-2. Change of a specific indicator pertaining to a listed ETN trust beneficiary certificate to a new indicator;
- k. Change in the end date of the business year;
- l. Change to certified public accountants, etc. who carry out audit certification, etc. of financial statements, etc. or interim financial statements, etc. contained in annual securities reports or semiannual securities reports;
- m. Putting notes on matters relating to the going concern assumption in financial statements, etc., interim financial statements, etc. or quarterly financial statements, etc. prescribed in Rule 404, Paragraph 2;
- m-2. Submission of application for approval prescribed in Article 15-2, Paragraph 1, Article 15-2-2, Paragraph 1, Article 17-4, Paragraph 1, or Article 18-2, Paragraph 1 of the Cabinet Office Order on Disclosure pursuant to the provisions of such paragraphs (excluding submission due to laws and regulations or practices in their home country);
- n. Discontinuation of financial instruments business or registered financial institution business, or any business similar thereto; or business specified in the Enforcement Rules;
- o. Additional issuance of a listed ETN trust beneficiary certificate or purchase of a listed ETN trust beneficiary certificate, or temporary suspension of requests pertaining to additional issuance or redemption of an ETN which is the entrusted security of a listed ETN trust beneficiary certificate;
- p. Early redemption of all or part of an ETN which is the entrusted security pertaining to a listed ETN trust beneficiary certificate, change in the final redemption date, suspension of applications for requests pertaining to redemption in connection with the arrival of the final redemption date or determination of the final redemption value, an important change in the issuance agreement or issuance program of the ETN which is the entrusted security of a listed ETN trust beneficiary

certificate or any document similar thereto, or convocation of a bondholders meeting and any other important matters relating to rights concerning an ETN which is the entrusted security of such listed ETN trust beneficiary certificate;

q. Other than matters referred to in the preceding a. through p., important matters related to operation, administration or assets of the issuer or guarantor of such listed ETN trust beneficiary certificate, such listed ETN trust beneficiary certificate, or an ETN which is the entrusted security pertaining to such listed ETN trust beneficiary certificate which have a significant impact on investors' investment decisions.

(2) Where any of the facts referred to in the following a. through k. has occurred at an issuer or guarantor of a listed ETN trust beneficiary certificate.

a. A fact that causes delisting of a listed ETN trust beneficiary certificate;

b. Ceasing to be an entity who conducts financial instruments business or registered financial institution business, or any business similar thereto, or business specified in the Enforcement Rules;

c. Suspension of operations pertaining to financial instruments business, registered financial institution business, or any business similar thereto, or any other disciplinary action equivalent to these on the basis of laws and regulations by an administrative agency, and any other fact specified in the Enforcement Rules;

d. Petition or notification for commencement of bankruptcy proceedings, rehabilitation proceedings, or reorganization proceedings, or execution of enterprise mortgage by a creditor or any entity other than such listed company;

e. Dishonor of a bill or a check, etc.;

f. Acceleration of obligations pertaining to an ETN which is the entrusted security of a listed ETN trust beneficiary certificate;

g. Early redemption of all or part of an ETN which is the entrusted security pertaining to a listed ETN trust beneficiary certificate, change in the final redemption date, an important change in the issuance agreement or issuance program of the ETN which is the entrusted security of a listed ETN trust beneficiary certificate or any document similar thereto, or convocation of a bondholders meeting and any other important matters relating to rights concerning an ETN which is the entrusted security of such listed ETN trust beneficiary certificate;

h. Change to certified public accountants, etc. who carry out audit certification of financial statements, etc. or interim financial statements, etc. contained in annual securities reports or semiannual securities reports (in cases where the decision to change in certified public accountant, etc. was made by an institution which makes business execution decisions (excluding cases where the body which decides business execution has decided to change certified public accountants, etc. (including cases where it has decided not to carry out matters

pertaining to said decision) and details have been disclosed pursuant to the provisions of the preceding item);

- i. An annual securities report or a semiannual securities report that has an attached audit report, interim audit report or interim review report specified in Article 3, Paragraph 1 of the Cabinet Office Order on Audit Certification prepared by two or more certified public accountants or an audit firm is not expected to be submitted to the Prime Minister, etc. within the period specified in Article 24, Paragraph 1 of the Act or Article 24-5, Paragraph 1 of the Act (excluding cases of conducting disclosure on the matter referred to in m-2 of the preceding item pursuant to the provision of such item) or has not been submitted within such period (except cases where disclosure has been made that said report is unlikely to be submitted within said period), was submitted after such disclosure had been made, or approval has been received from the Prime Minister, etc. for the extension of said period;
 - i-2. Obtaining or failure to obtain approval prescribed in Article 15-2, Paragraph 3, Article 15-2-2, Paragraph 4, Article 17-4, Paragraph 4, or Article 18-2, Paragraph 4 of the Cabinet Office Order on Disclosure
 - j. Where the total remaining redemption value (including the amount which guarantees redemption of an ETN issued by another company) of an ETN to be issued (limited to a security listed on a domestic financial instruments exchange or a foreign financial instruments exchange, etc.; the same shall apply hereinafter to this j.) exceeds or is expected to exceed 25% of the amount of net assets of the issuer (where a guarantor is present, such guarantor);
 - k. Other than facts referred to in the preceding a. through j., important facts related to operation, administration or assets of the issuer or guarantor of such listed ETN trust beneficiary certificate, such listed ETN trust beneficiary certificate, or an ETN which is the entrusted security of such listed ETN trust beneficiary certificate which have a significant impact on investors' investment decisions.
- (3) Where details of the financial results pertaining to the business year or interim accounting period, or consolidated accounting year or interim consolidated accounting period of the issuer or guarantor of a listed ETN trust beneficiary certificate are fixed (excluding cases where the issuer or guarantor of a listed ETN trust beneficiary certificate is a listed company).
- (4) Where an issuer of a listed ETN trust beneficiary certificate conducts disclosure pursuant to the preceding item or Rule 404, or a guarantor of a listed ETN trust beneficiary certificate conducts disclosure pursuant to Rule 404, and the information on its credit situation, etc. as specified in the Enforcement Rules is finalized.
- (5) Where any of the facts referred to in the following a. through c. has occurred to an issuer of a listed ETN trust beneficiary certificate (where a guarantor is present, such guarantor):
- a. Change in credit rating or change in credit rating pertaining to an ETN which is the entrusted

security pertaining to a listed ETN trust beneficiary certificate (limited to cases where a credit rating pertaining to an ETN which is the entrusted security pertaining to a listed ETN trust beneficiary certificate is obtained);

- b. The amount of net assets has fallen or is expected to fall below JPY 250 billion ;
- c. In accordance with the divisions of the following (a) through (e), facts referred to in such (a) through (e) occurred.

(a) Internationally Active Banks:

Any of the facts referred to in the following (i) through (iii) has occurred.

- (i) Common equity Tier 1 Ratio has fallen or is expected to fall to or below 4.5%.
- (ii) Tier 1 Capital Ratio has fallen or is expected to fall to or below 6%.
- (iii) Total Capital Ratio has fallen or is expected to fall to or below 8%.

(b) Registered financial institution excluding Internationally Active Banks and other than an insurance company:

The capital adequacy ratio has fallen or is expected to fall to or below 8%.

(c) Insurance company:

The solvency margin ratio has fallen or is expected to fall to or below 400%.

(d) Financial instruments business operator:

The net capital regulation ratio has fallen or is expected to fall to or below 200%.

(e) An entity other than those referred to in (a) through the preceding (d):

The level indicating soundness of finances equivalent to the criteria specified in (a) through the preceding (d) has fallen or is expected to fall below a level deemed to be appropriate by the Exchange.

- (6) Where a fact regarding a listed ETN trust beneficiary certificate that will have a material effect on the circulation of such listed ETN trust beneficiary certificate or an ETN which is the entrusted security of such listed ETN trust beneficiary certificate has occurred in a region other than Japan.
- (7) Where an issuer or guarantor of a listed ETN trust beneficiary certificate, or a trustee pertaining to a listed ETN trust beneficiary certificate changes or terminates the trust agreement or any other agreement specified in Rule 951, Paragraph 1, Item (3), i, or makes any other decision on a matter which will have a significant impact on rights, etc. related to a listed ETN trust beneficiary certificate, or where a fact that has a significant impact on such rights, etc. has occurred.
- (8) Where the following (a) or (b) is applicable or any other material deviation that has an impact on investment decisions has occurred between the redemption value per security of a listed ETN trust beneficiary certificate and its market price or specific indicator, or any of these are likely to become applicable:
 - a. When the deviation between the redemption value per security of a listed ETN trust

beneficiary certificate and the closing price of the market price (meaning the absolute value of the value obtained by dividing the closing price in the trading session by the redemption value per security of a listed ETN trust beneficiary certificate and subtracting 1, expressed as a percentage; the same shall apply in this item) is 20% or more; or

b. When the deviation between the redemption value per security of a listed ETN trust beneficiary certificate and the closing price of the market price is 5% or more for seven consecutive business days.

(9) Where an entity calculating a specific indicator pertaining to a listed ETN trust beneficiary certificate discloses that the entity has decided to cease calculating such an indicator.

3. The provisions of Rule 411-23, Rule 413 through Rule 417 shall be applied mutatis mutandis to disclosure by an issuer of a listed ETN trust beneficiary certificate pursuant to the provisions of the preceding paragraph.

Rule 1107. Disclosure of Information Concerning Listed Indicator-Tracking ETFs

1. A management company pertaining to a listed indicator-tracking ETF (meaning the foreign investment corporation and the management company in cases of foreign ETFs falling under foreign investment securities and foreign ETF trust beneficiary certificates whose entrusted securities are said foreign ETFs) shall carry out timely disclosure of information concerning such listed indicator-tracking ETF.

2. Timely disclosure of information prescribed in the preceding paragraph shall be carried out pursuant to each of the following items. Handling of each such item in this case shall be provided by the Enforcement Rules:

(1) Where any of the following a. through j. is applied (excluding matters which fall under those which the Exchange deems as matters whose effect on investors' investment decisions is of minor significance, such as cases the criteria specified by the Enforcement Rules, in the case of matters referred to in a. and b.), a management company pertaining to a listed indicator-tracking ETF (excluding foreign ETFs falling under foreign investment securities and foreign ETF trust beneficiary certificates whose entrusted securities are said foreign ETFs) shall disclose details thereof immediately pursuant to the provisions of the Enforcement Rules:

a. Where a management company pertaining to a listed indicator-tracking ETF has decided to carry out any of the matters referred to in the following (a) through (t) (excluding (r) through (s) in cases of a domestic indicator-tracking ETF; excluding (i), (n) through (o)-2, (q), and (r)-2 through (r)-4 in cases of a foreign ETF and a foreign ETF trust beneficiary certificate; excluding (q) and (s) in cases of a domestic spot commodity ETF (except issues whose management company is the trustee); excluding (q), (r)-3, and (s) in cases of a domestic spot commodity ETF (limited to issues whose management company is the trustee); and excluding (i), (n) through (o)-2, (q), (r)-3, and (r)-4 in cases of a foreign spot commodity ETF and a foreign spot commodity ETF trust

beneficiary certificate):

- (a) Secondary distribution;
- (a)-2 Split or reverse split of beneficiary certificates pertaining to the listed indicator-tracking ETF;
- (b) Borrowing of funds necessary for an investment trust, foreign investment trust, or trust;
- (c) Change to the basic terms and conditions of an investment trust or basic terms and conditions of a trust, or similar documents thereto, or cancellation of an investment trust agreement or trust agreement;
- (c)-2 Change in name of a listed indicator-tracking ETF;
- (c)-3 Change of a specific indicator pertaining to a listed indicator-tracking ETF to a new indicator;
- (d) Application for delisting of an indicator-tracking ETF from a financial instruments exchange in Japan or foreign financial instruments exchange, etc.;
- (e) Merger of said management company;
- (f) Petition for commencement of bankruptcy proceedings of said management company;
- (g) Dissolution of said management company (excluding dissolutions by merger);
- (h) Discontinuation of financial instruments business, registered financial institution business, or any similar business of said management company;
- (i) Ceasing to be an entity which carries out investment management business by completing an alteration registration specified in Article 31, Paragraph 4 of the Act;
- (j) Company split of said management company (limited to cases where the whole business is inherited);
- (k) Transfer of the whole business of said management company;
- (l) Application for authorization or approval, or notification, made by said asset management company to the Prime Minister, etc. in accordance with the Act or foreign laws and regulations;
- (m) Change to certified public accountants, etc. who carry out audit certification of financial statements, etc. or interim financial statements, etc. contained in annual securities reports or semiannual securities reports;
- (n) Designation of any entity other than a qualified institutional investor as a designated participant, or exclusion of any entity other than a qualified institutional investor from being a designated participant;
- (o) Decrease in the number of designated participants to less than two or an increase to more than two;
- (o)-2 Decrease in the number of designated participants who are trading participants of the Exchange to zero or an increase to one or more;
- (p) A decision regarding temporary suspension of additional trusts, partial cancellation or

- exchange, or purchase of listed indicator-tracking ETFs;
- (q) A decision that said issue will not be subject to book-entry transfer operations conducted by a designated book-entry transfer institution;
 - (r) A decision that said issue will not be subject to custody and book-entry transfer operations for listed foreign stocks, etc. or book-entry transfer operations of a designated book-entry transfer institution;
 - (r)-2 Split of a trust;
 - (r)-3 That a trust agreement pertaining to a listed indicator-tracking ETF ceases to be an agreement as entered into by and between a single management company and a single trustee of a trust;
 - (r)-4 That a listed indicator-tracking ETF will become a limited liability trust;
 - (s) That business of said management company as a management company will cease due to expiry, cancellation, or changes of an authorization, approval, or registration, etc. necessary for business as a management company made by the Prime Minister, etc.; or
 - (t) Other than the matters referred to in the preceding (a) through (s), important matters related to operation, administration or assets of a listed indicator-tracking ETF or its management company which have a significant impact on investors' investment decisions;
- b. Where any of the facts referred to in the following (a) through (h) has occurred to a management company pertaining to a listed indicator-tracking ETF (excluding (g)-3 through (g)-5 in cases of a domestic indicator-tracking ETF; excluding (g)-3 and (g)-4 in cases of a domestic spot commodity ETF (excluding issues whose management company is the trustee); and excluding (f) through (g)-5 in cases of, a foreign ETF, a foreign ETF trust beneficiary certificate, a foreign spot commodity ETF, and a foreign spot commodity ETF trust beneficiary certificate):
- (a) Business improvement order pursuant to the provisions of Article 51 or Article 51-2 of the Act or similar disciplinary actions;
 - (b) A fact that causes delisting (limited to those pertaining to a reason referred to in Rule 1112, Paragraph 1, Item (1));
 - (c) Other than the facts referred to in (a) and the preceding (b), authorization, approval or disciplinary actions by the Prime Minister, etc. in accordance with the Act or foreign laws and regulations;
 - (d) Change to certified public accountants, etc. who carry out audit certification of financial statements, etc. or interim financial statements, etc. contained in annual securities reports or semiannual securities reports (excluding cases where the body which decides business execution has decided to change certified public accountants, etc. (including where it has decided not to carry out matters pertaining to such decision) and details have been disclosed pursuant to the provisions of the preceding a.);

- (e) An annual securities report or a semiannual securities report that has an attached audit report or an interim audit report specified in Article 3, Paragraph 1 of the Cabinet Office Order on Audit Certification prepared by two or more certified public accountants or an audit firm is not expected to be submitted to the Prime Minister, etc. within the period specified in Article 24, Paragraph 1 or Article 24-5, Paragraph 1 of the Act or has not been submitted within said period (except cases where disclosure has been made that said report is unlikely to be submitted within said period), was submitted after such disclosure had been made, or approval has been received from the Prime Minister, etc. for the extension of said period;
 - (f) Designation of any entity other than a qualified institutional investor as a designated participant, or exclusion of any entity other than a qualified institutional investor from being a designated participant;
 - (g) Change in the number of designated participants to less than two;
 - (g)-2 Decrease in the number of designated participants who are trading participants of the Exchange to zero;
 - (g)-3 That the trustor ceases to be a listed company or a subsidiary of such company;
 - (g)-4 That the trustor ceases to be a member or trading participant of a commodities market or foreign commodities market or such equivalent party as specified by the Enforcement Rules;
 - (g)-5 A commodity that does not satisfy the conditions prescribed in the basic terms and conditions of a trust for commodities pertaining to trust assets is trusted; or
 - (h) Other than the facts referred to in the preceding (a) through (g)-5, important facts related to operation, administration or assets of a listed indicator-tracking ETF or its management company which have a significant impact on investors' investment decisions;
- c. Where a trustee pertaining to a listed indicator-tracking ETF has decided to carry out any of the matters referred to in the following (a) or (b) (including cases where it has decided not to carry out matters pertaining to said decision):
- (a) Application for delisting of an indicator-tracking ETF to a financial instruments exchange in Japan or a foreign financial instruments exchange, etc.; or
 - (b) Other than the matter referred to in the preceding (a), important matters related to operation, administration or assets of a listed indicator-tracking ETF or said trustee which have a significant impact on investors' investment decisions.
- d. Where any of the facts referred to in the following (a) or (b) has occurred to a trustee pertaining to a listed indicator-tracking ETF:
- (a) A fact that causes delisting (limited to those pertaining to a reason referred to in Rule 1112, Paragraph 1, Item (2));
 - (b) Other than the fact referred to in the preceding (a), important facts related to operation,

administration or assets of a listed indicator-tracking ETF or said trustee which have a significant impact on investors' investment decisions.

- e. Where the details of the financial results of a fund for a specified period (meaning a specified period prescribed in Article 24, Paragraph 5 of the Act, the same shall apply hereinafter) or an interim specified period (meaning the six months after the commencement date of a specified period if said specified period exceeds six months) pertaining to a listed indicator-tracking ETF are decided;
- e-2. With regard to a listed indicator-tracking securities incorporated ETF, where any of the facts referred to in the following (a) through (i) has occurred to the counterparty (where said counterparty is the guarantor, when a fact referred to in the following (a) through (g) or (i) occurs at said guarantor) and the management company gains knowledge of such fact having occurred to the counterparty:
 - (a) A change in the credit rating or change in the rating pertaining to the incorporated securities (limited to cases of acquisition);
 - (b) Notes on matters relating to the going concern assumption are stated in financial statements, etc., interim financial statements, etc. or quarterly financial statements, etc.;
 - (c) Amount of net assets falls to or below zero (0) or a situation equivalent to this at the end of the business year or consolidated accounting year, or interim accounting period or interim consolidated accounting period (in the case of a counterparty that submits quarterly financial statements or quarterly consolidated financial statements, quarterly accounting period or quarterly consolidated accounting period);
 - (d) Concerning an audit report attached to financial statements, etc., an interim audit report or interim review report attached to interim financial statements, etc., or an interim review report attached to quarterly financial statements, etc., a certified public accountant, etc. expresses an "adverse opinion" or "disclaimer of opinion" in an audit report, an "opinion that interim financial statements, etc. do not provide useful information" or "disclaimer of opinion" in an interim audit report, or an "adverse conclusion" or "disclaimer of conclusion" in an interim review report;
 - (e) Suspension of business activities, dissolution or a situation equivalent to these;
 - (f) A bill, etc. issued is dishonored and its bank transactions are suspended or their suspension becomes certain;
 - (g) Cases where it becomes necessary to enter bankruptcy proceedings, rehabilitation proceedings, or reorganization proceedings based on the provisions of laws or where falling under a situation equivalent to these;
 - (h) Acceleration of obligations pertaining to incorporated securities or incorporated claims
 - (i) Other than the facts referred to in the preceding (a) through (h), material facts related to the financial situation of the counterparty

- f. Where a fact that has a material impact on the circulation of listed indicator-tracking ETFs has arisen in a region outside Japan with respect to a listed foreign ETF, a foreign ETF which is an entrusted security pertaining to a listed foreign ETF trust beneficiary certificate, a listed foreign spot commodity ETF, or a listed foreign spot commodity ETF which is an entrusted security pertaining to a listed foreign spot commodity ETF trust beneficiary certificate;
 - g. Where a management company or a trustee pertaining to a listed foreign ETF trust beneficiary certificate or a listed foreign spot commodity ETF trust beneficiary certificate has decided (i) an alteration or termination of the deposit agreement, etc. prescribed in Rule 1104, Paragraph 3, Item (3) or any other contract, or (ii) other matters that materially affect rights, et. of a listed foreign ETF trust beneficiary certificate or a listed foreign spot commodity ETF trust beneficiary certificate, or where a fact that materially affect such rights, etc. has arisen;
 - h. Where a management company pertaining to a listed domestic indicator-tracking ETF has carried out transactions referred to in each item of Article 13, Paragraph 1 of the Investment Trust Act (limited to cases where the same article requires the delivery of documents to a beneficiary of an investment trust);
 - i. Where the following (a) or (b) is applicable or any other material deviation that has an impact on investment decisions has occurred between the NAV per unit of a listed indicator-tracking ETF and the market price or the specific indicator, or any of these are likely to become applicable;
 - (a) When the deviation between the NAV per unit of a listed indicator-tracking ETF and the closing price of the market price (meaning the absolute value of the value obtained by dividing the closing price in the trading session by the NAV per unit of a listed indicator-tracking ETF and subtracting 1, expressed as a percentage; the same shall apply in this item) is 20% or more;
 - (b) When the deviation between the NAV per unit of a listed indicator-tracking ETF and the closing price of the market price is 5% or more for seven consecutive business days; or
 - j. Where an entity calculating a specific indicator pertaining to a listed indicator-tracking ETF discloses that the entity has decided to cease calculating such an indicator.
- (2) The investment trust corporation and the management company pertaining to a listed indicator-tracking ETF (limited to a foreign ETF falling under foreign investment securities and foreign ETF trust beneficiary certificates whose entrusted securities are said foreign ETFs) shall disclose the details immediately pursuant to the provisions of the Enforcement Rules, if they fall under any of the following a through i (excluding those which fall under the criteria prescribed in the Enforcement Rules as matters with minor influence over an investor's decision, in the case of matters referred to in a and c).
- a. Where a foreign investment corporation pertaining to a listed indicator-tracking ETF has decided to carry out any of the matters referred to in the following (a) through (m) (including cases where it has decided not to carry out matters pertaining to said decision but excluding (a) and (b) in cases where the listed indicator-tracking ETF is a foreign investment security similar to an investment corporate

bond):

- (a) Secondary distribution of investment units or beneficiary rights pertaining to the listed indicator-tracking ETF;
 - (b) Split or reverse split of investment units or beneficiary rights pertaining to the listed indicator-tracking ETF;
 - (c) Offering of foreign investment securities similar to investment corporation bonds or borrowing of funds;
 - (d) Merger;
 - (e) Change to the certificate of incorporation or any document similar thereto, or dissolution;
 - (e)-2 Change in name of the listed indicator-tracking ETF;
 - (e)-3 Change of a specific indicator pertaining to a listed indicator-tracking ETF to a new indicator;
 - (f) Application for delisting of said ETF to a domestic financial instruments exchange or a foreign financial instruments exchange, etc.;
 - (g) Petition for commencement of bankruptcy proceedings or rehabilitation proceedings;
 - (h) Application for authorization or approval, or notification, made to the Prime Minister, etc. in accordance with the Act or foreign laws and regulations;
 - (i) Change to certified public accountants, etc. who carry out audit certification of financial statements, etc. or interim financial statements, etc. contained in annual securities reports or semiannual securities reports;
 - (j) A decision regarding temporary suspension of additional issuance or purchase of a listed indicator-tracking ETF;
 - (k) A decision that said issue will not be subject to custody and book-entry transfer operations of foreign stocks, etc. or book-entry transfer operations conducted by a designated book-entry transfer institution;
 - (l) That business as a foreign investment corporation will cease due to expiry, cancellation, or changes pursuant to the Act or foreign laws and regulations of an authorization, approval, or registration, etc. necessary for business as a foreign investment corporation;
 - (m) Other than the matters referred to in the preceding (a) through (l), important matters related to operation, administration or assets of a listed indicator-tracking ETF or its foreign investment corporation which have a significant impact on investors' investment decisions;
- b. Where any of the facts referred to in the following (a) through (e) occurs to a foreign investment corporation pertaining to a listed indicator-tracking ETF.
- (a) Authorization, approval or disciplinary action by the Prime Minister, etc. in accordance with the Act or foreign laws and regulations;
 - (b) A fact that causes delisting (limited to those pertaining to a reason referred to in Rule 1112, Paragraph 3, Item (1) or Item (2))

- (c) Change to certified public accountants, etc. who carry out audit certification of financial statements, etc. or interim financial statements, etc. contained in annual securities reports or semiannual securities reports (excluding cases where the body which decides business execution has decided to change certified public accountants, etc. (including cases where it has decided not to carry out matters pertaining to said decision) and details have been disclosed pursuant to the provisions of the preceding a.)
 - (d) An annual securities report or a semiannual securities report that has an attached audit report or interim audit report specified in Article 3, Paragraph 1 of the Cabinet Office Order on Audit Certification prepared by two or more certified public accountants or an audit firm is not expected to be submitted to the Prime Minister, etc. within the period specified in Article 24, Paragraph 1, or Article 24-5, Paragraph 1 of the Act or has not been submitted within said period (except cases where disclosure has been made that said report is unlikely to be submitted within said period), was submitted after such disclosure had been made, or approval has been received from the Prime Minister, etc. for the extension of said period;
 - (e) Other than the facts referred to in the preceding (a) through (d), important facts related to operation, administration or assets of a listed indicator-tracking ETF or its foreign investment corporation and which have a significant impact on investors' investment decisions;
- c. Where a management company pertaining to a listed indicator-tracking ETF has decided to carry out any of the matters referred to in the following (a) through (i) (including cases where it has decided not to carry out matters pertaining to said decision).
- (a) Application for delisting of an indicator-tracking ETF to a domestic financial instruments exchange or a foreign financial instruments exchange, etc.;
 - (b) Merger of said management company;
 - (c) Petition for commencement of bankruptcy proceedings of said management company;
 - (d) Dissolution of said management company (excluding dissolutions by merger)
 - (e) Company split of said management company (limited to cases where the whole business is inherited);
 - (f) Transfer of the whole business of said management company;
 - (g) Application for authorization or approval, or notification, made to the Prime Minister, etc. in accordance with the Act or foreign laws and regulations;
 - (h) That business as a management company will cease due to expiry, cancellation, or changes pursuant to the Act or foreign laws and regulations of an authorization, approval, or registration, etc. necessary for business as a management company;
 - (i) Other than the matters referred to in the preceding (a) through (h), important matters related to operation, administration or assets of a listed indicator-tracking ETF or its management company which have a significant impact on investors' investment decisions;

- d. Where any of the facts referred to in the following (a) through (c) has occurred to a management company pertaining to a listed indicator-tracking ETF:
 - (a) Authorization, approval or disciplinary actions by the Prime Minister, etc. in accordance with the Act or foreign laws and regulations;
 - (b) A fact that causes delisting (limited to those pertaining to a reason referred to in Rule 1112, Paragraph 3, Item (3));
 - (c) Other than the facts referred to in the preceding (a) and (b), important facts related to operation, administration or assets of a listed indicator-tracking ETF or its management company which have a significant impact on investors' investment decisions;
 - e. Where details of the financial results of funds for a business period or an interim business period of a foreign investment corporation pertaining to a listed indicator-tracking ETF are fixed;
 - e-2 With regard to a listed indicator-tracking securities incorporated ETF, where any of the facts referred to in (a) through (i) in e-2. of the preceding item has occurred to the counterparty and the management company gains knowledge of such fact having occurred to the counterparty;
 - f. Where any fact which will have a material effect on trading of a listed indicator-tracking ETF occurs in a region other than Japan with respect to a listed foreign ETF or a foreign ETF which is a trusted security pertaining to listed foreign ETF trust beneficiary certificates;
 - g. A foreign investment corporation or a management company pertaining to a listed foreign ETF trust beneficiary certificates has decided a change or termination of a deposit agreement, etc. as prescribed in Rule 1104, Paragraph 3, Item (3) or any other agreement or other matters which will have a material impact on rights, etc. concerning the listed foreign ETF trust beneficiary certificates or a fact which will have a material effect on such rights, etc. has occurred;
 - h. Where the following (a) or (b) is applicable or any other material deviation that has an impact on investment decisions has occurred between the NAV per unit of a listed indicator-tracking ETF and the market price or the specific indicator, or any of these are likely to become applicable:
 - (a) When the deviation between the NAV per unit of a listed indicator-tracking ETF and the closing price of the market price (meaning the absolute value of the value obtained by dividing the closing price in the trading session by the NAV per unit of a listed indicator-tracking ETF and subtracting 1, expressed as a percentage; the same shall apply in this item) is 20% or more; or
 - (b) When the deviation between the NAV per unit of a listed indicator-tracking ETF and the closing price of the market price is 5% or more for seven consecutive business days; or
 - i. Where an entity calculating a specific indicator pertaining to a listed indicator-tracking ETF discloses that the entity has decided to cease calculating such indicator.
3. The provisions of Rule 412 shall be applied mutatis mutandis to the examinations of disclosure of corporate information of a management company pertaining to a listed indicator-tracking ETF.
 4. In the case of a change in the contents of the report prescribed in Rule 1103, Paragraph 6 (in the

case of submitting a report after a change pursuant to the provisions of this paragraph, such report after the change), excluding cases where the changed content is deemed to be of minor significance by the Exchange, the entity prescribed in Paragraph 1 pertaining to the listed indicator-tracking securities incorporated ETF shall submit the report after the change without delay. In this case, such entity shall agree to the Exchange making such report after the change available for public inspection.

5. Where the Exchange deems it necessary to perform an inquiry relating to the management system, etc. of the credit standing of the counterparty, the entity prescribed in Paragraph 1 pertaining to a listed indicator-tracking security incorporated ETF shall immediately report matters of inquiry.
6. The provisions of Rule 401, Rule 411-23, Rules 413 to 414, and Rule 416 shall be applied mutatis mutandis to the disclosure pursuant to the provisions of Paragraphs 2 and 3, and the provisions of Rule 415 and Rule 417 shall be applied mutatis mutandis to a management company pertaining to a listed ETF as prescribed in Paragraph 1.

Rule 1107-2. Disclosure of Information Concerning Listed Domestic Actively Managed ETFs

1. The management company pertaining to a listed domestic actively managed ETF shall conduct timely disclosure of information concerning said ETF.
2. Where any of the following items is applicable, the management company pertaining to a listed domestic actively managed ETF shall disclose details thereof immediately pursuant to the provisions of the Enforcement Rules (for matters referred to in Items (1) and (2), this excludes matters which are deemed by the Exchange to have a minor impact on investors' investment decisions, including not meeting the criteria specified by the Enforcement Rules):
 - (1) Where a management company has decided to carry out any of the matters referred to in the following
 - a. through c. (including cases where it has decided not to carry out matters pertaining to said decision):
 - a. Actions referred to in Paragraph 2, Item (1), a., (a) through (c)-2, (d) through (q), and (t) of the preceding rule in the case of a listed domestic actively managed ETF (in this case, "listed indicator-tracking ETF" in a., (a)-2, (c)-2, (p) and (t) of the same item shall be "listed domestic actively managed ETF", and "indicator-tracking ETF" in a., (d) of the same item shall be "domestic actively managed ETF");
 - b. A change to the method of providing portfolio information as prescribed in Rule 1107-4, Paragraph 1, Item (2) (the same shall apply hereinafter in this rule); or
 - c. Suspension of provision of portfolio information to investors;
 - (2) Where any of the facts referred to in Paragraph 2, Item (1), b., (a) through (g)-2 of the preceding rule has occurred to the management company (in this case, "Rule 1112, Paragraph 1, Item (1)" in b., (b) of the same item shall be "Rule 1112-2, Item (1)" and "listed indicator-tracking ETF" in b., (h) of the same item shall be "listed domestic actively managed ETF");

- (3) Where the trustee of the ETF has decided to carry out any of the matters referred to in Paragraph 2, Item (1), c. of the preceding rule (including cases where it has decided not to carry out matters pertaining to said decision). In this case, "indicator-tracking ETF" in the same item, Sub-item b. shall be "domestic actively managed ETF", "indicator-tracking ETF" in c., (a) of the same item shall be "domestic actively managed ETF", and "listed indicator-tracking ETF" in c. (b) of the same item shall be "listed domestic actively managed ETF";
 - (4) Where any of the facts referred to in Paragraph 2, Item (1), d. of the preceding rule has occurred to the trustee of the ETF (in this case, "Rule 1112, Paragraph 1, Item (2)" in d., (a) of the same item shall be "Rule 1112-2, Item (2)", and "listed indicator-tracking ETF" in d., (b) of the same item shall be "listed domestic actively managed ETF");
 - (5) Where the details of financial results of the fund pertaining to the ETF for a specified period or an interim specified period (meaning the six months after the commencement date of a specified period where said specified period exceeds six months) are decided;
 - (6) If the ETF is a listed indicator-tracking securities incorporated ETF, where any of the facts referred to in Paragraph 2, Item (1), e-2. of the preceding rule has occurred;
 - (7) Where the management company has carried out transactions referred to in Article 13, Paragraph 1 of the Investment Trust Act (limited to cases where the same article requires the delivery of documents to beneficiaries of the investment trust);
 - (8) Where the following (a) or (b) is applicable or any other material deviation that has an impact on investment decisions has occurred between the NAV per unit of a listed domestic actively managed ETF and the market price, or any of these are likely to become applicable;
 - a. When the deviation between the NAV per unit of a listed domestic actively managed ETF and the closing price of the market price (meaning the absolute value of the value obtained by dividing the closing price in the trading session by the NAV per unit of a listed domestic actively managed ETF and subtracting 1, expressed as a percentage; the same shall apply in this item) is 20% or more;
 - or
 - b. When the deviation between the NAV per unit of a listed domestic actively managed ETF and the closing price of the market price is 5% or more for seven consecutive business days;
 - (9) Where there is a likelihood that portfolio information of the ETF will stop being continuously provided to investors; or
 - (10) Where the annual average of the total net asset value of the ETF has fallen below JPY 1 billion.
3. The provisions of Rule 412 shall apply mutatis mutandis to examinations of information disclosure pertaining to listed domestic actively managed ETFs.
 4. If, after a domestic actively managed ETF is listed, any changes occur in the "Report on Product Characteristics of a Domestic Actively Managed ETF and Management System of Management Company" due to any of the matters prescribed in the Enforcement Rules, the management company of

said ETF shall submit a revised report promptly after the change.

5. However, where any changes occur to the "Report on Product Characteristics of a Domestic Actively Managed ETF and Management System of Management Company" due to matters other than those specified in the preceding paragraph, it shall be sufficient for the management company of said ETF to submit a revised report within three months counting from the day following the end of the computation period in which said changes occurred (or, if the computation period is shorter than six months, the end of the computation period containing the day on which six months have elapsed from the date when said changes occurred).
6. In the case of changes as of the preceding two paragraphs, the management company of a listed domestic actively managed ETF shall agree that the Exchange can make said revised report available for public inspection.
7. The provisions of Paragraphs 4 and 5 of the preceding rule shall apply mutatis mutandis to cases where a listed domestic actively managed ETF is a listed indicator-tracking securities incorporated ETF.
8. The provisions of Rule 401, Rule 411-23, Rules 413 to 414, and Rule 416 shall apply mutatis mutandis to disclosure pursuant to the provisions of Paragraphs 2 through 6, and the provisions of Rule 415 and Rule 417 shall be applied mutatis mutandis to those as prescribed in Paragraph 1.

Rule 1213. Disclosure of Information Concerning Listed Real Estate Investment Trust Securities

1. An issuer, etc. of a listed real estate investment trust security shall carry out timely disclosure of information concerning such listed real estate investment trust security, said issuer, etc. of a listed real estate investment trust security, and assets under management, etc. of the listed real estate investment trust security.
2. Timely disclosure of information concerning a listed real estate investment trust security or an issuer, etc. of a listed real estate investment trust security shall be carried out pursuant to the provisions of the following items in accordance with the classification of a listed real estate investment trust security referred to in each item:
 - (1) An investment security:

Where an issuer, etc. of a listed real estate investment trust security falls under any of the following a. through d. (excluding those which the Exchange deems as matters whose effect on investors' investment decisions is of minor significance, such as cases which fall under the criteria specified by the Enforcement Rules), it shall disclose the details immediately pursuant to the provisions of the Enforcement Rules:

 - a. Where an investment corporation which is an issuer of a listed real estate investment trust security has decided to carry out any of the matters referred to in the following (a) through (p) (including cases where it decides not to carry out matters pertaining to said decision):
 - (a) Split or reverse split of investment units;
 - (b) Additional issuance or secondary distribution of investment units;

- (c) Offering of investment corporation bonds or borrowing of funds;
 - (d) Merger;
 - (e) Change to the certificate of incorporation or dissolution;
 - (f) Application for delisting of a real estate investment trust security to a financial instruments exchange in Japan;
 - (g) Petition for commencement of bankruptcy proceedings or rehabilitation proceedings;
 - (h) Change to certified public accountants, etc. who carry out audit certification of financial statements, etc. or interim financial statements, etc. contained in annual securities reports or semiannual securities reports;
 - (i) That administrative work relating to the investor register will not be entrusted to an institution approved by the Exchange;
 - (j) Conclusion of an entrustment contract pertaining to asset management, or cancellation of such a contract;
 - (k) Distribution of money;
 - (l) Request prescribed in Article 166, Paragraph 6, Item (4) of the Act, or Article 167, Paragraph 5, Item (5) of the Act;
 - (m) Acquisition of own investment units pursuant to Article 80-2, Paragraph 1 of the Investment Trust Act (including cases where the provisions apply by replacing terms pursuant to the provisions of Article 80-5, Paragraph 2 of the same Act)
 - (n) Gratis allotment of new investment unit subscription warrants;
 - (o) Deduction of all or part of losses from the total amount of capital contribution, etc. pursuant to the provisions of Article 136, Paragraph 2 of the Investment Trust Act
 - (p) Other than the matters referred to in the preceding (a) through (o), important matters related to operation, administration or assets of a listed real estate investment trust security or its investment corporation which have a significant impact on investors' investment decisions;
- b. Where any of the facts referred to in the following (a) through (t) has occurred to an investment corporation which is an issuer of a listed real estate investment trust security:
- (a) Business improvement order pursuant to the provisions of Article 214 of the Investment Trust Act;
 - (b) A fact that causes delisting of a specified security (meaning a specified security prescribed in Article 163, Paragraph 1 of the Act; the same shall apply hereinafter in this (b)) or options pertaining to a specified security;
 - (c) That the amount of net assets is likely to fall below the base net asset value specified in Article 124, Paragraph 1 of the Investment Trust Act;
 - (d) Notice of cancellation of registration pursuant to the provisions of Article 215, Paragraph 2 of the Investment Trust Act;
 - (e) Change to certified public accountants, etc. who carry out audit certification of financial statements,

etc. or interim financial statements, etc. contained in annual securities reports or semiannual securities reports (excluding cases where the body which decides business execution has decided to change certified public accountants, etc. (including cases where it has decided not to carry out matters pertaining to said decision) and details have been disclosed pursuant to the provisions of the preceding a.);

- (f) An annual securities report or a semiannual securities report that has an attached audit report or interim audit report specified in Article 3, Paragraph 1 of the Cabinet Office Order on Audit Certification prepared by two or more certified public accountants or an audit firm is not expected to be submitted to the Prime Minister, etc. within the period specified in Article 24, Paragraph 1 or Article 24-5, Paragraph 1 of the Act or has not been submitted within said period (except cases where disclosure has been made that said report is unlikely to be submitted within said period), was submitted after such disclosure had been made, or approval has been received from the Prime Minister, etc. for to the extension of said period;
- (g) That a notice of canceling an entrustment agreement of administrative work relating to the investor register is received, an issuer is unlikely to entrust work relating to the investor register to an institution approved by the Exchange, or an issuer has decided that it will not entrust administrative work relating to the investor register to an institution approved by the Exchange;
- (h) Damage arising from a disaster or damage which occurs in the course of business execution;
- (i) Filing of a lawsuit pertaining to property rights, issuance of a judgement on such a lawsuit by a court, or completion of such a lawsuit in whole or part without a judicial decision;
- (j) Filing of a petition for a provisional disposition order that seeks suspension of asset management or other disciplinary actions equivalent thereto, a court hearing for such a petition, or completion of procedures in whole or part pertaining to such a petition without a judicial decision;
- (k) Cancellation of the registration referred to in Article 187 of the Investment Trust Act pursuant to the provision of Article 216, Paragraph 1 of the Act, or other disciplinary actions equivalent thereto imposed by an administrative agency based on laws and regulations;
- (l) Petition for commencement of bankruptcy proceedings or rehabilitation proceedings by an entity other than said investment corporation such as a creditor;
- (m) Dishonor, etc.;
- (n) As a result of a dishonor, etc., a petition for commencement of bankruptcy procedures, etc., or a fact equivalent to these having occurred with respect to a debtor or a main debtor with guarantee obligations, there is a possibility of default on accounts receivable, loans, or other receivables from said debtor or on the right to obtain reimbursement against such main debtor on exercising such guarantee obligations;
- (o) Suspension of trade with a main business partner (meaning a business partner specified in Article 29-2-3, Item (7) of the Enforcement Order) or suspension of trade with two or more business

- partners for the same reason or in the same period;
- (p) Exemption of obligations or extension of a repayment deadline (limited to an extension that the Exchange deems equivalent to exemption of obligations) by a creditor, or assumption or fulfillment of obligations by a third party;
 - (q) Discovery of resources;
 - (r) Deleted.
 - (s) Demand by investors for ceasing issuance of investment securities
 - (t) Other than the facts referred to in the preceding (a) through (s), important facts related to operation, administration or assets of a listed real investment trust security or its investment corporation which have a significant impact on investors' investment decisions;
- c. Where an asset management company entrusted with business pertaining to management of assets of an investment corporation which is an issuer of a listed real investment trust security has decided to carry out any of the matters referred to in the following (a) through (n) (including cases where it has decided not to carry out matters pertaining to said decision):
- (a) Application for delisting of a real estate investment trust security to a financial instruments exchange in Japan;
 - (b) Merger of said asset management company;
 - (c) Petition for commencement of bankruptcy proceedings, rehabilitation proceedings, or reorganization proceedings of said asset management company;
 - (d) Dissolution of said asset management company (excluding dissolutions by merger);
 - (e) Discontinuation or abolishment of the business pertaining to asset management entrusted by said investment corporation;
 - (f) Discontinuation or abolishment of whole or part of the asset management entrusted by said investment corporation;
 - (g) Company split of said asset management company;
 - (h) Transfer or receipt of the whole or part of the business of such asset management company;
 - (i) Cancellation of the entrustment contract pertaining to asset management that has been concluded with said investment corporation;
 - (j) Share exchange of said asset management company;
 - (k) Share transfer of said asset management company;
 - (k)-2 Share delivery of said asset management company;
 - (l) Commencement of new asset management based on entrustment from said investment corporation;
 - (m) Application for authorization or approval, or notification, made by said asset management company to the Prime Minister, etc. in accordance with the Act; or
 - (n) Other than the matters referred to in the preceding (a) through (m), important matters related to

operation, administration or assets of a listed real investment trust security or its asset management company which have a significant impact on investors' investment decisions; or

d. Where any of the facts referred to in the following (a) through (l) has occurred to an asset management company entrusted with business pertaining to management of assets of an investment corporation which is an issuer of a listed real estate investment trust security:

- (a) Business improvement order pursuant to the provisions of Article 51 of the Act;
- (b) A fact that causes delisting (limited to those pertaining to a reason referred to in Rule 1218, Paragraph 1, Item (1), b.);
- (c) Other than the facts referred to in (a) and the preceding (b), authorization, approval or disciplinary actions by an administrative agency in accordance with laws and regulations;
- (d) Change in a specified associated corporation (meaning a specified associated corporation prescribed in Article 166, Paragraph 5 of the Act);
- (e) Change to a major shareholder;
- (f) Filing of a lawsuit for a claim relating to property rights pertaining to the management of assets entrusted by the investment corporation, issuance of a judgment on such a lawsuit, or completion of such a lawsuit in whole or part without a judicial decision;
- (g) Filing of a petition for a provisional disposition order that seeks suspension of asset management entrusted by such investment corporation or other disciplinary action equivalent thereto, a court hearing for such a petition, or completion of procedures in whole or part pertaining to such a petition without a judicial decision;
- (h) Petition for commencement of bankruptcy proceedings by an entity other than said asset management company, etc. such as a creditor;
- (i) Dishonor, etc.;
- (j) Petition for commencement of bankruptcy proceedings pertaining to a specified associated corporation;
- (k) The special controlling shareholder (where this is a corporation, the body that decides its business execution) has decided to demand the sale of shares, etc. pertaining to said investment corporation or has decided not to demand the sale of shares, etc. pertaining to said decision (limited to cases where said decision was made public as prescribed in Article 166, Paragraph 4 of the Act);
- (l) Other than facts referred to in the preceding (a) through (k), important facts related to operation, administration or assets of a listed real investment trust security or its asset management company which have a significant impact on investors' investment decisions;

(2) A beneficiary certificate of a trustor-instructed investment trust:

An issuer, etc. of a listed real estate investment trust security shall disclose the details immediately pursuant to the provisions of the Enforcement Rules if it falls under any of the following a. through d. (excluding, in cases of matters referred to in a., those which the Exchange deems as matters whose effect

on investors' investment decisions is of minor significance, such as cases which fall under the criteria specified by the Enforcement Rules):

- a. Where an investment trust management company which is a trustor of an investment trust pertaining to a listed real estate investment trust security has decided to carry out any of the matters referred to in the following (a) through (p) (including cases where it has decided not to carry out matters pertaining to said decision):
 - (a) Split or reverse split of beneficiary certificates;
 - (b) Additional trust or secondary distribution;
 - (c) Borrowing of funds necessary for an investment trust;
 - (d) Change to the basic terms and conditions of a trust or cancellation of an investment trust agreement;
 - (e) Application for delisting of a real estate investment trust security to a financial instruments exchange in Japan;
 - (f) Merger of said investment trust management company;
 - (g) Petition for commencement of bankruptcy proceedings of said investment trust management company;
 - (h) Dissolution of said investment trust management company (excluding dissolutions caused by merger);
 - (i) Discontinuation of the financial instruments business of said investment trust management company;
 - (j) Ceasing to be an entity which carries out investment management business by completing an alteration registration specified in Article 31, Paragraph 4 of the Act;
 - (k) Company split of said investment trust management company (limited to cases where the whole business is inherited);
 - (l) Transfer of the whole business of said investment trust management company;
 - (m) Application for authorization or approval, or notification, made by said investment trust management company to an administrative agency in accordance with laws and regulations;
 - (n) Matters referred to in (h) under a. of the preceding item;
 - (o) A decision that said issue will not be subject to book-entry transfer operations conducted by a designated book-entry transfer institution; or
 - (p) Other than the matters referred to in the preceding (a) through (o), important matters related to operation, administration or assets of a listed real estate investment trust security or its investment trust management company which have a significant impact on investors' investment decisions;
- b. Where any of the facts referred to in the following (a) through (e) has occurred to an investment trust management company which is a trustor of an investment trust pertaining to a listed real estate investment trust security:

- (a) Business improvement order pursuant to the provisions of Article 51 of the Act;
 - (b) A fact that causes delisting (limited to those pertaining to a reason referred to in Rule 1218, Paragraph 1, Item (2), a.);
 - (c) Other than the facts referred to in (a) and the preceding (b), authorization, approval or disciplinary actions by an administrative agency in accordance with laws and regulations;
 - (d) Matters referred to in b., (e) or (f) of the preceding item; or
 - (e) Other than the facts referred to in the preceding (a) through (d), important facts related to operation, administration or assets of a listed real investment trust security or its investment management company which have a significant impact on investors' investment decisions;
- c. Where a trust company, etc. which is a trustee of an investment trust pertaining to a listed real estate investment trust security has decided to carry out any of the matters referred to in the following (a) or (b) (including cases where it has decided not to carry out matters pertaining to said decision):
- (a) Application for delisting of a real estate investment trust security to a financial instruments exchange in Japan; or
 - (b) Other than the matter referred to in (a), important matters concerning the operation, administration or assets of a listed real estate investment trust security or its trust company, etc. which have a significant impact on investors' investment decisions; or
- d. Where any of the facts referred to in the following (a) or (b) has occurred to a trust company, etc. which is a trustee of an investment trust pertaining to a listed real estate investment trust security:
- (a) A fact that causes delisting (limited to those pertaining to a reason referred to in Rule 1218, Paragraph 1, Item (2), b.); or
 - (b) Other than the facts referred to in the preceding (a), important facts related to operation, administration or assets of a listed real investment trust security or its trust company, etc. which have a significant impact on investors' investment decisions; and
- (3) A beneficial certificate of a non-trustor-instructed investment trust:
- An issuer, etc. of a listed real estate investment trust security shall disclose the details immediately pursuant to the provisions of the Enforcement Rules, where it falls under the following a. or b.:
- a. Where a trust company, etc. which is a trustee of an investment trust pertaining to a listed real estate investment trust security has decided to carry out any of the matters referred to in the following (a) or (b) (including cases where it has decided not to carry out matters pertaining to said decision):
 - (a) Matters referred to in (a) through (e) or (n) through (o) of the preceding a.; or
 - (b) Other than the matters referred to in the preceding (a), important matters related to operation, administration or assets of a listed real investment trust security or its trust company, etc. which have a significant impact on investors' investment decisions; or
 - b. Where any of the facts referred to in the following (a) through (c) has occurred to a trust company, etc. which is a trustee of an investment trust pertaining to a listed beneficiary trust security:

- (a) A fact that causes delisting (limited to those pertaining to a reason referred to in Rule 1218, Paragraph 1, Item (3));
 - (b) Matters referred to in Item (1), b., (e) or (f); or
 - (c) Other than the facts referred to in (a) or the preceding (b), important facts related to operation, administration or assets of a listed real investment trust security or its trust company, etc. which have a significant impact on investors' investment decisions.
3. Regarding timely disclosure of information of assets under management, etc. of a listed real estate investment trust security, where an issuer, etc. of a listed real estate investment trust security falls under any of the following items (regarding matters referred to in Item (1) and facts referred to in Item (2), excluding cases falling under those which the Exchange deems as matters whose effect on investors' investment decisions is of minor significance, such as cases which fall under the criteria specified by the Enforcement Rules), it shall disclose the details immediately pursuant to the provisions of the Enforcement Rules:
- (1) Where an asset management company, etc. (meaning, where the listed real estate investment trust security is an investment security, the asset management company entrusted with business pertaining to management of assets of the investment corporation which is the issuer of said investment security; where it is a beneficial certificate of a trustor-instructed investment trust, the investment trust management company which is the trustor of the investment trust pertaining to said beneficial certificate; and where it is a beneficial certificate of a non-trustor-instructed investment trust, the trust company, etc. which is the trustee of the investment trust pertaining to said beneficial certificate; the same shall apply in Item (3)) has decided to carry out any of the matters referred to in the following a. through c. (including cases where it has decided not to carry out matters pertaining to said decision):
 - a. Transfer or receipt of an asset pertaining to assets under management, etc.;
 - b. Leasing or cancellation of leasing of assets under management, etc. (including real estate that is the object of leasehold rights, superficies, or easement, real estate included in trust assets of the trust prescribed in Rule 1201, Item (12), f, and real estate that underlies real estate-related assets);
 - c. Other than the matters referred to in the preceding a. and b., important matters concerning assets under management, etc. which have a significant impact on investors' investment decisions;
 - (2) Where any fact referred to in the following a. through c. has occurred:
 - a. Damage arising from a disaster or damage which occurs in the course of business execution that pertains to assets under management, etc.;
 - b. Cancellation of lease of assets under management, etc. (excluding cases where an asset management company, etc. has decided to cancel such lease of assets under management, etc., and discloses details of such cancellation pursuant to the provision of b. of the preceding item)
 - c. Other than the facts referred to in the preceding a. and b., important facts concerning assets under management, etc. which have a significant impact on investors' investment decisions;
 - (3) Where an asset management company, etc. carries out a trade referred to in each item of Article 13,

Paragraph 1 of the Investment Trust Act (including cases where it is applied mutatis mutandis to Article 54 of the same Act) or a trade referred to in Article 203, Paragraph 2 of the same Act (limited to cases where it is necessary to issue a document to a beneficiary of an investment trust pursuant to these provisions);

- (4) Where details (including information specified by the Enforcement Rules) of financial results of a fund for a business period or a computation period or an interim business period or an interim computation period with respect to a listed real estate investment trust security are settled; or
 - (5) Where there occurs a difference (limited those falling under the criteria specified by the Enforcement Rules as matters which have a material impact on investors' investment decisions) in the forecast value newly calculated by an issuer of such listed real estate investment trust security or financial results for such business period or such computation period compared to the last published forecast value (where there is no such value, the published actual value for the previous business period or the previous computation period) with respect to operating income, ordinary income, net income, distribution of money, or distribution of revenue of a fund pertaining to a listed real estate investment trust security.
4. The provisions of Rule 412 shall be applied mutatis mutandis to examination, etc. pertaining to disclosure of information of an issuer, etc. of a listed real estate investment trust security.
 5. An issuer, etc. of a listed real estate investment trust security shall submit a "Report Concerning Management System, etc. of an Issuer, etc. of a Listed Real Estate Investment Trust Security" predetermined by the Exchange within three months after a business period or a computation period pertaining to such listed real estate investment trust security. In this case, such issuer, etc. shall agree that the Exchange makes such report available for public inspection.
 6. In addition to the provisions of the preceding paragraph, in cases where an issuer, etc. of a listed real estate investment trust security falls under any of each item below and if a change occurs in the details of the "Report Concerning the Management System of an Issuer, etc. of a Real Estate Investment Trust Security" due to the matters prescribed in each such item, it shall submit the "Report Concerning the Management System of an Issuer, etc. of a Real Estate Investment Trust Security" after the change without delay. In this case, said issuer, etc. shall agree that the Exchange makes said report after the change for public inspection.
 - (1) Where a change occurs in an asset management company entrusted with business pertaining to management of the assets of a listed investment corporation;
 - (2) Where an asset management company entrusted with business pertaining to management of the assets of a listed investment corporation conducts merger or other acts specified in the Enforcement Rules (referred to as the "merger, etc." in Rule 1218, Paragraph 1, Item (1), b. (d) and (e))
 - (3) Where a change occurs in a parent company of an asset management company entrusted with business pertaining to management of the assets of a listed investment corporation.
 7. The provisions of Rule 401, Rule 411-23, Rules 413 to 414, and Rule 416 shall be applied mutatis mutandis to disclosure pursuant to the provisions of each of the preceding paragraphs and the provisions of Rule 415

and Rule 417 shall be applied mutatis mutandis to an issuer, etc. of a listed real estate investment trust security, respectively.

Rule 1312. Disclosure of Information Concerning Listed Venture Funds

1. A listed venture fund issuer and manager shall carry out timely disclosure of information concerning such listed venture fund, listed venture fund issuer and manager, and assets under management, etc. of a listed venture fund.
2. Where a listed venture fund issuer and manager fall under any of the following items (excluding those which the Exchange deems as matters whose impact on investors' investment decisions is of minor significance, such as cases which fall under the criteria specified by the Enforcement Rules), it shall disclose details immediately pursuant to the provisions of the Enforcement Rules:
 - (1) Where a venture fund-issuing investment corporation pertaining to a listed venture fund has decided to carry out any of the matters referred to in the following a. through r. (including cases where it has decided not to carry out matters pertaining to said decision):
 - a. Split or reverse split of investment units;
 - b. Additional issuance or secondary distribution of investment units;
 - b-2. Offering of investment corporation bonds or borrowing of funds;
 - c. Merger;
 - d. Change to the certificate of incorporation or dissolution;
 - e. Application for delisting of a venture fund to a financial instruments exchange in Japan;
 - f. Petition for commencement of bankruptcy proceedings or rehabilitation proceedings;
 - g. Change to certified public accountants, etc. who carry out audit certification of financial statements, etc. or interim financial statements, etc. contained in annual securities reports or semiannual securities reports;
 - h. Change in the unlisted stocks, etc. rating institution;
 - i. Change in officers;
 - j. Distribution of money;
 - k. Change in the number of units per investment unit;
 - l. That administrative work relating to the investor register will not be entrusted to an institution approved by the Exchange;
 - m. Conclusion of an entrustment contract pertaining to asset management, or cancellation of such a contract;
 - n. Request prescribed in Article 166, Paragraph 6, Item (4) of the Act, or Article 167, Paragraph 5, Item (5) of the Act;
 - o. Acquisition of own investment units pursuant to Article 80-2, Paragraph 1 of the Investment Trust Act (including cases where the provisions apply by replacing terms pursuant to the provisions of Article 80-

- 5, Paragraph 2 of the same Act);
- p. Gratis allotment of new investment unit subscription warrants;
 - q. Deduction of all or part of losses from the total amount of capital contribution, etc. pursuant to the provisions of Article 136, Paragraph 2 of the Investment Trust Act; or
 - r. Other than the matters referred to in the preceding a. through q., important matters related to operation, administration or assets of a listed venture fund or its venture fund-issuing investment corporation which have a significant impact on investors' investment decisions;
- (2) Where any of the facts referred to in the following a. through u. has occurred to a venture fund-issuing investment corporation pertaining to a listed venture fund:
- a. Business improvement order pursuant to the provisions of Article 214 of the Investment Trust Act;
 - b. A fact that causes the delisting of a specified security (meaning a specified security prescribed in Article 163, Paragraph 1 of the Act; the same shall apply in this b.) or options pertaining to a specified security;
 - c. That the amount of net assets is likely to fall below the base net asset value specified in Article 124, Paragraph 1 of the Investment Trust Act;
 - d. Notice of cancellation of registration pursuant to the provisions of Article 215, Paragraph 2 of the Investment Trust Act;
 - e. Change to certified public accountants, etc. who carry out audit certification of financial statements, etc. or interim financial statements, etc. contained in annual securities reports or semiannual securities reports (excluding cases where the body which decides business execution has decided to change certified public accountants, etc. (including cases where it has decided not to carry out matters pertaining to said decision) and details have been disclosed pursuant to the provisions of g. of the preceding item);
 - f. Change to the unlisted stocks, etc. rating institution (excluding cases where the body which decides business execution has decided to change the unlisted stocks, etc. rating institution (including cases where it has decided not to carry out matters pertaining to said decision) and details have been disclosed pursuant to the provisions of h. of the preceding item)
 - g. An annual securities report or a semiannual securities report that has an attached audit report or an interim audit report specified in Article 3, Paragraph 1 of the Cabinet Office Order on Audit Certification prepared by two or more certified public accountants or an audit firm is not expected to be submitted to the Prime Minister, etc. within the period specified in Article 24, Paragraph 1 or Article 24-5, Paragraph 1 of the Act or has not been submitted within such period (except cases where disclosure has been made that said report is unlikely to be submitted within said period), was submitted after such disclosure had been made, or approval has been received from the Prime Minister, etc. for the extension of said period;
 - h. Request of investors for convocation of general investors meeting
 - i. That a notice of canceling an entrustment agreement of administrative work relating to the investor

register is received, an issuer is unlikely to entrust administrative work relating to the investor register to an institution approved by the Exchange, or an issuer has decided that it will not entrust administrative work relating to the investor register to an institution approved by the Exchange;

- j. Demand by investors for ceasing issuance of investment securities;
 - k. Damage arising from a disaster or damage which occurs in the course of business execution;
 - l. Filing of a lawsuit pertaining to property rights, issuance of a judgment on such a lawsuit by a court, or completion of such a lawsuit in whole or part without a judicial decision;
 - m. Filing of a petition for a provisional disposition order that seeks suspension of asset management or other disciplinary actions equivalent thereto, a court hearing for such a petition, or completion of procedures in whole or part pertaining to such a petition without a judicial decision;
 - n. Cancellation of the registration referred to in Article 187 of the Investment Trust Act pursuant to the provision of Article 216, Paragraph 1 of the same Act or other disciplinary actions equivalent thereto imposed by an administrative agency based on laws and regulations, or an accusation pertaining to violation of laws and regulations by an administrative agency
 - o. Petition for commencement of bankruptcy proceedings or rehabilitation proceedings by an entity other than said venture fund-issuing investment corporation such as a creditor
 - p. Dishonor, etc.
 - q. As a result of a dishonor, etc., a petition for commencement of bankruptcy procedures, etc., or a fact equivalent to these having occurred with respect to a debtor or a main debtor with guarantee obligations, there is a possibility of default on accounts receivable, loans, or other receivables from said debtor or on the right to obtain reimbursement against such main debtor on exercising such guarantee obligations;
 - r. Suspension of trade with a main business partner (meaning a business partner specified in Article 29-2-3, Item (7) of the Enforcement Order) or suspension of trade with two or more business partners for the same reason or in the same period;
 - s. Exemption of obligations or extension of a repayment deadline (limited to an extension that the Exchange deems equivalent to exemption of obligations) by a creditor, or assumption or fulfillment of obligations by a third party;
 - t. Discovery of resources; or
 - u. Other than the facts referred to in the preceding a. through t., important facts related to operation, administration or assets of a listed venture fund or its venture fund-issuing investment corporation which have a significant impact on investors' investment decisions;
- (3) Where a venture fund asset management company pertaining to a listed venture fund has decided to carry out any of the matters referred to in the following a. through o. (including cases where it has decided not to carry out matters pertaining to such decision):
- a. Application for delisting of a venture fund to a financial instruments exchange in Japan;

- b. Merger of said venture fund asset management company;
 - c. Petition for commencement of bankruptcy proceedings, rehabilitation proceedings, or reorganization proceedings of said venture fund asset management company;
 - d. Dissolution of said venture fund asset management company (excluding dissolutions by merger);
 - e. Discontinuation or abolishment of the business pertaining to asset management entrusted by said venture fund-issuing investment corporation;
 - f. Discontinuation or abolishment of whole or part of the asset management entrusted by said venture fund-issuing investment corporation;
 - g. Company split of said venture fund asset management company;
 - h. Transfer or receipt of the whole or part of the business of said venture fund asset management company;
 - h-2. Changes to investment policy or risk management policy;
 - i. Cancellation of entrustment contact pertaining to asset management that has been concluded with said venture fund-issuing investment corporation;
 - j. Share exchange of said venture fund asset management company;
 - k. Share transfer of said venture fund asset management company;
 - l. Share delivery of said venture fund asset management company;
 - m. Commencement of new asset management based on entrustment from said venture fund-issuing investment corporation;
 - n. Application for authorization or approval, or notification, from said venture fund asset management company to an administrative agency pursuant to laws and regulations; or
 - o. Other than the matters referred to in the preceding a. through n., important matters related to operation, administration or assets of a listed venture fund or its venture fund asset management company which have a significant impact on investors' investment decisions.
- (4) Where any of the facts referred to in the following a. through l. has occurred to a venture fund asset management company pertaining to a listed venture fund:
- a. Business improvement order pursuant to the provisions of Article 51 of the Act;
 - b. A fact that causes delisting (limited to those pertaining to a reason referred to in Rule 1318, Paragraph 1, Item (2));
 - c. Other than the facts referred to in a. and the preceding b., authorization, approval, or disciplinary actions by an administrative agency based on laws and regulations or an accusation pertaining to violation of laws and regulations by an administrative agency;
 - d. Change in a specified associated corporation (meaning a specified associated corporation prescribed in Article 166, Paragraph 5 of the Act);
 - e. A change to a major shareholder;
 - f. Filing of a lawsuit for a claim relating to property rights pertaining to the management of assets entrusted

- by the venture fund-issuing investment corporation, issuance of a judgment on such a lawsuit, or completion of such a lawsuit in whole or part without a judicial decision;
- g. Filing of a petition for a provisional disposition order that seeks suspension of business pertaining to asset management entrusted by the venture fund-issuing investment corporation or other disciplinary action equivalent thereto, a court hearing for such a petition, or completion of procedures in whole or part pertaining to such a petition without a judicial decision;
 - h. Petition for commencement of bankruptcy proceedings or rehabilitation proceedings filed by an entity other than the venture fund asset management company pertaining to such listed venture fund, such as a creditor;
 - i. Dishonor, etc.;
 - j. Petition for commencement of bankruptcy proceedings pertaining to a specified associated corporation;
 - k. A special controlling shareholder (where this is a corporation, the body that determines its business execution) has decided to make a demand for share, etc. cash out pertaining to the venture fund asset management company or has decided not to make a demand for share, etc. cash out pertaining to said decision (limited to cases where said decision was made public as prescribed in Article 166, Paragraph 4 of the Act);
 - l. Other than the facts referred to in the preceding a. through k., important facts related to operation, administration or assets of a listed venture fund or a venture fund asset management company pertaining to a listed venture fund which have a significant impact on investors' investment decisions.
3. With regard to timely disclosure of information of assets under management, etc. of a listed venture fund, where a listed venture fund issuer and manager falls under any of the following items (excluding cases of falling under those which the Exchange deems as matters whose impact on investors' investment decisions is of minor significance, such as a case of falling under the criteria specified by the Enforcement Rules), such listed venture fund issuer and manager shall disclose the details immediately pursuant to the provisions of the Enforcement Rules:
- (1) Where a venture fund asset management company pertaining to a listed venture fund has decided that it will carry out any of the matters referred to in the following a. through c. (including cases where it has decided not to carry out matters pertaining to said decision).
 - a. Transfer or receipt of assets pertaining to assets under management, etc.;
 - b. Leasing or cancellation of leasing of assets pertaining to assets under management, etc.; or
 - c. Other than matters referred to in the preceding a. and b., important matters concerning assets under management, etc. which have a significant impact on investors' investment decision.
 - (2) Where any of the facts referred to in the following a. through e. has occurred to assets under management, etc.
 - a. Where an unlisted stock, etc. is listed on a financial instruments exchange (including cases where such listing is postponed or cancelled);

- b. Where a stock, etc. listed on a financial instruments exchange in Japan or a stock, etc. listed or continuously traded on a financial instruments exchange in a foreign country is delisted, or their registration is cancelled;
 - c. Where an issuer of unlisted stocks, etc. or assets related to unlisted stocks, etc. or an entity other than such issuer has filed a petition for commencement of bankruptcy proceedings, rehabilitation proceedings, or reorganization proceedings for an issuer of an unlisted stock, etc. or assets related to unlisted stocks, etc., or where the Enforcement Rules specifies as a state equivalent thereto;
 - d. Cancellation of lease of assets under management, etc. (excluding cases where a venture fund asset management company pertaining to a listed venture fund has decided to cancel such a lease of assets under management, etc. and discloses details of said cancellation pursuant to the provisions of b. of the preceding item) or
 - e. Other than matters referred to in the preceding a. through d., facts concerning important assets under management, etc. which have a significant impact on investors' investment decisions.
4. Where details of financial results of a listed venture fund pertaining to a business period or interim business period pertaining to a listed venture fund (including information specified by the Enforcement Rules) are fixed, a listed venture fund issuer and manager shall disclose such details immediately.
 5. With respect to operating revenue, ordinary profit, net income, or cash distribution pertaining to a listed venture fund, if there is an inconsistency (limited to those meeting the criteria specified by the Enforcement Regulations as matters that have a material impact on investment decisions) between the forecast value that is newly calculated by the venture fund-issuing investment corporation pertaining to said listed venture fund or financial results for the current business period and the last published forecast value (where there is no such value, the published actual value for the previous business period), the listed venture fund issuer and manager shall disclose the details immediately.
 6. A listed venture fund issuer and manager shall disclose matters referred to in each of the following items concerning assets under management, etc. once every three months.
 - (1) Details of assets under management, etc.;
 - (2) Overviews of issuers of unlisted stocks, etc. and assets related to unlisted stocks, etc.;
 - (3) The most recent management status and short term-management policy; and
 - (4) Reasons for holding and management policy regarding continuously held stocks, etc.; and
 - (5) Net asset value per unit of the listed venture fund.
 7. Notwithstanding the provisions of the preceding paragraph, if stipulated by the Enforcement Rules, a listed venture fund issuer and manager shall disclose matters referred to from Items (1) to (4) of the same paragraph on a monthly basis during the period specified in the Enforcement Rules.
 8. The provisions of Rule 412 shall be applied mutatis mutandis to examination, etc. on disclosure of information of a listed venture fund issuer and manager
 9. A listed venture fund issuer and manager, where any change has been made to a "report on the

management system, product characteristics, and assessment methods, etc. of unlisted stocks, etc. pertaining to venture funds" predetermined by the Exchange, shall submit a report after the change without delay. In this case, said issuer, etc. shall agree that the Exchange makes said report after the change available for public inspection.

10. Notwithstanding the preceding paragraph, if the details of such change relate to matters specified by the Enforcement Rules, the issuer, etc. may submit the report after the change within three months counting from the day following the end of a business period containing the day when said change was made. However, this shall not apply to cases where any of the following items is applicable and such change has been attributable to matters prescribed in said items.

(1) Where there is a change in a venture fund asset management company pertaining to a listed venture fund;

(2) Where a venture fund asset management company pertaining to a listed venture fund carries out a merger or any other act specified by the Enforcement Rules (a "merger, etc." in Rule 1318, Paragraph 1, Item (2), Sub-items c. and d.,); or

(3) Where there is a change in the parent company of a venture fund asset management company pertaining to a listed venture fund.

11. The provisions of Rule 401, Rule 411-[23](#), Rules 413 to 414, Rule 416 shall be applied mutatis mutandis to disclosure pursuant to the provisions of each of the preceding items. In addition, the provisions of Rule 415 and Rule 417 shall be applied mutatis mutandis to a listed venture fund issuer and manager.

Rule 1410. Disclosure of Information Concerning Listed Country Funds

1. A country fund-issuing investment corporation pertaining to a listed country fund shall carry out timely disclosure of information concerning such listed venture fund and listed country fund issuer, etc.

2. Where a country fund-issuing investment corporation pertaining to a listed country fund falls under any of the following items (excluding, in cases of matters referred to in Item (1) and Item (3), those that the Exchange deems as matters whose impact on investors' investment decisions is of minor significance, such as cases which fall under the criteria specified by the Enforcement Rules), it shall disclose details immediately pursuant to the provisions of the Enforcement Rules:

(1) Where a country fund-issuing investment corporation pertaining to a listed country fund has decided to carry out any of the matters referred to in the following a. through m. (including cases where it has decided not to carry out matters pertaining to said decision):

a. Split or reverse split of investment units;

b. Additional issuance or secondary distribution of investment units;

c. Offering of investment corporation bonds or borrowing of funds;

d. Acquisition of own investment units;

e. Distribution of money;

f. Merger;

- g. Change to the certificate of incorporation or dissolution;
 - h. Change in name;
 - i. Change of the end of a business period;
 - j. Application for delisting or cancellation of registration of a country fund to a financial instruments exchange in Japan or a foreign financial instruments exchange, etc.;
 - k. Change in an entity that conducts works, on the basis of entrustment of a country fund-issuing investment corporation pertaining to a listed country fund, which pertain to business such as management and custody of assets of said corporation;
 - l. Petition for commencement of bankruptcy proceedings or rehabilitation proceedings; or
 - m. Change to certified public accountants, etc. who carry out audit certification of financial statements, etc. or interim financial statements, etc. contained in annual securities reports or semiannual securities reports;
- (2) Where any of the facts referred to in the following a. through f. have occurred to a country fund-issuing investment corporation pertaining to a listed country fund:
- a. Business improvement order, cancellation of registration, or other disciplinary actions equivalent thereto imposed by an administrative agency based on laws and regulations or accusation pertaining to violation of laws and regulations by an administrative agency;
 - b. Falling under reasons for dissolution in accordance with laws and regulations;
 - c. Falling into a state where commencement of bankruptcy proceedings or commencement of rehabilitation proceedings pursuant to the provisions of laws and regulations is required, or a state equivalent thereto;
 - d. Request of investors for convocation of general investors meeting;
 - e. Change to certified public accountants, etc. who carry out audit certification of financial statements, etc. or interim financial statements, etc. contained in annual securities reports or semiannual securities reports (excluding cases where the body which decides business execution has decided to change certified public accountants, etc. (including cases where it has decided not to carry out matters pertaining to said decision) and details have been disclosed pursuant to the provisions of m. of the preceding item); or
 - f. An annual securities report or a semiannual securities report that has an attached audit report or an interim audit report specified in Article 3, Paragraph 1 of the Cabinet Office Order on Audit Certification prepared by two or more certified public accountants or an audit firm (including audit reports or interim audit reports with certification equivalent to audit certification prepared by an entity equivalent to certified public accountants or an audit firm) is not expected to be submitted to the Prime Minister, etc. within the period specified in Article 24, Paragraph 1 or Article 24-5, Paragraph 1 of the Act or has not been submitted within said period (except cases where disclosure has been made that said report is unlikely to be submitted within said period), was submitted after such

disclosure had been made, or approval has been received from the Prime Minister, etc. for the extension of said period.

- (3) Where a country fund asset management company pertaining to a listed country fund has decided to carry out any of the matters referred to in the following a. through g. (including cases where it has decided not to carry out matters pertaining to said decision):
 - a. Application for delisting or cancellation of registration of a listed country fund to a financial instruments exchange in Japan or a foreign financial instruments exchange;
 - b. Merger;
 - c. Petition for commencement of bankruptcy proceedings, rehabilitation proceedings, or reorganization proceedings;
 - d. Dissolution (excluding dissolutions by merger);
 - e. Discontinuation of the business pertaining to asset management;
 - f. Company split (limited to cases where the whole business is inherited); or
 - g. Transfer of the whole business;
 - (4) Where any of the facts referred to in the following a. through c. has occurred to a country fund asset management company pertaining to a listed country fund:
 - a. Business improvement order, cancellation of registration, or other disciplinary actions equivalent thereto imposed by an administrative agency in accordance with laws and regulations or an accusation pertaining to violation of laws and regulations by an administrative agency;
 - b. Ceasing to be a country fund asset management company pertaining to said listed country fund; or
 - c. Petition for commencement of bankruptcy proceedings or rehabilitation proceedings filed by an entity other than the country fund asset management company pertaining to such listed venture fund, such as a creditor;
 - (5) In cases referred to in each item of Article 29, Paragraph 2, of the Cabinet Order on Disclosure of Specified Securities (excluding the cases referred to in each of the preceding items)
 - (6) Where details of the financial results pertaining to the business year or interim business period pertaining to a listed country fund are fixed, or where, in cases of quarterly financial results being required pursuant to laws and regulations, etc. of a home country, etc. details of quarterly financial results are fixed; or
 - (7) Change in socioeconomic circumstances in home country, etc. or a specific country or region that is an investment target of a country fund issuing investment corporation, which have material impact on performance of such country fund issuing investment corporation pertaining to a listed country fund, or change in laws and regulations regarding rules or systems for the capital market in the home country.
3. The provisions of Rule 412 shall be applied mutatis mutandis to examination, etc. on disclosure of information of a listed country fund issuer, etc.
 4. The provisions of Rule 401, Rule 411-23, Rules 413 to Rule 414, and Rule 416 shall be applied mutatis mutandis to disclosure pursuant to the provisions of the preceding three paragraphs. In addition, the

provisions of Rule 415 and Rule 443 shall be applied mutatis mutandis to a country fund issuer, etc. pertaining to a listed country fund.

Rule 1513. Disclosure of Information Concerning Listed Infrastructure Funds

1. The listed infrastructure fund issuer, etc. must carry out timely disclosure of information concerning the listed infrastructure fund (in cases said listed infrastructure fund security is a listed foreign infrastructure trust beneficiary certificate, this refers to the foreign infrastructure fund that is an entrusted security), the issuer, etc. of the listed infrastructure fund, the operator, and assets under management, etc. of the listed infrastructure fund.
2. Timely disclosure of information concerning the listed infrastructure fund (in cases said listed infrastructure fund security is a listed foreign infrastructure fund trust beneficiary certificate, this refers to the foreign infrastructure that is an entrusted security) or the issuer, etc. of the listed infrastructure fund shall be carried out pursuant to the provisions of each of the following items in accordance with the classification of the listed infrastructure fund as referred to in each such item;
 - (1) A domestic infrastructure fund in the form of an investment security, a foreign infrastructure in the form of a foreign investment security, and the foreign infrastructure fund trust beneficiary certificate for which the entrusted security is said foreign infrastructure fund:

In cases where any of the following a. through d. (excluding matters falling under criteria specified by the Enforcement Rules and those which the Exchange deems as matters whose impact on investors' investment decisions is of minor significance) apply to the listed infrastructure fund issuer, etc., the entity must immediately disclose all pertinent details pursuant to the provisions of the Enforcement Rules.

 - a. Where an investment corporation or a foreign investment corporation that is a listed infrastructure fund issuer (hereinafter referred to as the "investment corporation, etc.") has decided to carry out any of the matters referred to in the following (a) through (p) (including cases where it has decided to not carry out matters pertaining to said decision);
 - (a) Split or reverse split of investment units;
 - (b) Additional issuance or secondary distribution of investment units;
 - (c) Offering of investment corporation bonds or borrowing of funds;
 - (d) Merger;
 - (e) Change to the certificate of incorporation or dissolution;
 - (f) Application for delisting or cancellation of registration of an infrastructure fund (in the case of a foreign infrastructure fund trust beneficiary certificate, said fund refers to the foreign infrastructure fund that is an entrusted security) to a financial instruments exchange in Japan or in a foreign country;
 - (g) Petition for commencement of bankruptcy proceedings or rehabilitation proceedings;

- (h) Change to certified public accountants, etc. who carry out audit certification of financial statements, etc. or interim financial statements, etc. contained in annual securities reports or semiannual securities reports;
 - (i) That administrative work relating to the investor register will not be entrusted to an institution approved by the Exchange;
 - (j) Conclusion of an entrustment contract pertaining to asset management, or cancellation of such a contract;
 - (k) Distribution of money;
 - (l) Request prescribed in Article 166, Paragraph 6, Item (4) of the Act, or Article 167, Paragraph 5, Item (5) of the Act;
 - (m) Acquisition of own investment units pursuant to Article 80-2, Paragraph 1 of the Investment Trust Act (including cases where the provisions apply by replacing terms pursuant to the provisions of Article 80-5, Paragraph 2 of the same Act) or to laws and regulations corresponding thereto;
 - (n) Gratis allotment of new investment unit subscription warrants;
 - (o) Deduction of all or part of losses from the total amount of capital contribution, etc. pursuant to the provisions in Article 136, Paragraph 2 of the Investment Trust Act;
 - (p) In addition to the matters referred to in the items from (a) through the preceding (o), important matters concerning the listed infrastructure fund (meaning the foreign infrastructure fund that is an entrusted security in cases where said infrastructure fund is in the form of a listed foreign infrastructure fund trust beneficiary certificate) or important matters pertaining to operation, business, or assets of the investment corporation, etc. that have a considerable effect on investment decisions;
- b. Where any of the facts referred to in the following (a) through (t) have occurred to an investment corporation or a foreign investment corporation that is a listed infrastructure fund issuer;
- (a) Business improvement order pursuant to the provisions of Article 214 of the Investment Trust Act or similar disciplinary actions pursuant to laws and regulations;
 - (b) A fact that causes the delisting of a specified security (meaning the specified security prescribed in Article 163, Paragraph 1 of the Act; the same shall apply in this (b)) or options pertaining to a specified security;
 - (c) That the amount of net assets is likely to fall below the base net asset value specified in Article 124, Paragraph 1 of the Investment Trust Act;
 - (d) Notice of cancellation of registration pursuant to the provisions of Article 215, Paragraph 2 of the Investment Trust Act;
 - (e) Change to certified public accountants, etc. who carry out audit certification of financial statements, etc. or interim financial statements, etc. contained in annual securities reports or semiannual securities reports (excluding cases where the body which decides business execution has decided to change certified public accountants, etc. (including cases where it has decided not to carry out matters

pertaining to said decision) and details have been disclosed pursuant to the provisions of the preceding a.);

- (f) An annual securities report or a semiannual securities report that has an attached audit report or interim audit report specified in Article 3, Paragraph 1 of the Cabinet Office Order on Audit Certification prepared by two or more certified public accountants or an audit firm is not expected to be submitted to the Prime Minister, etc. within the period specified in Article 24, Paragraph 1 or Article 24-5, Paragraph 1 of the Act or has not been submitted within said period (except cases where disclosure has been made that said report is unlikely to be submitted within said period), was submitted after such disclosure had been made, or approval has been received from the Prime Minister, etc. for the extension of said period;
- (g) That a notice of canceling an entrustment agreement of administrative work relating to the investor register is received, an issuer is unlikely to entrust work relating to the investor register to an institution approved by the Exchange, or an issuer has decided that it will not entrust administrative work relating to the investor register to an institution approved by the Exchange;
- (h) Damage arising from a disaster or damage that has occurred in the course of business execution;
- (i) Filing of a lawsuit pertaining to property rights, issuance of a judgment on such a lawsuit by a court, or completion of such a lawsuit in whole or part without a judicial decision;
- (j) Filing of a petition for a provisional disposition order that seeks suspension of asset management or other disciplinary actions equivalent thereto, a court hearing for such a petition, or completion of procedures in whole or part pertaining to such a petition without a judicial decision;
- (k) Cancellation of the registration referred to in Article 187 of the Investment Trust Act pursuant to the provision of Article 216, Paragraph 1 of said Act or other disciplinary actions equivalent thereto by an administrative agency based on laws and regulations;
- (l) Petition for commencement of bankruptcy proceedings or rehabilitation proceedings by an entity other than said investment corporation, etc., such as a creditor;
- (m) Dishonor, etc.;
- (n) As a result of a dishonor, etc., a petition for commencement of bankruptcy procedures, etc., or a fact equivalent to these having occurred with respect to a debtor or a main debtor with guarantee obligations, there is a possibility of default on accounts receivable, loans, or other receivables from said debtor or on the right to obtain reimbursement against such main debtor on exercising such guarantee obligations;
- (o) Suspension of trade with a main business partner (meaning a business partner specified in Article 29-2-3, Item (7) of the Enforcement Order) or suspension of trade with two or more business partners for the same reason or in the same period;

- (p) Exemption of obligations or extension of a repayment deadline (limited to an extension that the Exchange deems equivalent to exemption of obligations) by a creditor, or assumption or fulfillment of obligations by a third party;
 - (q) Discovery of resources;
 - (r) The ratio of the sum of the values of assets including real estate prescribed in Article 105, Item (1), Sub-item 6 of the Investment Trust Act Enforcement Regulation (the same shall apply in this (r)) to the total amount of assets has exceeded 50% (excluding cases where the certificate of incorporation stipulates that more than 50% of the total amount of assets will be invested in assets including real estate);
 - (s) Demand from investors for ceasing issuance of investment securities;
 - (t) Other than the facts referred to in the preceding (a) through (s), important facts related to operation, administration or assets of a listed infrastructure fund (meaning the foreign infrastructure fund that is an entrusted security in cases of a listed foreign infrastructure trust beneficiary certificate) or its investment corporation, etc. that have a significant impact on investment decisions;
- c. Where an asset management company pertaining to a listed infrastructure fund has decided to carry out any of the matters referred to in the following (a) through (n) (including cases where it has decided not to carry out matters pertaining to said decision);
- (a) Application for delisting or cancellation of registration of an infrastructure fund to a financial instruments exchange in Japan or a foreign financial instruments exchange, etc.;
 - (b) Merger of said asset management company;
 - (c) Petition for commencement of bankruptcy proceedings, rehabilitation proceedings, or reorganization proceedings by said asset management company;
 - (d) Dissolution of said asset management company (excluding dissolutions by merger);
 - (e) Discontinuation or abolishment of the business pertaining to asset management entrusted by said investment corporation, etc.;
 - (f) Discontinuation or abolishment of all or part of management of assets carried out under entrustment by said investment corporation, etc.;
 - (g) Company split of said asset management company;
 - (h) Transfer or receipt of the whole or part of the business of said asset management company;
 - (i) Cancellation of the entrustment contract pertaining to asset management that was concluded with said asset management company;
 - (j) Share exchange of said asset management company;
 - (k) Share transfer of said asset management company;
 - (k)-2 Share delivery of said asset management company;
 - (l) Commencement of new asset management based on entrustment from said investment corporation;
 - (m) Application for authorization or approval, or notification, from said asset management company to an

- administrative agency pursuant to laws and regulations; or
- (n) Other than the matters referred to in the preceding (a) through (m), important matters related to operation, administration or assets of a listed infrastructure fund (meaning the foreign infrastructure fund that is an entrusted security in the case of a listed foreign infrastructure fund trust beneficiary certificate) or its asset management company that have a significant impact on investors' investment decisions;
- d. Where any of the facts referred to in the following (a) through (l) have occurred to an asset management company pertaining to a listed infrastructure fund;
- (a) Business improvement order pursuant to the provisions of Article 51 of the Act or similar disciplinary action pursuant to laws and regulations;
- (b) A fact that causes delisting (limited to those pertaining to a reason referred to in Rule 1520, Paragraph 1, Item (1), b.);
- (c) Other than the facts referred to in (a) and the preceding (b), authorization, approval, or disciplinary actions by an administrative agency in accordance with laws and regulations;
- (d) Change in a specified associated corporation (meaning a specified associated corporation prescribed in Article 166, Paragraph 5 of the Act; the same shall apply in this item);
- (e) Change to a major shareholder;
- (f) Filing of a lawsuit for a claim relating to property rights pertaining to the management of assets entrusted by the investment corporation, etc., issuance of a judgment on such a lawsuit, or completion of such a lawsuit in whole or part without a judicial decision;
- (g) Filing of a petition for a provisional disposition order that seeks suspension of business pertaining to asset management entrusted by the investment corporation, etc. or any other disciplinary action equivalent thereto, a court hearing for such a petition, or completion of procedures in whole or part pertaining to such a petition without a judicial decision;
- (h) Petition, etc. for commencement of bankruptcy proceedings by a creditor or any entity other than the management company;
- (i) Dishonor, etc.;
- (j) Petition, etc. for commencement of bankruptcy proceedings pertaining to a specified associated corporation;
- (k) The special controlling shareholder (where this is a corporation, the body that decides its business execution) has decided to make a demand for share, etc. cash out pertaining to the management company of said investment corporation, etc. or has decided not to make a demand for share, etc. cash out pertaining to said decision (limited to decisions that were made public).
- (l) Other than the facts referred to in the preceding (a) through (k), important facts related to operation, administration or assets of a listed infrastructure fund (meaning the foreign infrastructure fund that is an

entrusted security in the case of a listed foreign infrastructure trust beneficiary security) or its investment corporation, etc. that have a significant impact on investors' investment decisions;

- (2) The domestic infrastructure fund that is in the form of a beneficiary certificate, the foreign infrastructure fund that is in the form of a foreign investment trust beneficiary certificate and the foreign infrastructure fund trust beneficiary certificate for which the foreign infrastructure fund is an entrusted security:

In cases where the listed infrastructure fund management company falls under any of the following a. through d. (excluding, with regard to matters referred to in a., cases where said company falls under those which the Exchange deems as matters whose impact on investment decisions is of minor significance, such as a cases where said company falls under the criteria specified by the Enforcement Rules), they must immediately disclose all pertinent details pursuant to the provisions in the Enforcement Rules.

- a. Where a management company pertaining to a listed infrastructure fund has decided to carry out any of matters referred to in the following (a) through (p) (including cases where it has decided not to carry out matters pertaining to said decision);
- (a) Split or reverse split of beneficiary certificates;
 - (b) Additional trust or secondary distribution;
 - (c) Borrowing of funds necessary for an investment trust;
 - (d) Change to the basic terms and conditions of an investment trust or cancellation of an investment trust agreement;
 - (e) Application for delisting or cancellation of registration of an infrastructure fund to a financial instruments exchange in Japan or a foreign financial instruments exchange, etc.;
 - (f) Merger of said management company;
 - (g) Petition for commencement of bankruptcy proceedings by said management company;
 - (h) Dissolution of said management company (excluding dissolutions by merger);
 - (i) Discontinuation of financial instruments business or operations pertaining to asset management by said management company;
 - (j) Ceasing to be an entity which carries out investment management business by completing an alteration registration specified in Article 31, Paragraph 4 of the Act;
 - (k) Company split of said management company;
 - (l) Transfer or receipt of the whole or part of the business of said management company;
 - (m) Application for authorization or approval, or notification, made by said asset management company to an administrative agency in accordance with laws and regulations;
 - (n) Change to certified public accountants, etc. who carry out audit certification, etc. of financial statements, etc. or interim financial statements, etc. contained in annual securities reports or semiannual securities reports;
 - (o) A decision that said issue will not be subject to book-entry transfer operations conducted by a designated book-entry transfer institution;

- (p) Other than the matters referred to in the preceding (a) through (o), important matters related to operation, administration or assets of a listed infrastructure fund (meaning the foreign infrastructure fund that is an entrusted security in the case of a listed foreign infrastructure fund trust beneficiary certificate) or its investment corporation, etc. that have a significant impact on investors' investment decisions;
- b. Where any of the facts referred to in the following (a) through (f) has occurred to a management company of a listed infrastructure fund;
 - (a) Business improvement order pursuant to the provisions of Article 51 of the Act or similar disciplinary actions pursuant to laws and regulations;
 - (b) A fact that causes delisting (limited to those pertaining to a reason referred to in Rule 1520, Paragraph 1, Item (2), a.);
 - (c) Other than the facts referred to in (a) and the preceding (b), authorization, approval or disciplinary actions by the Prime Minister, etc. in accordance with the laws and regulations;
 - (d) Change to certified public accountants, etc. who carry out audit certification of financial statements, etc. or interim financial statements, etc. contained in annual securities reports or semiannual securities reports (excluding cases where the body which decides business execution has decided to change certified public accountants, etc. (including cases where it has decided not to carry out matters pertaining to said decision) and details have been disclosed pursuant to the provisions of the preceding a.);
 - (e) An annual securities report or a semiannual securities report that has an attached audit report or interim audit report specified in Article 3, Paragraph 1 of the Cabinet Office Order on Audit Certification prepared by two or more certified public accountants or an audit firm is not expected to be submitted to the Prime Minister, etc. within the period specified in Article 24, Paragraph 1 or Article 24-5, Paragraph 1 of the Act or has not been submitted within said period (except cases where disclosure has been made that said report is unlikely to be submitted within said period), was submitted after such disclosure had been made, or approval has been received from the Prime Minister, etc. for the extension of said period;
 - (f) Other than the facts referred to in (a) through the preceding (e), important facts related to operation, administration or assets of a listed infrastructure fund (meaning the foreign infrastructure fund that is an entrusted security in cases where said foreign infrastructure fund is in the form of a listed foreign infrastructure trust beneficiary security) or its investment corporation, etc. which have a significant impact on investors' investment decisions;
- c. Where a trust company, etc. that is an trustee of an investment trust pertaining to a listed infrastructure fund has decided to carry out any of the matters referred to in the following (a) or (b) (including cases where it has decided not to carry out matters pertaining to said decision);

- (a) Application for delisting or cancellation of registration of an infrastructure fund to a financial instruments exchange in Japan or in a foreign financial instruments exchange, etc.;
 - (b) Other than the matters referred to in the preceding item (a), important matters related to operation, administration or assets of a listed infrastructure fund (meaning the foreign infrastructure fund that is an entrusted security in cases where said foreign infrastructure fund is in the form of a listed foreign infrastructure trust beneficiary security) or its investment corporation, etc. which have a significant impact on investors' investment decisions;
- d. Where any of the facts referred to in the following (a) or (b) has occurred to a trust company, etc. that is an trustee of an investment trust pertaining to a listed infrastructure fund;
- (a) A fact that causes delisting (limited to those pertaining to a reason referred to in Rule 1520, Paragraph 1, Item (2), b.);
 - (b) Other than the facts referred to in the preceding item (a), important facts related to operation, administration or assets of a listed infrastructure fund (meaning the foreign infrastructure fund that is an entrusted security in cases where said foreign infrastructure fund is in the form of a listed foreign infrastructure trust beneficiary security) or its investment corporation, etc. that have a significant impact on investment decisions;
3. With regard to timely disclosure of information by the operator of the listed infrastructure fund, if any of the following items applies to the listed infrastructure fund issuer, etc., said operator, etc. must immediately disclose all pertinent details pursuant to the provisions in the Enforcement Rules:
- (1) Where an operator of a listed infrastructure fund has decided to carry out any of the matters referred to in the following a. through h. (including cases where it has decided not to carry out matters pertaining to said decision);
- a. Merger
 - b. Petition for commencement of bankruptcy proceedings or rehabilitation proceedings;
 - c. Dissolution (excluding dissolutions by merger);
 - d. Discontinuation of the business pertaining to management of infrastructure investment assets (including cases where the operator has made the decision to no longer be an operator);
 - e. Company split
 - f. Transfer or receipt of the whole or part of the business;
 - g. Application for authorization or approval, or notification pertaining to management of infrastructure investment assets made to an administrative agency pursuant to laws and regulations, or other similar procedures;
 - h. Other than the matters referred to in the preceding a. through g., important matters related to operation, administration or assets of a listed infrastructure fund (meaning the foreign infrastructure fund that is an entrusted security in cases where said foreign infrastructure fund is in the form of a listed foreign

infrastructure trust beneficiary security) or its operator which have a significant impact on investors' investment decisions;

(2) Where any of the facts referred to in the following a. through d. has occurred to an operator of a listed infrastructure fund;

a. Business improvement order, cancellation of registration, or other disciplinary actions equivalent thereto by an administrative agency based on laws and regulations, or an accusation pertaining to violation of laws and regulations;

b. Ceasing to be the operator of said listed infrastructure fund;

c. Petition, etc. for commencement of bankruptcy proceedings filed by an entity other than the operator, such as a creditor;

d. Other than the facts referred to in the preceding a. through c., important facts related to operation, administration or assets of a listed infrastructure fund (meaning the foreign infrastructure fund that is an entrusted security in cases where said foreign infrastructure fund is in the form of a listed foreign infrastructure trust beneficiary security) or its investment corporation, etc. which have a significant impact on investors' investment decisions;

4. With regard to timely disclosure of information by the listed infrastructure fund issuer, etc. on assets under management, etc. of the listed infrastructure fund, where the listed infrastructure fund issuer, etc. falls under any of the following items (with regard to matters referred to in Items (1) and (2), excluding cases of falling under those that the Exchange deems as matters whose impact on investors' investment decisions is of minor significance, such as cases of falling under the criteria specified in the Enforcement Rules), said listed infrastructure fund issuer, etc. must immediately disclose all pertinent details pursuant to the provisions in the Enforcement Rules:

(1) Where a management company has decided to carry out any of the matters referred to in the following a. through g. (including cases where it has decided not to carry out matters pertaining to said decision);

a. Transfer or acquisition of assets pertaining to assets under management, etc.;

b. Leasing or cancellation of leasing of assets under management, etc.

c. Conclusion or termination of an agreement pertaining to the management of infrastructure investment assets;

d. A change to operator selection criteria (meaning the operation selection criteria specified by the management company pursuant to the operator selection basic policy; the same shall apply hereinafter.);

e. A change, etc. of the operator;

f. A change to risk management policies;

g. Other than the matters referred to in a. through the preceding f., important matters concerning assets under management, etc. that have a significant impact on investment decisions;

(2) Those where facts referred to in the following a. through g. have occurred;

- a. Damage arising from a disaster or damage that has occurred in the course of business pertaining to assets under management, etc. (where the assets under management, etc. are infrastructure securities or infrastructure-related securities, including infrastructure investment assets of said infrastructure securities or infrastructure-related securities; the same shall apply in the following b.);
 - b. Cancellation of a lease for assets under management, etc. (excluding cases where the pertinent details are disclosed pursuant to the provisions of the b. of the preceding item)
 - c. Suspension of operations for infrastructure investment assets;
 - d. Change to or termination of an agreement pertaining to management of infrastructure investment assets;
 - e. Important authorization, approval, or disciplinary action pertaining to infrastructure investment assets by an administrative agency;
 - f. A change, etc. of the operator;
 - g. Other than the facts referred to in a. through the preceding f., important facts concerning assets under management, etc. that have a significant impact on investment decisions;
- (3) Those where a management company carries out transactions referred to in any of the items in Article 13, Paragraph 1 of the Investment Trust Act (including cases where said item is applied mutatis mutandis in Article 54 of the same Act) or transactions referred to in Article 203, Paragraph 2 of the same Act (limited to cases where it is necessary to issue a document to a beneficiary of an investment trust pursuant to these provisions);
- (4) Those where details (including information specified by the Enforcement Rules) of financial results for a business period or a computation period, or alternatively, an interim business period or an interim computation period pertaining to a listed infrastructure fund are settled; or
- (5) Those where there is an inconsistency (limited to those meeting the criteria specified by the Enforcement Regulations as matters that have a material impact on investment decisions) between the forecast value that was newly calculated by the issuer of the listed infrastructure fund or financial results for the business period or for said computation period and the last published forecast value (where there is no such value, the published actual value for the previous business period or the previous computation period) with respect to operating income, ordinary income, or net income, or with respect to distribution of money or profits of the fund pertaining to the listed infrastructure fund.
5. In addition to the preceding three paragraphs, if the listed foreign infrastructure fund issuer, etc., (meaning the entity specified in Rule 1501, Paragraph 1, Item (3) in cases where the listed foreign infrastructure fund is in the form of a foreign investment security, and the entity specified in Paragraph 1, Item (4) of the same rule in cases where the listed foreign infrastructure fund is in the form of an entrusted security of the foreign investment trust beneficiary certificate; the same shall apply hereinafter) or the listed foreign infrastructure fund beneficiary certificate issuer, etc. (meaning the entity specified in Rule 1501, Paragraph 1, Item (3) in cases where the listed foreign infrastructure fund is in the form of a foreign investment security, and the entity specified in Paragraph 1, Item (4) of the same rule in cases where the listed foreign infrastructure fund

trust beneficiary certificate whose entrusted security is a foreign infrastructure fund is in the form of a beneficiary certificate of the foreign investment trust; the same shall apply hereinafter) falls under any of the following circumstances referred to in the following items, said listed foreign infrastructure, etc. or said foreign infrastructure fund beneficiary issuer must immediately disclose the pertinent details pursuant to the provisions of the Enforcement Rules:

- (1) Changes in socioeconomic circumstances in the country, etc. where the issuer's headquarters are located that have material impact on the performance of the listed foreign infrastructure fund or the listed foreign infrastructure fund beneficiary certificate (hereinafter referred to as the "listed foreign infrastructure fund, etc." in this paragraph), or in the specific country or region where the issuer conducts investment activity for said listed foreign infrastructure fund, etc.; or otherwise, changes in laws and regulations, etc. regarding rules or systems for the capital market in the country where the issuer's headquarters are located.
 - (2) Any event that has occurred in the pertinent foreign country that has material impact on the circulation of the listed foreign infrastructure fund, etc.
6. In addition to Paragraph 2 through the preceding paragraph, where an issuer, etc. of the listed foreign infrastructure fund trust beneficiary certificate has made a decision to change or terminate a deposit agreement, etc., or any other agreement, or other matters that have a material impact on a right, etc. related to the listed foreign infrastructure fund beneficiary certificate, or where a fact that has a material impact on said right, etc. has arisen, the issuer must immediately disclose the pertinent details pursuant to the provisions in the Enforcement Rules.
 7. The provisions in Rule 412 shall be applied mutatis mutandis to examination, etc. on disclosure of information by the listed infrastructure fund issuer, etc.
 8. The issuer, etc. of the listed infrastructure fund shall submit a "Report on Management Systems of Infrastructure Fund Issuer, etc." predetermined by the Exchange within three months after the business period or computation period pertaining to said infrastructure fund has passed. In this case, said issuer, etc. shall agree to the Exchange's making said report available for public inspection.
 9. In addition to the provisions of the preceding paragraph, in cases where an issuer, etc. of a listed infrastructure fund falls under any of each item below and if a change occurs in the details of the "Report Concerning the Management System, etc. of an Issuer, etc. of an Infrastructure Fund" due to the matters prescribed in each such item, it shall submit the "Report Concerning the Management System, etc. of an Issuer, etc. of an Infrastructure Fund" after the change without delay. In this case, said issuer, etc. shall agree that the Exchange makes said report after the change for public inspection.
 - (1) Where a change occurs in a management company pertaining to a listed infrastructure fund;
 - (2) Where a management company pertaining to a listed infrastructure fund conducts a merger or other acts specified in the Enforcement Rules (referred to as the "merger, etc." in Rule 1520, Paragraph 1, Item (1), b. (d) and (e))
 - (3) Where a change occurs in a parent company of a management company pertaining to a listed

infrastructure fund.

10. The provisions of Rule 401, Rule 411-~~23~~, Rules 413 to 414, and Rule 416 shall be applied mutatis mutandis to disclosures pursuant to the provisions of the preceding paragraphs, and the provisions of Rule 415 and Rule 417 shall be applied mutatis mutandis to the issuer, etc. of the listed infrastructure fund, respectively.

Rule 1604. Listing Supervision, etc.

1. Where JPX discloses corporate information pursuant to the provisions of Rules 402 through 405, Rules 408 through 411-~~3~~, Rules 415, and Rule 806, the Exchange shall report the details to the Commissioner of the Financial Services Agency without delay:
2. Where any of the following items is met, the Exchange shall promptly report to the Commissioner of the Financial Services Agency:
 - (1) Where the Exchange designates a listed domestic stock whose issuer is JPX as a Security on Special Alert pursuant to the provisions of Rule 503, Paragraph 1;
 - (2) Where the Exchange has de-designated JPX's stock as a Security on Special Alert pursuant to the provisions of Rule 503, Paragraph 4, Item 1, Paragraph 7, Item 1, Paragraph 10, Item 1, a. or Item 2, or Paragraph 13;
 - (3) Where JPX submits the Improvement Report pursuant to the provisions of Rule 504, Paragraph 3 (including cases where applied mutatis mutandis in Rule 505, Paragraph 7, Rule 505-2, Paragraph 5, or Rule 506, Paragraph 2) and Rule 507, Paragraph 1;
 - (4) Where JPX submits the Improvement Status Report specified in Rule 505, Paragraph 1 or Rule 505-2, Paragraph 1 pursuant to the provisions of Rule 505, Paragraph 3 (including cases where applied mutatis mutandis in Rule 505-2, Paragraph 3);
 - (5) Where the Exchange makes a public announcement concerning JPX pursuant to the provisions of Rule 508, Paragraph 1; or
 - (6) Where the Exchange claims payment of a listing agreement violation penalty from JPX pursuant to the provisions of Rule 509, Paragraph 1.

Supplementary Provisions

1. These revisions shall take effect on July 10, 2026.
2. The revised provisions of Rule 411-2 shall apply from the date of the annual general shareholders' meeting for the first fiscal year ending on or after December 1, 2026.
3. The revised provisions of Rule 402, Item (2), m-2. and Rule 403, Item (2), j-2. shall apply from the date of the annual general shareholders' meeting for the first fiscal year ending on or after December 11, 2026.

Enforcement Rules for Securities Listing Regulations

(as of ~~April 1~~ July 10, 2026)

Rule 211. Documents to Be Submitted upon Listing Approval

1. The documents prescribed in Rule 204, Paragraph 11 of the Regulations are required to be signed by the representative of the initial listing applicant.
2. Other documents specified by the Enforcement Rules as prescribed in Rule 204, Paragraph 11 of the Regulations mean the "Annual Securities Report for Initial Listing Application" (limited to Part I thereof) prescribed in Rule 204, Paragraph 1, Item 4 and Paragraph 2, Item 3 of the same rule as well as the "Semiannual Securities Report for Initial Listing Application" prescribed in Rule 206, Item (9).
3. In stating the reason prescribed in Rule 204, Paragraph 11 of the Regulations, an initial listing applicant shall state the reason that has been confirmed by the representative of the initial listing applicant regarding the preparation of the documents prescribed in the same paragraph.
4. Matters concerning corporate governance as specified by the Enforcement Rules as prescribed in Rule 204, Paragraph 12, Item (1) of the Regulations mean the matters referred to in each of the following items; provided, however, that, in Items (2) and (6), this shall be limited to cases that initial listing applicants are domestic companies:
 - (1) Basic approach to corporate governance and basic information about capital structure, corporate attributes, and other information regarding the initial listing applicant (including guidelines on measures to protect the interest of minority shareholders in executing transactions, etc. with the controlling shareholder, if any; and including the meaning for having the subsidiary remain listed as well as the measures to ensure effectiveness of the governance framework for the listed subsidiary based on its approach to and policy on the management of its corporate group if having a listed subsidiary,);
 - (2) Matters related to Appendix 1 "The Corporate Governance Code" of the Regulations (including the reasons for non-compliance with principles of the code as indicated in the same Appendix 1 prescribed in Rule 436-3 of the Regulations)
 - (3) Business management organization pertaining to management decision, execution and supervision and other matters on the status of the corporate governance system, and the reason for selecting such organization and system;
 - (4) Implementation status of measures to protect the interest of shareholders and other stakeholders;
 - (5) Basic approach to and implementation status of the internal control system (including matters concerning the development of the corporate structure for eliminating anti-social forces);
 - (6) Status of securing an independent director(s)/auditor(s) (in the case where a person

designated as an independent director/auditor falls under any of the following a. through jk., including a statement to that effect and details);

- a. A person who has previously been an executive (meaning an executive as prescribed in Article 2, Paragraph 3, Item 6 of the Regulations for Enforcement of the Companies Act (Ministry of Justice Order No. 12 of 2006); the same shall apply in this chapter) of said company or of a subsidiary of said company (including, in cases where an outside company auditor is designated as an independent director/auditor, persons who have previously been a non-executive director or accounting advisor);
- b. A person who has previously been an executive ~~of the parent company of said company, (including persons who have previously been~~ a non-executive director, ~~and, in cases where an outside company auditor is designated as an independent director/auditor, persons who have previously been~~ a company auditor, or an accounting advisor of the parent company of said company);
- c. A person who has previously been an executive of a sister company of said company;
- d. A person who has previously been an executive of an entity for which said company is a major client or an executive of a major client of said company;
- e. A person who has previously been affiliated with a consulting firm, accounting firm, or legal firm which received a large amount of money or other assets from said company, in addition to their remuneration as a director or company auditor;
- f. A person who has previously been an executive of a major shareholder of said company ~~(if the major shareholder is a corporation, a current/former executive of said corporation; the same shall apply in this chapter)~~ or an executive of an entity in which the company is a major shareholder;
- g. A close relative of a person who is referred to in the preceding a. through f. (excluding those deemed as unimportant persons);
- h. A client of said company or a current/former executive of a client of said company (a former executive means a person who was an executive at any time in the past 10 years; the same shall apply in this chapter);
- i. A current/former executive of an entity that holds shares of the company as cross-shareholdings or an entity whose shares are held by the company as cross-shareholdings;
- i.j. Where a current/former executive of said company is an outside officer of another company, a current/former executive of the other company;
- j.k. A person who receives donations from said company (or, if donations are received by an organization such as a corporation or partnership, a current/former executive or

- equivalent person of said organization; the same shall apply in this chapter); and
- (7) Other matters deemed necessary by the Exchange.

Rule 212. Handling of Initial Requirements for Domestic Companies

1. The number of shareholders prescribed in Rule 205, Item 1 of the Regulations, and the number of tradable shares and the number of listed stocks, etc. prescribed in Item 2 of the same rule shall be treated in accordance with each of the following items:
- (1) In cases where a resolution authorizing disposition, etc. of treasury shares held by the initial listing applicant has been passed, the number of tradable shares shall be calculated by deeming that the treasury shares pertaining to the resolution were not held by the initial listing applicant. In this case, if said resolution is a resolution authorizing disposition, etc. of treasury shares in which such shares are transferred to a specified party, the number of shareholders and the number of tradable shares shall be calculated by deeming that the treasury shares pertaining to the resolution were held by said specified party;
 - (2) In cases where a resolution authorizing cancellation of treasury shares held by the initial listing applicant has been passed, the number of listed stocks, etc. shall be calculated by deeming that the treasury shares pertaining to the resolution had been cancelled by the initial listing applicant;
 - (3) If depositary receipts representing rights pertaining to stocks, etc. have been issued, the number of the holders of the depositary receipts (see Note below) may be added to the number of shareholders;

(Note) This shall be limited to those who hold depositary receipts representing rights pertaining to one or more units of stocks, etc.

- (4) The number of shareholders and the number of tradable shares shall be calculated based on the number of shareholders and the number of stocks, etc. held by the shareholders (see Note 1 below) as of the last record date, etc. (see Note 2 below). In this case, if the initial listing applicant has been unable to grasp the status of shareholders, etc. as of said record date, etc., the number of shareholders and the number of tradable shares shall be calculated based on the status of shareholders, etc. as of the latest record date, etc. on which the initial listing applicant grasps the status of shareholders, etc.;

(Note 1) This shall include holders of foreign stock depositary receipts, etc.; the same shall apply hereinafter.

(Note 2) This shall be referred to as the "status of shareholders, etc." hereinafter in this

paragraph.

- (5) Notwithstanding the provision of the preceding item, in cases where the initial listing applicant carries out reorganization from a mutual corporation into a stock company, the number of shareholders and the number of tradable shares shall be calculated based on the status of shareholders, etc. pertaining to the allotment of shares to the members of the mutual corporation along with the reorganization until the initial listing applicant grasps the status of shareholders, etc. as of the first record date, etc. after the reorganization;
- (6) In cases where the initial listing applicant makes a public offering or secondary distribution, or distribution with a quantitative limit of stocks, etc. pertaining to the initial listing application after the record date, etc. used for the basis of the calculation of the number of shareholders and the number of tradable shares pursuant to the provisions of Item 4 or the preceding item (see Note below), the provisions of the following a. through c. shall apply in accordance with the category of cases referred to in the following a. through c., and the number of shareholders and the number of tradable shares shall be calculated based on the distribution status of stocks, etc. included in a "Scheduled Plan of Public Offering or Secondary Distribution," or "Scheduled Plan of Distribution with a Quantitative Limit" prescribed in the following a. through c.:

(Note) This shall be the record date for the allotment of shares to the members of the mutual corporation as a result of reorganization if the provisions of the preceding item apply; hereinafter in this paragraph referred to as the "last record date, etc."

- a. Where the initial listing applicant makes a public offering or secondary distribution:
 - (a) The initial listing applicant and the principal underwriting trading participant handling said public offering or secondary distribution shall submit a "Scheduled Plan of Public Offering or Secondary Distribution" predetermined by the Exchange that contains the description of the terms and procedure of the public offering or secondary distribution and the status of shareholders, etc. as of the last record date, etc., and if said "Scheduled Plan of Public Offering or Secondary Distribution" is amended, the amendment thereto shall be submitted immediately. However, in cases where no trading participant of the Exchange concludes a principal underwriting contract with respect to said public offering or secondary distribution, for purposes of applying this provision, the trading participant of the Exchange who is a financial instruments business operator that concludes a contract that entitles and obligates the trading participant to handle said public offering or secondary distribution shall be deemed to be the principal underwriting trading participant of said public offering or secondary

- distribution (the same shall apply hereinafter in this paragraph);
- (b) If the Exchange examines the distribution status of the stock, etc. and the "Scheduled Plan of Public Offering or Secondary Distribution" of the initial listing applicant, determines that the contents of said "Scheduled Plan of Public Offering or Secondary Distribution" to be inappropriate and requests amendment thereto, the initial listing applicant and the principal underwriting trading participant shall make necessary amendments and submit the amended "Scheduled Plan of Public Offering or Secondary Distribution";
 - (c) The principal underwriting trading participant shall, as a general rule, submit "Notice of Execution of Public Offering or Secondary Distribution" predetermined by the Exchange and notify the initial listing applicant of the details of said public offering or secondary distribution by the third day counting from the deadline of the subscription for said public offering or secondary distribution (excluding non-business days); and
 - (d) If there are two (2) or more principal underwriting trading participants, the Notice of Execution of Public Offering or Secondary Distribution prescribed in (c) above may be submitted by only one (1) trading participant representing the group of said principal underwriting trading participants.
- b. Where the initial listing applicant makes a distribution with a quantitative limit:
- (a) The initial listing applicant and the trading participant of the Exchange who is a financial instruments business operator handling the distribution with a quantitative limit (hereinafter referred to as "trading participant handling off-auction distribution") shall submit a "Scheduled Plan of Distribution with a Quantitative Limit" predetermined by the Exchange that contains the description of the details and procedure of the distribution with a quantitative limit and the status of shareholders, etc. as of the last record date, etc., and if said "Scheduled Plan of Distribution with a Quantitative Limit" is amended, the amendment thereto shall be submitted immediately;
 - (b) If the Exchange examines the distribution status of the stock, etc. and the "Scheduled Plan of Distribution with a Quantitative Limit" of the initial listing applicant, determines that the contents of said "Scheduled Plan of Distribution with a Quantitative Limit" to be inappropriate and requests amendment thereto, the initial listing applicant and the trading participant handling off-auction distribution shall make necessary amendments and submit the amended "Scheduled Plan of Distribution with a Quantitative Limit"; and
 - (c) The trading participant handling off-auction distribution shall, as a general rule, submit a "Table of Distribution of Stocks, etc. Subsequent to Distribution with a Quantitative Limit" predetermined by the Exchange and notify the initial listing applicant of the results of said distribution with a quantitative limit by the third day counting from the date of the

distribution with a quantitative limit (excluding non-business days); and

- c. Where a non-trading participant financial instruments business operator or a foreign securities services provider concludes a principal underwriting contract, etc. with respect to public offering or secondary distribution of the stocks, etc. pertaining to the initial listing application:

An initial listing applicant may conclude a contract, with a non-trading participant financial instruments business operator (see Note 1 below) or a foreign securities services provider (see Note 2 below) that is a party to a principal underwriting contract, etc., with respect to said public offering or secondary distribution that prescribes reporting requirement, etc. of said non-trading participant financial instruments business operator or foreign securities services provider to make reports on the execution status of said public offering or secondary distribution to the principal underwriting trading participant. In this case, if the initial listing applicant has submitted a copy of a document certifying said contract to the Exchange, the initial listing applicant may include the status of shareholders, etc. underwritten or handled by the non-trading participant financial instruments business operator or the foreign securities services provider that is a party to said contract in the "Scheduled Plan of Public Offering or Secondary Distribution" or the "Notice of Execution of Public Offering or Secondary Distribution" prescribed in a. above.

(Note 1) In cases where an initial listing applicant who made initial listing application simultaneously with the Exchange and other financial instruments exchanges in Japan and the principal underwriting trading participant designate one of the financial instruments exchanges with which the initial listing applicant made initial listing application simultaneously as its main financial instruments exchange and notifies the Exchange of the designation, if the financial instruments exchange pertaining to said designation (hereinafter in this c. referred to as "designated financial instruments exchange") is a financial instruments exchange other than the Exchange, limited to those non-trading participant financial instruments business operators that is a member or trading participant of said financial instruments exchange.

(Note 2) The term "foreign securities services provider" shall be limited to those that conclude a principal underwriting contract, etc. in cases where the Exchange becomes the designated financial instruments exchange.

- (7) In cases where the initial listing applicant purchased own shares based on a resolution authorizing acquisition of own shares, the number of shareholders to be reduced as result of

said purchase of own shares shall be deducted from the number of shareholders calculated based on the provisions of each the preceding items. In this case, the number of shareholders to be reduced shall be determined as that specified in the following a. and b. in accordance with the categories of the initial listing applicant referred to in said a. and b.:

a. Initial listing applicant who is an issuer of stocks, etc. listed on a financial instruments exchange in Japan:

The sum of the number of shareholders calculated in accordance with the following (a) or (b) based on the number of shareholders determined to have been reduced due to sale of stocks, etc. in response to a takeover bid (see Note 1 below) and the number of holding shares presented in the category of the status of shares in the status by the number of holding shares included in "Table of Distribution of Stocks, etc." This table was submitted by the initial listing applicant to the Exchange in relation to the number of stocks, etc. pertaining to the own shares purchased after the last record date, etc. (see Note 2 below):

(Note 1) This shall be limited to a takeover bid carried out by the initial listing applicant after the last record date, etc. provided that a document containing the number of shareholders who sold their holding stocks, etc. in response to said takeover bid has been submitted; the same shall apply hereinafter in this item.

(Note 2) This shall exclude the number of stocks, etc. purchased through said takeover bid; hereinafter in this item referred to as "the number of said purchased shares".

(a) Where the number of shares presented in the number of holding shares column for the category of the smallest unit for which there are shareholders exceeds the number of said purchased shares:

The number of shareholders shall be calculated in the following formula:

The number of shareholders = the number of said purchased shares / (the number of shares presented in the number of holding shares column for the category of the smallest unit for which there are shareholders / the number of shareholders presented in the number of shareholders column for said category) (any fraction less than one (1) shall be rounded up);

(b) Cases other than those specified in the preceding (a):

The sum of the numbers prescribed in the following (i) and (ii):

(i) The cumulative numbers of shareholders starting from the number of shareholders presented in the number of holding shares column for the category of the smallest unit for which there are shareholders and adding sequentially the number of

shareholders presented in the number of holding shares column for the category of the next smallest unit for which there are shareholders until the cumulative number reaches the maximum number not exceeding said number of purchased shares; and

- (ii) The number of shareholders calculated by dividing the number obtained by subtracting the cumulative numbers of shareholders starting from the number of shareholders presented in the number of holding shares column for the category of the smallest unit for which there are shareholders and adding sequentially the number of shareholders presented in the number of holding shares column for the category of the next smallest unit for which there are shareholders until the cumulative number reaches the maximum number prescribed in (i) above from said number of purchased shares, by the number obtained by dividing the number of shares presented in the number of holding shares column for the category at which the maximum number prescribed in (i) is first exceeded by the number of shareholders presented in the number of shareholders column for said category (any fraction less than one (1) shall be rounded up);

- b. Initial listing applicant other than those specified in a. above:

The number of sellers pertaining to the resolution authorizing acquisition of own shares (excluding sellers who are certain not to sell any of their holding stocks, etc. in response to the offer of said purchase);

- (8) In cases where an initial listing applicant who is an issuer of stocks, etc. listed on a financial instruments exchange in Japan made a public offering, secondary distribution, or distribution with a quantitative limit after the last record date, etc., the initial listing applicant and the managing trading participant submitted documents that are similar to documents required to be submitted by the initial listing applicant, principal underwriting trading participant, or trading participant handling off-auction distribution pursuant to the provisions of Item 6, a.(c), b.(c), or c., with respect to the result of said public offering, secondary distribution, or distribution with a quantitative limit, the number of shareholder and the number of tradable shares may be handled in accordance with the provisions of the following a. and b.:

- a. For the number of shareholders, the sum of the number of shareholders presented in the "Table of Distribution of Stocks, etc." submitted by the initial listing applicant to the Exchange and the number of shareholders pertaining to said public offering, secondary distribution, or distribution with a quantitative limit (in case of a distribution with a quantitative limit, the number of shareholders permitted by the Exchange) shall be deemed to be the number of shareholders as of the last record date, etc.; and
- b. For the number of tradable shares, the sum of the number of tradable shares presented in

the "Table of Distribution of Stocks, etc." submitted by the initial listing applicant to the Exchange and the number of stocks, etc. pertaining to said public offering, secondary distribution, or distribution with a quantitative limit (excluding those that will not be tradable shares clearly) shall be deemed to be the number of tradable shares as of the last record date, etc.; and

(9) In cases where stocks, etc. pertaining to an initial listing application are scheduled to be allocated by a listed company by means of dividends from surplus, the number of shareholders and the number of tradable shares of the initial listing applicant as of the listing date (in cases where said stocks, etc. are subject to the provisions of Rule 226 of the Regulations, the effective date of said dividends from surplus) calculated in conformity with the provisions of each of the preceding items shall be subject to examination by the Exchange.

(10) The provisions of the preceding item shall be applied mutatis mutandis to the number of shareholders and number of tradable shares in the case where the initial listing applicant carries out a merger, share exchange, share transfer or share delivery before the listing date.

2. The market capitalization of the tradable shares prescribed in Rule 205, Item (2), b. of the Regulations means the amount calculated by multiplying the price determined in accordance with the provisions of each of the following items for each category of initial listing applicant referred to in each of the following items by the number of tradable shares calculated in accordance with the provisions of the preceding paragraph:

(1) Initial listing applicant who is an issuer of stocks, etc. listed on a financial instruments exchange in Japan (if the initial listing applicant is a foreign company, foreign stocks, etc. that are listed or are continuously traded on a financial instruments exchange in Japan or a foreign financial instruments exchange, etc.):

a. Where said initial listing applicant makes a public offering or secondary distribution pertaining to the initial listing application:

Either the public offering or secondary distribution price or the lowest price of said stock, etc. observed during the period of one (1) month prior to two (2) business days before the day on which the Exchanges approves listing of the stock, etc. pertaining to the initial listing application submitted by said initial listing applicant (see Note below), whichever is lower; and

(Note) This shall be the lowest price among the daily last prices of trading sessions on the financial instruments exchange in Japan on which said stock, etc. is listed (or equivalent price in the case of a foreign company); the same shall apply in the following b.

b. Cases other than those specified in the preceding a.:

The lowest price of said stock, etc. observed during the period of one (1) month prior to two (2) business days before the day on which the Exchange approves listing of the stock, etc. pertaining to the initial listing application of said initial listing applicant;

(2) Initial listing applicant other than those prescribed in the preceding item:

The public offering or secondary distribution price pertaining to the initial listing application (in cases other than cases in which the initial listing applicant makes a public offering or secondary distribution pertaining to the initial listing application, the value of the stock, etc. pertaining to the initial listing application of said initial listing applicant calculated based on a calculation formula that is deemed reasonable by the Exchange).

3. The provisions of Rule 205, Item 3 of the Regulations shall be treated in a manner as prescribed in each of the following items:

(1) "The business activities have been continuously carried out" as prescribed in Rule 205, Item 3 of the Regulations means the circumstances in which activities related to the principal business of the initial listing applicant as of the initial listing application day have been continuously carried out. In this case, if the initial listing applicant is subject to the provisions of Paragraph 1, Item 9, the activities related to the principal business as of the date of company split shall be subject to examination by the Exchange;

(2) With respect to Rule 205, Item 3 of the Regulations, in cases where the initial listing applicant (including a subsidiary of the initial listing applicant or other entity the Exchange deems appropriate to regard as an initial listing applicant; the same shall apply in this item) has undergone an organizational restructuring (excluding making a subsidiary a non-subsidiary, succession of business to another company through a company split or transfer of business to other entity; the same shall apply in this item), the number of consecutive years of conducting business may be calculated by adding the period of activities of the principal business of the core restructured company or business. In this case, if an initial listing applicant has undergone an organizational restructuring more than once, the number of consecutive years of conducting business may be calculated by adding the period of activities of the principal business of whichever company is deemed appropriate by the Exchange in light of the purpose of the provision of this item.

(3) For purposes of Rule 205, Item 3 of the Regulations, in cases where the initial listing applicant conducts a reorganization from a mutual corporation into a stock company before the listing date, the number of consecutive years of conducting business may be calculated by adding the period of activities of the principal business of said mutual company; and

4. The provisions of Rule 205, Item (4) of the Regulations shall be treated in a manner prescribed in each of the following items:

- (1) With regard to the amount of net assets as of the listing date prescribed in Rule 205, Item (4) of the Regulations, the amounts prescribed in the following a. or b. shall be subject to examination in accordance with the classifications thereof.
 - a. Where the initial listing applicant prepared a "Semiannual Securities Report for Initial Listing Application" or a semiannual securities report on or after the day following the end of the base business year

The amount of net assets as of the end of the most recent interim accounting period described in the most recent "Semiannual Securities Report for Initial Listing Application" or semiannual securities report
 - b. In cases other than those of the preceding a.

The amount of net assets as of the end of the base business year included in "Annual Securities Report for Initial Listing Application".
- (2) The amount of net assets as of the end of the most recent interim accounting period prescribed in a. of the preceding item means the amount of net assets calculated based on the interim consolidated balance sheet (the amount shall be calculated as follows: total amount of net assets (the total amount of the net assets section of the interim consolidated balance sheet prepared in accordance with the Consolidated Financial Statements Regulation + the amount of reserves, etc. prescribed in Article 153, Paragraph 1 or Article 263, Paragraph 1 of the same regulation) - the amount of non-controlling interest presented in said net assets section; the same shall apply hereinafter in this paragraph). However, if the initial listing applicant is a company that voluntarily adopts IFRS, or to which the provisions of Article 314 or Article 316 of the same regulation are applied, said "amount of net assets" means the amount equivalent to the amount of net assets calculated based on the interim consolidated balance sheet;
- (3) Notwithstanding the provisions of the preceding item, in cases where the initial listing applicant is not a company required to prepare consolidated financial statements, the amount of net assets as of the end of the most recent interim accounting period as prescribed in Item 1, a. means the amount of net assets calculated based on the interim balance sheet (the amount shall be calculated as follows: total amount of net assets (the total amount of the net assets section of the interim balance sheet prepared in accordance with the Financial Statements Regulation + the amount of reserves, etc. prescribed in Article 182, Paragraph 1 or Article 281, Paragraph 1 of the same regulation); the same shall apply hereinafter in this paragraph). However, if the initial listing applicant is a company that voluntarily adopts IFRS, the amount of net assets means the amount equivalent to that calculated based on the interim balance sheet;
- (4) Notwithstanding the provisions of the preceding two (2) items, in cases where the initial listing applicant is a foreign company, the amount of net assets as of the end of the most recent interim accounting period as prescribed in Item 1, a. means the amount equivalent to the

- amount of net assets calculated based on the interim consolidated balance sheet if the initial listing applicant presents its interim consolidated financial statements as its financial documents; and the amount equivalent to the amount of net assets calculated based on the interim balance sheet or the amount equivalent to the amount of net assets calculated based on the combined interim balance sheet if the initial listing applicant does not present its interim consolidated financial statements as its financial documents;
- (5) For purposes of the preceding item, translation of the amount from the local currency into the Japanese currency shall, as a general rule, be made using the average middle rate between a TTS rate and a TTB rate quoted in the Tokyo Foreign Exchange Market during the period of three (3) years prior to the end of the most recent interim accounting period prescribed in Item 1, a. or said middle rate as of the end of the most recent interim accounting period prescribed in Item 1, a.;
- (6) For purposes of Item (1), a., in cases where an initial listing applicant (including a subsidiary of the initial listing applicant or other entity the Exchange deems appropriate to regard as an initial listing applicant; the same shall apply in this item) has undergone an organizational restructuring (excluding making a company a non-subsiary and succession of business to another company through a company split or transfer of business to other entity) on or after the day following the end of the most recent interim accounting period, and the Exchange deems it appropriate, the Exchange shall examine the amount of net assets (meaning the amount of net assets calculated based on the provisions from Item 1 through the preceding item) of the core restructured company or the amount equivalent thereto of the core restructured business, which are described in the submitted documents pursuant to the provisions of Rule 204, Paragraph 1, Item 11 or Rule 204, Paragraph 2, Item 7. In this case, if an initial listing applicant has undergone an organizational restructuring more than once, the Exchange shall examine the amount of net assets calculated based on the financial information deemed appropriate by the Exchange in light of the purpose of the provisions of this item or the amount equivalent thereto.
- (7) For purposes of Item 1, a., in cases where the initial listing applicant carries out reorganization from a mutual corporation into a stock company on or after the day following the end of the most recent interim accounting period prescribed in a. of the same item, the amount equivalent to the amount of net assets calculated based on the interim consolidated balance sheet of said mutual corporation (the amount of net assets calculated based on the interim balance sheet, if said mutual corporation is not a company required to prepare consolidated financial statements) shall be subject to examination by the Exchange. In this case, for calculating the amount equivalent to the amount of net assets, the amount of funds of said mutual corporation (excluding the amount prescribed in the proviso of Article 89, Paragraph 1 of the Insurance Business Act) shall be deducted and the reserve for distribution to members presented in the

documents pertaining to the appropriation of surplus of said mutual corporation as the amount of surplus to be appropriated shall be deemed to be an expense;

- (8) For the purpose of Item 1 a., in cases where the initial listing applicant will carry out or has carried out a public offering of stock, etc. pertaining to the initial listing application on or after the day following the end of the most recent interim accounting period prescribed in a. of the same item, when submitting a "computation document for net assets" predetermined by the Exchange containing the amount of net assets at the end of the most recent interim accounting period, the expected amount of funds to be raised or raised in the public offering, and the amount of net assets subject to examination, the amount of net assets described in such "computation document for net assets" shall be subject to examination.
- (9) The provisions of Item 2 through the preceding item shall be applied mutatis mutandis to Item 1, b. In this case, the term "most recent interim accounting period" shall be "base business year", "interim consolidated balance sheet" shall be "consolidated balance sheet", "the amount of reserves, etc. prescribed in Article 153, Paragraph 1 or Article 263, Paragraph 1 of the same regulation" shall be "the amount of reserves prescribed in Article 45-2, Paragraph 1 of the same regulation", "interim balance sheet" shall be "balance sheet", "the amount of reserves, etc. prescribed in Article 182, Paragraph 1 or Article 281, Paragraph 1 of the same regulation" shall be "the amount of reserves, etc. prescribed in Article 54-3, Paragraph 1 of the same regulation", "interim consolidated financial statements" shall be "consolidated financial statements", and "combined interim balance sheet" shall be "combined balance sheet".

5. The provisions of Rule 205, Item 5 of the Regulations shall be treated in a manner prescribed in each of the following items:

- (1) "Profits" prescribed in Rule 205, Item 5 of the Regulations means the profits (the amount calculated by adding or deducting the amount stated pursuant to Article 65, Paragraph 34 of the Consolidated Financial Statements Regulation to or from either the "amount of ordinary profit" or "amount of ordinary loss" stated pursuant to the provisions of Article 61 of the same Regulation; the same shall apply hereinafter) calculated based on the consolidated income statement, etc. (excluding comparative information; the same shall apply hereinafter in this paragraph). However, if the initial listing applicant is a company that voluntarily adopts IFRS or to which the provisions of Article 314 or Article 316 of the same regulation apply, said "profits" mean the amount equivalent to the profits calculated based on the consolidated income statement, etc.;
- (2) Notwithstanding the provision of the preceding item, in cases where the periods subject to listing examinations include a period during which the initial listing applicant is not a company required to prepare consolidated financial statements, the "profits" prescribed in Rule 205, Item 5 of the Regulations pertaining to such period means the profits calculated based on the income statement (see Note 1 below) (see Note 2 below). However, if the initial listing applicant is a

company that voluntarily adopts IFRS, the profits mean the amount equivalent to those calculated based on the income statement;

(Note 1) This shall exclude comparative information; the same shall apply hereinafter in this paragraph.

(Note 2) This means either the "amount of ordinary profit" or "amount of ordinary loss" stated pursuant to the provisions of Article 95 of the Financial Statements Regulations; the same shall apply hereinafter.

- (3) Notwithstanding the provisions of the preceding two (2) items, in cases where the initial listing applicant is a foreign company, and the initial listing applicant presented its consolidated financial statements as its financial documents, " profits" prescribed in Rule 205, Item 5 of the Regulations means the amount calculated in conformity with the proviso of Item 1; and if the initial listing applicant did not present its consolidated financial statements as its financial documents, said " profits" mean the amount equivalent to the profits calculated based on the income statement or the amount equivalent to the profits calculated based on the combined income statement;
- (4) For the purposes of Rule 205, Item 5 of the Regulations, in cases where the profits are affected by the audit opinion of a certified public accountant or audit firm, the profits after adjustments based on such opinion shall be subject to examinations, unless it is accepted that the profits before such adjustments reflect a change in business accounting standard adopted for a justifiable reason;
- (5) For purposes of Rule 205, Item 5 of the Regulations, in cases where the profits during the period subject to listing examinations cannot be calculated by simple addition as the initial listing applicant changed the ending date of a business year during the period subject to listing examinations, such profits during the period subject to listing examinations shall be the profits calculated based on the consolidated income statement, etc. or income statement, or the interim consolidated income statement, etc. or interim income statement; or an amount determined on a pro rata basis of such profits as prescribed by the Exchange. In this case, the provisions of Items 1 through 3 shall be applied mutatis mutandis to the profits calculated based on the interim consolidated income statement, etc. or interim income statement;
- (6) For purposes of Rule 205, Item 5 of the Regulation, in cases where an initial listing applicant (including a subsidiary of the initial listing applicant or other entity the Exchange deems appropriate to regard as an initial listing applicant; the same shall apply in this item) has undergone an organizational restructuring (excluding making a company a non-subsi-dary, succession of business to another company through a company split or transfer of business to

other entity) on or after the first day of the period subject to listing examinations, and the Exchange deems it appropriate, the Exchange shall examine the amount of profits (meaning the amount of profits calculated based on the provisions of Item 1 through the preceding item) of the core restructured company or amount equivalent thereto, which are described in the documents to be submitted pursuant to the provisions of Rule 204, Paragraph 1, Item 11 or Rule 204, Paragraph 2, Item 7, for the period before such an organizational restructuring is undergone. In this case, if an initial listing applicant has undergone an organizational restructuring more than once, the Exchange shall examine the amount of profits based on the financial information deemed appropriate by the Exchange in light of the purpose of the provisions of this item or the amount equivalent thereto.

- (7) For purposes of Rule 205, Item 5 of the Regulations, in cases where the initial listing applicant carries out reorganization from a mutual corporation into a stock company, if the period subject to listing examinations includes the period before the reorganization, for the period before the reorganization, the amount equivalent to the profits calculated based on the consolidated income statement, etc. (see Note below) of the mutual corporation for each consolidated accounting year pertaining to said period of the mutual corporation for each consolidated accounting year pertaining to said period shall be subject to examination by the Exchange. In this case, for the purpose of calculation of the amount equivalent to the profits, the reserve for distribution to members presented in the documents pertaining to the appropriation of surplus of said mutual corporation as the amount of appropriation of surplus shall be deemed to be an expense;

(Note) This shall be income statement if the mutual corporation is not a company required to prepare consolidated financial statements during said period.

- (8) The provision of Item 5 of the preceding paragraph shall be applied mutatis mutandis to cases as prescribed in Rule 205, Item 5 of the Regulations.
- (9) In cases where an initial listing applicant has become a holding company (excluding cases where business of the initial listing applicant was succeeded by or transferred to other companies, and limited to cases where the initial listing applicant has more than one subsidiary as of the date of becoming a holding company) and the Exchange deems it appropriate, the amount of profits prescribed in Rule 205, Item 5 of the Regulations for the period prior to becoming a holding company may be calculated based on the documents concerning the consolidated financial information of these multiple subsidiaries for such a period. In this case, the initial listing applicant shall attach an audit report based on audit conducted in compliance with generally accepted auditing standards (or a document describing an opinion or a

conclusion pertaining to financial numerical values, etc. based on a procedure in compliance with the standards deemed appropriate, including the "Practical Guideline for Assurance Engagement Pertaining to Preparation for Combined Financial Statements Specified by the Securities Listing Regulations of Tokyo Stock Exchange" stipulated by the Japanese Institute of Certified Public Accountants, in cases where the Exchange deems it appropriate) to such documents.

(10) In cases where the non-consolidated financial statements or consolidated financial statements pertaining to business years (excluding the base business year) or consolidated accounting years (excluding the base consolidated accounting year) ending within the last two (2) years are not included in the securities registration statement or annual securities report submitted pursuant to the provisions of Article 5, Paragraph 1 of the Act or Article 24, Paragraphs 1 through 3 of the same Act, instead of such non-consolidated financial statements or consolidated financial statements, the profits prescribed in Rule 205, Item 5 of the Regulations may be calculated based on the documents referred to in the following a. or b. In this case, an audit report based on audit conducted in compliance with generally accepted auditing standards (or a document describing an opinion or a conclusion pertaining to financial numerical values, etc. based on a procedure in compliance with the standards deemed appropriate in cases where the Exchange deems it appropriate) shall be attached to such documents.

a. Financial statements or consolidated financial statements using accounting policy, which is applied to such business year or consolidated accounting year.

b. The documents equivalent to those referred to in the preceding a. shall be documents deemed appropriate by the Exchange.

6. The provisions of Rule 205, Item 6 of the Regulations shall be treated in a manner prescribed in each of the following items:

(1) Cases specified by the Enforcement Rules as prescribed in Rule 205, Item 6, b. of the Regulations mean the cases specified in each of the following items:

a. Where the certified public accountant, etc. issued a disclaimer of opinion in its audit report and such disclaimer was due to reasons not attributable to the initial listing applicant such as act of providence;

b. Where the certified public accountant, etc. issued an adverse opinion or disclaimer of opinion in its audit report, and such adverse opinion or such disclaimer was due to reasons relating to the assumption of a going concern; and

c. Where the Exchange otherwise deems it appropriate.

(2) Cases specified by the Enforcement Rules as prescribed in Rule 205, Item 6, c. of the Regulations mean cases in which the certified public accountant, etc. did not issue "an

unqualified opinion" "an opinion that the interim financial statements, etc. provide useful information" or "unqualified conclusion" in its audit report (excluding those attached to the financial statements, etc. for the base business year or the base consolidated accounting year), interim audit report or interim review report due to exceptions or reasons related to the assumption of a going concern, as well as cases in which the certified public accountant, etc. issued "a qualified opinion with exceptions" or "qualified conclusion with exceptions" due only to matters regarding comparative information in its audit report, interim audit report or interim review report

(3) For purposes of Rule 205, Item 6 of the Regulations, in cases where an initial listing application (including a subsidiary of the initial listing applicant or other entity the Exchange deems appropriate to regard as an initial listing applicant; the same shall apply in this item) has undergone an organizational restructuring (excluding making a company a non-sub subsidiary, succession of business to another company through a company split or transfer of business to other entity) on or after the first day of the period subject to listing examinations, and the Exchange deems it appropriate, for the period prior to undertaking such an organizational restructuring, the Exchange shall also examine the financial statements, etc. of such restructured company or business for each business year and consolidated accounting year ending in such a period and the annual securities reports in which such financial statements, etc. are presented or referenced.

7. An entity prescribed by the Enforcement Rules as a shareholder services agent approved by the Exchange as prescribed in Rule 205, Item (8) of the Regulations mean the entity referred to in each of the following items.

- (1) Trust bank; and
- (2) IR Japan, Inc.

8. Requirements specified by the Enforcement Rules as prescribed in Rule 205, Item (9) of the Regulations mean cases where the initial listing applicant changes its organization from a mutual company to a stock company or conducts a similar changes, and submits the documents prescribed in Rule 204, Paragraph 1, Item (7) pursuant to the provisions of Rule 204, Paragraph 2 of the Regulations, and the Exchange deems it inevitable.

9. Cases where transfer of shares is restricted pursuant to the provisions of special laws specified by the Enforcement Rules as prescribed in Rule 205, Item (11) of the Regulations mean cases in which recording in the shareholder registry is rejected pursuant to the provisions of the acts referred to in each of the following items or in which acquisition or holding of voting rights is restricted pursuant to the provisions of Article 103-2, Paragraph 1 of the Act or Article 106-14, Paragraph 1 of the Act:

- (1) The Broadcast Act (Act No. 132 of 1950);
- (2) Act on Nippon Telegraph and Telephone Corporation, etc. (Act No. 85 of 1984); and

(3) Civil Aeronautics Act (Act No. 231 of 1952).

10. Cases specified by the Enforcement Rules as prescribed in Rule 205, Item (13), a. of the Regulations means cases in which a merger prescribed in the same a. (see Note 1) is deemed to be a merger in which a company without substance becomes the surviving company and cases in which a company split prescribed in the same a. is deemed to be a spin-off type company split in which the initial listing applicant succeeds the business of a listed company (see Note 2 below).

(Note 1) This shall be limited to cases in which such merger has been carried out.

(Note 2) This shall be limited to a spin-off type company split in which the succeeded business will become the principal business of the initial listing applicant.

Rule 238. Documents to Be Submitted upon Listing Approval

1. The documents prescribed in Rule 216, Paragraph 11 of the Regulations are required to be signed by the representative of the initial listing applicant.
2. Documents specified by the Enforcement Rules as prescribed in Rule 216, Paragraph 11 of the Regulations mean the "Annual Securities Report for Initial Listing Application" (limited to Part I thereof) as prescribed in Rule 231, Paragraph 1, Item 2 and Paragraph 2, Item 4 thereof and the "Semiannual Securities Report for Initial Listing Application" as prescribed in Rule 206, Item 9.
3. In stating the reason prescribed in Rule 216, Paragraph 11 of the Regulations, an initial listing applicant shall state the reason that has been confirmed by the representative of the initial listing applicant with respect to the preparation of the documents prescribed in the same item.
4. Matters concerning corporate governance specified by the Enforcement Rules as prescribed in Rule 211, Paragraph 12, Item (1) of the Regulations mean the matters referred to in each of the following items; provided, however, that, in Item (2) and (6), this shall be limited to cases where initial listing applicants are domestic companies:
 - (1) Basic approach to corporate governance and basic information about the initial listing applicant including capital structure, corporate attributes, etc. (including guidelines on measures to protect the interest of minority shareholders in executing transactions, etc. with the controlling shareholder; and including the meaning for having the subsidiary remain listed as well as the measures to ensure effectiveness of the governance framework for the listed subsidiary based on its approach to and policy on the management of its corporate group if having a listed subsidiary,);
 - (2) Matters related to Appendix 1 "The Corporate Governance Code" of the Regulations (including the reasons for non-compliance with principles of the code as indicated in the same Appendix 1 prescribed in Rule 436-3 of the Regulations)
 - (3) Status of the corporate governance system including business management organization pertaining to management decision, execution and supervision, and the reason for selecting

- such organization and system;
- (4) Implementation status of measures to protect the interest of shareholders and other stakeholders;
- (5) Basic approach to and implementation status of the internal control system (including matters concerning the development of the corporate structure for eliminating anti-social forces);
- (6) Status of securing an independent director(s)/auditor(s) (in the case where a person designated as an independent director/auditor falls under any of the following a. through jk., including a statement to that effect and details);
- a. A person who has previously been an executive of said company or of a subsidiary of said company (including, in cases where an outside company auditor is designated as an independent director/auditor, persons who have previously been a non-executive director or accounting advisor);
- b. A person who has previously been an executive ~~of the parent company of said company (including persons who have previously been a non-executive director, and, in cases where an outside company auditor is designated as an independent director/auditor, persons who have previously been a company auditor), or an accounting advisor of the parent company of said company;~~
- c. A person who has previously been an executive of a sister company of said company;
- d. A person who has previously been an executive of an entity for which said company is a major client or an executive of a major client of said company;
- e. A person who has previously been affiliated with a consulting firm, accounting firm, or legal firm which received a large amount of money or other assets from said company, in addition to their remuneration as a director or company auditor;
- f. A person who has previously been an executive of a major shareholder of said company or an executive of an entity in which the company is a major shareholder;
- g. A close relative of a person who is referred to in the preceding a.; through f. (excluding those deemed as unimportant persons);
- h. A client of said company or a current/former executive of a client of said company;
- i. A current/former executive of an entity that holds shares of said company as cross-shareholdings or an entity whose shares are held by the company as cross-shareholdings;
- ~~h.j.~~ Where a current/former executive of said company is an outside officer of another company, a current/former executive of the other company;
- ~~j.k.~~ A person who receives donations from said company; and
- (7) Other matters deemed necessary by the Exchange.

Rule 401. De Minimis Criteria for Disclosure of Decisions Made by Listed Company

1. Out of the criteria specified by the Enforcement Rules as prescribed in Rule 402 of the Regulations, those pertaining to the matters referred to in Rule 402, Item (1) of the Regulations shall be specified in each of the following items in accordance with the categories referred to in the classifications of the following items. However, the criteria pertaining to consolidated ordinary profit shall not apply to a company that voluntarily adopts IFRS:

(1) Matters referred to in Rule 402, Item (1), a. of the Regulations:

Matters shall satisfy either of the following a. or b.:

- a. The total paid-in amount or total offering value pertaining to an offering of shares to be issued or treasury shares to be disposed of by a stock company as prescribed in the provisions of Article 199, Paragraph 1 of the Companies Act to entities who will subscribe for such shares (in the case of offerings of treasury shares to be disposed of to entities who will subscribe for such shares, the term "offering" includes offerings prescribed by foreign laws and regulations corresponding thereto. In cases where the securities offered are subscription warrant securities, the term "the total paid-in amount or total offering value" shall be the sum of (i) the total amount of payment or the total offering value pertaining to the offering of the subscription warrants to entities who will subscribe for such offered subscription warrants as prescribed in Article 238, Paragraph 1 of the Companies Act (including offerings of treasury subscription warrants to be disposed of to entities who will subscribe for such treasury subscription warrants), and (ii) the total value of the properties to be contributed upon exercise of the subscription warrants pertaining to said subscription warrant securities) is expected to be less than JPY 100 million. However, this criterion shall not apply to a case prescribed in the following b., to an offering through share allotment to shareholders, or to an offering made as a result of introduction of takeover response policies or invocation of countermeasures against acquisitions.
- b. In cases where shares or subscription warrants (hereinafter referred to as "shares, etc." in this b.) are allotted to individuals as compensation for providing services to the listed company, or its subsidiaries or affiliates, either of the following (a) or (b) shall be satisfied.
 - (a) The total of the number of said shares and that of the shares that are the subject of the subscription warrants is expected to be less than 1/100 of the total number of outstanding shares (excluding treasury shares) as of the end of the fiscal year before the fiscal year in which the allotment date of said shares, etc. falls or the date on which a share consolidation, a stock split, or a gratis allotment of shares takes effect, whichever is later.
 - (b) The total of the value of said shares and that of the shares that are the subject of the subscription warrants on the date of allotment of said shares, etc. is expected to be less than JPY 100 million.

(2) Matters referred to in Rule 402, Item (1), m. of the Regulations:

a. Where part of the business is transferred:

The transfer shall satisfy all the criteria referred to in the following (a) to (e):

- (a) The book value of the assets pertaining to the transfer of such business as of the end of the most recent consolidated accounting year is less than 30/100 of the amount of consolidated net assets (see Note below) as of the same day;

(Note) The term "amount of consolidated net assets" means the amount of net assets in the consolidated financial statement; the same shall apply hereinafter up to Rule 404 inclusive.

- (b) For the consolidated accounting year containing the scheduled date for such transfer of business and the following consolidated accounting year, it is expected that the amount of decrease in sales of the consolidated company (see Note below) due to such transfer of business will be less than 10/100 of the amount of sales recorded for the most recent consolidated accounting year;

(Note) The term "consolidated company" means a consolidated company where the listed company is a company submitting consolidated financial statements; the same shall apply hereafter up to Rule 404 inclusive.

- (c) For the consolidated accounting year containing the scheduled date for such transfer of business and the following consolidated accounting year, it is expected that the amount of increase or decrease in consolidated ordinary profit due to such transfer of business will be less than 30/100 of the amount of consolidated ordinary profit recorded for the most recent consolidated accounting year;

- (d) For the consolidated accounting year containing the scheduled date for such transfer of business and the following consolidated accounting year, it is expected that the amount of increase or decrease in net income attributable to the parent company shareholder (see Note below) due to such transfer of business will be less than 30/100 of the amount of consolidated net income recorded for the most recent consolidated accounting year; and

(Note) In the case of a company that voluntarily adopts IFRS, net income attributable to the parent company shareholder; the same shall apply hereinafter up to Rule 404 inclusive.

- (e) Matters referred to in Article 49, Paragraph 1, Item 8, Sub-item (a) of the Cabinet Office Ordinance on Transactions Regulations.
- b. Where all or part of the business is acquired:
 - The acquisition shall satisfy all the criteria referred to in the following (a) to (e):
 - (a) It is expected that the amount of increase in assets due to such acquisition of business will be less than 30/100 of the amount of consolidated net assets as of the end of the most recent consolidated accounting year;
 - (b) For the consolidated accounting year containing the scheduled date for such acquisition of business and the following consolidated accounting year, it is expected that the amount of increase in sales of the consolidated company due to such acquisition of business will be less than 10/100 of the amount of sales recorded for the most recent consolidated accounting year;
 - (c) For the consolidated accounting year containing the scheduled date for such acquisition of business and the following consolidated accounting year, it is expected that the amount of increase or decrease in consolidated ordinary profit due to such acquisition of business will be less than 30/100 of the amount of consolidated ordinary profit recorded for the most recent consolidated accounting year;
 - (d) For the business year containing the scheduled date for such acquisition of business and the following business year, it is expected that the amount of increase or decrease in net income attributable to the parent company shareholder due to such acquisition of business will be less than 30/100 of the amount of net income attributable to the parent company shareholder recorded for the most recent business year; and
 - (e) Matters referred to in Article 49, Paragraph 1, Item (8), (b) or (c) of the Cabinet Office Ordinance on Transactions Regulations.
- (3) Matters referred to in Rule 402, Item (1), o. of the Regulations:
 - Matters that satisfy all of the criteria referred to in the following a. and b.;
 - a. For each consolidated accounting year starting within three (3) years from the beginning of the consolidated accounting year containing the scheduled start date for the business to distribute a new product or use a new technology, it is expected that the amount of increase in sales of the consolidated company due to the commercialization of such new product or new technology will be less than 10/100 of the amount of sales recorded for the most recent consolidated accounting year. In addition, it is expected that the total amount of special expenditure for starting the business to distribute the new product or use the new technology will be less than 10/100 of the book value of fixed assets of the consolidated company as of the end of the most recent consolidated accounting year; and

- b. Matters prescribed in Article 49, Paragraph 1, Item (9) of the Cabinet Office Ordinance on Transactions Regulations.
- (4) Matters referred to in Rule 402, Item (1), p. of the Regulations:
- a. Where a business alliance is formed:

The business alliance shall satisfy all the criteria referred to in the following (a) and (b).

(a) For each consolidated accounting year starting within three (3) years from the beginning of the consolidated accounting year containing the scheduled date for the formation of such business alliance, it is expected that the amount of increase in sales of the consolidated company due to the formation of such business alliance will be less than 10/100 of the amount of sales recorded for the most recent consolidated accounting year, and in the case where such business alliance falls under the cases referred to in the following (i) or (ii), it shall satisfy the criteria specified in the respective item:

(i) Where a business alliance is formed in conjunction with a capital tie-up:

With respect to such capital tie-up, in cases where a listed company newly acquires the shares of or equity in the counterparty, it is expected that the acquisition cost of the newly acquired shares or equity will be less than 10/100 of either the amount of the listed company's consolidated net assets or the amount of its consolidated capital (meaning the amount of capital in the consolidated financial statement; the same shall apply hereinafter in this rule and Rule 403) as of the end of the most recent consolidated accounting year, whichever is larger; and in cases where the counterparty newly acquires the shares of the listed company, it is expected that the number of shares to be newly acquired by the counterparty will be 5/100 or less of the total number of outstanding shares (excluding treasury shares) as of the end of the most recent consolidated accounting year or the date on which a share consolidation, a stock split, or a gratis allotment of shares takes effect, whichever is later; or

(ii) Where a listed company and another company jointly establish a new company through a business alliance (excluding cases in which the new company established is a subsidiary, etc.):

For each business year of the new company starting within three (3) years of the scheduled date for the establishment of the new company, it is expected that the amount obtained by multiplying the book value of the total assets of said new company as of the end of each business year by the equity contribution ratio (see Note below) as of the date of establishment of the new company will be less than 30/100 of the amount of consolidated net assets of the listed company as of the end of the most recent consolidated accounting year. In addition, it is expected that the

amount obtained by multiplying the amount of sales of the new company recorded for each consolidated accounting year by the equity contribution ratio will be less than 10/100 of the amount of sales of the consolidated company recorded for the most recent consolidated accounting year.

(Note) The term "equity contribution ratio" shall be the numerical value obtained by dividing the number of shares or equity held by the total number of outstanding shares or the total amount of equity contribution; the same shall apply hereinafter in this rule and Rule 403.

(b) Matters referred to in Article 49, Paragraph 1, Item (10), Sub-item (a) of the Cabinet Office Ordinance on Transactions Regulations.

b. Where a business alliance is dissolved:

The business alliance shall satisfy all the criteria referred to in the following (a) and (b).

(a) For each business year starting within three (3) years from the beginning of the consolidated accounting year containing the scheduled date for said dissolution of the business alliance, it is expected that the amount of decrease in sales due to such dissolution of the business alliance will be less than 10/100 of the amount of sales of the consolidated company recorded for the most recent consolidated accounting year. In addition, for cases referred to in the following (i) or (ii), the dissolution of the business alliance shall satisfy the criteria specified in (i) and (ii) respectively:

(i) Where a business alliance formed in conjunction with a capital tie-up is dissolved:

With respect to such dissolution of capital alliance, in cases where a listed company newly acquired the shares of or equity in the counterparty, the book value of the acquired shares or equity shall be less than 10/100 of either the amount of the listed company's consolidated net assets as of the end of the most recent consolidated accounting year or the amount of its consolidated capital as of the same day, whichever is larger; and in cases where the counterparty acquired shares of the listed company, that the number of shares acquired by the counterparty shall be 5/100 or less of the total number of outstanding shares (excluding treasury shares) as of the end of the most recent business year or the date on which a share consolidation, a stock split, or a gratis allotment of shares takes effect, whichever is later; or

(ii) Where a business alliance formed through the joint establishment of a new company by a listed company and another company is dissolved:

The amount obtained by multiplying the book value of the total assets of the new

company as of the end of the most recent business year by the equity contribution ratio is less than 30/100 of the amount of net assets of the listed company as of the end of the most recent consolidated accounting year. In addition, the amount obtained by multiplying the amount of sales of the new company recorded for the most recent business year by the equity contribution ratio is less than 10/100 of the amount of sales of the consolidated company recorded for the most recent consolidated accounting year.

(b) Matters referred to in Article 49, Paragraph 1, Item (10), Sub-item (b) of the Cabinet Office Ordinance on Transactions Regulations.

(5) Matters referred to in Rule 402, Item (1), q. of the Regulations:

The matters shall be accompanied by change in a subsidiary, etc. (excluding linked subsidiaries) that satisfies all of the criteria referred to in the following a. to j.:

a. The book value of the total assets of the subsidiary, etc. or the company to become a new subsidiary, etc. as of the end of the most recent business year (see Note below) is less than 30/100 of the amount of consolidated net assets of the listed company as of the end of the most recent consolidated accounting year;

(Note) In cases where a new subsidiary, etc. will be established, the term "book value" means the expected book value of the total assets of the subsidiary, etc. as of the end of each business year starting within three (3) years from the scheduled date for the establishment of the new subsidiary, etc.

b. The amount of sales of the subsidiary, etc. or the company to become a new subsidiary, etc. recorded for the most recent business year (see Note below) is less than 10/100 of the amount of sales of the consolidated company recorded for the most recent consolidated accounting year;

(Note) In cases where a new subsidiary, etc. is established, the term "amount of sales" means the expected amount of sales of the subsidiary, etc. for each business year starting within three (3) years from the scheduled date for the establishment of the new subsidiary, etc.

c. The amount of ordinary profit of the subsidiary, etc. or the company to become a new subsidiary, etc. recorded for the most recent business year (see Note below) is less than 30/100 of the amount of consolidated ordinary profit of the listed company recorded for the most recent consolidated accounting year;

(Note) In cases where a new subsidiary, etc. is established, the term "amount of ordinary profit" means the expected amount of ordinary profit of the subsidiary, etc. for each business year starting within three (3) years from the scheduled date for the establishment of the new subsidiary, etc.

- d. The amount of net income of the subsidiary, etc. or the company to become a new subsidiary, etc. recorded for the most recent business year (see Note below) is less than 30/100 of the amount of net income attributable to the parent company shareholder of the listed company recorded for the most recent consolidated accounting year;

(Note) In cases where a new subsidiary, etc. will be established, the term "amount of net income" shall be the expected amount of net income of the subsidiary, etc. for each business year starting within three years from the scheduled date for the establishment of the new subsidiary, etc.

- e. The amount of purchase of the listed company from the subsidiary, etc. or the company to become a new subsidiary, etc. recorded for the most recent business year (see Note below) is less than 10/100 of the total amount of purchase of the listed company recorded for the most recent business year;

(Note) In cases where a new subsidiary, etc. will be established, the term "amount of purchase" shall be the expected amount of purchase of the listed company from said subsidiary, etc. for each business year starting within three (3) years from the scheduled date for the establishment of the new subsidiary, etc.

- f. The amount of sales of the listed company to the subsidiary, etc. or the company to become a subsidiary, etc. recorded for the most recent business year (see Note below) is less than 10/100 of the total amount of sales of the listed company recorded for the most recent business year;

(Note) In cases where a new subsidiary, etc. will be established, the term "amount of sales" shall be the expected amount of sales of the listed company to the subsidiary, etc. for each business year starting within three (3) years from the scheduled date for the establishment of the new subsidiary, etc.

- g. The amount of capital of or equity contribution in the subsidiary, etc. or the company to become a new subsidiary, etc. is less than 10/100 of the amount of capital of the listed company;
 - h. In cases where a listed company conducts a subsidiary acquisition (meaning making a company a subsidiary, etc. of a listed company by means of acquiring share or equity issued by said company that was not a subsidiary, etc. or other means; the same shall apply hereinafter), the sum of the amount of consideration pertaining to the subsidiary acquisition (meaning the total amount that was paid or should be paid as consideration for the subsidiary acquisition; the same shall apply hereinafter in this item) and the total amount of considerations pertaining to other subsidiary acquisitions that such listed company carried out or will carry out as a part of a series of activities for such subsidiary acquisition, which were decided by the body that decides such listed company's business execution, is less than 15/100 of the amount of consolidated net assets of such listed company as of the end of the most recent consolidated accounting year;
 - i. In cases where a listed company conducts a subsidiary acquisition, the sum of the amount of consideration pertaining to the subsidiary acquisition and the total amount of considerations pertaining to other subsidiary acquisitions that such listed company carried out or will carry out as part of a series of activities for such subsidiary acquisition that were decided by the body that decides such listed company's business execution, is less than 15/100 of the amount of net assets of such listed company as of the end of the most recent business year; and
 - j. Matters prescribed in Article 49, Paragraph 1, Item (11) of the Cabinet Office Ordinance on Transactions Regulations.
- (6) Matters referred to in Rule 402, Item (1), r. of the Regulations:
- a. Where fixed assets are transferred:

The transfer shall satisfy all the criteria referred to in the following (a) to (d):

 - (a) The book value of the transferred fixed assets of the listed company as of the end of the most recent consolidated accounting year is less than 30/100 of the amount of consolidated net assets as of the same day;
 - (b) For the consolidated accounting year containing the scheduled date for such transfer of fixed assets, it is expected that the amount of increase or decrease in consolidated ordinary profit due to such transfer of said fixed assets will be less than 30/100 of the amount of consolidated ordinary profit of the listed company recorded for the most recent consolidated accounting year;
 - (c) For the consolidated accounting year containing the scheduled date for such transfer of fixed assets, it is expected that the amount of increase or decrease in net income

attributable to the parent company shareholder due to such transfer of fixed assets will be less than 30/100 of the amount of net income attributable to the parent company shareholder of the listed company recorded for the most recent consolidated accounting year; and

(d) Matters referred to in Article 49, Paragraph 1, Item (12), Sub-item (i) of the Cabinet Office Ordinance on Transactions Regulations.

b. Where fixed assets are acquired:

The fixed assets shall satisfy all the criteria referred to in the following (a) and (b).

(a) It is expected that the acquisition value of such fixed assets will be less than 30/100 of the amount of consolidated net assets of the listed company as of the end of the most recent consolidated accounting year; and

(b) Matters referred to in Article 49, Paragraph 1, Item (12), Sub-item (b) of the Cabinet Office Ordinance on Transactions Regulations.

(7) Matters referred to in Rule 402, Item (1), s. of the Regulations:

a. Where the listed company lends fixed assets by leasing:

The book value of the leased fixed assets of the listed company as of the end of the most recent consolidated accounting year is less than 30/100 of the amount of consolidated net assets as of the same day; and

b. Where the listed company rents fixed assets by leasing:

It is expected that the total lease amount of such fixed assets will be less than 30/100 of the amount of consolidated net assets of the listed company as of the end of the most recent consolidated accounting year.

(8) Matters referred to in Rule 402, Item (1), t. of the Regulations:

The suspension or abolition shall satisfy all the criteria referred to in the following a. to d.:

a. For each consolidated accounting year starting within three (3) years from the beginning of the consolidated accounting year containing the scheduled date for such suspension or abolition of all or part of the business, it is expected that the amount of decrease in sales of the consolidated company due to such suspension or abolition will be less than 10/100 of the amount of sales recorded for the most recent consolidated accounting year;

b. For each consolidated accounting year starting within three (3) years from the beginning of the consolidated accounting year containing the scheduled date for such suspension or abolition of all or part of the business, it is expected that the amount of increase or decrease in consolidated ordinary profit due to such suspension or abolition will be less than 30/100 of the amount of consolidated ordinary profit recorded for the most recent consolidated accounting year;

c. For each consolidated accounting year starting within three (3) years from the beginning of

the consolidated accounting year containing the scheduled date for such suspension or abolition of all or part of the business, it is expected that the amount of increase or decrease in net income attributable to the parent company shareholder due to such suspension or abolition will be less than 30/100 of the amount of net income attributable to the parent company shareholder recorded for the most recent consolidated accounting year; and

d. Matters prescribed in Article 49, Paragraph 1, Item (13) of the Cabinet Office Ordinance on Transactions Regulations.

(9) Matters referred to in Rule 402, Item (1), w. of the Regulations:

The matters shall satisfy all the criteria referred to in the following a. and b.

a. For each consolidated accounting year starting within three (3) years from the beginning of the consolidated accounting year containing the scheduled date for the commencement of a new business (see Note below), it is expected that the amount of increase in sales of the consolidated company due to such commencement of a new business will be less than 10/100 of the amount of sales recorded for the most recent consolidated accounting year, and it is expected that the total amount of expenditure made specifically for such commencement of a new business will be less than 10/100 of the book value of fixed assets of the consolidated company as of the end of the most recent consolidated accounting year; and

(Note) The term "commencement of a new business" shall include commercialization of sales of new products or provisions of new services; the same shall apply hereinafter.

b. Matters prescribed in Article 49, Paragraph 1, Item 14 of the Cabinet Office Ordinance on Transactions Regulations.

(10) Matters referred to in Rule 402, Item (1), ab. of the Regulations:

The rationalization shall satisfy all the criteria referred to in the following a. to c.:

a. For each consolidated accounting year starting within three (3) years from the beginning of the consolidated accounting year containing the scheduled date for such rationalization, it is expected that the amount of decrease in sales of the consolidated company due to such rationalization will be less than 10/100 of the amount of sales recorded for the most recent consolidated accounting year;

b. For each consolidated accounting year starting within three (3) years from the beginning of the consolidated accounting year containing the scheduled date for such rationalization, it is expected that the amount of increase or decrease in consolidated ordinary profit due to such rationalization will be less than 30/100 of the amount of consolidated ordinary profit recorded for the most recent consolidated accounting year; and

- c. For each consolidated accounting year starting within three (3) years from the beginning of the consolidated accounting year containing the scheduled date for such rationalization, it is expected that the amount of increase or decrease in net income attributable to the parent company shareholder due to such rationalization will be less than 30/100 of the amount of net income attributable to the parent company shareholder recorded for the most recent consolidated accounting year.
- (11) ~~Matters referred to in Rule 402, Item (1), of the Regulations:~~
~~The total amount of the monetary liabilities subject to mediation under the terms of mediation as desired by the listed company is less than 10/100 of the total amount of liabilities of the consolidated company as of the end of the most recent consolidated accounting year; Deleted.~~
- (12) Matters referred to in Rule 402, Item (1), an. of the Regulations:
The reason for the amendment to the articles of incorporation falls under any of the following a. through c.:
- a. Changes only in descriptive expression made in conjunction with amendments to laws and regulations, etc.; or
 - b. Change in the location of the head office;
 - c. Other reasons that are deemed by the Exchange to have minor influence on the investment decisions of investors. .
- (13) Matters referred to in Rule 402, Item (1), ar. of the Regulations:
The amount of the principal of liabilities of the monetary loan agreement or the total issue amount of the corporate bond corresponds to less than 10/100 of the consolidated net asset value as of the end of the most recent consolidated accounting year; and
- (14) Matters referred to in Rule 402, Item (1), as. of the Regulations:
The reason for the amendment to the articles of incorporation falls under any of the following a. through c.:
- a. Where a settlement deadline for a monetary loan agreement with financial covenants or a redemption date for a corporate bond with financial covenants is changed:
The amount of the principal of liabilities of the monetary loan agreement or the total issue amount of the corporate bond corresponds to less than 10/100 of the consolidated net asset value as of the end of the most recent consolidated accounting year;
 - b. Where the details of financial covenants are changed;
The details shall satisfy either of the following (a) or (b).
 - (a) The amount of the principal of liabilities of the monetary loan agreement or the total issue amount of the corporate bond corresponds to less than 10/100 of the consolidated net asset value as of the end of the most recent consolidated accounting year; or

- (b) Changes are considered immaterial in light of the conditions specified in such financial covenants and the level of impact of the failure to meet such a condition.
2. With regards to the application of the provisions of the preceding paragraph to a company that is not one that should prepare consolidated financial statements, "consolidated ordinary profit" shall be "ordinary profit"; "consolidated accounting year" shall be "business year"; "amount of consolidated net assets (meaning the amount of net assets based on the consolidated financial statement; the same applies hereinafter up to Rule 404 inclusive.)" shall be "amount of net assets (meaning the amount obtained by deducting the total amount of liabilities from the total amount of assets (any amount of remaining liabilities that could not be deducted shall be deemed to be zero); the same shall apply hereinafter)"; "sales of the consolidated company (meaning a listed company that is a company submitting consolidated financial statements; the same shall apply hereinafter up to Rule 404 inclusive.)" shall be "sales"; "net income attributable to the parent company shareholder" shall be "net income"; "amount of consolidated net assets" shall be "amount of net assets"; "fixed assets of the consolidated company" shall be "fixed assets"; "amount of consolidated capital (meaning the amount of capital based on the consolidated financial statement; the same shall apply in this rule and Rule 403)" shall be "amount of capital"; "amount of consolidated capital" shall be "amount of capital"; and "liabilities of the consolidated company" shall be "liabilities".

Rule 402. De Minimis Criteria for Disclosure of Facts That Have Occurred

1. With respect to the facts referred to in Rule 402, Item (2) of the Regulations, the "criteria specified by the Enforcement Rules" as prescribed in Rule 402 of the Regulations shall be prescribed in each of the following items in accordance with the categories referred to in the following items. However, the criteria pertaining to consolidated ordinary profit shall not apply to a company that voluntarily adopts IFRS.

- (1) Facts referred to in Rule 402, Item (2), a. of the Regulations:

The facts shall satisfy all the criteria referred to in the following a. to d.:

- a. It is expected that the amount of damage incurred due to a disaster or damage that occurs in the course of business execution will be less than 3/100 of the amount of consolidated net assets as of the end of the most recent consolidated accounting year;
- b. It is expected that the amount of damage incurred due to a disaster or damage that occurs in the course of business execution will be less than 30/100 of the amount of consolidated ordinary profit recorded for the most recent consolidated accounting year;
- c. It is expected that the amount of damage incurred due to a disaster or damage that occurs in the course of business execution will be less than 30/100 of the amount of net income attributable to the parent company shareholder recorded for the most recent consolidated accounting year; and

- d. Matters prescribed in Article 50, Item (1) of the Cabinet Office Ordinance on Transactions Regulations.
- (2) Facts referred to in Rule 402, Item (2), d. of the Regulations:
- a. Where a lawsuit is filed:
- Where falling under all the criteria referred to in the following (a) and (b):
- (a) The amount of the claim to which the lawsuit pertains is less than 15/100 of the amount of consolidated net assets as of the end of the most recent consolidated accounting year, and in cases where the claim is accepted by the court as filed by the plaintiff immediately after the lawsuit is filed and the listed company loses the case, it is expected that, for each consolidated accounting year starting within three (3) years from the beginning of the consolidated accounting year containing the day on which the lawsuit is filed, the amount of decrease in sales of the consolidated company due to the lost case would be less than 10/100 of the amount of sales recorded for the most recent consolidated accounting year; and
- (b) Matters referred to in Article 50, Item (3), Sub-item (a) of the Cabinet Office Ordinance on Transactions Regulations.
- b. Where a judgment on such lawsuit or all or part of such lawsuit is resolved without a judicial decision:
- A judgment, etc. pertaining to such lawsuit (meaning that a judgment is made on such lawsuit or all or part of such lawsuit is resolved without a judicial decision; the same shall apply hereinafter in this rule and Rule 404) that falls under the criteria referred to in the preceding a. (a), or in a case where a lawsuit that does not fall under the criteria referred to in the preceding a. (a) is filed, part of the lawsuit is resolved without a judicial decision, all the criteria referred to in the following (a) to (e) are satisfied.
- (a) It is expected that the amount of property to be delivered by the listed company as a result of the judgment, etc. will be less than 3/100 of the amount of consolidated net assets as of the end of the most recent consolidated accounting year;
- (b) For each consolidated accounting year starting within three (3) years from the beginning of the consolidated accounting year containing the date of such judgment, etc., it is expected that the amount of decrease in sales of the consolidated company due to such judgment, etc. will be less than 10/100 of the amount of sales recorded for the most recent consolidated accounting year;
- (c) For each consolidated accounting year starting within three (3) years from the beginning of the consolidated accounting year containing the date of such judgment, etc., it is expected that the amount of decrease in consolidated ordinary profit due to such judgment, etc. will be less than 30/100 of the amount of consolidated ordinary

profit recorded for the most recent consolidated accounting year;

(d) For each consolidated accounting year starting within three (3) years from the beginning of the consolidated accounting year containing the date of such judgment, etc., it is expected that the amount of decrease in net income attributable to the parent company shareholder due to such judgment, etc. will be less than 30/100 of the amount of net income attributable to the parent company shareholder recorded for the most recent consolidated accounting year; and

(e) Matters referred to in Article 50, Item (3), Sub-item (b) of the Cabinet Office Ordinance on Transactions Regulations.

(3) Facts referred to in Rule 402, Item (2), e. of the Regulations:

a. Where a petition for a provisional disposition order is made:

The petition shall satisfy all the criteria referred to in the following (a) and (b).

(a) In cases where a provisional disposition order is issued as petitioned immediately after such petition is made, for each consolidated accounting year starting within three (3) years from the beginning of the consolidated accounting year containing the date of such petition, it is expected that the amount of decrease in sales of the consolidated company due to such provisional disposition order would be less than 10/100 of the amount of sales recorded for the most recent consolidated accounting year; and

(b) Matters referred to in Article 50, Item (4), Sub-item (a) of the Cabinet Office Ordinance on Transactions Regulations.

b. Where there is a judicial decision on such petition, or all or part of the procedures for such petition are resolved without a judicial decision:

A judicial decision, etc. on such petition (meaning that a judicial decision is made on such petition or all or part of the procedures for such petition is resolved without a judicial decision; the same shall apply hereinafter in this rule and Rule 404) is made that satisfies the criteria referred to in a. (a), or in cases where part of the procedures for such petition that does not satisfy the criteria referred to in a. (a) is completed without a judicial decision, all the criteria referred to in the following (a) through (d) are satisfied.

(a) For each consolidated accounting year starting within three (3) years from the beginning of the consolidated accounting year containing the date of such judicial decision, etc., it is expected that the amount of decrease in sales of the consolidated company due to such judicial decision, etc. will be less than 10/100 of the amount of sales recorded for the most recent consolidated accounting year;

(b) For each consolidated accounting year starting within three (3) years from the beginning of the consolidated accounting year containing the date of such judicial decision, etc., it is expected that the amount of decrease in consolidated ordinary profit

- due to such judicial decision, etc. will be less than 30/100 of the amount of consolidated ordinary profit recorded for the most recent consolidated accounting year;
- (c) For each consolidated accounting year starting within three (3) years from the beginning of the consolidated accounting year containing the date of such judicial decision, etc., it is expected that the amount of decrease in net income attributable to the parent company shareholder due to such judicial decision, etc. will be less than 30/100 of the amount of net income attributable to the parent company shareholder recorded for the most recent consolidated accounting year; and
 - (d) Matters referred to in Article 50, Item (4), Sub-item (b) of the Cabinet Office Ordinance on Transactions Regulations.
- (4) Facts referred to in Rule 402, Item (2), f. of the Regulations:
- a. Where disciplinary action on the basis of laws and regulations is imposed:
The disciplinary action shall satisfy all the criteria referred to in the following (a) and (b).
 - (a) For each consolidated accounting year starting within three (3) years from the beginning of the consolidated accounting year containing the date of such disciplinary action, it is expected that the amount of decrease in sales of the consolidated company due to such disciplinary action will be less than 10/100 of the amount of sales recorded for the most recent consolidated accounting year; and
 - (b) Matters prescribed in Article 50, Item 5 of the Cabinet Office Ordinance on Transactions Regulations.
 - b. Where an accusation of a violation of laws and regulations is made; and
The amount of sales of the business unit, etc. subject to the accusation of a violation of laws and regulations made by an administrative agency recorded for the most recent consolidated accounting year is less than 10/100 of the amount of sales of the consolidated company recorded for the most recent consolidated accounting year.
- (5) Facts referred to in Rule 402, Item (2), k. of the Regulations
- The facts shall satisfy all the criteria referred to in the following a. to d.:
- a. It is expected that the amount of likely default of accounts receivable, loans or other receivables, or rights to obtain reimbursement will be less than 3/100 of the amount of consolidated net assets as of the end of the most recent consolidated accounting year;
 - b. It is expected that the amount of likely default of accounts receivable, loans or other receivables, or rights to obtain reimbursement will be less than 30/100 of the amount of consolidated ordinary profit recorded for the most recent consolidated accounting year;
 - c. It is expected that the amount of likely default of accounts receivable, loans or other receivables, or rights to obtain reimbursement will be less than 30/100 of the amount of net income attributable to the parent company shareholder recorded for the most recent

consolidated accounting year; and

d. Matters prescribed in Article 50, Item 6 of the Cabinet Office Ordinance on Transactions Regulations.

(6) Facts referred to in Rule 402, Item (2), l. of the Regulations:

The facts shall satisfy all the criteria referred to in the following a. and b.

a. For each consolidated accounting year starting within three (3) years from the beginning of the consolidated accounting year containing the day on which a suspension of trade with a business partner(s) occurred, it is expected that the amount of decrease in sales of the consolidated company due to such suspension of trade will be less than 10/100 of the amount of sales recorded for the most recent consolidated accounting year; and

b. Matters prescribed in Article 50, Item 7 of the Cabinet Office Ordinance on Transactions Regulations.

(7) Facts referred to in Rule 402, Item (2), m. of the Regulations:

The facts shall satisfy all the criteria referred to in the following a. to d.:

a. The amount of exemption of obligations by a creditor or assumption or fulfillment of obligations by a third party (or, for cases of extension of a repayment deadline by a creditor, the amount of the obligation for which the extension was granted) shall be less than 10/100 of the total amount of obligations outstanding of the consolidated company as of the end of the most recent consolidated accounting year;

b. It is expected that the amount of increase in consolidated ordinary profit due to such exemption of obligations or extension of a repayment deadline by a creditor or assumption or fulfillment of obligations by a third party will be less than 30/100 of the amount of consolidated ordinary profit recorded for the most recent consolidated accounting year;

c. It is expected that the amount of increase in net income attributable to the parent company shareholder due to such exemption of obligations or extension of a repayment deadline by a creditor or assumption or fulfillment of obligations by a third party will be less than 30/100 of the amount of net income attributable to the parent company shareholder recorded for the most recent consolidated accounting year; and

d. Matters prescribed in Article 50, Item (8) of the Cabinet Office Ordinance on Transactions Regulations.

(7)-2 Facts referred to in Rule 402, Item (2), m-2. of the Regulations:

The total amount of monetary obligations subject to resolution regarding adjustment of debt obligations shall be less than 10/100 of the total amount of obligations outstanding of the consolidated company as of the end of the most recent consolidated accounting year.

(8) Facts referred to in Rule 402, Item (2), n. of the Regulations:

The facts shall satisfy all the criteria referred to in the following a. and b.

- a. For each consolidated accounting year starting within three (3) years from the beginning of the consolidated accounting year in which mining or extraction of discovered resources starts, it is expected that the amount of increase in sales of the consolidated company due to the business that utilizes the resources will be less than 10/100 of the amount of sales recorded for the most recent consolidated accounting year; and
- b. Matters prescribed in Article 50, Item (9) of the Cabinet Office Ordinance on Transactions Regulations.

(9) Facts referred to in Rule 402, Item (2), q. of the Regulations:

The facts shall satisfy all the criteria referred to in the following a. and b.:

- a. The sum of the difference between the book value and the market value of each security whose market value fell below the book value shall be less than 30/100 of the amount of consolidated ordinary profit recorded for the most recent consolidated accounting year; and
- b. The sum of the difference between the book value and the market value of each security whose market value fell below the book value shall be less than 30/100 of the amount of net income attributable to the parent company shareholder recorded for the most recent consolidated accounting year.

(10) Facts referred to in Rule 402, Item (2), r. of the Regulations:

The facts shall satisfy both the criteria referred to in the following a. and b.:

- a. The total issue amount of the corporate bond corresponds to less than 10/100 of the consolidated net asset value as of the end of the most recent consolidated accounting year;
or
- b. The corporate bond does not fall under the category of listed bonds, listed convertible bonds, or listed exchangeable corporate bonds.

(11) Facts referred to in Rule 402, Item (2), r-2. of the Regulations:

The amount of the principal of liabilities of the monetary loan agreement corresponds to less than 10/100 of the consolidated net asset value as of the end of the most recent consolidated accounting year.

2. With regards to the application of the provisions of the preceding paragraph to a company that is not one that should prepare consolidated financial statements, "consolidated ordinary profit" shall be "ordinary profit"; "consolidated accounting year" shall be "business year"; "amount of consolidated net assets" shall be "amount of net assets (meaning the amount obtained by deducting the total amount of liabilities from the total amount of assets (any amount of remaining liabilities that could not be deducted shall be deemed to be zero); the same shall apply hereinafter in this paragraph)"; " net income attributable to the parent company shareholder" shall be "net income"; "sales of the consolidated company" shall be "sales"; "liabilities of the consolidated company" shall be "liabilities".

Rule 403. De Minimis Criteria for Disclosure of Decisions Made by Subsidiaries, etc.

With respect to the matters referred to in Rule 403, Item 1 of the Regulations, the "criteria specified by the Enforcement Rules" as prescribed in Rule 403 of the Regulations shall be prescribed in accordance with the categories referenced in the captions each of the following items; provided, however, that with respect to a listed foreign company prescribed in Rule 402, Item 1, q. of the Regulations (limited to those deemed necessary by the Exchange), such criteria shall be handled pursuant to the provisions prescribed by the Exchange. The criteria pertaining to consolidated ordinary profit shall not apply to a company that voluntarily adopts IFRS.

(1) Matters referred to in Rule 403, Item 1, a. of the Regulations:

The exchange of stocks shall satisfy all the criteria referred to in the following a. to d.:

- a. It is expected that the amount of decrease or increase in the amount of assets of a consolidated company due to such share exchange will be less than 30/100 of the amount of consolidated net assets as of the end of the immediately preceding most recent consolidated accounting year;
- b. It is expected that the amount of decrease or increase in sales of the consolidated company due to such share exchange will be less than 10/100 of the amount of sales recorded for the immediately preceding most recent consolidated accounting year;
- c. It is expected that the amount of increase or decrease in consolidated ordinary profit of the consolidated company due to such share exchange will be less than 30/100 of the amount of consolidated ordinary profit recorded for the immediately preceding most recent consolidated accounting year; and
- d. It is expected that the amount of increase or decrease in net income attributable to the parent company shareholder of the consolidated company due to such share exchange will be less than 30/100 of the amount of net income attributable to the parent company shareholder recorded for the immediately preceding most recent consolidated accounting year.

(2) Matters referred to in Rule 403, Item 1, b. of the Regulations:

The share transfer shall satisfy all the criteria referred to in the following a. to d.:

- a. It is expected that the amount of decrease or increase in the amount of assets of the consolidated company due to such share transfer will be less than 30/100 of the amount of consolidated net assets recorded as of the end of the immediately preceding most recent consolidated accounting year;
- b. It is expected that the amount of decrease or increase in sales of the consolidated company due to such share transfer will be less than 10/100 of the amount of sales recorded for the immediately preceding most recent consolidated accounting year;
- c. It is expected that the amount of increase or decrease in consolidated ordinary profit of the

consolidated company due to such share transfer will be less than 30/100 of the amount of consolidated ordinary profit recorded for the ~~immediately preceding~~most recent consolidated accounting year; and

- d. It is expected that the amount of increase or decrease in net income attributable to the parent company shareholder of the consolidated company due to such share transfer will be less than 30/100 of the amount of net income attributable to the parent company shareholder recorded for the ~~immediately preceding~~most recent consolidated accounting year.

(2)-2 Matters referred to in Rule 403, Item (1), b-2 of the Regulations:

The stock delivery shall satisfy all the criteria referred to in the following a. through d.:

- a. It is expected that the amount of decrease or increase in the amount of assets of a consolidated company due to such stock delivery will be less than 30/100 of the amount of consolidated net assets as of the end of the ~~immediately preceding~~most recent consolidated accounting year;
- b. It is expected that the amount of decrease or increase in sales of the consolidated company due to such stock delivery will be less than 10/100 of the amount of sales recorded for the ~~immediately preceding~~most recent consolidated accounting year;
- c. It is expected that the amount of increase or decrease in consolidated ordinary profit of the consolidated company due to such stock delivery will be less than 30/100 of the amount of consolidated ordinary profit recorded for the ~~immediately preceding~~most recent consolidated accounting year; and
- d. It is expected that the amount of increase or decrease in net income attributable to the parent company shareholder of the consolidated company due to such stock delivery will be less than 30/100 of the amount of net income attributable to the parent company shareholder recorded for the ~~immediately preceding~~most recent consolidated accounting year.

(3) Matters referred to in Rule 403, Item 1, c. of the Regulations:

The merger shall satisfy all the criteria referred to in the following a. to d.:

- a. It is expected that the amount of decrease or increase in the amount of assets of the consolidated company due to such merger will be less than 30/100 of the amount of consolidated net assets recorded as of the end of the ~~immediately preceding~~most recent consolidated accounting year;
- b. It is expected that the amount of decrease or increase in sales of the consolidated company due to such merger will be less than 10/100 of the amount of sales recorded for the ~~immediately preceding~~most recent consolidated accounting year;
- c. It is expected that the amount of increase or decrease in consolidated ordinary profit of the consolidated company due to such merger will be less than 30/100 of the amount of

consolidated ordinary profit recorded for the ~~immediately preceding~~most recent consolidated accounting year; and

- d. It is expected that the amount of increase or decrease in net income attributable to the parent company shareholder of the consolidated company due to such merger will be less than 30/100 of the amount of net income attributable to the parent company shareholder recorded for the ~~immediately preceding~~most recent consolidated accounting year.

(4) Matters referred to in Rule 403, Item 1, d. of the Regulations:

The company split shall satisfy all the criteria referred to in the following a. to d.:

- a. It is expected that the amount of decrease or increase in the amount of assets of the consolidated company due to such company split will be less than 30/100 of the amount of consolidated net assets recorded as of the end of the ~~immediately preceding~~most recent consolidated accounting year;
- b. It is expected that the amount of decrease or increase in sales of the consolidated company due to such company split will be less than 10/100 of the amount of sales recorded for the ~~immediately preceding~~most recent consolidated accounting year;
- c. It is expected that the amount of increase or decrease in consolidated ordinary profit of the consolidated company due to such company split will be less than 30/100 of the amount of consolidated ordinary profit recorded for the ~~immediately preceding~~most recent consolidated accounting year; and
- d. It is expected that the amount of increase or decrease in net income attributable to the parent company shareholder of the consolidated company due to such company split will be less than 30/100 of the amount of net income attributable to the parent company shareholder recorded for the ~~immediately preceding~~most recent consolidated accounting year.

(5) Matters referred to in Rule 403, Item 1, e. of the Regulations:

The transfer or acquisition of business shall satisfy all the criteria referred to in the following a. to d.:

- a. It is expected that the amount of decrease or increase in the amount of assets of the consolidated company due to such transfer or acquisition of business will be less than 30/100 of the amount of consolidated net assets recorded as of the end of the ~~immediately preceding~~most recent consolidated accounting year;
- b. It is expected that the amount of decrease or increase in sales of the consolidated company due to such transfer or acquisition of business will be less than 10/100 of the amount of sales recorded for the ~~immediately preceding~~most recent consolidated accounting year;
- c. It is expected that the amount of increase or decrease in consolidated ordinary profit of the consolidated company due to such transfer or acquisition of business will be less than

30/100 of the amount of consolidated ordinary profit recorded for the ~~immediately preceding~~most recent consolidated accounting year; and

- d. It is expected that the amount of increase or decrease in net income attributable to the parent company shareholder of the consolidated company due to such transfer or acquisition of business will be less than 30/100 of the amount of net income attributable to the parent company shareholder recorded for the ~~immediately preceding~~most recent consolidated accounting year.

(5)-2 Matters referred to in Rule 403, Item 1, f. of the Regulations:

The dissolution shall satisfy all the criteria referred to in the following a. to d.:

- a. It is expected that the amount of decrease in the amount of assets of the consolidated company due to such dissolution will be less than 30/100 of the amount of consolidated net assets recorded as of the end of the ~~immediately preceding~~most recent consolidated accounting year;
- b. It is expected that the amount of decrease in sales of the consolidated company due to such dissolution will be less than 10/100 of the amount of sales recorded for the ~~immediately preceding~~most recent consolidated accounting year;
- c. It is expected that the amount of increase or decrease in consolidated ordinary profit of the consolidated company due to such dissolution will be less than 30/100 of the amount of consolidated ordinary profit recorded for the ~~immediately preceding~~most recent consolidated accounting year; and
- d. It is expected that the amount of increase or decrease in net income attributable to the parent company shareholder of the consolidated company due to such dissolution will be less than 30/100 of the amount of net income attributable to the parent company shareholder recorded for the ~~immediately preceding~~most recent consolidated accounting year.

(6) Matters referred to in Rule 403, Item 1, g. of the Regulations:

For each consolidated accounting year starting within three (3) years from the beginning of the consolidated accounting year containing the scheduled start date for the business that will distribute a new product or use a new technology, it is expected that the amount of increase in sales of the consolidated company due to such commercialization of the new product or new technology will be less than 10/100 of the amount of sales recorded for the ~~immediately preceding~~most recent consolidated accounting year. In addition, it is expected that the total amount of expenditure made specifically for starting the business that will distribute the new product or use the new technology will be less than 10/100 of the book value of fixed assets of the consolidated company as of the end of the ~~immediately preceding~~most recent consolidated accounting year;

(7) Matters referred to in Rule 403, Item 1, h. of the Regulations:

a. Where a business alliance is formed:

For each consolidated accounting year starting within three (3) years from the beginning of the consolidated accounting year containing the scheduled date for the formation of a business alliance, it is expected that the amount of increase in sales of the consolidated company due to such formation of the business alliance will be less than 10/100 of the amount of sales recorded for the ~~immediately preceding~~most recent consolidated accounting year, and for cases referred to in the following (a) or (b), the business alliance shall satisfy the criteria specified in (a) or (b), respectively:

(a) Where a business alliance is formed in conjunction with a capital tie-up:

With respect to such capital alliance, in cases where a subsidiary, etc. newly acquires the shares of or equity in the counterparty, it is expected that the acquisition cost of the newly acquired shares or equity will be less than 10/100 of either the amount of the consolidated company's consolidated net assets as of the end of the ~~immediately preceding~~most recent consolidated accounting year or the amount of consolidated capital as of the same end, whichever is larger; and in cases where the counterparty newly acquires shares of the subsidiary, etc., it is expected that the purchase value of shares to be newly acquired by the counterparty will be less than 10/100 of either the amount of the consolidated net assets as of the end of the ~~immediately preceding~~most recent consolidated accounting year of the consolidated company or the amount of consolidated capital as of the same end, whichever is smaller; or

(b) Where a subsidiary, etc. and another company jointly establish a new company through a business alliance (excluding cases in which such establishment of a new company is an establishment of a sub-subsidiary (meaning a sub-subsidiary prescribed in Rule 403, Item 1, i. of the Regulations; the same shall apply hereinafter)):

For each business year of the new company starting within three (3) years from the scheduled date for the establishment of the new company, it is expected that the amount obtained by multiplying the book value of the total assets of the new company as of the end of each business year by the shareholding ratio at the time of the establishment of the new company will be less than 30/100 of the amount of consolidated net assets of the consolidated company as of the end of the ~~immediately preceding~~most recent consolidated accounting year. In addition, it is expected that the amount obtained by multiplying the amount of sales of the new company recorded for each business year of the new company by the shareholding ratio will be less than 10/100 of the amount of sales recorded for the ~~immediately preceding~~most recent consolidated accounting year of the consolidated company;

b. Where a business alliance is dissolved:

For each consolidated accounting year starting within three (3) years from the beginning of the consolidated accounting year containing the scheduled date for the dissolution of a business alliance, it is expected that the amount of decrease in sales of the consolidated company due to such dissolution of the business alliance will be less than 10/100 of the amount of sales recorded for the immediately precedingmost recent consolidated accounting year, and for cases referred to in the following (a) or (b), the dissolution of the business alliance shall satisfy the criteria specified in (a) or (b), respectively:

(a) Where a business alliance formed with a capital tie-up is dissolved:

With respect to such dissolution of capital tie-up, in cases where a subsidiary, etc. newly acquired the shares of or equity in the counterparty, the book value of the acquired shares or equity shall be less than 10/100 of either the amount of the consolidated company's consolidated net assets as of the end of the immediately precedingmost recent consolidated accounting year or the amount of its consolidated capital as of the same day, whichever is larger; and in cases where the counterparty has already acquired the shares of the subsidiary, etc., it is expected that the purchase value of the counterparty will be less than 10/100 of either the amount of the consolidated net assets on the last day of the immediately precedingmost recent consolidated accounting year of the consolidated company or the amount of the consolidated capital as of the same day, whichever is smaller; or

(b) Where a business alliance operated through a new company jointly established by a subsidiary, etc. and another company is dissolved:

The amount obtained by multiplying the book value of the total assets of the new company as of the end of the immediately precedingmost recent business year by the shareholding ratio shall be less than 30/100 of the amount of consolidated net assets of the consolidated company as of the end of the immediately precedingmost recent consolidated accounting year, and the amount obtained by multiplying the amount of sales of the new company recorded for the immediately precedingmost recent business year by the shareholding ratio shall be less than 10/100 of the amount of sales recorded for the immediately precedingmost recent consolidated accounting year of the consolidated company;

(8) Matters referred to in Rule 403, Item 1, i. of the Regulations:

All the criteria referred to in the following a. to h. shall be satisfied:

a. The book value of the total assets of the sub-sub-subsidiary or the company to become a sub-sub-subsidiary as of the end of the immediately precedingmost recent business year (or, in cases where a new sub-sub-subsidiary will be established, the expected book value of the total assets of the sub-sub-subsidiary as of the end of each business year starting within three (3) years from

the scheduled date for the establishment of the new sub-subsidiary) shall be less than 30/100 of the amount of consolidated net assets of the consolidated company as of the end of the immediately preceding most recent consolidated accounting year, etc.;

- b. The amount of sales of the sub-subsidiary or the company to become a sub-subsidiary recorded for the immediately preceding most recent business year (or, in cases where a new sub-subsidiary will be established, the expected amount of sales of the sub-subsidiary for each business year starting within three (3) years from the scheduled date for the establishment of the new sub-subsidiary) shall be less than 10/100 of the amount of sales of the consolidated company recorded for the immediately preceding most recent consolidated accounting year, etc.;
- c. The amount of ordinary profit of the sub-subsidiary or the company to become a sub-subsidiary recorded for the immediately preceding most recent business year (or, in cases where a new sub-subsidiary will be established, the expected amount of ordinary profit of the sub-subsidiary for each business year starting within three (3) years from the scheduled date for the establishment of the new sub-subsidiary) shall be less than 30/100 of the amount of consolidated ordinary profit of the consolidated company recorded for the immediately preceding most recent consolidated accounting year, etc.;
- d. The amount of net income of the sub-subsidiary or the company to become a sub-subsidiary recorded for the immediately preceding most recent business year (or, in cases where a new sub-subsidiary will be established, the expected amount of net income of the sub-subsidiary for each business year starting within three (3) years from the scheduled date for the establishment of the new sub-subsidiary) shall be less than 30/100 of the amount of net income attributable to the parent company shareholder of the consolidated company recorded for the immediately preceding most recent consolidated accounting year, etc.;
- e. The amount of purchase of the listed company from the sub-subsidiary or the company to become a sub-subsidiary recorded for the immediately preceding most recent business year (or, in cases where a new sub-subsidiary will be established, the expected amount of purchase by the listed company from the sub-subsidiary for each business year starting within three (3) years from the scheduled date for the establishment of the new sub-subsidiary) shall be less than 10/100 of the total amount of purchase of the listed company recorded for the immediately preceding most recent business year;
- f. The amount of sales of the listed company to the sub-subsidiary or the company to become a sub-subsidiary recorded for the immediately preceding most recent business year (or, in cases where a new sub-subsidiary will be established, the expected amount of sales by the listed company to the sub-subsidiary for each business year starting within three (3) years from the scheduled date for the establishment of the new sub-subsidiary) shall be less than

10/100 of the total amount of sales of the listed company recorded for the ~~immediately preceding~~most recent business year;

- g. The amount of capital of or equity contribution in the sub-sub-subsidiary or the company to become a sub-sub-subsidiary shall be less than 10/100 of the amount of capital of the listed company; and
 - h. In the cases where a subsidiary, etc. conducts a sub-sub-subsidiary acquisition (meaning making a company a sub-sub-subsidiary of a listed company that was not a sub-sub-subsidiary, etc. by means of acquiring a share or equity issued by said company or other means; the same shall apply hereinafter in this item), the sum of the amount of consideration pertaining to the sub-sub-subsidiary acquisition (meaning the total amount that was paid or should be paid as of consideration for the sub-sub-subsidiary acquisition; the same shall apply hereinafter in this item) and the total amount of considerations pertaining to other subsidiary acquisitions that such listed company or sub-sub-subsidiary acquisitions that such subsidiary, etc. carried out or will carry out as part of a series of activities for such sub-sub-subsidiary acquisition, which were decided by the body that decides such listed company's or subsidiary's business execution, is less than 15/100 of the amount of consolidated net assets of the consolidated company as of end of the ~~immediately preceding~~most recent consolidated accounting year.
- (9) Matters referred to in Rule 403, Item 1, j. of the Regulations:
- a. Where fixed assets are transferred:

The transfer shall satisfy all the criteria referred to in the following (a) to (c):

 - (a) The decrease in the amount of assets of the consolidated company due to the transfer of such fixed assets shall be expected to be less than 30/100 of the amount of consolidated net assets as of the end of the ~~immediately preceding~~most recent consolidated accounting year;
 - (b) For the consolidated accounting year containing the scheduled date for such transfer of fixed assets, it is expected that the amount of increase or decrease in consolidated ordinary profit due to such transfer of fixed assets will be less than 30/100 of the amount of consolidated ordinary profit of the consolidated company recorded for the ~~immediately preceding~~most recent consolidated accounting year; and
 - (c) For the consolidated accounting year containing the scheduled date for such transfer of fixed assets, it is expected that the amount of increase or decrease in net income attributable to the parent company shareholder due to such transfer of fixed assets will be less than 30/100 of the amount of net income attributable to the parent company shareholder of the consolidated company recorded for the ~~immediately preceding~~most recent consolidated accounting year; and
 - b. Where fixed assets are acquired:

It is expected that the increase in the amount of assets of the consolidated company due to the acquisition of such fixed assets will be less than 30/100 of the amount of consolidated net assets of the consolidated company as of the end of the immediately preceding most recent consolidated accounting year.

(10) Matters referred to in Rule 403, Item 1, k. of the Regulations:

a. Where the subsidiary, etc. is the lessor of fixed assets:

The book value of the leased fixed assets of the consolidated company as of the end of the immediately preceding most recent consolidated accounting year shall be less than 30/100 of the amount of consolidated net assets as of the same day; and

b. Where the subsidiary, etc. is the lessee of fixed assets:

It is expected that the total lease amount of such fixed assets will be less than 30/100 of the amount of consolidated net assets of the consolidated company as of the end of the immediately preceding most recent consolidated accounting year.

(11) Matters referred to in Rule 403, Item 1, l. of the Regulations:

The suspension or abolition shall satisfy all the criteria referred to in the following a. to c.:

a. For each consolidated accounting year starting within three (3) years from the beginning of the consolidated accounting year containing the scheduled date for such suspension or abolition of all or part of the business, it is expected that the amount of decrease in sales of the consolidated company due to such suspension or abolition will be less than 10/100 of the amount of sales recorded for the immediately preceding most recent consolidated accounting year;

b. For each consolidated accounting year starting within three (3) years from the beginning of the consolidated accounting year containing the scheduled date for such suspension or abolition of all or part of the business, it is expected that the amount of increase or decrease in consolidated ordinary profit due to such suspension or abolition will be less than 30/100 of the amount of consolidated ordinary profit recorded for the immediately preceding most recent consolidated accounting year; and

c. For each consolidated accounting year starting within three (3) years from the beginning of the consolidated accounting year containing the scheduled date for such suspension or abolition of all or part of the business, it is expected that the amount of increase or decrease in net income attributable to the parent company shareholder due to such suspension or abolition will be less than 30/100 of the amount of net income attributable to the parent company shareholder recorded for the immediately preceding most recent consolidated accounting year.

(12) Matters referred to in Rule 403, Item 1, n. of the Regulations:

For each consolidated accounting year starting within three (3) years from the beginning of the

consolidated accounting year containing the scheduled date for the commencement of a new business, it is expected that the amount of increase in sales of the consolidated company due to such commencement of the new business will be less than 10/100 of the amount of sales recorded for the ~~immediately preceding~~most recent consolidated accounting year, and it is expected that the total amount of expenditure made specifically for such commencement of the new business will be less than 10/100 of the book value of fixed assets of the consolidated company as of the end of the ~~immediately preceding~~most recent consolidated accounting year.

(13) Matters referred to in Rule 403, Item 1, p. of the Regulations:

The matters shall satisfy all the criteria referred to in the following a. to d.:

- a. The book value of total assets of the subsidiary, etc. as of the end of the ~~immediately preceding~~most recent business year shall be less than 30/100 of the amount of consolidated net assets of the consolidated company as of the end of the ~~immediately preceding~~most recent consolidated accounting year;
- b. The amount of sales of the subsidiary, etc. as of the end of the ~~immediately preceding~~most recent business year shall be less than 10/100 of the amount of sales of the consolidated company in the ~~immediately preceding~~most recent consolidated accounting year;
- c. The amount of ordinary profit of the subsidiary, etc. as of the end of the ~~immediately preceding~~most recent business year shall be less than 30/100 of the amount of consolidated ordinary profit of the consolidated company in the ~~immediately preceding~~most recent consolidated accounting year; and
- d. The amount of current net income of the subsidiary, etc. as of the end of the ~~immediately preceding~~most recent business year shall be less than 30/100 of net income attributable to the parent company shareholder of the consolidated company in the ~~immediately preceding~~most recent consolidated accounting year

(14) ~~Matters referred to in Rule 403, Item 1, r. of the Regulations:~~

~~The total amount of monetary liabilities to be mediated in the terms of mediation desired by the subsidiary, etc. shall be less than 10/100 of the total amount of liabilities outstanding of the consolidated company as of the end of the immediately preceding consolidated accounting year.Deleted.~~

(15) Matters referred to in Rule 403, Item (1), s. of the Regulations:

The amount of the principal of liabilities of the monetary loan agreement or the total issue amount of the corporate bond corresponds to less than 10/100 of the consolidated net asset value as of the end of the most recent consolidated accounting year.

(16) Matters referred to in Rule 403, Item (1), t. of the Regulations:

- a. Where a settlement deadline for a monetary loan agreement with financial covenants or a redemption date for a corporate bond with financial covenants is changed:

The amount of the principal of liabilities of the monetary loan agreement or the total issue amount of the corporate bond corresponds to less than 10/100 of the consolidated net asset value as of the end of the most recent consolidated accounting year.

b. Where the details of financial covenants are changed:

The details shall satisfy either of the following (a) or (b):

- (a) The amount of the principal of liabilities of the monetary loan agreement or the total issue amount of the corporate bond corresponds to less than 10/100 of the consolidated net asset value as of the end of the most recent consolidated accounting year; or
- (b) Changes are considered immaterial in light of the conditions specified in such financial covenants and the level of impact of the failure to meet such a condition.

Rule 404. De Minimis Criteria for Disclosure of Facts Concerning Subsidiaries, etc. That Have Occurred

With respect to the facts referred to in Rule 403, Item 2 of the Regulations, the "criteria specified by the Enforcement Rules" as prescribed in Rule 403 of the Regulations shall be prescribed in each of the following items in accordance with the categories referenced in each of such items; provided, however, that, with respect to a listed foreign company prescribed in Rule 402, Item 1, q. of the Regulations (limited to those deemed necessary by the Exchange), such criteria shall be handled pursuant to the provisions prescribed by the Exchange. The criteria pertaining to consolidated ordinary profit shall not apply to a company that voluntarily adopts IFRS.

(1) Facts referred to in Rule 403, Item 2, a. of the Regulations:

The facts shall satisfy all the criteria referred to in the following a. to c.:

- a. The amount of damage incurred due to disaster or damage that occurred in the course of business execution is less than 3/100 of the amount of consolidated net assets of the consolidated company as of the end of the ~~immediately preceding~~most recent consolidated accounting year;
- b. It is expected that the amount of increase or decrease in consolidated ordinary profit of the consolidated company due to such damage incurred due to a disaster or damage that occurred in the course of business execution will be less than 30/100 of the amount of consolidated ordinary profit recorded for the ~~immediately preceding~~most recent consolidated accounting year; and
- c. It is expected that the amount of increase or decrease in net income attributable to the parent company shareholder of the consolidated company due to such damage incurred due to a disaster or damage that occurred in the course of business execution will be less than 30/100 of the amount of net income attributable to the parent company shareholder recorded for the ~~immediately preceding~~most recent consolidated accounting year.

(2) Facts referred to in Rule 403, Item 2, b. of the Regulations:

a. Where a lawsuit is filed:

The amount of the claim to which the lawsuit pertains is less than 15/100 of the amount of consolidated net assets as of the end of the immediately preceding most recent consolidated accounting year pertaining to the consolidated company, and in cases where the claim is accepted by the court as filed by the plaintiff immediately after the lawsuit is filed and the subsidiary, etc. loses the case, it is expected that, for each consolidated accounting year starting within three (3) years from the beginning of the consolidated accounting year containing the day on which the lawsuit is raised, the amount of decrease in sales of the consolidated company due to the lost case would be less than 10/100 of the amount of sales recorded for the immediately preceding most recent consolidated accounting year; and

b. Where a judgment is made as to such lawsuit or all or part of such lawsuit is resolved without a judicial decision:

A judgment, etc. as to such lawsuit is made that satisfies the criteria specified in a., or in cases where part of such lawsuit that does not satisfy the criteria specified in a. is resolved without a judicial decision, all the criteria referred to in the following (a) and (d) shall be satisfied:

(a) It is expected that the amount of property to be delivered as a result of the judgment, etc. will be less than 3/100 of the amount of consolidated net assets as of the end of the immediately preceding most recent consolidated accounting year pertaining to the consolidated company;

(b) For each consolidated accounting year starting within three (3) years from the beginning of the consolidated accounting year containing the date of such judgment, etc., it is expected that the amount of decrease in sales of the consolidated company due to such judgment, etc. will be less than 10/100 of the amount of sales recorded for the immediately preceding most recent consolidated accounting year;

(c) For each consolidated accounting year starting within three (3) years from the beginning of the consolidated accounting year containing the date of such judgment, etc., it is expected that the amount of decrease in consolidated ordinary profit due to such judgment, etc. will be less than 30/100 of the amount of consolidated ordinary profit recorded for the immediately preceding most recent consolidated accounting year; and

(d) For each consolidated accounting year starting within three (3) years from the beginning of the consolidated accounting year containing the date of such judgment, etc., it is expected that the amount of decrease in net income attributable to the parent company shareholder due to such judgment, etc. will be less than 30/100 of the amount

of net income attributable to the parent company shareholder recorded for the immediately preceding most recent consolidated accounting year.

(3) Facts referred to in Rule 403, Item 2, c. of the Regulations:

a. Where a petition for a provisional disposition order is made:

In cases where a provisional disposition order is issued as petitioned immediately after such petition is made, for each consolidated accounting year starting within three (3) years from the beginning of the consolidated accounting year containing the date of such petition, it is expected that the amount of decrease in sales of the consolidated company due to such provisional disposition order would be less than 10/100 of the amount of sales recorded for the immediately preceding most recent consolidated accounting year;

b. Where there is a judicial decision on such petition, or all or part of the procedures for such petition are resolved without a judicial decision:

A judicial decision, etc. on such petition is made that satisfies the criteria specified in a., or in cases where part of the procedures for such petition that does not satisfy the criteria specified in a. is resolved without a judicial decision, all the criteria referred to in the following (a) and (c) are satisfied:

(a) For each consolidated accounting year starting within three (3) years from the beginning of the consolidated accounting year containing the date of such judicial decision, etc., it is expected that the amount of decrease in sales of the consolidated company due to such judicial decision, etc. will be less than 10/100 of the amount of sales recorded for the immediately preceding most recent consolidated accounting year;

(b) For each consolidated accounting year starting within three (3) years from the beginning of the consolidated accounting year containing the date of such judicial decision, etc., it is expected that the amount of decrease in consolidated ordinary profit due to such judicial decision, etc. will be less than 30/100 of the amount of consolidated ordinary profit recorded for the immediately preceding most recent consolidated accounting year; and

(c) For each consolidated accounting year starting within three (3) years from the beginning of the consolidated accounting year containing the date of such judicial decision, etc., it is expected that the amount of decrease in net income attributable to the parent company shareholder due to such judicial decision, etc. will be less than 30/100 of the amount of net income attributable to the parent company shareholder recorded for the immediately preceding most recent consolidated accounting year.

(4) Facts referred to in Rule 403, Item 2, d. of the Regulations:

a. Where a disciplinary action on the basis of laws and regulations is imposed:

For each consolidated accounting year starting within three (3) years from the beginning of

the consolidated accounting year containing the date of such disciplinary action, it is expected that the amount of decrease in sales of the consolidated company due to such disciplinary action will be less than 10/100 of the amount of sales recorded for the ~~immediately preceding~~most recent consolidated accounting year; and

b. Where an accusation of a violation of laws and regulations is made:

The amount of sales of the business unit, etc. subject to the accusation of violation of laws and regulations made by an administrative agency recorded for the ~~immediately preceding~~most recent consolidated accounting year shall be less than 10/100 of the amount of sales of the consolidated company recorded for said consolidated accounting year.

(5) Facts referred to in Rule 403, Item 2, h. of the Regulations:

The facts shall satisfy all the criteria referred to in the following a. to c.:

a. It is expected that the amount of likely default of accounts receivable, loans or other receivables, or rights to obtain reimbursement will be less than 3/100 of the amount of consolidated net assets of the consolidated company as of the end of the ~~immediately preceding~~most recent consolidated accounting year;

b. It is expected that the amount of likely default of accounts receivable, loans or other receivables, or rights to obtain reimbursement will be less than 30/100 of the amount of consolidated ordinary profit recorded for the ~~immediately preceding~~most recent consolidated accounting year; and

c. It is expected that the amount of likely default of accounts receivable, loans or other receivables, or rights to obtain reimbursement will be less than 30/100 of the amount of net income attributable to the parent company shareholder recorded for the ~~immediately preceding~~most recent consolidated accounting year.

(6) Facts referred to in Rule 403, Item 2, i. of the Regulations:

For each consolidated accounting year starting within three (3) years from the beginning of the consolidated accounting year containing the day on which a suspension of trade with a business partner(s) occurred, it is expected that the amount of decrease in sales of the consolidated company due to such suspension of trade will be less than 10/100 of the amount of sales recorded for the ~~immediately preceding~~most recent consolidated accounting year;

(7) Facts referred to in Rule 403, Item 2, j. of the Regulations:

The facts shall satisfy all the criteria referred to in the following a. to c.:

a. The amount of exemption of obligations by a creditor or assumption or fulfillment of obligations by a third party (or, for cases of extension of a repayment deadline by a creditor, the amount of the obligation for which the extension was granted) shall be less than 10/100 of the amount of obligations outstanding of the consolidated company as of the end of the ~~immediately preceding~~most recent consolidated accounting year;

- b. It is expected that the amount of increase in consolidated ordinary profit due to such exemption of obligations or extension of a repayment deadline by a creditor or assumption or fulfillment of obligations by a third party will be less than 30/100 of the amount of consolidated ordinary profit recorded for the immediately preceding most recent consolidated accounting year; and
- c. It is expected that the amount of increase in net income attributable to the parent company shareholder due to such exemption of obligations or extension of a repayment deadline by a creditor or assumption or fulfillment of obligations by a third party will be less than 30/100 of the amount of net income attributable to the parent company shareholder recorded for the immediately preceding most recent consolidated accounting year.

(7)-2 Facts referred to in Rule 403, Item (2), j-2. of the Regulations:

The total amount of monetary obligations subject to resolution regarding adjustment of debt obligations shall be less than 10/100 of the total amount of obligations outstanding of the consolidated company as of the end of the most recent consolidated accounting year.

(8) Facts referred to in Rule 403, Item 2, k. of the Regulations:

For each consolidated accounting year starting within three (3) years from the beginning of the consolidated accounting year in which mining or extraction of the discovered resources starts, it is expected that the amount of increase in sales of the consolidated company due to the business that uses the resources will be less than 10/100 of the amount of sales recorded for the immediately preceding most recent consolidated accounting year.

(9) Facts referred to in Rule 403, Item (2), l. of the Regulations:

The total issue amount of the corporate bond corresponds to less than 10/100 of the consolidated net asset value as of the end of the most recent consolidated accounting year.

(10) Facts referred to in Rule 403, Item (2), m. of the Regulations:

The amount of the principal of liabilities of the monetary loan agreement corresponds to less than 10/100 of the consolidated net asset value as of the end of the most recent consolidated accounting year.

Rule 413. Handling of Disclosure of Minority Shareholder Approval Rates, etc.

1. A shareholder specified in the Enforcement Rules as holding 40% or more of the voting rights as prescribed in Rule 411-2, Paragraph 1 of the Regulations shall be that referred to in the following items:

(1) A parent company;

(2) An other associated company that holds 40% or more of the voting rights; or

(3) A major shareholder (other than entities referred to in the preceding two items) that holds 40% or more of the voting rights of a listed company after combining the voting rights held for its own account and the voting rights held by any of the entities referred to the following a. and b.:

a. Close relatives of said major shareholder; and

b. Companies, etc. whose majority voting rights are held by said major shareholder and entities specified in the preceding a. for their own accounts, and subsidiaries of said companies, etc.

2. Minority shareholders specified in the Enforcement Rules pursuant to Rule 411-2, Paragraph 1, Item (1) of the Regulations shall mean shareholders of a listed company other than those referred to in each item of the preceding paragraph (in the case of Item (3), including those referred to in a. and b. of the same item).

Rule 4134. Handling of Notification of Persons Responsible for Handling of Information

"Those specified by the Enforcement Rules" as prescribed in Rule 417, Paragraph 1 of the Regulations mean directors or executive officers of a listed company, or persons holding similar positions.

~~Rule 414.~~

Rule 415. Handling of Report Concerning Corporate Governance

1. Matters concerning Corporate Governance specified by the Enforcement Rules as prescribed in Rule 419, Paragraph 1 of the Regulations mean matters referred to in the following items; in Items 2 and 6, this is limited to cases where the listed company is an issuer of domestic stocks.

- (1) Basic approach to corporate governance and basic information about capital structure, corporate attributes, and other information regarding the listing company (including guidelines on measures to protect the interest of minority shareholders in executing transactions, etc. with the controlling shareholder, if any; and if the company has a listed subsidiary, including the reasons for having the subsidiary remain listed as well as the measures to ensure effectiveness of the governance framework for the listed subsidiary based on its approach to and policy on the management of its corporate group);
- (2) Matters related to Appendix 1 "Corporate Governance Code" of the Regulations (including the reasons for non-compliance with principles of the code as indicated in the same Appendix 1 prescribed in Rule 436-3 of the Regulations)
- (3) Business management organization pertaining to management decision, execution and supervision and other matters on the status of the corporate governance system, and the reason for selecting such organization and system;
- (4) Implementation status of measures to protect the interest of shareholders and other stakeholders;
- (5) Basic approach to and implementation status of the internal control system (including matters concerning the development of the corporate structure for eliminating anti-social forces);
- (6) Status of securing an independent director(s)/auditor(s) (in the case where a person designated as an independent director/auditor falls under any of the following a. through jk., including a statement to that effect and details);
 - a. A person who has previously been an executive (meaning an executive as prescribed in Article 2, Paragraph 3, Item 6 of the Regulations for Enforcement of the Companies Act (Ministry of Justice Order No. 12 of 2006); the same shall apply hereinafter) of said company or of a subsidiary of said company (including, in cases where an outside company

auditor is designated as an independent director/auditor, persons who have previously been a non-executive director or accounting advisor);

- b. A person who has previously been an executive of the parent company of said company (including persons who have previously been a non-executive director, and, in cases where an outside company auditor, is designated as an independent director/auditor, persons who have previously been a company auditor) or an accounting advisor of the parent company of said company;
- c. A person who has previously been an executive of a sister company of said company;
- d. A person who has previously been an executive of an entity for which said company is a major client or an executive of a major client of said company;
- e. A person who has previously been affiliated with a consulting firm, accounting firm, or legal firm which received a large amount of money or other assets from said company, in addition to their remuneration as a director or company auditor;
- f. A person who has previously been an executive of a major shareholder of said company or an executive of an entity in which the company is a major shareholder (if the major shareholder is a corporation, a current/former executive of said corporation);
- g. A close relative of a person who is referred to in the preceding a. through f. (excluding those deemed as unimportant persons);
- h. A client of said company or a current/former executive of a client of said company (a former executive means a person who was an executive at any time in the past 10 years; the same shall apply hereinafter);
- i. A current/former executive of an entity that holds shares of said company as cross-shareholdings or an entity whose shares are held by the company as cross-shareholdings;
- ~~i.~~ Where a current/former executive of said company is an outside officer of another company, a current/former executive of the other company;
- ~~j.~~ A person who receives donations from said company (or, if donations are received by an organization such as a corporation or partnership, a current/former executive or equivalent person of said organization); and

(7) Other matters deemed necessary by the Exchange.

2. Matters specified by the Enforcement Rules as prescribed in Rule 419, Paragraph 2 of the Regulations mean matters referred to capital structure and corporate attributes, among the matters referred to in Item 1 of the previous paragraph, matters referred to in Item 2 of the previous paragraph, and matters that the Exchange deems to have minor impact on investment decisions.

Rule 417. Submission of Documents Pertaining to Decisions Requiring Disclosure

In cases where a listed company passed a resolution or made a decision (meaning a decision made by the representative director in accordance with a predetermined procedure, in the case of a decision made

in the sole discretion of the representative director; including a decision made by a director in the case of a company with supervisory committee or by an executive officer in the case of a company with three committees (nomination, audit and remuneration); the same shall apply hereinafter in this rule and the following rule) on the matters referred to in each of the following items, among matters referred to in Rule 402, Item 1, the listed company shall submit documents to the Exchange in accordance with the provisions of the following items. However, where the Exchange deems it appropriate in cases where the details that should be described in documents that should be submitted to the Exchange are deemed to have been sufficiently disclosed through disclosure of corporate information pursuant to the provisions of Part 2, Chapter 4, Section 2 of the Regulations, submission of such documents is not required.

(1) Matters referred to in Rule 402, Item 1, a. of the Regulations:

Documents referred to in the following a. to e. However, in cases where the listed company submitted a securities registration statement to the Prime Minister, etc. through the electronic disclosure (meaning the electronic disclosure prescribed in Article 27-30-2 of the Act; the same shall apply hereinafter), submission of the documents specified in b. is not required; and in cases where the listed company is a listed foreign company, it may submit a "Security Alteration Listing Application Form" containing said matters in lieu of the documents specified in a.:

- a. Notice of resolution or notice of decision of the Board of Directors: immediately after the resolution is passed or the decision is made;
- b. Prospectus, preliminary prospectus for registration, and documents pertaining to amendments thereto: immediately after it is prepared.

In this case, the listed company shall agree that such prospectus (excluding those prepared pursuant to the provisions of the first sentence of Article 13, Paragraph 1 of the Act and Article 13, Paragraph 3 thereto) will be made available for public inspection by the Exchange;

- c. A copy of the list of parties involved in stabilizing transaction (meaning parties that are permitted to accept entrustment, etc. of stabilizing transactions prescribed in each item of Article 20, Paragraph 3 of the Enforcement Ordinance): by the day immediately prior to the first day of the period during which stabilizing transactions are permitted pursuant to the provisions of Article 22, Paragraph 2 to Paragraph 4 of the Enforcement Ordinance; and
- d. A copy of securities notification (including the amendment thereto); without delay after it is submitted to the Prime Minister, etc.
- e. In a case where a listed company performs a third-party allotment in an allotment of offered shares, etc. (excluding cases that all shares are allotted to the listed company or trading participants of the Exchange and other entities deemed appropriate by the Exchange), a "Written Confirmation Certifying that the Allotted Persons Have No Ties to Anti-Social

Forces" predetermined by the Exchange: immediately after it is prepared.

(2) Matters referred to in Rule 402, Item 1, b. of the Regulations:

Documents referred to in the following a. and b. However, in cases where the listed company submitted a shelf-registration statement and the amendment thereto to the Prime Minister, etc. through the electronic disclosure, submission of the documents specified in a.(a) is not required and in cases where the listed company submitted shelf-registration supplementary documents to the Prime Minister, etc. through the electronic disclosure, submission of the documents specified in a.(b) is not required:

a. Documents related to shelf-registration that are referred to in the following (a) to (d):

- (a) Shelf-registration prospectus, preliminary shelf-registration prospectus, and amendment documents thereto: immediately after it is prepared;
- (b) Shelf-registration supplementary prospectus: immediately after it is prepared;
- (c) A copy of the shelf-registration notification: immediately after it is submitted to the Prime Minister, etc.; and
- (d) A copy of the registration for withdrawal of shelf-registration: immediately after it is submitted to the Prime Minister, etc.

b. The following documents pertaining to the commencement of the survey on the state of investor demand:

"Notice of Commencement of the Demand Survey" predetermined by the Exchange: immediately after it is decided (by the day immediately prior to the day on which the survey starts);

(3) Matters referred to in Rule 402, Item 1, f. of the Regulations:

In cases where a resolution or decision is reached on gratis allotment of subscription warrants, a copy of the securities notification and amendment notification: without delay after it is submitted to the Prime Minister, etc.

(3)-2 Matters referred to in Rule 402, Item 1, f-2. of the Regulations:

Documents referred to in the following a. and b.

a. Documents referred to in the following (a) and (b) concerning shelf registration:

- (a) A copy of notice of shelf registration: immediately after it is submitted to the Prime Minister, etc.; and
- (b) A copy of registration of withdrawal of shelf registration: immediately after it is submitted to the Prime Minister, etc.

b. The following documents concerning the commencement of a survey on the state of investor demand or expected exercise of rights:

"Notice of Commencement of the Demand Survey or Expected Exercise of Rights" predetermined by the Exchange: immediately after it is decided (by the day immediately prior

to the day on which the survey starts).

- (4) In the cases where a listed company conducts a share consolidation (limited to a share consolidation prescribed in Article 182-2, Paragraph 1 of the Companies Act), documents referred to in the following a. and b., provided however, that in the case of a listed foreign company, submission of documents is not required. In this case, a listed company shall agree that said documents will be made available for public inspection by the Exchange;
- a. A copy of the documents prescribed in Article 182-2, Paragraph 1 of the Companies Act (statutory before-the-fact disclosure documents): by the day of the starting date of the period during which the listed company is required by the provisions of the same paragraph to keep such documents at its head office;
 - b. A copy of the documents prescribed in Article 182-6, Paragraph 1 of the Companies Act (statutory after-the-fact disclosure documents): promptly after the effective date of the share consolidation.
- (5) Matters referred to in Rule 402, Item 1, h. of the Regulations:
In cases where the listed company has prepared extraordinary financial statements, extraordinary financial statements as well as accounting audit report and audit report: immediately after they are prepared;
- (6) Matters referred to in Rule 402, Item 1, i. of the Regulations:
Documents referred to in the following a. to d. However, if the listed company is a listed foreign company, submission of documents is not required except for documents specified in a. In this case, the listed company shall agree that the documents specified in a. through c. will be made available for public inspection by the Exchange;
- a. A copy of the agreement on the share exchange: immediately after the agreement is concluded;
 - b. A copy of the documents prescribed in Article 782, Paragraph 1 of the Companies Act or Article 794, Paragraph 1 thereof (statutory before-the-fact disclosure documents): by the day of the starting date of the period during which the listed company is required by these provisions to keep such documents at its head office;
 - c. A copy of documents prescribed in Article 801, Paragraph 3, Item 3 of the Companies Act (statutory after-the-fact disclosure documents): promptly after the effective date of the share exchange;
 - d. In cases where the listed company carries out the share exchange with another company (excluding cases in which the listed company carries out the share exchange for the purpose of making an unlisted company a wholly owned subsidiary and the listed company is subject to the provisions of Article 796, Paragraph 2 of the Companies Act), document containing a view on the share exchange ratio pertaining to said share exchange expressed by a person

other than the companies concerned who has expertise and experience pertaining to the valuation of corporate value or stocks: immediately after it is prepared.

(7) Matters referred to in Rule 402, Item 1, j. of the Regulations:

Documents referred to in the following a. and b. However, if the listed company is a listed foreign company, submission of documents is not required. In this case, the listed company shall agree that the documents specified in a. will be made available for public inspection by the Exchange:

- a. A copy of the documents prescribed in Article 803, Paragraph 1 of the Companies Act (statutory before-the-fact disclosure documents): by the day of the starting date of the period during which the listed company is required by the provisions thereof to keep such documents at its head office;
- b. In cases where the listed company carries out a share transfer jointly with another company, document containing a view on the share transfer ratio pertaining to said share transfer expressed by a person other than the companies concerned who has expertise and experience in the valuation of corporate value or stocks: immediately after it is prepared.

(7)-2 Matters referred to in Rule 402, Item 1, j-2 of the Regulations:

Documents referred to in the following a. to c. However, if the listed company is a listed foreign company, submission of documents is not required. In this case, the listed company shall agree that the documents specified in a. and b. will be made available for public inspection by the Exchange;

- a. A copy of the documents prescribed in Article 816-2, Paragraph 1 of the Companies Act (statutory before-the-fact disclosure documents): by the day of the starting date of the period during which the listed company is required by these provisions to keep such documents at its head office;
- b. A copy of documents prescribed in Article 816-10, Paragraph 2 of the Companies Act (statutory after-the-fact disclosure documents): promptly after the effective date of the share delivery;
- c. In cases where the listed company carries out the share delivery for the purpose of making another company a subsidiary (excluding cases in which the listed company carries out the stock delivery for the purpose of making an unlisted company a subsidiary and the listed company is subject to the provisions of Article 816-4, Paragraph 1 of the Companies Act), document containing a view on the share delivery ratio pertaining to said share delivery expressed by a person other than the companies concerned who has expertise and experience pertaining to the valuation of corporate value or stock price: immediately after it is prepared.

(8) Matters referred to in Rule 402, Item 1, k. of the Regulations:

Documents referred to in the following a. to d. However, if the listed company is a listed foreign company, submission of documents is not required except for documents specified in a. In this case, the listed company shall agree that the documents specified in a. through c. will be made available for public inspection by the Exchange:

- a. A copy of merger agreement: immediately after the agreement is concluded;
- b. A copy of the documents prescribed in Article 782, Paragraph 1 of the Companies Act, Article 794, Paragraph 1 thereof or Article 803, Paragraph 1 thereof (statutory before-the-fact disclosure documents): by the day of the starting date of the period during which the listed company is required by the provisions of these paragraphs to keep such documents at its head office;
- c. A copy of documents prescribed in Article 801, Paragraph 3, Item 1 of the Companies Act (statutory after-the-fact disclosure documents): promptly after the effective date of the merger;
- d. In cases where the listed company carries out a merger with another company (excluding cases in which the listed company carries out an absorption-type merger with an unlisted company and the listed company is subject to the provisions of Article 796, Paragraph 2 of the Companies Act or cases in which the listed company carries out a merger with a wholly owned subsidiary), document containing a view on the merger ratio pertaining to said merger expressed by a person other than the merging companies who has expertise and experience in the valuation of corporate value or stocks: immediately after it is prepared.

(9) Matters referred to in Rule 402, Item 1, I. of the Regulations:

Documents referred to in the following a. to d. However, if the listed company is a listed foreign company, submission of documents is not required except for documents specified in a. and c. In this case, the listed company shall agree that the documents specified in a. through c. will be made available for public inspection by the Exchange:

- a. Where the listed company carries out an absorption-type company split, copy of company split agreement: immediately after the agreement is concluded;
- b. A copy of the documents prescribed in Article 782, Paragraph 1 of the Companies Act, Article 794, Paragraph 1 thereof or Article 803, Paragraph 1 thereof (statutory before-the-fact disclosure documents): by the day of the starting date of the period during which the listed company is required by the provisions of these paragraphs to keep such documents at its head office;
- c. A copy of documents prescribed in Article 791, Paragraph 2 of the Companies Act, Article 801, Paragraph 3, Item 2 thereof, or Article 811, Paragraph 2 (statutory after-the-fact disclosure documents): promptly after the effective date of the company split; and
- d. In cases where the listed company falls under the following (a) or (b), the documents

specified in such (a) or (b), respectively.

- (a) Where the listed company carries out an absorption-type company split with another listed company or where the listed company carries out an incorporation-type company split jointly with another listed company:

Document containing a view on the share allotment ratio pertaining to said company split expressed by a person other than the companies concerned who has expertise and experience in the valuation of corporate value or stock price: immediately after it is prepared; and

- (b) Where the listed company carries out an absorption-type company split with an unlisted company or where the listed company carries out an incorporation-type company split jointly with an unlisted company (excluding cases in which the listed company is subject to the provisions of Article 784, Paragraph 2 of the Companies Act, Article 796, Paragraph 2 thereof, or Article 805 thereof, or cases in which the listed company carries out a company split with a wholly owned subsidiary):

Document prescribed in the preceding (a): immediately after it is prepared.

- (10) Matters referred to in Rule 402, Item 1, x. of the Regulations:

Where it is expected that the stocks, etc. prescribed in Article 27-2, Paragraph 1 of the Act (hereinafter in this item and the following item referred to as "stocks, etc.") that are listed on the Exchange will be delisted as a result of a takeover bid prescribed in the same paragraph (hereinafter in this item and the following item referred to as "takeover bid") or where the listed company carries out a takeover bid for stocks, etc. issued by a subsidiary of the listed company that are listed on the Exchange:

Document containing a view on the price for the takeover bid (including the price for the takeover bid equivalent to that prescribed in Article 8, Paragraph 2 of the Enforcement Ordinance; the same shall apply in the following item) expressed by a person other than the companies concerned who has expertise and experience in the valuation of corporate value or stock: immediately after it is prepared

However, a listed foreign company is not required to submit said document;

- (11) Matters referred to in Rule 402, Item 1, y. of the Regulations:

Where it is expected that the stocks, etc. issued by the listed company will be delisted as a result of a takeover bid or where the takeover bid is carried out by an officer of the listed company, a person who carries out the takeover bid based on request by an officer of the listed company where that person and the officer of the listed company share the common interest, the controlling shareholder of the listed company or a person referred to in [each item of Rule 436-3, Paragraph 3, Items \(1\) through \(4\)](#):

Document containing a view on the price for the takeover bid, etc. expressed by a person other

than the companies concerned who has expertise and experience in the valuation of corporate value or stock: immediately after it is prepared

However, a listed foreign company is not required to submit said document;

(12) Deleted;

(13) Matters referred to in Rule 402, Item 1, ah. of the Regulations (limited to notice of a bondholders meeting):

A copy of the notice of a bondholders meeting and a copy of the notice of resolution pertaining to the bondholders meeting: without delay after the relevant resolution is passed or the decision is made;

(14) Matters referred to in Rule 402, Item 1, an. of the Regulations:

Documents referred to in the following a. and b. In this case, with respect to submission of the document specified in Item a., a listed domestic company shall submit an electromagnetic record stating the substance of such document (or electromagnetic records of said document prepared pursuant to provisions of laws and regulations, if applicable) and shall agree that said document will be made available for public inspection by the Exchange:

a. Amended Articles of Incorporation: without delay after it is amended;

b. Where a record date is prescribed in the Articles of Incorporation or where a record date prescribed in the Articles of Incorporation is changed:

Notice of resolution or notice of decision of the Board of Directors: immediately after the resolution is passed or the decision is made;

(15) Matters referred to in Rule 402, Item 1, ao. of the Regulations:

Documents describing the scheme after the change: immediately after it is changed.

(16) Matters referred to in Rule 402, Item 1, ap. of the Regulations:

Where it is expected that a listed domestic stock will be delisted as a result of a whole acquisition of classified shares with whole acquisition clause, documents referred to in the following a. and b. In this case, with respect to submission of the documents specified in Item a., a listed company shall agree that said documents will be made available for public inspection by the Exchange:

a. A copy of the documents prescribed in Article 171-2, Paragraph 1 of the Companies Act (statutory before-the-fact disclosure documents):

By the day of the starting date of the period during which the listed company is required by the provisions of the same paragraph to keep such documents at its head office;

b. Document containing a view on the acquisition price expressed by a person other than the companies concerned who has expertise and experience pertaining to the valuation of corporate value or stocks: Immediately after it is prepared.

(17) Matters referred to in Rule 402, Item 1, aq. of the Regulations:

Documents referred to in the following a. and b. However, with respect to submission of the documents specified in Item b., these shall be limited to those in the case of approval pertaining to a demand for share, etc. cash-out (meaning, a demand for share, etc. cash-out prescribed in Rule 179-3, Paragraph 1 of the Companies Act; hereinafter the same) and the listed company shall not be required to submit said documents. In this case, with respect to submission of the documents specified in Item a., the listed domestic company shall agree that said documents will be made available for public inspection by the Exchange:

- a. A copy of the documents prescribed in Article 179-5, Paragraph 1 of the Companies Act (statutory before-the-fact disclosure documents):

By the day of the starting date of the period during which the listed company is required by the provisions of the same paragraph to keep such documents at its head office;

- b. Document containing a view on the cash-out price expressed by a person other than the companies concerned who has expertise and experience pertaining to the valuation of corporate value or stocks:

Immediately after it is prepared.

Rule 501. Handling of Continued Listing Criteria for Listed Domestic Company

1. Handling of the number of shareholders prescribed in Rule 501, Paragraph 1, Item 1, a., Item 2, a., Item 3, a. and Item 4, a. of the Regulation, the number of tradable shares and the number of listed stocks, etc. prescribed in Item 1, b., Item 2, b., and Item 3, b. of the same paragraph shall be as prescribed in each of the following items:

- (1) The number of shareholders prescribed in Rule 501, Paragraph 1, Item 1, a., Item 2, a., Item 3, a. and Item 4, a. of the Regulation, the number of tradable shares and the number of listed stocks, etc. prescribed in Item 1, b., Item 2, b., and Item 3, b. and Item 4, b. of the same paragraph shall be those stated on the "Table of Distribution of Stocks, etc." submitted by a listed company pursuant to the provisions of Rule 423, Paragraph 1.
- (2) In the event that a listed company carries out a share split, gratis allotment of shares (limited to the allotment of the same class shares as that of the shares pertaining to a listed stock, etc.), share consolidation or change in the number of shares constituting one unit, and where the Exchange deems appropriate, the number of shareholders, the number of tradable shares and the number of listed stocks, etc. shall be calculated in consideration of influences of such a share split, gratis allotment of shares, share consolidation or change in the number of shares constituting one unit.
- (3) In cases where a listed company submit a document describing matters related with shareholder, etc. that are specified by the Exchange within two (2) months calculated from the end of business year of the listed company (or the shareholder, etc. record date if the listed company is subject to the provisions of Rule 501, Paragraph 2 of the Regulation; the same shall apply hereinafter in this

paragraph and the next paragraph), the provisions of Rule 212, Paragraph 1, Item 3 shall be applied mutatis mutandis to the calculation of the number of shareholders prescribed in Rule 501, Paragraph 1, Item 1, a., Item 2, a., Item 3, a. and Item 4, a. of the Regulations;

- (4) For the purpose of calculating the number of shareholders prescribed in Rule 501, Paragraph 1, Item 1, a., Item 2, a., Item 3, a. and Item 4, a. of the Regulations, in cases where, among stocks, etc. held in the name of a bank engaging in the trust business activities, there are stocks, etc. that are incorporated into an investment trust managed based on instructions from the settlor or specified money trust, and if a listed company submits a document describing matters related with a settlor of said investment trust managed based on instructions from the settlor or specified money trust that are specified by the Exchange within two (2) months calculated from the end of the business year of the listed company, said settlor may be deemed to be the shareholder holding the stocks, etc. pertaining to entrust of said investment trust managed based on instructions from the settlor or specified money trust;
2. The market capitalization of tradable shares prescribed in Rule 501, Paragraph 1, Item 1, b.(b), Item 2, b.(b), Item 3, b.(b) and Item 4, b. (b) of the Regulation shall be the amount obtained by multiplying the average of daily closing price of said stocks, etc. in the trading sessions on the Exchange for three (3) months prior to the end of the business year of the listed company (where a listed company carries out a share split, gratis allotment of shares (limited to the allotment of the same class shares as that of the shares pertaining to a listed stock, etc.) or share consolidation, and the Exchange deems appropriate, the closing price shall be calculated in consideration of influences of said share split, gratis allotment or shares consolidation) by the number of tradable shares prescribed in Item 1, b. (a), Item 2, b.(a), Item 3, b. (a), and Item 4, b. (a) of the same paragraph as of said end of the business year.
3. Handling of trading volume prescribed in Rule 501, Paragraph 1, Item 1, c. Item 3, c. and Item 4, c. of the Regulations shall be as prescribed in each of the following items:
 - (1) The provisions of Rule 501, Paragraph 1, Item 1, c. Item 3, c. and Item 4, c. of the Regulations shall not be applicable up to the date prior to the date when six (6) months have lapsed calculated from the listing date.
 - (2) The monthly average trading volume of the listed stocks, etc., for six (6) months prior to the end of June and prior to the end of December of every year prescribed in Rule 501, Paragraph 1, Item 1, c., Item 3, c. and Item 4, c. of the Regulations means the per month amount of the total trading volume of said issue (including newly issued stocks, etc. pertaining to said issue) executed in the trading sessions of the Exchange during said period.
 - (3) In cases where the number of stocks, etc. per unit is changed within six (6) months prior to the end of June or prior to end of December of every year, the trading volume prescribed in Rule 501, Paragraph 1, Item 1, c., Item 3, c. and Item 4, c. of the Regulations shall be calculated

based on the number of stocks, etc. per unit prior to such a change for the period prior to such a change, and based on the number of stocks, etc. per unit subsequent to such a change for the period subsequent to such a change.

4. Handling of the trading value prescribed in Rule 501, Paragraph 1, Item 2, c. of the Regulations shall be as prescribed in each of the following items:

(1) The provisions of Rule 501, Paragraph 1, Item 2, c. of the Regulations shall not be applicable up to the date prior to the date when one (1) year lapses calculated from the listing date (or market segment transfer date if an issue whose market segment is transferred to the Prime Market).

(2) The daily average trading value of the listed stocks, etc. for one (1) year prior to the end of December of every year prescribed in Rule 501, Paragraph 1, Item 2, c. of the Regulations means the numerical value obtained by dividing the total trading value of said issue (including newly issued stocks, etc. pertaining to said issue) in the trading sessions of the Exchange during said period by the total number of days (excluding non-business days).

5. The market capitalization prescribed in Rule 501, Paragraph 1, Item 3, d. of the Regulations shall be the amount obtained by multiplying the average of daily closing price of said stock, etc. in the trading sessions on the Exchange for three (3) months prior to the end of the business year of a listed company by the number of the listed stock, etc. as of said end of business year (where a listed company carries out a share split, gratis allotment of shares (limited to the allotment of the same class shares as that of the shares pertaining to a listed stock, etc.) or share consolidation, and the Exchange deems appropriate, the closing price shall be calculated in consideration of influences of said share split, gratis allotment of shares or share consolidation, and if multiple class of stocks, etc. are listed, the amount calculated for each class of said stocks, etc. shall be aggregated),) with adding the average market capitalization (calculated in such a manner as specified by the Exchange) of all other shares (limited to those listed on a financial instruments exchange in Japan or those listed or continuously traded on a foreign financial instruments exchange, etc.) issued by said listed company.

6. Handling of the amount of net assets prescribed in Rule 501, Paragraph 1, Item 1, d., Item 2, d., Item 3, d. of the Regulations shall be as prescribed in each of the following items:

(1) The amount of net assets prescribed in Rule 501, Paragraph 1, Item 1, d., Item 2, d., Item 3, d. of the Regulations means the amount of net assets calculated based on consolidated balance sheets (excluding comparative information; the same shall apply hereinafter in this paragraph) (the amount obtained by adding reserves, etc. prescribed in Article 45-2, Paragraph 1 of the Consolidated Financial Statements Regulation to the total amount in the net assets section of the consolidated balance sheet prepared pursuant to the provisions of the Consolidated Financial Statements Regulation, from which non-controlling interest stated in the net assets section are

deducted; the same shall apply hereinafter in this paragraph). In the case of a listed company that should not prepare consolidated balance sheets, it means the amount of net assets calculated based on balance sheets (excluding comparative information; the same shall apply hereinafter in this paragraph) (the amount obtained by adding reserves, etc. prescribed in Article 54-3, Paragraph 1 of the Financial Statements Regulation to the total amount in the net assets section of the balance sheet prepared pursuant to the provisions of the Financial Statements Regulation; the same shall apply hereinafter in this paragraph); provided, however, that, if the listed company voluntarily adopts IFRS or is a company to which the provisions of Article 314 or Article 316 of the Consolidated Financial Statements Regulation is applied, it means the amount (excluding the amount of impact due to differences between the accounting standards (limited to the amount deemed necessary by the Exchange)) equivalent to the amount of net assets calculated based on said consolidated balance sheets (the amount of net assets calculated based on said balance sheets if the listed company is a company that should not prepare consolidated financial statements).

(2) In cases where the amount of net assets is affected by an audit opinion of a certified public accountant or audit firm, the amount of net assets after adjustments based on such opinion shall be subject to examination, unless it is accepted that the amount of net assets before such adjustments reflects a change in accounting standard adopted for a justifiable reason.

7. The period specified by the Enforcement Rules prescribed in Rule 501, Paragraph 3 of the Regulations means the period specified in the following items in accordance with the classifications of criteria referred to in such each item (hereinafter referred to as the "improvement period" in this rule); provided, however, that where the general market condition rapidly deteriorates, and when the Exchange deems that said period is not appropriate, the Exchange shall specify the period on a case by case basis;

(1) Rule 501, Paragraph 1, Item 1, a. or b. (a) or (b), Item 2, a. or b. (a) or (b), Item 3, a. or b. (a) or (b) or d., or Item 4, a. or b. of the Regulations:

The period until the day when one (1) year lapses calculated from the day immediately following the end of the business year subject to examination (or the end of the first business year after the day when one (1) year lapses if the day when one (1) year lapses does not fall on the end of the business year of the listed company);

(2) Rule 501, Paragraph 1, Item 1, b. (c), Item 2, b. (c) or Item 3, b. (c) of the Regulations:

The period until the day when one (1) year lapses calculated from the day immediately following the end of the business year subject to examination (or the end of the first business year after the day when one (1) year lapses if the day when one (1) year lapses does not fall on the end of the business year of the listed company); provided, however, that in cases where the third party owns certain amount of the listed stocks, etc. for the purpose of supporting business revitalization, and if the Exchange deems that the listed company is expected to meet Rule 501, Paragraph 1, Item

1, b. (c), Item 2, b. (c) or Item 3, b. (c) within five (5) years, it shall be the period until the day when five (5) years lapse calculated from the day immediately following the end of the business year subject to examination (or the end of the first business year after the day when five (5) years lapse if the day when five (5) years lapse does not fall on the end of the business year of the listed company) (if the Exchange deems inappropriate, it shall be the period deemed appropriate by the Exchange).

(3) Rule 501, Paragraph 1, Item 1, c., Item 3, c. or Item 4, c. of the Regulations:

The period until the day when six (6) months lapse calculated from the day immediately following the end of period subject to listing examination;

(4) Rule 501, Paragraph 1, Item 2, c. of the Regulations:

The period until the day when one (1) year lapses calculated from the day immediately following the end of period subject to listing examination

(5) Rule 501, Paragraph 1, Item 1, d., Item 2, d., or Item 3, e. of the Regulations

The period until the day when one (1) year lapses calculated from the day immediately following the end of the business year subject to examination (or the end of the first business year after the day when one (1) year lapses if the day when one (1) year lapses does not fall on the end of the business year of the listed company); provided, however, that in cases where specified in the following a. b. or d., it shall be the period deemed appropriate by the Exchange, and in cases where specified in the following c., it shall be the period until the day when one (1) year lapses calculated from the day immediately following the end of the business year subject to examination (or, in cases where four (4) years have not lapsed since the listing as of said day, the end of the first business year after the day when four (4) years lapse after the listing); i;

- a. Cases where average market capitalization (meaning the amount obtained by multiplying the average of daily closing prices of said stock, etc. of the trading session on the Exchange by the number of listed stocks, etc. as of the end of the business year subject to examination (if a listed company carries out a share split, gratis allotment of shares (limited to the allotment of the same class shares as that of the shares pertaining to a listed stock, etc.), share consolidation, and where the Exchange deems appropriate, the closing prices and the number of listed stocks, etc. shall be calculated in consideration of influences of share split, gratis allotment of shares or share consolidation, and if multiple classes of stocks, etc. are listed, the amount calculated for each class of said stocks, etc. shall be aggregated) with adding the average of the market capitalization (as calculated in accordance with the provisions prescribed by the Exchange) of all other shares issued by said listed company (limited to those listed on a financial instruments exchange in Japan or those listed or continuously traded on a foreign financial instruments exchange, etc.); the same shall apply in this rule) during the three (3) months before the end of the business year subject to examination is JPY100 billion or more.

- b. Cases where a listed company has a plan that the amount of net assets specified in the preceding paragraph will be positive through undertaking reorganization proceedings or rehabilitation proceedings on the basis of the provisions of laws, business revitalization based on the specific certified dispute resolution procedures prescribed in Article 2, Paragraph [4622](#) of the Act on Strengthening Industrial Competitiveness (Act No. 98 of 2013; hereinafter referred to as the "Industrial Competitiveness Act") (including cases based on the specified conciliation procedures to which the special rules prescribed in Article 48 of the Industrial Competitiveness Act apply when such specific certified dispute resolution procedures are implemented), [adjustments of obligations on the basis of the Act on Financial Debt Adjustment Procedures for Enterprises to Facilitate Business Recovery \(Act No. 67 of 2025; hereinafter referred to as the "Early Business Recovery Act"\)](#), or workouts based on the "Guidelines for Multi-Creditor Out-of-Court Workouts" formulated by the Study Group on Multi-Creditor Out-of-Court Workouts (limited to cases deemed appropriate by the Exchange).
- c. Cases where the amount of net assets specified in the preceding paragraph falls to or below zero (0) during three (3) years after the listing (limited to cases of listed companies on the Growth Market).
- d. In cases where average market capitalization during the three (3) months before the end of the business year subject to examination is JPY 10 billion or more, and the Exchange deems that the reason for falling into a situation where the amount of net assets specified in the preceding paragraph have fallen to or below zero (0) is due to losses arising from investment aimed at increasing mid- to long term corporate value (limited to listed companies on the Growth Market)
8. In cases where a listed company falls under the cases specified in the following each item in accordance with the criteria referred to in said each item during the improvement period, the Exchange shall change the improvement period to the period specified in said each item;
- (1) Rule 501, Paragraph 1, Item 1, b. (c), Item 2, b. (c), or Item 3, b. (c) of the Regulations
- a. In cases where a listed company falls under proviso of Item 2 of the preceding paragraph:
The period deemed appropriate by the Exchange;
- b. In cases where a listed company comes out of the state of falling under proviso of Item 2 of the preceding paragraph after falling under said proviso:
The period until the day when one (1) year lapses calculated from the day immediately following the end of said business year (or the end of the first business year after the day when one (1) year lapses if the day when one (1) year lapses does not fall on the end of the business year of the listed company)
- (2) Rule 501, Paragraph 1, Item 1, d., Item 2, d., Item 3, e. of the Regulations;
- a. In cases where a listed company falls under a. , b. or d. of Item 5 of the preceding paragraph:
The period deemed appropriate by the Exchange
- b. In cases where a listed company comes out of the state of falling under a., b. or d. of Item 5 of the

preceding paragraph after falling under said a. b., or d.:

The period until the day when one (1) year lapses calculated from the day immediately following the end of said business year (or the end of the first business year after the day when one (1) year lapses if the day when one (1) year lapses does not fall on the end of the business year of the listed company)

9. The examination for determining whether a listed company meets cases deemed appropriate by the Exchange prescribed in Paragraph 7, Item 5, b. shall be conducted on listed companies that publicized a restructuring plan (including a plan, specified in Paragraph 7, Item 5, b., that the amount of net assets specified in Paragraph 6 will be positive) within three (3) months counting from the end of ~~the~~ business year subject to examination (or the business year falling under the cases specified in the preceding paragraph if the provisions of the preceding paragraph apply to a listed company) based on the relevant restructuring plan submitted by the listed company and the documents specified in each of the following items;

(1) Documents prescribed in the following a. through ed. in accordance with those a. through ed.:

a. Where a listed company undertakes rehabilitation proceedings or reorganization proceedings pursuant to the provisions of laws:

Document certifying that the relevant restructuring plan has been approved by the court as a rehabilitation plan or reorganization plan;

b. Where a listed company undertakes business revitalization based on the specific certified dispute resolution procedures prescribed in Article 2, Paragraph 24~~2~~ of the Industrial Competitiveness Act (including cases based on the specified conciliation procedures to which the special rules prescribed in Article 48 of the Industrial Competitiveness Act apply when relevant procedures are implemented):

Document certifying that the relevant restructuring plan was established in accordance with the relevant procedures; ~~and~~

c. Where a listed company adjusts obligations on the basis of the Early Business Recovery Act; Document certifying that the relevant restructuring plan was established in accordance with the relevant procedures (where approval by a court is required, including a document certifying that the relevant approval has been obtained); and

d. Where a listed company undertakes workouts based on the "Guidelines for Multi-Creditor Out-of-Court Workouts" formulated by the Study Group on Multi-Creditor Out-of-Court Workouts:

Document containing a statement by creditors that the relevant restructuring plan has been established in accordance with the relevant guidelines;

(2) Document containing a statement by a certified public accountant, etc., that material matters, etc. that constitute premise underlying the plan, specified in Paragraph 7, Item 5, b., for the amount of

net assets specified in Paragraph 6 to be positive have been examined by the certified public accountant, etc. prescribed in Rule 402, Item 1, aj. of the Regulations.

Rule 719. Handling of Stock, etc. Issued by a Company Whose Revitalization Is Supported by the Regional Economy Vitalization Corporation of Japan

1. The provisions of Rule 226, Paragraph 5 shall be applied mutatis mutandis to an initial listing applicant to which Rule 707, Paragraph 1 of the Regulations is applied.
2. The provisions of Rule 309, Paragraph 2 shall be applied mutatis mutandis to a listed company to which Rule 707, Paragraph 2 of the Regulations applies.
3. For the purpose of stocks, etc. issued by a listed company, which is a supported company specified in Rule 707, Paragraph 1 of the Regulations, the provisions of Rule 501, Paragraph 7, Item 5, b. shall be applied by reading said b. as follows.

b. Cases where there is a plan to turn the amount of net assets positive by undertaking any of (a) through ~~(e)~~ below (limited to cases deemed appropriate by the Exchange);

(a) Reorganization proceedings or rehabilitation proceedings on the basis of the provisions of laws;

(b) Business revitalization based on the specific certified dispute resolution procedures prescribed in Article 2, Paragraph 242 of the Industrial Competitiveness Enhancement Act (Act No. 98 of 2013; hereinafter referred to as the "Industrial Competitiveness Act") (including cases based on the specified conciliation procedures to which the special rules prescribed in Article 52 of the Industrial Competitiveness Enhancement Act apply when such specific certified dispute resolution procedures are implemented);

(c) [Adjustment of obligations on the basis of the Early Business Recovery Act](#);

~~(d)~~ Workouts based on the "Guidelines for Multi-Creditor Out-of-Court Workouts" formulated by the Study Group on Multi-Creditor Out-of-Court Workouts; or

~~(e)~~ Revitalizing the business based on the revitalization support decision by Regional Economy Vitalization Corporation of Japan.

4. For the purpose of stocks, etc. issued by a listed company, which is a supported company specified in Rule 707, Paragraph 1 of the Regulations, the provision of Rule 501, Paragraph 9 shall be applied by reading Paragraph 9 as follows.

9. The examination for determining whether a listed company meets cases deemed appropriate by the Exchange prescribed in Paragraph 7, Item 5, b. shall be conducted on listed companies that publicized a restructuring plan (including a plan, specified in Paragraph 7, Item 5, b., that the

amount of net assets specified in Paragraph 6 will be positive) within three (3) months counting from the end of the business year subject to examination (or the business year falling under the cases specified in the preceding paragraph if the provisions of the preceding paragraph apply to a listed company) based on the relevant restructuring plan submitted by the listed company and the documents specified in each of the following items;

(1) Documents prescribed in the following a. through de. in accordance with those a. through de.:

a. Where a listed company undertakes rehabilitation proceedings or reorganization proceedings pursuant to the provisions of laws:

Document certifying that the relevant restructuring plan has been approved by the court as a rehabilitation plan or reorganization plan;

b. Where a listed company undertakes business revitalization based on the specific certified dispute resolution procedures prescribed in Article 2, Paragraph 242 of the Industrial Competitiveness Act (including cases based on the specified conciliation procedures to which the special rules prescribed in Article 48 of the Industrial Competitiveness Act apply when relevant procedures are implemented):

Document certifying that the relevant restructuring plan was established in accordance with the relevant procedures; and

c. Where a listed company adjusts obligations on the basis of the Early Business Recovery Act
Document certifying that the relevant restructuring plan was established in accordance with the relevant procedures (where approval by a court is required, including a document certifying that the relevant approval has been obtained); and

d. Where a listed company undertakes workouts based on the "Guidelines for Multi-Creditor Out-of-Court Workouts" formulated by the Study Group on Multi-Creditor Out-of-Court Workouts:

Document containing a statement by creditors that the relevant restructuring plan has been established in accordance with the relevant guidelines;

de. Where a listed company undertakes revitalizing its business based on the revitalization support decision by REVIC:

Document certifying that REVIC has made a purchase decision, etc. pertaining to debt of the relevant listed company

(2) Document containing a statement by a certified public accountant, etc., that material matters, etc. that constitute premise underlying the plan, specified in Paragraph 7, Item 5, b., for the amount of net assets specified in Paragraph 6 to be positive have been examined by the certified public accountant, etc. prescribed in Rule 402, Item 1, aj. of the Regulations.

5. Notwithstanding the provisions of Rule 604, the designation of stocks, etc. issued by a listed company

that is the supported company as Securities Under Supervision shall be conducted as specified in each of the following items

- (1) Where stocks issued by a listed company that is the supported company fall under any of the following a. to c., the Exchange may designate said stocks, etc. as Securities Under Supervision. In this case, the Exchange, if said stocks fall under a., designates as "Securities Under Supervision (Examination)", and, if they fall under b. or c., designates as "Securities Under Supervision (Confirmation)".
 - a. Where any of Rule 604, Paragraph 1, Item 2, Items 7 through 9, Items 11 through 13, Item 15, Item 16, Item 25 or Item 26 is applicable;
 - b. Where any of Rule 604, Paragraph 1, Items 1, Items 3 through 6, Item 10, Item 14, Items 17 through 24 or Items 27 through 30 is applicable.
 - c. Where a listed company that is the supported company (excluding cases where a purchase decision, etc., for debt obligations of said listed company has been made) has made an announcement or the like that the listed company fails to meet the criteria specified in Rule 501, Paragraph 1, Item 1, d., Item 2., d. or Item 3, e. of the Regulations as applied pursuant to the provisions of Rule 601, Paragraph 1, Item 1 of the Regulations which is applied by replacement reading in Rule 707, Paragraph 3, within the improvement period specified in Rule 501, Paragraph 7 and Paragraph 8, and said listed company has a plan that its amount of net assets will be positive(see Note below), and, however, where it is not confirmed that REVIC will make a purchase decision, etc. pertaining to debt of said listed company.

(Note) This shall be limited to cases deemed appropriate by the Exchange as prescribed in Rule 601, Paragraph 1, Item 1 of the Regulations, which is applied by replacement reading in Rule 707, Paragraph 3 of the Regulations.

- (2) The period of the designation as Securities Under Supervision in the cases of the preceding Item shall be from the day specified in the following a. or b. to a day on which the Exchange determines whether or not it will delist said stocks.
 - a. In the case of a. or b.

The day specified in each item of Paragraph 3, of Rule 604
 - b. In the case of c.

The day that the Exchange deems necessary
- (3) In the case of the preceding item, the Exchange may, if it deems necessary, start the period of designation to Securities Under Supervision at the point of time specified in the following a. or b., and terminate the period of designation to Securities Under Supervision at the point of time, which the Exchange specifies on a case-by-case basis, on the last day of the period of designation to

Securities Under Supervision as prescribed in the preceding item.

- a. In the case of Item 1, a. or b.

The point of time specified in each item of Paragraph 4, Rule 604

- b. In the case of Item 1, c

The point of time that the Exchange specifies on a case-by-case basis.

Rule 829. Handling of Delisting Criteria

1. The provisions of Rule 806, Paragraph 2 and Paragraph 3 shall be applied mutatis mutandis to cases in Rule 835, Paragraph 1, Item 1 and Item 2 of the Regulations.
2. The provisions of Rule 806, Paragraph 4 shall be applied mutatis mutandis to cases in Rule 835, Paragraph 1, Item 3 of the Regulations.
3. The amount of net assets prescribed in Rule 835, Paragraph 1, Item 4 of the Regulations shall be handled as specified in each of the following items;
 - (1) The provisions of Rule 501, Paragraph 6 shall be applied mutatis mutandis to cases in Rule 835, Paragraph 1, Item 4 of the Regulations;
 - (2) Where the amount of net assets fails to be positive within one (1) year as prescribed in Rule 835, Paragraph 1, Item 4 of the Regulations means the cases where the amount of net assets fails to come out of such state as falling to or below zero (0) within the period until the day when one (1) year lapses calculated from the day immediately following the end of business year when the amount of net assets falls to or below zero (0) as prescribed in the same item paragraph (or the end of the first business year after the day when one (1) year lapses if the day when one (1) year lapses does not fall on the end of the business year of the listed company) (hereinafter referred to as the "improvement period" in this paragraph);
 - (3) The cases specified in the Enforcement Rules prescribed in the main clause of Rule 835, Paragraph 1, Item 4 of the Regulations shall be the cases specified in the following a. or b.
 - a. Cases where average market capitalization (means average market capitalization prescribed in Rule 501, Paragraph 7, Item 5, a.; the same shall apply hereinafter in this paragraph) during the three (3) months prior to the end of the business year when the amount of net assets falls to or below (0) prescribed in the main clause of Rule 835, Paragraph 1, Item 4 of the Regulations is JPY 100 billion or more, and information specified in Rule 836, Paragraph 1 of the Regulations is disclosed by the deadline specified in the same paragraph; or
 - b. Cases where an issuer of preferred equity investment security has a plan that the amount of net assets will be positive through undertaking reorganization proceedings or rehabilitation proceedings on the basis of the provisions of laws, business revitalization based on the specific certified dispute resolution procedures prescribed in Article 2, Paragraph 242 of the Industrial Competitiveness Act (including cases based on the specified conciliation procedures to which

the special rules prescribed in Article 48 of the Industrial Competitiveness Act apply when such specific certified dispute resolution procedures are implemented), [adjustments of obligations on the basis of the Early Business Recovery Act](#), or workouts based on the "Guidelines for Multi-Creditor Out-of-Court Workouts" formulated by the Study Group on Multi-Creditor Out-of-Court Workouts (limited to cases deemed appropriate by the Exchange).

- (4) The cases specified in the Enforcement Rules prescribed in proviso of Rule 835, Paragraph 1, Item 4 of the Regulations shall be the cases specified in the following a. or b.
- a. Cases where average market capitalization during the three (3) months prior to the last day of the improvement period is JPY 100 billion or more, and information specified in Rule 836, Paragraph 2 of the Regulations is disclosed by the deadline specified in the same paragraph; or
- b. Cases where an issuer of preferred equity investment security has a plan that the amount of net assets will be positive through undertaking reorganization proceedings or rehabilitation proceedings on the basis of the provisions of laws, business revitalization based on the specific certified dispute resolution procedures prescribed in Article 2, Paragraph 242 of the Industrial Competitiveness Act (including cases based on the specified conciliation procedures to which the special rules prescribed in Article 48 of the Industrial Competitiveness Act apply when such specific certified dispute resolution procedures are implemented), [adjustments of obligations on the basis of the Early Business Recovery Act](#), or workouts based on the "Guidelines for Multi-Creditor Out-of-Court Workouts" formulated by the Study Group on Multi-Creditor Out-of-Court Workouts (limited to cases deemed appropriate by the Exchange).
- (5) The examination for determining whether a listed company meets cases deemed appropriate by the Exchange prescribed in Item 3, b. or b. of the preceding item shall be conducted on listed companies that publicized a restructuring plan (including a plan for the amount of net assets to be positive specified in Item 3, b. or b. of the preceding item) within three (3) months counting from the end of the business year when the amount of net assets falls to or below zero (0) prescribed in the main clause of Rule 835, Paragraph 1, Item 4 of the Regulations in cases Item 3, b. is applicable, or within three (3) months counting from the last day of the improvement period in cases b. of the preceding item is applicable, based on relevant restructuring plan submitted by the listed company and the documents specified in following a. and b.
- a. Written documents specified in the following (a) through (ed) in accordance with the classification of cases referred to in those (a) through (ed);
- (a) Where an issuer of preferred equity investment security undertakes rehabilitation proceedings or reorganization proceedings pursuant to the provisions of laws:
- Document certifying that [the](#) relevant restructuring plan has been approved by the court as a rehabilitation plan or reorganization plan;
- (b) Where an issuer of preferred equity investment security undertakes business revitalization

based on the specific certified dispute resolution procedures prescribed in Article 2, Paragraph 242 of the Industrial Competitiveness Act (including cases based on the specified conciliation procedures to which the special rules prescribed in Article 48 of the Industrial Competitiveness Act apply when relevant procedures are implemented):

Document certifying that the relevant restructuring plan was established in accordance with the relevant procedures; ~~and~~

~~(c)~~ (e) Where an issuer of a preferred equity investment security adjusts obligations on the basis of the Early Business Recovery Act:

Document certifying that the relevant restructuring plan was established in accordance with the relevant procedures (where approval by a court is required, including a document certifying that the relevant approval has been obtained); and

~~(e)(d)~~ Where an issuer of preferred equity investment security undertakes workouts based on the "Guidelines for Multi-Creditor Out-of-Court Workouts" formulated by the Study Group on Multi-Creditor Out-of-Court Workouts:

Document containing a statement by creditors that the relevant restructuring plan has been established in accordance with the relevant guidelines;

b. Document containing a statement by a certified public accountant, etc., that material matters, etc. that constitute premise underlying the plan, specified in Item 3, b. or b. of the preceding item, for the amount of net assets to be positive have been examined by the certified public accountant, etc. prescribed in Rule 402, Item 1, aj. of the Regulations.

4. The provisions of Rule 601, Paragraph 5 shall be applied mutatis mutandis to cases in Rule 835, Paragraph 1, Item 5 of the Regulations.

5. The provisions of Rule 601, Paragraphs 2 through 4 and Paragraphs 6 through 16 shall be applied mutatis mutandis to cases in Rule 835, Paragraph 1, Item 6 of the Regulations. In this case, "the general shareholders meeting" in Rule 601, Paragraph 3, Item 2, b. and Paragraph 4, Item 2, b. shall be "the general meeting of ordinary equity investors", and the "board of directors meeting" in Paragraph 3, Item 2, b., Paragraph 4, Item 2, b. and Paragraph 11, Item 2 of the same rule shall be the "organ equivalent to the board of directors meeting".

Supplementary Provisions

1. These revisions shall take effect on July 10, 2026.

2. The revised provisions of Rule 211, Paragraph 4, Item (6) and Rule 238, Paragraph 4, Item (6) shall apply to entities expected to make an initial listing on or after March 1, 2027.

3. The revised provisions of Rule 413 shall apply from the date of the annual general shareholders' meeting for the first fiscal year ending on or after December 1, 2026.

4. The revised provisions of Rule 415, Paragraph 1, Item (6) shall apply from the day after the annual general shareholders' meeting for the first fiscal year ending on or after December 1, 2026.

~~4.5.~~ The revised provisions of Rule 402, Paragraph 1, Item (7)-2, Rule 404, Item (7)-2, Rule 501, Paragraphs 7 and 9, Rule 719, Paragraphs 3 and 4, and Rule 829, Paragraph 3 shall apply from December 11, 2026.

Guidelines [e](#)Concerning Listed Company Compliance, etc.
(as of [April 4](#) [July 10](#), 2026)

III. Examination Pertaining to Ensuring Effectiveness

(Measures [a](#)Against Violation of Code of Corporate Conduct)

5. In the case of a violation by a listed company of the provisions of Chapter 4, Section 4, Sub-section 1 of the Regulations, decisions on public announcement pursuant to the provisions of Rule 508, Paragraph 1 of the Regulations, as well as decisions on whether or not to impose a listing agreement violation penalty pursuant to the provisions of Rule 509 of the Regulations, shall be made in comprehensive consideration of (i) the matters prescribed in the classifications referred to in the following (1) to (8) and (ii) the details, the background, the cause, and the actual state of affairs relating to said violation, as well as the state of implementation of measures such as a regulatory action taken by the Exchange in response to said violation and any other circumstances.

(1) The provisions of Rule 432 of the Regulations

The state of implementation and contents of the proceedings taken prescribed in the provisions of each item of Rule 432 of the Regulations;

(2) The provisions of Rule 433 of the Regulations

The ratio of stock split, etc., the investment unit after completing stock split, etc. and any other circumstances regarding the stock split, etc.;

(3) The provisions of Rule 434 of the Regulations

The exercise terms, the quantity to be issued, the scale of dilution, the contents of the measures taken in relation to the monthly exercise quantities with regard to MSCB, etc.;

(3)-2 The provisions of Rule 436-2 of the Regulations

The status of a person(s) who is reported to the Exchange as being an independent director(s)/auditor(s) by the issuer of a listed domestic stock pursuant to the provisions of Rule 436-2 of the Enforcement Rules when such person falls under any of the following a. to d.;

a. A person for which said company is a major client or an executive of an entity for which said company is a major client, or a person who is a major client of said company or an executive of an entity which is a major client of said company;

—;

—b. A consultant, accounting professional or legal professional who receives a large amount of money or other assets from said company, in addition to their remuneration as a director or company auditor (if the entity receiving said assets is an organization such as a corporation or partnership, a person who belongs to said entity);

—c. [A major shareholder of said company, an executive of a major shareholder of said company, or an executive of an entity in which said company is a major shareholder;](#)

- d. A person who recently fell under the above a. ~~or through bc.~~;
- ed-2. A person who fell under the following (a) or (b) at any time during the ten (10) years before assuming the position of independent director/auditor;
- (a) An executive ~~of the parent company of said company (including a non-executive directors, and, if an outside company auditor, is designated as an independent director/auditor, including company auditors) or an accounting advisor of the parent company of said company;~~ or
- (b) An executive of a sister company of said company.
- de. A close relative of a person referred to in any of the following (a) to (f) (excluding those deemed as unimportant persons);
- (a) A person referred to in the preceding a. through ed-2.;
- (b) An accounting advisor of said company (limited to cases where an outside company auditor has been designated as an independent director/auditor, and including employees designated to perform the accounting advisor's duties if the accounting advisor is a corporation; the same shall apply hereinafter);
- (c) An executive of a subsidiary of said company (including, in cases where an outside company auditor is designated as an independent director/auditor, directors or accounting advisors who are not executives);
- (d) An executive ~~of the parent company of said company (including a non-executive directors, or, in cases where an outside company auditor, is designated as an independent director/auditor, including company auditors) or an accounting advisor of the parent company of said company;~~
- (e) An executive of ~~a~~ sister company of said company; or
- (f) A person who recently fell under (b) or (c) or was recently an executive of said company (in cases where an outside company auditor is designated as an independent director/auditor, including non-executive directors).

(3)-3 The provisions of Rule 436-4 of the Regulations

The status of English disclosure prescribed in Rule 436-4 of the Regulations

(3)-4 The provisions of Rule 439 of the Regulations

The state of development and state of operation of the necessary system and structure for ensuring the appropriateness of company business and business of a corporate group comprising said company and its subsidiaries, and the state of damage to investor confidence in the financial instruments market;

(4) The provisions of Rule 440 of the Regulations

The contents of takeover response policies and the state of their disclosure;

(5) The provisions of Rule 441 of the Regulations

The state of disclosure of measures to ensure fairness and prevent a conflict of interest described in disclosure regarding public announcement of opinions in relation to a takeover bid or presentation of

such opinions to shareholders as defined in Rule 441 of the Regulations;

(6) The provisions of Rule 442 of the Regulations

The state of development of the information management system required for the prevention of insider trading;

(7) The provisions of Rule 443 of the Regulations

The state of development of the internal system for the prevention of involvement of anti-social forces;
and

(8) The provisions of Rule 444 of the Regulations

The state where the function of the secondary market or shareholder rights are undermined.

Supplementary Provision

These revisions shall take effect on July 10, 2026 and apply from the day after the annual general shareholders' meeting for the first fiscal year ending on or after December 1, 2026.