

Programme Information

The Metropolis of Tokyo

PROGRAMME INFORMATION

Type of Information:	Programme Information
Date of Announcement:	22 May 2024
Issuer Name:	The Metropolis of Tokyo
Name and Title of Representative:	Koike Yuriko, Governor
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Type of Securities:	Unsecured and unsubordinated bonds
Scheduled Issuance Period:	23 May 2024 to 22 May 2026
Maximum Outstanding Issuance Amount:	Not Applicable
Address of Website for Announcement:	https://www.jpx.co.jp/english/equities/products/ tpbm/announcement/index.html
Status of Submission of Annual Securities Reports or Issuer Filing Information:	Not Applicable

Notes to Investors:

1. TOKYO PRO-BOND Market is a market principally for professional investors and bonds listed on the market ("**TOKYO PRO-BOND MARKET Listed Bonds**") may involve high risk. Investors should act with responsibility and be aware of the listing qualification, timely disclosure requirements that apply to issuers of TOKYO PRO-BOND Market Listed Bonds and associated risks such as the fluctuation in market prices. Prospective investors should make an investment judgement only after having carefully considered the contents of this Programme Information.
2. The regulatory framework for TOKYO PRO-BOND Market is different in certain fundamental respects from the regulatory framework applicable to existing exchange markets in Japan. Investors should be aware of the rules and regulations of the TOKYO PRO-BOND Market, which are available on the website of Tokyo Stock Exchange, Inc. (the "**Tokyo Stock Exchange**").
3. The bonds to be issued pursuant to this programme fall within disclosure exempt securities under Article 3(1) of the Financial Instruments and Exchange Act of Japan (Act No. 25 of 1948, as amended) (the "**FIEA**"), and as such, no "specified securities information" (*tokutei shouken jouhou*) specified in Article 27-31, Paragraph 1 of the FIEA is required to be delivered or made public in respect of the offering of such bonds in Japan under the FIEA. This Programme Information therefore does not comprise a "specified securities information" (*tokutei shouken jouhou*) specified in Article 27-31, Paragraph 1 of the FIEA.
4. The Tokyo Stock Exchange does not make any representations or warranties with regard to any part of the Programme Information (including, but not limited to, whether the Programme Information (a) contains a false statement on important matters or (b) lacks a statement on: (i) important matters that should be stated or (ii) a material fact that is necessary for avoiding misunderstanding), and will not be liable to any damages or any other liabilities.
5. This Programme Information has been prepared solely by, and is the sole responsibility of, the Issuer, and its contents have not been independently verified by any Manager (as defined herein). To the

fullest extent permitted by law, none of the Managers accepts any responsibility for the contents of this Programme Information or for any other statement, made or purported to be made by any Manager or on its behalf in connection with the Issuer or the issue and offering of any bonds pursuant to the programme described herein. The Managers accordingly disclaim all and any liability whether arising in tort or contract or otherwise (save as referred to above) which they might otherwise have in respect of this Programme Information or any such statement.

Information Relating to the Programme

Information other than those set out herein will be included in the applicable Issuance Conditions of the Bonds Pertaining to the Initial Listing Application published in respect of the relevant issue of bonds.

Bonds to be newly issued.....	The bonds to be issued pursuant to this programme (the " Bonds ") will be issued based upon the Terms and Conditions of the Bonds (the " Conditions ") substantially in the form set out in the Annex to this Programme Information, as modified by the applicable Issuance Conditions of the Bonds Pertaining to the Initial Listing Application. All undetermined items in the Annex will be determined prior to purchase by investors, and will be set out in the applicable Issuance Conditions of the Bonds Pertaining to the Initial Listing Application.
Credit ratings for the Bonds	Any rating obtained in respect of the Bonds will be set out in the applicable Issuance Conditions of the Bonds Pertaining to the Initial Listing Application to be subsequently disclosed.
Underwriting of the Bonds.....	<p>The names of the institutions that are expected to conclude a subscription agreement in respect of the relevant issue of Bonds (the "Managers") are as follows:</p> <ul style="list-style-type: none"> - Goldman Sachs International; - Citigroup Global Markets Limited; - Morgan Stanley & Co. International plc; - BNP Paribas; and - any other Manager specified in the applicable Issuance Conditions of the Bonds Pertaining to the Initial Listing Application.
Fiscal Agent and Registrars	The Issuer will appoint a fiscal agent and registrars in respect of each issue of Bonds. The identities of such fiscal agent and registrars will be set out in the applicable Issuance Conditions of the Bonds Pertaining to the Initial Listing Application to be subsequently disclosed.

Annex to the Programme Information

Subject to Completion
Preliminary Offering Circular dated ●

Offering Circular



The Metropolis of Tokyo

● ● **per cent. Bonds due** ●
Issue Price ● **per cent.**

The above Bonds (the "Bonds") will mature on ● and may be redeemed earlier at the option of The Metropolis of Tokyo (the "Metropolis" or "Tokyo") only in the event that certain Japanese taxes are imposed on payments in respect of the Bonds, as set out in Condition 5 of the terms and conditions of the Bonds (the "Conditions", and each condition set out in the Conditions being a "Condition"). Interest on the Bonds will accrue at the rate of ● per cent. per annum from and including ● and be payable semi-annually in arrear on ● and ● in each year commencing on ● .

Application has been made to the Financial Conduct Authority (the "FCA") under the Financial Services and Markets Act 2000 (the "FSMA") for the Bonds to be admitted to the official list of the FCA (the "Official List") and to the London Stock Exchange plc (the "London Stock Exchange") for such Bonds to be admitted to trading on the London Stock Exchange's Main Market (the "Main Market"). References in this Offering Circular to securities being "listed" (and all related references) shall mean that such securities have been admitted to trading on the Main Market and have been admitted to the Official List. For the purposes of such application, the Metropolis is an exempt issuer pursuant to Article 1(2) of Regulation (EU) 2017/1129 as it forms part of the domestic law of the United Kingdom by virtue of the European Union (Withdrawal) Act 2018 ("EUWA") (as amended, the "UK Prospectus Regulation"). Accordingly, this Offering Circular has not been reviewed or approved by the FCA and has not been approved as a prospectus by any other competent authority under the UK Prospectus Regulation. Application is also being made to Tokyo Stock Exchange, Inc. (the "Tokyo Stock Exchange") for the Bonds to be listed on the TOKYO PRO-BOND Market of the Tokyo Stock Exchange (the "TOKYO PRO-BOND Market").

It is expected that the Bonds will be assigned a credit rating of ● by S&P Global Ratings Japan Inc. ("S&P"). A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, change or withdrawal at any time by the assigning rating agency. The Metropolis has been assigned (i) ● foreign currency long-term issuer rating and (ii) ● local currency long-term issuer rating by S&P. The security rating applicable to the Bonds will not necessarily always reflect that applicable to the Metropolis. The credit rating referred to above will be and the issuer ratings referred to above have been issued by S&P, which is not established in the European Union or in the United Kingdom and is not registered under Regulation (EU) No 1060/2009, as amended (the "CRA Regulation") or Regulation (EU) No 1060/2009 on credit rating agencies as it forms part of the domestic law of the United Kingdom by virtue of the EUWA (the "UK CRA Regulation") but such credit rating will be and such issuer ratings have been endorsed by S&P Global Ratings Europe Limited ("S&P Europe"), which is an entity established in the European Union and registered under the CRA Regulation, and S&P Global Ratings UK Limited ("S&P UK"), which is an entity established in the United Kingdom and registered under the UK CRA Regulation.

The Bonds have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the "Securities Act"), or with any securities regulatory authority of any state or other jurisdiction of the United States. The Bonds are being offered or sold outside the United States to non-U.S. persons by the Joint Lead Managers (as defined in "Subscription and Sale") in offshore transactions in reliance on Regulation S under the Securities Act ("Regulation S"), and may not be offered, sold or delivered within the United States or to, or for the account or benefit of, U.S. persons except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act.

The Bonds will be in registered form in the denomination of ● and integral multiples of ● in excess thereof. The Bonds will be evidenced by a global certificate (the "Global Certificate") in registered form, which will be deposited with, and registered in the name of, or a nominee for, a common depositary for Euroclear Bank SA/NV ("Euroclear") and Clearstream Banking S.A. ("Clearstream, Luxembourg") on or about ● (the "Closing Date"). Definitive certificates evidencing holdings of the Bonds (the "Definitive Certificates") will only be available in certain limited circumstances. See "Summary of Provisions relating to the Bonds while in Global Form".

Prospective investors should have regard to the factors described under the section headed "Risk Factors" starting on page 11. This Offering Circular does not describe all of the risks of an investment in the Bonds.

● ● ● ●

The date of this Offering Circular is ● .

The Metropolis accepts responsibility for the information contained in this Offering Circular. To the best of the knowledge of the Metropolis, the information contained in this Offering Circular is in accordance with the facts and this Offering Circular makes no omission likely to affect its import.

To the fullest extent permitted by law, none of the Joint Lead Managers (as defined under "Subscription and Sale") accepts any responsibility for: (i) the contents of this Offering Circular or for any other statement, made or purported to be made by the Joint Lead Managers or on their behalf in connection with the Metropolis or the issue and offering of the Bonds, or (ii) the acts or omissions of the Metropolis or any other person (other than the relevant Joint Lead Manager) in connection with the issue and offering of the Bonds. The Joint Lead Managers accordingly disclaim all and any liability whether arising in tort or contract or otherwise (save as referred to above) which they might otherwise have in respect of this Offering Circular or any such statement.

The Metropolis confirms that any information from third party sources has been accurately reproduced and that, so far as it is aware and is able to ascertain from information published by such third party source, no facts have been omitted which would render the reproduced information inaccurate or misleading.

Other than the application for the admission of the Bonds to the Official List together with admission of the Bonds to trading on the Main Market, and the application to list the Bonds on the TOKYO PRO-BOND Market, no action is being taken to permit a public offering of the Bonds or the distribution of this Offering Circular (in proof or final form) in any jurisdiction where action would be required for such purposes.

This Offering Circular may not be used for the purposes of an offer of the Bonds to, or a solicitation for the purchase of Bonds by, anyone in any jurisdiction or in any circumstances in which such offer or solicitation is not authorised or lawful. The distribution of this Offering Circular and the offering of the Bonds in certain jurisdictions may be restricted by law. Persons into whose possession this Offering Circular comes are required by the Metropolis and the Joint Lead Managers to inform themselves about, and to observe, any such restrictions. For a description of certain restrictions on offers and sales of the Bonds and the distribution of this Offering Circular, see "Subscription and Sale".

The Bonds are exempt from the requirement for registration under the Financial Instruments and Exchange Act of Japan (Act No. 25 of 1948, as amended) (the "Financial Instruments and Exchange Act") and are subject to the Act on Special Measures Concerning Taxation of Japan (Act No. 26 of 1957, as amended) (the "Act on Special Measures Concerning Taxation"). The Bonds are not, as part of the primary distribution (*boshu*) by the Joint Lead Managers at any time, to be offered or sold to, or for the benefit of, any person other than a beneficial owner that is, (i) for Japanese tax purposes, neither (x) an individual resident of Japan or a Japanese corporation, nor (y) an individual non-resident of Japan or a non-Japanese corporation that in either case is a person (a "Specially-Related Party of the Metropolis") having a "special relationship" with the Metropolis (that is, currently, in general terms, a party who is directly or indirectly controlled by the Metropolis) as described in Article 6, paragraph (4) of the Act on Special Measures Concerning Taxation or (ii) a Japanese financial institution, designated in Article 6, paragraph (11) of the Act on Special Measures Concerning Taxation. **BY SUBSCRIBING FOR THE BONDS, AN INVESTOR WILL BE DEEMED TO HAVE REPRESENTED IT IS A PERSON WHO FALLS INTO THE CATEGORY OF (i) OR (ii) ABOVE.**

In addition, interest payments on the Bonds will generally be subject to Japanese withholding tax unless it is established that the Bonds are held by or for the account of a beneficial owner that is (i) for Japanese tax purposes, neither (x) an individual resident of Japan or a Japanese corporation, nor (y) an individual non-resident of Japan or a non-Japanese corporation that in either case is a Specially-Related Party of the Metropolis, (ii) a Japanese designated financial institution described in Article 6, paragraph (11) of the Act on Special Measures Concerning Taxation which complies with the requirement for tax exemption under that paragraph, or (iii) a Japanese public corporation, a Japanese financial institution or a Japanese financial instruments business operator described in Article 3-3, paragraph (6) of the Act on Special Measures Concerning Taxation which complies with the requirement for tax exemption under that paragraph. See "Taxation — Japan".

The Bonds do not constitute "taxable linked securities" as prescribed by Article 6, paragraph (4) of the Act on Special Measures Concerning Taxation (being securities for which the amount of interest is to be calculated by reference to certain indexes (as prescribed by Article 3-2-2, paragraph (8) of the Cabinet Order No. 43 of 1957, as amended relating to the Act on Special Measures Concerning Taxation) relating to the Metropolis or a Specially-Related Party of the Metropolis).

In connection with the issue or sale of the Bonds, no person has been authorised to give any information or to make any representation other than as contained in this Offering Circular and, if given or made, such information or representation must not be relied upon as having been authorised by the Metropolis or the Joint Lead Managers.

Neither the delivery of this Offering Circular nor any sale made in connection herewith shall, under any circumstances, create any implication that the information contained herein is correct as at any time subsequent to its date.

Each potential investor in the Bonds must determine the suitability of that investment in light of its own circumstances. In particular, each potential investor should:

- (i) have sufficient knowledge and experience to make a meaningful evaluation of the Bonds, the merits and risks of investing in the Bonds and the information contained in this Offering Circular and any applicable supplement to this Offering Circular;
- (ii) have access to, and knowledge of, appropriate analytical tools to evaluate, in the context of its particular financial situation, an investment in the Bonds and the impact such investment will have on its overall investment portfolio;
- (iii) have sufficient financial resources and liquidity to bear all of the risks of an investment in the Bonds, including where the currency for principal or interest payments is different from the potential investor's currency;
- (iv) understand thoroughly the terms of the Bonds and be familiar with the behaviour of any relevant indices and financial markets; and
- (v) be able to evaluate (either alone or with the help of a financial adviser) possible scenarios for economic, interest rate and other factors that may affect its investment and its ability to bear the applicable risks.

In connection with this issue, • (the "Stabilisation Manager") (or person(s) acting on behalf of the Stabilisation Manager) may over-allot Bonds or effect transactions with a view to supporting the price of the Bonds at a level higher than that which might otherwise prevail. However, stabilisation may not necessarily occur. Any stabilisation action may begin on or after the date on which adequate public disclosure of the terms of the offer of the Bonds is made and, if begun, may cease at any time, but it must end no later than the earlier of 30 days after the issue date of the Bonds and 60 days after the date of the allotment of the Bonds. Any stabilisation action or over-allotment must be conducted by the Stabilisation Manager (or person(s) acting on behalf of the Stabilisation Manager) in accordance with all applicable laws and rules.

UK MiFIR product governance / Professional investors and ECPs only target market – Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Bonds has led to the conclusion that: (i) the target market for the Bonds is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook ("COBS"), and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law of the United Kingdom by virtue of the European Union (Withdrawal) Act 2018 ("UK MiFIR"); and (ii) all channels for distribution of the Bonds to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Bonds (a "distributor") should take into consideration the manufacturers' target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook is responsible for undertaking its own target market assessment in respect of the Bonds (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

References herein to "U.S.\$" and "U.S. dollars" are to the currency of the United States of America, those to "€" are to the currency introduced at the start of the third stage of the European economic and monetary union, and as defined in Article 2 of Council Regulation (EC) No. 974/98 of 3rd May, 1998 on the introduction of the euro, as amended, and those to "¥" and "yen" are to Japanese yen.

References herein to "fiscal years" and to "FY" are to fiscal year(s) of the Metropolis commencing on 1st April of the year indicated and ending on 31st March of the following year. References herein to years not specified as fiscal years or FY are to calendar years.

In this Offering Circular, where information is presented in millions and billions, amounts of less than one million or one billion have been rounded up or down (in certain cases, to the nearest one-tenth of a million or billion), as the case may be. In this Offering Circular, where information is presented as percentages, amounts less than one-tenth of one per cent. or one-hundredth of one per cent. have been rounded up or down, as the case may be. Accordingly, the total of each column of figures may not be equal to the total of the individual items.

The investment activities of certain investors are subject to legal investment laws and regulations, or review or regulation by certain authorities. Each potential investor should consult its legal advisers to determine whether and to what extent (1) the Bonds are legal investments for it, (2) the Bonds can be used as collateral for various types of borrowing and (3) other restrictions apply to its purchase or pledge of any Bonds. Financial institutions should consult their legal advisers or the appropriate regulators to determine the appropriate treatment of Bonds under any applicable risk-based capital or similar rules.

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OVERVIEW

The following is an overview of certain information contained elsewhere in this Offering Circular. It does not purport to be complete and is qualified in its entirety by the more detailed information appearing elsewhere in this Offering Circular. Prospective investors should also carefully consider the information set forth in "Risk Factors" below prior to making an investment decision. Capitalised terms not otherwise defined in this overview have the same meaning as elsewhere in this Offering Circular. See "The Metropolis of Tokyo", amongst others, for a more detailed description of the Metropolis.

Overview of the Metropolis of Tokyo

Tokyo, located in the south of the Kanto Plain, roughly in the middle of the Japanese archipelago and with an area of 2,200 square kilometres as at 1st January, 2024, had a population of 14,102 thousand as at 1st March, 2024. Tokyo is the only governmental unit in Japan designated as a metropolis. Its administrative area consists of three sub-areas, each with different characteristics, comprising 23 special wards, the Tama district and a number of islands in the Pacific Ocean. The address of the Metropolis is 8-1, Nishishinjuku 2-chome, Shinjuku-ku, Tokyo 163-8001, telephone number +81-3-5321-1111.

The major urban area consists of the 23 special wards that extend around Tokyo Bay and which spread into the southern part of the Kanto Plain. Together they form one city, which is often regarded as the City of Tokyo, though each ward is administratively independent. The number of people living in this combined area is 9,793,163, or 69.4 per cent. of Tokyo's population as at 1st March, 2024. Tokyo is not only the largest Japanese city but it is also one of the largest cities in the world. The Tama district lies to the west of the 23 special wards and comprises 26 cities, three towns and one village. The islands in the Pacific Ocean that form part of Tokyo are the Izu Islands and the Ogasawara Islands. These islands have a total of two towns and seven villages.

Tokyo has been the political capital of Japan since 1603, when the Tokugawa Shogunate was established. It became the official capital in 1869, shortly after the Meiji Restoration, which ushered in the modern history of Japan. The Metropolis was created in July 1943 when the administrative authority of the City of Tokyo and that of the Prefecture of Tokyo were amalgamated.

As the capital, Tokyo is the site of the Diet and is the seat of the administrative and judicial branches of the Japanese Government. Tokyo is also the national centre of finance and commerce and has a prominent position in the intellectual and cultural life of Japan.

The growth of the population of Tokyo and the expansion of its economy, which were especially remarkable in the 1960s, have brought about an increase in the influence of the Metropolis beyond its administrative boundaries with the result that the Metropolis and three adjoining prefectures are now together referred to as the Tokyo Metropolitan Region. The population of this region amounts to 36.7 million and accounted for 29.2 per cent. of the entire population of the nation as at 1st January, 2023. About 3.4 million people travel daily into the Metropolis for occupational and educational reasons. The Metropolis and seven surrounding prefectures are together referred to as the National Capital Region.

Selected Statistical, Economic and Financial Information

General Information

	Tokyo	Japan	Tokyo's Share of Japan Total (%)	Ranking Among Prefectures
Area (in square kilometres) ^(a)	2,200	377,975	0.6%	45
Population (in ten thousands) ^(b)	1,410	12,397	11.4	1
Number of motor vehicles (in thousands) ^(c)	4,447	83,045	5.4	2
Number of universities and colleges ^(d)	144	810	17.8	1

Sources:

- (a) As at 1st January, 2024. "Statistical reports on the land area by prefectures and municipalities in Japan" published by Geospatial Information Authority of Japan.
- (b) As at 1st March, 2024. Population of Tokyo: "Households and Population based on Basic Resident Register" (published by the Statistics Division, Bureau of General Affairs, the Tokyo Metropolitan Government (the "TMG")). Population of Japan (provisional estimate for 1st March, 2024): "Population Estimates –March 2024" (published by the Statistics Bureau, the Ministry of Internal Affairs and Communications (the "MIC")).

- (c) As at 30th November, 2023. Surveyed by Automobile Inspection & Registration Information Association.
 (d) As at 1st May, 2023. "School Basic Survey" published by the Ministry of Education, Culture, Sports, Science and Technology.

Economy

	Tokyo (billions of yen)	Tokyo's Share of Japan Total (%)
Gross product ^(a)	¥113,685.9	20.7%
Industrial shipments ^(b)	7,622.7	2.3
Annual sales volume ^(c)	180,939.3	33.5

Sources:

- (a) For fiscal year 2021. "Annual Report on Prefectural Accounts of Tokyo: FY2021" published by the Metropolis.
 (b) For fiscal year 2023. "Survey of actual economic structure, 2022" published by the Ministry of Economy, Trade and Industry ("METI").
 (c) Based on survey for 2021 (survey period from 1st January, 2020 to 31st December, 2020). "Economic Census for Business Activity, 2021" published by METI.

Revenue and Expenditure (General Account)

The following table shows for the fiscal years indicated the Metropolis' actual or estimated revenue (being receipts (including proceeds from new borrowings) by the Metropolis), expenditure (including debt repayments) and balance for its General Account. For a more detailed breakdown of Metropolis' revenues and expenditures, see "The Metropolis of Tokyo — Revenue and Expenditure — General Account".

	FY2020	FY2021	FY2022	FY2023	FY2024
	Actual	Actual	Actual	Estimated in Final Budget	Estimated in Original Budget
			(millions of yen)		
Revenue.....	¥8,688,613	¥9,747,377	¥9,332,949	¥8,852,032	¥8,453,000
Expenditure	8,486,952	9,461,704	9,047,840	8,852,032	8,453,000
Balance.....	201,661	285,672	285,109	0	0

Outstanding Debt

The following table shows the Metropolis' outstanding long-term and short-term debt for its General Account, Special Accounts and Public Enterprise Accounts on a combined basis as of the dates indicated. For more detailed information regarding the Metropolis' outstanding debt, see "The Metropolis of Tokyo — Indebtedness — Summary of Outstanding Debt".

	31st March,		
	2021	2022	2023
		(millions of yen)	
Long-term debt	¥7,807,775	¥7,694,366	¥7,547,804
Short-term debt (excluding current portion of long-term debt).....	0	0	0

Overview of the Terms and Conditions of the Bonds

This overview does not purport to be complete and must be read as an introduction to this Offering Circular and any decision to invest in the Bonds should be based on a consideration of this Offering Circular as a whole. Words and expressions defined in "Terms and Conditions of the Bonds" shall have the same meanings in this overview.

Issuer	The Metropolis of Tokyo.
Securities Offered.....	• • per cent. Bonds due • .
Issue Price.....	• per cent.
Closing Date.....	On or about • .
Delivery.....	It is expected that the Global Certificate will be deposited with and registered in the name of, or a nominee for, a common depository for Euroclear and Clearstream, Luxembourg on or about the Closing Date.
Form and Denomination	The Bonds are issued in registered form in the denomination of • and integral multiples of • in excess thereof, and evidenced by a Global Certificate. Definitive Certificates will only be available in certain limited circumstances. See "Summary of Provisions Relating to the Bonds While in Global Form".
Interest.....	• per cent. per annum, payable semi-annually in arrear on • and • in each year commencing on • .
Status	The Bonds are direct, unconditional and unsecured obligations of the Metropolis and rank <i>pari passu</i> and rateably without any preference among themselves and (with certain statutory exceptions) at least equally with all other unsecured obligations of the Metropolis from time to time outstanding.
Redemption at Maturity.....	Unless previously redeemed, or purchased and cancelled, the Bonds will be redeemed at their principal amount on • .
Redemption for Taxation Reasons.....	If the Metropolis would on the occasion of the next payment due in respect of the Bonds be required as a result of any change in, or amendment to, the laws or regulations of Japan, or any political subdivision or any authority thereof or therein having power to tax (other than, in each case, the Metropolis), or any change in the application or official interpretation of such laws or regulations, which change or amendment becomes effective on or after • , and for reasons outside its control, to pay any Additional Amounts (as defined in Condition 8) pursuant to Condition 8, then the Metropolis may, at its option, upon giving not less than 30 nor more than 60 days' prior notice to the Bondholders (which notice shall be irrevocable and shall specify the date fixed for redemption) in accordance with Condition 14, redeem all (but not some only) of the Bonds at their principal amount, together with interest accrued to (but excluding) the date fixed for redemption.
Withholding Tax.....	All payments of principal and interest in respect of the Bonds will be made free and clear of Japanese withholding taxes, unless such withholding is required by law. In that event, the Metropolis will (subject to the exceptions provided in Condition 8) pay such Additional Amounts as will result in the Bondholders receiving

	such amounts as they would have received in respect of such Bonds had no such withholding been required.
Cross Acceleration	The Bonds are subject to a cross acceleration in respect of indebtedness for borrowed moneys or guarantee of indebtedness for borrowed moneys exceeding in the aggregate U.S.\$10,000,000 (or its equivalent in any other currency or currencies). See Condition 9(iii).
Meetings of Bondholders	The terms and conditions of the Bonds and the fiscal agency agreement referred to therein contain provisions for calling meetings of Bondholders to consider matters affecting their interests generally (including changes to the principal amount, interest rate and payment dates). These provisions permit defined majorities to bind all Bondholders including Bondholders who did not attend and vote at the relevant meeting and Bondholders who voted in a manner contrary to the majority. Bondholders may be bound by decisions made by a defined majority that are against their interests.
Governing Law	English law.
Jurisdiction	English courts.
Listings and Admissions to Trading	Application has been made to the FCA for the Bonds to be admitted to the Official List and to the London Stock Exchange for such Bonds to be admitted to trading on the Main Market. Application is also being made to Tokyo Stock Exchange for the Bonds to be listed on the TOKYO PRO-BOND Market.
Credit Rating for the Bonds	It is expected that the Bonds will be assigned a credit rating of ● by S&P. A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, change or withdrawal at any time by the assigning rating agency. The credit rating referred to above will be and the issuer ratings referred to above have been issued by S&P, which is not established in the European Union or in the United Kingdom and is not registered under the CRA Regulation or the UK CRA Regulation but such credit rating will be and such issuer ratings have been endorsed by S&P Europe, which is an entity established in the European Union and registered under the CRA Regulation, and S&P UK, which is an entity established in the United Kingdom and registered under the UK CRA Regulation.
Selling Restrictions	The Bonds have not been, and will not be, registered under the Securities Act, or with any securities regulatory authority of any state or other jurisdiction of the United States. The Bonds are being offered or sold outside the United States to non-U.S. persons by the Joint Lead Managers in offshore transactions in reliance on Regulation S, and may not be offered, sold or delivered within the United States or to, or for the account or benefit of, U.S. persons except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. See "Subscription and Sale"
Use of Proceeds	The net proceeds of the issue of the Bonds, amounting to approximately ● million, will be used for general purposes of the Metropolis.

**Fiscal Agent, Paying Agent,
Registrar and Transfer Agent.....** •

Securities Codes for the Bonds..... ISIN: •
Common Code: •

Legal Entity Identifier (LEI) 353800FABE4GGB1BMO18

RISK FACTORS

Any investment in the Bonds is subject to a number of risks, including the risk that the Metropolis is unable to fulfil its obligations under the Bonds and certain market risks associated with the Bonds. Prior to investing in the Bonds, investors should consider carefully whether an investment in the Bonds is suitable for them in light of all of the information in this Offering Circular, including the risk factors below, and their personal circumstances.

The Metropolis believes that the following risks are the material risks that may affect its ability to fulfil its obligations under the Bonds. However, the following does not address all of the risks investors may face in investing in the Bonds. Additional risks and uncertainties relating to the Metropolis that are not currently known to the Metropolis or that the Metropolis currently deems immaterial, may individually or cumulatively have a material adverse effect on the ability of the Metropolis to fulfil its obligations under the Bonds and, if any such risks or uncertainties should be realised, the value of the Bonds may decline and investors could lose all or part of their investment.

1. Factors Related to the Metropolis

A. *Factors affecting the Metropolis' revenues and expenditures could have adverse effects on its ability to fulfil its payment obligations under the Bonds.*

The Metropolis relies on revenues, mostly in the form of tax revenues, to support its budgeted expenditures, which include payments of interest and principal on its outstanding bonds. Events, trends or other circumstances, especially those that are outside the control of the Metropolis or other factors that impact global economic conditions, such as geopolitical factors, including the ongoing Russia-Ukraine and Israel-Hamas conflicts, the continued trade tensions between the United States and China, economic slowdowns experienced by one or more significant economies, including China or other developing economies, the loss of confidence in the currencies of certain countries, or the potential global recession resulting from persistent inflation, increases in interest rates, financial market volatility and the failure or termination of accommodative monetary policies, particularly in Japan or in other developed economies, that result (directly or indirectly) in a larger decrease in revenues or an increase in expenditures, relative to each other, could impair the Metropolis' ability to maintain a balanced budget.

The implementation of the Metropolis' budget may be affected by political, economic, social or other factors, including macroeconomic changes (such as fluctuations in interest rates, commodity prices, currency exchange and external payment balances), unforeseen or larger than anticipated public spending needs due to acts of nature and large-scale disasters causing social turmoil (including large earthquakes, tsunamis, typhoon and floods), increase in the frequency and intensity of natural disasters and extreme weather patterns as a result of climate change, pandemics and other public health crises, chaos and anarchy due to terrorism, war or other acts, changes in social structures or population demographics (for example, changes in industrial structures or the workforce, such as larger-than-expected population shifts, declining birthrates or the impact of an ageing population) as well as changes in policies of the Japanese Government, including with respect to the structure of national, prefectural and local taxes as well as policies relating to energy and sustainability, tourism and immigration. These and other factors could contribute to a decrease in revenues or increase in expenditure and accordingly may influence the Metropolis' implementation of the budget.

In addition, while revenues of the Metropolis are generally affected by macroeconomic conditions, expenditure in the Metropolis' budget does not come under automatic review in case of any revenue decreases. Accordingly, if the Metropolis' actual revenues are lower than the budgeted amount, due to recession or downtrend in the macro economy, for example, the Metropolis' expenditure may remain in accordance with the original budgeted amount (or could increase for unrelated reasons) and consequently may cause a budget deficit of the Metropolis.

The Metropolis also operates public enterprises in compliance with market principles and accordingly takes business risks comparable to that of private enterprises. These public enterprises are required to achieve their intended objectives of enhancing and promoting public welfare and thus may serve as a complementary provider of public services in accordance with instructions from the Metropolis due to policy reasons of the Metropolis. While these public enterprises are viewed separately from the Metropolis' general and special accounts for budget purposes, the Metropolis may be obliged to bear the costs incurred

by any public enterprise as a result of such business risks or the provision of public services which may exceed the budgeted operating revenue of such public enterprise.

B. If Japanese economic conditions do not improve or if they worsen, the Metropolis' revenues and financial condition may be negatively affected.

Prospective investors in the Bonds should be aware of the challenges faced by the Japanese economy in general.

In 2024, according to preliminary economic reports published monthly by the Cabinet Office of Japan between January and April, the Japanese economy continued to show moderate signs of recovery from the disruption suffered as part of the COVID-19, including with respect to employment and business conditions, as the government implemented new economic measures such as the Comprehensive Economic Measures for Completely Overcoming Deflation, however some weakness continued to be seen in part. In March 2024, in a significant policy shift, the Bank of Japan announced the cessation of its eight-year negative interest rate policy, raising its benchmark uncollateralised overnight call rate to fluctuate in a range of 0 per cent. to 0.1 per cent., and concluded its yield curve control policy for 10-year Japanese government bonds. The end to accommodative monetary policy is expected to result in increases in market interest rates in Japan in the near term, and may impact the value of the yen; and any future actions or inaction by the Bank of Japan could impact economic conditions in Japan. Given these various developments, the outlook of the Japanese economy remains uncertain and economic conditions in Japan may not improve or could worsen.

Furthermore, a variety of other macroeconomic factors could weigh on economic conditions in Japan. Geopolitical instability in various parts of the world including the ongoing Russia-Ukraine and Israel-Hamas conflicts, the continued trade tensions between the United States and China and other material changes in economic or political unions or associations between countries affecting trade relations globally could also contribute to economic instability in those and other regions, and affect Japanese and global economic conditions. Recent inflationary pressures, economic slowdowns in more significant economies, including China or other developing economies, economic turmoil triggered by lower crude oil prices, the loss of confidence in the currencies of certain countries, changes to monetary policies and supply shortages are also significantly affecting Japanese and global economic conditions, and inflation in major global economies, interest rate increases, monetary policy tightening and high levels of volatility in global financial markets are expected to continue.

In addition, climate change has been increasingly recognised as a threat which poses risks to the financial system and global economy as a whole. Governments around the world, including Japan, have made commitments intended to mitigate the effects of climate change by limiting the increase in global average temperature and encouraging the transition to a lower carbon economy, in alignment with international agreements such as the Paris Climate Agreement and UN Climate Change Conference. As a major international city, the Metropolis also has established plans of action and a strategy to mitigate the effects of climate change on the Metropolis and on Japan and to contribute to the global response to the climate crisis, namely its "Zero Emission Tokyo Strategy", which includes a "Carbon Half" initiative to reduce greenhouse gas emissions in Tokyo by 50 per cent. by 2030 compared to 2000 levels, as well as other climate-related and other environmental targets. Progressing towards these climate-related and other environmental commitments is subject to a variety of uncertain factors. For example, achievement of the "Carbon Half" initiative requires the Metropolis to promote an increase in energy efficiency and shift to the use of decarbonised energy, which depends on the plans of the Japanese government, the laws or regulations of Japan, external technological and economic factors such as availability and cost of non-carbon-based energy sources, and the actions and behaviours of individuals and companies residing and working within Tokyo, among other uncertain factors. Achievement of its climate-related and other environmental commitments entails significant investment of resources over a long time horizon, and the impact of pursuing these commitments on the Metropolis' budget and financial condition is impossible to predict, especially in light of the uncertain factors listed above.

Other challenges for the Japanese economy also include the economic losses caused by the 7.6 magnitude earthquake that struck the Ishikawa prefecture on the Noto Peninsula, Japan, on 1st January 2024 (the "2024 Noto Peninsula Earthquake"). The 2024 Noto Peninsula Earthquake caused extensive power and water outages, along with damage to various infrastructure including housing, roads and ports, impacting a wide range of economic activities, including production, logistics and sightseeing. In January 2024, the Cabinet Office of Japan estimated the total cost of such damage to be between ¥1.1 trillion to ¥2.6 trillion. The

increased dependence on LNG and other energy imports as a result of the nuclear accident at the Fukushima Daiichi Nuclear Plant and suspension of operations at other nuclear power plants, also continues to be a challenge for the Japanese economy. Such dependence may prove increasingly problematic for the Metropolis as the conflict in Ukraine and related sanctions imposed against Russia by the international community impact global fuel markets and prices, and as costs of such imports increase as a result of the recent depreciation of yen against other major foreign currencies.

Domestically, the long term impact of such issues as well as others (including the previous increase in the consumption tax rate, and Japan's continuing demographic challenges, such as an ageing workforce and population decrease, and high levels of public debt and associated debt servicing payments) on Japan's economy, trade balance, interest rates and fiscal position (including as a result of Japan's recent fiscal and monetary policy), remains uncertain.

Any such factors affecting the Japanese economy as a whole may also adversely affect the Metropolis' revenues and financial position.

C. *The Metropolis' credit rating is linked to Japan's sovereign debt rating, which means a downgrading of Japan would likely result in a downgrading of the Metropolis.*

Due to the Metropolis' status as a local government body in Japan, any rating action taken with respect to Japan can be expected to impact the Metropolis' ratings, including the rating applicable to the Bonds. Historically, reductions in Japan's S&P credit rating and the outlook thereon have been followed by equivalent reductions in the equivalent credit ratings and outlook of the Metropolis.

For example on 9th June, 2020, S&P revised down the outlook on Japan's long-term sovereign credit rating from A+ (Positive Outlook) to A+ (Stable Outlook), and again the following day (10th June, 2020) downgraded the outlook on the Metropolis' long-term issuer credit and debt ratings from A+ (Positive Outlook) to A+ (Stable Outlook), noting that it does not believe that the ratings on the Metropolis will exceed the sovereign credit rating on Japan. This is due to the belief that the creditworthiness of Japanese local and regional governments would be strongly affected under a stress scenario which would see sovereign defaults on its debt (source: S&P RatingsDirect® "Outlooks On Three Japanese Local And Regional Governments Revised Down To Stable Following Similar Action On Sovereign").

While the Metropolis has not experienced any significant negative effects as a result of those rating actions, such as increased costs or difficulty in raising funds, any further adverse rating actions may adversely affect the Metropolis, and there can be no assurance that Japan's sovereign rating will not be downgraded further in the future. Investors should also note that notwithstanding the close linkage between Japan's sovereign rating and the Metropolis' issuer credit and debt rating, the Metropolis' debts (including the Bonds) are not direct or indirect obligations of Japan or guaranteed in any way by Japan.

2. Factors Related to the Bonds

A. *Risks related to the Bonds generally*

Set out below is a brief description of certain risks relating to the Bonds generally:

The terms and conditions of the Bonds are subject to modification and waivers that could adversely affect the rights of certain Bondholders.

The terms and conditions of the Bonds and the fiscal agency agreement referred to therein contain provisions for calling meetings of Bondholders to consider matters affecting their interests generally (including changes to the principal amount, interest rate and payment dates). These provisions permit defined majorities to bind all Bondholders including Bondholders who did not attend and vote at the relevant meeting and Bondholders who voted in a manner contrary to the majority. Bondholders may be bound by decisions made by a defined majority that are against their interests.

Changes in law after the issuance of the Bonds could have an adverse effect on the Bondholders.

The terms and conditions of the Bonds are based on English law in effect as at the date of issue of the Bonds. No assurance can be given as to the impact of any possible judicial decision or change to English law, administrative practice or mandatory provisions of Japanese law after the date of issue of the Bonds which may have an adverse effect on the Bondholders. Certain changes to Japanese tax law may give the

Metropolis the option to redeem the Bonds before their maturity, which redemption could reduce the return on investment as compared to what could have been achieved had the Bonds been redeemed at maturity.

The Bonds will be issued with a minimum denomination of ●.

As the Bonds have a minimum denomination of ● plus a higher integral multiple of ●, it is possible that the Bonds may be traded in amounts in excess of ● that are not integral multiples of ●. In such a case, a Bondholder who, as a result of trading such amounts, holds a principal amount of Bonds of less than ● will not receive a Definitive Certificate in respect of such holding (should Definitive Certificates be printed) and would need to purchase a principal amount of Bonds such that it holds an amount equal to at least ●. A Bondholder who, as a result of trading such amounts, holds a principal amount of Bonds other than a multiple of ● will receive Definitive Certificates in respect of such holding (provided that the aggregate amount of Bonds it holds is in excess of ●); however, any such Definitive Certificates that have a denomination that is not an integral multiple of ● may be illiquid or difficult to trade.

The Bonds may be redeemed prior to maturity.

In the event that the Metropolis would be obliged to increase the amounts payable to the Bonds due to any withholding or deduction for or on account of, any present or future taxes, duties, assessments or governmental charges of whatever nature imposed, levied, collected, withheld or assessed by or on behalf of Japan or any political subdivision thereof or any authority therein or thereof having power to tax, the Metropolis may redeem all outstanding Bonds in accordance with the Conditions.

In relation to instruments issued in global form, investors will have to rely on the procedures of the applicable clearing system for transfer, payment and communication with the Metropolis.

The Bonds initially will be evidenced by the Global Certificate, registered in the name of or a nominee for, and deposited with a common depositary for, Euroclear and Clearstream, Luxembourg (as further described in "Summary of Provisions relating to the Bonds while in Global Form").

While the Bonds are evidenced by the Global Certificate, the Metropolis will discharge its payment obligations under the Bonds by making payments through the applicable clearing system for distribution to their respective account holders. Accordingly, a holder of a beneficial interest in Bonds evidenced by the Global Certificate must rely on the procedures of the applicable clearing system to receive payments under the Bonds. The Metropolis has no responsibility or liability for the records relating to, or payments made in respect of, beneficial interests in the Global Certificate.

Holders of beneficial interests in Bonds evidenced by the Global Certificate will not have a direct right to vote in respect of the Bonds. Instead, such holders will be permitted to act only to the extent that they are enabled by the applicable clearing system to appoint appropriate proxies under and in accordance with the rules of such clearing system.

B. Risks related to the market generally

Set out below is a brief description of the principal market risks, including liquidity risk, exchange rate risk and credit risk:

Any adverse change in an applicable credit rating could adversely affect the trading price for the Bonds, and a credit rating may not reflect all risks.

The Bonds are expected to be assigned a credit rating of ● by S&P. The credit rating referred to above will be and the issuer ratings referred to above have been issued by S&P, which is not established in the European Union or in the United Kingdom and is not registered under the CRA Regulation or the UK CRA Regulation but such credit rating will be and such issuer ratings have been endorsed by S&P Europe, which is an entity established in the European Union and registered under the CRA Regulation, and S&P UK, which is an entity established in the United Kingdom and registered under the UK CRA Regulation. The rating may not reflect the potential impact of all risks related to structure, market, additional factors discussed in this section, and other factors that may affect the value of the Bonds. A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency. Any adverse change in an applicable credit rating could adversely affect the trading price for the Bonds. Under the CRA Regulation and the UK CRA Regulation, certain investors may generally only use a credit rating for regulatory purposes in the European Union or

in the United Kingdom (as applicable) if the credit rating is issued by a credit rating agency established in the European Union or in the United Kingdom (as applicable) and registered in accordance with the CRA Regulation or the UK CRA Regulation (as applicable) (or is endorsed and published or distributed by subscription by such a credit rating agency in accordance with the CRA Regulation or the UK CRA Regulation (as applicable)). Investors who wish to use a credit rating for regulatory purposes in the European Union or in the United Kingdom should consider whether a credit rating assigned to an issue of Bonds may be used for this purpose.

There is no active trading market for the Bonds.

The Bonds will be new securities for which there is no established trading market, and one may never develop. If a market does develop, it may not be sustained throughout the life of the Bonds or it may not be liquid. Although applications are being made for the Bonds to be admitted to the Official List, and to the London Stock Exchange for the Bonds to be admitted to trading on the Main Market, and an application is also being made to the Tokyo Stock Exchange for the Bonds to be listed and traded on the TOKYO PRO-BOND Market, there is no assurance that such applications will be accepted or that an active trading market will develop or, if developed, that it will continue, even if such applications are accepted. Therefore, investors may not be able to sell their Bonds easily or at prices that will provide them with a yield comparable to similar investments that have a developed secondary market. Illiquidity may have a severely adverse effect on the market value of the Bonds. If the Bonds are traded after their initial issuance, they may trade at a discount to their initial offering price, depending upon prevailing interest rates, the market for similar securities, general economic conditions and the financial condition of the Metropolis.

Bondholders will be subject to interest rate related risks.

Investment in fixed rate bonds (such as the Bonds) involves the risk that subsequent changes in market interest rates may adversely affect the value of such bonds.

If an investor holds Bonds which are not denominated in the investor's home currency, it will be exposed to movements in exchange rates adversely affecting the value of its holding. In addition, the imposition of exchange controls in relation to any Bonds could result in an investor not receiving payments on those Bonds.

The Metropolis will pay principal of and interest on the Bonds in ● (the "Specified Currency"). This presents certain risks relating to currency conversions if an investor's financial activities are denominated principally in a currency or currency unit (the "Investor's Currency") other than the Specified Currency. These include the risk that exchange rates may significantly change (including changes due to devaluation of the Specified Currency or revaluation of the Investor's Currency) and the risk that authorities with jurisdiction over the Investor's Currency may impose or modify exchange controls. An appreciation in the value of the Investor's Currency relative to the Specified Currency would decrease (1) the Investor's Currency-equivalent yield on the Bonds, (2) the Investor's Currency-equivalent value of the principal payable on the Bonds and (3) the Investor's Currency-equivalent market value of the Bonds. Government and monetary authorities may impose (as some have done in the past) exchange controls that could adversely affect an applicable exchange rate or the ability of the Metropolis to make payments in respect of the Bonds. As a result, investors may receive less interest or principal than expected, or no interest or principal.

FORWARD-LOOKING STATEMENTS

This Offering Circular contains certain forward-looking statements. The words "anticipate", "believe", "expect", "plan", "intend", "targets", "aims", "estimate", "project", "will", "would", "may", "could", "continue" and similar expressions are intended to identify forward-looking statements. All statements other than statements of historical fact included in this Offering Circular, including, without limitation, those regarding the financial position, vision, strategy, plans and objectives for future operation and administration of the Metropolis (including its climate-related goals and initiatives) are forward-looking statements. These forward-looking statements involve known and unknown risks, uncertainties and other factors, which may cause actual results, performance or achievements, to be materially different from those expressed or implied by these forward-looking statements. These forward looking statements are based on numerous assumptions regarding the present and future plans and the environment in which the Metropolis expects to operate in the future. Important factors that could cause the Metropolis' revenues, expenditures or financial condition to differ materially from those in the forward looking statements include, among other factors described in this Offering Circular, changes in the policies, visions or plans of the Metropolis or Japan, changes in social structures, population demographics and other assumptions, and changes in the economic, political or social climate in Tokyo, Japan or elsewhere.

Additional factors that could cause actual results, performance or achievements to differ materially include, but are not limited to, those discussed under "Risk Factors". Any forward-looking statements made by or on behalf of the Metropolis speak only as at the date they are made. The Metropolis does not undertake to update forward-looking statements to reflect any changes in its expectations with regard thereto or any changes in events, conditions or circumstances on which any such statement is based.

ENFORCEABILITY OF CIVIL LIABILITIES

As a matter of English law, the Metropolis is not immune from the jurisdiction of the English courts in connection with the Bonds as it has submitted to the jurisdiction of such courts in connection therewith. However, in view of the absence of a specific consent to relief or enforcement, the Metropolis may be immune from any relief by way of an injunction or order for specific performance or for the recovery of land or other property and its property may be immune from any process for the enforcement of a judgment or arbitration award or, in an action *in rem*, for its arrest, detention or sale (except, in cases where Section 13(4) of the U.K. State Immunity Act 1978 (the "State Immunity Act") applies, for property which is in use or intended for use for commercial purposes) to the extent that it is held by the courts not to have consented to such process or relief (within the meaning of Section 13 of the State Immunity Act).

Under Japanese law, the Metropolis may be sued in the courts of competent jurisdiction of Japan in respect of its obligations under the Bonds and is not entitled to immunity (whether on the grounds of sovereignty or otherwise) from any suit which may be brought before such courts in respect of such obligations. Certain properties and assets of the Metropolis located in Japan may not be subject to attachment to enforce final, conclusive and enforceable judgments against the Metropolis in respect of its obligations under the Bonds to protect public usage of such properties and assets.

USE OF PROCEEDS

The net proceeds of the issue of the Bonds, amounting to approximately • million, will be used for general purposes of the Metropolis.

PRESENTATION OF FINANCIAL INFORMATION

This Offering Circular includes financial information for the Metropolis based on several types of accounts and accounting procedures that are either required by law to be prepared by the Metropolis or which are prepared by the Metropolis to supplement the statutorily required primary accounts. The financial information in this Offering Circular includes: (i) information derived from account settlement information for the Metropolis' General Account, Special Accounts and Public Enterprise Accounts based on local government accounting procedures, (ii) selected portions of the Metropolis' financial statements prepared in accordance with Tokyo Metropolitan Government Accounting Standards and (iii) account settlement information for the Metropolis' Ordinary Account reported to the MIC. As a result of the different preparation methodologies and accounts covered, information presented for a given fiscal period may not be directly comparable across these three categories of financial information.

Account Settlement Information based on Local Government Accounting Standards ("Local Government Accounting Standards")

Each local public body in Japan, including the Metropolis, is required pursuant to the Local Autonomy Act of Japan (Act No. 67 of 1947) (the "Local Autonomy Act") to prepare an annual statement of revenues and expenditures for budgetary purposes. This account settlement information is prepared on a cash basis in accordance with Local Governmental Accounting Standards and must be approved by the Tokyo Metropolitan Assembly (the "Assembly"). Japanese local government account settlements contrast actual revenues earned and expenses incurred during the local government's fiscal year (1st April to 31st March) against budgets prepared using the estimated revenues and expenses for the same fiscal year. Account settlement information allows the Metropolis, taxpayers and investors to assess the efficiency and accuracy of the budget, and also provides a basis and framework for the budget for the following fiscal year. Account settlement information prepared on the basis of Local Government Accounting Standards presented herein covers the Metropolis' General Account, Special Accounts and Public Enterprise Accounts.

Financial Statements Prepared in Accordance with Tokyo Metropolitan Government Accounting Standards (the "Metropolis Accounting Standard Financial Statements")

Since April 2006, the Metropolis has prepared annual financial statements for its General Account and Special Accounts based on accrual basis accounting and double-entry bookkeeping procedures in addition to the above-mentioned account settlement information prepared using Local Government Accounting Standards. These financial statements are prepared in accordance with the Tokyo Metropolitan Government Accounting Standards, an accounting standard developed by the Metropolis and adopted in 2006. The Metropolis Accounting Standard Financial Statements are published annually as reference material for the account settlement information prepared using Local Government Accounting Standards. The Metropolis Accounting Standard Financial Statements comprise (1) a balance sheet; (2) a statement of operating cost; (3) a cash flow statement; and (4) a statement of changes in net assets and are audited each year by the Audit and Inspection Commission of the TMG to determine whether the financial statements have been prepared in accordance with the Tokyo Metropolitan Government Accounting Standards. The Metropolis believes these financial statements provide useful supplemental information regarding the Metropolis' financial status and condition when read together with the account settlement information prepared using Local Government Accounting Standards. Certain portions of the Metropolis Accounting Standard Financial Statements for the fiscal years 2020, 2021 and 2022 have been included in Annex A to this Offering Circular.

Account Settlement Information based on Ordinary Accounts in Accordance with Criteria Established by the MIC (the "Metropolis Ordinary Accounts")

Each Japanese local public body is also required to prepare and submit a report to the Japanese Government each year on its revenues and expenditures attributable to its Ordinary Accounts. Ordinary Accounts is a standardised classification established by the MIC for compiling local government accounting statistics that allow the MIC to clarify the financial condition of local public bodies and to make a statistical comparison between local public bodies since the scope of each local public body's General and Special Accounts may vary. Revenues, expenditures and other information presented herein for the Metropolis' Ordinary Accounts refers to this information prepared and reported by the Metropolis to the MIC on the basis described above. Information in this Offering Circular that has been prepared on this basis is referred to as "Ordinary Account Presentation (MIC basis)".

Revenues and Expenditures

References to the revenues of the Metropolis in this Offering Circular comprise receipts of the Metropolis including proceeds from new borrowings incurred by the Metropolis in the relevant period. References to expenditures of the Metropolis in this Offering Circular include debt repayments made by the Metropolis in the relevant period.

THE METROPOLIS OF TOKYO

Introduction

Tokyo, located in the south of the Kanto Plain, roughly in the middle of the Japanese archipelago and with an area of 2,200 square kilometres as at 1st January, 2024, had a population of 14,102 thousand as at 1st March, 2024. Tokyo is the only governmental unit in Japan designated as a metropolis. Its administrative area consists of three sub-areas, each with different characteristics, comprising 23 special wards, the Tama district and a number of islands in the Pacific Ocean. The address of the Metropolis is 8-1, Nishishinjuku 2-chome, Shinjuku-ku, Tokyo 163-8001, telephone number +81-3-5321-1111.

The website of the Metropolis is at <https://www.metro.tokyo.lg.jp/english/index.html>. Information contained in or accessible from the website in this paragraph does not form part of this Offering Circular unless that information is incorporated by reference into this Offering Circular.

The major urban area consists of the 23 special wards that extend around Tokyo Bay and which spread into the southern part of the Kanto Plain. Together they form one city, which is often regarded as the City of Tokyo, though each ward is administratively independent. The number of people living in this combined area is 9,793,163, or 69.4 per cent. of Tokyo's population as at 1st March, 2024. Tokyo is not only the largest Japanese city but it is also one of the largest cities in the world. The Tama district lies to the west of the 23 special wards and comprises 26 cities, three towns and one village. The islands in the Pacific Ocean that form part of Tokyo are the Izu Islands and the Ogasawara Islands. These islands have a total of two towns and seven villages.

Tokyo has been the political capital of Japan since 1603, when the Tokugawa Shogunate was established. It became the official capital in 1869, shortly after the Meiji Restoration, which ushered in the modern history of Japan. The Metropolis was created in July 1943 when the administrative authority of the City of Tokyo and that of the Prefecture of Tokyo were amalgamated.

As the capital, Tokyo is the site of the Diet and is the seat of the administrative and judicial branches of the Japanese Government. Tokyo is also the national centre of finance and commerce and has a prominent position in the intellectual and cultural life of Japan.

The growth of the population of Tokyo and the expansion of its economy, which were especially remarkable in the 1960s, have brought about an increase in the influence of the Metropolis beyond its administrative boundaries with the result that the Metropolis and three adjoining prefectures are now together referred to as the Tokyo Metropolitan Region. The population of this region amounts to 36.7 million and accounted for 29.2 per cent. of the entire population of the nation as at 1st January, 2023. About 3.4 million people travel daily into the Metropolis for occupational and educational reasons. The Metropolis and seven surrounding prefectures are together referred to as the National Capital Region.

In 2001, the population of Tokyo first reached 12 million people. Thereafter, it continued to increase and in 2013, exceeded 13 million people due to in-bound migration from other prefectures.

The following table compares certain demographic and other metrics of Tokyo with the rest of the country:

	Tokyo	Japan	Tokyo's Share of Japan Total (%)	Ranking Among Prefectures
Area (<i>in square kilometres</i>) ^(a)	2,200	377,975	0.6%	45
Population (<i>in ten thousands</i>) ^(b)	1,410	12,397	11.4	1
Number of motor vehicles (<i>in thousands</i>) ^(c)	4,447	83,045	5.4	2
Number of universities and colleges ^(d)	144	810	17.8	1
Number of newspapers published (<i>in thousands</i>) ^(e)	2,720	28,590	9.5	1
Number of movie theatres ^(f)	323	1,464	22.1	1
Number of hospitals ^(g)	636	8,120	7.8	1

Sources:

- (a) As at 1st January, 2024. "Statistical reports on the land area by prefectures and municipalities in Japan" published by Geospatial Information Authority of Japan.
- (b) As at 1st March, 2024. Population of Tokyo: "Households and Population based on Basic Resident Register" (published by the Statistics Division, Bureau of General Affairs, the TMG). Population of Japan (provisional estimate for 1st March 2023): "Population Estimates –March 2024" (published by the Statistics Bureau, the MIC).

- (c) As at 30th November, 2023. Surveyed by Automobile Inspection & Registration Information Association.
- (d) As at 1st May, 2023. "School Basic Survey" published by the Ministry of Education, Culture, Sports, Science and Technology.
- (e) As of October 2023. Surveyed by The Japan Newspaper Publishers & Editors Association.
- (f) As at 31st March, 2023. "Report on Public Health Administration and Services 2022" published by the Ministry of Health, Labour and Welfare.
- (g) As at 31st December, 2023. "Survey of Medical Institutions" published by the Ministry of Health, Labour and Welfare.

Tokyo's Long-Term Strategy

In March 2021, after a comprehensive process of agenda-setting and public comment beginning in 2019, the TMG formulated a strategy for Tokyo's future, as its new long-term strategy. In light of the societal changes brought into relief by the COVID-19 pandemic, the TMG's new long-term strategy aims to leverage this opportunity for structural change to build upon and enhance the strategic vision for Tokyo's future laid out in December 2019 and to define a path for bringing that vision to reality.

The strategy for Tokyo's future is based on four basic pillars:

- Use backcasting as a method for planning for the future;
- Implement policy through collaborations with a variety of entities, including the private sector;
- Become a "Smart Tokyo" through digital transformation ("DX"); and
- Be agile in response to generational changes and changes in social conditions.

Through the implementation of these four pillars, the TMG seeks to realise its long-term vision for Tokyo as "a city where people can shine". Under its new strategic framework, the TMG sets forth a rearticulated version of its long-term vision for Tokyo, which consists of:

- 20 "visions" to achieve by the 2040s in areas such as childcare, education, gender equality and welfare;
- 20 + 1 strategic plans for 2030 to help realise the strategic vision, with the focus on three areas: community, children and the ageing population. The "+1" represents plan number zero – namely, to address the COVID-19 pandemic, which is essential to leading the way to a new Tokyo; and
- 122 specific projects and initiatives to enable and accelerate progress towards the achievement of the strategic plans.

Through the implementation of its long-term strategy, the TMG seeks to promote the realisation of Tokyo as a "Safe City", "Diverse City", and "Smart City", and also to secure the foundation for Tokyo's future as a city that balances growth and maturity.

In February 2022, the TMG set out certain new initiatives to add to its long-term strategy. These initiatives consist of:

- "Safety and security" – implementing crisis management plans to increase the safety and security of the residents of the Metropolis;
- "Inclusive society" – building a barrier-free society;
- "Green & digital" – creating a sustainable city in harmony with nature;
- "Global" – working towards becoming the world's global leading financial, economic and cultural city;
- "Children-first" – formulating policies to promote the wellbeing of children; and
- "Digital reformation of the Metropolitan government" – implementing structural improvements to better serve the needs of Tokyo's populace through DX.

In January 2023, the TMG set out additional initiatives to further update its long-term strategy in order to respond proactively to the emergence of global issues where conventional practices are no longer applicable, and the rapid decline in birthrates in Japan. These initiatives consist of:

- "'People' as a source of growth" – empowering "People" and drawing out the power of "People" to make it an indispensable driving force for the city's development;
- "The world's choice and world leading city" – refining Tokyo's attractiveness, nurturing new seeds for the city's growth and becoming the world's 'city of choice';
- "Safe, secure and sustainable Tokyo" – ensuring "safety and security" as the foundation for all urban activities and realizing a sustainable future; and
- "Initiatives beyond the conventional frameworks" – reforming social structures and rules that are barriers to growth.

In January 2024, the TMG further updated its long-term strategy in light of recovery from the impact of COVID-19, to make the most of Tokyo's potential and to take on issues that Japan has not yet addressed, such as population ageing and decline, decline in global competitiveness, and the escalating climate crisis. With priority placed on interdisciplinary engagement, the TMG has outlined the following four perspectives from which it aims to take steps to contribute to the realisation of a future Tokyo where each individual is able to maximise their potential:

- "People Shine" – cultivating people who will forge the future and realise a truly mature society where everyone shines;
- "Strengthen Global Competitiveness" – maximising Tokyo's potential to attract people and investment from around the world;
- "Safety and Security" – building a sustainable city that serves as a foundation for people to thrive; and
- "Structural Reforms for Japan's Future".

Administration

General

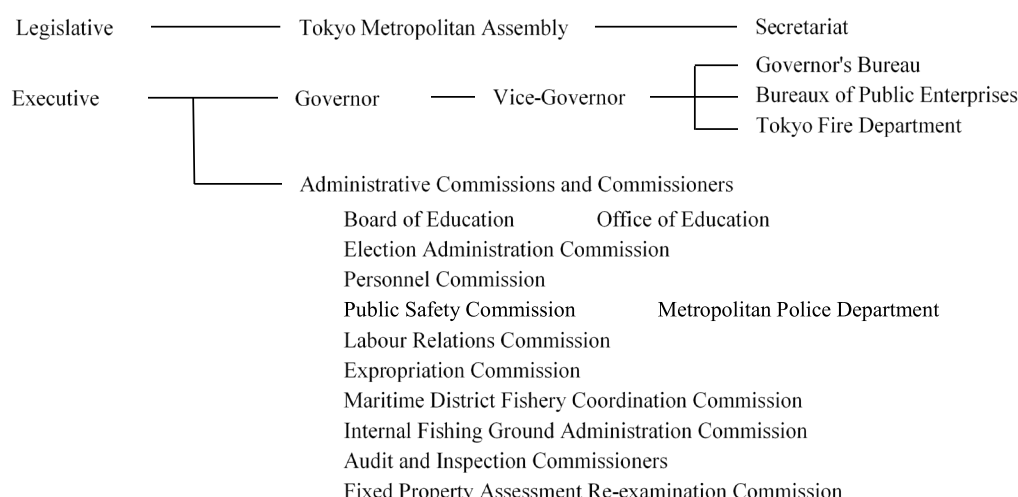
The Metropolis of Tokyo is one of the ordinary local public bodies provided for by the Local Autonomy Act. It is unique among local public bodies in Japan in that it exercises powers of prefectural administration over its 23 special wards (each of which is a special local public body) and over its cities, towns and villages (each of which is an ordinary local public body) and also exercises certain powers of municipal administration within the special ward areas, particularly in relation to matters requiring uniform treatment.

The Metropolis has also had certain functions of the Japanese Government delegated to it as set out in certain laws or regulations.

The Japanese Constitution grants each local public body, including the Metropolis, the right to manage its own property, affairs and administration, subject to certain laws concerning organisation and operations established by the Diet.

The administrative system of the Metropolis is divided into the legislative (the Assembly) and the executive (the Governor and a number of administrative commissions and commissioners). Whilst the Governor is the principal administrative officer of the Metropolis and exercises overall control of its administration, the Bureaux of Public Enterprises (Waterworks, Transportation and Sewerage Works), the Fire Department and the administrative commissions and commissioners are accorded a certain degree of autonomy.

The legislative and executive organs are outlined in the following table:



The Tokyo Metropolitan Assembly

The legislative body of the Metropolis is the Assembly, which is composed of 127 members elected for terms of four years by the citizens of 42 constituencies. All Metropolitan residents who are Japanese nationals and at least 18 years old are eligible to vote after continuous residence for three months. The most recent general election was held on 4th July, 2021.

The composition of the Assembly in terms of political parties, as at 15th April, 2024 is shown below:

	Number of Assembly Members
Liberal Democratic Party	27
TOMIN First	26
Tokyo Komei	23
Japanese Communist Party	19
The Constitutional Democratic Party of Japan	14
Meeting toward Future	4
Non-partisan (Tokyo Ishin).....	1
Non-partisan (Freedom Empowerment Association).....	1
Non-partisan (Green Tokyo).....	1
Non-partisan (Seikatsusha Network).....	1
Total.....	117

Note: Ten seats are vacant as at 15th April, 2024.

The Assembly functions basically as the decision-making organ of the Metropolis and has the legislative power to enact, amend and repeal by-laws and to approve or reject the budget submitted by the Governor. The Governor must obtain the consent of the Assembly before they appoint the Vice-Governors, the Audit and Inspection Commissioners and certain other senior executive officials. The Assembly, as the representative of the residents, can also examine, investigate and ask for explanations about the administration and fiscal activities of the Metropolis.

Ordinary legislation may be introduced by any member of the Assembly, with the consent of one twelfth part of the Assembly, and by the Governor, but the right to introduce budgetary legislation is exclusively vested in the Governor. The Assembly has the power to increase or decrease funds for particular budget proposals. The Governor can require the Assembly to reconsider action taken but the Assembly may confirm its position by a vote of two-thirds of the members present. In the event that the Assembly fails to appropriate funds for expenses which the Metropolis is obliged to meet, the Governor may appropriate and disburse the necessary funds without Assembly approval. If the Governor loses a vote of confidence in the Assembly, they must resign unless they dissolve the Assembly within ten days.

Regular sessions of the Assembly are convened by the Governor four times a year and usually last for approximately two weeks, although the initial session each year, which deals with the budget, normally extends for 30 days. The Governor may also convene a short extraordinary session whenever they deem necessary.

The Executive Body

The executive body consists of the Governor and a number of administrative commissions and commissioners.

The Governor is elected by direct popular vote for a four-year term. The most recent election for Governor was held on 5th July, 2020. The Governor represents the Metropolis, is its principal administrative officer and is responsible for executing the decisions of the Assembly. Some of the Governor's duties are carried out on her behalf by the Vice-Governors and other officials.

The Bureaux of Waterworks, Transportation and Sewerage Works have managers, appointed by the Governor, who have authority to represent the Metropolis in all matters related to the public enterprises under their control except for certain functions reserved to the Governor.

Firefighting is usually the responsibility of the individual municipality (city, town or village) but the special wards are considered a single municipality for this purpose and it is the Governor's task to supervise the Tokyo Fire Department and fire stations. The head of the Tokyo Fire Department, appointed by the Governor, is the Superintendent-General who has the authority to appoint and supervise officers and firefighters.

In order to prevent an undue concentration of power in one individual, certain executive powers are vested in independent administrative commissions and commissioners. These commissioners are in most cases appointed by the Governor, with the consent of the Assembly to the appointment generally also being required.

The maximum numbers of employees, including short-time employees who were reappointed after retiring from full-time positions, and excluding employees who are temporarily retired, temporary employees, part-time employees and similar such staff, of the Metropolis in the fiscal years 2023 and 2024, which are stipulated in the by-laws of the Metropolis, are 165,431 and 166,665, respectively.

Dissolution, Dismissal and Inspection

The Assembly may be dissolved, or the Governor may be dismissed, by the vote of a majority of voters following a demand for dissolution or dismissal, as the case may be, signed by at least one-third of all eligible voters. A demand for dissolution may not be made within one year following a general election or the vote on a previous demand for dissolution. A demand for dismissal may not be made within one year after the incumbent Governor assumes office or the vote on a previous demand for dismissal.

Eligible voters may demand the enactment, amendment or repeal of Metropolitan by-laws, except those relating to local taxes, charges or fees, and may request the Audit and Inspection Commissioners to investigate any aspect of the affairs of the Metropolis. In each case the signatures of one-fiftieth of all eligible voters are required. A demand relating to by-laws is submitted to the Assembly but is not binding upon it, although the Audit and Inspection Commissioners must carry out any investigation that is requested. The five Audit and Inspection Commissioners, two of whom are members of the Assembly, are responsible for making periodic examinations of the accounts of the Metropolis and may, on their own initiative, investigate other financial matters of the Metropolis as well.

Economic Position

General Tokyo

Tokyo is the business centre of Japan and makes a greater contribution to the national economy than any other city. Particularly significant is the concentration in the capital of public and private sector administration. In addition to being the location of the legislative, administrative and judicial branches of the Japanese Government, Tokyo is the administrative seat of more than half (according to statistics available at the website of the National Tax Agency of Japan, 62.1 per cent. in fiscal year 2021) of all Japanese privately-owned enterprises with a paid-in capital of more than ¥5 billion.

Gross Product

The gross product of Tokyo in the fiscal year 2021 was ¥113,685.9 billion, which accounted for 20.7 per cent. of the gross domestic product of Japan. Per capita income in Tokyo in the fiscal year 2021 was ¥5,760 thousand, about 1.8 times higher than the national average.

The following table sets forth a breakdown of the gross product of Tokyo for the fiscal years 2019, 2020 and 2021 by category of business:

	FY2019 Actual		FY2020 Actual		FY2021 Actual	
	(billions of yen)	(%)	(billions of yen)	(%)	(billions of yen)	(%)
Services ^(b)	¥20,961.6	18.3%	¥19,345.9	17.7%	¥19,835.8	17.4%
Wholesale and Retail Trade	24,776.0	21.6	22,649.6	20.7	24,533.3	21.6
Finance and Insurance.....	8,690.4	7.6	8,508.7	7.8	8,691.6	7.6
Manufacturing.....	7,839.3	6.8	7,600.5	6.9	7,988.2	7.0
Public Administration.....	4,192.7	3.7	4,318.2	3.9	4,336.4	3.8
Transport and Postal Services.....	4,497.3	3.9	3,142.6	2.9	3,325.3	2.9
Information and Communications..	12,702.0	11.1	12,780.2	11.7	13,343.6	11.7
Construction.....	4,727.1	4.1	4,825.5	4.4	4,895.6	4.3
Others	26,141.6	22.8	26,248.7	24.0	26,736.1	23.5
Total.....	114,527.9	100.0%	109,419.9	100.0%	113,685.9	100.0%

Notes:

(a) Amounts calculated based on current prices.

(b) Services includes (a) accommodation and restaurant services, (b) professional, technical and supporting services and (c) other services.

Source: "Annual Report on Prefectural Accounts of Tokyo: FY2021" published by the Metropolis.

Labour and Employment

As a main driver of economic activity and a major population centre in Japan, Tokyo contributes a significant portion of the nationwide labour force. According to the MIC, the productive-age population (defined as persons 15-64 years of age) in Tokyo as of 1st October, 2023 was estimated to be 9.37 million, or 12.7 per cent. of the productive-age population in Japan as a whole.

The unemployment rate in Tokyo has steadily decreased in recent years. According to the MIC's Labour Force Survey, the unemployment rate in Tokyo was 2.3 per cent. in 2019, 3.1 per cent. in 2020, 3.0 per cent. in 2021, 2.6 per cent. in 2022 and 2.5 per cent. in 2023.

Services

The contribution of service industries to the gross product of Tokyo has increased steadily for a number of years reflecting the growing demand for recreational facilities and the rising importance of Tokyo as an international city.

Wholesale and Retail Trade

Tokyo's functionality as a commercial city is increasing as its industrial importance decreases. According to the Economic Census for Business Activity, 2021, the numbers of stores, persons engaged in retail and wholesale trade, and annual sales volume for retail and wholesale combined in Tokyo were the highest in the nation, accounting for 11.5 per cent., 17.0 per cent. and 33.5 per cent., respectively, of the national totals. Particularly noteworthy is Tokyo's large share in the total wholesale business of the nation.

The following table gives comparative figures for Tokyo and the whole of Japan for 2021:

	Tokyo	Japan	Tokyo's Share of Japan Total (%)
<i>Wholesale</i>			
Number of stores	53,160	348,889	15.2%
Number of persons engaged	1,034,583	3,856,785	26.8
Annual sales volume (in billions of yen)	160,884	401,634	40.1

	Tokyo	Japan	Tokyo's Share of Japan Total (%)
<i>Retail</i>			
Number of stores	87,895	880,031	10.0
Number of persons engaged	906,332	7,540,345	12.0
Annual sales volume (in billions of yen)	20,055	138,180	14.5
<i>Total</i>			
Number of stores	141,055	1,228,920	11.5
Number of persons engaged	1,940,915	11,397,130	17.0
Annual sales volume (in billions of yen)	180,939	539,814	33.5

Source:

"Economic Census for Business Activity, 2021" published by METI.

Note:

Number of stores and number of persons engaged are based on survey conducted on 1st June, 2021. Annual sales volume based on data for period from 1st January, 2020 to 31st December, 2020.

Manufacturing

Though gradually losing their relative importance over a period of years, reflecting the relocation of large factories in the surrounding prefectures as a result of the restrictions imposed on them in highly urbanised areas, manufacturing industries still play a vital role in the Tokyo economy.

The value of industrial shipments from Tokyo in 2022 amounted to ¥7,622.7 billion, accounting for 2.3 per cent. of the national total and ranking 16th among the 47 prefectures. In terms of both numbers of factories and persons engaged in manufacturing industries, Tokyo ranked third and eighth, providing 6.9 per cent. and 3.5 per cent., respectively, of the totals.

The following table gives a breakdown of Tokyo's major manufacturing industries by value of industrial shipments in 2022:

	Value of Industrial Shipments (billions of yen)	Share of Tokyo's Total (%)	Share of Japan's Total (%)
Transportation equipment.....	¥1,194.3	15.7%	1.9%
Printed products.....	784.6	10.3	16.2
General machinery	1,012.4	13.3	2.4
Electrical machinery and equipment.....	689.5	9.0	3.5
Food	766.3	10.1	2.6
Information and communication equipment.....	501.7	6.6	8.2
Chemical industry products.....	434.2	5.7	1.4
Others.....	2,239.6	29.4	1.7
Total	¥7,622.7	100.0%	2.3%

Source: "Survey of actual economic structure, 2022" published by METI.

Note:

Industrial shipments made by, and numbers of factories and persons engaged in manufacturing industries of, enterprises comprising three people or less are not reflected in data in this paragraph and the above table.

Transportation and Communication

Tokyo is the hub of the Japanese transportation industry. It is served by all major Japanese railways and Tokyo International Airport (Haneda) is one of the nation's major air terminals. The Port of Tokyo offers harbour facilities for a wide range of vessels in international and domestic trade.

The following table sets forth various figures for the Port of Tokyo in 2022:

Exports (in billions of yen)	7,470
Imports (in billions of yen)	15,393
Number of arriving vessels.....	21,412
Gross tonnage of arriving vessels (in thousand tonnes).....	140,350
Cargo handled (in thousand tonnes).....	83,926

Source:

"The State of the Port of Tokyo, 2022" published by the Metropolis.

Finance and Insurance

Tokyo is the financial centre of Japan and the location of the Bank of Japan. A large number of major banks, insurance companies and securities houses have their head offices in Tokyo. As at 31st March, 2023, 36.6 per cent. of total Japanese bank deposits were held by banks located in Tokyo and 43.3 per cent. of total bank loans were advanced in Tokyo, according to statistics published by the Bank of Japan.

Major Activities of the TMG

Urban Facilities

City planning is carried out by the TMG to promote the orderly development and steady improvement of buildings in Tokyo and to provide facilities for a healthy and cultural urban life for its citizens. For this purpose the TMG formulates land use plans, urban facilities plans (such as roads, railways, sewers and parks) and urban development plans. Building regulations are also imposed for safety, fire prevention and sanitation purposes, as well as to ensure the conformity of buildings with city planning requirements.

At present, the TMG is promoting urban development with greater emphasis on the environment, greenery and landscape, in addition to reinforcing its international competitiveness and securing public safety under the basic goal of developing "a mature, advanced city with vitality and comfort".

Housing

The TMG is developing policies for private housing, public housing, and public rental housing that are suited for the characteristics of each type of housing.

In the field of publicly-owned housing, as at 31st March, 2024, the TMG owned and managed about 255,000 housing units of TMG housing and other residents which are let at low rents to the low-income stratum.

Currently, based on the "Master Plan for Housing" revised in March 2022, the TMG is promoting a wide range of initiatives, such as strengthening the housing safety nets in a society with low birthrate and aging and shrinking population. The TMG also emphasises on promoting social maturation, while also aiming for growth such as by promoting DX and zero emissions in residential urban areas.

Roads, Rivers and Parks

Roads

There were approximately 24,758 kilometres of roads in Tokyo in April 2023, of which 2,368 kilometres, or 9.6 per cent., were the responsibility of the TMG. Besides maintaining and improving existing roads, the TMG also undertakes the construction of new roads according to city plans.

Rivers

The TMG's activities with regard to river control vary from area to area, depending upon local features, and include flood and tidal wave prevention, improving river environments, landslide disaster prevention, coastline preservation and others.

Parks

In April 2023, there were 12,110 urban parks and other green areas in Tokyo with a combined expanse of approximately 8,077 hectares or 5.74 square metres per head of population. The TMG attaches great importance to the provision of parks and other green areas. As part of its promotion of sustainable and attractive urban development, the TMG has made improvements to Takaido Park, Shinozaki Park, Higashi Fushimi Park and other public parks while continuing to open new green spaces.

In addition to urban parks, there are three national parks, one quasi-national park and six Metropolitan parks, all in areas of outstanding natural beauty and which are visited by approximately 4 million people

annually. The TMG also operates five zoos, including the Ueno Zoological Gardens and the Tama Zoological Park.

The preservation of green areas and natural scenery is regarded by the TMG as an essential element of its activities with regard to parks and it exercises its authority to promulgate regulations with a view to achieving this objective.

The Port of Tokyo

The Port of Tokyo is a major international port that plays a critical role in sustaining economic activity and supporting a population of over 40 million residents in the broader capital region, while also serving key functions as an industrial base and a space for recreational activity and lifestyles.

As administrator of the Port of Tokyo, the TMG is engaged in operations and management at the port, improving functionality, and maintenance of waterfront facilities. In 2022, TMG managed container freight volume of 46.25 million tonnes. The waterfront area, consisting of 2,766 hectares of reclaimed land, is actively used for logistics services, metropolitan transit network improvements, urban redevelopment and facilities, and environmental restoration and creation of new neighborhoods.

Public Transport

The TMG operates buses, underground railways, a tram and the Nippori-Toneri Liner. During the fiscal year 2022, these services carried a total of about 2.95 million passengers daily. During the fiscal year 2022, there were 1,468 buses in service, transporting approximately 570 thousand passengers daily on 129 routes. The underground railways operated by the TMG, which total 109.0 business kilometres in length, are the Asakusa Line, the Mita Line, the Shinjuku Line and the Ōedo Line. During the fiscal year 2022, the underground railways carried an average of about 2.24 million passengers daily. The only remaining tramline is the Tokyo Sakura Tram (the Arakawa Line). The "Nippori-Toneri Liner" is an automated guideway transit system spanning 9.7 business kilometres in coverage.

Waterworks

The TMG supplies approximately 4.14 million cubic metres of drinking water per day on average to approximately 13.70 million inhabitants of the 23 special wards and of 26 cities and towns in the Tama district, the total area supplied extending to 1,239 square kilometres. The water supply dissemination rate in that area has been 100 per cent. since 1988. The sources of Tokyo's water supply are the Tonegawa, Arakawa and Tamagawa rivers and others.

Sewerage System

The TMG is responsible for the construction, maintenance and management of the sewerage system in the 23 special wards. In the Tama district, the TMG constructs, maintains and manages the treatment plants and the main pipes of the regional sewerage system, while the individual municipal governments in the district are responsible for the branch pipes connecting with the main pipes. As of the last day of the fiscal year 1994, the sewerage system coverage rate reached nearly 100 per cent. of the population of the 23 special wards, and the current sewerage system coverage rate in Tama district is approximately 99 per cent.

Social Services

Welfare

Senior Citizens

In January 2024, there were approximately 3.14 million people aged 65 years or older living in Tokyo. Of these senior citizens, many need assistance, such as those living alone, those who are bed-ridden or those suffering loss of mental acuity. For this reason, the TMG (i) provides essential services for those who live at home and (ii) provides homes for those who cannot live with their families. In April 2000, the Long-Term Care Insurance System was introduced in Japan and the TMG assists its 23 special wards, cities, towns and villages in providing the senior citizens who are bed-ridden or suffering loss of mental acuity with care services under the system. The TMG also assists other senior citizens by introducing employment opportunities and providing subsidies and counselling to old people's clubs to encourage their social activities.

People with Disabilities

As at 31st December, 2023, there were more than 735 thousand people with disabilities having the relevant certifications in Tokyo. For these people the TMG (i) provides counselling services, (ii) subsidises medical fees, (iii) provides allowances and practical assistance to people with disabilities living at home, (iv) provides facilities for the treatment, training and guidance of the disabled, (v) assists in the management of welfare factories and other centres that produce employment opportunities for people with disabilities and (vi) promotes social activities for the disabled.

Children

The child (under 18 years old) population of Tokyo was approximately 1.79 million in January 2024. In order to promote the healthy upbringing of children, the TMG engages in such activities as (i) establishing guidance centres for consultation on problems related to children, (ii) subsidising day-care centres for children under school age who cannot be looked after at home owing to the guardian's employment or for other reasons, (iii) managing foster homes for children who are unable to enjoy an ordinary life with their families and (iv) taking care of single parent families.

Health

Currently, there are 146 health centres and other healthcare related centres in Tokyo which promote public health in the region. Of these establishments, 12 are administered in the Tama district and the islands by the TMG and through these health centres, the TMG, together with the local governments, (i) conducts health counselling, (ii) seeks countermeasures against infectious diseases, (iii) carries out food and drug safety inspections and (iv) monitors the sanitary condition of public baths and other similar business facilities.

Environmental Protection

The TMG is accelerating its efforts to achieve "Carbon Half", a plan to halve greenhouse gas emissions by 2030 compared to 2000, with the goal of realising "zero emission Tokyo", which seeks to contribute to net zero CO2 emissions worldwide by 2050.

In September 2022, the TMG formulated the new "Tokyo Environmental Master Plan", setting forth specific goals and measures based on the recognition that action by 2030 is critical in order to realise the ideal state of the environment by 2050.

The TMG has also strengthened its effective initiatives, as part of which the TMG amended the Environmental Assurance Ordinance in December 2022 to make Tokyo the first place in Japan to require solar panels on new small- and medium-sized buildings such as detached houses.

The TMG aims to join forces with various entities, including residents of the Metropolis and businesses to cultivate a sustainable, safe, secure, comfortable, green and resilient global city.

Education

School Education

As at 1st May, 2023, there were 959 kindergartens, 55 accredited early childhood education and care centres, 1,323 elementary schools, 800 junior high schools, 8 unified elementary and junior high schools, 429 senior high schools, 8 six-year high schools, 71 special needs schools and 543 other schools such as higher technical schools in Tokyo, which figures include both public and private schools. A total of approximately 1.54 million infants and students attend these 4,196 schools. These schools comprise state schools which are administered by the national government, public schools which are administered by the TMG and other local governments in Tokyo, and private schools which are independently owned. State, public and private schools account for 1 per cent., 55 per cent. and 44 per cent., respectively, of the total number of schools and 1 per cent., 64 per cent. and 35 per cent., respectively, of all infants and students attending such schools.

Public kindergartens, accredited early childhood education and care centres, elementary schools, junior high schools and unified elementary and junior high schools are principally administered by the municipal governments, whereas senior high schools, six-year high schools and special needs schools are principally

administered by the TMG. The TMG's approval is required for the establishment or closing of private schools and it also provides them with administrative guidance and financial assistance, although, in the case of private kindergartens and higher technical schools, these functions are delegated to the mayors of the special wards and cities in which they are located.

Social and Cultural Education

The TMG engages in various activities for the benefit of citizens of all ages to provide them with the facilities and opportunities required to enhance the level of their cultural education and to engage in healthy outdoor activities with a view to creating a well-balanced society.

Other Services

Consumer

Acting in the interests of consumers, the TMG (i) takes measures to prevent damage and danger caused in relation to goods and services, (ii) acts to prevent improper sales and seeks redress for those who suffer as a result of such sales, (iii) sets standards for labelling, packaging and measuring and (iv) ensures that goods and services are offered for sale to consumers in such manner as will satisfy a variety of their needs.

Community and Culture

The TMG supports activities that foster a community spirit and also promote cultural activities amongst its residents. In this regard it often acts in concert with municipal governments.

Sports Promotion

The TMG aims to maximise the legacy of the 2020 Olympic and Paralympic Games (together, the "Games") through "Sports Field Tokyo" by providing a variety of environments for "playing, watching, and supporting" sports, and by increasing the popularity of para-sports, so that everyone can enjoy the power of sports, such as health improvement and human connections. The policy goals of this measure include raising the percentage of Tokyo residents who play sports at least once a week to 70 per cent., which would be the highest level in the world, and raising the percentage of Tokyo residents with disabilities who play sports at least once a week to 50 per cent.

Central Wholesale Market

The Tokyo Metropolitan Central Wholesale Market was established to ensure stable supplies of perishable commodities at moderate prices. The TMG's role in this respect is to administer the market, to maintain and manage the related facilities and to supervise market practices. In 2023, the annual turnover of perishable food products, etc. comprised 309,176 tonnes of marine produce, 1,765,731 tonnes of agricultural produce, 82,841 tonnes of meat, 1,028 million pieces of cut flowers, cut leaves and cut branches, 21 million potted flowers and 3 million boxes of young plants and other products.

Industry and Employment

Industry

The present situation with regard to industry in Tokyo is described under the caption "—Economic Position". The TMG's policies in this sector are aimed principally at small- and medium-scale businesses, at industry and energy, at the tourism industry and at agricultural, forestry and fishery operations.

As regards small- and medium-scale businesses, the TMG provides (i) information as well as guidance and consultancy services, (ii) assistance for introducing management techniques, (iii) financial and other assistance to venture businesses, and (iv) assistance in financing operations through loan facilities. In respect of industry and energy, the TMG implements measures to (i) promote energy efficiency, (ii) expand the use of renewable energy, (iii) promote hydrogen and other alternative energy and (iv) disseminate and promote Zero Emission Vehicles (ZEV). In the tourism industry, the Metropolis takes measures to promote Tokyo internationally, to develop tourism resources and to improve facilities aimed at foreign tourists. With regard to agriculture, forestry and fisheries, the TMG devises and implements schemes for the development of urban agriculture and the promotion of agriculture, forestry and fisheries in mountainous communities and on the islands.

Employment

See "—Economic Position" for further information on employment in Tokyo. The TMG implements measures to (i) modernise labour relations and improve working conditions, particularly for those employed by smaller businesses, (ii) provide services for finding suitable employment and (iii) supply vocational training.

Disaster Prevention and Security

To protect the life and property of Tokyo citizens, the TMG is taking measures in relation to various kinds of disaster, such as emerging infectious diseases and terrorism, in addition to natural disasters, such as earthquakes, storms, floods and other natural disasters.

In March 2021, the "Tokyo Disaster Prevention Plan 2021" was formulated in order to improve rapid response to natural disasters including earthquakes, storms, floods and volcanic eruptions. The plan aims to further improve the understanding, self-help, mutual assistance and cooperation of residents. The TMG intends to further make progress steadily in establishing a disaster response system and creating a city that is resilient against disasters, and thereby form a society where citizens are able to help one another and take appropriate action.

Firefighting and Rescue

The Tokyo Fire Department is a comprehensive disaster prevention organisation operating under its own authority in the 23 special wards. In addition, local authorities in 25 cities, three towns and one village in the Tama district have entrusted firefighting responsibility to the Tokyo Fire Department. As at 1st April, 2024, it operated 292 fire stations and fire station branches and 2,777 fire engines and other appliances. To protect citizens' lives and property from disasters, the Tokyo Fire Department is engaged in the tasks of preventing, guarding against and suppressing fires, and rescuing and providing ambulance services to victims of traffic and industrial accidents. It also carries out extensive disaster prevention activities, such as earthquake countermeasures and flood prevention activities.

Police

The Metropolitan Police Department is responsible for (i) street patrols, (ii) traffic control, (iii) crime investigation and prevention and (iv) the prevention of juvenile delinquency. To assist it in these tasks, the TMG had, as at 31st March, 2024, 102 police stations and 1,113 police substations, etc. throughout Tokyo and 494 patrol cars. In this way the Police Department provides a highly mobile service keeping in close contact with the local community.

Revenue and Expenditure

The Metropolis prepares annual statements of revenues (being receipts by the Metropolis) and expenditures, as required by the Local Autonomy Act. This account settlement information is prepared on a cash basis in accordance with Local Governmental Accounting Standards and covers the Metropolis' General Account and Special Accounts. Account settlement information for each of the Metropolis' Public Enterprise Accounts is prepared on a separate basis. As described below and in "Presentation of Financial Information", the Metropolis also prepares financial statements based on accrual basis accounting.

The Metropolis is also required to prepare and submit a report to the Japanese Government each year on its revenues and expenditures based on its Ordinary Accounts. See "Financial Status – Revenues and Expenditures in the Ordinary Account of the Metropolis" for more information on the Metropolis' Ordinary Accounts.

The Metropolis also prepares annual financial statements for its General Account and Special Accounts in accordance with Tokyo Metropolitan Government Accounting Standards and publishes such financial statements as a supplement to its account settlement information based on Local Government Accounting Standards. Certain portions of the Metropolis' Tokyo Accounting Standard Financial Statements for the fiscal years 2020, 2021 and 2022 have been included in Annex A to this Offering Circular.

For more information regarding the several types of accounts and accounting procedures prepared by the Metropolis, see "Presentation of Financial Information".

Unless otherwise stated, the following discussion relates to the Metropolis' account settlement information prepared on a cash basis in accordance with Local Governmental Accounting Standards.

Budgetary System

The Governor is charged with the responsibility of preparing the annual Metropolitan budget, submitting it to the Assembly, generally in February each year, and obtaining the approval of the Assembly before the beginning of each fiscal year on 1st April. The Metropolis, like all other ordinary local public bodies, is required to use a fiscal year commencing on 1st April and ending on 31st March of the following year. From time to time the original budget may be supplemented by resolutions of the Assembly initiated by the Governor. The MIC must be advised of the adoption of the budget, and a summary of it is published in the Official Gazette of the Metropolis.

The revenues and expenditures of the Metropolis are audited at least once each fiscal year by the Audit and Inspection Commissioners, who are required to deliver reports of their audits to the Assembly and the Governor, and such reports are published in the Official Gazette of the Metropolis.

Accounts

The accounts of the Metropolis consist of (i) the General Account, (ii) a number of Special Accounts and (iii) Public Enterprise Accounts. The General Account and the Special Accounts of the Metropolis for each fiscal year are closed on 31st May of the following fiscal year. Therefore, the figures for revenue and expenditure for the fiscal year, and the outstanding amounts as at the end of the fiscal year (i.e., 31st March of the following calendar year) in these accounts reflect the cash flows until 31st May of the following fiscal year and are attributable to the receivables and payables accrued in the relevant fiscal year. The Chief Director of Accounting of the Metropolis must submit a final statement of those accounts to the Governor within three months thereafter. The Public Enterprise Accounts are closed at the end of the fiscal year on 31st March and the manager of each public enterprise must submit a final statement of its accounts to the Governor within two months thereafter. The Governor must refer all final statements to the Audit and Inspection Commissioners for their opinion and the statements and opinions are then submitted to the Assembly for a vote on the final statements. After consideration by the Assembly, the final statements are reported to the MIC and summaries are published in the Official Gazette of the Metropolis.

The General Account provides for all general expenditures of the Metropolis such as those for education, police and firefighting, public works, social welfare and public housing. The Special Accounts are established for the execution of specific projects or in cases where there is a necessity for treating specific revenues and expenditures separately from the general ones. As at 1st April, 2024 there were 18 Special Accounts. The Public Enterprise Accounts are for the public enterprises run by the Metropolis such as the waterworks, sewerage works and underground railways. 9 Public Enterprise Accounts were being maintained as at 1st April, 2024. The General Account and the Special Accounts are managed on a cash basis and the Public Enterprise Accounts are managed on an accrual basis.

General Account

The following table shows actual revenues and expenditures for the fiscal years 2020, 2021 and 2022 and the estimated revenues and expenditures in the final budget for the fiscal year 2023 and the original budget for the fiscal year 2024 for the Metropolis' General Account:

	FY2020	FY2021	FY2022	FY2023	FY2024
	Actual	Actual	Actual	Estimated in Final Budget	Estimated in Original Budget
	<i>(millions of yen)</i>				
Revenues					
Metropolitan Taxes	¥5,349,831	¥5,847,910	¥6,164,368	¥6,312,124	¥6,386,470
Local Transfer Taxes	47,301	53,343	63,788	65,941	63,825
Special Local Government Grants	8,976	28,097	7,791	7,282	44,194
Special Grants.....	2,950	2,897	2,700	3,153	3,138
Rents and Fees.....	75,836	76,913	78,645	84,921	83,241
National Treasury Disbursement.....	1,200,274	2,491,560	1,236,193	743,363	378,519
Transferred from Other Accounts	686,895	289,541	776,361	566,145	714,638
Metropolitan Debt ^(a)	471,188	224,279	209,652	238,735	312,663
Carried Over from Preceding Fiscal year	227,105	201,661	285,672	229,703	1

	FY2020	FY2021	FY2022	FY2023	FY2024
	Actual	Actual	Actual	Estimated in Final Budget	Estimated in Original Budget
	(millions of yen)				
Others	618,255	531,175	507,778	600,665	466,310
Total	<u>¥8,688,613</u>	<u>¥9,747,377</u>	<u>¥9,332,949</u>	<u>¥8,852,032</u>	<u>¥8,453,000</u>
Expenditures^(b)					
Metropolitan Assembly	5,103	5,149	5,011	5,283	5,419
General Administration	273,817	240,007	263,763	584,147	368,474
Tax Collection	68,083	70,636	74,210	74,737	84,784
Citizens, Cultural and Sports Affairs	—	—	51,330	58,002	91,975
Citizens and Cultural Affairs	29,689	26,747	—	—	—
Sports Promotion	100,449	300,380	—	—	—
Urban Development	91,709	87,929	101,235	117,319	143,296
Environmental Protection	48,239	56,687	370,918	259,122	175,783
Social Welfare and Public Health	1,760,705	1,781,243	1,993,633	1,690,424	—
Social Welfare	—	—	—	—	1,104,502
Public Health	—	—	—	—	492,753
Industrial and Labour Affairs	1,394,876	2,157,808	830,904	683,937	676,385
Public Works	427,235	412,747	430,272	523,257	636,558
Port and Harbour	85,480	73,333	74,164	91,797	100,365
Education	813,960	816,299	834,521	890,209	1,009,413
Police	636,345	623,294	633,300	653,166	682,260
Firefighting and Prevention	246,947	244,016	249,924	263,906	279,384
Debt Service ^(c)	346,950	327,142	343,534	342,189	323,848
Others	2,157,367	2,238,287	2,791,120	2,614,537	2,277,801
Total	<u>¥8,486,952</u>	<u>¥9,461,704</u>	<u>¥9,047,840</u>	<u>¥8,852,032</u>	<u>¥8,453,000</u>
Balance	<u>¥201,661</u>	<u>¥285,672</u>	<u>¥285,109</u>	<u>¥0</u>	<u>¥0</u>

Notes:

- (a) Includes proceeds from new borrowings incurred by the Metropolis.
- (b) The total unaudited amounts of costs incurred by public enterprises which the Metropolis paid to public enterprises were ¥238.3 billion, ¥208.0 billion and ¥193.7 billion in the fiscal years 2020, 2021 and 2022, respectively. Such costs are included mainly in the total amount of the relevant actual expenditures in the above table. Also, the estimated total amounts of such costs for the fiscal years 2023 and 2024 are included mainly in the total amounts of the estimated expenditures in the final budget for the fiscal year 2023 and the original budget for the fiscal year 2024, respectively.
- (c) Substantially all of the amounts comprise amounts contributed to the sinking fund reserve and repayments on principal and payments of interest.

Revenues

In the fiscal 2021, the Metropolis' revenues increased by ¥1,058,764 million compared to the fiscal year 2020, due mainly to an increase of ¥1,291,286 million in national treasury disbursement. In the fiscal year 2022, the Metropolis' revenues decreased by ¥414,428 million compared to the fiscal year 2021, due mainly to a decrease of ¥1,255,367 million in national treasury disbursement. In the fiscal years 2020, 2021 and 2022, Metropolitan taxes comprised 61.6 per cent, 60.0 per cent. and 66.0 per cent., respectively, of the Metropolis' total revenues (including new borrowings). For a more detailed description of the Metropolitan taxes, including a breakdown by major category, see "— Taxation — Tax Revenues".

Estimated Revenues

The following table gives the breakdown of estimated revenues in the original budget for the fiscal year 2024 for the Metropolis' General Account (as a percentage of the total estimated original budget):

	FY2024 Estimated in Original Budget (%)
Metropolitan taxes	75.6%
Dependent revenue ^(a)	5.8
Metropolitan debt	3.7
Others ^(b)	15.0

Notes:

- (a) "Dependent revenue" consists of local transfer taxes, subsidies, special local government grants, special grants and national treasury disbursement.

- (b) "Others" include dues and contributions, rents and fees, property revenues, donations, amounts transferred from other accounts, miscellaneous revenues and carried over from the preceding fiscal year.

As the above table shows, the estimated proportion of the Metropolis' total revenues attributable to sources other than dependent revenue and issuance of debt in the Metropolis' original budget for the fiscal year 2024 is 90.5 per cent. This is referred to as the independent revenue ratio, reflecting the proportion of revenues which a local government can raise independently of the central government (e.g., local taxes, usage charges, charges for services, commissions, property revenues and other miscellaneous revenues). According to the MIC, the comparable ratio for all local public bodies in Japan is 52.3 per cent. (calculated based on the weighted average of all local governments in Japan, including the Metropolis). The Metropolis' relatively high independent revenue ratio provides the Metropolis with substantial flexibility in its fiscal management.

The following table gives the breakdown of estimated revenues in the local finance plan for the fiscal year 2024 for all local governments in Japan (as a percentage of the total estimated original budget):

	FY2024 Estimated in Local Finance Plan
	(%)
Local taxes.....	45.6%
Dependent revenue.....	40.9
Municipal bond.....	6.7
Others.....	6.7

Expenditures

In the fiscal year 2021, the Metropolis' expenditures increased by ¥974,752 million compared to the fiscal year 2020, due mainly to an increase of ¥762,932 million in industrial and labour affairs. In the fiscal year 2022, the Metropolis' expenditures decreased by ¥413,864 million compared to the fiscal year 2021, due mainly to a decrease of ¥1,326,904 million in industrial and labour affairs.

Estimated Expenditures

The following table gives the breakdown of estimated expenditures in the original budget for the fiscal year 2024 for the Metropolis' General Account (as a percentage of the total estimated original budget):

	FY2024 Estimated in Original Budget
	(%)
Payroll-related expenses.....	20.4%
Subsidies.....	20.0
Investment expenses.....	12.7
Financial adjustment grant for special wards ^(a)	14.4
Expenditure for Public Bonds.....	3.8
Others ^(b)	28.8

Notes:

- (a) The Metropolis posts the financial adjustment grant for special wards as an expenditure based on the Local Autonomy Act, through which a portion of certain tax revenues received by the Metropolis are transferred to the 23 special wards and are allocated with the goal of adjusting the imbalances of financial strength among the special wards and ensuring the continued provision of public services by the special wards.
- (b) "Others" include loans, non-personnel expenses and money drawn for the Public Enterprise Accounts, among others.

As the above table shows, the estimated proportion of the Metropolis' total expenditure attributable to mandatory spending, i.e., payroll-related expenses and expenditure for public bonds, in the Metropolis' original budget for the fiscal year 2024 is 24.2 per cent. According to the MIC, the comparable ratio for all local public bodies in Japan is 33.2 per cent. (calculated based on the weighted average of all local governments in Japan, including the Metropolis). The Metropolis' relatively low mandatory expenses ratio, together with a substantial portion of expenses that can be adjusted based on the Metropolis' policy priorities, such as investment expenses, provide the Metropolis with substantial flexibility in its fiscal management.

The following table gives the breakdown of estimated general account expenditures in the local finance plan for the fiscal year 2024 for all local governments in Japan (as a percentage of the total estimated original budget):

	FY2024 Estimated in Local Finance Plan (%)
Payroll-related expenses.....	21.6%
Investment expenses.....	12.8
Expenditure for Public Bonds.....	11.6
Others.....	54.0

In July 1999, the Metropolis developed its administrative and fiscal reform covering the period from the fiscal year 2000 to the fiscal year 2003 reflecting the effect of the prolonged economic stagnation and the unavoidable transformation of its fiscal structure. Further, in October 2003, the Metropolis developed its second administrative and fiscal reform covering the period from the fiscal year 2004 to the fiscal year 2006. As a result of these reforms, the level of spending in administrative activities was held down since the fiscal year 2000. In addition, there have been efforts to improve efficiency and effectiveness and to strictly verify each policy since achieving the administrative and fiscal reform. Through planned utilisation of funds and the issuance of debts, spending in administrative activities has maintained a relatively stable level despite fluctuations in tax revenues, and the Metropolis has provided stable administrative services throughout the periods.

Special Accounts

The following table shows actual revenues and expenditures for the fiscal years 2020, 2021 and 2022 and the estimated revenues and expenditures in the final budget for the fiscal year 2023 and the original budget for the fiscal year 2024 for each of the Metropolis' Special Accounts:

	FY2020	FY2021	FY2022	FY2023	FY2024
	Actual	Actual	Actual	Estimated in Final Budget	Estimated in Original Budget
	<i>(millions of yen)</i>				
Special Wards Fiscal Adjustment					
Revenues.....	¥987,396	¥1,091,571	¥1,160,370	¥1,209,549	¥1,216,009
Expenditures.....	987,396	1,091,571	1,160,370	1,209,549	1,216,009
Balance.....	0	0	0	0	0
Local Consumption Tax Adjustment ^(a)					
Revenues.....	2,441,398	2,707,641	2,702,591	2,683,803	2,870,434
Expenditures.....	2,193,967	2,441,688	2,419,008	2,375,705	2,471,855
Balance.....	247,430	265,953	283,583	308,098	398,579
Ogasawara Islands Livelihood Rehabilitation Fund					
Revenues.....	761	768	775	372	372
Expenditures.....	0	0	0	372	372
Balance.....	761	768	775	0	0
National Health Insurance					
Revenues.....	1,105,194	1,148,993	1,110,232	1,144,687	1,125,698
Expenditures.....	1,060,970	1,128,756	1,099,789	1,144,687	1,125,698
Balance.....	44,224	20,236	10,443	0	0
Single Parent Welfare Loan Fund					
Revenues.....	7,594	9,109	11,038	6,489	7,925
Expenditures.....	2,155	1,642	2,720	6,489	7,925
Balance.....	5,439	7,467	8,318	0	0
Physically or Mentally Disabled Persons Annuity Fund					
Revenues.....	3,826	3,553	3,267	3,339	3,155
Expenditures.....	3,826	3,553	3,267	3,339	3,155
Balance.....	0	0	0	0	0
Tokyo Metropolitan Hospital Organisation Loan					
Revenues.....	—	—	17,608	15,101	28,695
Expenditures.....	—	—	17,608	15,101	28,695
Balance.....	—	—	0	0	0
Small and Medium Enterprise Facility Installation Fund					
Revenues.....	2,141	2,112	2,009	514	339
Expenditures.....	427	398	296	514	339

	FY2020	FY2021	FY2022	FY2023	FY2024
	Actual	Actual	Actual	Estimated in Final Budget	Estimated in Original Budget
	(millions of yen)				
Balance.....	1,714	1,714	1,713	0	0
Forestry and Lumber Industry Improvement Subsidy					
Revenues.....	113	115	112	51	107
Expenditures.....	0	4	0	51	107
Balance.....	113	111	112	0	0
Coastal Fishery Improvement Subsidy					
Revenues.....	173	181	183	48	48
Expenditures.....	0	4	0	48	48
Balance.....	173	177	183	0	0
Slaughter House					
Revenues.....	5,572	5,733	5,739	6,199	6,744
Expenditures.....	5,572	5,733	5,738	6,199	6,744
Balance.....	0	0	1	0	0
Metropolitan Public Housing					
Revenues.....	146,082	150,148	149,081	167,889	181,404
Expenditures.....	144,539	148,053	146,688	167,889	181,404
Balance.....	1,543	2,095	2,393	0	0
Metropolitan Public Housing Tenants Security Deposit					
Revenues.....	10,487	10,949	10,921	10,362	10,294
Expenditures.....	2,304	2,552	2,851	2,167	2,893
Balance.....	8,184	8,398	8,070	8,195	7,401
Urban Development Fund					
Revenues.....	3,054	27	82	7,115	7,966
Expenditures.....	3,054	27	82	7,115	7,966
Balance.....	0	0	0	0	0
Land Acquisition					
Revenues.....	12,382	12,982	11,380	16,158	13,886
Expenditures.....	6,037	6,641	5,039	16,158	13,886
Balance.....	6,345	6,342	6,342	0	0
Debt Service ^(b)					
Revenues.....	1,338,802	1,166,291	1,088,399	1,105,470	1,115,916
Expenditures.....	1,338,802	1,166,291	1,088,399	1,105,470	1,115,916
Balance.....	0	0	0	0	0
Waterfront Urban Infrastructure Development Project					
Revenues.....	3,778	3,133	2,978	3,220	2,565
Expenditures.....	970	409	636	1,584	1,384
Balance.....	2,809	2,724	2,342	1,636	1,181
Industrial Water Supply Business					
Revenues.....	—	—	—	27,656	7,290
Expenditures.....	—	—	—	23,206	6,371
Balance.....	—	—	—	4,450	919

Notes:

- (a) Local consumption tax adjustments represent inter-regional adjustments between the locations where such tax was collected and the location where such tax was due.
- (b) Amounts necessary for debt service in each fiscal year are transferred from the General Account, Special Accounts (other than the Debt Service Account) and the Public Enterprise Accounts to the Debt Service Account to be paid out in respect of redemptions and interest payments.

Public Enterprise Accounts

The following table shows the actual revenues and expenditures for the fiscal years 2020, 2021 and 2022, the final budget for the fiscal year 2023 and the original budget for the fiscal year 2024 for each of the Metropolis' Public Enterprise Accounts:

	FY2020	FY2021	FY2022	FY2023	FY2024
	Actual	Actual	Actual	Estimated in Final Budget	Estimated in Original Budget
	(millions of yen)				
Hospitals					
Profit/Loss Account ^(b)					
Revenues.....	¥184,100	¥188,682	¥49,400	—	—
Expenditures.....	173,450	176,374	43,719	—	—
Current Balance ^(a)	10,650	12,308	5,681	—	—
Capital Account ^(c)					
Revenues.....	13,730	14,059	82	—	—

	FY2020	FY2021	FY2022	FY2023	FY2024
	Actual	Actual	Actual	Estimated in Final Budget	Estimated in Original Budget
	<i>(millions of yen)</i>				
Expenditures	30,758	27,605	2,200	—	—
Current Balance ^(a)	(17,029)	(13,546)	(2,119)	—	—
Central Wholesale Market					
Profit/Loss Account ^(b)					
Revenues	22,948	20,583	20,968	23,156	23,484
Expenditures	33,754	31,982	39,823	43,526	45,345
Current Balance ^(a)	(10,806)	(11,399)	(18,856)	(20,370)	(21,861)
Capital Account ^(c)					
Revenues	530	0	0	28	0
Expenditures	63,378	2,797	8,762	45,495	41,312
Current Balance ^(a)	(62,849)	(2,797)	(8,762)	(45,467)	(41,312)
Urban Redevelopment Project					
Profit/Loss Account ^(b)					
Revenues	105	155	164	65	81
Expenditures	0	0	0	10	10
Current Balance ^(a)	105	155	164	55	71
Capital Account ^(c)					
Revenues	2,343	2,910	5,344	2,936	4,358
Expenditures	2,382	2,744	5,630	2,944	4,370
Current Balance ^(a)	(39)	166	(286)	(8)	(12)
Waterfront Area Development Project					
Profit/Loss Account ^(b)					
Revenues	15,658	54,256	40,138	16,347	32,199
Expenditures	6,272	29,323	25,831	14,892	38,198
Current Balance ^(a)	9,386	24,932	14,308	1,455	(5,999)
Capital Account ^(c)					
Revenues	166	200	19	7	192
Expenditures	96,309	5,544	7,198	12,823	119,432
Current Balance ^(a)	(96,143)	(5,345)	(7,179)	(12,816)	(119,240)
Port and Harbour Project					
Profit/Loss Account ^(b)					
Revenues	4,869	4,802	4,905	4,869	4,898
Expenditures	3,188	3,744	3,563	4,079	6,584
Current Balance ^(a)	1,681	1,058	1,342	790	(1,686)
Capital Account ^(c)					
Revenues	0	0	0	457	721
Expenditures	3,715	475	1,586	4,792	4,113
Current Balance ^(a)	(3,715)	(474)	(1,586)	(4,335)	(3,392)
Transportation					
Profit/Loss Account ^(b)					
Revenues	46,619	53,129	58,431	61,265	62,766
Expenditures	57,850	58,938	59,658	63,656	65,744
Current Balance ^(a)	(11,231)	(5,809)	(1,226)	(2,391)	(2,978)
Capital Account ^(c)					
Revenues	7,553	7,320	9,512	11,425	8,552
Expenditures	11,840	9,618	12,992	14,676	12,192
Current Balance ^(a)	(4,286)	(2,298)	(3,479)	(3,251)	(3,640)
Urban Rapid Transit Railway					
Profit/Loss Account ^(b)					
Revenues	127,840	134,744	149,701	162,767	176,088
Expenditures	138,258	137,183	147,165	162,073	167,940
Current Balance ^(a)	(10,418)	(2,439)	2,535	694	8,148
Capital Account ^(c)					
Revenues	56,539	65,669	44,580	54,133	57,900
Expenditures	111,017	104,758	74,994	109,643	103,736
Current Balance ^(a)	(54,478)	(39,089)	(30,414)	(55,510)	(45,836)
Electric Power					
Profit/Loss Account ^(b)					
Revenues	2,393	1,360	1,120	1,237	2,217
Expenditures	1,443	1,020	936	1,475	1,380
Current Balance ^(a)	950	339	184	(238)	837
Capital Account ^(c)					
Revenues	0	0	0	0	0
Expenditures	457	113	87	130	672
Current Balance ^(a)	(457)	(113)	(87)	(130)	(672)
Waterworks					
Profit/Loss Account ^(b)					
Revenues	351,691	352,227	361,324	378,919	380,417
Expenditures	323,512	319,087	332,279	374,018	379,206
Current Balance ^(a)	28,179	33,140	29,045	4,901	(1,211)

	<u>FY2020</u>	<u>FY2021</u>	<u>FY2022</u>	<u>FY2023</u>	<u>FY2024</u>
	<u>Actual</u>	<u>Actual</u>	<u>Actual</u>	<u>Estimated in Final Budget</u>	<u>Estimated in Original Budget</u>
	<i>(millions of yen)</i>				
Capital Account ^(c)					
Revenues	23,185	26,867	34,183	50,388	62,634
Expenditures	119,976	135,406	160,219	156,531	167,857
Current Balance ^(a)	(96,792)	(108,539)	(126,036)	(106,143)	(105,223)
Industrial Waterworks					
Profit/Loss Account ^(b)					
Revenues	5,664	1,816	20,225	—	—
Expenditures	4,912	6,061	26,596	—	—
Current Balance ^(a)	752	(4,245)	(6,371)	—	—
Capital Account ^(c)					
Revenues	138	1	2,375	—	—
Expenditures	144	7	1,188	—	—
Current Balance ^(a)	(6)	(6)	1,187	—	—
Sewerage					
Profit/Loss Account ^(b)					
Revenues	386,567	383,441	394,679	406,766	412,548
Expenditures	355,602	357,345	373,424	394,717	399,966
Current Balance ^(a)	30,965	26,096	21,255	12,049	12,582
Capital Account ^(c)					
Revenues	172,253	166,229	150,132	190,644	196,520
Expenditures	358,168	341,765	338,129	358,165	356,548
Current Balance ^(a)	(185,915)	(175,536)	(187,997)	(167,521)	(160,028)

Notes:

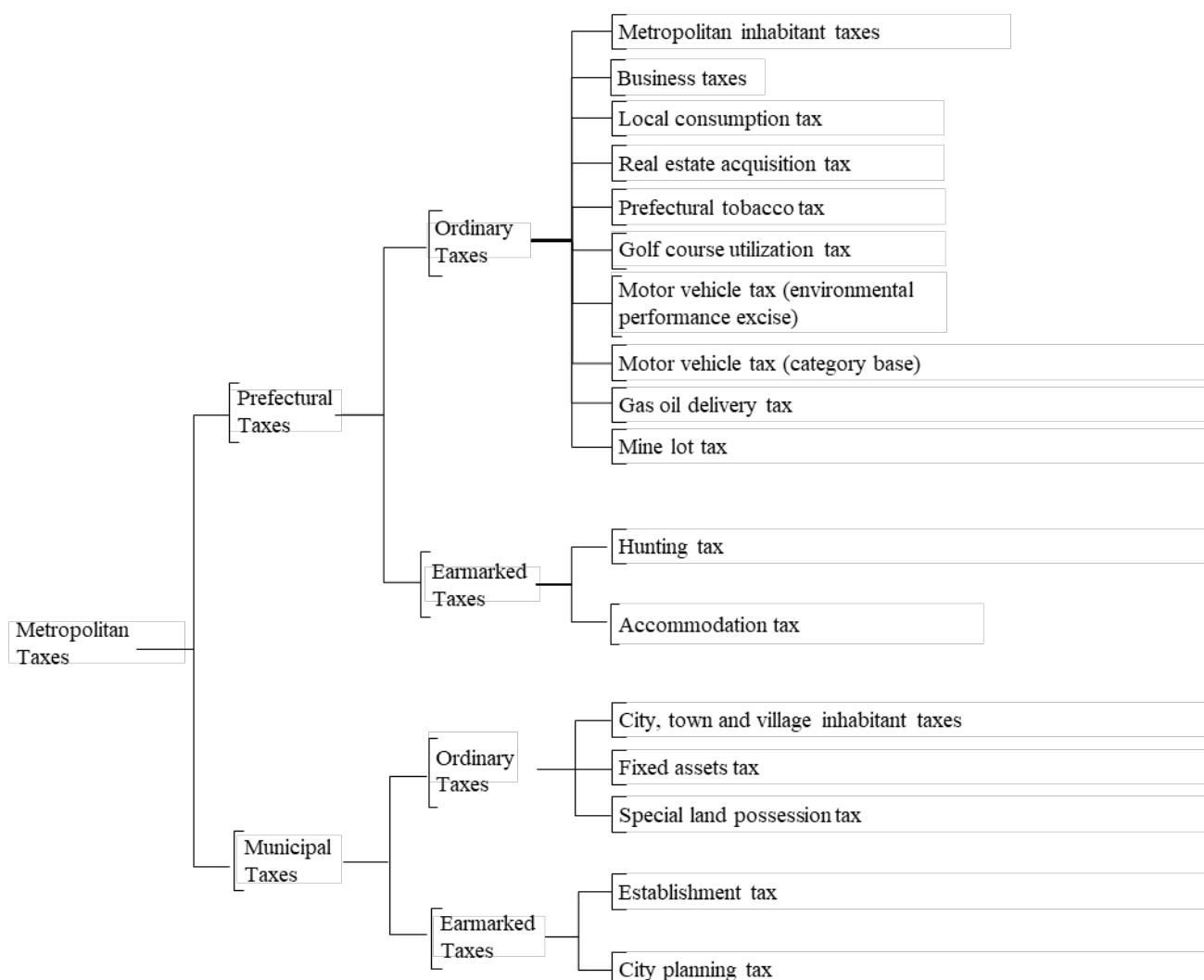
- (a) The "Current Balance" figures in the above table do not take into account any balances transferred between fiscal years or any transfers from reserves to eliminate negative current balance.
- (b) The profit/loss account is an account that records current revenues and expenditures relating to the operation of the business, such as fee revenues, payroll expenses, rent, operating costs, interest expenses and depreciation expenses.
- (c) The capital account is an account that records capital revenues and expenditures, such as revenue from borrowings, revenue from the sale of properties, expenditures for construction and improvement and expenditures for repayment of borrowings.

Taxation

Structure of Taxation

Metropolitan taxes constitute the major part of the Metropolis' revenue, with their budgeted contribution to the General Account revenue in the fiscal year 2023 final budget being 71.3 per cent. and in the fiscal year 2024 original budget being 75.6 per cent., respectively. Metropolitan taxes are, as in the case of taxes collected by other local public bodies, assessed in accordance with the Local Tax Act (Act No. 226 of 1950, as amended) (the "Local Tax Act"). Since the TMG functions in the special wards partly as a municipal government as well as a prefectural government, Metropolitan taxes include certain municipal taxes in addition to prefectural taxes.

The following table shows the classification of the Metropolitan taxes currently in force:



Tax Revenues

The following tables show the Metropolis' actual tax revenues for the fiscal years 2020, 2021 and 2022 and the estimated tax revenues in the final budget for the fiscal year 2023 and the original budget for the fiscal year 2024, together with the relative contributions made by the principal categories of tax:

	FY2020 Actual		FY2021 Actual		FY2022 Actual	
	(millions of yen)	(%)	(millions of yen)	(%)	(millions of yen)	(%)
Residents Tax	¥1,649,785	30.8%	¥1,822,996	31.2%	¥1,841,331	29.9%
Enterprise Tax	1,154,838	21.6	1,381,520	23.6	1,544,976	25.1
Fixed Property Tax	1,303,634	24.4	1,319,011	22.6	1,383,125	22.4
Local Consumption Tax	644,462	12.0	705,893	12.1	748,287	12.1
Others.....	597,112	11.2	618,491	10.6	646,649	10.5
Total.....	¥5,349,831	100.0%	¥5,847,910	100.0%	¥6,164,368	100.0%
Two Corporate Taxes ^(a)	¥1,751,852	32.7%	¥2,119,224	36.2%	¥2,269,041	36.8%

Note:

- (a) Two Corporate Taxes refer to the corporate enterprise tax (being a part of enterprise tax) and the corporate inhabitant tax (being a part of residents tax).

	FY2023 Estimated in Final Budget		FY2024 Estimated in Original Budget	
	(millions of yen)	(%)	(millions of yen)	(%)
Residents Tax	¥1,881,423	29.8%	¥1,884,711	29.5%
Enterprise Tax	1,581,926	25.1	1,576,223	24.7
Fixed Property Tax	1,436,470	22.8	1,489,368	23.3
Local Consumption Tax	744,331	11.8	752,370	11.8
Others.....	667,975	10.6	683,799	10.7
Total.....	¥6,312,124	100.0%	¥6,386,470	100.0%
Two Corporate Taxes ^(a)	¥2,308,563	36.6%	¥2,301,571	36.0%

Note:

- (a) Two Corporate Taxes refer to the corporate enterprise tax (being a part of enterprise tax) and the corporate inhabitant tax (being a part of residents tax).

As the above tables show, the four principal sources of tax revenue of the Metropolis are residents tax, enterprise tax, fixed property tax and local consumption tax, which are estimated to contribute an aggregate of 89.4 per cent. in the final budget for the fiscal year 2023 and 89.3 per cent. in the original budget for the fiscal year 2024, respectively.

Under tax reform legislation adopted for the fiscal year 2019, a special corporate enterprise tax (*tokubetsu houjin jigyouzei*) was established from 1st October, 2019, through which a part of the corporate enterprise tax is put into national taxes and redistributed to prefectural authorities in the form of a special corporate enterprise transfer tax (*tokubetsu houjin jigyoujouyozai*). When combined with previously implemented measures, such as the expansion of the corporate inhabitant tax as a source for tax reallocation to local governments, the negative impact on the TMG's finances is estimated to be ¥1,323.7 billion in the original budget for the fiscal year 2024.

In the fiscal year 2024 original general account budget, the Metropolis can independently control 90.5 per cent. of its revenue, which includes local taxes, and 36.0 per cent. of the TMG's tax revenue is derived from the corporate enterprise tax and corporate inhabitant tax.

A brief description of the four principal taxes is set forth below.

Residents Tax

The residents tax is divided into (i) individual residents tax, (ii) corporate residents tax and (iii) residents tax on interest, dividends and capital gains.

The individual residents tax is levied on individuals maintaining a residence, office or business establishment in Tokyo, and the Metropolis' revenues for the individual residents tax were ¥991 billion, ¥1,022 billion and ¥1,040 billion in the fiscal years 2020, 2021 and 2022, respectively. This tax consists of a variable element (currently 4 per cent.) determined on the basis of the individual taxable income in previous year, and a fixed element (currently ¥1,500 per year), subject to certain deductions and exemptions.

The corporate residents tax is imposed on joint-stock companies and other corporations, as well as educational, charitable and similar organisations and certain associations carrying on profitable business activities (collectively, "corporations") that maintain offices or other business establishments in Tokyo. The Metropolis' revenues for the corporate residents tax were ¥652 billion, ¥794 billion and ¥792 billion, in the fiscal years 2020, 2021 and 2022, respectively. This tax consists of a fixed element (currently ranging from ¥20,000 to ¥3,800,000, depending on the location of the relevant office and the size of the corporation) and a variable element which is equivalent to a percentage of the corporation's national corporation income tax (currently ranging from 7.0 per cent. to 10.4 per cent. for corporations located within the 23 special wards area, or ranging from 1.0 per cent. to 2.0 per cent. for corporations located outside the 23 special wards area).

The residents tax on interest is imposed on individuals in respect of the payment of interest on certain "general bonds" or deposits or certain other payments made to them. This tax is levied at the rate of 5 per cent. on the basis of the amount of such payments and is paid by way of withholding by the financial institutions located in Tokyo making such payments. The residents tax on interest for corporations was

repealed on 1st January, 2016. The residents tax on dividends is imposed on individuals in respect of the payment of dividends on listed shares, profit distributions from publicly offered investment trusts, interest on certain "specified bonds" or certain other payments made to them. This tax is levied at the rate of 5 per cent. on the basis of the amount of such payments and is paid by way of withholding by the payers or payment handling agents located in Tokyo making such payments. The residents tax on capital gains is imposed on individuals in respect of the final capital gains in a given year arising from sale of listed shares or certain "specified bonds" that are held in "specified accounts" having withholding services functions. This tax is levied at the rate of 5 per cent. on the basis of the amount of such capital gains and is paid by way of withholding by the securities houses located in Tokyo maintaining such accounts.

Enterprise Tax

Substantially all of the tax revenue from the enterprise tax is derived from the corporate enterprise tax, the Metropolis' revenues from which were ¥1,100 billion, ¥1,325 billion and ¥1,477 billion, in the fiscal years 2020, 2021 and 2022, respectively. The corporate enterprise tax is imposed on business activities conducted by corporations. In general, the net income of a corporation is used as the basis for taxation. In the case of gas and electric utility companies and insurance companies, however, the enterprise tax is calculated on the basis of gross revenues. The corporate enterprise tax varies with the size of the corporation, the amount of the net taxable income and the type of the corporation, such rates at present ranging from 3.5 per cent. to 7.48 per cent. for corporations taxed on the basis of net income and ranging from 0.75 per cent. to 1.065 per cent. for corporations taxed on the basis of gross revenue. Furthermore, for corporations subject to the business scale-based enterprise taxation regime (meaning, in general, corporations having a stated capital exceeding ¥100 million), the corporate enterprise tax is calculated as the sum of the amount on the basis of the net income (1.18 per cent.), the added value (1.26 per cent.) and the paid-in capital (0.525 per cent.).

Fixed Property Tax

The fixed property tax is imposed on the assessed value of land, buildings and certain depreciable assets located within the 23 special wards area and is payable by the owners of such assets as of 1st January of each year. The current rate is 1.4 per cent.

Consumption Tax

The consumption tax consists of national and local consumption taxes, and is generally imposed on sale of goods and provision of services, which is payable by sellers of goods and service providers. Pursuant to revisions of the Consumption Tax Act in August 2012, the Japanese consumption tax rate increased from 5 per cent. to 8 per cent. on 1st April, 2014, which included an increase of local consumption tax from 1.0 per cent. to 1.7 per cent. The consumption tax rate was further increased to 10 per cent. in October 2019, including an increase of local consumption tax from 1.7 per cent. to 2.2 per cent.; provided that the reduced rate of 8 per cent. (local consumption tax being 1.76 per cent.) applies to certain qualifying groceries and newspapers.

In addition, the standards for local consumption tax adjustment among local governments were amended effective as at 1st April, 2018. As a result, the TMG's total estimated tax revenue in the original budget for the fiscal year 2024 has been reduced by approximately ¥141.5 billion.

Indebtedness

General

The Metropolis may incur short-term debt to meet expenses included in the budget, provided that such debt is repaid during the fiscal year in which it is incurred. Short-term debt raised on the Public Enterprise Accounts may be re-financed provided that it is repaid within one year of the refinancing.

The Metropolis may also, by provision in its budget, incur long-term debt, i.e. debt with a maturity date after the current fiscal year in which the debt is incurred in order to (i) finance public enterprises undertaken by the Metropolis, (ii) make investments and loans, (iii) refinance existing long-term debt, (iv) finance disaster emergency measures, disaster relief measures and disaster recovery measures and (v) construct public or official facilities and purchase real estate for public or official use. Under relevant Japanese law, such long-term debt incurred by local public entities is referred to as "local debt".

As described below, under the consulting system for creation of local debt, generally the Metropolis is required to consult with the MIC when it incurs local debt, but such consultation is not required for short-term debt. The authorisation to incur long-term debt is given by the budget, which is approved by the Assembly.

National Governmental System Concerning Local Debt

Consulting System for Creation of Local Debt

The consulting system for creation of local debt was adopted in replacement of the former permission system for creation of local debt as at the fiscal year 2006 pursuant to the comprehensive legislation enacted in 1999 for the purpose of enhancing the independence of local public bodies in the management of their affairs.

Under the consulting system for creation of local debt by local public bodies, generally the creation of local debt is not subject to the permission of the MIC but prefectural governments are required to consult with the MIC when they incur local debt. A local public body may create local debt other than by loans from the Japanese Government or entities related to the Japanese Government without obtaining the consent of the MIC, if a report thereon is given to the assembly of such local public body in advance. However, a local public body continues to be required to obtain permission from the MIC in cases specified by law where creation of local debt by a local public body should be controlled by the MIC for securing the financial resources for the payment of the principal of and interest on local debt ("Bond Expenses"). A local public body may incur local debt by loans from the Japanese Government or entities related to the Japanese Government only if the consent of the MIC is obtained for creation of such local debt.

In order to promote the autonomy and independence of local public entities, this system was partially amended as of 1st February, 2012 by introducing a notification system with respect to the incurrence of local debt. Under the notification system, those local public entities looking to create local debt from sources other than the Japanese Government or entities related to the Japanese Government will not, in principle, be required to consult in advance with the MIC, provided that the local public entity satisfies certain conditions, such as having a Real Deficit Ratio of less than 18 per cent. Local public entities, that do not meet such criteria but are looking to incur local debt, continue to be required to consult in advance with the MIC.

Local Debt Plan

The MIC prepares a local debt plan annually after consultation with the Ministry of Finance. The local debt plan is prepared based on the Local Financial Plan described below. The consent under the consulting system will be given based on the applicable local debt plan.

Local Financial Plan

The Local Financial Plan is a national governmental plan which is prepared by the Cabinet, submitted to the Diet and disclosed to the public every fiscal year. The Local Financial Plan contains estimates of the aggregate amount of revenues and expenditures to be included in the Ordinary Accounts (see "Financial Status – Revenues and Expenditures in the Ordinary Account of the Metropolis") of all local public bodies in Japan for the immediately following fiscal year.

In this Local Financial Plan, the main revenue items are local taxes, local allocation tax and local debt, and the main expenditure items are general administration expenses, investment expenses and Bond Expenses. Local allocation tax is a certain portion of taxes collected by the Japanese Government which is allocated by the Japanese Government to local public bodies pursuant to a certain standard for the purpose of securing all local public bodies a minimum percentage of financial resources to smooth out imbalances in financial resources among local public bodies. The Metropolis has never been allocated local allocation tax since the local allocation tax system was adopted in 1954.

The aggregate amount of the principal of newly incurred local debt and the aggregate amount of Bond Expenses are stated in the revenues and the expenditures of the Local Financial Plan, respectively. Therefore, the financial resources for Bond Expenses are planned to be secured at national level by balancing the expenditures, including Bond Expenses, against the revenues.

Local Autonomy System Reform

The Bankruptcy Law and other insolvency laws do not apply to local public bodies and local public bodies do not have any systems for the equal distribution to creditors in the event of insolvency. However, in the event that the deficit ratio in the immediately preceding fiscal year of a local public body reaches a certain scale, such local public body becomes unable to incur local debt without obtaining permission from the MIC even under the consulting system for creation of local debt. Such local public body may elect to make a Financial Reconstruction Plan by consulting with and obtaining the consent of the MIC, and compile the budget pursuant to such Financial Reconstruction Plan. Such local public body having made the Financial Reconstruction Plan can be permitted by the MIC to incur local debt only if it complies with such Financial Reconstruction Plan. Such local public body not having made a Financial Reconstruction Plan is prohibited from incurring local debt for the construction of public or official facilities or the purchase of real estate for public or official use.

The above rules were amended effective as at 1st April, 2009 and applied to the financial results of fiscal year 2008. Under the new Law on the Fiscal Consolidation of Local Governments, there will be two classes of local public bodies having financial difficulties. One is local public bodies which are required to make a Fiscal Consolidation Plan, and the other is local public bodies which are required to make a Fiscal Reconstruction Plan. The local public bodies which are required to make a Fiscal Consolidation Plan are those whose financial ratios including deficit ratio reach the early consolidation standards, as described at the end of this section. Such local public bodies are required to make a Fiscal Consolidation Plan, which must be approved by their assemblies. The chief of the local public body is required to report the implementation of such Fiscal Consolidation Plan to the assembly, announce it to the public, and report it to the MIC or the governor of the relevant prefecture. The MIC or governor of the relevant prefecture may make a recommendation to such local public body. However, the local public body is not restricted from incurring local debt as described below.

If financial ratios of a local public body become worse and fail to meet the fiscal reconstruction standards, it will be required to make a Fiscal Reconstruction Plan. Such local public bodies will be required to compile their budgets pursuant to such Fiscal Reconstruction Plan and the chief of the local public body may consult with and obtain the consent of the MIC in regard to the Fiscal Reconstruction Plan. Those local public bodies not having obtained the consent of the MIC in regard to the Fiscal Reconstruction Plan are prohibited from incurring local debt other than debt for disaster relief expenditures. However, those local bodies that have obtained the consent of the MIC in regard to such Fiscal Reconstruction Plan may incur local debt, which matures within the planned period of such Fiscal Reconstruction Plan, within the range of the shortage of their income against expenditure.

Local public bodies are required to disclose four ratios to evaluate the need for fiscal consolidation starting from financial accounts of fiscal year 2007. The four ratios and standards thereunder for the TMG for fiscal year 2022 are as follows:

	Early consolidation standards	Fiscal reconstruction standards
Real Deficit Ratio (the ratio of deficit to standard fiscal scale).....	5.63%	8.76%
Consolidated Real Deficit Ratio (the ratio of consolidated deficit in all accounts to standard fiscal scale).....	10.63%	18.76%
Real Debt Payment Ratio (the ratio of debt payment by general revenue to standard fiscal scale).....	25%	35%
Future Burden Ratio (the ratio of outstanding debt including future burdens of public enterprises and government affiliates to standard financial scale).....	400%	— ^(a)

Note:

(a) There is no fiscal reconstruction standards set in respect of the Future Burden Ratio.

For a description of the real debt payment ratio and future burden ratio of the Metropolis, see "— Financial Status — Fiscal Indices" below.

Summary of Outstanding Debt

Long-term debt

The following table shows the outstanding balance of long-term debt as at 31st March, 2021, 2022 and 2023 for the Metropolis' General Account, Special Accounts and Public Enterprise Accounts:

	31st March,		
	2021	2022 (millions of yen)	2023
General Account	¥4,992,149	¥4,908,365	¥4,813,964
Special Accounts			
Single Parent Welfare Loan Fund.....	28,795	28,795	27,925
Tokyo Metropolitan Hospital Organisation Loan.....	—	—	51,966
Small and Medium Enterprise Facility Installation Fund.....	2,414	2,145	2,063
Slaughter House	2,821	3,446	3,970
Metropolitan Public Housing	532,947	532,097	507,122
Land Acquisition.....	23,836	20,580	21,964
Total Special Accounts	¥590,813	¥587,062	¥615,010
Public Enterprise Accounts			
Hospitals.....	45,966	40,088	—
Central Wholesale Market.....	304,372	304,372	297,588
Waterfront Area Development Project.....	97,485	97,485	97,485
Port and Harbour Project.....	28	7	0
Transportation	55,448	58,481	61,969
Urban Rapid Transit Railway.....	244,720	253,730	251,029
Waterworks	231,542	237,443	250,796
Sewerage.....	1,245,254	1,207,333	1,159,962
Total Public Enterprise Accounts	¥2,224,813	¥2,198,939	¥2,118,829
Total long-term debt	¥7,807,775	¥7,694,366	¥7,547,804

Short-Term Debt

The Metropolis had no short-term debt (excluding the current portion of long-term debt) as at 31st March, 2021, 2022 and 2023.

Payment Schedule

The following table shows the unaudited payment schedule for the periods through fiscal year 2033 of the principal and interest on long-term debt outstanding as at 31st March, 2024:

Payment schedule of the principal and interest on long-term debt outstanding as at 31st March, 2024

Fiscal Year	Principal	Interest (millions of yen)	Total
2024	786,818	54,877	841,695
2025	943,013	49,542	992,554
2026	757,282	45,859	803,141
2027	626,181	42,939	669,120
2028	554,188	39,308	593,497
2029	428,875	34,762	463,636
2030	554,018	32,308	586,326
2031	482,695	29,806	512,501
2032	425,863	27,347	453,210
2033	353,199	22,655	375,854

Notes:

- (a) Principal and interest payable in foreign currency are shown at the actual rate at the time of conversion of the proceeds into yen, unless a currency exchange contract is in effect, in which case it is shown at the contract rate.
- (b) All debt is fixed-rate debt.

Debt Payment Record

The Metropolis made payments of the principal and interest on long-term debt of ¥1,046,744 million in aggregate (¥969,071 million for payments of principal and ¥77,673 million for payments of interest), ¥892,408 million in aggregate (¥824,146 million for payments of principal and ¥68,262 million for payments of interest) and ¥789,421 million in aggregate (¥727,477 million for payments of principal and ¥61,944 million for payments of interest) during the fiscal year 2020, 2021 and 2022, respectively.

The Metropolis has not defaulted on payment of principal or interest on any indebtedness within a period of twenty years prior to the date of this Offering Circular.

Outstanding Balance of Long-Term Debt of the Metropolis Classified by Source of Funds

The long-term debt of the Metropolis can be classified into two categories; (i) debt incurred by loans from the Japanese Government or entities related to the Japanese Government and (ii) debt incurred by loans from financial institutions and the issue of bonds.

Of the total outstanding balance of long-term debt of the Metropolis as at 31st March, 2023, which amounted to ¥7,547,804 million, 12.5 per cent. represented debt incurred by loans from the Japanese Government or entities related to the Japanese Government (such as loans from the Japanese Government's Fiscal Loan Fund and loans extended by Japan Post Co., Ltd. ("Japan Post") and Japan Finance Organization for Municipalities) and 87.5 per cent. represented debt incurred by loans from financial institutions and the issue of bonds.

Of the total outstanding balance of long-term debt of the Metropolis as at 31st March, 2022, which amounted to ¥7,694,366 million, 12.7 per cent. represented debt incurred by loans from the Japanese Government or entities related to the Japanese Government (such as loans from the Japanese Government's Fiscal Loan Fund and loans extended by Japan Post and Japan Finance Organization for Municipalities) and 87.3 per cent. represented debt incurred by loans from financial institutions and the issue of bonds.

Of the total outstanding balance of long-term debt of the Metropolis as at 31st March, 2021, which amounted to ¥7,807,775 million, 13.2 per cent. represented debt incurred by loans from the Japanese Government or entities related to the Japanese Government (such as loans from the Japanese Government's Fiscal Loan Fund and loans extended by Japan Post and Japan Finance Organization for Municipalities) and 86.8 per cent. represented debt incurred by loans from financial institutions and the issue of bonds.

For the fiscal year 2024, the Metropolis plans to raise approximately ¥520 billion in the aggregate through bond offerings consisting of approximately ¥220 billion of 10-year bonds, approximately ¥70 billion of foreign debt, approximately ¥130 billion of green bonds, the proceeds of which it expects to use for certain "green" projects, social bonds, the proceeds of which it expects to use for certain "social" projects, and sustainability bonds, the proceeds of which it expects to use for certain "green" or "social" projects, and approximately ¥100 billion of bonds that may be issued at various times during the fiscal year and with various maturities. This issuance plan may be amended from time to time in accordance with funding needs, market conditions and other circumstances.

Foreign Debt

The following table shows the foreign debt offered outside of Japan incurred by the Metropolis remaining outstanding as at 31st March, 2024:

Foreign debt remaining outstanding as at 31st March, 2024^(a)

	Outstanding Amount (millions)
5 ⁷ / ₁₀₀ % Bonds due 2034	€160
4 ²⁶ / ₁₀₀ % Bonds due 2032	€294
4 ²⁷ / ₁₀₀ % Bonds due 2035	€150
4 ⁷ / ₁₀ % Bonds due 2033	€344
4 ⁹ / ₁₀ % Bonds due 2035	€318
2 ⁵ / ₈ % Bonds due 2024	U.S.\$1,000
3 ¹ / ₄ % Bonds due 2025	U.S.\$1,500
1 ¹ / ₈ % Bonds due 2026	U.S.\$1,000
3 ³ / ₈ % Bonds due 2025	U.S.\$500
4 ⁵ / ₈ % Bonds due 2026	U.S.\$500

Note:

(a) All foreign debt mentioned above is bullet maturity debt (with no amortisation features).

Reserve Fund

Article 4-2 of the Local Finance Law directs that any local public body shall, in order to preserve its sound management, consider its financial situation not only in relation to the current fiscal year, but also with a view to subsequent fiscal years, when it undertakes budget preparation or implementation or any action that will result in an increase in expenditures or a decrease in revenues. The Metropolis has established various reserve funds for this purpose.

Reserve funds of the Metropolis include (i) general purpose funds, including an adjusting fund for finance reserved for the purpose of adjusting revenue sources between fiscal years and contributing to sound future finance management and a social infrastructure improvement funds, (ii) special purpose funds for future special financial demands of the Metropolis, such as the resilience promotion fund, which was established in March 2023 to protect the livelihoods of Tokyo residents from natural disasters and other crises, and the fund to promote the installation of renewable energy equipment in new buildings, and (iii) a sinking fund reserve for the purpose of ensuring the financial sources for the Bond Expenses of the Metropolis and averaging the financial burden for such expenses over a long period of time. Some of these reserve funds are also available for general purposes.

The following table shows the outstanding balance of the Metropolis' reserve fund as at 31st March, 2021, 2022 and 2023:

	31st March,		
	2021	2022	2023
	(millions of yen)		
Funds for General Purposes	¥532,708	¥727,236	¥649,764
Adjusting Fund for Finance	532,708	727,236	649,764
Funds for Special Purposes	1,736,402	1,481,928	1,722,685
Social Infrastructure Improvement Fund.....	490,822	492,803	502,132
Tokyo Resilience Promotion Fund.....	—	—	300,000
Hosting reserve fund for the Games	429,000	178,038	—
Others.....	816,580	811,087	920,553
Sinking Fund	1,562,432	1,543,739	1,542,645
Total.....	¥3,831,542	¥3,752,903	¥3,915,095

Status of Investments and Loans

The Metropolis makes investments in and extends loans to certain entities.

Certain information is given below as to investments and loans made from the Metropolis' General Account and the Special Accounts. The following tables show the five largest entities and item (in terms of the outstanding balance of investments and loans as at 31st March, 2023) and the outstanding balance of investments in and loans to such five entities and item as at 31st March, 2021, 2022 and 2023, together with the total outstanding balance of investments and loans as at the same dates:

Investments (including stocks and other contributions)

	31st March,		
	2021	2022	2023
	(millions of yen)		
Total outstanding balance.....	¥934,319	¥949,613	¥1,398,623
Of which:			
Japan Expressway Holding and Debt Repayment Agency.....	302,904	302,923	302,925
Tokyo Metropolitan University	147,931	147,931	147,931
Tokyo Waterfront Area Rapid Transit Inc.....	43,521	43,521	43,521
Tokyo Kiraboshi Financial Group, Inc.	43,047	43,047	43,047
Tokyo Tama Intercity Monorail Co., Ltd.	40,285	40,285	40,285

Loans

	31st March,		
	2021	2022	2023
	(millions of yen)		
Total outstanding balance.....	¥1,441,210	¥1,426,209	¥1,507,079
Of which:			
Loans under Institutionalised Financing Structure ^(a)	615,049	658,530	727,642

	31st March,		
	2021	2022	2023
		(millions of yen)	
Tokyo Metropolitan Housing Supply Corporation	330,539	312,376	304,071
Tokyo Metropolitan Subway Construction Co., Ltd.	200,000	180,000	160,000
Loans for Haneda Airport Re-expansion Project	108,123	107,412	105,160
Tokyo Metropolitan Hospital Loan.....	—	—	51,966

Note:

- (a) Loans under Institutionalised Financing Structure is an item of loans in a final statement which consists of loans to Credit Guarantee Corporation of Tokyo and two other entities.

Indemnities

In addition to outstanding debt, the Metropolis gives certain indemnities to third parties against losses caused by the non-payment of obligations by others, when authorised by the budget. The Metropolis has outstanding indemnities in the aggregate maximum amount of approximately ¥292 billion, of which ¥11 billion is the maximum amount which can become payable in the fiscal year 2024.

Financial Status

In addition to account settlement information prepared for budgetary purposes pursuant to the Local Autonomy Act, the Metropolis also prepares certain account settlement and other information on the basis of its Ordinary Accounts in accordance with criteria established by the MIC. The following is a summary of certain financial information prepared by the Metropolis on the basis of its Ordinary Accounts for the fiscal years 2020, 2021 and 2022.

Revenues and Expenditures in Metropolis' Ordinary Account

The Metropolis is required to prepare and submit a report to the Japanese Government each year on its revenues and expenditures for its Ordinary Accounts.

Ordinary Accounts are statistical and conceptual accounts used for determining the financial position of individual local public bodies as well as for analysing overall local fiscal conditions. These accounts are reconfigured to conform to the accounting procedures of local public bodies according to standards established by the MIC, which facilitates comparison of local public bodies based on standardised information.

The accounts targeted in Ordinary Accounts include the General Account and certain Special Accounts but exclude the Public Enterprise Accounts, quasi-public enterprise accounts, and profit-earning business accounts. Ordinary Accounts presents a net calculation that has been adjusted to eliminate overlap between accounts. For the fiscal year 2023, the Metropolis' Ordinary Accounts consisted of the General Account and 14 Special Accounts.

The following table shows the total revenues and expenditures in the Metropolis' Ordinary Account for the fiscal years 2020, 2021 and 2022:

	FY2020	FY2021	FY2022
		(millions of yen)	
Revenues (A).....	¥9,054,650	¥10,138,990	¥9,755,045
Metropolitan tax	5,293,013	5,871,544	6,186,896
TMG bonds.....	491,651	248,476	238,695
Others.....	3,269,986	4,018,970	3,329,454
Expenditures (B)	8,609,541	9,589,464	9,188,314
General expenditure	6,595,630	7,504,064	6,292,304
Personnel cost	1,526,152	1,541,839	1,557,624
Expenditure for public bond.....	388,165	367,065	385,259
Others.....	1,625,746	1,718,336	2,510,751
Formal Balance of Revenues and Expenditures (C = A – B).....	445,110	549,525	566,731
Balance to be carried forward (D) ^(a)	444,221	548,567	563,588
Actual balance (C – D)	¥889	¥958	¥3,144

Note:

- (a) Balance to be carried forward represents expenditures budgeted for the relevant fiscal year but not actually made in such fiscal year and carried forward to the subsequent fiscal year.

Fiscal Indices

The following table shows certain fiscal indices based on the Metropolis' Ordinary Account and the simple or weighted average of all prefectures for the fiscal years 2020, 2021 and 2022:

	FY2020	FY2021 (%)	FY2022
Ordinary Balance Ratio ^(a)			
Metropolis.....	84.9%	77.8%	79.5%
Weighted average of all prefectures	103.0	95.2	92.6
Ratio of Bond Expenses Burden ^(b)			
Metropolis.....	5.3	5.0	4.7
Weighted average of all prefectures	16.6	16.6	16.0
Financial Capability Index ^(c)			
Metropolis.....	1.150	1.073	1.064
Simple average of all prefectures.....	0.52	0.50	0.49
Ratio of Dependence on Creation of Local Debt ^(d)			
Metropolis.....	5.4	2.5	2.4
Weighted average of all local governments	9.4	9.2	7.2
Real Debt Payment Ratio ^(e)			
Metropolis.....	1.4	1.5	1.2
Weighted average of all prefectures	10.2	10.1	10.1
Future Burden Ratio ^(f)			
Metropolis.....	24.2	37.5	17.3
Weighted average of all prefectures	171.3	160.3	154.4

Source:

Simple or weighted average of all prefectures: "White Paper on Local Public Finance", published by the MIC (March 2023).

Notes:

- (a) Ordinary Balance Ratio is the ratio of the "general revenue sources for the ordinary expenses (such as personnel expenses and bond expenses)" (i.e., general revenue resources allotted to regularly disbursed expenses) to the "total of ordinary general revenue sources (such as the Metropolitan taxes and local debt with some exceptions)", which indicates flexibility of fiscal structure. For the purpose of calculating the weighted average of all prefectures, "special share of revenue decrease compensation loans" and "extraordinary financial measures loans" are not included in the ordinary general revenue sources.
- (b) Ratio of Bond Expenses Burden is the ratio of the "general revenue sources for Bond Expenses" to the "general revenue sources", which indicates fiscal burden level of Bond Expenses by showing the amount of the general revenue sources appropriated to Bond Expenses.
- (c) Financial Capability Index is an average over three fiscal years (including the fiscal year indicated) of standard financial revenue (being an amount calculated in accordance with the Local Allocation Tax Act of Japan (Act No. 211 of 1950, the "Local Allocation Tax Act") as being a certain proportion of standard tax revenues) divided by standard financial needs (being the annual amount of expenditure estimated to be required for a local authority to perform its administrative affairs at a reasonable level, as calculated in accordance with the Local Allocation Tax Act).
- (d) Ratio of Dependence on Creation of Local Debt is the ratio of the "total amount of local debt incurred by the relevant local authority in the relevant fiscal year" to the "total amount of revenue of the relevant local authority in the relevant fiscal year".
- (e) Real Debt Payment Ratio is the ratio of the "general revenue resources appropriated to pay off bonds" to the "standard financial scale". The term "standard financial scale" denotes the scale of ordinary general revenue sources which would normally be raised or received by the relevant local authority under normal conditions (being the total of the standard tax revenue and ordinary local allocation tax).
- (f) Future Burden Ratio is the ratio of the "future debts including those of the public-private joint sector as well as expected future debts on the General Account" to the "standard financial scale".

The above indices are metrics used by the MIC to monitor the financial health and flexibility of the financial structure of local governments.

REPORT OF AUDIT AND INSPECTION COMMISSIONER

To the Governor of Tokyo

I, Audit and Inspection Commissioner of The Tokyo Metropolitan Government, have examined the tables showing (i) the revenues, expenditures and balances on the General Account of The Metropolis of Tokyo (the "Metropolis") for the fiscal years 2020, 2021 and 2022 and the estimated revenues, expenditures and balances on such Account of the Metropolis in the final budget for the fiscal year 2023 and the original budget for the fiscal year 2024, (ii) the outstanding balances of long-term debt and short-term debt (excluding the current portion of long-term debt) of the Metropolis as at 31st March, 2021, 2022 and 2023, (iii) the revenues, expenditures and balances on the Special Accounts of the Metropolis for the fiscal years 2020, 2021 and 2022 and the estimated revenues, expenditures and balances on such Account of the Metropolis in the final budget for the fiscal year 2023 and the original budget for the fiscal year 2024, (iv) the revenues, expenditures and balances on the Public Enterprise Accounts of the Metropolis for the fiscal years 2020, 2021 and 2022 and the estimated revenues, expenditures and balances on such Account of the Metropolis in the final budget for the fiscal year 2023 and the original budget for the fiscal year 2024, (v) the tax revenues of the Metropolis for the fiscal years 2020, 2021 and 2022 and the estimated tax revenues of the Metropolis in the final budget for the fiscal year 2023 and the original budget for the fiscal year 2024, (vi) the outstanding balances of foreign debt of the Metropolis as at 31st March 2024 and the reserve funds of the Metropolis as at 31st March, 2021, 2022 and 2023, (vii) the revenues and expenditures in the Ordinary Account of the Metropolis for the fiscal years 2020, 2021 and 2022, and (viii) the outstanding balance of investments in and loans to the five largest entities and item (in terms of the outstanding balance of investments and loans as at 31st March, 2023) as at 31st March, 2021, 2022 and 2023 and the total outstanding balances of investments and loans as at the same dates, set forth under "Overview — Overview of The Metropolis of Tokyo — Selected Statistical, Economic and Financial Information — Revenue and Expenditure (General Account)", "Overview — Overview of The Metropolis of Tokyo — Selected Statistical, Economic and Financial Information — Outstanding Debt", "The Metropolis of Tokyo — Revenue and Expenditure", "The Metropolis of Tokyo — Taxation", "The Metropolis of Tokyo — Indebtedness" and "The Metropolis of Tokyo — Financial Status", respectively, in the Offering Circular relating to the issue by the Metropolis of one or more series of bonds up to an aggregate principal amount equivalent to ● to be issued in overseas markets. I have also examined the audited accounts of the Metropolis for the fiscal years 2020, 2021 and 2022 and the final budget of the Metropolis for the fiscal year 2023 and the original budget of the Metropolis for the fiscal year 2024.

Based on such examinations, I confirm that the tables referred to above fairly present in abbreviated form (i) the revenues, expenditures and balances on the General Account of the Metropolis for the fiscal years 2020, 2021 and 2022 and the estimated revenues, expenditures and balances on such Account of the Metropolis in the final budget for the fiscal year 2023 and the original budget for the fiscal year 2024, (ii) the outstanding balances of long-term debt and short-term debt (excluding the current portion of long-term debt) of the Metropolis as at 31st March, 2021, 2022 and 2023, (iii) the revenues, expenditures and balances on the Special Accounts of the Metropolis for the fiscal years 2020, 2021 and 2022 and the estimated revenues, expenditures and balances on such Account of the Metropolis in the final budget for the fiscal year 2023 and the original budget for the fiscal year 2024, (iv) the revenues, expenditures and balances on the Public Enterprise Accounts of the Metropolis for the fiscal years 2020, 2021 and 2022 and the estimated revenues, expenditures and balances on such Account of the Metropolis in the final budget for the fiscal year 2023 and the original budget for the fiscal year 2024, (v) the tax revenues of the Metropolis for the fiscal years 2020, 2021 and 2022 and the estimated tax revenues of the Metropolis in the final budget for the fiscal year 2023 and the original budget for the fiscal year 2024, (vi) the outstanding balances of foreign debt of the Metropolis as at 31st March, 2024 and the reserve funds of the Metropolis as at 31st March, 2021, 2022 and 2023, (vii) the revenues and expenditures in the Ordinary Account of the Metropolis for the fiscal years 2020, 2021 and 2022, and (viii) the outstanding balance of investments in and loans to the five largest entities and item (in terms of the outstanding balance of investments and loans as at 31st March, 2023) as at 31st March, 2021, 2022 and 2023 and the total outstanding balances of investments and loans as at the same dates.

Tokyo, Japan

Mogaki Yukio
Audit and Inspection Commissioner of
The Tokyo Metropolitan Government

TERMS AND CONDITIONS OF THE BONDS

The following (except for paragraphs in italics) are the terms and conditions of the Bonds substantially in the form in which they will appear in the Fiscal Agency Agreement referred to below:

1. General

The ● ● per cent. Bonds due ● (the "Bonds", which expression includes any further bonds issued pursuant to Condition 13 and forming a single series therewith) of The Metropolis of Tokyo (the "Metropolis") are constituted by a deed of covenant dated ● (as amended or supplemented from time to time, the "Deed of Covenant") entered into by the Metropolis and are the subject of a fiscal agency agreement dated ● (as amended or supplemented from time to time, the "Fiscal Agency Agreement") between the Metropolis and ● as fiscal agent (in such capacity, the "Fiscal Agent", which expression includes any successor fiscal agent appointed from time to time in connection with the Bonds), as paying agent (in such capacity, the "Paying Agent", which expression includes any successor or additional paying agents appointed from time to time in connection with the Bonds), as registrar (in such capacity, the "Registrar", which expression includes any successor or additional registrars appointed from time to time in connection with the Bonds) and as transfer agent (in such capacity, the "Transfer Agent", which expression includes any successor or additional transfer agents appointed from time to time in connection with the Bonds). References herein to the "Agents" are to the Fiscal Agent, the Registrar, the Transfer Agent and the Paying Agent and any reference to an "Agent" is to any one of them. Certain provisions of these Conditions are summaries of the Fiscal Agency Agreement and the Deed of Covenant and subject to their detailed provisions. The Bondholders (as defined below) are bound by, and are deemed to have notice of, all the provisions of the Fiscal Agency Agreement and the Deed of Covenant applicable to them. Copies of the Fiscal Agency Agreement and the Deed of Covenant are available for inspection by Bondholders during normal business hours at the specified office of the Fiscal Agent, presently being at ●.

2. Form and Status

- (a) *Form:* The Bonds are in registered form, in the denomination of ● and integral multiples of ● in excess thereof, and are not exchangeable for bonds in bearer form.
- (b) *Status:* The Bonds are direct, unconditional and unsecured obligations of the Metropolis and rank *pari passu* and rateably without any preference among themselves and (with certain statutory exceptions) at least equally with all other unsecured obligations of the Metropolis from time to time outstanding.

3. Registers, Title and Transfers

- (a) *Registers:* The Registrar will maintain a register (the "Register") in respect of the Bonds in accordance with the provisions of the Fiscal Agency Agreement. In these Conditions, the "Holder" of a Bond means the person in whose name such Bond is for the time being registered in the Register (or, in the case of a joint holding, the first named thereof) and "Bondholder" shall be construed accordingly. A certificate (each, a "Certificate") will be issued to each Bondholder in respect of its registered holding. Each Certificate will be numbered serially with an identifying number which will be recorded in the Register.
- (b) *Title:* The Holder of each Bond shall (except as otherwise required by law) be treated as the absolute owner of such Bond for all purposes (whether or not it is overdue and regardless of any notice of ownership, trust or any other interest therein, any writing on the Certificate relating thereto (other than the endorsed form of transfer) or any notice of any previous loss or theft of such Certificate) and no person shall be liable for so treating such Holder.
- (c) *Transfers:* Subject to Conditions 3(f) and 3(g) below, a Bond may be transferred upon surrender of the relevant Certificate, with the endorsed form of transfer duly completed, at the specified office of the Registrar or Transfer Agent, together with such evidence as the Registrar or Transfer Agent may reasonably require to prove the title of the transferor and the authority of the individuals who have executed the form of transfer; *provided,*

however, that no transfer may be made which would result in the principal amount of Bonds held by a holder and in respect of which a Certificate is to be issued being less than ●. Where not all the Bonds evidenced by the surrendered Certificate are the subject of the transfer, a new Certificate in respect of the balance of the Bonds will be issued to the transferor.

Transfers of interests in the Bonds represented by the Global Certificate will be effected in accordance with the rules of the relevant clearing systems, as described in "Summary of provisions relating to the Bonds while in Global Form".

- (d) *Registration and delivery of Certificates:* Within five business days of the surrender of a Certificate in accordance with Condition 3(c) above, the Registrar will register the transfer in question and deliver a new Certificate of a like principal amount to the Bonds transferred to each relevant Holder at its specified office or (at the request and risk of any such relevant Holder) by uninsured first class mail (airmail if overseas) to the address specified for the purpose by such relevant Holder. In this paragraph, "business day" means a day on which commercial banks are open for general business (including dealings in foreign currencies) in the city where the Registrar has its specified office.
- (e) *No charge:* The transfer of a Bond will be effected without charge by or on behalf of the Metropolis or the Registrar but against such indemnity as the Registrar may require in respect of any tax or other duty of whatsoever nature which may be levied or imposed in connection with such transfer.
- (f) *Closed periods:* Bondholders may not require transfers to be registered during the period of 15 days ending on the due date for any payment of principal or interest in respect of the Bonds.
- (g) *Regulations concerning transfers and registration:* All transfers of Bonds and entries on the Register are subject to the detailed regulations concerning the transfer of Bonds scheduled to the Fiscal Agency Agreement. The regulations may be changed by the Metropolis with the prior written approval of the Registrar. A copy of the current regulations will be made available (free of charge) by the Registrar to any Bondholder who requests in writing a copy of such regulations.

4. **Interest**

- (a) *Rate of Interest:* The Bonds bear interest from and including ● (the "Issue Date") at the rate of ● per cent. per annum (the "Rate of Interest"), payable in arrear on ● and ● in each year (each, an "Interest Payment Date"), commencing on ●, subject as provided in Condition 7. Interest in respect of any Bond shall be calculated per ● in principal amount of the Bond (the "Calculation Amount"). Each Bond will cease to bear interest from the due date for redemption unless, upon due presentation, payment of principal is improperly withheld or refused, in which case it will continue to bear interest at such rate (both before and after judgment) until (and including) whichever is the earlier of (a) the day on which all sums due in respect of such Bond up to that day are received by or on behalf of the relevant Bondholder and (b) the day which is seven days after the Fiscal Agent has notified the Bondholders that it has received all sums due in respect of the Bonds up to such seventh day (except to the extent that there is any subsequent default in payment).
- (b) *Amount of Interest and calculations:* The amount of interest payable on each Interest Payment Date shall be ● in respect of each Calculation Amount. If interest payable in respect of the Calculation Amount is required to be paid in respect of a Bond on any other date, it shall be calculated by applying the Rate of Interest to such Calculation Amount, multiplying the product by the relevant Day Count Fraction, and rounding the resulting figure to the nearest cent (half a cent being rounded upwards), where:

"Calculation Period" means the relevant period for which interest is to be calculated from (and including) the first day in such period to (but excluding) the last day in such period; and

"Day Count Fraction" means, in respect of any period, the number of days in the relevant period divided by 360 calculated on a formula basis as follows:

$$\text{Day Count Fraction} = \frac{[360 \times (Y_2 - Y_1)] + [30 \times (M_2 - M_1)] + (D_2 - D_1)}{360}$$

where:

"Y₁" is the year, expressed as a number, in which the first day of the Calculation Period falls;

"Y₂" is the year, expressed as a number, in which the day immediately following the last day included in the Calculation Period falls;

"M₁" is the calendar month, expressed as a number, in which the first day of the Calculation Period falls;

"M₂" is the calendar month, expressed as number, in which the day immediately following the last day included in the Calculation Period falls;

"D₁" is the first calendar day, expressed as a number, of the Calculation Period, unless such number would be 31, in which case D₁ will be 30; and

"D₂" is the calendar day, expressed as a number, immediately following the last day included in the Calculation Period, unless such number would be 31 and D₁ is greater than 29, in which case D₂ will be 30.

5. **Redemption and Purchase**

- (a) *Final Redemption:* Unless previously redeemed, or purchased and cancelled, the Bonds will be redeemed at their principal amount on • .
- (b) *Redemption for Taxation Reasons:* If the Metropolis would on the occasion of the next payment due in respect of the Bonds be required as a result of any change in, or amendment to, the laws or regulations of Japan, or any political subdivision or any authority thereof or therein having power to tax (other than, in each case, the Metropolis), or any change in the application or official interpretation of such laws or regulations, which change or amendment becomes effective on or after • , and for reasons outside its control, to pay any Additional Amounts (as defined in Condition 8) pursuant to Condition 8, then the Metropolis may, at its option, upon giving not less than 30 nor more than 60 days' prior notice to the Bondholders (which notice shall be irrevocable and shall specify the date fixed for redemption) in accordance with Condition 14, redeem all (but not some only) of the Bonds at their principal amount, together with interest accrued to (but excluding) the date fixed for redemption.
- (c) *Purchase:* The Metropolis may at any time purchase or otherwise acquire Bonds in the open market or otherwise. Bonds purchased by the Metropolis may be held or resold or, at the discretion of the Metropolis, may be surrendered to a Registrar for cancellation.
- (d) *Cancellation:* All Bonds redeemed or purchased and surrendered by the Metropolis as aforesaid shall be cancelled forthwith and may not be reissued or resold.

6. **Prescription**

Claims for principal and interest on redemption shall become void unless the relevant Certificates are surrendered for payment within ten years of the appropriate Relevant Date (as defined below).

7. **Payments**

- (a) *Principal:* Payments of principal shall be made by ● cheque drawn on, or, upon application by a Holder of a Bond to the specified office of the Fiscal Agent not later than the fifteenth day before the due date for any such payment by transfer to a ● account

maintained by the payee with, a bank in ● and (in the case of redemption) upon surrender (or, in the case of part payment only, endorsement) of the relevant Certificates at the specified office of the Paying Agent.

- (b) *Interest:* Payments of interest shall be made by ● cheque drawn on, or upon application by a Holder of a Bond to the specified office of the Fiscal Agent not later than the fifteenth day before the due date for any such payment, by transfer to a ● account maintained by such Holder with, a bank in ● and (in the case of interest payable on redemption) upon surrender (or, in the case of part payment only, endorsement) of the relevant Certificates at the specified office of the Paying Agent.
- (c) *Payments subject to fiscal laws:* All payments in respect of the Bonds are subject in all cases to any applicable fiscal or other laws and regulations in the place of payment, but without prejudice to the provisions of Condition 8. No commissions or expenses shall be charged to the Bondholders in respect of such payments.
- (d) *Payments on business days:* Where payment is to be made by transfer to a ● account, payment instructions (for value the due date, or, if the due date is not a business day, for value the next succeeding business day) will be initiated and, where payment is to be made by ● cheque, the cheque will be mailed (i) (in the case of payments of principal and interest payable on redemption) on the later of the due date for payment and the day on which the relevant Certificate is surrendered (or, in the case of part payment only, endorsed) at the specified office of the Paying Agent and (ii) (in the case of payments of interest payable other than on redemption) on the due date for payment. A Holder of a Bond shall not be entitled to any interest or other payment in respect of any delay in payment resulting from (A) the due date for a payment not being a business day or (B) a cheque mailed in accordance with this Condition 7 arriving after the due date for payment or being lost in the mail. In this paragraph, "business day" means any day on which banks are open for general business (including dealings in foreign currencies) in New York City, London and Tokyo and, in the case of surrender (or, in the case of part payment only, endorsement) of a Certificate, in the place in which the Certificate is surrendered (or, as the case may be, endorsed).
- (e) *Partial payments:* If the Paying Agent makes a partial payment in respect of any Bond, the Metropolis shall procure that the amount and date of such payment are noted on the Register and, in the case of partial payment upon presentation of a Certificate, that a statement indicating the amount and the date of such payment is endorsed on the relevant Certificate.
- (f) *Record date:* Each payment in respect of a Bond will be made to the person shown as the Holder in the Register at the opening of business in the place of the Registrar's specified office on the fifteenth day before the due date for such payment (the "Record Date"). Where payment in respect of a Bond is to be made by cheque, the cheque will be mailed to the address shown as the address of the Holder in the Register at the opening of business on the relevant Record Date.
- (g) *Agents:* The initial Fiscal Agent, the initial Paying Agent, the initial Registrar and the initial Transfer Agent and their specified offices are set out at the end of these terms and conditions. The Metropolis reserves the right at any time to vary or terminate the appointment of the Fiscal Agent, Paying Agent, Registrar or Transfer Agent and to appoint additional or other Paying Agents, Registrars or Transfer Agents or another Fiscal Agent, provided that it will at all times maintain a Fiscal Agent and a Registrar. Notice of any such termination or appointment and of any changes in the specified offices of the Fiscal Agent, the Paying Agent, the Registrar or the Transfer Agent will be given to the Bondholders in accordance with Condition 14.

8. **Taxation**

- (a) *Taxation:* All payments of principal and interest by or on behalf of the Metropolis in respect of the Bonds will be made without withholding or deduction for, or on account of, any present or future taxes, duties, assessments or governmental charges of whatever

nature imposed or levied by or on behalf of Japan, or any authority therein or thereof having power to tax ("Taxes"), unless the withholding or deduction of such Taxes is required by law. In that event, the Metropolis will pay such additional amounts ("Additional Amounts") as may be necessary in order that the net amounts received by the Holder after such withholding or deduction shall equal the respective amounts of principal and interest which would have been receivable in respect of the Bonds in the absence of such withholding or deduction; except that no Additional Amounts shall be payable:

- (i) to, or to a third party on behalf of a Holder or beneficial owner of a Bond that is an individual non-resident of Japan or a non-Japanese corporation and is liable for such Taxes in respect of such Bond by reason of:
 - (A) its having some connection with Japan other than the mere holding of, receipt of interest on, or the enforcement of its rights under, such Bond; or
 - (B) its being a party having a special relationship with the Metropolis as described in Article 6, paragraph (4) of the Act on Special Measures Concerning Taxation of Japan (Act No. 26 of 1957, as amended) (the "Act on Special Measures Concerning Taxation") (a "Specially-Related Party of the Metropolis");
- (ii) to, or to a third party on behalf of a Holder or beneficial owner of a Bond that would otherwise be exempt from any such withholding or deduction but that fails to comply with any applicable requirement to provide Interest Recipient Information (as defined in paragraph (b) below) or to submit a Written Application for Tax Exemption (as defined in paragraph (b) below) to the Paying Agent, or whose Interest Recipient Information is not duly communicated through the Participant (as defined in paragraph (b) below) and the relevant international clearing organisation to the Paying Agent;
- (iii) to, or to a third party on behalf of a Holder or beneficial owner of Bond that is for Japanese tax purposes treated as an individual resident of Japan or a Japanese corporation (except for (A) a Designated Financial Institution (as defined in paragraph (b) below) that complies with the requirement to provide Interest Recipient Information or to submit a Written Application for Tax Exemption and (B) an individual resident of Japan or a Japanese corporation that duly notifies the Paying Agent of its status as not being subject to Taxes to be withheld or deducted by the Metropolis by reason of such individual resident of Japan or Japanese corporation receiving interest on the relevant Bond through a payment handling agent in Japan appointed by it);
- (iv) where the Bonds are presented for payment (where such presentation is required) more than 30 days after the Relevant Date except to the extent that the relevant Bondholder would have been entitled to such Additional Amounts on presenting the same for payment at the expiry of such 30-day period;
- (v) to a Holder that is a fiduciary, partnership or person other than the sole beneficial owner of any payment to the extent that such payment would be treated as income, for Japanese tax purposes, of a beneficiary or settlor with respect to such fiduciary or a partner of such partnership or other beneficial owner, in each case, who would not have been entitled to such Additional Amounts had that beneficiary, settlor, partner or other beneficial owner been the Holder of such Bond; or
- (vi) in any case that is a combination of any of paragraphs (i) to (v) above.

As used herein, the "Relevant Date" means the date on which such payment first becomes due, except that, if the amount of the moneys payable has not been received by the Fiscal Agent on or prior to such due date, it means the date on which, the full amount of such moneys having been so received, notice to that effect shall have been duly given to the Bondholders in accordance with Condition 14.

- (b) *Definitions:* For the purposes of Conditions 8(a)(ii) and 8(a)(iii) above:
- (i) where a Bond is held through a certain participant of an international clearing organisation or a certain financial intermediary (each, a "Participant"), in order to receive payments free of withholding or deduction by the Metropolis for, or on account of, Taxes, if the beneficial owner of the relevant Bond is:
 - (A) an individual non-resident of Japan or a non-Japanese corporation (other than a Specially-Related Party of the Metropolis); or
 - (B) a Japanese financial institution falling under certain categories prescribed by the Act on Special Measures Concerning Taxation, and the cabinet order (Cabinet Order No. 43 of 31st March, 1957, as amended) thereunder (together with ministerial ordinances and other regulations thereunder, the "Law") (a "Designated Financial Institution"),

all in accordance with the Law, such beneficial owner shall, at the time of entrusting a Participant with the custody of the relevant Bond, provide certain information prescribed by the Law to enable the Participant to establish that such beneficial owner is exempted from the requirement for Taxes to be withheld or deducted (the "Interest Recipient Information") and advise the Participant if such beneficial owner ceases to be so exempted (including the case where the beneficial owner who is an individual non-resident of Japan or a non-Japanese corporation becomes a Specially-Related Party of the Metropolis); and
 - (ii) where a Bond is not held through a Participant, in order to receive payments free of withholding or deduction by the Metropolis for, or on account of, Taxes, if the beneficial owner of the relevant Bond is:
 - (A) an individual non-resident of Japan or a non-Japanese corporation (other than a Specially-Related Party of the Metropolis); or
 - (B) a Designated Financial Institution,

all in accordance with the Law, such beneficial owner shall, prior to each time on which it receives interest, submit to the Paying Agent a written application for tax exemption (*Hikazei Tekiyo Shinkokusho*) (a "Written Application for Tax Exemption") in the form obtainable from such Paying Agent stating, *inter alia*, the name and address (and, if applicable, the Japanese individual or corporation identification number) of such beneficial owner, the title of the Bonds, the relevant interest payment date, the amount of interest and the fact that such beneficial owner is qualified to submit the Written Application for Tax Exemption, together with the documentary evidence regarding its identity and residence.

Any reference in these terms and conditions to principal or interest shall be deemed also to refer to any Additional Amounts payable under this Condition 8.

9. **Events of Default**

If any one or more of the following events shall have occurred and be continuing:

- (i) *Non-payment:* A default is made in the payment of any interest in respect of any of the Bonds when and as the same ought to be paid in accordance therewith and for 30 days thereafter; or
- (ii) *Breach of other obligations:* A default is made in the performance or observance by the Metropolis of any other obligation under the Bonds or the Deed of Covenant and (except where such failure is not capable of remedy, when no such notice shall be required) such default shall continue for 60 days after written notice requiring such default to be remedied shall have been given to the Metropolis by the holders of not less than 10 per cent. in aggregate principal amount of the Bonds for the time being outstanding; or

- (iii) *Cross-acceleration:* (a) Any indebtedness of the Metropolis for borrowed moneys exceeding in the aggregate U.S.\$10,000,000 (or its equivalent in any other currency or currencies) is accelerated as a result of a default by any person or any event treated in effect as a default or (b) the Metropolis defaults in the repayment or discharge of any such indebtedness when due or at the expiration of any grace period originally applicable thereto or (c) the Metropolis fails to pay when properly called upon to do so any guarantee of indebtedness for borrowed moneys exceeding in the aggregate U.S.\$10,000,000 (or its equivalent in any other currency or currencies) given by it, and such acceleration is not rescinded or annulled or such default or failure is not remedied within 60 days after written notice thereof shall have been given to the Metropolis by the holders of not less than 10 per cent. in aggregate principal amount of the Bonds for the time being outstanding; or
- (iv) *Moratorium:* A moratorium is declared in respect of all or any part of the indebtedness of the Metropolis; or
- (v) *Abolishment:* The Metropolis is abolished except in the case where another entity effectively assumes the entire obligations of the Metropolis under the Bonds,

then any Bondholder may give notice to the Metropolis that such Bond is immediately repayable whereupon such Bond shall become immediately repayable at its principal amount together with interest accrued to (but excluding) the date of actual repayment unless prior to the time when the Metropolis receives such notice all events of default provided for herein in respect of the Bonds shall have been cured.

10. **Fiscal Agent, Paying Agent, Registrar and Transfer Agent**

In acting under the Fiscal Agency Agreement, the Fiscal Agent, Paying Agent, Registrar and Transfer Agent are acting solely as agents of the Metropolis and do not assume any obligation or duty to, or any relationship of agency or trust for or with, the Bondholders, except that (without affecting the obligations of the Metropolis to the Bondholders to repay the Bonds in accordance with their terms) any funds received by the Fiscal Agent for the payment of the principal or interest on the Bonds shall, to the extent permitted by law, be held by it in trust for the Bondholders, as the case may be, until the expiration of the periods of prescription in Condition 6.

The Fiscal Agency Agreement may be amended by the parties thereto, without the consent of any Bondholder, if in the reasonable opinion of the Metropolis and the Fiscal Agent the amendment will not adversely affect the interests of the Bondholders.

11. **Replacement of Certificates**

Should any Certificate be lost, stolen, destroyed, mutilated or defaced, it may be replaced with a new Certificate at the specified office of the Registrar, subject to all applicable laws and stock exchange requirements, upon payment by the claimant of the expenses incurred in connection therewith and on such terms as to evidence and indemnity as the Metropolis may reasonably require. Mutilated or defaced Certificates must be surrendered before replacements will be issued.

12. **Meetings of Bondholders**

The Fiscal Agency Agreement contains provisions for convening meetings of the Bondholders to consider any matter affecting their interests, including modification by extraordinary resolution (being a resolution passed at a meeting of the Bondholders duly convened and held in accordance with the provisions contained in the Fiscal Agency Agreement by a majority consisting of not less than 75 per cent. of the principal amount represented at the meeting) of the Bonds (including their terms and conditions) and the Deed of Covenant. An extraordinary resolution duly passed at any such meeting shall be binding on all the Bondholders, whether present or not. Any modification, *inter alia*, postponing the date of maturity of the Bonds or any date for payment of interest thereon, reducing or cancelling the amount of principal or the rate of interest payable in respect of the Bonds, altering the currency of account or the currency of payment of the Bonds will only be binding if passed at a meeting of Bondholders (or at any adjournment thereof) at which a special quorum (provided for in the Fiscal Agency Agreement, being two or more persons holding or

representing not less than 75 per cent. or, at any adjourned meeting, 50 per cent. of the aggregate principal amount, of the outstanding Bonds) is present.

13. **Further Issues**

The Metropolis may from time to time without the consent of the Bondholders create and issue further securities either having the same terms and conditions as the Bonds in all respects (or in all respects except for the first payment of interest on them) and so that such further issue shall be consolidated and form a single series with the outstanding securities of any series (including the Bonds) or upon such terms as the Metropolis may determine at the time of their issue. References in these terms and conditions to the Bonds include (unless the context requires otherwise) any other securities issued pursuant to this Condition and forming a single series with the Bonds.

14. **Notices**

Notices to the Bondholders will be sent to them by first class mail (or its equivalent) or (if posted to an overseas address) by airmail at their respective addresses on the Register. Any such notice shall be deemed to have been given on the seventh day after the date of mailing.

So long as the Bonds are evidenced by the Global Certificate and such Bonds are held on behalf of a clearing system, notices to Bondholders shall be given by delivery of the relevant notice to the relevant clearing system for communication by it to entitled accountholders in substitution for mailing required by these Conditions.

15. **Contracts (Rights of Third Parties) Act 1999**

No person shall have any right to enforce any term or condition of the Bonds under the Contracts (Rights of Third Parties) Act 1999.

16. **Governing Law**

The Bonds, and any non-contractual obligations arising out of or in connection with the Bonds, are governed by, and shall be construed in accordance with, English law.

The Metropolis hereby irrevocably and unconditionally submits to the jurisdiction of the English courts for all purposes in connection with this Bond appertaining hereto (including any non-contractual obligation arising out of or in connection with the Bonds) and in relation thereto the Metropolis hereby irrevocably appoints ● at its specified office for the time being in London (presently being at ●, United Kingdom) as its authorised agent upon whom process may be served in any action or proceedings of or in the courts of England arising out of or relating to this Bond (including any non-contractual obligation arising out of or in connection with the Bonds).

SUMMARY OF PROVISIONS RELATING TO THE BONDS WHILE IN GLOBAL FORM

Transfers of interests in the Bonds in respect of which the Global Certificate is issued shall be effected through the records of the relevant clearing system and their respective participants in accordance with the rules and procedures of the relevant clearing system and their respective direct and indirect participants.

Upon issue, the Bonds will be evidenced by the Global Certificate which will be deposited with, and registered in the name of the nominee for, the common depositary for Euroclear and Clearstream, Luxembourg.

References in the Terms and Conditions of the Bonds to the "Holder" or the "Bondholder" are references to the person in whose name such Global Certificate is for the time being registered in the Register which, for so long as the Global Certificate is held by or on behalf of a common depositary for Euroclear and/or Clearstream, Luxembourg, will be that common depositary or a nominee for that common depositary.

Each of the persons shown in the records of Euroclear and/or Clearstream, Luxembourg and/or any other relevant clearing system as being entitled to an interest in the Global Certificate (each an "Accountholder") must look solely to Euroclear and/or Clearstream, Luxembourg and/or such other relevant clearing system (as the case may be) for such Accountholder's share of each payment made by the Metropolis to the Holder of such Global Certificate and in relation to all other rights arising under such Global Certificate. The extent to which, and the manner in which, Accountholders may exercise any rights arising under the Global Certificate will be determined by the respective rules and procedures of Euroclear and Clearstream, Luxembourg and any other relevant clearing system from time to time. For so long as the Bonds are evidenced by the Global Certificate, Accountholders shall have no claim directly against the Metropolis in respect of payments due under the Bonds and such obligations of the Metropolis will be discharged by payment to the Holder of the Global Certificate.

Conditions Applicable to Bonds Evidenced by the Global Certificate

The Global Certificate will contain provisions which modify the effect of the terms and conditions of the Bonds set out in this Offering Circular. The following is a summary of those provisions:

1. Exchange

The Global Certificate will become exchangeable in whole, but not in part, for Definitive Certificates if (a) Euroclear or Clearstream, Luxembourg is closed for business for a continuous period of 14 days (other than by reason of legal holidays) or announces an intention permanently to cease business or (b) any of the circumstances described in Condition 9 occurs.

Whenever the Global Certificate is to be exchanged for Definitive Certificates, such Definitive Certificates will be issued in an aggregate principal amount equal to the principal amount of the Global Certificate within five business days of the delivery, by or on behalf of the registered Holder of the Global Certificate, Euroclear and/or Clearstream, Luxembourg, to the Registrar of such information as is required to complete and deliver such Definitive Certificates (including, without limitation, the names and addresses of the persons in whose names the Definitive Certificates are to be registered and the principal amount of each such person's holding) against the surrender of the Global Certificate at the specified office of the Registrar. Such exchange will be effected in accordance with the provisions of the Fiscal Agency Agreement and the regulations concerning the transfer and registration of Bonds scheduled thereto and, in particular, shall be effected without charge to any Bondholder, but against such indemnity as the Registrar may require in respect of any tax or other duty of whatsoever nature which may be levied or imposed in connection with such exchange. In the event that Definitive Certificates for the Bonds are issued, a Bondholder who holds a principal amount of less than ● will not receive a Definitive Certificate in respect of such holding and would need to purchase a principal amount of Bonds such that it holds an amount of ● or above in integral multiples of ● thereof.

If:

- (a) Definitive Certificates have not been issued and delivered by 5.00 p.m. (Luxembourg time) on the thirtieth day after the date on which the same are due to be issued and delivered in accordance with the terms of the Global Certificate; or

- (b) any of the Bonds evidenced by the Global Certificate has become due and payable in accordance with the Conditions or the date for final redemption of the Bonds has occurred and, in either case, payment in full of the amount of principal falling due with all accrued interest thereon has not been made to the Holder of the Global Certificate on the due date for payment in accordance with the terms of the Global Certificate,

then, at 5.00 p.m. (Luxembourg time) on such thirtieth day (in the case of (a) above) or at 5.00 p.m. (Luxembourg time) on such due date (in the case of (b) above) each person shown in the records of Euroclear and/or Clearstream, Luxembourg (or any other relevant clearing system) as being entitled to interest in the Bonds (each an "Accountholder") shall acquire under the Deed of Covenant rights of enforcement against the Metropolis ("Direct Rights") to compel the Metropolis to perform its obligations to the Holder of the Global Certificate in respect of the Bonds evidenced by the Global Certificate, including the obligation of the Metropolis to make all payments when due at any time in respect of such in accordance with the Conditions as if such Bonds had (where required by the Conditions) been duly presented and surrendered on the due date in accordance with the Conditions.

The Direct Rights shall be without prejudice to the rights which the Holder of the Global Certificate may have under the Global Certificate or otherwise. Payment to the Holder of the Global Certificate in respect of any Bonds evidenced by the Global Certificate shall constitute a discharge of the Metropolis' obligations under the Bonds and the Deed of Covenant to the extent of any such payment and nothing in the Deed of Covenant shall oblige the Metropolis to make any payment under the Bonds to or to the order of any person other than the Holder of the Global Certificate.

As a condition of any exercise of Direct Rights by an Accountholder, such Accountholder shall, as soon as practicable, give notice of such exercise to the Bondholders in the manner provided for in the Conditions or the Global Certificate for notices to be given by the Metropolis to Bondholders.

2. Payments

In the case of all payments made in respect of the Global Certificate, "business day" means any day which is a day on which dealings in foreign currencies may be carried on in New York City, London and Tokyo.

Each payment in respect of the Bonds evidenced by the Global Certificate will be made to the person shown as the Holder in the Register at the close of business (in the relevant clearing system) on the Clearing System Business Day before the due date for such payment (for the purposes of the Bonds evidenced by such Global Certificate, such date being the "Record Date") where "Clearing System Business Day" means a day on which each clearing system for which the Global Certificate is being held is open for business.

3. Notices

So long as the Bonds are evidenced by the Global Certificate and such Global Certificate is held on behalf of a clearing system, notices to holders of Bonds evidenced by the Global Certificate may be given by delivery of the relevant notice to that clearing system for communication by it to entitled accountholders in substitution for mailing required by the terms and conditions of the Bonds. Such notices shall be deemed to have been given in accordance with the Conditions on the date of delivery to the relevant clearing system.

4. Meetings

The Holder of the Bonds in respect of which the Global Certificate is issued shall be treated as being two persons for the purposes of any quorum requirements of a meeting of Bondholders and, at any such meeting, as having one vote in respect of each • of Bonds in respect of which a Global Certificate is issued.

5. Redemption at the Option of the Metropolis

The option of the Metropolis to redeem the Bonds prior to maturity provided for in Condition 5(b) shall be exercised or performed by the Metropolis giving notice to the Bondholders within the time

limits relating thereto set out in and containing the information required of the Metropolis in accordance with such Condition.

6. **Purchase and Cancellation**

Cancellation of any Bonds evidenced by the Global Certificate required by the terms and conditions of the Bonds to be cancelled following its purchase will be effected by a reduction in the principal amount of the Bonds evidenced by the Global Certificate. A record of such reduction will be endorsed in the appropriate schedule of the Global Certificate.

TAXATION

The tax laws of the investor's state and of the Metropolis' state of incorporation might have an impact on the income received from the securities. Prospective purchasers of Bonds should consult their own tax advisers as to which countries' tax laws could be relevant to acquiring, holding and disposing of Bonds and receiving payments of interest, principal and/or other amounts under the Bonds and the consequences of such actions under the tax laws of those countries.

Japan

The following is a general description of certain Japanese tax aspects of the Bonds and does not purport to be a comprehensive description of the tax aspects of the Bonds. Prospective purchasers should note that, although the general tax information on Japanese taxation is described hereunder for convenience, the statements below are general in nature and not exhaustive.

Prospective purchasers are advised to consult their own legal, tax, accountancy or other professional advisers in order to ascertain their particular circumstances regarding taxation. The statements below are based on current tax laws and regulations in Japan and current income tax treaties executed by Japan all as in effect on the date hereof and all of which are subject to change or differing interpretations (possibly with retroactive effect). Neither such statements nor any other statements in this Offering Circular are to be regarded as advice on the tax position of any Bondholder or any person purchasing, selling or otherwise dealing in the Bonds or any tax implication arising from the purchase, sale or other dealings in respect of the Bonds.

Representation by Investors upon Primary Distribution (Boshu)

BY SUBSCRIBING FOR THE BONDS, AN INVESTOR WILL BE DEEMED TO HAVE REPRESENTED IT IS A PERSON WHO FALLS INTO THE CATEGORY OF (i) OR (ii) BELOW:

- (i) A beneficial owner that is, for Japanese tax purposes, neither (x) an individual resident of Japan or a Japanese corporation, nor (y) an individual non-resident of Japan or a non-Japanese corporation that in either case is a person (a "Specially-Related Party of the Metropolis") having a "special relationship" with the Metropolis (that is, currently, in general terms, a party who is directly or indirectly controlled by the Metropolis) as described in Article 6, paragraph (4) of the Act on Special Measures Concerning Taxation of Japan (Act No. 26 of 1957, as amended) (the "Act on Special Measures Concerning Taxation"); or
- (ii) A beneficial owner that is a Japanese financial institution, designated in Article 6, paragraph (11) of the Act on Special Measures Concerning Taxation.

The Bonds are Not "Taxable-Linked Securities"

The Bonds do not constitute "taxable linked securities" as prescribed by Article 6, paragraph (4) of the Act on Special Measures Concerning Taxation (being securities for which the amount of interest is to be calculated by reference to certain indexes (as prescribed by Article 3-2-2, paragraph (8) of the Cabinet Order No. 43 of 1957, as amended (the "Cabinet Order") relating to the Act on Special Measures Concerning Taxation) relating to the Metropolis or a Specially-Related Party of the Metropolis).

Capital Gains, Stamp Tax and Other Similar Taxes, Inheritance Tax and Gift Tax

Gains derived from the sale of Bonds outside Japan by an individual non-resident of Japan or a non-Japanese corporation having no permanent establishment within Japan are, in general, not subject to Japanese income tax or corporate tax.

No stamp, issue, registration or similar taxes or duties will, under current Japanese law, be payable in Japan by Bondholders in connection with the issue of the Bonds, nor will such taxes be payable by Bondholders in connection with their transfer if such transfer takes place outside Japan.

Japanese inheritance tax or gift tax at progressive rates may be payable by an individual, wherever resident, who has acquired Bonds from another individual as legatee, heir or donee.

Interest Payments on Bonds and Redemption Gain

The following description of Japanese taxation (limited to national taxes) (subject to the relevant tax treaty between Japan and the relevant country) applies exclusively to interest on the Bonds and the redemption gain, meaning any positive difference between the acquisition price of the interest-bearing Bonds of the holder and the amount which the holder receives upon redemption of such interest-bearing Bonds (the "Redemption Gain"), where such Bonds are issued by the Metropolis outside Japan and payable outside Japan. In addition, the following description assumes that the Bonds will only be evidenced by the Global Certificate, and no Bonds evidenced by Definitive Certificates that are independently traded are issued, in which case different tax consequences may apply. It is not intended to be exhaustive and prospective purchasers are recommended to consult their tax advisers as to their exact tax position.

1. Non-Japanese-resident Investors

If the recipient of interest on the Bonds or of the Redemption Gain is an individual non-resident of Japan or a non-Japanese corporation for Japanese tax purposes, as described below, the Japanese tax consequences on such individual non-resident of Japan or non-Japanese corporation are significantly different depending upon whether such individual non-resident of Japan or non-Japanese corporation is a Specially-Related Party of the Metropolis (as defined below). Most importantly, if such individual non-resident of Japan or non-Japanese corporation is a Specially-Related Party of the Metropolis, income tax at the rate of 15.315 per cent. of the amount of such interest will be withheld by the Metropolis under Japanese tax law.

1.1 Interest

- (1) If the recipient of interest on the Bonds is an individual non-resident of Japan or a non-Japanese corporation having no permanent establishment within Japan or having a permanent establishment within Japan but where the receipt of the interest on the Bonds is not attributable to the business of such individual non-resident of Japan or non-Japanese corporation carried on within Japan through such permanent establishment, no Japanese income tax or corporate tax is payable with respect to such interest whether by way of withholding or otherwise, if certain requirements are complied with, *inter alia*:
 - (i) if the relevant Bonds are held through a certain participant in an international clearing organisation such as Euroclear or Clearstream, Luxembourg or a certain financial intermediary prescribed by the Act on Special Measures Concerning Taxation and the relevant Cabinet Order (together with the Act on Special Measures Concerning Taxation and the ministerial ordinance and other regulations thereunder, the "Law") (each, a "Participant"), the requirement that such recipient provide, at the time of entrusting a Participant with the custody of the relevant Bonds, certain information prescribed by the Law to enable the Participant to establish that the recipient is exempt from the requirement for Japanese tax to be withheld or deducted (the "Interest Recipient Information"), and advise the Participant if such individual non-resident of Japan or non-Japanese corporation ceases to be so exempted (including the case where it becomes a Specially-Related Party of the Metropolis), and that the Metropolis prepare and file a certain confirmation prescribed by the Law ("Interest Recipient Confirmation") with the competent local tax office in a timely manner based upon the Interest Recipient Information communicated through the Participant and the relevant clearing organisation; and
 - (ii) if the relevant Bonds are not held by a Participant, the requirement that such recipient submit to the Fiscal Agent or the Paying Agent (as the case may be) a written application for tax exemption (*Hikazei Tekiyo Shinkokusho*) (the "Written Application for Tax Exemption"), together with certain documentary evidence, and that the Metropolis file the Written Application for Tax Exemption so received with the competent local tax office in a timely manner.

Failure to comply with such requirements described above (including the case where the Interest Recipient Information is not duly communicated as required under the Law) will

result in the withholding by the Metropolis of income tax at the rate of 15.315 per cent. of the amount of such interest.

- (2) If the recipient of interest on the Bonds is an individual non-resident of Japan or a non-Japanese corporation having a permanent establishment within Japan and the receipt of interest is attributable to the business of such individual non-resident of Japan or non-Japanese corporation carried on within Japan through such permanent establishment, such interest will not be subject to a 15.315 per cent. withholding tax by the Metropolis, if the requirements concerning the Interest Recipient Information and the Interest Recipient Confirmation or the Written Application for Tax Exemption as set out in paragraph 1.1(1) above are complied with. Failure to do so will result in the withholding by the Metropolis of income tax at the rate of 15.315 per cent. of the amount of such interest. The amount of such interest will be subject to regular income tax or corporate tax, as appropriate.
- (3) Notwithstanding paragraphs 1.1(1) and (2) above, if an individual non-resident of Japan or a non-Japanese corporation mentioned above is a person who has a special relationship with the Metropolis (that is, currently, in general terms, a party who is directly or indirectly controlled by the Metropolis) within the meaning prescribed by the Cabinet Order under Article 6, paragraph (4) of the Act on Special Measures Concerning Taxation (such person is referred to as a "Specially-Related Party of the Metropolis") as at the beginning of the fiscal year of the Metropolis in which the relevant Interest Payment Date falls, the exemption from Japanese withholding tax on interest mentioned above will not apply, and income tax at the rate of 15.315 per cent. of the amount of such interest will be withheld by the Metropolis. If such individual non-resident of Japan or non-Japanese corporation has a permanent establishment within Japan, regular income tax or corporate tax, as appropriate, collected otherwise than by way of withholding, could apply to such interest under Japanese tax law.
- (4) If an individual non-resident of Japan or a non-Japanese corporation (regardless of whether it is a Specially-Related Party of the Metropolis) is subject to Japanese withholding tax with respect to interest on the Bonds under Japanese tax law, a reduced rate of withholding tax or exemption from such withholding tax may be available under the relevant income tax treaty between Japan and the country of tax residence of such individual non-resident of Japan or non-Japanese corporation. As of the date of this Offering Circular, Japan has income tax treaties, conventions or agreements whereby the above-mentioned withholding tax rate is reduced, generally to 10 per cent. with, *inter alia*, Australia, Canada, Finland, France, Hong Kong, Ireland, Italy, Luxembourg, the Netherlands, New Zealand, Norway, Portugal and Singapore. Under the income tax treaties between Japan and Austria, Belgium, Denmark, Germany, Spain, Sweden, Switzerland, the United Kingdom or the United States of America, interest paid to qualified Austrian, Belgian, Danish, German, Spanish, Swedish, Swiss, United Kingdom or United States residents is generally exempt from Japanese withholding tax (for Belgium, only for a Belgian enterprise). Under the current income tax treaties between Japan and Australia, France, the Netherlands or New Zealand, certain limited categories of qualified Australian, French, Dutch or New Zealand residents receiving interest on the Bonds may, subject to compliance with certain procedural requirements under Japanese law, be fully exempt from Japanese withholding tax for interest on the Bonds (provided that no exemption will apply to pension funds in the case of Australia and New Zealand). In order to avail themselves of such reduced rate of, or exemption from, Japanese withholding tax under any applicable income tax treaty, individual non-residents of Japan or non-Japanese corporations which are entitled, under any applicable income tax treaty, to a reduced rate of, or exemption from, Japanese withholding tax on payment of interest by the Metropolis are required to submit an Application Form for Income Tax Convention regarding Relief from Japanese Income Tax and Special Income Tax for Reconstruction on Interest (as well as any other required forms and documents) in advance through the Metropolis to the relevant tax authority before payment of interest.
- (5) Under the Law, (a) if an individual non-resident of Japan or a non-Japanese corporation that is a beneficial owner of the Bonds becomes a Specially-Related Party of the Metropolis, or an individual non-resident of Japan or a non-Japanese corporation that is a Specially-Related Party of the Metropolis becomes a beneficial owner of the Bonds, and

(b) if such Bonds are held through a Participant, then such individual non-resident of Japan or non-Japanese corporation would be obligated to notify the Participant of such change in status by the immediately following Interest Payment Date of the Bonds. As described in paragraph 1.1(3) above, as the status of such individual non-resident of Japan or non-Japanese corporation as a Specially-Related Party of the Metropolis for Japanese withholding tax purposes is determined based on the status as at the beginning of the fiscal year of the Metropolis in which the relevant Interest Payment Date falls, such individual non-resident of Japan or non-Japanese corporation should, by such notification, identify and advise the Participant of the specific Interest Payment Date on which Japanese withholding tax starts to apply with respect to such individual non-resident of Japan or non-Japanese corporation as being a Specially-Related Party of the Metropolis.

1.2 Redemption Gain

- (1) If the recipient of the Redemption Gain is an individual non-resident of Japan or a non-Japanese corporation having no permanent establishment within Japan or having a permanent establishment within Japan but where the receipt of such Redemption Gain is not attributable to the business of such individual non-resident of Japan or non-Japanese corporation carried on within Japan through such permanent establishment, no income tax or corporate tax is payable with respect to such Redemption Gain.
- (2) If the recipient of the Redemption Gain with respect to the Bonds is an individual non-resident of Japan or a non-Japanese corporation having a permanent establishment within Japan and the receipt of such Redemption Gain is attributable to the business of such individual non-resident of Japan or non-Japanese corporation carried on within Japan through such permanent establishment, such Redemption Gain will not be subject to any withholding tax but will be subject to regular income tax or corporate tax, as appropriate.
- (3) Notwithstanding paragraphs 1.2(1) and (2) above, if an individual non-resident of Japan or a non-Japanese corporation mentioned above is a Specially-Related Party of the Metropolis as at the beginning of the fiscal year of the Metropolis in which such individual non-resident of Japan or non-Japanese corporation acquired such Bonds, the Redemption Gain will not be subject to withholding tax but will be subject to regular income tax or corporate tax, as appropriate, under Japanese tax law, regardless of whether such individual non-resident of Japan or non-Japanese corporation has a permanent establishment within Japan; provided that exemption may be available under the relevant income tax treaty.

2. Japanese Resident Investors

If the recipient of interest on the Bonds is an individual resident of Japan or a Japanese corporation for Japanese tax purposes, as described below, regardless of whether such recipient is a Specially-Related Party of the Metropolis, in addition to any applicable local tax, income tax will be withheld at the rate of 15.315 per cent. of the amount of such interest, if such interest is paid to an individual resident of Japan or a Japanese corporation (except for (i) a Designated Financial Institution (as defined below) which complies with the requirement for tax exemption under Article 6, paragraph (11) of the Act on Special Measures Concerning Taxation or (ii) a Public Corporation (as defined below) or a Specified Financial Institution (as defined below), to which such interest is paid through the Japanese Custodian (as defined below) in compliance with the requirement for tax exemption under Article 3-3, paragraph (6) of the Act on Special Measures Concerning Taxation).

In addition to the withholding tax consequences upon resident investors as explained in this section, resident investors should consult their own tax advisors regarding regular income tax or corporate tax consequences otherwise than by way of withholding, bearing in mind, especially for individual residents of Japan, the change to the taxation regime of bonds which took effect on 1st January, 2016.

2.1 Interest

- (1) If an individual resident of Japan or a Japanese corporation (other than a Specified Financial Institution (as defined below) or a Public Corporation (as defined below), who

complies with the requirement as referred to in paragraph 2.1(2) below) receives payments of interest on the Bonds through certain Japanese payment handling agents (each a "Japanese Payment Handling Agent"), income tax at the rate of 15.315 per cent. of the amount of such interest will be withheld by the Japanese Payment Handling Agent rather than by the Metropolis. As the Metropolis is not in a position to know in advance the recipient's status, the recipient of interest falling within this category should inform the Metropolis through the Paying Agent of its status in a timely manner. Failure to so inform may result in double withholding.

- (2) If the recipient of interest on the Bonds is a Japanese public corporation or a Japanese public-interest corporation designated by the relevant law (*koukyohojin tou*) (each, a "Public Corporation") or a Japanese bank, a Japanese insurance company, a Japanese financial instruments business operator or other Japanese financial institution falling under certain categories prescribed by the relevant Cabinet Order under Article 3-3, paragraph (6) of the Act on Special Measures Concerning Taxation (each, a "Specified Financial Institution") that keeps its Bonds deposited with, and receives the interest through, a Japanese Payment Handling Agent with custody of the Bonds (the "Japanese Custodian") and such recipient submits through such Japanese Custodian to the competent tax authority the report prescribed by the Law, no withholding tax is levied on such interest. However, since the Metropolis is not in a position to know in advance the recipient's such tax exemption status, the recipient of interest falling within this category should inform the Metropolis through the Paying Agent of its status in a timely manner. Failure to so notify the Metropolis may result in the withholding by the Metropolis of a 15.315 per cent. income tax.
- (3) If an individual resident of Japan or a Japanese corporation (except for a Designated Financial Institution which complies with the requirements described in paragraph 2.1(4) below) receives interest on the Bonds not through a Japanese Payment Handling Agent, income tax at the rate of 15.315 per cent. of the amount of such interest will be withheld by the Metropolis.
- (4) If a Japanese bank, a Japanese insurance company, a Japanese financial instruments business operator or other Japanese financial institution falling under certain categories prescribed by the Cabinet Order under Article 6, paragraph (11) of the Act on Special Measures Concerning Taxation (each, a "Designated Financial Institution") receives interest on the Bonds not through a Japanese Payment Handling Agent and the requirements concerning the Interest Recipient Information and the Interest Recipient Confirmation or the Written Application for Tax Exemption as referred to in paragraph 1.1(1) above are complied with, no withholding tax will be imposed.

2.2 Redemption Gain

If the recipient of the Redemption Gain is an individual resident of Japan or a Japanese corporation, such Redemption Gain will not be subject to any withholding tax.

3. Special Additional Tax for Reconstruction from the Great East Japan Earthquake

Due to the imposition of a special additional withholding tax of 0.315 per cent. (or 2.1 per cent. of 15 per cent.) to secure funds for reconstruction from the Great East Japan Earthquake, the withholding tax rate has been effectively increased to 15.315 per cent. during the period beginning on 1st January, 2013 and ending on 31st December, 2037. On or after 1st January, 2038, the withholding tax rate will be 15 per cent., where the foregoing references to the withholding tax rate of 15.315 per cent. shall read 15 per cent. There is also special additional tax imposed upon regular income tax, as referred to in the foregoing descriptions, for the period mentioned above.

CLEARANCE AND SETTLEMENT

The information set out below is subject to any change in or reinterpretation of the rules, regulations and procedures of Euroclear or Clearstream, Luxembourg (together, the "Clearing Systems") currently in effect. The information in this section concerning the Clearing Systems has been obtained from sources that the Metropolis believes to be reliable, but neither the Metropolis nor the Joint Lead Managers takes any responsibility for the accuracy of this section. Investors wishing to use the facilities of any of the Clearing Systems are advised to confirm the continued applicability of the rules, regulations and procedures of the relevant Clearing System. None of the Metropolis and any other party to the Fiscal Agency Agreement will have any responsibility or liability for any aspect of the records relating to, or payments made on account of, beneficial ownership interests in the Bonds held through the facilities of any Clearing System or for maintaining, supervising or reviewing any records relating to such beneficial ownership interests.

Clearing Systems

Euroclear and Clearstream, Luxembourg each hold securities for their customers and facilitate the clearance and settlement of securities transactions by electronic book-entry transfer between their respective account holders. Euroclear and Clearstream, Luxembourg provide various services including safekeeping, administration, clearance and settlement of internationally traded securities and securities lending and borrowing. Euroclear and Clearstream, Luxembourg also deal with domestic securities markets in several countries through established depositary and custodial relationships. Euroclear and Clearstream, Luxembourg have established an electronic bridge between their two systems across which their respective participants may settle trades with each other.

Euroclear and Clearstream, Luxembourg customers are worldwide financial institutions, including underwriters, securities brokers and dealers, banks, trust companies and clearing corporations. Indirect access to Euroclear and Clearstream, Luxembourg is available to other institutions that clear through or maintain a custodial relationship with an account holder of either system.

Registration and Form

Book entry interests in the Bonds held through Euroclear and Clearstream, Luxembourg will be evidenced by the Global Certificate registered in the name of a nominee of, and held by, a common depositary for Euroclear and Clearstream, Luxembourg. As necessary, the Registrar will adjust the amounts of Bonds on the Register for the accounts of Euroclear and Clearstream, Luxembourg to reflect the amounts of Bonds held through Euroclear and Clearstream, Luxembourg. Beneficial ownership of book entry interests in Bonds will be held through financial institutions as direct and indirect participants in Euroclear and Clearstream, Luxembourg.

The aggregate holdings of book entry interests in the Bonds in Euroclear and Clearstream, Luxembourg will be reflected in the book entry accounts of each such institution. Euroclear or Clearstream, Luxembourg, as the case may be, and every other intermediate holder in the chain to the beneficial owner of book entry interests in the Bonds will be responsible for establishing and maintaining accounts for their participants and customers having interests in the book entry interests in the Bonds. The Registrar will be responsible for maintaining a record of the aggregate holdings of Bonds registered in the name of a common nominee for Euroclear and Clearstream, Luxembourg and/or, if individual Certificates are issued in the limited circumstances described in the Global Certificate, holders of Bonds evidenced by those Definitive Certificates. The Fiscal Agent will be responsible for ensuring that payments received by it from the Metropolis for holders of book entry interests in the Bonds holding through Euroclear and Clearstream, Luxembourg are credited to Euroclear or Clearstream, Luxembourg, as the case may be.

The Metropolis will not impose any fees in respect of holding the Bonds; however, holders of book-entry interests in the Bonds may incur fees normally payable in respect of the maintenance and operation of accounts in Euroclear or Clearstream, Luxembourg.

Clearing and Settlement Procedures

Initial Settlement

Upon their original issue, the Bonds will be in global form represented by the Global Certificate. Interests in the Bonds will be in uncertified book entry form. Purchasers holding book entry interests in the Bonds through Euroclear and Clearstream, Luxembourg accounts will follow the settlement procedures applicable

to conventional Eurobonds. Book entry interests in the Bonds will be credited to Euroclear and Clearstream, Luxembourg participants' securities clearance accounts on the business day following the Closing Date against payment (value the Closing Date).

Secondary Market Trading

Secondary market trades in the Bonds will be settled by transfer of title to book entry interests in the Clearing Systems. Title to such book entry interests will pass by registration of the transfer within the records of Euroclear or Clearstream, Luxembourg, as the case may be, in accordance with their respective procedures. Book entry interests in the Bonds may be transferred within Euroclear and within Clearstream, Luxembourg and between Euroclear and Clearstream, Luxembourg in accordance with procedures established for these purposes by Euroclear and Clearstream, Luxembourg.

General

Neither Euroclear nor Clearstream, Luxembourg is under any obligation to perform or continue to perform the procedures referred to above, and such procedures may be discontinued at any time.

None of the Metropolis or any of their agents will have any responsibility for the performance by Euroclear or Clearstream, Luxembourg or their respective participants of their respective obligations under the rules and procedures governing their operations or the arrangements referred to above.

SUBSCRIPTION AND SALE

• , • , • and • (together, the "Joint Lead Managers") have, pursuant to a subscription agreement dated • (the "Subscription Agreement"), agreed with the Metropolis, subject to the satisfaction of certain conditions, severally but not jointly, to purchase the aggregate principal amount of the Bonds as indicated in the table below at the issue price of • per cent. of their principal amount (the "Issue Price"):

Joint Lead Managers	Aggregate Principal Amount of the Bonds
•	•
•	•
•	•
•	•
Total	•

The Metropolis has agreed to pay to the Joint Lead Managers a total combined management and underwriting commission and selling concession of • per cent. of the principal amount of the Bonds. In addition, the Metropolis has agreed to reimburse the Joint Lead Managers for certain expenses in connection with the issue of the Bonds. The Subscription Agreement entitles the Joint Lead Managers to terminate it in certain circumstances prior to payment being made to the Metropolis.

Save as discussed above, so far as the Metropolis is aware, no person involved in the offer of the Bonds has an interest material to the Bonds.

Selling Restrictions

United States of America

The Bonds have not been, and will not be, registered under the Securities Act or with any securities regulatory authority of any state or other jurisdiction of the United States. The Bonds are being offered or sold outside the United States to non-U.S. persons in offshore transactions in reliance on Regulation S, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S) except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act.

Each Joint Lead Manager has agreed that, except as permitted by the Subscription Agreement, it will not offer, sell or deliver Bonds, (i) as part of their distribution at any time or (ii) otherwise until 40 days after the completion of the distribution of the Bonds, within the United States or to, or for the account or benefit of, U.S. persons, and such Joint Lead Manager will have sent to each dealer to which it sells Bonds during the distribution compliance period relating thereto, a confirmation or other notice setting forth the restrictions on offers and sales of the Bonds within the United States or to, or for the account or benefit of, U.S. persons.

In addition, until 40 days after the commencement of the offering of Bonds, any offer or sale of Bonds within the United States by any dealer (whether or not participating in the offering) may violate the registration requirements of the Securities Act.

United Kingdom

Each Joint Lead Manager has agreed that:

- (i) it has only communicated or caused to be communicated and will only communicate or cause to be communicated an invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received by it in connection with the issue or sale of any Bonds in circumstances in which section 21(1) of the FSMA does not apply to the Metropolis; and
- (ii) it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to the Bonds in, from or otherwise involving the United Kingdom.

Japan

The Bonds are exempt from the requirement for registration under the Financial Instruments and Exchange Act and are subject to the Act on Special Measures Concerning Taxation. Each Joint Lead Manager has represented and agreed that it has not offered or sold, and will not offer or sell as part of its primary distribution (*boshu*) at any time, any Bonds to, or for the benefit of, any person other than:

- (i) a beneficial owner that is, for Japanese tax purposes, neither:
 - (x) an individual resident of Japan or a Japanese corporation; nor
 - (y) an individual non-resident of Japan or a non-Japanese corporation that in either case is a Specially-Related Party of the Metropolis (that is, currently, in general terms, a party who is directly or indirectly controlled by the Metropolis) as described in Article 6, paragraph (4) of the Act on Special Measures Concerning Taxation; or
- (ii) a beneficial owner that is a Japanese financial institution, designated in Article 6, paragraph (11) of the Act on Special Measures Concerning Taxation.

Hong Kong

Each Joint Lead Manager has represented and agreed that:

- (i) it has not offered or sold and will not offer or sell in Hong Kong, by means of any document, any Bonds other than (i) to "professional investors" as defined in the Securities and Futures Ordinance (Cap. 571) of Hong Kong (the "SFO") and any rules made under the SFO, or (ii) in other circumstances which do not result in the document being a "prospectus" as defined in the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong (the "C(WUMP)O") or which do not constitute an offer to the public within the meaning of the C(WUMP)O; and
- (ii) it has not issued or had in its possession for the purposes of issue, and will not issue or have in its possession for the purposes of issue, whether in Hong Kong or elsewhere, any advertisement, invitation or document relating to the Bonds which is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to Bonds which are or are intended to be disposed of only to persons outside Hong Kong or only to "professional investors" as defined in the SFO and any rules made under the SFO.

Singapore

Each Joint Lead Manager has acknowledged that this Offering Circular has not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, each Joint Lead Manager has represented, warranted and agreed that it has not offered or sold the Bonds or caused the Bonds to be made the subject of an invitation for subscription or purchase and will not offer or sell any Bonds or cause the Bonds to be made the subject of an invitation for subscription or purchase, and has not circulated or distributed, nor will it circulate or distribute, this Offering Circular or any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the Bonds, whether directly or indirectly, to any person in Singapore other than (i) to an institutional investor (as defined in Section 4A of the Securities and Futures Act 2001 of Singapore, as modified or amended from time to time (the "SFA")) pursuant to Section 274 of the SFA or (ii) to an accredited investor (as defined in Section 4A of the SFA) pursuant to and in accordance with the conditions specified in Section 275 of the SFA.

General

Some of the Joint Lead Managers and their affiliates have engaged in, and may in the future engage in, investment banking and other commercial dealings in the ordinary course of business with the Metropolis. They have received, or may in the future receive, customary fees and commissions for these transactions.

In addition, in the ordinary course of their business activities, the Joint Lead Managers and their affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the

accounts of their customers. Such investments and securities activities may involve securities and/or instruments of the Metropolis. Certain of the Joint Lead Managers and their affiliates that have a lending relationship with the Metropolis routinely hedge their credit exposure to the Metropolis consistent with their customary risk management policies. Typically, such Joint Lead Managers and their affiliates would hedge such exposure by entering into transactions which consist of either the purchase of credit default swaps or the creation of short positions in the Metropolis' securities, including potentially the Bonds. Any such short positions could adversely affect future trading prices of the Bonds. The Joint Lead Managers and their affiliates may also make investment recommendations and/or publish or express independent research views in respect of such securities or financial instruments and may hold, or recommend to clients that they acquire, long and/or short positions in such securities and instruments.

OFFICIAL STATEMENTS

The Metropolis has included the information in this Offering Circular (including but not limited to the financial statements in pages A-3 to A-54 (both inclusive)), whose source is identified as a publication of the Metropolis, Japan or one of their respective agencies or instrumentalities in reliance on the authority of the publication as a public official document. All other information that the Metropolis has provided in this Offering Circular under the captions "Presentation of Financial Information", "Risk Factors", "The Metropolis of Tokyo" and "General Information" have been supplied by the Metropolis on the authority of public officials of the Metropolis.

GENERAL INFORMATION

1. The issue of the Bonds was duly authorised by the Governor on ●.
2. The Bonds have been accepted for clearance through Euroclear and Clearstream, Luxembourg. The address of Euroclear is 1 Boulevard du Roi Albert II, B-1210 Brussels, Belgium. The address of Clearstream, Luxembourg is 42 Avenue JF Kennedy, L-1855 Luxembourg. The ISIN for the Bonds is ● and the Common Code for the Bonds is ●.
3. The listing of the Bonds on the Official List will be expressed in ● as a percentage of their principal amount (excluding accrued interest). It is expected that the admission of the Bonds to the Official List and admission of the Bonds to trading on the Main Market will be granted on ● (to take effect on ●). Prior to its official listing, dealings will be permitted by the London Stock Exchange in accordance with its rules. The total expenses related to the admission of trading are estimated to be ●. If, despite the reasonable endeavours of the Metropolis once listing has been obtained, maintaining a listing of the Bonds on the Official List is impossible, impracticable or unduly onerous, the Metropolis may apply for a de-listing of the Bonds from the Official List and will use its reasonable endeavours to obtain and maintain a listing of the Bonds on another leading stock exchange for the listing of equivalent securities.
4. It is expected that the listing of the Bonds on the TOKYO PRO-BOND Market will take effect on ●. The listing of the Bonds on the TOKYO PRO-BOND Market is expected to take effect as an issue under a bond issuance programme of the Metropolis listed on such market. There are no expenses related to the listing of such programme on the TOKYO PRO-BOND Market. If maintaining a listing of the Bonds on the TOKYO PRO-BOND Market is impossible, impracticable or unduly onerous, the Metropolis may stop making efforts to continue the listing of the Bonds on the TOKYO PRO-BOND Market.

TOKYO PRO-BOND Market is a market principally for professional investors and bonds listed on the market ("TOKYO PRO-BOND Market Listed Bonds") may involve high investment risk. Investors should act with responsibility and be aware of the listing qualification, timely disclosure requirements that apply to issuers of TOKYO PRO-BOND Market Listed Bonds and associated risks such as the fluctuation in market prices. Prospective investors should make an investment judgment only after having carefully considered the contents of this Offering Circular.

The Tokyo Stock Exchange does not make any representations or warranties with regard to any part of this Offering Circular (including, but not limited to, whether this Offering Circular (a) contains a false statement on important matters or (b) lacks a statement on: (i) important matters that should be stated or (ii) a material fact that is necessary for avoiding misunderstanding) and will not be liable to any damages for any other liabilities.

5. So long as any of the Bonds remain outstanding copies of the Fiscal Agency Agreement, incorporating the forms of the Certificates and the Deed of Covenant will be available for inspection during usual business hours (except Saturdays, Sundays and legal holidays) at the specified office of the Fiscal Agent.
6. Mogaki Yukio, the Audit and Inspection Commissioner (an internal executive organ of the Metropolis as described below) of the Metropolis, of 8-1, Nishishinjuku 2-chome, Shinjuku-ku, Tokyo, Japan, has audited certain financial information included in this Offering Circular as set forth in "Report of Audit and Inspection Commissioner". Mogaki Yukio is not a member of the Assembly. As described in the section headed "The Metropolis of Tokyo — Administration", the Audit and Inspection Commissioners are one of the internal executive organs of the Metropolis appointed by the Governor with the consent of the Assembly. The Audit and Inspection Commissioners are accorded a degree of autonomy and independence. The Report of Audit and Inspection Commissioner included in this Offering Circular is included, in the form and context in which it is included, with the consent of the Audit and Inspection Commissioner, who has authorised the contents of that part of this Offering Circular. The Audit and Inspection Commissioner accepts responsibility for the Report of Audit and Inspection Commissioner contained in this Offering Circular. To the best of the knowledge of the Audit and Inspection Commissioner, the information contained in the Report of Audit and Inspection Commissioner

contained in this Offering Circular is in accordance with the facts and this Offering Circular makes no omission likely to affect its import.

7. There are no, and have not been, any governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Metropolis is aware) during the 12 months preceding the date of this Offering Circular which may have or have had in the recent past significant effects on the financial position of the Metropolis.
8. There has been no significant change in the public finance and trade position of the Metropolis since 31st March, 2023.
9. The yield on the Bonds is • per cent. per annum. The yield is calculated at the issue date of the Bonds on the basis of the Issue Price. It is not an indication of future yield.
10. The Global Certificate and any Definitive Certificates will bear the following legend:

"Interest payments on this security will generally be subject to Japanese withholding tax unless it is established that the security is held by or for the account of a beneficial owner that is (i) for Japanese tax purposes, neither (x) an individual resident of Japan or a Japanese corporation, nor (y) an individual non-resident of Japan or a non-Japanese corporation that in either case is a person having a special relationship with the Metropolis as described in Article 6, paragraph (4) of the Act on Special Measures Concerning Taxation of Japan (a "Specially-Related Party of the Metropolis"), (ii) a Japanese designated financial institution described in Article 6, paragraph (11) of the Act on Special Measures Concerning Taxation of Japan which complies with the requirement for tax exemption under that paragraph, or (iii) a Japanese public corporation, a Japanese financial institution or a Japanese financial instruments business operator described in Article 3-3, paragraph (6) of the Act on Special Measures Concerning Taxation of Japan which complies with the requirement for tax exemption under that paragraph.

Interest payments on this security to an individual resident of Japan, to a Japanese corporation (except as described in the preceding paragraph), or to an individual non-resident of Japan or a non-Japanese corporation that in either case is a Specially-Related Party of the Metropolis will be subject to deduction in respect of Japanese income tax at a rate of currently 15.315 per cent. of the amount of such interest."
11. Where information has been sourced from the publication of a party other than the Metropolis, the source of such information has been identified at their respective occurrences within this Offering Circular, and such information has been accurately reproduced and, as far as the Metropolis is aware and is able to ascertain from the information published by that party, no facts have been omitted which would render the reproduced information inaccurate or misleading.
12. The Legal Entity Identifier (LEI) code of the Metropolis is 353800FABE4GGB1BMO18.

ANNEX A – METROPOLIS ACCOUNTING STANDARD FINANCIAL STATEMENTS

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