The parts in red are amended.

Tentative Translation

この私的独占の禁止及び公正取引の確保に関する法律第九条から第十六条までの規定による認可の申請、報告及び届出等に関する規則の翻訳は、平成二十一年公正取引委員会規則第十三号までの改正（平成２２年１月１日施行）について、「法令用語日英標準対訳辞書」（平成１９年３月版）に準拠して作成したものです。なお、この法令の翻訳は公定訳ではありません。法的効力を有するのは日本語の法令自体であり、翻訳はあくまでその理解を助けるための参考資料です。この翻訳の利用に伴って発生した問題について、一切の責任を負いかねますので、法律上の問題に関しては、官報に掲載された日本語の法令を参照してください。

This English translation of the Rules on Applications for Approval, Reporting, Notification, etc. Pursuant to the Provisions of Articles 9 to 16 of the Act on Prohibition of Private Monopolization and Maintenance of Fair Trade has been prepared (up to the revisions of Fair Trade Commission Rule No. 13 of 2009 (effective January 1, 2010) in compliance with the Standard Bilingual Dictionary (March 2007 edition).

This is an unofficial translation. Only the original Japanese texts of laws and regulations have legal effect, and the translations are to be used solely as reference material to aid in the understanding of Japanese laws and regulations. The Government of Japan shall not be responsible for the accuracy, reliability or currency of the legislative material provided in this Website, or for any consequence resulting from use of the information in this Website. For all purposes of interpreting and applying law to any legal issue or dispute, users should consult the original Japanese texts published in the Official Gazette.

Rules on Applications for Approval, Reporting, Notification, etc. Pursuant to the Provisions of Articles 9 to 16 of the Act on Prohibition of Private Monopolization and Maintenance of Fair Trade

September 1, 1953

Fair Trade Commission Rule No. 1

The following rules on applications for approval, reporting, notification, etc. pursuant to the provisions of Article 6 and 10 to 16 of the Act on Prohibition of Private Monopolization and Maintenance of Fair Trade (Act No. 54 of 1947) shall be established.

The Rules on Applications for Approval, Reporting, Notification, etc. Pursuant to the Provisions of Article 9 to 16 of the Act on Prohibition of Private Monopolization and Maintenance of Fair Trade

Article 1 (Terminology)

The terms used in these Rules are the same as those used in the Act on Prohibition of Private Monopolization and Maintenance of Fair Trade (hereinafter referred to as "the Act") and shall have the same meaning as the terms used in the Act unless otherwise specified in these Rules.

Article 1-2 (Total Amount of Assets)
The total amount of assets calculated using the method provided by the Rules of the Fair Trade Commission set out in paragraph (4), Article 9 of the Act shall be the total amount of assets in the final balance sheet of the company (or the balance sheet as of the incorporation of the company if the first business year after the incorporation thereof has not ended) or, in the event of an issue of shares for subscription, etc. pursuant to the provision of Article 199 of the Companies Act (Act No. 86 of 2005), an acquisition of shares resulting from an exercise of share options prescribed in item 21, paragraph (1), Article 2 of the Companies Act, an issue of company bonds, a share exchange, a merger, a split, an acquisition of business, a transfer of business or any other significant change to the assets of the company after the end of business year (or at the time of incorporation, if the first business year after the incorporation of the company has not ended) involved in the balance sheet, the amount calculated by adding or subtracting the change in the total asset amount resulting from the event.

Article 1-3 (Method of Calculating the Total Asset Amount of a Company and its Subsidiary Companies)
(1) The total amount calculated using the method provided by the Rules of the Fair Trade Commission prescribed in paragraph (4), Article 9 of the Act shall be the amount calculated by adding the amounts of the total assets of the company and its subsidiary companies (which refers to subsidiary companies prescribed in paragraph (5), Article 9 of the Act; hereinafter the same shall apply in this article and the following article). In this event, the total amount may be calculated by offsetting the investment account, the capital account and claims and obligations among these companies.
(2) In the event of offsetting as provided in the preceding paragraph, any subsidiary company whose business year ends on a day different from that of the parent company (which refers to a company holding a majority of the voting rights of all shareholders of the subsidiary company prescribed in paragraph (5), Article 9 of the Act; hereinafter the same shall apply in this paragraph) shall settle its accounts on the final day of the business year of its parent company to calculate the amount of its total assets; provided, however, that this shall not apply when the difference between the final day of business year of the subsidiary company and that of the parent company does not exceed three months.

Article 1-4 (Report on the Business of a Company and its Subsidiary companies)
(1) A person who files a report on the business of a company and its subsidiary companies pursuant to the provision in paragraph (4), Article 9 of the Act shall submit to the Fair Trade Commission a written report using Form No. 1 if it is a company in Japan or a written report using Form No. 2 if it is a foreign company.
(2) The written report described in the preceding paragraph shall include as attachments a business report, a balance sheet and a profit and loss statement of the company submitting the written report for the most recent business year.

Article 1-5 (Notification of the Incorporation of a New Holding Company, etc.)

(1) A person who files a notification of the incorporation of a new company pursuant to the provision of paragraph (7), Article 9 of the Act shall submit to the Fair Trade Commission a written notice using Form No. 3.
(2) The written notice described in the preceding paragraph shall include as an attachment a certified copy of the commercial registry for the company submitting the written notice.
Article 1-6 Deleted (Fair Trade Commission Rule No. 6 of 2002)
Article 1-7 Deleted (Fair Trade Commission Rule No. 6 of 2002))

Article 2 (Domestic Sales)
(1) Domestic sales of a company provided in the Rules of the Fair Trade Commission and prescribed in paragraph (2), Article 10 of the Act shall be calculated by adding the following (which shall not include sales allowance, sales return, the amount equivalent to the amount of taxation imposed directly on the goods and the amount equivalent to the amount of taxation imposed directly on persons who receive relevant services with respect to the said services) which are included in the sales of the company, etc. in the last business year (which refers to ordinary profit in the case the company, etc. engages in banking or insurance, or to operating profit in the case the company, etc,. engages in a Type I Financial Instruments Business; hereinafter the same shall apply in this article, paragraph (1) of Article 2-3, and paragraph (1)of Article 2-5).
(i) Sales from transactions where domestic consumers (which refers to individuals (excluding those who become parties to contracts as businesses or for businesses)) are the counterparties to transactions pertaining to goods or services supplied by the relevant company, etc.
(ii) Sales from transactions where juridical persons, other associations or foundations, or individuals who become parties to contracts as businesses or for businesses (hereinafter referred to as "juridical persons, etc." in this paragraph) are the counterparties to transactions pertaining to goods or services supplied by the relevant company, etc. and where the goods or services pertaining to the said transactions are supplied in Japan (excluding sales from transactions where the relevant company, etc. recognizes at the time of concluding the contracts concerning the said transactions that the relevant juridical persons, etc. will make further transactions dealing with the relevant goods, with foreign countries as their destinations but without changing the quality or shape of the said goods, or that the relevant juridical persons, etc. will send the said goods to their sales offices, administrative offices, or their equivalent (referred to as "business offices, etc." in the following item) that are located in foreign countries)
(iii) Sales from transactions where juridical persons, etc. are the counterparties to transactions pertaining to goods or services supplied by the relevant company, etc. and where the goods concerning the said transactions are supplied outside Japan and the relevant company, etc. recognizes at the time of concluding the contracts concerning the said transactions that the relevant juridical persons, etc. will make further transactions dealing with the relevant goods, with Japan as the destination but without changing the quality or shape of the said goods, or that the relevant juridical persons, etc. will send the said goods to their business offices, etc. located in Japan
(2) Notwithstanding the provisions of the preceding paragraph, if the company, etc. is a company obliged to submit financial statements (companies obliged to submit financial statements provided in Article 5, paragraph 1, item 1 of the Rules regarding the Terms, Forms and

Preparation Methods of Financial Statements, etc. (Ministry of Finance Ordinance No. 59 of 1963, hereinafter, referred to in this paragraph as "Rules on Consolidated Financial Statements"), same to apply hereunder in this paragraph) or companies that prepare documents concerning financial calculations equivalent to financial statements (financial statements defined in Article 1, paragraph 1 of the Rules on Consolidated Financial Statements, same to apply hereunder in this paragraph) (hereinafter, the "foreign companies obliged to submit financial statements," in this paragraph), then they may substitute the value as determined in the following items, as their domestic sales amount, in accordance with the classification indicated in each of the following items. However, this shall not apply when the amount defined in each of the items differ significantly from the domestic sales amount calculated in accordance with the provisions of the preceding paragraph.

1. If the company is a company obliged to submit financial statements, the sales amount corresponding to Japan in the regional information defined in Article 8-29, paragraph 2, item 2 of Financial statement rules.
2. If the company is a company obliged to submit financial statements, the sales amount corresponding to the domestic sales amount indicated in what is equivalent to the financial statements.

(3) Notwithstanding the provisions of the previous paragraph, when a company, etc. finds it impossible to calculate its sales pursuant to the provisions of the items in paragraph 1, the company, etc. may calculate its domestic sales by applying a method that is different from the one prescribed in the preceding paragraph and that is based on an accounting standard generally deemed fair and proper and in light of the purpose of the provisions in the preceding paragraph, within a proper and reasonable scope.

Article 2-2 (Total Amount of Domestic Sales of a Group of Combined Companies)

(1) The total amount of domestic sales of a company and domestic sales of the other companies that belong to the group of combined companies to which the said company belongs, calculated using the method provided by the Rules of the Fair Trade Commission and prescribed in paragraph (2), Article 10 of the Act, shall be calculated by adding up the respective sales of the companies, etc. that belong to the said group of combined companies.

(2) Domestic sales pertaining to mutual transactions between companies, etc. that belong to the said group of combined companies may be offset when calculating the total amount of its domestic sales pursuant to the provisions of the preceding paragraph.

(3) In the event of offsetting as provided in the preceding paragraph, any subsidiary company whose business year ends on a day different from that of the ultimate parent company of the company (which refers to the parent company (meaning the parent company provided in paragraph (7), Article 10 of the Act; hereinafter the same shall apply in this paragraph) that is not a subsidiary company of another company (meaning the subsidiary company provided in paragraph (6), Article 10 of the Act; hereinafter the same shall apply in this paragraph, Article 2-3, Article 2-4, Article 2-5, Article 2-7, and item (i), paragraph (3) of Article 2-9) or meaning the relevant company when the said relevant company does not have a parent company; hereinafter the same shall

apply in this paragraph, item (iv), paragraph (2) of Article 2-6, item (v), paragraph (3) of Article 5, item (v), paragraph (4) of Article 5-2, item (v), paragraph (3)of Article 5-3, and item (v), paragraph (2) of Article 6) shall settle its accounts on the final day of the business year of the said ultimate parent company to calculate its domestic sales; provided, however, that this shall not apply when the difference between the final day of business year of the subsidiary company and that of the said ultimate parent company does not exceed three months.

Article 2-3

(1) Notwithstanding the provisions of the previous article, in the case that the companies, etc. that belong to the said group of combined companies include a company obliged to submit consolidated financial statements (meaning the company obliged to submit consolidated financial statements prescribed in paragraph (1), Article 2 of the Regulation for Terminology, Forms and Preparation of Consolidated Financial Statements (Ministry of Finance Order No.28 of 1976; hereinafter referred to as the "Rules on Consolidated Financial Statements"); hereinafter the same shall apply in this article and Article 2-5) or a company that prepares documents concerning financial calculations in accordance with laws and regulations of a foreign country that are equivalent to consolidated financial statements (meaning the consolidated financial statement provided in paragraph (1), Article 1 of the Rules on Consolidated Financial Statements; hereinafter the same shall apply in this article and Article 2-5) (hereinafter referred to as "foreign consolidated financial statement" in this article and Article 2-5) (hereinafter referred to as "company obliged to submit foreign consolidated financial statements" in this article and Article 2-5), the total amount of the group's domestic sales may be the amount prescribed in one of the following items that is deemed applicable in accordance with the classification thereof; provided, however, that this shall not apply when it is deemed apparent that the amount prescribed in the said items is remarkably different from the total amount of domestic sales calculated pursuant to the provisions of the previous article.

(i) When companies, etc. that belong to the said group of combined companies include one,two or more companies obliged to submit consolidated financial statements that are not subsidiary companies of other companies obliged to submit consolidated financial statements or of other companies obliged to submit foreign consolidated financial statements (excluding cases that fall under item (iii) below): Total of the amount listed in A and B below

A. The aggregate total of consolidated domestic sales amount (amount of sales related to Japan in the regional information provided in Article 15-2, paragraph 2, item 2 of the Rules on Consolidated Financial Statements, same to apply for this paragraph, and Article 2-5, paragraph 1 hereto) of the consolidated financial statement prepared by the said one, two or more companies obliged to submit consolidated financial statements.

B. Amount calculated by aggregating the respective amount of domestic sales of companies, etc. that belong to the said group of combined companies and that are not consolidated companies (meaning the consolidated company provided in item (v), Article 2 of the Rules on Consolidated Financial Statements; hereinafter the same shall apply in this paragraph and paragraph (1) of Article 2-5)) of the said one, two or more companies obliged to submit consolidated financial statements

(ii) When companies, etc. that belong to the said group of combined companies include one, two or more companies obliged to submit foreign consolidated financial statements that are not subsidiary companies of other companies obliged to submit consolidated financial statements or of other companies obliged to submit foreign consolidated financial statements (excluding cases that fall under the following item): Total of the amount listed in A and B below A. Amount calculated by aggregating the respective amount that is equivalent to the amount of domestic sales included in the total amount of sales of companies that is equivalent to overseas consolidated companies of the said one, two or more companies obliged to submit foreign consolidated financial statements (hereinafter referred to as "foreign consolidated companies" in this paragraph and in paragraph (1) of Article 2-5) and that is recorded in the foreign consolidated financial statements prepared by the said one, two or more companies obliged to submit foreign consolidated financial statements B. Amount calculated by aggregating the respective amount of domestic sales of companies, etc. that belong to the said group of combined companies and that are not foreign consolidated companies of the said one, two or more companies obliged to submit foreign consolidated financial statements

(iii) When companies, etc. that belong to the said group of combined companies include one, two or more companies obliged to submit consolidated financial statements that are not subsidiary companies of other companies obliged to submit consolidated financial statements or of other companies obliged to submit foreign consolidated financial statements, and one, two or more companies obliged to submit foreign consolidated financial statements that are not subsidiary companies of other companies obliged to submit consolidated financial statements or of other companies obliged to submit foreign consolidated financial statements: Total of the amount listed in the following

A. The aggregate total of consolidated domestic sales amount of the consolidated financial statement prepared by the said one, two or more companies obliged to submit consolidated financial statements.

B. Amount calculated by aggregating the respective amount that is equivalent to the amount of domestic sales included in the total amount of sales of foreign consolidated companies of the said one, two or more companies obliged to submit foreign consolidated financial statements that are recorded in the foreign consolidated financial statements prepared by the said one, two or more companies obliged to submit foreign consolidated financial statements

C. Amount calculated by aggregating the respective amount of domestic sales of companies, etc. that belong to the said group of combined companies and that are neither consolidated companies of the said one, two or more companies obliged to submit consolidated financial statements nor foreign consolidated companies of the said one, two or more companies obliged to submit foreign consolidated financial statements

(2) Domestic sales pertaining to mutual transactions between companies, etc. that belong to the said group of combined companies may be offset when calculating the total amount of its domestic sales pursuant to the provisions of the preceding paragraph.

(3) In the event of offsetting as provided in the preceding paragraph, any company, etc. that belongs to the said group of combined companies and whose business year ends on a day different from that of the company obliged to submit consolidated financial statements, etc.(which refers to

the company obliged to submit consolidated financial statements that prepared the consolidated financial statements used to calculate the total amount of domestic sales pursuant to the provisions of paragraph (1) or the company obliged to submit foreign consolidated financial statements that prepared the foreign consolidated financial statement and when two or more consolidated financial statements or foreign consolidated financial statements are to be used to calculate the total amount of domestic sales of the said group of combined companies pursuant to the said paragraph, refers to one of the companies obliged to submit consolidated financial statements that prepared the said consolidated financial statements or one of the companies obliged to submit foreign consolidated financial statements that prepared the said foreign consolidated financial statements; hereinafter the same shall apply in this paragraph), shall settle its accounts to calculate its domestic sales on the final day of the business year of the said company obliged to submit consolidated financial statements, etc.; provided, however, that this shall not apply when the difference between the final day of business year of the said company obliged to submit consolidated financial statements, etc. and that of the said company, etc. that belongs to the said group of combined companies does not exceed three months.

Article 2-4 (Total Amount Calculated by Adding the Domestic Sales of Another Company and the Domestic Sales of Subsidiary companies of the Said Other Company)

(1) The total amount of domestic sales of another company and domestic sales of subsidiary companies of the said other company, calculated using the method provided by the Rules of the Fair Trade Commission and prescribed in paragraph (2), Article 10 of the Act, shall be calculated by adding the respective domestic sales of another company and subsidiary companies of the said other company (hereinafter referred to as "another company, etc." in the following paragraph and in the following article).

(2) Domestic sales pertaining to mutual transactions between the said other company, etc. maybe offset when calculating the total amount of domestic sales of another company, etc. pursuant to the provisions of the preceding paragraph.

(3) In the event of offsetting as provided in the preceding paragraph, any subsidiary company of another company whose business year ends on a day different from that of the said other company shall settle its accounts on the final day of the business year of the said other company to calculate its domestic sales: provided, however, that this shall not apply when the difference between the final day of business year of the said subsidiary company and that of the said other company does not exceed three months.

Article 2-5

(1) Notwithstanding the provisions of the previous article, in the case that the said other company, etc. includes a company obliged to submit consolidated financial statements or a company obliged to submit foreign consolidated financial statements, the total amount of domestic sales of the said other company, etc. may be the amount prescribed in one of the following items that is deemed applicable in accordance with the classification thereof; provided, however, this shall not apply when it is deemed apparent that the amount prescribed in the said items is remarkably different from the total amount of domestic sales of the said other company, etc. calculated

pursuant to the provisions of the previous article.

(i) When the said other company, etc. includes one, two or more companies obliged to submit consolidated financial statements that are not subsidiary companies of other companies obliged to submit consolidated financial statements or of other companies obliged to submit foreign consolidated financial statements (excluding cases that fall under item (iii) below): Total of the amount listed in A and B below

A. The aggregate total of the consolidated domestic sales amount of the consolidated financial statement prepared by the said one, two or more companies obliged to submit consolidated financial statements.

B. Amount calculated by aggregating the amount of domestic sales of the said other company, etc. that are not consolidated companies of the said one, two or more companies obliged to submit consolidated financial statements

(ii) When the said other company, etc. includes one, two or more companies obliged to submit foreign consolidated financial statements that are not subsidiary companies of other companies obliged to submit consolidated financial statements or of other companies obliged to submit foreign consolidated financial statements (excluding cases that fall under the following item): Total of the amount listed in A and B below A. Amount calculated by aggregating the respective amount that is equivalent to the amount of domestic sales included in the total amount of sales of foreign consolidated companies of the said companies obliged to submit foreign consolidated financial statements that are recorded in the foreign consolidated financial statements prepared by the said one, two or more companies obliged to submit foreign consolidated financial statements B. Amount calculated by aggregating the amount of domestic sales of the said other company, etc. that are not foreign consolidated companies of the said one, two or more companies obliged to submit foreign consolidated financial statements

(iii) When the said other company, etc. includes one, two or more companies obliged to submit consolidated financial statements that are not subsidiary companies of other companies obliged to submit consolidated financial statements or of other companies obliged to submit foreign consolidated financial statements, and one, two or more companies obliged to submit foreign consolidated financial statements that are not subsidiary companies of other companies obliged to submit consolidated financial statements or of other companies obliged to submit foreign consolidated financial statements: Total of the amount listed in the following

A. The aggregate total of the consolidated domestic sales amount of the consolidated financial statement prepared by the said one, two, or more companies obliged to submit consolidated financial statements.

B. Amount calculated by aggregating the respective amount that is equivalent to the amount of domestic sales included in the total amount of sales of foreign consolidated companies of the said one, two or more companies obliged to submit foreign consolidated financial statements that are recorded in the foreign consolidated financial statements prepared by the said one, two or more companies obliged to submit foreign consolidated financial statement

C. Amount calculated by aggregating the respective amount of domestic sales of the said other company, etc. that are neither consolidated companies of the said one, two or more companies obliged to submit consolidated financial statements nor foreign consolidated companies of the said

one, two or more companies obliged to submit foreign consolidated financial statement
(2) Domestic sales pertaining to mutual transactions between the said other company, etc. may be offset when calculating the total amount of domestic sales of the said other company, etc. pursuant to the provisions of the preceding paragraph.
(3) In the event of offsetting as provided in the preceding paragraph, any of the said other company, etc. whose business year ends on a day different from that of the company obliged to submit consolidated financial statements, etc. (which refers to the company obliged to submit consolidated financial statements that prepared the consolidated financial statement used to calculate the total amount of domestic sales of the said other company, etc. pursuant to the provisions of paragraph (1) or the company obliged to submit foreign consolidated financial statements that prepared the foreign consolidated financial statement, and when two or more consolidated financial statements or foreign consolidated financial statements are to be used to calculate the total amount of domestic sales of the said other company, etc. pursuant to the provisions of the said paragraph, refers to one of the companies obliged to submit consolidated financial statements that prepared the said consolidated financial statements or one of the companies obliged to submit foreign consolidated financial statements that prepared the said foreign consolidated financial statements; hereinafter the same shall apply in this paragraph), shall settle its accounts on the final day of the business year of the said company obliged to submit consolidated financial statements, etc. to calculate its domestic sales; provided, however, this shall not apply when the difference between the final day of business year of the said company obliged to submit consolidated financial statements, etc. and that of the said other company, etc. does not exceed three months.

Article 2-6 (Notification of a Plan with Respect to Share Acquisition)
(1) A person who intends to give notification of a plan with respect to share acquisition pursuant to the provision in paragraph (2), Article 10 of the Act shall submit to the Fair Trade Commission a written notice using Form No. 4 (or a written notice using Form No. 5 if the person intends to give notification of a plan with respect to share acquisition pursuant to paragraph (2) of the said article that is applied pursuant to paragraph (5) of the said article); provided, however, that when the ratio of the total number of voting rights adding the voting rights pertaining to the shares of the share issuing company to be held by the share acquiring company after acquiring the shares of the said share issuing company and the voting rights pertaining to the shares of the said share issuing company held by companies, etc. other than the said share acquiring company to the number of voting rights held by all shareholders of the said share issuing company exceeds the level specified by the Cabinet Order prescribed in
paragraph (2), Article 10 of the Act as a result of a merger or a split, and when information on the said share acquisition is stated in the plan with respect to a merger to be submitted to the Fair Trade Commission pursuant to the provision in paragraph (2), Article 15 of the Act, in the plan with respect to a joint incorporation-type split to be submitted to the Fair Trade Commission pursuant to the provision in paragraph (2), Article 15-2 of the Act or in the plan with respect to an absorption-type split to be submitted to the Fair Trade Commission pursuant to the provision in paragraph (3), Article 15-2 of the Act, submission of the written notice on the plan with respect to the said share acquisition may be replaced by filing of a notification of the plan with respect to

the merger, the joint incorporation-type split or the absorption-type split.
(2) The written notice described in the preceding paragraph shall include the following documents as attachments:
(i) A copy of the contract with respect to the share acquisition or a document certifying the decision over the share acquisition
(ii) A business report, balance sheet and profit and loss statement of the notifying company for the most recent business year (iii) A copy of the record of a resolution of the shareholders meeting, or record of consent from all employees, with respect to the share acquisition, when there was such resolution or consent(iv) A securities report prepared by the ultimate parent company of the group of combined
companies to which the notifying company belongs (which refers to the securities report prescribed in paragraph (1), Article 24 of the Financial Instruments and Exchange Act (Act No. 25 of 1948) and includes its equivalents in foreign countries; hereinafter the same shall apply in item (v), paragraph (3) of Article 5, item (v), paragraph (4) of Article 5-2, item (v),
paragraph (3) of Article 5-3, and item (v), paragraph (2) of Article 6) or any other document that is necessary and appropriate for showing the assets and profit and loss situation of thegroup of combined companies to which the notifying company belongs

Article 2-7 (In the Case that Prior Notification by the Share Acquiring Company is Deemed Difficult)

The cases prescribed by the Rules of the Fair Trade Commission and provided in the proviso of paragraph (2), Article 10 of the Act, shall be the following:
(i) Cases where the company intends to acquire shares issued as a result of splitting shares or consolidation of shares
(ii) Cases where the company intends to acquire shares in an allotment of shares without contribution provided in Article 185 of the Companies Act
(iii) Cases where the company intends to acquire shares issued in exchange for share acquisition due to a cause pertaining to the shares subject to call prescribed in item (xix), Article 2 of the Companies Act or to share options subject to call prescribed in paragraph (1), Article 273 of the same Act
(iv) Cases where the company intends to become a limited liability partner in an investment limited partnership that is not a subsidiary company of a company (including organizations that were established in accordance with laws and regulations of foreign countries and that are similar to the investment limited partnership (hereinafter referred to as the "organization
similar to investment limited partnership" in this item)) and to acquire the shares as partnership property (including the property of an organization similar to investment limited partnership) (except where it is deemed that the said limited liability partner substantially makes decisions over investments made by unlimited liability partner of the said investment limited partnership)
(v) Cases where the company intends to become a partner (excluding a person delegated to manage a partnership business) in a partnership that is not a subsidiary company of a company and that was established by a partnership contract provided in paragraph (1),Article 667 of the Civil Code

whose purpose is operation of business to make investments into companies (including organizations that were established in accordance with laws and regulations of foreign countries and that are similar to the said partnership (hereinafter referred to as the "organization similar to the Civil Code partnership" in this item) and limited to ones that delegate management of their business to one or more partners(including members of an organization similar to the Civil Code partnership; hereinafter the same shall apply in this item)) and to acquire the shares as partnership property (including property of an organization similar to the Civil Code partnership) (except where it is deemed that the said partner substantially makes decisions over investments made by persons delegated to manage business of the said partnership)

(vi) Cases where the company is a settlor or beneficiary concerning shares pertaining to monetary trust and may exercise the relevant voting rights or may instruct the trustee on the exercise of such voting rights and where the company has concluded a discretionary investment contract (meaning the discretionary investment contract prescribed in (b) of item (xii), paragraph (8), Article 2 of the Financial Instruments and Exchange Act and limited to a contract wherein one of the parties is fully entrusted with the discretion in making investment decisions prescribed in (b) of the same item; hereinafter the same shall apply in this item) with a financial instruments business operator (meaning the Financial Instruments Business Operator prescribed in paragraph (9), Article 2 of the Financial Instruments and Exchange Act; hereinafter the same shall apply in this item) to have the trustee acquire shares of another company (except where it is deemed that the said company substantially makes decisions over investments made by the financial instruments business operator as its counterparty to the said discretionary investment contract)

(vii) Cases where the company is a settlor or beneficiary concerning shares pertaining to monetary trust and may exercise the relevant voting rights or may instruct the trustee on the exercise of such voting rights and where the company has concluded a trust contract with the trustee wherein the trustee shall make investment decisions and make investments based on the decisions for the settlor or beneficiary (limited to a contract that does not specify the method of utilization of the trust property; hereinafter the same shall apply in this item) to have the trustee acquire shares of another company (except where it is deemed that the said company substantially makes decisions over investments made by the trustee as the counterparty to the said trust contract)

Article 2-8 (What is Excluded from Voting Rights, etc. Pertaining to Monetary Trust that may be Exercised by the Share Acquiring Company as the Settlor)

Voting rights prescribed in the Rules of the Fair Trade Commission and provided in paragraph (3), Article 10 of the Act shall be voting rights pertaining to shares whose exercise is instructed by the company as the investment trust management company (meaning the investment trust management company prescribed in paragraph (1), Article 2 of the Act on Investment Trust and Investment Corporations (Act No. 198 of 1951); hereinafter the same shall apply in this article) pursuant to the provisions of Article 10 of the Act on Investment Trust and Investment Corporations and voting rights pertaining to shares whose exercise is instructed by the company as the equivalent of the investment trust management company in accordance with provisions of laws and regulations of a foreign country equivalent to the said Act pursuant to provisions of the

laws and regulations of the foreign country that are equivalent to the provisions of Article 10 of the said Act.

Article 2-9 (Subsidiary company and Parent Company)
(1) Companies prescribed in the Rules of the Fair Trade Commission and provided in paragraph (6), Article 10 of the Act shall be another company, etc. where the company prescribed in the same paragraph controls financial and business policies of the said other company, etc.
(2) Companies prescribed in the Rules of the Fair Trade Commission and provided in paragraph (7), Article 10 of the Act shall be the company where the said company controls financial and business policies of a company, etc. prescribed in the same paragraph.
(3) Case "where the company controls financial and business policies" provided in the preceding two paragraphs shall refer to the cases listed below (excluding cases where it is deemed apparent that the company does not control financial and business policies of another company, etc. in view of the financial or business relationship). In this case, when the provisions of this paragraph are applied in the case where another company, etc. is a partnership that was established by a partnership contract provided in paragraph (1), Article 667 of the Civil Code, an investment limited partnership, a limited liability business partnership, or an organization similar to specified partnerships, the term "total number of voting rights" herein shall be deemed to be replaced by "whole of the authority to decide execution of business"; the term "voting rights held by" shall be deemed to be replaced by "authority to decide execution of business held by"; the term "the ratio of the number of voting rights … exceeds 50 percent" shall be deemed to be replaced by "the ratio of the voting rights … exceeds 50 percent"; the term "the ratio of the number of voting rights … exceeds 40 percent" shall be deemed to be replaced by "the ratio of the voting rights … exceeds 40 percent"; the term "the number of voting rights held by the company itself, etc." shall be deemed to be replaced by "authority to decide execution of business held by the company itself, etc."; the term "the total number of the voting rights" shall be deemed to be replaced by "the total of the authority to decide execution of business"; the term "his/her voting rights" shall be deemed to be replaced by "his/her authority to decide execution of business", and; the term "where voting rights are not held" shall be deemed to be replaced by "where the authority to decide execution of business is not held".
(i) Cases where the ratio of the number of its own voting rights held by the company itself (including its subsidiary companies; hereinafter the same shall apply in item (ii) and item (iii)) on its accounts to the total number of voting rights of another company, etc. (meaning companies listed below and excluding ones with which effective domination-subordination relationship is deemed not to exist; hereinafter the same shall apply in item (ii) and item (iii)) exceeds 50 percent:
A. Company, etc. against which an order of commencement of rehabilitation proceedings has been made pursuant to the provisions of the Civil Rehabilitation Act (Act No. 225 of 1999)B. Stock company against which an order of commencement of corporate reorganization proceedings has been made pursuant to the provisions of Corporate Reorganization Act (Act No. 154 of 2002)
C. Company, etc. against which an order of commencement of bankruptcy proceedings has been made pursuant to the provisions of Bankruptcy Act (Act No. 75 of 2004)
D. Any other company, etc. that is equivalent to company, etc. set forth in A to C above

(ii) Cases where the ratio of the number of its own voting rights held by the company itself on its accounts to the total number of voting rights of another company, etc. (excluding the cases prescribed in the preceding item) exceeds 40 percent and where any one of the following requirements applies:

A. That the ratio of the number of its own voting rights held by the company itself, etc. (meaning the total number of the voting rights listed below; the same shall apply in the following item) to the total number of voting rights of another company, etc. exceeds 50 percent

a. Voting rights held by the company itself on its accounts

b. Voting rights held by a person who is deemed to exercise his/her voting rights based on the same intention as that of one's own due to his/her close relationship with one in terms of contribution, personnel affairs, fund, technology, trade, etc.

c. Voting rights held by a person who has agreed to exercise his/her voting rights based on the same intention as that of one's own

B. That the ratio of the number of the following persons (limited to persons who are capable of influencing decisions of financial and business policies of the said other company, etc.) to the total number of members of the board of directors of another company, etc. or any other equivalent organization exceeds 50 percent

a. One's officers

b. Officers who execute one's business

c. One's employees

d. Persons who used to fall under a, b or c above

C. That there exists a contract, etc. under which one controls decisions over important financial and business policies of another company, etc.

D. That the ratio of the amount financed by one (including guarantee of obligation and provision of security; the same shall apply in the following item) (including the amount financed by a person who has a close relationship with one in terms of contribution, personnel affairs, fund, technology, trade, etc.; the same shall apply in the following item) to the total amount of funds procured by another company, etc. (limited to the amount recorded as liabilities in the balance sheet; the same shall apply in the following item) exceeds 50 percent

E. That there exists any other fact from which it is assumed that one controls decisions over financial and business policies of another company, etc.

(iii) Cases where the ratio of the number of voting rights held by the company itself to the total number of voting rights of another company, etc. exceeds 50 percent (including cases where voting rights are not held on its accounts and excluding the cases set forth in the preceding two items) and where any one of the requirements set forth in B to E of the preceding item applies. In this case, where another company, etc. is a partnership that was established by a partnership contract provided in paragraph (1), Article 667 of the Civil Code, an investment limited partnership, a limited liability business partnership, or an organization similar to specified partnerships, the ratio of the amount financed by the company itself to the total amount of funds procured shall not be taken into consideration.

Article 3 (Application for Approval of the Fair Trade Commission Pursuant to the Proviso of

Paragraph (1), Article 11 of the Act)
(1) A person who seeks approval for the acquisition or the holding of voting rights of a company in Japan that results in holding in excess of five percent (or ten percent in the case of a company engaged in insurance business; the same shall apply in the following article) of the voting rights of all shareholders pursuant to the provision in the proviso of paragraph (1),
Article 11 of the Act shall submit to the Fair Trade Commission two sets of a written application, specifically the original and a duplicate, using Form No. 6.
(2) The written application for approval described in the preceding paragraph shall include as attachments the articles of incorporation, a business report, a balance sheet and a profit and loss statement of the company issuing shares pertaining to the voting rights for the most recent business year.

Article 4 (Application for Approval of the Fair Trade Commission Pursuant to the Proviso of Paragraph (2), Article 11 of the Act)
(1) A person who seeks approval for the holding of voting rights of a company in Japan and expects to hold voting rights in excess of five percent of the voting rights of all shareholders for a period exceeding one year from the date of acquisition, pursuant to the provision of paragraph (2), Article 11 of the Act, shall submit to the Fair Trade Commission two sets of a written application, specifically the original and a duplicate, using Form No. 7.
(2) The written application for approval described in the preceding paragraph shall include as attachments a business report, a balance sheet and a profit and loss statement of the company issuing shares relating to the voting rights for the most recent business year.

Article 5 (Notification of plan with Respect to Merger)
(1) A person who files a notification of the plan with respect to a merger pursuant to the provision in paragraph (2), Article 15 of the Act shall submit to the Fair Trade Commission a written notice using Form No. 8.
(2) The written notice described in the preceding paragraph shall be submitted under the joint names of the relevant parties.
(3) The written notice prescribed in paragraph (1) shall include as attachments the documents listed below:
(i) The articles of incorporation of notifying companies (which refer to all companies involved in the merger; hereinafter the same shall apply in this paragraph)
(ii) A copy of the merger contract
(iii) Business reports, balance sheets and profit and loss statements for the most recent
business year and lists of shareholders each holding in excess of one percent of the voting rights of all shareholders of notifying companies
(iv) A copy of the record of resolutions on the merger adopted by the shareholders meeting or the consent to the merger granted by all members, if said resolutions or consent are obtained
(v) Securities report prepared by the ultimate parent company of the group of combined companies to which the notifying company belongs or any other document that is necessary and appropriate for showing the assets and profit and loss situation of the group of combined

companies to which the notifying company belongs

Article 5-2 (Notification of Plan with Respect to Split)

(1) A person who files a notification of the plan with respect to a joint incorporation-type split pursuant to the provision of paragraph (2), Article 15-2 of the Act shall submit to the Fair Trade Commission a written notice using Form No. 9.

(2) A person who files a notification of the plan with respect to an absorption-type split pursuant to the provision in paragraph (3), Article 15-2 of the Act shall submit to the Fair Trade Commission a written notice using Form No. 10.

(3) The written notice described in the preceding paragraph shall be submitted in joint names of relevant parties.

(4) The written notice prescribed in paragraphs (1) and (2) shall include as attachments the documents listed below:

(i) The articles of incorporation of notifying companies (which refer to all companies involved in the split; hereinafter the same shall apply in this paragraph)

(ii) A copy of the written split plan or the split contract

(iii) Business reports, balance sheets and profit and loss statements for the most recent business year and lists of shareholders each holding in excess of one percent of the voting rights of all shareholders of notifying companies

(iv) A copy of the record of resolutions on the split adopted by the shareholders meeting or the consent to the split granted by all members, if said resolutions or consent are obtained

(v) Securities report prepared by the ultimate parent company of the group of combined companies to which the notifying company belongs or any other document that is necessary and appropriate for showing the assets and profit and loss situation of the group of combined companies to which the notifying company belongs

Article 5-3 (Notification of Plan with Respect to Joint Share Transfer)

(1) A person who files a notification of the plan with respect to a joint share transfer pursuant to the provision of paragraph (2), Article 15-3 of the Act shall submit to the Fair Trade Commission a written notice using Form No. 11.

(2) The written notice prescribed in the preceding paragraph shall be submitted in the joint names of the parties involved.

(3) The written notice prescribed in paragraph (1) shall include the following documents as attachments:

(i) Articles of incorporation of the notifying company (meaning all companies involved in the joint share transfer; hereinafter the same shall apply in this paragraph)

(ii) A copy of the written plan on the joint share transfer or of the contract on the joint share transfer

(iii) A business report, balance sheet and profit and loss statement for the most recent business year of the notifying company and a roster of persons who hold more than one percent of the voting rights held by all shareholders of the said company

(iv) A copy of the record of resolution passed by the shareholders meeting with respect to the joint share transfer, where there was such a resolution

(v) Securities report prepared by the ultimate parent company of the group of combined companies to which the notifying company belongs or any other document that is necessary and appropriate for

showing the assets and profit and loss situation of the group of combined companies to which the notifying company belongs

Article 6 (Notification of Plan with Respect to Acquisition of Business, etc.)
(1) A person who files a notification of the plan with respect to an acquisition of a business or fixed assets used for business (hereinafter referred to as "acquisition of business, etc.") pursuant to the provision of paragraph (2), Article 16 of the Act shall submit to the Fair Trade Commission a written notice using Form No. 12.
(2) The written notice described in the preceding paragraph shall include as attachments the documents listed below:
(i) The articles of incorporation of the notifying company and the other company
(ii) A copy of the contract pertaining to the act
(iii) Business reports, balance sheets and profit and loss statements for the most recent business year and lists of shareholders each holding in excess of one percent of the voting rights of all shareholders of the notifying company and the other company
(iv) A copy of the record of resolutions on the act adopted by the shareholders meeting or the consent to the act granted by all members, if said resolutions or consent are obtained
(v) Securities report prepared by the ultimate parent company of the group of combined companies to which the notifying company belongs or any other document that is necessary and appropriate for showing the assets and profit and loss situation of the group of combined companies to which the notifying company belongs.

Article 7 (Delivery of Written Notice Receipt, etc.)
(1) On receipt of the written notice pursuant to the provisions of Article 2-6 or the four preceding articles (hereinafter, the "business combination notice"), the Fair Trade Commission shall deliver to the notifying company a written notice receipt in Form No. 13, 14, 15, 16, 17 or 18.
(2) In the event of any omission of information in the notification documents specified in the provisions of Article 2-6 or the four preceding articles, the Fair Trade Commission may deliver the written notice receipt described in the preceding paragraph after requesting to the notifying company to correct the notification documents.
(3) If there is any change in the information in the notification documents before the date when the notifying company acquired the shares after the notification or before the date the merger, split, share transfer, or acquisition of business, etc. takes effect (excluding cases prescribed in the following paragraph), the notifying company shall immediately resubmit to the Fair Trade Commission a written report of the changes in Form No. 19, 20, 21, 22, 23 or 24.
(4) If there is any significant change in the information in the notification documents before the date when the notifying company acquired the shares after the notification or before the date the merger, split, share transfer or acquisition of business, etc. takes effect, the notifying company shall resubmit to the Fair Trade Commission the notification documents specified in the provisions of Article 2-6, 5, 5-2, 5-3 or 6.
(5) On the date when the notifying company has acquired the shares or when the merger, split, share transfer or acquisition of business, etc. has taken effect, the notifying company shall submit to

the Fair Trade Commission a written completion report using Form No. 25, 26, 27, 28, 29 or 30.

(Submission of opinions and materials)
Article 7-2 The notifying company may, at any time, from the day when the Fair Trade Commission has received the business combination notice until the day the notice is given under the provision of Article 49, paragraph 5 or Article 9 of the Act, submit their opinion or documents they consider to be necessary for review to the Fair Trade Commission.

Article 8 (Delivery of Written Request for Reports, etc. or Written Receipt of Reports, etc.)(1) When requesting a notifying company to submit the necessary reports, information or materials (hereinafter referred to as the "reports, etc.") stipulated in the provision of paragraph (9), Article 10 of the Act (including mutatis mutandis application pursuant to paragraph (3), Article 15, paragraph (4), Article 15-2, paragraph (3), Article 15-3 and paragraph (3), Article 16 of the Act; hereinafter the same shall apply in the following paragraph), the Fair Trade Commission shall deliver a written request for reports, etc. in Form No. 31, 32, 33, 34, 35 or 36. In this case, the request for submission of reports, etc. shall list the points why the reports, etc. have been requested.

(2) On receiving from the notifying company the reports, etc. stipulated in the provision of paragraph (9), Article 10 of the Act, the Fair Trade Commission shall deliver to the notifying company a written receipt of reports, etc. using Form No. 37, 38, 39, 40, 41 or 42.

(Notice for not giving notice before the exclusion measure notice)
Article 9. When the Fair Trade Commission has decided not to provide notice under the provisions of Article 49 paragraph 5 of the Act, regarding the acquisition of shares, merger, demerger, transfer of shares or transfer of business, etc., related to a business combination notice, it shall provide the notifying company with notice in the form of either Form Nos. 43, 44, 45, 46, 47 or 48.