

RULES REGARDING THE USE OF THE BOOK-ENTRY TRANSFER SYSTEM FOR
STOCKS, ETC.
[TRANSLATION]

This is an English translation of “Rules regarding the Use of the Book—Entry Transfer System for Stocks, etc.” (Enacted on August 15, 2008).

This translation is prepared solely for reference purpose and shall not have any binding force. This is an unofficial translation and the original Japanese text will be definitive in case of any divergence in the meaning.

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(As in Effect January 5, 2009)

JAPAN SECURITIES DEPOSITORY CENTER, INC.

Article 1 Purpose

These rules provide for the necessary matters regarding the use of systems relating to the Book-Entry Transfer System for Stocks, etc. (hereinafter, the “JASDEC System”) at the Japan Securities Depository Center, Incorporated. (hereinafter, “JASDEC”) for the processing of the businesses of the users relating to the business regarding transfer of stocks, etc. to be undertaken by JASDEC pursuant to the provisions in Article 292 of the Business Regulations Concerning Book-Entry Transfer of Stocks, etc. (hereinafter, the “Rules”) by the issuer of Book-Entry Shares, etc. (if administrator of the shareholder registry, administrator of investor registry or administrator of preferred equity investor registry has been selected, the administrator of shareholder registry, administrator of investor registry or the administrator of preferred investor registry), JASDEC Participant, issuing agent, paying agent, funds settlement corporation, payment handling bank and trustee company (hereinafter, the “Users”)

Article 2 Definitions

In these Rules, the use of JASDEC System by Users shall mean the exchange of data with JASDEC by means cited in each of the items below for the processing of businesses undertaken by the Users pursuant to the provisions of the Business Regulations Concerning Book-Entry Transfer of Stocks, etc. and the Detailed Enforcement Rules of the Business Regulations Concerning Book-Entry Transfer of Stocks, etc.;

- (1) Input and output from terminal devices for the use of integrated Web functions provided by JASDEC (hereinafter, the “Integrated Web Terminal”) installed in the offices of the Users or installed by the Users in locations approved by JASDEC.
- (2) Of the method of exchange of data using the User’s computer systems (hereinafter, the “User System”), it is a method of transmitting data as a file and as provided in these Rules (hereinafter, the “File Transmission”).
- (3) A method of data exchange using the User System other than File Transmissions and as prescribed in the Rules (hereinafter, the “Online Real Time Connection”).
- (4) Input and output from a terminal device installed in the offices of the User or installed by the User in a location approved by JASDEC for use of participant information notices provided by JASDEC and other functions (hereinafter the “Participant Web Terminal”).
- (5) Submission to JASDEC of memory media of records relating to record by electromagnetic method prepared by the Users in accordance with the Rules (shall mean means that are electronic, magnetic and other means that cannot be recognized by human senses. The same shall apply hereinafter).
- (6) Notification of information content stored in electronic calculators relating to JASDEC use through electrical communication circuits by using the automatic public transmission device connected to Internet and input from terminal device

installed by the User to receive the said notice (hereinafter, the “Internet Terminal”)(hereinafter, the “Internet Connection”).

Article 3 Integrated Web Terminal and Participant Information Web Terminal

1. The User, when the it makes inputs or outputs from the Integrated Web Terminal or the User Information Web Terminal (hereinafter, the “Integrated Web Terminal, etc.”) for business processing, shall submit a prescribed notification to JASDEC. In such a case, when the said Integrated Web Terminal, etc. is a terminal belonging to a party to whom the User has delegated the business processing (hereinafter, the “Computing Company, etc.”), it shall state to that effect in the said notification.
2. Establishing circuit equipment connecting the Integrated Web Terminal, etc. with the JASDEC System shall be undertaken by the Users in accordance with the notations contained in the notification provided in the preceding paragraph.
3. In the event of accidents, etc. arising in the case outlined in the latter part of Paragraph 1, it shall be resolved among the respective parties.

Article 4 Exchange of Data with Computing Company, etc. By Using Integrated Web Terminal, etc.

When the Integrated Web Terminal, etc. used by the User is an Integrated Web Terminal, etc. belonging to a Computing Company, etc., data exchanged between the Integrated Web Terminal, etc. of the said Computing Company, etc. and the JASDEC System shall be treated as data exchanged between the Integrated Web Terminal, etc. of the User who had delegated the business to the said Computing Company, etc. and the JASDEC System.

Article 5 Operation, etc. of Integrated Web Terminal

1. The User, in accordance with the provisions of the connection specifications and operation requirements, etc. provided by JASDEC, shall perform the operational processing by using the Integrated Web Terminal, etc. and handle Integrated Web Terminal with the due care of a good manager.
2. The User, when due to unavoidable causes a need for changes arises to the connection specification for the Integrated Web Terminal, etc. and when there has been a request to that effect from JASDEC, shall respond to such requests in accordance with the instructions of JASDEC.
3. The Users, when trouble arises in the Integrated Web Terminal, etc., shall promptly contact JASDEC.

Article 6 Bearing of Expenses Relating to Integrated Web Terminals, etc.

In addition to fees provided in the Rules Regarding Fees Relating to the Book-Entry Transfer System for Stocks, etc., terminal fee relating to the use of Integrated Web

Terminal, etc. (shall mean the expenses relating to the installation and maintenance of Integrated Web Terminal, etc.), electricity charges and expenses for consumables, etc. as well as the expense relating to circuit equipment for the Integrated Terminal, etc. (shall mean the circuit usage fee and share of the laying works costs. The same shall apply hereinafter) shall be borne by the User.

Article 7 Circuit Connection

1. The User, when connecting to a communication circuit (hereinafter, the “Circuit Connection”) relating to file transmission or Online Real Time Connection (hereinafter, the File Transmission, etc.) between the User System and JASDEC System, shall submit a prescribed notification to JASDEC. In such a case, when the User System making the Circuit Connection is a system belonging to Computing Company, etc., it shall state to that effect in the said notification.
2. The establishment of circuit equipment relating to Circuit Connection shall be done by the User in accordance with the provisions provided by JASDEC.

Article 8 Data Exchange with Computing Company, etc. by a Circuit Connection

When the User System making a Circuit Connection is a system belonging to a Computing Company, etc., the data exchanged between the system belong to a Computing Company, etc. and the JASDEC System by a File Transmission, etc. through the said Circuit Connection shall be handled as if the data had been exchanged between the User System of the User that had delegated the operation to the said Computing Company, etc. and the JASDEC System.

Article 9 Managing the Circuit Connection

1. The User, with respect to operational processing by Circuit Connection and File Transmission, etc., shall follow the provisions contained in the connection specifications and operational requirements provided by JASDEC and shall handle the operations relating to such with the due care of a good manager.
2. The User, when due to unavoidable causes a need for changes arises to the connection specifications of Circuit Connection and has been informed to that effect by JASDEC, it shall respond to these in accordance with the instructions by JASDEC.
3. The User, with respect to operational processing by File Transmission, etc., shall come to an agreement with JASDEC and shall submit to JASDEC a notification with description thereof.
4. The provisions provided in Article 5, Paragraph 3 shall apply mutatis mutandis with respect to any incidence of trouble in Circuit Connection (including when a situation arises where data exchange by Data Transmission, etc. is not possible and the cause of the trouble is not clear).

Article 10 Bearing of Expenses Relating to Circuit Connection

In addition to the fees provided in the Rules Regarding Fees Relating to the Book-Entry Transfers of Stocks, etc., the expenses relating to the circuit equipment for Circuit Connection shall be borne by the User.

Article 11 Preparation, etc. of Memory Medium Relating to Recording by Electro-magnetic Method

1. Preparation of memory medium relating to recording by electro-magnetic means cited in Article 2, Item 5 shall be in accordance with the connection specifications provided by JASDEC.
2. Users contracting the preparation of memory medium relating to the record by electro-magnetic means provided in the preceding paragraph and making submission to JASDEC to a Computing Company, etc. shall submit a prescribed notification to JASDEC.
3. In the case of the preceding paragraph, responsibility with respect to the preparation and submission of memory medium relating to recording by electro-magnetic means shall be borne by the said User.

Article 12 Procurement of Memory Medium Relating to Recording by Electro-Magnetic Means

Memory medium relating to records by electro-magnetic means to be submitted by the User to JASDEC shall be procured by the User.

Article 13 Internet Connection

1. The User shall submit to JASDEC a prescribed notification when performing business processing by an Internet Connection. In such a case, when the Internet Terminal is an Internet Terminal belonging to a Computing Company, etc., it shall state to that effect in the said notification.
2. The establishment of circuit equipment relating to Internet Connection shall be made by the User pursuant to the notation in the notification provided in the preceding paragraph.
3. In the case of latter part of Paragraph 1, with respect to incidence of accidents, etc. arising, it shall be resolved among the respective parties.

Article 14 Data Exchange with Computing Company by Internet Connection

When the Internet Terminal being used by the User is an Internet Terminal belonging to a Computing Company, etc., data exchanged between the Internet Terminal of the said Computing Company, etc. and the JASDEC System shall be treated as data exchanged between the User Internet Terminal which the User delegated the businesses to the said Computing Company, etc. and the JASDEC System.

Article 15 Management, etc. of Internet Connection

1. The User shall perform the operational processing by Internet Connection with the due care of a good manager in accordance with the provisions of connection specifications and operational requirements as provided by JASDEC.
2. The User, when due to unavoidable causes a need for change arises in the Internet Connection specifications and has been informed to that effect by JASDEC, it shall respond to this in accordance with the instructions by JASEC.
3. The Users, when trouble arises in the Internet Connection, shall promptly contact JASDEC.

Article 16 Bearing of Expenses Relating to Internet Connection

In addition to fees provided in the Rules Regarding Fees Relating to the Book-Entry Transfer System for Stocks, etc., terminal fees relating to Internet Connection (shall mean the expenses relating to installation of Internet Terminal and maintenance), electricity charges and expenses for consumables, etc. as well as the expenses relating to the circuit equipment connecting the Internet Terminal and the JASDEC System (shall mean the circuit usage fee and share of the constructions costs. The same shall apply hereinafter) shall be borne by the User.

Article 17 Cooperation with Various Tests

1. The User, when, by an advance notice has been given by JASDEC, it is required to participate in a linkage confirmation test between the User System and the JADEC System or Internet Terminal and the JASDEC System via Circuit Connection between the Integrated Web Terminal and the JASDEC System, shall cooperate with such without protest. The same shall apply when participation in various tests other than the test described above is required by JASDEC.
2. Of the expenses required for the linkage confirmation test and the various tests provided in the preceding paragraph, the expenses of the User side shall be borne by the said User.

Article 18 Confidentiality

1. Parties who are officers or employees or former officers or former employees of the User shall not divulge any secrets obtained through the use of the JASDEC System to any third party.
2. The User shall not disclose to a third party the JASDEC System specifications or use such for its own business without the consent of JASDEC.
3. Users whose Integrated Web Terminal, etc. making inputs and outputs relating to business processing pursuant to the provisions of the latter part of Article 3, Paragraph

1 is an Integrated Web Terminal, etc. belonging to a Computing Company, etc., Users whose User System making Circuit Connection pursuant to the provisions of the latter part of Article 7, Paragraph 1, Users that contract the preparation of memory medium relating to recording by electro-magnetic means and submissions to a Computing Company, etc. pursuant to the provisions of Article 11, Paragraph 2 and Users whose Internet Terminal making reception and inputs of notice relating to business processing pursuant to the provisions of the latter part of Article 13, Paragraph 1 is an Internet Terminal belonging to a Computing Company, etc., shall cause the said Computing Company, etc. to comply with the provisions of the preceding 2 paragraphs.

4. The Users, when changes to the content of the notification submitted to JASDEC pursuant to these Rules are to arise, it shall submit the notification to JASDEC in advance.

Supplementary Rules

These Rules shall be implemented from the date of implementation of the Act for Partial Amendments of the Act on Book-Entry Transfer of Company Bonds and Other Securities for the Purpose of Streamlining the Settlement of Trades of Stocks and Other Securities, etc. (Act No. 88, 2004) prescribed in the main text of Article 1 of the Supplementary Provisions of such Act.