

RULES CONCERNING HANDLING OF BLOCK TRADE FOR INTERMEDIATION PURPOSE

(March 19, 2012)

(Purpose)

Article 1 The purpose of the Rules Concerning Handling of Block Trade for Intermediation Purpose (hereinafter referred to as “Rules”) is to ensure proper business management by defining matters that are necessary for Regular Members to conduct a block trade of share certificates, etc. for intermediation purpose, thereby contributing to sound development of the capital market.

(Definitions)

Article 2 In the Rules, the definition of the terms set forth in each of the following Items shall be as prescribed therein:

(1) **Block Trade for Intermediation Purpose**

Collection of share certificates, etc. by massive purchase prescribed in Article 31 of the Enforcement Ordinance of the Financial Instruments and Exchange Act (hereinafter referred to as the “Enforcement Ordinance of the FIEA”) that falls under the provision of Article 62, Item (2) of the Cabinet Office Ordinance on Restrictions on Securities Transactions, etc.; and

(2) **Share Certificates, etc.**

Share Certificates, etc. that are prescribed in Article 31 of the Enforcement Ordinance of the FIEA.

(Submission, etc. of Document)

Article 3 When a Regular Member conducts a Block Trade for Intermediation Purpose, it must submit a document that proves that the trade is executed pursuant to the provision of Article 123, Paragraph 1, Item (27)(i) of the Cabinet Office Ordinance concerning the Financial Instruments Business, etc. to a seller of Share Certificates, etc. that are collected by purchase in the Block Trade for Intermediation Purpose, or conclude such document with a seller of such Share Certificates, etc.

(Segregated Management of Share Certificates, etc.)

Article 4 When a Regular Member conducts the Block Trade for Intermediation Purpose, it must maintain the Share Certificates, etc. in a dedicated block trade account and segregate them from other Share Certificates, etc. during the period when the total number of voting rights (the number of voting rights as prescribed in Article 31 of the Enforcement Ordinance of the FIEA) associated with Share Certificates, etc. collected by massive purchase for intermediation purpose by such Regular Member exceeds 5% of the voting rights (the voting rights of all shareholders, etc. as prescribed in Article 29-4, Paragraph 2 of the FIEA) held by all shareholders, etc. of the company that issues such share certificates, etc.

(Delivery of Documents Through Electromagnetic Methods)

Article 5 In lieu of submission of document as prescribed in Article 3, a Regular Member may provide matters

that should be described in such document in a method using an electronic data processing system or other methods using information and telecommunication technology as prescribed in the “Rules Concerning Handling of Documents Delivery, etc. Through Electromagnetic Methods”. In this case, the Regular Member is regarded to have submitted such document.

SUPPLEMENTARY PROVISIONS [Omitted]

(Note) This rule is based on the April 1, 2012 edition of the original Japanese text.

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| <p>This translation is solely for the convenience of those interested therein, and accordingly all questions that may arise with regard to the meaning of the words or expressions herein shall be dealt with in accordance with the original Japanese text.</p> |
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