

Rules for Enforcement of the Articles of Incorporation

Established on November 27, 1998

(Purpose)

Article 1 The Rules for Enforcement of the Articles of Incorporation (hereinafter referred to as the “Articles of Incorporation Enforcement Rules”) shall provide for the matters necessary for the enforcement of the Articles of Incorporation pursuant to Article 5, Paragraph 2 of the Articles of Incorporation.

(Application Form for Admission)

Article 2 The matters to be stated in the application form for admission as a Full Member prescribed in Article 8, Paragraph 1 of the Articles of Incorporation shall be as follows:

- (1) Trade name or name;
- (2) Location of the head office and main telephone number;
- (3) Amount of stated capital;
- (4) Date of establishment;
- (5) Type of registered or licensed business, registration number or license number and date of registration or license;
- (6) Titles and names of its officers (refers to the officers set forth in Article 29-4, Paragraph 1 of the Financial Instruments and Exchange Act (Act No. 25 of 1948; hereinafter referred to as “FIEA”); the same shall apply hereinafter);
- (7) Titles and names of the employees set forth in Article 15-4 of the Order for Enforcement of the Financial Instruments and Exchange Act (Government Order No. 321 of 1965) regarding the financial instruments business related to investment trust and investment corporation (hereinafter referred to as “Major Employees”);
- (8) Number of officers and employees; and
- (9) In case the applicant engages in other business, type of the business.

2. The application form for admission shall be Appended Form 1 for a Full Member and Appended Form 2 for a Supporting Member.

(Documents to be Attached to the Application Form for Admission)

Article 3 The documents to be attached to the application form for admission as a Full Member prescribed in Article 8, Paragraph 2 of the Articles of Incorporation shall be as follows:

- (1) In the case of a person who conducts the investment management business, a copy of registration certificate certifying that the applicant has been registered by the Prime Minister pursuant to Article 29 of the FIEA, and in the case of a trust company, etc. that acts as a trustee of investment trusts managed without instructions from the settlor, a copy of the license certificate certifying that the applicant has

- obtained the license pursuant to Article 3 or Article 53 of the Trust Business Act (Act No. 154 of 2004), or any other documents in lieu thereof;
- (2) Documents that certify an applicant does not fall under any of the below (limited to those who conduct the investment management business):
 - a. The applicant does not fall under any of Article 29-4, Paragraph 1, Item 1 (excluding (d) to (f)) of the FIEA;
 - b. The officers and Major Employees do not fall under any of Article 29-4, Paragraph 1, Item 2 of the FIEA;
 - c. The applicant does not fall under any of Article 29-4, Paragraph 1, Item 4 (excluding (d)) of the FIEA; and
 - d. The applicant does not fall under any of Article 29-4, Paragraph 1, Item 5 (excluding (c)) of the FIEA;
 - (3) Articles of Incorporation;
 - (4) A copy of certificate of registered information;
 - (5) A document stating the contents and methods of the business;
 - (6) A document stating the business execution system, such as the personnel structure and the organization pertaining to the business;
 - (7) Curricula vitae of officers (refers to the registered directors (including executive directors; hereinafter referred to as “Directors, etc.”) and in the case of an investment manager of investment trusts without instructions from the settlor, limited to the directors and auditors who are in charge of the business related to the investment trust managed without instructions from the settlor, such as the representative director, etc. prescribed in Article 6 hereof; the same shall apply hereafter in this Article and in Article 10 hereof) and the curricula vitae of Major Employees (in the case of an investment manager of investment trusts without instructions from the settlor, limited to the officers);
 - (8) Copies of extracts of the residence certificates of the officers and Major Employees, or any other documents in lieu thereof;
 - (9) Copies of documents certifying that the officers and Major Employees do not fall under any of Article 29-4, Paragraph 1, Item 2, (a) or (b) of the FIEA issued by a public agency, or any other documents in lieu thereof;
 - (10) A written pledge of an officer or Major Employee to Chairman of the Corporation that the officer or Major Employee does not fall under any of Article 29-4, Paragraph 1, Item 2, (c) to (i) (in the case of an investment manager of investment trusts without instructions from the settlor, limited to the officers);
 - (11) A document stating the matters specified in Article 9, Item 4, (a) to (f) of the Cabinet Office Ordinance on Financial Instruments Business, etc. (Cabinet Office Ordinance No. 52 of 2007; hereinafter referred to as the “Cabinet Office Ordinance”) as conditions of Persons in Specified Relationship (refers to the Persons in Specified Relationship prescribed in Article 9, Item 4 of the Cabinet Office Ordinance) (limited to those who conduct the investment management business);
 - (12) A document stating the names and locations of branches and business offices;
 - (13) The latest balance sheet (including relevant notes) and profit and loss statement (including relevant

notes);

- (14) A document calculating the net assets (refers to the net assets prescribed in Article 29-4, Paragraph 1, Item 5 of the FIEA);
- (15) A document stating the matters specified in Article 10, Paragraph 1, Item 3, (b) of the Cabinet Office Ordinance related to the Major Shareholders (refers to the major shareholders prescribed in Article 29-4, Paragraph 2 of the FIEA) and top ten shareholders in descending order of the number of voting rights including the Major Shareholders (in the case of a foreign corporation, a document certifying that confirmation has been made for the persons equivalent to the major shareholders prescribed in Article 29-4, Paragraph 1, Item 5, (f) of the FIEA, or any other document in lieu thereof);
- (16) Map of the location of the head office; and
- (17) Any other documents that are deemed necessary by the Corporation.

2. The documents to be attached to the application form for admission as a Supporting Member prescribed in Article 8, Paragraph 2 of the Articles of Incorporation shall be as follows:

- (1) In the case of a person who conducts the Type I Financial Instruments Business, a copy of registration certificate certifying that the applicant has been registered by the Prime Minister pursuant to Article 29 of the FIEA, and in the case of a registered financial institution, a copy of registration certificate showing that it is registered by the Prime Minister under Article 33-4 of the FIEA, and in the case of a trust company, etc. that acts as a trustee of the investment trusts managed with instructions from the settlor, a copy of written approval certifying that it has been authorized to conduct trust business, or any other documents in lieu thereof;
- (2) Map of the location of the head office; and
- (3) Any other documents that are deemed necessary by the Corporation.

(Notification of Contact Person)

Article 4 A person who seeks for admission to the Corporation as a Full Member or a Supporting Member must appoint a contact person and notify the Corporation of his/her name, title and contact information using Appended Form 3 at the time of submitting an application form for admission to the Corporation prescribed in Article 8, Paragraph 1 of the Articles of Incorporation.

(Refusal of Admission)

Article 5 The cases to be set forth in the Articles of Incorporation Enforcement Rules prescribed in Article 9, Paragraph 1, Item 4 of the Articles of Incorporation shall be as follows:

- (1) It is deemed that an applicant cannot properly conduct the business in light of the status of securing officers or employees who have adequate knowledge and experience on the said business and the organizational structure; and
- (2) It is deemed that an applicant may cause the loss of confidence in the Financial Instruments Business because it has officers or employees who have inappropriate qualities for the business operation in light of their relationships with the organized crime groups prescribed in Article 2, Item 2 of the Act on

Prevention of Unjust Acts by Organized Crime Group Members (Act No. 77 of 1991), or with members of the organized crime groups prescribed in Article 2, Item 6 of the Act, or other conditions.

(Qualifications for Full Member Representatives, etc.)

Article 6 Full Member Representative and his/her deputy prescribed in Article 10, Paragraph 1 of the Articles of Incorporation must meet the requirements set forth in each of the following Items, respectively:

- (1) Full Member Representative shall be a registered director who represents the company (including an executive officer who represents the company; hereinafter referred to as the “Representative Director, etc.”); provided, however, that if a Full Member is a foreign corporation, the Representative shall be the representative person in Japan who is appointed by the company; and
- (2) The deputy of Full Member Representative shall be a director, etc. or a person who has the equivalent authority to that of the director, etc.; provided, however, that a Full Member is a foreign corporation, the deputy shall be a person who has the equivalent authority to that of the representative person in Japan.

2. The person who represents a Supporting Member prescribed in Article 10, Paragraph 2 of the Articles of Incorporation (hereinafter referred to as the “Supporting Member Representative”) shall be a person who represents the company or a person who has an equivalent position; provided, however, that if a Supporting Member is a foreign corporation, the Representative shall be the representative person in Japan who is appointed by the company.

(Notification of Full Member Representative, etc.)

Article 7 Upon the approval of admission to the Corporation, a Full Member or a Supporting Member (hereinafter referred to as the “Member”) shall immediately notify the Corporation of the Full Member Representative and his/her deputy prescribed in Article 10, Paragraph 1 of the Articles of Incorporation using Appended Form 4 and the Supporting Member Representative prescribed in Paragraph 2 of the said Article using Appended Form 5, respectively.

2. When there is a change in Full Member Representative, his/her deputy or Supporting Member Representative (including a change of the title) who has been notified to the Corporation pursuant to the preceding Paragraph, the Full Member and the Supporting Member shall promptly notify the change to the Corporation using Appended Form 6 or Appended Form 7, respectively.

(Notification of Change of Contact Person)

Article 8 When there is a change in the name, title or contact information of the Contact Person who has been notified to the Corporation, the Members shall notify the change to the Corporation using Appended Form 8.

(Payment of Admission Fee, etc.)

Article 9 Admission Fee for a Full Member prescribed in Article 11, Paragraph 1 of the Articles of Incorporation shall be paid to the Corporation by the date specified separately.

2. If the Admission Fee is not paid by the specified date, the Corporation may revoke the approval of admission to the Corporation for the applicant by a resolution of the Board of Directors.

3. If the Corporation revokes the approval of admission to the Corporation pursuant to the preceding Paragraph, the Corporation shall notify the applicant thereof in writing.

(Matters to Be Reported by Full Members)

Article 10 The matters to be reported by a Full Member prescribed in Article 12 of the Articles of Incorporation shall be as follows.

In addition, among the matters below, those which are specified to be reported in particular forms shall be reported in the form specified in the relevant items below:

- (1) When a Full Member obtains registration of change for the Categories of Businesses (other than the Investment Management Business) prescribed in Article 29-2, Paragraph 1, Item 5 of the FIEA pursuant to Article 31 of the FIEA or when it abolishes the business: Appended Form 9;
- (2) When a Full Member notifies that it conducts the business prescribed in Article 35, Paragraph 2 of the FIEA pursuant to Paragraph 3 of the said Article, or that it abolishes the business pursuant to Paragraph 6 of the said Article: Appended Form 10;
- (3) When a Full Member obtains approval for the Financial Instruments Business and the business other than those prescribed in Article 35, Paragraphs 1 and 2 of the FIEA pursuant to Article 35, Paragraph 4 of the FIEA, or that it abolishes the business pursuant to Paragraph 6 of the said Article: Appended Form 11;
- (4) When a Full Member suspends or resumes the Financial Instruments Business (limited to the Investment Management Business): Appended Form 12;
- (5) When a Full Member amends the Articles of Incorporation: Appended Form 13;
- (6) When a Full Member changes the contents and method of business: Appended Form 14;
- (7) When a Full Member changes its amount of stated capital: Appended Form 15;
- (8) When a Full Member changes its trade name or name: Appended Form 16;
- (9) When a Full Member establishes or abolishes its branch office or business office: Appended Form 17;
- (10) When a Full Member changes the name or location of its head office, branch office or business office: Appended Form 18;
- (11) When a Full Member change the officers (including a change of title): Appended Form. 19;
- (12) When a Full Member changes its Major Employees (including a change of title) (limited to a Full Member who conducts the Investment Management Business): Appended Form 20;
- (13) When a Full Member prepares or amends the Basic Terms and Conditions of Investment Trust, or when the Certificate of Incorporation of Investment Corporations to which the Full Member is entrusted to conduct the investment management (including investment corporation to which the Full Member is scheduled to be entrusted to conduct the investment management; hereafter in this Article referred to as the “Entrusted Investment Corporation”) is prepared or amended (including those of privately-placed

- investment trusts and investment corporations (hereafter in this Article referred to as the “Privately-placed Investment Trust, etc.”));
- (14) When a Full Member prepares or updates the Prospectus to be Delivered of investment trust, or when the prospectus of the Entrusted Investment Corporation is prepared or updated;
- (15) When a Full Member prepares an Investment Report to be Delivered of investment trust (including an Investment Report to be Delivered of privately-placed investment trust or any other documents similar thereto), or when an Asset Investment Report of the Entrusted Investment Corporation is prepared;
- (16) When a Full Member prepares a business report (including the attached documents) (limited to a Full Member who conducts the Investment Management Business);
- (17) When a Full Member obtains an audit certificate regarding the financial statements and the interim financial statements showing its financial status, etc. from a certified public accountant or an audit corporation:
- a. A Full Member who conducts the investment trust management business: Appended Form 21; and
 - b. A Full Member who conducts the asset management business of investment corporations: Appended Form 22;
- (18) When there is a change in total net assets by 30% or more concerning the contents of matters which have been reported to the Corporation pursuant to the Preceding Item, and in case that a Full Member has reported the matters pursuant to this Item, when there is a change in total net assets by 30% or more before it will report next time pursuant to the Proceeding Item (it shall be calculated based on the total net assets stated in the report submitted most recently); provided, however, that if the total net assets of a Full Member falls below 15 billion yen, the report pursuant to the provisions of this Item is not required until it reaches 15 billion yen:
- a. A Full Member who conducts the investment trust management business: Appended Form 21-②; and
 - b. A Full Member who conducts the asset management business of investment corporations: Appended Form 22-②;
- (19) When a Full Member abolishes the Investment Management Business or the business related to investment trusts managed without instructions from the settlor: Appended Form 23;
- (20) When a Full Member merges or dissolves or transfers or acquires all or part of the business:
- a. In the case of a merger: Appended Form 24; and
 - b. In the case of the transfer or acquisition of all or part of the business: Appended Form 25;
- (21) When a Full Member or a trust bank who acts as a trustee of the trust property of investment trusts managed by a Full Member files a petition for initiation of civil rehabilitation proceedings under the Civil Rehabilitation Act (Act No. 225 of 1999), or a petition for initiation of corporate reorganization proceedings under the Corporate Reorganization Act (Act No. 154 of 2002) or a petition for initiation of bankruptcy proceedings under the Bankruptcy Act (Act No. 75 of 2004), or there is a fact equivalent thereto: Appended Form 26 ;
- (22) When an inspection by a competent government agency is commenced pursuant to Article 56-2 of the FIEA or Article 22 of the Act on Investment Trusts and Investment Corporations (Act No. 198 of 1951;

hereinafter referred to as the “Investment Trust Act”): Appended Form 27;

- (23) When an inspection by a competent government agency prescribed in the preceding Item is completed:
 - a. In case a violation of laws, etc. is indicated: Appended Form 28; and
 - b. In case nothing is indicated: Appended Form 29;
- (24) When a Full Member recognizes the fact that it violates the FIEA or the Investment Trust Act or an order or disposition under these Acts or the Articles of Incorporation or other rules of the Corporation (including resolutions of the Board of Directors) or Terms and Conditions of Investment Trusts or Certificate of Incorporation of Investment Corporation or good faith principles of transactions, or when a Full Member recognizes that the status of compliance with the FIEA or the Investment Trust Act or an order or disposition under these Acts or the Articles of Incorporation or other rules of the Corporation (including resolutions of the Board of Directors) or Terms and Conditions of Investment Trusts or Certificate of Incorporation of Investment Corporation or good faith principles of transactions or the state of the asset management and other businesses or the state of properties is not appropriate: Appended Form 30;
- (25) When a Full Member or its major Affiliated Juridical Person receives an order to improve business operations pursuant to Article 51 of the FIEA: Appended Form 31;
- (26) When a Full Member or its major Affiliated Juridical Person is subject to a disposition rendered for the purpose of supervision pursuant to Article 52 of the FIEA: Appended Form 32;
- (27) When a Full Member receives an order to report or submit materials pursuant to Article 56-2 of the FIEA: Appended Form 33;
- (28) When a Full Member submits a report on improvement of business or other reports or materials which is ordered by the competent minister, etc. pursuant to Article 51 or 56-2 of the FIEA: Appended Form 34;
- (29) When a Full Member or a trust bank who is entrusted the trust property of the investment trust managed by a Full Member receives an order to succeed the contract of investment trust pursuant to Article 23 of the Investment Trust Act: Appended Form 35;
- (30) When a Full Member receives an order to prohibit or suspend public offering or private placement or other transactions of beneficiary certificates (including Book-Entry Transfer Beneficial Interest in an Investment Trust) under Article 26 of the Investment Trust Act, or when a Full Member becomes aware that a person who conducts public offering or private placement or other transactions of beneficiary certificates has received an order to prohibit or suspend these acts: Appended Form 36;
- (31) When a Full Member becomes aware of any change in the major shareholders prescribed in Article 29-4, Paragraph 2 of the FIEA: Appended Form 37;
- (32) When leakage, loss or damage of personal information prescribed in Article 22 of the Guidelines for Personal Information Protection of the Corporation is identified: Appended Form 38; and
- (33) In addition to the cases prescribed in each of the preceding Items, when a report is deemed necessary by the Corporation.

2. In regard to a report of a change of officers or Major Employees prescribed in Item 11 or 12 of the preceding Paragraph, when the report is related to an assumption of new officer or Major Employee, the following

documents concerning the newly appointed officer or Major Employee shall be attached to the report; provided, however, that in the case of an investment manager of investment trust without instructions from the settlor, the documents set forth in Items 2 to 4 below are not required:

- (1) Curricula vitae;
- (2) Copy of extract of the residence certificate or a document in lieu thereof;
- (3) A copy of document issued by a public agency certifying that the officer or Major Employee does not fall under Article 29-4, Paragraph 1, Item 2 (a) and (b) of the FIEA, or a document in lieu thereof; and
- (4) A written pledge to Chairman of the Corporation by an officer or Major Employee that he/she does not fall under any of Article 29-4, Paragraph 1, Item 2 (c) to (i).

3. When a Full Member reports to the Corporation pursuant to Paragraph 1, Items 17 and 18 hereof, it shall promptly disclose it by making the matters recorded in a file stored in the computer used by the Full Member available for public inspection via a telecommunication line continuously for five years from the day when it is disclosed.

4. When a Full Member reports to the Corporation pursuant to Paragraph 1, Items 21, 25, 26, 29 and 30 hereof, it shall promptly disclose the document that includes the contents of the report by making the matters recorded in a file stored in the computer used by the Full Member available for public inspection via a telecommunication line continuously for five years from the day when it is disclosed.

5. When the Corporation receives a report pursuant to Paragraph 1, Items 21, 25, 26, 29 and 30 hereof from a Full Member, the Corporation shall disclose the report by making the matters recorded in a file stored in the computer used by the Corporation available for public inspection via a telecommunication line continuously for five years from the day when it receives the report.

(Matters to Be Reported by Supporting Members)

Article 11 The matters to be reported by a Supporting Member prescribed in Article 13 of the Articles of Incorporation shall be as follows:

- (1) When a Supporting Member abolishes a business related to the investment trust management, etc.: Appended Form 39;
- (2) When a Supporting Member changes its trade name or name: Appended Form 40; and
- (3) When a Supporting Member changes the address of its head office: Appended Form 41.

(Notice of Withdrawal)

Article 12 The notice of withdrawal prescribed in Article 16 of the Articles of Incorporation shall be Appended Form 42.

2. When the Corporation receives a notice of withdrawal from a Member, the Corporation shall notify each Member thereof.

(Matters to be Stated in the List of Members)

Article 13 The matters stated in the list of Full Members and Supporting Members prescribed in Article 21, Paragraph 2 of the Articles of Incorporation shall be the names, addresses and telephone numbers of the Members and the titles and names of the Full Member Representatives and those of the Supporting Member Representatives.

(Note) This English translation is to be used solely as reference material to aid in the understanding of Rules for Enforcement of the Articles of Incorporation. All questions which may arise concerning the meaning of the words and expressions herein shall be dealt with in accordance with the original Japanese text.