

Foreign Company Listing on Main Board

**Listing Promotion Office
Tokyo Stock Exchange, Inc.**

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I. Numerical Listing Criteria

Foreign companies applying for TSE Main Board should satisfy the following numerical listing criteria.

(1) No. of Shareholders

For Applicants who applies for TSE single listing ^{*1} to the Second Section must have minimum of 800 shareholders ^{*2}, at the time of listing, worldwide.

For Applicants who applies for TSE multiple listing ^{*3} to the Second Section must have minimum of 800 shareholders, at the time of listing, in Japan.

For Applicants who applies for TSE single listing directly to the First Section must have minimum of 2,200 shareholders, at the time of listing, worldwide.

For Applicants who applies for TSE multiple listing directly to the First Section must have minimum of 800 shareholders in Japan, and 2,200 or more shareholders worldwide at the time of listing.

*1: Single listing is when a foreign company applicant chooses TSE as their primary listing market, and lists only in TSE.

*2: This refers to shareholders who are holding at least 1 trading unit. [Refer to the table below]

*3: Multiple listing is when a foreign company lists on other exchanges aside from TSE, such as foreign stock exchanges, and chooses TSE as a second or more listed exchange.

(2) Tradable Shares

Single listing Applicant to the Second Section must meet the following requirements:

- a) No. of tradable shares ^{*1}: 4,000 trading units^{*2} or more by the time of listing
- b) Market capitalization of tradable shares: JPY 1 billion or more at the time of listing
- c) Ratio of tradable shares to listed shares : 30% or more by the time of listing

*1: Tradable shares refer to listed shares excluding shares held by parties with a special interest such as officers, shares owned by the company itself, and shares held by

persons who individually own 10% or more of listed shares.

*2: The trading unit of applicants is determined, as prescribed in the table below, in accordance with their average market price over the past year converted into JPY. When applicants are not listed on stock exchanges of other countries, the trading unit is to be determined, as prescribed in the table below, in accordance with the price of public offering.

Average Closing Price	Trading Unit (shares / DRs)
Less than ¥500	1,000
¥500 – less than ¥1,000	500
¥1,000 – less than ¥5,000	100
¥5,000 – less than ¥10,000	50
¥10,000 – less than ¥100,000	10
¥100,000 or more	1

Multiple listing Applicant to the Second Section must make sure that no particular shareholder or holder of foreign stock depository receipts, etc., holds an exceptionally large number of shares, and the number of tradable shares is 4,000 units or more.

Single listing Applicant directly listing to the First Section must meet the following a to c requirements:

- a) No. of tradable shares : 20,000 trading units or more by the time of listing
- b) Market capitalization of tradable shares: JPY 2 billion or more at the time of listing
- c) Ratio of tradable shares to listed shares : 35% or more by the time of listing

Multiple listing Applicant directly listing to the First Section must sure that no particular shareholder or holder of foreign stock depository receipts, etc., holds an exceptionally large number of shares, and the number of tradable shares is 20,000 units or more.

(3) Market Capitalization of Listed Shares

For listing to the Second Section, Market capitalization of Listed Shares* has to be more than 2 billion yen at the time of listing.

* Market capitalization of listed shares is calculated by multiplying the number of listed shares and the expected price of public offering.

For listing directly to the First Section, Market capitalization of Listed Shares* has to be more than 50 billion yen at the time of listing.

(4)Continuous Business Record

An applicant must have a continuous business record, under the board of directors, of not less than 3 years dating back from the end of the latest business year.

(5)Shareholder's Equity

An applicant must have the shareholder's equity of more than 1 billion yen, at the end of the latest business year.

(6) Amount of Profit or Total Market Capitalization

An applicant needs to meet one of the following requirements:

a. Profit for the most recent 2 years:

- (a) The 1st year : 100 million yen or more
- (b) The 2nd year : 400 million yen or more

b. Profit for the most recent 3 years:

- (a) The 1st year : 100 million yen or more
- (b) The 3rd year : 400 million yen or more
- (c) Total for 3 years : 600 million yen or more

c. Total market capitalization

Total market capitalization is JPY 100 billion or more. This does not apply when the sales is less than JPY 10 billion

(7) Financial Statements

An applicant's financial statements in principle must meet the following criteria:

- a) A "false statement" was not made in any of financial statements for each business year ended within the last 2 years, or in any semi-annual financial statements for a semi-annual accounting period ended within the current year.
- b) A CPA expressed his/her summary opinion that such financial statements represented the financial position 'fairly', on 'unqualified terms', or, 'fairly' albeit on 'qualified terms' in an audit report attached to financial statements for the first of two business years ended within last 2 years.
- c) A CPA expressed his/her summary opinion that such financial statements represented the financial position 'fairly', on 'unqualified terms' or 'represented valid information' in an

audit report attached to financial statements for business year ended within last year and to semi-annual financial statements for the current business year.

(8) Consent of JASDEC

An applicant needs to obtain, or be expected to obtain by the time of listing, consent of JASDEC, Japan Securities Depository Center (JASDEC), which is the CSD in Japan, as to custody and delivery of the applicant's shares by JASDEC.

(9) Restrictions on Transfer of Shares

Applicants must have no restrictions on the transfer of their stocks.

* However, this does not apply when the transfer of their stocks is restricted in the applicants' home jurisdiction and that TSE deems that such restriction will not obstruct trading of their stocks on TSE.

(10) Others

a. for Listing of DRs

For applicants applying for listing of DRs, a deposit contract between an applicant, the depository and the DR holders is completed.

b. for Listing of JDRs

Their forms of JDRs should meet TSE's requirements and they should be confirmed at a board meeting.

II. Listing Examination (Summary)

Eligible Applicants satisfying the numerical listing criteria, and their related companies, will be examined in terms of the following items. Under listing examination for non-Japanese companies, TSE takes into consideration the legal framework and business practices of a country of an applicant's origin or/and its chief business operation.

1. Business Continuity and Profitability

Business must have been continuously conducted, with prospects of good operational results.

(1) The state of profit and income posted in consolidated financial statements of an applicant is not diminishing.

(2) No sign is found indicating a state that causes a significant interruption to implementation of management activities of the business group of an applicant.

(3) No sign is found indicating a state that causes a significant interruption to continuity of the business prerequisite of the applicant and its corporate companies.

(4) No sign is found indicating a state that causes a significant interruption to management operation of the business group of an applicant.

2. Sound Corporate Management

(1) Applicants and their related companies are not making transactions with the special interest persons, related companies and other entities under conditions clearly advantageous and/or disadvantageous to the applicants.

(2) When the applicant company has a parent company, the independence of applicant company from its parent company is secured.

3. Effective Corporate Governance and Internal Control System

(1) The internal control system for the board member to adequately execute its duty, and the applicant company to effectively go through its business activity is appropriately secured and operated.

(2) The accounting system that the applicant company and its related companies employ is recognized that it is appropriate from the viewpoint of investor protection.

4. Appropriate Disclosure of Corporate Profile

(1) Applicants are able to handle and disclose company information that may give serious impact upon management, appropriately and timely, if any corporate information arise. And the system to prevent insider trade is appropriately organized and operated.

(2) Corporate profile disclosure information in the submitted application documents is prepared in compliance with the relevant laws and regulations. Any information that may affect investor decisions or business prerequisite are appropriately written in the document.

(3) Applicant and its related companies's disclosure is not distorted, due to the business transaction or relationships in between.

(4) When the applicant company holds a parent company, the shares that the parent

company issues are listed in a stock exchange in Japan, or in a foreign exchange that its country's disclosure system is recognized appropriate from the viewpoint of investor protection. If not, applicant needs to be in a situation to disclose its parent company's information appropriately and timely, and the securities report of the parent company is submitted to TSE every business year.

5. Other Necessary Matters in Terms of Public Interests and Protection of Investors

(1) Shareholders' rights and their exercise are not restricted without due cause, and considered appropriate from the viewpoint of shareholder protection.

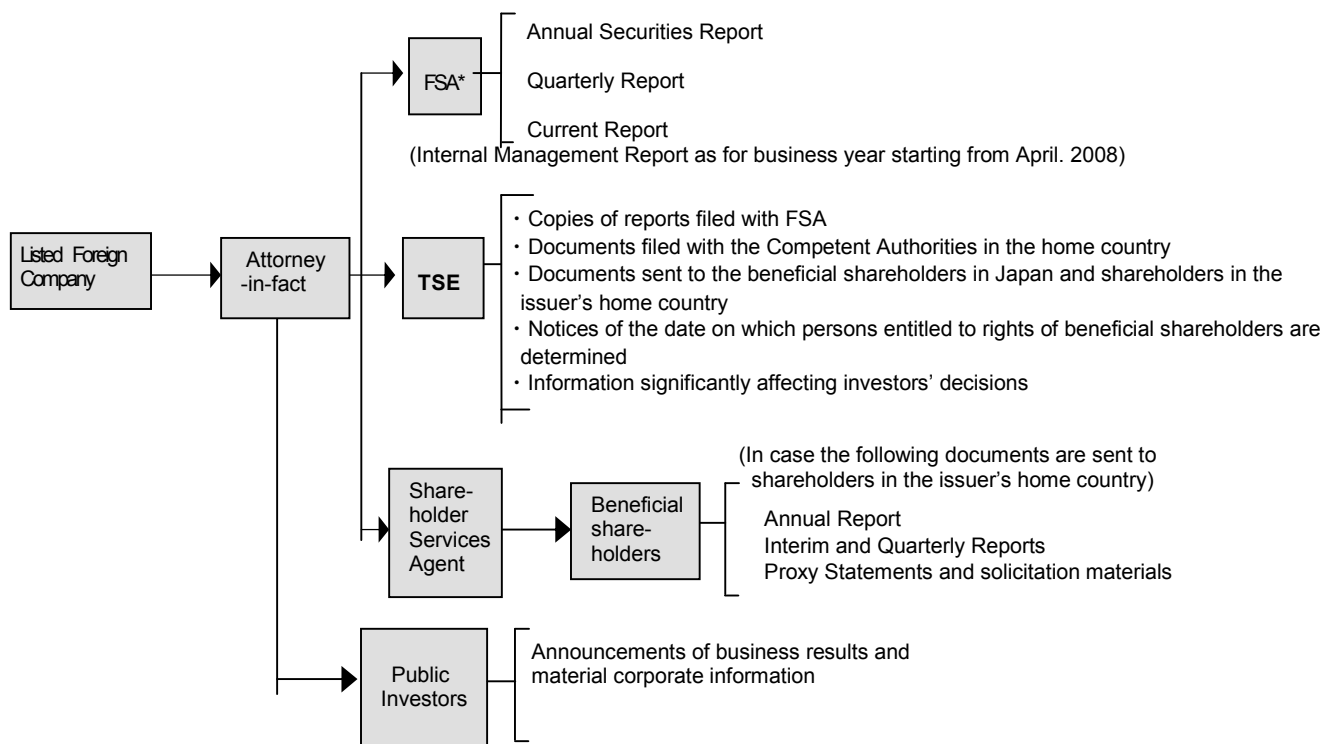
(2) Applicant does not hold any ongoing legal cases, conflicts that may cause impact on company's business activity.

(3) Applicant is recognized that it is appropriate from the viewpoint of investor protection and public interests.

III. Disclosure Requirements after Listing

1. Outline of Disclosure after Listing

TSE requires listed foreign companies as well as Japanese companies to make adequate disclosure after listing and to notify specified matters to TSE to ensure the protection of investors. A listed foreign company must appoint an attorney-in-fact residing in the Tokyo area and, through such person, fulfill the continuous disclosure obligations as shown below:



* FSA: Financial Service Agency

Listed foreign companies whose main market is TSE are required to appoint an “Officer Responsible for Handling Information (ORHI)” in principle in Japan. ORHI, who plays a role as a liaison for investors in Japan as well as TSE, should be selected from in principle the executives or officers who is fluent in Japanese.

Also, TSE requests foreign listed companies whose main market is not TSE to designate a “Corporate Information Handling Officer” in order to keep close contact with TSE and enhance timely disclosure. A Corporate Information Handling Officer is such a person who communicates with TSE in Japanese or English and is in charge of corporate disclosure in the home country.

2. Timely Disclosure

As shown in the diagram above, TSE requires listed companies to disclose immediately to the

public any information that might be expected to materially affect the prices of their stocks. The followings are major items with respect to the business results and the material corporate information that need to be disclosed to the public.

(1) Business results (annual, interim, quarterly)

- ◆ Sales, net profit, etc.
- ◆ Profit forecast (With respect to the listed foreign company whose main market is not TSE, TSE gives consideration to the legal system or the like in the home country of the listed foreign company)

(2) Material corporate information

a) Decisions by the company

- ◆ Issuance or public selling of stocks, convertible bonds and bonds with warrants
- ◆ Decrease in paid-in-capital
- ◆ Split-up or split-down of shares
- ◆ Merger
- ◆ Corporate dissolution
- ◆ Purchase or sale of stocks or equity in a subsidiary
- ◆ Change of a representative director
- ◆ Change of the trade name or corporate name

b) Occurrence of material fact

- ◆ Damage caused by a natural disaster or business operations
- ◆ Change in the composition of major shareholders
- ◆ Institution of litigation or judicial decision
- ◆ Commencement of bankruptcy or reorganization proceedings
- ◆ Dishonor of a bill of exchange or a check
- ◆ Change of laws and the like in the home country that exerts a significant influence on shareholders or business results of the company, such as restriction on transfer of stocks, nationalization of the company
- ◆ Tender offer for the company's stocks
- ◆ Occurrence of facts causing the delisting from the foreign stock exchange

(Notes)

- * All disclosure documents must be prepared in Japanese.
- * The Japanese version of annual report to be sent to the beneficial shareholders in Japan may be a summary of the original report or be substituted by a summary of the Annual Securities Report filed with the Prime Minister. The Semi-annual Report, Quarterly report and the like may be a summary or be substituted by the earnings digest.

IV. Delisting Criteria (Summary)

A listed foreign company meeting any of the following criteria will be subject to delisting:

(1) No. of Shareholders

When the number of shareholders* is less than 400 people at the end of the fiscal year, and does not exceed 400 in the next one-year period.

*This refers to shareholders residing in Japan. However, when a listed company is not listed on a stock exchange(s) in other countries, all the shareholders, regardless of their countries of residence, are counted.

(2) Tradable Shares

When company meets 1 or more of the following a to c:

a) When the number of tradable shares is less than 2,000 units at the end of the business year, and does not exceed 2,000 units within a year.

b) When the market capitalization of tradable shares is less than JPY 500 million and does not exceed JPY 500 million within a year.

c) When the ratio of tradable shares to listed shares is less than 5%, at the end of the business year, and does when the plan of public offering and /or sales is not submitted within a certain period.

(3) Volume

When the monthly average volume during a year (starting from January to December) is less than 10 units. Or, the trading has not occurred for 3 months.

(4) Market Capitalization of Listed Shares

When corresponds to the following a or b:

a) Market capitalization*¹ is less than JPY 1 billion and does not exceed JPY 500 million in 9 months.

b) When the market capitalization is less than the number of listed shares times 2, and does not exceed in 3 months.

(5) Excess Liabilities

A company's liabilities exceed its assets at the end of a fiscal year and remain same for another year. (This is not applicable to the first 3 years immediately after the listing on Mothers).

(6) Others

Suspension of bank account, bankruptcy, rehabilitation procedures, corporate

reorganization/liquidation, suspension of business operation, inappropriate merger, delay in the filing of the Annual/Semi-annual Securities Report, false statements in financial statements, or opinion of 'not fair' etc. expressed by a CPA(s), breach of Listing Agreement, becoming a wholly-owned subsidiary, placing restriction on shareholder's rights, and others. (When multiple listing, delisting from a stock exchange in other countries.)

V. Fee Accompanied by Listing

1. Listing Examination Fee

When the TSE is the main market for the applicant: JPY 4 million. To be paid by the last day of the following month of listing application.

When the TSE is not the main market for the applicant: JPY 2 million. To be paid by the last day of the following month of listing application.

2. Initial Listing Fee

When the TSE is the main market for the applicant:

1st Section: JPY15 million. To be paid by the last day of the following month of listing.

2nd Section: JPY12 million. To be paid by the last day of the following month of listing.

When the TSE is not the main market for the applicant:

JPY 2.5million + additional fee

3. Public Offering Fee

When TSE is not the main market for the applicant, this does not apply. To be paid by the last day of the following month of listing.

1. Charged for public offering of newly issued shares at the time of listing

0.0009 X the number of newly issued shares publicly offered X the offering price

2. Charged for public offering of previously issued shares at the time of listing

0.0001 X the number of previously issued shares publicly offered X the offering price

4. TD-net User Fee

When TSE is not the main market for the applicant, this does not apply.

JPY 120,000

5. Annual Listing Fee

Charged the fee listed below.

(JPY)

Main market	TSE		Not TSE.
	1 st Section	2 nd Section	1 st and 2 nd Section
Listed company' s market capitalization			
Up to and including 5 billion	960,000	720,000	120,000
Over 5 billion and Up to and including 25 billion	1,680,000	1,440,000	240,000
Over 25 billion and Up to and including 50 billion	2,400,000	2,160,000	480,000
Over 50 billion and Up to and including 250 billion	3,120,000	2,880,000	600,000
Over 250 billion and Up to and including 500 billion	3,840,000	3,600,000	720,000
Over 500 billion	4,560,000	4,320,000	840,000

6. Additional Listing Fee (after listing)

Additional fees are charged for listing of (1)the issuance of new shares, (2)the public offering of previously issued shares, and (3)the listing of newly issued shares.

(1) Fees charged for the issuance of new shares

(Amount of paid-in value per share) X number of newly issued shares X 0.0001

(2) Fees charged for the public offering of previously issued shares

number of previously issued shares X offering price X 0.0001

(3) Fees charged for the listing of newly issued shares

(Amount of paid-in value per share) X number of newly listed shares X 0.0008