

(Translation)

Reasons for Requiring the Submission of a Legal Opinion from a Law Firm in Respect to the Validity of the Information Provided in the Representations

1. We need to confirm in a legal opinion submitted to us that matters agreed upon as referred to in section 2. of the Representations shall be valid and enforceable under the laws of the jurisdiction where you are located.¹

2. The reason for requiring the confirmation referred to above is as follows:

The agreement to choose Japanese law as the governing law is provided for in section 2. of the Representations. Since the principle of party autonomy has been adopted under the conflict of laws of Japan, this agreement is valid and enforceable under Japanese law.² However, if any action is filed with a court outside Japan, the conflict of laws in the country where the court is located shall, in principle, apply to such an action, and the validity of the agreement to choose Japanese law as the governing law will be determined as reflected under the conflict of laws of such country. Therefore, it is required to expressly confirm that the agreement to choose Japanese law as the governing law is valid and enforceable under the conflict of laws of the jurisdiction where the Foreign Indirect Participant is located, namely, where the department entitled to file an action in respect of rights and obligations under the JGB Book-entry System is located, because of the relatively high possibility that such an action by the Foreign Indirect Participant may be filed with a court in such jurisdiction.

3. The above issue is a matter of choosing which jurisdiction's law should apply. This should be determined on an objective and legal basis, and an agreement between you and us in respect hereof is not sufficient. You are thus required to obtain the opinion of a legal professional from a law firm as to the validity hereof.

¹ "The laws of the jurisdiction where you are located" means any laws of the jurisdiction where the department entitled to file an action in respect of rights and obligations under the JGB Book-entry System is located.

² Article 7 of the act on general rules concerning the application of laws (unofficial translation) states that: "The formation and effect of a juristic act shall be governed by the laws of the jurisdiction chosen by the parties at the time of said juristic act (unofficial translation)."