DTCC | *Important Notice*
The Depository Trust Company

B #:	10157-18
Date:	December 11, 2018
To:	All Participants
Category:	Dividends
From:	International Services
Attention:	Operations, Reorg & Dividend Managers, Partners & Cashiers
Subject:	**TWO DAY ELECTION WINDOW** Tax Relief – Country: Japan **Security Name:** 5 GCB144A TAKEDA PHARMAC D07/18/17 02.450% JJ22/ 5 GCBREGS TAKEDA PHARMAC D07/18/17 02.450% JJ22 **CUSIPs**: 874060AC0/J8129EAE8 **RECORD DATE**: 01/11/2019 **PAYABLE DATE**: 01/18/2019 **CA Web Instructions Deadline**: 01/15/2019 8:00 P.M. (EDT)

Interim procedures to reflect changes in Japanese tax rules affecting international securities offerings by Japanese issuers on or after April 1, 2010.
Effective April 1, 2010, Japanese tax law requires a new tax certification procedure. The former International Primary Market Association, IPMA Operating Manual has been modified to comply with the new provisions as described in the attached TaxInfo℠ and Capital Markets Services Association, ICMSA; Capital Markets Association for Asia, CMAA; and International Capital Market Association, ICMA; jointly ICMSA CMAA ICMA Operating Manual.

Under the new law, a bond holder that is a Specially Related Person (SRP) to the issuer is not entitled to withholding relief on the interest payment and is subject to 15.315% Japanese withholding tax. The proposed ICMSA CMAA ICMA Operating Manual to handle the new requirements has been submitted to the Japanese National Tax Authority (NTA). The Japanese NTA has not yet provided a formal ruling on the proposed new procedures. In the absence of formal guidance from the Japanese NTA, the issuer, Japan Finance Organization for Municipalities has adopted the proposed procedures for this interest payment. Participants are encouraged to read and understand the attached documents prior to certifying their positions. Participants' elections for this issue and interest payment need to adhere to the proposed new procedures. Participants should submit their elections via CA Web℠ for the positions held on behalf of "Gross Recipients" as defined in the attached Japan TaxInfo.

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Important: For Japanese bonds that are eligible for DTC's TaxRelief[SM] service, DTC collects tax elections based on record date position. On interest payment date, DTC credits the participant the interest payment less any applicable withholding tax, based on participant's record date position. DTC runs interim accounting from record date +1 through payable date -1 for Japanese bonds that settle with interest to the business day before the payable date. Delivery orders during the interim period are tracked at 100% (e.g. exempt rate of 0%) where gross interest is debited from the deliverer and credited to the receiver.

If you have any questions, please contact DTC's Customer Help Center at 1-888-382-2721.

Important Legal Information: *The Depository Trust Company ("DTC") does not represent or warrant the accuracy, adequacy, timeliness, completeness or fitness for any particular purpose of the information contained in this communication, which is based in part on information obtained from third parties and not independently verified by DTC and which is provided as is. The information contained in this communication is not intended to be a substitute for obtaining tax advice from an appropriate professional advisor. In providing this communication, DTC shall not be liable for (1) any loss resulting directly or indirectly from mistakes, errors, omissions, interruptions, delays or defects in such communication, unless caused directly by gross negligence or willful misconduct on the part of DTC, and (2) any special, consequential, exemplary, incidental or punitive damages.*
To ensure compliance with Internal Revenue Service Circular 230, you are hereby notified that: (a) any discussion of federal tax issues contained or referred to herein is not intended or written to be used, and cannot be used, for the purpose of avoiding penalties that may be imposed under the Internal Revenue Code; and (b) as a matter of policy, DTC does not provide tax, legal or accounting advice and accordingly, you should consult your own tax, legal and accounting advisor before engaging in any transaction.

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Version 3.0

(Date Modified: February 4, 2016)

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Version 3.0

(Date Modified: February 4, 2016)

Investment/Investor Information

Country of Investment: Japan (JP)

Country of Investor: All

Statutory Rates and Footnotes

Interest: 15.315%

Footnotes:
Interest-bearing debt obligations issued on or after April 1, 2010 outside Japan from which interest is also paid outside Japan by Japanese corporations ("Securities") on which interest is paid to Gross Recipients; 0%

Category of Investor

Gross Recipient

A Gross Recipient is a beneficial owner that is:

a) for Japanese tax purposes, neither (x) an individual resident of Japan or a Japanese corporation nor (y) an individual non-resident of Japan or a non-Japanese corporation that in either case is a "specially-related person of the issuer" (as defined below);

b) a Japanese "Designated Financial Institution" (as defined below) holding Securities for its own proprietary account; or

c) an individual resident of Japan or a Japanese corporation whose receipt of interest on the Securities is made through a payment handling agent in Japan as defined in Article 2-2 paragraph (2) of the Cabinet Order (as amended on December 17, 1997) relating to Article 6 of the Act on Special Measures Concerning Taxation of Japan.

Interest on Securities will be paid free of deductions for withholding tax to beneficial owners that establish their status as Gross Recipients.

Designated Financial Institution (DFI)

A Designated Financial Institution ("DFI") is a holder that establishes that:

a) it is resident in Japan for tax purposes; and

b) it is a bank, a Shinkin Bank, the Federation of Shinkin Banks, The Shoko Chukin Bank, The Norinchukin Bank, a life insurance company, a non-life insurance company or a certain financial instruments business operator as provided in Article 2, paragraph (9) of the Financial Instruments and Exchange law of Japan.

Specially Related Person (SRP) of the Issuer

A "specially-related person of the issuer" is a beneficial owner that is, for Japanese tax purposes, an individual non-resident of Japan or a non-Japanese corporation that in either case is a person who has a special relationship with the issuer of the Securities as described in Article 6, paragraph (4) of the Act on Special Measures Concerning Taxation of Japan.

Legal Conditions for Use of DTC TaxRelief^{SM} Service by a Participant

The following certifications, duties and obligations apply to the use by a Participant of DTC of the TaxRelief^{SM} Service with respect to the tax withholding services described herein:

A Participant may use TaxRelief^{SM} to certify electronically (an "Electronic Certification") that a specified number of shares of (or other interests in) an TaxRelief^{SM} Eligible Security (as defined below) held in its DTC Account qualifies for a tax exemption or a reduced withholding rate available to beneficial owners holding an interest in the security through the electing Participant. "TaxRelief^{SM} Eligible Securities" are those securities held at DTC which DTC determines, from time to time, are eligible for TaxRelief^{SM}, typically certain securities issued outside of the U.S. or American Depositary Receipts ("ADRs"). Tax exemption and reduced withholding rates on TaxRelief^{SM} Eligible Securities may be elected with respect to TaxRelief^{SM} Eligible Securities held by the Participant for beneficial owners which are eligible for tax exemption or a reduced tax withholding rate pursuant to any applicable bilateral treaty agreement and/or pursuant to domestic tax law in the jurisdiction of the issuer of the TaxRelief^{SM} Eligible Security in question (the "Tax Jurisdiction").

A Participant assumes all legal obligations and liabilities associated with its election and may be required to deal directly with the Tax Jurisdiction, as to any challenge to the election or dispute as to the amount of tax paid or due to the tax authority in the Tax Jurisdiction. The Participant, by its election as further set forth below, is deemed to indemnify DTC against and hold DTC harmless from any loss, cost or expense incurred by DTC arising out of or in connection with such election and/or any action by any tax authority with respect thereto.

DTCC does not provide tax, legal or accounting advice. A Participant should consult its own tax, legal, and accounting advisor(s) before engaging in any transaction over TaxRelief^{SM}. The Participant's decision to use TaxRelief^{SM} should take into consideration the following undertakings of the Participant with respect to the Electronic Certification and with respect to the Tax Jurisdiction:

Participant's Electronic Certifications

By Electronic Certification, the Participant represents and warrants the following:

1. The Participant has read and understood all of the DTC procedures on TaxInfo[SM] referencing TaxRelief[SM] in this Tax Jurisdiction.
2. The Participant has read and understood the "Category of Investor" section for this Tax Jurisdiction.
3. The Participant has evaluated each beneficial owner whose interest in the subject security is reflected in the aggregate Electronic Certification and has determined that each such beneficial owner qualifies for the elected tax exemption or reduced rate of withholding with respect to the applicable TaxRelief[SM] Eligible Security, as set forth in the Category of Investor section of this TaxInfo[SM] and in the applicable Important Notice.
4. The Participant authorizes DTC to make appropriate book entries or such other records as it deems necessary and appropriate, in its sole discretion, in connection with the Electronic Certification, and to transmit such Electronic Certification to the issuer, issuer's agent, depositary bank and/or the relevant tax authorities.
5. Any subsequent changes to an Electronic Certification revokes, preempts and supersedes any prior Electronic Certification made by the DTC Participant to DTC with respect to the TaxRelief[SM] Eligible Securities and the beneficial owners that are the subject of such Electronic Certification.
6. If any TaxRelief[SM] Electronic Certification is the subject of any audit by a tax authority, upon DTC's request, the electing Participant shall provide "Supporting Documentation" (as defined below) supporting any tax exemption or reduced withholding rate set forth in the Electronic Certification, with respect to each beneficial owner whose interest is included in the Electronic Certification. Supporting Documentation includes any such matters as DTC may reasonably request and shall include the name, Tax Identification Number ("TIN") and address of each affected beneficial owner and such other documentation as the audit may require.
7. A DTC Participant that has made a TaxRelief[SM] Electronic Certification may be subject to a tax or other audit. DTC has no obligation to participate in any such audit.

Participant's Legal Obligations and Liabilities

By Electronic Certification, the Participant assumes the following obligations and liabilities with respect to the TaxRelief[SM] Eligible Securities and beneficial owners and all other matters subject of such Electronic Certification:

1. The Electronic Certification is and shall be deemed to constitute the act of the Participant under and in accordance with the Rules and Procedures of DTC and, accordingly, by its Electronic Certification, the Participant indemnifies DTC and holds DTC harmless under Rule 6 of the DTC Rules, which shall apply, inter alia, to any loss, cost, liability or expense sustained by DTC as a

result of any act done in reliance upon the Electronic Certification or as a result of the inaccuracy of the information contained in the Electronic Certification. The Participant's liability under this indemnity includes, but is not limited to, reimbursement to the tax authorities of the Tax Jurisdiction, issuer, paying agent, depositary bank, or any other person or entity for any underwithholding of tax, or for any tax relief benefit erroneous payment of a tax relief entitlement, for foreign exchange fees, for interest and any penalty on under-withheld funds, and for administrative costs.

2. The Participant acknowledges it has an obligation to supply directly to the tax authority in the Tax Jurisdiction and to the beneficial owner's home country tax authority (which may be the U.S. Internal Revenue Service), the Supporting Documentation.
3. At the request of the tax authority in the Tax Jurisdiction, DTC may debit the Participant's Account for the amount of the tax benefit credited to the Participant's Account, and related costs including interest and penalties, without inquiry or investigation.

   A Participant that uses TaxRelief[SM] and does not comply with its duties and obligations set forth herein or with applicable law and regulation may be prohibited from using TaxRelief[SM] thereafter.

Documentation and Tax Relief Procedures for TaxRelief[SM] Eligible Securities

TaxRelief[SM] allows Participants which hold TaxRelief[SM] Eligible Securities to benefit from arrangements DTC has with the appropriate issuer, agent and/or tax authority in the Tax Jurisdiction.

A DTC Participant may submit an Electronic Certification via Corporate Actions Web service or ISO Messaging to the effect that all or a portion of its position in an TaxRelief[SM] Eligible Security is entitled to tax exemption or a reduced withholding rate for any TaxRelief[SM] Eligible Security as to which an income payment event occurs. The absence of a certification by the Participant will result in DTC applying the highest withholding rate, generally, the Tax Jurisdiction's statutory rate. For specific procedures Participants should refer to the DTC Important Notice for the applicable income payment event, which can be found on DTC's website at www.dtcc.com.

Required Documents

Certain countries' governments require supporting documentation to obtain treaty benefits. This documentation can vary from beneficial owner to beneficial owner.

Please refer to the relevant Important Notice to identify the documents required to certify Beneficial Owner's eligibility status.

TaxRelief[SM] Related Foreign Tax Audits

Check that your organization's beneficial owner records are in order. It is possible that the Italian tax authorities may contact a Participant directly as part of an audit. Upon audit, the DTC Participant must be able to provide the Italian Tax Authorities with Supporting Documentation.

Related Web Sites

Tax Treaty Related Sites

Japan – U.S. Tax Treaty

http://www.irs.gov/index.html

Ministry of Finance

http://www.mof.go.jp/english/index.

ICMSA
CMAA ICMA

WORKING DRAFT OF OPERATING MANUAL

JAPANESE WITHHOLDING TAX ON CERTAIN INTERNATIONAL ISSUES HELD THROUGH DTC

[Securities industry working group draft interim procedures updated as of August, 2010 to reflect changes in Japanese tax rules affecting international securities offerings by Japanese issuers on or after April 1, 2010.]

Minor amendments by DTC to reflect changes to the Japanese withholding tax rate effective January 1, 2013 and to reflect updates in Appendix 2

International Capital Markets Services Association - www.icmsa.org
Capital Markets Association for Asia - www.cmaa-group.org
International Capital Market Association - www.icmagroup.org

COMPLIANCE PROCEDURES FOR INTERNATIONAL SECURITIES OFFERINGS BY JAPANESE ISSUERS — SECURITIES HELD THROUGH DTC

I. INTRODUCTION

This manual sets out procedures that have been developed by a securities industry working group in consultation with The Depository Trust Company ("DTC") to facilitate compliance with the Japanese tax rules affecting international securities offerings by Japanese issuers on or after April 1,2010.[1] This manual has been prepared as an update of the IPMA Operating Manual on "Japanese Withholding Tax on Certain International Issues Held Through DTC" dated January 28, 2000 (the "Former Manual"), incorporating the amendment to the Japanese withholding tax rules adopted by the Act Amending Part of the Income Tax Act and Other Tax Acts (Act No. 6 of 2010), which took effect as of April 1, 2010 (the "2010 Amendment").[2] The working group's objective has been to develop uniform procedures that can be applied to a broad class of securities and market participants.

Compliance with the procedures in this manual will satisfy the requirements of the Japanese withholding tax rules, as amended by the 2010 Amendment, when securities are held through DTC. For international securities that were issued by Japanese issuers during the period from April 1, 1998 through March 31, 2010, the Former Manual will continue to apply.

The procedures may not be suited to all securities in all circumstances, and are not intended to be an exclusive means by which market participants will satisfy the requirements of Japanese law.[3] However, in order to minimize the risk that failures of coordination will result in inadvertent noncompliance, it is imperative to provide adequate notification to all relevant parties if alternative arrangements will be adopted with respect to a particular offering, account relationship or payment.

The procedures may be modified to reflect changes in market practice and regulatory interpretation or to introduce operating efficiencies. Significant changes will be reflected in supplements to this manual.

This manual is not intended as a description of substantive Japanese tax law and, in particular, does not discuss the Japanese tax reporting or payment obligations applicable to Japanese financial institutions and Japanese investors. Issuers and paying agents (acting in their capacity as such) will not be obligated to withhold Japanese tax from payments to investors that have established their status as "Gross Recipients" pursuant to the procedures described below. The availability of this exemption will not affect the applicability of other Japanese tax compliance rules to payments made within Japan or by Japanese financial intermediaries.

II. OBLIGATIONS SUBJECT TO THE NEW RULES

The rules apply to interest-bearing debt obligations (the "Securities") which are issued outside Japan on or after April 1, 2010, and interest on which is payable outside Japan, by Japanese corporations (including those owned by the Japanese government), certain Japanese government agencies, certain Japanese municipal governments and, with respect to securities denominated in currencies other than Japanese yen, the Japanese government.[4] The 2010

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1 DTC has provided information for inclusion in the manual about procedures relating to DTC, including Appendix 2 and the interface between DTC and certain clearing organizations located in Europe.

2 This manual does not re-examine or verify the contents of the Former Manual, and assumes that the Former Manual and the practices thereunder represent a fair and correct interpretation of Japanese tax laws (exclusive of the 2010 Amendment) that will be respected by the Japanese tax authority. This manual makes revisions to the Former Manual only to the extent necessary to address the 2010 Amendment.

3 This manual provides special rules designed to address the treatment of securities held through DTC. It does not address the treatment of securities held by entities that have agreed to observe alternative procedures satisfactory to the Japanese Ministry of Finance. One such alternative procedure, which has been developed for use by certain clearing organizations located in Europe, is described in a separate manual that is available from the International Capital Markets Services Association, the Capital Markets Association for Asia and the International Capital Market Association.

4 In addition to Japanese issuers, a non-Japanese corporation can be considered issuers of tax-exempt bonds under the Act if, among other conditions, such non-Japanese corporation has a permanent establishment in Japan and the interest expense on the bonds is attributable

Amendment, which amended Article 6 of the Act on Special Measures Concerning Taxation (Act No. 26 of 1957) (as amended by the 2010 Amendment, hereinafter the "Act"), were implemented by a Cabinet Order (Cabinet Order No. 43 of 1957, as amended in April 2010 by Cabinet Order No. 58 of 2010) (the "Cabinet Order"), and entered into force on April 1, 2010 (the "effective date").

As a result of the 2010 Amendment, the exemption from Japanese taxation available under the Act will remain in force indefinitely. Interest on Securities issued on or after April 1, 2010 will be subject to the withholding tax requirements of the Act and the Cabinet Order (and therefore the procedures will continue to be applicable to those Securities), in the absence of future amendment to the contrary.

Under the rules, issuers and paying agents will not be required to withhold Japanese tax from interest paid to holders that establish their status as "Gross Recipients" in the manner described below. A Gross Recipient for this purpose is (i) a beneficial owner that is, for Japanese tax purposes, neither (x) an individual resident of Japan or a Japanese corporation, nor (y) an individual non-resident of Japan or a non-Japanese corporation that in either case is a person who has a special relationship with the issuer of the Securities as described in Article 6, paragraph (4) of the Act (such a person is hereinafter referred to as a "specially-related person of the issuer"); (ii) a Japanese "designated financial institution" (as defined in Section V.C, below) holding Securities for its own proprietary account; or (iii) an individual resident of Japan or a Japanese corporation whose receipt of interest on the Securities is made through a payment handling agent in Japan as defined in Article 2-2 paragraph (2) of the Cabinet Order.

Article 3-2-2 of the Cabinet Order provides a detailed definition of the term "specially-related person of the issuer" mentioned in the immediately preceding paragraph. It means a person who directly or indirectly controls or is directly or indirectly controlled by, or is under direct or indirect common control with, the issuer of the Securities. For this purpose, generally, (i) "control" by a person of another person means ownership of a majority of (a) the total number of the issued and outstanding shares of such other person, (b) the total number of the outstanding voting rights in respect of certain important shareholders' decisions of such other person or (c) the total number of managing members/partners of such other person (if such other person is a limited liability company or other similar entity), and (ii) "indirect" control by a person will extend to the level of third-tier subsidiaries of such person. In addition, whether or not a certain recipient of interest will be considered a specially-related person of the issuer, and as such will be subject to Japanese withholding tax on such interest, will be determined based on the status as of the beginning of the fiscal year of the issuer of the Securities in which the relevant interest payment date falls.[5]

Notwithstanding the foregoing, if the Securities are those for which the amount of interest is to be calculated by reference to certain indexes relating to the issuer of the Securities or a specially-related person of the issuer (such as the amount of profits or gross revenues relating to the business of, the fair market value of assets owned by, or the amount of dividends or other distributions paid by, the issuer of the Securities or a specially-related person of the issuer) as prescribed by Article 3-2-2, paragraph (8) of the Cabinet Order (such Securities are hereinafter referred to as "Taxable Linked Securities"),[6] an individual non-resident of Japan or a non-Japanese corporation that in either case is *not* a specially-related person of the issuer (as indicated in item (i)(y) of the second preceding paragraph) will be subject to Japanese withholding tax and will no longer have a status as a Gross Recipient. It is envisaged that sufficient offering disclosure (see Section III.B. below) will be made so that investors can tell whether particular Securities are Taxable Linked Securities.

The rules do not apply to a limited class of instruments, including commercial paper and "tap notes" provided for in securities offerings prior to the Effective Date. Special procedures, which are not described in this manual, apply to Securities denominated in Swiss francs that are issued prior to April 1, 2012 and provide for payments only in Switzerland.

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to the permanent establishment. However, this manual (including the Appendices) does not deal with such a case and focuses only on Japanese issuers.

5 The precise English translation of the language of the Cabinet Order is not included in this manual, and Japanese tax counsel should be consulted as necessary.

6 *Id.*

Section III of this manual describes procedures that must be followed in connection with the original issuance of Securities. Section IV provides an overview of the procedures for establishing that interest may be paid free of Japanese withholding tax. Sections V through IX then describe the procedures in the context of the particular responsibilities of holders, paying agents and issuers, as well as entities that maintain accounts with DTC ("participants"), and entities (other than participants) holding Securities as nominee or custodian ("financial intermediaries"). Diagrams illustrating the operation of the procedures, and appendices that provide model documentation, are set out at the end of this manual.[7]

III. OFFERING PROCEDURES

The following procedures will be observed in connection with offerings of Securities[8] that are intended to qualify for an exemption from Japanese withholding tax:

A. *Contractual sales restrictions.* Underwriting and related syndicate agreements and invitation telexes will incorporate contractual sales restrictions to the effect that Securities may not be offered or sold in Japan or to any person resident in Japan for Japanese securities law purposes (including any corporation or other entity organized under the laws of Japan), except pursuant to an exemption from the registration requirements of, and otherwise in compliance with, the Financial Instruments and Exchange Act of Japan. In addition, underwriters will agree not to offer or sell Securities to any person that is not a Gross Recipient as part of the initial distribution.[9] See the model language in Section D of Appendix 1.[10]

B. *Disclosure.* The prospectus, offering circular, pricing supplement or other offering materials (the "Prospectus") will describe the general Japanese tax consequences to investors in the Securities, the legend and the procedures required to establish an exemption from Japanese withholding tax. The Prospectus will also clearly describe the contractual sales restrictions in the inside front cover or elsewhere as applicable, with a view to substantiating the position that an investor, by having read the Prospectus and subscribed for the Securities, will be deemed to have represented that it is a Gross Recipient (especially that it is not an individual non-resident of Japan or a non-Japanese corporation that in either case is a specially-related person of the issuer). The Prospectus will also state whether the Securities are Taxable Linked Securities.[11] See Section A of Appendix 1.

C. *Legend.* Physical Securities (including any global Securities) will include a legend as set forth in Section B of Appendix 1.

IV. INTEREST PAYMENTS

The procedures required in order to establish that interest may be paid free of Japanese withholding tax will depend on whether the Securities are held directly, through DTC or through another securities clearing organization that has

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7 It is anticipated that contractual provisions included in the model documentation may be negotiated between or modified by the parties to the relevant agreements.

8 If the Securities are Taxable Linked Bonds, the following procedures may not be fully applicable and additional considerations may be necessary in respect of the offering procedures. Also note that the forms of Tax Certifications set out in Appendix 2 are not intended to apply to Taxable Linked Bonds.

9 If Securities are held, directly or indirectly, through DTC by a clearing organization that maintains alternative procedures satisfactory to the Japanese Ministry of Finance, the sales restrictions described in this manual will apply to all Securities of that issue, and it will not be necessary to observe any additional sales restrictions not described in this manual. Securities that are transferred from DTC to a clearing organization that maintains alternative procedures satisfactory to the Japanese Ministry of Finance will become subject to those procedures.

10 [*Add guidance as to whether the tax authorities will* recognize *an exception for SRP acting as underwriters in the initial distribution, if obtained through discussions with the FSA / NTA / MOF.*]

11 If an issuance of Securities clearly will not include any Taxable Linked Securities (e.g., in the case of a single issuance of straight fixed-rate bonds), a statement should be made to that effect in the tax disclosure section of the Prospectus. If an issuance of Securities might include Taxable Linked Securities as part of a debt issuance program or otherwise, appropriate disclosure as to whether such Securities are Taxable Linked Securities should be made in the final term sheet or the pricing supplement pertaining to that particular issuance of Securities.

adopted procedures satisfactory to the Japanese Ministry of Finance. See footnote 3. This manual discusses only the procedures for Securities held through DTC.

A. *Participants.* Participants will be required to provide an electronic certification to DTC via the DTC Elective Dividend Service ("EDS") no earlier than one business day after the record date and no later than the date specified by DTC (which generally will be not less than three business days preceding each interest payment date) with regard to the proportion of its position that is held on behalf of Gross Recipients and the proportion that is held on behalf of persons that are not Gross Recipients ("Net Recipients"). If a participant fails to provide a required certification with respect to any interest payment, withholding tax at the statutory rate of 15.315% will apply to all of the Securities of that issue in the participant's account.

In the case of Securities held by or through a clearing organization that maintains alternative procedures satisfactory to the Japanese Ministry of Finance, the procedures observed by that clearing organization and its participants (including with respect to certifications, representations and deemed representations, and the blocking and unblocking of accounts) will satisfy the requirements of this manual. DTC and its participants may rely on certifications provided by such clearing organizations, and the clearing organizations shall not be subject to additional requirements under the Act and the Cabinet Order in respect of Securities held through DTC rather than directly.[12]

B. *DTC.* DTC will transmit a certification (the "DTC Report") to the paying agent on the second business day[13] prior to each interest payment date of the Securities to the effect that, based on certifications and notices received from participants, interest on a specified principal amount of Securities is subject to withholding tax and interest on a specified principal amount of Securities may be paid free of withholding tax. The paying agent shall not require the receipt of the DTC Report earlier than the second business day prior to the interest payment date.

C. *Reliance on Certifications.* Issuers and paying agents may rely on DTC Reports in determining their Japanese withholding tax obligations in respect of Securities held through DTC, and are not obliged to make an independent inquiry. Similarly, DTC may rely on Participants' electronic certifications and is not obliged to independently verify the accuracy of such certificates and representations.

V. BENEFICIAL OWNERS

A. *"Know your customer".* A beneficial owner that holds Securities through a participant in DTC or a financial intermediary must provide information establishing that it is a Gross Recipient to that entity, or else it will be considered a Net Recipient, and must also advise such participant or financial intermediary if the beneficial owner ceases to be a Gross Recipient.[14] Such a participant or financial intermediary may rely on information concerning the holder's identity and residence that satisfies the internal "know your customer" procedures that it observes in opening accounts, as well as any actual notice from beneficial owners.[15] DTC may rely on

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12 The timetable for electronic certification to DTC in respect of Securities held through such a clearing organization shall be adjusted to the extent possible to avoid conflicts with the alternative procedures.

13 Time periods provided in this manual for the performance of obligations such as the delivery of certifications may be adjusted to take account of holidays in relevant jurisdictions and similar considerations in accordance with the usual practices of DTC. Such time periods are expressed in terms of business days in New York City, the time zone in which DTC is located.

14 Article 3-2-2, paragraph (19) of the Cabinet Order requires a beneficial owner that is an individual non-resident of Japan or a non-Japanese corporation and that becomes a specially-related person of the issuer to notify the participant through which they hold the Securities of such change in status prior to the next interest payment date. A sample form of such notification is set out in Section E of Appendix 2. As described in Section II. above, as the determination of whether such individual non-resident of Japan or non-Japanese corporation is a specially-related person of the issuer for Japanese withholding tax purposes is made based on the status of such individual non-resident of Japan or non-Japanese corporation as of the beginning of the fiscal year of the issuer in which the relevant interest payment date falls, such individual non-resident of Japan or non-Japanese corporation should, by using the attached form of notification, identify and advise the participant of the specific interest payment date from which Japanese withholding tax rules start to apply with respect to such individual non-resident of Japan or non-Japanese corporation as being a specially related person of the issuer.

15 [So long as the appropriate initial offering procedures have been followed and the related Prospectus prominently discloses both (i) that any investor in the Securities will be deemed to have represented that it is a Gross Recipient (including that it is not a specially-related person of the relevant issuer) and (ii) that any investor holding Securities that later becomes a specially-related person of the issuer must

certificates and representations received from its participants, and is not subject to any additional requirements in respect of Securities that a participant holds for its own account.

B. *Further requirements.* A holder that has established that it is a Gross Recipient is not required to take any further action unless it ceases to qualify as a Gross Recipient. A holder that has provided information establishing that it is a Gross Recipient and that holds Securities, directly or through one or several intermediaries, through DTC, will be deemed to certify that it continues to qualify as a Gross Recipient on each interest payment date. Financial intermediaries and participants may rely on these deemed certifications in providing their own certifications, unless otherwise notified.

C. *Designated financial institutions.* The following entities, if resident in Japan for tax purposes, qualify as designated financial institutions for purposes of this manual:

1. Banks, Shinkin Banks, the Federation of Shinkin Banks, The Shoko Chukin Bank, The Norinchukin Bank, life insurance companies and non-life insurance companies in Japan; and

2. Certain financial instruments business operators as provided in Article 2, paragraph (9) of the Financial Instruments and Exchange Law of Japan.[16]

VI. PAYING AGENTS

A. *Transmission of certifications to issuers.* The paying agent must transmit a DTC Report to the issuer at least one business day before each interest payment date.

B. *Contractual arrangements.* The issuer and the paying agent may agree, in the paying agency agreement or a separate contract, that the paying agent will perform certain obligations of the issuer under the Act and the Cabinet Order. Those obligations may include withholding tax from interest paid to holders who fail to establish their status as Gross Recipients; submitting an Interest Recipient Confirmation (as defined in Section VII.A.); remitting the tax to the issuer's District Tax Office; and retaining documents on behalf of the issuer. If and to the extent it has agreed to do so, the paying agent shall withhold the appropriate amount of Japanese tax from interest paid to DTC in respect of Securities that are identified for this purpose in the DTC Report. The paying agent's liability, if any, for taxes or other costs associated with its performance of the functions described in this manual should be the subject of an express agreement between the issuer and the paying agent. See Section E of Appendix 1.

VII. ISSUERS

A. *Interest Recipient Confirmation.* The issuer, in reliance on the DTC Report, , will send a certificate (the "Interest Recipient Confirmation") to its District Tax Office. The Interest Recipient Confirmation will specify the amount of interest that will be paid free of withholding tax and the amount that will be paid net of withholding tax in reliance on the DTC Report, without further investigation. The Interest Recipient Confirmation will be delivered to the District Tax Office by the end of the month following the month during which an interest payment date falls (the "Tax Payment Date"). The issuer may authorize the paying agent to perform any or all of the functions described herein on its behalf. See Section E of Appendix 1.

B. *Retention of documents.* The issuer will retain, or will arrange for the paying agent to retain on its behalf, DTC Reports for five years.

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notify the participant through which it holds the Securities of its change in status, then individual participants may treat beneficial owners as not being "specially-related persons" of the relevant issuer unless they have actual knowledge to the contrary.] It may be advisable for underwriters to request a covenant from the issuer to cause its specially-related persons not to acquire Securities in violation of the sales restriction.

16 This list is derived from Article 3-2 paragraph (29) of the Cabinet Order, and should be interpreted in a manner that is consistent with that Order.

C. *List of specially-related persons.* So long as there were Gross Recipients [who are individual non-residents of Japan or non-Japanese corporations that in either case are not a specially-related person of the issuer / (other than an individual resident of Japan or a Japanese corporation whose receipt of interest on the Securities is made through a payment handling agent in Japan as defined in Article 2-2 paragraph (2) of the Cabinet Order)] [subject to confirmation with NTA] and the issuer of the Securities did not withhold income tax as being exempt from the withholding obligation, the issuer of the Securities shall, pursuant to Article 6, paragraph (12) of the Act and the related Cabinet Order, prepare and submit to its District Tax Office a document setting forth a list of individual non-residents of Japan or non-Japanese corporations who in either case are, as of the beginning of the fiscal year of the issuer of the Securities in which the relevant interest payment date falls, a specially-related person of the issuer (the "List"), within two months following the relevant interest payment date. The List shall include all such individual non-residents of Japan or non-Japanese corporations who in either case are a specially-related person of the issuer, regardless of whether they are beneficial owners of the Securities. However, under Article 3-2-2, paragraph (34) of the Cabinet Order, submission of the List can be omitted if the List has already been submitted with respect to a given fiscal year of the issuer of the Securities, in connection with any preceding interest payment date during that fiscal year under the same Securities or any other issues of foreign-issued bonds or Japanese domestic book-entry bonds of the same issuer. Thus, during each fiscal year of the issuer of the Securities, only one submission of the List, to be made within two months following the first interest payment date during that fiscal year, will be required.

VIII. FINANCIAL INTERMEDIARIES

A. *Gross Recipient determination.* A financial intermediary holding Securities for the account of another person must determine the identity and Gross or Net Recipient status of the beneficial owner of the Securities, and may rely for this purpose on the internal "know your customer" procedures that it observes in opening accounts as well as on any actual notice from beneficial owners.[17] If the financial intermediary determines that the holder is a Gross Recipient or a Net Recipient, it shall so advise the participant (or other financial intermediary) through which it holds the Securities in order to enable that party to comply with its certification obligations.

B. *Relationship with participants.* Participants may, at their discretion, require financial intermediaries to provide beneficial ownership certifications, under procedures analogous to the procedures followed by DTC or other approved clearing organizations.

IX. DTC

A. *DTC Procedures.* DTC's instructions to participants for use of EDS are set forth in DTC TaxInfo[SM], as amended from time to time. The current version of DTC TaxInfo is attached to the manual as Section A of Appendix 2.

B. *Report to Paying Agent.* DTC must transmit a DTC Report to the paying agent on the second business day prior to each interest payment date so that the issuer and the paying agent can determine the applicable withholding obligations. See Section C of Appendix 2. DTC shall transmit to the issuer a copy of the DTC Report at the same time DTC transmits the DTC Report to the paying agent.

C. *Adjustments.* DTC may amend a DTC Report to correct errors or take account of late or amended notices and certifications received from participants. If an amended DTC Report is submitted to an issuer or paying agent after an interest payment has been made but before the amount withheld has been remitted to the issuer's District Tax Office and the amendment results in a decrease in the amount of Japanese tax required to be withheld, it is anticipated that the issuer or paying agent generally would provide a refund of the excess amount withheld, subject to a deduction for reasonable costs (including amounts in respect of changes in exchange rates), to DTC or its nominee.

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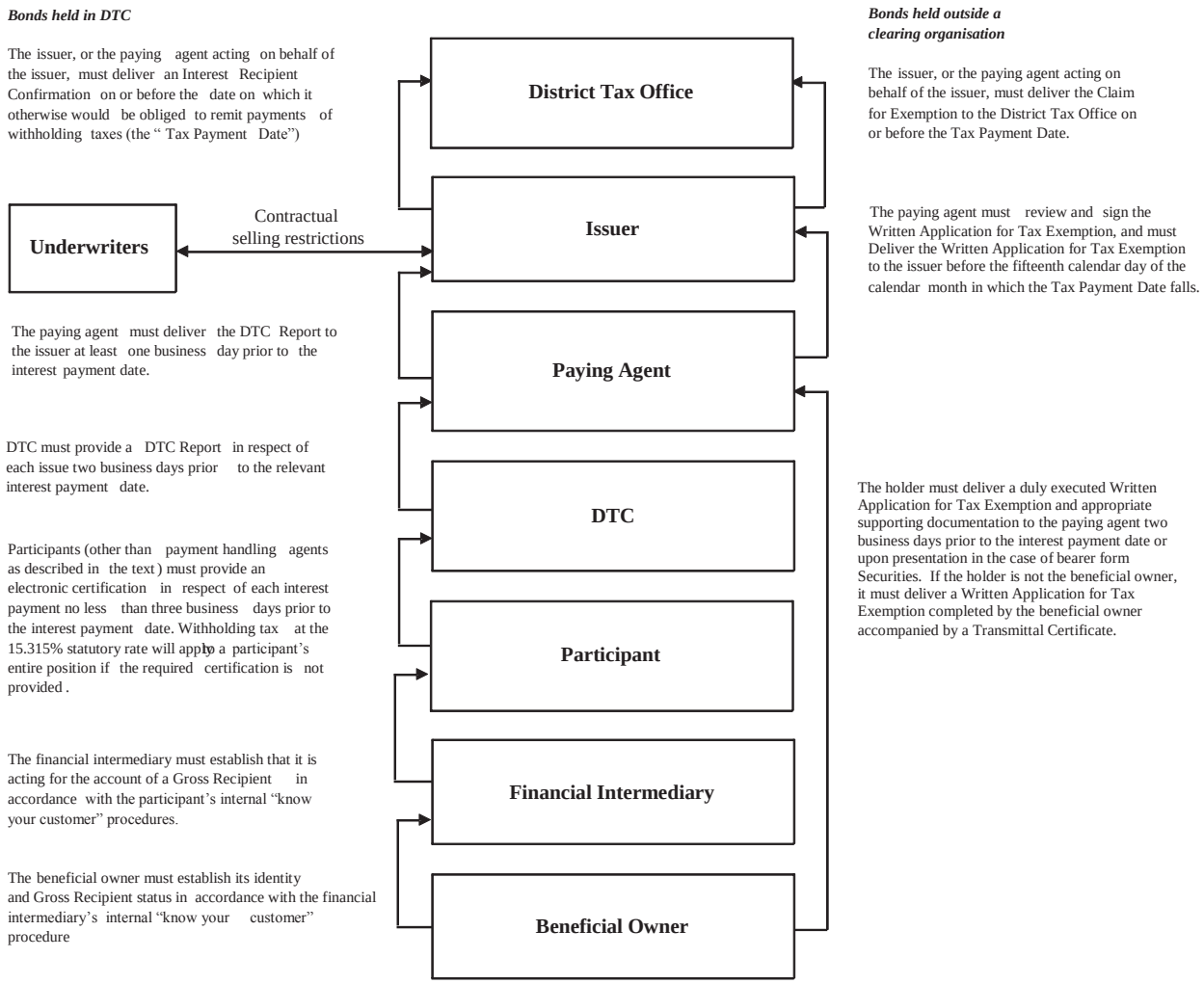
[17] Please refer to footnote [14] above.

D. *Reminders.* Five business days prior to an interest record date, the issuer or the paying agent will provide DTC with interest payment and tax relief entitlement information, which DTC will transmit to participants via its electronic telecommunications system. DTC will also issue an 'Important Notice' to participants containing the same information in hard copy and on DTC's Internet site (www.DTCC.com). These procedures may change from time to time.

COMPLIANCE PROCEDURES

This diagram is a general and incomplete summary of the compliance procedures described in the text of the manual. It should be reviewed only with reference to the more complete description in the text.

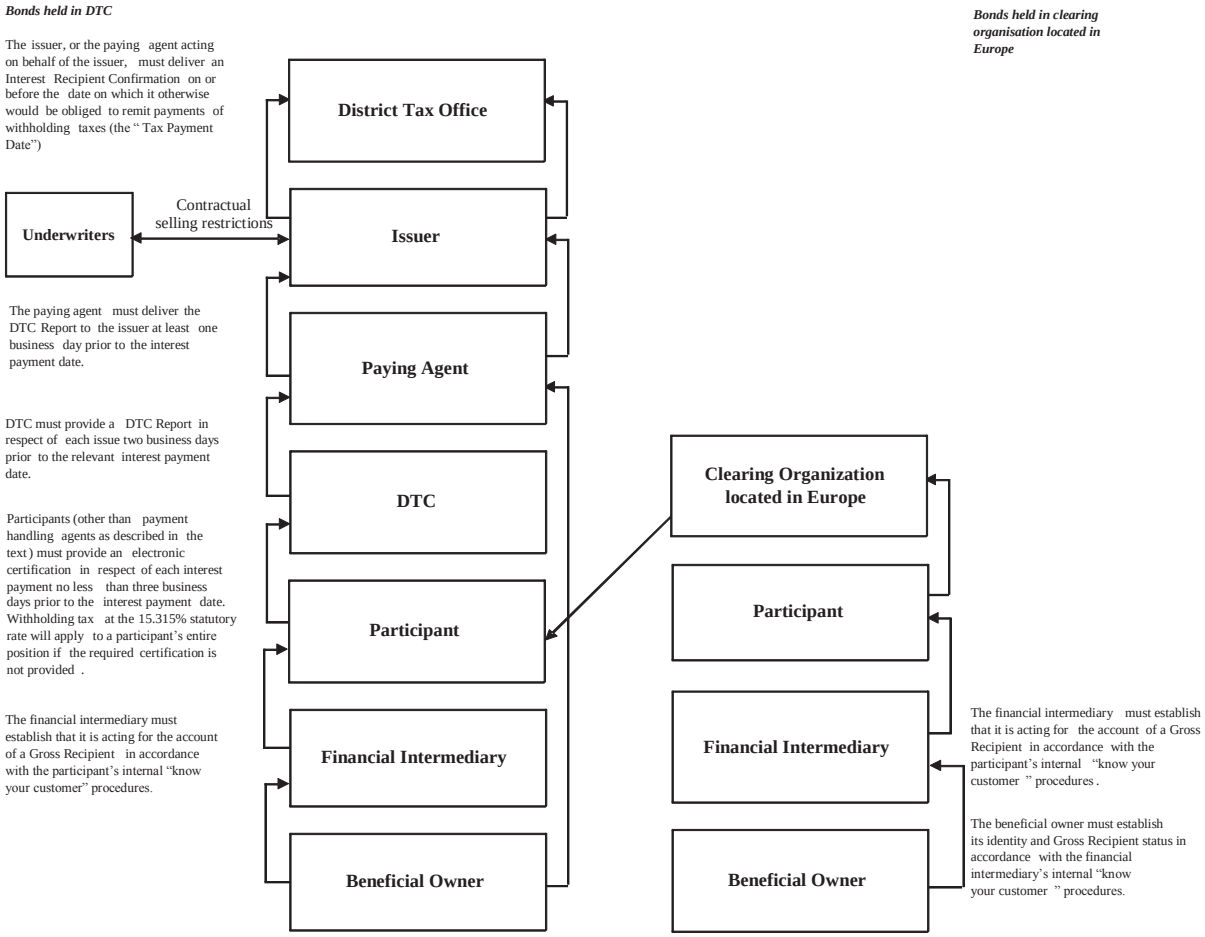
(DTC Eligible Securities)



COMPLIANCE PROCEDURES

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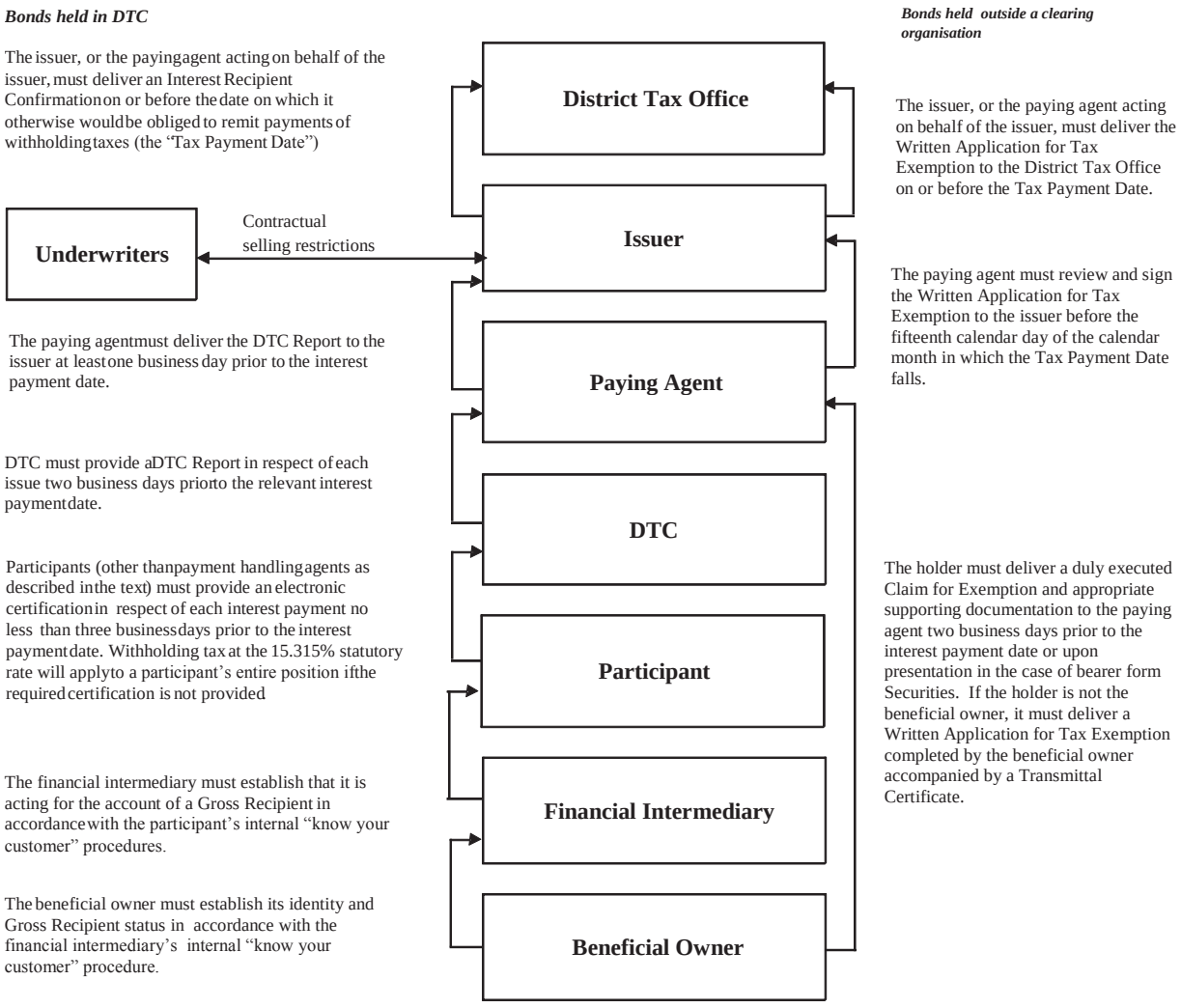
(Global Issue – Single Note Structure)



COMPLIANCE PROCEDURES

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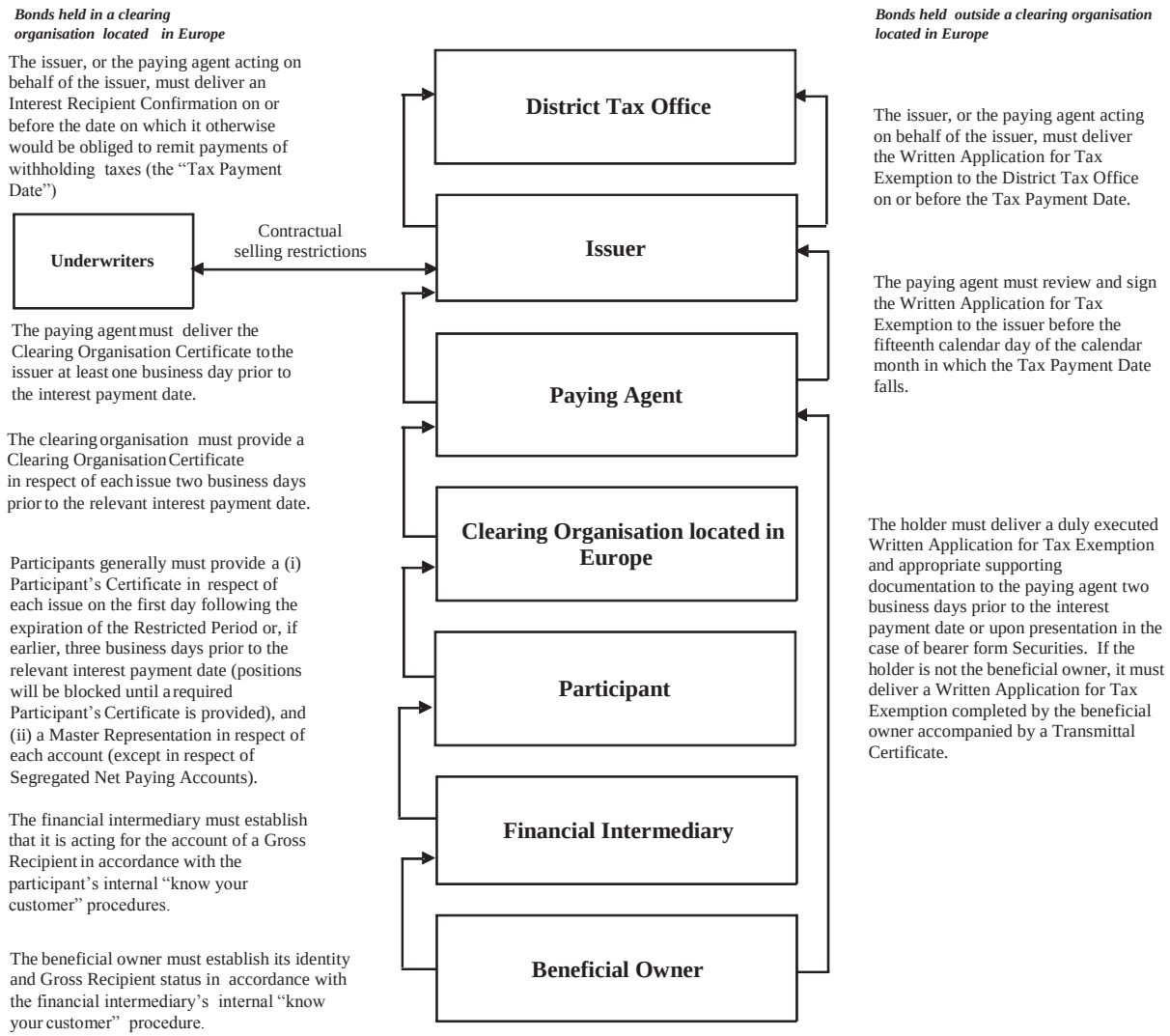
(Global Issue – Single Note Structure)



COMPLIANCE PROCEDURES

This diagram is a general and incomplete summary of the compliance procedures described in the text of the manual. It should be reviewed only with reference to the more complete description in the text.

(Global Issue – Single Note Structure)



APPENDIX 1: DOCUMENTATION

A. Prospectus

1. *Inside front cover*[18]

The [Bonds[19]] have not been and will not be registered under the Financial Instruments and Exchange Act of Japan (Act No. 25 of 1948, as amended) (the "Financial Instruments and Exchange Act") and are subject to the Act on Special Measures Concerning Taxation of Japan (Act No. 26 of 1957, as amended) (the "Act on Special Measures Concerning Taxation"). The Bonds may not be offered or sold in Japan or to any person resident in Japan for Japanese securities law purposes (including any corporation or other entity organized under the laws of Japan), except pursuant to an exemption from the registration requirements of, and otherwise in compliance with, the Financial Instruments and Exchange Act. In addition, the [Bonds] are not as part of the initial distribution by the Underwriters at any time to be directly or indirectly offered or sold in Japan or to, or for the benefit of, any person other than a Gross Recipient or to others for re-offering or re-sale, directly or indirectly, in Japan or to, or for the benefit of, any person other than a Gross Recipient. A "Gross Recipient" for this purpose is (i) a beneficial owner that is, for Japanese tax purposes, neither (x) an individual resident of Japan or a Japanese corporation, nor (y) an individual non-resident of Japan or a non-Japanese corporation that in either case is a person having a special relationship with the issuer of the [Bonds] as described in Article 6, paragraph (4) of the Act on Special Measures Concerning Taxation,[20] (ii) a Japanese financial institution, designated in Article 3-2-2 paragraph (29) of the Cabinet Order No. 43 of 1957 (as amended) (the "Cabinet Order") relating to the Act on Special Measures Concerning Taxation that will hold [Bonds] for its own proprietary account or (iii) an individual resident of Japan or a Japanese corporation whose receipt of interest on the [Bonds] will be made through a payment handling agent in Japan as defined in Article 2-2 paragraph (2) of the Cabinet Order. BY SUBSCRIBING FOR THE [BONDS], AN INVESTOR WILL BE DEEMED TO HAVE REPRESENTED IT IS A GROSS RECIPIENT. Interest payments on the [Bonds] will generally be subject to Japanese withholding tax unless the holder establishes that the [Bonds] are held by or for the account of a holder that is a Gross Recipient pursuant to either clause (i) or (ii) of the definition above. See "[Subscription and Sale]."

2. *Subscription and Sale/Underwriting Section*[21]

The [Bonds] have not been and will not be registered under the Financial Instruments and Exchange Act and are subject to the Act on Special Measures Concerning Taxation. Each of the Underwriters has represented and agreed that (i) it has not, directly or indirectly, offered or sold and will not, directly or indirectly, offer or sell, [Bonds] in Japan or to any person resident in Japan for Japanese securities law purposes (including any corporation or other entity organized under the laws of Japan), except pursuant to an exemption from the registration requirements of, and otherwise in compliance with, the Financial Instruments and Exchange Act; and (ii) it has not, directly or indirectly, offered or sold and will not, as part of its initial distribution, directly or indirectly offer or sell [Bonds] in Japan or to, or for the benefit of, any person other than a Gross Recipient or to others for re-offering or re-sale, directly or indirectly, in Japan or to, or for the benefit of, any person other than a Gross Recipient. A "Gross Recipient" for this purpose is (i) a beneficial owner that is, for Japanese tax purposes, neither (x) an individual resident of Japan or a Japanese corporation, nor (y) an

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18 The rules and regulations of the United States Securities and Exchange Commission may require the omission of the notice from the inside front cover of the prospectus and modification of the prospectus documentation set forth in this appendix to comply with plain English or other requirements.

19 Provide appropriate designation of Securities. These appendices use the terms "Bonds" and "Company" in model provisions for offering documents and agreements (where it would be customary to use a specific designation), and "Securities" and "Issuer" in forms of certifications, legends and similar documents that will be used uniformly for all issues.

20 If the [Bonds] are Taxable Linked Securities, an individual non-resident of Japan or a non-Japanese corporation that in either case is *not* a specially-related person of the issuer of the [Bonds] (as indicated in item (i)(y)) will be subject to Japanese withholding tax and will no longer have a status as a Gross Recipient. As such, if the [Bonds] are Taxable Linked Securities, supplemental disclosure to that effect should be considered, as appropriate, so that the statement will not be misleading.

21 ***[Please see footnote [9] regarding whether the tax authorities will recognize an exception for SRP acting as underwriters in the distribution.]***

individual non-resident of Japan or a non-Japanese corporation that in either case is a person having a special relationship with the issuer of the [Bonds] as described in Article 6, paragraph (4) of the Act on Special Measures Concerning Taxation, (ii) a Japanese financial institution, designated in Article 3-2-2 paragraph (29) of the Cabinet Order that will hold [Bonds] for its own proprietary account or (iii) an individual resident of Japan or a Japanese corporation whose receipt of interest on the [Bonds] will be made through a payment handling agent in Japan as defined in Article 2-2 paragraph (2) of the Cabinet Order.

3. *Tax disclosure*

[Note: The following model tax disclosure is provided only as an example. The parties to a particular issue of Securities may wish to adopt different language or modify the following language. It is the parties' responsibility to ensure compliance with all applicable laws.]

The following is a general description of certain aspects of Japanese taxation applicable to [Bonds]. It does not purport to be a comprehensive description of the tax aspects of the [Bonds]. Prospective purchasers should note that, although the general tax information on Japanese taxation is described hereunder for convenience, the statements below are general in nature and not exhaustive.

Prospective purchasers are advised to consult their own legal, tax, accountancy or other professional advisers in order to ascertain their particular circumstances regarding taxation. Prospective purchasers should note that the Japanese tax treatment with respect to certain types of [Bonds] (including, but not limited to, Equity Linked [Bonds] and Index Linked [Bonds]) is not clear. Accordingly the actual Japanese tax treatment of certain types of [Bonds] may be different from the treatment described below. Further, the statements below are based on current tax laws and regulations in Japan and current income tax treaties executed by Japan all as in effect on the date hereof and all of which are subject to change or differing interpretations (possibly with retroactive effect). Neither such statements nor any other statements in the Prospectus are to be regarded as advice on the tax position of any beneficial owner of the [Bonds] or any person purchasing, selling or otherwise dealing in the [Bonds] or any tax implication arising from the purchase, sale or other dealings in respect of the [Bonds].

Representation of Gross Recipient Status upon Initial Distribution

BY SUBSCRIBING FOR THE [BONDS], AN INVESTOR WILL BE DEEMED TO HAVE REPRESENTED IT IS A "GROSS RECIPIENT," i.e., (i) a beneficial owner that is, for Japanese tax purposes, neither (x) an individual resident of Japan or a Japanese corporation, nor (y) an individual non-resident of Japan or a non-Japanese corporation that in either case is a person having a special relationship with the issuer of the [Bonds] as described in Article 6, paragraph (4) of the Act on Special Measures Concerning Taxation, (ii) a Japanese financial institution, designated in Article 3-2-2 paragraph (29) of the Cabinet Order that will hold [Bonds] for its own proprietary account or (iii) an individual resident of Japan or a Japanese corporation whose receipt of interest on the [Bonds] will be made through a payment handling agent in Japan as defined in Article 2-2 paragraph (2) of the Cabinet Order. The [Bonds] are not as part of the initial distribution by the Underwriters at any time to be directly or indirectly offered or sold in Japan or to, or for the benefit of, any person other than a Gross Recipient or to others for re-offering or re-sale, directly or indirectly, in Japan or to, or for the benefit of, any person other than a Gross Recipient.

Capital Gains, Stamp Tax and Other Similar Taxes, Inheritance and Gift Taxes

Gains derived from the sale of [Bonds] outside Japan by a non-resident of Japan or a non-Japanese corporation having no permanent establishment within Japan are, in general, not subject to Japanese income tax or corporate tax.

No stamp, issue, registration or similar taxes or duties will, under current Japanese law, be payable in Japan by [Bond]holders in connection with the issue of the [Bonds], or will such taxes be payable by [Bond]holders in connection with their transfer if such transfer takes place outside Japan.

Japanese inheritance tax or gift tax at progressive rates may be payable by an individual, wherever resident, who has acquired [Bonds] from another individual as legatee, heir or donee.

Interest Payments on [Bonds] and Issue Differential

The following description of Japanese taxation (limited to national taxes) applies exclusively to interest on the [Bonds] and the difference between the issue price of the [Bonds] bearing interest and the amount which the holder

receives upon redemption of such interest-bearing [Bonds] (the "Issue Differential"), where such [Bonds] are issued by the [Company] outside Japan on or after April 1, 2010 and payable outside Japan. It does not address the tax treatment of the original issue discount of the [Bonds] that fall under "discounted bonds" as prescribed by the Act on Special Measures Concerning Taxation. It is not intended to be exhaustive and prospective purchasers are recommended to consult their tax advisers as to their exact tax position.

1. Non-resident Investors

If the recipient of interest on the [Bonds] or of the Issue Differential with respect to interest-bearing [Bonds] is a non-resident of Japan or a non-Japanese corporation for Japanese tax purposes, as described below, the Japanese tax consequences on such non-resident of Japan or non-Japanese corporation are significantly different depending upon whether such non-resident of Japan or non-Japanese corporation is a specially-related person of the [Company] (as defined below) or whether such [Bonds] are Taxable Linked [Bonds] (as defined below)[22][23]. Most importantly, if such non-resident of Japan or non-Japanese corporation is a specially-related person of the [Company] (as defined below) or if such [Bonds] are Taxable Linked [Bonds] (as defined below), income tax at the rate of 15.315 percent of the amount of such interest will be withheld by the [Company] under Japanese tax law. Such specially-related persons are prohibited from acquiring the [Bonds] as part of their initial distribution. By subscribing for the [Bonds], an investor will be deemed to have represented it is not a specially-related person of the issuer. In addition, Japanese tax regulations require that any holder that subsequently becomes a specially-related person of the issuer must notify the clearing system participant through which it holds the Bonds of such status prior to the next interest payment date.

1.1 [Bonds] other than Taxable Linked [Bonds]

This paragraph 1.1 applies only to the [Bonds] that are not Taxable Linked [Bonds].

1.1.1 Interest

(1) If the recipient of interest on the [Bonds] is a non-resident of Japan or a non-Japanese corporation having no permanent establishment within Japan or having a permanent establishment within Japan but where the receipt of the interest on the [Bonds] is not attributable to the business of such non-resident of Japan or non-Japanese corporation carried on within Japan through such permanent establishment, no Japanese income tax or corporate tax is payable with respect to such interest whether by way of withholding or otherwise, if such recipient complies with certain requirements, *inter alia*:

(i) if the relevant [Bonds] or Coupons relating thereto are held through a certain participant in an international clearing organization such as The Depository Trust Company, or DTC, or a certain financial intermediary prescribed by the Act on Special Measures Concerning Taxation and the Cabinet Order (together with the ministerial ordinance and other regulations thereunder, the "Law") (each, a "Participant"), the requirement to provide, at the time of entrusting a Participant with the custody of the relevant [Bonds], certain information prescribed by the Law to enable the Participant to establish that the recipient is exempt from the requirement for Japanese tax to be withheld or deducted (the "Interest Recipient Information"), and to advise the Participant if such non-resident of Japan or non-Japanese corporation ceases to be so exempted (including the case where it became a specially-related person of the [Company] (as defined below)); and

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22 This tax disclosure is prepared on the basis that the defined term "[Bonds]" referred to therein may include Taxable Linked [Bonds] as part of the debt issuance programme or otherwise. However, if it is clear that the defined term "[Bonds]" will not include any Taxable Linked Securities (e.g., in the case of a single issuance of straight fixed-rate bonds), the issuer might want to omit references to Taxable Linked Securities so as to make the disclosure language simpler.

23 If it is clear that the defined term "[Bonds]" will not include any Taxable Linked Securities (e.g., in the case of a single issuance of straight fixed-rate bonds), just so state in the tax disclosure section to make the fact clear. On the other hand, if the defined term "[Bonds]" may include Taxable Linked Securities as part of the debt issuance programme or otherwise, appropriate disclosure should be made by the final terms or the pricing supplement pertaining to a particular issue of the Securities, as to whether such Securities is a Taxable Linked Securities.

(ii) if the relevant [Bonds] or Coupons relating thereto are not held by a Participant, the requirement to submit to the relevant Paying Agent a written application for tax exemption (*Hikazei Tekiyo Shinkokusho*) (the "Written Application for Tax Exemption"), together with certain documentary evidence.

Failure to comply with such requirements described above will result in the withholding by the [Company] of income tax at the rate of 15.315 percent of the amount of such interest.

(2) If the recipient of interest on the [Bonds] is a non-resident of Japan or a non-Japanese corporation having a permanent establishment within Japan and the receipt of interest is attributable to the business of such non-resident of Japan or non-Japanese corporation carried on within Japan through such permanent establishment, such interest will not be subject to a 15.315 percent withholding tax by the [Company], if the recipient provides the Interest Recipient Information or submits the Written Application for Tax Exemption as set out in paragraph 1.1.1(1) above. Failure to do so will result in the withholding by the [Company] of income tax at the rate of 15.315 percent of the amount of such interest. The amount of such interest will be aggregated with the recipient's other Japanese source income and will be subject to regular income tax or corporate tax, as appropriate.

(3) Notwithstanding paragraphs 1.1.1(1) and (2) above, if a non-resident of Japan or a non-Japanese corporation mentioned above is a person who has a special relationship with the [Company] (that is, in general terms, a person who directly or indirectly controls or is directly or indirectly controlled by, or is under direct or indirect common control with, the [Company]) within the meaning prescribed by the Cabinet Order (such person is referred to as a "specially-related person of the [Company]") as of the beginning of the fiscal year of the [Company] in which the relevant Interest Payment Date falls, the exemption from Japanese withholding tax on interest mentioned above will not apply, and income tax at the rate of 15.315 percent of the amount of such interest will be withheld by the [Company]. If such non-resident of Japan or non-Japanese corporation has a permanent establishment within Japan, regular income tax or corporate tax, as appropriate, collected otherwise by way of withholding, will apply to such interest under Japanese tax law.

(4) If a non-resident of Japan or a non-Japanese corporation (regardless of whether it is a specially-related person of the [Company]) is subject to Japanese withholding tax with respect to interest on the [Bonds] under Japanese tax law, a reduced rate of withholding tax or exemption from such withholding tax may be available under the relevant income tax treaty between Japan and the country of tax residence of such non-resident of Japan or non-Japanese corporation. Japan has income tax treaties, conventions or agreements whereby the above-mentioned withholding tax rate is reduced, generally to 10 percent with, *inter alia*, Australia, Austria, Belgium, Canada, Denmark, Finland, France, Germany, Ireland, Italy, Luxembourg, the Netherlands, Norway, Singapore, Spain, Sweden, Switzerland, the United Kingdom and the United States of America. Under the income tax treaty between Japan and the United States of America, certain limited categories of qualified United States residents receiving interest on the [Bonds] may, subject to compliance with certain procedural requirements under Japanese law, be fully exempt from Japanese withholding tax for interest on the [Bonds]. Under the income tax treaties with the United Kingdom, France and Australia, similar exemptions to those provided in the income tax treaty between Japan and the United States of America will be available (provided that no exemption will apply to pension funds in the case of Australia). In order to avail themselves of such reduced rate of, or exemption from, Japanese withholding tax under any applicable income tax treaty, non-residents of Japan or non-Japanese corporations which are entitled, under any applicable income tax treaty, to a reduced rate of, or exemption from, Japanese withholding tax on payment of interest by the [Company] are required to submit an Application Form for Income Tax Convention regarding Relief from Japanese Income Tax on Interest (as well as any other required forms and documents) in advance through the [Company] to the relevant tax authority before payment of interest.[24]

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[24] These references to tax treaty benefits are provided only for explanatory purposes, and specific procedures for claiming treaty benefits are beyond the scope of this manual.

(5) The Law requires a beneficial owner that is an individual non-resident of Japan or a non-Japanese corporation and that becomes a specially-related person of the [Company] to notify the Participant through which they hold the [Bonds] of such change in status prior to the next Interest Payment Date. As described in paragraph 1.1.1(3) above, as the status of such individual non-resident of Japan or non-Japanese corporation as a specially-related person of the [Company] for Japanese withholding tax purposes is determined based on the status as of the beginning of the fiscal of the issuer of the [Bonds] in which the relevant Interest Payment Date falls, such individual non-resident of Japan or non-Japanese corporation should, by such notification, identify and advise the Participant of the specific Interest Payment Date on which Japanese withholding tax starts to apply with respect to such individual non-resident of Japan or non-Japanese corporation as being a specially-related person of the [Company].

1.1.2 Issue Differential

(1) If the recipient of the Issue Differential with respect to interest-bearing [Bonds] is a non-resident of Japan or a non-Japanese corporation having no permanent establishment within Japan or having a permanent establishment within Japan but the receipt of such Issue Differential is not attributable to the business of such non-resident of Japan or non-Japanese corporation carried on within Japan through such permanent establishment, no income tax or corporate tax is payable with respect to such Issue Differential.

(2) If the recipient of the Issue Differential with respect to interest-bearing [Bonds] is a non-resident of Japan or a non-Japanese corporation having a permanent establishment within Japan and the receipt of such Issue Differential is attributable to the business of such non-resident of Japan or non-Japanese corporation carried on within Japan through such permanent establishment, such Issue Differential will not be subject to any withholding tax but will be aggregated with the recipient's other Japanese source income which is subject to Japanese taxation and subject to regular income tax or corporate tax, as appropriate.

(3) Notwithstanding paragraphs 1.1.2(1) and (2) above, if a non-resident of Japan or a non-Japanese corporation mentioned above is a specially-related person of the [Company] as of the beginning of the fiscal year of the [Company] in which such non-resident of Japan or non-Japanese corporation acquired such [Bonds], the Issue Differential will not be subject to withholding tax but will be subject to regular income tax or corporate tax, as appropriate, under Japanese tax law, regardless of whether such non-resident of Japan or non-Japanese corporation has a permanent establishment within Japan; provided that exemption may be available under the relevant income tax treaty.

1.2 Taxable Linked [Bonds]

"Taxable Linked [Bonds]" means those [Bonds] of which the amount of interest is to be calculated by reference to certain indexes (as prescribed by the Cabinet Order) relating to the [Company] or a specially-related person of the [Company], such indexes including the amount of profits or gross revenues relating to the business of, the fair market value of assets owned by, or the amount of dividends or other distributions paid by, the [Company] or a specially-related person of the [Company]. If the [Bonds] are Taxable Linked [Bonds]:

(1) The exemption from Japanese withholding tax on interest mentioned in paragraphs 1.1.1(1) and (2) above will not apply to a non-resident of Japan or a non-Japanese corporation (even if it is not a specially-related person of the [Company]), and income tax at the rate of 15.315 percent of the amount of such interest will be withheld by the [Company]. A reduced rate of withholding tax or exemption from withholding tax may be available under the relevant income tax treaty, as described in paragraph 1.1.1(4) above. If a non-resident of Japan or a non-Japanese corporation has a permanent establishment within Japan, regular income tax or corporate tax, as appropriate, collected otherwise by way of withholding, will apply to such interest under Japanese tax law.

(2) The Issue Differential will not be subject to withholding tax but will be subject to regular income tax or corporate tax, as appropriate, under Japanese tax law, regardless of whether a non-resident of Japan or a

non-Japanese corporation has a permanent establishment within Japan; provided that exemption may be available under the relevant income tax treaty.

2 Resident Investors

If the recipient of interest on the [Bonds] is a resident of Japan or a Japanese corporation for Japanese tax purposes, as described below, regardless of whether such recipient is a specially-related person of the [Company] or whether the [Bonds] are Taxable Linked [Bonds], income tax will be withheld at the rate of 15.315 percent of (i) the amount of such interest, if such interest is paid to a resident of Japan or a Japanese corporation (except for a Designated Financial Institution (as defined below) which complies with the requirement for tax exemption under Article 6, Paragraph 9 of the Act on Special Measures Concerning Taxation) (except as provided in item (ii) below) or (ii) the amount of such interest minus the amount provided in the Cabinet Order relating to Article 3-3, Paragraph 6 of the Act on Special Measures Concerning Taxation, if such interest is paid to a Public Corporation (as defined below) or a Specified Financial Institution (as defined below) through the Japanese Custodian (as defined below) in compliance with the requirement for tax exemption under Article 3-3, Paragraph 6 of the Act on Special Measures Concerning Taxation.

2.1 Interest

(3) If a resident of Japan or a Japanese corporation (other than a Specified Financial Institution (as defined below) or a Public Corporation (as defined below), who complies with the requirement as referred to in paragraph 2.1(2) below) receives payments of interest on the [Bonds] through certain Japanese payment handling agents (each a "Japanese Payment Handling Agent"), income tax at the rate of 15.315 percent of the amount of such interest will be withheld by the Japanese Payment Handling Agent rather than by the [Company]. As the [Company] is not in a position to know in advance the recipient's status, the recipient of interest falling within this category should inform the [Company]through a Paying Agent of its status in a timely manner. Failure to so inform may result in double withholding. An individual [Bond]holder or Couponholder being a resident of Japan who receives interest on the [Bonds] through a Japanese Payment Handling Agent will be taxed in Japan on such interest separately from his/her other income and only by way of withholding of the foregoing withholding tax, as far as the national level income taxes are concerned. In the case of other recipients who are individual residents of Japan (other than those referred to in the immediately preceding sentence) or Japanese corporations referred to in the beginning of this paragraph, the amount of interest received by any such recipient will be included in such recipient's other taxable income and subject to regular income tax or corporate tax, as appropriate.

(4) If the recipient of interest on the [Bonds] is a Japanese public corporation designated by the relevant law (a "Public Corporation") or a Japanese bank, a Japanese insurance company, a Japanese financial instruments business operator or other Japanese financial institution falling under certain categories prescribed by the Cabinet Order (each, a "Specified Financial Institution") that keeps its [Bonds] deposited with, and receives the interest through, a Japanese Payment Handling Agent with custody of the [Bonds] (the "Japanese Custodian") and such recipient submits through such Japanese Custodian to the competent tax authority the report prescribed by the Law, no income tax is levied, by way of withholding or otherwise, on such portion of interest as is prescribed by the Cabinet Order as that which is corresponding to the period the [Bonds] were held by such recipient, but if the recipient is a Specified Financial Institution, the recipient will be subject to regular corporate tax with respect to such interest. However, since the [Company] is not in a position to know in advance the recipient's such tax exemption status, the recipient of interest falling within this category should inform the [Company] through a Paying Agent of its status in a timely manner. Failure to so notify the [Company] may result in the withholding by the [Company] of a 15.315 percent income tax. Any amount of interest received by such Public Corporation or Specified Financial Institution in excess of the non-taxable portion described above is subject to income tax of 15.315 percent of such excess amount to be withheld by the Japanese Custodian.

(5) If a resident of Japan or a Japanese corporation (except for a Designated Financial Institution (as defined below) which complies with the requirements described in paragraph 2.1(4) below) receives interest on the [Bonds] not through a Japanese Payment Handling Agent, income tax at the rate of 15.315 percent of

the amount of such interest will be withheld by the [Company], and the amount of such interest will be aggregated with the recipient's other taxable income and subject to regular income tax or corporate tax, as appropriate.

(6) If a Japanese bank, Japanese insurance company, Japanese financial instruments business operator or other Japanese financial institution falling under certain categories prescribed by the Cabinet Order (each, a "Designated Financial Institution") receives interest on the [Bonds] not through a Japanese Payment Handling Agent and such recipient complies with the requirement, *inter alia*, to provide the Interest Recipient Information or to submit the Written Application for Tax Exemption as referred to in paragraph 1.1.1(1) above, no income tax will be imposed, either by way of withholding or otherwise, but the recipient will be subject to regular corporate tax with respect to such interest.

2.2 Issue Differential

If the recipient of the Issue Differential with respect to interest-bearing [Bonds] is a resident of Japan or a Japanese corporation, such Issue Differential will not be subject to any withholding tax but, except where the recipient is a Public Corporation, will be included in the recipient's other taxable income and subject to regular income tax or corporate tax, as appropriate.

B. Legend

INTEREST PAYMENTS ON THIS SECURITY WILL BE SUBJECT TO JAPANESE WITHHOLDING TAX UNLESS THE HOLDER ESTABLISHES THAT THE SECURITY IS HELD BY OR FOR THE ACCOUNT OF A HOLDER THAT IS (I) FOR JAPANESE TAX PURPOSES, NEITHER (X) AN INDIVIDUAL RESIDENT OF JAPAN OR A JAPANESE CORPORATION, NOR (Y) AN INDIVIDUAL NON-RESIDENT OF JAPAN OR A NON-JAPANESE CORPORATION THAT IN EITHER CASE IS A PERSON HAVING A SPECIAL RELATIONSHIP WITH THE [COMPANY] AS DESCRIBED IN ARTICLE 6, PARAGRAPH 4 OF THE ACT ON SPECIAL MEASURES CONCERNING TAXATION OF JAPAN (A "SPECIALLY-RELATED PERSON OF THE [COMPANY]") OR (II) A JAPANESE DESIGNATED FINANCIAL INSTITUTION DESCRIBED IN ARTICLE 6, PARAGRAPH 9 OF THE ACT ON SPECIAL MEASURES CONCERNING TAXATION OF JAPAN WHICH COMPLIES WITH THE REQUIREMENT FOR TAX EXEMPTION UNDER THAT PARAGRAPH.

INTEREST PAYMENTS ON THIS SECURITY TO AN INDIVIDUAL RESIDENT OF JAPAN, TO A JAPANESE CORPORATION NOT DESCRIBED IN ITEM (II) OF THE PRECEDING PARAGRAPH, OR TO AN INDIVIDUAL NON-RESIDENT OF JAPAN OR A NON-JAPANESE CORPORATION THAT IN EITHER CASE IS A SPECIALLY-RELATED PERSON OF THE [COMPANY] WILL BE SUBJECT TO DEDUCTION IN RESPECT OF JAPANESE INCOME TAX AT A RATE OF 15.315 PERCENT OF THE AMOUNT SPECIFIED IN SUBPARAGRAPHS (A) OR (B) BELOW, AS APPLICABLE:

(A) IF INTEREST IS PAID TO AN INDIVIDUAL RESIDENT OF JAPAN, TO A JAPANESE CORPORATION, OR TO AN INDIVIDUAL NON-RESIDENT OF JAPAN OR A NON-JAPANESE CORPORATION THAT IN EITHER CASE IS A SPECIALLY-RELATED PERSON OF THE [COMPANY] (EXCEPT AS PROVIDED IN SUBPARAGRAPH (B) BELOW), THE AMOUNT OF SUCH INTEREST;

(B) IF INTEREST IS PAID TO A PUBLIC CORPORATION, A FINANCIAL INSTITUTION, A FINANCIAL INSTRUMENTS BUSINESS OPERATOR OR CERTAIN OTHER ENTITIES THROUGH A JAPANESE PAYMENT HANDLING AGENT AS PROVIDED IN ARTICLE 3-3, PARAGRAPH 6 OF THE ACT ON SPECIAL MEASURES CONCERNING TAXATION OF JAPAN IN COMPLIANCE WITH THE REQUIREMENT FOR TAX EXEMPTION UNDER THAT PARAGRAPH, THE AMOUNT OF SUCH INTEREST MINUS THE AMOUNT PROVIDED IN THE CABINET ORDER RELATING TO SAID PARAGRAPH 6.[25]

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25 If the Security mentioned above is a Taxable Linked Security, an individual non-resident of Japan or a non-Japanese corporation that in either case is *not* a specially-related person of the issuer of the Security (as indicated in item (I)(Y)) will be subject to Japanese withholding tax and will no longer be considered a Gross Recipient. As such, if the Security is a Taxable Linked Security, supplemental language to that effect should be added as appropriate.

C. Terms and Conditions

[Note: The following model Terms and Conditions are provided only as an example. The parties to an issue of Securities may wish to negotiate different terms depending on the particulars of the issue.]

All payments of principal and interest in respect of the [Bonds] will be made without withholding or deduction for or on account of any present or future taxes, duties, assessments or governmental charges of whatever nature imposed or levied by or on behalf of Japan, or any authority thereof or therein having power to tax (the "Taxes"), unless such withholding or deduction of such Taxes is required by law. In such event, the [Company] shall pay such additional amounts ("Additional Amounts") as will result in the receipt by the holders of such amounts as would have been received by them had no such deduction or withholding been required, except that no Additional Amounts shall be payable with respect to any [Bond] presented for payment:

(i) by or on behalf of a holder who is an individual non-resident of Japan or a non-Japanese corporation and is liable for such Taxes in respect of such [Bond] by reason of its (a) having some connection with Japan other than the mere holding of such [Bond] or (b) being a specially-related person of the [Company]); or

(ii) by or on behalf of a holder who would otherwise be exempt from any such withholding or deduction but who fails to comply with any applicable requirement to provide Interest Recipient Information or to submit a Written Application for Tax Exemption to the Paying Agent to whom the relevant [Bond] is presented, or whose Interest Recipient Information is not duly communicated through the Participant and the relevant international clearing organisation to such Paying Agent; or

(iii) by or on behalf of a holder who is for Japanese tax purposes treated as an individual resident of Japan or a Japanese corporation (except for (A) a Designated Financial Institution which complies with the requirement to provide Interest Recipient Information or to submit a Written Application for Tax Exemption and (B) an individual resident of Japan or a Japanese corporation who duly notifies (directly or through the Participant or otherwise) the relevant Paying Agent of its status as exempt from Taxes to be withheld or deducted by the Company by reason of such individual resident of Japan or Japanese corporation receiving interest on the relevant [Bond] through a payment handling agent in Japan appointed by it); or

(iv)[26] where the amount of interest on such [Bond] is to be calculated by reference to certain indices (as prescribed by the Cabinet Order) relating to the [Company] or any specially-related person of the [Company], except where the recipient of interest is a Designated Financial Institution which complies with the requirement to provide Interest Recipient Information or to submit a Written Application for Tax Exemption.[27]

[Note: The above four items of (i) through (iv) are specifically provided as they relate to Japanese taxation. The parties might want to add any other customary causes of non-payment of Additional Amounts depending on the particulars of the [Bonds].]

Where a [Bond] is held through a Participant, in order to receive payments free of withholding or deduction by the [Company] for, or on account of Taxes, if the relevant holder is (A) an individual non-resident of Japan or a non-Japanese corporation (other than a specially-related person of the [Company]) or (B) a Designated Financial Institution, such holder shall, at the time of entrusting a Participant with the custody of the relevant [Bond], provide the Interest Recipient Information and advise the Participant if the holder ceases to be so exempted (including the case where the holder who is an individual non-resident of Japan or a non-Japanese corporation becomes a specially-related person of the [Company]).

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26 Include this item (iv) only if the defined term "[Bonds]" might include Taxable Linked [Bonds] as part of the debt issuance program or otherwise. If it is clear that the defined term "[Bonds]" will not include any Taxable Linked [Bonds] (e.g., in the case of a single issuance of straight fixed-rate bonds), this item would not be necessary.

27 If the Securities are Taxable Linked Bonds, the following procedures may not be fully applicable and additional considerations may be necessary in respect of the offering procedures. Also note that the forms of Tax Certifications set out in Appendix 2 are not intended to apply to Taxable Linked Bonds.

Where a [Bond] is not held by a Participant, in order to receive payments free of withholding or deduction by the [Company] for, or on account of, Taxes, if the relevant holder is (A) an individual non-resident of Japan or a non-Japanese corporation (other than a specially-related person of the [Company]) or (B) a Designated Financial Institution, such holder shall, prior to each time on which it receives interest, submit to the relevant Paying Agent a Written Application for Tax Exemption in a form obtainable from the Paying Agent stating, *inter alia*, the name and address of the holder, the title of the [Bonds], the relevant Interest Payment Date, the amount of interest and the fact that the holder is qualified to submit the Written Application for Tax Exemption, together with documentary evidence regarding its identity and residence.

D. Underwriting Agreement and Invitation Telex

Subscription and Sale

The [Bonds] have not been and will not be registered under the Financial Instruments and Exchange Act and are subject to the Act on Special Measures Concerning Taxation. Each of the Underwriters has represented and agreed that (i) it has not, directly or indirectly, offered or sold and will not, directly or indirectly, offer or sell [Bonds] in Japan or to any person resident in Japan for Japanese securities law purposes (including any corporation or other entity organized under the laws of Japan), except pursuant to an exemption from the registration requirements of, and otherwise in compliance with, the Financial Instruments and Exchange Act; and (ii) it has not, directly or indirectly, offered or sold and will not as part of its distribution, directly or indirectly offer or sell [Bonds] in Japan or to, or for the benefit of, any person other than a Gross Recipient or to others for re-offering or re-sale, directly or indirectly, in Japan or to, or for the benefit of, any person other than a Gross Recipient. A "Gross Recipient" for this purpose is (i) a beneficial owner that is, for Japanese tax purposes, neither (x) an individual resident of Japan or a Japanese corporation, nor (y) an individual non-resident of Japan or a non-Japanese corporation that in either case is a person having a special relationship with the issuer of the [Bonds] as described in Article 6, paragraph (4) of the Act on Special Measures Concerning Taxation, (ii) a Japanese financial institution, designated in Article 3-2-2 paragraph (29) of the Cabinet Order that will hold [Bonds] for its own proprietary account or (iii) an individual resident of Japan or a Japanese corporation whose receipt of interest on the [Bonds] will be made through a payment handling agent in Japan as defined as Article 2-2 paragraph (2) of the Cabinet Order.

E. Fiscal and Paying Agency Agreement

1. *Payments*

Each Paying Agent acting through its specified office shall make payments of interest in respect of the [Bonds] in accordance with the Conditions and the requirements of applicable law. If and so long as payments of interest may be made without deduction or withholding for or on account of Japanese tax only upon receipt of duly executed certifications, written applications for tax exemption, notifications or other documentation ("tax documentation"), Paying Agents shall (i) collect the required tax documentation from holders and clearing organizations; (ii) review the tax documentation, and sign any required confirmations~~:~~; and (iii) promptly deliver the tax documentation (directly or through the Fiscal Agent, in the case of tax documentation collected by another Paying Agent) to the [Company] or, at the [Company's] request, the relevant District Tax Office. Paying Agents may rely on the information provided in tax documentation (including, where relevant, supporting documentation) in the absence of actual knowledge that such information is incorrect. Paying Agents shall furnish forms of certifications to holders upon request, and shall use reasonable endeavors to assist holders in claiming available exemptions, but shall not be liable for a holder's failure to qualify for such an exemption.

2. *Refund Procedure*

If a holder satisfies the requirements for claiming an exemption from Japanese withholding tax after the date on which an amount in respect of such tax is withheld and before the date on which the tax is actually paid to the Japanese tax authorities, then the [Company] and the Paying Agent shall, to the extent it is possible to do so, repay the amount withheld (after the deduction of reasonable costs, including amounts in respect of changes in foreign exchange rates) to the holder.

3. *Remittance of tax documentation*[28]

Under procedures agreed with the [Company], the Fiscal Agent shall deliver tax certifications and related confirmations signed by or on behalf of the [Company] and the Fiscal Agent, together with payment of any applicable withholding taxes, to the relevant District Tax Office on or before the date on which such taxes are required under Japanese law or administrative practice to be paid.

4. *Retention of documents*

The Fiscal Agent shall retain copies of tax documentation for a period of five years and shall make such documentation available for inspections by the [Company] and any relevant tax authorities in Japan upon reasonable request.

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[28] Add if the Fiscal Agent is to remit taxes to the District Tax Office on behalf of the Company.

APPENDIX 2: TAX CERTIFICATIONS

[***Note***: The forms of Tax Certifications set out below are not intended to apply to Taxable Linked Bonds.]

A. DTC TaxInfo[sm]

[Version 2.0

JAPAN
(Date Modified: OCTOBER 15, 2010)

INVESTMENT/INVESTOR INFORMATION	Country of Investment: Japan (JP) Country of Investor: All
STATUTORY RATES AND FOOTNOTES	Interest [1]:…… 15.315% Footnotes: 1. Interest-bearing debt obligations issued on or after April 1, 2010 outside Japan from which interest is also paid outside Japan by Japanese corporations ("Securities") on which interest is paid to Gross Recipients; 0%
CATEGORY OF INVESTOR	***Gross Recipient*** (a) A Gross Recipient is a beneficial owner that is: (b) for Japanese tax purposes, neither (x) an individual resident of Japan or a Japanese corporation nor (y) an individual non-resident of Japan or a non-Japanese corporation that in either case is a "specially-related person of the issuer" (as defined below); (c) a Japanese "Designated Financial Institution" (as defined below) holding Securities for its own proprietary account; or (d) an individual resident of Japan or a Japanese corporation whose receipt of interest on the Securities is made through a payment handling agent in Japan as defined in Article 2-2 paragraph (2) of the Cabinet Order (as amended on December 17, 1997) relating to Article 6 of the Act on Special Measures Concerning Taxation of Japan. Interest on Securities will be paid free of deductions for withholding tax to beneficial owners that establish their status as Gross Recipients.
CATEGORY OF INVESTOR	***Designated Financial Institution ("DFI")*** A Designated Financial Institution ("DFI") is a holder that establishes that it is:

(a) resident in Japan for tax purposes; and

(b) is a bank, a Shinkin Bank, the Federation of Shinkin Banks, The Shoko Chukin Bank, The Norinchukin Bank, a life insurance company, a non-life insurance company or a certain financial instruments business operator as provided in Article 2, paragraph (9) of the Financial Instruments and Exchange law of Japan.

CATEGORY OF INVESTOR

"Specially-Related Person (SRP) of the issuer"

A "specially-related person of the issuer" is a beneficial owner that is, for Japanese tax purposes, an individual non-resident of Japan or a non-Japanese corporation that in either case is a person who has a special relationship with the issuer of the Securities as described in Article 6, paragraph (4) of the Act on Special Measures Concerning Taxation of Japan.

LEGAL CONDITIONS

The following certifications and liabilities apply to the use of the Elective Dividend System ("EDS/TaxRelief℠") for Japan. The procedures and standards of diligence required of Participants are described more fully in the document entitled "Compliance Procedures For International Securities Offerings By Japanese Issuers — Securities Held Through DTC", which is provided for your reference in TAXI/Taxinfo℠ (see below).

Participants use the EDS/TaxRelief℠ system to certify electronically that specified quantities of a non-U.S. CUSIP are entitled to favorable tax treatment ("Electronic Certification"). Favorable tax treatment may be a reduced rate of non-resident withholding taxes, or complete exemption from withholding taxes. For some countries, a tax credit related to the issuer's payment of home country tax may be available. Favorable tax treatment may be pursuant to international treaty or source country law.

The Participant's Electronic Certification exposes it to certain legal liabilities. Therefore, DTC does not require Participants to use EDS/TaxRelief℠. Instead, Participants, after consultation with tax advisors, may choose to by-pass DTC and deal with foreign tax authorities directly.

The Participant's decision whether to use EDS/TaxRelief℠ should proceed from the following considerations:

Participant's Electronic Certifications

By Electronic Certification, the Participant represents and warrants the following:

1. The Participant has read all of the DTC procedures on the Tax Information System TAXI/Taxinfo℠ dealing with the "foreign securities option" of EDS/TaxRelief℠ for Japan;

2. The Participant understands the "Category of Investor" section for Japan;

3. To the best of the Participant's knowledge and belief, based on information provided by clients for whom the Participant holds Securities, the Electronic Certification corresponds to interest and underlying Securities beneficially owned on the record date by owners qualified under the

"Category of Investor" for Japan;

4. The Participant authorizes DTC to make any book entries necessary in connection with the Electronic Certification;

5. The Electronic Certification revokes and replaces any previous certifications made by the DTC Participant to DTC with which the Electronic Certification conflicts;

Participant's Legal Liabilities

By Electronic Certification, the Participant takes on the following legal liabilities:

1. The Participant indemnifies DTC and holds it harmless under DTC's Rule 6, which applies (among other things) to any loss, liability or expense sustained by DTC as a result of any act done in reliance upon the Participant's Electronic Certification or as a result of the inaccuracy of the information contained in the Electronic Certification. The Participant's liability under this indemnity includes, but is not limited to, reimbursement to DTC for any payments made to the Japanese tax authorities, issuer, paying agent, American Depositary Receipt ("ADR") depositary, or any other person or entity for underwithheld tax, or for the erroneous payment of a treaty benefit at source, for foreign exchange fees, for interest on underwithheld funds, and for administrative costs.

2. At the written request of the Japanese tax authorities explaining the reasons why a return of tax relief obtained at source via EDS is required (the "Tax Authority Request"), DTC is hereby authorized to debit the Participant's account subsequently for the amount of tax relief received at source specified in the Tax Authority Request (the "Debit"); provided that at least 15 days before the Debit is made, DTC has given written notice to the Participant of the plan to Debit its account, along with a copy of the Tax Authority Request. If, however, within 15 days after such written notice by DTC to the Participant, the Participant in writing (i) certifies to DTC that it believes it has meritorious grounds for defending against the claim, (ii) indemnifies DTC under Rule 6 as provided in paragraph 1 of "Participant's Legal Liabilities," and (iii) agrees to defend DTC against any claim of the tax authority relating to the Debit, then DTC shall not effect the Debit until the earlier of the receipt by DTC of: (a) an order from a U.S. court of competent jurisdiction ordering DTC to effect the Tax Authority Request, and then only in accordance with the terms of such order; or (b) an instruction from the Participant authorizing the Debit.

*** "Compliance Procedures For International Securities Offerings By Japanese Issuers – Securities Held Through DTC"***

[Text of Manual]

RELATED WEB SITES

Tax Treaty Related Sites

Japan – U.S. Tax Treaty
http://www.irs.gov/index.html

Country Specific Sites

Ministry of Finance – Japanese Tax System
http://www.mof.go.jp/english/zei/report/zc001a.htm

Ministry of Finance
http://www.mof.go.jp/english/index.htm

B. Participant's Certificate

```
NO DATA ENTERED
FEEM                    THE DEPOSITORY TRUST COMPANY                    DATE: mm/dd/yyyy
D0000045-45                        EDS ELECTION INSTRUCTIONS            TIME: 15:34:15
                  FOREIGN TAX WITHHOLDINGS
```

```
PARTICIPANT: #### /                    [name]          RECORD DATE POSITION:      ####
                          DEFAULT ELECTION QUANTITY:          0
CUSIP: #########                       [issue name]                    COUNTRY: JAPAN
CORPORATE BOND INTEREST-13             RECORD DATE: mm/dd/yyyy         PAYABLE DATE: mm/dd/yyyy

INSTRUCTION CUTOFF DATE (S)            ===> mm/dd/yyyy
                          CASH (USD)
RATE% RATE DESCRIPTION                 ELECTION QTY
----      -------------------------    | -------------------- |
15.315 UNFAVORABLE TAX RATE |                  0 |
----      -------------------------    | -------------------- |
0.00   EXEMPT FROM W/H TAX             | ####### |
----      -------------------------    | -------------------- |
```

```
NO MORE.
ENTER:PROCESS          PF3/15:COMPLETE          PF6/18:PREVIOUS          PF7/19:EDS MENU
PF8/20:END          PF9/21:SIGNOFF          PF10/22:BACKWARD          PF11/23:FORWARD
```

C. Report to Paying Agent

THE DEPOSITORY TRUST COMPANY
55 WATER STREET
NEW YORK, NY 10041-0099

[name/address of paying agent]

Re:	[name of issue]
Cusip:	[cusip number]
R/D:	[record date]
P/D:	[payable date]
Country:	Japan

Dear [name]

In reference to the above captioned interest payment, please consider this letter as an authorization to distribute our record date holdings of ###,### bonds as follows:

Tax Rates	Units	Type
1 15.3150%	0	Cash Unfavorable
2 0.0000%	###,###	Cash Exempt
Total	###,###	

Please pay any remainder of the bonds registered in the name of Cede & Co. at the unfavorable rate of 15.3150%.

If you have any questions, please contact DTC's International Dividend Department at internationaltax@dtcc.com.

Very Truly Yours,

• EDSX FOR SEC TAX WITHHLDG PA RPT 99/08/27 02:43:16 PAGES: 223/2849

• COMMAND ==> FIND: CAPS LINES HELD: 000 000 SCROLL ===>.
• CONTEXT: FULL DEPTH: 22 COLUMNS HELD: 000 000 COLS: O01 132
• FIX/FREE: FREE

EDS THE DEPOSITORY TRUST COMPANY PAGE: 1,223
RUN DATE: 08/26/1999 23:48:04 ELECTIVE DIVIDEND SYSTEM JOB: EDSPAYRP
COB DATE: 08/26/1999 FOREIGN SECURITIES TAX WITHHOLDING SERVICE PROC: EDSPAYRP
SOB DATE: 08/27/1999 REPORT TO PAYING AGENT PROGRAM: EDSFORPA

********** C E D E & C O. 55 WATER STREET NEW YORK, N.Y. 10004 **********

CUSIP: ######### (name of issue) (JAPAN) kk Dmm/dd/yy #.##% COUNTRY: JAPAN
FOREIGN CASH DIV UNFAVOR (09) RECORD DATE: mm/dd/yyyy PAYABLE DATE: mm/dd/yyyy
TAX GROUP: 1 STANDARD TAX GROUP

PARTICIPANT: (number) (name) RECORD DATE POSITION: ###,###

UPDATE ID	WITHHOLDING RATE	RATE DESCRIPTION	CASH (USD) ELECTION QUANITY
EDSPOSSW	.000000%	EXEMPT FROM W/H TAX	###,###
E L E C T I O N T O T A L S	==========>		###,###

PARTICIPANT: (number) (name) RECORD DATE POSITION: ###,###

UPDATE ID	WITHHOLDING RATE	RATE DESCRIPTION	CASH (USD) ELECTION QUANITY
EDSPOSSW	.000000%	EXEMPT FROM W/H TAX	###,###
E L E C T I O N T O T A L S	==========>		###,###

PARTICIPANT: (number) (name) RECORD DATE POSITION: ###,###

UPDATE ID	WITHHOLDING RATE	RATE DESCRIPTION	CASH (USD) ELECTION QUANITY
EDSPOSSW	.000000%	EXEMPT FROM W/H TAX	###,###
E L E C T I O N T O T A L S	==========>		###,###

PARTICIPANT: (number) (name) RECORD DATE POSITION: ###,###

UPDATE ID	WITHHOLDING RATE	RATE DESCRIPTION	CASH (USD) ELECTION QUANITY
EDSPOSSW	.000000%	EXEMPT FROM W/H TAX	###,###
E L E C T I O N T O T A L S	==========>		###,###

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• COMMAND ==> FIND: CAPS LINES HELD: 000 000 SCROLL ===>.
• CONTEXT: FULL DEPTH: 22 COLUMNS HELD: 000 000 COLS: O01 132
• FIX/FREE: FREE

EDS THE DEPOSITORY TRUST COMPANY PAGE: 1,224
RUN DATE: 08/26/1999 23:48:04 ELECTIVE DIVIDEND SYSTEM JOB: EDSPAYRP
COB DATE: 08/26/1999 FOREIGN SECURITIES TAX WITHHOLDING SERVICE PROC: EDSPAYRP
SOB DATE: 08/27/1999 REPORT TO PAYING AGENT PROGRAM: EDSFORPA

********** C E D E & C O. 55 WATER STREET NEW YORK, N.Y. 10004 **********

CUSIP: ######### (name of issue) (JAPAN) kk Dmm/dd/yy #.###% COUNTRY: JAPAN
FOREIGN CASH DIV UNFAVOR (09) RECORD DATE: mm/dd/yyyy PAYABLE DATE: mm/dd/yyyy
TAX GROUP: 1 STANDARD TAX GROUP

PARTICIPANTS THAT MAINTAIN RECORD DATE POSITIONS IN SECURITIES WHICH ARE ELIGIBLE FOR DTC'S ELECTIVE DIVIDEND SERVICES (EDS) CAN SUBMIT INSTRUCTIONS CERTIFYING THE DISTRIBUTION ON A QUANTITY OF SECURITIES TO BE EXEMPT FROM TAX OR ENTITLED TO A FAVORABLE (TAX TREATY) RATE. SUCH INSTRUCTIONS MUST BE RECEIVED BY DTC PRIOR TO THE CUTOOF DATES PROVIDED IN THE PARTICIPANT TERMINAL SYSTEM'S EDS FUNCTION. PARTICIPANTS SUBMITTING SUCH INSTRUCTIONS SHALL BE DEEMED TO HAVE MADE CERTAIN CERTIFICATIONS AND TO HAVE AUTHORIZED DTC TO MAKE CERTAIN BOOK ENTIRES, AS MORE SPECIFICALLY DESCRIBED IN DTC'S PTS PROCEDURES FOR EDS AS THEY MAY CHANGE FROM TIME TO TIME

********** C U S I P E L E C T I O N T O T A L S **********

TOTAL RECORD DATE PARTICIPANTS: 4 RECORD DATE POSITION: ###,###

RECORD DATE POSITION ###,###

TOTAL ELECTIONS	WITHHOLDING RATE	RATE DESCRIPTION	CASH (USD) ELECTION QUANITY
0	15.315000%	UNFAVORABLE	0
4	.000000%	EXEMPT FROM W/H TAX	###,###
C U S I P E L E C T I O N T O T A L S	==========>		###,###

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D. Interest Recipient Confirmation

To: Director of [ ] District Tax Office
Re: Interest due: DD/MM/YYYY
Security Code: (Cusip Number or ISIN)
Security Description: [ ] (the "Securities")

Dear Sir,

Pursuant to Article 6 of the Act on Special Measures Concerning Taxation of Japan (Act No. 26 of 1957, as amended) and Article 3-2-2 of the related Cabinet Order (Cabinet Order No. 43 of 1957, as amended), we confirm that we have received proofs of exemption from Japanese withholding tax in respect of [ ] aggregate principal amount of Securities referred to below, and have made payments of interest as at DD/MM/YYYY as follows:

Aggregate principal amount of gross paying Securities:_____

Total amount of interest paid on gross paying Securities:_____

Aggregate principal amount of net paying Securities:_____

Total amount of interest paid on net paying Securities:_____

Dated: _____
By:_____

Corporate name and address:_____

E. Notice of Specially-related Person of the Issuer Status (for DTC)

To: [participant or financial intermediary]

From: [beneficial owner which is an individual non-resident of Japan or a non-Japanese corporation]

Date: [ ]

Re: Notice of Specially-related Person of the Issuer Status

Dear Sirs,

Pursuant to Article 3-2-2, paragraph (19) of the Cabinet Order relating to the Act on Special Measures Concerning Taxation of Japan (Act No. 26 of 1957, as amended) (the "Act"), we hereby notify you that, as of [mm/dd/yyyy] (the "Event Date"), we became a person having a special relationship with the issuer of the following Japanese Securities that you hold on our behalf, as described in Article 6, paragraph (4) of the Act (a "specially-related person of the issuer"):

CUSIP No.: _____
Issue Name: _____
Issuer: _____
Units/Quantity: _____

We understand that the beginning of the fiscal year of the issuer of the Japanese Securities described above that immediately follows the Event Date is [mm/dd/yyyy] (the "Determination Date"), and that whether we will be subject to Japanese withholding tax on interest paid on those Japanese Securities is determined as of the Determination Date. Accordingly, unless you hear from us otherwise, please assume that we are a specially-related person of the issuer as of the Determination Date, and, when the relevant participant provides the required electronic certification (or the Participant's Certificate) to the DTC in respect of our holding of the above Japanese Securities, please apply the "15.315% UNFAVORABLE TAX RATE," rather than the "0% EXEMPT FROM W/H TAX," to our holding, from and including the interest payment date on the Japanese Securities immediately following the Determination Date, which is [mm/dd/yyyy].

Dated: _____

By: _____

Corporate name and address: _____