

## Japan: Non-disclosure of some company officer residential address information permitted from 1 October 2024

### In brief - Outline of the system

In the past, a stock company (*Kabushiki Kaisha*; **KK**) was required to disclose the full residential addresses of its representative directors, representative executive officers and representative liquidators (**Representative Directors, etc.**) in its publicly accessible commercial registration. Due to concerns about protection of personal information and privacy, as of 1 October 2024, Kks can submit an application to the Legal Affairs Bureau with the required supporting documentation (see below for details) for non-disclosure of some of these individuals' residential address information in their certificates of registered matters, abstracts of registered matters and web accessible registration information (**Certificates of Registered Matters, etc.**). After the application is approved, the KK needs to only specify the addresses of Representative Directors, etc. to the level of the smallest general administrative address division (e.g., the wards in which the individuals reside) in their Certificates of Registered Matters, etc. (**Address Non-disclosure System**).

This Address Non-disclosure System is currently not available to executive managers of limited liability companies (*Godo Kaisha*) or equivalent representatives of other types of legal entities.

### Points to consider with regard to the Address Non-disclosure System

The following points should be taken into consideration by Kks when deciding whether to apply under the Address Non-disclosure System.

#### 1. Greater possibility of failing to register address changes

It should be noted that even where the Address Non-disclosure System is used, a KK is still obligated to provide the full addresses of its Representative Directors, etc. in its applications for registration of changes in its registered matters. The KK must confirm that its registered matters contain the most recent addresses for the Representative Directors, etc. each time it registers any change in them. If the KK is using the Address Non-disclosure System, it will be unable to confirm the accuracy of these addresses from the registered matters alone. Kks should therefore take care to ensure that they register any change in the residential address of a Representative Director, etc.

#### 2. Necessity of documentation certifying the full residential addresses of Representative Directors, etc.

Where the Address Non-disclosure System is used, a KK's Certificate of Registered Matters, etc. will not contain the full residential addresses of the Representative Directors, etc. This will have certain impacts on the KK's business activities. For example, financial institutions usually require Kks to submit Certificates of Registered Matters, etc. before loaning them funds or allowing them to open bank accounts. Certificates of Registered Matters, etc. also may be used in real estate transactions. If the Certificates of Registered Matters, etc. do not contain the full residential addresses of the KK's Representative Directors, etc., they may not be accepted by counterparties in these transactions.

The possibility of these issues should therefore be confirmed by a KK before it applies for the Address Non-disclosure System.

#### 3. Address Non-disclosure System not retroactive

The Address Non-disclosure System is applicable only to addresses to be recorded in a KK's registered matters at the time of its application and has no retroactive effect. This means, for example, that where the Address Non-disclosure System is used for the first time when a Representative Director, etc. is reappointed, the Certificates of Registered Matters, etc. will continue to contain the full residential address recorded at the time of the Representative Director, etc.'s initial appointment.

#### 4. Necessity of filing additional applications to continue to use the Address Non-disclosure System

Changes in a KK's registered matters unrelated to the residential addresses of Residential Directors, etc. (e.g., head office address change, reappointment of a Representative Director, etc. whose address has not changed) can be registered without submitting a new application under the Address Non-disclosure System. A new application does need to be submitted, however, to allow for continued non-disclosure of the new residential address of a Representative Director, etc. where their address has changed.

#### 5. Termination of Address Non-disclosure System and possible provision of address information to governmental offices and other parties

The registrar will terminate an Address Non-disclosure System application ex officio where the applicant KK so requests, is found not to have a valid head office location at the address it has registered or has been de-listed where it was formerly a listed company. An application will also be terminated in the event that a closed registration record needs to be reopened (e.g., where unliquidated assets are discovered after registration of a KK's liquidation). In addition, third parties can request termination of a KK's Address Non-disclosure System application by providing documentation to the registrar showing that a KK does not have a valid head office location at the address it has provided in its registered matters. In such a case, the registrar will send a notice to the KK's purported head office location and terminate the KK's application if the KK fails to respond to the notice within a certain period of time. The registrar may also provide the full residential addresses of Representative Directors, etc. subject to the Address Non-disclosure System upon request from a governmental office, etc. Finally, any person with a statutory interest (e.g., a party to a lawsuit, etc.) may inspect the annexes to a KK's registered matters in which the full residential addresses are recorded.

### Timing of procedures

A KK may submit its application for the Address Non-disclosure System at the same time as its application for registration of any of the following where the registration of a new address for a Representative Director, etc. is needed:

- the KK's establishment
- appointment of a Representative Director, etc.
- change in the residential address of a Representative Director, etc.

An application for the Address Non-disclosure System may also be submitted along with one of the following registrations where the address of a Representative Director, etc. has already been registered and is not being changed:

- reappointment of a Representative Director, etc.
- new head office address in another jurisdiction

### Necessary documents

An application for the Address Non-disclosure System must be accompanied by different documents depending on whether the applicant is a listed or unlisted KK. Please contact us for details on the preparation of the relevant documents.

#### Listed KK

- Document certifying that the KK is listed

#### Non-listed KK

- Document showing that a certified letter addressed to the KK was duly received at the KK's registered head office location
- Certificates from the mayors of municipalities, etc. in which the residential addresses of the Representative Directors, etc. are located stating the names and addresses of the Representative Directors, etc.
- Document certifying the identity of the beneficial owner of the KK

End

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## Contact Us



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