# 農業法人に対する投資の円滑化に関する特別措置法 Act on Special Measures for Facilitating Investment in Agricultural Corporations

(平成十四年五月二十九日法律第五十二号) (Act No. 52 of May 29, 2002)

(目的)

(Purpose)

- 第一条 この法律は、農業法人に対する投資の円滑化を図るための特別の措置を講ずることにより、農業法人の自己資本の充実を促進し、その健全な成長発展を図り、もって農業の持続的な発展に寄与することを目的とする。
- Article 1 The purpose of this Act is to promote the increase in equity capital of agricultural corporations by facilitating their steady growth and development, and thereby contributing to the sustainable development of agriculture, by taking special measures to facilitate investment in agricultural corporations.

(定義)

(Definitions)

- 第二条 この法律において「農業法人」とは、農事組合法人、株式会社又は持分会社 (会社法(平成十七年法律第八十六号)第五百七十五条第一項に規定する持分会社を いう。)であって、農業を営むものをいう。
- Article 2 (1) The term an "agricultural corporation" as used in this Act means an agricultural producers' cooperative corporation, stock company or membership company (meaning a membership company specified in paragraph (1) of Article 575 of the Companies Act (Act No. 86 of 2005)) that engages in agriculture.
- 2 この法律において「農業法人投資育成事業」とは、次に掲げる事業をいう。
- (2) In this Act, "businesses that foster investment in agricultural corporations" means businesses set forth in the following items:
  - 一 農業法人の持分、株式、新株予約権又は新株予約権付社債等(新株予約権付社債 及びこれに準ずる社債として農林水産省令で定めるものをいう。以下同じ。)の取 得及び保有
  - (i) acquisition and holding of equity capital, shares, share options, or bonds with share options, etc. (meaning those specified by Order of the Ministry of Agriculture, Forestry and Fisheries as bonds with share options and bonds equivalent thereto, the same applies hereinafter) in agricultural corporations;
  - 二 前号の規定によりその持分、株式、新株予約権又は新株予約権付社債等を保有している農業法人に対して経営又は技術の指導を行う事業
  - (ii) business that provides management or technical guidance to agricultural

corporations that hold equity capital, shares, share options, or bonds with share options, etc. pursuant to the provisions of the preceding item.

(事業計画の承認)

### (Approval of Business Plans)

- 第三条 農業法人投資育成事業を営もうとする株式会社(農業法人投資育成事業を営む株式会社を設立しようとする者を含む。)は、当該農業法人投資育成事業に関する計画(以下「事業計画」という。)を作成し、これを農林水産大臣に提出して、その事業計画が適当である旨の承認を受けることができる。
- Article 3 (1) A stock company that intends to operate a business that fosters investment in agricultural corporations (including a person intending to establish a stock company to operates a business that fosters investment in agricultural corporations) may prepare a plan for the business that fosters investment in agricultural corporations (hereinafter referred to as a "business plan"), and submit it to the Minister of Agriculture, Forestry and Fisheries, and obtain approval from the minister who deemed the business plan appropriate.
- 2 事業計画には、次に掲げる事項を記載しなければならない。
- (2) A business plan must include the following particulars:
  - 一 持分又は株式の取得の対象とする農業法人の選定の基準、持分又は株式の取得の際の評価の基準、持分又は株式の取得の限度、持分又は株式の保有期間及び持分又は株式の処分の方法
  - (i) the criteria for selecting agricultural corporations whose equity capital or shares are to be acquired; the criteria for capital equity or share valuation during the acquisition process; the limits for the acquisition of equity capital or shares; the holding period for equity capital or shares; and the method to dispose of equity capital or shares;
  - 二 新株予約権の取得の対象とする農業法人の選定の基準、新株予約権の内容に関する基準、新株予約権の取得の限度及び新株予約権の行使の時期
  - (ii) the criteria for selecting agricultural corporations whose share options are to be acquired; the criteria for the details of share options, the limits for acquisition of share options; and the time to exercise share options;
  - 三 新株予約権付社債等の取得の対象とする農業法人の選定の基準、新株予約権付社 債等の取得の限度及び新株予約権付社債等の償還期限に関する基準並びに新株予約 権付社債にあっては、当該社債に付された新株予約権の内容に関する基準及び新株 予約権の行使の時期
  - (iii) the criteria for the details of share options added to the bonds and the time to exercise share options regarding the criteria for selecting agricultural corporations whose bonds with share options, etc. are to be acquired; the criteria for the limits for the acquisition of bonds with share options, etc. and redemption date of bonds with share options, etc.; and bonds with share

options;

- 四 前条第二項第二号に掲げる事業に係る手数料
- (iv) fees related to the business set forth in item (ii) of paragraph (2) of the preceding Article.
- 3 農林水産大臣は、第一項の承認の申請があった場合において、その事業計画が次の 各号のいずれにも適合するものであると認めるときは、その承認をするもの とする。
- (3) When a request for approval referred to in paragraph (1) is filed, the Minister of Agriculture, Forestry and Fisheries is to approve the request if the minister finds that the business plan meets all the criteria set forth in the following items:
  - 一 その事業計画に係る農業法人投資育成事業が農業法人の自己資本の充実を図る上で有効かつ適切なものであること。
  - (i) the business that fosters investment in agricultural corporations related to the business plan is effective and appropriate for the increase in equity capital of agricultural corporations;
  - 二 その事業計画に係る農業法人投資育成事業が農業法人の健全な成長発展に資する ものであること。
  - (ii) the business that fosters investment in agricultural corporations related to the business plan contributes to the steady growth and development of agricultural corporations;
  - 三 その事業計画が当該農業法人投資育成事業を円滑かつ確実に遂行するために適切なものであること。
  - (iii) the business plan is appropriate to execute the business that fosters investment in agricultural corporations in a smooth and steady way.

(事業計画の変更)

(Change of the Business Plans)

- 第四条 前条第一項の承認を受けた者(その者の設立に係る同項の株式会社を含む。) は、当該承認に係る事業計画を変更しようとするときは、農林水産大臣の承認を受け なければならない。
- Article 4 (1) A person who has obtained the approval referred to in paragraph (1) of the preceding Article (including a stock company related to the establishment by the person referred to in that paragraph) must obtain the approval from the Minister of Agriculture, Forestry and Fisheries if the person intends to change the business plan pertaining to the approval.
- 2 前条第三項の規定は、前項の承認について準用する。
- (2) The provisions of paragraph (3) of the preceding Article apply mutatis mutandis to the approval referred to in the preceding paragraph.

(報告の徴収)

(Collection of Reports)

- 第五条 農林水産大臣は、第三条第一項の承認を受けた株式会社(同項の承認を受けた 者の設立に係る同項の株式会社を含む。以下「承認会社」という。)に対し、農業法 人投資育成事業の実施状況について報告を求めることができる。
- Article 5 The Minister of Agriculture, Forestry and Fisheries may request a stock company that has obtained the approval referred to in Article 3, paragraph (1) (including a stock company related to the establishment by a person who has obtained approval referred to in that paragraph; hereinafter referred to as an " authorized company") to make a report on the implementation status of the business that fosters investment in agricultural corporations.

(改善命令)

(Order to Improve Operations)

- 第六条 農林水産大臣は、承認会社が第三条第一項の承認に係る事業計画(第四条第一項の規定による変更の承認があったときは、その変更後のもの。以下「承認 事業計画」という。)に従って農業法人投資育成事業を営んでいないと認めるときは、当該承認会社に対し、相当の期限を定めて、その改善に必要な措置を執るべきことを命ずることができる。
- Article 6 If the Minister of Agriculture, Forestry and Fisheries finds that a company approved by the minister fails to operate a business that fosters investment in agricultural corporations in accordance with the business plan pertaining to the approval referred to in Article 3, paragraph (1) (if a change under the provisions of Article 4, paragraph (1) has been approved, the revised business plan; hereinafter referred to as the "approved business plan"), the Minister of Agriculture, Forestry and Fisheries may give an order to the authorized company to take the measures necessary for the improvement, by specifying an appropriate period of time.

(事業計画の承認の取消し)

(Revocation of Approval of Business Plans)

- 第七条 農林水産大臣は、承認会社が前条の規定による命令に違反したときは、第三条 第一項の承認を取り消すことができる。
- Article 7 The Minister of Agriculture, Forestry and Fisheries may revoke the approval referred to in Article 3, paragraph (1), if an authorized company violates an order under the provisions of the preceding Article.

(株式会社日本政策金融公庫法の特例)

(Special Provisions for the Japan Finance Corporation Act)

第八条 株式会社日本政策金融公庫は、株式会社日本政策金融公庫法(平成十九年法律 第五十七号)第十一条に規定する業務のほか、農業法人に対する民間の投資を補完す るため、承認会社が承認事業計画に従って農業法人投資育成事業を営むのに必要な資 金の出資の業務を行うことができる。

- Article 8 (1) In addition to the services specified in Article 11 of the Japan Finance Corporation Act (Act No. 57 of 2007), in order to fill the shortfall in investments, the Japan Finance Corporation may provide the service to provide funds necessary for authorized companies to operate a business that fosters investment in agricultural corporations in accordance with the approved business plan.
- 2 前項に規定する資金の出資は、当該出資に係る農業法人投資育成事業からの配当の 支払を可能とする利益の発生が確実であると認められる場合に限り、農林水産大臣及 び財務大臣の認可を受けて行うことができるものとする。
- (2) The funds specified in the preceding paragraph may be provided after obtaining the approval from the Minister of Agriculture, Forestry and Fisheries and the Minister of Finance, only if it is obvious that the business that fosters investment in agricultural corporations related to the investment certainly makes profits to pay dividends.
- 3 第一項の規定により株式会社日本政策金融公庫が行う同項に規定する資金の出資についての株式会社日本政策金融公庫法第十一条第一項第六号、第十二条第一項、第三十一条第二項第一号ロ、第四十一条第二号、第五十八条、第五十九条第二項、第六十四条第一項第四及び第七十三条第三号の規定の適用については、同法第十一条第一項第六号中「掲げる業務」とあるのは「掲げる業務及び農業法人に対する投資の円滑化に関する特別措置法(以下「特別措置法」という。)第八条第一項に規定する業務」と、同法第十二条第一項中「掲げる業務」とあるのは「掲げる業務及び特別措置法第八条第一項に規定する業務」と、同法第三十一条第二号の方十四条第二項第四号中「同項第五号」とあるのは「特別措置法第八条第一項に規定する業務並びに第十一条第一項第五号」と、同法第五十八条及び第五十九条第一項中「この法律」とあるのは「この法律、特別措置法」と、同法第七十三条第三号中「第十一条」とあるのは「第十一条及び特別措置法第八条第一項」とする。
- (3) With regard to the application of the provisions of Article 11, paragraph (1), item (vi); Article 12, paragraph (1); Article 31, paragraph (2), item (i) (b); Article 41, item (ii); Article 58; Article 59, paragraph (1); Article 64, paragraph (1), item (iv); and Article 73, item (iii) of the Japan Finance Corporation Act to the funds provided by the Japan Finance Corporation specified in paragraph (1) pursuant to the provisions of that paragraph, the phrase "service set forth in..." in Article 11, paragraph (1), item (vi) of that Act is deemed to be replaced with "service set forth in ...and service specified in Article 8, item (i) of the Act on Special Measures for Facilitating Investment in Agricultural Corporations (hereinafter referred to as the "Act on Special Measures"); the phrase "service set forth in..." in Article 12, paragraph (1) of that Act is deemed to be replaced with "service set forth in ...and service specified in Article 8, paragraph (1) of the Act on Special Measures," the phrase "item (v) of that paragraph" in Article 31, paragraph (2), item (i) (b); Article 41, item (ii); and Article 64, paragraph

(2), item (iv) of that Act is deemed to be replaced with "service specified in Article 8, paragraph (1) of the Act on Special Measures and Article 11, paragraph (1), item (v)," the term "this Act" in Article 58 and Article 59, paragraph (1) of that Act is deemed to be replaced with "this Act, the Act on Special Measures," and the term "Article 11" in Article 73, item (iii) of that Act is deemed to be replaced with "Article 11 and Article 8, paragraph (1) of the Act on Special Measures."

### (農業協同組合法の特例)

### (Special Provisions for the Agricultural Cooperatives Act)

第九条 承認会社が承認事業計画に従って農業法人投資育成事業を営む場合における当該承認会社についての農業協同組合法(昭和二十二年法律第百三十二号)第七十二条の十第一項の規定の適用については、同項中「次に掲げる者」とあるのは、「次に掲げる者及び当該農事組合法人に農業法人に対する投資の円滑化に関する特別措置法第六条に規定する承認事業計画に従つて同法第二条第二項に規定する農業法人投資育成事業に係る投資を行つた同法第五条に規定する承認会社」とする。

Article 9 With regard to the application of the provisions of Article 72-10, paragraph (1) of the Agricultural Cooperatives Act (Act No. 132 of 1947) to an authorized company in the case where the authorized company operates a business that fosters investment in agricultural corporations in accordance with an approved business plan, the phrase the "following persons" in that paragraph is deemed to be replaced with the phrase the "following persons and an authorized company specified in Article 5 of the Act on Special Measures for Facilitating Investment in Agricultural Corporations, which has invested in a business that fosters investment in agricultural corporations specified in Article 2, paragraph (2) of that Act, in accordance with an approved business plan specified in Article 6 of that Act."

#### (農地法の特例)

#### (Special Provisions for the Cropland Act)

第十条 承認会社であって、地方公共団体、農業協同組合、農業協同組合連合会又は農林中央金庫がその総株主の議決権の過半数を有しているものが、承認事業計画に従って農業法人投資育成事業を営む場合における当該承認会社についての農地法(昭和二十七年法律第二百二十九号)第二条第三項第二号の規定の適用については、同号中「次に掲げる者」とあるのは、「次に掲げる者及びその法人に農業法人に対する投資の円滑化に関する特別措置法第六条に規定する承認事業計画に従つて同法第二条第二項に規定する農業法人投資育成事業に係る投資を行つた同法第五条に規定する承認会社」とする。

Article 10 With regard to the application of the provisions of Article 2, paragraph (3), item (ii) of the Cropland Act (Act No. 229 of 1951) to an authorized company, in the case where the authorized company of which

majority of all stockholders' voting rights is held by local governments, agricultural cooperatives, the National Federation of Agricultural Associations, or the Norinchukin Bank operates a business that fosters investment in agricultural corporations in accordance with an approved business plan, the phrase the "following persons" in that item is deemed to be replaced with the "following persons and an authorized company specified in Article 5 of the Act on Special Measures for Facilitat Investment in Agricultural Corporations, that has invested in the business that fosters investment in agricultural corporations specified in paragraph (2) of Article 2 of that Act, in accordance with an approved business plan specified in Article 6 of that Act."

(罰則)

(Penal Provisions)

- 第十一条 第五条の規定による報告をせず、又は虚偽の報告をした場合には、その違反 行為をした承認会社の役員又は職員は、三十万円以下の罰金に処する。
- Article 11 (1) If an authorized company fails to submit a report under the provisions of Article 5 or makes a false report, an officer or employee of the authorized company who committed the violation is punished by a fine of not more than 300,000 yen.
- 2 承認会社の代表者又は承認会社の代理人、使用人その他の従業員が、その承認会社の業務に関し、前項の違反行為をしたときは、行為者を罰するほか、その承認会社に対して同項の刑を科する。
- (2) When a representative, agent, employee or any other worker of an authorized company has committed the violation referred to in the preceding paragraph with regard to the business of the authorized company, the offender is punished and in addition to this, the authorized company is punished by the penalty referred to in that paragraph.

#### 附 則 〔抄〕

### Supplementary Provisions [Extract]

(施行期日)

(Effective Date)

- 第一条 この法律は、公布の日から起算して三月を超えない範囲内において政令で定める日から施行する。
- Article 1 This Act comes into effect as of a day specified by Cabinet Order within a period not exceeding three months from the date of its promulgation.

(公庫の予算及び決算に関する法律の一部改正)

(Partial Amendment to the Act on the Budget and Account Settlement of Public Financial Corporations)

- 第二条 公庫の予算及び決算に関する法律(昭和二十六年法律第九十九号)の一部を次のように改正する。
- Article 2 The Act on the Budget and Account Settlement of Public Financial Corporations (Act No. 99 of 1951) is partially amended as follows:

第五条第三項中「配当金」の下に「(農林漁業金融公庫及び沖縄振興開発金融公庫の場合に限る。)」を加える。

The phrase "(limited to the case of the Agriculture, Forestry and Fisheries Finance Corporation and the Okinawa Development Finance Corporation)" is added after the "dividends" in Article 5, paragraph (3).

## 附 則 〔平成十七年七月二十六日法律第八十七号〕〔抄〕 Supplementary Provisions [Act No. 87 of July 26, 2005] [Extract]

この法律は、会社法の施行の日から施行する。

This Act comes into effect as of the effective day of the Companies Act.

# 附 則 〔平成十九年五月二十五日法律第五十八号〕〔抄〕 Supplementary Provisions [Act No. 58 of May 25, 2007] [Extract]

この法律は、平成二十年二十月一日から施行する。

This Act comes into effect as of October 1, 2008.

# 附 則 〔平成二十一年六月二十四日法律第五十七号〕〔抄〕 Supplementary Provisions [Act No. 57 of June 24, 2009] [Extract]

(施行期日)

(Effective Date)

第一条 この法律は、公布の日から起算して6月を超えない範囲内において政令で定める日から施行する。

Article 1 This Act comes into effect on the day specified by Cabinet Order within a period not exceeding six months from the date of its promulgation.

# 附 則 〔平成二十三年五月二日法律第三十九号〕〔抄〕 Supplementary Provisions [Act No. 39 of May 2, 2011] [Extract]

(施行期日)

(Effective Date)

第一条 この法律は、公布の日から施行する。ただし、第五条第一項及び第四十七条並びに附則第二十二条から第五十一条までの規定は、平成二十四年四月一日から施行する。

Article 1 This Act comes into effect as of the day of its promulgation; provided,

however, that the provisions of paragraph (1) of Articles 6 and 47 and the provisions of Articles 22 through 51 of the Supplementary Provisions come into effect as of April 1, 2012.