Partner

Hirohiko Ikeda

Osaka Bar Association, Japan Federation of Bar Associations (1987)
New York State Bar Association (1992)
Location
Osaka Office

Practice Areas

Corporate and M&A

General Corporate Practice / Corporate Litigations, Disputes and D&O Liabilities / M&A, Reorganization, and Business Alliance / Corporate Governance/Shareholders Meeting

Risk Management & Compliance

Corporate Investigation / Product Liability / Corporate Investigation / Bribery, Financial and Governmental Regulations / Global Compliance

Intellectual Property Law

Unfair Competition

Dispute Resolution

Corporate Litigations, Disputes and D&O Liabilities / Product Liability / International Dispute Resolution / International Arbitration

International Practice

International Commercial Contracts / International Dispute Resolution / International Arbitration

Energy and Infrastructure

Electricity / Gas

Life Science, Pharmaceutical and Healthcare

Health and Nursing Care / Dispute Resolution / Crisis Management / M&A / Cosmetics & Health/Beauty Care Products

Major Cases Handled

* Names of the parties and products involved are disclosed only for cases publicly known as being handled by our firm.

1. M&A
(1) Acquisition by a precision equipment manufacturer of a medical equipment manufacturer (Counsel to the acquiring company)
(2) Transfer by an electronics manufacture of its shares in its logistics-related subsidiary to a transportation company (Counsel to the transferring company)
(3) Transfer by an electronics manufacture of its shares in its international trade-related subsidiary to a transportation company (Counsel to the transferring company)
(4) Acquisition by a Japanese textile manufacturer of a German manufacturer of textile products for medical equipment (Counsel to the acquiring company)
(5) Acquisition by a Japanese textile manufacturer of a Spanish manufacturer of medical reagents, etc. (Counsel to the acquiring company)
(6) Acquisition by a Japanese rubber product manufacturer of a Swiss manufacturer of rubber products for medical equipment (Counsel to the acquiring company)
(7) Integration of housing related business of an electronics manufacturer and a car manufacturer

2. Hostile Takeover Cases
(1) Livedoor Co., Ltd. v. Nippon Broadcasting System, Inc. – Petition for a provisional disposition for injunction of the issuance of stock options (Counsel to the shareholders)
(2) Petition for a provisional disposition for injunction of Nireco Corporation ' s issuance of stock options (Counsel to the shareholders)
(3) Hostile takeover by the Murakami Fund of the Hanshin Electric Railway Co., Ltd. (Counsel to the company)
(4) Proposal of management integration by Rakuten, Inc. to TBS (Counsel to the shareholders)

3. Petitions to Fix Share Purchase Prices
(1) Rakuten, Inc. v. TBS - Petition to determine the share purchase price (Counsel to the shareholders)
(2) Petition to determine the purchase price of the shares of Sunstar, Inc. for its MBO (Counsel to the company)
(3) Petition to determine the purchase price of the shares of Panasonic Electric Works Co., Ltd. to make the company a wholly-owned subsidiary of Panasonic Corporation (Counsel to the company)

4. Derivative Suits
(1) Rakuten, Inc. v. TBS – Petition for a provisional disposition on a claim for inspection of account books, etc., and the relevant suit (Counsel to the shareholders)
(2) Shareholder ' s derivative lawsuit filed on the ground that the directors are allegedly in breach of their duty to monitor and construct a risk management system with respect to the alleged misconduct by employees (Counsel to the company)
(3) Petition for permission to inspect and copy the minutes of the board meetings, which was filed in support of the filing of a derivative suit (Counsel to the company)

5. Shareholders Meetings
(1) Action for revocation of the shareholder resolutions filed by a shareholder who sent an advance letter of questions (jizen shitsumon jyo), alleging that the directors failed to fulfill their accountability at the meeting, and that the order of the chair of the meeting to leave the place of the meeting (taijyo meirei) was significantly unfair (Counsel to the company)

6. Product Liability
(1) Mediation of claim for damages filed based on an allegation that a fire broke out from a refrigerator (Counsel to the manufacturing company)
(2) Litigation of claim for damages filed based on an allegation that a fire broke out from a fan heater (Counsel to the manufacturing company)
(3) Litigation of claim for damages filed in the United States based on an allegation that a factory worker in the United States got injured due to a defect in a machine tool (Counsel to the manufacturing company)
(4) Litigation of claim for damages filed based on the damages allegedly caused by an adverse effect of an anticancer drug for lung cancer called " IRRESA " (Counsel to the manufacturing company)
(5) Litigation of claim for damages filed by an athlete based on an allegation that he was sanctioned for an anti-doping violation due to components of other compounds contaminating a gastrointestinal drug (Counsel to the manufacturing company)

7. Fraud Investigation
(1) False representation of product performance, falsification of data and the like by a manufacturing company
(2) Unauthorized disclosure of a manufacturing company ' s confidential information to its competitor
(3) Off-balance sheet payment of sales incentives by a manufacturing company ' s overseas sales headquarters
(4) Window-dressing of accounts by a manufacturing company ' s overseas subsidiary
(5) Embezzlement by an employee of a financial institution
(6) Embezzlement by an accounting employee of a manufacturing company
(7) Harassment by a top management of a manufacturing company
(8) Circular transaction by a trading company

Education & Professional Experience

1994 - Present
Partner, Oh-Ebashi LPC & Partners, Osaka, Japan

September 1991 - September 1992
Weil, Gotshal & Manges, New York

1991
University of Virginia School of Law (LL.M.)

April 1987 -
Oh-Ebashi LPC & Partners, Osaka, Japan

1983
Chuo University (LL.B.)

Activities

2026 - present
Independent Corporate Auditor, Fujitec Co., Ltd.

2023 - present
Outside Director, Audit and Supervisory Committee member, The Kyoto Shimbun Holdings Co., Ltd.

2022 - 2026
Outside Director, Audit and Supervisory Committee member, Fuji Oil Co., Ltd.

2018 - present
Mediator, The Japan Commercial Arbitration Association

2017 - present
Auditor, Takeda Science Foundation

2020 - 2022
Independent Corporate Auditor, Fuji Oil Holdings Inc.

2011 - 2017
Independent Corporate Auditor, Yamaha Corporation

2012 - 2015
Committee member, Research Project on Disclosure of Corporate Information in the Asia-Pacific Region, Research and Training Institute of the Ministry of Justice

2009 - 2012
Committee member, Research Project on Audit System in the Asia-Pacific Region, Research and Training Institute of the Ministry of Justice

2006 - 2009
Committee member, Research Project on Shareholders' Derivative Suits in the Asia Region, Research and Training Institute of the Ministry of Justice

2004 - 2006
Committee member, International Corporate Law Research Project, Research and Training Institute of the Ministry of Justice

2019 - 2021
Committee member, Disciplinary Committee, Osaka Bar Association

2002, 2004
Executive committee member, Osaka Bar Association

1999 - 2006
Vice Chairman, International Committee, Osaka Bar Association

2011 - 2015
Lecturer, Nagoya University School of Law (Subject: I nternational Corporate Affairs)

2004 - 2010
Lecturer, Doshisha University School of Law (Subjects: Corporate Governance, M&A and Corporate Law)

2010 - 2026
Visiting Professor, Osaka University School of Law (Subject: Corporate Governance)

2004 - 2009
Lecturer, Osaka University School of Law (Subject: Corporate Governance)

1999
Lecturer, Kobe University, Faculty of Law, LL.M. course

1998 - 2005
Lecturer, Kyushu University, Faculty of Law, LL.M. course

Publications

2006.10	Matters of Note Regarding the Companies Act When Restructuring Corporate Groups
2006.02	Important and Timely Commentary on the Proposed Companies Act Drafted by the Ministry of Justice: Corporate Reorganization
2005.06	The Increased Applicability of Corporate Reorganization
2005.05	The Roles and Responsibilities of Outside Directors
2005.01	How the UFJ Case Will Affect M&A Practices

2005.01	Q&A: What Should Be Done? Incorporation via Company Split: Should Post-Formation Restrictions Apply?
2004.11	M&A Practices that Increase the Effectiveness of an Exclusive Right to Negotiate
2004.02	Flexible Corporate Reorganization Enabled by Multiple Choices
2003.06	Written Resolutions in Annual Shareholders ' Meetings
2003.02	An Easy-to-Understand Approach to the Companies Act
2000.12	A Practitioner ' s Perspective of the Corporate Reorganization Legislation: From the Standpoint of Protecting Shareholders and Creditors
2000.07	Q & A on the Amendment of the Commercial Code
2000.07	Highlights of the Amendments to the Laws Concerning Demergers: Types, Effects and Framework
2000.06	Whether " Unfettered Decision-Making " Behind Closed Doors Benefits Companies: A Reaction to the Supreme Court ' s Decision Regarding Kashidashi Ringisho

Seminars/Lectures

2016.03.23	Matters of Note in Preparation for This Year's Shareholders' Meeting
2015.09.24	As a Counsel Representing Defendants/Companies in Shareholders' Derivative Suits - Mainly on the Grounds for the Liability of Directors and Company Auditors in Shareholders' Derivative Suits and the Legal Practice of Companies in Dealing Therewith
2015.03.18	Business Law Forum "Points to Note in Preparing for This Year's Shareholders' General Meetings"
2015.03	Matters of Note in Preparation for This Year's Shareholders' Meeting
2015.03	Practice of Advising how to operate general shareholders' meeting
2014.03.25	Matters of Note in Preparation for This Year's Shareholders'Meeting
2013.03	Matters of Note in Preparation for This Year's Shareholders'Meeting
2012.03.12	Matters of Note in Preparation for This Year's Shareholders'Meeting
2011.03.16	Practical Matters of Note for This Year's Shareholders' Meeting
2011.03.07	Matters of Note in Preparation for This Year's Shareholders' Meeting
2011.02.09	On the Legislative Review of the Companies Act
2010.03.23	Matters of Note for This Year's Shareholders' Meeting
2009.10.21	Stock Appraisal Rights: Disputes over the Calculation of an Equitable Price When Faced with an Appraisal Demand from Opposing Shareholders
2009.03.25	Matters of Note for This Year's Shareholders' Meeting
2009.03.19	Matters of Note in Preparation for This Year's Shareholders' Meeting
2008.11.26	Practical Issues Concerning Future Takeover Defenses: Based on the Corporate Value Study Group Report
2008.04.16	Handling of the Exercise of Stockholder Proposal Rights
2008.03.12	The Pros and Cons of Introducing Hostile Takeover Defenses, Corporate Defenses Symposium
2008.03.11	Matters of Note in Preparation for This Year's Shareholders' Meeting
2007.10.23	Takeover Defenses Case Study - Analysis of the Court Order of the Bull-Dog Sauce Case
2007.04.27	Practical Matters of Note for This Year's Shareholders' Meeting
2007.03.14	Matters of Note in Preparation for This Year's Shareholders' Meeting
2006.05.31	Introduction of a Rights Plan as a Pre-Warning Type of Takeover Defense: Architecture and Legal Considerations for Its Introduction

2006.05.15	Matters of Note for Shareholders' Meetings in 2006: Practical Issues Regarding the Companies Act
2006.05.09	How the New Companies Act Will Change Corporate Management
2006.03.16	Matters of Note in Preparation for This Year's Shareholders' Meeting
2005.11.16	Recent Trends of Takeover Defenses
2005.10.31	Recent Trends of Hostile Takeover Defenses and Matters of Note for Audits by Corporate Auditors
2005.10.18	Effects of the Modernization of the Commercial Code on Takeover Defenses
2005.09.30	Hostile Takeover Defenses
2005.09.09	Recent Trends of Takeover Defenses
2005.07.12	Recent Trends Relating to Hostile Takeover Defenses
2005.03.28	Matters of Note in Preparation for This Year's Shareholders' Meeting
2004.11.30	Recent M&A Trends and Practical Measures - Based on the UFJ-Sumitomo Trust Case
2004.05.17	Last-Minute Measures for Shareholders' Meetings
2004.03.23	Practical Measures for Shareholders Meetings' in 2004
2004.03.08	Matters of Note in Preparation for This Year's Shareholders' Meeting
2004.02.23	Proper Course of Business Mergers and Corporate Reorganizations from a Legal Perspective
2003.03.14	Matters of Note in Preparation for This Year's Shareholders' Meeting
2003.03.07	Practical Measures for Shareholders' Meetings in 2003
2002.12.06	Legal Risk Management - Lessons from Recent Cases, Legal Risk Management Seminar
2002.11.29	The Revisions to the Stock System
2002.05.09	Deliberation from a Practical Standpoint of the Proposed Bill to Partially Amend the Commercial Code
2002.04.18	2001 Amendment of the Commercial Code and Shareholders' Meeting Practices
2002.01.22	Amendment of the Commercial Code and Practical Measures Concerning Corporate Governance
2001.12.21	Revisions to the Stock System and Corresponding Strategic Practices
2001.12.14	M&A and Corporate Reorganization Strategies and Applicable Laws and Regulations
2001.03.30	Corporate Reorganization Legislation and Shareholders/Creditors
2000.12.14	Business Restructuring and Subsidiary Management
2000.10.16	U.S. Corporate Law Practices: With a Focus on Delaware State Law
2000.10.05	Demerger Provisions and M&A Trends from the Perspective of Creditor Protection Procedures
2000.06.30	Corporate Governance in Japan
1999.12.21	Various Practical Issues in Stock Swaps and Equity Transfers
1999.10.29	Amendment of Code of Civil Procedure and Product Liability Cases
1998.02.26	The Amended Code of Civil Procedure and Corporate Legal Practices
1997.10.15	Recent M&A Deals
1994.09.16	Regarding the Zapata Corp v. William Maldonado Case

Awards

Awarded Who's Who Legal Japan 2023, "Global Guide / Life Sciences - Product Liability"
Awarded Who's Who Legal Japan 2023, "National Guide / Japan - Life Sciences" "National Guide / Japan - Product Liability Defense"
Awarded Who's Who Legal Japan 2022, "National Guide / Japan - Product Liability Defence"
Awarded Who's Who Legal Japan 2021, "National Guide / Japan - Litigation" "National Guide / Japan - Product Liability Defence"
Awarded “ LAWYER OF THE YEAR 2022 in International Business Transactions ” by Best Lawyers
Awarded “ LAWYER OF THE YEAR 2019 in Corporate and M&A Law ” by Best Lawyers

Languages

Japanese and English