

Counsel

# Kayoko Naito

Daini Tokyo Bar Association, Japan Federation of Bar Associations (1985)
New York State Bar Association (1990)
Location
Tokyo Office

## Practice Areas

### Finance and Insurance

Banking and Derivatives / Fund/Investment Management / Financial Regulations / Venture Capital and Venture Finance / Acquisition Finance / Capital Markets / Project Finance / Structured Finance

### International Practice

International Commercial Contracts / International Dispute Resolution / Asia/Emerging Countries Desk / North America / Vietnam

### Corporate and M&A

General Corporate Practice / General Corporate Practice / Private Equity / Corporate Governance/Shareholders Meeting / Venture and Startup Support / ESG and Sustainability

### Risk Management & Compliance

Corporate Investigation / Global Compliance / Business and Human Rights

### Dispute Resolution

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

### Industries

Real Estate

### Energy and Infrastructure

Renewable Energy / Electricity / Gas

### Pro Bono Practice

International Pro Bono Practice

### Sustainability and ESG

Sustainability Governance / Business and Human Rights

## Professional Summary

Kayoko Naito has extensive knowledge and experience in the areas of the Financial Instruments and Exchange Act and financial transactions. Among other things, she has been involved in bank transactions including derivatives and loans, establishments of partnerships such as venture capitals and investment funds, and finance transactions relating to M&As including those overseas. Besides, in response to the confidence of numerous domestic and overseas company clients, she provides advice on a broad range of issues relating not only to the Companies Act but also to shareholders ' general meetings and risk management.
Furthermore, with her experiences in cases on investments in Asian countries and the United States, she has deep expertise in the laws on investments and enterprises of Asian countries including but not limited to Vietnam.

She also contributes to educational activities by teaching a course on overseas investments at a law school in Japan and a class on business-related laws at unversities in Vietnam.

## Education & Professional Experience

2004-present
Oh-Ebashi LPC & Partners
2019.01- Counsel
2004.09-2018.12 Partner

1991-2004
Mitsui, Yasuda, Wani & Maeda

1989-1990
Davis Polk & Wardwell, New York

1985-1991
Hamada & Matsumoto

Columbia University School of Law (LL.M.)

Kyoto University (LL.B.)

## Activities

2018-2022
Outside Director, Sojitz Corporation

2017-present
Supervisory Officer, Tokyo Infra Energy Toshihojin(Listing on the Infrastructure Fund Market of the Tokyo Stock Exchange)

2016-present
Member of the Japan-Mekong Business Cooperation Committee, Japan Chamber of Commerce and Industry (JCCI)

2014-2025
Lecturer, Ritsumeikan University School of Law

2022
Guest Lecturer (Asian Business Laws: Compliance) of Business Law Department, Hitotsubashi University Graduate School of Law

2023-
Lecturer (Law and Business), Vietnam Japan University (Hanoi)

2021-present
Auditor, NSK Scholarship Foundation

2018-present
President, Research Institution of Laws of Asia-Pacific Regions(RILAP)

2016-present
Small and Medium Enterprises Outbound Legal Support Lawyer of the Japan Federation of Bar Associations

2010-present
Inter-Pacific Bar Association (IPBA)

## Publications

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|---|---|
| 2020.10 | Tender Offer Regulations in Vietnam - A Commentary Based on the Amendments to the Securities Law to be Enforced on January 1, 2021 |
| 2019.06 | Best Practices of Forming Venture Capital Funds - A Commentary on the New Model Contract and the Market-Value Valuation Method |
| 2018.10.23 | Outline of the Sample Investment Limited Partnership Agreement (LPS) and the Significance Thereof |
| 2018.09.25 | The Newly Published Sample Investment Limited Partnership Agreement: An Amendment of the Former Model Agreement for Venture Capital Funds |

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| 2016.03.01 | Case Study: Withdrawal of Overseas Subsidiaries |
| 2014.07.01 | Q&A on Practice of Listing in Asian Stock Markets |
| 2014 | Circumstances Surrounding Vietnamese Laws |
| 2012.01.15 | Commentary on Decree 102, Vietnamese Enterprise LawJournal of the Japanese Institute of International Business Law |
| 2010.01.10 | Vietnamese Enterprise Law, Series of Vietnam Investment-related Laws (4) |
| 2007.10.11 | Commentaries by Clause on the Shinkin Bank Act |
| 2000.05.01 | Paradigm Shift in the 20th Century |
| 1995.01 | Securitization of Auto Loan in Japan |
| 1992.11.30 | American Business Law Series 3 |

## Seminars/Lectures

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|---|---|
| 2022.12.09 | Corporate management and ESG |
| 2022.04.30 | Asian Business Law: Part II (Compliance) - ESG Investing |
| 2019.09.19 | Important Issues in Business Legal Affairs in View of Latest Developments - Venture Capital Fund |
| 2019.07.23 | Vietnam's Law on Enterprises and Law on Investment - Focusing on Amendments Thereto which are Expected to be Enacted in 2019 |
| 2018.06.26 | An Explanation of the Sample Investment Limited Partnership Agreement Revised Mainly for VC Funds |
| 2018.05.15 | Practices of Partnerships as Private Equity Funds and Legal Points to Consider |
| 2018.03.02 | Strategic Overseas Expansions and Private Equity Fund Investments Using Offshore Schemes |
| 2017.12.13 | Recent Legal Practices on Partnerships as Private Equity Funds - A Commentary on the Toshijigyo Yugensekinin Kumiai (an Investment Limited Partnership Formed in Japan) and Foreign Limited Partnerships |
| 2017.04.27 | Legal Practices concerning Foreign Investments: Joint Ventures, Acquisitions, Administration of Subsidiaries, etc. |
| 2017.03.17 | A Detailed Comparison of the Company Laws and Investment Laws of the Five Mekong Countries - Based on Recent Amendments Thereto |
| 2016.02.18 | Summary of the Amendments to the Financial Instruments and Exchange Act in 2015 (A Review of the Specially Permitted Businesses for Qualified Institutional Investor, etc.) |
| 2015.10.08 | Seminar on the Vietnam Law on Investment and Enterprises |
| 2015.02.12 | Recent Amendments and Important Judicial Precedents concerning the Regulations on Insider Trading |
| 2014.10.20 | Seminar on the Vietnamese Corporate Laws |
| 2013.09.24 | Fund Procurement under the current Law on Enterprises |
| 2012.07 | Myanmar Business Law Forum |
| 2010.03.05 | Legal Aspects of Setting up and Doing Business in Vietnam Seminar |
| 2009.05.29 | Various Issues on the Composition, Dissolution and Sales of Foreign Trust Funds |
| 2009.01.21 | Outline of the Tokyo Pro Market |
| 2008.10.28 | Commentary on the Tokyo Pro Market |
| 2008.08.05 | Latest Practice of Limited Partnerships for Investment Funds under the Financial Instruments and Exchange Act |
| 2008.03.11 | Practice of Overseas Limited Partnership Contracts and Financial Instruments and Exchange Act |
| 2007.10.27 | The Effects of the Financial Instruments and Exchange Act on Investment Funds |

## Languages

Japanese and English