



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 universities 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

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

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

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