

Naoki Nihommatsu

Advisor

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Naoki Nihommatsu is a Foreign Legal Advisor with a background in corporate law, mergers and acquisitions, venture/startups, capital markets, litigation, crisis management, and data privacy.

Admitted to practice law in Japan since December 2017, Naoki has advised both Japanese and international clients, representing major corporations in various industries such as health care, pharmaceutical, cosmetics, IT, and energy. His work includes conducting due diligence, drafting agreements, and navigating Japanese financial regulations in complex M&A transactions.

Naoki also has significant experience in capital markets, including representing the Indonesian government in the issuance of Samurai bonds and advising on large-scale financial transactions in Japan. His work in crisis management includes leading investigations for some of Japan's largest corporations, addressing compliance audits, and irregularities in industrial practices.

In addition to his corporate experience, Naoki has represented clients in high-stakes litigation and international arbitration, including a major lawsuit in Japan's Kobe District Court and a patent license dispute in London.

Naoki is also dedicated to the academic side of law. He served as a lecturer at the National Tax College in Japan and has contributed to legal publications on renewable energy and regional revitalization in Japan.

Key Matters

MERGER & ACQUISITION:

- Represented one of the largest listed cosmetics companies in Japan in the purchase of a French perfume company; managed counsel at a French law firm and conducted due diligence, and drafted agreements including a share purchase agreement.
- Advised a foreign company on merger and acquisition project in which the company was going to purchase an American-based international soup company; conducted due diligence on its Japanese branch.
- Represented Japanese private equity funds on merger and acquisition projects; conducted due diligence and drafted agreements including share purchase agreement and shareholders agreement.
- Represented one of the largest listed IT infrastructure companies in Japan for venture capital investment; conducted due diligence, and drafted agreements including share purchase agreement and shareholders agreement.
- Represented and advised numerous other Japanese listed and non-listed companies on merger and acquisition projects.

CAPITAL MARKETS:

- Represented Indonesian government on its issuance of Japanese-Yen denominated national bond (issuance of “samurai” bonds).
- Advised a Japanese listed electric power company on Japanese financial regulations and corporate law in relation to the issuance of classified stock to raise JPY 47 billion.
- Advised America-based international bank and French-based petroleum company on Japanese financial regulations and corporate law, and drafted disclosure documents under the Financial Instruments and Exchange Act including annual securities report, foreign company annual report, and extraordinary report.

CRISIS MANAGEMENT / INVESTIGATIONS / COMPLIANCE:

- Conducted investigation of irregularities in fuel consumption and exhaust emissions for one of the Japanese largest listed automobile company; interviewed employees and management, and drafted investigation report including facts, legal analysis, and preventative measures.
- Conducted investigation of inspection irregularity for one of the Japanese largest listed electric wire companies; interviewed employees and management, and drafted investigation report including facts, legal analysis and preventative measures.
- Conducted global compliance audits and assessments in foreign branches for one of the Japanese largest listed semiconductor manufacturing companies; interviewed foreign employees and management working in its Israel and the UK branch and drafted report including facts, legal analysis, and preventative measures.
- Supported many Japanese listed and non-listed companies for conducting investigation including fact-finding, legal analysis, interviewing employees and management, drafting report, and providing with preventative measures.

LITIGATION / INTERNATIONAL ARBITRATION:

- Represented a Japanese livestock feed manufacturing company in a JPY ¥6.8B lawsuit at Kobe District Court in Japan.
- Represented one of the largest listed nursing care business companies in Japan for lawsuit at Tokyo District Court in Japan regarding compensation damages against a former employee.

- Advised one of the world's largest pharmaceutical companies in a patent license fee dispute in the case of an ICC international arbitration in London from a Japanese law perspective.

DATA PRIVACY:

- Advised numerous Japanese and foreign companies on an amendment of internal rule regarding personal information based on the major amendments of Act on the Protection of Personal Information ("APPI").
- Negotiated with Personal Information Protection Commission Japan ("PPC") and filed a notification to PPC on behalf of international pharmaceutical company.
- Created seminar for a Japanese client regarding the major amendments of APPI in 2020.

Activities

- Member, the Dai-ichi Tokyo Bar Association (since December 2017)
 - Member, Environmental Protection Committee in Dai-ichi Tokyo Bar Association (since April 2018)
 - Member, Organizing Committee, Inter-Pacific Bar Association 31st Annual Meeting and Conference (IPBA 2021 Tokyo) (October 2018)
 - Lecturer, National Tax College, Commercial and Corporate Law Seminar (August 2022)
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Credentials

EDUCATION

Naoki earned his Master of Laws (LL.M.) from New York University School of Law with a focus on Corporation Law in May 2024, Juris Doctor (J.D.) from Kyoto University Law School in March 2016, and Bachelor of Laws (LL.B.) from Kobe University in March 2014. He also participated in an exchange program at the University of Indonesia in 2012, where he studied international law. He earned a certificate from The Legal Training and Research Institute of the Supreme Court of Japan in December 2017. Naoki is admitted to practice law in Japan and holds membership in the Dai-ichi Tokyo Bar Association.

Related Insights & News

- **National Tax College (Chiba, Japan).** Lecturer, Commercial and Corporate Law Seminar, August 2022-October 2022. National Tax College is an institution that provides necessary training to tax officials employed as national public servants.
- "Legal system of Renewable Energy," co-authorship, Keiso Shobo publishing Co., Ltd. (2022) in Japanese
- "Legal practice for sustainable regional revitalization and the conservation and utilization of mountain and sea in the countryside," co-authorship, Keiso Shobo publishing Co., Ltd. (2021) in Japanese

Capabilities

- Mergers & Acquisitions
- Transactions
- Corporate Governance
- Compliance Programs
- Commercial Litigation & Disputes
- Public Companies
- Private Investment Funds
- Privacy & Data Security
- Privacy: Regulated Personal Information (RPI)
- Health Care