



## **Sakka Kobayashi**

**Partner**  
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Sakka Kobayashi supports companies in various sectors, in their M&A, business alliance, and launch of new business, from legal strategic viewpoints, including negotiation, deal execution. She also has wide-ranging experience representing companies in defending against hostile takeovers.

She was seconded to KDDI CORPORATION, working as a Manager in the Corporate Strategy Planning Division. During the secondment, she was put in charge of M&A which involved many domestic and cross-border transactions from business and legal standpoints.

Leveraging experiences at the M&A division of KDDI and an American firm, she focuses on providing strategic legal support in various sectors, including M&A (Inbound/Outbound) and business alliances.

### **Specializations**

M&A, Cross-border M&A, Defense against Hostile Takeover/Shareholder Activism, Shareholders' Meetings & Relationships with Shareholders Corporate Disputes, Joint Ventures, Private Equity Startups & Venture Capital, Corporate Governance, Corporate & Commercial Transactions, and General Corporate

### **Qualifications**

- Admitted in Japan (2009)
- Admitted in New York (2017)
- Admitted in Texas (2017)

### **Education**

- School of Law, University of California, Berkeley (LL.M.) (2016)
- The University of Tokyo, School of Law (J.D.) (2008)
- The University of Tokyo (LL.B.) (2006)

### **Other Professional Experience**

- Norton Rose Fulbright, Texas (2016-2017)

- KDDI CORPORATION (2012-2013)

### **Work Highlights**

- Representation of Showa Denko K.K. in its acquisition (Take Over Bid) of Hitachi Chemical Company, Ltd. (2020)
- Representation of ORIX Corporation in its acquisition of majority stake in Kobayashi Kako Co. Ltd. (2020)
- Representation of KDDI Corporation in its capital and with Loyalty Marketing, Inc. and Lawson, Inc. (2019)
- Representation of Nippon Paint Holdings in its acquisition of DuluxGroup Limited in Australia (2019)
- Representation of Carly Group in its acquisition of Tokiwa Corporation (Cosmetics OEM company) (2019)
- Representation of Nippon Paint Holdings Co., Ltd. in its defense against a proposal made by its largest shareholder (2018)
- Representation of Rakuten Inc. in acquisition (Take Over Bid) of Rakuten General Insurance Co., Ltd. (formerly known as Asahi Fire & Marine Insurance Co., Ltd.) (2018)
- Representation of KDDI CORPORATION in business and capital alliance with Prodrone Co., Ltd. (2018)
- Representation of KYOEI STEEL LTD. in acquisition of BD Vinton LLC in Texas (2016)
- Representation of KDDI CORPORATION in connection with KDDI and Sumitomo Corporation's business collaboration with Myanmar Posts & Telecommunications to develop the telecommunications business in Myanmar (2014).

### **Publications**

- "What to Keep in Mind When You Adopt a Poison-Pill in Emergency Situation" (co-author, Junkan KeiriJouhou No. 1582 (July 1, 2020))
- "Practical Approach against Hostile Takeover & Shareholder Activism" (N&A M&A News Letter (March 31, 2020))
- "Legal Consideration Points for & against Hostile Takeover" (co-author, Junkan KeiriJouhou No. 1571 (March 1, 2020))

### **Seminars**

- She focuses on seminars in connection with M&A strategies for in-bound and out-bound deals as well as domestic transactions, including PMI. She also works with Alumni of UC Berkeley Law to provide information about navigating the Japanese legal system and recent Japanese legal trends.
  1. "Front-line of International Legal Work" (lecturer at Chiba University/June 8, 2019)
  2. "Expansion ABC -Establishing a Company in Japan-" (Boalt Global Corporate Law Society/Embark.Law/February 2, 2019)  
<https://embark.law/en/expansion/>

3. “ICO Regulation Around the World: Japan” (Boalt Global Corporate Law Society/January 13, 2019)  
<https://www.boaltglobal.com/blog/ico-regulation-around-theworld-japan>
4. “Strategies and Challenges for a Successful Out-bound M&A” (Kinyu Zaimu Kenkyukai/August 21, 2018)
5. “Successful Negotiation and PMI Strategies regarding M&A transaction” (Kinyu Fax Newspaper/April 3, 2018)
6. “Introduction of Strategic Business Restructuring” (Kinyu Zaimu Kenkyukai/March 7, 2018)
7. “Introduction of Strategic Merger & Acquisition” (Kinyu Zaimu Kenkyukai/December 20, 2017)

### **Languages**

- Japanese, English