Uruma Law Offices Legal Professional Corporation

CORPORATE PROFILE

M&A

Our firm has a proven track record in a large number of M&A transactions, including high profile deals. We have employed a diverse array of M&A methods in transactions handled by our firm-including mergers, company splits, stock transfers, and business transfers-and have coordinated complex, high-difficulty deals such as management buy-outs and going-private transactions.

Our attorneys have practical experience working for investment funds and securities companies. This experience is brought to bear throughout the entire M&A transaction process, from structuring to implementation, to provide our clients with advice that incorporates both industry best practices and business acumen. Our attorneys go beyond simply drafting and negotiating M&A agreements and performing legal due diligence with care and efficiency; they listen closely to clients' needs in order to create the optimal transaction structure, and manage the entire M&A in close consultation with specialists such as tax counselors, accountants, and financial advisors.

We remain actively involved in M&A transactions after their completion to pave the way to successful M&A transactions-for example by providing legal support for post-merger integration.

Our firm also offers back-office support services, such as furnishing our clients with supplementary legal advice when tax counselors, accountants, other specialists or financial institutions provide our clients with M&A advisory services.

Business Succession

In recent years, the increasingly advanced age of business owners in Japan has given rise to a seemingly endless number of cases in which, when a business owner cannot easily pass on their business, conflicts between the business owner and shareholders or disputes between shareholders affect business operations.

Regardless of whether a company is listed or unlisted, our firm offers advice on drafting business succession policies across a broad spectrum ranging from basic measures, such as utilizing a holding company or an employee stock ownership plan, to advanced measures such as trusts or class shares. Our firm also actively engages in business succession projects by handling practical matters that a client may find difficult to resolve, such as dealing with minority shareholders, centralizing unfavorably distributed shares, or disposing of dummy shares.

Business Turnaround and Insolvency

Our firm handles business related to petitions for civil and corporate rehabilitation proceedings and petitions for rehabilitation or liquidation proceedings for business operators, personal rehabilitations under an RCC personal rehabilitation scheme or a small and medium sized enterprise rehabilitation support cooperative, and creditor-initiated bankruptcy proceedings. We also have abundant experience in business turnarounds utilizing M&A methods such as business transfers and company splits-including involvement from the sponsor company side-and have supported a large number of companies struggling with poor earnings performance. Our attorneys, who have been involved in multiple insolvency proceedings and business turnarounds, have devoted themselves to their field through membership in organizations such as the Japanese Association of Turnaround Professionals, the Japanese Association for Business Recovery, and the Japanese Global Network for Bankruptcy Lawyers.

Risk Management and Scandal Response

Today, the importance of business continuity and recovery planning needed to respond to natural disasters or scandals surrounding a company, such as embellished accounts, information leaks, or illegal acts, is clearer than ever. New fields are currently being created that can no longer be handled by a risk management consultant alone- the need to comply with Japanese and foreign laws regarding prevention of corruption of foreign public servants is one such example. Additionally, in light of the recent trend towards a greater social focus on corporate scandals, there are multiple examples of a scandal being compounded with an inept response that is particularly detrimental to corporate credibility and the very existence of a company itself.

Against this background, our firm possesses experience in supporting relaunches after scandals in addition to our work on third party committees examining scandals involving listed companies and administrative bodies. Our firm also advises on the formulation of litigation prevention measures, measures to prevent the recurrence of scandals, and measures that can be taken in advance with respect to risk management. Furthermore, our firm's advice is grounded in not only a legal perspective but also a risk management perspective as well.

Securities Issuance (Capital Markets)

Our firm provides advice on issuing securities (i.e., capital markets), supported by our core of attorneys who have experience in securities issuances-including large-scale and well-known issuances of shares, convertible bonds, and company bonds and the like-by numerous issuing bodies in Japan and overseas (including J-REIT).

Specifically, we provide advice on Japanese law and implementation support during the issuance of foreign bonds and hybrid bonds on overseas markets by Japanese and foreign companies, including advice on listings, initial public offerings (IPO), global offerings, and Euroyen bonds with share options. Our firm also provides services related to the composition of solicitation for real estate investment corporations (J-REIT), advice on various types of disclosures and insider trading regulations under the Financial Instruments and Exchange Act, and legal advice on timely disclosure under securities exchange rules.

IPO and Start-up Support

Although many companies are broadly referred to as "start-up companies," start-up companies move through various phases, from the seed stage to the listing or IPO preparation stage, and each phase has typical legal issues that should be addressed, and measures that should be proactively taken to maintain and develop a start-up company. Our firm participates in various local and national start-up support businesses in Tokyo and Kanagawa Prefecture and actively provides legal support to start-up companies. Specifically, beginning with our support for the founding of companies on the venture capital side and our support for the listings or IPOs of companies, our firm has a track record of supporting start-up companies in various phases by helping to prepare issuance of shares or bonds-or incentive plans such as stock options-for corporate insiders, venture capital, and investors.

Intellectual Property and Licenses

It is absolutely essential for companies to protect technology-related intellectual property and trade secrets. In recent years, manufacturing has become highly dependent-and indeed could not exist without-special types of intellectual property such as software or content. Contractual relationships surrounding intellectual property demand a specialized legal knowledge that considers the Antimonopoly Act and various business laws. Our firm has established intellectual property law as one of the pillars of our business, and our practice includes contract negotiations, dispute prevention, and dispute resolution for various license agreements, OEM agreements, joint research and development agreements, and confidentiality agreements. In addition to focusing much of our efforts on intellectual property law, our firm participates in the Japan Association of Industrial Property Law, the Copyright Law Association of Japan, and the Law and Computers Association of Japan, and acquires the newest information on intellectual property in order to provide the best legal advice to our clients.

IT Law and System Development Disputes

Information technology, such as cloud computing or SAS/ASP, develops at a fast pace, and new technologies, as well as the business models created from those technologies, are being born every day. Leveraging cutting-edge knowledge and expertise, our firm advises clients on the multiple legal issues surrounding IT, system development, and content transactions-these issues include software licenses, software development outsourcing agreements, and software sales agent agreements. Our core of attorneys hold information technology engineering qualifications and are members of the Law and Computers Association of Japan, the Computer Software Association of Japan's Legal Protection and Intellectual Property Committee, and also work as committee members for the Ministry of Economy, Trade and Industry's Interpretive Guidelines on Electronic Commerce and Information Property Trading. These important relationships continue to strengthen through our proactive involvement and contribution of opinions.

Advertising Law

Recent years have seen a proliferation of fresh business start-ups with new advertising business models that employ new forms of media such as SNS and digital signage. Nevertheless, due to the complex intermingling of laws, regulations, and rules in the advertising field-each industry has self-regulation rules in addition to competition laws such as the Antimonopoly Act, consumer-related laws such as the Specified Commercial Transaction Act, and laws regulating the various industries-and it is absolutely necessary to carefully and minutely evaluate these restrictions when starting or operating a business. Our attorneys have a long track record in advertising law in fields that stretch from advising major advertising agencies to Internet advertising, and our firm handles a wide range of business in these fields.

Information Risk Management

Any disclosure of customer information or other confidential information carries the risk of doing serious damage to the social credibility of a company. Therefore, from the standpoint of preventing erosion of enterprise value, it is extremely important to develop a system for managing personal information and business information such as technological information, customer lists, and transaction details. Our attorneys hold information management qualifications in personal information protection, as corporate information managers and information processing engineers, and possess specialized knowledge on handling legal issues in information fields. This has allowed our firm to amass abundant experience and a proven track record in the business of creating personal information protection regulations, risk management aimed at preventing information disclosures, and providing legal advice on corporate information risk management.

Real Estate Law

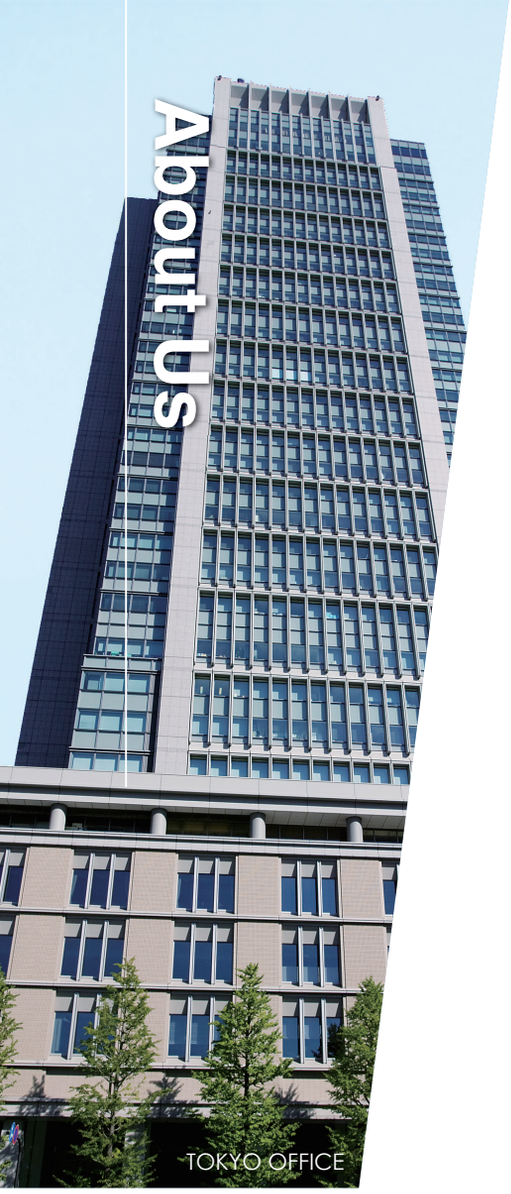
Our firm provides a broad array of legal advisory and related services as part of our real estate practice, ranging from negotiations between interested parties and the drafting of agreements related to overall real estate transactions-including the purchase, sale, and leasing of real estate-to dispute resolution. We also stand ready to provide high-quality services in more complicated real-estate matters such as J-REIT and other real estate investment and real estate financing by relying on our attorneys who possess a wealth of experience and a proven track record in these fields.

Legal Services for Corporate Managers and Investors

Our firm works with tax accounting corporations and private bankers to offer a variety of services to a large number of individual clients who encounter various legal matters in their daily lives, including corporate managers and business or real estate owners. Our services include: advice on avoiding legal risks associated with the use of shares or real estate; the preservation or disposal of assets using management trusts or disposal trusts; management of asset management companies; appointment of a guardian of an adult; succession planning; and resolution of disputes between shareholders and managers or between landowners and tenants.

General Corporate Law and Compliance

In addition to our other practices, our firm offers consultation and advice on the everyday legal issues that inevitably arise as part of corporate activities. We also handle multiple kinds of preventative and strategic corporate law with an eye to responding to sudden disputes. We have a track record of results over an extremely wide range of fields, including: drafting, review, and negotiation of various types of agreements in Japanese and in English; the incorporation of many types of companies; capital policies such as the acquisition of own shares; matters related to shareholders' meetings; handling violations of competition law (e.g., the Antimonopoly Act, the Subcontracting Act, the Act against Unjustifiable Premiums and Misleading Representations, etc.); and advice concerning the Foreign Exchange and Foreign Trade Act and regulations under industry laws. We also place an emphasis on offering a broad range of legal services related to compliance, such as the drafting and review of compliance regulations and compliance manuals, as well as increasing awareness of compliance.



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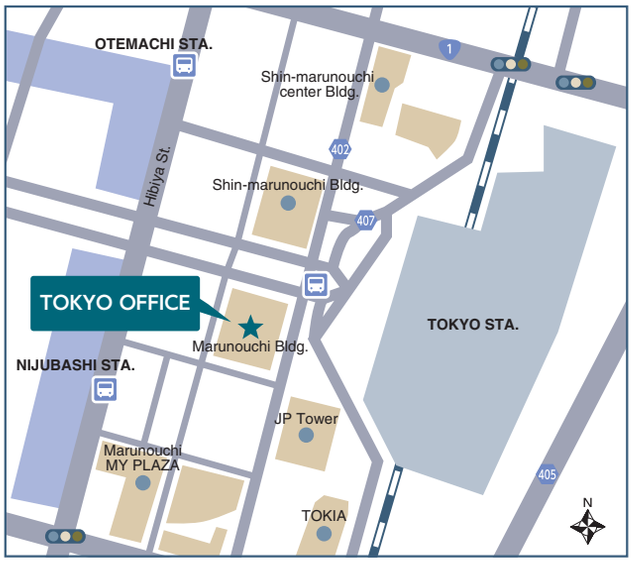
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Shin-marunouchi center Bldg.
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Hibiya St.
Shin-marunouchi Bldg.
407
TOKYO OFFICE
Marunouchi Bldg.
TOKYO STA.
NIJUBASHI STA.
JP Tower
Marunouchi MY PLAZA
405
TOKIA
N

Tosabori St.
168
Sumitomo Mitsui Bank
Sumitomo Bldg.
YODOYABASHI STA.
Sumitomo Bldg. No.2
Yodoyabashi odona
Route1 Loop Route
Exit 9
25
Kogin Bldg.
OSAKA OFFICE
Asahi seimei hall
N

NAGOYA STA.
MIDLAND SQUARE
MEITETSU NAGOYA STA.
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HAL Nagoya
Hirokoji St.
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Nihon seimei Sasajima Bldg.
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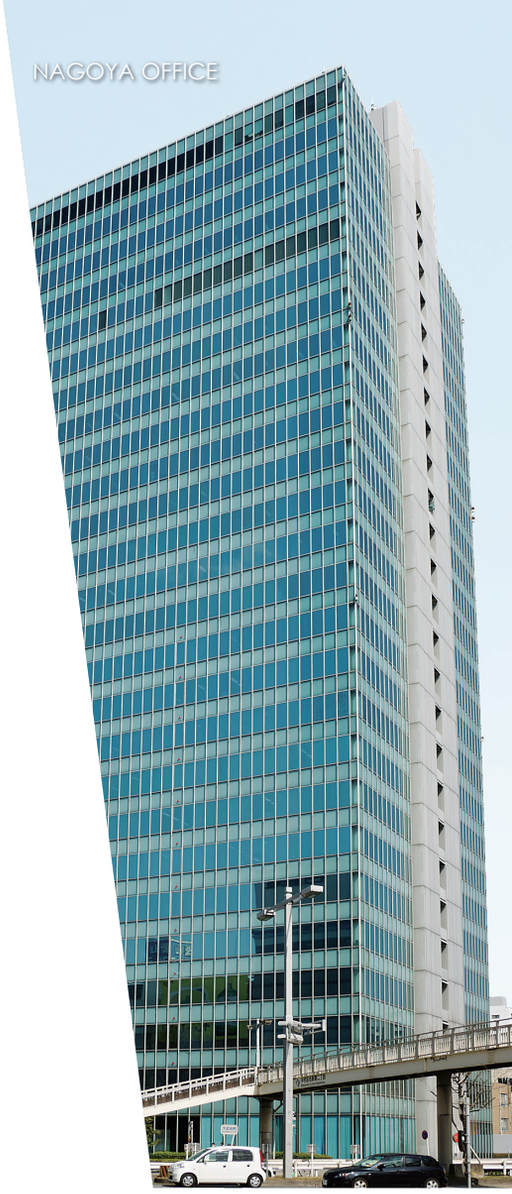
NAGOYA OFFICE

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