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Professor of Law, Hitotsubashi University, Graduate School of Law

Education:

1980 LLB, University of Tokyo
1985~1987 Visiting Scholar, Boalt Hall School of Law, University of California at Berkeley
2007 Ph.D., Law, University of Tokyo

Experience:

2020 Visiting Professor, Duke University School of Law
2002, 2003, 2005, 2007, 2009, 2010, 2012, 2014, 2016, 2017, 2018, 2019 Visiting Professor, Boalt Hall School of Law, University of California at Berkeley
2019 BFI (Becker Friedman Institute for Economics at the University of Chicago) Visitor
2018 Short-term Visiting Professor, Columbia University School of Law
2017 Senior Research Scholar, National University of Singapore, Law School
2015 Senior Research Scholar, Yale Law School
2005 Visiting Professor, Harvard Law School
1998~1999 Visiting Professor, Columbia University School of Law
2007~2010 Faculty Fellow, Research Institute of Economy, Trade and Industry (RIETI)
2002~2005 Expert member of the Legislative Counsel of the Ministry of Justice
2000~2006 Member of Advisory Committee of Ministry of Economy, Trade and Industry (METI)
1990~1995 Delegate of Japan to United Nations Commission on International Trade Law (UNCITRAL)

Specialization:

Corporate Law, Securities Regulation, Commercial Transactions, International Transactions, Law and Economics

Major Publications in English:

Books:

ENTERPRISE LAW: CONTRACTS, MARKETS, AND LAWS IN THE US AND JAPAN [ED.]
(Edward Elgar, 2014).

JOINT VENTURES: DESIGN, BARGAINING AND THE LAW [Co-Authored with Munetaka
Fukuda & Masato Umetani] (Edward Elgar, 2015)

Articles:

Conflicts of Interest and Fiduciary Duties in the Operation of a Joint Venture, 39
HASTINGS LAW JOURNAL 63 (1987).

Problems of the Closely Held Corporation, 38 AMERICAN JOURNAL OF COMPARATIVE LAW
337 (1990).

*Joint Ventures between Enterprises from Countries of Different Economic and Political
Systems*, in JAPANESE REPORTS FOR THE XIIIth INTERNATIONAL CONGRESS OF
COMPARATIVE LAW 103 (The International Center of Comparative Law and Politics,
1990).

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*The Japanese Corporate Governance: The Hidden Problems of Corporate Law and Their
Solutions*, 25 DELAWARE JOURNAL OF CORPORATE LAW 189 (2000).

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OF COMPARATIVE LAW 653 (2001)

The Turnaround of 1997: Changes in Japanese Corporate Law and Governance, in
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DIVERSITY (Masahiko Aoki et al., eds., Oxford University Press, 2007).

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eds., Robbins Collection, 2012).

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and Laws*, in ENTERPRISE LAW: CONTRACTS, MARKETS, AND LAWS IN THE US AND
JAPAN (Zenichi Shishido ed., Edward Elgar, 2014).

Reverse Engineering SOX versus J-SOX: A Lesson in Legislative Policy [Co-Authored with
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Does Law Matter to Financial Capitalism?: The Case of Japanese Entrepreneurs, 37 FORDHAM INTERNATIONAL LAW JOURNAL 1087 (2014).

The Future of Japanese Corporate Governance: Internal Governance and the Development of Japanese-Style External Governance through Engagement [Co-Authored with Takaaki Eguchi], in RESEARCH HANDBOOK ON SHAREHOLDER POWER (Randall Thomas & Jennifer Hill eds., Edward Elgar, 2015).

Legislative Policy of Alternative Forms of Business Organization: The Case of Japanese LLCs, in RESEARCH HANDBOOK ON ALTERNATIVE ENTITIES (Robert Hillman & Mark Lowenstein eds., Edward Elgar, 2015).

The Law of Close Corporations in Japan, 13 ICCLP Publications 140 (2015).

The Monitoring Board Revisited, in CORPORATE LAW AND ECONOMICS (Adam B. Badawi ed., Edward Elgar, forthcoming (2020)).

The Strategy behind the Organizational Game: A Comparison between the Joint Venture Negotiation and the Venture Capital Investment Negotiation, in STRATEGIC ALLIANCE AND JOINT VENTURES: LAW, ECONOMICS AND MANAGEMENT (Joseph A. McCahery & Erik P.M. Vemeulen eds., Oxford University Press, forthcoming).

The Firm as a Legal Entity: What Distinguishes Wholly Owned Subsidiaries from Internal Divisions in Japan? [Co-Authored with Hideshi Itoh] (SSRN 2011).

Japanese Corporate Governance from the Perspective of Family Firms [Co-Authored with Hokuto Dazai, Takuji Saito & Noriyuki Yanagawa] (SSRN 2016).

Family Firms and the Professional Manager Market [Co-Authored with Hokuto Dazai, Takuji Saito & Noriyuki Yanagawa] (SSRN 2016).

Japanese Contracting Practices: Realities and Changes (SSRN 2018).

Major Publications in Japanese:

Books:

TAKOKUSEKI KIGYO TO KOKUSAI TORIHIKI [MULTI-NATIONAL COMPANIES AND INTERNATIONAL TRADE] [CO-AUTHORED] (Sanseido, 1987).

KOKUSAI GOBEN [INTERNATIONAL JOINT VENTURES] [CO-AUTHORED] (Yuhikaku, 1988).

KAISHAHO NYUMON [AN INTRODUCTION TO CORPORATE LAW] (Nikkei, 1st ed.1991; 7th ed., 2015).

HO TO KEIZAIGAKU: KIGYO KANREN-HO NO MIKURO KEIZAIGAKUTEKI KOSATU [LAW AND ECONOMICS: A MICRO-ECONOMIC APPROACH TO LEGAL ISSUES IN BUSINESS] [CO-AUTHORED] (Yuhikaku, 2004).

DOKIZUKE NO SHIKUMI TOSHITENO KIGYO: INSENTIBU SHISUTEMU NO HOSEIDORON

[THE FIRM AS AN INCENTIVE MECHANISM: THE ROLE OF LEGAL INSTITUTIONS] (Yuhikaku, 2006).

Kokai Kaisha Ho wo Tou [Questions to the Proposal of Public Companies Act] [Co-Authored] (Nikkei, 2010).

BECHA KIGYO NO HOMU ZAIMU SENRYAKU [LAW AND FINANCE OF VENTURE COMPANIES IN JAPAN] [CO-ED.] (Shojihomu, 2010).

KIGYO-HO KAIKAKU NO RONRI: INSENTIBU SHISUTEMU NO SEIDO SEKKEI [THE LOGIC OF ENTERPRISE LAW REFORMS] [ED.] (Nikkei, 2011).

ZEMINARU KINYU SHOHIN TORIHIKI-HO [SECURITIES REGULATION SEMINAR] [CO-AUTHORED] (Nikkei, 2013).

JOINTO BENCHA SENRYAKU TAIZEN: SEKKEI, KOSHO, HOMU NO SUBETE [JOINT VENTURE STRATEGY: DESIGN, BARGAINING, LAW] [CO-AUTHORED] (Toyokezai, 2013).

KOPORATO GABANANSU KAIKAKU NO TEIGEN: KIGYOKACHI KOJO KEIZAIKASSEIKA NO KANNTENNKARA [REFORMING CORPORATE GOVERNANCE: THE ROAD TO IMPROVING FIRM VALUE AND STIMULATING THE ECONOMY] [CO-ED] (Shojihomu, 2016)

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Heisagaisha ni okeru Naibufunso no Kaiketsu to Keizaiteki Kosei (Ways to Achieve Financial Fairness in Coping with Internal Dissension in the Closely Held Corporation), HOGAKU KYOUKAI ZASSI (JOURNAL OF THE JURISPRUDENCE ASSOCIATION OF THE UNIVERSITY OF TOKYO) 101-4, 6, 9, 11 (1984).

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Insenthibu Bageningu, Kigyo-ho, Ripposeisaku (Incentive Bargaining, Enterprise Law, Legislative Policy) [Co-Authored] in KOPORATO GABANANSU KAIKAKU NO TEIGEN: KIGYOKACHI KOJO KEIZAIKASSEIKA NO KANNTENNKARA [REFORMING CORPORATE GOVERNANCE: THE ROAD TO IMPROVING FIRM VALUE AND STIMULATING THE ECONOMY] (Shojihomu, 2016) 1.

Nihon Kigyo no Koporeto Gabanansu no Kongo no Arikata: Famiri Kigyo karano Shisa (Future Possibilities of Japanese Corporate Governance: Suggestions from Family Firms) [Co-Authored] in KOPORATO GABANANSU KAIKAKU NO TEIGEN: KIGYOKACHI KOJO KEIZAIKASSEIKA NO KANNTENNKARA [REFORMING CORPORATE GOVERNANCE: THE ROAD TO IMPROVING FIRM VALUE AND STIMULATING THE ECONOMY] (Shojihomu, 2016) 155.

Monitaringu Bodo Saiko: Naibu Gabanansu to Gaibu Gabanansu no Hokansei no Kantenkara (The Monitoring Board Revisited: From the Perspective of

Complementarity between Internal Governance and External Governance) in ETSURO KURONUMA & TOMOTAKA FUJITA EDS., KIGYOHO NO SHINRO [PERSPECTIVE OF ENTERPRISE LAW] (Yuhikaku, 2017) 231.

Nihonteki Torihikikanko no Jittai to Henyo---Soron: Torihiki Tojishakan no Dokizuke Kosho no Kantenkara (Japanese Contracting Practices: Realities and Changes---Overviews: From the Perspective of Incentive Bargaining between contracting Parties), 2142 Shojihomu 4 (2017).

Hikokai Kigyo niokeru Dokizuke Kosho: Chujitsugimu to Taishaken no Daitaisei no Kantenkara (Incentive Bargaining in Non-Publicly Traded Companies: From the Perspective of Substitutability of Fiduciary Duties and Exit Rights) in MINORU TOKUMOTO, ET. AL., EDS., KAISHAHO NO TOTATSUTEN TO TENBO [CURRENT STAGE AND FUTURE OF CORPORATE LAW] (HORITSUBUNKASHA, 2018) 209.