

REFERENCE TRANSLATION

This English translation is a reference translation of the Japanese language original. Should there be any discrepancies, the Japanese language original shall prevail.



For Public Comment

Interpretation of the “Guidelines for Corporate Takeovers” (Draft)

– Toward Further Dissemination of Its Intent and Better Practice –

Date: MM, DD, 2026

Ministry of Economy, Trade and Industry (METI)

The “Guidelines for Corporate Takeovers,” compiled by the Ministry of Economy, Trade and Industry in 2023, present principles and best practices that should be commonly shared in the economic and social spheres to promote the activation of “Desirable Acquisitions” (acquisitions that contribute to both enhancing corporate value and securing the common interests of shareholders).

Such “Desirable Acquisitions” contribute to corporate growth for the acquiring party, while also providing the target company with opportunities to select superior management strategies and improve external discipline over management. Through the growth of each company and the distribution of increased corporate value to workers via wage increases, these acquisitions ultimately contribute to the growth of the entire Japanese economy.

Since the formulation of the Guidelines, under the common judgment framework of best practices among parties involved in acquisitions, more sincere consideration has been given to the concept of “bona fide offer.” Moreover, the number and value of M&A transactions involving Japanese companies have increased for two consecutive years in 2024 and 2025, and occasions where the Guidelines are referenced have also increased.

On the other hand, considering concerns that the intent of these Guidelines may not be sufficiently understood, METI has reconvened the “Study Group on Fair Acquisitions.” Hearings with relevant parties have also confirmed voices supporting the possibility of insufficient understanding or recognition gaps.

The best practices presented in the Guidelines and the underlying concept of “Desirable Acquisitions” remain valid today. Proceeding on the firm premise that the Guidelines are maintained and not revised, efforts should be made to promote best practices. For this purpose, it is necessary that parties involved in acquisitions - especially directors of listed companies that may become target companies, acquirers making acquisition proposals, and general shareholders who ultimately decide the success or failure of acquisitions - correctly understand and implement the intent of the Guidelines. Further efforts are also required in this regard. Therefore, METI hereby restates the following materials and will widely disseminate and thoroughly enforce the intent of the Guidelines:

1. Key Points of the “Guidelines for Corporate Takeovers”

Organizing the principles and key points to be noted in the Guidelines.

2. Q&A on the “Guidelines for Corporate Takeovers”

Organizing points of concern for directors and boards of directors of target companies when

considering acquisition proposals, deciding whether to accept acquisitions, and selecting among multiple acquisition proposals.

Furthermore, individual members of the study group raised issues based on recent developments surrounding M&A. Although these issues are not the direct subject of discussion in this study group and there is room for debate as to whether they should be considered problems or what conclusions should be drawn, it is hoped that discussions on these matters will deepen going forward.

We strongly hope that the key points and Q&A of the Guidelines will deepen the understanding of their intent among parties involved in acquisitions, support practices for the benefit of companies and shareholders, and thereby further activate “Desirable Acquisitions,” ultimately contributing to the growth of the entire Japanese economy.

Attachment 1: List of Fair Acquisition Study Group Members

(without honorifics / Japanese alphabetical order)

Chairperson	: Hideki Kanda	Professor Emeritus, The University of Tokyo
	Gaku Ishiwata	Partner, Lawyer, Mori Hamada & Matsumoto
	Kotaro Inoue	Executive Vice President for Finance and Chief Financial Officer, Institute of Science Tokyo
	Yasuhiro Uozumi	Director, Business Infrastructure Bureau, Keidanren (Japan Business Federation)
	Yo Ota	Partner, Lawyer, Nishimura & Asahi (Gaikokuho Kyodo Jigyo)
	Hiroyuki Otsuka	Chief Executive Officer (Founder) Japan Activation Capital, Inc.
	Hiroki Kodate	Partner, Lawyer, Anderson Mori & Tomotsune
	Yuki Sagawa	Senior Executive Legal Counsel, Corporate Legal Affairs Department, Panasonic Holdings Corporation
	Hiroki Sampei	Principal, Astonering Advisor LLC
	Kazuhiro Takei	Partner, Lawyer, Nishimura & Asahi
	Wataru Tanaka	Professor, Institute of Social Science, The University of Tokyo
	Yuko Tamai	Partner, Lawyer, Nagashima Ohno & Tsunematsu
	Shinsuke Tsunoda	Senior Managing Director, Nomura Securities Co., Ltd.
	Kenji Nakada	Former Director, Investment Stewardship, BlackRock Japan Co., Ltd.
	Tomotaka Fujita	Professor, Graduate Schools for Law and Politics, The University of Tokyo
	Kensaku Bessho	Member of the Board of Directors, Deputy President, CEO of Investment Banking, Mitsubishi UFJ Morgan Stanley Securities Co., Ltd.
	Atsushi Horie	Head of Equity Investment Department, Nippon Life Insurance Company
	Yuto Matsumura	Representative Executive Officer, Vice President and Executive Officer, CLO, Group General Counsel, Hitachi, Ltd.
	Kazuyuki Mitsunashi	Senior Deputy General Manager and Fellow, Asset Management Division, Mitsubishi UFJ Trust and Banking Corporation
(Observers)		
	Naoki Uno	Counsellor, Minister's Secretariat, Ministry of Justice, The Japanese Government
	Akito Konagaya	Director, Corporate Accounting and Disclosure Division, Policy and Markets Bureau, Financial Services Agency, The Japanese Government
	Koji Watanabe	Director of Listing Department, Tokyo Stock Exchange

Attachment 2: Chronology of Discussions

1. Fair Acquisition Study Group

Ninth Session (February 4, 2026)

- Confirmation of understanding of the guideline
- Review of hearing items

Tenth Session (April 28, 2026)

- Reporting of hearing results
- Review of policies and outlines for publications

Eleventh Session (June 2, 2026)

- Review of the draft for publications

2. Survey on understanding of the Guideline

- Period: February 13, 2026 - April 8, 2026
- Implementing agency: Corporate System Division, Economic and Industrial Policy Bureau, Ministry of Economy, Trade and Industry (Secretariat of the Study Group)
- Survey participants: 22 parties involved in corporate acquisitions (6 target companies, 6 acquirers, 6 investors, 2 financial advisors, and 2 legal advisors)

3. Public Comments on Key Points of the “Guidelines for Corporate Takeovers” and Q&A on the “Guidelines for Corporate Takeovers”

- Period: From June XX, 2026 to July XX, 2026
- For a summary of the public comments received and METI's thinking for them, please refer to the following website.

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