

JAPAN PRACTICE

CLAYTON UTZ

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**The sharpest
legal minds
with extensive
experience
advising
Japanese
companies.**

ADVISERS OF CHOICE TO JAPANESE CLIENTS

Over the past two decades, members of our Japan practice have forged strong relationships with many of Japan's top listed and unlisted companies and government agencies. We have become trusted legal advisers to Japanese clients and the firm of choice on matters relating to the application and interpretation of Australian law.

Our strong connection to Japan is enhanced by the networks that we have formed with many of Japan's most respected and well regarded law firms. Additionally, some of our partners have practised within top Japanese law firms and bring a well-developed understanding in providing advice to Japanese clients.

Our team has the expertise to advise on the broad areas of law impacting on Japanese companies and their Australian subsidiaries.

A SOPHISTICATED JAPAN PRACTICE

The Clayton Utz Japan practice has been established for over 18 years. As Australia's leading independent law firm, we have the expertise and experience to assist Japanese clients in all major practice areas across a variety of industries.

Our sophisticated Japan practice includes experienced Japanese qualified Bengoshi and Australian lawyers with Japanese legal, language and cultural knowledge.

We are able to provide value added comparisons between Australian and Japanese business practices through an in-depth understanding of the Japanese law, culture and work methods and the ability to undertake work for Japanese clients in the native Japanese language.

Our ability to help bridge the gap between the Japanese and Australian legal system, culture and language ensures our client's business growth in Australia is as easy and successful as possible.

CORPORATE ADVISORY / MERGERS & ACQUISITIONS

Our team of Australian and Japanese lawyers assist Japanese corporations looking to undertake investment opportunities in Australia. We have a successful track record advising on the acquisition of businesses across a broad range of industries, including in financial services, food and agriculture, oil and gas, mining and exploration, and manufacturing.

We are experienced in addressing a broad range of issues faced by corporations and we can advise on:

- ▶ complex mergers and acquisitions (public and private);
- ▶ takeovers and takeover defences;
- ▶ application of Australia's foreign investment legislation and obtaining Foreign Investment Review Board (FIRB) approval for acquisitions of varying types;
- ▶ international and cross border transactions;
- ▶ structuring and restructures;
- ▶ strategic Initial Public Offerings (IPO) and capital raisings;
- ▶ joint ventures; and
- ▶ corporate governance and directors duties.

Sources say...

Impressing clients with its “pragmatic, confident and efficient approach to complex M&A transactions,” this widely respected and responsive team is also recognised for its “seamless handling of cross-border deals.”

“They have all-round in-depth knowledge of the area and the ability to field an appropriately experienced and qualified team to cover the various aspects of deals.”

Chambers Asia Pacific

ENERGY & RESOURCES

With one of the largest dedicated Energy and Resources practices in Australia, Clayton Utz works alongside Japanese corporations to advise on their energy and resources investments being undertaken throughout Australia.

We have dedicated energy and resources specialists throughout the eastern and western seaboard of Australia ensuring we respond effectively to our client's needs in any location. We are familiar with the legal frameworks governing the range of energy and mining investments in Australia, including coal, oil and gas, liquefied natural gas (LNG), electricity generation and distribution, renewable energy, uranium and all other base metals extracted in Australia.

Our in-depth knowledge of the resources landscape has helped many Japanese clients who benefit from our expertise in:

- ▶ acquisitions, divestments and structuring issues;
- ▶ the local regulatory framework and compliance issues on investments;
- ▶ drafting and negotiating incorporated and unincorporated joint venture, joint operating and management and operating agreements;
- ▶ day to day joint venture operations and managing potential disputes;
- ▶ tenure matters; and
- ▶ native title and cultural heritage issues.

Sources say...

Clayton Utz fields one of the country's largest energy and resources teams, which acts for an impressive selection of domestic and offshore blue-chip clients on the full range of matters.

“A natural go-to firm for most people in this sector.”

Chambers Asia Pacific

TAXATION

The Clayton Utz Taxation team is actively involved in working with Japanese corporations in the development, expansion, and ongoing operation of their investments and interests in Australia. We assist corporations with undertaking analysis of the tax implications on deals and transactions. We also advise on operational elements such as meeting stamp duty requirements on the acquisition of Australian businesses, as well as defending investigations being undertaken by the Office of State Revenue.

Our tax experts can assist with:

- ▶ structures for both inbound and outbound investments;
- ▶ double taxation agreements and withholding tax advice;
- ▶ transfer pricing, including advising in audits, negotiation of advance pricing agreements, and reducing the risk of transfer pricing disputes; and
- ▶ thin capitalisation.

COMPETITION

Our competition and consumer law experts have leading experience in managing high profile international and Australian cartel investigations and associated litigation, as well as merger filings if the merger control provisions of the competition law are relevant. We have acted on several major leniency applications involving the Australian Competition and Consumer Commission (ACCC) and we are experienced with dealing with ACCC investigations.

Our skills extend to penalty proceedings and defence work in relation to cartel conduct such as price fixing and boycotts. This can often involve criminal prosecution of companies and individuals. In the merger control area, we have assisted a number of cross border merger filings.

Our experienced competition experts have the capability to promptly assist Japanese clients faced with any of these issues.

PUBLIC SECTOR SERVICES

Clayton Utz is Australia's leading legal adviser to government, with more than 250 Commonwealth, State and Territory Government clients nationally. We have an intimate knowledge of the Australian political environment and our reputation as trusted government advisers has grown from our extensive work on complex and politically sensitive matters and projects.

Our Public Sector Services partners and lawyers, many of whom have previously worked within government, understand the inner workings of government and government authorities, including the accountability regimes and the associated government policies particular to the public sector.

They are experts in government law covering areas such as administrative law, constitutional law and statutory interpretation. Drawing from this expertise we can assist Japanese clients with navigating various government approval processes that may be encountered, including applying for government funding on major projects.

BANKING & FINANCE

Our top tier Banking and Finance practice remains the legal adviser of choice for corporations looking to undertake high-value and complex acquisition, corporate, asset and project finance transactions. Our team of recognised leading lawyers are able to assist Japanese corporations with their financing arrangements on major investments and project development across various industries.

Japanese financial institutions are actively pursuing finance and investment opportunities in Australia through infrastructure projects and residential and commercial property development projects. Special care and consideration needs to be given to these activities by overseas financial institutions due to the unique regulations that are applicable in these circumstances. We have the skills and knowledge to help Japanese financial institutions navigate Australian regulations.

Sources say...

Its “highly responsive and extremely efficient approach” marks this firm out as a choice destination for clients seeking banking and finance assistance.

Chambers Asia Pacific

“They’re a very safe pair of hands. They’re commercial, responsive and technically adept.”

IFLR1000

INSURANCE & PRODUCT LIABILITY

Clayton Utz is the leading law firm in the field of insurance, risk management, product regulation and liability law in Australia. We are renowned for our experience in complex and leading-edge work and we are at the forefront of all developments in the insurance industry affecting our clients. We do this because our clients rely on us to protect their interests. Our lawyers have a comprehensive understanding of the implications of all governing legislation in Australia that are faced by Japanese corporations exporting manufactured goods to Australia.

We assist Japanese clients with:

- ▶ risk management strategies, including negotiation of appropriate insurance arrangements;
- ▶ consumer product safety regulation and the Australian Consumer law;
- ▶ product liability and recommended defence strategies;
- ▶ product recall procedures and implementation; and
- ▶ complex class actions.

LITIGATION & DISPUTE RESOLUTION

Our internationally recognised dispute resolution and litigation team is one of the largest and most sophisticated in Australia. We assist Japanese corporations in responding quickly to crises that they are faced with, particularly when the Australian law and customs are misinterpreted. Our advice has helped Australian and Japanese parties resolve joint venture disputes or disputes in regard to contractual arrangements.

Our experts work closely with clients on the likely scenarios for each dispute to determine the most cost effective commercial outcome. We also lead the way in the development of alternative dispute resolution techniques to avoid litigation wherever possible.

Sources say...

This prominent firm maintains its solid reputation in the market, leveraging its ability to litigate in a wide range of sectors. The team is particularly well known for its class action capabilities.

“Highly intellectual lawyers with fantastic client skills.” “I’d recommend Clayton Utz for the depth and breadth of talent across the group.”

Chambers Asia Pacific

CONSTRUCTION & MAJOR PROJECTS

Our pre-eminent Construction and Major Projects practice has been involved in the most significant construction, engineering, infrastructure and mining developments in the Asia-Pacific region for public and private participants. With the expertise to bring major projects to fruition, our team helps deliver success on major investments by Japanese companies in the construction and projects sector.

Our practitioners are experts in project development and risk allocation, further offering their expertise in:

- ▶ a range of innovative procurement methods;
- ▶ developing robust project financing options, including assisting with public private partnerships (PPP); and
- ▶ traditional and bespoke construction, operations and maintenance agreement.

Sources say...

Clayton Utz is renowned for its rich experience in handling major PPP and similar projects....Its holistic approach combines a capability to service the full lifetime of a project with a commitment to the integration of advice both within this practice area and across related ones.

“Pre-eminent: a team for a generation. ‘There is no doubt that they are the strongest all round’.”

Chambers Asia Pacific

EMPLOYMENT & INDUSTRIAL RELATIONS

We understand the challenges faced by Japanese corporations looking to invest in Australia due to the complex nature of the Australian employment framework and rigour of various acts, such as the Fair Work Act. We are aware that the relevant laws and regulations in this area are quite different between the Japanese system and the Australian regime. Our national Workplace Relations, Employment and Safety practice is experienced with assisting Japanese clients navigate through the legislative minefield, ensuring that our clients are proactively managing the spectrum of employment and industrial relations challenges that may arise.

We have recently assisted Japanese corporations on:

- ▶ managing employees within its Australian operations;
- ▶ drafting various types of employment agreements and work regulations;
- ▶ redundancy programs and processes;
- ▶ undertaking confidential investigations and assisting with the termination of locally hired executives; and
- ▶ managing industrial action with various unions.

AGRIBUSINESS

Clayton Utz has, for more than 25 years, maintained a strong and growing practice in providing legal advice to the agribusiness sector. We are experienced in the entire life cycle of agribusiness, from supply chain management, organisational structuring to production.

Our team brings strong industry knowledge and the capacity to communicate with disparate stakeholder groups. Our understanding of the agri-political climate enables us to deliver real solutions to legal issues that are pragmatic and to clearly add value to transactions.

Boosting the nation's food resources remains a key priority for Japan. With the Japanese Government relaxing regulations on the industry, our team of expert lawyers can assist Japanese clients who are looking to invest in Australia's attractive agricultural assets.

REAL ESTATE

The real estate market in Australia continues to appeal to international investors who are attracted to Australia for its transparent markets, efficient regulatory regimes and long-term growth prospects.

Our property lawyers have extensive experience and expertise in advising various stakeholders on their real estate investments in Australia. For Japanese investors, we understand the issues they face and the drivers behind their decision to invest in Australia. The breadth and depth of our experience means you can rely on us to actively work with you through each stage of your real estate investment and to provide you with legal advice that is both commercial and industry focused.

The keys to our success are our innovative strategic advice, our ability to see the big picture and our dedication to integrate industry best practices at different stages of your property project. We can assist Japanese corporations with:

- ▶ conducting due diligence and financing arrangements on property investments;
- ▶ the acquisition, disposal and management of resort and hotel portfolios;
- ▶ investment in property unit trusts and advice on associated regulatory framework and compliance;
- ▶ participation in large-scale residential and commercial development projects; and
- ▶ preparing and executing various types of commercial leases.

PROVIDING **INCISIVE** ADVICE FOR 180 YEARS

For over 180 years, our confident approach to complex transactions and litigation has seen us grow into one of Australia's premier firms.

Now, with 171 partners and over 1,600 employees across six offices, we continue to strengthen our reputation for innovative and incisive advice. With a genuine commitment to client service, we've become trusted advisers to a range of government agencies and many of Australia's largest corporations.

Our vision is to be the leading law firm in Australia. We believe that remaining an independent Australian law firm is in the best interests of our clients, partners and people. A key component of our strategy is building and maintaining successful relationships with leading, independent firms in other jurisdictions. By doing so, we retain the flexibility to work, for our clients' benefit, with some of the world's best firms and practitioners, without being tied to a rigid global firm structure.

A MARKET **LEADING** REPUTATION

- » Band 1 - Equity Capital Markets
(Chambers Asia Pacific)
- » Band 1 - Capital Markets,
Securitisation, Financial Services
Regulation
(Chambers Asia Pacific)
- » Band 1 - Environment & Planning
(Chambers Asia Pacific)
- » Band 1 - Dispute Resolution
(Legal 500 Asia Pacific)
- » Band 1 - Competition/Anti-trust
(Chambers Global and IFLR1000)
- » Band 1 - Construction &
Infrastructure, Projects
(Chambers Asia Pacific)
- » Band 1 - Government
(Chambers Asia Pacific)
- » Band 1 - Real Estate
(Chambers Asia Pacific)

OUR JAPAN **TEAM**



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