

“A New Era for Shareholder Rights in Japan?”

Founding Editor, Firefly

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設立記念workshop

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A New Era for Shareholder Rights in Japan?"

We have been discussing disclosure related issues since 2014, mostly investors and market participants in Japan and inviting foreign friends. Discussion themes are chosen from IFRS or Corporate Governance issues and responding public consultation of IASB or other organisations. Since we responded EU consultation Fitness Check in 2018, we have recently picked up the Sustainable / environment topics as agenda.

私たちは2014年以来、主に日本の投資家や市場参加者、そして海外の友人たちを招き、情報開示に関する問題について議論してきました。議論のテーマは、IFRSやコーポレートガバナンスに関する問題、IASBなどの機関による公開協議への回答などから選ばれています。2018年にEUの「Fitness Check」に関する協議に回答して以来、最近ではサステナビリティ／環境問題を議題として取り上げています。



- Firefly is a new independent publishing venture (10 month ago)
- Regular topics include turning points in governance and regulation, major corporate transactions, landmark legal cases, how governments are reshaping the investment landscape and much more.

Jamie Allen has been working for over 25 years since founding ACGA, aiming to improve corporate governance throughout the Asian region.

Two years ago, he left ACGA and established a new research company, Firefly. He plans to continue speaking out for improved governance in Asia.

Jamie Allen氏ACGAを設立してから25年あまりアジア地域全体のコーポレートガバナンスの向上を目指して活動してきました。2年前にACGAを離れ、新たなリサーチ会社Fireflyを設立しました。引き続きアジアのガバナンス向上に向けて発言をしていく予定だそうです。



Discuss!

What we discussed / 議論のアジェンダ

1. Mostly positive trends

- Entrenchment of METI 2019 “Fair M&A Guidelines” + related TSE listing rule changes
- FIEA Amendments on “large shareholder reporting system”, “joint holder” rules, and tender offers
- Toyota Industries privatisation

2. Potentially negative trends

- Revision of Companies Act
- Reconvened METI “Fair Acquisition Study Group”
- Revision of CG Code

1. 概ね好ましい動向

- 経済産業省2019年「公正なM&Aガイドライン」の定着化と関連する東証上場規則の変更
- 金融商品取引法(FIEA)の「大株主報告制度」、「共同株主」規則、および株式公開買付けに関する改正
- 豊田自動織機の上場廃止

2. 潜在的に好ましくない動向

- 会社法の改正
- 経済産業省「公正買収検討会」の再招集
- コーポレートガバナンス・コードの改正

Some of the discussion highlights (1)

Amendments to the Companies Act. Many are positive, but certain issues remain.

1. Eliminating the second-step shareholder vote in a privatization

非公開時の決議方法の変更

- **Option A:** If an acquirer has achieved 2/3 ownership of a company through a tender offer (the “first step”), then the requirement for an EGM and shareholder vote to confirm the squeeze-out (the “second step”) can be eliminated. But only if shareholder interests have been protected and a “majority of minority condition” applied.
- **Option B:** No change to the current system, whereby only acquirers with 90% ownership have an automatic right to purchase the remaining shares from minorities.

2. Raising or eliminating the shareholder proposal threshold (# of shares)

株主提案の株式数要件の引き上げまたは撤廃

- Concerns about “frivolous and time-wasting” resolutions from gadfly retail shareholders is driving a push to raise the ownership threshold for making proposals from 300 shares to something much higher OR eliminating the share-number criteria entirely and retaining only a percentage threshold (ie, 1%).
- Removing the share-number threshold would effectively stop retail investors making proposals.

3. Allowing virtual-only shareholder meetings

株主総会オンラインオンリーの導入

Some of the discussion highlights (2)

Revising CG code

2026年2月に公表された改訂案の根底にあるのは、「少ないほど良い」という考え方です。FSAは形式的な情報開示に懸念を抱き、発行体に対し実質的なガバナンス改善を求めています。そのため原則の数を減らし、非公式なガイダンスを増やそうとしています。しかし…

1. Box-ticking disclosure (形式的な情報開示) :

企業が定型的な情報開示を行う理由は複数あります。コーポレートガバナンス・コードの形式と内容は、その要因の一つに過ぎません。これを変更しても、根本的な問題は解決しません。

There are multiple reasons why companies produce “boilerplate” disclosure. The format and content of a CG Code is just one factor. Changing this doesn’t change the underlying problems.

2. “Interpretative Guidance”(「解釈ガイダンス」) :

これまで発行体に対し、コードの実施方法に関する実践的かつ具体的なアドバイスを提供していた「補足原則」の多くは、新たに「解釈ガイダンス」セクションに移されます。これらが“comply or explain”の対象でなくなると、企業はもはや自社の取り組みを開示する必要がなくなります。

Many of the previous “supplementary principles”, which gave practical and specific advice to issuers on how to implement the Code, have been moved into new Interpretative Guidance sections. These are not subject to “comply or explain”. Hence, companies no longer need to disclose what they are doing.

3. Prescription vs Principles (規定と原則) :

現在、**コーポレートガバナンス・ガイドラインが「規定が多すぎる」という、単純なglobal backlashが見られます。**しかし、**規定が存在するには理由があります。**それは、企業に実践的な指針を示すためです。

There is a simplistic global backlash today against CG guidelines being “too prescriptive”. Yet prescription is there for a reason: to give practical guidance to companies.

You can see more articles

BY JANE MOIR IN LEGAL BATTLES — 22 MAR 2026

Litigation watch: Bank of Baroda

Over the coming months Firefly will publish a series of articles on landmark litigation battles across the region. Our first looks at Indian lender, Bank of Baroda.

BY JAMIE ALLEN IN OPINION — 03 FEB 2026

Keep your eyes on the prize

In May 2026 some rusty old chains constraining collective engagement of companies in Japan will be removed. Though not perfect, the new rules mark an important turning point in regulatory policy. Savvy investors will keep their eye on the big picture and not tie themselves in knots over minutiae.

BY MELISSA BROWN IN OPINION — 20 MAR 2026

Macro governance, not AI, is the real story

AI-linked equities have set the tone for Asian markets in 2026. But the more important story is about governments.

BY JAMIE ALLEN IN JAPAN — 10 FEB 2026

Unshackling investors in Japan (1)

For the past decade financial regulation in Japan has hamstrung collective engagement of listed companies. What was the origin and purpose of these rules?

BY JAMIE ALLEN IN JAPAN — 18 FEB 2026

Unshackling investors in Japan (2)

What are the pros and cons of the new large shareholder reporting regime? How might different types of investors respond?

BY JAMIE ALLEN IN QUICK READS — 03 MAR 2026

TICO take-private: And the winner is...

Elliott and Japan emerge from the TICO privatisation saga in front. Toyota has much to learn.

BY JANE MOIR IN HONG KONG — 05 MAR 2026

The chutzpah of Hong Kong small caps

A listed company put prime assets into a private equity-style fund. The deal ticked regulatory boxes but things did not end well for shareholders.

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