



Japan Fair Trade Commission



# **Basic Concept Under the Antimonopoly Act on Activities of Enterprises Related to Economic Security**

**November 20, 2025**

**Japan Fair Trade Commission**

The Antimonopoly Act is a law that prescribes basic rules to be followed by enterprises in conducting business activities in free economic society.

In order to promote fair and free competition, the Antimonopoly Act prohibits impeding free competition or competing using unfair means of competition. The following are the main prohibitions:

## Unreasonable restraint of trade

A process where others in the same trade and industry associations agree on prices, production quantity, etc., and do not compete with each other in the market. This includes cartels and bid rigging.

## Cartels, bid rigging, etc.

## Concerted activities such as business alliance

\*As with cartels, bid rigging, etc., business alliance are considered not to be a violation although they are conducted by multiple enterprises.

## Private monopolization

An act in which a leading company puts a competitor under control by owning stocks or dispatching directors (control), or pushes a competitor out of a market or prevents a competitor from entering a new market (exclusion) by pressuring a trading partner.

## Unfair trade practices

For example, committing any act that has the risk of impeding fair competition as follows:  
Concerted refusal to trade, discriminatory consideration, unjust low price sales, resale price restriction, abuse of a superior bargaining position, tie-in sales, trading on exclusive terms, trading on restrictive terms, and interference with a competitor's transactions

## Anti-competitive business combination

Creating a business combination that may be substantially to restrain competition in the market (such as shareholding, interlocking directorates, mergers, split, joint share transfer, or acquisitions of business, etc.).

- The term “**unreasonable restraint of trade**” as used in this Act means such business activities, by which any enterprise, by contract, agreement or any other means irrespective of its name, **in concert with other enterprises, mutually restrict or conduct their business activities** in such a manner as to fix, maintain or increase prices, or to limit production, technology, products, facilities or counterparties, thereby **causing**, contrary to the public interest, **a substantial restraint of competition in any particular field of trade**. (Article 2, Paragraph 6)
- “**Substantially to restrain competition in a particular field of trade**” means to **bring about a state in which competition itself has significantly decreased** and a situation has been created in which a specific business operator or a group of business operators **can control the market by determining price, quality, volume, and various other terms with some latitude at its or their own volition** (decision of the Tokyo High Court on December 7, 1953, concerning Toho Company, Limited, et al.).

## Cases where the joint activities of enterprises, etc. have only anti-competitive effects

Bid rigging, coordination of order intake, price-fixing cartels, volume cartels, market division cartels, etc.



In principle, it is a problem under the Antimonopoly Act

## Joint activities such as business alliance

Major types:

- Setting of standards
- Voluntary standards for social and public purposes, such as environmental conservation and securing safety
- Provision of information on usage, etc. to consumers
- Joint transport



In many cases, they do not correspond to restrictions on competition in the first place

- \*In the case of matters concerning prices, quantities, or trading partners, it becomes illegal if it is “substantially to restrain competition” in light of the content and form of the joint activities and the market share of participants.
- \*Acts to exclude other enterprises can fall under “private monopolization” or “unfair trade practice.”

When enterprises, etc. consider joint activities or business combinations, it may be necessary to mutually exchange information regarding business activities, etc. The basic idea is as follows:

- ◆ If there is no exchange of information regarding matters that are important means of competition, including prices and quantities, there is usually no problem under the Antimonopoly Act.
- ◆ Even the exchange of information regarding matters that are important means of competition, including prices and quantities, does not normally pose a problem under the Antimonopoly Act if it is within what is regarded as the reasonably necessary scope for considering and implementing joint activities or business combinations and if necessary measures to block information are taken.
- ◆ On the other hand, if necessary measures to block information are not taken and if tacit agreement or common intention is formed between enterprises on future prices, etc. through exchange of information regarding matters that are important means of competition, including prices and quantities, this may pose a problem under the Antimonopoly Act.
- ✓ Matters that are important means of competition mean the facets of an enterprise's business activities that exert a direct influence on the market mechanism if restraints are posed on those facets, such as prices or quantities, the customers and sales channels for trade, and the equipment for supply.
- ✓ Necessary measures to block information refer to sharing information only with parties concerned (persons in charge) with regard to joint activities or consideration and implementation of business combinations, and prohibiting the use of information for other purposes.

In the case of external shocks such as significant changes in the international situation, for the purpose of ensuring economic security, information exchange and joint activities by administrative organs and enterprises may be necessary to the same level as when there is disruption in procurement of critical raw materials that are essential to the business during an earthquake. The basic idea is as follows:

- (1) Information exchange and joint activities **in the event of a procurement disruption**
  - ◆ In order to ensure stable procurement of critical raw materials, it does not, in principle, raise concerns under the Antimonopoly Act if an administrative organ gives instructions and guidance to enterprises, etc. on the quantity to be procured or procurement sources, etc. only during periods of severe shortages of critical raw materials, or if enterprises, etc. exchange and share information only on the quantity to be procured or procurement sources, etc., and carry out joint activities necessary for stable procurement.
  - ◆ It is necessary to terminate the adjustment immediately after the shortage of critical raw materials has been resolved.
- (2) Information exchange and joint activities **in preparation for procurement disruption risks**
  - ◆ In principle, information exchange and joint activities do not raise concerns under the Antimonopoly Act in cases where the purchasing share of the participating enterprises in the market for the procurement of critical raw materials is low, where the market share of the participating enterprises in the product sales market or the ratio of their procurement cost of critical raw materials to the manufacturing cost is low, or where the circumstances such as users' countervailing bargaining power in the product sales market are recognized, which makes competitive pressure from the users strong.
  - ◆ See the above slide (page 4) for the basic concept of information exchange.

[Reference] "Collection of Assumed Cases Related to Activities in the Case of Emergency such as Earthquake Disaster" and "Q&A Related to the Great East Japan Earthquake"  
"Guidelines Concerning the Activities of Enterprises, etc. Toward the Realization of a Green Society Under the Antimonopoly Act"  
"Casebook on the Antimonopoly Act for Industrial Structural Reform to Ensure Stable Supply of Generic Drugs"

The Japan Fair Trade Commission (JFTC) provides consultations on whether individual and specific matters concerning transactions of products/services, use of intellectual property, voluntary standards/self restraints, joint activities, business ties, joint research and development, etc. that enterprises and trade associations intend to conduct on their own in the future will become a problem under the Antimonopoly Act.

## Consultation through the Prior Consultation System (one case in FY2024)

- For the purposes of increasing transparency in the operation of laws and enriching consultation systems, the JFTC has been implementing the Prior Consultation System to provide consultation and written responses concerning whether the specific acts that enterprises, etc. intend to conduct pose any problem under the Antimonopoly Act. The name of the applicant and the details of the consultation and response are published, in principle.
- For consultation under the Prior Consultation System, a written response is given, in principle, within 30 days of receipt of an application form for prior consultation. However, where the submission of additional materials, etc. is regarded as necessary for giving a response and is requested after an application form for prior consultation has been received, a response is given within 30 days of receipt of all the materials, etc.

## Consultation not through the Prior Consultation System [1,157 cases in FY2024 (excluding cases of abuse of a superior bargaining position)]

- The JFTC also offers consultation not based on the Prior Consultation System (hereinafter referred to as “General Consultation”) with the aim of easing the burdens of parties seeking consultation and with consideration given to the maintenance of their confidentiality.
- In the General Consultation, the explanation of each party seeking consultation is received by phone or in person at the JFTC, and its response is given, in principle, orally. The details of each consultation case are not published in principle (with the consent of parties seeking consultation, an outline of the consultation, etc. may be published for cases that are considered to be helpful for persons other than parties seeking consultation).

[Reference] Past consultation cases posted on the JFTC website

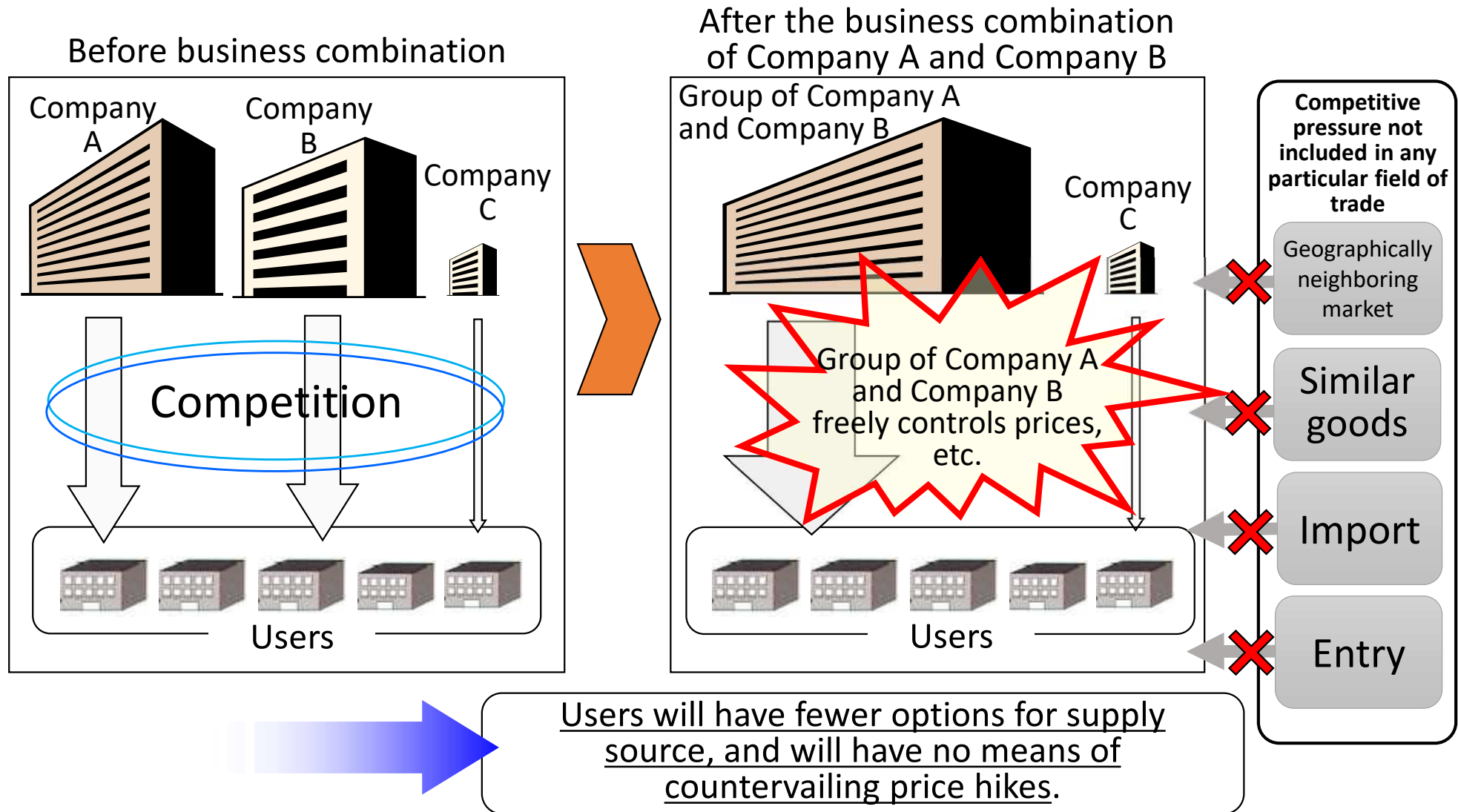
Summaries of major consultations (including business ties, joint procurement, OEM, and information activities) that are considered to be helpful for persons other than parties seeking consultation are compiled and published annually as a collection of consultation cases and posted on the “Collection of Consultation Cases” page of the JFTC website. The information is organized by types of conduct, and can also be searched by “keyword.”

(Collection of consultation cases) <https://www.jftc.go.jp/dk/soudanjirei/>

# Image of restricting competition through business combination

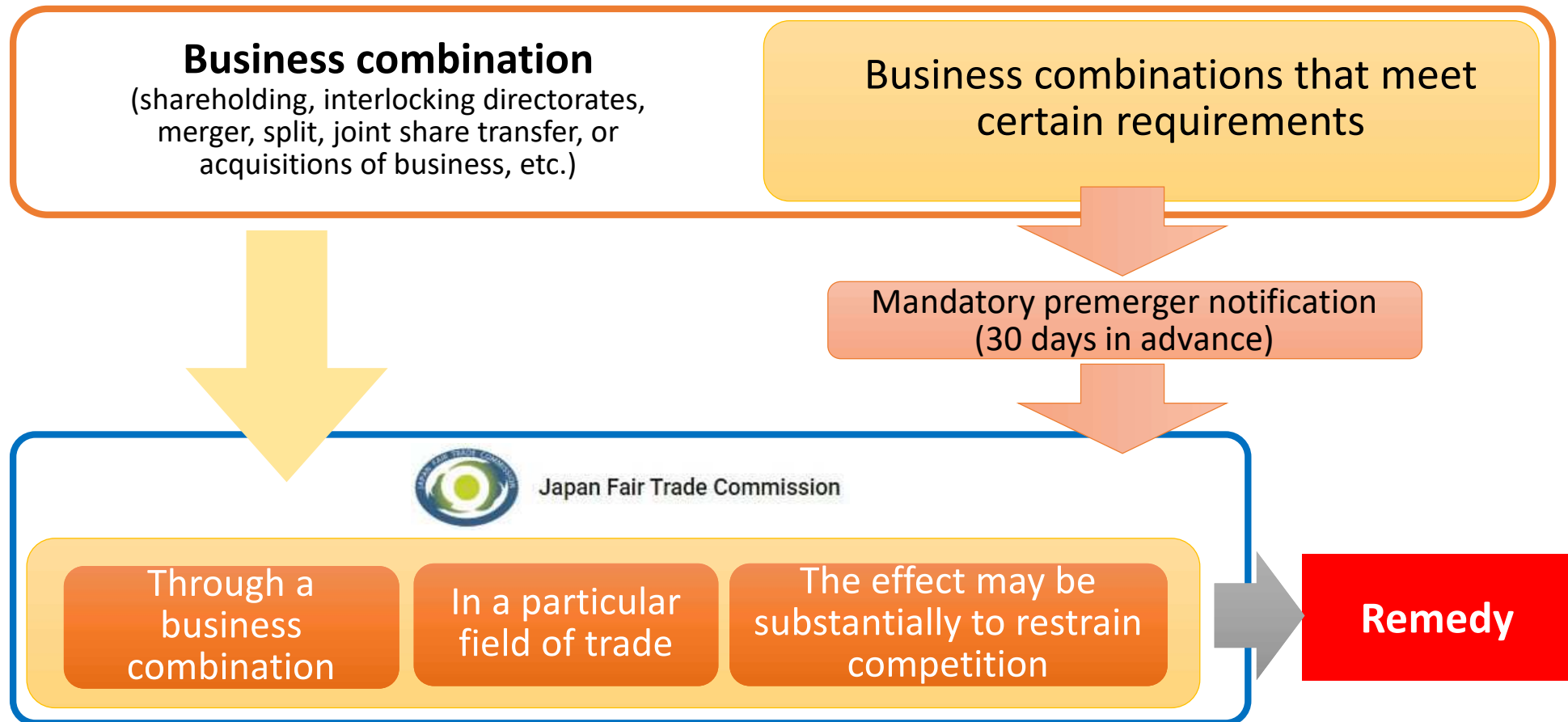


Specific examples of “the effect may be substantially to restrain competition”



The concept of restricting competition through business combinations described above has been established as a global standard common to all countries. Business combination review is conducted in each country based on this concept.

## Basic concept of business combination review



\*To determine in accordance with the Business Combination Guidelines

## Structure of the Business Combination Guidelines and flow of business combination review

Structure of the Business Combination Guidelines	Flow of business combination review
Introduction	
Part I. Subject of the Review of Business Combination	Determine whether a joint relationship is formed, maintained, or strengthened
Part II. A Particular Field of Trade	Define a particular field of trade
Part III. The Effect May Be Substantially to Restrain Competition	<p>For each type of horizontal, vertical, and conglomerate business combination, whether the effect may be substantially to restrain competition is determined as follows:</p> <ul style="list-style-type: none"> <li>• Determine whether it is possible to find it not to immediately indicate that the effect may be substantially to restrain competition based on each set of safe-harbor criteria</li> <li>• Determine from both perspectives of unilateral conduct and coordinated conduct</li> </ul>
Part IV. Effect of Horizontal Business Combination May Be Substantially to Restrain Competition	
Part V. The Effect of Vertical Business Combination May Be Substantially to Restrain Competition	
Part VI. Substantial Restraint of Competition through a Conglomerate Business Combination	
Part VII. Measures to Remedy Substantial Restraint of Competition	Consideration of remedies

## ■ Determining whether a joint relationship is formed, maintained, or strengthened

Through a business combination

In a particular field of trade

The effect may be substantially to restrain competition

The business combination review focuses on the fact that a business combination can have an impact on competition in a particular field of trade by altering the market structure in a non-competitive way through the forming, maintaining, or strengthening of a joint relationship.

\*“joint relationships” refer to a relationship in which two or more companies operate a business in a united form, whether fully or partially by shareholding, mergers, or other transactions.

### <Concept of share acquisition>

The ratio of voting rights held by the entire group of combined companies to the share issuing company

Exceeding 50%

Exceeding 20%, and the ratio stands alone as the top-ranked

10% or less, or the ratio ranks 4th or lower

Other than the above

Have a joint relationship

No joint relationship

Determined on a case-by-case basis

## Define a particular field of trade (market definition)

Through a business combination

In a particular field of trade

The effect may be substantially to restrain competition

It is necessary to understand the **scope of competition** to be judged in order to determine whether the effect may be substantially to restrain competition.

A particular field of trade

## ■ What is meant by “substantially to restrain competition”?

“The term substantially to restrain competition means to bring about a state in which competition itself has significantly decreased and a situation has been created in which a specific business operator or a group of business operators in control the market by determining price, quality, volume, and various other terms with some latitude at its or their own volition.” (Decision of the Tokyo High Court on December 7, 1953, concerning Toho Company, Limited, et al.)

## Determine whether the effect may be substantially to restrain competition for a particular field of trade

- ★ The analytical perspective varies depending on the type of business combination.
- ★ Determine whether each type meets the safe-harbor criteria.
- ★ If the safe-harbor criteria are not met, examine the determining factors, such as the **position of the company group and their competitors, the competitive situation in the market, import, entry, competitive pressure from related markets, and competitive pressure from users.**

### Horizontal

Business combination between companies competing in the same particular field of trade

### Vertical

Business combination between a company in the upstream market and a company in the downstream market

### Conglomerate

Business combination that is neither horizontal nor vertical

## ■ Safe-harbor criteria

Horizontal business combination	Vertical/conglomerate business combination
<p>① HHI is not more than 1,500</p> <p>② HHI is more than 1,500 but not more than 2,500 while the increment of HHI is not more than 250</p> <p>③ HHI is more than 2,500 while the increment of HHI is not more than 150</p>	<p>① Market share is not more than 10%</p> <p>② HHI is not more than 2,500 while market share is not more than 25%</p>

- HHI (Herfindahl-Herschman Index) is the sum of the squares of the market share of each company. The maximum value is 10,000 (square of 100 = 10,000) when one company accounts for 100% of the market. The closer the figure is to this value, the more oligopolistic the market is deemed to be.



“It is not normally considered that it may be substantially to restrain competition in a particular field of trade”

With regard to individual business combination cases, in accordance with the concept of the Business Combination Guidelines, not only the share of the parties to the business combination and competitors but also various factors, such as the past competition conditions between/among the parties to the business combination, any excess supply capacity of competitors, import pressure, entry pressure, competitive pressure from related markets, and competitive pressure from users, are comprehensively taken into consideration to determine whether the respective business combination will violate the Antimonopoly Act. In other words, whether it will give rise to a situation where users cannot secure sufficient options.

\*The presence or absence of problems under the Antimonopoly Act shall not be determined solely by the level of market share.

\*It is determined that there is no problem in cases where the degree of market concentration is small (applicable to safe-harbor criteria).

However, even if the criteria are not met, this does not immediately pose a problem, and most business combinations can be carried out as originally planned after business combination review.

**For cases that do not meet the safe-harbor criteria, whether or not competition is restricted is determined by taking the following determining factors into consideration.**

- ① Position of the company group and conditions of competitors
  - (A) Market share and ranking;
  - (B) Past conditions of competition between the parties to the business combination;
  - (C) Excess capacity of competitors; and
  - (D) Degree of differentiation, etc.
- ② Import
  - (A) Degree of institutional barriers;
  - (B) Degree of import-related transportation costs and existence of problems in distribution;
  - (C) Degree of substitutability between the imported products and the company group's products; and
  - (D) Potential for supply from overseas

\*Consider the above, regardless of whether imports are currently been conducted or not
- ③ Entry
  - (A) Degree of institutional barriers to entry;
  - (B) Degree of barriers to entry in practice;
  - (C) Degree of substitutability between entrant's products and the company group's products; and
  - (D) Potential for market entry
- ④ Competitive pressure from related markets
  - (A) Existence of competing goods (goods with similar utility, etc.); and
  - (B) Situations, etc. of geographically neighboring markets

\* Also consider the competitive pressure of competing goods (competitive pressure from related markets) in the near future.
- ⑤ Competitive pressure from users
  - (A) Conditions of competition among users;
  - (B) Ease of changing suppliers; and
  - (C) Market shrink, etc.
- ⑥ Overall business capabilities
- ⑦ Efficiency
- ⑧ Financial conditions of the company group
- \* Also consider the case where some of the companies of the company group or their business divisions subject to the business combination are underperforming.
- ⑨ Size of a particular field of trade
- \* Examine whether it is a case that the size of a particular field of trade is not large enough even for multiple efficient enterprises to engage in profitable business activities and therefore it is difficult to maintain competition by multiple enterprises even without a business combination.

## Characteristics of Business Combination Guidelines in Japan (comparison with European and American guidelines)

Safe-harbor criteria for horizontal business combination

Japan	<ul style="list-style-type: none"> <li>① HHI is not more than 1,500</li> <li>② HHI is more than 1,500 but not more than 2,500 while the increment of HHI is not more than 250</li> <li>③ HHI is more than 2,500 while the increment of the HHI is not more than 150</li> </ul>
EU	<ul style="list-style-type: none"> <li>① HHI is less than 1,000</li> <li>② HHI is more than 1,000 but not more than 2,000 while the increment of HHI is less than 250</li> <li>③ HHI is more than 2,000 while the increment of HHI is less than 150</li> </ul>
United States <small>*Standards for presuming illegality</small>	<ul style="list-style-type: none"> <li>① HHI is more than 1,800 but the increment of HHI is more than 100</li> <li>② Market share is more than 30% while the increment of HHI is more than 100</li> </ul>

- **The safe-harbor criteria in Japan are more extensive compared with those in the EU.**
- In addition to the above, the Japanese guidelines describe the scope where problems are potentially small (HHI of not more than 2,500 and a market share of not more than 35%), but the European and American guidelines do not include such descriptions.
- In the United States, there is no safe-harbor criteria, and there are standards for presuming illegality.

## Characteristics of Business Combination Guidelines in Japan (taking into consideration various factors in line with the actual situation of the Japanese economy)

The Business Combination Guidelines in Japan clearly state that various competitive pressures, such as those from foreign enterprises, adjacent markets, and users, will be taken into account, as well as the way of thinking in line with the actual situation of the Japanese economy, such as changes in industrial structure and market shrinkage, as follows.

The Guidelines also clearly state that while structural measures are the principle for a remedy, there are cases where behavioral measures are appropriate. (some of these are not necessarily specified in European and American guidelines (underlined below))

The JFTC conducts business combination reviews based on the Business Combination Guidelines by taking into account the actual situation of the Japanese economy.

- ① Clearly indicating The concept in case geographical range is determined across borders (See slide 20 for case examples.)
- ② Appropriately considering the competitive pressure from foreign enterprises (import pressure) (See slide 21 for a case example.)
- ③ Appropriately considering the competitive pressure from related markets (See slide 21 for a case example.)
- ④ Extensively considering the competitive pressures from users (See slide 21 for a case example.)
  - Clearly indicating that it can be a factor to cause competitive pressure from users if competition among users as trading partners is active.
- ⑤ Appropriately considering the financial conditions of the company group (See slide 21 for a case example.)
  - With regard to the judgment that there is little risk of a problem under the Antimonopoly Act, the concept is clearly stated for not only a case where one of the parties to the business combination is bankrupt, but also a case where one of its business divisions is bankrupt.
  - It is clearly stated that if one of the parties to the business combination (including its business divisions) is not bankrupt but underperforming, the weak business capacity of the said party (that is, the small impact of the business combination on competition) will be taken into account.
- ⑥ Appropriately considering the effects of changes in industrial structure and market shrinkage (See slide 21 for a case example.)
  - If demand for the product is continuously and structurally declining and if competitors' excess capacity is sufficient, it is considered as a rein on attempts to raise prices by the company group.
  - Regarding a product whose market is shrinking owing to a decline in demand resulting from changes in industrial structure (existing product), if there is a high probability that competing goods (new products) will substitute for the demand for the relevant product, it is assessed as a factor stimulating competition.
  - In a case where demand is continuously and structurally falling well under the quantity supplied as a result of a decrease in demand for the product and consequently results in competitive pressure by users, it is considered as a factor to prevent the company group from freely exerting an influence on the price of the product to some extent.
  - It is clearly stated that, in a case where the market size is not large enough even for multiple efficient enterprises to engage in profitable business activities, a business combination into one company will not be substantially to restrain competition.
- ⑦ Clearly stating that there are cases where behavioral measures are appropriate for a remedy (See slide 21 for a case example.)
  - It is clearly stated that there are cases where behavioral measures are appropriate, while structural measures are the principle for a remedy.

## ■ What is meant by “remedy”?

Even though the effect of a business combination may be substantially to restrain competition in a particular field of trade, such restraint may be remedied by **certain appropriate measures** taken by the parties to the business combination.

### Examples of remedies

- Dissolution of transfer of business / joint relationship
- Establishment of cost-based trading rights
- Provision of facilities necessary for imports and market entry
- Measures to block information, etc.
- Prohibition of discriminatory treatment, etc.

## Status of business combination review by major countries (number of merger prohibition decisions, etc.)

(Note 1)			FY2016	FY2017	FY2018	FY2019	FY2020	FY2021	FY2022	FY2023	FY2024	FY2025
United States	Antitrust Division of the Department of Justice (Note 2)	Number of lawsuits filed in connection with merger cases	15	11	9	11	8	11	10	1	0	-
	Federal Trade Commission (Note 3)	Number of consent orders, lawsuits filed, and decision of commencement of the hearing related to merger cases	21	17	17	12	17	11	18	6	6	-
EU (Note 4)	Number of merger prohibition decisions		1	2	0	3	0	0	2	1	0	0
	Number of cases approved on condition of having a remedy		25	20	23	16	16	11	12	9	8	7
Japan	Number of cease and desist orders		0	0	0	0	0	0	0	0	0	0
	Number of cases approved on condition of having a remedy		3	6	8	4	6	3	1	1	3	4 (Note 5)

(Note 1) Fiscal year: US: October (previous year)–September; EU: January–December; Japan: April–March (following year)

(Note 2) See the statistical data published by the Antitrust Division of the Department of Justice and the annual report on the HSR Act (Hart-Scott-Rodino Act) for each fiscal year.

(Note 3) See statistical data published by the Federal Trade Commission.

(Note 4) See the statistical data published by the Directorate-General for Competition of the European Commission.

(Note 5) As of November 2025.

## Business combination cases approved despite the fact that the market share reached 100%

- **FY2022: Acquisition of Sanyo Electric Co., Ltd.'s nickel-cadmium battery business by Furukawa Battery Co., Ltd.**  
Note: Although the market share reached 100% in three transaction fields, the business combination was approved in consideration of factors such as the ongoing shift to similar goods, the declining demand trend, and competitive pressure from related or indirectly related markets.
- **FY2010: Acquisition of shares of Toyo Fiber Co., Ltd. by Hokuetsu Kishu Paper Co., Ltd.**  
Note: Although the market share reached 100%, the business combination was approved in consideration of the steady progress in switching to similar goods and competitive pressure from related markets.
- **FY2009: Acquisition of shares of Sanyo Electric Co., Ltd. by Panasonic Corporation**  
Note: Although the market share reached 100% in three transaction fields, the business combination was approved in consideration of factors such as remedies to address concerns, imports from Korea and China, and the situation of price requests from users to manufacturers namely competitive pressure from users.

## Cases of business combination between Japanese companies in an oligopolistic position in the domestic market facing international competition from foreign companies

- **FY2025: Acquisition of shares of Japan Marine United Corporation by Imabari Shipbuilding Co., Ltd.**  
→ Ocean-going vessels (shipbuilding)
- **FY2020: Establishment of a joint investment company for the design and sales of commercial ships by Imabari Shipbuilding Co., Ltd. and Japan Marine United Corporation**  
→ Ocean-going vessels (shipbuilding)
- **FY2017: Integration of the container shipping business by Kawasaki Kisen Kaisha, Ltd., Mitsui O.S.K. Lines, Ltd., and Nippon Yusen Kabushiki Kaisha (NYK Line)**  
→ Container shipping business
- **FY2016: Acquisition of shares of Showa Shell Sekiyu K.K. by Idemitsu Kosan Co., Ltd., and acquisition of shares of TonenGeneral Sekiyu K.K. by JX Holdings, Inc.** → Petroleum products
- **FY2011: Merger of Nippon Steel Corporation and Sumitomo Metal Industries, Ltd.**  
→ Steel products
- **FY2011: Acquisition of shares of Sony Mobile Display Co., Ltd., Toshiba Mobile Display Co., Ltd., and Hitachi Displays, Ltd. by Japan Display Inc.** → Liquid crystal displays (LCDs)

## Cases where business combinations were approved by defining cross-border markets (from FY2020 to November 2025)

Cases		Sector
1	FY2025: Acquisition of shares of Japan Marine United Corporation by Imabari Shipbuilding Co., Ltd.	Ocean-going vessels (shipbuilding)
2	FY2024: Integration of Novo Holdings A/S and Catalent, Inc.	Various CDMO services
3	FY2024: Integration of Hewlett Packard Enterprise Company and Juniper Networks, Inc.	Data center switches, campus switches, and wireless LAN access points
4	FY2024: Acquisition of Ansys, Inc. by Synopsys, Inc.	<b>Various semiconductor design and analysis software (semiconductors)</b> , and various optical design software
5	FY2024: Acquisition of shares of Nippon Cargo Airlines Co., Ltd. by ANA Holdings Inc.	International air cargo transport services on routes to and from Japan
6	FY2023: Acquisition of shares of Asiana Airlines Inc. by Korean Air Lines Co., Ltd.	International air passenger transport services and international air cargo transport services on routes to and from Japan
7	FY2022: Joint share transfer by Riken Corporation and Nippon Piston Ring Co., Ltd.	<b>Piston rings (marine equipment)</b>
8	FY2022: Acquisition of shares of Tenneco Inc. by Pegasus Holdings III LLC.	Polycrystalline alumina fibers
9	FY2022: Establishment of a joint investment company by Imabari Shipbuilding Co., Ltd. and Hitachi Zosen Corporation for the large marine engine business	Ocean-going vessels (shipbuilding)
10	FY2022: Integration of Microsoft Corporation and Activision Blizzard, Inc.	PC operating system services
11	FY2021: Acquisition of shares of Siltronic AG by GlobalWafers GmbH	<b>Various silicon wafers (semiconductors)</b>
12	FY2020: Acquisition of shares of BASF Colors & Effects Japan Ltd. by DIC Corporation	Various pigments
13	FY2020: Acquisition of shares of Maxim Integrated Products, Inc. by Analog Devices, Inc.	<b>Various general-purpose analog ICs (semiconductors)</b>
14	FY2020: Integration of Google LLC and Fitbit, Inc.	Operating systems for wristwatch-type wearable devices and smartphones
15	FY2020: Establishment of a joint investment company etc., by Imabari Shipbuilding Co., Ltd. and Japan Marine United Corporation for the design and sale of merchant vessels	Ocean-going vessels (shipbuilding)

(Note) Sectors **in bold** are those related to items designated as Specified Critical Materials under Article 1 of the Order for Enforcement of the Act on the Promotion of Ensuring National Security Through Integrated Implementation of Economic Measures (Cabinet Order No. 394 of 2022).

## A business combination approved taking into account competitive pressure from overseas

### • FY2023: Integration of the nonwoven fabric business by Mitsui Chemicals, Inc. and Asahi Kasei Corporation

Note: The combined market share of the parties' corporate groups would be high (approx. 45%, ranking first. There are other domestic enterprises with shares of approximately 25% and 20%).

⇒ Approved on the grounds that import pressure exists, given that imports from China and South Korea have increased in recent years and customs duties on imports from major exporting countries have been abolished.

## A business combination approved taking into account competitive pressure from related markets

### FY2024: Acquisition of shares of Mitsui Chemicals Industrial Materials Co., Ltd. by Maeda Kosen Co., Ltd.

Note: The combined market share of the parties' corporate groups would be high (approx. 85%, ranking first. There are two other domestic enterprises with shares of approx. 5%).

⇒ Approved on the grounds that competitive pressure from indirectly related markets exists, given that the share of construction methods using the relevant product is not large and alternative methods are available.

## A business combination approved taking into account competitive pressure from users

### FY2023: Integration of the generator business by Mitsubishi Electric Corporation and Mitsubishi Heavy Industries, Ltd.

Note: The combined market share of the parties' corporate groups would be high (approx. 50%, ranking first. There are other domestic enterprises with shares of approx. 25% and approx. 5%).

⇒ Approved on the grounds that competitive pressure from users exists, given that electric power companies, as purchasers, have bargaining power such as the ability to calculate price levels.

## A business combination approved taking into account efficiencies

### FY2024: Acquisition of shares of a newly established manufacturing subsidiary of Nippon Chutetsukan Co., Ltd. by Kubota Corporation

Note: The efficiency improvement claimed by the parties through reduction of CO<sub>2</sub> emissions was examined in line with the Green Guidelines, and it was recognized that the three requirements for efficiencies were satisfied.

## A business combination approved taking into account the financial conditions of the parties' corporate groups

### FY2018: Acquisition of shares of CAN System Co., Ltd. by USEN-NEXT HOLDINGS Co., Ltd.

Note: The combined market share of the parties' corporate groups would be almost monopolistic (approx. 90%, ranking first. There are other domestic enterprises with shares of approx. 5% or less).

⇒ Approved on the grounds that the parties were in insolvency, and therefore it was highly probable that they would exit the market in the near future.

## A business combination approved taking into account the scale of a certain transaction field

### FY2018: Acquisition of shares of The Eighteenth Bank, Ltd. by Fukuoka Financial Group, Inc.

Note: Remote island areas where competitors other than the parties' corporate groups are virtually absent.



⇒ Approved on the grounds that the market size in certain economic zones is extremely small, making it difficult to maintain competition among multiple enterprises.

## A business combination approved subject to remedies to resolve concerns

### FY2024: Acquisition of shares of a newly established manufacturing subsidiary of Nippon Chutetsukan Co., Ltd. by Kubota Corporation

Note: Approved subject to behavioral remedies, such as implementing access restrictions to sensitive information and restrictions on personnel transfers, to ensure that sensitive information is not shared between the parties' corporate groups.

## Consultation desks of the Japan Fair Trade Commission

Content of consultation	Department/office in charge	Website
Consultation on the specific and individual business activity that the enterprise/trade association intends to implement in connection with its transactions for products/services, its use of intellectual property, its voluntary standards/self-restraints, its joint activities, etc.	Consultation and Guidance Office 03-3581-5481	
Notification/consultation concerning business combinations including the acquisition of shares and mergers	Mergers and Acquisitions Division 03-3581-3719	

## Publication of a collection of consultation cases

For the purpose of further deepening the understanding of the Antimonopoly Act by enterprises, etc., the JFTC compiles summaries of major consultations that are considered to be helpful for persons other than parties seeking consultation, and publishes them annually as a collection of consultation cases.

## Preparation of Merger Review Guidebook

The JFTC prepared a guidebook that comprehensively provides not only an overview of the business combination review but also an explanation of the procedural flow using illustrations and plain language, and published it on June 11, 2025.  
[https://www.jftc.go.jp/houdou/panfu\\_files/kigyoketsugo.pdf](https://www.jftc.go.jp/houdou/panfu_files/kigyoketsugo.pdf)

