

CORPORATE

GENERAL OVERVIEW AND OUR CLIENTS

Our clients come from Germany and abroad and include medium-sized companies and multinational groups, family-owned companies and their shareholders, listed and unlisted stock corporations, publicly-owned companies and foundations, start-ups and venture capital firms, as well as strategic and financial investors from Germany and abroad.

We provide comprehensive corporate law advice to our clients on all aspects and issues arising in relation to the establishment and structuring of companies, current company management, reforms in connection with reorganisation or generational changes, or in connection with the sale or acquisition of business units or their liquidation and dissolution.

WHAT SETS US APART

Excellent technical knowledge and many years of experience across various sectors allow us to provide our clients with individual solutions for complex, specialised topics and legal issues arising in day-to-day business. Our multidisciplinary, full-service approach means we can assist, for example, with labour, commercial and antitrust law aspects, as well as tax and economic issues. We form experienced teams with legal experts from all relevant areas of law, our own tax advisers and the experts from our co-operation partner, BBWP GmbH Wirtschaftsprüfungsgesellschaft (accountants and auditors). We have served as valued partner to many of our clients for decades, even to successive generations of the founding family.

Establishment and structuring of companies and joint ventures

- Advising on the conceptual design of the company and choice of corporate form in light of individual needs and criteria, e.g. the type of company or sector, business plan, options for raising capital and financing, commercial risks, the number of founding shareholders, profit and loss sharing, taxes, shareholder liability, directors' powers and powers of representation, accounting requirements, shareholder voting and co-determination rights, holding structures, partnerships or joint stock companies
- Drafting the constituent documents, including the articles of association, shareholders agreement, by-laws and schedules of responsibilities
- Advising and providing support to spin-offs and start-ups
- Preparing and implementing capitalisation measures and providing assistance with financing rounds
- Providing advice in the case of new shareholders or investors, or their exit
- Advising on establishment and drafting agreements in connection with joint ventures, partnerships, cooperations, participation agreements and minority shareholdings

Corporate governance and general corporate law advice

- Preparing and providing support with shareholder meetings
- Advising on the rights and obligations of boards and board members (directors, supervisory board, advisory board, shareholders) and on cooperation between boards and panels
- Advising on and assisting with the change of directors (appointment and removal) or amendments to the articles of association
- Advising on executive liability and measures to avoid breach of duties
- Advising on and assisting with corporate housekeeping (the keeping of corporate records and documents, support related to filings with public authorities, notifications to authorities in accordance with obligations to provide information), and with other corporate law and corporate compliance issues
- Advising on and developing remuneration and incentive models for board members and employees, including establishing employee participation programmes

Stock market and capital market

- Advising on management and supervisory board matters
- Annual general meetings of shareholders
- Advising on and developing remuneration and incentive models for board members and employees, including the development of share option programmes
- Advising on capitalisation measures and corporate finance
- Preparing and assisting with initial public offerings (IPOs) and the issue and placement of shares, with and without the publication of a prospectus
- Advising on capital market disclosure issues (insider trading, ad-hoc disclosures, voting rights notification and directors dealings) and post-admission obligations
- Preparing and implementing squeeze outs, delistings or downlistings
- Advising on issues related to the Societas Europaea (SE)

Corporate Litigation

- Providing advice on and support with management and shareholder disputes and conducting litigation
- Advising on and conducting procedures with respect to board liability (including disputes with D&O Insurance)
- Providing assistance and advice in relation to shareholder actions, such as actions for invalidity or annulment, valuation proceedings and actions for release for entry in the register
- Providing advice on and assistance with special audits under stock corporation law and with proceedings for leave to bring an action
- Advising on disputes in connection with the exit of shareholders, severance and evaluation issues and changes to shareholders

Transformation law and the law of groups

- Providing advice and assistance with the reorganisation of company or group structures and restructuring and transformation processes
- Preparing and implementing company transformations: demergers, spin-offs, mergers, conversions
- Providing advice on inter-company agreements, including control and profit transfer or profit distribution agreements, affiliation and operational management contract, cash pooling agreements
- Advising on and assisting with restructuring processes, including in times of crisis

Mergers & Acquisitions

- Advising on, preparing, implementing and managing national, international and cross-border M&A transactions
- Designing acquisition structures, including acquisition finance and tax-optimised structures

Russia

Market entry, the formalities of start-ups, corporate housekeeping, the structuring of groups and challenges to corporate resolutions: although corporate law has become quite standardised over the years, it was the initial focus of our work in Russia. We assist companies with all states of affairs: from the choice of company form to complex transactions. Our experience allows us to find swift and flexible solutions, even to complicated issues.

For years, we have worked closely on large and complex projects with colleagues from our other offices and from partner firms in key jurisdictions worldwide. This allows us to solve even multi-jurisdictional mandates smoothly.

AT A GLANCE

- Selecting and designing company forms in Russia and abroad
- Establishing joint ventures
- Registering the initial securities issued on company start-up, establishing branches and representative offices
- Corporate housekeeping and corporate governance
- Restructuring group companies
- Structuring company acquisitions (acquisition of shares/stock or assets)
- Providing representation in challenges to executive resolutions (general meetings of shareholders, board of directors)
- Liquidation of companies

China

We help companies find the right form and jurisdiction for their business unit, structure transactions and advise on all corporate governance issues arising in day-to-day business. We support start-up companies and multinational groups equally. Advising on capital requirements, finance structures and exit strategies are a particular focus of our work.

AT A GLANCE

- Establishing business units, foreign-invested enterprises (FIEs), e.g. joint ventures and wholly foreign-owned enterprises (WFOEs)
- Shareholder disputes
- Corporate housekeeping and corporate governance
- Restructuring group companies
- Structuring company acquisitions (acquisition of shares/stock or assets)
- Compliance
- Financing structures