

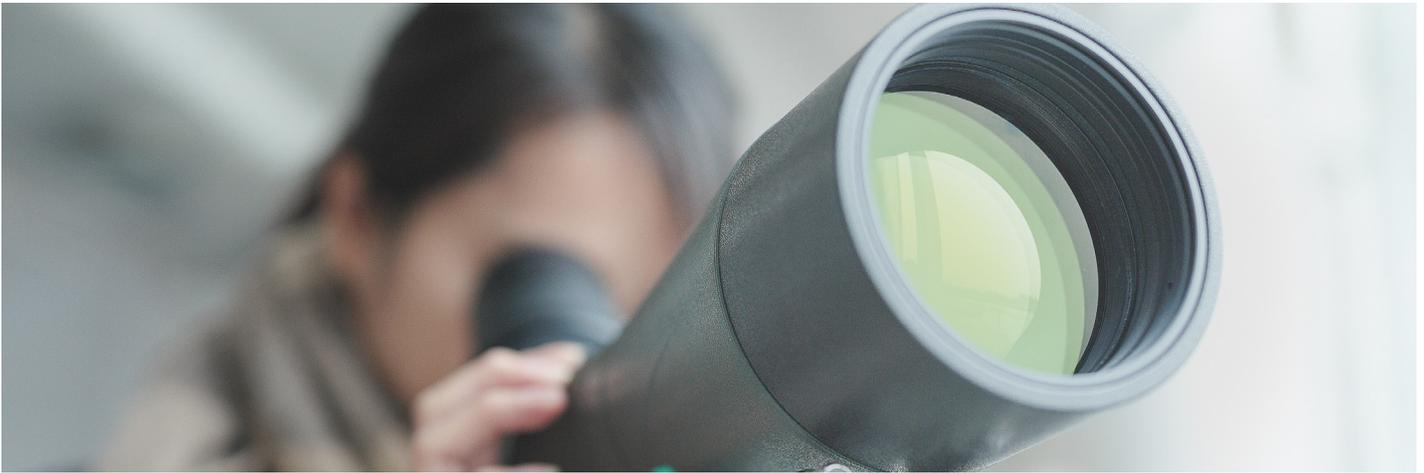


# CORPORATE LAW

We speak your language.

**Everywhere.**

AUSTRIA BELGIUM BULGARIA CHINA CZECH REPUBLIC FRANCE  
GERMANY HUNGARY ITALY POLAND ROMANIA SLOVAKIA TURKEY



## WE THINK AHEAD FOR YOU A MATTER OF COURSE AND IN A CERTAIN MANNER

The challenges for companies, shareholders and managers under corporate law are complex and constantly changing. Requirements for which sustainable solutions must be found: Legally and fiscally watertight as well as economically sensible.

Our proven experts in corporate law have many years of experience in advising companies ranging from shareholder-managed enterprises to global corporations. We accompany our clients safely through the complex framework conditions in every phase of the business and offer customised and sustainable solutions. Cross-border economic activities require international solutions. Through the international Schindhelm Alliance, the know-how and resources needed for efficient implementation of cross-border solutions are available.

### **Start-up advice**

In the run-up to a business activity, the question regularly arises as to the legal form in which the activity is to be carried out. An analysis of the respective concrete needs to select the appropriate legal form as well as sound advice on the implementation of start-ups, but also of project companies, are of central importance in this phase. In particular, when drafting company or syndicate agreements, we develop individual solutions with you and anticipate possible future developments in both company and tax law.

### **General corporate law advice**

We accompany companies in all phases of their further development. This requires not only excellent legal knowledge, but also a comprehensive understanding of economics. Ongoing advice on corporate law includes, in particular, the convening and attendance of shareholders' meetings, the implementation of capital measures, advice on planned changes in the respective company bodies or at shareholder level, such as company succession.

### **Restructuring measures**

The reasons for restructuring measures can be manifold, but in any case require optimal planning from both a corporate law and a tax perspective. Another focus of our work is the planning and implementation of restructuring measures of all kinds, up to and including restructuring in the event of a crisis. Whether mergers, demergers, contributions of shareholdings or changes of legal form are involved - our lawyers have years of experience in advising on national and international restructuring processes and develop options for action tailored to your needs.

### **Conflict resolutions**

The development of sustainable solutions also means reducing the risk of protracted disputes under corporate law in advance through clear and precise regulations in articles of association and shareholders' agreements. In the event that a contentious dispute cannot be avoided, we will of course also represent your interests before the state courts and before national and international arbitration tribunals.



## SELECTED CONSULTATION GOALS

The experts at SCHINDHELM are proficient in the entire spectrum of corporate law advice. In the sense of holistic consulting, we solve the tasks assigned to us quickly and efficiently in teams with colleagues from neighbouring departments and participating countries: Interdisciplinary and international.

### Advice in the start-up phase

- Advice on the choice of legal form
- Drafting clear and precise company and syndicate agreements
- Advice in connection with public law notification and approval requirements for the planned business activity

### General corporate law advice

- Legal advice on the implementation of corporate governance, in particular the drafting of rules of procedure for managing directors, management boards, supervisory boards and advisory boards
- Legal advice in connection with corporate actions
- Preparation and assistance in the conduct of annual general meetings
- Advising managing directors, board members and supervisory board members on liability issues
- Design and implementation of employee participation schemes
- Advice on restructuring measures such as mergers, demergers, contributions

- Advice on public sector spin-offs and privatisations
- Drafting clear and precise syndicate agreements
- Legal support in proceedings to review the exchange ratio in the event of a merger or the cash compensation in the event of the exclusion of minority shareholders
- Legal advice on the contestation of shareholders' resolutions

### Advice in crisis situations

- Legal advice on crisis management
- Restructuring advice and insolvency law advice

### Conflict resolution

- Conflict resolution between shareholders or between shareholders and corporate bodies
- Representation before state courts and national and international arbitration tribunals



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*Please note: The explanations above do not claim to be conclusive. They are only intended to provide initial information and orientation. They do not replace detailed legal advice. We are at your disposal for such a consultation.*