

# petersenpartners

Rechtsanwälte  
Steuerberater  
Unternehmensberater



**PRACTICE GROUP  
CORPORATE AND  
COMMERCIAL LAW**

## TEAM



### **DR. JÖRDIS AMBACH**

Partner | Attorney | Specialist Attorney in corporate and commercial law



### **ECKHART BRAUN**

Partner | Attorney | Specialist Attorney in labour law | Specialist Attorney in corporate and commercial law



### **JONAS BREHM**

Attorney



### **DR. THOMAS KÖHLER**

Attorney



### **THOMAS LEIPNITZ**

Attorney | Specialist Attorney in tax law



### **DR. NIKOLAUS PETERSEN**

Partner | Attorney | Specialist Attorney in tax law | Specialist Attorney in corporate and commercial law



### **SARAH SCHELLER**

Attorney | Specialist Attorney in corporate and commercial law



### **DR. KENNET SPALLEK**

Attorney

# COMPETENCIES

## CORPORATE LAW

We advise medium-sized and large or listed domestic and foreign companies and their partners/stakeholders, private and institutional investors, foundations, family offices and public authorities on all important aspects of the law of limited liability companies, stock corporations, cooperatives, foundations and group-of-companies. This includes:

### GENERAL CORPORATE LAW

- Selection of the appropriate legal form and establishment of companies of all legal forms
- Partnership agreements and by-laws for all corporate bodies
- Preparation and attendance of shareholder and general meetings
- Advising of companies and partners as well as corporate bodies and board members
- Measures generating and maintaining capital
- Joint ventures and cooperations between companies of all legal forms
- Corporate succession
- Concept and implementation of employee stock option programs
- Corporate governance and the introduction of compliance systems
- Winding-up and liquidation of companies

### CONVERSION AND RESTRUCTURING

- Conversion measures such as merging, division, spinoffs and change of legal form
- Stock corporation “Squeeze-out“
- National and international restructuring measures

## GROUP-OF-COMPANIES LAW

- Control and profit and loss transfer agreements
- Group apportionment agreements
- Other intercompany agreements

## SHAREHOLDER DISPUTES AND LITIGATION

- Representation in shareholder disputes, in particular in actions for rescission and redemption proceedings
- Support in disputes with corporate bodies arising from the corporate body relationship – in particular enforcement or defence assertion or defence of claims for damages against members of corporate bodies
- Representation in corporate arbitration proceedings

## REORGANISATION AND RESTRUCTURING

We advise companies in all legal matters in the field of reorganisation and restructuring, in particular in the areas of:

- Advising companies in crisis, their management or shareholders, also regarding insolvency law issues as well as creditors (creditor pools) and investors
- Assumption of trustee functions, for example in the context of a restructuring or a sales trust, for shareholders, banks and other creditors
- Moderation of steering committees and bank pools
- Advise with transferring reorganisations





## **M&A AND TRANSACTIONS**

We advise companies and their shareholders, as well as private and institutional investors, in all of the major issues regarding mergers & acquisitions (M&A) as well as on transactions, in particular in the following areas:

- Structuring of the transaction
- Transaction management from its preparation, signing and closing and its implementation including integration measures
- Execution of interdisciplinary due diligences (legal, tax or IP) including vendor due diligence and preparation of legal opinions
- Legal and tax structuring of the optimal transaction structure
- Advice during negotiations regarding the acquisition and sale of companies and company shares, support in bidding procedures as well as advice on acquisition financing including the legal and tax-related conception of the entire contract
- Management buy-out/buy-in and leveraged buy-out
- Delisting, squeeze-out, acting in concert, insider trading, ad-hoc publicity
- Sale and acquisition of distressed assets
- Joint ventures
- Cross-border transactions
- Remunicipalisation and privatisations within the municipal sector
- Representation in (arbitration) court disputes (post-M&A disputes, M&A litigation)

## **COMMERCIAL AND DISTRIBUTION LAW**

We advise medium-sized companies, in particular those with an international focus, and their foreign subsidiaries on all essential aspects of commercial and distribution law, in particular in the following areas:

- General terms and conditions as well as terms and conditions of supply and purchase, taking into account international sales law (CISG and Incoterms) in the areas of stationary trade, online commerce and cross-border commerce
- National and international distribution contracts, supply and purchase contracts as well as commercial agency and authorized dealer agreements
- Advice on online marketing and e-commerce
- Representation in the enforcement or defense of claims under commercial law
- Licensing and franchise agreements
- Company lease and management agreements
- Advise on contractual concepts for the avoidance of product liability, advise in the event of product recalls
- Contracts for research and development services
- Requirements in accordance with the German Supply Chain Duty of Care Act and measures for implementation



AIR TRAFFIC LAW ARBITRATION PROCEEDINGS AND MEDIATION BANKING LAW AND FINANCE BUSINESS CONSULTING COMMERCIAL AND DISTRIBUTION LAW COMPANY LAW CONSTITUTIONAL LAW CONSTRUCTION AND ARCHITECTURAL LAW CORPORATE AND ASSET SUCCESSION AND INHERITANCE LAW COPYRIGHT AND MEDIA LAW CORPORATE TRANSACTIONS CREDIT AND CAPITAL MARKETS INVESTMENT LAW DIGITALISATION AND IT STRATEGY CONSULTANCY EMERGENCY SERVICES, FIRE SAFETY AND DISASTER MANAGEMENT LAW ENERGY LAW ENVIRONMENTAL LAW FOUNDATION LAW HOSPITAL LAW AND THE LAW GOVERNING PANEL PHYSICIANS INTELLECTUAL PROPERTY/TRADEMARK AND COMPETITION LAW IT AND DATA PROTECTION LAW LABOUR LAW LAW OF GRANTS AND SUBSIDIES LOCAL TAX LAW M&A/TRANSACTIONS MINING LAW MUNICIPAL CONSULTANCY MUNICIPAL LAW PRESS AND FREEDOM OF EXPRESSION LAW PROCESS AND STRUCTURAL OPTIMISATION PROJECT AND PROGRAMME MANAGEMENT PUBLIC CONSTRUCTION, ZONING AND PLANNING LAW PUBLIC INFRASTRUCTURE LAW PUBLIC PROCUREMENT LAW REAL ESTATE LAW REORGANISATION AND RESTRUCTURING STRATEGY AND ORGANISATIONAL CONSULTING TAX LAW TRANSFORMATION AND CHANGE MANAGEMENT

#### LEIPZIG

Petersstraße 50  
04109 Leipzig

T +49 (0) 341 355821-0  
F +49 (0) 341 355821-30  
E leipzig@petersenpartners.de

#### DRESDEN

Königsstraße 1  
01097 Dresden

T +49 (0) 351 285691-0  
F +49 (0) 351 28561-29  
E dresden@petersenpartners.de

#### CHEMNITZ

Markt 4  
09111 Chemnitz

T +49 (0) 371 6664596-0  
F +49 (0) 371 6664596-20  
E chemnitz@petersenpartners.de