

ALLEN & OVERY



Why choose us?

Germany

Allen & Overy stands for quality and innovation. In addition to our all-round expertise, transparency and building long-term relationships with our clients founded on mutual trust are the keys to our success.

Our approach: Client-oriented service based on uncompromisingly high quality standards, availability, business focus and flexibility.

At the cutting edge

We advise companies, banks and public institutions on all issues relating to commercial and capital markets law.

With more than 2,800 lawyers and 44 offices in 31 countries, Allen & Overy ranks among the leading law firms worldwide with the broadest geographical reach. With four offices in Germany, we are never far away, and offer professional, efficient legal advice that is individually tailored to your needs.

QUICK FACTS

1994

Opening of our first office in Germany

220

Lawyers in Germany

4

German offices

44/31

4 offices in 31 countries

1930

Founded in London

150+

Awards won across our international network

74%

of our work involved two or more Allen & Overy offices

55%

of our transactions involved three or more jurisdictions

100+

Network of relationship law firms in more than 100 countries

Why Allen & Overy?



Our global network offers competitive edge

International companies need an international corporate law firm. This reduces their administrative workload and ensures a uniform quality standard. Among global market law firm participants, Allen & Overy has the broadest geographical reach: present in 31 jurisdictions with 44 offices. In addition, we have a network of partner law firms in approximately 118 jurisdictions. You can be confident that we are able to support you at the highest level on the ground in virtually every country in the world, taking responsibility for the project management and coordination for your (cross-border) transactions, saving time and money.



Cross-practice expertise

Many transactions concern more than one jurisdiction. To ensure effective handling and to work in a cost-efficient manner, the comprehensive legal advice offered by our cross-practice teams is decisive, as isolated (ie partial) assessment can prove to be expensive. As a full-service law firm for all matters of German, English and U.S. corporate and capital markets law, we always keep the bigger picture in mind. Whatever direction the scope of advice may take, we respond in a fast, constructive manner, with the close cooperation of our various practice areas.





Solutions off the beaten track

Allen & Overy is known for innovation in the market. We structured the first Eurobond deal in 1963 and the first PPP transactions in the 1990s. We have won the FT Innovative Lawyers Award five times. For you this means that together we look for new solutions and also take unusual paths to achieve the best result for you.

Recent examples

MarginMatrix™

Advising several global investment banks on the implementation of the regulatory requirements for securing derivatives transactions (on the basis of recommendations by the G20 and the WGMR – *Working Group for Margin Requirements*).

Brexit

Advising several international financial groups on the impact of the Brexit, related strategic considerations and issues relating to structural planning as well as the preparation of licence applications.

Law Firm of the Year – Finance Law

Best Lawyers in Germany/
Handelsblatt 2017

Europe Law Firm of the Year

Chambers Europe
Awards 2016

International Law Firm of the Year

IFLR Europe
Awards 2017

Most Innovative Law Firm in Europe

Winner of the Financial Times
Innovative Lawyers Awards
2007, 2011, 2012, 2014
and 2017

How we can support you

Our lawyers are top qualified experts in their respective fields boasting many years of experience in all major areas of commercial and finance law. Their legal expertise and industry knowledge offers you a valuable competitive advantage. Our services always follow the key principle of responding flexibly to your needs while keeping an eye on economic aspects at all times. We have thus geared our products towards your business operations and divided them into four key areas of advice.



Financing business operations

- Corporate financing
- Investment financing
- Refinancing
- Restructuring
- Structured financing, including:
 - Project financing
 - Asset financing and leasing
 - Securitisations
 - Derivatives

With equity or debt and taking into account all regulatory and banking regulatory aspects.



Securing and (further) developing business procedures

Ongoing legal advice in all areas of commercial and contract law, including:

- Corporate, stock corporation and corporate group law
- Remuneration systems, incentive plans
- Company pension schemes including contractual trust agreements (CTAs)
- Public law
- Real estate law
- Investment law
- Asset management
- Trademark law, licences and data protection
- M&A transactions, public takeovers, MBOs, LBOs
- Joint ventures and cooperations
- Merger control
- Employment law issues arising in the course of business transactions
- Complex group restructurings
- Tax structuring



Avoiding risks and protecting reputation

- Corporate Governance
- Compliance in all key areas of legal advice
- Structuring/auditing of compliance management systems (CMS) and guidelines
- Ombudsman and whistleblowing systems
- Professional indemnity
- IP/brand protection
- Banking regulatory law
- Data protection/cybersecurity
- Corporate social responsibility (CSR)



Resolving conflicts and defending values

- National, cross-border and multinational disputes and proceedings
- Class action lawsuits
- Arbitration
- Internal investigations, workforce investigations, compliance due diligence
- Cartel and abuse proceedings
- Damages and liability, D&O issues
- Collective bargaining and industrial disputes law
- Restructuring/streamlining, negotiations on reconciling interests and social plans
- Tax investigations and tax disputes

Sector expertise – when professional expertise is the decisive advantage

Each economic sector requires its own legal expertise. Only those who have in-depth, up-to-date market knowledge can offer the best practical legal advice at the crucial moment. Our partners and lawyers are members of important industry associations; we attach great importance to professional expertise in our teams.

Many of our lawyers are leading figures in their field of expertise and, in addition, have completed studies in management, medicine, engineering or natural sciences. We keep our finger on the pulse of the market and apply the expertise of numerous legal precedents from the relevant sector. Thus you always benefit from the expertise that is required to provide the best advice on your transaction.



ENERGY



**FINANCIAL
INSTITUTIONS**



REAL ESTATE



**INFRASTRUCTURE
AND TRANSPORT**



LIFE SCIENCES



PRIVATE EQUITY



**TELECOMS, MEDIA
AND TECHNOLOGY**

Highlights from previous transactions

Alpha Trains

on a junior and senior private placement as part of a EUR1.25bn secured corporate financing, the first of its type in Europe outside the regulated utilities space.

Bayer

on the USD57bn financing to support its proposed acquisition of U.S. agrochemical company Monsanto.

– *Loans Deal of the Year*
IFLR Europe Awards 2017

Uniper SE

in connection with the conclusion of a EUR5bn syndicated loan connected with the spin-off from E.ON SE.

Hypothesenbank Frankfurt AG

a subsidiary of Commerzbank Aktiengesellschaft, in connection with the tender for the sale of a Europe-wide commercial real estate (CRE) loan portfolio with a nominal volume of EUR2.2bn to a syndicate consisting of J. P. Morgan and Lone Star.

The steering committee banks

on the high-profile restructuring of Pfeiderer Group.

– *Best Legal Advisory Project 2012* –
PLATOW Recht Award 2013;
– *Handelsblatt Restructuring Award 2016* –
Award for “outstanding restructuring results”

alstria office REIT-AG

in connection with its public takeover offer to the shareholders of DO Deutsche Office AG and on the conclusion of an agreement with funds managed by Oaktree Capital Management on the contribution of their stake of 60.54% in DO Deutsche Office AG to the transaction.



**Coca-Cola
Iberian
Partners SA**

on its three-way merger with the U.S. publicly listed bottling company Coca-Cola Enterprises Inc. and the private German bottling company Coca-Cola Erfrischungsgetränke AG, a wholly owned subsidiary of The Coca-Cola Company, to form a new UK company to be called Coca-Cola European Partners Plc.



**Deutsche
Börse AG**

on the establishment of a joint venture with the Shanghai Stock Exchange and the China Financial Futures Exchange. The agreements for the establishment of the joint venture were signed during the German Chancellor's state visit to China. The joint venture is the fruit of a strategic cooperation which was agreed in May 2015.



TUI Group

with registered office in Hanover on the sale of the Spanish-British Hotelbeds Group to the private equity investor Cinven Capital Management and the Canada Pension Plan Investment Board.



Senvion S.A.

on its IPO and a private placement of shares by its shareholders Centerbridge and Arpwood with institutional investors.



**Hapag-Lloyd
AG**

on the IPO on the regulated market (Prime Standard) of the Frankfurt Stock Exchange and on the regulated market of the Hamburg Stock Exchange.



IHO Holding

on the largest-ever cross-border PIK toggle bonds offering since the financial crisis, with the lowest-ever coupons for PIK toggle bonds, as part of its EUR4.4bn (equivalent) refinancing.

**Sanofi
Aventis
Deutschland
GmbH**

on an asset swap with Boehringer Ingelheim involving the transfer of about 400 employees.

**A global
chemical and
pharmaceutical
company**

in the context of the international post-merger integration of a life sciences group in 15 countries.

**Allianz
Deutschland
AG**

in legal proceedings before the German Federal Labour Court (Bundesarbeitsgericht) regarding the interpretation of the provisions in the blanket collective agreement for the German insurance industry. Contrary to the court of lower instance (Regional Labour Court (Landesarbeitsgericht) of Hamburg), the German Federal Labour Court ruled in favour of Allianz Deutschland AG and declared the practice for calculating holiday allowances to be correct.

**Bayerische
Landesbank,
DekaBank Deutsche
Girozentrale, DZ BANK
AG Deutsche Zentral-
Genossenschaftsbank
and KfW IPEX-
Bank GmbH**

on the financing of the PPP project for the A94 motorway between the German towns of Forstinning and Markt1 with a total volume of around EUR409m.

**Advising
National Bank
of Canada**

as indirect shareholder of German Maple Bank GmbH; Maple Bank is under investigation of the tax authorities (including a dawn raid conducted by 300 policemen and tax fraud investigators in September 2015) for alleged tax fraud (so called cum/ex trades).

**PATRIZIA
Alternative
Investments
GmbH**

on the sale of the so-called Harald Real Estate Portfolio to Deutsche Wohnen AG. The sales price for a total of approx. 14,000 rental apartments is approx. EUR1.1bn.

FOR MORE INFORMATION, PLEASE CONTACT:

Düsseldorf

Allen & Overy LLP
Dreischeibenhaus 1
40211 Düsseldorf

Tel +49 211 2806 7000
Fax +49 211 2806 7800

Frankfurt

Allen & Overy LLP
Bockenheimer Landstraße 2
60306 Frankfurt am Main

Tel +49 69 2648 5000
Fax +49 69 2648 5800

Hamburg

Allen & Overy LLP
Kehrwieder 12
20457 Hamburg

Tel +49 40 82 221 20
Fax +49 40 82 221 2200

Munich

Allen & Overy LLP
Maximilianstraße 35
80539 Munich

Tel +49 89 71043 3000
Fax +49 89 71043 3800

GLOBAL PRESENCE

Allen & Overy is an international legal practice with approximately 5,400 people, including some 554 partners, working in 44 offices worldwide. Allen & Overy LLP or an affiliated undertaking has an office in each of:

Abu Dhabi	Bucharest (associated office)	Ho Chi Minh City	Moscow	Seoul
Amsterdam	Budapest	Hong Kong	Munich	Shanghai
Antwerp	Casablanca	Istanbul	New York	Singapore
Bangkok	Doha	Jakarta (associated office)	Paris	Sydney
Barcelona	Dubai	Johannesburg	Perth	Tokyo
Beijing	Düsseldorf	London	Prague	Warsaw
Belfast	Frankfurt	Luxembourg	Riyadh (cooperation office)	Washington, D.C.
Bratislava	Hamburg	Madrid	Rome	Yangon
Brussels	Hanoi	Milan	São Paulo	

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