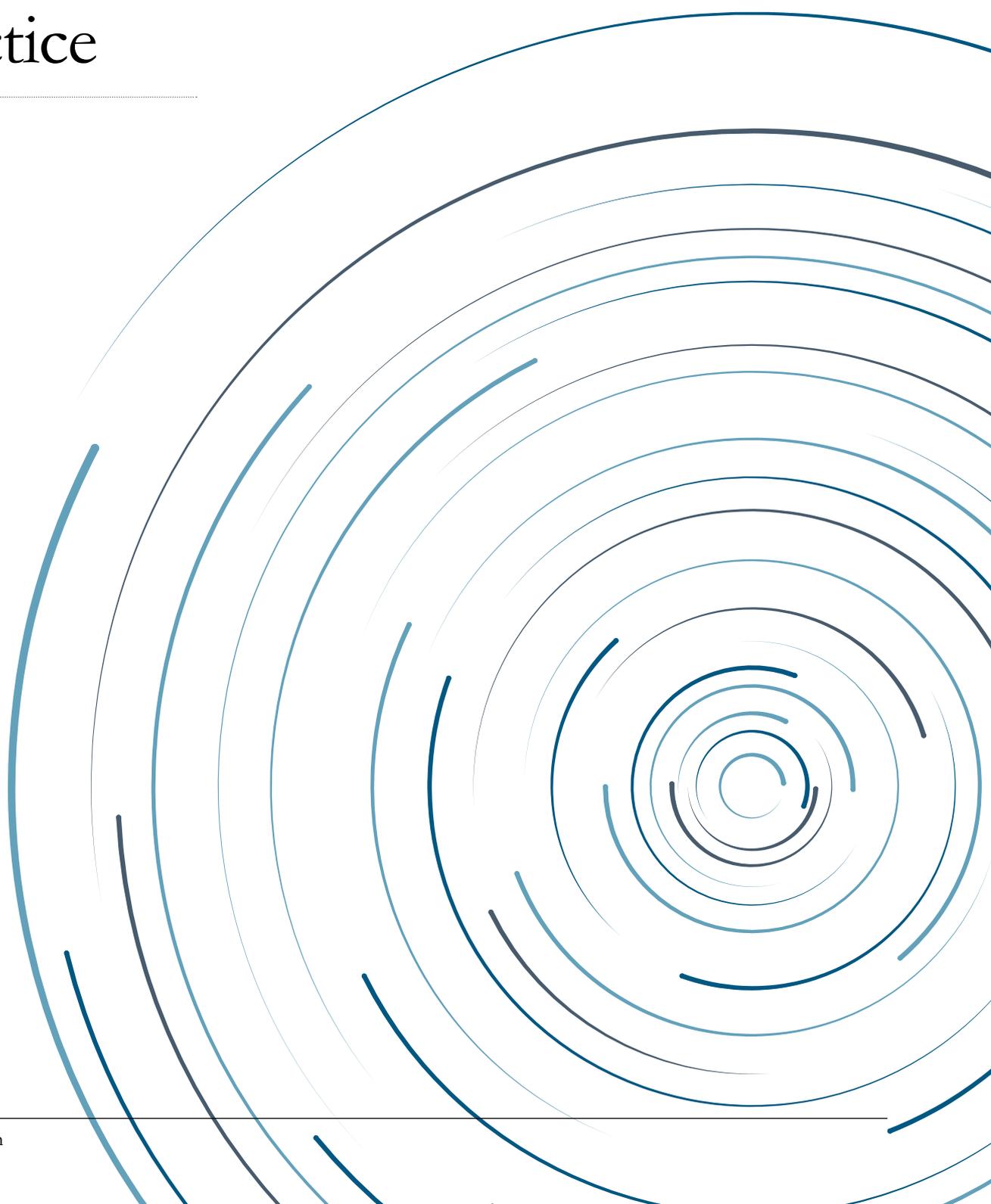


ALLEN & OVERY

Our global automotive practice

2020



Our automotive capabilities

It is impossible to imagine modern lifestyle without various options for transportation of people or goods – mobility is the physical bridge to globalisation. At the same time the automotive sector is currently undergoing its biggest transformation since the invention and mass production of the motorcar, more than a hundred years ago. This transformation includes topics like the evolution of the drivetrain from internal combusting engines to alternative drivetrain concepts such as battery electric vehicles, new market entrants with new technologies, the future of self-driving cars, or even global economic power shifts.

Our global automotive practice acts for OEM's and suppliers across the industry. The practice operates on a cross-border basis and covers the full spectrum of legal support in mergers and acquisitions, data protection, intellectual property rights, commercial transactions (including licensing and collaborations), capital markets and finance, regulatory, tax considerations, dispute resolution, employment as well as antitrust.



Strong

We bring extensive experience in the automotive sector to the table advising major automotive suppliers such as Schaeffler Group, Brose Fahrzeugteile or Kendrion. In addition our experience includes constant advice for leading industry players/OEMs such as BMW, Volkswagen, Nissan, Mitsubishi, Porsche and others on a variety of matters.



Innovative

We are ahead on the learning curve through our permanent involvement in most complex and innovative matters such as advising a groundbreaking joint venture in the European automotive sector established to develop a new infrastructure network based on most advanced sector technologies. We protect patents and other IP rights in the course of transformation of the industry.



Global

Allen & Overy is the firm with the broadest geographic footprint amongst international players. Our offering is truly global, and our spread of offices covers each of the key markets across the world, enabling us to give specialist advice to clients wherever and whenever it is required.

Transforming the automotive landscape

There are four automotive specific trends. All these trends will have long-term consequences for the entire automotive industry, including the entire life cycle of a car as well as the infrastructure. A new market environment arises with many new players resulting in that market positions that were not challenged before will be challenged now.

1

Electrification

All automotive classes, including electrified vehicles from mild hybrids to battery electric (EVx), liquefied petroleum gas (LPG) as well as fuel cell electric vehicles (FCEV) alongside with the traditional internal combustion engine (ICE) can expect major impacts from governmental regulations and changes in consumer preferences.

2

Connectivity & Digitalisation

Connected cars, cars that are equipped with internet access can generate data about the specific vehicle, as well as the driver. As the usage of connected cars grows, the amount of data collected from vehicles will rise exponentially. This presents opportunities for companies in the automotive ecosystem to monetize data.

3

Autonomous driving & Automation

Vehicles will be able of sensing the environment and moving with little or completely without human input. Even though, it may take many years that we will see driverless cars in our cities, new active safety concepts are emerging and are going to be an important business opportunity for car makers as well as for their suppliers.

4

Mobility as a service

Personally-owned transportation sees a shift towards mobility solutions which are consumed as a service. New innovative market player enter the automotive ecosystem and compete against traditional well-established automotive manufacturers and suppliers.

A selection of our automotive experience

Allen & Overy has successfully handled countless high-profile cases in the automotive sector.

Key highlights

BMW on its EUR3 billion transaction to acquire control of its JV with Brilliance China Automotive.

Toyota on a global project to develop and commercialise 'connected cars'. We advised on the development and integration of telematics technology.

Volkswagen Financial Services AG on the most extensive corporate reorganisation in the company history. This matter spanned numerous jurisdictions and involved all relevant legal areas.

The financial services branch of a leading car manufacturer on the establishment and further development of an app-based parking services solution.

Ionity, a JV between the automotive OEMs Porsche, Daimler, BMW, Ford, and Audi that aims at building a Europe-wide network of charging stations for electric cars.

Scania in connection with the European Commission investigation into alleged price-coordination and delayed progress of emissions-related technology by European trucks manufacturer and Scania's on-going appeal to the EU General Court against the Commission's decision in the case.

Our expertise for the automotive industry

Corporate and M&A

We regularly advise leading manufacturers and other companies in the automotive and mobility industry. We are at the heart of an industry which is significantly changing its business models driven by disruptive technologies leading to a shift of technology, a re-allocation of R&D, organic and strategic growth by M&A, Joint Ventures, Corporate Restructurings and Carve-outs and a need for capital in a changing competitive landscape. Through our experience of working in particular with Tier-1 Suppliers in the sub-segments of powertrain, electric driving, battery technology, driver assistance systems, transmissions and active & passive safety solutions in the industry, we understand the specific issues that automotive players are facing and are aware of the current developments and trends in the sector.

Selected Highlights

BMW

on its EUR3 billion transaction to acquire control of its JV with Brilliance China Automotive.

Ionity

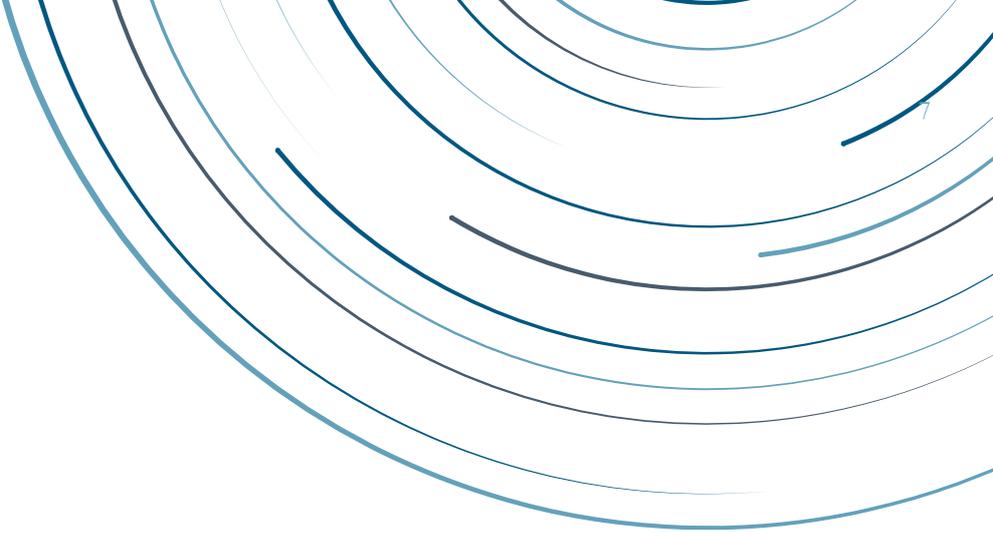
a Joint Venture between the automotive OEMs Porsche, Daimler, BMW, Ford, and Audi that aims at building a Europe-wide network of charging stations for electric cars.

Geely Automotive Company

on its USD 1.4bn outbound acquisition of the Volvo Car Company from the Ford Motor Company.

“They have an international footprint and work constructively and efficiently across offices.”

Chambers U.S., 2018 (M&A)



Tech and Data

The vehicles of the future are networked. Digital networking provides answers to the challenges of increasing traffic volumes, creates more safety and contributes to reducing environmental and climate pollution.

Progressive networking is generating additional data and information streams. Data has become a crucial and complex topic for all organisations. In a digital world, no one can have any doubt about the value of data. The car and the Internet are growing closer and closer together. Unlike the usual rules of supply and demand, the formula for data is that the more data a company collects, the more valuable that data becomes (assuming the data holder is able to interrogate or monetise this valuable resource to full effect). As a result, gathering, holding and using data comes with real risks that are multiplying as the volume of data being collected grows – not least the risk of illegal access and processing, particularly of personal data. These are risks that can seriously damage an organisation's reputation and call into question the way it behaves towards its customers, employees and other stakeholders.

Meanwhile, the rate at which new data protection laws are being enacted across the world further complicates the picture, adding the potential for significant penalties in many jurisdictions.

Selected Highlights

Baidu

on the data and IP aspects of its open source platforms for self-driving cars and corporate partnerships.

One of the largest Asian internet companies

companies on a development cooperation with German university and industry partners in the field of autonomous vehicles.

Harman

on compliance with the EU GDPR.

“The firm is very focused on client service and on providing commercial advice.”

Chambers UK, 2019 (Data Protection, Feedback from Clients)

Intellectual Property

The constant pace of innovation in the automotive industry makes it vital for developers and manufacturers to protect their brands, ideas and inventions. As a result, intellectual property rights are becoming particularly important for OEMs and Tier 1 suppliers. Intellectual property frameworks have a clear role to play in protecting and promoting innovation. However, digital technologies also make it increasingly technically possible to easily share ideas and content, whether or not this material has IP rights attached. Equally, in today's smart economy, a new IP paradigm of open innovation has emerged where companies may bring in innovation from a wide range of external sources, including for example crowdsourcing ideas using open digital platforms, or working with open-source software. The current IP protection framework can be difficult to apply effectively to the digital world and there can be challenges for IP rights management when ideas or technology born in an open-source environment are commercialised at a later date. Allen & Overy offers expert intellectual property advice and services within the automotive sector, with strong experience of handling large all disputes relating to patents, rights in designs, copyright trade marks.

Selected Highlights

A tier 1 supplier

regarding a potential R&D cooperation on autonomous driving with premium OEMs and another Tier 1 supplier.

Honda

on a trade mark infringement claim in respect to the parallel import of Honda spare parts from outside the European Union, as part of an on-going campaign in which we are acting to prevent the parallel importation of various Honda products from outside the EU.

Nissan

on intellectual property issues relating to Nissan's revolutionary "ZEOD" hybrid racing car and "Bladeglider" concept car.

"Where boutique firms are left floundering, the IP team at A&O can simply pick up the phone to a renowned expert anywhere in the world."

IAM Patent 1000 UK, 2019

Regulatory

Regulatory compliance is fundamental when organisations are exploring new digitally enabled business models and it can provide a key competitive advantage, but navigating the relevant regulatory regimes can be a significant headache. The automotive industry is subject to vertical regulation as well as horizontal regulation. However, attempts to map regulation can be complicated by the fact that it can be very hard to assess whether innovative new products fall within the regulatory regimes, and if they do, how the various requirements might apply. Regulatory uncertainty makes business planning very difficult, and indeed the financial and compliance cost of regulation has been sufficient to see some new companies exit the market. A clear-sighted assessment of regulatory risk is fundamental to success.

Selected Highlights

A global car company

on the negotiation of the various IT agreements and on the regulatory aspects of its on-board multimedia platform as well as on database right issues.

Toyota Motor Europe

on the review of data retention and encryption issues relating to the IT security policy code of Toyota Motor Europe.

A U.S.-headquartered manufacturing company

on the sale of products into Iran by its EU subsidiaries including negotiating a distribution agreement with an Iranian counterparty and due diligence.

“Allen & Overy LLP covers the full spectrum of advice on governance, regulatory compliance and risk management issues.”

Legal 500 UK Corporate Governance, 2019

Antitrust

Combining global presence and perspective with local experience and expertise, the clients we serve and our track record on pivotal cases mark us out as one of the top antitrust and competition practices in the world. We are one of just a few firms that can offer truly global representation. Our team consists of more than 100 specialists working across Asia, Australia, Europe and North America, with deep-rooted expertise on all four continents. Key industry sectors besides automotive include life sciences, pharma and telecommunications. Our advice covers the full spectrum of antitrust and competition issues, including mergers, acquisitions and joint ventures; abuse of dominance and monopolisation; antitrust litigation; cartels and criminal/civil investigations; antitrust aspects of business practices such as patent pools, licensing, exclusive dealing, refusals to deal and pricing; state aid; and antitrust compliance and counselling.

Selected Highlights

Daimler

on the acquisition of common control of car sharing service car2go.

Scania

in connection with the European Commission investigation into alleged price-coordination and delayed progress of emissions-related technology by European trucks manufacturer and Scania's on-going appeal to the EU General Court against the Commission's decision in the case.

Bosch

on a joint IoT industry standard with global competitors.

“Depth of expertise and skill, particularly for international companies operating in multiple jurisdictions.”

Chambers Global 2018

Banking and Restructuring

Allen & Overy fields the market's pre-eminent banking practice. Our experienced and highly regarded banking and finance specialists advise on a variety of national and cross-border transactions and work as an integrated team, internationally and across practice groups. Our restructuring team consists of experts in banking and corporate law as well as employment, tax and international capital markets law, and advises banks and corporate entities on cross border reorganisations, restructurings and insolvency proceedings involving any practice group required for the relevant restructuring. Recently, the team has advised on the lenders'/steering committee's side as well as on the borrower's/management's side on major national and international corporate refinancings, restructurings and insolvencies. In addition, the advisory team has comprehensive expertise in the trading of distressed corporate loans and credit portfolios. We have relevant industry expertise in the automotive sector and closely monitor developments in the industry.

Selected Highlights Banking

Daimler AG

on the conclusion of a syndicated financing in a total volume of EUR11bn.

Schaeffler and IHO Group (family holding)

on multiple reorganisations and refinancings of financial liabilities in the volume of ca. EUR12bn, that arose in the context of the acquisition of Continental AG, including on the capital markets debut and in connection with the IPO of Schaeffler AG. Furthermore, Schaeffler in signing a master agreement for the formation of a joint venture company for the further development of drive-by-wire technology and the development and sale of mobility systems.

Volkswagen AG

on a EUR400m convertible loan agreement to Northvolt AB, a Swedish lithium ion battery manufacturer.

Selected Highlights Restructuring

EISENMAN SE

on its financial restructuring, the negotiation and monitoring of a restructuring plan including the major OEM customers.

KATHREIN-Werke KG

on a group-wide restructuring. The restructuring was based on a consensual restructuring agreement and comprised sales of group companies and whole business units, among them the business unit automotive as well as the sale of its antenna and filters business to Swedish networking and telecommunications company Ericsson.

A German and international banking syndicate

in connection with the financial restructuring of **Weber Automotive Group**.

Our excellence in banking and finance as well as restructuring matters is reflected through our top-tier position in all major legal directories, such as JUVÉ, Chambers, Legal 500 and IFLR.

Employment & Benefits

Employment law is fast-paced; it can be hard to form an opinion on an issue before you have to move on to the next. We do not wait for a market view: we lead the way. Always with our clients in mind, we produce market surveys, blog insights, articles and other legal products on topical issues in employment law that are impacting global businesses. Our clients are always at the forefront. While many firms will tell you they have multi-jurisdictional employment capability, we can genuinely say that we have local depth and global reach in terms of our employment expertise. Our Global Employment practice works as one unit, meeting regularly to ensure we operate collaboratively. We work together daily; in advisory matters, cross-border restructures and project-based work, we present as one team. This means that the advice you receive will be provided in a consistent format, just how you want it.

Selected Highlights

Volkswagen Financial Services

on employment law issues in connection with the cross-border merger of its Polish Leasing subsidiary into Volkswagen Leasing GmbH.

Autoliv

on various employment law issues, including:

- split of a business and creation of a joint venture (Veoneer) with regard to the automotive technology sector;
- advice in connection with the reconciliation of interests and social plan negotiations and strike defence;
- advice in connection with the renegotiation of the European Works Council Agreement;
- extensive legal proceedings in connection with compliance violations.

Luxshare / BCS, an international group of companies in the automotive supplying sector

on ongoing employment law issues, including restructurings, negotiations with the works council, introduction of new payment schemes, strike prevention and general advice with regard to the relationship with labor unions.

“Their knowledge is state of the art, the lawyers are always touching on the right points and the way they are internally organised is world-class, so once you ask them to prepare a document, you know that it is sharp and will be delivered on time.”

Chambers Europe-wide 2020 (Employment)

Litigation & Investigation

In the area of litigation and arbitration, we are one of the world-leading law firms. The team supports our clients by providing strategic advice on commercial law disputes as well as representation in complex legal disputes in a wide variety of industries, including the automotive, technology, energy and construction sector. Litigation includes structured management of large proceedings, also with regard to defending against class actions. Members of Allen & Overy's dispute resolution team regularly advise on and represent clients in corporate disputes and are also familiar with disputes involving product liability matters. We provide comprehensive advice to our clients on the legal aspects of liability and also regularly address legal questions relating to liability insurance. Furthermore, we regularly advise clients in restructuring and insolvency-related disputes. In the area of arbitration, the team provides advice pursuant to the rules of all material institutional arbitration organisations; several members of the team also act as arbitrators.

Selected Highlights

Advising and representing an internationally active automotive supplier in connection with claims for damages due to the construction of a production line in the U.S., in particular damages for delays and defects.

Advising an international group of companies in the automotive industry regarding liability matters resulting from third party claims under a distribution contract as well as on a cooperation with a car producer and a company providing the electrification cars.

Advising German and Portuguese subsidiaries of a world leading automotive supplier in a product liability suit of a sister company in the U.S. after the death of multiple individuals.

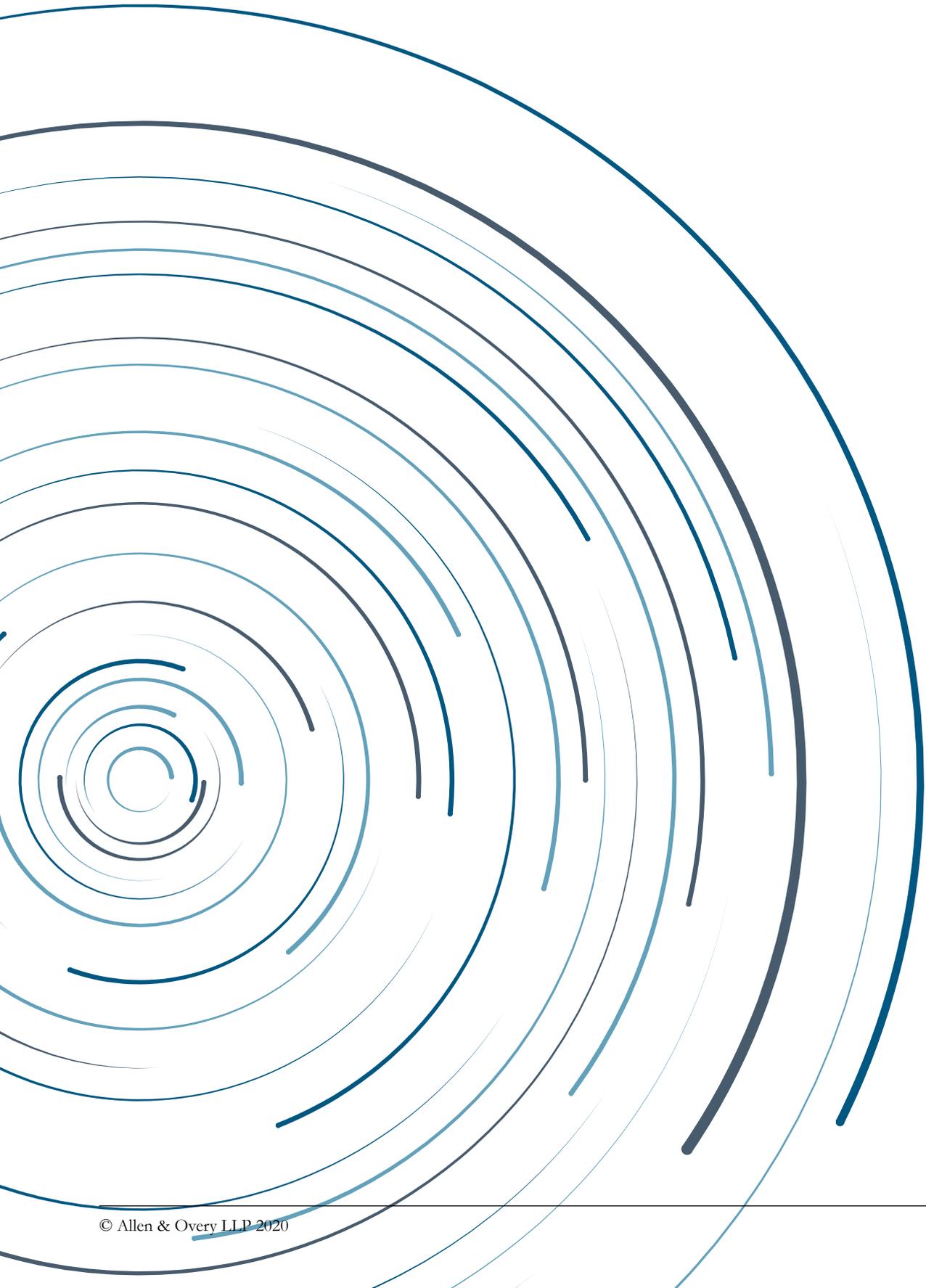
“Allen & Overy are my preferred disputes lawyers. They have significant disputes experience in the local jurisdiction and have the added benefit of extensive international arbitration experience through their regional offices – this provides a unique offering.”

Chambers Global 2020, Global-wide

Further experience

- **Schaeffler** in signing a master agreement for the formation of a joint venture company with Roland Arnold and Paravan GmbH.
- **Pamplona Capital Management** on the acquisition of the automotive supplier TMD Friction from the insolvency administrator.
- **Pamplona Capital Management** on the EUR156.75m IPO of SAF-Holland SA.
- **Volkswagen Financial Services** on the acquisition of PayByPhone, the mobile cashless parking payments business, from PayPoint for GBP26.5m.
- **Ford Motor Company** on a joint venture with other industrial partners regarding the development of a fuel cell technology for automobiles.
- **Autoliv B.V. & Co. KG** on restructuring involving two parallel measures: 1. Shutting down the production plant at the Dachau site, which involved cutting 150 jobs and spinning off about 500 jobs, as well as advising on the transition and business transfer pursuant to section 613a BGB to the sister company. 2. Spinning off the Electronics division at various sites in preparation for an IPO.
- **Schaeffler Verwaltung Zwei GmbH** on the comprehensive refinancing at the level of IHO Holding, a group of holding companies indirectly owned by the Schaeffler family. The refinancing includes IHO Holding's placement of EUR3.6bn (equivalent) senior secured PIK toggle notes in Euros and U.S.-Dollars with institutional investors. The transaction is the largest issue of PIK toggle notes in terms of volume since the financial crisis, as at 2016. Apart from the note issue, the refinancing includes a new EUR800m credit agreement with four major international banks that replaces the previous credit agreement of IHO Holding.
- **Magna**, Canada's largest automotive component group with their automotive electronics acquisitions and business in the PRC.
- **A European automotive supplier** on the proposed acquisition of ISE Automotive Group.
- **Hitachi Automotive Systems and Honda Motor Co.** on merger control aspects of the establishment of a joint venture company for the development, manufacture and sales of motors for electric vehicles.
- Regulatory advice for a **captive financial services provider in the German automotive sector**, among others, regarding the European Payment Services Directive PSD II.
- **Lei Shing Hong**, Hong Kong, on the acquisition of the entire East German Mercedes sales network from Daimler Group.
- **Schaeffler** on the sale of Continental shares for approx. EUR1.6bn by private banks M.M.Warburg & Co and Bankhaus Metzler to a broad range of international investors.
- **Husky Injection Molding Systems** on the sale of its subsidiary Injectoplast Kunststoffverarbeitungsgesellschaft, based in Austria, to Alpla.
- **Geely Auto** on its USD 1.4bn outbound acquisition of the Volvo Car Company from the Ford Motor Company.
- **Khazanah Nasional Berhad** on the acquisition of a stake in Auto1Group start-up, a Europe-wide online marketplace for used cars. Founded in 2012, Auto1Group is valued at almost EUR3bn (2018).
- **ECM Equity Capital Management** on the acquisition of Bergmann Automotive, a German automotive supplier.
- **Tokai Rubber Industries** on the acquisition of automotive supplier Anvis from H.I.G. Europe. Jurisdictions involved were Germany, Japan, France, Czech Republic, Romania, Russia, China, Mexico and Brazil.
- **Citigroup Global Markets Limited and Deutsche Bank AG** as arrangers of the financing in connection with the acquisition by ZF Friedrichshafen AG of TRW Automotive Holdings Corporation.
- **The family shareholders of Eckart Group**, the specialty chemical business supplying to the automotive industry, on the sale of the business to Altana Chemie.
- **Kendriion** on the acquisition of magneta GmbH & Co. KG from the partnership's founder.
- **Kendriion** on the sale of its entire Automotive-Plastics Division to U.S.-based Key Plastics L.L.C., Northville.
- **Mitsubishi Motors** on the reorganisation of its German distribution structure, in particular the sale of a majority stake in Mitsubishi Motors Deutschland (now MMD Automobile) to Emil Frey Group, including the setting up of a joint venture.
- **Mitsubishi Corporation** on the sale of Flexitech Holdings SAS, the world's leading designer and supplier of hydraulic brake hoses to the automotive industry with facilities across France, Romania, the United States, Mexico and Brazil.
- **Volkswagen** in connection with merger VW Bank Polska and VW Bank GmbH.
- **Pacific Equity Partners (PEP)** on its potential acquisition of the Bulk and Automotive Parts Services (BAPS) business of Asciano.
- **Alpha Corporation** on the acquisition of the automotive locks business of Assa Abloy in Europe.

- **Superior Industries**, the largest manufacturer of aluminium wheels for light vehicles in North America, on the public takeover bid for Uniwheels AG.
- **A leading supplier** of resins, additives and cross linkers for architectural, industrial, protective and automotive applications, on a complex trade receivables securitisation. The transaction involved multiple EU jurisdictions and the U.S.
- **PT Metindo Erasaki**, an automotive manufacturing company in Indonesia which is produce product with New High Technology, in relation to the proposed acquisition of a majority stake in an Indonesian manufacturing business, comprising two operating manufacturing companies and two holding companies.
- **TASS International**, an autonomous (self-) driving software developer for the automotive industry, and its shareholders on its acquisition by Siemens.
- **Colfax Corporation** on the acquisition of all shares in Siemens Turbomachinery Equipment GmbH (STE) and STE's international business in Italy, the USA and Denmark from Siemens AG for a cash consideration of approximately EUR195m.
- **A leading automotive OEM** on ongoing antitrust issues.
- **An automotive OEM** on a project regarding the integration of telematics technology (technology that records a vehicle's trajectory, acceleration, manoeuvres, breaking, etc) and the commercialisation of the data collected with such technology.
- **DPE Deutsche Private Equity** on the divestment of J.H. Ziegler GmbH, a manufacturer of multilayer products for automobile seats as well as for acoustic insulation for passenger compartments, to Teijin Frontier Co., Ltd.
- Ongoing overall advice for a **captive financial services provider in the German automotive sector** regarding payment services in the context of mobile parking services.
- **A major car manufacturer** on consumer privacy law and cybersecurity practices relating to the development of its “connected car” business.
- **A European car manufacturer** on the implementation of the GDPR (eg draft of data protection guidelines and privacy notice, controller-to-processor data processing contracts and controller-to-controller data transfer contracts. In addition, advice on the conversion of existing customer relationships to the requirements of GDPR and domestic data protection laws from a risk perspective.
- **A major car manufacturer** on consumer privacy law and cybersecurity practices relating to the development of its “connected car” business.
- **A leading provider for parking services** (car park and parking management and payment via app), with regards to data flow analysis, setting up a privacy policy for the website and the app, and setting up the terms and conditions as well as contracts with municipalities from a data protection point of view.
- **Daimler AG** on the conclusion of a syndicated financing in a total volume of EUR11bn.
- **Salzgitter AG** on the issuance of EUR170m and USD35m Schuldschein loans.
- **De Beijer Automotive**, a specialist of CAN-bus and other data regarding car technology, on data collection in relation with a joint R&D project with TomTom.
- **A leading manufacturer of car security systems** on the implementation of and compliance with the GDPR and domestic data protection laws.
- **Johnson Controls** on patent and trademark law issues in the context of their take-over of the Keiper-Recaro automotive activities and in the context of the licencing of an exclusive global brand under the “Recaro” brand for automotive purposes.
- **Honda** on a Registered Community and UK Design dispute with Quadzilla Limited, a distributor of motorcycles in the UK, in relation to their offering for sale and sale on their website of various WK brand motorcycles. The WK brand motorcycles are Chinese-made imitations of Honda motorcycles.
- **Chery Automobile Ltd.**, one of the leading car manufacturers in China, in trademark cancellation litigation before the Regional Court in Munich.
- **A leading supplier** of resins, additives and cross linkers for architectural, industrial, protective and automotive applications, on a complex trade receivables securitisation. The transaction involved multiple EU jurisdictions and the U.S.
- **A supplier in the automotive industry** on the planned acquisition of a business area by means of an asset deal and coordination of labour law implications in 34 countries.
- **A leading global manufacturer in the automotive industry** on a large-scale restructuring with an innovative legal approach. Also advising on the spin off on a business division at various sites in preparation for an IPO.
- **A manufacturer of transport solutions** in connection with the restructuring of a Contractual Trust Arrangement.
- **Sixt SE** on the issue of a EUR375m Schuldschein loan.



Your key contacts

Global sector heads



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Jan is a renowned patent litigator who joined Allen & Overy in 2017 from an international litigation firm. Jan has over 15 years of professional experience in dispute resolution. He focuses on complex patent disputes in the computing, telecommunications, electronics and semiconductors fields and regularly represents his clients in infringement and validity actions. Furthermore, Jan is global co-head of Allen & Overy's automotive sector group, focusing, among other things, on patent disputes related to car connectivity and Internet of things (IoT). Jan has particular expertise in matters relating to standard essential patents and the interface of patents and antitrust laws (FRAND).



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Nick is widely recognised in Tokyo among clients and peers for his legal skills, business acumen, and fully bilingual English and Japanese ability. Nick has over 15 years' experience advising on Japanese inbound and outbound corporate M&A and joint ventures with significant experience in a number of sectors including automotive, consumer and retail, financial services, manufacturing and technology.

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GLOBAL PRESENCE

Allen & Overy is an international legal practice with approximately 5,500 people, including some 550 partners, working in over 40 offices worldwide.

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A list of the members of Allen & Overy LLP and of the non-members who are designated as partners, and a list of the directors of Allen & Overy (Holdings) Limited, is open to inspection at our registered office at One Bishops Square, London E1 6AD.