

A world of colourful surprises.
Secure the success of your business.

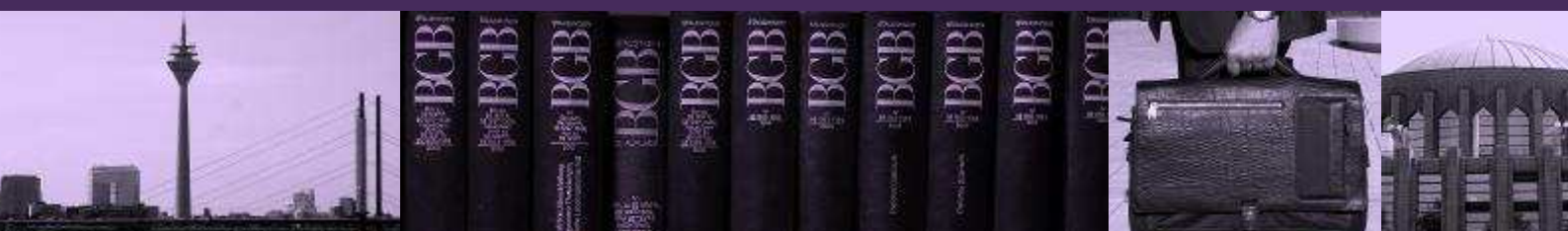
With legal firewalls.




RECHTSANWALT
DR. CHRISTOPH A. LINDENAU

Weißenburgstraße 58
40476 Düsseldorf

tel.: +49 211 43 63 – 9365
+49 211 24 83 – 7312
fax: +49 211 24 83 – 7313
mobil: +49 176 10 31 52 18
email: info@lindenaulegal.de





COMPREHENSIVE ADVICE

in all important areas of business law under observation of highest quality standards and at adequate hourly rates.

INDIVIDUAL SOLUTIONS

instead of products off the shelf - you should not be satisfied with anything less. Each case is different from the other. Therefore, the joint analysis of issues as well as the design of solutions and strategies always require a tailor-made approach.

EXPERIENCE MAKES YOU BENEFIT

as client. Everyone started as a beginner. However, having an experienced partner at your side not only gives you a good feeling but helps you saving time, money and unnecessary complications.

NATIONAL AND INTERNATIONAL

know-how can be contributed by consultants and/or lawyers of advisory companies or law-firms based in the respective country.

BUSINESS AS USUAL



CONTRACTS



A contract is a legal firewall, a kind of insurance policy, and you will most certainly not waste any time having another look at the document as long as everything proceeds smoothly. But what happens if anything comes up? In the event of any turbulences you will be much better off with terms and conditions which secure your position to the largest extent possible. You should not just rely on the templates which have already

been in use for years. Just like you continuously improve your products also the law and the art of contract-drafting is in progress. Using void clauses in a contract will prejudice your position just like not having agreed on any provisions at all. And if you are of the opinion that the application of statutory law will be just as fine, you should consider that the laws do not intend to unilaterally protect only one of the parties.



Therefore, you should take adequate measures of precaution by resorting to

Software Development Contracts ... Authorized Dealer Agreements
... Service Agreements ... General Sales and Delivery Conditions
... Hosting Agreements ... License Agreements
... Framework Contracts with Suppliers and Customers ... General
Purchase Conditions ... Software Service Agreements ...
Employment Contracts ... Agency Agreements... Maintenance
Agreements ... Lease Agreements ... Consultancy Contracts

“The mere preparation of a draft is not the essence of legal counselling.”

In difficult negotiations a good lawyer will be able to come up with creative solutions which will protect the interest of your company and at the same time will be able to convince the other party.

You should take it for granted that your lawyer will do so not only in German but also in the English language.

N E G O T I A T I O N S



“To do's after signing.”

A contract has its own dynamics. Certain actions need to be taken in due time and deadlines have to be observed.

You have to keep up with your daily business and do not have any in-house legal department which provides you with regular follow-ups? In such case you should just outsource your contract management!



C O N T R A C T M A N A G E M E N T

“Excessive costs in the end?”

A small mistake with regard to the formalities to be observed upon termination can get quite expensive if the term of a contract is "accidentally" prolonged for some years.

If you want to ensure the effective termination of a contract you should seek legal advice in due time.

T E R M I N A T I O N O F C O N T R A C T S





C O R P O R A T E H O U S E K E E P I N G

C O M P R E H E N S I V E A D I V C E O N C O R P O R A T E L A W



Your company is getting bigger and bigger and is no longer a stand alone company but has been transformed into a group of companies? Do you still have everything under your control? The preparation of shareholders' meetings and resolutions and/or the preparation of the meetings of the supervisory board do not need to be time-consuming and difficult.

Professional legal consultancy services ensure that your corporate calendar is complete and that drafts of resolutions will be prepared and submitted to the board members and/or to the shareholders in due time.

Concentrate on your business and outsource Company Secretarial Services:

Preparation of shareholders' resolutions ... Convocation of
Shareholders' Meetings ... Minutes of Meetings ... Shareholders'
Resolutions ... Profit and Loss Transfer Agreements ...
Internal Spin-offs and Mergers ... Transfer of Shares and
Participations ... Corporate Calendar
... Applications for the Registration with the
Commercial Register ...

"Everything on track?"

Does the Commercial Register contain all - but only those - entries which should be found there and is the documentation of your shareholders' resolutions as well as the shareholders' list up to date? Why don't you have the files of the company kept by a professional?

It could make life much easier, in particular if you intend to look for investors or to even sell the entire business in the future. Well kept corporate files are the perfect basis for the necessary trust in your company and might be the first - and decisive - impression a third party will get.

C O R P O R A T E
H E A L T H C H E C K





CONFLICT MANAGEMENT

AVOIDING CONFLICTS AND RESOLVING THEM



Perturbations of business as usual: Customers assert claims for alleged defects, your company has received goods of inferior quality from a supplier or somebody has infringed the intellectual property rights of your company. At all costs you should avoid any "accidental" acknowledgement of third party claims by an exchange of informal

correspondence or by an unmindful word within a telephone call. Your claims vis-à-vis your supplier might become time-barred sooner than you think. And it should be ensured that your company will not be deprived of any potential recourse claims in case that allegations against your company turn out to be well-founded.

Resort to professional legal advice:

...Examination of Potential Claims ... M&A Litigation
... Conflict Management ... De-escalation Strategies
... Negotiation of Amicable Settlements ... Alternative
Dispute Resolution ... Arbitration ... Litigation ...

“Fighting battles on too many fronts?”

You should concentrate on the essentials:
your business.

If you wonder about the chances to succeed
you should have law suits counter-checked in
order to be sure whether or not fighting really
still is worthwhile.

Q U I C K S C A N : L I T I G A T I O N





FINANCE & COMPLIANCE

IF YOU WANT TO GET AHEAD LIQUIDITY IS ESSENTIAL



Sufficient liquidity is a fundamental precondition for economic success. The negotiations with banks require resources and are frequently time-consuming and expensive. It goes without saying that the bank will engage only the finest law firms for the preparation of the loan documentation. However, it will charge the respective costs to the customer. If no additional professional legal advice is sought by the customer upon

the negotiation of the agreements with the bank, things might get quite unpleasant after signing: Provisions regarding warranties, special obligations and covenants contained in the initial versions of such agreements are often rather excessive. A number of them can be negotiated. A legal expert can show you which clauses bear excessive risks for the company and which provisions need to be deleted or modified.

Prepare a solid foundation for the financing of your company with bank loans, group internal financing tools or by resorting to the capital market:

- ... Group Financing... Bonds ... Syndicated Loans
- ... Shareholders' Loans ... Cash Pooling ... Bank Loans
- ... Collateral Securities ... Mezzanine Capital
- ... Debt to Equity Swaps ... Refinancing
- ... Pool Agreements ... Financial Lease ... Sale-and-Lease-Back ... Subordination Agreements ... Jouissance Rights
- ... Convertible Bonds ... Silent Partnerships ... Capital Increases

“All clear?”

Depending on the financing tool the implementation of new reporting and compliance structures might become necessary. Of course a compliance system should be operative according to the legal standards also irrespective of any financing aspects.

Have you implemented all necessary measures yet? Make sure that all the applicable laws are duly observed by the employees of your company! Only if all required steps and measures have been adhered to, the management can be sure to avoid being in the focus of any investigations.

A D V I C E O N C O M P L I A N C E





SPECIAL SITUATIONS

ONCE IN A LIFETIME

No matter whether start-up, joint venture, participation of investors, reorganization or acquisition / sale of a business: special situations can materialize in many circumstances and may offer tremendous potential - but may also involve many risks. Frequently it is a unique situation, both for the company as well as for the management. If it is "all or nothing", you should definitely rely on an advisor for who your special

situation is day-to-day business. You will achieve the best results if your counsel is always in command of the situation. If the other party has engaged well-known and prestigious consultant companies, it becomes even more important to conduct negotiations professionally and to be well-prepared right from the start. If you have never cared too much about legal firewalls, it would now be the right time.

Only with a professional and experienced expert at your side you will be able to turn special situations into your personal success story:

...Start-up ... Joint Venture Agreements ... Share Deal

... Cooperation Agreements ... Participation Agreements

... Shareholders' Agreements ... Due Diligence

... Data Room Management ... Option Agreements ... Asset Deal

... Delisting ... Financial Crisis ... Succession

... Vendor Due Diligence ... Restructuring ... IPO ...

"No matter whether it is a sale or an acquisition: an M&A transaction needs professional attention."

For all legal questions in connection with the sale of your company you should seek the advice of an expert, knowing very well the expectations of the other party. Professional support, beginning with the preparation of the data room and ending with the closing of the transaction will help you to stay in the driver's seat.

The same principles apply if you intend to invest in a company or even acquire it entirely. Only if you apply the necessary care - the "due diligence" - examining the target and identifying and containing any risks by negotiating adequate legal terms and conditions, will you be able to protect yourself against any bad surprises.

M & A

I N S O L V E N C Y

If the gets tight, the management and the shareholders should carefully evaluate any subsequent step. There is not only the risk of a personal liability vis-à-vis the creditors but also of criminal prosecution! Every measure bears potential traps. You should seek legal advice immediately if the prognosis of the liquidity of the company becomes critical. Only if you get professional advice soon will you have sufficient time to identify all options and to make the right choice with a clear head. With a profound restructuring paper and an experienced counsel on your side it will be much easier to convince banks, customers and suppliers of your plans.

"Are you well-prepared for the storm?"





COORDINATION - ACTIVITIES

SUFFICIENT RESOURCES FOR THE BIG CHALLENGE



Reorganizations, M&A transactions, joint venture agreements or negotiations with regard to financing often require your full attention. However, at the same time day-to-day business of course needs to be taken care of. In the event of bigger projects with a strong focus on legal issues the project management should be outsourced.

The preparation of step plans, the examination of the work results of internal or external team members and advisors, the observation of deadlines, the reporting to the management and the coordination of appointments with the Notary Public - all these issues can be covered by legal project management.





For more than 10 years Dr. Lindenau provides legal consultancy services to national and international clients in the area of general contract law, distribution law, restructuring and insolvency as well as corporate / M&A, including distressed and real estate transactions. Amongst his clients are in particular medium sized and/or family owned companies of all industrial sectors.

Prior to starting his own law firm Dr. Lindenau was partner of the law firm cooperating with Deloitte in Germany, Raupach & Wollert-Elmendorff, until 2008 and subsequently established a corporate / M&A team for PricewaterhouseCoopers Legal where e worked until 2010.

Dr. Lindenau is fluent in English and Italian and practices as Rechtsanwalt pursuant to the laws of the Federal Republic of Germany. He is a member of the bar association ("Rechtsanwaltskammer") Düsseldorf, Freiligrathstraße 25, 40479 Düsseldorf, info@rechtsanwaltskammer-duesseldorf.de, www.rechtsanwaltskammer-duesseldorf.de.



The applicable professional rules are in particular: BRAO - Federal Regulations for Lawyers ("Bundesrechtsanwaltsordnung"), BORA - Professional Rules of the Federal Lawyers' Chamber ("Berufsordnung für Rechtsanwälte"), FAO - Rules for Specialized Lawyers ("Fachanwaltsordnung"), RVG - Act on Lawyers' Fees ("Rechtsanwaltsvergütungsgesetz"), Berufsregeln der Rechtsanwälte der Europäischen Gemeinschaft (CCBE), EuRAG—Law Implementing the Directives of the European Community pertaining to the professional law regulating the legal profession. The professional rules are available on the website of the federal bar association (www.brak.de) under „Berufsrecht“ both in German and in English.

Professional liability insurance is provided by HDI-Gerling Firmen und Privat Vers. AG in 50464 Cologne. The territorial scope of the insurance coverage comprises activities within Europe and, therefore, complies at least with the requirements as set forth in Sec. 51 BRAO.

This brochure contains photographs in particular of the following buildings located in Düsseldorf:

Title Page: Colorium, Medienhafen Düsseldorf, Architect: William Alsop; P. 2 bottom right: Tonhalle Düsseldorf, Architect: Wilhelm Kreis, Reconstruction: HPP Hentrich-Petschnigg & Partner KG; P. 13: INN SIDE Residence-Hotel, Düsseldorf, Architects: Schneider+Schumacher. Errors expected in spite of diligent research.

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Aerospace & Defence ... **Automotive** ... Industrial Products ... Chemicals & Pharmaceuticals ...
Technology Communications & Media ... Life Science Industry ... Consumer Goods & Retail ...
Tourism, Hospitality & Leisure ... Transportation & Business Services ... Healthcare ...
Energy & Natural Resources ... Real Estate ... Banking & Finance ...

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Weißenburgstraße 58 40476 Düsseldorf

