

With offices in Frankfurt and Munich, Skadden's Germany-based lawyers advise domestic and multinational publicly listed corporates, small and medium privately held companies, institutional investors, private equity firms and financial institutions throughout the DACH region. Our Corporate Group handles a broad range of M&A, private equity, capital markets, banking and restructuring matters, as well as corporate governance and advisory matters. Our Dispute Resolution Group concentrates in complex litigation and arbitration, compliance and investigations advice. Our attorneys are also experienced in tax, antitrust and employment law.

Our partners in Germany are consistently ranked highly in all major legal publications, such as *Chambers Europe*, *The Legal 500 EMEA* and *JUVE*.

Skadden is a founding member of the German association Pro Bono Deutschland e.V.

## **Mergers and Acquisitions**

Skadden has developed a leading M&A capability in Europe with a focus on complex, multijurisdictional transactions and domestic matters. Our M&A attorneys in Frankfurt and Munich advise on all M&A-related issues, including advance preparation for prospective targets, governance matters, asset sales and purchases, stock sales and purchases, tender and exchange offers, dual-track private equity exits, leveraged buyouts, joint ventures and recapitalisations.

Our sector focus is broad and includes energy, mining, telecommunications, technology, internet, media, defence, pharmaceuticals, retail and financial services. Our clients include large and small corporates, including several of the DAX 30 companies, financial investors, private equity firms, banks and private individuals.

## **Private Equity**

Skadden has a long-established European private equity practice that combines leading transactional experience with sophisticated financ-

ing and tax techniques in relation to a range of matters, including leveraged buyouts, management buyouts and recapitalisations. Our German private equity lawyers advise firms and their investment funds and portfolio companies at all stages of the investment cycle, including the formation and operation of private equity funds, acquisitions involving private and public companies, the structuring and implementation of management equity participation schemes, corporate restructuring, and the structuring and financing of add-on investments as well as exits including recapitalisations, sales, IPOs and dual-track processes. We also represent most of the leading global banks and underwriters in the region, including many active providers or arrangers of bank and high-yield financing in private equity transactions.

## **Banking and Finance**

Our banking attorneys in London and Frankfurt have represented lenders and borrowers in some of the largest and most complex European financing transactions. From the deal structuring and commitment stage to closing, our attorneys frequently advise on multijurisdictional transactions that comprise both European and U.S. law. Our clients include some of the world's largest commercial banks, investment banks, insurance companies, public and private pension funds, finance companies, private investment funds, and other institutional lenders and investors, as well as LBO sponsors, private equity funds, hedge funds, strategic buyers, borrowers and

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issuers of securities. We advise on the full range of financing transactions. In addition, our integrated bank finance and capital markets practice in Germany ideally positions us to handle the most complex financing structures (including secured high-yield financings in dual-track or acquisition financings).

### Capital Markets

Skadden handles a broad range of capital markets transactions from Germany, including initial public offerings, secondary share placements (including accelerated bookbuildings), capital increases (including rights offerings), equity linked transactions, high-yield financings (under U.S. and German law), and other global equity and debt offerings, as well as ongoing securities laws advice. Our dedicated capital markets team includes German and U.S.-qualified lawyers with more than 20 years' experience handling large and complex debt and equity capital markets transactions in Germany, Austria and Switzerland, including Rule 144A private placements in the U.S., dual-track equity and debt financings, and dual listings.

### Restructuring, Insolvency and Distressed Debt

The European Corporate Restructuring Group has a wealth of experience in advising debtors, creditors and other interested parties — such as those looking at M&A or investment opportunities — on all aspects of distressed debt situations. We regularly advise European enterprises in cross-border, out-of-court restructurings; debt capital markets repurchases; pre-negotiated plans of reorganisation; insolvency restructuring transactions; and bankruptcy proceedings. Our restructuring lawyers in Germany and throughout Europe have participated in many of the most complex restructuring transactions and insolvency-related proceedings of the last decade and have been instrumental in the development of sophisticated, innovative strategies that also draw on the firm's rich background in mergers, acquisitions and corporate financing transactions.

### Corporate Advisory and Governance

Skadden's attorneys advise companies, financial institutions, boards of directors and individual directors on a broad range of general corporate and corporate governance matters. We have an established capability in corporate advisory matters, including counseling clients on matters relating to shareholders' meetings, corporate housekeeping, as well as regulatory issues such as BaFin notification requirements and insider trading compliance. Our team assists clients worldwide in creative and strategic approaches to managing

governance risks and crisis situations and ensuring compliance with corporate governance legislation and codes. In particular, we are well versed in the German Stock Corporation Act and its European and U.S. equivalents.

### Compliance and Investigations

Skadden is frequently retained by corporate boards and board committees to conduct internal investigations into possible irregularities, including allegations of accounting and other improprieties raised by government enforcement agencies or whistleblowers. We are particularly experienced in conducting prompt and thorough investigations prior to government intervention or completion of the government's investigation. The firm regularly provides guidance on corporate issues and advises clients regarding the establishment and implementation of business ethics compliance programs. We frequently counsel on specific compliance concerns, including those related to anti-corruption/Foreign Corrupt Practices Act issues, anti-money laundering issues, and trade sanctions and export control issues.

### Dispute Resolution

We often focus on the most significant cross-border disputes, especially those involving legal complexity and high levels of business risk. We have extensive experience representing German clients in national and international disputes, as well as non-German clients on their German-related matters. Our sector coverage is broad and includes financial services, automotive, construction, energy, telecoms, metals, pharmaceuticals and technology. We have a strong focus on international arbitration proceedings under the auspices of the DIS, ICC and other major international arbitral institutions, and under UNCITRAL rules, including arbitrations relating to bilateral investment treaties under ICSID rules, but also undertake domestic German litigation, especially in the field of directors' liability, and have tremendous experience in conducting and coordinating multijurisdictional disputes.

### Antitrust and Competition

Skadden advises a broad range of clients on the rapidly evolving areas of European Union law, including the full spectrum of competition issues (*e.g.*, merger control and Articles 101/102). Our European antitrust and competition attorneys predominantly handle matters regarding EU and other non-U.S. antitrust and merger control laws, as well as other EU competition, liberalisation and regulatory issues. Our Frankfurt and Brussels-based attorneys regularly coordinate with

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our U.S. and Asia-based colleagues on global merger and antitrust cases. Skadden's German antitrust lawyers cooperate closely with our Brussels office to advise clients on German and European competition law, particularly in relation to merger control, horizontal and vertical agreements between companies, summary proceedings and abuse of dominant market position matters.

## **Labour and Employment**

Skadden's European labour and employment practice advises businesses and senior executives on a wide range of matters. Our attorneys frequently counsel on issues that arise in corporate transactions, including considering employment law when structuring a deal and mitigating risks. In Germany, our labour and employment lawyers advise German and international companies on all individual and collective legal issues, including employee participation on supervisory boards. We also represent clients in employment disputes before German employment tribunals and in front of the Federal Labour Court. In addition, we advise on employment restructurings, including the negotiation of compensation agreements and social compensation plans with employee representatives such as works councils and trade unions.

## **Tax**

Our German tax team's primary areas of practice include counseling businesses, financial intermediaries and governmental organisations in connection with acquisitions; divestitures and reorganisations; financial products, including leasing, structured financings, hybrid entities and hybrid instruments; tax controversy matters, including audits, administrative appeals and litigation; and international tax matters. Through our TaxNet initiative we work with preferred tax advisers in 14 other jurisdictions throughout Europe.