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Education

Dr. jur., University of Munich, 1998
LL.M., Georgetown University, 1997
University of Munich, 1993

Bar Admissions

Munich
New York

Languages

German
English

Dr. Johannes Frey has a broad transaction-oriented tax practice, with an emphasis on corporate restructurings, acquisitions, spin-offs, joint ventures and transactions involving cross-border tax planning. Dr. Frey also works extensively in the areas of structuring and tax advice for REITs.

Dr. Frey is listed as a leading lawyer in *JUVE Wirtschaftskanzleien*, *Chambers Global* and *Chambers Europe*. He also was previously named by *Wirtschaftswoche* (a leading German weekly journal) as one of the top 25 corporate tax lawyers in Germany and has repeatedly been named by *Handelsblatt/Best Lawyers* on its list of Germany's Best Lawyers.

Dr. Frey joined Skadden in 2012 from another major international law firm, where he led the German tax practice. Significant transactions since joining the firm include advising:

- The SCP Group in its:
 - €1.2 billion acquisition of the Real Group from METRO AG; and
 - sale of the digital business of Real, including the online marketplace operated under real.de, to Schwarz Gruppe;
- Cardinal Health, Inc. with the tax aspects of its US\$6.1 billion acquisition of the patient care, deep vein thrombosis and nutritional insufficiency businesses of Medtronic plc;
- Coty Inc. in its strategic partnership with KKR & Co. Inc. including the carveout sale of 60% of its professional beauty and retail hair businesses to KKR with an enterprise value of US\$4.3 billion;
- UCB SA in the acquisition financing of its US\$2.1 billion acquisition of Ra Pharmaceuticals, Inc.;
- Gulf Energy Development in its acquisition of a 50% stake in the €2.6 billion offshore wind farm Borkum Riffgrund 2 from Global Infrastructure Partners and its joint venture with Ørsted;
- UBS and HSBC as global coordinators in connection with the €650 million and US\$400 million senior notes offering of ams AG and the subsequent tap offering of €200 million and US\$50 million;
- Airbnb, Inc. with the tax aspects of its acquisitions of fewoVista S.L. & Co. KG and Vacaleo GmbH;
- I Squared Capital in its acquisition of PEMA from Société Générale;
- Hillenbrand, Inc. with the tax aspects of its US\$108 million acquisition of ABEL GmbH & Co. KG from Roper Technologies, Inc.;
- The Coca-Cola Company with the tax aspects of the combination of Coca-Cola Enterprises, Inc., Coca-Cola Iberian Partners SA and Coca-Cola Erfrischungsgetränke AG to form a new company called Coca-Cola European Partners Plc;
- alstria office REIT-AG with the tax aspects of its proposed, unsolicited US\$890 million acquisition of DO Deutsche Office AG. Both companies are based in Germany;

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- J.P. Morgan with tax aspects in connection with the financing of the acquisition of GAGFAH S.A. by Deutsche Annington Immobilien SE. The combination of the two companies created the second largest-listed real estate company in continental Europe with a portfolio of more than 350,000 residential units valued at around €21 billion;
 - Merck KGaA with the tax aspects of its US\$17 billion acquisition of Sigma-Aldrich Corporation, a chemical company for the life science industry;
 - Archer Daniels Midland Company with the tax aspects of its US\$3.1 billion acquisition of WILD Flavors GmbH;
 - Outokumpu, the leading Finland-based stainless steel manufacturer, on the tax aspects of its sale of the VDM group to ThyssenKrupp;
 - alstria office REIT-AG on a variety of REIT law, real estate transfer tax and other tax matters;
 - Bregal Capital on the tax aspects of its acquisition of the majority shares in proALPHA Group;
 - Temasek and a group of other investors in connection with the acquisition of an approximately 12 percent share in Evonik Industries AG, a German specialty chemicals maker. This included a private placement, which constitutes the largest-ever pre-IPO capital markets financing in Germany. Skadden also devised the acquisition structure;
 - Goldman Sachs and Deutsche Bank as global coordinators in the approximately €1.3 billion initial public offering of LEG Immobilien (Germany), a residential real estate company;
 - HBM Partners with respect to its new investment in Gynesonics, Inc., a women's health care company focused on minimally invasive solutions for symptomatic uterine fibroids;
 - Rain Commodities Limited (India) in connection with its acquisition of the RÜTGERS group (Germany) from Triton (advising on post-closing ongoing national and international tax issues, also in relationship to Triton); and
 - Quadriga Capital in its acquisition of LR Health & Beauty Systems, one of Germany's leading direct sales enterprises for body care and beauty products, including fragrances and wellness products from international celebrities; and in the tax aspects in connection with various management participation structures.
- Associations**
- Lecturer at the European Business School in Oestrich-Winkel on REITs
 - Adjunct professor at the University of Lausanne on International Taxation
 - Frequent lecturer on various aspects of cross-border taxation and at seminars sponsored by IFA, IBA and others
 - Member of the International Bar Association
 - Member of the American Bar Association
- Publications**
- "Brexit and Cross-Border Reorganizations: German Tax Risks," *Tax Notes International*, October 15, 2018
 - "The CJEU's Berlioz Judgement: A New Milestone on Procedural Rights in EU Audits," *Tax Notes International*, August 2017
 - "Protection of the Tax Secrecy in Simultaneous Tax Audits under the EU Administrative Cooperation Act," *Betriebs-Berater*, 2017, 23
 - "No Gains, Just Pain: Increasingly Uncomfortable Taxation environment for Private Equity Executives," *Skadden's 2016 Insights - Regulatory Developments*, January 2016
 - Comments on a ruling of the Federal Financial Court, ruling dated Mar. 25, 2015 (X R 23/13) – Concerning the waiver of claims in connection with the waiver of tax claims, *GmbHr*, 2015
- Co-Author, "Taxation of exit bonuses in connection with recent management participation case-law," *DStR* 2015, Issue 21, 2015
- "Private Equity and Venture Capital Report 2014 (Germany)," *International Financial Law Review*, 2014
- "International Tax Transparency is Gaining Momentum," *Law360*, November 25, 2013
- "Will German REITs Be Subject to Regulation Under the AIFM-Directive?" *International Tax Review*, June 5, 2013
- "Profit Participating Loans — Liquidity as Relevant Factor," *RdF*, 2011, 215
- "Long-Term Perspective Needed — Proposal for a New Group Taxation," *Finance Magazine*, October 2011, 38
- "Concept and System of the New NOL Rules — Opportunities and Risks From a Structuring Perspective," *GmbHR*, 2010, 71
- Co-Author, *Partnership in International Tax Law*, 2010
- "Structuring Consideration for the Conversion Into a G-REIT," *Real Estate Magazine*, 2010, 26
- "Trade Tax Trap in Restructurings," *GmbHR*, 2010, 289
- "Debt-to-Hybrid Swaps Facilitate Private Equity Restructurings," *Platow Recht*, No. 83, 5
- "Possible Alternatives for Restructurings in the Current Market," *GmbHR*, 2010, 1193
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