Dr. Stephan Hutter

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Capital Markets

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Education
LL.M., University of Illinois at Champaign-Urbana, 1986 (Fulbright Scholar)

Dr. jur, University of Vienna, 1984

Bar Admissions
New York

Languages
German
English
Italian
French

Associations/Affiliations
American, New York State and New York City Bar Associations

International Bar Association (IBA)

Management Board of Städelscher Museumsverein in Frankfurt

Dr. Stephan Hutter focuses on international capital markets transactions, cross-border corporate matters and M&A transactions as well as corporate governance and compliance matters. Dr. Hutter has a particularly broad range of experience in initial public offerings, capital increases and high-yield debt financings involving international securities offerings of German, Austrian and Swiss companies, including dual listings and private placements of shares and debt securities in the United States.

For more than two decades, Dr. Hutter has been named by leading industry surveys such as *Chambers Global, Chambers Europe*, *Best Lawyers in Germany*, *The Legal 500, IFLR1000* and *JUVE (Germany)* as a market-leading German and European capital markets practitioner for equity and debt transactions, and he has frequently spoken and published on international securities laws, transactions and issues.

Dr. Hutter's significant transactions include advising:

Capital Markets (Equity):

- Euronext Brussels and Euronext Amsterdam-listed **ONWARD Medical**, a leading developer of spinal cord injury therapies, in:
  - a €50 million cash capital increase and cornerstone investment by Ottobock SE &Co. KGaA
  - a €52.5 million debt financing from U.S. lender Runway Growth Finance
- HSBC, Morgan Stanley and UBS (acting as joint global coordinators for a banking syndicate) as international underwriters' counsel in connection with the 775 million Swiss franc rights offering of **ams OSRAM**
- **FINN**, a leading car subscription platform, in its US$110 million Series B financing round led by Korelya Capital, including both new and existing investors, with an implied company value of more than US$500 million
- **SIGNA Sports United GmbH** in connection with its US$3.3 billion initial public offering on the New York Stock Exchange as a result of its de-SPAC merger with Yucaipa Acquisition Corporation
- Berenberg as sole global coordinator and joint bookrunner and Stifel as additional joint bookrunner in connection with a capital increase of **Pacifico Renewables Yield AG**
- Berenberg Capital Markets LLC and Craig-Hallum Capital Group LLC as underwriters in the proposed IPO of common shares and listing on Nasdaq of **Sono Group N.V.**
- Morgan Stanley and UBS as joint global coordinators and joint bookrunners in connection with a capital increase of **Bachem Holding AG**
- the joint bookrunners, including Deutsche Bank and J.P. Morgan, in the €842 million private placement of ordinary bearer shares and listing on the Frankfurt Stock Exchange of **ABOUT YOU Holding AG**
- Bank of America, Morgan Stanley and UBS in the €2.3 billion initial public offering of ordinary shares of **Vantage Towers AG** on the Frankfurt Stock Exchange
- UBS and HSBC as global coordinators in connection with the €1.65 billion rights offering of **ams AG**

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- **MorphoSys AG** in a number of matters, including in connection with a cash capital increase with gross proceeds of approximately €102.7 million, its U.S. IPO and dual listing of American depositary shares on Nasdaq and several global private placements of new shares
- **CA Immobilien Anlagen AG** in the sale of a stake in IMMOFINANZ AG by way of an accelerated book building offering to institutional investors
- J.P. Morgan Securities LLC, BofA Securities, Inc., UBS Securities LLC and SVB Leerink LLC as lead underwriters in the IPO of **BioNTech** SE on Nasdaq
- the joint bookrunners, including Morgan Stanley, Bank of America Merrill Lynch and Barclays, in the €2.3 billion IPO and listing of **TeamViewer** on the Frankfurt Stock Exchange
- the joint global coordinators and joint bookrunners in the initial public offering of **Addiko Bank AG** on the Vienna Stock Exchange
- **SIGNA International Sports Holding GmbH** in connection with a pre-IPO placement of shares of **SIGNA Sports United GmbH**, a leading European sports online company
- **Polyphor Ltd.** in its IPO on the SIX Swiss Exchange
- Jefferies and BofA Securities as joint global coordinators and joint bookrunners in connection with capital increases of **Zur Rose Group AG**
- UBS as international and U.S. underwriters in connection with the capital increase and rights offering of **Zur Rose Group AG** on the SIX Swiss Exchange
- Deutsche Bank, J.P. Morgan and Commerzbank in connection with a secondary placement of shares in **JOST Werke AG**
- **Novomatic AG** in its contemplated IPO and listing on the Frankfurt Stock Exchange
- UBS and Berenberg as joint global coordinators and joint bookrunners in connection with the IPO of **Zur Rose Group AG** on the SIX Swiss Exchange
- J.P. Morgan and UBS as joint bookrunners in connection with a capital increase and a global private placement of the new shares by **TLG IMMOBILIEN AG**
- **SGL Carbon SE** in several rights offerings
- the joint global coordinators in connection with the contemplated IPO of **OFFICEFIRST Immobilien AG**, a spin-off of the core portfolio of IVG Immobilien AG
- entities and individuals related to the Ströer and Müller families in connection with a global private placement of Ströer SE shares
- J.P. Morgan as bookrunner in connection with a global private placement of shares in **alstria office REIT-AG**
- Deutsche Bank and Citigroup as joint global coordinators in connection with the contemplated IPO of **Vibracoustic AG** (formerly TrelleborgVibracoustic GmbH)
- Deutsche Bank, J.P. Morgan and Commerzbank in connection with the contemplated IPO of **Jost Werke AG**
- UBS as joint global coordinator in connection with the contemplated IPO of **ADC Therapeutics SA**
- Deutsche Bank and BofA Merrill Lynch in connection with the contemplated IPO of **Armacell International S.A.**
- a leading global investment firm, UBS Investment Bank and Deutsche Bank in connection with a €907 million rights offering of **Deutsche Wohnen AG**
- J.P. Morgan, Barclays, Morgan Stanley and Société Générale in connection with a €2.25 billion rights offering of **Deutsche Annington Immobilien SE**; and BofA Merrill Lynch and J.P. Morgan in connection with several global private placements of shares in Deutsche Annington Immobilien SE
- Barclays Capital Inc. and Citigroup Global Markets Inc. as joint bookrunning managers in the IPO of **Kornit Digital Ltd.** on Nasdaq
- **FACC AG** in connection with its IPO on the Vienna Stock Exchange
- **Susquehanna International Group LLP** in connection with an investment in Paion AG
- **Uniqa Insurance Group** in connection with its re-IPO and a hybrid bond
- a leading global investment firm, Morgan Stanley and Credit Suisse in connection with the contemplated IPO of **Grohe**
- a group of more than two dozen institutional investors in connection with a global private placement of shares of the share capital of German specialty chemicals maker **Evonik Industries AG**
- J.P. Morgan, BofA Merrill Lynch, Citibank and UniCredit in a rights offering of **Sky Deutschland AG**; and BofA Merrill Lynch and UniCredit in a capital increase and an international share placement of Sky Deutschland AG

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Capital Markets (Equity-Linked/Debt):

- **AGRAVIS** in its offer of up to €60 million in new profit participation rights
- banks in the €200 million senior notes offering of **ams OSRAM**
- **ONWARD Medical** in connection with a loan agreement
- Deutsche Bank, HSBC, UBS, COMMERZBANK and UniCredit in connection with the issuance of senior unsecured notes in the aggregate principal amount of €1 billion by **ams OSRAM**
- **MorphoSys AG** on the issuance of a US$300 million development funding bond
- HSBC, Morgan Stanley and UBS as joint bookrunners in connection with a convertible bond offering of **ams AG**
- 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
- **SIGNA Group** in a refinancing of the landmark Postsparkasse building in Vienna, Austria. The transaction involved the issuance of a credit tenant lease-backed bond
- **SIGNA Sports United GmbH** in connection with a senior convertible loan
- the Austrian Province of Carinthia, Kaerntner Landesholding (KLH) and Kaerntner Ausgleichszahlungs-Fonds (K-AF), a special purpose vehicle set up by the Province of Carinthia, in connection with the debt restructuring of HETA Asset Resolution AG, the wind-down entity of the former Austrian Bank Hypo Alpe Adria, and the issuance of Secured Zero Coupon Bonds in an amount of €10.3 billion
- **SGL Carbon SE** in several high-yield debt offerings as well as convertible bond offerings
- J.P. Morgan in connection with a €1 billion public hybrid bond offering for **Deutsche Annington Immobilien SE**
- Credit Suisse in a high-yield bond offering of **KM Germany Holdings GmbH** and **KM US Holdings II, Inc.**

Mergers and Acquisitions:

- **Jefferies** as financial advisor to Northern Data AG in connection with the proposed acquisition of Northern Data AG by Rumble, Inc.
- **CureVac N.V.** in its all-stock acquisition by BioNTech SE that values CureVac N.V. at US$1.25 billion
- the management and supervisory boards of **Fresenius** in the company's exit from the Austrian and international businesses of VAMED AG
- **MorphoSys AG** in its:
  - €2.7 billion sale to, and public takeover by, Novartis and the simultaneous disposition of the worldwide marketing rights of its antibody drug Monjuvi to Incyte Corporation
  - US$1.7 billion acquisition of Constellation Pharmaceuticals, Inc. and related US$2 billion financing from Royalty Pharma plc
- **phenox** and its shareholders, including health care private equity investor **SHS**, on the sale of phenox to Wallaby Medical for a total consideration of €500 million including milestone payments
- **Medigene** on its global cancer immunotherapy collaboration with BioNTech
- **Armira** and **Boxine** in Boxine's €1 billion business combination with 468 SPAC I SE, one of the first de-SPAC transactions in the market involving a German-listed blanc cheque company
- **SIGNA Sports United GmbH** in connection with its US$3.3 billion de-SPAC merger with Yucaipa Acquisition Corporation. The merger also included the acquisition of WiggleCRC Group
- **SIGNA International Sports Holding GmbH** and **SIGNA Sports United GmbH** in connection with the formation of a strategic partnership with AEON and The Central Group
- **Bucherer AG** in its acquisition of Tourneau, LLC
- **SIGNA Holding GmbH** in its unsolicited US$3.5 billion acquisition of the German business of Hudson's Bay Company
- J.P. Morgan in connection with the acquisition of Gagfah S.A. by **Deutsche Annington Immobilien SE**
- **Merck KGaA** in its US$17 billion all-cash acquisition of Sigma-Aldrich Corporation
- **FIT AG** in connection with the sale of netfabb GmbH to Autodesk Development B.V. and Autodesk's investment into FIT AG

Corporate Governance and Compliance:

- the **Republic of Austria** in connection with its compliance review of offset transactions related to the Eurofighter procurement process