

Luther.



Luther. Automotive

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Dear clients, dear entrepreneurs,

The automotive and car engineering industry is traditionally one of the largest and strongest sectors in Germany. At the same time, Germany is also one of the leading logistics locations worldwide. This is why we place such an important focus on the “Mobility & Logistics” industry in our advisory services. A large number of big German industrial clients and internationally operating medium-sized companies from the areas of automotive, logistics, air, rail and sea rely on our expertise in all legal matters, including tax law.

Yours sincerely



Dr Steffen Gaber, LL.M. (Sydney)
Partner, Stuttgart



Dr Maximilian Dorndorf,
Partner, Essen

Our services in detail



There is a need for strategic realignment in the automotive industry because of new drive technologies, new market participants from the IT industry and related services, and also because of the ever-changing attitude of consumers towards cars. As a result, the entire industry is called upon to reposition and realign itself.

Our experts use the full-service approach that is typical of our law firm to advise our clients from the automotive industry at all levels of the value chain (car manufacturers, component suppliers, dealers and service providers) with regard to, for example, strategic realignment through corporate measures, the supply chain, research and development (ACES), the production of cars and other vehicles, and distribution. In addition, we represent our clients from the automotive industry in state courts and before all renowned arbitral tribunals.

Advisory services in Asia-Pacific

We provide the full spectrum of business and tax law advice to our clients operating in Asia. To ensure the smooth provision of our services, we have teams both in Germany and in Asia. Our services in this area include, without limitation:

- Formation of companies and market entry (establishing subsidiaries, joint ventures, branches and representative offices; setting up distribution structures and production companies)
- Advising on foreign direct investments and regional project coordination
- Assisting with cross-border acquisitions (M&A)
- Advising with regard to joint ventures and other forms of cooperation
- Advising on matters relating to commercial and distribution law, product liability/product compliance
- Providing employment law advice and assisting with the secondment of staff
- Advising on IP/IT law
- Providing advisory services in the areas of real estate and infrastructure
- Advising on how to handle complex disputes

Antitrust Law/Distribution Competition

The challenges confronting an automotive industry that faces constant pressure to change are closely linked to questions of antitrust law, for example, antitrust issues in connection with the consolidation of relevant markets, the modification of distribution structures as a result of competition policy, but also preventive advice regarding how to avoid criminal prosecution of the persons acting. Our services in this area include, without limitation:

- Providing antitrust advice within the supply chain (e.g. with regard to so-called quick savings), advising on non-compete agreements and on rules of conduct towards other market participants
- Distribution Competition: structuring distribution and licensing systems, advising with regard to self-assessments (individual exemption pursuant to Article 101(3) TFEU); Competition Law 4.0: providing advisory services with regard to platforms, algorithms and the exchange of information in the digital age

- Advising on the formation and implementation of joint ventures
- Advising on German and European merger control, coordinating foreign filings (multijurisdictional filings)
- Advising on the Motor Vehicle Block Exemption Regulation
- Providing compliance advice, representing clients in administrative fine proceedings and organising training seminars on how to act during “dawn raids” (inter alia, on-site assistance during inspections and searches, advice on leniency applications)

Capital Markets, Banking & Finance

The automotive industry is characterised by high capital expenditure, long product cycles and complex structures. As debt capital is not always readily available, innovative solutions need to be found, also to be able to develop new technologies and enter new markets or to deal with an impending crisis. Our services in this area include, without limitation:

- Advising on equity and debt financing
- Advising on how to finance R&D projects
- Advising on dealer financing and factoring agreements
- Advising on innovative financing offers
- Advising on how to finance acquisitions and investments
- Drafting international master loan agreements between component suppliers and banking syndicates
- Advising OEMs and tier suppliers with regard to investing in start-up companies and in venture capital (VC)
- Structuring international cash pools

Commercial & Distribution Law

The automotive industry is characterised worldwide by complex supply and distribution structures. While this complexity has always existed, it is currently intensified by the continuously rising number of model variants. As this can lead to a higher error rate, in addition to the persisting general risk of insufficient quantities being purchased, appropriately dimensioned tailor-made purchasing, sales and distribution agreements are required, amongst other things, in order for businesses to be able to assess the economic risks. Our services in this area include, without limitation:

- Supply relationships – drafting all relevant purchasing and sales agreements, including all ancillary agreements, for the automotive industry (master agreements, letters of intent, letters of nomination (project agreements), quality assurance agreements, warranty agreements, PPM agreements, terms and conditions of purchase, sale and service, tool agreements, call-off systems, logistics agreements, etc.)
- Advising on automated/autonomous driving (liability law, road traffic law, product liability law)
- Distribution law – structuring distribution systems in Germany and abroad and advising on after-sales systems
- Shared driving – advising on the drafting of all relevant distribution and user agreements (B2B, B2C); advising on mobile pay services
- E-mobility – advising on the installation of charge points (e.g. German Apartment Ownership Act (WEG)) and on energy law issues relating to the creation of entire charging infrastructures, amongst other things

Complex Disputes

Growing complexity within the supply chain and a fluctuating sales market are clear drivers behind the growing number of disputes within the supply chain and also in distribution organisations. Our practice group which specialises in such proceedings takes this into account and combines both industry knowledge and many years of litigation experience. Our services in this area include, without limitation:

- Advising OEMs and tier suppliers out of court on impending disputes (in particular, providing advice on how to document facts and collect evidence in a manner acceptable in court)
- Acting as litigators in automotive disputes before national courts of law, as well as representing clients in national and international arbitration proceedings, in particular in the areas of purchases and sales (e.g. with regard to costs resulting from service measures), product liability (e.g. with regard to costs resulting from product recalls), distribution law (changes in the distribution system, terminations, breaches of contract), IT IP (e.g. trademark disputes), corporate and post-M&A matters
- Advising clients on appealing to German or European courts of law against antitrust fining decisions, antitrust damages, and antitrust disputes resulting from non-compliance
- Mass litigation

Compliance & Internal Investigation

What rules apply to companies, their management and their staff and how can it be ensured that these rules are complied with? The experts in our Compliance team can advise you on all questions of law relating to good and legally compliant corporate governance. We can provide you with solutions on how to deal with legal requirements: in terms of content, organisation and structure. Our services in this area include, without limitation:

- Advising on compliance structure and organisation, compliance policies, and organisational instructions
- Preparing legal opinions as security for executive and supervisory bodies and for the management/compliance opinions
- Carrying out compliance-related due diligence reviews when members of executive or supervisory bodies take office/upon acquisition of a company
- Organising training events/seminars (board training, staff training, e-learning programmes)
- Providing operative services (whistle-blower hotlines, acting as an ombudsperson)
- Carrying out system reviews (expert opinions, tests, dawn raids)
- Providing advice and defending against and enforcing claims in the event that members of executive or supervisory bodies are liable

Corporate/M&A

The amount of advice rendered to the automotive industry in the areas of corporate law and mergers and acquisitions continues to increase as a result of current changes in the automotive industry. In addition to new market participants – in particular, businesses from the IT industry – which enter the market with new connectivity and mobility services, already existing market participants are required to stand their ground and/or enhance their position in the market or sometimes even reposition themselves entirely. We can help our clients carry out such strategic manoeuvres by advising them on all kinds of corporate transformations and on national and international mergers and acquisitions and joint ventures. Our services in this area include, without limitation:

- Providing advisory services at a national and international level (also to groups of companies) and assisting with restructurings (carve-outs, bidding processes)

- Providing buy-side and sell-side advice within the context of national and international mergers and acquisitions
- Advising on joint ventures with a geographic focus on Europe and Asia
- Advising OEMs and tier suppliers with regard to investing in start-up companies and in venture capital (VC)
- Advising on restructurings within the supply chain, carrying out “red flag” due diligence reviews

Employment Law

In many areas of the automotive industry, employment law issues currently arise from cost pressure and fluctuating quantities. However, irrespective of this, there are also regularly other matters pertaining to individual and collective employment law which need to be dealt with using an entrepreneurial approach. Our services in this area include, without limitation:

- Advising on employment law issues regarding the organisation of work, for example, agile work, scrum, or crowd work
- Advising on how to organise working time models more flexibly, in particular, negotiating the appropriate works agreements
- Advising on measures aimed at reducing and optimising personnel costs, in particular, negotiating collective reorganisation agreements
- Advising on the introduction of short-time work, negotiating the appropriate works agreements
- Advising on matters relating to employee invention law
- Providing advice and drafting or reviewing the required contracts for international secondments

International Trade Law/Export Control/ Investment Control

- Advising companies on matters pertaining to export control law (embargos, dual-use goods, transfer of know-how, etc.), providing training for managing directors and staff, drafting corporate export control policies
- Advising foreign acquirers and also sellers on the investment control requirements under the German Foreign Trade and Payments Act (AWG) and the German Foreign Trade and Payments Ordinance (AWV), especially in the context of bidding procedures, and preparing and carrying out certificates of non-objection and approvals by the German Federal Ministry for Economic Affairs and Energy (BMWi), also and in particular in connection with Chinese investors

IP & Copyright Law, IT Law

The focus of our advisory services in the area of IP & Copyright Law is the protection of the trademarks and technologies of our clients from the automotive industry. Two very important measures in this respect which are becoming increasingly more important both between OEMs and their suppliers and between competitors are making a proper distinction between development results and inventions and developing foresighted IP strategies.

In addition, we assist our clients with IT projects and with the use of Artificial Intelligence.

Our services in this area include, without limitation:

- Developing and implementing IP strategies for technical inventions in the supply chain
- Drafting and negotiating R&D contracts, patent, know-how and trademark licence agreements, as well as technology transfer, merchandising and sponsoring agreements
- Enforcing patents and trademarks in Germany and abroad
- Assisting with the management of (worldwide) trademark portfolios, including developing strategic approaches, for example, analysing patent and trademark portfolios
- Assisting with the registration, administration and defence of IP rights
- Fighting product piracy/counterfeiting, including initiating seizures, working closely with customs authorities
- Advising with regard to IT procurement (software and hardware licence agreements, Software-as-a-Service, Service Level Agreements, escrow and deposit agreements) and IT outsourcing projects (IT and business process outsourcing and project agreements regarding complex IT systems)
- Connected vehicles: advising on licence agreements, data protection compliance, mobile pay services
- Advising on data protection issues (e.g. in connection with shared services and the use of user data by other market participants)
- Providing advice with regard to smart factory networks and advising management bodies on IT security and IT compliance (e.g. compliance with critical infrastructure requirements for the transport and traffic industry)

Product Liability/Product Safety/Product Compliance

Product liability cases are costly and legally complex – and, most importantly, can cause long-term damage to a company. To ensure that our clients do not suffer damage if a product liability case occurs, or to reduce such damage to a minimum in the event of a crisis, our specialised lawyers combine all relevant product liability parameters, such as contract law, tort law and the German Product Liability Act, public law (e.g. the German Product Safety Act), as well as dealings with supervisory authorities, but also insurance law and criminal law.

With a view to preventing product liability cases as best as possible, our experts additionally provide advice when new products are launched, help set up quality assurance systems, and assist with the establishment of product recall management systems. Our services in this area include, without limitation:

- Advising clients on how to carry out product recalls and representing them vis-à-vis supervisory authorities
- Providing advice before products are put into circulation, in particular, advising on how to comply with regulatory requirements (product compliance)
- Developing product recall management systems
- Reviewing technical documentation
- Organising in-house seminars on product liability, product safety and on legally compliant structures for supply systems

Restructuring & Insolvency

There is hardly any other industry where, based on the principle of division of labour, manufacturers and component suppliers cooperate as closely and depend as much on each other as they do in the automotive industry. Without early precautionary measures, a company in crisis may bring the entire supply chain to an inevitable standstill. We use the advantages of our full-service approach to avoid such standstills and advise our clients in times of crisis in a focussed and target-oriented manner until a turnaround has been achieved. In this context, our clients also benefit from our extensive network of banks, M&A advisors and other restructuring advisors. Our services in this area include, without limitation:

- Providing integrated advice to companies from the automotive industry in an impending crisis (inter alia, advice on corporate law, (re-)financing, supply contracts, the protection of assets (know-how), employment law, and the options available under insolvency law, such as protective proceedings etc.)
- Advising companies on their own judicial restructuring (insolvency proceedings, protective proceedings)
- Advising companies in the event of a customer's or supplier's insolvency and carrying out the related optimisation of supply contracts, tool agreements (trade agreements)
- Distressed M&A: advising on the acquisition of companies prior to their insolvency (as part of their restructuring) and on the acquisition of insolvent companies
- Advising on the introduction of short-time work, negotiating the appropriate works agreements
- Providing advice and assistance in connection with staff reductions and restructuring measures, in particular, negotiating reconciliation-of-interests agreements and social compensation plans

Your contact



Dr Steffen Gaber, LL.M. (Sydney)

Lawyer, Partner
Stuttgart
T +49 711 9338 191920
steffen.gaber@luther-lawfirm.com

Dr Steffen Gaber studied law at the University of Constance (Germany). Following his first state exam, he completed a one year Master-of-Laws programme in Sydney (Australia), where he also worked in the commercial law department of a large international law firm. Dr Gaber carried out his legal training at the Higher Regional Court of Stuttgart (Germany). During his legal training he worked for the German-American Chamber of Commerce in New York (USA). After passing the second state exam and being admitted to the German Bar in 2009, he wrote his doctoral thesis until 2012 on an international commercial law topic (The optimal formulation of general terms and conditions according to the UN Sales Convention (CISG)) and, at the same time, worked as a lawyer. He joined Luther in January 2014.

Dr Steffen Gaber is responsible for Luther's Automotive and Mobility sector and is the head of Luther's practice group Textile and Clothing Industry.

Areas of practice

Dr Steffen Gaber provides national and international contract, commercial and distribution law advice, his industry focus being the automotive supply industry and the textile industry. As the coordinator of Luther's Mobility & Logistics sector and as a team member of the practice group Complex Disputes, he advises in particular on the judicial assertion and defence of claims arising from the aforementioned types of contracts (especially warranty, liability and damage issues). His work focuses on supplier disputes from the automotive industry, in which he represents his clients both in and out of court if necessary in the event of a legal dispute.

In addition, Dr Steffen Gaber also provides comprehensive advice on all matters relating to distribution law (sales agents, authorised dealers, resellers, franchises). Also within this spectrum, he represents both wholesalers and manufacturers equally in extrajudicial and judicial disputes concerning distribution contracts (commission, termination, compensation claims, damages, etc.).

Furthermore, Dr Steffen Gaber regularly provides advice on the introduction of (new) products in the German and European markets. In addition to drafting national and/or international distribution systems, his advisory services also focus on contracts with consumers (drafting of B2C terms and conditions).

Hits the mark. Luther.

Luther Rechtsanwaltsgesellschaft mbH is one of the leading corporate law firms in Germany. With some 420 lawyers and tax advisors, we can advise you in all fields of German and international corporate law. In addition to having offices in every economic centre throughout Germany, we are also present in 11 locations abroad: in Brussels, London and Luxembourg in Europe, and in Bangkok, Delhi-Gurugram, Ho Chi Minh City, Jakarta, Kuala Lumpur, Shanghai, Singapore and Yangon in Asia.

Our advisory services are tailored to our clients' corporate goals. We take a creative, dedicated approach to achieving the best possible economic outcome for each of our clients. The name "Luther" stands for expertise and commitment. With a passion for our profession, we dedicate all our efforts to solving your issues, always providing the best possible solution for our clients. Not too much and not too little – we always hit the mark.

We know how crucial it is to use resources efficiently and to plan ahead. We always have an eye on the economic impact of our advice. This is true in the case of strategic consulting as well as in legal disputes. We have complex projects on our agenda every day. At Luther, experienced and highly specialised advisors cooperate closely in order to offer our clients the best possible service. Thanks to our fast and efficient communication, permanent availability and flexibility, we are there for you whenever you need us.

Luther has been named "Law Firm of the Year: Germany 2021" and also "European Law Firm of the Year 2021" by The Lawyer, one of the most well-known legal magazines worldwide.



About unyer

unyer, founded by Luther and Fidal in 2021, is a global organisation of leading international professional services firms. Besides law firms, unyer is also open to other related professional services, especially from the legal tech sector. unyer is based in Zurich as a Swiss Verein. unyer is globally connected but has strong local roots in their respective markets.

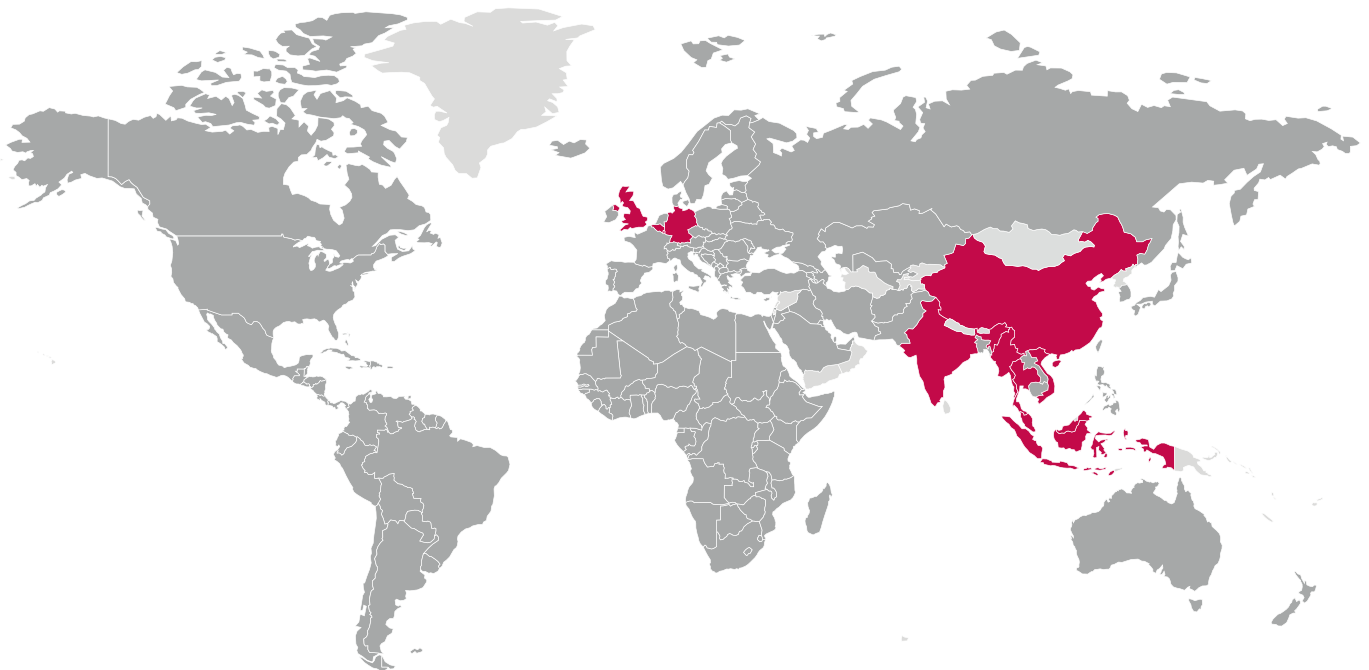
unyer has an exclusive approach and only accepts one member firm from each market. unyer members offer its clients full services across all jurisdictions with a compelling industry focus. The organisation has an annual turnover of more than EUR 650 million and includes over 2,550 lawyers and advisors in more than 10 countries in Europe and Asia. In September 2021, Pirola Pennuto Zei & Associati joined the international organisation. In the spring of 2023, the Austrian law firm KWR joined the group. www.unyer.com



Our locations

We have a global outlook, with international offices in 11 key economic and financial centres in Europe and Asia. We also maintain close relationships with other commercial law firms in all relevant jurisdictions. Luther is a founding member of unyer (www.unyer.com), a global organisation of leading professional services firms that cooperate exclusively with each other. This way, we ensure a seamless service for our clients throughout their demanding international projects.

Our partner firms are based in Africa, Australia and New Zealand, Europe, Israel, Japan and Korea, the Middle East, Russia and the CIS, South and Central America, the US and Canada.



- Luther locations
- Best friends

Our locations

- | | |
|------------------|--------------|
| Bangkok | Jakarta |
| Berlin | Kuala Lumpur |
| Brussels | Leipzig |
| Cologne | London |
| Delhi-Gurugram | Luxembourg |
| Dusseldorf | Munich |
| Essen | Shanghai |
| Frankfurt a.M. | Singapore |
| Hamburg | Stuttgart |
| Hanover | Yangon |
| Ho Chi Minh City | |

Our industries

We focus on advising transactions with respect to targets in five industries.

Energy



Conventional or renewable energies: We work efficiently and sustainably.

Health Care & Life Science



With our expertise, we have our finger on the pulse of time.

Information Tech & Telecommunications



We connect today with tomorrow.

Mobility & Logistics



We understand what gets you moving and can set you on the right course.

Real Estate & Infrastructure



We lay the foundation for you to build on.

Our practice areas

Antitrust Law	Capital Markets & Banking	Commercial & Distribution Law, Product Liability/ Product Compliance	Complex Disputes
Compliance & Internal Investigations	Corporate/M&A	Data Protection Law	Employment Law
Energy Law	Environment & Planning Law Regulatory	Financial Services Investment Funds & Alternative Investments	Insurance Law
International Trade Law	IP & Copyright Law	IT Law	Media & Entertainment
Notarial Services	Public Procurement Law	Public Subsidies/ State Aid Law	Real Estate
Restructuring & Insolvency	Start-ups & Venture Capital	State, Administration, Public Undertakings	Tax Law
Telecommunications Law	White-Collar Crime & Tax Offences		

Luther.Digital

The digital revolution is well under way. In a highly competitive market new business models are always being developed and existing processes are continually being challenged. Groups, medium-sized businesses and start-ups are all looking for the best possible ways to position themselves in this environment. In this way, new, innovative forms of cooperation are constantly being created. This revolution is being driven by numerous recent technological developments: cloud computing, digital platforms, Big Data and artificial intelligence, the Internet of Things and blockchain technology.

Luther advises on all legal topics relating to digital business models, agile architectures and technical levers. Our team provides support in all phases of the necessary transformation processes within the company, the law firm or the group, from strategic dialogue to conceptual work and the realignment of value chains, also including the subsequent change process. When providing advice, the Luther team also considers relevant topics and changes in commercial and distribution, employment, IT and data protection law.



Our awards



JUVE

In the 2022/2023 JUVE Guide to Commercial Law Firms, 52 lawyers from Luther were recommended, and 10 of these were also listed as “leading advisors”. The legal publisher JUVE ranked Luther in 31 areas of law. In 2022, Luther was nominated for the JUVE award “Employment Law” as well as “Real Estate” and was named “Law Firm of the Year” by JUVE in 2019. In the past, Luther already won the JUVE award “Law Firm of the Year 2017 for Environmental and Regulatory Law”.



The Legal 500

The Legal 500 Germany 2023 recommends Luther in 30 areas of law, with “Top Tier” rankings in two of these areas. 72 lawyers are being recommended, 12 of whom have been specially recognised as “Leading Individual” or “Next Generation Partner”. Luther has also been included for Germany in the first edition of **The Legal 500 Green Guide EMEA 2022**. This guide provides an overview of law firms’ engagement with sustainability, including both work for clients as well as firms’ own best practices and initiatives.



Chambers

In 2023, Luther was recognised by Chambers Europe for 13 practice areas in Germany as well as in two practice areas in Luxembourg. Moreover, 15 partners were included in the Individual Ranking. Additionally, in 2023, Luther was recognised by Chambers Global in three advisory areas in Germany and Myanmar, while five partners were also included in the Individual Ranking.



The Lawyer European Awards

Luther has been named “Law Firm of the Year: Germany 2021” and also “European Law Firm of the Year 2021” by The Lawyer, one of the most well-known legal magazines worldwide.



Kanzleimonitor

Kanzleimonitor 2022/2023 recommends Luther in 25 areas of law and has also included 16 Luther lawyers among the recommended lawyers mentioned by name.

Best Lawyers

„Best Lawyers in Germany 2024“

For the year 2024, 99 lawyers have been recommended by Luther as “Best Lawyers in Germany 2024”, an award presented by the US publisher “Best Lawyers” in cooperation with the German Handelsblatt, including one partner as “Lawyer of the Year” for his area of law, and 19 colleagues who have received the recommendation “Best Lawyers - Ones to Watch”.



WHO'S WHO LEGAL

WHO'S WHO LEGAL listed 21 lawyers in December 2022, four of whom were recognised as Thought Leaders, which is the highest award, and three of whom were named Future Leaders.

Luther Rechtsanwaltsgesellschaft mbH

Anna-Schneider-Steig 22
50678 Cologne, Germany
Telephone +49 221 9937 0
Telefax +49 221 9937 110
contact@luther-lawfirm.com

For reasons of better legibility, the simultaneous use of gender-specific language forms is dispensed with. Corresponding terms apply in principle to all genders in the sense of equal treatment. The abbreviated form of language has editorial reasons and does not imply any valuation.

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**Bangkok, Berlin, Brussels, Cologne, Delhi-Gurugram, Dusseldorf, Essen,
Frankfurt a.M., Hamburg, Hanover, Ho Chi Minh City, Jakarta, Kuala Lumpur,
Leipzig, London, Luxembourg, Munich, Shanghai, Singapore, Stuttgart, Yangon**

You can find further information at:

www.luther-lawfirm.com

www.luther-services.com

