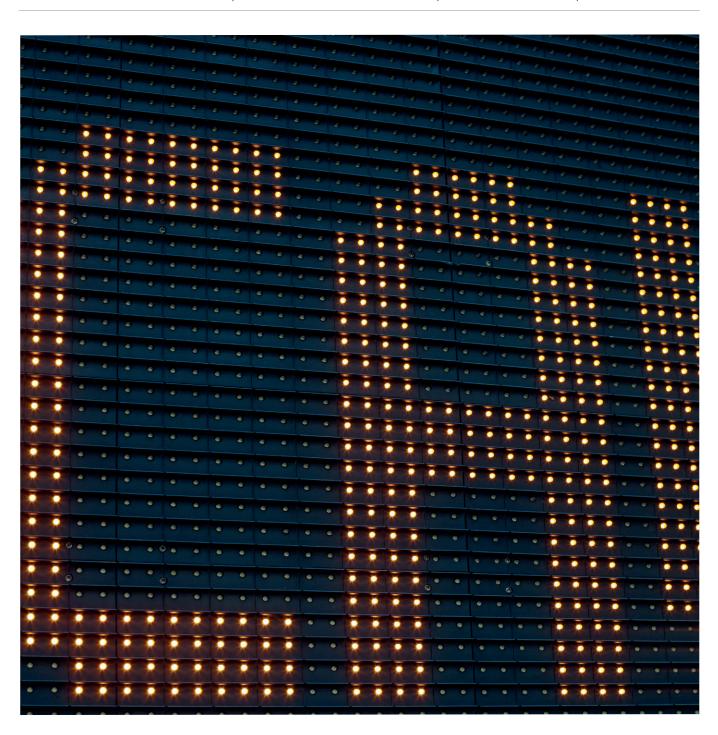
Hengeler Mueller

NEWSLETTER | JULY 2018

M&A SNAPSHOT H1 2018 | NEW CO-MANAGING PARTNERS | LEGAL SPOTLIGHTS | EVENTS



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M&A SNAPSHOT

M&A Snapshot H1 2018

Source: Mergermarket,

"Global & Regional M&A Report H1 2018"

Mirroring the surge in global M&A, Europe saw a sizeable uptick in the first six months of the year with several bigticket deals pushing the continent to its highest H1 value since the financial crisis. So far this year there have been 3,199 deals targeting Europe worth a total US\$ 600.9 bn indicating that in 2018, the continent may be on course to breach the US\$ 1 tn mark for the first time since 2008.

Despite areas of political uncertainty, specifically in Italy and Spain, European

M&A has kicked on in the second quarter: the continent accounted for just over a third of global dealmaking by value in H1 – again, for the first time since the crisis.

Following a slow 2017, Asian firms have continued to be aggressive on the continent, conducting the first and third largest deals in Europe in Q2. Asian investment accounts for around half of the total foreign investment into Europe, demonstrating that despite increased protectionism and government intervention in both regions, Asian interest in European assets remains strong.



Overall foreign investment has been a significant factor behind the growth in European M&A, reaching US\$ 284 bn (569 deals) – 38.4 per cent ahead of YTD 2017 (US\$ 205.2 bn, 683 deals). Still the most active country in Europe, both by the number of deals and aggregate value, the UK has experienced 629 transactions worth US\$ 147.4 bn so far this year – over 50 per cent higher than both H1 and H2 2017 values. As it edges closer to breakaway from the European Union, the high levels of domestic consolidation seen in the previous nine months have continued.

Meanwhile, after a slow start to the year, German M&A is on the rise with US\$ 95.4 bn invested into the country so far this year. The second quarter saw Vodafone acquire Liberty Global's German and CEE assets for US\$ 21.8bn, after the year started with a bang for DACH, having recorded its second highest Q1 deal value since 2008 with EUR 53.3 bn across 257 deals announced. E.ON's EUR 37.9 bn takeover of innogy accounted for 71 per cent of this healthy start to the year in the DACH region.

Private equity activity in Europe has remained active, eclipsing 2017's H1 post-crisis buyout record of US\$ 72.8 bn (717 buyouts), registering US\$ 80.7 bn (635 buyouts) across the first six months of the year. The extraordinary levels of capital held has pushed private equity firms to act and European buyout activity is now on course to breach the US\$ 100 bn barrier for the fifth successive year.

"The Best Friends could be said to be the most successful alliance of independent firms around at the moment."

The Lawyer European 100

EUROPEAN LEGAL ADVISER LEAGUE TABLE RANKED BY VALUE, HALF YEAR 1 2018

Rank	House	Value (USD m)	Number of Deals
1	Best Friends	291,584	100
2	Linklaters	241,447	70
3	Freshfields Bruckhaus Deringer LLP	224,391	81
4	Davis Polk & Wardwell LLP	175,580	13
5	Herbert Smith Freehills	127,173	29
6	Allen & Overy LLP	110,245	84
7	Clifford Chance LLP	106,212	71
8	Latham & Watkins LLP	105,915	53
9	Ashurst	88,635	21
10	Ogier	86,019	3

The League Table is based on announced deals with European targets between 01/01/2018 and 30/06/2018.



BONELLIEREDE BREDIN PRAT DE BRAUW HENGELER MUELLER SLAUGHTER AND MAY URÍA MENÉNDEZ

Best Friends Group

The Best Friends group comprises Bonelli Erede in Italy, Bredin Prat in France, De Brauw Blackstone Westbroek in the Netherlands, Hengeler Mueller in Germany, Slaughter and May in the UK as well as Uría Menéndez in Spain and Portugal. Each firm is considered to be a market leader in its respective jurisdiction.



DEAL HIGHLIGHTS

Hengeler Mueller

23/05/2018

Broadview Holding B.V. through its indirect subsidiary Broadview Industries AG, today announced that it would make a voluntary public takeover offer to the shareholders of Westag & Getalit AG to acquire all ordinary shares and all preference shares. The total value of the takeover offer amounts to EUR 31.00 per ordinary and preference share in cash. In addition, Broadview and the Gethalia Foundation — which owns 75.5 per cent of the voting rights of Westag — signed an agreement for the purchase and transfer of all shares held by the Gethalia Foundation. Hengeler Mueller is advising Broadview on the transaction.

03/04/2018

Technology companies **Osram** and Continental have signed a contract to establish a joint venture. The joint venture, in which each of the partners has a 50 per cent stake, aims to combine Continental's and Osram's respective expertise in lighting, light control and electronics and is scheduled to start in the second half of 2018.

The global joint venture will operate under the name Osram Continental GmbH and will be based in the Munich region. The aim is to generate annual sales in the mid-triple-digit-million-euro range with a workforce of around 1,500 employees across 17 locations worldwide. Hengeler Mueller is advising Osram on the transaction.

21/03/2018

As part of a Series C Funding round, Tencent Holdings Ltd, a leading technology company, particularly in China, and Allianz X, the digital investment unit of Allianz Group, together with other coinvestors have invested significantly in N26 GmbH, a provider of mobile banking. The funding represents the largest equity financing round (non IPO) in the fintech industry in Germany to date, and one of the largest in Europe. Hengeler Mueller advised Tencent together with US law firm Davis Polk & Wardwell on the transaction.

12/03/2018

E.ON and RWE have agreed that RWE will transfer its entire stake of 76.8 per cent in **innogy** to E.ON via a far-reaching exchange of assets and businesses. RWE will receive a 16.67 per cent participation in E.ON,

a substantial part of E.ONs renewables business and the entire innogy renewables business. In April 2018, E.ON published a voluntary public takeover offer to the shareholders of innogy SE for the purchase of their no-par value bearer shares in innogy SE against a cash consideration for the amount of EUR 36.76 per innogy share. Hengeler Mueller is advising innogy SE on the acquisition by E.ON, as well as the group reorganisation.

07/02/2018

EQT has entered into an agreement to sell CBR Fashion Group to UK based Alteri Investors. CBR is one of the top five women's fashion manufacturers in Germany with over 1,200 employees. It supplies more than 8,300 sales outlets in 19 European countries, operating under two well established brands: Street One and CECIL. Since EQT acquired the company, CBR has developed from being a fast fashion wholesale retailer to a contemporary multi-channel women's fashion provider with a strong e-commerce platform. Hengeler Mueller is advising EQT on the transaction.

04/01/2018

Bosch has acquired an indirect 5 per cent stake in HERE Technologies from Audi, BMW and Daimler. The mapping service HERE provides data for automated driving. Hengeler Mueller advised Bosch on the transaction in an integrated team with Best Friends law firm De Brauw Blackstone Westbroek. Dorsey & Whitney advised on US legal aspects of the transaction. In a parallel transaction, Continental acquired another indirect 5 per cent stake in HERE Technologies from the same sellers.



NEWS

Hengeler Mueller's new co-managing partners: Georg A. Frowein and Rainer Krause

The partners of Hengeler Mueller have elected Georg A. Frowein (50) and Rainer Krause (53) as co-managing partners, effective as of 1 July 2018.

Georg A. Frowein and Rainer Krause, partners with Hengeler Mueller since 2002 and 1999, respectively, said: "We are delighted to be taking on this role. We look forward to supporting the exceptional talent and commitment that exists within our teams and to promoting the distinctive

culture of our firm. Our focus will be to further strengthen and expand Hengeler Mueller's excellent position as a leading law firm in Germany and beyond."

Georg advises companies and investors on cross-border M&A transactions as well as corporate matters — in particular in the energy and raw materials sector and in real estate. Georg is also admitted as a civil law notary in Frankfurt am Main, where he focuses on real estate and corporate.

Rainer advises on corporate and capital markets law with an emphasis on corporate restructurings, M&A projects and other transformational matters. His practice includes corporate governance and litigation.

The new co-managing partners will succeed Dirk Bliesener and Georg Seyfarth, whose term ends after four years, as scheduled by rotation.

Find out more about our lawyers on our website

> www.hengeler.com/lawyers

NEWS

Constantin Lauterwein further strengthens commercial criminal law practice

Constantin Lauterwein (38) will join Hengeler Mueller's white collar practice as of 1 July 2018, joining as counsel. Constantin, who previously worked as a local German partner for White & Case, has several years of professional experience in advising and representing companies in all areas of white-collar criminal law and corporate compliance. Constantin received a doctorate with a thesis on criminal procedure law from Munich University under the supervision of Professor Claus Roxin and graduated from University of Sydney with a Master of Laws (LL.M.).

Constantin Lauterwein will broaden Hengeler Mueller's existing White Collar practice, in particular of the partners Wolfgang Spoerr (Berlin) and Dirk Uwer as well as the former public prosecutor Ralf Christian van Ermingen-Marbach (both Düsseldorf) and a group of eight associates who specialize in criminal law. In the criminal law sphere, the team around Wolfgang and Dirk has been especially active in regulated industries, for example in health care, the financial industry, in environmental criminal law and in banking and capital markets law as well as in the automotive sector.

Hengeler Mueller's White Collar practice has a particular focus on multi-jurisdictional and extraterritorial enforcement against global enterprises in Germany,



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supporting, in particular, German and international companies in investigations by the US Department of Justice and other US prosecutors and regulators and assisting with complex internal investigations.

NEWS

Pierre G. Zickert appointed as Manager Legal Technology



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Pierre G. Zickert joined Hengeler Mueller's Frankfurt office in 2017 as an associate in the firm's banking and capital markets group. With his profound knowledge of programming and his significant contributions within our legal technology task force, Pierre has proved his expertise in this specific field of business and will focus exclusively on this area in his new role as Manager Legal Technology at Hengeler Mueller.

Providing comprehensive legal expertise at the highest level across different practice areas and industries and finding creative, sustainable solutions while working as efficiently and consistently as possible are key to delivering best-in-class client service. Hengeler Mueller specifically uses IT-based processes in many areas to speed up and enhance repetitive workflows in particular and increase efficiency while working together with the firm's clients.

INSIDE THE DEAL

Hengeler Mueller's role as international deal counsel

Clients increasingly rely on us to act as international deal counsel advising on complex matters beyond Germany. Our international teams provide cross-jurisdictional legal advice. Together with market leading firms, we structure, manage and execute transactions around the world.

Examples of our work as international deal counsel include:



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TURKEY - Vitol's acquisition of Petrol Ofisi from OMV: Hengeler Mueller advised Vitol on the transaction which won the CEE Legal Matters Deal Award 2018 for Turkey. Petrol Ofisi is the market leader in fuel products and distribution in Turkey with a market share of around 23 per cent. Vitol is an energy and commodities company whose primary business is the trading and distribution of energy products globally. It trades over seven million barrels per day of crude oil and products and, at any time, has 250 ships transporting its cargoes. Hengeler Mueller had already acted for Vitol in 2015 advising on the acquisition of a 50 per cent interest in Sargeant Marine Inc.



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AUSTRIA – Siemens' sale of a subsidiary to Atos: Hengeler Mueller advised Siemens on the sale of its subsidiary, Convergence Creators Holding GmbH (CVC), a global multi-industry digital transformation solutions provider headquartered in Vienna, to Atos, a global leader in digital transformation.

CVC delivers software-based solutions in the fields of communication networks, service and customer management, public safety and security, multimedia infotainment, as well as space technology.



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SOUTH AFRICA - ATON's public tender offer for Murray & Roberts: ATON GmbH, an investment company of the Helmig family, whose portfolio companies are mainly active in business-to-business segments (AT Engineering, AT Mining and AT Med Tech) has published a tender offer for all outstanding shares of Murray & Roberts Holdings Limited, South Africa. Murray & Roberts, listed on the Johannesburg Stock Exchange, is a multinational engineering and construction group mainly active in Underground Mining, Oil & Gas, and Power & Water. Based on the offer price, the group is valued at approximately EUR 460 m. The transaction is one of the largest foreign direct investments of a German company in South Africa in recent years. Hengeler Mueller is advising ATON on the transaction.



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view of a total offer volume of approximately EUR 1.9bn, the transaction is the biggest IPO ever on the Vienna Stock Exchange. BAWAG has also appointed Hengeler Mueller as international deal counsel beyond advising on its IPO: With the firm's support,



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the Austrian bank successfully completed the issuance of undated additional tier 1 instruments valued at EUR 300 m, thereby strengthening its regulatory tier 1 capital.

Further advisory matters for other clients include joint ventures in Asia, USA and Latin America, inter alia SET-listed auto parts maker Somboon Advance Technology Plc's joint venture with the German company, Mubea Engineering AG, to manufacture vehicle springs. Mubea Group is a leading German parts manufacturer with 12,000 employees located at 36 production, sales and development sites worldwide.





LEGAL SPOTLIGHT

First cross-border divisions and changes of legal form within the EU

"Esteemed market leader with a depth of cutting-edge expertise in all areas of M&A and corporate law."

Chambers Europe 2018

The EU Commission is actively preparing a major breakthrough: for the first time, statutory provisions are to be introduced for divisions and changes of legal form across the borders of EU member states. For this purpose, the EU Commission submitted a proposal for amending Directive (EU) 2017/1132 with respect to cross-border changes of legal form, mergers and divisions.

With provisions governing crossborder divisions being introduced for the first time, a longstanding request by practitioners and business people has been met that is already being successfully implemented between other EU member states without any corresponding provisions being in

place. In addition, the proposed directive introduces provisions regarding cross border mergers already established in practice. All three forms of transactions are structured in a uniform way.

However, only one type of cross-border division is provided for with a view to forming a new company, i.e., a legal entity that is newly formed by means of the division. Dividing a company in order for it to be absorbed by a legal entity existing in the host state (division by acquisition) — which is more common in Germany — was fraught with risks of abuse and, therefore, too complex when considered in a cross-border context. This is unfortunate and difficult to understand.

For the EU Commission it was of particular importance to protect the rights of employees, creditors and minority shareholders of the companies involved in the conversion measure.

- In the context of all three cross-border conversion measures, the employees' interests are to be protected, in particular by the company preparing a conversion report for the employees in addition to the conversion report to shareholders that was already previously mandatory in cross-border mergers. In this report, the effects the conversion measure will have on the employees are explained. With regard to employee participation, if no agreement is reached in negotiations with the employees' special negotiating body, the provisions governing employees that were applicable to the company from which the measure originated prior to the implementation of the conversion measure if the law of the member state applicable to the company resulting from the merger does not provide for at least the same level of corporate or operational employee participation. In this respect, the company is obliged to adopt a legal form that allows for the exercise of employee participation rights. The provisions governing minority shareholder protection for the first time provide for each member state being required to introduce proceedings in which a court reviews the amount of cash compensation that minority shareholders may choose due to the cross-border nature of the conversion instead of continuing their participation in the company. In the context of a merger, this right to review
- is also granted to the shareholders for the purpose of determining the appropriateness of the conversion ratio.
- To ensure creditor protection, first the member states may provide for a declaration by the company to be included in the terms of conversion that, in the management body's opinion, there is no reason to believe that the company will not be able to fulfil the existing liabilities following the conversion. Second, creditors will be granted the right to request adequate collateral within one month after the disclosure of the terms of conversion to the competent administrative or judicial authority. Third, it is assumed that the creditors will not suffer any disadvantage if the report of an expert, who was appointed by such authority, states that disproportionate impairments of creditor rights are not to be expected, or if creditors are offered a payment claim in the amount of the original claim against a collateral provider or against the company resulting from the conversion (in the case of a division: both companies).

In practice, cross-border changes of legal form and divisions are at any rate expected to enjoy great popularity, at least among group companies.



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LEGAL SPOTLIGHT

New mechanism for consumer collective redress in Germany



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With effect from 1 November 2018, a further mechanism facilitating consumer collective redress against companies is expected to be incorporated into the German rules on civil procedure. In this context, the Federal Government and the German Bundestag, which have now passed the law, are fully relying on consumer protection associations, traditionally strong advocates of consumer rights in Germany which have not shied away from litigating in the past. The mechanism will allow them to conduct model case proceedings before a Higher Regional Court (Oberlandesgericht) against a defendant company (Secs. 606-614 of the German Code of Civil Procedure (ZPO)). In such proceedings, binding rulings are to be issued on preliminary issues of a factual and legal nature which are relevant to the claims of not less than ten consumers. Consumers wishing to benefit from the ruling in the model case proceedings only need to enroll in a litigation register in good time. Consumers will be permitted to do so without having to retain a lawyer and without incurring any costs, and the limitation period for the claim so registered will be suspended as a result. If not less than 50 consumers follow suit and register within two months, the proceedings may be commenced.

With this new legislation, the Federal Government primarily hopes to optimise procedural efficiency and consumer rights enforcement. In addition, the Federal Government hopes that the model case proceedings will be sufficient to prompt a defendant company to agree on a settlement or – in the event of a judgment – to make voluntary payments to all consumers registered in the litigation register. However, this hope is unlikely to materialise, because the individual entitlement of a single consumer is not addressed in the model case proceedings, and enrolment in the litigation register is not subject to any substantive review.

On the other hand, dismissing the model case proceedings as ineffective and inferior to the existing mechanisms for pooling claims (e.g. assignment mechanisms) is also unwarranted. The Federal Government has already agreed to increase public grants to the consumer protection associations in order to enable them to fulfil the tasks bestowed on them. While this kind of "start-up funding" appears problematic from a constitutional law perspective (as it lacks a proper legal basis), in practice, it will not fail to achieve its intended effect.

AWARDS

IFLR Europe Awards 2018



Hengeler Mueller is German Law Firm of the Year

Hengeler Mueller was named German Law Firm of the Year at IFLR's 19th annual European awards on April 19.

The ceremony, held at the Savoy in London, brought together the continent's best legal talent to celebrate 2017's most innovative cross-border European transactions, and the teams and firms that worked on them.



AWARDS

Best Lawyers 2019

Hengeler Mueller heads up "Best Lawyers" ranking 2019

Hengeler Mueller once again takes the top spot in the "Best Lawyers" ranking with a total of 177 listings in the upcoming 2019 edition. Every year, the American publication "Best Lawyers", in cooperation with Handelsblatt, publishes a comprehensive list of outstanding lawyers in Germany. The list is compiled by conducting peer-review

surveys in which German lawyers identify professional peers they would recommend should they not be able to take over a specific assignment themselves.

The top spot for Hengeler Mueller reflects the high reputation we enjoy among clients and competitors alike.

2019

Law Firm of the year

- Capital Markets Law
- Corporate Law

EVENTS

Round tables in Berlin and Frankfurt: New corporate sanctions law in Germany – impact on companies in criminal proceedings



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Hengeler Mueller hosted two round table events on the new German corporate sanctions law. The first event took place on 26 April at Hengeler Mueller's Berlin office, in cooperation with Humboldt University Berlin. The second event followed on 24 May at Hengeler Mueller's Frankfurt office, supported by Augsburg University.

In their coalition agreement for the 19th legislative period, the German political parties CDU/CSU and SPD explicitly agreed that corporate sanctions law should be reformed and newly regulated. The structure and details of the regulation have not yet been clearly formulated. However, some key points and

Speakers Berlin

Alexander Ignor Ignor & Partner, Berlin, professor at Humboldt University Berlin, Chairman of the Criminal Law Committee of the Federal Bar Association

Matthias Korte
 Federal Ministry of Justice
 and Consumer Protection

Jan-Marco Luczak Member of the German Parliament, Chairman of the CDU/CSU Parliamentary Group on the Committee for Justice and Consumer Protection

Martin Heger Humboldt University Berlin, Faculty for Criminal Law and Procedure, European criminal law and modern law history

drafts have already been presented. Following the draft of North Rhine-Westphalia, the Cologne draft and the Frankfurt propositions on corporate sanctions law, the draft of the German Federal Ministry of Justice and Consumer Protection is next in line.

Together with selected speakers, including legal, research and political experts, Hengeler Mueller partners Wolfgang Spoerr and Dirk Uwer discussed the expected sanctions law reform and its potential impact on businesses in criminal proceedings, individual defence and internal investigations at both of the events at the firm's Berlin and Frankfurt offices.

Speakers Frankfurt

- Renate WimmerJudge at the Federal Court of Justice
- Jan-Marco Luczak
 Member of the German Parliament,
 Chairman of the CDU/CSU Parliamentary Group on the Committee for
 Justice and Consumer Protection
- Michael Kubiciel
 Augsburg University, Faculty for
 German, European and International
 Criminal Law and Procedure, medicine
 and commercial criminal law
- Hellen Schilling
 Kempf Schilling Rechtsanwälte, lawyer
 and certified specialist for criminal law

EVENTS

DIS40 event in Frankfurt: The ABC of CMCs — selected issues in relation to case management conferences

On 6 June, Hengeler Mueller hosted a DIS40 event in its Frankfurt office, welcoming Laura Fadlallah (Associate, Bredin Prat), Simon Manner (Partner, Manner Spangenberg), Albert Marsman (Partner, De Brauw Blackstone Westbroek) and Katia Rener (Case Manager, DIS) to a panel discussion and debate surrounding the case management conference and its ramifications for procedural efficiency. Around 80 participants attended the event which was followed by networking, food and drinks.

The associates Liliane Djahangir and Duncan Gorst organized the event while partner Philipp Hanfland and Duncan Gorst acted as co-moderators on the panel. Liliane, Duncan and Philipp are all members of Hengeler Mueller's dispute resolution team.

The German Arbitration Institute (DIS) is a registered association for the promotion

of national and international arbitration. The DIS provides administrated arbitral proceedings pursuant to the DIS Arbitration Rules and other procedures of alternative dispute resolution (ADR). Additionally, the DIS regularly organizes conferences and seminars for the further training of legal practitioners and other interested persons. It also publishes various publications on German and international arbitration law.

In the summer of 2002, the DIS established a German initiative of young arbitrators under the age of 40. The initiative operates under the name DIS40 on a national and regional level. The DIS40 is a forum for the exchange of experiences among young arbitrators, and its activities focus on subjects that are of interest to young lawyers. These subjects are discussed in regular meetings with arbitration practitioners in an informal setting.

DIS₄₀

"Exceptional dispute resolution practice that is routinely mandated on complex, multi-jurisdictional cases."

Chambers Europe 2018



AFTER WORK

Literature festival: Hengeler Mueller hosts two readings

In June, the City of Frankfurt presented the 9th "Literaturfestival FrankfurtRhein-Main", a literature festival with more than 40 readings hosted in different high rise office locations and other unique venues throughout the greater Frankfurt area. Alongside the special event locations, the festival regularly features specific themes; this year focusing on biographies.

For the first time, Hengeler Mueller welcomed the biannual event in its Frankfurt office hosting two readings from well-known authors.

Ijoma Mangold, a cultural-political correspondent at the German weekly paper "Die Zeit" since 2013, read parts of his acclaimed autobiography "Das deutsche



Krokodil. Meine Geschichte" ("The German crocodile. My story") and was followed by Helmut Lethen, former director of the International Research Center for Cultural Studies in Vienna, who presented

his literary work "Die Staatsräte. Elite im Dritten Reich: Gründgens, Furtwängler, Sauerbruch, Schmitt" ("The Councils of State. Elite in the Third Reich: Gründgens, Furtwängler, Sauerbruch, Schmitt").

AFTER WORK

J.P. Morgan Corporate Challenge / B2Run: More than 100 Hengeler Mueller runners at Frankfurt and Düsseldorf events

In June, more than 100 Hengeler Mueller runners, including lawyers as well as business services employees, raced Frankfurt's streets at the 26th J.P. Morgan Corporate Challenge and through Düsseldorf at the B2Run the runners celebrated their participation at their respective postrace hospitality events.

J.P. Morgan Corporate Challenge is the world's largest workplace sporting event featuring a 5.6 km road race series running across 5 continents, 7 countries and 13 cities.

In addition to Frankfurt, these included: Boston, Buffalo, Chicago, Johannesburg, London, NYC, Rochester, San Francisco, Shanghai, Singapore, Sydney and Syracuse. The Frankfurt race is the largest event in the J.P. Morgan Corporate Challenge Series and one of the biggest in the world. Around 64,000 entrants from 2,419 companies took part in the race through the streets of one of Europe's most prominent financial centres.

B2Run is a corporate running event featuring a 6.2 km race in 17 German cities. In

recent years, the B2Run series has expanded internationally, to include in Portugal, The Netherlands, South Africa, Switzerland, Spain, Poland and Romania in 2018. Approximately 12,500 entrants took part in the B2Run race in Düsseldorf, celebrating their participation at the afterrunparty in the impressive ESPRIT Arena.

Both the J.P Morgan Corporate Challenge and the B2Run sporting events focus on promoting fitness, camaraderie and team work to employees of local businesses and organisations.