





**Legal terms  
and conditions  
can lead to a  
dead end.  
Or into the  
fast lane.**

*Dr Albin Ströbl*



**/YOUR CHALLENGES**



*The automotive industry is in a state of fundamental upheaval. Tougher requirements concerning environmental sustainability, digitalisation, and changing mobility requirements mean new challenges for the industry's existing business models.*

The ecological impact of fossil fuels requires companies to think about new forms of mobility. Innovative new means of propulsion range from the use of biofuels, hydrogen and natural gas to hybrid motors and completely electrified vehicles.

Digitalisation opens up new mobility concepts, with the possibility of autonomous driving and networked cars, but at the same time entails risks such as the software being infected by viruses or car-hacking. It essentially involves the monitoring and intelligent control of the car of the future and the associated data. New players such as internet service providers, software providers or technology companies will become cooperation partners, or alternatively competitors, of automotive manufacturers by entering into appropriately structured and secured agreements.

Mobility concepts such as car sharing are growing in importance. Nowadays, automotive manufacturers offer not only vehicles but also

multimodal mobility services. The legal topics and questions arising in this context are many and varied.

In the distribution sector, automotive manufacturers are faced with the challenge of linking off-line and online trading. This entails restructuring the conventional organisation of sales and distribution and taking into account new legal possibilities for structuring these processes, allowing products such as new cars or services, parts and accessories to also be sold directly to the end-customer in the future and enabling the customer to use online functions in their car whenever required.

At the same time, in emerging markets characterised by increasing industrialisation there are new market opportunities waiting to be discovered – either for sales or as production locations.

In practice these developments present great challenges. We are ready and able to help you meet these challenges so that you are in a position to make the right decisions, minimise risks, and make the most of new opportunities.

*We offer companies in the automotive industry sector-specific solutions for every situation and every project along the development, production, supply and distribution chains. We advise not only in special situations – such as the national and international development and expansion of markets and production facilities or refinancing, restructuring and product liability and recall cases – but also on questions arising in your day-to-day business.*

Our areas of expertise include:

**Establishment of production facilities (greenfield and brownfield projects)**

Comprehensive advice and representation in greenfield and brownfield projects

- Selecting the location
- Incorporating and setting up companies and subsidiaries
- Joint ventures
- Advising and assisting you in negotiations with local and national authorities
- Approval and authorisation proceedings
- State aid proceedings before the European Commission
- Support in applying for funding
- Advising on compliance with relevant provisions for investment grants
- Disinvestments

**Intellectual property and R&D projects, licences**

- Technology transfer, drafting and negotiating licence agreements
- Drafting and negotiating R&D contracts, representing clients in publically funded projects
- Intellectual property in supply agreements
- Infringement proceedings (patent, trademark, design), FTO analyses

**M&A transactions**

- Sale and purchase of companies
- Structuring and financing
- Distressed M&A
- Post-M&A integration
- Joint ventures

**Compliance**

- Compliance management systems
- HR compliance health checks
- Internal investigations
- Defending clients against compliance breaches

**IT**

- Data protection (e.g. infection of software with viruses, or car-hacking)
- Digitalisation (e.g. autonomous driving and connected cars)
- Outsourcing

**Environmental protection along the entire value chain**

- Compliance with environmental standards (e.g. the German Fuel Efficiency Labelling of Passenger Cars Regulations)
- Emission control law



**International trade and distribution law**

- Holistic consideration of distribution, logistical and fulfilment processes
- Setting up, implementing, structuring and restructuring distribution systems
- Drafting and negotiating distribution agreements (agreements with authorised dealers, service partners and sales representatives, etc.) and supplier agreements
- Organising, preparing and assisting in notices of termination due to restructuring
- Examining the effectiveness of clauses in agreements with authorised dealers and service partners, sales representatives and suppliers
- Advising on and, if applicable, preparing notices of termination
- Advising on entries into markets
- Advising on exits from markets

**Employment**

- Employment law compliance, in particular use of external staff and social security law
- Drafting employment contracts and achieving flexible working conditions
- Designing arrangements under company and collective agreements
- Organising and assisting in restructuring
- Preparing and structuring secondments to and from Germany
- Matters involving executive boards and directors
- Company pension schemes

**Antitrust**

- Providing support in antitrust proceedings and searches
- German and European merger controls and competition compliance
- Advising on horizontal and vertical cooperative ventures
- Sales- and distribution-related antitrust advice

**Product liability**

- Assessing and applying special rules for collaboration in the development, testing and mass production of vehicles
- Reviewing the legal basis for cooperation in the supply chain
- Advising on product recalls

**Insurance for product liability and recall costs**

- Examining and developing insurance solutions in the automotive industry
- Providing insurance law related advice for events of loss or damage
- Enforcing insurance claims

**Enforcing and defending against all kinds of claims – before the courts, arbitration panels and otherwise****Restructuring and regulation**

- Advising on securing deliveries if the supplier is in financial difficulties
- Advising on risks of claims for rescission during financial difficulties
- Advising on the regulatory requirements concerning product design and product disposal
- Advising on building regulation, construction planning and transport law issues

*During your projects you will benefit from our decades of experience in advising and representing a wide range of well-known companies with international operations from all fields in the automotive industry, both nationally and internationally.*

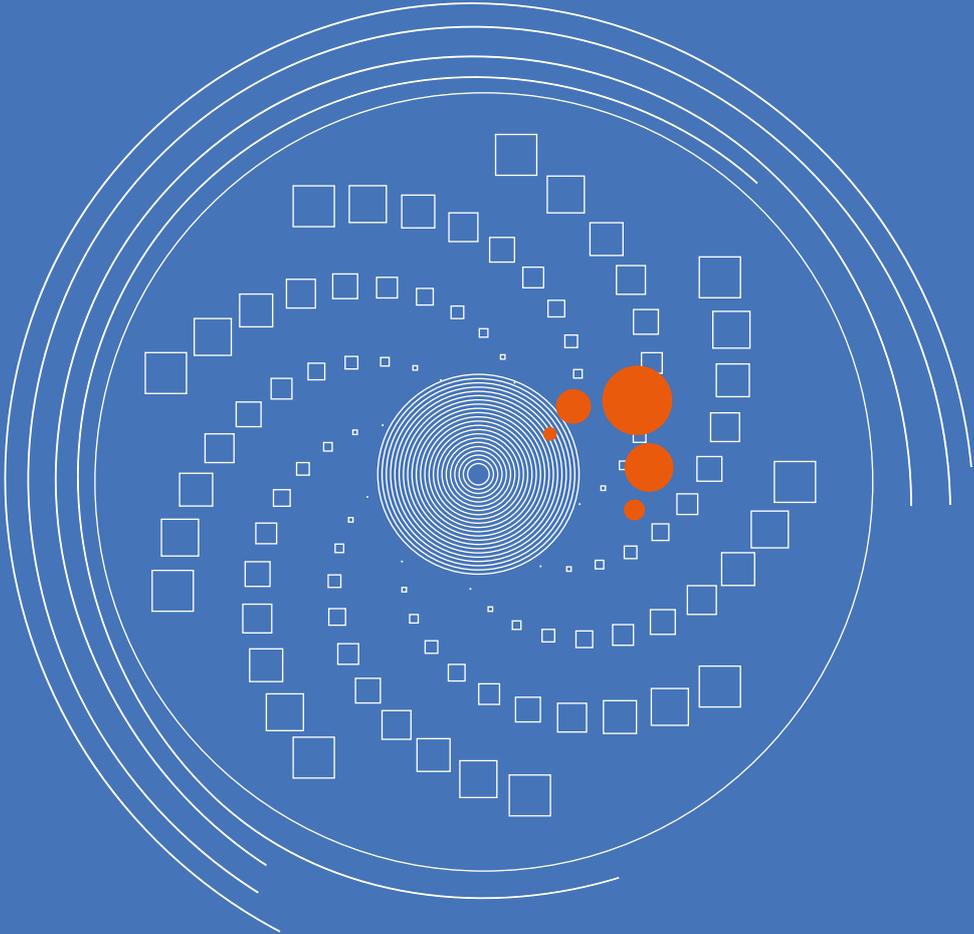
We have assisted many German companies from the automotive industry in their successful expansion to Central and Eastern Europe as well as Russia. With our help, one automobile manufacturer succeeded in enforcing a nationwide restructuring of its distribution network with a one-year notice period in the proceedings, which went as far as the Federal Court of Justice, in the first case of its kind; in this way it was able to achieve a leaner and more efficient distribution structure. We are currently developing future multi-channel distribution systems for automotive manufacturers which completely realign sales of new cars, services and parts and accessories via own-distributor networks in Europe and which are setting new legal, technical and entrepreneurial benchmarks. This also applies to the advice on digitalisation in the automotive industry we are providing for a consortium of companies from the automotive and IT industries who are aiming to facilitate the global exchange of software on various control devices in and for cars, for example to create a worldwide international standard for autonomous driving.

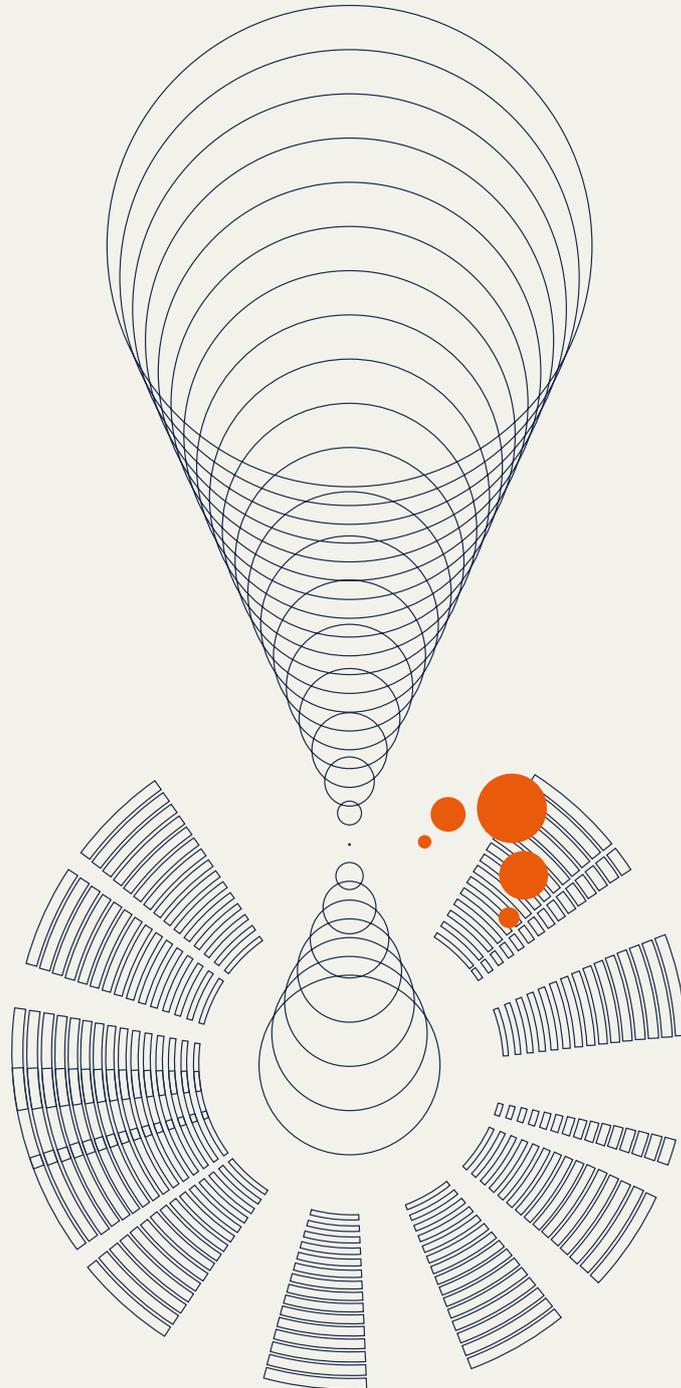
During our work we deploy bespoke teams comprising experienced advisors and spanning the various areas of expertise and, where appropriate, countries. This often includes experts in company, sales, antitrust, trade mark and competition law as well as IT law and data protection (in connection with new digital business models). Where necessary, lawyers experienced in product liability, litigation and arbitration complete the team. Our “new mobility” specialists also advise you on the legal aspects of new mobility concepts such as electromobility. Thus we are able to cover all the legal issues relevant for you and your projects – never forgetting that legal solutions always have to be commercially sensible, workable and practical.

Regardless of how complex or ambitious the challenge may be, and whether or not an automotive group or mid-sized automotive supplier is involved, we always provide our clients with an in-depth analysis and clear and convincing recommendations for action. This applies wherever you need us – in Germany, Central and Eastern Europe and via our tried and tested relationships with recognised law firms worldwide.

**/YOUR BENEFIT**







*Noerr stands for excellence and an entrepreneurial approach. With highly experienced teams of strong characters, Noerr devises and implements solutions for the most complex and sophisticated legal challenges. United by a set of shared values, the firm's 500+ professionals are driven by one goal: our client's success. Listed groups and multinational companies, large and medium-sized family businesses as well as financial institutions and international investors all call on the firm.*

#### **Entrepreneurial thinking**

Noerr's advisors make their clients' challenges their own and are always thinking one step ahead. In doing so, they assume responsibility and are at liberty to make their own decisions. The firm is committed to always going the extra mile for its clients and to resolving complex matters with the perfect mix of experience, excellence and sound judgement.

#### **Innovative solutions**

In complex and dynamic markets new approaches are regularly required – and delivered by experts who bring both the know-how and the necessary passion. This is precisely what Noerr excels at: implementing integrated and innovative solutions in the most efficient way.

#### **Global reach**

As one of the leading European law firms, Noerr is also internationally renowned. With offices in eleven countries and a global network of top-ranked "best friends" law firms, Noerr is able to offer its clients truly cross-border advice.

In addition, Noerr is the exclusive member firm in Germany for Lex Mundi, the world's leading network of independent law firms with in-depth experience in 100+ countries worldwide.

#### **Capacity in Central and Eastern Europe**

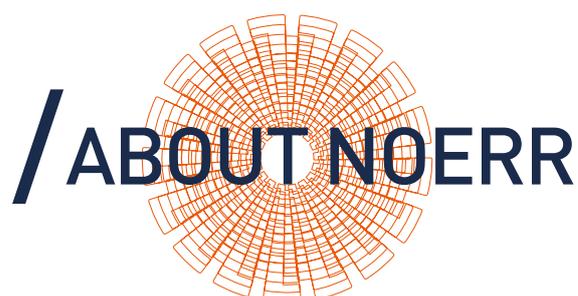
Noerr has long had its own offices in all major Central and Eastern European capitals. The firm regularly advises on greenfield investments, joint ventures, acquisitions and divestments in Central and Eastern Europe by investors from all over the world. With more than 100 professionals, Noerr is one of the leading law firms in the region.

#### **Noerr Group**

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**Those reinventing  
mobility need a  
partner who finds  
new legal routes.**

*Dr Alexander Hirsch*



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Germany M&A Legal  
Adviser of the Year



Mergermarket Europe M&A Awards  
2020

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Law Firm of the Year  
Germany



Chambers Europe Awards  
2020

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Law Firm of the Year  
for Insolvency and  
Restructuring



Juve Awards  
2020

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European Law Firm  
of the Year and Law Firm  
of the Year: Germany



The Lawyer European Awards  
2019

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European Law Firm  
of the Year



British Legal Awards  
2018

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Law Firm of the Year  
for Regulated Industries  
and Distribution,  
Trade & Logistics



Juve Awards  
2018

**/LEGAL AWARDS**

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