

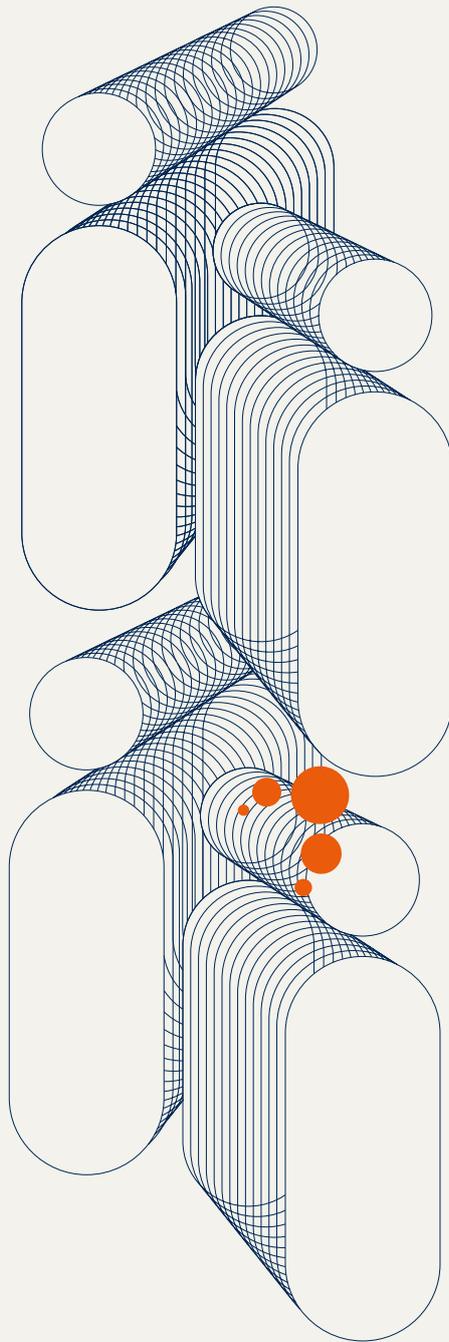




**Restructuring
should drive your
company into the
future. Not into the
headlines.**

Dr Andreas Butz





The dynamics of globalised markets and progressing digitalisation require companies to make constant changes: structural reorganisations achieved by transactions, restructuring, outsourcing and other organisational measures intended to ensure scope for entrepreneurial action, such as optimising cost structures by flexibly assigning employees (including temporary workers) or outsourcing pension commitments. Only companies that are responsive to change will remain competitive in the long term and be in a position to take advantage of opportunities on the market.

The increasing digitalisation of the world of work calls for innovative and precise structuring of employment relationships, whether on an individual or collective contractual basis. Mobile and/or virtual workstations and shifts toward cloud environments have to be designed to be flexible and at the same time provide secure protection of data and know-how.

Effective personnel management is another important factor determining whether companies are successful: modern working-time models, appropriate incentive systems to encourage talent and performance or compliance handbooks to make

sure that people act coherently and consistently – tailoring these to the specific needs of the company contributes significantly to the success of the business and helps avoid risks and unnecessary costs.

Apart from this, employment law reforms and the case law of the German Federal Labour Court naturally create a continual need to update. Some of the latest examples include the increase in the minimum wage, new legislation on the use of temporary agency workers, reforms to contracts for work and services, and the Federal Labour Court's decisions on mass redundancies. Companies not only have to observe and respond to these rules from the point of view of compliance; they should also systematically take the opportunity to structure their business in a forward-looking and proactive way.

As a rule, unions and employee representatives and/or works constitution bodies cannot simply be ignored where these subjects are concerned. This means that negotiating skills are called for. If an employment law dispute turns out to be unavoidable, our experienced litigators are able to effectively reduce the pressure on companies.



/YOUR CHALLENGES



/ OUR SOLUTIONS

Employment law is of paramount importance at Noerr and has been so for more than 40 years. Our experienced team of more than 40 advisers in Germany and the CEE countries Poland, Romania, Russia, Slovakia, the Czech Republic and Hungary advises exclusively on employment law and related fields.

All our lawyers have excellent connections internally and externally as well as locally and internationally. They oversee many of the transactions and projects entrusted to Noerr with passion and insight and at the same time provide our clients with broad-based advice in complex situations involving employment law – from advising on complex restructuring measures and reorganisations to drafting customised employment contracts.

Our practice areas:

Restructuring and reorganisation of companies

- Shaping and optimising corporate and operational structures (including matrix structures)
- Adjusting and harmonising pay scales based on individual or collective agreements
- Designing structures for employee participation (operational and corporate co-determination)
- Strategically restructuring your company (European company forms (SE, SCE); cross-border mergers)
- Planning or avoiding transfers of undertaking and changes in operations (also in times of crisis and insolvencies)
- Assisting you in business transformation processes
- Carrying out feasibility studies (“proof of concept”)
- Sounding out alternative courses of action and recommendations
- Preparing project plans and implementing them efficiently across the business
- Conducting negotiations with works councils and staff committees, unions and authorities
- Conducting negotiations in mediation and conciliation committees or panels

Transactions and M&A

- Optimising the employment law conditions for a transaction
- Structuring or avoiding transaction-related transfers of undertaking (in asset deals and changes in form) and changes in operations
- Carrying out employment due diligences
- Drafting the employment law aspects of sale and purchase, joint venture and merger agreements
- Adjusting and harmonising terms and conditions of employment at collective, company and individual contractual levels (“post-merger integration”)

Internationalisation

- Advising on group-wide deployment of personnel and HR management
- Assisting in employee assignments abroad, including secondment agreements
- Optimising employment contracts with a foreign component
- Preparing and structuring the international deployment of employees
- Obtaining employment permits and assisting in cooperation with foreign advisors and authorities
- Optimising the tax and social security law aspects of contracts with a foreign component
- Assisting you in entering the market in CEE countries
- Advising on outsourcing and associated subsidies
- Engaging in cross-border restructuring of companies and individual business divisions

Ensuring flexible conditions of employment and use of outside staff

- Developing innovative working-time models and ways of deploying staff
- Developing tailor-made remuneration structures
- Clarifying matters associated with hiring out employees and managing use of outside staff (temporary work, including “equal pay” issues; contracts for work; company structure)
- Supporting you in obtaining and extending official permits (e.g. licences for providing temporary agency workers), including representation in dealings with authorities in contentious proceedings

Structuring employment relationships

- Drawing up company-specific employment and service contracts and contracts for work
- Devising flexible remuneration models (including target agreements)
- Advising on performance management (including dealing with and avoiding barriers to performance)
- Coordinating employee participation
- Drafting practicable works agreements
- Drafting and amending inter-company and internal pay scale or collective bargaining agreements
- Advising on working-time account, partial retirement, sabbatical and teleworking models
- Negotiating with works councils and staff committees in conciliation boards, with trade unions in arbitration bodies specified in collective bargaining agreements and representing you efficiently before the courts
- Providing assistance when parting from employees (issuing notices of dismissal and drafting severance and termination agreements)

Company pension schemes

- Restructuring existing pension structures and systems
- Introducing new forms of company pensions
- Advising on deferred compensation schemes
- Winding up, adapting and replacing pension schemes
- Localising and eliminating risks, creating a clear and modern structure

Matters concerning management boards, board members and directors

- Providing you with forward-thinking and comprehensive advice on all matters concerning management boards, board members and directors, from the strategic focus to structuring pay and contracts and terminating agreements
- Dealing with D&O liability matters
- Representing companies, management board members and directors – including before the courts
- Defending you against unjustified claims

Crisis management and crisis communications

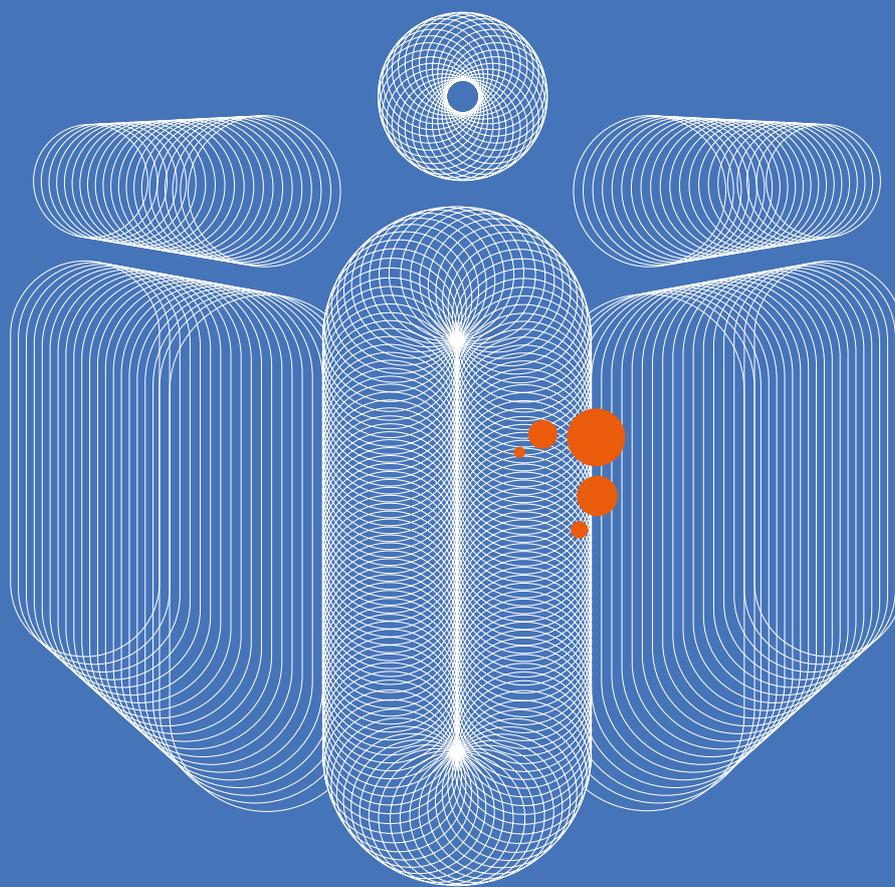
- Strategically analysing and devising individual options (such as severance packages, social redundancy plans, job creation and training companies for employees of insolvent companies, outplacement, working-time models)
- Drafting communication guidelines and managing communication with stakeholders (public, shareholders, customers, suppliers and employees)
- Providing recommendations regarding chairs of conciliation boards, job creation and training companies for employees of insolvent companies, and outplacement and communications agencies

Employment compliance

- Carrying out internal investigations and forensic examinations
- Implementing ethics guidelines/codes of conduct
- Developing employee data protection policies
- Drafting agreements on the use of new media
- Planning escalation mechanisms
- Enforcing sanctions, e.g. for unauthorised internet/e-mail use

Litigation

- Representing companies before labour courts and tribunals
- Representing management board members and officers in disputes (in connection with removals or resignations)
- Avoiding or ending court proceedings while saving resources



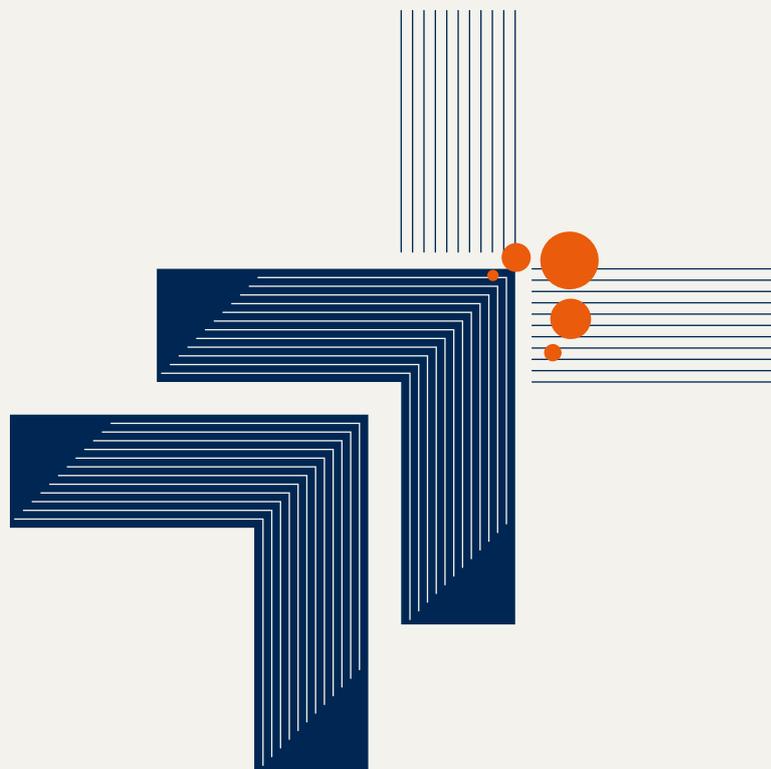


You can expect more from our employment experts than just excellent legal advice. We tackle your challenges from an entrepreneurial perspective – regardless of whether you are responsible for a major group or an SME. We analyse your problems from all angles and offer you the most promising solutions quickly and confidently. We proactively draw your attention to risks and develop alternative courses of action which eliminate avoidable risks and reduce unavoidable risks to the lowest level possible. The upshot of this is that our employment experts give you practical solutions with clear recommendations for action which reflect your company's objectives. Besides this, we always tell you whether it may be worth taking a matter to court rather than pursuing an out-of-court settlement.

You will profit from our advisors' outstanding legal knowledge combined with their profound sector knowledge, which is also based on our continual advice on a diverse range of change processes involving employment law topics at operational, company and group level.

A lean, individually selected team of experts with strong characters and proven skills will be at your side. Where necessary, we involve specialists from our other practice groups – for example from corporate, insolvency and tax law or for compliance or data protection matters. At the same time, the expertise of our qualified employment specialists makes our approach cost-effective.

Moreover, we are able to assist you wherever you are based and guarantee (both locally and internationally) advice close to the courts – in Germany, Central and Eastern Europe and through our international network of partner law firms who are recognised as leading employment law practices in their own jurisdictions and worldwide.



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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**Safeguarding
the future of the
employees without
burdening that of the
company: this is the
trick when drafting
flexible working
conditions.**

Dr Heidi Mahr



Law Firm of the Year



Juve Awards
2021

Law Firm of the Year
for Banking & Finance
and Corporate



Juve Awards
2021

Germany M&A Legal
Adviser of the Year



Mergermarket Europe M&A Awards
2020

Law Firm of the Year
Germany



Chambers Europe Awards
2020

Law Firm of the Year
for Insolvency and
Restructuring



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of the Year: Germany



The Lawyer European Awards
2019

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