





**Thousands of  
different goods are  
traded every day.  
And we know  
nearly as many  
ways of making it  
more efficient.**

*Prof. Dr Karsten Metzloff*



*Trade has always overcome borders, whether between companies, countries or in the age of digital commerce between analogue and digital. Goods of all kinds can be bought and sold over the internet at any time and more quickly than by traditional channels, buyers can choose from a more diverse range, and dealers can promote their products more precisely.*

But the market participants' basic needs are still the same: while some expect correct information on products and prices and problem-free delivery, others expect their goods to be paid for in full and on time. The protection of customer data and transaction data is of importance for both sides. To ensure this, the conclusion of contracts in digital form on digital commerce platforms has to take place just as securely as in a classical sourcing agreement. E-payment systems have to function reliably and online-trading and stationary distribution have to be perfectly synchronised. Data on sourcing behaviour offers great potential, but may only be used in line with data protection rules; otherwise, there is a risk of sanctions and expensive disputes.

The basis for the flow of goods is a well-functioning supply chain. Companies have to look closely at the processes at all levels of the supply chain – in sourcing, production, logistics and sales. Besides economic factors, environmental and social criteria are playing an increasingly important role. The aim is to achieve a sustainable optimisation of procurement and sales and distribution, for example by concentrating resources and outsourcing business processes without sacrificing quality or the integrity of business partners. And without risking breaches of national and international export and customs rules.

Companies can only act profitably if they are able to cope with the legal aspects of these challenges as well. A partner who is familiar with their business and invariably assists them in overcoming legal and entrepreneurial barriers is a great help in this respect.



# /YOUR CHALLENGES

*Our specialised team is there to help you along the entire value-added chain. From the development and implementation of innovative business models to the establishment and expansion of suitable sales, distribution and logistics systems – on both a national and international level.*

Our areas of expertise include:

**Establishment of distribution structures and distribution companies abroad**

- Support in applying for funding and obtaining licences
- Advising on compliance with provisions for investment grants and European subsidy law
- Clearance certificates for foreign direct investments
- Selecting locations
- Negotiations with national and local authorities

**Foreign trade law**

- Drafting contracts relating to EU and US sanctions (e.g. Russia); compliance advice on individual projects on the design and implementation of company and group-wide processes
- Advising importers and producers on the introduction or review of anti-dumping duties; structural advice on avoiding anti-dumping duties
- Support on the “reassessment” of approvals by customs authorities and on new developments in customs law and the Union Customs Code; providing legal assistance in the case of illegitimate actions by the customs authorities
- Drafting contracts to optimise levies following changes in customs value law; legal assistance
- Designing, implementing and performing audits and stress tests to avoid breaches against foreign trade regulations; contracts to secure and outsource processes; advising on procedures involving fines and regulatory offences

**Sourcing**

- OEM contracts
- Procurement and supply contracts
- Framework supply agreements
- General terms and conditions of sourcing, including choice of law
- Manufacturers', contract manufacturing and licence agreements
- R&D agreements
- Contract management
- Product management systems
- Quality assurance agreements
- Liability and responsibilities in the supply chain
- Price strategies (e.g. cost-plus systems) and sourcing obligations
- Parallel imports

**Logistics and fulfilment**

- Transport and freight forwarding law (national and cross-border transportation by road, rail, air, sea)
- Warehousing law (consignment stock, bonded warehouses)
- Contract logistics (e.g. transport/storage/forwarding agreements; courier, express and package delivery services; storage distribution; logistics fulfilment; outsourcing of individual logistical services)
- Definition of responsibilities in the supply chain and definition of interfaces
- Process optimisation
- Systems for measuring quality
- Advice regarding liability and transport insurance law

- Dispute resolution (e.g. in case of poor performance, failure of logistics providers to perform, return of retained goods, etc.)
- Risk management

**Financing along the supply chain**

- Factoring or equivalent products for sales financing
- Reverse factoring for source financing
- Fine trading (financial drop shipment transaction serving to finance sourcing or consignment stock)
- ABS for securing liquidity
- Export financing and its guarantees (e.g. Hermes guarantees)

**Sales and distribution**

- Advising on the selection, design, establishment and expansion as well as restructuring of national and international distribution structures
- Direct sales in online and offline trading, teleshopping
- General terms and conditions, B2B and B2C
- Distribution systems using commercial agents, distribution systems involving commission agents/agencies and authorised dealers
- Franchise distribution systems in all shapes and forms, such as master and multi-unit franchising, area developer agreements, multi-unit franchising, pre-contractual information documents, disclosure, system handbooks, etc.
- Mixed distribution systems (multi- and omni-channeling in online and offline trading)

- Selective distribution systems, exclusive distribution systems and shop-in-shop concepts
- Guarantee systems, margin and bonus programmes
- Category and quality management
- Leasing, sharing, use and rental models
- Antitrust-related advice in connection with sales and distribution, e.g. in connection with price strategies, sourcing and distribution obligations, advice in connection with abuse of a dominant or strong market position
- Advising before and during the insolvency of manufacturers and distribution partners

#### **E-commerce**

- Setting up and expanding a website (webshop at the front end, including general terms and conditions)
- Statutory duties to provide information; revocation rights
- Social & mobile commerce
- Financial services on the internet, especially design of e-payment systems and payment processes, voucher and payment systems, e-money
- Structuring and implementing optimised data privacy concepts and approval management
- Customer loyalty programmes, social plug-ins, reach management tools, customer analytics (including data privacy)
- Voucher and payment systems, consumer credit and deferral models
- Cross-border e-commerce including choice of law and geo-blocking, especially within Europe
- Cooperation between third-party providers and trading platforms

#### **Enforcing and defending against claims**

- Assisting before the courts, arbitration panels, authorities and otherwise in disputes involving sales, transport and distribution law
- Defence against complaints and warnings from competitors and (consumer) associations (infringement of trademark and copyright laws), information duties, ineffective clauses in terms and conditions, etc.)
- Preliminary injunctions and other legal remedies
- Interruptions in distribution systems, especially separation from distribution partners and sales agents, protection of trade marks, brands and logos
- Protection of the distribution system against third parties, notices of termination, recalls
- Admission to selective distribution systems based on quality criteria
- Extracts from and access to records, claims for compensation, claims for reimbursement of investments
- Continued delivery following termination
- Actions to set aside insolvency

*Successful business models don't just happen by chance, and only the best make a continuing mark. The advisors in our Sales, Logistics and Distribution practice group have been engaged in pioneering legal work for decades, ensuring that our clients are able to succeed in new markets or restrictive environments. They put business models under the closest scrutiny and structure the solution to match the company's objectives.*

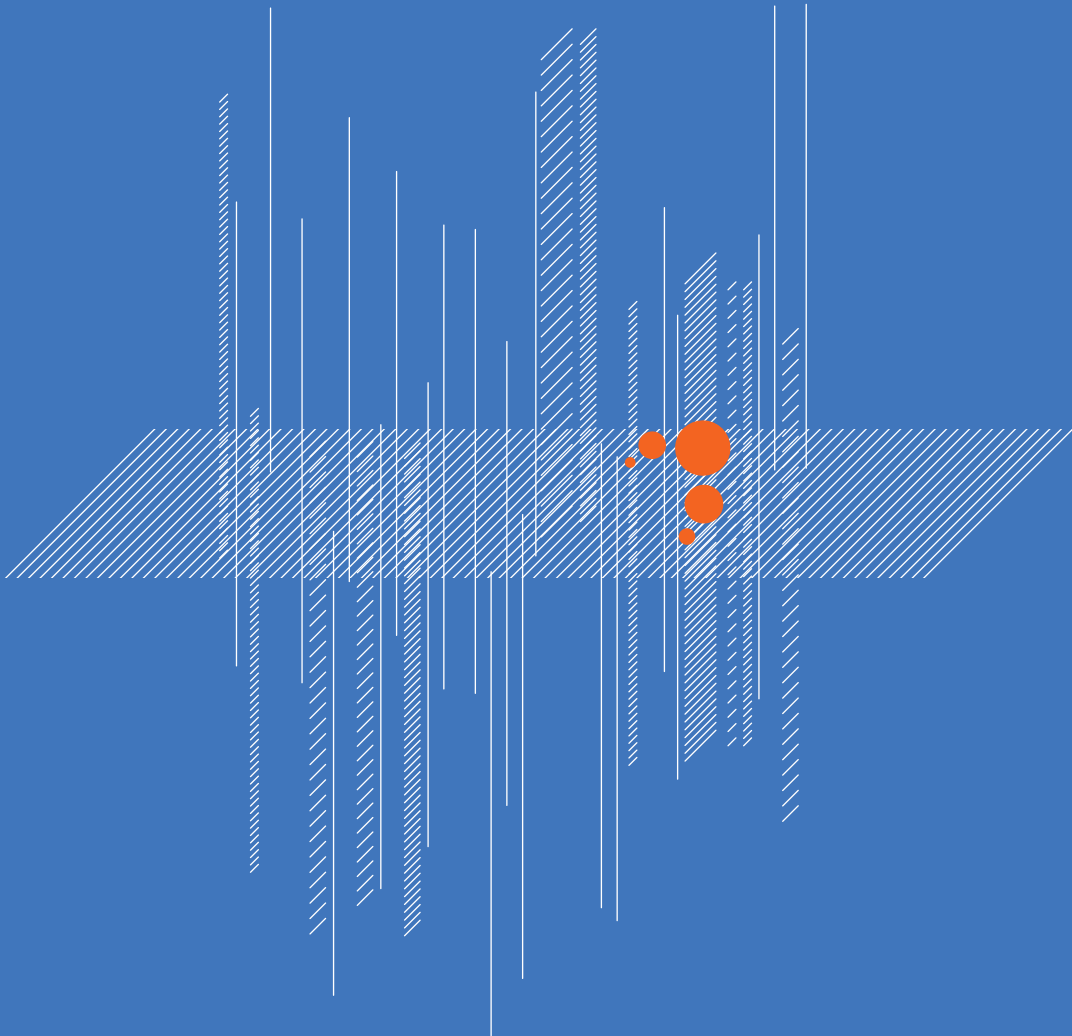
More than 40 years ago, we helped launch the world's largest franchise company in the catering industry in Germany with our legal advice. With our help, one automotive manufacturer succeeded in enforcing the termination of a network of authorised dealers as far as the Federal Court of Justice, in the first case of its kind; in this way it was able to realise a leaner distribution structure. We are currently developing multi-channel distribution systems that are setting legal and entrepreneurial benchmarks.

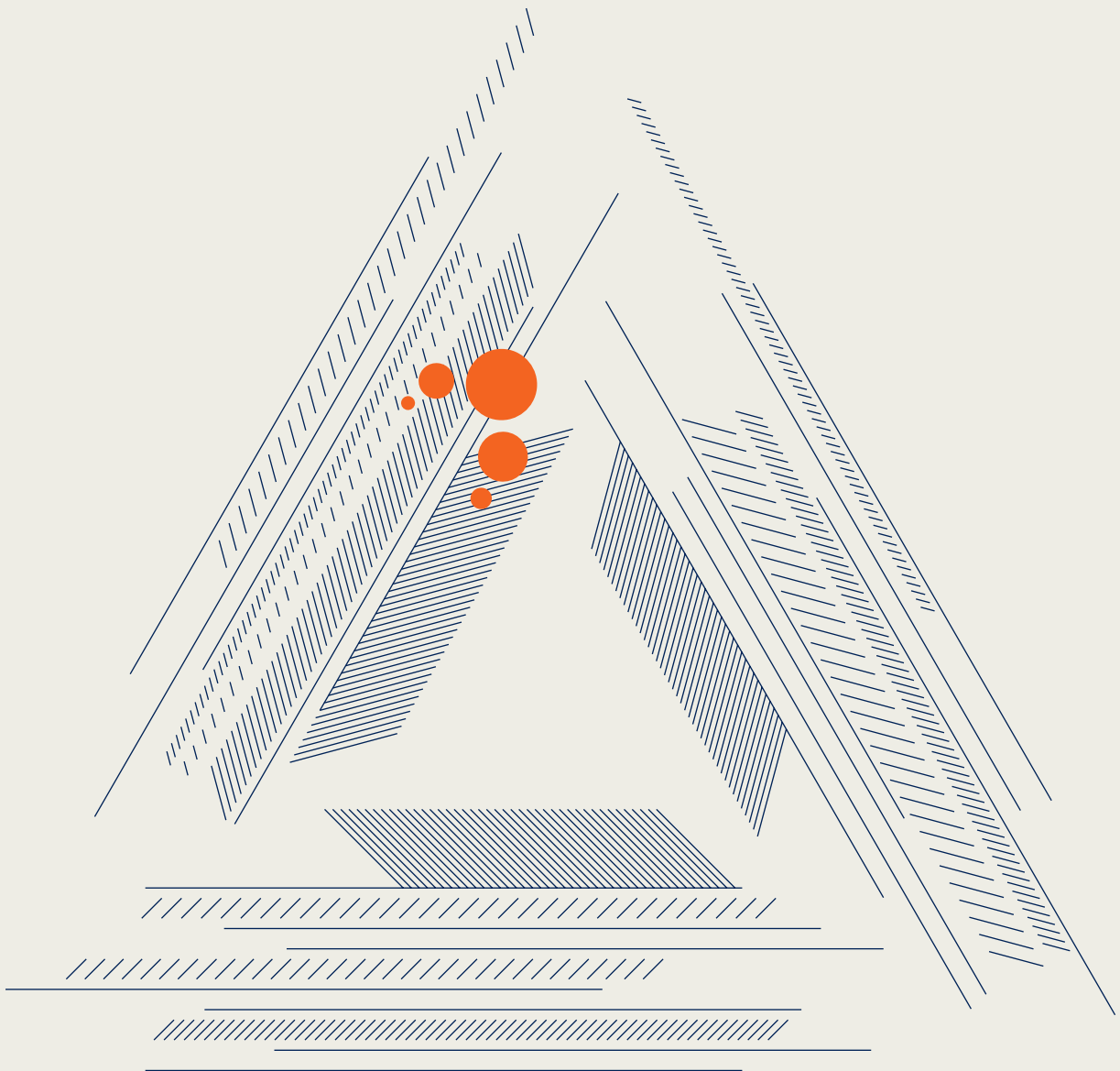
During our work, we deploy individual teams consisting of experienced advisors and spanning the various areas of expertise and, where appropriate, countries. This often includes experts in distribution, antitrust, trademark and competition law as well as IT law and data protection (in connection with new digital business models). Where necessary, lawyers experienced in foreign trade law as well as litigation and arbitration complete the team.

Regardless of how complex or ambitious the challenge may be, and regardless of whether a large corporation or mid-sized company is involved, we always provide our clients with an in-depth analysis and clear and convincing recommendations for action. And this 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 entrepreneurial thinking. With well-versed teams of strong characters, Noerr devises and implements solutions for the most complex and sophisticated legal matters. United by a set of shared values, the firm's 500+ professionals are driven by one goal: the client's success. Listed groups and multinational companies, large and medium-sized family businesses as well as financial institutions and international investors all rely 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 top European law firms, Noerr is also well established internationally. 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 around 100 professionals, Noerr is one of the leading law firms in the region.

### **Noerr Group**

Noerr LLP – Noerr Consulting AG – TEAM Treuhand GmbH – NOERR AG Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft

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**To seamlessly  
integrate  
e-commerce with  
brick and mortar,  
companies like  
to rely on our  
expertise.**

*Dr Michael Reiling, Maître en droit*



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Law Firm of the Year:  
Banking & Finance



Juve Awards 2017

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Transatlantic Equity Capital  
Markets Team of the Year



Transatlantic Legal Awards 2017

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European Law Firm  
of the Year



British Legal Awards 2016

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Germany Law Firm  
of the Year



Chambers Europe Awards 2015

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Law Firm of the Year:  
Germany



The Lawyer European Awards 2015

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Global Dispute of the  
Year: U.K. Litigation



The American Lawyer  
Global Legal Awards 2015

**/LEGAL AWARDS**

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