



Dr. Franz Schaefer, LL.M.

Partner

Munich
+49.(0)89.321.215.360

franz.schaefer@klgates.com

OVERVIEW

Dr. Franz Schaefer is a partner in the firm's Munich office and admitted as a German Rechtsanwalt and attorney at law in the state of New York. He advises German and international corporate clients on:

- formation of joint ventures, including suitable dispute resolution mechanisms;
- corporate restructurings, in particular in connection with an initial public offering or the formation of a joint venture (inter alia through carve-outs, mergers, de-mergers, and legal conversions);
- general corporate matters, in particular related to publicly listed companies, such as the holding of general meetings (*Hauptversammlungsrecht*) and compliance with capital market regulations;
- mergers and acquisitions (M&A) transactions, in particular with respect to business-to-business manufacturing and new technology sectors
- setting up management participation programs for portfolio transactions.

Franz also provides regular advice to various private equity/restructuring/distressed funds, both with respect to their M&A activities and on their portfolio management.

Clients praised him as “circumspect and dedicated” in *JUVE German Commercial Law Firms 2018*.

PROFESSIONAL BACKGROUND

Franz joined the firm (together with Munich corporate partner Dr. Martina Ortner and team) in December 2016 after having practiced at two other leading international law firms in their Munich offices. He has been a partner since 2014.

Franz studied at the Ludwig-Maximilian University of Munich and at the New York University School of Law (NYU). He holds a Master of Laws degree (LL.M.) from the New York University School of Law and was subsequently admitted as an attorney at law in New York. From 1997 until 1998, he worked for a local law firm in Hong Kong.

SPEAKING ENGAGEMENTS

- Possible Solutions of Limiting Liability in M&A Transactions, M&A Summit Dusseldorf, June 19 and 20, 2017 (German presentation)
- Guest lectures at various universities in Germany on corporate-related matters

EDUCATION

- Second Legal State Exam, Higher Regional Court of Munich, 2002
- LL.M., New York University School of Law, 2002
- Dr. iur., Ludwig Maximilian University of Munich, 1998
- First Legal State Exam, University of Munich, 1995

LANGUAGES

- English
- German

THOUGHT LEADERSHIP POWERED BY HUB

- 28 April 2020, COVID-19: Measures Under the Economic Stabilization Fund Act and the Law on the BayernFonds to Mitigate the Economic Consequences of the COVID-19 Pandemic (*Alerts/Updates*)
- 4 October 2018, From Toothless Tiger to Apex Predator? An Overview of the Effects of the German Investment Control in Accordance with the Foreign Trade and Payments Ordinance (Außenwirtschaftsverordnung) (*Alerts/Updates*)

OTHER PUBLICATIONS

Franz has published numerous periodical articles focusing on corporate and capital markets law, as well as in relevant M&A-related publications.

- § 181 BGB in legal practice with special consideration of corporate law requirements, DStR 43, 2020, S. 2379
- Imputed knowledge and conduct in M&A transactions, DStR 31, 2017, p. 1710 f., together with Dr. Martina Ortner (German article)
- Contingent Liability of Co-Shareholders in Case of Redemption of Shares, DStR 2016, 2116 (German article)
- Economic Re-Establishment in Case of a Listed Shelf Company and the Pre-Conditions for Registration with the Commercial Register, DStR 2016, 1166, together with notary Dirk Steiner and Sandra Link (German article)

- Disciplinary Action for Non-compliant Conduct of a Limited Liability Company Shareholder by means of a Call Option, DStR 2014, 2513, together with Christoph Küster (German article)
- The Termination and Establishment of Fiscal Unities in the Course of Corporate Acquisitions, DStR 2013, 2399, together with Dr. Martina Ortner and Martin Mager (German article)
- Upstream Loans by Dependent Stock Corporations (comment on court decision), DB 2010, 1371 (German article)
- New Causes of Liability for Interventions Resulting in Financial Ruin (comment on court decision), WM 2007, 2265 (German article)
- Corporate Liability for Wrongful Contributions in Kind, Der Betrieb 2006, 1040 (German article)
- Corporate Liability for Defective Shares in the Course of Capital Increases, NZG 2006, 204 (German article)
- The Admissibility of Supplementary Packages and the Practical Consequences for the Interpretation of the German Securities and Takeover Act, NZG 2004, 158 (German article)
- Book review of 5th edition of Pagenberg/Geissler, Lizenzverträge/License Agreements, published in GRUR Int. 2003, 801
- Listed Corporations' Board Room Defense Strategies Against Hostile Takeover Situations – A Comparison of German and U.S. Law, NZG 2003, 150 (German article)
- Hong Kong's New Copyright Law, GRUR Int. 1999, 103 (German article)
- Patent Licensing under English Law Compared to German Law, 1998, VVF-Schriftenreihe, Bd. 608 (German article)

AREAS OF FOCUS

- Mergers and Acquisitions

REPRESENTATIVE EXPERIENCE

- ATOS Group is a private equity-held enterprise that owns several hospitals which offer medical services in the area of orthopaedical treatments.
- OSRAMContinental is a 50./50 joint venture by OSRAM and Continental Group which was aimed at designing, manufacturing and distributing products in the automotive lighting industry.
- Digital+ is a private equity fund that is aimed at implementing strategic minority investments in mature start-ups that are active in the digitalization area (e.g. offering of cloud-based solutions) and have a proven business model
- Nemetschek SE ist an MDAX listed software company. Succession planning on the part of the family shareholders - based on a complicated, partially also tax-driven reorganization og the holding structure -

would trigger obligation for a mandatory tender offer bid at the level of the publicly listed target company. This made it necessary to file for an exemption order (Befreiungsantrag)

- Accompanying of AGM, transaction-related advice with respect to several strategic acquisitions and sales, formation of a joint venture in the area of digital printing machines, advice on company's largest group-internal restructuring, commercial law advice
- Transformation of ultimate parent company into a holding entity by carving-out four independent business units (largest restructuring since going public).
- Sale of business unit "Clean Air Business" to Dürr AG.
- Sino-German United AG, a publicly listed subsidiary of Sino-German Ecopark Group (Qingdao-based).
- Monotype Imaging Holdings Inc., a Nasdaq-listed provider of typefaces
- Quantum Capital Group, a Munich-based financial investor regarding several portfolio transactions
- Acquisition of majority stake in Kammann Maschinenbau GmbH.
- Acquisition of Spanish die cutter manufacturer Iberica AG S.A.
- Acquisition of majority stake in Italy-based Flexotecnica S.p.A.
- Digi+ Partners, a German growth equity fund, with respect to their participation in Price f(x) AG (active in the development of specialized pricing software).
- OSRAM Continental Group, a new joint venture formed by OSRAM AG (MDAX-listed) and Continental AG (DAX-listed) in the automotive lighting business, on major restructurings with respect to their international subsidiaries, as well as on corporate governance issues.
- Accompanying of AGM, transaction-related advice with respect to several strategic acquisitions and sales, formation of a joint venture in the area of digital printing machines, advice on company's largest group-internal restructuring, commercial law advice
- AGM-related advice, including advice with respect to activist shareholders and compliance with proxy adviser recommendations.