

Luther.



Luther.Sea

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Dear clients, dear entrepreneurs,

The automotive and car engineering industry is traditionally one of the largest and strongest sectors in Germany. At the same time, Germany is also one of the leading logistics locations worldwide. This is why we place such an important focus on the “Mobility & Logistics” industry in our advisory services. A large number of big German industrial clients and internationally operating mediumsized companies from the areas of automotive, logistics, air, rail and sea rely on our expertise in all legal matters, including tax law.

Yours sincerely



Dr Steffen Gaber, LL.M. (Sydney)
Partner, Stuttgart



Dr Maximilian Dorndorf,
Partner, Essen

Our services in detail



After years of crisis, the shipping industry is undergoing steady and dynamic change, which is marked by a high level of digitisation and interconnectivity but also by great pressure to innovate as a result of changes in environmental legislation. In addition to this, the financing landscape is also rapidly changing: classic financing vehicles are being replaced with new, innovative financing products.

We provide comprehensive advisory services in the area of maritime business law and present maritime and off-shore companies with individual and innovative solutions at all the development stages of their business. Our services include providing advice to domestic and foreign vessel owners, charterers, shipyards, banks, issuing houses and other (institutional) investors. A particular focus of our services is advising start-up companies. The areas in which we support our clients from the shipping industry include, without limitation.

Capital Markets, Banking & Finance/ Ship Finance

One of the key issues in the maritime industry is the question of how to invest in a vessel as an asset. Many German and international banks that were involved in the financing of vessels have withdrawn from this line of business. At the same time, however, digitisation in the area of vessel financing has increased – either as a result of financing platforms on the internet or as a result of block chain products. In addition to this, there is an increase in investments from abroad, which are particularly driven by Asian leasing structures.

In the area of vessel financing, we advise on financing issues relating to “classic limited partnership models”, as well as on the financing of foreign structures (in particular, in Luxembourg and Norway) and on new types of leasing financing. Our services in this area include, without limitation:

- Advising on all aspects of vessel financing, including financing during construction, syndicated and subordinated financing, export credit insurance, financing provided by the seller, bonds, mezzanine financing, other forms of capital procurement and the related tax planning
- Advising shipping companies and/or issuing houses and banks and other lenders (equity and debt capital) in connection with the financing of vessels (new financing, refinancing and restructuring), both in connection with the construction and in connection with the operation of vessels (merchant vessels and cruise ships)
- Developing and implementing leasing structures

Commercial & Distribution Law, Product Liability/Product Compliance

We can provide legal advice and assistance throughout the lifecycle of a vessel, from the time it is built up until it is recycled. In addition, we can advise on all commercial issues in connection with the operation – in particular, the technical and commercial management – of vessels.

As vessels are used worldwide, questions arising in connection with the construction, the purchase and sale and

the commercial and technical management of vessels often have an international dimension. We take this into account by relying on our own international offices and, in addition, our extensive international network of renowned partner law firms to ensure that our clients can receive competent and quick advice on all legal matters on site and have a direct local contact. Our services in this area include, without limitation:

- Assisting with the purchase/sale of merchant vessels and cruise ships (river/ocean), including negotiating the sale and purchase agreements (memoranda of agreement), managing the transaction, and carrying out escrow activities
- Communicating with domestic and foreign ship registers in connection with registration issues, of whatever kind
- Drafting merchant vessel, cruise ship and offshore vessel charter agreements (time charter and bareboat charter agreements)
- Drafting management agreements for the commercial and technical management of vessels and pool agreements
- Advising on matters relating to the recycling of vessels

Complex Disputes

As a result of the growing internationalisation of trade, but also of financing and investment structures, disputes need to be considered and dealt with in an international context. Our practice group which specialises in such proceedings takes this into account and combines both industry knowledge and many years of litigation experience. Our services in this area include, without limitation:

- Advising clients out of court on impending disputes (in particular, providing advice on how to document facts and collect evidence in a manner acceptable in court)
- Advising clients on arbitration proceedings, in particular, proceedings according to the GMAA or DIS Arbitration Rules, as well as arbitration proceedings in Singapore (proceedings according to the Rules of the Singapore Maritime Arbitration Association)
- Advising on the arrest of vessels in Germany and abroad; drafting protective pleadings and defending otherwise against the arrest

Our services in detail

Corporate/M&A

- Advising on the formation and restructuring of companies, in particular, with foreign companies or shareholders as investors
- Advising shareholders on the transfer of shares in maritime companies and advising investors on the acquisition of investments
- Management Buy-out, Management Buy-in: advising the management on the takeover of maritime companies
- Providing on-going advice to managing directors, management board members and shareholders
- Representing clients in disputes, in and out of court
- Investing in start-up companies or venture capital (VC): advising on how to draft joint venture and investment agreements, also in relation to already established companies
- Advising managing directors on liability and compliance issues, including litigation

Employment Law

- Advising on matters relating to collective and individual employment law in connection with the restructuring of businesses
- Negotiating with land and sea works councils, including reconciliation-of-interests agreements/social compensation plans, collective bargaining law
- Advising on complex transactions and business transfers (Section 613a of the German Civil Code (BGB)), including carrying out due diligence reviews

International Trade Law/Export Control/ Investment Control

- Advising companies on matters pertaining to export control law (embargos, dual-use goods, transfer of know-how, etc.), providing training for managing directors and staff, drafting corporate export control policies
- Advising foreign acquirers and also sellers on the investment control requirements under the German Foreign Trade and Payments Act (AWG) and the German Foreign Trade and Payments Ordinance (AWV), especially in the context of bidding procedures, and preparing and carrying out certificates of non-objection and approvals by the German Federal Ministry for Economic Affairs and Energy (BMWi), also and in particular in connection with Chinese investors

IP/IT Law

- Advising with regard to IT procurement (software and hardware licence agreements, Software-as-a-Service, Service Level Agreements, escrow and deposit agreements)
- Assisting with IT outsourcing projects (IT and business process outsourcing and project agreements regarding complex IT systems)
- Providing advice with regard to general network issues and advising management bodies on IT security and IT compliance
- Advising on how to implement the German IT Security Act (e.g. critical infrastructure requirements for the energy, information technology and telecommunication, transport and traffic, health, water supply, food, and finance and insurance industries)
- Data protection (inter alia, GDPR)

Real Estate & Infrastructure

In the maritime industry, we advise our clients comprehensively on all matters relating to the construction of new merchant vessels, offshore vessels and cruise ships (including river cruise ships). In addition to providing advice on financing during construction – which also includes advising on how to structure such financing – we can assist our clients during the construction period, in particular with regard to complying with the provisions of the construction contract, and advise them on the delivery/acceptance of the vessel.

Another focus of our team is providing advice to clients from the harbour and logistics industry, in particular with regard to harbour infrastructure. Our services in this area include, without limitation:

- Advising both shipyards and customers on how to draft ship construction agreements and negotiating the agreements on their behalf
- Assisting with the acceptance/delivery of newly constructed vessels and with their registration
- Advising on financing during construction, including the provision of security for claims (mortgages etc.)
- Assisting with approval processes for construction projects in the area of harbour infrastructure
- Advising companies at the interface between land and sea, in particular in connection with infrastructure issues

Restructuring & Insolvency

The shipping industry is probably the one economic sector that suffered most from the financial crisis in 2008, and it continues to be affected. Our restructuring team develops solutions on how to restructure non-performing ship loans and/or portfolios. In addition, we can assist shipping companies with their restructuring and consolidation efforts. In cases where restructuring efforts are unlikely to be successful, we can help clients structure coordinated insolvency proceedings (insolvency plan proceedings, regular insolvency proceedings and protective proceedings). Our services in this area include, without limitation:

- Restructuring syndicated loan agreements
- Advising shipyards and harbour logistics companies on how to restructure their business
- Preparing insolvency plan proceedings and regular insolvency proceedings for companies from the maritime industry, including component suppliers and other suppliers
- Preparing and implementing protective proceedings

Your contact



Dr Benjamin Hub

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Dr Benjamin Hub studied law at the Universities of Kiel (Germany), Copenhagen (Denmark) and Berlin (Germany) and received his doctorate on an insolvency law issue in 2005. He has been working for Luther since 2006.

Areas of practice

Dr Benjamin Hub focuses on corporate law/M&A, insolvency law and litigation.

One focus of his work is legal advice on the national and international sale and acquisition of companies, participations in companies and assets (including distressed transactions), including legal structuring, due diligence reviews and contract negotiations as well as post-acquisition integration issues. Benjamin Hub is particularly active in the maritime and transport industry.

In the area of restructuring and insolvency law, Benjamin Hub advises creditors and debtors on restructuring issues and questions of insolvency applications.

He also focuses on advising on shareholder disputes and manager liability issues, including representation in court.

Benjamin Hub is recommended by Legal 500 and Best Lawyers.

He is visiting lecturer for private business law at University of Europe.

Your contact



Daniel Fehling, LL.M. (Auckland)

**Lawyer, Certified Specialist in Commercial and Corporate Law
Certified Specialist in Banking and Capital markets, Partner
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After studying law at the University of Trier (Germany) and at the University of Athens (Greece) from 2001 to 2006, which also included an additional qualification in Anglo-American law, Daniel Fehling obtained his LL.M. in commercial law from the University of Auckland (New Zealand) in 2007.

Following his legal training at the Higher Regional Court of Celle (Germany), Daniel Fehling was admitted to the German Bar in 2010. Before joining Luther in 2013, he worked for two medium-sized law firms, specialising in commercial, corporate and procedural law. Daniel Fehling is a certified specialist in commercial and corporate law and a certified specialist in banking and capital markets law.

Areas of practice

Daniel Fehling advises his clients on mergers and acquisitions (M&A) and on corporate law matters. His M&A / Private Equity services include comprehensive advice during the transaction process and negotiating the relevant contracts, both buy-side and sell-side. His expertise includes asset deals as well as share deals. Daniel Fehling's clients are medium to large sized (family) businesses, family offices, strategic and financial investors as well as entrepreneurs.

Daniel Fehling also advises his clients on corporate law issues. In the area of corporate law, Daniel Fehling also has broad experience in advising on complex disputes (e.g. post-M&A disputes, proceedings regarding directors' liability).

Daniel Fehling's industry focus is on consumer goods, shipping, logistics and technology, and service providers.

Daniel Fehling is a member of the advisory board of a family-owned company in the energy sector and regularly lectures on M&A and corporate law topics.

Hits the mark. Luther.

Luther Rechtsanwaltsgesellschaft mbH is one of the leading corporate law firms in Germany. With some 420 lawyers and tax advisors, we can advise you in all fields of German and international corporate law. In addition to having offices in every economic centre throughout Germany, we are also present in 11 locations abroad: in Brussels, London and Luxembourg in Europe, and in Bangkok, Delhi-Gurugram, Ho Chi Minh City, Jakarta, Kuala Lumpur, Shanghai, Singapore and Yangon in Asia.

Our advisory services are tailored to our clients' corporate goals. We take a creative, dedicated approach to achieving the best possible economic outcome for each of our clients. The name "Luther" stands for expertise and commitment. With a passion for our profession, we dedicate all our efforts to solving your issues, always providing the best possible solution for our clients. Not too much and not too little – we always hit the mark.

We know how crucial it is to use resources efficiently and to plan ahead. We always have an eye on the economic impact of our advice. This is true in the case of strategic consulting as well as in legal disputes. We have complex projects on our agenda every day. At Luther, experienced and highly specialised advisors cooperate closely in order to offer our clients the best possible service. Thanks to our fast and efficient communication, permanent availability and flexibility, we are there for you whenever you need us.

Luther has been named "Law Firm of the Year: Germany 2021" and also "European Law Firm of the Year 2021" by The Lawyer, one of the most well-known legal magazines worldwide.

<p>Lawyers and tax advisors</p> <p>420</p>	<p>Locations</p> <p>21</p>	<p>Long-standing connections to commercial law firms worldwide</p> 	<p>Offices in international financial centres and investment locations</p> 
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About unyer

unyer, founded by Luther and Fidal in 2021, is a global organisation of leading international professional services firms. Besides law firms, unyer is also open to other related professional services, especially from the legal tech sector. unyer is based in Zurich as a Swiss Verein. unyer is globally connected but has strong local roots in their respective markets.

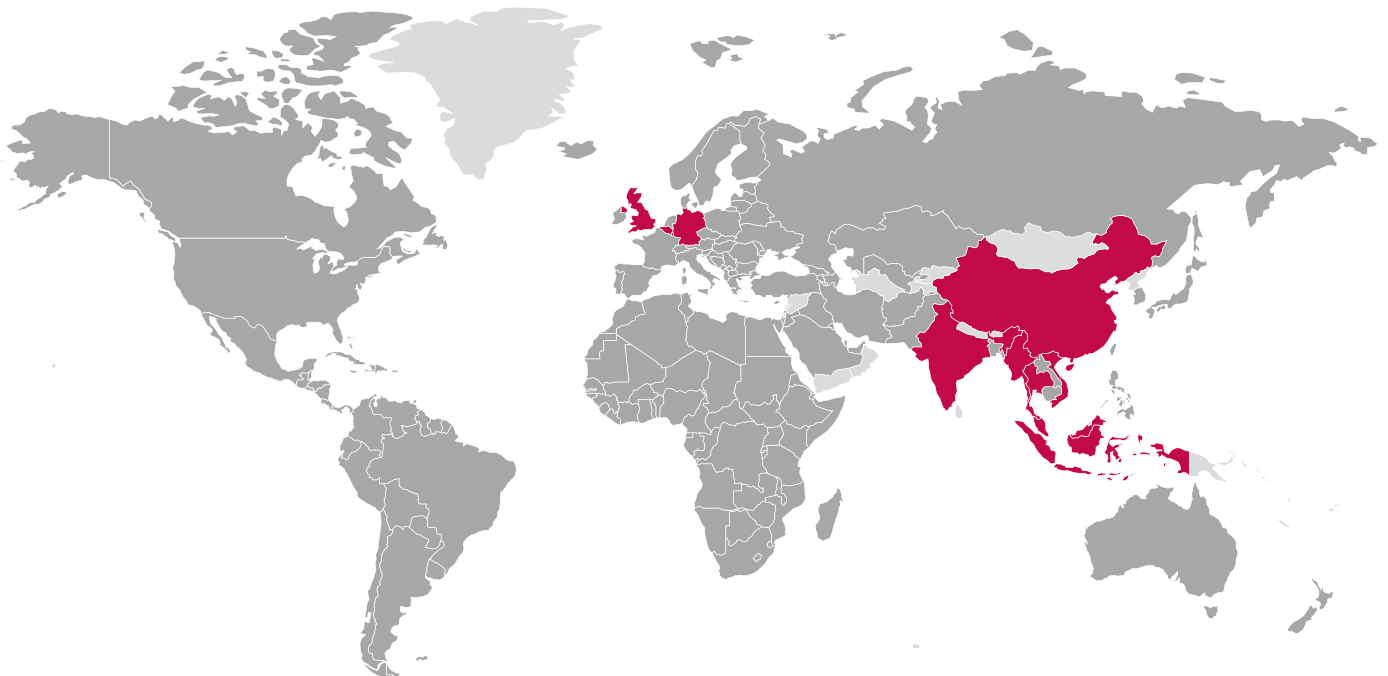
unyer has an exclusive approach and only accepts one member firm from each market. unyer members offer its clients full services across all jurisdictions with a compelling industry focus. The organisation has an annual turnover of more than EUR 650 million and includes over 2,550 lawyers and advisors in more than 10 countries in Europe and Asia. In September 2021, Pirola Pennuto Zei & Associati joined the international organisation. In the spring of 2023, the Austrian law firm KWR joined the group. www.unyer.com



Our locations

We have a global outlook, with international offices in 11 key economic and financial centres in Europe and Asia. We also maintain close relationships with other commercial law firms in all relevant jurisdictions. Luther is a founding member of unyer (www.unyer.com), a global organisation of leading professional services firms that cooperate exclusively with each other. This way, we ensure a seamless service for our clients throughout their demanding international projects.

Our partner firms are based in Africa, Australia and New Zealand, Europe, Israel, Japan and Korea, the Middle East, Russia and the CIS, South and Central America, the US and Canada.



- Luther locations
- Best friends

Our locations

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|------------------|--------------|
| Bangkok | Jakarta |
| Berlin | Kuala Lumpur |
| Brussels | Leipzig |
| Cologne | London |
| Delhi-Gurugram | Luxembourg |
| Dusseldorf | Munich |
| Essen | Shanghai |
| Frankfurt a.M. | Singapore |
| Hamburg | Stuttgart |
| Hanover | Yangon |
| Ho Chi Minh City | |

Our industries

We focus on advising transactions with respect to targets in five industries.

Energy



Conventional or renewable energies: We work efficiently and sustainably.

Health Care & Life Science



With our expertise, we have our finger on the pulse of time.

Information Tech & Telecommunications



We connect today with tomorrow.

Mobility & Logistics



We understand what gets you moving and can set you on the right course.

Real Estate & Infrastructure



We lay the foundation for you to build on.

Our practice areas

Antitrust Law	Capital Markets & Banking	Commercial & Distribution Law, Product Liability/ Product Compliance	Complex Disputes
Compliance & Internal Investigations	Corporate/M&A	Data Protection Law	Employment Law
Energy Law	Environment & Planning Law Regulatory	Financial Services Investment Funds & Alternative Investments	Insurance Law
International Trade Law	IP & Copyright Law	IT Law	Media & Entertainment
Notarial Services	Public Procurement Law	Public Subsidies/ State Aid Law	Real Estate
Restructuring & Insolvency	Start-ups & Venture Capital	State, Administration, Public Undertakings	Tax Law
Telecommunications Law	White-Collar Crime & Tax Offences		

Digitalisation

The digital revolution is well under way. In a highly competitive market new business models are always being developed and existing processes are continually being challenged. Groups, medium-sized businesses and start-ups are all looking for the best possible ways to position themselves in this environment. In this way, new, innovative forms of cooperation are constantly being created. This revolution is being driven by numerous recent technological developments: cloud computing, digital platforms, Big Data and artificial intelligence, the Internet of Things and blockchain technology.

Luther advises on all legal topics relating to digital business models, agile architectures and technical levers. Our team provides support in all phases of the necessary transformation processes within the company, the law firm or the group, from strategic dialogue to conceptual work and the realignment of value chains, also including the subsequent change process. When providing advice, the Luther team also considers relevant topics and changes in commercial and distribution, employment, IT and data protection law.



Our awards



JUVE

In the 2022/2023 JUVE Guide to Commercial Law Firms, 52 lawyers from Luther were recommended, and 10 of these were also listed as “leading advisors”. The legal publisher JUVE ranked Luther in 31 areas of law. In 2022, Luther was nominated for the JUVE award “Employment Law” as well as “Real Estate” and was named “Law Firm of the Year” by JUVE in 2019. In the past, Luther already won the JUVE award “Law Firm of the Year 2017 for Environmental and Regulatory Law”.



The Legal 500

The Legal 500 Germany 2023 recommends Luther in 30 areas of law, with “Top Tier” rankings in two of these areas. 72 lawyers are being recommended, 12 of whom have been specially recognised as “Leading Individual” or “Next Generation Partner”. Luther has also been included for Germany in the first edition of **The Legal 500 Green Guide EMEA 2022**. This guide provides an overview of law firms’ engagement with sustainability, including both work for clients as well as firms’ own best practices and initiatives.



Chambers

In 2023, Luther was recognised by Chambers Europe for 13 practice areas in Germany as well as in two practice areas in Luxembourg. Moreover, 15 partners were included in the Individual Ranking. Additionally, in 2023, Luther was recognised by Chambers Global in three advisory areas in Germany and Myanmar, while five partners were also included in the Individual Ranking.



The Lawyer European Awards

Luther has been named “Law Firm of the Year: Germany 2021” and also “European Law Firm of the Year 2021” by The Lawyer, one of the most well-known legal magazines worldwide.



Kanzleimonitor

Kanzleimonitor 2022/2023 recommends Luther in 25 areas of law and has also included 16 Luther lawyers among the recommended lawyers mentioned by name.

Best Lawyers

„Best Lawyers in Germany 2024“

For the year 2024, 99 lawyers have been recommended by Luther as “Best Lawyers in Germany 2024”, an award presented by the US publisher “Best Lawyers” in cooperation with the German Handelsblatt, including one partner as “Lawyer of the Year” for his area of law, and 19 colleagues who have received the recommendation “Best Lawyers - Ones to Watch”.



WHO'S WHO LEGAL

WHO'S WHO LEGAL listed 21 lawyers in December 2022, four of whom were recognised as Thought Leaders, which is the highest award, and three of whom were named Future Leaders.

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For reasons of better legibility, the simultaneous use of gender-specific language forms is dispensed with. Corresponding terms apply in principle to all genders in the sense of equal treatment. The abbreviated form of language has editorial reasons and does not imply any valuation.

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Luther.

**Bangkok, Berlin, Brussels, Cologne, Delhi-Gurugram, Dusseldorf, Essen,
Frankfurt a.M., Hamburg, Hanover, Ho Chi Minh City, Jakarta, Kuala Lumpur,
Leipzig, London, Luxembourg, Munich, Shanghai, Singapore, Stuttgart, Yangon**

You can find further information at:

www.luther-lawfirm.com

www.luther-services.com

