

**WE
OCCASIONALLY
SAY NO**



legal

SO THAT YOUR DECISION IS ALWAYS RIGHT

O&R legal offers you decision-making security – so that you
can concentrate on your corporate goals. 



LEGAL

- COMMERCIAL AND CORPORATE LAW ■
- REAL ESTATE TRANSACTIONS ■
- COOPERATIONS AND JOINT VENTURES ■
- MEDIA LAW ■
- REORGANISATIONS AND RESTRUCTURINGS ■
- MERGERS AND ACQUISITIONS ■
- CONTRACT LAW ■
- COMPLIANCE ■
- COMPANY AND ASSET SUCCESSION PLANNING ■

■ SURPRISINGLY ENTREPRENEURIAL

We are proved right thanks to our consulting approach.

Outstanding expertise, long-standing experience, a flair for corporate issues, creativity, a service mentality and reliability – clients expect their legal consultants to possess these attributes. Rightly so. And these characteristics set apart not just O&R legal, but the entire O&R group in its role as integrated partner.

Corporate law and mergers and acquisitions have always been the focus of our legal consulting. Whether we are dealing with acquisitions or mergers, restructurings or start-ups, strategic investors or private equity, share deals or asset deals: our in-depth expertise established over many years sets us apart in all of these areas. We excel in the area of personal consulting thanks to our experience, which relates not only to legal requirements but also, and above all, to our knowledge and understanding of corporate issues. We always view the mandate entrusted to us as a challenge to combine our legal know-how with what is feasible from a corporate perspective. Our constant aim is to develop optimal solutions for our clients and to implement these in a lasting manner. We continually exchange ideas with our colleagues from Corporate Finance, Tax Consultancy and Auditing, which enables us to deliver complete solutions from one source.

Not everything. But everything from one source.

We are also at home in many other fields of law and industries, whether it be real estate transactions or media law, drafting contracts for operational business entities, or structuring and negotiating joint ventures. A distinct understanding for the overall commercial and corporate goals of our clients makes us a genuine partner.

We consider ourselves to be a boutique legal practice within the O&R group. Our portfolio of services does not cover every area of law. But our service promise guarantees: We are experts in what we do, and we finish the job properly in a consistent and target-oriented manner. For those areas of law where we do not possess sufficient expertise, we can appoint experts at the right moment from within our network – whether at a national level or in the most important international business regions.

TO THE POINT

Distinctly personal high performance. O&R legal stands for outstanding professional performance and proven legal experts who provide comprehensive support to companies in all relevant corporate decisions – with a focus on service and the aim of building a long-term business relationship. Personal and continued support from one of our partners is a matter of course, as are performance-oriented and transparent fees.

SERVICES

Individual legal questions, comprehensive projects or an outsourced legal department – we offer our clients tailor-made solutions of the highest quality for every task.

■ COMMERCIAL AND CORPORATE LAW

We provide comprehensive advice to small and medium-sized businesses, listed companies and corporations on all issues of corporate law. Our services range from the clarification of individual queries relating to company law, commercial law and laws relating to groups of companies, to the implementation of complex structures. We draft and negotiate agreements under corporate law such as shareholder agreements, articles of association or company rules of procedure.

We also support our clients in the area of corporate housekeeping, e.g. the preparation, execution and documentation of the resolutions of various bodies within a company. Our interdisciplinary consulting approach enables us to deliver target-oriented results from a single source, particularly in the areas of drafting and implementing company agreements (e.g. profit transfer agreements), setting up consolidated groups, appointing silent partnerships, and creating innovative financing structures.

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O&R GROUP

The O&R group operates in the areas of Tax Consultancy, Auditing, Legal Consultancy and Corporate Finance.

We understand consultancy as a process that covers the entire value chain. Our consulting style is both cooperative and operative: we initiate new methods, accompany known processes, and accelerate correct decisions. Overall, this makes us an innovative partner for our clients to archive their objectives. What is our strategy? Integrated consulting with a lasting impact.

The trust of our long-standing clients has always formed the basis for all our business activities. The belief in always doing the right thing shapes our passion as consultants. Whether as problem solver, strategy companion or process guide – our team is always driven by the highest level of identification with the objectives of our clients.

Directness, flat hierarchies and comprehensible transparency simplify our working together from the outset, and show that the O&R group offers surprisingly more: more personality – less anonymous consultancy. O&R considers itself to be an experienced medium-sized consultancy firm at the highest level.

■ REORGANISATIONS AND RESTRUCTURINGS

Changes to the market environment, internal problems, and planned full or partial mergers or acquisitions generally necessitate time-critical restructuring, integration or reorganisation measures.

Regardless of whether the restructurings take place within or outside the scope of the German Conversion Law (Umwandlungsgesetz), we provide comprehensive advice to our clients in all phases, and with the standard objective of optimising all economic, tax, accounting and company law related aspects. This includes, for example, spin-offs, mergers, changes in form, intracompany transactions, and the introduction of assets, company lease agreements or internal licence structures. That is why we are always in discussion with O&R tax & audit to provide our clients with solutions that keep their promise in every regard.

■ MERGERS AND ACQUISITIONS

In these times of increasing globalisation, complex decisions form the basis of the sale or purchase of companies, operating units or investments. The different interests of the owners, investors, management and employees must be taken into consideration – and above all harmonised. That is why we have set ourselves up as an interdisciplinary group which can provide advice from the initial discussion and development stages through to the confidentiality agreement or letter of intent and, finally, closing.

■ CONTRACT LAW

General situations to which contract law applies demand that consulting is underpinned by in-depth legal knowledge and entrepreneurial ways of thinking and acting. Well-established industry knowledge does not just make working together simpler, but is also indispensable when drafting contracts. Whether it is a sales or purchasing matter, the conclusion of a rental or loan agreement, or the commissioning of service providers: our entrepreneurial skill sets us apart.

Entrepreneurial thinking allows us to constructively shape legal issues, and become a competent partner in our clients' operational management activities.

■ COMPLIANCE

Taken literally, 'compliance' can be understood to mean ensuring that companies abide by laws and regulations – something which seems self-evident. However, understanding relevant statutory regulations, implementing required internal regulations, developing appropriate control mechanisms and, not least, structuring these measures as a series of procedures to be followed, are essential elements of proper corporate governance – even for small and medium-sized companies. We guarantee that all of these aspects are included, and thus the end result is that we contribute measurably to a reduction in risk and an increase in efficiency. Where compliance is concerned, we are in constant dialogue with the O&R audit teams.

■ COMPANY AND ASSET SUCCESSION PLANNING

The transfer of companies and assets to the next generation is a sensitive issue – and a particular issue of trust in relation to consulting. Tailor-made solutions are required to realise the transferor's ideas accurately and in line with their expectations. Our legal system offers a variety of possibilities, from the timing and scope of the transfer to the question of any consideration to be paid. This area requires not just perspective but, above all, vision. Taking into account all economic, personal, tax and legal aspects, we develop individual succession plans with our clients and, as experienced partners, provide support in implementing these in a lasting manner.

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CLIENTS

Small and medium-sized businesses

Small and medium sized companies in particular value us as legal consultants with an outstanding legal expertise combining hands-on mentality and entrepreneurial thinking – characteristics which directly pay off when drafting and negotiating agreements.

Financial investors and venture capital

We provide comprehensive support to our long-standing clients in the areas of private equity and venture capital, particularly with regard to the structure and contractual design of mergers and acquisitions and to restructurings under company law.

Shareholders and family offices

Company shareholders are a particular focus of O&R legal. We offer them comprehensive consulting services, for example, in the context of company succession solutions or disputes affected by company law.

Listed companies and corporations

We accompany large organisations throughout mergers and acquisitions or restructurings. In the role of independent expert, we are regularly active in answering questions relating to company law e.g. legal questions relating to groups of companies.

■ REAL ESTATE TRANSACTIONS

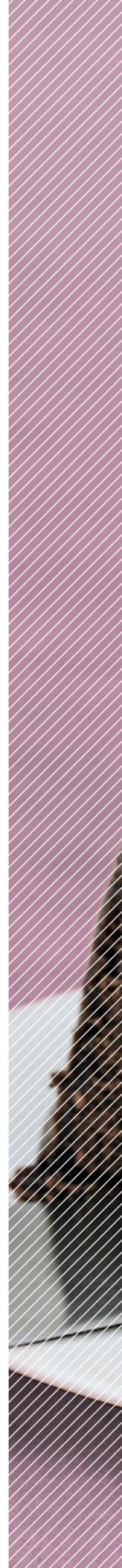
We support institutional and private investors, project developers and companies in all phases of the acquisition and sale of real estate or project SPVs. Our range of services includes in particular the structuring of transactions under tax and company law for both asset and share deals. Our range is completed by the execution of the required due diligence, the drafting and negotiation of all agreements and documents, and the development of purchase agreements. In cases of doubt, this also includes the enforcement of contractually agreed rights and entitlements.

■ COOPERATION AND JOINT VENTURES

Legal advice for cooperations or new joint ventures requires a good feel for the objectives of the business, and the ability to put oneself in the position of the contractual partner. The core objective is to consider abstract economic scenarios and then restructure these from a legal perspective. The aim of this is to create a good contractual starting position based on positive optimism, without losing sight of the exit scenario.

■ MEDIA LAW

The media industry is facing dramatic changes as a result of new technologies and changing business models. This places enormous demands on legal consultancy, where it is essential to understand the new business models and implement these from a legal perspective. Knowledge of copyright law, competition law and trademark law is often required, but press law and traditional publishing law also play their part. Significant industry knowledge is necessary for developing a corresponding overall understanding, and that is exactly where our strengths lie.



■ SURPRISINGLY CLOSE

Our consultancy approach is shaped by the needs of small and medium-sized businesses – this applies to both our client structure and our own history. For our clients in the most diverse industries it goes without saying that we know and understand their business, because we think and act in the same way: in a pragmatic, target-oriented, uncomplicated and responsible manner. We do not see closeness as a regional parameter, but as our connection with the objectives of our clients.



We are here for our clients – from the outset.

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