

Luther.

**Corporate/M&A**

**Our services in Luxembourg**

# From incorporation to exit planning

The correct legal form of a company builds the framework and foundation for business activities. Cross-border business transactions demand international corporate law solutions.



Cross-border mergers of companies, international transfers of registered offices, the right choice of domestic or foreign legal form comprising a European corporation, all create scope for design as well as challenges.

M&A transactions encompass a range of complex and ever changing issues. They call for comprehensive and long-term solutions, addressing the financial, legal and tax perspective of the project.

The Corporate/M&A practice of Luther Luxembourg works with clients during the entire lifecycle of an organisation: from its incorporation and ordinary transactional activity to exit planning and implementation.

## Clients and markets

- Mid-Sized Privately Held Companies
- Multinational Groups of Listed Companies
- Private Equity

## Services

### Corporate

#### General corporate law

- Advising on choice of legal forms and the founding of partnerships and corporations (including SE), European Economic Interest Grouping, trusts, non-profit associations, co-operatives, etc.
- Drafting partnership agreements, shareholders agreements, articles of association, rules of procedure
- Advising executive bodies and members of executive bodies
- Advising, preparing and supporting shareholders' meetings and general meetings
- Advising on change of shareholders or management, squeeze-outs
- Providing ongoing legal advice to companies and shareholders (organisation and corporate housekeeping)  
Advising on company terminations and liquidations
- Advising on national and international joint ventures, co-operation and participation agreements, corporate governance

### Legal matters for groups of affiliated companies

Advising on:

- Company lease and management agreements
- Liability issues within a group
- Allocation agreements, intercompany agreements
- Legal management of investments in subsidiaries and affiliated companies

### Restructuring and reorganisation

Advising on:

- National and international group restructuring measures
- National and cross-border reorganisations (mergers, splits, spin-offs, change of legal form)
- Recapitalisations

### Commercial law

Advising on and assistance in connection with:

- Franchising, licensing & distribution
- IT, IP & commercial law aspects (M&A transactions)
- Commercial agreements and general terms

### Shareholder and partnership disputes

- Advising in disputes among partners and shareholders
- Actions for annulment under stock corporation law
- Reviewing shareholder compensation claims
- Redemption procedures

### M&A

#### Transaction advisory

- Cross-border/international transactions (which we supervise transnational from one source, i. e. with one central contact person)
- Management buy-out – management buy-in
- Turnaround and distressed debt investments
- Acquisition financing (equity capital, financing, etc.)
- Private equity and venture capital investments/seed financing, etc.
- Joint-ventures

### Transaction preparation

- Creating and optimising legal and tax transaction structures
- Planning the stages of the transaction and agreeing on negotiation strategies – defining and coordinating the economic, legal and tax interests and goals
- Preparing information and documentation for the seller including vendor due diligence or setting up and supervising data rooms
- Preparing and negotiating the documentation and agreements needed for the transaction (confidentiality agreements, letters of intent, data room rules, term sheets, etc.)

### Transaction implementation

- Assisting with and carrying out legal and tax due diligence
- Compiling due diligence reports/processing the information
- Legal opinion (for submission to banks and for use when preparing prospectuses)
- Drafting and negotiating the entire transaction documentation including the appropriate preparation and follow-up
- Advising with regard to transaction financing

### Your contact



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# Luther.

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