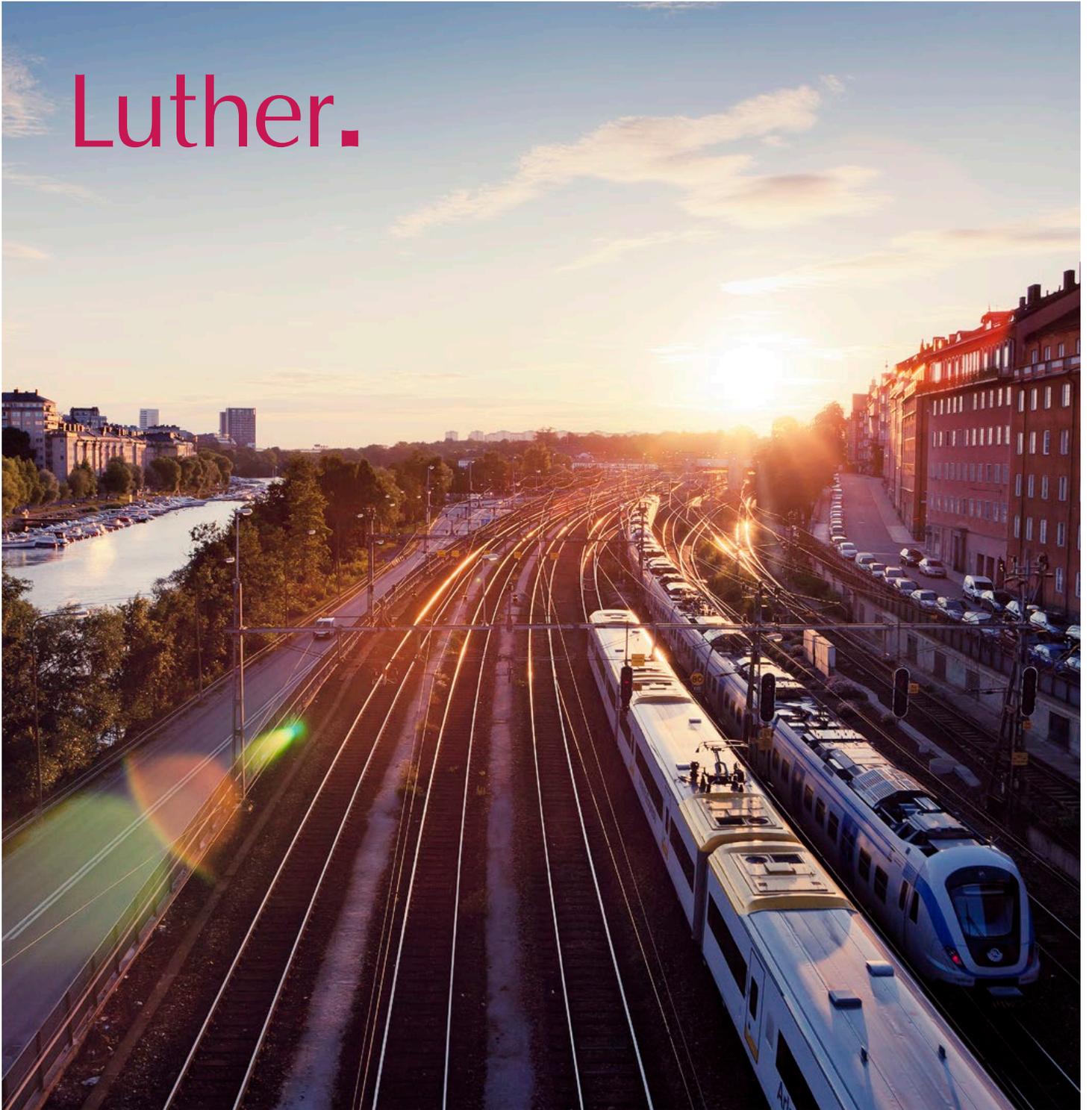


# Luther.



# Luther.Rail

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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 medium-sized 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



**Public and private freight and passenger transport operators must act in a reliable, efficient and economic manner. They must meet high standards in terms of safety, speed and convenience and must take into account complex legal requirements. We advise industrial companies, service providers and the public sector on all matters relating to tram, urban railway and metro transport, regional transport and also long-distance high-speed rail transport. Another focus of our advisory services is the development of the infrastructure and the automation of trains.**

## Antitrust Law

- Providing antitrust advice within the supply chain, advising on non-compete agreements and on rules of conduct towards other market participants (market dominance, monopolies and oligopolies)
- Advising on the formation and implementation of joint ventures
- Advising on German and European merger control, coordinating foreign filings (multijurisdictional filings)
- Providing compliance advice, representing clients in administrative fine proceedings and organising training seminars on how to act during “dawn raids” (inter alia, on-site assistance during inspections and searches, advice on leniency applications)

## Commercial and Distribution Law, Product Liability/Product Compliance

- Supply relationships – drafting all relevant purchasing and sales agreements, including all ancillary agreements, for the railway industry
- Advising on how to structure transport contracts with the responsible commissioning authorities
- Providing advice before products are put into circulation, in particular, advising on how to comply with regulatory requirements (product compliance)
- Advising on how to draft contracts in complex projects regarding the procurement of rolling stock, including leasing structures
- Developing product recall management systems
- Reviewing technical documentation
- Organising in-house seminars on product liability and product safety
- Drafting B2C conditions of sale for railway companies

## Complex Disputes

- Litigation/arbitration in the event of breaches of contract regarding the procurement of rolling stock or breaches of the related maintenance contracts
- Advising on recourse to recover contractual penalties under transport contracts
- Supporting clients in commercial disputes regarding defective supplies
- Providing support in post-M&A disputes
- Providing support in disputes relating to building and architectural law in connection with infrastructure projects in this sector

## Corporate/M&A

- Providing advisory services at a national and international level (also to groups of companies) and assisting with restructurings (merger agreements, shareholder resolutions, withdrawal agreements)
- Providing buy-side and sell-side advice within the context of national and international mergers and acquisitions (carve-outs, bidding processes)
- Advising on joint ventures with a geographic focus on Europe and Asia
- Advising OEMs and tier suppliers with regard to investing in start-up companies and in venture capital (VC)

- Advising on restructurings within the supply chain, carrying out “red flag” due diligence reviews
- Advising on cybercrime as a risk for autonomous trains: hedging against this risk in the SPA

## 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 on all matters relating to the digital automation of trains
- 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 transport and traffic industry)
- Data protection (inter alia, GDPR) and data security (cybercrime)

# Our services in detail

## Restructuring & Insolvency

- Providing integrated advice to companies from the railway industry in an impending crisis (inter alia, advice on corporate law, (re-)financing, protection of assets (know-how), employment law, and the options available under insolvency law, such as protective proceedings etc.)
- Advising companies on their own judicial restructuring (insolvency proceedings, protective proceedings)
- Advising companies in the event of a customer's or supplier's insolvency and carrying out the related optimisation of supply contracts (trade agreements)
- Distressed M&A: advising on the acquisition of companies prior to their insolvency (as part of their restructuring) and on the acquisition of insolvent companies
- Advising on the introduction of short-time work, negotiating the appropriate works agreements
- Providing advice and assistance in connection with staff reductions and restructuring measures, in particular, negotiating reconciliation-of-interests agreements and social compensation plans

# Your contact



## Dr Steffen Gaber, LL.M. (Sydney)

**Lawyer, Partner**

**Stuttgart**

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Dr Steffen Gaber studied law at the University of Constance (Germany). Following his first state exam, he completed a one year Master-of-Laws programme in Sydney (Australia), where he also worked in the commercial law department of a large international law firm. Dr Gaber carried out his legal training at the Higher Regional Court of Stuttgart (Germany). During his legal training he worked for the German-American Chamber of Commerce in New York (USA). After passing the second state exam and being admitted to the German Bar in 2009, he wrote his doctoral thesis until 2012 on an international commercial law topic (The optimal formulation of general terms and conditions according to the UN Sales Convention (CISG)) and, at the same time, worked as a lawyer. He joined Luther in January 2014.

Dr Steffen Gaber is responsible for Luther's Automotive and Mobility sector and is the head of Luther's practice group Textile and Clothing Industry.

### Areas of Practice

Dr Steffen Gaber provides national and international contract, commercial and distribution law advice, his industry focus being the automotive supply industry and the textile industry. As the coordinator of Luther's Mobility & Logistics sector and as a team member of the practice group Complex Disputes, he advises in particular on the judicial assertion and defence of claims arising from the aforementioned types of contracts (especially warranty, liability and damage issues). His work focuses on supplier disputes from the automotive industry, in which he represents his clients both in and out of court if necessary in the event of a legal dispute.

In addition, Dr Steffen Gaber also provides comprehensive advice on all matters relating to distribution law (sales agents, authorised dealers, resellers, franchises). Also within this spectrum, he represents both wholesalers and manufacturers equally in extrajudicial and judicial disputes concerning distribution contracts (commission, termination, compensation claims, damages, etc.).

Furthermore, Dr Steffen Gaber regularly provides advice on the introduction of (new) products in the German and European markets. In addition to drafting national and/or international distribution systems, his advisory services also focus on contracts with consumers (drafting of B2C terms and conditions).

# 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><b>420</b></p>	<p>Locations</p> <p><b>21</b></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.

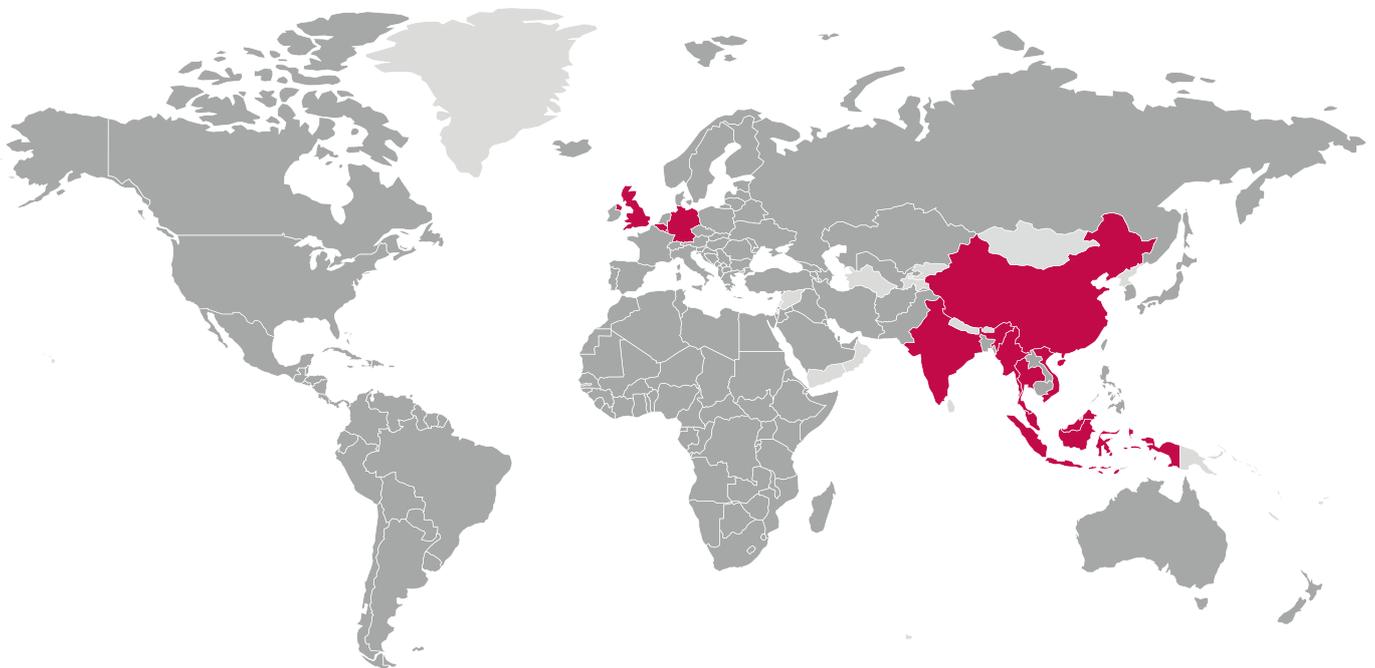
unyer has an exclusive approach and only accepts one member firm from each market. unyer members offer its clients full services across all jurisdictions with a compelling industry focus. The organisation has an annual turnover of more than EUR 650 million and includes over 2,550 lawyers and advisors 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](http://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](http://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

- |                  |              |
|------------------|--------------|
| 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.

**Luther Rechtsanwaltsgesellschaft mbH**

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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.

Release: June 2023

# 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](http://www.luther-lawfirm.com)

[www.luther-services.com](http://www.luther-services.com)

