

Rödl & Partner

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1

ROOTS

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WE INVITE YOU

*Rödl & Partner is an incomparably
attractive firm.*

*We, who work for Rödl & Partner,
know that. Our clients, who work with
us, know that. Those in our immediate
operational environment, where we
work, know that.*

Rödl & Partner

But that is not enough!
We would like to spread the message still further. This is reason enough to invite you to take a closer look at our world – the Rödl & Partner world. We will introduce ourselves. We will take you with us to the core of our professional services firm, tell you where we come from, how we think, how we feel, and communicate our vision of the future – together with

you. That was the motivation to create this factbook.

Reading this factbook should help you, dear reader, to enter the fascinating firm of Rödl & Partner. You will see how we believe one can achieve sustainable success.

We are aware that our contribution to Rödl & Partner's

productive development is
inseparable from your per-
ception of us.

Therefore we are looking
forward to your feedback.

Your
Christian Rödl

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OUR PROFILE

*As attorneys, tax advisers,
management and IT consultants
and auditors, we are present
with 116 own offices in 50 countries.
Worldwide, our clients trust
our around 6,000 colleagues.*

The history of Rödl & Partner goes back to its foundation as a solo practice in 1977 in Nuremberg. Our aspiration to be on hand wherever our internationally-active clients are led to the establishment of our first, own offices, commencing with Central and Eastern Europe in 1991. Alongside market entry in Asia in 1994, the opening of offices in further strategic locations followed, in Western and Northern Europe in 1998, USA in 2000, South America in 2005 and Africa in 2008.

Our success has always been based on the success of our German clients: Rödl & Partner is always there where its clients see the potential for their business engagement. Rather than create an artificial network of franchises or affiliates, we have chosen to set up our own offices and rely on close, multidisciplinary and cross-border collaboration among our colleagues. As a result, Rödl & Partner stands for international expertise from a single source.

Our conviction is driven by our entrepreneurial spirit that we share with many, but especially German family-owned companies (see following chapter). They appreciate personal service and value an adviser they see eye to eye with.

Our 'one face to the client' approach sets us apart from the rest. Our clients have a designated contact person who ensures that the complete range of Rödl & Partner services is optimally employed to the client's benefit. The "caring partner" is always close at hand; they identify the client's needs and points to be resolved. The 'caring partner' is naturally also the main contact person in critical situations.

We also stand out through our corporate philosophy and client care, which is based on mutual trust and long-term orientation. We rely on renowned specialists who think in an interdisciplinary manner, since the needs and projects of our clients cannot be confined to individual professional disciplines. Our one-stop-shop concept is based on a balance of expertise across the individual service lines, combining them seamlessly in multidisciplinary teams.

What sets us apart

Rödl & Partner is not a collection of accountants, auditors, attorneys, management and tax consultants working in parallel. We work together, closely interlinked across all service lines. We think from a market perspective, from a client's perspective, where a project team possesses all the capabilities to be successful and realise our client's goals.

Our interdisciplinary approach is not unique, nor is our global reach or our particularly strong presence among family businesses. It is the combination that cannot be found anywhere else – a firm that is devoted to comprehensively supporting German businesses, wherever in the world they might be.



AUSTRIA · AZERBAIJAN · BELARUS ·
BRAZIL · BULGARIA · CANADA · CHINA ·
CROATIA · CYPRUS · CZECH REPUBLIC ·
DENMARK · ESTONIA · FINLAND · FRANCE ·
GEORGIA · GERMANY · HONG KONG ·
HUNGARY · INDIA · INDONESIA · ITALY ·
KAZAKHSTAN · KENYA · LATVIA ·
LITHUANIA · MALAYSIA · MEXICO ·
MYANMAR · NORWAY · PHILIPPINES ·
POLAND · PORTUGAL · ROMANIA ·
SAUDI ARABIA · SERBIA · SINGAPORE ·
SLOVAKIA · SLOVENIA · SOUTH AFRICA ·
SPAIN · SWEDEN · SWITZERLAND ·
THAILAND · TURKEY · UKRAINE ·
UNITED ARAB EMIRATES · UNITED
KINGDOM · USA · UZBEKISTAN · VIETNAM ·

We support our clients around the world where they need us.
In 50 countries and with 116 own offices.

3

ENTRE- PRENEURIAL SPIRIT AND VALUES

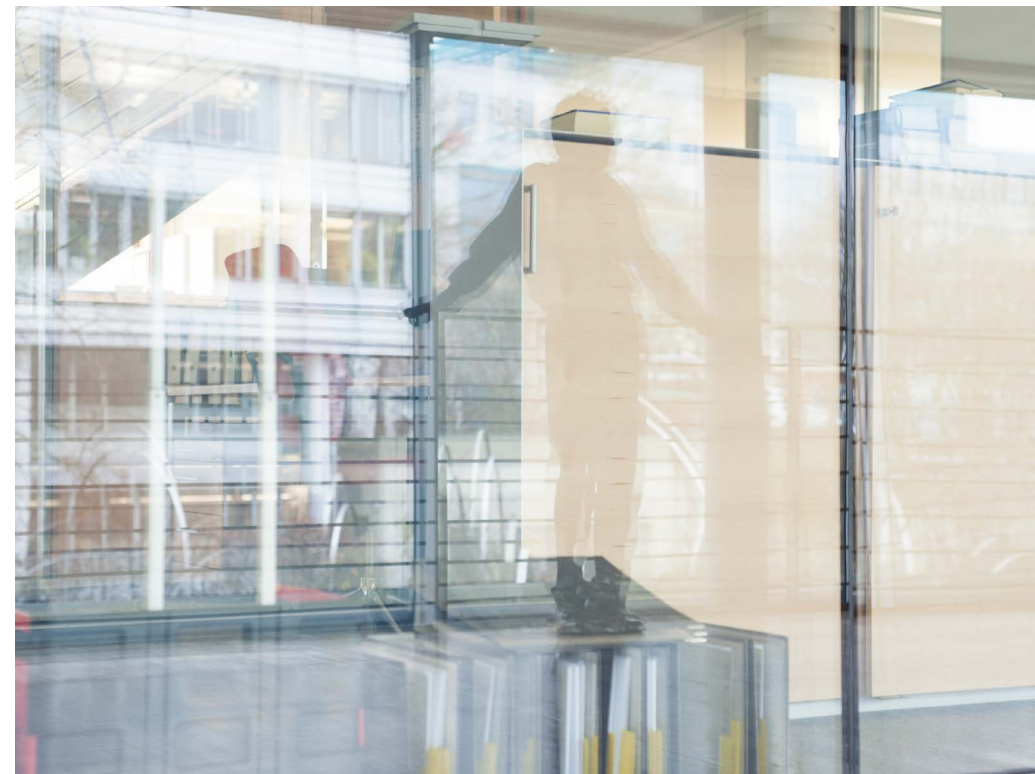


Just as with most of our clients an entrepreneurial heart beats within us. We have the same pulse rate. This leads us to have the same convictions. So we all agree: it's not enough just to decide that one would like to act in an entrepreneurial manner. This alone is not enough to create the pioneering entrepreneur. In addition, relentless drive is necessary, a kind of restlessness similar to that of a watch movement. This enables bustling activity, industriousness, inspiration, enthusiasm and a healthy attitude to risk taking.

This all combines to create an entrepreneurial spirit. We and our clients live and act in the certainty that this entrepreneurial spirit is not a ghost or a fantasy. Family-owned companies managed by an entrepreneur – roughly 90 % of all private companies in Germany – bear witness to this every day. No one doubts the economic importance of their successful entrepreneurial activity.

The mind comes into play a long time before the realisation of this. It balances the impulses which the entrepreneurial genes have triggered, but continuously drives the pace. This affects all aspects which are inseparably linked to the planned profitable growth of the company.

How is my market position? Do I recognise opportunities before my competitors as they come up? Am I really the pioneer or trendsetter I take myself to be, who in the true sense of the word deserves to make a profit? Am I prepared to back up my conviction with investments? That surely represents the strongest signal an entrepreneur can send. A signal bursting with confidence. And it is heard – billions of times. These are far-reaching important decisions for the entrepreneur and the family itself and also extremely important for the employees and their families. That weighs more heavily than “only” taking responsibility for yourself.



The entrepreneur then meticulously takes care that all the conditions are met which enable them to look to the future with optimism. Also here, in this respect they don't follow a cold and spiritless plan but rather pursue the intuition provided by their entrepreneurial spirit. But be careful – the proclamation of observed, common “quality standards” and “absolute professionalism” in daily operations, etc., does not distinguish you from the competition. At least for clients they are not measurable. Such marketing campaigns only have a single effect, namely that commonly used universal phrases ultimately lose their significance.

No client will opt for a complex service or a technically sophisticated product because they have been told that the supplier adheres to standards, wherein not complying with them would remove them from the market.

Theory and practice

No employee will want to work for an employer (or remain loyal to) only because the employer is committed to the concept of „partnership-based leadership“ or „humanity“ (which should be called „mutual humanity“, if at all). These “values” initially take on the function of pods. They will only bear fruit provided the fine claims within the company are lived with credibility, can be experienced and even felt. If that succeeds, when the enjoyment of respectful dialogue and know-how transfer is augmented by a thirst for knowledge, only then will the additionally motivated employees benefit.

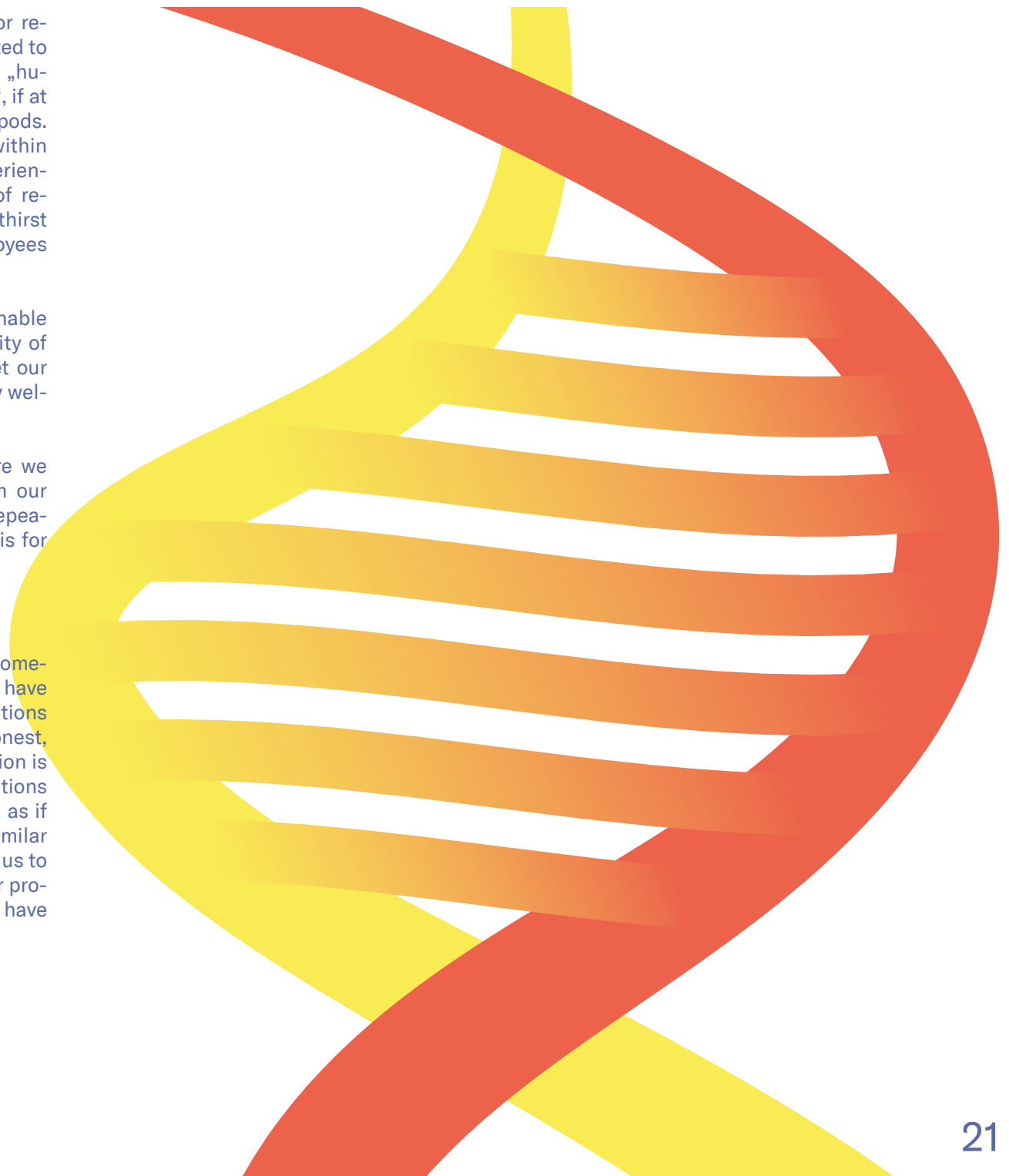
The circle closes. We even go so far as to claim that a sustainable and liberal corporate culture is clearly reflected by the quality of the services or products. In this respect we are happy to let our clients judge the services we have supplied and draw the very welcome conclusions.

However, we would abandon our entrepreneurial spirit were we now to indulge in self-satisfaction. Nothing is further from our minds. The driving force which remains is our objective to repeatedly analyse the achievements so far and use this as a basis for our further success.

The bare necessities must not be run-of-the-mill

We and our clients are sometimes asked whether we have (further) standard solutions in the pipeline. To be honest, the answer to this question is difficult. Standard solutions sound formal, somehow, as if

– like a miracle cure – they are applicable everywhere with similar ingredients. Standard solutions do not live. They do not allow us to view the world with empathy from the eyes of the client or our professional colleagues. Standard solutions do not breathe and have no pulse – in contrast to our entrepreneurial spirit.



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OUR DIGITAL AGENDA



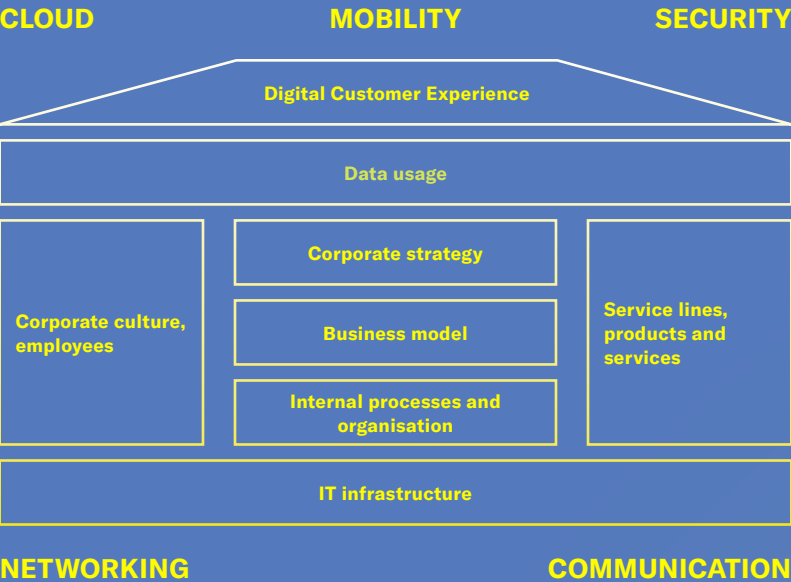
Digital Agenda: setting the course and seizing opportunities

In order to be able to hold their ground amid rapid technological advancements and to seize business opportunities, companies must set the right course for digital transformation:



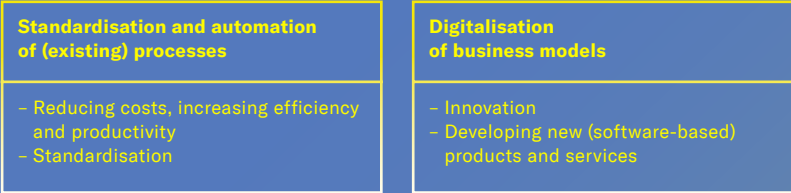
Rödl & Partner proactively assists you in overcoming these challenges with an integrated and innovative services portfolio. The 5 cornerstones of our “Digital House of Competence” provide the adequate framework for this task. Cloud, mobile and security as well as networking and personal communication are the core elements of our IT strategy.

Digital House of Competence



Always in focus: digital client experience – a tangible added value

The goal of Rödl & Partner’s Digital Agenda, based on our corporate “focus on people” philosophy, is to improve productivity, quality, individuality and flexibility as well as to develop new promising products and services for your benefit while preserving existing business processes.



For this approach we received the Digital Champions Award 2017 in the category “Digital Customer Experience” from the WirtschaftsWoche business magazine and Deutsche Telekom. In 2018, the Focus Money Award Digital Champion 2018 followed.

Innovative solutions for your Digital Agenda

We offer first-class professional services, innovative technologies and tailored project management for the mega trend digitalisation.

5

THE AGILE CARING PARTNER FOR MITTELSTAND SHAPED WORLD MARKET LEADERS

Rödl & Partner is an international, owner-managed firm. We therefore particularly identify with the wishes, concerns and requirements of German family-owned companies with domestic and international operations. Our clients appreciate this and see us as their reliable partner.

Comprehensive advisory for international family offices

Entrepreneurial families, private individuals, family offices and foundations are increasingly confronted with issues that are just as complex, multi-layered and global as those of companies. We are at your side and support you in an interdisciplinary and international manner in all aspects of family governance, asset architecture, investments and family services.

Capital markets expertise

In addition, there are capital market-oriented companies which may or may not be included in stock market indices, which also benefit from our longstanding expertise, just as investors, real estate companies and financial institutions do.

Diverse client base

Rödl & Partner has become an indispensable partner to a further group of clients: the public sector with its own and associated companies. The same applies for the renewables (including geothermal), energy, telecommunications and water industries. In addition, we advise the healthcare industry and social economy, doctors as well as supervisory and advisory boards.

On-site for our clients

Rödl & Partner's tremendous commitment abroad, combined with long-standing client relationships, has resulted in close support for internationally active companies that are not of German origin.



6

OUR BUSINESS MODEL

Rödl & Partner is excellently positioned with each individual service line. Based on this and using our multidisciplinary skills we guarantee our clients a special added value from the seamless combination of the services we provide. This removes the need for our clients to coordinate a number of service providers and manage different communication interfaces within their firm.

Our teams with a number of different areas of operations are well integrated and have special organisational experience working with multidisciplinary projects. This has proven itself in day-to-day business, for example, with tasks which require different disciplines in connection with international corporate legal structures for company groups optimised for tax, transactions (M&A), company succession, or cloud computing.

We also provide advisory services for projects involving only one practice or contribute to multidisciplinary project teams in collaboration with competitors.

Our Strategic Manifesto: Clients benefit from our comprehensive range of services from a single source. This is particularly useful when projects involve different service lines in a number of countries. And that is not only true for projects which have their origins in Germany. In fact any country can be the starting point for international projects, and, as required, multidisciplinary projects.

We not only offer advisory services. We also provide clients with support during the implementation process. In the field of information technology the implementation process can even encompass the running of computer centres. Yet we also take on tasks in standard outsourcing areas including accounting, controlling, internal auditing and further ongoing assignments.

OUR OPERATIONAL ENVIRONMENT

Numerous clients, colleagues and competitors today no longer define themselves according to regional or national standards.

Although our roots are in Germany, the idea that the Rödl & Partner operational environment is limited to Germany no longer holds true. Companies with their headquarters in Germany tell us time and time again that with us they have found a truly international adviser.

In our opinion larger companies in many fields can only enjoy exceptional growth when they are actively represented in a number of countries. They take the opportunity to split their workload between different countries with the corresponding advantages derived from cost structure and risk diversification. At the same time there are opportunities to offer flexibility to customers with international operations, with the ability to act locally around the world.

The global process of concentration is in full swing. This affects the competition in all our service lines. There is a relentless increase in pressure, which in emerging countries is not least due to the professionalisation of local service providers. The arrival of new market participants and the stronger focus of global competitors on the segment of family-owned companies have also not gone unnoticed.

Since the abrupt deregulation of the legal market in the early nineties, mergers and takeovers have resulted in large, international and highly efficient law firms. They are either genuine international companies themselves or are networked with top-class foreign law firms through a very efficient „Best Friends“ system and are able to handle very complex projects worldwide.

Legal

The ever increasing specialisation, i.e. the constant deepening and narrowing of the expertise of individual attorneys within a special area, is the result of the increasing density of regulations and the growing complexity of market economy realities and is therefore unavoidable.

Small law firms with top expertise in a relatively narrow field („boutiques“) are successful while maintaining their profile as a highly qualified services provider.

On the other hand, it is becoming increasingly clear that clients are interested in long-term support from attorneys with a wide range of experience in supporting family businesses and entrepreneurial families. In this respect, these family attorneys act as trusted partners within the team, who, in combination with their special knowledge, provide convincing solutions.

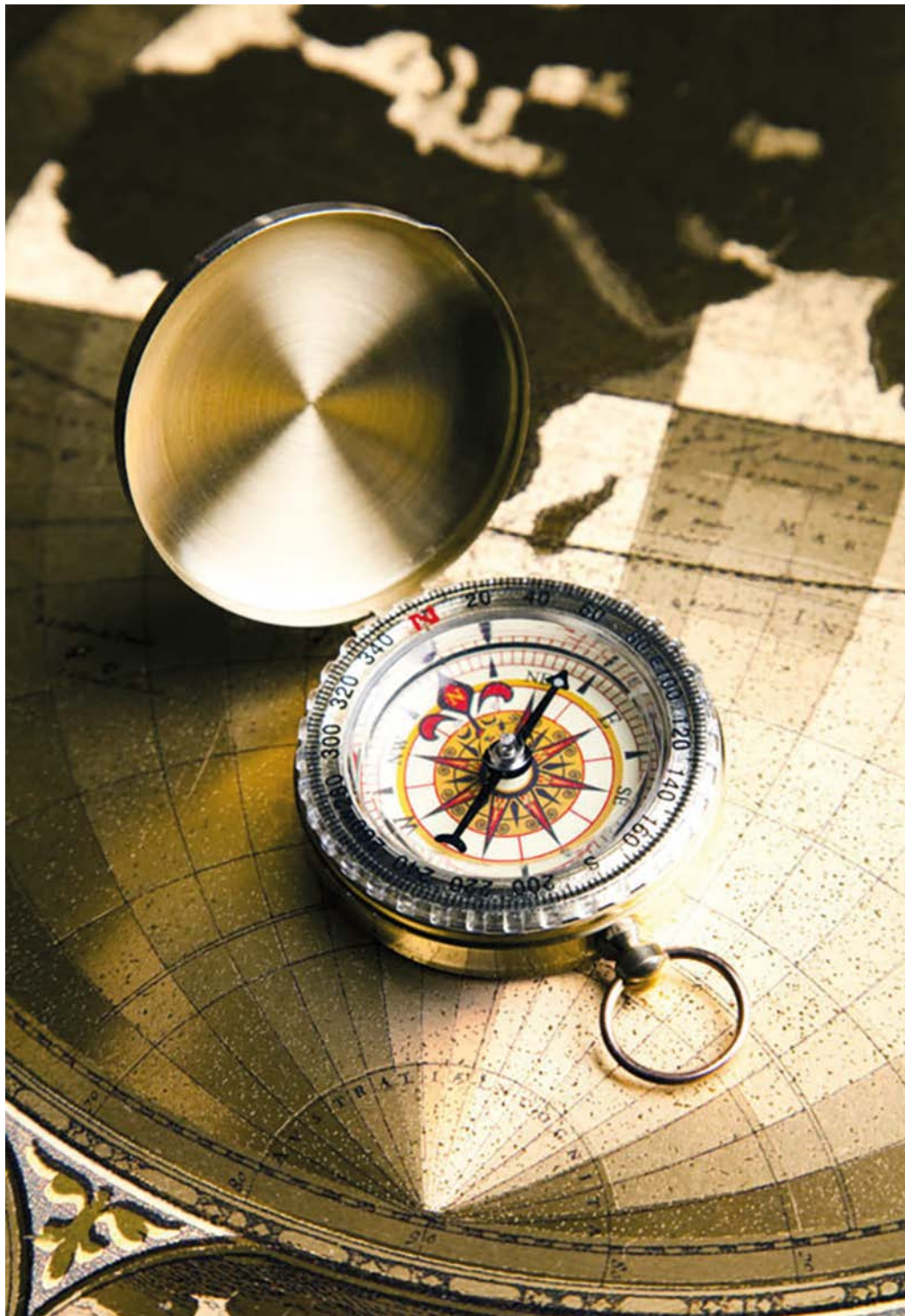
The ongoing networking of global markets also requires law firms to provide foreign legal expertise even more intensively than before. The advisory competence also extends to the intercultural competence of attorneys in order to take into account not only the legal, tax and economic aspects when drafting contracts, but also to consider the cultural factors of the individual contractual and market participants. In this context, contemporary legal advisory make use of the helpful „tools“ of digitalisation.

Tax consulting

We understand tax consulting as a comprehensive service. It is important to accept the numerous challenges, to take the most advantageous path for our clients in terms of tax law, i.e. to ensure compliance and to recognise risks and opportunities at an early stage. Tax law itself is facing major changes not only in an international context: While many countries are opting for lower (income) taxes (USA, Great Britain, etc.), Germany continues to present itself as a high-tax country and does not seem to have reached the end of the road with the introduction of further taxes.

The use of tax advantages, the optimisation of transfer prices, the active tax competition of states, the introduction of new taxes (Digi Tax) or the international cooperation of the tax authorities in tax audits: We are keeping an eye on these developments for you. In doing so, the focus is on high-quality and practicable solutions for our clients. This is not a contradiction, but the seamless interaction of the skills of our numerous tax experts worldwide.

We support you in Germany and internationally with numerous highly qualified colleagues in a competent and interdisciplinary manner. We make use of, among others, efficiency gains of structured processes and the resulting digital solutions, whether on your systems or ours. It is always important to us to keep a solution-oriented implementation in mind. You are welcome to challenge us!



Auditing creates trust! Especially in turbulent times, trust is of fundamental importance for a functioning economy. The auditor is challenged in several ways: As an annual auditor, they foster confidence in financial reporting and are an essential component of good corporate governance and compliance. In their function as advisers or assessors, auditors contribute directly to the sustainable success of enterprises. Company valuations, Accounting Advisory, IPO readiness, Post Merger Integration, transactions, internal auditing, reorganisation and restructuring as well as Environmental, Social and Governance are typical service areas.

You can expect all these services from our professional audit practice. We stand for “Sustainable Audit & Advisory”. We deliver the highest level of auditing and advisory security as a constructive and critical partner. Our special advantage is that we can act uniformly, from Germany worldwide with highly competent, interdisciplinary teams using innovative digital technology.

Audit

Three aspects are particularly important to us: (1) We use our degrees of freedom to make the best decision according to the situation, taking into account all essential aspects. (2) We think outside the box and make use of the extraordinary interdisciplinary know-how of our firm. (3) We see the digital maturity level as an essential success factor. As data and process experts, we specifically support the digital transformation of our clients.

Above all, we aim to promote the sustainable success of our clients and to be their sustainable success companion. We are successful entrepreneurs ourselves. We are happy to apply our entrepreneurial experience and associated personal expertise to our collaboration.

Management and IT consulting

In an ever faster moving world, the areas of IT and management consulting are becoming increasingly important. Due to increasing project complexity, the boundaries are blurring and require a holistic approach. In order to be able to successfully implement IT solutions in companies, it is essential to analyse existing business processes in detail, compare them with best practice approaches in the industry and identify common IT-supported improvement potentials.

The focus of Rödl & Partner's management and IT consulting services is to combine advisory know-how based on industry expertise and many years of experience in SAP and Microsoft technologies. Sustainable success for the client is achieved by the consistent approach of the Plan – Build – Run strategy: From consulting to implementation, application management and operation, Rödl & Partner offers everything from a single source. In a structured advisory, it is important to compare best practices with individual client processes in order to identify competitive advantages and relevant features. IT is THE tool: The digitalisation of suitable business processes gives clients a competitive advantage.

Thanks to the interdisciplinary collaboration with the service lines business process outsourcing, tax consulting, legal and audit – also across borders – an additional decisive added value is created for Mittelstand companies.

Globalisation, digitalisation, machine learning, artificial intelligence – buzzwords whose scope poses major challenges for companies. Specialised knowledge is required everywhere, which affects all areas of the company. In particular, companies can only meet the legal country-specific requirements for accounting and ensure the associated tax compliance with a reliable, competent partner on-site.

The outsourcing of business processes in an increasingly complex world of rules and regulations has become indispensable. Handing over accounting processes to experts is the best, most reliable and ultimately most cost-effective solution available.

Business Process Outsourcing

Furthermore, in times of data protection, data security and anti-money laundering, the safest course of action is to entrust such processes to a company that specialises in this field. Our generalists and specialists work hand-in-hand with you – across borders and disciplines. Our formula for success: We think like our clients and go the entrepreneurial way with them; in all countries in which they operate.

By outsourcing entire business processes, the entrepreneur can concentrate fully on their core business and maximise profits through increased efficiency, dynamic solutions and a leaner, more transparent structure. To meet these challenges, you need a true caring partner who acts without boundaries and frictional losses.

We tailor internal company processes to your requests and requirements. Which business processes should we take over for you at home and abroad? How far do you want to digitalise your book-keeping?

8

TRENDS AND DEVELOP- MENTS

In our opinion, the clear trend towards more specialisation and consolidation will continue with the following consequences. Large competitors will aggressively push into the market of family-owned companies. This will sharpen the price awareness of clients and lead to careful consideration of the price performance ratio. Clients will demand qualified services from top consultants. But the remuneration paid will just be calculated according to the added value we create for our clients.

While a number of companies value the advantages of a single global adviser, at least in one service area, other companies prefer to maintain their own network of top advisers for each area.

Our sector is characterised by a growing complexity which is closely linked to the regulation jungle of business life. The necessity of companies to reduce this complexity can be achieved through a single adviser with a comprehensive wide view of many countries. Corporate management will also continue to be concerned with the identification and management of all types of risks, including tax risks and especially legal risks. A further tendency is that the economic importance of large, well-established family-owned companies will continue to increase.



Large listed corporations will naturally also grow. The strengths of the family-owned companies such as flexibility, orientation to sustainable objectives and the willingness to manage controlled risk with a long-term opportunity of earnings will remain a defining feature compared to a capital market orientation. It is no coincidence that foreign investors are currently primarily interested in German family-owned companies. Advisers with a credible and successful tradition of working with family-owned companies and their owners will benefit from this trend.

Copycats with a multidisciplinary business model and international orientation to German companies are expected to appear, whereby we expect real corporate structures (such as those of Rödl & Partner) will have a clear advantage over informal networks. The pressure on advisers without a global presence will increase. The same is true for the growing need to credibly offer process efficiency solutions supported by IT against an international background characterised by complicated regulations also subject to tax harmonisation.

These trends are not only an important influence on Rödl & Partner. They require in-depth assessment in relation to our internal and external structures. This is true for personnel development just as for the identification of new service lines and the adjustment of our communication.

We regularly supply our clients and potential clients around the world with up-to-date information. This may be with daily reports from our service lines which we make available to them on our website, or the [company briefing](#) which is published regularly or the business magazine “[Entrepreneur](#)”, which we publish 4 times per year.

The key feature: you can easily access all the information 24/7 regardless of where and when – on your computer, tablet or smartphone or also using email.



9

ADDED
VALUE
FOR OUR
CLIENTS

German family-owned companies and groups are expanding internationally through acquisitions and disposals. The disposal and acquisition of a company are complex processes, especially when this involves cross-border transactions and a number of different countries. However, very few companies have their own M&A team that is able to cover all the relevant issues associated with a transaction.

The success or failure of a transaction decisively depends on the choice of the right advisers. Depending on whether you are on the seller's or buyer's side, this could be corporate finance advisers, attorneys, tax consultants and auditors. Corporate finance advisers are usually commissioned by sellers to search for a buyer and manage the structuring of the complete disposal process or by buyers to search for a suitable target company. On the seller's side auditors are frequently asked to carry out a company valuation and reconcile valuation-related issues. Their expertise is routinely required on the buyer's side to check the plausibility of the plans presented and also in connection with financial due diligence. The task of the tax consultant is to optimise the structure of the transaction and the tax burden and furthermore to carry out tax due diligence for the buyer. Attorneys establish a legal structure for the transaction, draw up and negotiate all the associated documents, and carry out legal due diligence for the buyer.

The seller and buyer are therefore faced with the task of finding suitable advisers for services from the numerous providers available on the market. For a purely domestic transaction this may already entail up to four different advisers and in the case of international takeovers the number can be multiplied. The search for the right advisers can be very time-consuming. The process may also be hindered through language barriers, and also – which should not to be underestimated – cultural barriers.

Consulting firms with locations in Germany and other countries are therefore better able to manage international transactions. But often the international services of such firms are limited to a few such as audit and tax consulting, so that the remaining areas have to be covered by other consulting firms. When a suitable adviser has finally been found, the precise scope of the services has to be agreed with the adviser, and in the case of due diligence, the type and language of the report must also be defined.

The ideal situation is therefore when the partner is able to cover all the aspects of a transaction in Germany and international markets and is also able to coordinate the complete project in consultation with the client.

Avoiding frictional losses and duplications

Rödl & Partner is the only professional services firm worldwide with own offices in nearly all relevant markets and is able to deliver all services required for company transactions at all of its locations. In order to ensure that the client is not required to coordinate with multiple contact persons, each project is allocated a project coordinator, the so-called “caring partner”. Depending on the services required for the respective project, consultants, attorneys, tax consultants or auditors are involved. The caring partner most importantly ensures the fine-tuning of the transaction process while taking the entrepreneurial decisions of the client into account. This may also result in a recommendation not to undertake the takeover, should, for example, disadvantageous knowledge come to light in the course of due diligence. The caring partner firstly organises the submission of an international offer for all of the services to be provided by Rödl & Partner in the course of the transaction involving attorneys, tax consultants, auditors and consultants.

The caring partner also ensures that the schedule for the transaction is maintained and that the reporting structure is consistent and integrated. They clarify the exact extent of the examination with the client in the respective countries. The objective is a targeted completion of audits. Regardless of the size of the country and the extent of the budget for the transaction, the Rödl & Partner colleagues at the local level apply themselves with the same level of thoroughness. At least one colleague is always able to speak German and this brings down language barriers. On the request of the client reports and documents can also be drawn up in German. Our advisers are familiar with the locally prevailing legal, tax and economic conditions and are also able to assess the effects, for example, of the choice of the legal form on the buyer's side in Germany

Staying on a transparent course

The caring partner also ensures that the agreed budget is not overrun. They regularly check compliance with the budget and report back to the client. If there is a chance that the budget will be exceeded, the client is immediately informed, avoiding an unpleasant surprise at the end of the day. This gives the client planning and cost security.

These circumstances also apply for the support provided on the seller's side, when, for example, in the course of the company succession the owner disposes of their life's work and also for the buyer's side when, for example, a company acquires a competitor, enters new international markets or plans to use an acquisition to gain important expertise. Our special knowledge of owner-managed companies, our interdisciplinary approach and our ability to manage cross-border transactions are therefore in demand.

The following exemplary case illustrates the services provided by Rödl & Partner in the course of an M&A transaction. A large mechanical engineering company with international operations approached us with the request for support in the acquisition of companies. Our client planned to simultaneously expand in a number of international markets and had already considered various different cooperation partners and competitors. They did not wish, however, for reasons of confidentiality, to approach these parties on their own account. Furthermore, other potential companies were to be identified. The task of Rödl & Partner was initially to approach the already identified companies and establish their willingness to sell. In a further step, additional companies were to be found where the respective shareholders were inclined to sell for a reasonable price.

International target search

Our corporate finance specialists elaborated a strategy which included the corresponding target profile. In close consultation with our offices they found what they were looking for. In Poland an opportunity arose to take over a longstanding cooperation partner which was well-represented in Eastern Europe and which also, due to the unfavourable economic environment in Russia, Ukraine and other Eastern European states was urgently seeking a strong partner. Then came a German group which in the course of restructuring planned to dispose of a subsidiary in the USA with production locations in China and Thailand. An insolvent competitor in Germany with sales offices in a number of Western European countries was also on the short list.

All further activities in the course of the transactions including the contract negotiations were executed by Rödl & Partner. In consultation with our international offices, the caring partner assembled an effective team to enable efficient management of the project.

In the case of our mechanical engineering company, the identification of the potential companies to be acquired was followed by complex financial, tax and legal due diligences involving a total of 16 jurisdictions and the drawing up of the contract documentation including the contract negotiations. At the same time our corporate finance specialists entered into negotiations with a banking consortium concerning the financing structure. The due diligence reports, all drawn up in German according to a uniform reporting structure, in the end proved to be the basis for a positive financing decision on the side of the banks. Due to the difficult situation regarding employment law of the Polish company, the main areas of the company were acquired in an asset deal and in particular the expertise and production capacity in the area of mechanical engineering. It was possible to engage the technical personnel within the framework of the employment regulations.

For the group subsidiary in the USA the shareholders opted for a share deal to fully acquire the company. No liability risks were identified in the course of due diligence.

The takeover of the crisis-ridden company, on the other hand, was broken off after the due diligence process. The customer base firstly proved hardly to be reliable and in addition important patents, being an important asset of the company, had expired.

In the course of managing transactions there are often surprising moments or a crisis. An important factor for international deals is the exchange rate risk. Takeovers in the USA may lose their viability when in the short-term the costs increase by 20 % due to a fall in the euro. This was taken into consideration in the course of contract negotiations by fixing the purchase price in euros in the contract.

Satisfied clients

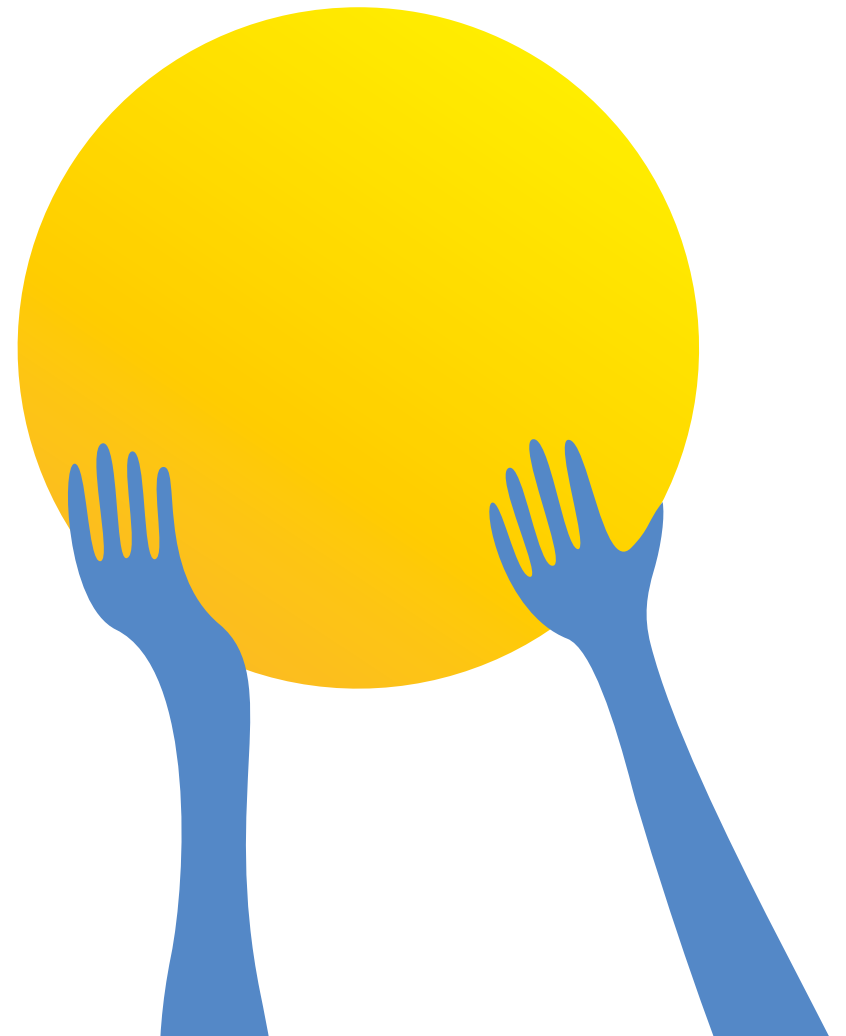
Two parallel takeovers with assets in a total of 16 countries organised by a single services provider require a strong conductor to manage the choir of consultants and auditors and achieve success together. At Rödl & Partner this is ensured by the caring partner. They assemble the appropriate teams in the respective countries, define the scope of the respective audit and make sure that the client receives uniform reports. Furthermore, the caring partner is responsible for meeting the agreed budget and routine reporting. This removes language barriers as the professionals at all Rödl & Partner offices speak German and in particular the due diligence reports can be drawn up in German. The client is



largely relieved from time-consuming and cost-intensive organisational duties such as the search for consultants in other countries and their coordination and can instead fully concentrate on the strategic areas usually associated with a company transaction.

The signing of the contract is not the conclusion of the takeover. The post-merger integration frequently requires restructuring and measures involving employment law. In addition, a control structure and management structure have to be developed for the new group companies abroad. The preparation for these steps can already be undertaken in the context of the transaction. This allows us to create added value for the client which is over and above that achieved by just the company acquisition.

Advisory services for more than 250 successful transactions each year are the confirmation that our approach is the right way to further the interests of our clients.



10

PROFESSIONAL MANAGEMENT

Rödl & Partner is operatively and strategically managed by our 7 Managing Partners (short profiles of their career background are shown on the following pages):

They determine our business policy guidelines. Their responsibilities also include our service lines, local presence, internal service units and all the Rödl & Partner offices worldwide. At a local level the heads of our offices and business areas establish the brand and services of Rödl & Partner.

The career paths in our organisation are as individual as the people and the responsibility within our firm varies from area to area. Our career model is intentionally flexible and leaves room for specialised disciplines and different phases of working life. That is why there is no time definition of when a career stage has to be reached.

There is, however, a uniform basis for professional development. In 4 stages, the required expertise and responsibility are built up step by step: from the employee, to the Senior Associate, to Associate Partner, and finally to Partner. As the level of experience increases, with deeper integration in the information flow and

decision-making processes so does the prospect – with a good track record – of becoming a Partner.

The criteria for Partners are correspondingly valid to a lesser degree for Associate Partners and Senior Associates. Associate Partners already take on management tasks as project managers. They build up their special area of operations and thereby develop their internal and external reputation. They participate to win new clients and cultivate the market. Associate Partners are predestined for critical career steps such as the founding of a new office or assuming responsibility for a business area in an office or a country. This is where the course is set for the person to become a Partner and so at this stage we take special care to individually promote and assess entrepreneurial expertise.

Senior Associates take on expert management tasks as new project leaders and have regular contact with clients. They build up their special area of operations and thereby develop their internal and external reputation.

This is because the success of Rödl & Partner is based on the commitment of colleagues with excellent professional qualifications who seek entrepreneurial freedom and welcome entrepreneurial responsibility. This commitment is rewarded with the official invitation to become a Partner.



PROF. DR. CHRISTIAN RÖDL

*LL.M. (Columbia University, New York), Attorney at Law (Germany),
Certified Tax Consultant (Germany)
Managing Partner and Chairman of the Management Board*



Prof. Dr. Christian Rödl advises family businesses and their owners mainly on cross-border structures of business groups and private assets as well as on company succession and estate planning.

He is an honorary professor of the law and business school of the University Erlangen-Nuremberg and gives lectures on company succession and international tax planning. In this field he is an author and publisher of numerous books and professional papers.

Prof. Dr. Rödl completed his law degree and practical training in Würzburg, Caen (Normandy), Nuremberg, Paris and New York (LL.M. Columbia University). He firstly worked as a junior notary in Bavaria (Latin notary system). After that he took up service with a large American law firm. In 1999 he joined Rödl & Partner. Prof. Dr. Rödl is a member of numerous committees, supervisory boards and foundation boards. He is Vice President of the Chamber of Industry and Commerce Nuremberg for Middle Franconia.

In the past Prof. Dr. Christian Rödl was repeatedly invited by the finance committee of the German Bundestag as an expert on legislative procedures in tax law.

Independent experts appointed by the WirtschaftsWoche and Handelsblatt business magazines have respectively voted Prof. Dr. Christian Rödl for the third time among the top 26 German advisers for international tax law / corporate tax law (WiWo, issues 32/2020, 23/2015 and 47/2010).

Äußere Sulzbacher Straße 100
90491 Nuremberg
Germany

T + 49 911 9193 1000
[Send inquiry](#)



RENATA KABAS-KOMORNICZAK

Certified Tax Consultant (Poland)
Managing Partner

Renata Kabas-Komorniczak supports investors in the organisation of accounting departments and global shared service centers. She leads projects on process acceleration, process change, digitalisation, compliance, tax planning and data protection.

Ms. Kabas-Komorniczak graduated from the University of Warsaw (Law and Administration), the British Centre for European and English Law Studies and the American School of Law (University of Florida). She has also completed doctoral studies in economics and has been a member of the National Chamber of Tax Advisers in Poland since 2001.

She gained her professional experience in international and Polish law and tax advisory firms before joining Rödl & Partner in 2004, initially as head of BPO and tax declaration in Warsaw. She is the author of many books / publications on tax law and social security and has been involved in the preparation of expert opinions on tax law for the Sejm of the Republic of Poland. She has also worked as Interim Finance Manager for production and IT companies and implemented financial modules of ERP systems.

ul. Sienna 73
00-833 Warszawa
Poland

T + 48 22 6962 800
[Send inquiry](#)



DR. ALEXANDER KUTSCH

*Attorney at Law (Germany), Specialist Lawyer for Tax Law, Certified Tax Consultant (Germany)
Managing Partner*



Dr. Alexander Kutsch advises companies and investors on national and international corporate transactions (Mergers & Acquisitions), corporate reorganisations, succession planning and corporate financing. He has notable experience advising international family businesses.

He completed his studies and subsequently a Doctorate of Law at the University of Freiburg, which included a period abroad in the UK. He was also admitted as a tax consultant in 2011. In October 2012 Dr. Alexander Kutsch joined Rödl & Partner, where he became head of the legal and tax law practice in Baden-Wuerttemberg. He has been a member of the Management Board since January 2024 and is responsible for global legal advisory.

Dr. Alexander Kutsch has been repeatedly recognised as an adviser in prestigious rankings. In 2023, Handelsblatt and Best Lawyers listed him as one of Germany's best lawyers in tax law.

He lectures on current developments in corporate law and is the author of numerous publications on corporate law. From 2012 to 2016 Dr. Alexander Kutsch was a lecturer for corporate succession and European law at the University of Applied Sciences for Economics and Management (FOM).

He is involved in several professional organisations, including the advisory board of the International Fiscal Association.

Friedrichstraße 6
70174 Stuttgart
Germany

T + 49 711 7819 144 65
[Send inquiry](#)



NICOLA LOHREY

*Attorney at Law (Germany), Avocat à la Cour
Managing Partner*

Nicola Lohrey has many years of experience in supporting German and French companies in their expansion at home and abroad. She specialises in matters relating to German-French corporate and commercial law, particularly in the context of restructuring projects, advising and assisting clients in negotiations and complex international projects and the acquisition of investors from the German-speaking area in France.

She studied law and completed her legal clerkship in Osnabrück, Paris and Geneva. Ms. Lohrey began her professional career with a leading Anglo-Saxon professional services firm, where she was responsible for the development of German-French legal advisory. In 2010 she additionally took over the management of all services of this firm for France, Luxembourg and the Maghreb countries for companies from Germany, Switzerland and Austria.

Ms. Lohrey is a member of the Legal Committee of the Franco-German Chamber of Industry and Commerce in Paris. She publishes and conducts studies on the Franco-German economy and participates actively in discussions on business law topics.

24-26 rue de la Pépinière
75008 Paris
France

T + 33 1 5692 3125
[Send inquiry](#)



DR. FELIX MADEJA

*Certified Tax Consultant (Germany)
Managing Partner / Chief Financial Officer*



As Chief Financial Officer of Rödl & Partner, Dr. Felix Madeja has been in charge of finances and taxes since 2020. Starting in 2021, he successfully continued the digital transformation with the implementation of an ERP system for the finance area. In addition and since 2022, he has been responsible for Human Resources and Operations, as well as Risk Management and Insurance.

Dr. Felix Madeja studied business administration and earned his doctorate at the Friedrich-Alexander University of Erlangen-Nuremberg. Before joining Rödl & Partner, he impressively demonstrated his skills in many successful advisory projects.

In August 2015, Dr. Felix Madeja joined Rödl & Partner as head of the internal tax department. He was in charge for it until the end of 2019 and has developed it accordingly. During this time, he in particular oversaw the introduction of further tax ICS processes. He is a member of the Management Board since 2022.

Dr. Felix Madeja is also member of the Executive Board of the Nuremberg Chamber of Tax Advisors since 2019. As part of his function, he is active in various committees. In addition, he has strengthened the Management Advisory and Business Administration Committee at the level of the Federal Chamber of Tax Advisors since 2020.

Äußere Sulzbacher Straße 100
90491 Nuremberg
Germany

T + 49 911 9193 1010
[Send inquiry](#)



MARTIN WAMBACH

*Certified Public Auditor (Germany), Certified Tax Consultant (Germany), IT Auditor IDW (Germany)
Managing Partner*

Martin Wambach, auditor (Germany), tax advisor (Germany), IT-Auditor IDW, audits and advises internationally active companies in the areas of strategic corporate development, digital transformation, and governance, risk, and compliance management. Further areas of work include IT security, artificial intelligence, and sustainability (CSR).

In 1992, Martin Wambach moved from a large international auditing firm to Rödl & Partner and has been a member of the management board since 1998. He is responsible for the service line worldwide audit and is Managing Director of the GPSA – German Professional Services Alliance, Rödl & Partner's global cooperation partner management.

Martin Wambach has been a member of the Board of Directors of the Institute of Public Auditors in Germany (IDW) since 2019 and a member of the Advisory Board of Solon X, a digitalization initiative of the IDW, since 2022. In addition, he is on the Presidium of the Association for Latin America (LAV) as well as Vice Chairman of the Institute of Auditors in Germany (IDR). In March 2021, he was appointed by the 3rd Committee of Inquiry of the German Bundestag (19th legislative period) as special investigator to clarify the Wirecard accounting scandal. He is an honorary judge in professional court proceedings under the German Auditors' Code before the Berlin Regional Court. As an author, Martin Wambach has published numerous papers in the areas of international corporate governance, digitalization, and CSR.

Kranhaus 1, Im Zollhafen 18
50678 Cologne
Germany

T + 49 221 9499 091 00
[Send inquiry](#)



DR. HANS WEGGENMANN

Certified Tax Consultant (Germany)
Managing Partner



Dr. Hans Weggenmann has been head of tax consulting at Rödl & Partner for 10 years. During this time, he has built up and expanded the advisory practice in a broad range of consulting fields, so that advisory services are available in virtually all specialist disciplines of tax consulting, be it for transactions, corporate succession, complex restructurings or in the area of value added tax. The digital transformation of the advisory solutions is also at the centre of attention. He accompanies a multitude of mostly international tax structuring projects. Well-known internationally successful companies and their owners appreciate not only his support as a „trusted advisor“ in tax matters, but also in complex issues.

Dr. Weggenmann has been working for Rödl & Partner since 2003. In 2011, he took over as head of the tax consulting service line and in 2015 he was appointed to the firm's management board. His doctorate in 2002 was awarded with several prizes and is still considered a reference work on partnerships in international tax law.

He comments among others in Wassermeyer, DBA, Wassermeyer / Schnittker / Richter on international partnerships and is the editor of an online commentary on reorganisation tax law.

Dr. Weggenmann is a member of the presidium of the Bavarian section of the International Fiscal Association (IFA), a member of the tax committee of the Institute of Auditors (IDW), advisor to tax organisations and lecturer at universities.

Äußere Sulzbacher Straße 100
90491 Nuremberg
Germany

T + 49 911 9193 1050
[Send inquiry](#)



PROFITABLE GROWTH

Since the founding of Rödl & Partner more than 40 years ago, the firm has always taken care to find the balance between stable growth and sustainable profits. As a result the annual volume of fees has now risen to 663.1 million euros (10 years ago the figure was 298.6 million euros). Throughout these years the surpluses have served to promote the productive development of Rödl & Partner and finance our expansion.

Even in the years of the economic crisis in 2008 and 2009 our strength was evident, whereby the diversification of our range of services and our close links to robust client companies brought considerable benefits.

We will remain on this course. In the next 3 to 5 years we plan to further increase growth and revenues, whereby special attention will be paid to profitability, taking cost pressures into account.

Apart from that, we cannot ignore the continuous disrupting fire from the financial markets and social-political disruptions. In the meantime, the resulting vulnerability of the economic system is clear to most analysts. This signal indicates the importance of awareness when taking entrepreneurial decisions – for us and our clients.

Rödl & Partner has mainly achieved its current business volume through organic growth. Acquisitions have remained the exception. We will continue with this policy, but at the same time examine any opportunities which arise and exploit them as the case may be. This is valid for the countries and locations where we are already represented and also in future for new regions.

In Germany Rödl & Partner has now reached a size which allows the quick integration of manageable units or teams as and when they are needed. The same is true for our strong Central and Eastern European countries such as Poland, the Czech Republic as well as for China, Italy and the USA.

The success of Rödl & Partner in Germany remains the crucial driving force. Here we still see enormous potential with 1,000 or

more large German companies, as yet mainly unlisted, which are global leaders in their field and also 1,000 or more other companies which today already count as leading companies.

We are also absolutely convinced that there are approx. 5,000 further German and European companies to which Rödl & Partner would fit excellently with its services.

We will make every effort to consistently expand our expertise in additional industrial fields. Our experience shows that clients especially value a systematic approach, technical expertise and in particular specialist knowledge from the respective sector. The diversity of our clients must also be reflected by our multidisciplinary business areas and industry expertise.

In this respect, we are already excellently established in the areas of automotive, mechanical engineering, water, renewables/energy, public transport, real estate, unit trusts, social economy, food, IT industry and trade.

The main scope of our expansion is based on foreign investments made by German companies. In other words, our international presence is primarily determined by the corresponding activities of our (German) clients. Accordingly, the region of South-East Asia and other emerging markets will play a vital role in our further expansion. Africa also has significant potential.

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OUR LOCATIONS

Rödl & Partner aims to offer a full range of service lines at all locations. This represents our general policy, but is not a dogma. This is also not possible because we are pursuing the objective of using special services to serve attractive local market niches. Our local presence, i.e. to be there where our clients are, ensures our closeness to the respective client, which is good for everybody. This is also true with regard to our international presence whether in Atlanta, São Paulo, Helsinki, Canton / Guangzhou, Budapest, Warsaw, Yangon, Johannesburg or Bielefeld.

Nevertheless we will keep on pursuing the concept of maintaining key attractive German locations (Hamburg, Eschborn, Frankfurt, Nuremberg, Stuttgart and Munich). This allows us to underline our efficient closeness to clients in Germany. These offices will continue to play an important role due to their geographical location. We will further strengthen them.

Our colleagues in Nuremberg and all our other locations are excellent caring partner of the Rödl & Partner brand. True to our “one face to the client” approach our clients have just one contact person, regardless of where the support comes from. Clients also know who the head of the respective office is.

In the establishment of new offices we exercise caution. Therefore, we only open a new office when we can ensure a high service quality for clients. We are also guided by the principle of being one step ahead of the majority of our clients, i.e. to provide services where there is a need or potential.

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THE OPEN TO THE WORLD HOME FOR ENTREPRE- NEURIAL PERSONALITIES WITH TEAM SPIRIT

Our operational success depends on the commitment of our colleagues. They recognise and exploit the many different opportunities to develop which our firm offers, in an attractive and varied environment. Teamwork and early assumption of responsibility for decisions are a must in our organisation and at the same time perfectly natural. As one of the most exciting firms in its field we support new ideas and create space for their implementation.

We are interested in long-term business connections and long-term employee relationships. At Rödl & Partner everyone should feel at home. This is true for aspects such as the promotion of health and sport activities and also the way we treat each other. Our employment contracts therefore include our “The 10 Rules of Good Corporate Governance at Rödl & Partner”. As one of the leading global providers of multidisciplinary professional services our firm adheres closely to professional ethics. For example, when accepting new mandates we value strict due diligence rules as an important asset. “The 10 Rules of Good Corporate Governance at Rödl & Partner” document these guidelines together with the understanding of social responsibility and respect. In addition, there are our “Leadership Principles”.

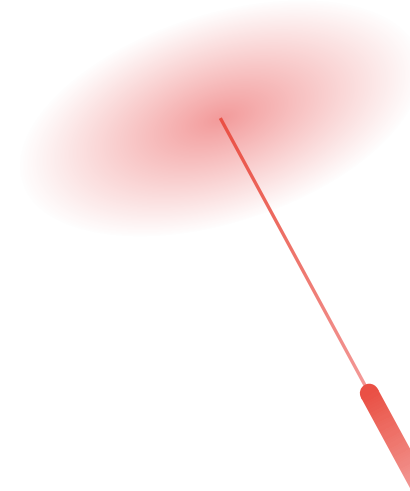
We will stick to our principles to rank personal responsibility above complex bureaucracy such as staff rules. This promotes our concept of entrepreneurial thinking combined with a social conscience. At all our locations there are colleagues who are fully aware of their role in society. We are proud of that.

The central point of everything we do is concerned with the sustainable, long-term safeguarding of the firm by giving special attention to clients. We understand that this goes far beyond the usual definition of business relations. It rather means the nurturing of reliable partnerships similar to those we maintain internally with our colleagues.

Constructive cooperation completely devoid of discrimination is our top priority. This also includes the reconciliation of career and family. We also subscribe to the advancement of women, the principle of further qualification, the opening of play areas for children, flexible working hours and parental leave for fathers, etc. Based on a culture of openness and flexibility we strive to find the best possible individual solution.

Our efforts to attract the best minds also include the Rödl & Partner employee foundation, programs and initiatives in employer branding (university marketing, scholarships, talent fairs, etc.).

Extensive information is also available at our career portal at www.roedl.com.





Rödl & Partner
Äußere Sulzbacher Straße 100
90491 Nuremberg

We are looking forward to your visit!
www.roedl.com