

EXECUTIVE MANAGEMENT MEETINGS / AGENDA*

08:45 – 09:00	REGISTRATION	12:30 – 13:15	LUNCH
09:00 – 09:20	WELCOME & INTRODUCTION OF THE PARTICIPANTS <ul style="list-style-type: none"> • Overview of today's programme & agenda • Short round of introductions of the participants 	13:15 – 14:30	TAX STRATEGIES FOR ASSOCIATED COMPANIES <ul style="list-style-type: none"> • Tax optimization of the corporate structure (do's and don'ts) • Transatlantic tax optimization - avoid tax traps! • Stumbling blocks: Remote services and remote work (company and employee taxation) • Caution: Exit tax in the event of relocation of functions and/or transfer of shareholders • Need for action in the area of transfer pricing
09:20 – 09:40	LEGAL DO'S AND DON'TS – AN OVERVIEW <ul style="list-style-type: none"> • Liability issues • USA - 50 States • Human Resources • Assembly & Equipment 	14:30 – 15:15	MERGERS & ACQUISITIONS <ul style="list-style-type: none"> • Overview and introduction to Mergers & Acquisitions • Phases of a transaction • Important clauses in the letter of intent • Locked-box vs. closing accounts • Enterprise value vs. equity value • Special case: Acquisition of an insolvent company (Chapter 7 and Chapter 11, expiry of a 363 sale)
09:40 – 10:30	CONTRACT MANAGEMENT <ul style="list-style-type: none"> • Correct contract management • Limitation of liability – Contractual examples • Indemnities • Individual provisions • Securing purchase price claims 	15:15 – 15:45	GREENFIELD INVESTMENTS / SITE SELECTION <ul style="list-style-type: none"> • Why choose a location? • Qualitative location criteria • Economic development • The site selection process
10:30 – 11:00	RISK MANAGEMENT / PRODUCT LIABILITY <ul style="list-style-type: none"> • What is product liability, who is affected? • Strict Liability • Risk management and prevention • PH relevant documents • Content, structure of manuals & adaptation • Technical standards & certifications • Warnings 	15:45 – 16:00	TEA BREAK
11:00 – 11:15	COFFEE BREAK	16:00 – 16:45	EMPLOYMENT / HUMAN RESOURCES, US EMPLOYMENT CONTRACTS <ul style="list-style-type: none"> • Basic principles • Drafting of contracts • No discrimination • Social Security & Expats • 50 States of America – Legal issues • Pseudo self-employment • Current topics
11:15 – 11:45	CORPORATE GOVERNANCE / PIERCING OF THE CORPORATE VEIL <ul style="list-style-type: none"> • Corporate governance? • Pitfalls • Officer & Board Functions • Documentation obligations in the Minute Book • Avoiding the personal liability of officers & directors • Avoidance of liability for passing through • Correct financial governance 	16:45 – 17:15	THE US CIVIL PROCESS <ul style="list-style-type: none"> • Arbitration vs. Litigation • Choice of Law • Discovery proceedings • Costs
11:45 – 12:30	INSURANCE /-RISK MANAGEMENT TOOLS <ul style="list-style-type: none"> • Certificate of Insurance (COI's) and Additional insured status • Product liability / classification / foreign umbrella / high deductible / defense costs outside the limits • German master policies as umbrella over US local paper • Primary market versus Excess & Surplus (E&S) • Workers comp – experience mod – high deductible program • Bonds – of balance letter of credits • Automobile – composite rates – nuclear verdicts • D&O / Employment Practises Liability (EPL) • Property – wind / flood / EQ • Cyber • Benefits: self insured versus fully insured – stop loss – pharmacy programs 	17:15 – 18:00	COMPLIANCE <ul style="list-style-type: none"> • Compliance: USA & Germany • Data transfers • Cartel law • Kickbacks • Compliance Management Systems (CMS): Risk Minimization
		18:00 – 18:10	FEEDBACK FROM PARTICIPANTS
		18:10 – 19:10	COCKTAIL RECEPTION / NETWORKING / QUESTIONS & FAREWELL

DEVELOPMENT
OF US BUSINESS



INSURANCE



COMPLIANCE



TAX
STRATEGIES



CORPORATE RISK
MANAGEMENT



M&A
US TAXES

Rödl & Partner

INSURANCE



RECRUITMENT

