

Master International Management
International Law & Compliance

Case Study 3: Letter of Intent

Facts: Black Jack Financial Investors plc is a company based in Dublin, Ireland (hereinafter also „Black Jack“). Black Jack intends to acquire a qualified majority of the shareholding in Pik Dame Asset Management GmbH & Co. KG, a company based in Eschborn, Germany (hereinafter also the „Target“). The Target has two 50% shareholders, Eva Müller and Adam Müller (hereinafter also the „Shareholders“). Both Shareholders are also Managing Directors (*Geschäftsführer*) of the Target. Two years after the acquisition of the qualified majority in the Target Black Jack intends to acquire the remaining shares in the Target in order to hold 100% of the shares in Pik Dame Asset Management GmbH & Co. KG. During this intermediate period of two years Eva Müller and Adam Müller shall remain Managing Directors, however, Black Jack intends to appoint also a new Managing Director. Black Jack and the Shareholders already agreed on this structure and a consideration of EUR 10,000,000.00 for the Target. The intended transaction shall follow the usual structure and shall be carried out as soon as possible. The CEO of Black Jack asks Black Jack’s German advisor to draft a Letter of Intent.

Assignment: Please draft the requested Letter of Intent!