

Master International Management
International Law & Compliance

Case Study 6: Formation of a GmbH

Facts: A Dutch BV intends to set up a GmbH as a wholly owned subsidiary in Hamburg. The management of the BV wants to know which steps have to be taken to set up a GmbH in Germany in terms of documentation, legal requirements and registration formalities. Furthermore, the Dutch management wants to keep the complete process as efficient as possible (e.g. the members of the board of the BV would prefer not to travel to Germany). One director suggests to acquire a shelf company, but the director is not sure whether this is a good idea.

Assignment: Please explain the Dutch management the process of setting up a GmbH in Hamburg based on the German Limited Liability Company Act, in particular line out which documents need to be prepared and which legal requirements have to be fulfilled. Please do also discuss whether it makes sense to acquire a shelf company.