

**Master International Management**  
**International Law & Compliance**

**Case Study 7: Restructuring of Companies**

**Facts:**

1. A-GmbH is planning an IPO. Since a GmbH cannot be listed the company has to be transferred into a AG. The management of the GmbH is wondering how this could be done legally.
2. X-AG holds all shares in „Silent GmbH“ which does not carry out any business anymore (dormant company). How could X-AG „eliminate“ the „Silent GmbH“?
3. Y-AG has two business lines regular cars and sports cars. The management of Y-AG wants to sell the sports car business since this is not anymore part of its core business. How could this sale and transfer be carried out?

**Assignment:** Please answer the following questions (vis-à-vis all three fact patterns):

1. How could the three intended measures be carried out without the German Transformation Act (ohne Anwendung des Umwandlungsgesetzes/UmwG)?
2. How could the three intended measures be carried out on basis of the German Transformation Act (UmwG)?
3. Imagine in fact pattern 2 the dormant company would be a partnership, which alternative of closing down the silent company would that open?