Contents

Introd	uction	1
Part 1:	Introduction to Limited Liability Company Law and Stock	•
	Corporation Law	3
Α.	The Limited Liability Company	3
	I. Introduction	
	II. Formation	4
	III. Legal Position of the Shareholders	19
	IV. Transfer of Shares	29
	V. Shareholder Meeting	31
	VI. Management of the Company	38
	VII. Supervisory Board and Codetermination	48
	VIII. Financial System	52
	IX. Dissolution and Liquidation of the Company	66
	X. Limited Partnership with a <i>GmbH</i> as the Personally Liable	
	Shareholder (GmbH & Co. KG)	68
В.	Stock Corporation	71
	I. Introduction	71
	II. Overview	72
	III. Formation	76
	IV. Legal Position of the Shareholders	89
	V. Constitution of the AG	98
	VI. Financial System	170
	VII. Dissolution and Liquidation of the Company	197
	VIII. Accounting	201
	IX. Group of Companies	207
	X. Listed Companies	218
C.	Taxation of German Limited Liability Companies and Stock	
	Corporations	227
	I. Income Taxes	227
	II. Other Taxes	229
	Relevant Statutes	231
Α.	Limited Liability Company Act	231
В.	Stock Corporation Act	294
Appen	dix 1: Comparison between the Legal Forms of an AG and a GmbH	559
	dix 2: Glossary	569



Detailed Table of Contents

A. The Limited Liability Company I. Introduction 1. The Significance of Limited Liability Companies in the German Business World 2. Structure and Corporate Bodies of the GmbH II. Formation 1. Steps of Formation 2. Overview 3. Overview 4. Ohardicles of Association 5. Contents 6. Contents 7. Oppointment of Managing Directors 8. Ohappointment of Managing Directors 9. Oppointment of	Introd	uction)
A. The Limited Liability Company 1. Introduction 1. The Significance of Limited Liability Companies in the German Business World 2. Structure and Corporate Bodies of the GmbH II. Formation 1. Steps of Formation a) Overview b) Articles of Association aa) Execution bb) Shareholders cc) Contents c) Appointment of Managing Directors d) The Raising of Capital (Cash Formation/Formation Through Contributions in Kind) aa) Cash Formation bb) Formation Through Contributions in Kind e) Application with the Commercial Register aa) General Requirements bb) Special Requirements bb) Special Requirements in Case of Contributions in Kind cc) Liability for False Information f) Examination by the Register Court g) Registration 1. Simplified Formation 2. Single-Shareholder Formation 3. Nominee Formation 1. Simplified Formation of an Entrepreneur Company (UG) 6. Shelf Companies 7. Hidden Contributions in Kind 8. Pre-Registered Company a) Legal Nature b) Internal Relations c) External Relations d) Liability of the Company and the Shareholders e) Liability of the Persons Acting f) Principles Regarding Defective Companies 1. Membership Rights and Membership Duties 2. Membership Rights 2. Distinction between Membership Rights and Special Rights 2. Distinction between Membership Rights and Special Rights 2. Singles Shareholders 3. Distinction between Membership Rights and Special Rights 2. Second Scale	Part 1:	Introduction to Limited Liability Company Law and Stock	
A. The Limited Liability Company 1. Introduction 1. The Significance of Limited Liability Companies in the German Business World 2. Structure and Corporate Bodies of the GmbH II. Formation 1. Steps of Formation a) Overview b) Articles of Association aa) Execution bb) Shareholders cc) Contents c) Appointment of Managing Directors d) The Raising of Capital (Cash Formation/Formation Through Contributions in Kind) aa) Cash Formation bb) Formation Through Contributions in Kind e) Application with the Commercial Register aa) General Requirements bb) Special Requirements bb) Special Requirements in Case of Contributions in Kind cc) Liability for False Information f) Examination by the Register Court g) Registration 1. Simplified Formation 2. Single-Shareholder Formation 3. Nominee Formation 1. Simplified Formation of an Entrepreneur Company (UG) 6. Shelf Companies 7. Hidden Contributions in Kind 8. Pre-Registered Company a) Legal Nature b) Internal Relations c) External Relations d) Liability of the Company and the Shareholders e) Liability of the Persons Acting f) Principles Regarding Defective Companies 1. Membership Rights and Membership Duties 2. Membership Rights 2. Distinction between Membership Rights and Special Rights 2. Distinction between Membership Rights and Special Rights 2. Singles Shareholders 3. Distinction between Membership Rights and Special Rights 2. Second Scale		Corporation Law	3
1. The Significance of Limited Liability Companies in the German Business World 2. Structure and Corporate Bodies of the GmbH II. Formation 4. Steps of Formation 3. Overview 4. Articles of Association 5. Saa Execution 6. Shepintement of Managing Directors 7. Contents 8. Contents 8. Contents 9. Appointment of Managing Directors 9. Appointment of Managing Directors 9. Through Contributions in Kind 9. Application with the Commercial Register 9. Application with the Commercial Register 9. Special Requirements 9. Shepical Requirements 9. Segistration 10. Single-Shareholder Formation 11. Simplified Formation 12. Single-Shareholder Formation 13. Nominee Formation 14. Simplified Formation 15. Formation of an Entrepreneur Company (UG) 16. Shelf Companies 17. Hidden Contributions in Kind 18. Pre-Registered Company 19. Legal Nature 19. Internal Relations 10. Liability of the Company and the Shareholders 10. Liability of the Company and the Shareholders 11. Legal Position of the Shareholders 12. Membership Rights and Membership Duties 13. Membership Rights 14. Distinction between Membership Rights and 15. Special Rights 16. Shepides 17. Membership Rights 18. Distinction between Membership Rights and 18. Special Rights 19. Distinction between Membership Rights and 19. Special Rights 10. Second Rights 10. Special Rights 10. Specia	A.	The Limited Liability Company	3
German Business World 2. Structure and Corporate Bodies of the GmbH II. Formation 1. Steps of Formation a) Overview b) Articles of Association aa) Execution bb) Shareholders cc) Contents c) Appointment of Managing Directors d) The Raising of Capital (Cash Formation/Formation Through Contributions in Kind) aa) Cash Formation bb) Formation Through Contributions in Kind e) Application with the Commercial Register aa) General Requirements bb) Special Requirements in Case of Contributions in Kind cc) Liability for False Information f) Examination by the Register Court g) Registration 2. Single-Shareholder Formation 3. Nominee Formation 4. Simplified Formation 12 4. Simplified Formation 13 7. Hidden Contributions in Kind 8. Pre-Registered Company a) Legal Nature b) Internal Relations c) External Relations d) Liability of the Persons Acting f) Principles Regarding Defective Companies 9. Overview: The Formation of a GmbH III. Legal Position of the Shareholders 1. Membership Rights and Special Rights 20 20 20 20 21 22 23 24 25 26 27 28 28 29 20 20 20 20 21 21 21 22 23 24 25 26 26 26 27 28 29 20 20 20 20 20 20 20 20 20		I. Introduction	3
German Business World 2. Structure and Corporate Bodies of the GmbH II. Formation 1. Steps of Formation a) Overview b) Articles of Association aa) Execution bb) Shareholders cc) Contents c) Appointment of Managing Directors d) The Raising of Capital (Cash Formation/Formation Through Contributions in Kind) aa) Cash Formation bb) Formation Through Contributions in Kind e) Application with the Commercial Register aa) General Requirements bb) Special Requirements in Case of Contributions in Kind cc) Liability for False Information f) Examination by the Register Court g) Registration 2. Single-Shareholder Formation 3. Nominee Formation 4. Simplified Formation 12 4. Simplified Formation 13 7. Hidden Contributions in Kind 8. Pre-Registered Company a) Legal Nature b) Internal Relations c) External Relations d) Liability of the Persons Acting f) Principles Regarding Defective Companies 9. Overview: The Formation of a GmbH III. Legal Position of the Shareholders 1. Membership Rights and Special Rights 20 20 20 20 21 22 23 24 25 26 27 28 28 29 20 20 20 20 21 21 21 22 23 24 25 26 26 26 27 28 29 20 20 20 20 20 20 20 20 20		1. The Significance of Limited Liability Companies in the	
2. Structure and Corporate Bodies of the GmbH II. Formation 1. Steps of Formation a) Overview b) Articles of Association aa) Execution bb) Shareholders cc) Contents c) Appointment of Managing Directors d) The Raising of Capital (Cash Formation/Formation Through Contributions in Kind) aa) Cash Formation bb) Formation Through Contributions in Kind e) Application with the Commercial Register aa) General Requirements bb) Special Requirements in Case of Contributions in Kind cc) Liability for False Information f) Examination by the Register Court g) Registration 2. Single-Shareholder Formation 1. Simplified Formation 4. Simplified Formation Proceedings 5. Formation of an Entrepreneur Company (UG) 6. Shelf Companies 7. Hidden Contributions in Kind 8. Pre-Registered Company a) Legal Nature b) Internal Relations c) External Relations c) External Relations d) Liability of the Persons Acting f) Principles Regarding Defective Companies 1. Membership Rights and Membership Duties 2. Membership Rights a) Distinction between Membership Rights and Special Rights 20		German Business World	3
II. Formation 1. Steps of Formation a) Overview b) Articles of Association aa) Execution bb) Shareholders cc) Contents c) Appointment of Managing Directors d) The Raising of Capital (Cash Formation/Formation Through Contributions in Kind) aa) Cash Formation bb) Formation Through Contributions in Kind e) Application with the Commercial Register aa) General Requirements bb) Special Requirements in Case of Contributions in Kind cc) Liability for False Information f) Examination by the Register Court g) Registration 2. Single-Shareholder Formation 3. Nominee Formation 4. Simplified Formation Proceedings 5. Formation of an Entrepreneur Company (UG) 6. Shelf Companies 7. Hidden Contributions in Kind 8. Pre-Registered Company a) Legal Nature b) Internal Relations c) External Relations d) Liability of the Company and the Shareholders e) Liability of the Persons Acting f) Principles Regarding Defective Companies 1. Membership Rights and Membership Duties 2. Membership Rights a) Distinction between Membership Rights and Special Rights		2. Structure and Corporate Bodies of the <i>GmbH</i>	3
a) Overview b) Articles of Association aa) Execution bb) Shareholders cc) Contents c) Appointment of Managing Directors d) The Raising of Capital (Cash Formation/Formation Through Contributions in Kind) aa) Cash Formation bb) Formation Through Contributions in Kind e) Application with the Commercial Register aa) General Requirements bb) Special Requirements in Case of Contributions in Kind cc) Liability for False Information f) Examination by the Register Court g) Registration 2. Single-Shareholder Formation 3. Nominee Formation 4. Simplified Formation Proceedings 5. Formation of an Entrepreneur Company (UG) 6. Shelf Companies 7. Hidden Contributions in Kind 8. Pre-Registered Company a) Legal Nature b) Internal Relations c) External Relations d) Liability of the Company and the Shareholders e) Liability of the Company and the Shareholders e) Liability of the Persons Acting f) Principles Regarding Defective Companies 9. Overview: The Formation of a GmbH III. Legal Position of the Shareholders 1. Membership Rights and Membership Rights and Special Rights			
a) Overview b) Articles of Association aa) Execution bb) Shareholders cc) Contents c) Appointment of Managing Directors d) The Raising of Capital (Cash Formation/Formation Through Contributions in Kind) aa) Cash Formation bb) Formation Through Contributions in Kind e) Application with the Commercial Register aa) General Requirements bb) Special Requirements in Case of Contributions in Kind cc) Liability for False Information f) Examination by the Register Court g) Registration 2. Single-Shareholder Formation 3. Nominee Formation 4. Simplified Formation Proceedings 5. Formation of an Entrepreneur Company (UG) 6. Shelf Companies 7. Hidden Contributions in Kind 8. Pre-Registered Company a) Legal Nature b) Internal Relations c) External Relations d) Liability of the Company and the Shareholders e) Liability of the Company and the Shareholders e) Liability of the Persons Acting f) Principles Regarding Defective Companies 9. Overview: The Formation of a GmbH III. Legal Position of the Shareholders 1. Membership Rights and Membership Rights and Special Rights		1. Steps of Formation	4
b) Articles of Association aa) Execution bb) Shareholders cc) Contents c) Appointment of Managing Directors d) The Raising of Capital (Cash Formation/Formation Through Contributions in Kind) aa) Cash Formation bb) Formation Through Contributions in Kind e) Application with the Commercial Register aa) General Requirements bb) Special Requirements in Case of Contributions in Kind cc) Liability for False Information f) Examination by the Register Court g) Registration 2. Single-Shareholder Formation 3. Nominee Formation 4. Simplified Formation 12 4. Simplified Formation 70 ceedings 5. Formation of an Entrepreneur Company (UG) 6. Shelf Companies 7. Hidden Contributions in Kind 8. Pre-Registered Company a) Legal Nature b) Internal Relations c) External Relations d) Liability of the Company and the Shareholders e) Liability of the Persons Acting f) Principles Regarding Defective Companies 1. Membership Rights and Membership Duties 1. Membership Rights a) Distinction between Membership Rights and Special Rights		a) Overview	4
bb) Shareholders cc) Contents c) Appointment of Managing Directors d) The Raising of Capital (Cash Formation/Formation Through Contributions in Kind) aa) Cash Formation bb) Formation Through Contributions in Kind e) Application with the Commercial Register aa) General Requirements bb) Special Requirements in Case of Contributions in Kind cc) Liability for False Information f) Examination by the Register Court g) Registration 2. Single-Shareholder Formation 3. Nominee Formation 4. Simplified Formation Proceedings 5. Formation of an Entrepreneur Company (UG) 6. Shelf Companies 7. Hidden Contributions in Kind 8. Pre-Registered Company a) Legal Nature b) Internal Relations c) External Relations c) External Relations d) Liability of the Company and the Shareholders e) Liability of the Persons Acting f) Principles Regarding Defective Companies 9. Overview: The Formation of a GmbH III. Legal Position of the Shareholders 1. Membership Rights and Membership Duties 2. Membership Rights a) Distinction between Membership Rights and Special Rights			5
bb) Shareholders cc) Contents c) Appointment of Managing Directors d) The Raising of Capital (Cash Formation/Formation Through Contributions in Kind) aa) Cash Formation bb) Formation Through Contributions in Kind e) Application with the Commercial Register aa) General Requirements bb) Special Requirements in Case of Contributions in Kind cc) Liability for False Information f) Examination by the Register Court g) Registration 2. Single-Shareholder Formation 3. Nominee Formation 4. Simplified Formation Proceedings 5. Formation of an Entrepreneur Company (UG) 6. Shelf Companies 7. Hidden Contributions in Kind 8. Pre-Registered Company a) Legal Nature b) Internal Relations c) External Relations c) External Relations d) Liability of the Persons Acting f) Principles Regarding Defective Companies f) Principles Regarding Defective Companies f) Principles Regarding Defective Companies f) Membership Rights and Membership Duties f) Membership Rights and Special Rights		aa) Execution	5
cc) Contents c) Appointment of Managing Directors d) The Raising of Capital (Cash Formation/Formation Through Contributions in Kind) aa) Cash Formation bb) Formation Through Contributions in Kind e) Application with the Commercial Register aa) General Requirements bb) Special Requirements in Case of Contributions in Kind cc) Liability for False Information f) Examination by the Register Court g) Registration 2. Single-Shareholder Formation 3. Nominee Formation 4. Simplified Formation Proceedings 5. Formation of an Entrepreneur Company (UG) 6. Shelf Companies 7. Hidden Contributions in Kind 8. Pre-Registered Company a) Legal Nature b) Internal Relations c) External Relations d) Liability of the Company and the Shareholders e) Liability of the Persons Acting f) Principles Regarding Defective Companies 9. Overview: The Formation of a GmbH III. Legal Position of the Shareholders 1. Membership Rights and Membership Duties 1. Membership Rights a) Distinction between Membership Rights and Special Rights			6
c) Appointment of Managing Directors d) The Raising of Capital (Cash Formation/Formation Through Contributions in Kind) aa) Cash Formation bb) Formation Through Contributions in Kind e) Application with the Commercial Register aa) General Requirements bb) Special Requirements in Case of Contributions in Kind cc) Liability for False Information f) Examination by the Register Court g) Registration 2. Single-Shareholder Formation 3. Nominee Formation 4. Simplified Formation Proceedings 5. Formation of an Entrepreneur Company (UG) 6. Shelf Companies 7. Hidden Contributions in Kind 8. Pre-Registered Company a) Legal Nature b) Internal Relations c) External Relations d) Liability of the Persons Acting f) Principles Regarding Defective Companies 9. Overview: The Formation of a GmbH III. Legal Position of the Shareholders 1. Membership Rights and Membership Rights and Special Rights			6
d) The Raising of Capital (Cash Formation/Formation Through Contributions in Kind) aa) Cash Formation bb) Formation Through Contributions in Kind e) Application with the Commercial Register aa) General Requirements bb) Special Requirements in Case of Contributions in Kind cc) Liability for False Information f) Examination by the Register Court g) Registration 2. Single-Shareholder Formation 3. Nominee Formation 4. Simplified Formation Proceedings 5. Formation of an Entrepreneur Company (UG) 6. Shelf Companies 7. Hidden Contributions in Kind 8. Pre-Registered Company a) Legal Nature b) Internal Relations c) External Relations d) Liability of the Company and the Shareholders e) Liability of the Persons Acting f) Principles Regarding Defective Companies 9. Overview: The Formation of a GmbH III. Legal Position of the Shareholders 1. Membership Rights and Membership Duties 2. Membership Rights a) Distinction between Membership Rights and Special Rights			7
Through Contributions in Kind) aa) Cash Formation bb) Formation Through Contributions in Kind e) Application with the Commercial Register aa) General Requirements bb) Special Requirements in Case of Contributions in Kind cc) Liability for False Information f) Examination by the Register Court g) Registration 2. Single-Shareholder Formation 3. Nominee Formation 4. Simplified Formation Proceedings 5. Formation of an Entrepreneur Company (UG) 6. Shelf Companies 7. Hidden Contributions in Kind 8. Pre-Registered Company a) Legal Nature b) Internal Relations c) External Relations c) External Relations d) Liability of the Company and the Shareholders e) Liability of the Persons Acting f) Principles Regarding Defective Companies 9. Overview: The Formation of a GmbH III. Legal Position of the Shareholders 1. Membership Rights and Membership Duties 2. Membership Rights a) Distinction between Membership Rights and Special Rights			
aa) Cash Formation bb) Formation Through Contributions in Kind e) Application with the Commercial Register aa) General Requirements bb) Special Requirements in Case of Contributions in Kind cc) Liability for False Information f) Examination by the Register Court g) Registration 2. Single-Shareholder Formation 3. Nominee Formation 4. Simplified Formation Proceedings 5. Formation of an Entrepreneur Company (UG) 6. Shelf Companies 7. Hidden Contributions in Kind 8. Pre-Registered Company a) Legal Nature b) Internal Relations c) External Relations c) External Relations d) Liability of the Company and the Shareholders e) Liability of the Persons Acting f) Principles Regarding Defective Companies 9. Overview: The Formation of a GmbH III. Legal Position of the Shareholders 1. Membership Rights and Membership Duties 2. Membership Rights a) Distinction between Membership Rights and Special Rights			7
bb) Formation Through Contributions in Kind e) Application with the Commercial Register aa) General Requirements bb) Special Requirements in Case of Contributions in Kind cc) Liability for False Information f) Examination by the Register Court g) Registration 2. Single-Shareholder Formation 3. Nominee Formation 4. Simplified Formation Proceedings 5. Formation of an Entrepreneur Company (UG) 6. Shelf Companies 7. Hidden Contributions in Kind 8. Pre-Registered Company a) Legal Nature b) Internal Relations c) External Relations d) Liability of the Company and the Shareholders e) Liability of the Persons Acting f) Principles Regarding Defective Companies 9. Overview: The Formation of a GmbH III. Legal Position of the Shareholders 1. Membership Rights a) Distinction between Membership Rights and Special Rights			7
e) Application with the Commercial Register aa) General Requirements bb) Special Requirements in Case of Contributions in Kind cc) Liability for False Information f) Examination by the Register Court g) Registration 2. Single-Shareholder Formation 3. Nominee Formation 4. Simplified Formation Proceedings 5. Formation of an Entrepreneur Company (UG) 6. Shelf Companies 7. Hidden Contributions in Kind 8. Pre-Registered Company a) Legal Nature b) Internal Relations c) External Relations d) Liability of the Company and the Shareholders e) Liability of the Persons Acting f) Principles Regarding Defective Companies 9. Overview: The Formation of a GmbH III. Legal Position of the Shareholders 1. Membership Rights and Membership Duties a) Distinction between Membership Rights and Special Rights			8
aa) General Requirements in Case of Contributions in Kind			ç
bb) Special Requirements in Case of Contributions in Kind		aa) General Requirements	ç
in Kind		bb) Special Requirements in Case of Contributions	
cc) Liability for False Information			10
f) Examination by the Register Court g) Registration 1. 2. Single-Shareholder Formation 3. Nominee Formation 4. Simplified Formation Proceedings 5. Formation of an Entrepreneur Company (UG) 6. Shelf Companies 7. Hidden Contributions in Kind 8. Pre-Registered Company a) Legal Nature b) Internal Relations c) External Relations d) Liability of the Company and the Shareholders e) Liability of the Persons Acting f) Principles Regarding Defective Companies 9. Overview: The Formation of a GmbH 11. Legal Position of the Shareholders 12. Membership Rights and Membership Duties 13. Membership Rights 14. Distinction between Membership Rights and Special Rights 15. Single Start of Internation 16. Shareholders 17. Hidden Contributions in Kind 18. Pre-Registered Company 19. Distinction between Membership Rights and 19. Special Rights 19. Overview: The Formation of a GmbH 19. Union of the Shareholders 19. Distinction between Membership Rights and 19. Special Rights 19. Overview: The Formation of a GmbH 19. Union of the Shareholders 19. Overview: The Formation of a GmbH 19. Union of the Shareholders 19. Overview: The Formation of a GmbH 19. Union of the Shareholders 19. Overview: The Formation of a GmbH 19. Union of the Shareholders 19. Overview: The Formation of a GmbH 19. Union of the Shareholders 19. Overview: The Formation of a GmbH 19. Union of the Shareholders 19. Overview: The Formation of a GmbH 19. Union of the Shareholders 19. Overview: The Formation of a GmbH 19. Union of the Shareholders 19. Overview: The Formation of a GmbH 19. Union of the Shareholders 19. Overview: The Formation of a GmbH 19. Union of the Shareholders 19. Overview: The Formation of a GmbH 19. Union of the Shareholders 19. Overview: The Formation of a GmbH 19. Union of the Shareholders 19. Overview: The Formation of a GmbH 19. Union of the Shareholders 19. Overview: The Formation of a GmbH 19. Union of the Shareholders 19. Overview: The Formation of a GmbH 19. Union of the Shareholders 19. Overview: The Formation of the Shareholders 19. Overview:			10
g) Registration 17 2. Single-Shareholder Formation 17 3. Nominee Formation 17 4. Simplified Formation Proceedings 17 5. Formation of an Entrepreneur Company (UG) 17 6. Shelf Companies 17 7. Hidden Contributions in Kind 17 8. Pre-Registered Company 18 a) Legal Nature 19 b) Internal Relations 19 c) External Relations 10 d) Liability of the Company and the Shareholders 10 e) Liability of the Persons Acting 17 f) Principles Regarding Defective Companies 17 9. Overview: The Formation of a GmbH 18 III. Legal Position of the Shareholders 19 1. Membership Rights and Membership Duties 19 2. Membership Rights 20 a) Distinction between Membership Rights and Special Rights 20			13
2. Single-Shareholder Formation 12 3. Nominee Formation 12 4. Simplified Formation Proceedings 12 5. Formation of an Entrepreneur Company (UG) 13 6. Shelf Companies 13 7. Hidden Contributions in Kind 14 8. Pre-Registered Company 16 a) Legal Nature 16 b) Internal Relations 16 c) External Relations 16 d) Liability of the Company and the Shareholders 16 e) Liability of the Persons Acting 17 f) Principles Regarding Defective Companies 17 9. Overview: The Formation of a GmbH 18 III. Legal Position of the Shareholders 19 1. Membership Rights and Membership Duties 19 2. Membership Rights 20 a) Distinction between Membership Rights and Special Rights 20			13
3. Nominee Formation		2. Single-Shareholder Formation	12
4. Simplified Formation Proceedings 5. Formation of an Entrepreneur Company (UG) 6. Shelf Companies 7. Hidden Contributions in Kind 8. Pre-Registered Company a) Legal Nature b) Internal Relations c) External Relations d) Liability of the Company and the Shareholders e) Liability of the Persons Acting f) Principles Regarding Defective Companies 9. Overview: The Formation of a GmbH III. Legal Position of the Shareholders 1. Membership Rights and Membership Duties 2. Membership Rights a) Distinction between Membership Rights and Special Rights			12
5. Formation of an Entrepreneur Company (UG) 13 6. Shelf Companies 13 7. Hidden Contributions in Kind 14 8. Pre-Registered Company 16 a) Legal Nature 16 b) Internal Relations 16 c) External Relations 16 d) Liability of the Company and the Shareholders 16 e) Liability of the Persons Acting 17 f) Principles Regarding Defective Companies 17 9. Overview: The Formation of a GmbH 18 III. Legal Position of the Shareholders 19 11. Membership Rights and Membership Duties 19 12. Membership Rights 20 a) Distinction between Membership Rights and Special Rights 20			12
6. Shelf Companies 12 7. Hidden Contributions in Kind 14 8. Pre-Registered Company 16 a) Legal Nature 16 b) Internal Relations 16 c) External Relations 16 d) Liability of the Company and the Shareholders 16 e) Liability of the Persons Acting 17 f) Principles Regarding Defective Companies 17 9. Overview: The Formation of a GmbH 18 III. Legal Position of the Shareholders 19 1. Membership Rights and Membership Duties 19 2. Membership Rights 20 a) Distinction between Membership Rights and Special Rights 20			13
7. Hidden Contributions in Kind 14 8. Pre-Registered Company 16 a) Legal Nature 16 b) Internal Relations 16 c) External Relations 16 d) Liability of the Company and the Shareholders 17 e) Liability of the Persons Acting 17 f) Principles Regarding Defective Companies 17 9. Overview: The Formation of a GmbH 18 III. Legal Position of the Shareholders 19 1. Membership Rights and Membership Duties 19 2. Membership Rights 20 a) Distinction between Membership Rights and Special Rights 20		6. Shelf Companies	13
8. Pre-Registered Company a) Legal Nature b) Internal Relations c) External Relations d) Liability of the Company and the Shareholders e) Liability of the Persons Acting f) Principles Regarding Defective Companies f) Principles Regarding Defective Companies g. Overview: The Formation of a GmbH III. Legal Position of the Shareholders f) Membership Rights and Membership Duties g) Membership Rights g) Distinction between Membership Rights and Special Rights		7. Hidden Contributions in Kind	14
a) Legal Nature b) Internal Relations c) External Relations d) Liability of the Company and the Shareholders e) Liability of the Persons Acting f) Principles Regarding Defective Companies 9. Overview: The Formation of a GmbH III. Legal Position of the Shareholders 1. Membership Rights and Membership Duties 2. Membership Rights a) Distinction between Membership Rights and Special Rights		8. Pre-Registered Company	10
b) Internal Relations 16 c) External Relations 16 d) Liability of the Company and the Shareholders 16 e) Liability of the Persons Acting 17 f) Principles Regarding Defective Companies 17 9. Overview: The Formation of a GmbH 18 III. Legal Position of the Shareholders 19 1. Membership Rights and Membership Duties 19 2. Membership Rights 20 a) Distinction between Membership Rights and Special Rights 20		a) Legal Nature	16
c) External Relations 10 d) Liability of the Company and the Shareholders 10 e) Liability of the Persons Acting 11 f) Principles Regarding Defective Companies 11 9. Overview: The Formation of a GmbH 11 III. Legal Position of the Shareholders 11 1. Membership Rights and Membership Duties 11 2. Membership Rights 20 a) Distinction between Membership Rights and Special Rights 20		b) Internal Relations	10
d) Liability of the Company and the Shareholders 10 e) Liability of the Persons Acting 17 f) Principles Regarding Defective Companies 17 9. Overview: The Formation of a GmbH 18 III. Legal Position of the Shareholders 19 1. Membership Rights and Membership Duties 19 2. Membership Rights 20 a) Distinction between Membership Rights and Special Rights 20			10
e) Liability of the Persons Acting 12 f) Principles Regarding Defective Companies 13 9. Overview: The Formation of a GmbH 15 III. Legal Position of the Shareholders 15 1. Membership Rights and Membership Duties 15 2. Membership Rights 26 a) Distinction between Membership Rights and Special Rights 26			10
f) Principles Regarding Defective Companies 12 9. Overview: The Formation of a GmbH 18 III. Legal Position of the Shareholders 19 1. Membership Rights and Membership Duties 19 2. Membership Rights 20 a) Distinction between Membership Rights and Special Rights 20			12
9. Overview: The Formation of a GmbH 18 III. Legal Position of the Shareholders 19 1. Membership Rights and Membership Duties 19 2. Membership Rights 20 a) Distinction between Membership Rights and Special Rights 20			17
III. Legal Position of the Shareholders			18
Membership Rights and Membership Duties			19
Membership Rights		1. Membership Rights and Membership Duties	19
a) Distinction between Membership Rights and Special Rights			20
Special Rights			
1) Printer of the pri			20
b) Right to Information and Right of Inspection		b) Right to Information and Right of Inspection	20

c) Shareholder Lawsuit	21
3. Membership Duties	22
a) Duty to Render Contributions	22
b) Ancillary Duties	24
c) Duty to Render Additional Contributions	24
d) Fiduciary Duty Pursuant to Corporate Law	24
e) Non-Compete Obligations	25
f) The Requirement of Equal Treatment	25
	26
4. Liability of a Shareholder of a Limited Liability Company	
a) Generally No Shareholder Liability	26
b) Contractual Shareholder Liability	26
c) Capital Preservation	26
d) Insolvency Law Liability	26
e) Destruction of the Economic Basis of the Company	27
f) Other Exemptions	27
5. Redemption of a Share	28
6. Withdrawal and Expulsion of a Shareholder	29
IV. Transfer of Shares	29
1. Disposal and Transfer of the Shares	29
2. Notarial Form	29
3. Restriction on Transferability	30
4. Notification of the Company	31
V. Shareholder Meeting	31
1. Competence of the Shareholder Meeting	31
2. The Convening of a Shareholder Meeting	32
3. Proceedings of the Shareholder Meeting	33
4. Voting and Shareholder Resolutions	34
5. Exclusion of Voting Rights	35
6. Nullity of Shareholder Resolutions and Action To Set Aside	33
	35
Resolutions	36
	38
VI. Management of the Company	38
1. Management and Representation of the Company	
a) Management by Managing Directors	38
b) Duties of the Managing Directors	39
c) Authority of the Managing Directors to Represent the	
Company	39
d) Restrictions in Internal Relations	40
2. Appointment and Dismissal of the Managing Directors	41
a) Personal Requirements for Appointment as Managing	
Director	41
b) Corporate Act of Appointment	42
c) Dismissal	42
3. Service Contracts with Managing Directors	43
a) Legal Nature of the Service Contract	43
b) Parties to the Service Contract	43
c) Form and Content of the Service Contract	43
d) Termination of the Service Contract	45
4. Liability of the Managing Director	46
a) Prerequisites of the Liability of the Managing Director	46
b) Consequences of the Liability of the Managing Director	48
c) Third-Party Claims	48
c) Timu-rarty Claims	40

Detail	led Table of Contents	IX
	VII. Supervisory Board and Codetermination	48
	1. Overview	48
	2. The Optional Supervisory Board	49
	3. Advisory Board	50
	4. Supervisory Board According to One-Third Participation	
	Act	50
	5. Supervisory Board According to Codetermination Act	51
	VIII. Financial System	52
	Bookkeeping and Accounting	52
	a) Overview	52
	b) Annual Financial Statements	52
	c) Preparation of the Annual Financial Statements	53
	d) Audit of the Annual Financial Statements	54
	e) Formal Approval of the Annual Financial Statements	54
	2. Allocation of the Annual Net Income	55
	a) Right To Participate in the Profits and Right to the	00
	Distribution of Profits	55
	b) Calculation	55
	c) Provisions of the Articles of Association	56
	3. The Maintenance of the Registered Share Capital	56
		56
	a) Introduction	
	b) Restrictions on Payments of Capital to Shareholders	57
	c) Exceptions to the Prohibition Against Refunding of	50
	Contributions	59
	d) Acquisition of Company's Own Shares	60
	e) Shareholder Loans	60
	4. Increase of the Registered Share Capital	62
	a) Overview	62
	b) Ordinary Capital Increase	62
	c) Capital Increase from Company Resources	63
	d) Capital Increase from Authorized Capital	64
	5. Reduction of the Registered Share Capital	65
	IX. Dissolution and Liquidation of the Company	66
	1. Overview	66
	2. Dissolution and Grounds for Dissolution	66
	3. Liquidation	68
	4. Completion of Liquidation	68
	X. Limited Partnership with a <i>GmbH</i> as the Personally Liable	
	Shareholder (GmbĤ & Co. KG)	68
	1. Definition	68
	2. Legal Particularities	69
	3. The Legal Position of the General Partner <i>GmbH</i>	69
	4. Codetermination	70
B.	Stock Corporation	71
	I. Introduction	71
	1. The Significance of AGs in the German Business World	71
	2. Structure and Legal Bodies of the Company	71
	II. Overview	72
	1. The AG	72
	2. The Share	73
	a) Fraction of the Registered Share Capital	73
	b) Right of Membership	74
	· •	

		c) Share Certificates	75
	3.	Other Securities Governed by Corporate Law	75
	4.	Protection of Shareholders in a Stock Corporation	<i>7</i> 5
III.	Fo	ormation	76
	1.	Steps of Formation and Stages of the Company During the	
		Formation Process	76
		a) Overview	76
		b) Subscription to Shares	78
		c) Appointment of the Formation Bodies	78
		d) Formation Report	79
		e) Raising of the Registered Share Capital	79
		f) Formation Audit	81
		g) Application for Registration in the Commercial	
		Register	82
		h) Inspection by the Register Court	83
		i) Registration and Notification	83
	2	Post-Formation Acquisitions	84
		The Pre-Registered Company	85
	1	Defects Relating to Formation	86
	Ξ.	Overview: The Formation of a Stock Corporation	87
TX7		egal Position of the Shareholders	89
1 V.		Introduction	89
		Membership Rights	89
	۷.		90
		a) Administrative Rights	90
		b) Property Rights	91
		c) Prohibition of Separation	
		d) Special Rights	91
	_	e) Shareholders' Rights to File a Lawsuit	91
	3.	Membership Duties	92
		a) The Duty to Pay Contributions	92
		b) Ancillary Obligations	93
		c) Fiduciary Duty	93
	4.	Principle of Equal Treatment	95
	5.	Change in Membership	95
		a) Introduction	95
		b) Sale and Transfer of Shares	96
		aa) Transfer of Bearer Shares	96
		bb) Transfer of Registered Shares	96
		c) Peculiarities Regarding Registered Shares	97
		d) Restrictions on Transferability	97
		e) Restricted Property Rights	97
		f) Transfer by way of Security	98
		g) Inheritance	98
V.	C	onstitution of the AG	98
	1.	Introduction	98
	2.	Management Board	100
		a) Management of the Company	100
		b) Representation of the Company	102
		c) Appointment of the Members of the Management	
		Board	104
		d) Chairman/Spokesman of the Management Board	105
		e) Dismissal of Members of the Management Board	106

	f) Service Contracts with Members of the Management	
	Board	107
	g) Rights and Duties of Members of the Management Board .	109
	h) Liability of Members of the Management Board	112
3.	Supervisory Board	116
	a) Introduction	116
	b) Overview of the Statutory Supervisory Board Models	117
	c) Appointment and Dismissal of Members of the	
	Supervisory Board	118
	d) Responsibilities of the Supervisory Board	121
	e) Supervisory Board Procedures	123
	f) Supervisory Board Committees	125
	g) Duties of Members of the Supervisory Board	127
	h) Remuneration	128
	i) Confidentiality Obligation	129
	j) Liability of Members of the Supervisory Board	130
1	General Meeting	131
т.	a) Introduction	131
	b) Statutory Competency of the General Meeting	132
	aa) Routine Matters	132
	bb) Fundamental Decisions	
		134
	cc) Resolutions on Matters Relating to the Management	124
	of the Company	134
	dd) Other Cases Regulated by Law	135
	ee) Unwritten Competencies of the General Meeting	135
	c) Convening of the General Meeting	136
	d) The Course of the General Meeting	140
	e) The Right to Information	142
	f) Resolutions of the General Meeting and Voting	144
	g) Provisions of the Articles of Association on Voting	145
	h) Voting Right	145
	i) Prohibition of Voting	146
	j) Voting Agreements	147
	k) Exercise of Voting Rights by Proxy	149
	1) Proxy Voting Rights for Deposited Shares	149
5.	Actions Against Resolutions of the General Meeting	152
	a) Overview	152
	b) Nullity of Resolutions	153
	aa) Overview	153
	bb) Violation of Provisions Relating to Form and	
	Procedure	154
	cc) Other Violations of Law	155
	dd) Cured Defects	157
	c) Action to Set Aside a Resolution	158
	aa) Reasons for Setting Aside Resolutions	158
	bb) Procedure	159
	d) Release (Fast-track) Proceedings	160
6.	Overview: Important (Minority) Shareholder Rights	161
7.	Corporate Governance Code	166
	a) Development of Voluntary Codes of Governance Best	-
	Practices	166
	b) Is the German Corporate Governance Code Statutory Law?	166

c) Major Content of the German Corporate	Governance
Coded) Level of Acceptance of the German Corp	
Governance Code	
8. Impact of the Sarbanes-Oxley Act (SOA) or	
Corporate Governance	
VI. Financial System	
1. The Registered Share Capital/The Principle	
Maintenance	
2. Appropriation of Profits	
a) Overview	
b) Creation of Reserves	
c) Appropriation of the Balance Sheet Prof.	
d) Distribution of Profits	
e) Claim to the Profit	
3. Equity Financing	
a) Forms of Capital Increase	
b) Capital Increase against Contributions	
aa) Overview	174
bb) Resolution on the Capital Increase .	
aaa) General Requirements	
bbb) Resolution on the Capital Incre	
cc) Contributions in Kind	
dd) Subscription Right	
aaa) The Subscription Right	177
bbb) Exclusion of Subscription Righ	ıt
ccc) De facto Exclusion of Subscript	ion Right 180
ddd) Indirect Subscription Right	180
ee) Defects Relating to the Adoption of	the Resolution
on the Capital Increase	
ff) Subscription	180
gg) Application and Registration of the	
the Implementation of the Capital Ir	ncrease 181
c) Contingent Capital Increase	
aa) General Requirements	
bb) Resolution on the Contingent Capita	
cc) Subscription Rights	
dd) Effectiveness of the Contingent Cap	
ee) Application, Registration and Anno	
Issue of Shares	
d) Authorized Capital	
aa) General Requirements	
bb) Authorization of the Management B	
cc) Contents and Limits of the Authoriz	
dd) Exclusion of Subscription Right	186
ee) Implementation of the Capital Incre	
Management Board	
ff) Subscription, Payment of the Contri	
Registration of the Implementation	
Increase	
e) Capital Increase from Company Resource	
aa) Overview	188

Detailed Table of Contents	XIII
hh) Desclution on the Country Increase	100
bb) Resolution on the Capital Increase	188
Capital Increase	189
dd) Entitlement of Shareholders to New Shares	189
4. The Capital Reduction	190
a) Forms of Capital Reduction	190
b) Ordinary Capital Reduction	190
c) Simplified Capital Reduction	191
d) Redemption of Shares	192
5. Debt Financing	192
a) Convertible Bonds and Warrant-Linked Bonds	192
aa) Contents and Economic Significance	192
bb) Resolution of the General Meeting and Issue of the	
Bonds	193
cc) Shareholders' Subscription Rights	193
dd) Rights Arising from Convertible or Warrant-Linked	
Bonds	194
ee) Securing the Conversion or Option Right	194
ff) Special Forms	195
aaa) Naked Warrants	195
bbb) Stock Options	195
gg) Conversion and Option Rights for Bonds from	
Other Entities	196
b) Dividend Bonds	196
c) Jouissance Rights	197
VII. Dissolution and Liquidation of the Company	197
1. Dissolution and Grounds for Dissolution	197
a) Expiration of a Period of Time	197
b) Dissolution Resolution	197
c) Defect of the Articles of Association	198
d) Insolvency	198
e) Deletion Due to Lack of Assets	198
2. Declaration of Nullity by a Court upon Application	198
3. Liquidation	198
a) Liquidators	199
b) Duties of the Liquidators	199
c) Accounting	200
d) Completion of Liquidation	200
e) Continuation of a Dissolved Company	201
VIII. Accounting	201
	201
2. Annual Financial Statements	201 201
a) Preparation of the Annual Financial Statements	
b) Audit of the Annual Financial Statements	202 204
c) Formal Approval of the Annual Financial Statementsd) Contestation of the Annual Financial Statements	204
3. Consolidated Financial Statements	204
a) Introduction	205
b) Obligation to Draw up Consolidated Financial	203
Statements	205
c) Content, Preparation and Approval of the Consolidated	203
Financial Statements	206
A AA100A1CA0CA CORECCATCO	_00

IX. Group or Companies	207
1. Purpose of the Law	207
2. Legal Form of Affiliated Enterprises	208
3. Forms of Affiliation	208
a) Overview	209
b) Majority Ownership	209
c) Control	210
d) Group of Companies	210
e) Enterprise Agreements	210
aa) Profit and Loss Transfer Agreement	211
bb) Domination Agreement	211
cc) Other Enterprise Agreements	212
f) Integration of AGs	212
4. Consequences of Affiliation and Control	212
a) Affiliation	212
b) Control	213
c) Groups of Companies	214
d) <i>GmbH</i> Group of Companies	214
aa) Overview	214
bb) Contract-Based GmbH Group of Companies	215
e) De facto GmbH Group	217
f) Rules on the Conflict of Laws with respect to Groups of	
Companies	217
X. Listed Companies	218
1. Applicable Laws	218
2. Securities Trading Act	218
a) Insider Law	218
b) Ad Hoc Disclosure Requirements	219
c) Disclosure of Significant Shareholdings	220
d) Information regarding Shares and the Company	222
e) Financial Reports	222
3. Securities Acquisition and Takeover Act	222
4. Stock Exchange Act	225
5. Securities Prospectus Act	225
6. Provisions of the Stock Corporation Act	226
C. Taxation of German Limited Liability Companies and Stock	
Corporations	227
I. Income Taxes	227
1. Corporate Income Tax	227
2. Trade Tax	228
3. Dividend Distributions	228
II. Other Taxes	229
1. Value-Added Tax	229
2. Real Estate Transfer Tax	229
D. 12 D.L Cl-1.1	221
Part 2: Relevant Statutes	231
A. Limited Liability Company Act	231
B. Stock Corporation Act	294
Amoundiy 1. Companion between the Level Forms of an AC and a Culti	559
Appendix 1: Comparison between the Legal Forms of an AG and a GmbH	569
Appendix 2: Glossary	207