



CORPORATE ADMINISTRATION HUB

The smart solution for legally compliant investment management
in small and medium-sized groups. Standardised. Centralised.
If desired, also digitalised.

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INVESTMENT MANAGEMENT: TOO IMPORTANT TO DO IT YOURSELF

Whether general meeting, change in management or supervisory board, change in articles of association, or important contract drafting: the execution of important corporate-law-related processes in medium-sized groups is complex and requires precision in content and form in order to act with legal certainty and to safeguard the interests of the group.

Although many processes are regularly repeated, in many companies they cause each time a considerable amount of personnel and thus also financial effort. As an internationally active network of commercial law firms for small and medium-sized enterprises, DIRO BUSINESS would like to remedy this situation with a Europe-wide standardised solution.

EVERYDAY PRACTICE: INEFFICIENT DO-IT-YOURSELF

The internal clerks entrusted with the tasks, often even the bosses themselves, usually spend a lot of time preparing the necessary documents and requesting information from different sources. Often the legal department and the management of the parent company gather heterogeneous information which is differently positioned and presented from country to country. This creates confusing situations and a corresponding need for clarification and structured preparation.

The weaknesses of in-house solutions:

- High coordination and time expenditure
- Formal inconsistency of the documents
- Content-related heterogeneity
- Additional clarification and treatment needed



THE CLASSIC ALTERNATIVES: COSTLY AND UNLIKELY TO BE PREPARED

Some companies make use of the opportunity to work with tax consultancy or law firms in the respective countries, which, depending on the size of the group, can result in a corresponding coordinative effort. Besides the not always predictable costs, there is another fundamental disadvantage: the preparation in contentious situations such as changes in management or in general meetings, requires competencies, which lie outside the scope of services of tax consultants and are not necessarily covered by every law firm.

Other alternatives are provided by large international tax consulting firms associated with a certain level of costs and a possible, but not guaranteed, original competence in the accompaniment of disputes. Also, the choice of a software solution is rarely considered due to their high price.

The weaknesses of external solutions:

- Coordination with tax consultants and law firms
- Limited legal competence in disputes
- Difficulty in controlling costs
- Software solutions with high investment requirements

THE SMART SOLUTION: COMPETENCE FROM A SINGLE SOURCE AT AN ALL-INCLUSIVE PRICE

With the Corporate Administration Hub, DIRO BUSINESS offers a centralised and standardised solution for the efficient processing and execution of recurring procedures in group administration. Tailored to the needs of medium-sized companies, the solution includes service packages at flat rates as well as additional services that can be added if required.

A lawyer from the DIRO BUSINESS law firm working for the parent company acts as interface and coordinating contact person. He provides personal advice to every desired operation. Depending on the degree of digitalisation of the company, there is also the possibility of using a digital corporate file to have direct access to all desired information at any time.

The central advantages at a glance:

- **Uniform:** Europe-wide standardised processing of typical processes in the corporate field
- **Clear:** precise specifications for the required information and documents
- **Well-organised:** standardised reporting and homogeneous associated documentation
- **Understandable:** Communication in German and/or English
- **Transparent:** Controlled budget with clear price indications
- **Legal certainty:** Avoiding legal pitfalls, maintaining legal certainty and the interests of the group
- **Personal:** Advice from ONE source – ONE coordinating contact person for the client, personal country-specific (and German-speaking) consultation possible
- **Digitisable:** The Digital Corporate Administration Hub combines the advantages of a perfectly maintained data situation with convenient online access at any time

TAILOR-MADE PERFORMANCE: EFFICIENCY AND SECURITY FOR ANY PROCEDURE

The typical services of the Corporate Administration Hub are in the following areas:

- **Annual general meetings:** Preparation, assistance, documentation, publications (if instead of general meetings, corresponding shareholder resolutions suffice)
- **Management and control bodies:** Appointment, dismissal, and elections if required, documentation, publications
- **Amendments to the Articles of Association:** Capital increases or reductions, changes in the legal form of the company, transfer of the registered office, etc.
- **Further procedures:** Support during sales, formation of new branches, contracts between shareholders, etc.

TRANSPARENCY IN EVERY POST: ALL-INCLUSIVE PRICES, INCLUDED SERVICES AND ADDITIONAL SERVICES

As far as possible, we offer our services at flat rates. This applies in particular to all classic and standardisable processes as well as to orders of medium complexity. Matters that go beyond this can be added individually within the Corporate Administration Hub.

PACKAGE 1

STANDARD ANNUAL GENERAL MEETING / STANDARD SHAREHOLDERS' MEETING

PACKAGE DEAL:

- Partnership, incl. GmbH: €1,500.00 (plus expenses such as translations, commercial register costs)
- Companies on shares (not listed): €2,500.00 (plus expenses such as translations, commercial register costs)

Included services:

- Compilation of the information and documentation for preparation of the annual general meeting
- Preparation of the annual general meeting, including the preparation of the invitation and the reports of the management and the supervisory bodies
- Preparation of the draft resolutions
- If necessary, coordination with the auditor
- Documentation of the annual general meeting / minutes
- Execution of the formalities after the general meeting, including the internal filing obligations, the required notifications, the publication in the commercial register, and mediation of a notary public if necessary
- Creating powers of attorney

Additional services:

The following services can be provided by the lawyers of DIRO BUSINESS but are not included in the package:

- Events outside the jurisdiction of the annual general meeting (e.g. amendments to the statutes)
- Tax law processing and consulting
- Physical presence of the lawyer at the annual general meeting (if desired, at a flat rate surcharge of €1,000.00)
- Support in contentious situations such as conflicts between shareholders or between shareholders and management or controlling bodies, including the resulting consequences
- Proxy with voting instructions
- Where applicable, reports required by law or the Articles of Association

PACKAGE 2

CHANGE IN THE MANAGEMENT BOARD

PACKAGE DEAL:

- €2,000.00 per individual transaction (plus expenses)

Included services:

- Compilation of the information and documentation for the changes in the management
- Preparation of the necessary resolutions and, if applicable, the annual general meeting for dismissal, acceptance of resignation and/or appointment and, if applicable, amendment of the Articles of Association
- Minutes of the resolution or the general meeting
- All other related formalities such as publications in the commercial register, notifications to the competent bodies (not under social law)

Additional services:

The following services can be provided by the lawyers of DIRO BUSINESS but are not included in the package:

- Drafting of contracts for managing directors or members of the board of directors and documents relating to the change or termination of employment
- Preparation of additional contracts, if necessary: employment contracts, provision of company cars, etc.
- Social law processing with registration and deregistration with the responsible insurance companies, related advice
- Tax law advice
- Accompaniment of contentious situations such as disputes between the managing director and shareholders

PACKAGE 3

CHANGES IN THE CONTROL BODIES (SUPERVISORY BOARDS, ADVISORY BOARDS, ADMINISTRATIVE BOARDS, ETC.)

PACKAGE DEAL:

- €1,500.00 per individual transaction (plus expenses)

Included services:

- Compilation of information and documentation for the change in the controlling bodies
- Preparation of the necessary resolutions and, if necessary, annual general meeting
- Dismissal and/or appointment
- Minutes of the resolution or the general meeting
- All other related formalities such as publications in the commercial register, company register, notifications with the competent authorities

Additional services:

The following services can be provided by the lawyers of DIRO BUSINESS but are not included in the package:

- Preparation of contracts between the members of the controlling bodies and the company
- Preparation of rules of procedure or a company agreement
- Accompaniment of contentious situations
- Accompanying meetings of the controlling body with summons, draft resolutions, logging, compliance with information and delivery obligations
- Social and tax law support
- Physical presence of the lawyer from DIRO BUSINESS
- General legal advice

CASE STUDY

“ANNUAL GENERAL MEETING STANDARD”

A company based in North Rhine-Westphalia has holdings abroad (Italy, Spain, Portugal, France). As a client of a DIRO BUSINESS law firm in Aachen, the managing director commissioned the preparation and holding of general meetings and their uniform reporting. Within the framework of the Corporate Administration Hub, a lawyer assisted him who is available as the central contact person.

The lawyer responsible for the client agreed a fixed price with the company per participation/country/service and sub-mandated thereupon DIRO BUSINESS law firms in the countries concerned with the task of standardised data acquisition and its transfer to a uniform reporting system. After compiling the information and documentation for the preparation of the annual general meeting, the law firm in Aachen took over, as agreed, the preparation of the summons, the writing of the reports of management and control bodies, and the preparation of draft resolutions. Following the recording and execution of all formalities after the general meeting, all documents are centrally and digitally available to the client in the office.

THE SMART ONLINE SOLUTION: THE DIGITAL CORPORATE ADMINISTRATION HUB

A convenient centralised solution in which all necessary information is available at a glance, the Corporate Administration Hub also offers online services on request. Depending on the required scope of services, the following options are available:

LEXWISE

With this in-house development, DIRO has created a comprehensive and extremely powerful solution, which also maps the history of the company. Lexwise offers companies a systematic presentation of all relationships and data relevant under company law within the companies and organs of a group at a glance.

All company law documents and other relevant documents are stored in a structured manner and linked in such a way that both the law firms and the companies have access to all and constantly updated data and documents via a simple search function – immediately and at any time. The bidirectional search provides the highest level of convenience: Starting from one company, all details and documents of the connected parties can be viewed - starting from a specific partner/shareholder or proxy, it is also possible to find out in which companies he/she holds these or other functions.

In addition, the provision of processed data enables numerous filter functions, which in particular enable the company to compare historical data and to export relevant information to Excel documents at any time, at the push of a button, for example for internal reporting (e.g. a list of all shareholders, managing directors or authorised representatives of the past ten years, with their validity period).

The data preparation and storage of the documents are carried out by the lawyers of DIRO BUSINESS law firms. Access authorizations can be customized so that, for example, a managing director can access all companies in the group, a director can only access one company or an authorized representative can only access his data and documents.

DIRO CLOUD

In coordination with the client, this database solution enables the creation of an internationally uniform structure, which provides a comprehensive overview of the company's law situation at the group level and all subsidiaries' offers. The provision of the cloud directory includes a comprehensive authorisation concept for common data storage and processing. We offer this quickly deployable solution, with the highest data protection requirements, in cooperation with the leading provider Nextcloud.

The basic structure of the Digital Corporate Administration Hub:

- **Basics:** Key data such as company form, share capital, financial year, special features of the Articles of Association
- **Documentation for the management:** Appointment and, if necessary, contracts of the managing director, board of directors, supervisory board members and other committee members
- **Documentation of general meetings or shareholder resolutions:** Minutes of the general meetings / shareholder resolutions
- **Agenda:** Identification/timeline of the next necessary measures for a period to be defined (e.g. date of the next annual general meeting, required re-election of supervisory board members, required renegotiation of executive contracts)
- **Annexes:** Articles of Association, balance sheets, contracts of relevance under company law





CASE “ANNUAL GENERAL MEETING DIGITAL”

A company based in Hamburg had a Polish subsidiary and wanted to hold its annual general meeting on 20 June as planned. Within the framework of the Digital Corporate Administration Hub, the Polish DIRO BUSINESS Law Firm is responsible for the preparation and implementation of the Annual General Meeting and its reporting. After the general meeting, the Polish lawyer deposited the minutes directly in the database. There it can be viewed according to the country-specific authorisation concept, for example for the client (headquarters as well as branch office) and for the lawyer himself.



ABOUT DIRO BUSINESS

Small and medium-sized enterprises are DIRO BUSINESS. Europe-wide

As one of the largest independent law firm alliances in Europe, DIRO has expanded its range of consulting services in the area of commercial law with a view to internationally active, small and medium-sized enterprises. Since 1 July 2019, DIRO BUSINESS has been offering the owners of small and medium-sized enterprises access to a Europe-wide portfolio of established commercial law firms. A special feature of this service is the advice from entrepreneur to entrepreneur.

Consulting with responsibility. On an equal footing

The common perspective on entrepreneurially responsible action ensures a quality of consulting that is second to none and is also guaranteed in cooperation with partners from the international DIRO BUSINESS network. The support of a case, whether national or cross-border, always takes place at the level of the owner.

Regional competence. Networked to international performance

In their relationships with business partners at home and abroad, as well as in the internationalisation of their own business, small and medium-sized enterprises are faced with complex regulations and country-specific peculiarities. The law firms of the DIRO BUSINESS network offer both the professional expertise that entrepreneurs need in business law issues and a deep understanding of the respective markets and cultures.

DIRO BUSINESS LAW FIRMS

AACHEN/GERMANY

DANIEL, HAGELSKAMP & KOLLEGEN
JÜLICHER STR. 215,
52070 AACHEN
0241/ 946210

CARSTEN LANGE
DE, ENG
WWW.DANIEL-HAGELSKAMP.DE

AALEN/GERMANY

PROF. DR. BAUMANN + PARTNER
GARTENSTR. 1, 73430 AALEN
07361/77600

TOBIAS HUMPF
DE, ENG
WWW.BP-TAX.DE

ATHENS/GREECE

AP & GENERALIS
CHR. LADA STR. 1, 10561 ATHEN
0030 / 210 / 3239800

DR. NIKOLAOS ATHANASSIADIS
DE, ENG, GR
WWW.APGP.EU

BARCELONA/SPAIN

DAUSS ABOGADOS &
RECHTSANWÄLTE, S.L.P.
RAMBLA DE CATALUNYA, 52, 4^o2^a
08007 BARCELONA
0034 / 93 / 0107593

NATHALIE KÜHLMANN
DE, ENG, CA, ES
WWW.DAUSS.ES

BONN/GERMANY

LOEF, BRÜSE,
BINDER-HÜBENTHAL
RÜNGSDORFER STR. 24,
53173 BONN
0228/ 956970

HERMANN LOEF
DE, ENG
WWW.RECHTSANWAELTE-LOEF.DE

BRATISLAVA/SLOVAKIA

BNT ATTORNEYS IN CEE
CINTORINSKA 7, 81108 BRATISLAVA
00421 / 2 / 57880088

MARGARETA SOVOVA
DE, ENG, HU
WWW.BNT.EU

BRUSSELS/BELGIUM

CAIRN LEGAL
CHAUSSÉE DE LA HULPE 177/12
1170 BRÜSSEL
+32 2 787 70 70

OLIVER WEINAND
DE, ENG, FR, NL
WWW.CAIRNLEGAL.BE

BUDAPEST/HUNGARY

BNT ATTORNEYS IN CEE
STEFÁNIA ÚT 101-103,
1143 BUDAPEST
0036-1/ 4133400

JAN BURMEISTER
DE, ENG, HU
WWW.BNT.EU

BUCHAREST/ROMANIA

RADULESCU & MUSOI
31 DR GRIGORE MORASTIST
DISTRICT BUCHAREST
011886 RUMÄNIEN
0040 / 212 / 339446

MIHAI RADULESCU
DE, ENG, RO
WWW.RMLEGAL.RO

COLOGNE/GERMANY

AHS RECHTSANWÄLTE
THEODOR-HEUSS-RING 1,
50668 KÖLN
0221-973096-0

NINA HAVERKAMP
DE, ENG, NL
WWW.AHS-KANZLEI.DE

FRANKFURT/GERMANY

BREMENKAMP SALGER PARTMBB
RECHTSANWÄLTE, WIRTSCHAFTS-
PRÜFER, STEUERBERATER
ESCHENHEIMER ANLAGE 1,
60316 FRANKFURT
069 / 874030650

DE, ENG, FR, IT, PL
WWW.BREMENKAMP-SALGER.COM

HAGEN/GERMANY

ADVOMANO
NEUMARKTSTR. 2C,
58095 HAGEN
02331/ 915990

WOLFGANG ZWIEHOFF
DE, ENG
WWW.ADVOMANO.DE

HANNOVER/GERMANY

NAHME & REINICKE PARTNER-
SCHAFTSGESELLSCHAFT MBH
LEISEWITZSTR. 41 - 43,
30175 HANNOVER
0511/ 2837713

MATTHIAS SASSENBERG
DE, ENG
WWW.NAHMEREINICKE.DE

HANNOVER/GERMANY

ACTIVELAW KLEIN.
OFFENHAUSEN PARTMBB
HANS-BÖCKLER-ALLEE 26,
30173 HANNOVER
0511/ 547470

JÖRG OFFENHAUSEN
DE, ENG
WWW.ACTIVELAW.DE

INGOLSTADT/GERMANY

DR. NÜSSLER, SÄTTLER &
PARTNER PARTMBB
HARDERSTR. 11-13,
85049 INGOLSTADT
0841/379370

JOHANNES SCHMALZL
DE, ENG
WWW.NUESSLER-SAETTLER.DE

KARLSRUHE/GERMANY

BREMENKAMP SALGER PARTMBB
RECHTSANWÄLTE, WIRTSCHAFTS-
PRÜFER, STEUERBERATER
KRIEGSSTR. 154, 76133 KARLSRUHE
0721 / 984330

DE, ENG, FR, IT, PL
WWW.BREMENKAMP-SALGER.COM

LISBON/PORTUGAL

SLCM
R. GEN. FIRMINO MIGUEL 3, TORRE 2,
1600-100 LISBOA
00351/21/ 723400

MARLENE SIPPEL
DE, ENG, PT
WWW.SLCM.PT

LJUBLJANA/SLOVENIA

FABIANI, PETROVIC,
JARAI, REJC, O.P.D.O.O.
BLEIWEISOVA CESTA 30,
1000 LJUBLJANA
003868- 2051183

JERNEJ JERAJ
DE, ENG, SI
WWW.FPJR.SI

MILAN/ITALY

DERRA, MEYER & PARTNER
RECHTSANWÄLTE PARTGMBB
CORSO DI PORTA VIGENTINA 33-35
20122 MAILAND
0039-02/ 67490445

KARL-HEINZ LAUSER
DE, ENG, IT
WWW.DERRA.EU

MÖNCHENGLADBACH/GERMANY

KORN VITUS RECHTSANWÄLTE
CROONSALLEE 29
41061 MÖNCHENGLADBACH
02161/ 92030

MARKUS BUNGTERT
DE, ENG
WWW.KORNVITUS.DE

PLÖN/GERMANY

RAUDSZUS & PARTNER
HAMBURGER STR.27, 24306 PLÖN
04522/ 74750

CHRISTOPH GEBHARDT
DE, ENG
WWW.RAUDSZUS.ORG

PRAGUE/CZECH REPUBLIC

TSCHÖPL & PARTNER
POD KRIZKEM 428/4, 14700 PRAG
00420/273/136130

ROBERT TSCHÖPL
DE, ENG, CZ
WWW.TSCHOPL.CZ

REUTLINGEN/GERMANY

VOELKER & PARTNER
AM ECHAZUFER 24,
72764 REUTLINGEN
07121/ 92020

DR. CHRISTIAN LINDEMANN,
CHRISTINA BLANKEN
DE, ENG
WWW.VOELKER-GRUPPE.COM

ROME/ITALY

HEUSSEN STUDIO LEGALE E
TRIBUTARIO
VIA SAVOIA, 84,
00198 ROMA
0039/06/ 62275446

LUCA PAGNOTTA
DE, ENG, IT
WWW.HEUSSEN-LAW.IT

ROSENHEIM/GERMANY

MERTL PÖSL
LUDWIGSPLATZ 20,
83022 ROSENHEIM
08031 / 391150

DOMINIK MERTL
DE
WWW.MERTL-POESL.DE

SIEGEN/GERMANY

ROMÜNDER & DR. GEORG
HINDENBURGSTR. 4,
57007 SIEGEN
0271/ 236480

JÜRGEN ROMÜNDER,
DR. MATTHIAS GEORG
DE, ENG
WWW.ROMUENDER.COM

STRASBOURG/France

SCHRECKENBERG & PARNIÈRE
25 BOULEVARD WILSON,
67000 STRASBOURG
0033-3/ 88143660

PATRICK PARNIÈRE
DE, ENG, FR
WWW.SCHRECKENBERG-PARNIERE.DE

WARSAW/POLAND

DLP DR. ROBERT LEWANDOWSKI &
PARTNERS SP.K..
PL. POWSTAŃCÓW WARSZAWY 2A
00-030 WARSZAWA
0048-22/ 1010740

DR. ROBERT LEWANDOWSKI
DE, ENG, PL
WWW.DRLEWANDOWSKI.EU

WARSTEIN/GERMANY

BINNEWIES/ HENKELMANN
PARTGMBB
BAHNHOFSTR. 12,
59581 WARSTEIN
02902 / 80440

PETER KRÄMER
DE, ENG
WWW.BHWSR.DE

VIENNA/AUSTRIA

STAPF NEUHAUSER
RECHTSANWÄLTE
ESSLINGGASSE 7,
1010 WIEN
0043-1/90333

DR. CHRISTOF STAPF, LUKAS GRILL
DE, ENG
WWW.SNWLAU.AT

DIRO AG

Große Bleichen 32
20354 Hamburg
Germany
www.diro.eu

DIRO BUSINESS is an umbrella brand for independent and economically self-sufficient law firms of the DIRO network.