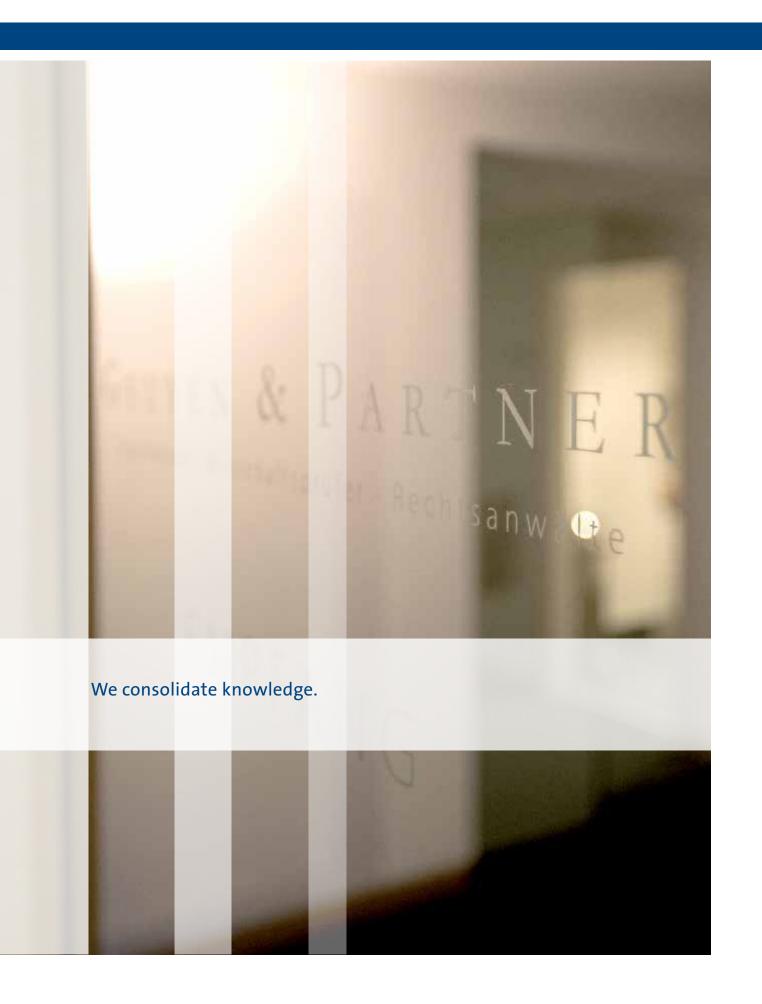


GEUYEN & PARTNER

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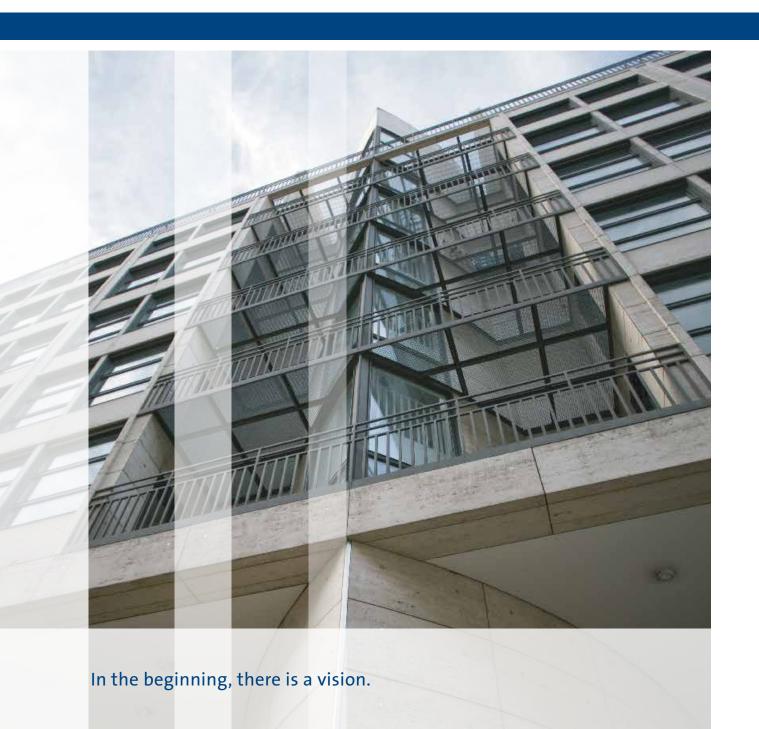
### Dear readers,

for many years, my partners and I have been advising businesses and entrepreneurs and helping them overcome the challenges of the business world, whether in the form of tax, legal or management advice, or just by auditing their financial statements.

It became evident over the years that an inter-disciplinary orientation is a fundamental requirement in order to provide you with high-quality advice and assistance from a single source, both in transactions and in structuring questions.

You can be sure that we will never lose sight of the overall context: specialization and general expertise go hand in hand at Geuyen & Partners. Our particular focus is on identifying your existing risks, developing solutions and pointing out opportunities.

Our forward-looking advice attempts to tackle tomorrow's issues today as we proactively help you implement changes and improvements in your business.







Geuyen & Partners is an inter-disciplinary international partnership of accountants, auditors and attorneys

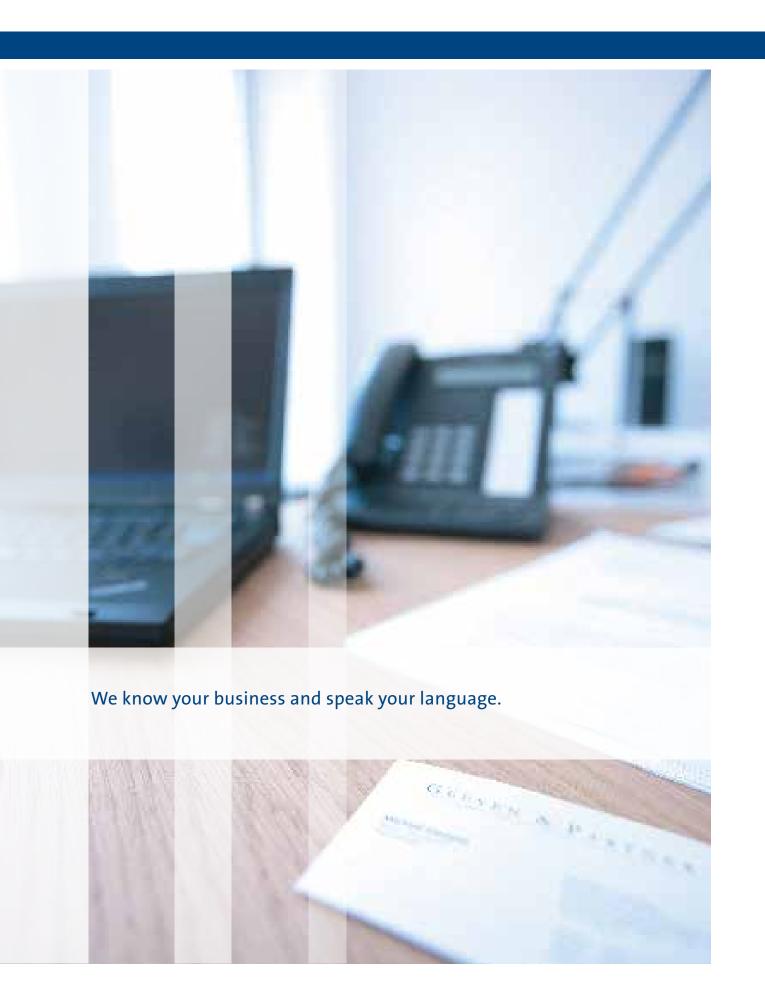
The partnership is a »project consulting firm« specializing in providing high-quality tax, management and legal advice to businesses and entrepreneurs, public corporations and high-networth individuals for all transactions and structuring questions.

### About us: the partnership

Geuyen & Partners is an interdisciplinary international partnership of accountants, auditors and attorneys

The partnership is a "project consulting firm" specializing in providing high-quality tax, management and legal advice to businesses and entrepreneurs, public corporations and high-networth individuals for all transactions and structuring questions.

Our services are provided through the following divisions: tax (national and international tax law), legal (particularly corporate, banking, capital market and labor law) and advisory (general corporate, management and strategy consulting, as well as national and international transaction management). In providing our services, we are committed to ensuring the highest possible quality and professionalism and to providing our clients with individualized, creative and results-oriented advice. As an independent partnership built on the principles of transparency, equal rights, loyalty and independent responsibility, comprised of accountants, auditors and attorneys who think and act like entrepreneurs, we are equal to this challenge.



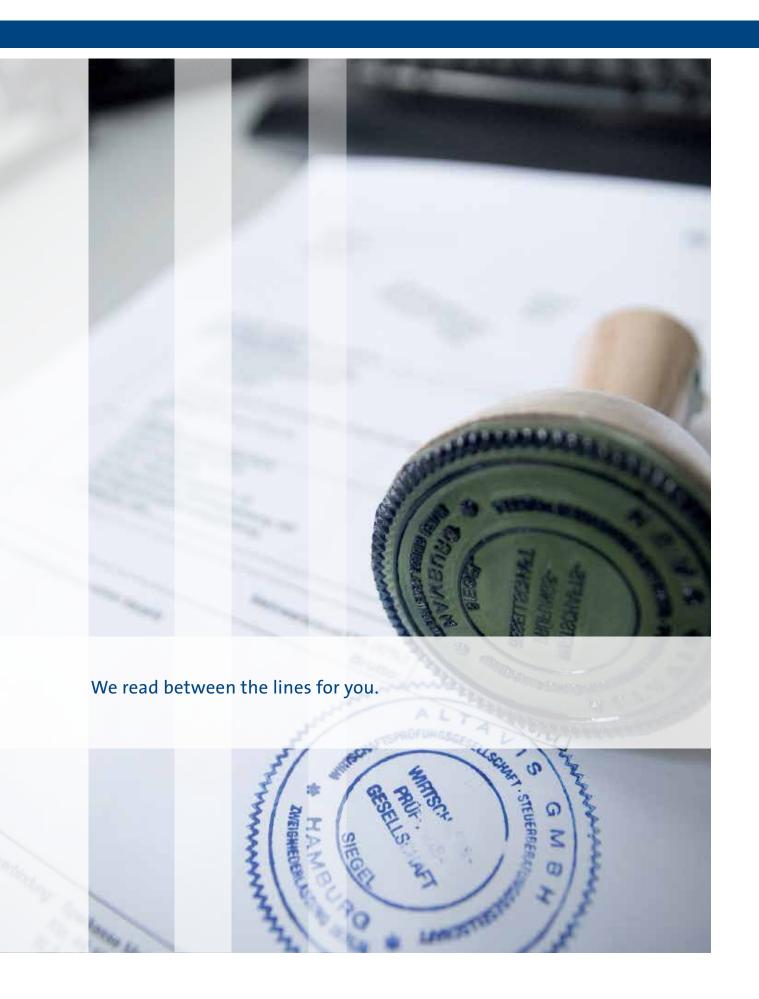


# GEUYEN & PARTNER Wirtschaftsprüfungsgesellschaft

Steuerberatungsgesellschaft

For us, auditing is more than just a review of past accounting practices. It is also assessing the company's future risks and opportunities and developing sustainable concepts for the company's future.

In addition to conventional audits of end-of-year and consolidated financial statements and other statutory audits, our services include audit-like services such as analyzing risk- and value-based management and controlling systems, as well as providing high-quality advice in all questions relating to international accounting.



### **Consulting principles**

We are committed to providing our clients with the highest-quality advice. In order to ensure the professionalism, quality and efficiency of our services, we have adopted the following consulting principles, which are the bedrock of our firm's reputation:

#### Client focus

Our services are tailored to the personal, professional and timing needs of the client. Even in complex projects, a partner will be designated as the personal contact person for each client in order to ensure personal service.

# Top-to-bottom project-oriented consulting

We consider ourselves top-tobottom project consultants. To this end, our partnership combines specialized and inter-disciplinary expertise. As a result, our advice takes into consideration any interdependencies between tax, auditing and legal matters, allowing us to provide the highquality advice which our clients expect.

### Innovative solution-oriented advice

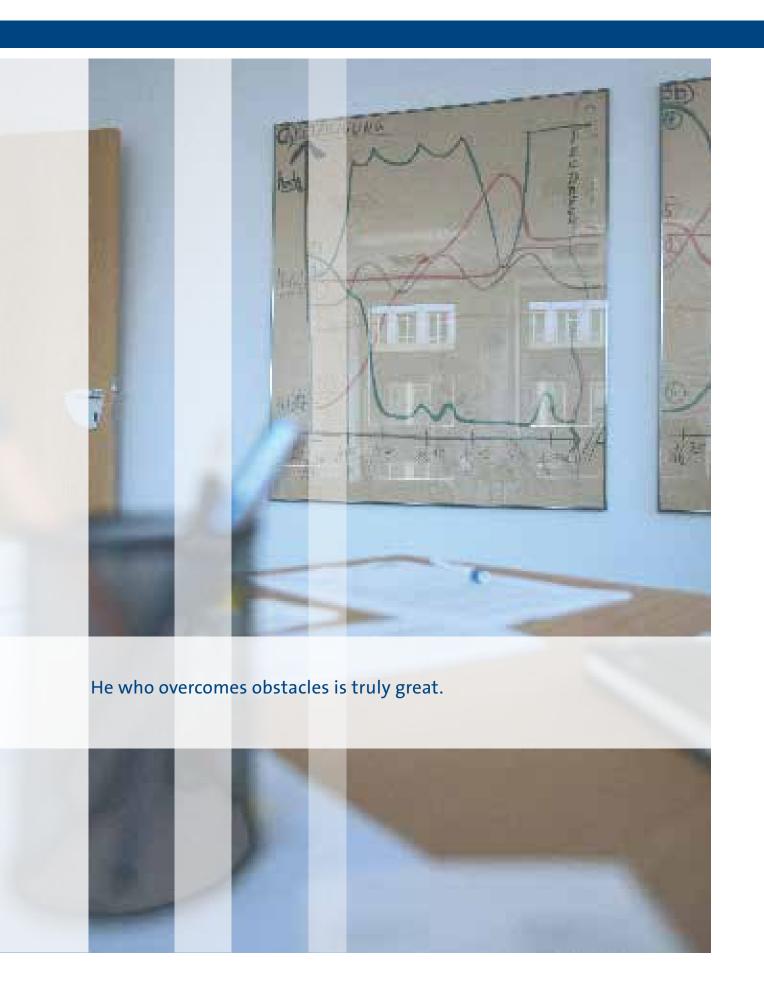
We develop individualized solutions and give clear recommendations based on a comprehensive analysis of the financial, tax and legal aspects of each case. Creativity and innovative thinking characterize our methods in developing forward-looking strategies.

### Professionalism, quality and efficiency

All of our partners have extensive expertise and experience in their particular fields of law. Close, results-oriented collaboration and strict adherence to the »dual control« principle ensure that our clients receive top-quality advice. An efficient partnership structure enables us to provide services seamlessly.

### Collegiality

We work closely with other consultants in all of our projects (such as personal legal and/or tax advisors and auditors) to ensure that the client's interests are protected.



### Consulting fields: an overview

Geuyen & Partner specializes in providing tax, management and legal advice to businesses and entrepreneurs, public corporations and high-net-worth individuals in all structuring questions and transactions. In particular, we focus on the following areas:



- tax, management and legal advice in connection with (tax) laws for companies and corporate groups
- establishing tax-optimized »family offices« for high-networth individuals
- tax, management and legal advice in connection with corporate acquisitions (mergers & acquisitions/private equity)
- general corporate, management and strategy consulting, and advice in connection with financing questions (Advisory)
- advice in connection with international transactions and structuring questions, as well as international tax law
- conventional auditing of endof-year and consolidated financial statements (Assurance)\*
- tax, management and legal advice in connection with taxoptimized structuring for both companies and private individuals
- audit-like services in connection with transactions and structuring questions, e.g. advising clients in all questions relating to international accounting (Assurance)\*
- · implementation advice

<sup>\*</sup> through Altavis GmbH





### **CONSULTING FIELDS**

### Transaction consulting

Our transaction consulting services encompass the entire corporate acquisition process, as well as all associated tax, financial and legal questions.

# Our consulting services particularly include the following:

- structuring corporate acquisitions (e.g. developing buyer and seller structures, purchase price allocation)
- executing financial, tax and legal due diligence reviews
- developing shareholding structures and cooperative forms
   (e.g. holding structures, joint ventures, strategic alliances)
- designing measures to finance acquisitions (e.g. financing of corporate acquisitions, venture capital firms, private equity)

- developing management participation models (e.g. management buy-outs, management buy-ins, leveraged buy-outs)
- developing employee participation models (e.g. stock purchase models, stock option models, convertible bonds)





### **CONSULTING FIELDS**

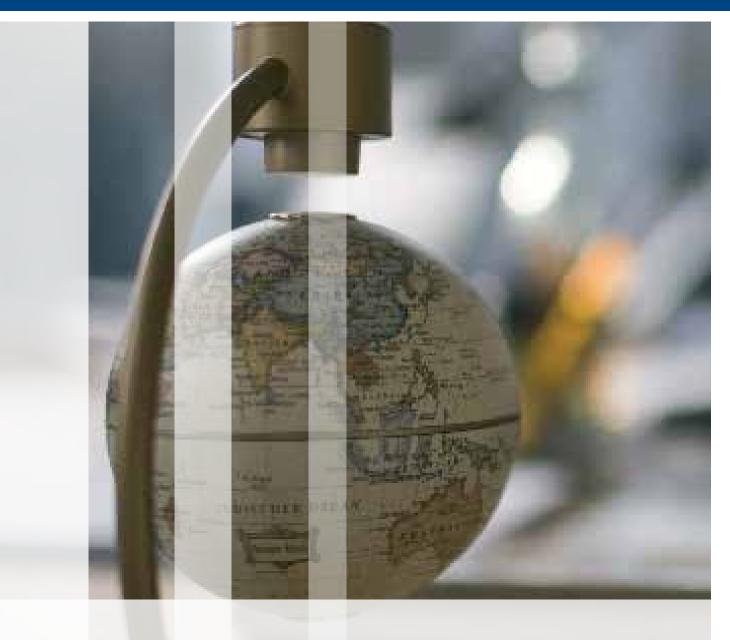
# Consulting for international transactions and structuring questions

As part of our consulting services in connection with international transactions and structuring questions, we provide advice in all international questions, whether »inbound, « i.e. domestic operations by foreign tax subjects, or »outbound,« i.e. foreign operations by domestic tax subjects. In doing so, we can rely if necessary on our integrated network of experienced foreign attorneys and accountants. In addition, Geuyen & Partners has its own office in Luxembourg in order to facilitate the implementation of international holding structures for our clients even further.

## Our consulting services focus on the following areas:

- international transactions and reorganizations
- optimizing the organization of international corporate groups (e.g. international tax planning, developing transfer pricing concepts, developing holding structures and sales structures, international posting of employees, international netting of losses)
- place of business taxation and choice of legal form

- advice in connection with international shifts in corporate functions (e.g. outsourcing of sales, production or financing functions, international site planning)
- advice in questions relating to foreign tax law and international tax treaties
- advice in connection with registered office and management transfers
- advice for companies moving to Germany or abroad



We broaden your horizons.



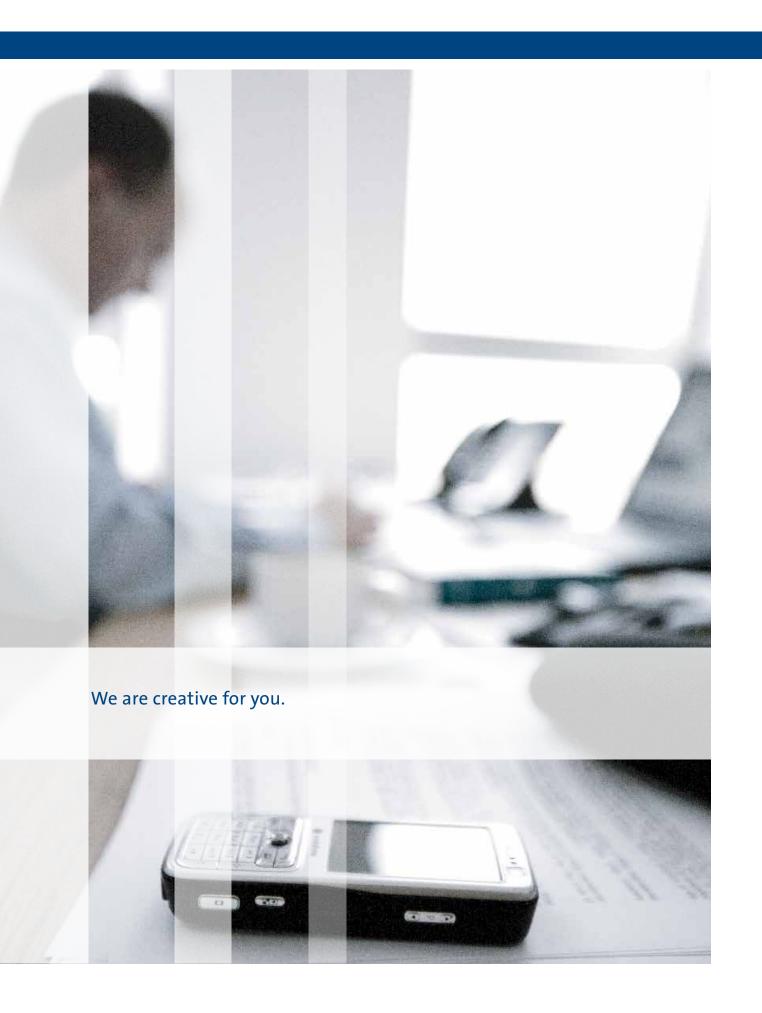


# Consulting in structuring questions - corporate clients

As part of our consulting services relating to structuring questions, we develop innovative and forward-looking structuring strategies for companies, business owners and high-net-worth individuals.

Our »corporate« department provides advice in structuring questions, as well as the following services:

- advice in connection with the development and optimization of corporate structures
- advice in connection with tax audits
- advice in connection with corporate rescues and restructuring
- structured financing (corporate finance)
- reorganization of companies and corporate groups (e.g. mergers, splits, changes in form, contribution, accrual)
- developing and analyzing fund structures (e.g. property funds, hedge funds, mezzanine funds)
- executing special tax measures (e.g. optimizing tax loss write-offs, optimizing dividend payments, optimizing occupational pension schemes, deductibility of debt interest)

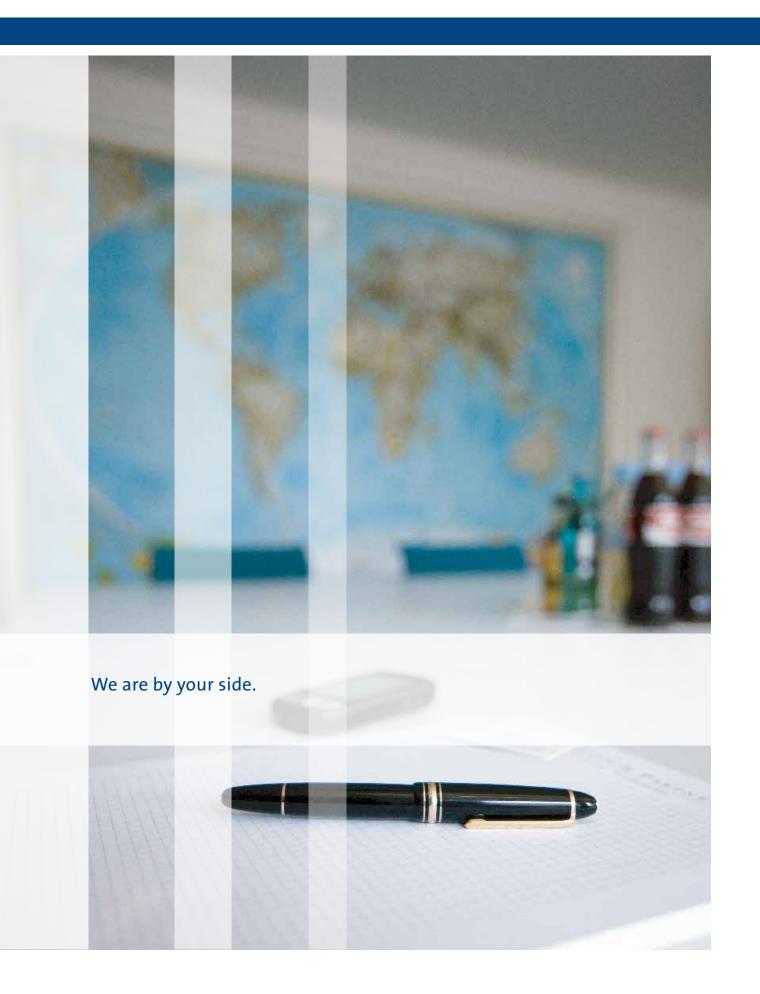




# Consulting in structuring questions - private clients

We provide the following services to private clients as part of our consulting services for structuring questions:

- estate planning and asset transfers
- gift and estate tax structuring
- structuring in connection with domestic and foreign foundations
- structuring in connection with moves abroad
- analysis, assessment and conception of investment opportunities in Germany and abroad

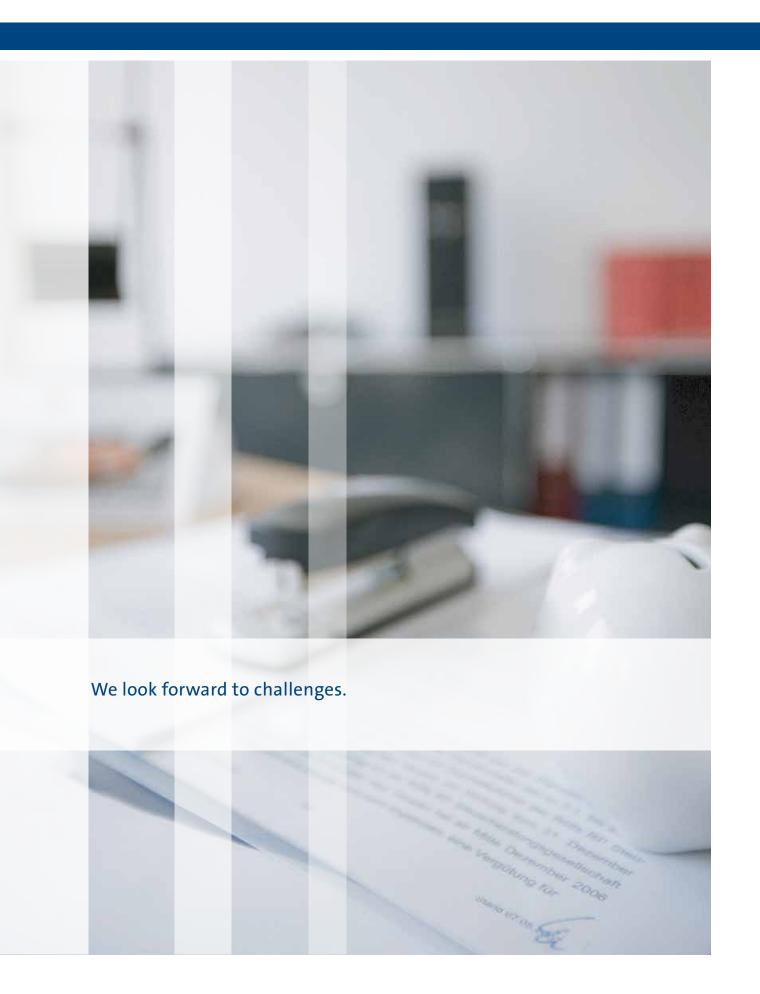




## Legal advice

Our »Legal« division provides advice for all industries and legal forms. Our services include the following areas:

- corporate law: drafting and optimizing contracts, including M&A and private equity transactions
- banking and capital market law, including regulatory issues and corporate governance
- real estate law
- labor law, including laws relating to occupational pensions/ working hours accounts
- intellectual property
- · public contract law
- bankruptcy law and corporate rescues





# General corporate, management and strategy consulting

A major factor in any company's financial success is its ability to innovate and adapt.

### Mid-size companies and high-networth individuals/family offices

The term "mid-size companies," as we use it, is not just an indication of the size of the company. It stands for a certain kind of corporate philosophy: one based on dynamism, decisiveness, flexibility, innovativeness and integrity. Mid-size companies face a wide variety of challenges.

We help mid-size companies found new companies, develop strategies for growth, plan their liquidity needs, open offices abroad, go public, structure financing alternatives and plan succession arrangements.

In each case, our services are provided by inter-disciplinary teams represented a variety of professional backgrounds. This practice ensures that each client has a main contact person who will coordinate our team of experts in each stage of the consulting process.

We also provide advice in the following areas:

- organizational consulting (structural and operational organization)
- developing and implementing information systems (management, financial, and sales information systems)

### Public corporations and institutions

We provide services to many public corporations and institutions in Germany and abroad. Our industry and methodological expertise makes us a powerful partner when it comes to developing innovative solutions. The areas we focus on include boosting efficiency, privatization, deregulation, process optimization, controlling and cost management, as well as financing and investment questions.

Our consulting services are built on methodological pillars:

Benchmarking
Objective results
Project work
Modularity
Clear division of labor





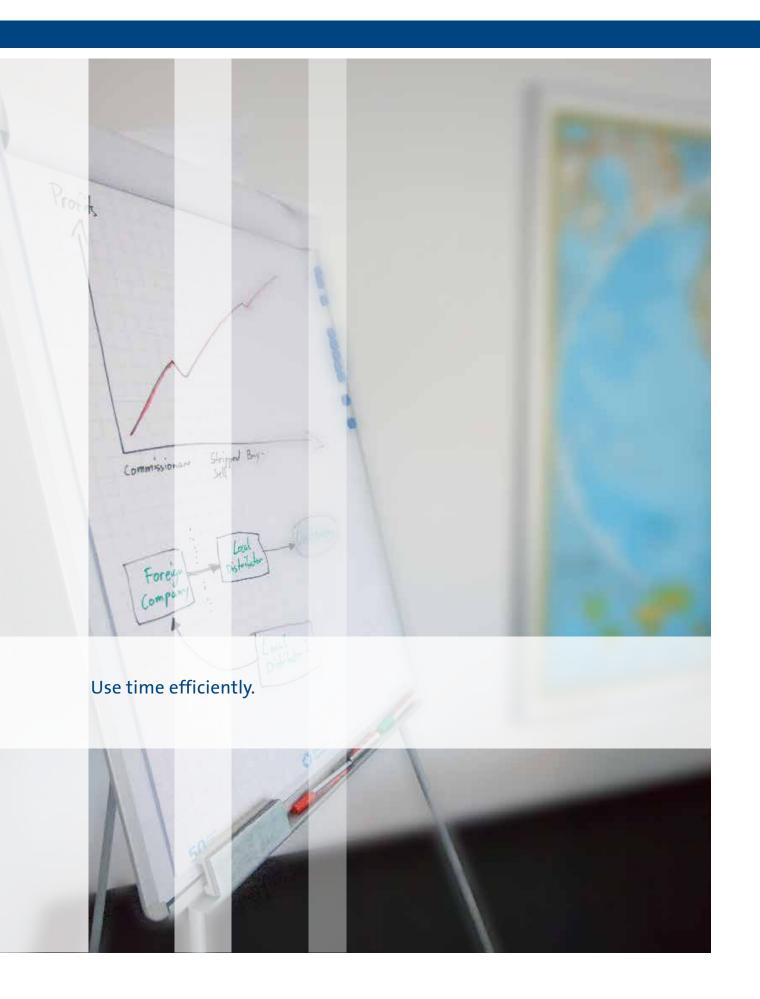
### **CONSULTING FIELDS**

### **Audit-like services**

We provide audit-like services in all of our activities which involve transactions and structuring questions. These services include the following:

- advice in questions of business management (e.g. merging organizations, going public, investment decisions, financing comparisons, business assessments)
- valuations

- advice in all questions of international accounting
- advice as a basis for decisionmaking (e.g. for the purchase or sale of companies, entry of shareholders or disputes)
- financial due diligence reviews
- services based on statutory requirements (e.g. share capital increases or decreases and reorganizations)



### Implementation consulting

Our tax implementation advice serves to protect your interests in connection with the implementation of structuring measures and in case of disputes with the revenue service. We will advise you

- in taking precautions in connection with the planned measures (coordination with the revenue service, requesting binding rulings) and
- in the implementation of measures once they have been executed (advice in connection with field audits, conducting appeals and litigation before tax courts)

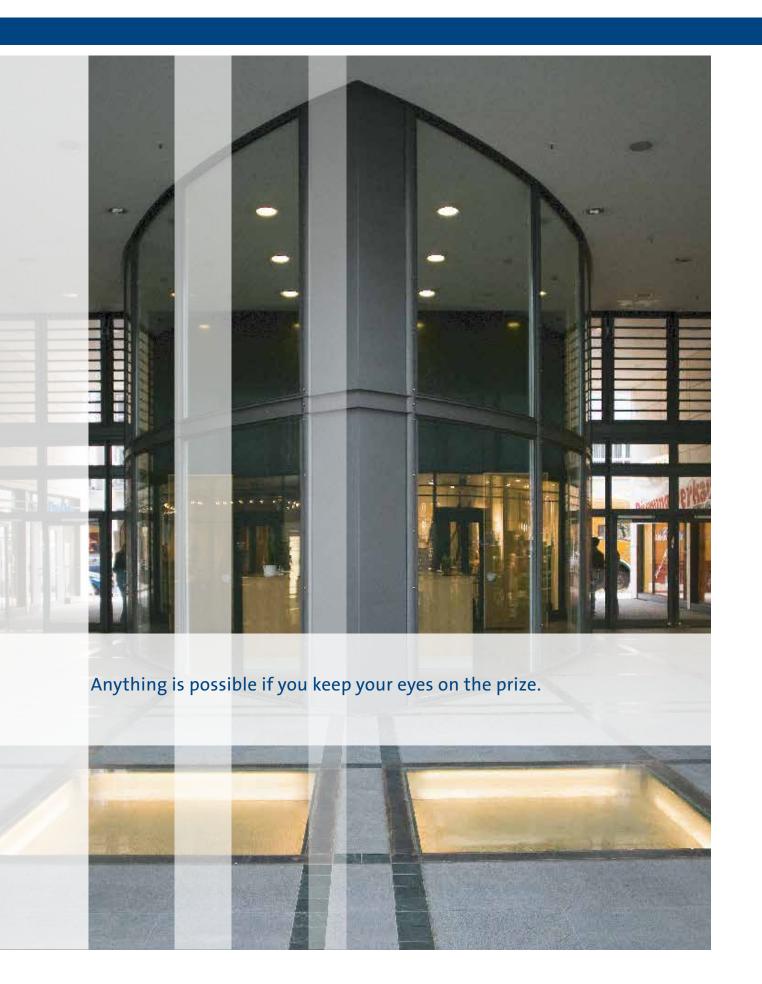
### Family office

Our tax-optimized family office unit provides extensive advice and assistance to high-net-worth individuals, primarily owners of mid-size companies, in connection with filing tax statements and general tax planning matters. In particular, we offer the following services:

- strategic tax planning (determining and forecasting tax status, tax projections)
- routine tax advice (reviewing tax assessment notices, preparing tax statements, filing peti

tions, conducting negotiations with the revenue service);

 providing assistance in tax litigation



### Clients

We keep up-to-date on a broad range of topics and are capable of developing solutions for a wide variety of challenges. Our activities are as diverse as our clients. Our experience in various sectors is represented in our firm's various divisions.

We work in the following industries:

- the automotive industry
- banks (private banks, investment banks and retail banks)
- chemicals and pharmaceuticals
- · service companies
- the energy industry
- financial services companies
- health care
- trade and consumer goods
- holding companies
- · the industrial sector

- real estate
- public administration
- foundations
- technology, media and telecommunications
- transportation and logistics

We serve our clients both in Germany and abroad. Our Luxembourg office and our extensive personal relationships with foreign tax and legal advisors allow us to provide advice and assistance in connection with international transactions in a large number of countries.

Our close contacts with the German revenue service give us the ability to quickly identify tax changes which will benefit our clients and to incorporate these changes in our solutions.

Since forward-looking solutions can only be developed if we work together, we tackle complex consulting projects and audits by forming inter-disciplinary teams of accountants, natural scientists and auditors.





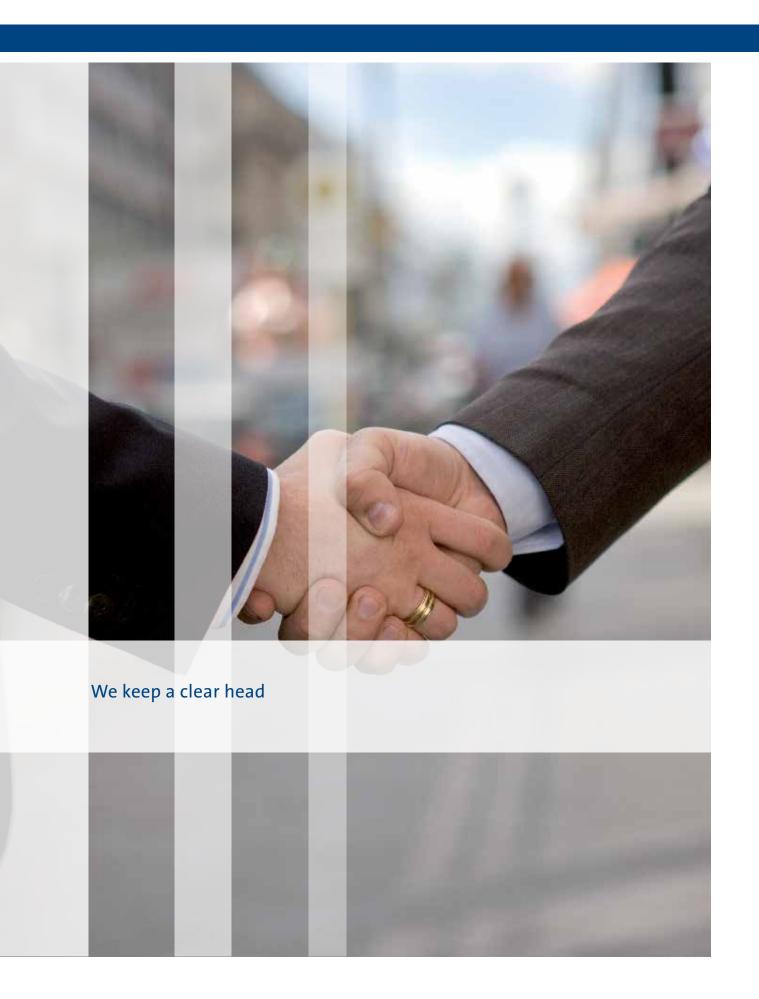
Our thinking is as broad as our client base. Our clients come from the following groups:

- mid-size companies and private individuals
- public corporations and institutions
- capital market-based companies; and

financial investors

We keep up to date on a broad range of topics and are capable of developing solutions for a wide variety of challenges. Our activities are as diverse as our clients. Our experience in various sectors is represented in our firm's various divisions.

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