

Lawyers



York Schnorbus

Partner

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Dr. York Schnorbus joined Sullivan & Cromwell in 2001 and became a partner of the Firm in January 2009. He has extensive experience in public and private mergers and acquisitions, general corporate representations and capital market and acquisition financings. Dr. Schnorbus' practice is very much focused on cross-border transactions involving Germany and North America.

Dr. Schnorbus represents, in equal measure, corporate clients in a wide range of industries (including in particular: utilities, financial institutions and real estate companies), investment banks (advisory and principal investment) and financial investors of various types (private equity firms, pension funds, insurance companies, venture capital firms). He also acts as a personal adviser to families and executives.

Dr. Schnorbus has published a number of law review articles dealing primarily with matters of corporate, takeover and securities law.

SELECTED REPRESENTATIONS

Public M&A:

Aroundtown and **TLG IMMOBILIEN** in connection with Aroundtown's pending public delisting tender offer for all outstanding shares of TLG, offering €31.67 per share; **Morgan Stanley Infrastructure Partners** on its voluntary public cash takeover offer for all shares in Tele Columbus AG and the subsequent public delisting tender offer, valuing Tele Columbus at approx. €1.8 billion; **Morgan Stanley Infrastructure Partners** on the voluntary public takeover for PNE; **Covivio** in its voluntary public takeover offer for all shares in Godewind Immobilien AG; **Merck** on its acquisition of all shares in Versum Materials; **Morgan Stanley Infrastructure Partners** in connection with the voluntary public tender offer for all outstanding shares of VTG and the subsequent delisting offer; **Praxair** in connection with its merger of equals with Linde; **TLG IMMOBILIEN** on its exchange offer for WCM; **Standard Industries** on its tender offer for Braas Monier; **Diebold** on its business combination agreement with, and tender offer for, Wincor Nixdorf; **Deutsche Wohnen** on the unsolicited proposed takeover by Vonovia; **K+S** on the unsolicited proposed takeover by Potash (withdrawn); **Deutsche Wohnen** on its proposed exchange offer for LEG Immobilien (abandoned); **Goldman Sachs**, as financial adviser to **Siemens**, on the acquisition of CD-adapco and in its agreement with

PRACTICES & CAPABILITIES

Europe

Infrastructure

Renewable & Alternative Energy

General Practice

Capital Markets

Environmental, Social and Governance (ESG)

Mergers & Acquisitions

M&A Financial Advisory

Private Equity

EDUCATION

2001, University of Pennsylvania Law School, LL.M.

2000, Universität Mainz, Ph.D.

1998, State of Hesse, 2. State Exam

1995, Justus-Liebig-Universität Gießen, 1. State Exam

BAR ADMISSIONS

Frankfurt am Main, Germany

LANGUAGES

English

German

Dresser-Rand to acquire Dresser-Rand; **Deutsche Annington** in its exchange offer for GAGFAH; **Deutsche Wohnen** on its exchange offer for GSW Immobilien; **Goldman Sachs** as financial adviser to **Siemens** on the acquisition of Invensys Rail; **Goldman Sachs** as financial adviser to **Continental** in Schaeffler's takeover offer for Continental; **Deutsche Bank** as financial adviser to **Merck** on its tender offer for Serono, including representation of the underwriters in Merck's related capital increase to refinance the bridge acquisition financing; **Morgan Stanley** as financial adviser to **Deutsche Postbank** on its acquisition of BHW Bausparkasse and the following squeeze out; **Goldman Sachs** as financial adviser to **UniCredit** on its public takeover of Bayerische Hypo-und Vereinsbank and subsequent squeeze-out of minority shareholders; **Goldman Sachs** as financial adviser to **Spohn Cement** on its takeover of HeidelbergCement; **Aventis** on its combination with Sanofi, including advice on M&A and takeover law relating to Aventis' German subsidiary Hoechst.

Private M&A:

Goldman Sachs Asset Management in connection with one of their funds' acquisition of Amedes from Antin Infrastructure Partners; **CSM Bakery Solutions**, a portfolio business of Rhône Capital, on the carve-out of its ingredients business by Investindustrial VII; **Allianz** on the merger of its real estate management business with Pacifico Investment Management Company (PIMCO); **Diebold Nixdorf**, Incorporated (U.S.) in its sale of a majority stake in Diebold Nixdorf Portavis GmbH to DATAGROUP for an undisclosed amount, **Financière SNOP Dunois** on its memorandum of understanding with Tower International relating to the sale of all of Tower's European operations; Owners of **BEOS** on the sale of the company to Swiss Life; **Alibaba** on its acquisition of a controlling stake in Lazada Group; **Standard Industries** on its acquisition of Icopal; **Verifone** on the acquisition of InterCard; **Penn Engineering** on the acquisition of Profil Verbindungstechnik; **Novald** and its shareholders on the acquisition by Samsung Group, dual track process consisting of a contemplated IPO of Novald in the U.S. and a competitive auction involving several strategic investors; **HEAG Südthessische Energie AG (HSE)** on the sale of Enviro Chemie to Skion; **Goldman Sachs** as financial adviser to **Siemens** on the sale of its worldwide water technologies business to AEA Investors and on the formation of a joint venture with Mitsubishi-Hitachi Metals Machinery and Mitsubishi Heavy Industries; **HEAG Holding** on its acquisition of E.ON's stake in HEAG Südthessische Energie AG (HSE); **Deutsche Wohnen** on its acquisition of the BauBeCon Group; **Goldman Sachs** as financial adviser to **Siemens** on the acquisition of LMS International; **Cerberus** and **Whitehall Funds** on their sale of a commercial real estate holding; **Tinicum Capital Partners** on the acquisition of AMI Doduco; **family owners** on the sale of their interests in **amor GmbH** to Pamplona Capital and 3i; **Bucyrus** on the acquisition of Terex's mining equipment business; **Goldman Sachs** as financial adviser to **Siemens** on the sale of Siemens IT Solutions and Services to Atos; **Mainova and the Integra/KOM9 consortium** on the acquisition of E.ON subsidiary Thüga; **Commerzbank** on its acquisition of Dresdner Bank; **Goldman Sachs** as financial adviser to **Siemens** on its sale of Fujitsu Siemens Computers (Holdings) to Fujitsu; **AXA** on its acquisition of Winterthur and DBV Winterthur; and **InBev** on the sales of Bremer Erfrischungsgetränke and Nienburger Glas.

Corporate Advisory Matters:

Supervisory boards and shareholders of large listed and non-listed companies on disputes with the management board; internal compliance investigations on behalf of supervisory boards; restructuring of family owned businesses; company and shareholders on structuring the payment of a so-called super dividend; implementation of corporate governance structures, including joint ventures and minority participations; post-acquisition integration, including domination and profit and loss transfer agreements as well as squeeze-out procedures with respect to minority shareholders; corporate reorganizations (change of the legal form, statutory spin-offs and mergers); representation of defendants in corporate

appraisal proceedings (*Spruchverfahren*); special expertise in advising corporate clients on various legal matters relating to partnerships limited by shares (*Kommanditgesellschaft auf Aktien*).

Equity Capital Markets:

Instone on its dual track IPO and the cross-border conversion of the issuer into a German stock corporation; **Goldman Sachs PIA** and **KKR** as selling shareholders on the IPO of **KION**; funds advised by **Natixis** in a private placement of shares in Alstria; **Novaled** on its contemplated U.S. IPO; **Commerzbank** on its capital increase to finance the acquisition of Dresdner Bank; **Deutsche Bank** as financial adviser to **Fresenius** on its acquisition of APP Pharmaceuticals, including the representation of the underwriters in Fresenius' related capital increase and offering of bonds mandatorily exchangeable into shares of Fresenius Medical Care; **Sky Deutschland** on its rights offering to repay funds drawn under a credit facility and to raise further proceeds to acquire rights in the German football league "Bundesliga"; **Deutsche Bank**, **J.P. Morgan** and **Sal. Oppenheim** as underwriters on the IPO of **PATRIZIA Immobilien**; **Permira** on two share placements relating to its disposal of its participation in Sky Deutschland (formerly Premiere); **Deutsche Bank** as underwriter of **Südzucker's** rights offering; **Deutsche Bank** as financial adviser to **Fresenius** on its acquisition of HELIOS Kliniken, including representation of the underwriters in Fresenius' related capital increase to refinance the bridge acquisition financing; **Deutsche Bank** and **Morgan Stanley** as the underwriters on the IPO of **Deutsche Postbank**.

Rankings and Recognitions

- Continuously ranked for M&A since 2016, *Chambers Global*
- Continuously ranked for M&A since 2016, *Chambers Europe*
- Recommended for Corporate/M&A, *JUVE Handbook* (2015 – Present)
- Listed as "Highly Regarded" for M&A, *IFLR1000* (2018 – Present)