



Dr. Martina Ortner

Partner

Munich
+49.89.321.215.367

Martina.Ortner@klgates.com

OVERVIEW

Martina Ortner is a partner in the firm's Munich office. She advises German and international clients of mainly traditional industries on:

- (cross-border) corporate restructurings, in particular in connection with the formation of holding models (inter alia through carve-outs, mergers, de-mergers, and legal conversions);
- mergers and acquisitions (M&A) transactions, in particular with respect to business-to-business manufacturing and new technology sectors;
- the formation of joint ventures including suitable corporate governance and deadlock resolution mechanisms;
- general corporate matters, in particular related to publicly listed companies, such as the holding of general meetings (*Hauptversammlungsrecht*) and compliance with capital market regulations.

Martina also provides advice to various private equity funds, both with respect to their M&A activities and on their portfolio management.

Supplementing the above expertise, Martina has a specific focus on German-Italian transactions. She is head of the German practice in the firm's Milan office.

Clients praised her as “circumspect and dedicated” in *JUVE German Commercial Law Firms* 2018.

PROFESSIONAL BACKGROUND

Martina joined the firm (together with Munich corporate partner Dr. Franz Schaefer and team) in December 2016 after having practiced at two leading international law firms in their Munich offices.

She studied at the Ludwig-Maximilian University in Munich and at the Università degli Studi di Bologna. In 2006, she received a doctorate degree from the University of Munich and passed her second state law examination in 2007. From 2010 until 2011 she worked for an international law firm in Milan, Italy.

ACHIEVEMENTS

- Recognized by *The Legal 500 EMEA* as a Recommended Lawyer in Germany
 - Corporate, 2024
 - M&A: mid-sized deals (sub-500m), 2024

SPEAKING ENGAGEMENTS

- Martina Ortner regularly holds guest lectures at various universities in Germany on corporate related matters.

EDUCATION

- Second Legal State Exam, Higher Regional Court of Munich, 2007
- Dr. iur., Ludwig Maximilian University of Munich, 2006
- First Legal State Exam, University of Munich, 2004

LANGUAGES

- English
- French
- German
- Italian

THOUGHT LEADERSHIP *POWERED BY HUB*

- 29 July 2022, European Collaboration featuring Dr. Martina Ortner
- 15 February 2021, Women's Quota on the Executive Board in Germany
- 12 January 2021, Reform of the DAX, the German Blue Chip Stock Market Index
- 28 April 2020, COVID-19: Measures Under the Economic Stabilization Fund Act and the Law on the BayernFonds to Mitigate the Economic Consequences of the COVID-19 Pandemic
- 4 October 2018, From Toothless Tiger to Apex Predator? An Overview of the Effects of the German Investment Control in Accordance with the Foreign Trade and Payments Ordinance (Außenwirtschaftsverordnung)

OTHER PUBLICATIONS

Martina has published numerous articles in periodicals with a focus on corporate and capital markets, and mergers and acquisitions.

- Imputed knowledge and conduct in M&A transactions, DStR 31, 2017, p. 1710 f., together with Dr. Franz Schaefer (German article)
- A Tendency Regarding the Confirmation of Resolutions of Annual General Meetings, *Börsenzeitung*, May 3, 2014, together with Dr. Franz Schaefer (German article)
- The Termination and Establishment of Fiscal Unities in the Course of Corporate Acquisitions, DStR 2013, 2399, together with Dr. Franz Schaefer and Martin Mager (German article)
- Practical Issues of Squeeze-outs, DStR 2011, p. 1668 f., together with Dr. Marcus Klie and Dr. Christoph Rödter (German article)
- Practical Issues of Cross-Border Mergers, Der Konzern 2010, p. 541 f, in combination with Dr. Wolfgang Krauel and Dr. Christian Mense (German article)
- Relations with Majority Shareholders as Conflict of Interests Affecting Independence of Supervisory Board Members?, NZG 2010, 1413, together with Dr. Marcus Klie (German article)
- The Independent Financial Expert According to BilMoG (German Accounting Law Modernization Act) – Legal Consequences in Case of Divergence from § 100 Abs. 5 AktG Regarding Staffing of Supervisory Board Members, DStR 2010, 1339, together with Dr. Marcus Klie (German article)
- Supplier and Manufacturer Recourse in the Context of German-Italian Legal Dealings, Herbert Utz Publishers, Munich 2006 (Dissertation, Munich University)

NEWS & EVENTS

- 10 October 2023, K&L Gates Advises Mahr Holding on Sale of Shares in Mahr EDV GmbH to Private Equity Investor
- 22 June 2023, Nearly 50 K&L Gates Lawyers Throughout Europe Recognized in 2024 Best Lawyers, Ones to Watch Editions
- 20 March 2023, K&L Gates Advises ARRI Group on Acquisition of Professional Lighting Provider Claypaky
- 17 October 2022, K&L Gates Advises Real I.S. Australia on Sale of Geosciences Building
- 3 December 2020, K&L Gates Advises EXASOL AG and Hauck & Aufhäuser on €43 Million Capital Increase
- 8 October 2020, K&L Gates Advises Roboze SpA on German Growth
- 2 March 2018, K&L Gates Names 34 New Partners Across Global Platform

MEDIA MENTIONS

- Mentioned, "K&L Gates with MotorK in the acquisition of Webmobil24," *LegalCommunity.it*, 4 August 2022

AREAS OF FOCUS

- Mergers and Acquisitions

INDUSTRIES

- Automotive
- Manufacturing

REPRESENTATIVE EXPERIENCE

- Advised Mahr Holding GmbH on the sale of its shares in Mahr EDV GmbH, a leading provider of managed IT and cloud services for small and medium-sized enterprises, to British private equity investor Tenzing. In order to allow for a more flexible purchase price structure and ensure a sustainable commitment of the founder to the group of companies, the transaction provided for an indirect return participation of the founder in the target company via a complex dual structure, with the management of Mahr EDV GmbH also given the opportunity to participate in the companies.
- Advised Argo AI GmbH, the German development subsidiary of Argo AI LLC, an autonomous driving technology company headquartered in the US with several offices worldwide and Volkswagen Group and Ford Motor Group as key investors, on the termination of the joint venture including advice on the complex cross-border retransfer documentation, potential insolvency monitoring, tax structuring, antitrust as well as IT law.
- Represented United Kingdom-headquartered MotorK Italia S.r.l. (AMS: MTRK) in a complex cross-border acquisition of Ico-International GmbH.
- Advised Exasol AG, an analytics database management software company headquartered in Nuremberg on a complex re-organisation of Exasol Group, including four partially cross-border up-stream mergers.
- Advised German joint venture company OSRAM Continental and its international subsidiaries on its dissolution and re-transfer of specific businesses to shareholders covering multiple jurisdictions and cross-border arrangements.
- OSRAM Continental Group, a new joint venture formed by OSRAM AG (MDAX-listed) and Continental AG (DAX-listed) in the automotive lighting business, on major restructurings with respect to their international subsidiaries, as well as on corporate governance issues.
- Audi AG on the acquisition of Italian manufacturer of motorbikes Ducati Motor Holding S.p.A

- Transformation of ultimate parent company into a holding entity by carving-out four independent business units (largest restructuring since going public).
- AGM-related advice, including advice with respect to activist shareholders and compliance with proxy adviser recommendations.
- Formation of a 50/50 joint venture with Italian Durst group in the area of digital printing solutions.
- Koenig & Bauer AG regarding the sale of business unit “Clean Air Business” to Dürr AG.
- Digi+ Partners, a German growth equity fund, with respect to their participation in Price f(x) AG (active in the development of specialized pricing software).
- Fidelium Group, a Munich-based financial investor, on the set-up of its fund structure and on several M&A transactions such as the acquisition of Swiss-based Wolfensberger AG (automotive).
- Koenig & Bauer AG regarding the acquisition of a majority stake in Kammann Maschinenbau GmbH.
- Koenig & Bauer AG regarding the acquisition of Spanish die cutter manufacturer Iberica AG S.A.
- Koenig & Bauer AG regarding the acquisition of majority stake in Italy-based Flexotecnica S.p.A.
- Micro Research Europe Srl, an Italian manufacturer of spare parts for cars (controlled by a Chinese group) on German corporate-related matters and high-end commercial contracts.
- Revcap Group, a London-based real estate investor, on several corporate real estate transactions, such as the sale of a large commercial and office complex close to Stuttgart.
- Wort & Bild Verlag, a German editor of Healthcare magazines (including one of Germany’s highest-circulated magazines), among others on several corporate transactions