



**Dr. Gaudenz G. Zindel, LL.M.**

Partner (born 1954)

Telephone: +41 58 800 8396 (direct dial)

Telefax: +41 58 800 8080

Email: gaudenz.g.zindel@nkf.ch

**Languages**

German, English

■ **Areas of Practice**

Mr. Zindel specializes in corporate and commercial law, particularly the law of corporations and limited liability companies, stock exchange law and construction law.

He focuses on the preparation and realization of Shareholders' Meetings (AGMs) of listed corporations as well as privately held companies. Mr. Zindel has devoted a substantial amount of time to advising corporations on their capital structures (capital increases, capital decreases and redemptions of shares), their articles of association and organizational regulations. He further regularly advises companies on issues of their board of directors, corporate governance, compliance and directors' liability.

He is further regularly counselling clients in shareholders' agreements, joint ventures, corporate restructuring and matters concerning the public commercial register. He represents clients in proceedings before the SIX Swiss Exchange, the Swiss Takeover Board and the Swiss Competition Commission.

He advises private clients, particularly family held companies (corporations and limited liability companies) on their corporate structures, partnership agreements, restructuring projects and succession planning. Furthermore, he is involved in real estate projects, especially with regard to the negotiating and coordinating of the various construction contracts.

Mr. Zindel is a member of the board of directors of several privately held companies in various business areas, in particular banking and asset management, construction, information technology and communication services, sales and logistics, legal publishing.

Mr. Zindel is the chief-editor of Swiss Lawyers Journal (Schweizerische Juristen-Zeitung) and the co-editor of the Commentary on the Lawyers' Profession (Anwaltsgesetz). He regularly publishes articles on corporate and commercial law and has co-authored commentaries with a particular focus on capital structures of corporations and construction contracts.

From 2004 until 2007 he chaired the annual Corporate Law Conference of the Europe Institute at the University of Zurich. He is networking in the Federal legislative environment and particularly lectures and comments on the revision of the Law on Corporations (Aktienrechtsrevision) and corporate governance-issues. He acts as a vice-chairman of the Europe Institute at the University of Zurich. He further serves on the board of the Ius-Alumni of the University of Zurich, acting as the Vice-Chairman of the organization. Mr. Zindel is distinguished as leading in Corporate and Commercial by Legal 500 and European Legal Experts.

■ **Professional Career**

2013 – Europe Institute at the University of Zurich, Vice-Chairman

2009 – Lecturer on Swiss corporate law in its international context, LL.M.-Program of the University of Zurich (Europe Institute)

2004 – Ius-Alumni Organization of the University of Zurich, Member of the Board, Vice-Chairman

2004 – Expert Commission on the Law of the Legal Profession of the Swiss Lawyers' Association

1999 – 2011 Federal Expert Commission for the Commercial Registry, legislative proposals on corporate law

1997 – 2002 Zurich Lawyers' Association (Zürcher Anwaltsverband), Member of the Executive Board, 2001/2002 acting as Chairman

1997 – Europe Institute at the University of Zurich, Member of the Board, since 2006 Executive Committee

1994 – Partner, Niederer Kraft & Frey

1988 – 1993 Associate, Niederer Kraft & Frey

# NIEDERER KRAFT & FREY

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- 1999 – 2002 Lecturer at University of St. Gallen, Business Associations
- 1988 – Foreign associate with Lillick McHose & Charles, Attorneys at law, Los Angeles
- 1986 – 1987 Law Clerk with the District Court of Uster/Zurich
- 1980 – 1982 Assistant for Corporate Law at University of Zurich, Prof. Peter Forstmoser

## ■ Education

- 1987 – 1988 University of California, Los Angeles, School of Law, LL.M.
- 1987 – Admitted to the Bar (*Rechtsanwalt*)
- 1984 – University of Zurich, PhD, Preemptive Rights in the Corporation (distinguished with the Walther Hug-Prize 1985)
- 1975 – 1980 Law Schools of the Universities of Zurich and Lausanne (Master Degree)

## ■ Recent Experience

The following is a selection of public and private cases in which Mr. Zindel acted as counsel:

- M&A-Transaction regarding a joint venture company through which the parties develop retail store concepts and operate respective convenience stores
- Advising family owned business-group in the health sector (residential care home/special care home) regarding restructuring and new positioning
- AGMs of Credit Suisse Group and other listed corporations, particularly advising on capital structure issues, amendments to the articles of association and corporate governance
- Advising a listed corporation on the friendly public tender offer to public shareholders of a Swiss bank
- Joint Venture-Transaction in the enterprise communications business; transfer of Swiss enterprise communications business to a UK joint venture holding company as part of a worldwide transaction
- M&A-Transaction regarding the purchase of an international manufacturing business; legal counsel to the international manufacturer, advising on the merger control filings worldwide
- M&A-Transaction regarding the purchase of a privately held Swiss Corporation; acting as Seller's counsel in the Swiss law governed transaction
- Advising a privately held corporation active in building construction and civil engineering on the investigation proceedings and required actions; representing the client before the Swiss Competition Commission
- Real estate projects, particularly in the Greater Zurich Area, advising on Swiss construction law and drafting and negotiating the construction agreements
- Reorganization of privately held companies and holding structures (Familiengesellschaften)

## ■ Publications

- Gaudenz G. Zindel, Peter R. Isler, Kommentierung Kapitalerhöhungen im Aktienrecht und im GmbH-Recht (Art. 650 - 653i und 786 ff. OR), in: Heinrich Honsell/Nedim Peter Vogt/Rolf Watter (Hrsg.): Basler Kommentar zum Schweizerischen Privatrecht, Obligationenrecht II, 5. Auflage, Basel/Genf/München 2016
- Gaudenz G. Zindel, Urs Pulver, Bertrand G. Schott, Kommentierung Werkvertrag (Art. 363-379 OR), in: Heinrich Honsell/Nedim Peter Vogt/Wolfgang Wiegand (Hrsg.): Basler Kommentar zum Schweizerischen Privatrecht, Obligationenrecht I, 6. Auflage, Basel/Genf/München 2015
- Gaudenz G. Zindel, Anwaltsgesellschaften in der Schweiz, in: Schweizerische Juristen-Zeitung, 108 (2012), 249-260 und in: Leo Staub und Christine Hehli Hidber (Hrsg.): Management von Anwaltskanzleien, Zürich 2012, S. 289 ff.
- Peter R. Isler, Gaudenz G. Zindel, Christa Sommer, Strafanzeige der Gesellschaft gegen ihre Organe bei aktienrechtlichen Verantwortlichkeitsansprüchen - pro und contra, in: Liber amicorum für Andreas Donatsch (2012)
- Peter Forstmoser, Gaudenz G. Zindel, Valerie Meyer Bahar, Zulässigkeit der Interimsdividende im schweizerischen Recht, in: SJZ 105 (2009) 205 ff.
- Peter R. Isler, Gaudenz G. Zindel, Kapitalerhöhungen – Neuerungen bei der ordentlichen und bedingten Kapitalerhöhung, in: GesKR Sondernummer Aktienrechtsrevision (2008), S. 18-22
- Gaudenz G. Zindel, Stimmrechtsvertretung an Generalversammlungen von Publikumsgesellschaften, Insbesondere Stimmrechtsausübung ohne Weisung, in: Gaudenz G. Zindel/Patrik R. Peyer/Bertrand Schott (Hrsg.): Wirtschaftsrecht in Bewegung. Festgabe zum 65. Geburtstag von Peter Forstmoser, Zürich/St. Gallen 2008 und Zürich/Basel/Genf 2008, S. 178-199
- Gaudenz G. Zindel, Daniel Weber, Arnaud F. Philippe, Zeitpunkt der Wirksamkeit statutenändernder Generalversammlungs- und Verwaltungsratsbeschlüsse, in: Reprax 10 (2008), S. 36-61
- Gaudenz G. Zindel, Aktienrecht und Handelsregisterrecht, in: Neuerungen im Schweizer Wirtschaftsrecht, NKF-Schriftenreihe Band 12, Zürich 2007, S. 53-68

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- Gaudenz G. Zindel, Entwicklungen im Anwaltsrecht, in: ZGRG 25 (2006), S. 36-51
- Gaudenz G. Zindel, Walter Fellmann, Kommentar zum Anwaltsgesetz, Bundesgesetz über die Freizügigkeit der Anwältinnen und Anwälte (Anwaltsgesetz, BGFA), 2. Auflage, Zürich 2011
- Gaudenz G. Zindel, Aktienrückkäufe und Kapitalherabsetzungen, in: Hans Caspar von der Crone/Rolf H. Weber/Roger Zäch /Dieter Zobl (Hrsg.): Neuere Tendenzen im Gesellschaftsrecht. Festschrift für Peter Forstmoser zum 60. Geburtstag, Zürich 2003, S. 571-596
- Gaudenz G. Zindel, Sacheinlagefähigkeit von Transferwerten im Berufssport, Neuausrichtung der Sacheinlagekriterien, in: Reprax 3 (2001), S. 1-24
- Gaudenz G. Zindel, Peter R. Burkhalter, Euro(päische) Aktien ohne Nennwert, in: EuZ 1 (1999), S. 50-56
- Gaudenz G. Zindel, Anwaltswerbung, in: SJZ 94 (1998), S. 440-442
- Gaudenz G. Zindel, Peter C. Honegger, Peter R. Isler, Ulrich Benz, Statuten der Aktiengesellschaft, in: Statuten der Aktiengesellschaft, NKF-Schriftenreihe Band 5, 2. Auflage, Zürich 1997
- Gaudenz G. Zindel, Aktionäre ohne Stimmrecht und stimmrechtslose Aktionäre, in: Walter R. Schluep/Peter R. Isler (Hrsg.): Neues zum Gesellschafts- und Wirtschaftsrecht, Festschrift zum 50. Geburtstag von Peter Forstmoser, Zürich 1993, S. 199-216

