



## Dr. iur. Gaudenz G. Zindel

Of Counsel, Attorney-at-law, LL.M.

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Languages

German, English

## Expertise

Mr. Zindel specializes in corporate and commercial law, particularly the law on corporations and limited liability companies.

He focuses on 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, 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, and is regularly counselling clients in shareholders' agreements, joint ventures and corporate restructuring.

He advises private clients, particularly family held 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 privately held companies in various business areas, in particular banking and asset management, construction, information technology and communication services.

Mr. Zindel was the editor-in-chief of Swiss Lawyers Journal (Schweizerische Juristen-Zeitung) from 2000 until 2018 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 2017 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. Mr. Zindel is distinguished as leading in Corporate and Commercial by Legal 500 and European Legal Experts.

Corporate / M&A

Commercial

Private Clients

## Career

- 2024 Of Counsel, Niederer Kraft Frey
- 2000–2018 Editor-in-chief of Swiss Lawyers Journal (SJZ/RSJ)
- 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)
- 2004–2017 Head of the annual Conference on Corporation Law, Europe Institute at the University of Zurich
- 2004 lus-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, Vice-Chairman since 2006 Executive Committee
- 1994 Partner, Niederer Kraft Frey, Zurich
- 1988 Foreign associate with Lillick McHose & Charles, Attorneys at law, Los Angeles
- 1986 Law Clerk with the District Court of Uster / Zurich
- 1980 Research Assistant for Corporate Law at University of Zurich, Prof. Peter Forstmoser

## Education

- 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)
- 1980 Law Schools of the Universities of Zurich and Lausanne (Master Degree)

## Experience

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

- Advising family owned enterprise in a spin-off (industrial area and real estate)
- 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 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 (Familienunternehmen)

## Publications

- Gaudenz G. Zindel, Peter R. Isler, Philipp Candreia, Kommentierung Kapitalerhöhungen im Aktienrecht und im GmbH-Recht (Art. 650 – 653i, 653s – 653v und 781 OR), in: Honsell/Vogt/Watter (Hrsg.): Basler Kommentar zum Schweizerischen Privatrecht, Obligationenrecht II, 6. Auflage, Basel 2023
- Gaudenz G. Zindel, Bertrand G. Schott, Kommentierung Werkvertrag (Art. 363 – 379 OR), in: Widmer Lüchinger/Oser (Hrsg.): Basler Kommentar zum Schweizerischen Privatrecht, Obligationenrecht I, 7. Auflage, Basel 2020
- Gaudenz G. Zindel, Anwaltsgesellschaften in der Schweiz, SJZ 2012, S. 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 Interim dividende im schweizerischen Recht, SJZ 2009, S. 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/Basel/Genf 2008, S. 178-199
- Gaudenz G. Zindel, Daniel Weber, Arnaud F. Philippe, Zeitpunkt der Wirksamkeit statutenändernder Generalversammlungs- und Verwaltungsratsbeschlüsse, Reprax 2008, S. 36-61
- Gaudenz G. Zindel, Aktienrecht und Handelsregisterrecht, in: Neuerungen im Schweizer Wirtschaftsrecht, NKF-Schriftenreihe Band 12, Zürich 2007, S. 53-68
- Gaudenz G. Zindel, Entwicklungen im Anwaltsrecht, ZGRG 2006, S. 36-51
- Walter Fellmann/Gaudenz G. Zindel, Kommentar zum Anwaltsgesetz, Bundesgesetz über die Freizügigkeit der Anwältinnen und Anwälte (Anwaltsgesetz, BGFA), 2. Auflage, Zürich 2011

## NIEDERER KRAFT FREY

- Gaudenz G. Zindel, Aktienrückkäufe und Kapitalherabsetzungen, in: von der Crone/Weber/Zäch/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, Reprax 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, SJZ 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. Schlupe/Peter R. Isler (Hrsg.): Neues zum Gesellschafts- und Wirtschaftsrecht, Festschrift zum 50. Geburtstag von Peter Forstmoser, Zürich 1993, S. 199-216

