



**CALDWELL**

# **NAVIGATING CROSS-BORDER TRANSACTIONS: STRATEGIES FOR EFFECTIVE COLLABORATION**

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## YOUR PANEL



**MARCUS WOLTER**

Partner & Global Director  
of Corporate Practice



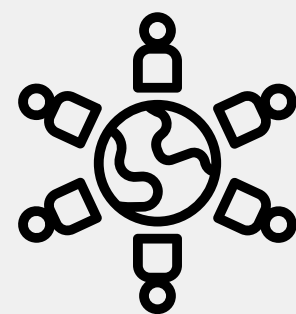
**JONATHAN JONES**

Legal Director – Business  
Development and VC



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## COMMON PITFALLS IN EUROPEAN TRANSACTIONS



Cultural Differences



Antitrust Issues & FDI  
Regulations



Tax Planning



Work Council  
Processes



Data Protection and  
Privacy Challenges



Market Practice

# KEY APPROACHES FOR EFFICIENT COLLABORATION

	Initial Planning	Due Diligence	Structuring the Deal	Negotiations	Post-Merger Integration
In-House Counsel	<ul style="list-style-type: none"> <li>Identify and engage key stakeholders and external <b>counsel early</b>.</li> <li><b>Set expectations!</b></li> </ul>	<ul style="list-style-type: none"> <li><b>DD Read Outs:</b> coordinate with external counsel; ensure comprehensive assessment of risks, liabilities and compliance.</li> </ul>	<ul style="list-style-type: none"> <li>Be clear on company <b>priorities and risk appetite</b> to ensure the deal structure aligns with corporate governance and business goals.</li> </ul>	<ul style="list-style-type: none"> <li>Advocate for deal priorities; ensure legal clarity and protect business interests during negotiations.</li> </ul>	<ul style="list-style-type: none"> <li>Align legal processes, systems, and policies with the target company.</li> </ul>
External Counsel	<ul style="list-style-type: none"> <li><b>Clearly outline</b> potential impacts of jurisdiction, regulatory, tax, legal and cultural differences on the client's transactions.</li> </ul>	<ul style="list-style-type: none"> <li>Provide <b>consistent and timely communication regarding red flags</b> to ensure efficient resolutions or recommendations with in-house teams.</li> </ul>	<ul style="list-style-type: none"> <li>Assess risks and engage with regulators to <b>propose innovative, compliant structures with flexible scenarios</b> addressing jurisdiction-specific complexities.</li> </ul>	<ul style="list-style-type: none"> <li>Provide <b>concise and actionable</b> advice.</li> <li>Ensure legal provisions are clear and safeguard the deal.</li> </ul>	<ul style="list-style-type: none"> <li>provide <b>ongoing support</b> for unforeseen legal challenges.</li> <li>Advise on legal alignment across jurisdictions; resolve local regulatory issues.</li> </ul>



**Involvement:** Minimizing Risks and Increasing Transaction Success

# MAXIMIZING VALUE FROM EXTERNAL COUNSEL RELATIONSHIPS AND ENHANCING DEAL CERTAINTY

- Engage external advisors as early as possible to identify risks, streamline processes, and minimize project delays. Early collaboration ensures alignment on strategy and establishes a foundation for a cost-efficient, time-efficient, and successful deal process.
- Proactively align timelines and expectations among business teams, internal legal teams, and external counsel. Clear communication and shared milestones help prevent delays, optimize resource allocation, and maintain cost control.
- Leverage AI tools and collaborative platforms to enhance efficiency. These technologies support due diligence, simplify communication, and reduce manual workloads, resulting in time and cost savings.
- Adopt new models such as co-sourcing and hybrid teams. These approaches combine internal expertise with external resources, offering scalable and cost-effective solutions for managing complex transactions.
- Consider Alternative Fee Arrangements (**AFAs**), such as fixed or capped fees with external counsel. These arrangements promote efficiency, provide cost predictability to support internal budget planning, and foster stronger, long-term relationships with advisors.

## FRAMEWORK FOR SUCCESS AS EXTERNAL COUNSEL

### Cultural Qualities

Strategic Partnership Mindset	Focus on capturing the details that count	Deep Industry Expertise
Personalized Client Support	Tech-Enabled Legal Processes	Timely Responses & Availability
Free Knowledge Sharing & Workshops	Proactive Risk Mitigation	Alternative Fee Arrangements (AFAs)

### Functional Qualities



**THANK YOU**

**BOSTON**



**LOS ANGELES**



**LONDON**