## Bird&Bird

## Automotive

# Helping you navigate the transformation journey

Our International Automotive Industry Group provides a full range of contentious and non-contentious corporate, commercial, intellectual property and regulatory law services to investors, manufacturers, suppliers, distributors and dealers.

Our service is based on a deep knowledge of the automotive industry; we genuinely understand the key dynamics of the marketplace as well as the business relationships that drive it.

Through our heritage and expertise in intellectual property and other technology-driven sectors, we also have a strong understanding of the processes which are critical to the successful growth and development of the sector including IT, electronics and outsourcing.

We are able to advise at all stages of the lifecycle of a motor vehicle – from initial design and development through to serial production, sales and distribution and, eventually, disposal. This includes advising on commercial contracts, enforcement and exploitation of intellectual property, EU and competition law and other regulatory and environmental matters (in particular sustainability), warranty issues, product liability and recall, financing and investment opportunities.

We operate as one international integrated group with a common approach; our lawyers are used to working together as a seamless team. Our ability to provide teams of expert lawyers in each of the major European jurisdictions and

in Asia-Pacific ensures a uniformity of service, experience, approach as well as joined up thinking.

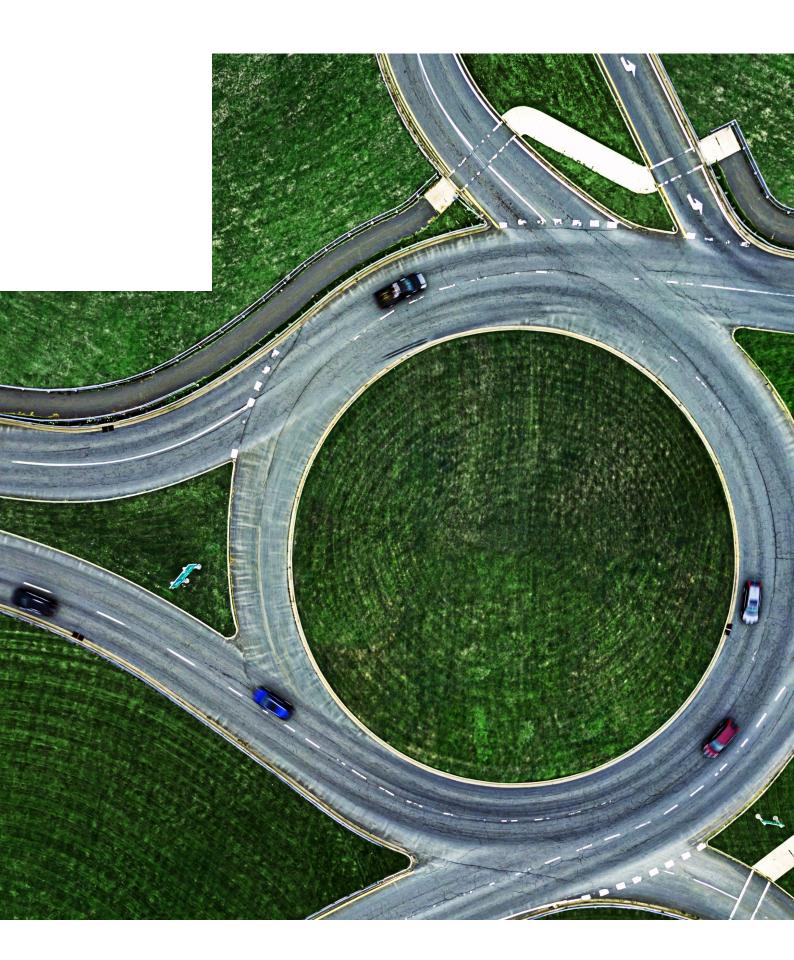
Our clients range from large multi-nationals to smaller domestic companies and include suppliers of automotive parts and investment goods, motor vehicle manufacturers, distributors of motor vehicles, as well as logistics businesses and investors.

#### About Bird & Bird

Bird & Bird is an international law firm that provides a unique service based on an extensive knowledge of key industry sectors and areas of legal practice. We have an outstanding reputation for helping our clients achieve success through our innovative and creative solutions. We always put our client's business objectives first.

With offices in Abu Dhabi, Amsterdam, Beijing, Bratislava, Brussels, Budapest, Casablanca, Copenhagen, Dubai, Dublin, Dusseldorf, Frankfurt, The Hague, Hamburg, Helsinki, Hong Kong, London, Lyon, Madrid, Milan, Munich, Paris, Prague, Rome, San Francisco, Shanghai, Shenzhen, Singapore, Stockholm, Sydney and Warsaw and cooperation agreements in Portugal, Switzerland and Turkey, together with close ties with firms in other key centres in Europe, Asia-Pacific and North America, we are well placed to offer our clients local expertise within a global context.







#### Motor vehicle and associated legal issues lifecycle

Design of new models

#### Development of parts

Pre-production of parts and prototypes

Serial production

#### Legal issues

- IP rights
- Environmental and regulatory law issues at this stage and throughout the life cycle

#### Case studies

- Developing a comprehensive group-wide framework agreement between a tier-1 supplier and an OEM regarding a new family of cars
- Advising on an international arbitration dispute involving key patents for interior car design spray technology
- Advising a GPS system developer on the coordination of environmental registrations in Europe in light of the RoHS and WEEE directive
- Advising a multiindustry consultancy on the design and build of road car engines and armoured fighting vehicles

#### Legal issues

- Technical & IP rights
- Outsourcing (development of component parts)
   Development agreements REACH issues
- Financing of production and manufacturing facilities

#### Case studies

- Developing a standard joint development agreement pursuant to the requirements of the EU Research & Development Block Exemption Regulation for a leading supplier
- Advising on the outsourcing of the design of manufacturing prototypes of drivelines and independent suspension systems for armoured fighting vehicles
- Successfully acting in a case regarding infringement of design rights on rims for a leading German manufacturer
- Advising on infrastructure and data protection issues of a car-to-car communication system developed by an OEM
- Advising a leading navigation technology supplier on licensing of technology for a proprietary infotainment system to a leading Italian and US car manufacturer

#### Legal issues

- Development agreements
- Tools agreements
- · Production contracts

#### Case studies

- Negotiating a worldwide strategic supplier contract with an important tier-1 supplier
- Implementing an industry cost index for a trade association of EU equipment manufacturers (compliance with antitrust law)
- Advising on and negotiating tools agreements including advice on the legality of restrictions imposed on parts manufacturers using tools owned by the supplier in respect of supplies to third parties
- Successfully acting in a high profile patent infringement litigation relating to turbochargers in Germany, France and Italy

#### Legal issues

- IP rights
- Supply agreements for parts, modules, systems, logistics agreements
- Competition law issues

#### Case studies

- Setting up a joint venture between a European manufacturer and an Indian company on the outsourcing of spare parts production to India
- Advising a major US tier-1 supplier on the revision of all its European contracts; drafting and adapting all required contracts to local laws; rollout management; training of members of the purchasing department; transparent creation of the supplier webpage
- Advising on a pan-European logistics outsourcing in respect of the transportation of a major manufacturer's components and body shells
- Advising a German tier-1 supplier on its threat with a delivery stop in order to enforce a claim for price increases vis-à-vis its customer (major German OEM)



#### Distribution to end customers

#### Import and export

#### Warranties

#### Disposal

#### Legal issues

- Distribution agreements
- Competition law issues

#### Case studies

- Defending a manufacturer's selective and exclusive distribution network before the French competition council further to a complaint by French distributors
- Advising a leading starter battery manufacturer on the competition law aspects of setting up a new Europe-wide distribution model
- Advising a manufacturer of automotive lighting products on the compatibility of certain pricing practices in the aftermarket with competition law
- Negotiating a joint venture agreement for an OEM with an EU distributor for the implementation of a web distribution platform

#### Legal issues

 Customs and trade law issues

#### Case studies

- Advising on contracts with importers in Asia Pacific, including dealers in Korea, Malaysia, Japan, Thailand, Singapore, Hong Kong and China
- Advising on several cases for car manufacturers and/or car importers against their distributors, mainly with respect to the termination of the contractual relationship
- Assisting in one of the largest border seizures in Italy for patent infringement whereby several thousand air conditioning units equipped with a refrigerant imported from China to Italy infringed the owner's patent rights

#### Legal issues

- Defects
- Safety
- Product recall

#### Case studies

- Defending the German subsidiary of a large US tier-1 supplier in an €80m recall/ warranty dispute with leading OEMs and taking recourse against the tier-2 supplier
- Advising a component manufacturer in connection with a global product recall and field refit due to defective components provided by a third party manufacturer
- Defending a €57m warranty claim brought by a large US manufacturer and its Swedish, German and UK subsidiaries on the basis of different governing laws
- Advising a major German insurance company on the defence of the insured tier-1 supplier in a product liability case against a leading German OEM (€110m)

#### Legal issues

 Specific environmental and sustainability issues

#### **Case studies**

- Advising on the EU WEEE regulation (waste electronic and electric equipment regulation)
- Advising on environmental law aspects as to classified installation
- Advising a leading insurance company on the impact of the WEEE regulation on its warranty insurances



## IT and Automotive

# IT agreements, including outsourcing and managed services agreements

- Dealing with the complexities of contractual relations and clash of cultures on the balance and allocation of liability between OEM and Tier 1, Tier 2 suppliers and providers of information technology
- Developing and negotiating IT outsourcing and managed services agreements
- Addressing the challenges in multi-tiering design and integration projects when laying the contractual basis for complex networks and IT architectures.

## Design, manufacturing and logistics process

- Advising on purchase, licensing and maintenance of computer-aided design software, hardware and technologies
- Dealing with business critical software applications, user interfaces and all major platforms, including multi-platform agreements
- Advising on sophisticated supply chain and logistics agreements for all aspects of manufacturing, including planning, management, intellectual property licensing, transportation and storage
- Providing legal and regulatory advice in connection with the implementation of a world-class automated manufacturing and supply process.



## Functional safety, embedded systems and open source

- Providing legal advice and risk assessment on development projects for functional safety systems relying on ISO 26262
- Legal support for the development, procurement and maintenance of embedded and cyber physical systems
- Advising on the regulatory and data privacy challenges in implementing and operating such systems
- Providing legal advice on IP and liability aspects related to the use of open source software.

#### Innovative usage concepts

- Drive and pay per use advising on e- and m-commerce, including IT infrastructure projects for innovative distribution and usage models
- Providing compliance assessments on data privacy, telecoms regulatory and related online marketing concepts.

#### E-mobility/smart grids/telecoms

- Legal advice on regulatory requirements of telecommunications law, energy law, e-commerce regulations, data privacy and data security laws
- Providing strategic advice for the protection of innovation and building the contractual frameworks to implement business models associated with electrical vehicles in the world of e-mobility
- Support with standardisation, payment services, zoning regulations and planning law.

#### Big Data and Automotive

- Legal advice on privacy, data ownership and data security, standardisation and regulations regarding the use of large amounts of data coming from vehicle sensors and components and their coordination with intelligent infrastructures
- Advice on the development and deployment of legal frameworks for liability allocation between OEM and suppliers with regard to the use of big data.

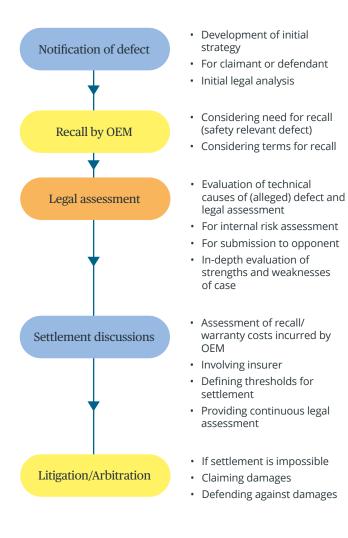
#### Infotainment

- Advice on the development and deployment of legal frameworks for the relationships with content providers, IT providers and service providers
- Legal advice on telecommunication regulations, IP issues, connectivity, data access, TV and multimedia content distribution, advertising and information distribution.

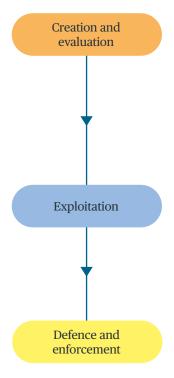
## Autonomous vehicles and assisted driving systems

- Advice in the field of general tort law, product liability legislation, product safety regulations and
- Advice on optimising contract structures, reflecting the appropriate allocation of potential risks and liability regarding the development and manufacturing of autonomous vehicles and assisted driving systems.

#### Recall/Dispute Resolution advice

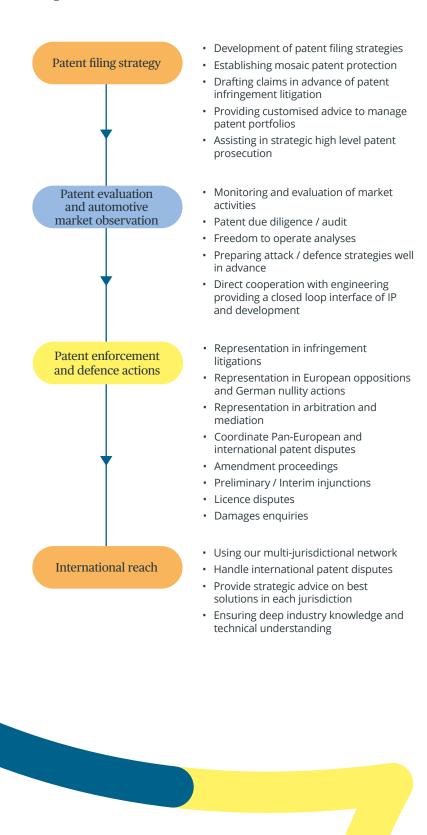


#### IP advice, enforcement and dispute resolution

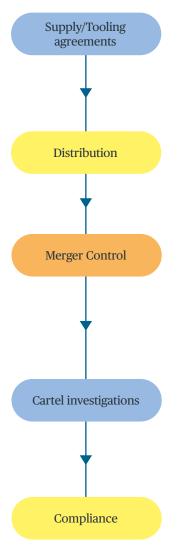


- · Ownership and entitlement of IP
- Collaboration agreements
- Consultancy and employment issues
- · Development of application strategies
- Trade mark clearance
- · Trade mark/design filing
- Freedom to operate opinions
- Confidentiality agreements
- Regulatory advice
- · Licensing and royalties
- Joint venture financing and opportunities
- · Leveraging your IP portfolio and brands
- Technology transfer agreements
- R&D agreements
- IP due diligence/audit
- IP finance
- Multi-jurisdictional IP litigation
- Revocation, cancellation, opposition and entitlement proceedings
- · Reputation management
- IP arbitration and mediation
- Passing off and unfair competition
- · Competition and licensing disputes
- Patent/trade mark/design infringement actions
- Anti-counterfeiting and product piracy strategy
- National and EU-wide border seizures detention

#### IP patent advice

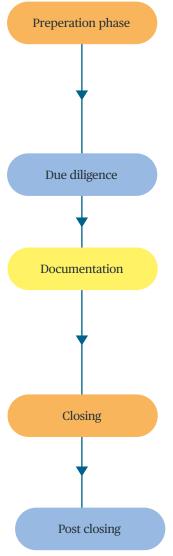


#### Competition advice



- Advising several major car parts suppliers on the legality of restrictions in supply contracts including exclusive supply obligations, non-compete obligations and ownership of IP rights
- Advising major car parts suppliers on the legality of use restrictions for tools owned or (partly) financed by the OEMs
- Defending a car manufacturer's selective and exclusive distribution network before the French competition authority
- Advising Johnson Controls on competition law aspects of setting up a new Europe-wide distribution model for starter batteries
- Obtaining EU merger control clearance and coordinating merger control notifications in Turkey, China, Korea, Brazil and the US for Delphi's acquisition of the Motorized Vehicles business of FCI, a manufacturer of automotive connectors
- Obtaining EU merger control clearance for the planned acquisition of the Italian starter battery manufacturer FIAMM by Johnson Controls after a detailed "Phase 2" investigation
- Advising a company in connection with the European Commission's cartel investigation regarding automotive electronic distribution systems and related components
- Advising a major car parts supplier in connection with several internal investigations concerning possibly anti-competitive behaviour of employees
- Devising a competition law compliance programme (including a dawn raid response procedure) for a major car parts supplier, including the delivery of training sessions and the development of guidelines
- Advising a major car parts supplier on how to ensure that certain initiatives of an industry association of which it is a member are fully compliant with competition law

#### M&A transaction advice



- Supporting client setting up a data room including vendor due diligence
- Offering a virtual data room platform which is especially useful in a bidding process
- Coordinating local counsel in foreign jurisdictions and setting up the legal working group
- Establishing rules and regulations for a bidding process, including NDAs, data room rules and process schedules
- Review of documents with a special focus on change of control clauses, termination rights and terms
- · Supervising the bidding process
- Supporting client in engaging with OEMs to keep the target company at the same rating as the supplier

Drafting and negotiation of transaction documentation with regulations reflecting:

- · Customer relationships with OEMs
- · Transfer of technology and know-how
- Price adjustment clauses in connection with future projects and regulations for forthcoming SOPs
- Product focused reps and warranties
- Thresholds for liability reflecting existing projects
- Advising on closing conditions
- Supporting client with merger control filing by coordinating local counsel
- Reviewing claims made by the opposite party's counsel and negotiating these
- · Organising closing
- Negotiating service agreements
- Consulting client on agreements whereby the client provides employees to the other party





### Bird&Bird

## One firm. Your firm.

#### **Our sectors**

#### Automotive

Aviation & Aerospace
Defence & Security
Energy & Utilities
Financial Services
Life Sciences & Healthcare
Media, Entertainment & Sport
Retail & Consumer
Technology & Communications

twobirds.com
@twobirds
in linkedin.com/company/bird-&-bird-llp