BUCERIUS SUMMER PROGRAM
IN INTERNATIONAL BUSINESS LAW 2023

COURSE CATALOGUE

1. ACADEMIC CALENDAR
2. COURSE LIST
3. COURSE DESCRIPTIONS
4. FACULTY BIOGRAPHIES

(updated: February 8, 2023)
ACADEMIC CALENDAR
JULY 3 – 21, 2023

Please note that this is a preliminary schedule only and will be expanded and updated over the coming months.

A detailed schedule of law classes and extracurricular activities will be available in June.

<table>
<thead>
<tr>
<th>Date</th>
<th>Event</th>
</tr>
</thead>
<tbody>
<tr>
<td>Tuesday, May 30 – Friday, June 2 (tbc)</td>
<td>Online Course Pre-registration</td>
</tr>
<tr>
<td>Monday, July 3</td>
<td>Orientation Program</td>
</tr>
<tr>
<td>Monday, July 3</td>
<td>Courses begin</td>
</tr>
<tr>
<td>Monday, July 3</td>
<td>Evening gathering to welcome Bucerius Summer Program participants</td>
</tr>
<tr>
<td>Thursday, July 20- Friday, July 21</td>
<td>Exam period*</td>
</tr>
</tbody>
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* Please note that all participants must be physically present in Hamburg for their exams. Exams cannot be rescheduled for individual students.
Participants are **required to enroll in a minimum of three courses** but are welcome to enroll in up to six.

<table>
<thead>
<tr>
<th>COURSE NAME</th>
<th>LECTURER</th>
<th>HOME INSTITUTION</th>
<th>CREDITS</th>
</tr>
</thead>
<tbody>
<tr>
<td>Corporate Governance in Publicly Traded Corporations</td>
<td>Prof. Dr. Carsten Jungmann</td>
<td>BIRKENSTOCK Group, Munich, &amp; Bucerius Law School</td>
<td>1 ABA/2 ECTS</td>
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<tr>
<td>International Business &amp; Corporate Sustainability</td>
<td>Prof. Dr. Loes Lennarts</td>
<td>University of Groningen, The Netherlands</td>
<td>1 ABA/2 ECTS</td>
</tr>
<tr>
<td>International Commercial Arbitration</td>
<td>Prof. Dr. Stefan Kröll</td>
<td>Bucerius Law School</td>
<td>1 ABA/2 ECTS</td>
</tr>
<tr>
<td>International Commercial Litigation</td>
<td>Prof. Dr. Peter Huber</td>
<td>University Mainz, Germany</td>
<td>1 ABA/2 ECTS</td>
</tr>
<tr>
<td>International Mergers &amp; Acquisitions</td>
<td>Dr. Eckart Gottschalk</td>
<td>CMS Hasche Sigle, Germany</td>
<td>1 ABA/2 ECTS</td>
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<tr>
<td>Negotiation</td>
<td>Prof. Dr. René A. Pfromm</td>
<td>PFROMM NEGOTIATIONS, Germany</td>
<td>1 ABA/2 ECTS</td>
</tr>
</tbody>
</table>
COURSE DESCRIPTIONS

CORPORATE GOVERNANCE IN PUBLICLY TRADED COMPANIES
BY PROF. DR. CARSTEN JUNGMANN

Participants: max. 30
Pre-requisites: none
Attendance: Full attendance required (i.e. 100%)
Assessment: Group work & Presentation

In addition to a short introduction to German stock corporation law, this course will deal in detail with (legal) questions of corporate governance. The problems addressed primarily concern the directors’ fiduciary duties as well as the tasks and rights of those who are in control of the management (members of the supervisory board, shareholders, auditors, etc.).

As the clear focus of the course is on publicly traded corporations, participants also gain a sound knowledge of securities regulation provisions and the recommendations of the German Corporate Governance Code. Well-known financial scandals (e.g. Enron) are reviewed in case studies.

INTERNATIONAL BUSINESS AND CORPORATE SUSTAINABILITY
BY PROF. DR. LOES LENNARTS

Participants: max. 30
Pre-requisites: none
Attendance: Bucerius attendance policy applies
Assessment: tbd

Until quite recently, only soft law instruments, such as the ground breaking UN Guiding Principles on Business and Human Rights, incentivised multinational corporations to operate in a socially and environmentally responsible way in all the host states where they operate. Lately, the call for binding obligations for multinational corporations to respect human rights and the environment, no matter where they operate, is gaining ground. In the EU, this trend is reflected in legislative initiatives both at Member State and EU level, as well as in case law.

The aim of this course is to equip students with insight into these recent developments, by – inter alia: analysing and discussing tort law claims against multinationals for human rights violations in host states

- analysing and discussing the implications of the (draft) EU Corporate Sustainability Due Diligence Directive (CSDDD) for the governance of companies within its scope and all the partners in their chains of activities; and by
- analysing and discussing the question to what extent the CSDDD and national CSDD laws can improve the position of victims in host states.
INTERNATIONAL COMMERCIAL ARBITRATION
BY PROF. DR. STEFAN KRÖLL

Participants: max. 30
Pre-requisites: none
Attendance: Bucerius attendance policy applies
Assessment: tbd (exam or presentation)

The course covers arbitration as a dispute resolution process for international trade and business disputes. It analyzes the different forms, contractual and legal bases, and advantages of arbitration. Issues discussed on the basis of a case study include the arbitration agreement, jurisdiction of the arbitral tribunal, role of the courts during and after arbitration proceedings and the recognition and enforcement of arbitral awards. The course gives special attention to the international framework of arbitration, in particular the UNCITRAL Model Law on International Commercial Arbitration, which forms the basis of the national arbitration laws in more than 60 states, as well as the New York Convention (UN Convention on Recognition and Enforcement of Foreign Arbitral Awards), which has been ratified by more than 160 states and regulates the recognition and enforcement of arbitration agreements and awards worldwide. Thus the course focuses on commercial arbitration as an international phenomenon and not on arbitration under any particular national system.

INTERNATIONAL COMMERCIAL LITIGATION
BY PROF. DR. PETER HUBER

Participants: max. 30
Pre-requisites: none
Attendance: Bucerius attendance policy applies
Assessment: Oral exam

This course deals with cases where an international commercial transaction has given rise to a legal dispute between the parties and where this dispute is not decided by arbitration. In such a scenario, the parties have to litigate before the domestic court of a State. This raises a number of difficult issues, a selection of which will be dealt with in the course.

One part of the course will be devoted to the issue of international jurisdiction: In which state’s courts can the plaintiff bring his lawsuit against the defendant? What if there are several states that offer a ground of jurisdiction? Why does it matter at all whether a dispute is litigated in one state rather than in another? Can the parties in their contract choose the forum in which future claims will be litigated (forum selection)?

A second part of the course will deal with a selection of specific issues that may arise in international commercial litigation: What if the court which is seized with the lawsuit regards itself as an inappropriate forum (forum non conveniens)? What if the same lawsuit is brought twice, but in different states (lis alibi pendens)? What are the so-called “torpedo claims”? Is it possible to
prevent the other party from bringing a lawsuit in a certain state by way of an “antisuit injunction”? Will a judgment from the courts of one state be recognized and enforced in other states?

The course will address these issues primarily from a European (EU) and from a US perspective. A detailed reading list and a reader with materials covering European and US sources (e.g. cases, articles) will be available before the course.

INTERNATIONAL MERGERS & ACQUISITIONS
DR. ECKART GOTTSCHALK

Participants: max. 30
Pre-requisites: none
Attendance: Full attendance required (i.e. 100%)
Assessment: Group work & Mock Negotiation

This course examines the principal business and legal issues in cross-border mergers and acquisitions including forms of business combination and sale and purchase agreements. It covers the M&A process from letters of intent, due diligence, structuring, drafting and negotiating purchase agreements. Particular emphasis is placed on the purpose of various elements of a purchase agreement, such as warranties, indemnities, purchase price mechanism (such as locked box and cash-free-debt free/ working capital purchase price adjustments). Participants are given the opportunity to discuss some aspects of the course in smaller break-out sessions. The course ends with a mock negotiation of parts of a purchase agreement using the skills acquired during the previous sessions.

NEGOTIATION
BY PROF. DR. RENÉ A. PFROMM

Participants: max. 30
Pre-requisites: none
Attendance: Full attendance required (i.e. 100%)
Assessment: Participation in class & simulations

This course provides you with strategies, techniques and tactics of effective legal negotiations. You will learn how to strategically plan, prepare for, and conduct negotiations. The course prepares you for dealing with power imbalances, for achieving the other side’s buy-in and getting to yes, and for designing outcomes that increase both the total value of the deal and one’s own share. It also covers negotiation process design, team negotiations, dynamic and competitive negotiations, and dealing with deadlock situations.

The workshop will equip you with a practical and easy to use toolkit for legal and business negotiations. Content delivery builds upon interactive lectures, role plays (individual and team negotiations), case studies, and group discussions.
ACADEMIC DIRECTOR

Professor Dr. Katharina Boele-Woelki
Dean of Bucerius Law School

More

FACULTY BIOGRAPHIES

Dr. Eckard Gottschalk uses his special expertise in the aerospace, defence, finance and infrastructure sector to advise companies on all aspects of corporate law, including M&A transactions, joint ventures and restructurings.

His practice also focuses on compliance matters, advising on establishing and developing compliance structures as well as on internal audits. Furthermore, Eckart has long-standing experience advising managing directors, management board as well as supervisory and advisory board members on specific management and management board activities as well as corporate governance matters. He also represents his clients in court and arbitration proceedings. More

Prof. Dr. Peter Huber is professor of Law at Johannes-Gutenberg-University Mainz (Germany) where he holds the chair for private law, conflict of laws and comparative law. His main interests lie in the fields of International Sales Law, of German and Comparative Contract Law and in the area of International Litigation and Arbitration. He has published several books and articles on these issues and teaches them regularly. He is the Head Coach of the Mainz University team for the W.C. Vis International Commercial Arbitration Moot Competition and the Foreign Direct Investment Moot Competition. Visiting appointments have led him to the Hague Academy of International Law, Nihon University Tokyo, New York University, Tulane Law School, the University of Georgia (Athens) and the University of Burgundy (Dijon). More
Prof. Dr. Carsten Jungmann is Program Director at Bucerius Law School. In this capacity, he serves as Program Director Law for the Master Program of Bucerius Law School and is also coordinating the Diploma in Business Law Program at WHU - Otto Beisheim School of Management. In addition, he is a practicing lawyer in his capacity as the Group Director Corporate Law and Structure of BIRKENSTOCK Group in Linz am Rhein. His primary fields of research are insolvency law, corporate law (including corporate governance), banking law and corporate finance.

Dr. Jungmann studied law at the University of Bonn and at the University of Edinburgh. At the University of Bonn, he graduated as a Doctor of Laws. As a trainee solicitor, he worked inter alia with the international law firm Hogan Lovells and with HSH Nordbank; he also clerked for High Court Chief Judge Dr. Buechel. After passing the bar exam at the High Court of Hamburg, he went to the US and obtained an LL.M. from Yale Law School. Carsten Jungmann holds an M.Sc. in Finance, which he earned at the University of Leicester. Finally, he is both, a university-certified Compliance Officer and a Business Mediator, and was managing partner of the law firm DUVINAGE in Munich and Hamburg.

He spent a year as an academic visitor at the London School of Economics and was/is a lecturer in law at the University of Surrey, the University of Fribourg, the Leuphana University Lüneburg, the Heinrich-Heine-University Düsseldorf and at the Ludwig-Maximilians-University of Munich. He has published numerous articles on corporate, banking and insolvency law in leading law journals. He received the Best Teacher Award of the Master Program of Bucerius Law School four times, and was awarded the Bucerius Alumni Prize for Outstanding Teaching in 2011.

Prof. Dr. Stefan Kröll is one of the directors of the Center of International Dispute Resolution at Bucerius Law School and an independent arbitrator in Cologne. He is a director of the Willem C. Vis Arbitration Moot and one of Germany's national correspondents to UNCITRAL for arbitration and international commercial law.

Prof. Kröll is the (co-)author and editor of several leading books on international arbitration including “Comparative International Commercial Arbitration” (Kluwer 2003, with Lew and Mistelis) and “International Commercial Arbitration – A Transnational Perspective” (6th ed. 2015, with Várady and Barcelò).

Kröll is a visiting professor at the School of International Arbitration at the Centre for Commercial Law Studies (Queen Mary College, University of London) and regularly lectures for other leading Universities on arbitration, litigation and international contract law. He is member of the board of editors of several international journals on international arbitration and commercial law.

More
**Prof. Dr. Loes Lennarts** holds the full-time chair in Comparative Company Law at the University of Groningen (Institute of Company Law). Loes specialises in (comparative and international) company law and insolvency law. She holds a doctorate in law from the University of Groningen, where she defended a thesis on liability of corporate groups. Loes was involved in various research projects commissioned by the WODC, the research centre of the Dutch Ministry of Justice and Security. Since May 2017 she is a member of the Commissie Vennootschapsrecht [Company Law Commission], an advisory council of the Dutch Ministry of Justice and Security, that advises the Dutch government on matters of company law. Loes is a fellow of the Dutch Insolvency Practitioners Association (Vereniging Insolventierecht Advocaten (INSOLAD)) and a member of the editorial boards of Tijdschrift voor Insolventierecht (Review of Insolvency Law), Tekst & Commentaar Ondernemingsrecht (Text and Commentary Company Law) and Rechtspraak Ondernemingsrecht (Company Law Reports) all published by WoltersKluwer. She publishes and lectures in Dutch and English on topics of (comparative) company law and corporate governance. On several occasions, she gave her expert opinion on issues of Dutch company law in cases that were subject to litigation or arbitration in the Netherlands and abroad. [More](#)

**Prof. Dr. René A. Pfromm** advises negotiation teams from companies and law firms on and supports them in planning, designing and conducting challenging negotiation projects (e.g., cartel damages, out-of-court settlements etc.). He also works with law firm partners & associates, in-house counsel, business executives and sales/purchasing teams to improve their negotiation impact. Another focus of his work is coaching and advising lawyers on legal pitching, legal pricing and legal fee negotiations. His clients comprise law firms and companies of all sizes, from the global elite to local champions, and are mainly based in Europe and Asia. Prior, Prof. Pfromm was a lawyer with Freshfields Bruckhaus Deringer LLP in Germany and China, including a client secondment to E.ON AG. He lectures negotiations at Bucerius Law School and other leading universities and executive education programs, and is a business mediator. He is a graduate of Harvard Law School (LL.M.), King’s College London (M.A. Econ) and the University of Bonn (Dr. iur.). [More](#)