



## Commercial Contracts

DLA Piper's Commercial Contracts practice combines legal knowledge with deep sector experience and a can-do approach covering the full spectrum of commercial and business law issues. When it comes to multi-jurisdictional transactions, our worldwide presence and experience managing sophisticated cross-border commercial deals sets us apart. Chambers Global notes that DLA Piper, as a Band 1 ranked firm in Commercial Contracts, is a “distinguished firm recognized for advising clients on high-value, complex, multi-jurisdictional commercial transactions where clients benefit from DLA Piper's extensive global footprint and expertise in a range of diverse practice areas that are often relevant to commercial transactions.”

Companies deal on a daily basis with a myriad of relationships and contracts that bind them to their suppliers, customers, licensors, distributors and other strategic partners. Our global Commercial Contracts practice helps structure these relationships and guide clients through the complexities to ensure their contracts provide the necessary framework for success.

Our global Commercial Contracts practice advises some of the world's largest companies on all manner of business-critical national and international commercial transactions, among them sourcing and procurement, sales, agency and distribution, e-commerce, joint ventures and collaborations, manufacturing, logistics, licensing arrangements, research and development, digital and business transformation, Everything-as-a-Service, to name a few. We represent some of the world's largest and most successful businesses in vibrant sectors such as Industrials (Aerospace, Automotive, Chemicals, Manufacturing), Consumer goods and retail, Infrastructure and Transport, Technology, Hospitality and Leisure...

In every major commercial center around the world, we have experienced sector-focused lawyers who truly understand local rules, business practices and customs, who work together as a cohesive team, who can call on the resources of our global firm and who share a common client service ethic.

### CAPABILITES

- Structuring sourcing and purchase programs, strategies and RFPs; advising regarding dealings with suppliers.
- Preparing and negotiating all documentation governing procurement, outsourcing, multisourcing, development, strategic alliances, sales, distribution, channels to market; advising regarding

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- Employment
- Finance
- Franchise
- Intellectual Property and Technology
- International Arbitration
- International Tax Counsel
- International Trade
- International Trade, Regulatory and Government Affairs
- Mergers and Acquisitions

dealings with customers and consumers.

- Advising regarding the termination of agreements/dealings.
- Structuring business and/or digital transformation projects.
- Advising on international expansion.
- Advising on the conduct B2B and B2C ecommerce and digital business.
- Advising on advertising and marketing programs.
- Advising on customer and consumer relations.
- Representing suppliers and customers in commercial contracts disputes, through litigation, arbitration, mediation and other alternative dispute resolution techniques.

## EXPERIENCE

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- Representing numerous international companies which are household names in the luxury, FMCG and retail sectors in relation to sourcing, distribution, digital transformation, geographic expansion of their businesses into multiple new territories across EMEA, the Americas and Asia Pac. Through our offices across these regions, we provide turnkey strategic advice and a local law/compliance service to support our clients' expansion programs.
- Representing the largest non-State owned car maker in Russia in relation to its US\$4 billion joint venture with Ford. Our Amsterdam office advised on the Dutch law joint venture agreement while our UK team advised on 32 different English law supply agreements, franchise agreement for the use of the Ford brands and IT services agreement. The transaction was conducted across Europe with support from DLA Piper offices in London, Cologne and Moscow.
- Representing aircraft manufacturer in relation to a multitude of strategic projects, including: deployment of global data services, sourcing of strategic components, IT and tech services, launch of new lines of business, including in the context of digital transformation.
- Representing leading mobility providers in respect of the transformation and the expansion of their businesses.
- Representing a global food and beverage leaders in commercial contracts, distribution, marketing, advertising, sales promotion and consumer protection matters in several key jurisdictions.
- Representing a global hospitality company in the creation of an affinity credit card program with a major US bank, including representing the company in agreements with third party merchants related to the affinity credit card program.
- Representing a financial services company in all of its arrangements with Visa, MasterCard and other payment networks.

## INSIGHTS

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### Publications

#### **Going for broke - The Court of Appeal decides the limits on insolvent party enforcement of adjudication awards**

7 October 2021

This article outlines the recent Court of Appeal judgement in John Doyle v Erith Contractors which has highlighted the conflict between adjudication, as a provisional decision designed to keep cashflow moving with a "pay now, argue later" ethos.

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#### **Third time lucky: Triple Point in the Supreme Court**

20 July 2021

The Supreme Court has handed down its long awaited decision on the question of whether delay liquidated damages (LD) provisions survive termination. The case related to a dispute between the parties as to how delay LD provisions apply where an English law contract is terminated prior to its completion, and the interpretation of contractual wording seeking to limit liability.

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#### **Compare contract law around the world with our Global Contract Laws Guide**

- Real Estate
- Technology Transactions and Strategic Sourcing

#### **RELATED SECTORS**

- Energy and Natural Resources
- Financial Services
- Industrials
- Life Sciences
- Consumer Goods, Food and Retail
- Technology

1 June 2021

DLA Piper is pleased to announce the launch of our updated Global Contract Laws guide.

The guide has been updated to reflect the changes in legislation in over 45 countries and in response to significant geopolitical events such as Brexit.

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## **Better Contracts: Managing your transactional risk: liability limitations and exclusions**

5 May 2021

### **BETTER CONTRACTS**

In this episode of our Better Contracts vlog series we examine how to managing your transactional risk under American, Irish (04:29), Canadian (08:03), and Chinese law (11:49).

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## **2020 Annual Sourcing and Commercial Contracts Case Law Round Up**

1 February 2021

Welcome to our round up of key cases for sourcing and commercial contracts.

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## **Liquidated damages**

1 February 2021

A contractor and its sub-contractor fell out over the development of a biomass plant for the employer. The works were incomplete, the biomass plant was never built.

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## **Remoteness**

1 February 2021

The British Virgin Islands government engaged Global Water to manage, operate and maintain a water reclamation plant. However, the government failed to prepare the site, in breach of the Design and Build Agreement contract. Global Water terminated the agreement due to this breach, the plant was not built, and Global Water was unable to earn the profits it would have made under a related agreement, the Management, Operation and Maintenance contract.

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## **Unfair contractual terms in B2B contracts**

21 January 2021

### **BETTER CONTRACTS**

In this episode of our Better Contracts vlog series we examine unfair contractual terms in B2B contracts under Belgian (0:12), French (4:05), German (7:51), US (11:24), and English Law (14:59).

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## **Public procurement in the UK during the COVID-19 pandemic: Navigating a return to a “new normal”**

24 June 2020

PPN 04/20 indicates that public bodies should begin reverting to normal practice in their procurement activities. We address whether the Regulation 32 exemption in the Public Contracts Regulations 2015 can still be relied upon, and the difficulties public bodies may encounter whilst dealing with their suppliers and the changing COVID-19 landscape.

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### **UK taxation of rent alterations**

27 May 2020

Current circumstances have prompted many discussions around rent levels and rent deferrals. Broadly, any change in rent that is secured without any form of 'price' may not result in tax liabilities, although advice should still be taken on a case-by-case basis and there may be accounting consequences.

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### **COVID 19 | Legal Task Force Spain: Updated publications**

25 May 2020

The coronavirus COVID-19 crisis has no similar precedent in recent times in Europe. The Spanish authorities are doing their best to approve new laws and regulations addressing the challenges created by the crisis. This summary shall not as legal advice, but only as an informative document. Stay attentive to new updates.

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### **Commercial Law: How to deal with price gouging and misleading advertisements**

21 May 2020

The COVID-19 outbreak has had a lot of negative side effects on certain products and marketing of such products. In particular, companies or individuals who try to sell products for excessive prices or make false or misleading coronavirus-related claims in advertisements.

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### **Covid-19 and its impact on contractual performance in Mauritius – Force majeure**

14 May 2020

While the outbreak of the COVID-19 pandemic subsists, the risks for businesses of not being able to fulfil their contractual obligations or of experiencing the default of the other contracting party is a real concern for economic operators. In this article DLA Piper Africa (Juristconsult Chambers) discuss the impact of COVID-19 on contractual performance in Mauritius.

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### **Commercial Contracts in France: Analysis in a Crisis**

5 May 2020

In the flowchart we provide considerations for analyzing commercial contracts in the context of the COVID-19 pandemic and other potential crisis scenarios, through a logical process flow of legal, operational and commercial factors that can serve as a practical checklist.

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### **Loan modifications and forbearance during the COVID-19 crisis**

28 April 2020

Both states and the federal government have implemented changes to real estate policy.

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## **ICC updates its force majeure and hardship standard clauses**

27 April 2020

In view of the current uncertainty created by COVID-19, the International Chamber of Commerce has recently updated its “off the shelf” force majeure and hardship clauses. This article explains the relief that these two clauses offer and the main changes that the ICC has introduced in its standard clauses.

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## **Coronavirus (COVID-19) – top tips for your commercial contracts including force majeure**

16 April 2020

The outbreak of coronavirus COVID-19 is having a profound effect on the global economy, and a widespread impact on the ability of parties to perform their contractual obligations.

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## **Contract analysis in a crisis: flowcharts**

7 April 2020

Flowcharts providing considerations for analyzing commercial contracts in the context of the COVID-19 pandemic through a logical process flow that can serve as a practical checklist.

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## **Coronavirus COVID-19 - IPT Q&A: France**

6 April 2020

This Q&A relates to France IPT matters, such as termination right due to force majeure, data privacy, remote work and privacy issues, outsourcing arrangements, business continuity and disaster recovery provisions, suppliers fixed costs, supply chain relationships, impact on RFP processes, and more.

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## **Coronavirus: Supplier due diligence for vetting Chinese medical suppliers for quality, safety, fair pricing and anti-corruption compliance**

6 April 2020

Some key risks, and potential solutions to reduce cross-border operational risks.

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## **Current challenges for companies due to Coronavirus COVID-19 under Slovak law**

6 April 2020

In order to help our clients manage the Coronavirus COVID-19 emergency, protect the health of their employees and ensure business continuity, we prepared a brief summary of the most important legal aspects that might be of interest to your business operation.

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## **Is coronavirus a force majeure event?**

30 March 2020

These straightforward FAQ explain what force majeure provisions are, how they work, and whether coronavirus is a force majeure event.

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## **Coronavirus COVID-19: Do the Public Contracts Regulations apply to urgent procurement needs?**

12 March 2020

In the context of the global coronavirus COVID-19 outbreak, public bodies may be concerned about the applicability and impact of the Public Contracts Regulations 2015 on the urgent need to procure supplies or services. In this article we explain how the regulation 32 exemption may assist public bodies in a time of extreme urgency.

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### **Intellectual Property and Technology News (North America), Issue 30, Q2 2016**

28 JUN 2016

#### **INTELLECTUAL PROPERTY AND TECHNOLOGY NEWS**

Our Intellectual Property and Technology News reports on worldwide developments in IP and technology law, offering perspectives, analysis and visionary ideas.

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### **Intellectual Property and Technology News (North America), Issue 29, Q1 2016**

29 MAR 2016

#### **INTELLECTUAL PROPERTY AND TECHNOLOGY NEWS**

Our Intellectual Property and Technology News reports on worldwide developments in IP and technology law, offering perspectives, analysis and visionary ideas.

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### **Intellectual Property and Technology News (North America), Issue 28, Q4 2015**

2 DEC 2015

#### **INTELLECTUAL PROPERTY AND TECHNOLOGY NEWS**

Our Intellectual Property and Technology News reports on worldwide developments in IP and technology law, offering perspectives, analysis and visionary ideas.

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### **Intellectual Property and Technology News (North America), Issue 27, Q3 2015**

25 AUG 2015

#### **INTELLECTUAL PROPERTY AND TECHNOLOGY NEWS**

Our Intellectual Property and Technology News reports on worldwide developments in IP and technology law, offering perspectives, analysis and visionary ideas.

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### **Intellectual Property and Technology News (North America), Issue 26, Q2 2015**

9 JUN 2015

#### **INTELLECTUAL PROPERTY AND TECHNOLOGY NEWS**

Our Intellectual Property and Technology News reports on worldwide developments in IP and technology law, offering perspectives, analysis and visionary ideas.

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### **Intellectual Property and Technology News (United States), Issue 25, Q1 2015**

24 MAR 2015

#### **INTELLECTUAL PROPERTY AND TECHNOLOGY NEWS**

Our Intellectual Property and Technology News reports on worldwide developments in IP and technology law, offering perspectives, analysis and visionary ideas.

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## Events

## Previous

### **Webinar: US commercial real estate and the impact of COVID-19**

27 March 2020  
Webinar

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## NEWS

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### **DLA Piper advises Heidelberger Druckmaschinen on expansion of its subscription business in collaboration with Munich Re**

8 November 2021

DLA Piper has advised Heidelberger Druckmaschinen AG (Heidelberg) by entering into a strategic partnership with the Munich Re insurance group to further increase the volume of business with its digital usage-based subscription model.

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### **DLA Piper advising PMI on its GBP1 billion competitive offer for Vectura Group plc**

9 July 2021

DLA Piper is advising Philip Morris International (PMI) on its recommended public offer for Vectura Group plc, a public limited company whose shares are listed on the Official List of the London Stock Exchange (Vela). PMI's bid values Vectura at approximately GBP1 billion.

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### **DLA Piper advises Heidelberger Druckmaschinen on the sale of MIS software provider CERM**

6 August 2020

DLA Piper has advised Heidelberger Druckmaschinen AG (Heidelberg) on the sale of CERM, a global provider of Management Information System (MIS) software for the printing industry, in a Management Buyout (MBO).

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