

Legal & Tax Insights for Founders

This event, hosted by TUM Venture Labs in collaboration with Osborne Clarke, brings together a distinguished lineup of speakers from Osborne Clarke. Throughout two days, we will explore crucial topics such as start-up financing, navigating exits and M&A transactions, tax pitfalls, employee participation programs, and workforce organization. Additionally, we will delve into GDPR and privacy basics, intellectual property essentials, and the impact of AI on IP. Join us for insightful discussions, networking opportunities, and a comprehensive overview of the challenges and opportunities in the start-up ecosystem. We look forward to an inspiring and informative day with you!

When?

19 & 20 October 2024

Where?

TUM Innenstadt-Campus
Arcisstraße 21
80333 München

About TUM Venture Labs

TUM Venture Labs is a joint initiative of the Technical University of Munich (TUM), the leading technical university in the EU, and UnternehmerTUM, Europe's largest entrepreneurship center, with the vision of using the unique research power of TUM to drive scalable technology spin-offs. With 12 specific domains, we form a network of deep-tech and life-science incubators to foster innovation in emerging fields, providing support throughout the early life cycle, from idea generation to securing seed capital for company formation. With our extensive network of leading industry partners, educational formats and access to TUM's infrastructure, we offer aspiring entrepreneurs cross-functional support and a dynamic environment to develop their ideas into scalable businesses.

About Osborne Clarke

Osborne Clarke is an international legal practice with over 2,200 employees at 26 locations worldwide, including more than 250 lawyers in Berlin, Hamburg, Cologne and Munich. With the claim "Helping you succeed in tomorrow's world", extensive industry knowledge through networking and outstanding expertise in the digital transformation of business models, Osborne Clarke advises and represents companies, entrepreneurs and investors in all practical business law issues focusing not only on our chosen sectors but also on the three key topics of digital transformation, decarbonisation and urban dynamics.



Agenda

Saturday, 19 October 2024

09:30 - 09:45	Welcoming (Intro TUM Venture Labs & Osborne Clarke)	Philipp Gerbert, Maximilian Vocke
09:45 - 10:45	Start-up financing and term sheet	Maximilian Vocke
10:45 - 11:15	Coffee Break	
11:15 - 12:00	Navigating a start-up exit	Maximilian Vocke
12:00 - 12:45	Tax pitfalls in the early days and over the start-up lifecycle	Ann-Kristin Lochmann
12:45 - 13:45	Lunch Break	
13:45 - 14:45	Employee participation programs / Late onboarding of Co-Founders	Ann-Kristin Lochmann
14:45 - 15:45	GDPR & Privacy basics	Florian Eisenmenger
15:45 - 16:15	Coffee Break	
16:15 - 17:00	Privacy in the Due Diligence Phase and the IA/SPA	Florian Eisenmenger
17:00 - open end	Get together	

Sunday, 20 October 2024

09:30 - 10:00	IP essentials for start-ups	Larissa Mößmer
10:00 - 10:45	University spin-outs and IP	Konstantin Sitte
10:45 - 11:00	Coffee Break	
11:00 - 11:30	Unraveling AI and Intellectual Property	Robert Briske
11:30 - 12:15	Employee incentives	Christoph Seidler
12:15 - 13:00	Workforce organization	Christoph Seidler
13:00 - 13:30	Coffee Break / Snacks	
13:30 - 14:30	Flexible hiring setups	Christoph Seidler
14:30 - 15:00	Final Q&A Session and Goodbye	



Speakers and Focus Areas



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Start-up financing and term sheet

- SAFE agreements / convertible loan agreements
- Equity financing
- Latest deal trends

Navigating a start-up exit

- Different types of sellers
- Different purchase price calculations
- Reps & warranties and how to avoid founders' liability
- Dealing with employees in case of an exit
- Share-for-share transactions

Workforce organization

- Presence / hybrid / remote working models
- Hiring employees abroad
- Working time basics

Flexible hiring setups

- Freelancer / contractor contracts
- Limited term contracts
- Redundancy basics

Employee incentives

- Implementation and management of bonus models
- Exit bonus contract setup



Speakers and Focus Areas



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Unraveling AI and Intellectual Property

- Introduction to relevant IP Rights
- AI System implications for IP Rights regarding Training, Input, Processing, Output and Usage
- AI and Copyright
- AI implications for Morality Rights
- AI and Trademarks
- AI and Designs
- AI and Patents
- AI and Trade Secrets
- Case studies and current court cases
- Outlook on AI Act

Tax pitfalls in the early days and over the start-up lifecycle

- Founder holding vehicle
- IP-transfer to start-up
- (Effective) Place of management / Foreign permanent establishments
- Freelancers
- Special VAT topics
- Convertible loans
- Exit taxation in case of Founder relocating abroad
- Term sheets
- Share-for-share transactions

Employee participation programs / Late onboarding of Co-Founders

- Tax principles of employee participation alternatives (real shares, share options, VSOP)
- (New) Sec. 19a German Income Tax Act and expected adjustments (“group clause”)
- Hurdle Shares (mechanism and current experiences with tax authorities)
- Governance aspects and structuring alternatives



Speakers and Focus Areas



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GDPR & Privacy basics

- Regulatory framework for privacy in EU/Germany
- Privacy principles & documentation requirements
- Building a privacy compliance organization
- Essential privacy documents
- Privacy compliance risks and potential consequences
- AI & privacy

Privacy in the Due Diligence Phase and the IA/SPA

- What to consider when sharing documents with third parties
- Typical privacy findings in startup DDs
- Negotiating privacy risks in the IA/SPA

IP essentials for start-ups

- Different forms of IP protection
- Freedom To Operate (FTO) analysis
- Trade secret and know-how protection
- Employee invention rights
- Typical IP findings / pitfalls in start-up DDs

University spin-outs and IP (Konstantin Sitte)

- IP transfer to university spin-outs: Legal considerations and challenges
- Typical licensing terms and pitfalls
- Cooperation between university and spin-outs: Who owns what?

