

CURRICULUM VITAE

Andreas G. Keller, attorney-at-law

Professional experience

Since 2004

Own Law Office

Special focus on the following legal practices:

Company law
Stock exchange law
Contract law
Agency and Distributorship Agreements
Debt enforcement- and bankruptcy law
Foundations

June 2002 –
August 2003

Viganò Law Office, Zurich Attorney-at-Law

Special focus on the following legal practices:

Debt enforcement- and bankruptcy law
Company law
Stock exchange law
Contract law

March 1999 –
Mai 2002

Phonak Holding Ltd., Stäfa General Legal Counsel and Company Secretary

Managing the secretariat of the Board of Directors (Setting up of the agenda and the invitation for Board meetings, taking of minutes, (all in English), implementation of decisions, etc.)
Legal care for subsidiaries
Setting up of further subsidiaries
Assisting in M & A projects
Overall responsibility for the annual shareholders' meeting

Meeting of the filing requirements of the Swiss Stock Exchange (listing, increase of share capital, ad hoc publicity)
Implementation and execution of stock option plans for the management
Drafting and reviewing of contracts and agreements of all kind
Tax optimization on group level (financing of subsidiaries, transfer pricing)
Overall responsibility for insurances worldwide

November 1986 - **ATAG Ernst & Young, Zurich**
February 1999

1993 **First Vice President**

Acting as member of the Board of Directors in several Swiss subsidiaries of foreign companies

Drafting of stock purchase agreements and shareholder agreements etc.

Drafting and amending of articles of association and organizational regulations

Restructuring of groups of companies with subsidiaries in Switzerland and abroad

Improving the knowledge of the law of the European Union, several publications and presentations

Independent proxy on annual shareholders' meetings of several listed blue-chip companies

Organization of annual shareholders' meetings of listed companies

Setting up and managing of non-profit foundations and acting as trustee of foundations

Acting as executor of a will in a complex multinational estate

Representation of creditors in penal proceedings involving fraudulent increase of capital issues

Enforcement of larger claims, etc, etc.

July 1991 -
August 1992

Approved leave from ATAG Ernst & Young and working with **Pepper, Hamilton and Scheetz, Philadelphia**
Foreign Visiting Attorney

- 1990 **Vice President**
- Setting up and liquidation of corporations, increase of share capital, etc.
Drafting of the respective public deeds and applications for registration in the Commercial Register
- 1987 **Holder of procuration**
- Drafting of computer agreements of all kind, i.e. hardware purchase- and software licence agreements
Handling of various litigation cases arising from the sale of hardware and software
- March 1984 - **County Court of Zurich**
December 1985 **Clerk and Law Secretary**
- Taking of minutes in the court room and of hearings of witnesses
Participation in the debate of judgements
Drafting of judgements
Drafting of various decisions of the Court
- August 1983 - **District Attorney of Zurich**
February 1984 **Clerk**
- Legal opinions on penal charges
Drafting of penal orders and accusations to the Court, etc.
- November 1981 - **Bankinvest Zurich**
Mai 1983 **Credit Clerk**
- Scrutinizing laon requests from clients in latin american countries
Drafting of loan agreements according to US law, review of collateral according to local law, analysis of financial statements of clients and preparation of decisions re granting of loans

1978 - 1986

Tour Leader.

Several journeys in Europe, to North-, Central- and South America as well as to the Far East.

Education

1986

Admittance to the bar of the Canton of Zurich

1976 - 1981

Law School of the University of Zurich
Graduation with „magna cum laude“

1972 - 1976

Freudenberg College of Economics in Zurich
Graduation with „Federal Matura Type E“

1964 - 1972

Elementary- as well as secondary school in Zurich

Social Engagements

1974 – 1983

Member of the Board of Musikverein Harmonie Wollishofen
Service during several years as Treasurer

1989 – 2001

Member of the Board of Baugenossenschaft St. Jakob, Zurich
Service during several years as Secretary

1994 – 2001

Member of the Board of Trustees WWF Schweiz
Service during several years as Head of the Audit Committee

Languages

German:

mother tongue

English:

oral and written command, ability to negotiate and to draft complex agreements

French: good oral knowledge, ability to participate in commercial discussions and to negotiate simple agreements

Spanish: simple oral knowledge

Publications

Gesellschaftsrecht (EU Company Law)

in: Kommentar Schweiz – EG

Edited by Prof. Dr. W. Schluep etc.

Zurich 1991

La Directive communautaire sur la responsabilité du fait des produits défectueux et son impact sur les entreprises suisses

in: Revue Economique Franco-Suisse

Paris, 1991

Thinking of acquiring a Swiss company ?

in: International Merger Law No. 20

Washington, DC, 1992

Das neue Datenschutzgesetz

in: ATAG-Praxis 4/93

Basel 1993