



3A OPINION: ANALOGUE IS DEAD

The Federal Supreme Court has decided that a GmbH can sell its only property without having to notarize a corresponding shareholders' resolution which doubles the amount notarial fees are based on. This resolves an issue that often practically required an annoying and costly extra notarial deed in real estate transactions.

So far, it was a matter of dispute between lawyers whether such a resolution had to be notarized in addition to the purchase contract, even in the case of a GmbH whose only purpose is the sale of a piece of land (SPV), or also in the case of a GmbH generally dealing with properties if it was the (temporarily) last property. As a result, either transaction costs or transaction security suffered.

As always, however, a sip of water was poured into the wine: A contractual partner may not rely on the contract with the selling GmbH if there is an obvious misuse of the power of representation. But nobody should get involved with dubious partners anyway ?

By Stefan Meusel

Berlin, 15 April 2019

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Berlin, 15. April 2019