

27. March 2019

WARRANTY FOR DEFECTS AND FRUSTRATION OF CONTRACT IN A COMPANY PURCHASE - EXCLUSION OF SECTION 313 BGB FROM SPAS REQUIRED?

SHARE PURCHASE AGREEMENTS (SPA) USUALLY CONTAIN A - NEGOTIATED IN DETAIL, MORE OR LESS EXTENSIVE - CATALOG OF GUARANTEE DECLARATIONS OF THE SELLER IN CONNECTION WITH AGREEMENTS ON THE LEGAL CONSEQUENCES IN THE EVENT OF AN INCORRECTNESS OF A GUARANTEE DECLARATION. THE STATUTORY LIABILITY OF THE SELLER WHICH GENERALLY EXISTS IN ADDITION IS USUALLY EXCLUDED WITHIN THE LEGALLY PERMISSIBLE FRAMEWORK. THE DECISION OF THE GERMAN FEDERAL COURT OF JUSTICE [*BUNDESGERICHTSHOF - BGH*] OF 26 SEPTEMBER 2018 (FILE NO. VII ZR 187/17) SHOWS THAT IT IS IMPORTANT TO FOCUS IN PARTICULAR ON THE CONTRACTUAL EXCLUSION OF LIABILITY, ESPECIALLY ITS SCOPE. [\(more...\)](#)