Corporate Law

M&P



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- **Incorporation of companies** (business planning; design; conferrals strategy; preparation of deeds of incorporation, articles of association and shareholders' agreements; miscellaneous procedures and services for the fulfilment of bureaucratic requirements; establishment of banks and financial intermediaries)

- **Compliance**

- **Governance** (identification of the most efficient internal organisational structures, contracts for the transfer of management powers in corporate groups, management agreement, technical services agreement, delegations of functions and powers, powers of attorney, Key-Management Compensation Policy, centralised treasury contracts, drafting of shareholders' meeting regulations, codes of ethics and codes of conduct, protection of minority shareholders)

- **Responsibilities of business representatives** (directors, general managers, members of control bodies) of shareholders (management activities pursuant to Art. 2476, paragraph 7 of the Italian Civil Code, de facto directors and shadow directors), of parent companies and their representatives (management and coordination, de facto administration), of third parties involved in management and coordination

- **Corporate finance** (identification of the most appropriate forms of capitalisation and/or finance - equity, participating financial instruments, subordinated loans, mezzanine debt, bonds, financial promissory notes, senior debt - and their contracting, issue of financial instruments)

- **Extraordinary transactions** (restructuring of the corporate group architecture, sale and purchase of controlling shareholdings; sales of business units, creation of data rooms and due diligence; conferrals of capital, financing

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transactions after establishment (see corporate finance); establishment of separate assets and finance dedicated to a specific deal, issue of financial instruments; listing on regulated markets; transformations; mergers, spin-offs, corporate liquidations)

- **Family business and family-owned partnerships and corporations** (organization, management of the internal dynamics and generational or inheritance transitions)

- **Corporate litigation** (legal protection of the rights of shareholders and business representatives, liability claims in regard to business representatives and shareholders and those involved in management and coordination, disputes regarding the purchase and sale of equity investments; inheritance disputes)

- **Assumption of positions of director**, supervisory director, member of supervisory bodies

- **Offering address for service and corporate secretary services** (keeping of company accounts - book keeping - convening, organising and taking the minutes of shareholders' meetings and meetings of the boards of directors, corporate communications to shareholders, bondholders, communications to Companies House and the Authorities, etc.)

- Assistance to foreign entrepreneurs and shareholders

Publications

- *Clausole statutarie di prelazione*, in *Giur. comm*. 1989, II, p.94 ss
- *Considerazioni in tema di impugnativa della delibera di approvazione del bilancio certificato*, in *Giur. comm*., 1992, II, p.850 ss.
- *Alcune questioni pratiche in tema di recesso dalle società di capitali*, in *Società & diritto*, 1993, p. 647 ss.
- *Considerazioni in tema di assemblea totalitaria*, in *Giur. comm*., 1993, I, p. 913 ss.
- *La riforma del Registro delle Imprese (ciclo di lezioni)*, *Milano-Roma*, 1995-6
- Analogie e permanenti differenze fra il diritto societario italiano e quelli dei principali paesi dell'unione europea, in Contratto e impresa Europa, 1999, p. 939 ss.
- (con G. Presti) *Gli amministratori indipendenti: mito e realtà nelle esperienze anglosassoni*, in *Analisi giuridica dell'economia*, 2003
- *Independent directors in the reform of Italian corporate law: dogmatic adhesion to a myth (not undisputed) of corporate governance*, in http://www.acl-international.com/uploads/01055841275 IndependentdirectorsICCreformed1.doc, 2003
- *Gli amministratori indipendenti nella riforma del diritto societario italiano: problemi di coordinamento con l'attuale disciplina delle società quotate*, in IrTop, 2003
- *Corporate Social Responsibility-Editoriale*, in IrTop, 2004
- *Step up Equity Line e disciplina dell'aumento di capitale*, in Banca Borsa e Titoli di Credito, 2005
- *La responsabilità degli amministratori non esecutivi e indipendenti*, Draft 2010
- *Il voto per corrispondenza e con mezzi elettronici*, in Ir-Top 2011
- *Commento del Libro V de "Il Codice Civile -Annotato con la Giurisprudenza" di Francesco Caringella e Francesca Della Valle*, Giuffrè Editore, 2006
- *Il Leasing di partecipazioni sociali*, in Aa. Vv. *Le operazioni di finanziamento*, a cura di E. Panzarini, Zanichelli, 2016

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