

THE FIRM

Back in 2007, Lorenzo Da Pra Galanti and Marco Marzatico made a decision to join forces, and to integrate their specific skills and professional practices, with the objective of broadening the range of services offered to their clients while also continuing to maintain high quality standards. More recently, Da Pra Galanti and Marzatico have been joined by Luigi Andolfo, Massimo Milani, and Francesco Ferrini, all with more than 15 years experience in providing legal counsel to enterprises and private individuals.

The firm draws on the strengths of the considerable experience and international practice of its lawyers, the ability to work in English, French and Spanish as well as in Italian, and affiliations with a far-reaching network of professional contacts in Italy, the other leading European nations, Asia (in particular China, Japan and India) and the Americas (mostly in the United States), and in specialist legal sectors.

As an expression of the firm's identity, its partners have adopted the name **IURAPlus**, joining the Latin words **IURA** and **Plus**, and have paired the name with a stylised fountain logo.

IURA. The **IURAPlus** lawyers have been trained from "classical" juridical and cultural perspective. Such training is combined with specific skills acquired through professional practice and ongoing professional education. The knowledge that **IURAPlus** lawyers make available to their clients is derived directly from their academic and professional endeavours, most of which have been pursued through work for international law firms and multinational corporations. The **IURAPlus** lawyers are therefore able to provide appropriate legal counsel and assistance, including with regard to international legal issues, and are particularly knowledgeable in assisting Italian companies with international expansion, and in working with foreign individuals and companies intending to set up business in Italy, or having the need to maintain working relationships with Italian counterparties.

Given their training and professional backgrounds, the **IURAPlus** lawyers are capable of interpreting, tackling and solving legal issues, from both a technical and an operational standpoint. They are also comfortable in working with the underlying and often unavoidable business issues, resorting where necessary to the support offered by a network of specialist professionals, and qualified academics and technicians, in a range of different sectors and countries, with the added bonus of being able to pinpoint new opportunities for companies.

Plus. In their role as business consultants, the **IURAPlus** lawyers are attuned to the fact that service quality in the information-technology era cannot be obtained without ensuring the speed and security of an uninterrupted and adequate flow of information. In providing legal counsel, the **IURAPlus** lawyers personally cater to the client's specific needs and preferences, offering a high-quality service, yet avoiding the burden of unnecessary charges to the client, thanks to a streamlined, flexible and efficient structure which makes it possible to limit administrative costs.

LAWYERS @ IURAPLUS

Lorenzo Da Pra Galanti

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He mainly specializes in providing legal counsel in commercial and corporate law, with a particular focus on international issues. He has acted as counsel for leading American and European clients in numerous acquisitions in Italy. He handles drafting national and international contracts for important companies in the health care, fashion, design, and manufacturing sectors.

He is listed by the Mission Economique of the French Embassy in Italy as one of the professionals available to French citizens requiring assistance in the country. He serves, or has served, as a member of the boards of directors of corporations as well as non-profit organizations, with the latter including the appointment as a member of the board of directors of the Bagatti Valsecchi Foundation, representing the Milan City Council.

He completed a Master's Degree in Law (LL.M.) in 1997 at Columbia University in New York, where he also worked as student editor for the *American Review of International Arbitration*; he later served as the visiting foreign lawyer at the London offices of US law firm, Sullivan & Cromwell, and between 1998 and 2002, he was an associate at the Milan offices of the British law firm, Allen & Overy. He started his own practice in 2002. He has acted as sole arbitrator on appointment of the National and International Arbitration Chamber of Milan. He is fluent in English and French.

He graduated in law from the University of Milan, and has been a member of the Milan Bar Association since 1994.

Marco Marzatico

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Specialized in civil, commercial, and corporate law, he has also dealt with legal matters in the climate change sector.

He has gained considerable experience in corporate mergers and acquisitions, the incorporation of joint-ventures, and commercial contract drafting, representing leading Italian and international clients. He also rendered his services with respect to the liquidation of assets of one of the Italy's most important public entities.

In 2008 and 2009, respectively, he attended courses held by the Milan Bar Association to qualify as a non-executive director and mediator (*conciliatore*), with a view toward registration with accredited mediation entities.

He opened his own practice in 2004, after having been an associate of two leading international law firms since 1992.

He has attended the diplomatic career course held by I.S.P.I. in Milan (1989), and worked for a brokerage firm in New York. He is fluent in English and French and has a fair knowledge of Spanish.

He graduated in law from the University of Milan, and has been a member of the Milan Bar Association since 1994.

Luigi Andolfo

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Specialized in labour law, trade union law, and social welfare law, he provides legal counsel both to public bodies and private individuals, in the management of labour disputes, within the context of "atypical" and "para-subordinated" employment relationships, mostly representing employers.

He has considerable experience in the field of collective layoffs and reorganization, restructuring, reallocation of redundancies, outsourcing and asset spin-offs, issues related to individual layoffs, for just

cause and justified reason, organizational models pursuant to Law n. 231, prevention and protection obligations for safety in the workplace, temporary hiring, temporary work, administration of "atypical" contracts in general, actions taken against unions, bullying in the workplace and biological damages, "para-subordinated" and agency employment.

He became affiliated with the law firm Realmonte & Tosi in 1996, and was made a partner of the firm where he remained until 2007.

In 2002 he taught a course for INPS (Italian National Social Welfare) supervisors "New Economy and Atypical Employment".

During the 2000-2001 academic year, he was a lecturer for the Master in Hospitality Management at the Luiss University School of Management. He is fluent in English and Spanish.

He graduated in law from Milan's Catholic University in 1993, and has been a member of the Milan Bar Association since 1997.

Massimo Milani

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An expert in family and inheritance law, as well as in commercial law and contracts, he has dealt in numerous cases with new "Family Pacts" legislation, especially with regard to inheritance matters.

He has represented clients in marital separation cases, with a particular focus on underlying and subsequent financial issues. His practice also extends to criminal issues (for instance application of the most recent legislation on stalking, domestic violence and abuse).

He is a member of the Governing Council of AMI (Association of Italian Divorce Lawyers for the protection of the Individual, Children, and the Family) for the Milan Court of Appeals district section. In the 1990s he held several important positions with respect to the representation and administrative/political development of the City of Gallarate, and he also worked as a contributor to the Lombardy Region Council. He is currently a member of the Management Committee for the City of Gallarate National Visual Arts Award, for which he is also legal advisor.

He is listed among the legal professionals for the French General Consulate and other consular bodies in Milan, mostly as a family law expert.

He is fluent in French.

He graduated in law from Milan's Catholic University in 1989. He is a member of the Busto Arsizio Bar Association.

Francesco Ferrini

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A specialist in banking law, capital markets law, and international financial operations, his current practice is focused on providing counsel with regard to contractual and regulatory issues (Consob/Bank of Italy) in relation to: (i) financial transactions, including securitizations and financing coordinated by banks, financing for acquisitions (both national and international); (ii) corporate law, including private placements or public offers, corporate reorganizations and capital increases. He lends assistance on issues regarding the governance of listed companies, and has experience in tackling such issues also with Consob and the Bank of Italy.

He is a member of the European Corporate Governance Institute and the Spanish Chamber of Commerce in Italy.

He has worked in Rome and Milan for national and international law firms, and in Washington, DC, USA, for Arnold & Porter as visiting foreign lawyer. Between 2005 and 2008, he was ABN AMRO Bank N.V.'s legal director for Italy. He started his own practice in 2009.

He graduated in law from the University of Ferrara in 1993. During the 1991-1992 academic year, he was an Erasmus student at the University of Leeds, United Kingdom. In 1998, he completed a Master's Degree in Law (LL.M.) at the Wake Forest University School of Law in the United States of America.

He has been a member of the Italian Bar Association since 1996. He is fluent in English and Spanish.

LEGAL COUNSEL

The IURAP*lus* lawyers provide assistance to a client base made up of multinational corporations and medium-/large-sized Italian and foreign companies, operating in many different lines of business, including, for instance, fashion and apparel, design, publishing, chemicals and pharmaceuticals, manufacturing, energy, telecommunications, IT services, banking, financial services, real estate, and climate change.

COMMERCIAL AND CORPORATE LAW

Legal counsel within the framework of civil, corporate, commercial and industrial law, including at the EU and international levels, and in particular:

- Assistance in corporate governance, asset transfers, mergers and spin-offs, drafting and implementation of shareholders agreements, voting pacts and pools, and disputes in relation thereto, as well as in ordinary corporate activity (i.e. articles of association, minutes of the meetings of shareholders, boards of directors, and shareholders who are parties to shareholder agreements).
- Assistance in acquisitions, corporate reorganization, and real estate deals. Assistance includes due diligence and the drafting of all necessary contractual documentation.
- Assistance in the negotiation, drafting and execution of commercial contracts, such as tender, supply, distribution, agency, franchising, and shipping contracts, outsourcing, disposal and brand licensing agreements, patents, software, royalties, sponsorships, and so forth. The IURAP*lus* lawyers have extensive experience in adapting common-law contractual models to the specifics of Italian law and common practices.
- Assistance in setting up companies and subsidiaries, associations, consortiums, joint ventures and foundations.

INSOLVENCY PROCEEDINGS

The IURAP*lus* lawyers have significant experience in the field of insolvency proceedings, settlements prior to bankruptcy, and financial restructuring.

The firm's lawyers provide assistance to clients on all issues concerning bankruptcy law in relation to banking, financial and commercial transactions, and also provide counsel to investors involved in insolvency proceedings as part of transactions concluded for companies at risk of insolvency, as well as in the purchase of assets within the framework of insolvency proceedings.

BANKING LAW

The IURAP*lus* lawyers also have extensive experience in the field of financing contracts and related guarantees, restructuring and debt-consolidation transactions, leasing, sale leasebacks, bank contracts and guarantees, and export financing.

The firm provides legal counsel to banks and financial institutions in relation to both the opening of foreign branches and the supply of services under the freedom of establishment rule, and in managing all the necessary relations with regulatory authorities.

FINANCIAL MARKETS LAW

The IURAP*lus* lawyers provide counsel on all aspects related to the issue and placement of shares, bonds, and structured securities, and transactions in derivatives.

The firm's lawyers offer specialist services relating to public sale offers, the listing of stocks and other financial instruments on the Italian markets as well as on the regulated markets of other European countries. Specifically, they offer assistance to issuers, financial intermediaries and sponsors in relation to

listing procedures, carrying out due diligence, preparing information prospectuses and taking part in the negotiation and drafting of the documentation required by applicable laws.

CLIMATE CHANGE

The firm also provides assistance in the climate change sector, with regards to compliance with the administrative requirements imposed on corporations, the transfer of emission quotas and the utilization of the so-called flexible mechanisms of the Kyoto Protocol (CDM and JI).

LABOUR LAW AND SOCIAL SECURITY

The IURAP*lus* lawyers offer their clients consolidated and insightful experience in the fields of labour law, industrial relations, and workplace security, providing counsel in the preparation and negotiation of group and individual work contracts, fiscal planning, and pension schemes.

The lawyers specializing in this sector have wide-ranging experience in corporate restructurings, long-term unemployment, redundancy procedures, and other social buffers.

The firm is also specialized in social welfare and pension issues.

LEGAL COUNSEL FOR PRIVATE INDIVIDUALS

The activities described above are also made available to private individuals who are owners, actual or potential, of companies, members of associations, and so forth. Moreover, the firm operates in the following fields providing services to private clients:

- Family and inheritance law, and related judicial guardianship.
- Property purchases/sales and real estate brokerage; cooperative and condominium properties.
- Insurance law and civil liability.

In view of the fact that Italian companies are often family-run, and considering the intersecting corporate and personal relationships that may result, the IURAP*lus* lawyers are able to assist private individuals and families with regards to family and inheritance issues, to the extent that these reflect upon, or have implications for, the life of a business.

LEGAL DISPUTES

IURAP*lus* lawyers handle national and international disputes, mostly representing corporate clients. The services rendered are mostly in the field of civil and commercial law, with a particular focus on contracts and contractual obligations, corporate law, property law, real rights, torts, and credit protection.

The firm's professionals may act both as defence counsel in ordinary court proceedings and arbitration, as well as arbitrators appointed by the parties.

In their professional practice, the IURAP*lus* lawyers make use of advanced technologies and IT procedures which are made available by the Milan Bar Association and by the Judicial Administration.

The firm has extensive experience with regard to the recognition and enforcement in Italy of foreign judgements and arbitration awards.

NEGOTIATION, MEDIATION AND SETTLEMENTS

Services covering negotiation, mediation and settlements are offered by the IURAP*lus* lawyers who have specific experience in these fields. Such services are also provided within the context of settlement and mediation authorities, appropriately registered on the register held by the Ministry of Justice.

Services of impartial professional mediation and settlement represent a possibility for resolving disputes when the conflicting parties agree to settle the case by requesting the intervention of a neutral third party (the mediator), who assists them in reaching a mutually satisfactory agreement.

The services also include specific settlement activity in corporate law, as regulated by the decrees of the Ministry of Justice n. 222 and 223 of 23 July 2004, which enacted the measures introduced by legislative decree n. 5 of 17 January 2003, reforming corporate law.