

# **Ripa di Meana** **e Associati**

- The Firm
  -
- History & Values
  -
- Practice
  -
- Sectors
  -
- International Reach
  -
- Social Contribute
  -
- Contact



# The firm

Ripa di Meana e associati, as a leading independent law firm, was founded over 60 years ago by prominent lawyers committed to excellence in the practice of law.

Along with the Partners of the firm, high profile and experienced professionals offer legal support in the main European languages across a variety of areas of practice which the firm partakes in.

The Firm, through our offices in Rome and Milan, includes 30 lawyers offering clients a specialist approach in its selected areas of practice through a close tailored client-attorney relationship.

One of the key strength of Ripa di Meana e associati - that has always allowed the Firm to have, over the time, excellent feedback by the legal marketplace - is to provide clients with a step-by-step legal assistance in the core of the entrepreneurial and corporate activity, perfectly tailored to customer requirements.

In particular, the Firm focuses its practice on corporate and financial transactions, also with an international reach, providing a broad range of legal services to financial, industrial and commercial clients, mainly in the EU.

Our client base includes industrial and commercial companies from small to large size, financial institutions, private funds and governments, in addition to individuals requiring personal legal services.

During the years, the Firm consolidated working relationships with leading foreign global law firms with offices in the most important markets in Europe, Middle East, Asia and the Americas.



The Firm, founded by the lawyer Vittorio Ripa di Meana, has been working alongside Italian companies worldwide for over 50 years, as well as assisting multinational companies in Italy and abroad.

Over time Vittorio Ripa di Meana played an important role in Italian society, becoming a respected legal advisor at the turn of business, finance, information, cultural and political life.

# & History & Values

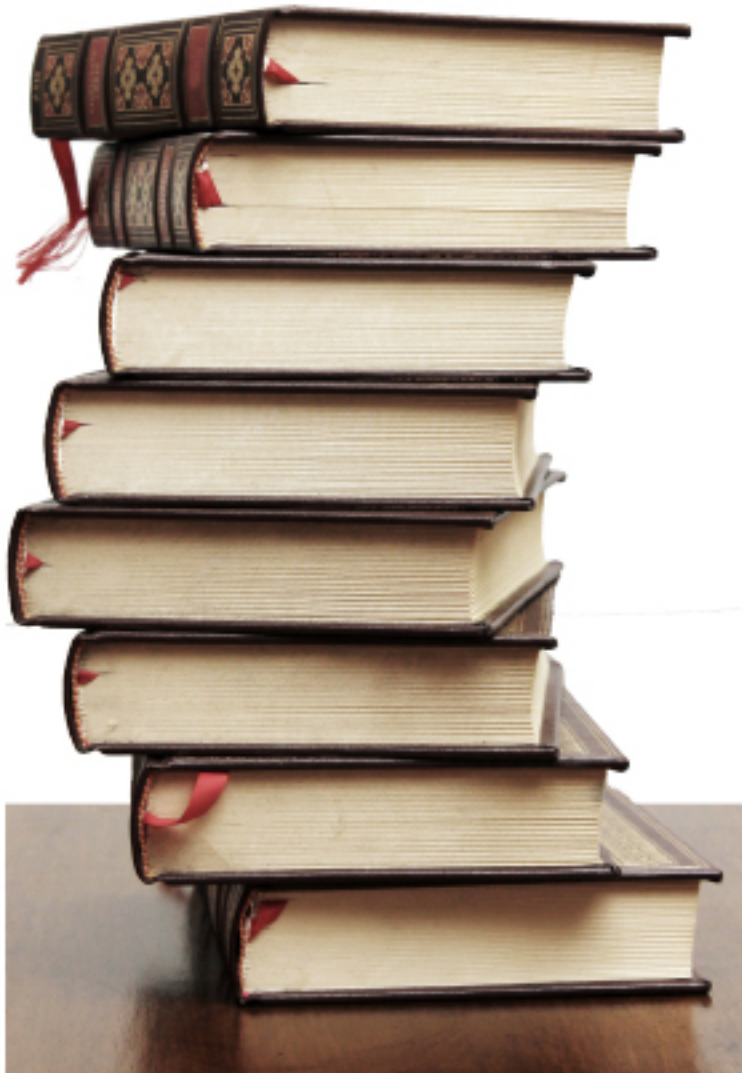
Back in 2006, following the traditional action of its founder, four successful lawyers joined forces to become the benchmark legal partners for companies looking to invest and grow in Italy and beyond, founding to this purpose a legal professional association, called "Ripa di Meana e associati".

Each of the founding partners of "Ripa di Meana e associati" – Maurizio Martinetti, Luca Scordino, Virginia Ripa di Meana and Giuseppe Matteo Masoni - had already achieved considerable professional prominence by the time the firm was formed, and because of their different backgrounds, interests and skills they have actively contributed to the successful growth of the Firm. The founders instilled an ethic of quality, hard work and commitment. The Firm quickly became the trusted advisor to a number of major domestic and international clients.



# & History & Values

These are our values



# 1

## Professional excellence

High quality work, timely and pragmatic advice is our goal. Our professionals are encouraged to constantly upgrade their skills to provide our clients legal advice at the highest standards and measures, tailored to their specific needs.

# 2

## Integrated approach

We provide our clients with an integrated end to end approach which results in a coordinated and efficient management of all aspects of their transactions.

# 3

## Business network

Over the years we have built a business network with the most important stakeholders at national and international level.

# 4

## Merit

We reward people who are determined, driven, ambitious and have the initiative and potential to become our future partners, while maintaining the highest ethical standards.

# 5

## Solidarity

The practice of law is a privilege, and for us it is important to apply our talents for the benefit of less privileged individuals and communities. As such, the firm dedicates a substantial amount of time and resources to pro bono legal work and other community activities.

# Areas of Practice

**Although we began with a focus on corporate and financial transactions, our Firm has grown into a full-service law practice**

## **Commercial, M&A and Corporate Law**

The Firm has a consolidated experience in all areas of commercial law.

Our practice covers all entrepreneurial sectors and spreads from the drafting and negotiation of

typical commercial contracts pertaining to the business itself (such as agreements relating to the sale and purchase or to the lease of going concerns or branches, and management contracts) to the drafting and negotiation of contracts pertaining to business integration (such as production, distribution, franchising, know-how, agency, advertising and sale and carriage agreements). experience – and can offer a first-rate professional assistance – in the derivatives and structured finance area.

The long lasting and consolidated experience in M&A and Corporate law, built up consistently over the last five decades, enables the Firm to provide proactive legal advice to major, national and international, corporations both listed and unlisted.

**In this area, we offer a full range of legal services, assisting clients in all relevant sectors, including:**

- Start-up phase, also in connection with the choice of the most appropriate type of company configuration, including the possible listing.
- Corporate governance, also in relation to the requirements provided for by law and supervisory bodies.
- Regulation of the relationships between the company and its shareholders, directors and auditors, negotiation and drafting of shareholders' agreements, also taking into consideration the disputes that may arise and the balance of the relevant interests.
- Implementation of transactions pertaining to capitalizations or equity participations, also via market deals.
- Implementation of M&A and cross border transactions, such as share sale and purchase agreements, public takeovers bids and the like.

providing assistance in connection with mergers, de-mergers, spin-offs, transformations, corporate and contractual joint ventures, consortiums.

The Firm also gained a significant experience in the sectors of public M&As and privatizations, as well as in the implementation of private-public partnerships, involving the State or local authorities, by assisting institutional investors, both Italian and foreign.

The Firm assisted both domestic and foreign company and the lawyers developed a consolidated experience in cross-border transactions.

The Firm also provides its assistance in connection with all aspects relating to associations, foundations, committees and no-profit entities, by assisting clients in the resolutions of all issues associated thereto.

## International contracts

Firm assures clients the best advice on every kind of commercial contract: from complex cases to ordinary operations. Our Lawyers handle all aspects of contractual work, from drafting to negotiation, supporting our clients' day-to-day operations and tackling specific projects.

The Firm advises on a wide variety of contracts, also international, including:

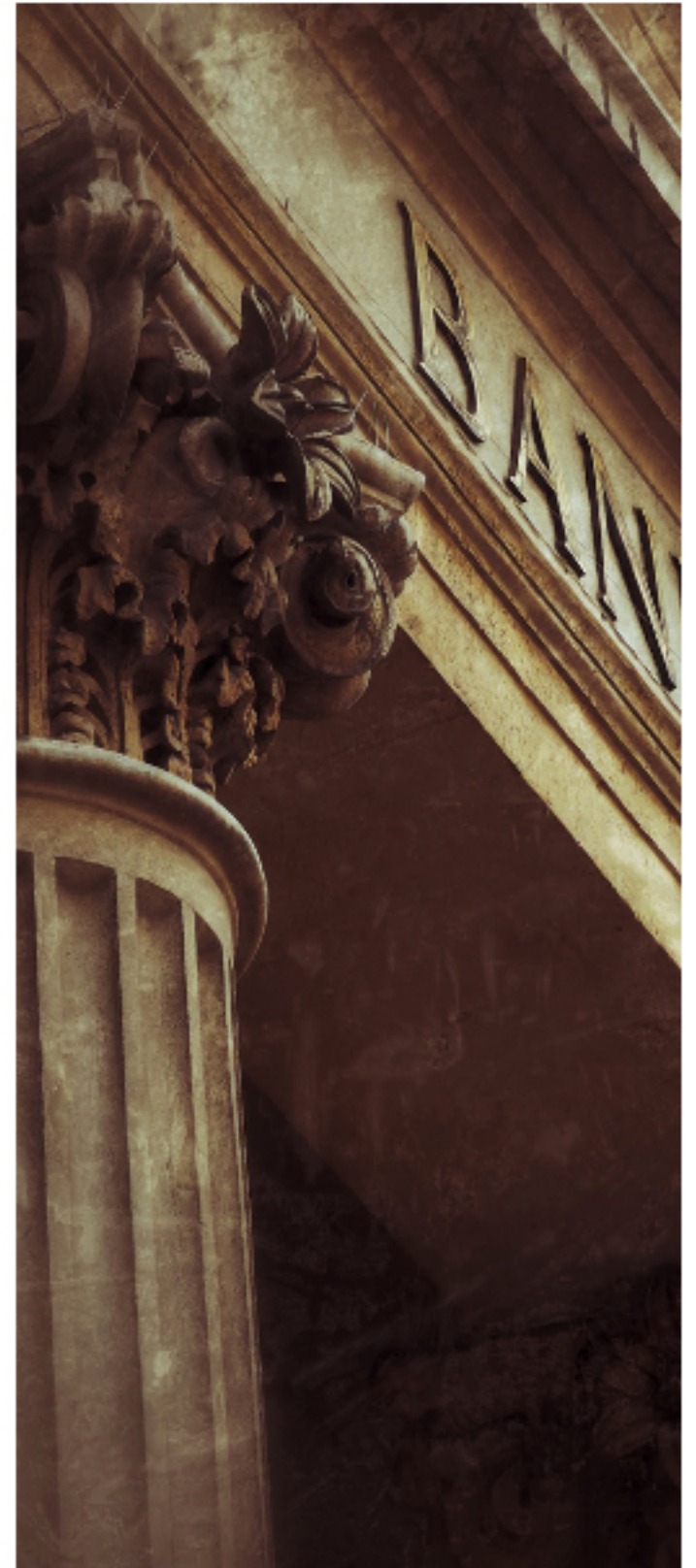


- EPC Fidic
- Power Purchase Agreement
- Transportation Agreement
- Credit Facility Agreement
- Intercreditor Agreement
- Association Agreement
- SPV and JV Agreement
- Cash Pooling Agreement
- Manufacturing agreements
- Agency, distribution and franchise arrangements
- IP and content licences
- Collaboration and joint venture agreements
- Outsourcing
- Advertising and sponsorship agreements
- Consultancy agreements
- e-commerce agreements and terms
- Hotel management agreements
- Terms and conditions for goods and services (supply and purchase)
- Confidentiality agreements

## Banking and Financial Institutions

The Firm assists banking, insurance and financial clients (such as Brokers, Holdings, Stock Brokerage Firms, Open-ended collective Investment Scheme Companies, Investment Funds, Investment Management Companies, Venture Capitalists, Private Equity Houses) and Industrial Businessmen in all transactions (also of corporate nature) that directly or indirectly trigger the application of the special legislation regulating banking, financial, antitrust and supervisory activities, also by drafting all the relevant agreements.

In this area, the Firm was also involved in the definition and structuring of the participating interests and corporate governance



insurance companies operating in the Italian market, also further to or within extraordinary corporate transactions.

Our Firm provides a key support for issues concerning SEC Rulings, whether domestic or international, trusts, Liability on Performance of Investment Services and in Management of Individual Assets and Collective Investment Schemes and related penalties from competent Authorities.



**The Firm, during the years, has acquired a deep experience about:**

- Outset and development of Financing Transactions, even within extraordinary company operations (Capital Increases to be listed or for bonds issuing, whether listed or not), takeovers bids (including management buyouts and leveraged buyouts) and company restructuring as a whole.
- Outlining and Negotiation of several Guarantee Contracts in support of Financing and Restructuring Deals.
- Establishment and Management of closed-end, open-end funds and Real Estate Investment. Our advice covers the related side-agreements.
- Listing of financial Instruments issued by listed Corporations, including the due Guarantees Deals.
- Drafting of IPO and Stock Swap Agreements.

## Bankruptcy and Restructuring

Our Lawyers' expertise - especially within the new Italian Law on Insolvency Procedures - assures a thorough guidance to Corporations and Groups where significant problems are causing financial harm and putting the overall business in jeopardy or where a "status of Default" is already present.

As regards Insolvency and Restructuring, the Firm advises and assists clients in connection with insolvency proceedings, legal defenses in lawsuits against the company, its directors and auditors, as well as in connection with extra judicial settlements between the parties bearing interests in the proceedings (such as banks, suppliers, creditors), also with the aim to rescue and restructure the insolvent company. In some cases

our lawyers also acted as administrative bodies within insolvency proceedings.

In relation to the venture of restructuring insolvent enterprises, some of our professionals gained a significant experience as they also acted as extraordinary directors (within in bonis managements) and also partook in recovery and reorganization plans concerning major corporations, including listed ones.

A specific and extensive expertise in this area is also ensured by the fact that one of the partners of the Firm is a Professor in the field of "Crisis and Company Restructuring".





## Energy and Environmental Law



The Firm manages, checks and/or ensures compliance with environment laws and regulations with respect to various business activities (waste disposal, waste water, emissions of dangerous substances into the atmosphere, electromagnetic pollution) and, generally, in environmental impact assessments.

Our professionals assist clients in the framework of far-reaching transactions, as well as in negotiating the relevant agreements, in introducing compliance programs in line with

applicable rules, and in working out development and exploitation agreements for energy resources.

The Firm assists its clients also with respect to authorizations regarding financing and development operations for Greenfield industrial projects.

### **Our activities in this field included over the years (listing only the most important):**

- Assessment in view of the construction of alternative energy production plants in State-owned harbor areas.
- Negotiation and drafting of agreements for the construction of alternative energy production plants.
- Drafting and negotiation of EPC contracts for the construction of a hydroelectric power plant by a major Italian energy company.



## Intellectual Property

The Firm understands that our clients' most valuable assets are often their intellectual property, products and technology.

Our professionals provide assistance as regards the aspects of Intellectual Property law associated with the entrepreneurial activity, including protection of trademarks, patents and copyrights.

Some of the major players in the publishing, movie, television, radio and telecommunication (mobile, fixed and broadband internet) industries rely upon our assistance in relation to the exploitation activities of the economic rights associated with intellectual property.

We also provide assistance regarding the protection before courts or arbitration panels against abuse of registered trademarks and patents, deceptive trade and unfair competition.

# Administrative Law

We provide expertise across the wide range of public and administrative law issues, both judicial and extra-judicial.

**Clients seek our advice in public law issues including:**

- Società miste” (companies which are both publicly and privately owned)
- Project finance
- Bidding contracts, goods, supplies and services
- City planning, construction and real estate
- Environment
- Energy and natural resources
- Public utility
- Telecommunications
- Transportation & logistic
- Health and safety service



Within the same sector we offer a full-range advice assisting clients both in legal challenges (at lower and higher Administrative Courts as well as in Arbitration settlements) and Alternative Dispute Resolutions; we also assist clients in all phases of administrative procedures (start, participation, conclusion, inspection of records) and in the drafting and enforcement of Public Transactions Deeds (such as Auctions Bids) or to constitute suitable juridical entities, such as joint-ventures and temporary partnerships.



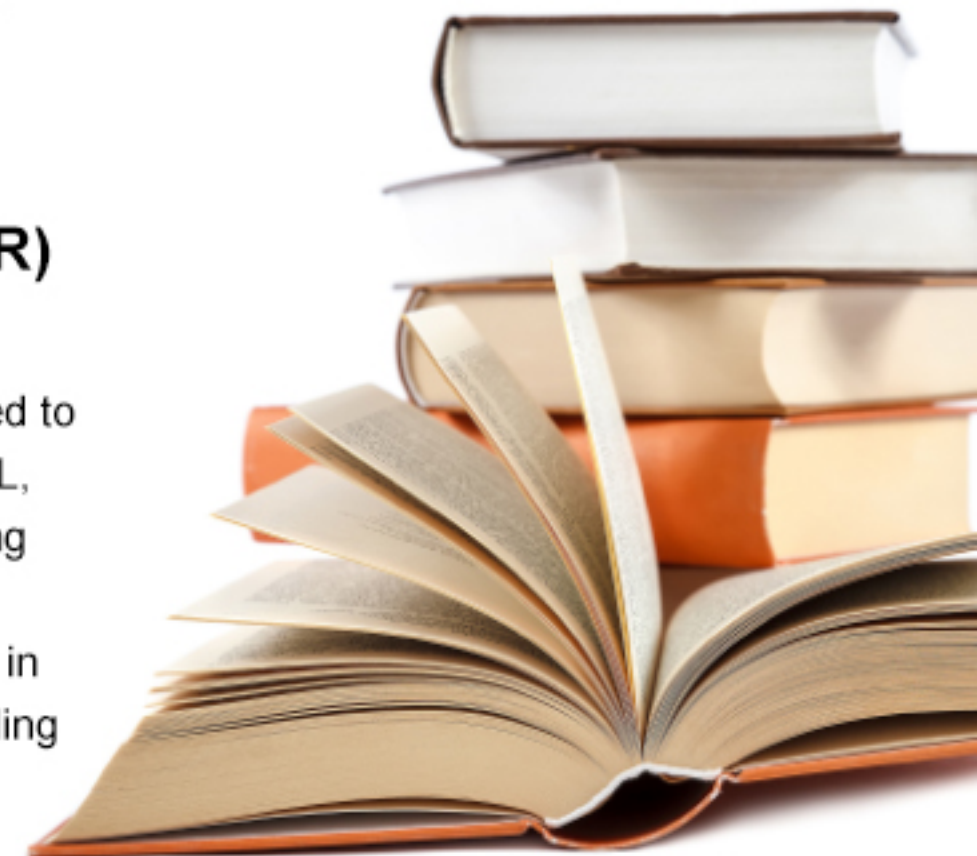
## Compliance (d.lgs. 231/2001, Anti Money Laundering, Privacy, Anticorruption, Risk management and CSR)

Our professionals have a solid background in compliance related to legislative decree 231/2001, AML, Privacy, anti-corruption consulting and compliance training.

The Firm provides legal advice in favor of many companies regarding risk management, market entry,

due diligence, stakeholder mapping and corporate intelligence, policies and procedures (also for listed entities) and anti-corruption in a company's culture.

Recently we moved to the world of sustainability and CSR (“Corporate Social Responsibility”), as we think company's ethics and corruption challenges need to be addressed and framed in terms of a wider perspective on mission, strategy, leadership and culture.



## EU & International Private Law

Firm regularly advises foreign clients conducting business activities in Italy as well as domestic companies endeavoring in cross-border ventures.

Our lawyers gained a consolidated experience in EU and International Private Law advising on all aspects thereto, including applicable law and jurisdiction. Through our extended network of foreign offices, we are also able to assist clients in connection with any cross border issues.

In the event of domestic and cross-border transactions, the Firm also advises clients on the application of EU legislation, also taking into consideration the relevant interpretation given by EU Authorities (European Commission, European Court of Justice and European Tribunal of first degree).



## Corporate Governance

The Firm has been advising clients on corporate governance matters relating regulation and best practices in board operations, director responsibilities and shareholder relations.

## Data Protection

Our Data Protection team developed a strong expertise in all aspects of data protection in relation to a wide range of issues in multiple jurisdictions (marketing activities, intra-group policies), including:

- Drafting specific data protection and privacy agreements
- Structuring ad hoc data protection systems

In particular, our professionals have created the regulation of data processing of the most important national institutions (ministries and sector authorities) in order to provide an integrated system of data exchange.



## Antitrust and Competition

We assist domestic and foreign clients facing legal issues of Italian and EU Competition Law. We tackle complex matters arising from special ruling of this sector, mainly related to partnerships, cartels and other possible anti-competitive policies (as consequence of mergers & acquisitions, shareholders' agreements or joint-ventures).

Our Lawyers attend to the various procedures and information requirements with respect to Italian and EU authorities and assist clients during any subsequent investigation phase, also involving, if necessary, highly skilled commercial experts.



## Litigation and Arbitration

Our lawyers are expert in litigation and arbitration proceedings, both national and international, as well as in alternative dispute resolutions, with a special know-how in areas such as banking, finance and financial services, mergers and acquisitions, intellectual property, real estate, bankruptcy and administrative law controversies.

The Firm assists its clients, both in Italy and abroad, in all areas illustrated above, in all the phases preceding litigation, as well as in contentious matters before all jurisdictions (including the Constitutional Court, the High Court, the administrative Tribunals, the Administrative High Court, the national arbitration chambers and the major international arbitration chambers).

The Firm also assists its clients

before the European Court of Justice, the European Tribunal of first degree and the European Court of Human Rights and in connection with contentious proceedings with the Authorities.

We represent large corporations and financial institutions in a wide variety of international disputes, including ICC proceedings.



## Publishing, Media & IT Law

Our lawyers have a qualified expertise about publishing and media legal matters. We have assisted for more than 20 years one of Italian major publishing and media groups; moreover, we work for primary companies in the telecommunication industry.

Thanks to in-depth knowledge of sector-related rulings, we offer full-range advice ranging from drafting specific contracts to constant tackling of problems referred to the publishing and media activity such as price-fixing, cost assessment, local loop unbundling, license fees, universal directories and other communication tools.

The Firm has gained significant experience and specialization in domestic and international agreements concerning information technology, integrated services and

IT management, tlc services and data transmission networks services; it also boasts specific know-how regarding the Electronic Communications Act as well as legislative provisions and regulations applicable to the telecommunications industry.

In this area, the Firm provided legal assistance to well-known companies and consortiums for the solution of various problems in the relations among tlc providers and between tlc providers and competent surveillance authorities (AGCom in particular), both in general terms (definition of obligations, market determination, spectrum trading, roaming, access, regulation of virtual providers) and regarding specific aspects (procedures in case of disputes and conflicts). Moreover, the Firm provides consultancy and assistance regarding legal aspects related to advanced technologies

(such as e-commerce and the Internet).

Our Firm mentored a great number of specialist transactions regarding outsourcing, facility management and e-business, assisting major international industrial groups in developing some of the highest value agreements at a European level; it also supervised numerous operations concerning e-commerce and online business activities. In this frame, the Lawyers managed all issues related to corporate organization and restructuring, personnel management, negotiations with union representatives as well as commercial and financial transactions.

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## Real Estate

Our Firm has a consolidated and extensive experience in the Real Estate and Real Estate Financing sector, as it assisted, both in Italy

and abroad, several players operating in this area (such as real estate funds, developers, entrepreneurs, financial investors).

### **The Firm gained a relevant experience in relation to:**

- Transactions regarding real estate valorization, as well as the realization of turn-key projects and large scale facilities.
- Acquisitions or dismissals of participating interests relating to companies owning material real estate assets, transactions relating to the sale or purchase of immovable assets of different nature (such as, for example, shopping centers, offices, hotels and the like); as well as deals concerning the planning, construction, development and marketing of large residential, commercial and industrial premises.
- Transactions pertaining to real estate credits and, more in general, any financial transactions regarding the real estate sector.

# Sectors

- Transportation, Aviation and Shipping
- Infrastructures & Construction
- Automotive
- Banking and Financial Institutions
- Real Estate
- Public sector
- Telecommunications
- Consumer Products and Retail
- Healthcare, Pharmaceuticals and Biotechnology
- Energy
- Information Technology
- Luxury
- Manufacturing and Industrial Services
- Media and Advertising
- Private Clients
- Private Equity
- Sovereign Governments and International Institutions



# International reach

The capability to assist Italian clients abroad and international clients in Italy has always been a our characteristic.

The Firm, although born as an Italian law firm boutique, has always had an international vocation because we believe there are no borders in business today.

For this reason, the Firm has been over the years a landmark for major companies in the energy sector with regard to industrial projects and investments in Albania and EU.

Beside this, the Firm assisted a number of companies (both Italian and foreign) in the negotiation of commercial agreements in several countries such as United States, United Kingdom, India, Singapore, China, Korea, Switzerland and Luxembourg and supported its Clients (together with local firms) in litigation in different countries (such as United States, United Kingdom, India, Switzerland and Luxembourg).

The professionals, thanks to the highest academic standards and continuous updating of their skills, ensure an international know-how, boosted by the links many of them have with foreign universities.

In addition, through the years the Firm has developed a wide and experienced network of relations with leading legal and tax firms in every part of the world. Thanks to such network we can handle every possible transaction and will always be your first point of reference.



# Pro Bono & community service

Throughout the firm's history, our lawyers have dedicated themselves to improving the community and helping people by providing pro bono legal counsel.

In line with the ethics imprint that has always characterized the Firm, our Social Responsibility initiatives have focused on key areas of the pro bono, as Community Engagement and Environmental Sustainability.

In particular, our lawyers provide pro bono counsel to less privileged individuals, communities and associations on a range of matters, including immigration law, civil rights, special education litigation, adoption, juvenile law, family law, art and entertainment law, not-for-profit law, housing litigation.

Over the years the Firm has contributed through donations to the Jerusalem Foundation and the Co2 Crisis Opportunities Onlus.

Believing in the importance of giving back to the communities in which we practice, and in order to provide community service opportunities to all our staff, in 2009 the Firm initiated a cooperation with the main Universities of Rome by making available a graduate student internship program useful for the professional integration of aspiring lawyers.





# Contacts



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