



GALANTE E ASSOCIATI

STUDIO LEGALE

Company Profile

2021



THE FIRM



17

Years of Activity



20

Lawyers



2

Locations in Italy



Galante e Associati Studio Legale is an Italian law firm established in 2004 on the initiative of Andrea Galante, Vittorio Ardizzone and Paolo Luccarelli.

With over 20 lawyers, our firm is based in Rome and Milan.

We specialize in all practice areas related to asset managers, banks, investment firms and other financial intermediaries. We provide legal advice and assistance (including in the course of judicial and arbitration proceedings) with specific regard to asset management, corporate, banking, insurance, financial markets law and management of pension funds.

We have developed an outstanding experience in the above-mentioned practice areas and are able to offer our clients an integrated assistance covering all aspects of corporate matters and business needs. Our ability to develop original and innovative solutions along with the readiness and motivation of our lawyers allow us to deal properly with the most complex issues and identify the most appropriate forms of assistance to satisfy our clients' needs. While we are an independent law firm, we can rely on a number of best friend relationships with prominent foreign law firms operating in the main financial markets worldwide, thus providing our clients with full assistance also on cross-border and international transactions.

Practice areas



Anti-money laundering, Personal...



Insurance



Investment activities & services



Banking & finance



Capital markets



Litigation



Corporate



Listed ETFs and Open-Ended Ucis



Asset management



Private equity & corporate finance



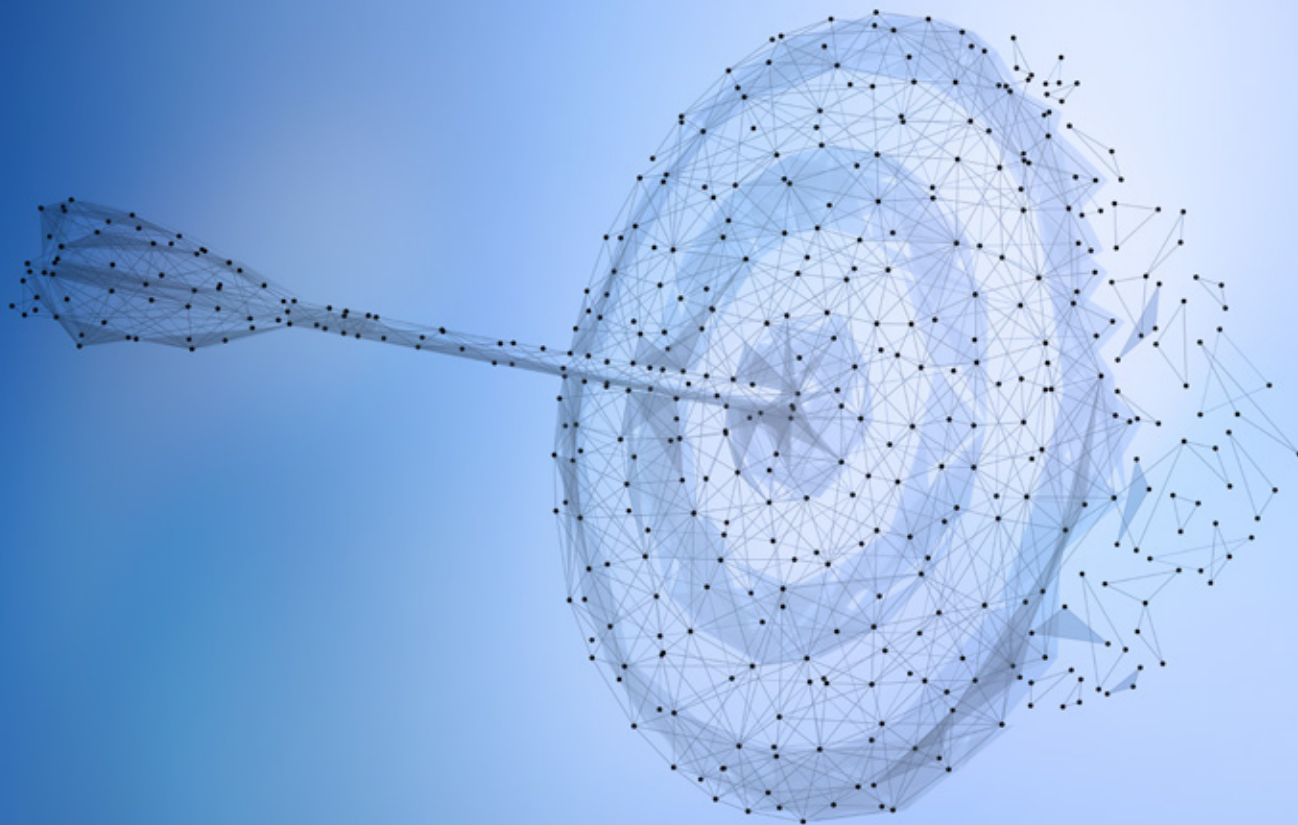
Real estate investment funds



Foreign UCIs



IT Italian UCIs





Anti-money laundering, Personal Data Protection and Administrative Liability Of Corporate Entities

We assist and advise our clients on the necessary requirements to be met in relation to anti-money laundering, personal data protection legislation (GDPR) and AML directives and regulations, on the analysis of the specific issues relating to the above legislation and on the relationships with the competent supervisory and regulatory authorities. We also organize training courses for our clients.



Insurance

We provide advice and assistance in relation to all aspects of primary and secondary regulations, as well as to the relationships with supervisory authorities, with specific regard to financial - insurance products (unit-linked, index-linked products, capitalization agreements). We assist Italian and foreign insurance companies in drafting and revising offering documents and distribution agreements and in managing relationships with Isvap (the Italian Insurance Regulatory Authority) and Consob (the Italian Securities and Exchange Commission). We have an outstanding experience in the authorization process of insurance and reinsurance businesses in Italy, extraordinary transactions in the insurance sector, portfolio and business transfers and co-insurance and re-assurance agreements.



Investment activities & services

We advise Italian and foreign clients operating in the financial market sector. More specifically, we advise banks, investment firms, management companies, insurance companies, pension funds, other institutional investors (including banking foundations and social security funds) and issuers on legal and regulatory issues related to investment in financial instruments and/or the provision of investment services and activities in Italy. We also assist them in activities including securities lending, trading of (listed and OTC) derivatives, brokerage, clearing and settlement, participation in tenders or other selection procedures for the management of large institutional investors' assets, assisting our clients in all the pre- and post-award stages, including the preparation and negotiation of the relevant contracts (management mandate, any ISDA agreements for derivatives trading, trilateral agreements with the depositary and third party intermediaries). We also provide advice and assistance in the organization and management, with specific regard to technical and legal issues, of distribution networks of banking and financial products, instruments and services (financial advisors, agents, credit brokers) and in the marketing of foreign UCIs (UCITS or AIFs). We assist Italian and foreign bank and financial intermediaries in all issues regarding the provision and distribution of investment, bank and financial services.

In particular, we assist a large number of foreign financial conglomerates in opening subsidiaries or branches and/or passporting for the cross-border provision of investment and/or banking as well as insurance services in Italy and advise them, on an ongoing basis, in respect of the laws applicable to their relationships with clients and between intermediaries and of the supervisory obligations to be fulfilled vis-à-vis Italian regulatory authorities. We advise our clients also on extraordinary transactions (such as cross-border mergers, reorganizations, relocations) involving banks or financial intermediaries based in different countries.



Banking & Finance

We have developed a significant experience in any aspect of banking and financial law, with particular reference to corporate governance and remuneration policies. We also deal with all the issues involved in financing transactions, in the drafting of the relevant documentation, restructuring of complex debt positions, issues of bonds and other debt securities. We also advise foreign banks and financial intermediaries interested in providing cross-border investment services in Italy. In particular, we assist a large number of foreign financial conglomerates in opening subsidiaries or branches in Italy and advise them, on an ongoing basis, in relation to the laws applicable to their relationships with clients and between intermediaries and to the obligations to be fulfilled vis-à-vis Italian regulatory authorities. We also advise on extraordinary transactions involving banks or financial intermediaries based in different countries. We have provided assistance in the establishment and application for authorization of reserved funds specialized in mezzanine financing operations in support of primarily unlisted companies, in the course of extraordinary finance transactions including acquisitions, expansions to new markets, recapitalizations, mergers, industrial and corporate reorganizations and leveraged buyout.



Capital Markets

We advise financial institutions and Italian and international corporate issuers on the issue of shares, bonds, financial instruments, transactions in derivative instruments, establishment and offer of (traditional, private equity and real estate) investment funds, with regard to any issue inherent in the regulation of financial markets.

We also assist our clients in all stages of IPO transactions, capital increases (either reserved for or optioned to third parties) and, more generally, in relation to offers and placements of shares on the secondary market, issues of convertible bonds, public purchase and exchange offers.

Our founding partners and some of our lawyers have had past work experiences with Italian supervisory authorities. In transactions requiring the assistance of legal advisers with international competence, we can rely on our consolidated relationships with leading foreign law firms.



Litigation

We primarily assist banks, asset management companies, SIMs and other financial companies in relation, in particular, to cases related to the provision of investment activities and services. We assist our clients both in the administrative and judicial stages of sanction proceedings ("procedure sanzionatorie") with regard to banking, insider trading and market manipulation, investment services and financial markets law in general.



Corporate

We have developed a significant expertise in acquisitions in different economic and industrial sectors, in mergers/spin-offs, as well as contributions and real estate transactions.

We have a diversified clientele including Italian and multinational companies, including listed companies, banks, asset management companies (SGRs), investment firms (SIMs), private equity and real estate funds, which we have assisted in a large number of important acquisitions and transfers, pension funds, banking foundations, other institutional investors, which we have assisted in investment transactions and in negotiating the relevant agreements.

We advise our clients on all fields of corporate law, with specific regard to the establishment/start-up of operations, shareholders' agreements, governance structures, control patterns, special share categories, equity and debenture issues, restrictions on share circulation and any other issue related to corporate groups and direction and coordination.

We advise listed issuers on the laws and regulations applicable to them, with specific regard to the fulfilment of information obligations, acquisition of major shareholdings, purchase and exchange public offers.

We co-operate on a regular basis with international law firms that assist foreign clients in domestic transactions.



Listed ETFs and Open-Ended UCIs

We provide advice and assistance in the listing of (Italian and foreign) open-ended UCIs and ETFs in Italy, dealing both with the preliminary stage of the registration for offer in Italy and the following admission to listing. We assist the UCIs and ETFs admitted to listing in Italy on an ongoing basis, with regard in particular to the actions to be taken and the obligations to be fulfilled under the applicable laws and regulations.



Asset management

Our firm has a significant and recognized experience in the asset management sector with particular regard to UCITs funds, ETFs, AIFs (real estate funds, private equity and private debt funds, credit funds, venture capital funds, including ELTIFs, EuVECA, EuSEFs). We have assisted many management companies since their start up, also during the process for their authorization to provide asset management services or to expand their activity, as well as in the carrying out of extraordinary transactions (M&A, mergers, spin-offs, etc.) and we assist, on an ongoing basis, many managers and/or institutional investors both in relation to their ordinary transactions and to investment transactions carried out through real estate or investment funds (venture capital/private equity funds). In this context, we assist our clients in negotiating side letters or investment agreements, advising them also on the governance of target funds and on how to exercise the institutional investors' voice rights.



Private Equity & Corporate Finance

We assist Italian and foreign leading management companies, either independent or part of banking groups, active in venture capital and private equity sectors. We advise and assist our clients on the incorporation of asset management companies and/or the establishment of (reserved and speculative) private equity and venture capital funds and on their authorization process, as well as on investment transactions (including structuring/negotiation of financing agreements and relevant financial guarantees). We also assist our clients in the sale and purchase of company shareholdings.



Real estate investment funds & Real estate

We have developed a considerable experience in real estate investment funds, having advised both asset management companies and Italian and foreign investors interested in contributions, subscriptions, purchases, placing, also on stock exchange markets, of units of real estate investment funds. We assist our clients in a wide range of activities including drafting fund rules, defining a fund's governance issues, legal due diligence of the portfolios to be contributed/purchased; contributions of real estate properties and companies portfolios designed for the launch of funds; defining agreements for the placing of the units held by contributing entities; drafting/reviewing and negotiating loan agreements and related guarantee agreements and, in general, the documentation regarding the funds' financing structure (so-called "security package"); defining all contractual documentation preliminary to the launch of a real estate fund (advisory, agency, facility management, property management agreements); voluntary liquidation of funds; restructuring of the funds' debt, public purchase and exchange offers on the funds' units. We also advise on any type of real estate transactions, from development to requalification projects, transfers and acquisitions of real estate portfolios, organization of company structures needed for the establishment of temporary company associations, joint-ventures and consortia aimed at the implementation of real estate projects. With specific regard to real estate development projects, we have gained extensive experience in drafting and negotiating contracts with different contractors and sub-contractors, as well as in the establishment of consortia aimed at the implementation of big real estate projects.

We have obtained the authorization of the first Italian SICAF from the Bank of Italy.



Foreign UCIs

We assist major international groups in the offer of foreign UCIs (mutual investment funds and SICAVs, including formula and guaranteed funds and AIFs) in Italy, assisting them in the preliminary analysis of marketing procedures and in the negotiation of contracts with distributors and payment/placement agents in Italy, advising them - on an ongoing basis - on authorization procedures, fulfilment of obligations related to marketing and offer in Italy, management of relationships with business counterparties (payment agents/distributors/outsourcers), as well as in the extraordinary product range reorganization transactions (e.g. merger of funds). We cooperate on a regular basis with international law firms that assist foreign clients in domestic transactions.

IT Other Italian UCIs

We have developed an outstanding experience in the advice and assistance regarding the creation, establishment, authorization and marketing of any type of Italian UCIs (in addition to private equity and real estate funds, UCITs, non-reserved open-ended AIFs, reserved open-ended AIFs, guaranteed funds).

More specifically, we assist our clients in searching for and developing new products, supporting internal feasibility studies from a technical and legal viewpoint and preparing incorporation and offering documentation for UCIs (fund rules, offering and listing documents), as well as all legal contracts and documents regarding their establishment, promotion and management (e.g. outsourcing, custody, management delegation, distribution, prime brokerage, securities lending agreements (also under OSLA/GMSLA standards), financing agreements, ISDA contractual documentation). With specific regard to deposit and sub-deposit of funds' assets, we assist clients in drafting and negotiating trilateral (or multilateral) agreements, both in relation to the investment by funds in other funds or to derivatives transactions or securities lending, supporting the involved parties in finding appropriate operational solutions for compliance with the Bank of Italy rules on the sub-deposit of funds' assets.

We also assist clients in fulfilling their obligations arising from the admission to listing, or from extraordinary product range reorganization transactions (e.g. merger of funds).

We also assist our clients in their relationships with competent supervisory and regulatory authorities, both in respect of the authorization of new products and during the life of each product.

People

PARTNER:

Andrea Galante

Andrea Galante graduated in Law "magna cum laude" from the University La Sapienza in Rome (1986). He is member of the Rome Bar Association and is admitted to plead before the *Corte di Cassazione*. From 1992 to 1998 he was in-house counsel of ASSOGESTIONI (the Italian association of mutual funds and asset managers), where in 1996 he became Head of Legal Department. Andrea is one of the founding partners of Galante e Associati Studio Legale. He specializes in corporate, financial markets, investment services, investment management, pension funds, banking and insurance law. He is member of financial intermediation boards. He is member of the board of directors and board of auditors of banks and SGRs. Andrea has been a contract professor for the Financial Markets and Intermediaries' course (Full professor Prof. Mario Comana) at the University LUISS Guido Carli in Rome. He speaks Italian and English.

Vittorio Ardizzone

Vittorio Ardizzone graduated in Law "magna cum laude" from the University La Sapienza in Rome (1990). He is member of the Rome Bar Association and is admitted to plead before the *Corte di Cassazione*. From 1991 to 1999 he was a Bank of Italy officer. Vittorio is one of the founding partners of Galante e Associati Studio Legale. He specializes in corporate, financial markets, investment services, investment management, pension funds, banking and insurance law. He speaks Italian, English and French.

Paolo Luccarelli

Paolo Luccarelli graduated in Law "magna cum laude" from the University of Siena (1990). He is member of the Rome Bar Association and is admitted to plead before the *Corte di Cassazione*. From 1994 to 1999 he served in the Legal Services Division of Consob. Paolo is one of the founding partners of Galante e Associati Studio Legale. He specializes in corporate, financial markets, investment services, investment management, pension funds, banking and insurance law. He speaks Italian and English.

Barbara Terranova

Barbara Terranova graduated in Law "magna cum laude" from the University LUISS Guido Carli in Rome (1998). She is member of the Rome Bar Association and is admitted to plead before the *Corte di Cassazione*. In 2003 she completed a Doctorate Course in Private Comparative and EU Law at the University of Macerata. Barbara specializes in investment management, financial markets, investment services, pension funds, corporate, banking and insurance law, marketing in Italy of foreign collective investment schemes. She speaks Italian and English.

Daniele Magno

Daniele Magno graduated in Law "magna cum laude" from the University Tor Vergata in Rome (1998). He is member of the Rome Bar Association and is admitted to plead before the *Corte di Cassazione*. In 2004 he completed a Doctorate Course in Private Comparative and EU Law at the University of Macerata. Daniele specializes in corporate, financial markets, investment services, investment management, pension funds, banking and insurance law. He speaks Italian, English and French.

SENIOR LAWYER:

Adele Bova

Adele Bova graduated in Law from the University La Sapienza in Rome (2000). She is member of the Rome Bar Association. Adele specializes in financial markets, investment services, investment schemes and banking law, personal data protection and anti-money laundering legislation. She speaks Italian and English.

Silvia Brogi

Silvia Brogi graduated in Law "magna cum laude" from the University LUISS Guido Carli in Rome (2008). She is member of the Rome Bar Association. Silvia specializes in capital markets, banking and financial markets law. She speaks Italian, English, Spanish and French.

Roberta Padula

Roberta Padula graduated in Law "magna cum laude" from the University LUISS Guido Carli in Rome (2003). She is member of the Rome Bar Association. In 2004 she obtained a master's degree in business tax law. Roberta specializes in corporate, mergers and acquisitions, financial and capital markets law. She speaks Italian and English.

Massimo Serra

Massimo Serra graduated in Law from the University La Sapienza in Rome (1991). He is member of the Rome Bar Association and is admitted to plead before the Corte di Cassazione. Massimo specializes in civil litigation, with specific regard to banking and investment services, corporate and real estate law. He speaks Italian and English.

ASSOCIATES:

Gloria Aliraj

Gloria Aliraj graduated in Law from the La Sapienza in Rome (2016). She is member of the Rome Bar Association. She obtained a Level II Master in "Private European Law" from the University La Sapienza in Rome. Gloria specializes in civil litigation, banking and insurance law, financial markets law. She speaks Italian and English.

Lorenzo Calabrese

Lorenzo Calabrese graduated in Law "magna cum laude" from the University LUISS Guido Carli in Rome (2015). He is member of the Rome Bar Association. Lorenzo specializes in corporate, banking and insurance law, financial markets law and investment services. He speaks Italian, English.

Virginia d'Alessandro

Virginia d'Alessandro graduated in Law from the University LUISS Guido Carli in Rome (2015). She is member of the Avezzano Bar Association. She obtained a Level II Master in "Financial Markets Regulation" from the University LUISS Guido Carli in Rome. Virginia specializes in investment services, investment management and financial markets law. She speaks Italian and English.

Luigi Rizzo

Luigi Rizzo graduated in Law "magna cum laude" from the University LUISS Guido Carli in Rome (2016). He is member of the Rome Bar Association. Luigi specializes in corporate, mergers and acquisitions, capital markets. He speaks Italian, English.

Francesco Romano

Francesco Romano graduated in Law from the University LUISS Guido Carli in Rome (2014). He is member of the Rome Bar Association. Francesco specializes in financial markets focusing in particular on asset management issues, compliance and internal control issues. He speaks Italian, English.

Fabiola Tarquini


Fabiola Tarquini graduated in Law "magna cum laude" from the University "LUISS Guido Carli (2018). Fabiola specializes in investment services, investment management. She speaks Italian, English.


Simone Zerunian

Simone Zerunian graduated in Law from the University LUISS Guido Carli in Rome (2017). He is member of the Rome Bar Association. Simone specializes investment services, investment management. He speaks Italian, English.

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