



GALANTE E ASSOCIATI

STUDIO LEGALE

Company profile

2023



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** (most of whom have been working together for over 10 years), our firm has offices in Rome and Milan.

We specialize in **all practice areas related to banks**, listed companies, asset managers, 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 **corporate, banking, insurance and capital markets areas**.

We have developed an outstanding experience in the above-mentioned areas and are able to offer our clients an **integrated assistance** covering all of corporate issues 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

Our firm has developed a high level of expertise in its practice areas and offers its clients an integrated assistance, with regard to all corporate issues and business needs.



Real Estate Funds & Real Estate



Private Equity & Corporate Finance

IT

Italian UCIS



Foreign UCIS



ETFs



Investment Activities And Services



Banking & Finance



Capital Markets



Litigation



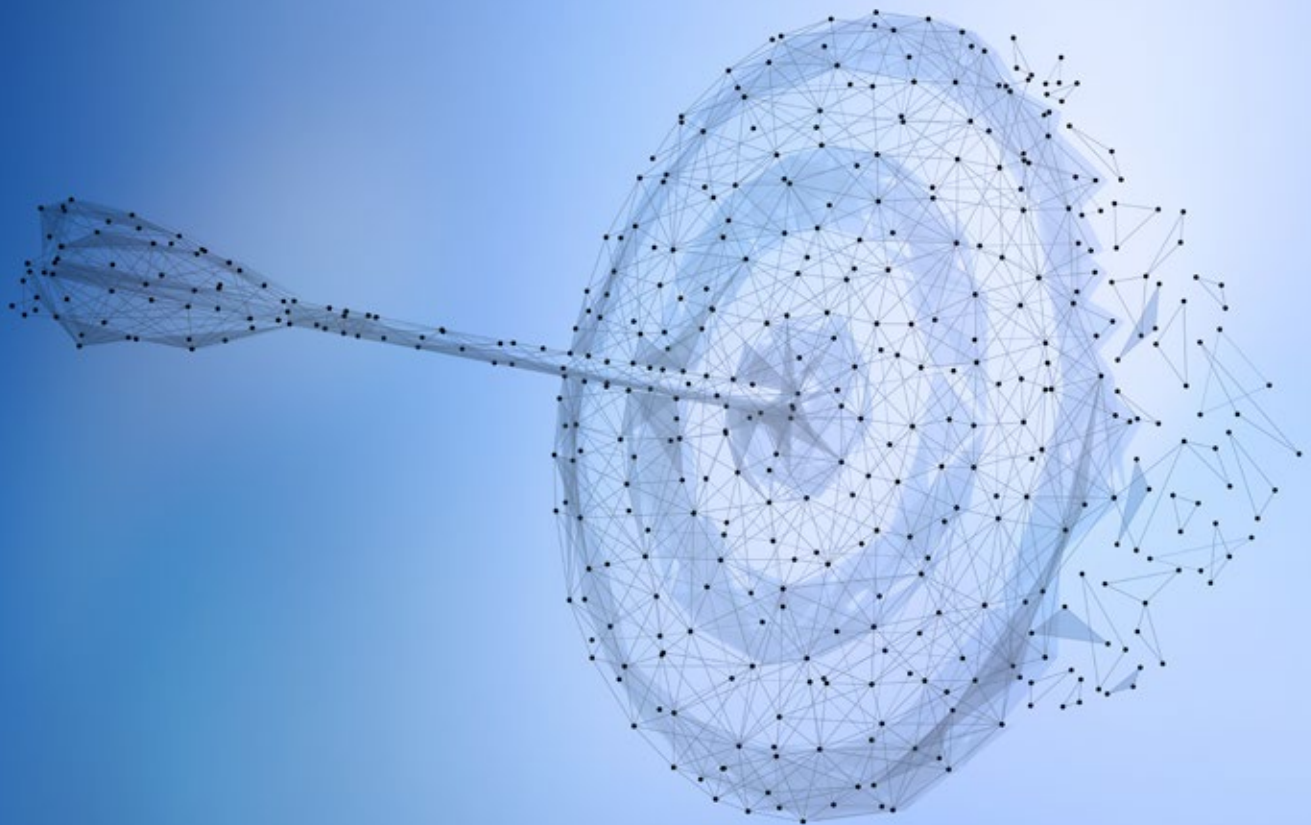
Corporate



Anti-money Laundering



Insurance





Real estate investment funds

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 subject of contribution/purchase; contributions of real estate properties and companies portfolios designed for the launch of funds; defining agreements for the classification 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 designed for 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 designed for the implementation of big real estate projects.



Private Equity & Corporate Finance

We assist leading Italian and foreign management companies, either independent or part of banking groups, operating 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.

We also assist our clients in the sale and purchase of company shareholdings.

IT

Italian UCIS

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

More specifically, we assist our clients in searching for and developing new products, supporting internal feasibility studies from a technical and legal perspective and preparing deeds of 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, depositary, management delegation, distribution, prime brokerage, securities lending and loan agreements), as well as in fulfilling their obligations arising from the admission to listing, or from extraordinary reorganization transactions (e.g. merger of funds).



ETF

We provide advice and assistance in the listing of foreign ETFs in Italy, dealing both with the preliminary stage of registration for offer in Italy and the following admission to listing. We assist the 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.



Foreign UCIS

We assist major international groups in the offer of foreign UCIs (mutual investment funds and SICAVs, including formula and guaranteed funds) 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, as well as in extraordinary reorganization transactions (e.g. merger of funds or sub-funds, liquidation of funds, etc.).



Investment activities & services

We advise Italian and foreign clients operating in the financial markets sector. More specifically, we advise banks, investment firms, asset management companies, insurance companies and issuers on legal and regulatory issues related to the provision of investment services and activities in Italy. We also advise foreign financial intermediaries interested in providing investment activities and services in Italy on a cross-border basis. In particular, we assist a large number of foreign financial conglomerates in opening subsidiaries or branches and advise them, on an ongoing basis, in respect of the laws applicable to their relationships with clients and between intermediaries and the supervisory obligations to be fulfilled vis-à-vis Italian regulatory authorities. We advise our clients also on extraordinary transactions involving Italian and/or foreign banks or financial intermediaries.



Banking & Finance

We have developed a significant experience in any aspect of banking and finance, with particular regard to the issues involved in financing transactions, 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 investment services in Italy on a cross-border basis. 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 primarily of 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 financial market regulatory issue.

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 expertise, we can rely on our established relationships with leading foreign law firms.



Litigations

We primarily assist banks, asset management companies, SIMs and other financial companies in relation, in particular, to the provision of investment activities and services. We assist our clients both in the administrative and judicial stages of sanction proceedings ("procedura sanzionatorie") with regard to banking and finance, insider trading and market manipulation and investment services 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), securities investment firms (SIMs), private equity and real estate funds, which we have assisted in a large number of important acquisitions and transfers.

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.



Anti-money laundering

We assist and advise our clients on the necessary requirements to be met in relation to anti-money laundering, personal data protection legislation and administrative liability of legal persons (Legislative Decree 231/2001), on the analysis of the specific issues relating to the above sectors 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.

Partners

PARTNER:

Andrea Galante

Andrea Galante graduated in Law "magna cum laude" from the University La Sapienza in Rome (1986). He is a member of the Rome Bar 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), becoming Head of Legal Department in 1996. Andrea is one of the founding partners of Galante e Associati Studio Legale. He specializes in corporate, investment services, investment management, pension funds, banking and finance 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 asset management companies. 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 a member of the Rome Bar and is admitted to plead before the *Corte di Cassazione*. From 1991 to 1999 he worked at the Bank of Italy. Vittorio is one of the founding partners of Galante e Associati Studio Legale. He specializes in corporate, investment services, investment management, pension funds, banking and finance 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 a member of the Rome Bar and is admitted to plead before the *Corte di Cassazione*. From 1994 to 1999 he worked in the Legal Services Division of Consob. Paolo is one of the founding partners of Galante e Associati Studio Legale. He specializes in corporate, M&A, banking and finance, investment services and investment management. 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 a member of the Rome Bar 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, investment services, pension funds, corporate, banking and finance 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 a member of the Rome Bar 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, investment services, investment management, pension funds, banking and finance 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 a member of the Rome Bar. Adele specializes in banking and finance, investment services, investment schemes, 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 a member of the Rome Bar. Silvia specializes in banking and finance and capital markets. 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 (2004). She is a member of the Rome Bar. Roberta specializes in corporate, M&A and capital markets. She speaks Italian and English.

Massimo Serra

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

ASSOCIATES:

Lorenzo Calabrese

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

Giulia Ceccarelli

Giulia Ceccarelli graduated in Law from the University Tor Vergata in Rome (2012), where she also attended the postgraduate school for legal professions (2014). She is a member of the Rome Bar. Giulia specializes in investment services, financial markets and asset management. She speaks Italian, English, French and Spanish.

Virginia d'Alessandro

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

Luigi Rizzo

Luigi Rizzo graduated in Law "magna cum laude" from the University Roma Tre in Rome (2016). He is a member of the Rome Bar. Luigi specializes in corporate, M&A and capital markets. He speaks Italian and English.

Francesco Romano

Francesco Romano graduated in Law from the University LUISS Guido Carli in Rome (2014). He is a member of the Rome Bar. Francesco specializes in investment services, financial markets and asset management. He speaks Italian, English.

Simone Zerunian


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


Eleonora Galante

Eleonora Galante graduated in Law "magna cum laude" from the University Roma Tre in Rome (2022). Specialized in investment services and financial markets.

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