

GRIMALDI E ASSOCIATI

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Grimaldi e Associati is an Italian law firm with offices in Rome, Milan and Brussels.

Grimaldi e Associati provides legal advice in both contentious and non contentious matters and in relation to the major areas of practice of Italian, EU and international law.

The Firm offers its clients a specialist approach in its selected areas of practice through a close personalised client-attorney relationship. In particular, the Firm focuses its practice on corporate and financial transactions with an international element, providing a broad range of legal services to industrial, commercial and financial clients, mainly in the EU and the U.S.A..

The Firm's list of clients includes a substantial number of North American and EU companies investing in Italy, banks financing international trade, project and structured finance transactions as well as multinational corporations doing business in Italy.

Grimaldi e Associati takes advantage of the most sophisticated information technology tools and has a network of international advisors who can join its teams to provide its clients with the best quality cross-border legal assistance, if so required.

The major areas of law practiced by the Firm include general corporate, privatisations and capital markets, finance, antitrust and EU law, public utilities, administrative law, environmental law, real estate, copy-right, intellectual property, tax and employment law.

The Firm has significant experience in litigation and international domestic arbitration.

The Firms' lawyers regularly collaborate with legal magazines, participate in seminars and conferences and dedicate regular attention to the professional upgrading in the different areas.

➤ **Corporate**

The Firm provides legal advice to private and public companies, domestic and international financial institutions as well as private equity funds in relation to general corporate and commercial matters, including the incorporation and management of companies and joint ventures. Furthermore, the Firm has gained a relevant experience in merger, demerger and acquisition transactions, take-over bids and restructurings and reorganization of companies, also by means of shares transfer or sale of going concerns. The Firm provides assistance in relation to the negotiation and drafting of all relevant documentation, including shareholders' agreements and stock options plans, as well as in relation to support financial areas, with an approach consisting in the analysis of legal issues as part of a larger context which includes strategic, financial and accounting aspects.

➤ **Privatisations and capital markets**

The Firm has been significantly involved in privatisations since the beginning of the privatisation process in Italy, having provided legal assistance to bank syndicates, offerors and target companies with respect to the most important transactions on the Italian market (public offers with listing on the Italian Stock Exchange and international placement, competitive offering by direct negotiation). The expertise gained throughout the years is such that the Firm can offer first quality assistance during the whole privatisation process, from due diligence to drafting of prospectuses, from analysis of regulatory issues, including EU law, issues to drafting of all relevant agreements of guarantees.

➤ **Finance**

The Firm advises financial institutions and domestic and international investors in relation to a wide range of structured finance transactions. The Firm has a leading experience in project financing, with particular reference to the energy and infrastructure sector. The Firm provides assistance in relation to complex transactions of acquisition finance, leveraged buy-out, financing to general contractors, issue of bonds and securitisations. In addition, the Firm assists its clients in the proceedings for the application for various forms of financing, both at the Italian level (export credits or other subsidised facilities) and EU level (structural funds and other forms of EU financings).

➤ **Antitrust and EU Law**

The Firm provides legal advice in relation to all areas involving domestic and international antitrust issues (claims, abuse of a dominant position, agreements). The Firm provides assistance in connection with free movement of goods, services and capitals, public procurements and State aids as well as in relation to those areas involved in the liberalization process (transports, energy, and communications). The Firm also acts in relation to cases brought before the Court of First Instance and the EU Court of Justice as well as other EU institutions. The Firm assists its clients in relation to compliance with EU and domestic laws and regulations as well as in the relation with Italian courts and other relevant Authorities.

➤ **Public Utilities**

The Firm has a significant experience in the area of public services. The Firm has also developed a wide expertise in the area of the so-called network industries and has advised companies in the realization and management of network infrastructures in various areas (water, energy, communications and transports). In particular, the Firm has been very active in the energy sector (also with regard to alternative sources), where it has provided legal advice in connection with the restructuring of hydroelectric plants and the construction of new power and gas plants.

➤ **Administrative Law**

The Firm offers contentious and non contentious assistance in administrative law, public procurements, public utilities and environmental law. The Firm provides legal advice and assistance to Italian and foreign companies and financial institutions, as well as to public authorities, on matters concerning administrative law. In particular, the Firm has gained extensive experience in advising on the grant of permits and authorisations and on the related administrative procedures for the development of projects for the construction and operation of industrial sites, buildings and infrastructures, on town planning and zoning requirements, on the procedures relating to expropriation of land for public interest and on judicial and administrative proceedings regarding administrative fines, as well as on trading requirements matters. The Firm also gives full assistance to its clients in the negotiations with public authorities and before all relevant courts.

➤ **Environmental Law**

The Firm advises its clients on environmental law and health and safety in the workplace issues, including “high risks” plants, clean-up of contaminated sites, water, waste and packaging waste management, noise and electromagnetic emissions, asbestos and dangerous substances. In the context of commercial, corporate and financial transactions, the Firm has gained broad experience in conducting the environmental due diligences, in advising on all legal aspects of technical environmental audits, as well as in giving assistance on the transfer of permits and authorisations. The Firm provides full assistance to its clients on environmental disputes before all relevant courts.

➤ **Real Estate**

The Firm has a significant experience in the area of real estate as it provides legal assistance both to investment funds and other private investors interested in the Italian real estate market, as well as to banks and financial institutions involved in the financing of such investments.

The Firm provides assistance in connection with acquisition and dismissal of properties, real estate companies and branches (residential, industrial and commercial), mergers and de-mergers, sales and transfers, rentals, constructions, tenders, project development, asset management services, leasing, securitisation of mortgage and lease loans and other structured transactions related or linked to real estate portfolios. The Firm is involved in the negotiation and drafting of the relevant documentation, in the due diligence process and in the subsequent implementation of the agreements.

➤ **Civil Law, Litigation and Domestic and International Arbitrations**

The Firm gives full assistance in relation to civil and labour law matters and represents clients before all relevant courts. The Firm has specific experience in the management and resolution of disputes in the context of domestic and international arbitrations.

➤ **Copy-right and Intellectual Property**

The Firm assists domestic and international clients with respect to all areas regarding the protection of intellectual property rights such as the management of the administrative procedures for the registration of trade marks and licences before all relevant domestic and international authorities

as well as the drafting and the management of licence, distribution and franchising agreements.

➤ **Tax Law**

The Firm offers advice and assistance to both domestic and international clients on questions of tax law arising out of extraordinary corporate transactions such as mergers and acquisitions, demergers and spin-offs, conversions, transfers of undertakings and business divisions, recapitalisations and restructurings.

The Firm's tax consultants also have extensive specialist knowledge and experience regarding the tax aspects of loans and financing, securitisation, project finance, asset finance and structured finance generally.

The Firm is frequently called upon to serve clients in connection with corporate taxation (IRES and IRAP), VAT, withholding taxes and transfer taxes (including the various issues arising in connection with the registration of medium- and long-term financings along with the relevant securities).

➤ **Employment law**

The Firm provides legal advice and assistance to Italian and foreign companies in all the main areas of employment law, including in relation to employment disputes. More particularly, the Firm has acquired substantial experience on the dismissal of both individuals and across the workforce; executive employment; agency relationships; and the various employment law issues that are likely to arise in connection with, for example, mergers, sales of businesses and business divisions, restructurings and reorganisations.

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