



an introduction to

mc | masotti
cassella

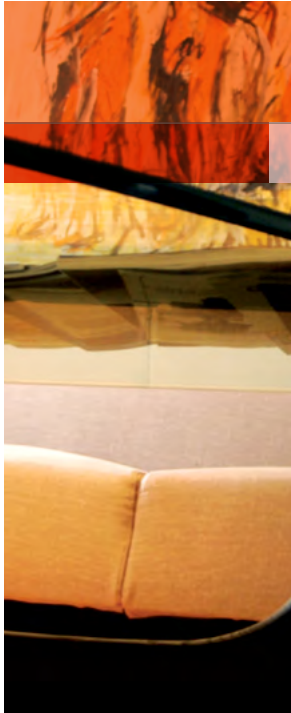


about us

In 1965 a young lawyer left a historic law firm in Milan to embark on the adventure of a lifetime, founding his own offices so he could devote his time mainly to business and banking law. His courageous choice, driven by enthusiasm and the belief that skill and professionalism are the cornerstones of any successful law office provided the humus in which our story took root.

Over the years, the law firm has grown into a multi-disciplinary practice; today it is composed of professionals with proven skills and extensive experience in several key fields. Masotti Cassella boasts attorneys qualified in Italy and in the UK, as well as chartered accountants and auditors on its team.

Our tested and proven network of relationships with prestigious law firms located in all major cities in Europe, Asia and the United States provides our clients with the perfect combination of in-depth knowledge of the Italian market as well as a unique global perspective fostering independent strategies for successful governance.

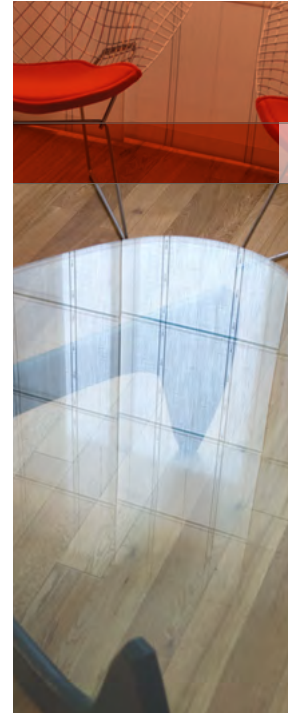


practice areas

Corporate and Commercial
Corporate Compliance
Tax
Life Sciences
Insolvency and Restructuring
Administrative Law and Real Estate
Banking and Finance
Project Finance
Employment
Family Offices
Family and Vulnerable Persons
Litigation and Arbitration

industries sectors

Manufacturing
Commerce
Consulting
Logistics
Shipping
Financial Services
Fashion
Information technology
Telecommunications
Food and Beverage



our approach

At **mc**, the atmosphere is relaxed, friendly and professional. We enjoy what we do, and our clients enjoy working with us. Our aim is to deliver great results, with a focus on excellence and value for money.

At the same time, in everything we do, we try to:

- communicate our advice clearly and concisely
- exercise commercial and sound judgment
- be professional, acting with courtesy and integrity, especially in adversarial situations such as negotiations and litigation
- be creative and flexible, pragmatic and practical

Beyond a solid grasp of the law, we believe that these are the essential qualities business organizations are looking for in their choice of professional adviser.

We truly value the relationships we build with all of our clients.

They count on us to partner them on their most complex business matters, and they know we will rise to each challenge with flair and determination.

corporate and commercial

Our highly skilled professionals are unaffectedly spirited when they provide legal and accounting services to both foreign and domestic enterprises that complement all aspects of their business life and growth. From incorporation to winding up, drafting minutes to negotiating shareholders' agreements, our services include the invaluable collaboration of some of the country's most distinguished notaries.

Our involvement in M&A transactions over the years is unparalleled. Whether buyer or seller, a large multinational group or an enterprising local businessman, perhaps it is here in these delicate operations where our commitment to tailoring our work to the true needs of our clients is best expressed.

Corporate advice includes:

- Mergers and acquisitions, corporate finance
- Joint ventures and shareholders' agreements
- Private Equity
- Insolvency and reorganizations
- All types of commercial contracts and advice, including agency and distribution agreements, supply and manufacturing agreements, insurance
- Trade marks and licensing agreements

corporate compliance

Legislative Decree no. 231/01 introduced direct liability for corporate entities with respect to crimes committed by directors, executives and their subordinates.

We have developed significant experience in drawing up compliance programmes, in coordination with management, in order to prevent the potential criminal sanctions that can arise from applicable law. These include criminal offences against Italy's public administration, criminal corporate offences and white collar crimes.

We also act as advisor to, or members of, the compliance body charged by law with monitoring that a firm's corporate compliance programme is correctly implemented.

We also regularly advise on:

- Privacy, data protection and data management issues
- Preparation of the Documento Programmatico sulla Sicurezza
- Corporate appointments to fulfil compliance roles
- Health and safety issues pursuant to Legislative Decree 81/08 and product liability



tax

Italy is not a tax-friendly jurisdiction: tax rates are high, the fiscal system is complex and the applicable rules are often revised and modified. Nonetheless, certain tax benefits and incentives are available which can be attractive to foreign investors.

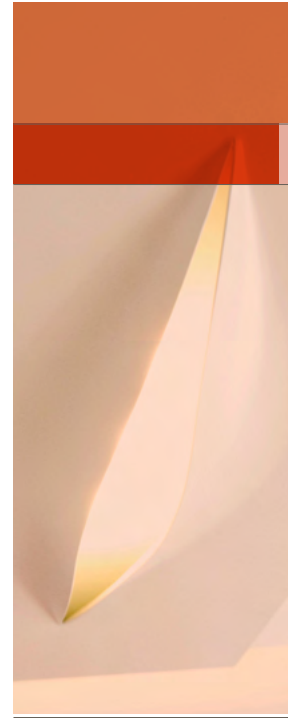
Strategic business and tax planning can produce real tax savings and have a significant impact on the levels of taxation faced by start-ups and foreign companies entering the Italian market.

Our clients include leading domestic and non-Italian companies, financial institutions and funds.

We also provide ongoing tax advice covering tax compliance services, corporation tax matters, VAT and indirect taxation. We have significant experience in assisting with tax assessments, negotiations involving the taxation authorities and taxation litigation.

Tax advice includes:

- Corporate and international tax planning
- Inbound and outbound investment
- Tax audits, compliance and disputes with the taxation authorities
- Assistance on start-ups, reorganizations and strategic transactions
- Personal tax planning (inheritance and gift tax, tax treatment of trusts)
- Patent Box and other tax incentives



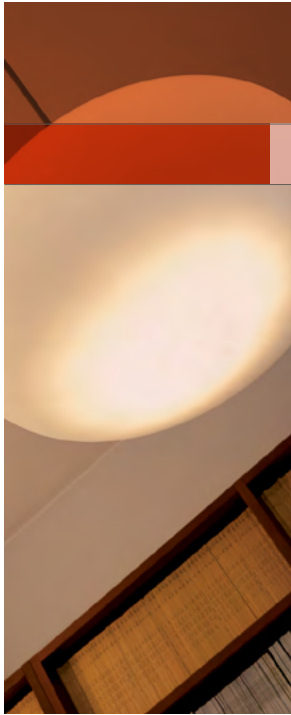
life sciences

We have worked side by side with companies in the medical, biotech and pharmaceutical markets since the early 1990's, and have consequently developed a deep awareness of the business realities and familiarity with the enterprises in this sector, with its unique and extremely complex features, which at the same time enrich and motivate and us.

We have the experience and contacts required to advise our clients in their dealings with the public administration, from negotiating agreements, bidding on public tenders to preparing for court and litigation.

Our life science practice includes:

- Joint ventures and project finance agreements with public entities
- Venture capital investments
- Agency, distribution and licensing agreements
- Product liability and medical negligence claims
- Regulatory requirements for the distribution of medical devices and pharmaceutical products
- Data Protection law
- Factoring agreements and securitization of receivables



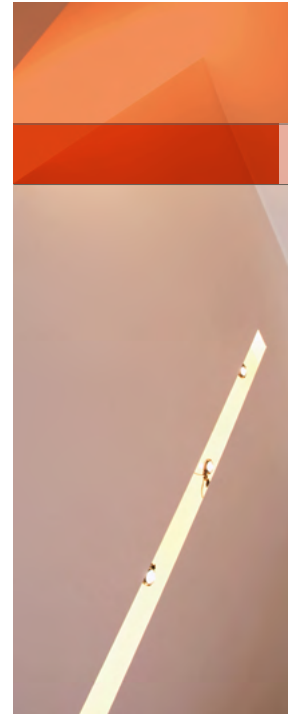
insolvency and restructuring

We advise creditors and distressed companies on in and out of court insolvency and restructuring procedures, both domestic and cross border. Our team combines expertise in insolvency law, litigation, banking, corporate, employment and tax law as well as accounting.

Because our team consists of both lawyers and accountants, we can also certify recovery plans in accordance with the various options available under Italian law.

Main areas of work include:

- Insolvency procedures, including bankruptcy, extraordinary administration, compositions with creditors
- Company reorganizations
- Acquisitions of distressed companies
- Debt restructuring procedures and recovery plans
- Certification of recovery plans, restructuring plans, settlement arrangements with creditors



administrative law and real estate

Many of our clients' activities regularly bring them into contact with Italy's public administration on a wide variety of compliance issues that range from requests for consents and approvals, to participating in public tenders.

We have therefore developed significant experience in public sector regulatory matters, as well as real estate, zoning regulations and public liability matters.

For many years we have been assisting our clients, both Italian and foreign, who wish to enter into real estate transactions. Whether purchasing a family home, or investing in a prestigious property, we offer our clients legal assistance that is perfectly adapted to their needs, with the utmost flexibility. We are always ready to accompany our clients when meeting the various parties involved or for inspections of the property.

Advice includes:

- Offers for public tenders
- Litigation in the administrative courts
- Construction projects
- Advice on compliance with regulatory matters
- Advice on access to public financing opportunities



banking and finance

Our banking and finance practice includes advising banks and financial institutions, borrowers and guarantors, mortgage and loan brokers, on financing agreements, including syndicated loans and real estate financing contracts.

We have developed considerable expertise in financial lease arrangements and assignments of receivables through factoring contracts, with particular reference to transactions involving Italy's public administration.

We issue legal opinions with respect to a variety of banking and finance transactions.

Banking and Finance advice includes:

- Advising lenders on taking security over Italian assets
- Advising providers of on-line mortgage and loan services
- Advising lenders and owner managed businesses on asset leasing and factoring transactions
- Advising borrowers on all kinds of loan and facility agreements
- Advising lenders on specialized sector loan financings
- Advising on LBO and MBO transactions



project finance

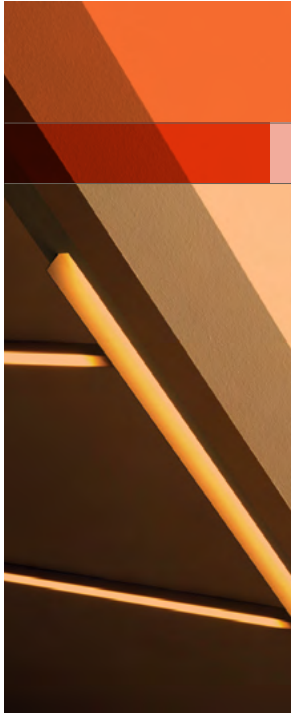
Project finance deals are typically executed in a range of different ways. This gives rise to a series of complex considerations in which we have considerable experience ranging from tax structuring, legal feasibility and corporate law to the detailed security package that can be offered to support financing.

We advise sponsors, lenders, EPC and O&M contractors during all stages of the negotiations and provide a full range of legal services dedicated to the energy sector, in particular renewable energy, such as solar and wind technology, waste-to-energy and biomass, etc.

We ensure an integrated approach that supports all phases through to the project's financial phase.

Advice includes:

- Administrative and corporate due diligence report
- Joint venture agreements
- Corporate and tax structuring
- Project financing agreements
- Assets purchase agreements
- Security package with the lenders
- Share purchase agreements
- EPC and O&M agreements
- Export credit agreements (SACE)



employment

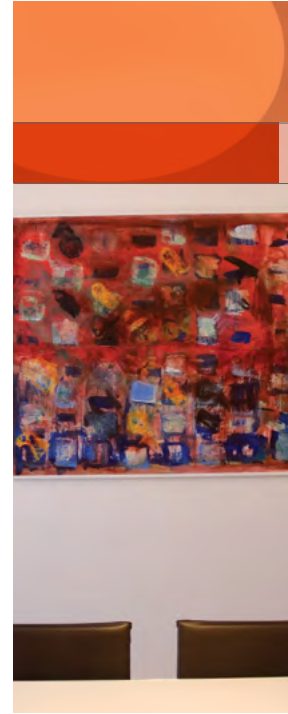
We advise on all aspects of employment law, and have significant experience in complex industrial relations' matters and union negotiations.

Our employment practice deals with all aspects of the management of human resources, for example engaging staff and independent contractors, advising on employee dismissals and terminations, and advising on non-disclosure, non-compete and non-solicitation agreements.

We also advise on employment disputes and on conciliation and arbitration procedures.

Our employment practice includes:

- Employment contracts and contracts for services
- Relocations, secondments and changes of role
- Disciplinary procedures, and individual and collective redundancies
- Project-related and flexible contracts
- Employment law issues arising from corporate restructurings, business transfers, mergers, spin-offs and break-ups
- Health and safety matters and work-related accidents
- Pensions, supplementary pensions and social security policies



family offices

We understand that families have become increasingly international, with their assets, interests and investments spread all over the world.

We have many families who are long-standing clients and who have continued to appreciate our advice and counsel over generations.

Our office advises families on complex issues concerning governance, implementation of legal instruments designed to safeguard assets and their intergenerational transmission through careful succession planning. Our advice helps families to plan ahead so they can protect and enhance their wealth for the coming generations. We specialize in smoothing out logistical challenges such as personnel and international transfers.

We endeavour to support all our family clients and their family offices when they wish to make direct investments, whether for the acquisition of a large enterprise, real estate or alternative assets, such as art or aircrafts.

Moreover, we can provide advice on immigration and taxation, especially in relation to favourable tax measures set up to attract human capital to Italy.

Main areas of our work include:

- Succession planning
- Family pacts
- Trusts
- Assistance with relocation to Italy
- Setting up family holding companies
- Works of art

family and vulnerable persons

Our skilled and experienced professionals provide assistance and support to all forms of family and parenting, including those with international cross-border elements.

We advise clients in the event of separation, divorce, dissolution of civil partnerships and provide legal assistance in relation to the foregoing as well as other family law related matters such as the protection of family assets and inheritance.

Our team also provide the assistance necessary to protect vulnerable individuals such as minors, the elderly, and adults with special needs. In particular - in collaboration with specialized psychologists, psychiatrists, and criminal law experts - the firm provides assistance and support to other "at risk" individuals such as victims of physical and or psychological abuse.

Main areas of work include:

- Separation, divorce, dissolution of civil partnerships, division of assets and other related issues;
- Safeguards, curatorships, and support administrations;
- Succession and family agreements;
- Assistance and support to victims of abuse

litigation and arbitration

The firm has represented and defended its clients in court, before arbitrators and in any forum for alternative dispute resolution both in Italy and abroad. This expertise has been consummately handed down since the law office's foundation and is now fully integrated with those new features required of modern litigators.

We have also developed significant international experience. Indeed, we are perfectly capable of efficiently assisting foreign colleagues who call upon us as legal experts. Not only are we prepared to offer counsel and advice that responds perfectly to the needs of our local clients, we can also effectively adapt to the peculiarities that characterise overseas clients, especially those belonging to the world under Common Law.

Main areas of work include:

- Contractual claims
- Banking and insurance litigation
- Shareholders and partnership disputes
- Commercial debt recovery
- Directors' liability
- Product liability
- Professional negligence
- ADR and arbitration

what people say about us

“Good at looking after demanding and sophisticated clients thanks to a team of commercially minded and pragmatic lawyers who speak excellent English”

Chambers and Partners

Francesca Masotti

“She goes deep into the issues concerned and has the ability to listen and resolve problems effectively.”

Chambers Europe

Mascia Cassella

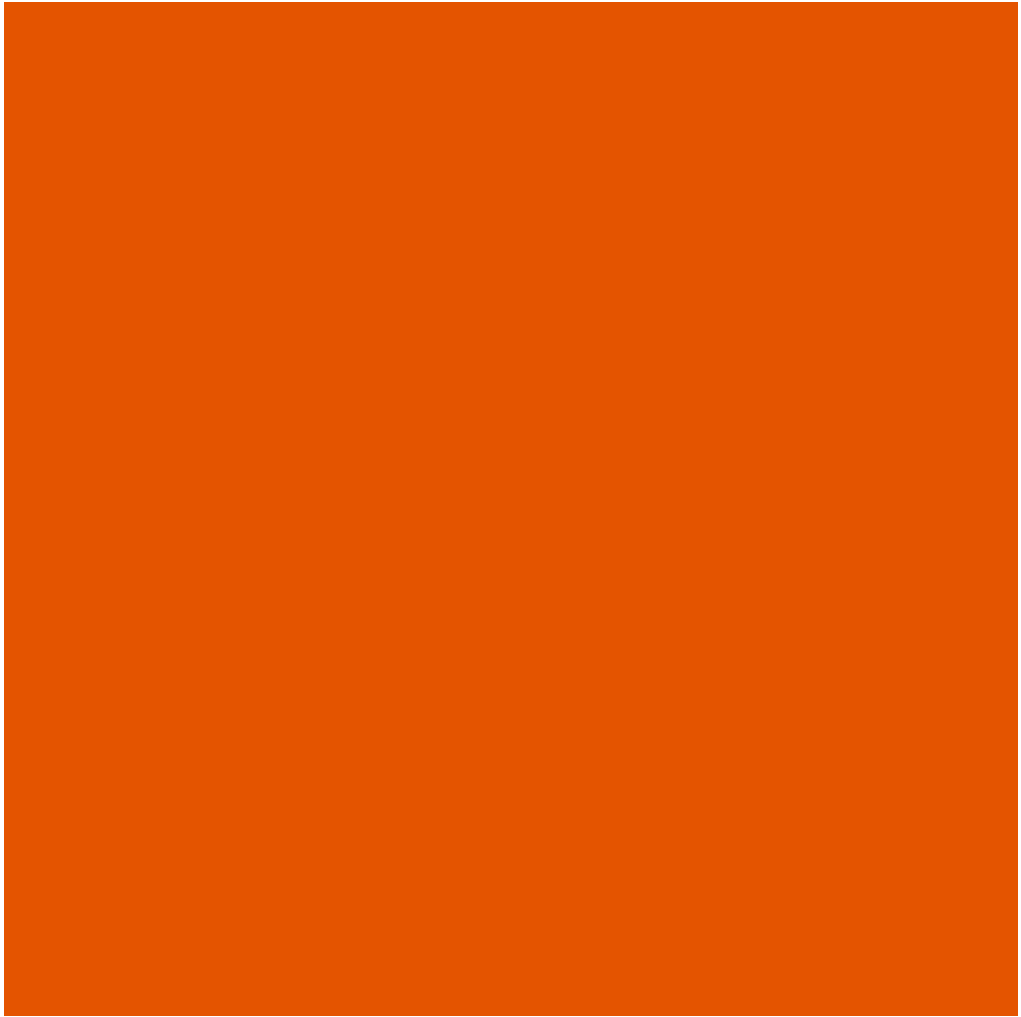
“A great asset.”

The Legal 500 EMEA

Luca Masotti

“He is the archetype of a good Milanese lawyer. He is conversant with international law and able to translate idiosyncratic problems in a way that makes it easy for a non-italian to understand.”

Chambers Europe





mc | masotti
cassella

studio legale
tributario associato

head office milan
corso magenta, 56
20123 milano
tel. +39 02 4801 3990

rome office
via giulio galli, 132
00123 roma
tel. +39 06 3036 3576

www.masotticassella.com