

*CFMP*

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STUDIO LEGALE ASSOCIATO

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*CFMP*

# The Firm

## The Firm

Corrado Ferrari Mainieri Pedefferri & soci – *CFMP* was founded in January 2005, after a long period of collaboration among its partners in several major international law firms during which they have grown a solid relationship of professional trust and personal accord, which have always represented one of the most distinctive traits of the Firm.

The constant effort to combine professional excellence along with innovative abilities and a modern vision of the legal profession allows *CFMP*, with its offices in Rome and Milan and its international connections, to represent a stable and reliable reference point in the area of business and corporate law.

The highly international profile of its professionals, oftentimes strengthened by considerable experiences abroad, make of *CFMP* an ideal correspondent for the foreign clientele, which has always appreciated the Firm's communication skills and its ability to always guarantee prompt reaction, proactivity and quality of services fully consistent with the highest international standards.

## The Firm's commitment

*CFMP*'s commitment and ambition are to practice the legal profession at its highest levels, by paying particular attention to the timeliness of performance, the competitiveness of costs, the care for the client and the personalization of its services, always guaranteed through a constant relationship between the client and at least one of the partners of the Firm.

*CFMP* aims to continue its growth and to constantly pursue its main goal to be an ideal professional partner for both small-sized enterprises and large corporations with respect:

- to processes of business internationalization, either inbound or outbound;
- to the structuring of complex business transactions requiring coordination of legal services with several professional competences;
- to any type of corporate, commercial and contractual matters;
- to any type of cross border transactions requiring interaction with foreign law firms.

## The Professionals

Friendship, mutual understanding and pleasure to work together are the natural components of how *CFMP* provides its services and how its members are able to cooperate interchangeably and to fully benefit from their respective skills.

The organization of *CFMP*'s activities has always been focused on meeting the clientele's expectations by ensuring a constant communication channel between the client and the partner in charge, under whose responsibility and supervision different work teams are formed from time to time with the aid of those professionals who are the most suitable to complete the specific tasks assigned.

# *The Areas of practice*

## The Areas of practice

*CFMP* advises companies, financial institutions, multinational groups of companies operating in Italy and abroad, international and not-for-profit organizations, as well as individuals, on all of the main areas of business law.

Through its multidisciplinary approach and its international experiences, *CFMP* is able to provide strategic assistance on domestic or foreign transactions requiring the interaction and coordination of professionals of different backgrounds or located in different jurisdictions.

In every instance, *CFMP* is able to guarantee a solid integration among different professional specializations, as well as full understanding of the different languages and integration of the different problem-solving attitudes and approaches.

# Corporate Law

Corporate law represents the main area of expertise of the Firm.

In this area, *CFMP* provides legal assistance in connection with all the corporate dynamics and necessities arising during the several stages of a corporate venture, from its inception, throughout its ordinary and extraordinary course, the strategic planning of its development, the implementation of its internationalization, up until the more mature phase of group reorganization, restructuring or winding up.

*CFMP* assists shareholders and management of companies in connection with, among others:

- the drafting of by-laws, shareholders' agreements, internal regulations and procedures, corporate governance codes and codes of conduct;
- the implementation of corporate or business measures to ensure compliance with specific areas of law;
- the design of corporate governance structures;
- the performance of secretarial and corporate bookkeeping activities;
- the setting up of representative offices, branches, permanent establishments and corporate vehicles;
- the drafting and implementation of organizational models and codes of ethics in accordance with the Legislative Decree no. 231/2001;
- the compliance with privacy law and protection of personal data.

# Mergers and Acquisitions

Over the years the members of the Firm have taken part and have successfully completed important M&A transactions, domestic and cross border, either privately negotiated or through competitive bids, on behalf of Italian and foreign companies, both public or private.

*CFMP* supports its clients in all stages of the M&A transactions, starting from their strategic planning up until their execution, offering full services with respect to:

- the structuring and implementation of mergers, de-mergers, spin-offs, capital increases;
- the structuring, implementation and completion of leveraged buy out, private equity, venture capital or seed capital transactions;
- the structuring of corporate or contractual joint ventures, as well as the incorporation of foreign corporate entities;
- the performance of any type of legal due diligence;
- the drafting and negotiation of all the relating contractual instruments and ancillary agreements;
- the drafting and negotiation of investment agreements among the partners involved in the transactions above, along with the traditional agreements governing the mutual financial and corporate undertakings, investment protection and exit strategies.

# Business Internationalization

The international trait of the Firm, along with its global network of worldwide connections and its wide range of foreign clientele render *CFMP* a successful partner in the development of business internationalization processes.

*CFMP* supports its clients abroad and helps consolidating their business presence and reach, providing legal assistance and advice on the following matters, also with the aid of the capillary presence of the International Lawyers Network:

- choice of the most appropriate corporate structure to be set up abroad;
- assistance in the creation of joint ventures and partnerships with local partners;
- selection and appointment of local counsel, assistance and liaison between local counsels and the clients;
- secondment of employees abroad;
- structuring of local networks of commercial and post-sale assistance services for the clients' products;
- assistance in relationships with local institutions aimed at obtaining financing or other institutional services supporting the internationalization of enterprises;
- international commercial contracts;
- assistance in international litigation proceedings.

# The Chinese Market

In China *CFMP* has established over the years solid alliances with prominent international or local law firms, as well as with business consultancy firms located in Shanghai.

Through these alliances and permanent secondments of Firm's resources, *CFMP* has significantly enhanced its ability to assist Italian enterprises willing to expand their business over the Chinese market, as well as Chinese companies having an interest in pursuing investment opportunities in Italy.

Beside the traditional expertise and array of services offered in the area of business internationalization, with specific regard to the territory of China *CFMP* is able to also offer the following services:

- organization and management of legal and business services liaising with local law firms on behalf Italian clients operating in China, either occasionally or on a stable basis, through direct secondment of local resources;
- selection, coordination and management of relationships between Italian investors and local advisors, consultants and technicians experienced on all the main areas required for a successful business development.

# Commercial Contracts

*CFMP* provides legal assistance to its clientele also for the negotiation, drafting and execution of the main contractual instruments used in the performance of business activities and the structuring of commercial networks, among which:

- distributorship, agency, franchising, dealership or sales representation agreements;
- EPC contracts, procurement contracts, supply agreements and the like;
- outsourcing and consultancy agreements;
- sale and purchase, rent, lease, financial lease agreements;
- licensing of trademarks, patents and other intellectual or industrial property rights.

The on-going assistance rendered over the years to prominent clients of the Firm has allowed *CFMP* to accrue a significant expertise in negotiating contracts within specific markets and commercial areas such as those of:

- pharmaceutical and medical devices;
- information technology, internet content supply and licensing, digital rights management, electronic press and publishing;
- media and entertainment;
- engineering and construction of industrial plants.

# Banking and Finance

*CFMP* advises primary banks and financial intermediaries, within or outside the EU, in all regulatory aspects of their activities and provision of services.

*CFMP* also assists banks, financial institutions, industrial or commercial clients in the negotiation and execution of domestic or cross-border financing, either servicing ordinary business activities or for the purpose of M&A transactions.

In this respect, *CFMP* provides, among others, the following services:

- assistance and advice in setting up branches, permanent establishments or representative offices;
- dealing with public supervisory authorities;
- advice in structuring cross-border financings, also of structured nature;
- negotiation of all the typical financing agreements and security agreements for the creation of collaterals securing the loans granted.

# Maritime Law - Shipping Finance

*CFMP* is actively involved in all legal and organizational aspects concerning the construction, sale, purchase and financing of ships and relating equipments.

*CFMP* assists banks and financial intermediaries, ship-owners and charterers with respect to:

- the negotiation and drafting of sale and purchase agreements for commercial boats and leisure yachts;
- the negotiation and drafting of mortgages and all other typical deeds of security used in the shipping sector;
- the registration, transfer and cancelling of ships and securities in or from the Italian naval registries;
- the financial or operational lease for commercial or leisure yachts.

# Insolvency and Restructuring

*CFMP*'s members have accrued significant experiences in complex restructuring transactions, either for tax optimization or group reorganization purposes or for the management of situation of financial distress.

In this area, *CFMP* provides assistance on the following activities:

- structuring and implementation of corporate reorganization plans;
- design and implementation of restructuring plans, within or outside insolvency proceedings;
- purchase of distressed assets or businesses from insolvency estates;
- implementation and execution of debt restructuring plans in accordance with Italian bankruptcy laws;
- management of relationships with companies subject to extraordinary administration reserved to large companies or other special bankruptcy procedures.

# International and Diplomatic Organizations

International organizations, belonging to the United Nations or not, and diplomatic representations have been assisted for decades by members of the Firm in connection with all the main issues arising from their peculiar legal status.

*CFMP* represents one of the leading firms in this specific area of law, which requires a high familiarity with public international law principles, as well as with the specific regulations and internal rules typically governing international organizations. *CFMP* has accrued specific knowledge with respect to the following areas:

- drafting, negotiation, application and interpretation of articles of incorporation and international organization headquarters agreements;
- management of institutional relationship with the Ministry of Foreign Affairs and other governmental entities;
- drafting of contracts for the supply of services or goods;
- drafting of employment contracts with international staff and local employees;
- drafting, interpretation and application of staff rules and internal regulations;
- assistance and advice on matters of immunities and extraterritorial privileges;
- assistance and advice on matters of jurisdictional immunity.

# Associations and Non

## Associations and Non for Profit Organizations

*CFMP* considers a rewarding duty to devote time and energy to the promotion of culture and social ethics. Many of the members of the Firm offer their services in favour of non for profit organization, also by seating in permanent or advisory boards.

In this area, *CFMP* has accrued experiences in:

- drafting articles of association;
- assisting non for profit organizations or foreign associations in the process of recognition of legal personality or legal status;
- performing duties of member of advisory or board committees;
- drafting minutes of internal bodies;
- performing secretarial and bookkeeping activities;
- winding up of associations.

# Litigation

## Litigation

*CFMP* supports its clientele also in connection with the litigation phases of a business enterprise, providing legal assistance within judicial or arbitral proceedings.

*CFMP*'s dedicated litigation department can also count on a very broad network of correspondent colleagues operating locally or internationally, through the International Lawyers Network.

In this area, *CFMP* has provided services virtually in all areas of commercial, contract and corporate law, having assisted companies and individuals:

- before Italian courts of all levels;
- within arbitral procedures of all natures and levels, both at national and international level;
- within all types of alternative dispute resolution procedures;
- before special courts having jurisdiction on international organizations immune from the Italian jurisdiction.

# Labour law

## Labour law

In view of the high relevance and complexity that this area of law plays in the Italian law system, labour law represents a necessary area of expertise for business law firms assisting corporate clients, mostly foreign.

*CFMP* provides its clientele in establishing and managing employment relationships with its human resources, with specific focus on:

- the drafting of all types of employment contracts, consultancy or collaboration agreements;
- the revision of forms used by multinational groups of companies to ensure compliance with Italian law;
- the drafting of internal regulations and procedures for the collection of personal data and use of electronic systems;
- the drafting and implementation of internal codes of ethics;
- the assistance in settlement procedures before competent labour offices or panels;
- the management of all labour law related issues arising in connection with M&A transactions.

# *Contacts*

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*CFMP* is member of:





