

| Pirola
| Pennuto
| Zei

Table of contents

The Firm	5
Mission & Vision	6
Commitment to sustainability	8
Areas of expertise	10
Legal Practices	12
Tax Practices	19
Sectors	25
Offices	26

CLOSING DATE

August 2023

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GRAPHIC DESIGN

vitamineD

The Firm

Pirola Pennuto Zei & Associati is a **leading independent tax and law firm**. It was established as an association of professionals in the Eighties and over time has expanded its areas of expertise to become the go-to firm for integrated professional services domestically and internationally.

The Firm's distinctive feature is the quality of its services thanks to the experience and high professionalism of **over 600 consultants** who combine their technical skills and expertise to provide a comprehensive range of services.

The Firm has **10 Italian offices** as well as offices in **London, Beijing, Shanghai** and **Hong Kong** and is present in the major foreign markets, thanks to well-established relationships with leading professional networks.

Our business model and value creation processes have traditionally been **client-centric** and over time our engagement-oriented approach has led us to create shared growth paths and partnerships based on mutual trust.

Pirola Pennuto Zei & Associati has obtained the following certifications:

- + ISO/IEC 27001:2017 - Information Security
- + ISO/IEC 27701:2019 - Privacy Management System
- + ISO 9001:2015 - Quality Management Systems

Pirola Pennuto Zei & Associati has adopted an organizational, management and control Model pursuant to legislative decree 231/2001.



UNI EN ISO 9001:2015
UNI CEI EN ISO/IEC 27001:2017

Mission statement

“To be one of the best professional firms, to compete loyally, respecting professional ethics, to create value for our stakeholders, offer professional growth paths based on merit and equal opportunities and make the most of our know-how and expertise”

Our Mission statement constantly inspires us in our decisions and our actions, to develop measurable and attainable goals and ensure the proper conduct of business and the achievement of growth targets.

Vision statement

“To be a great Firm that provides excellent professional advisory services, inspires confidence and contributes to fostering long-term shared growth”

Our Vision statement sets the framework for our actions, reflects our culture and our values and inspires those who guarantee professional excellence in their work and their relations with the stakeholders.



Commitment to sustainability

Our business vision and the principles that guide us in our professional practice are based on **growth models that pursue common interest**; this approach drives us to acting responsibly and incorporating sustainability issues in our day-to-day work.

By constantly focusing on the developments of the global and sector-specific environment, we have identified which of the United Nations' 17 Sustainable Development Goals (SDGs) are relevant for our organization, and which we can actively contribute to:

1. No poverty



We support organizations engaged in the fight against poverty to overcome Social Distress.

2. Zero hunger



We support organizations engaged in the fight against hunger to overcome Social Distress.

4. Quality education



We are committed to providing all people within our organization with quality training and learning opportunities and support the education of people outside our organization by granting scholarships.

7. Affordable and clean energy



We contribute to improving energy efficiency by:

- + installing LED lighting systems;
- + making heating/cooling systems more efficient;
- + measuring electricity consumption;
- + possibly installing electric car charging stations.

11. Sustainable cities and communities



We have entered into agreements for the purchase by staff of public transport passes and to offer discounted subscriptions to vehicle sharing services.

12. Responsible consumption and production



We improve IT systems in order to reduce the use of consumables, especially paper and toner cartridges, and relevant waste.

13. Climate action



We take action against climate change by:

- + training our staff on ESG goals and policies;
- + installing water dispensers in all offices;
- + implementing awareness campaigns on selective waste collection.

16. Peace, justice and strong institutions



We act with integrity, in compliance with the rules and with ethical values, we promote a commitment to transparency and accountability and ensure the protection of privacy and the security of information.

Areas of expertise

Pirola Pennuto Zei & Associati offers **integrated and specialist tax and legal services**, through its Practices and Sectors, to proactively respond to clients' requirements in a **cross-disciplinary perspective**.

Thanks to their high specialization, our consultants are able to offer clients **the best and most efficient professional assistance**.

13

Legal Practices

11

Tax Practices

16

Sectors



Legal Practices

Commercial Law



The Commercial Law Practice provides advice with respect to the drawing up and negotiation of commercial contracts, both domestically and internationally, the drafting and reviewing of general terms and conditions of purchase and/or sale, the evaluation and resolution of issues related to economic dependency or consumer relations.

Real Estate



The Real Estate Practice has extensive and established experience in the real estate sector and provides specialist services in: due diligence of corporate vehicles and real estate portfolios; drawing up and negotiation of the contractual arrangements regarding purchase or sale of properties, development of residential, commercial and tourist estates, construction of properties and relevant financing; acquisition, incorporation and sale of special purpose vehicles with significant real estate portfolios; financing transactions and restructuring of real estate finance; real estate spin-offs and sale and leaseback transactions; commercial and residential leases and asset management agreements; assistance to real estate trusts for the protection and management of assets.

Corporate M&A



The Corporate/M&A Practice consists of a team of professionals with established expertise in commercial and company law, with specific regard to purchases and sales of shareholdings, businesses and business divisions, as well as domestic and cross-border corporate reorganizations, such as mergers, acquisitions, spin-offs and demergers, setting up of corporate or contractual joint ventures; legal due diligence reviews; development and implementation of governance review plans.

Shipping, Aviation and Transportation



The Shipping, Aviation and Transportation Practice provides assistance in the field of air passenger and freight transport, with particular regard to the management of the activities of interest to and for the development of airlines with a focus on contracts with suppliers and travel agencies; management of ordinary and extraordinary litigation, including with regard to aviation disasters involving several jurisdictions, before all Courts and Authorities; in- and out-of-court assistance to airport management companies; assistance to major insurance companies that provide liability insurance as well as property and casualty and accident insurance coverage to aircraft manufacturers, carriers and airport operators, as well as assistance to shipowners and pleasure craft and charter boat companies.

Litigation and Dispute Resolution



The Litigation and Dispute Resolution Practice consists of a team of professionals experienced in the management and resolution of disputes, at all stages of jurisdiction and before ordinary, administrative and tax courts, as well as before arbitration courts, the Court of Cassation and the Consiglio di Stato (Italian supreme court in administrative law), in matters of private law (domestic and international contracts), company and commercial law, banking and finance law, aviation law, tax law, family law.

IP/IT



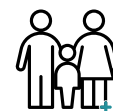
The IP/IT Practice consists of a team dealing with Intellectual Property and Information Technology, which offers highly specialized consultancy services in the areas of: supply and development of IT systems and services; outsourcing and managed service projects; content development and management and web platform security; connected device implementation and management; software development and deployment; electronic payment security systems, online trading and online auctions; databases; privacy policy for Big Data processing and IoT technologies; NFT projects and blockchain technology, as well as research and development contracts in high-tech sectors and contracts for the development of Artificial Intelligence technologies.

Banking & Finance



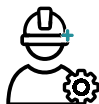
The Banking & Finance Practice has specialist expertise in the legal and regulatory aspects of banking, financing and financial intermediaries' activities, with regard to both domestic and cross-border operations. Specifically, this Practice provides assistance to banks, financial intermediaries, investment funds (including hedge funds) and institutional investors in the various legal areas of their respective activities, including contract drafting, corporate reorganizations, regulatory issues (including anti-money laundering) and issues related to business crisis and litigation.

Family Inheritance & Individual Law



The Family Inheritance & Individual Law Practice has established experience in family law and issues related to succession and generational handover. It mainly deals with asset protection, in terms of both preservation of assets and business activity and protection from the risks arising from the behavior of future generations, including education and training. Specifically, it provides specialized advice in the following areas: parental responsibility law, inter alia with regard to transnational families; succession and related implications under company law and, if applicable, tax law.

Employment and Industrial Relations



The Employment and Industrial Relations Practice is specialized in providing legal advice to HR functions in matters related to personnel management, including with regard to corporate reorganizations, restructuring and outsourcing processes, as well as transfers of business divisions, mergers, demergers and acquisitions, trade union negotiations, litigation and out-of-court settlement procedures, including collective proceedings.

Regulatory, Compliance and Data Protection



The Regulatory, Compliance and Data Protection Practice relies on cross-cutting skills and established experience in the various areas of compliance. Specifically, its activities focus on: the preparation and update of organizational, management and control models pursuant to Legislative Decree 231/2001; corruption prevention programs and management systems; antitrust guidelines and programs; organizational models for the management of privacy measures; codes of ethics and codes of conduct; internal policies and procedures, as well as audit activities aimed at assessing and strengthening internal control systems against specific risks; classroom and/or remote training on the main compliance issues, customized according to the needs of the requesting organization; investigation and definition of remedial solutions following reports and/or investigations by the competent authorities. Team members also hold the role of members of Supervisory Bodies and Data Protection Officers.

Public Sector & Project Financing



The Public Sector & Project Financing Practice consists of a team of experts in administrative law and legal assistance, in and out of court, in the following areas: tender contracts and public concessions, including within the scope of project financing; health and pharmaceutical law; construction and town planning; environmental and energy law; food law; antitrust law.

Insurance



The Legal Insurance Practice has longstanding experience in the field of insurance law and, in particular, in the assistance to Italian and international insurance groups and intermediaries in the following matters: corporate reorganizations; insurance compliance; restructuring and distribution of insurance products and related contractual and regulatory aspects; analysis, planning and development of new business opportunities; representation before the industry's authorities (IVASS, Consob, Bank of Italy, ANIA).

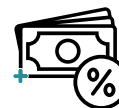
ESG & CSR



The ESG & CSR Practice is specialized in sustainability issues, with particular regard to the implementation and monitoring of organizational and compliance systems, the management of labor and employment law issues as well as tax and corporate finance matters. Its main areas of expertise are: CSR/ESG assessment, preparation of policies and procedures, non-financial return, social report, incorporation of benefit corporations, innovative start-up companies with a “social vocation” (Start-up Innovative a Vocazione Sociale - S.I.A.V.S), enterprise foundations, social bonds projects, training and awareness raising, maintenance and audit, establishing sustainability committees and holding of offices within companies.

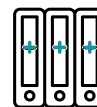
Tax Practices

Tax Banking & Finance



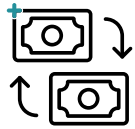
The Tax Banking & Finance Practice consists of a team of professionals with specific skills regarding the tax aspects of banking and financial activities and with longstanding experience in providing tax assistance to funds, industrial companies, banks and financial institutions in the following areas: day-to-day taxation pursuant to IAS/IFRS, taxation of financial instruments, tax due diligence reviews, transfer pricing and assistance in the various stages of tax litigation.

Corporate Tax



The Corporate Tax Practice offers corporate tax advisory services, both domestically and internationally, with a particular focus on the following areas: tax strategies and planning, assistance in the pre-litigation stage and tax audits, assistance and defense in tax disputes, determination of business income for entities adopting the principles of the Italian Accounting Standard Setting Body (Organismo Italiano di Contabilità - OIC), taxation of IAS/IFRS Adopters, assistance with tax compliance obligations, tax incentive mechanisms (“fiscalità di vantaggio”), special tax regimes.

Transfer Pricing



The Transfer Pricing Practice offers specialist consulting services in the following areas: comprehensive analysis of transfer pricing policies, detailed functional analysis of the selected entities, benchmarking analyses, country file, value chain transformation projects, assistance during tax audits and throughout proceedings before the tax authorities and tax courts, obtaining transfer pricing rulings, as well as APAs, MAPs and alternative international dispute resolution procedures in connection with transfer pricing issues.

VAT Customs & Indirect Tax



The VAT Customs & Indirect Tax Practice is specialized in indirect taxation and offers specialist consulting services on matters related to VAT, customs duties, excise duties, electronic invoicing and storage, on dealings with the tax authorities and litigation matters.

Tax M&A



The Tax M&A Practice is specialized in the field of the taxation of corporate reorganizations and private equity transactions and has extensive experience in: direct and indirect taxation in connection with the identification and creation of the most efficient domestic and international acquisition structures; domestic and international tax planning; private equity transactions; tax due diligence reviews; stock exchange listing procedures.

Tax Private Clients & High Net Worth Individuals



The Tax Private Clients & High Net Worth Individuals Practice provides ongoing tax assistance to private clients, specifically High Net Worth Individuals, and tax management services in the Private Wealth area, such as: tax planning of family assets and family businesses, including with regard to generational handovers, from a domestic and cross-border perspective; obtaining Italian residence and transferring residence abroad; philanthropic and charitable activities; acquisition of real estate, works of art, aircraft and boats, other investments in Italy and abroad.

Tax Litigation & Ruling



The Tax Litigation & Ruling Practice has longstanding experience in tax litigation and in the resolution of potential tax disputes. Specifically, the services offered include assistance in the different phases of a tax dispute: inspections and audits conducted by the Italian Tax Police or Revenue Agency; assistance with regard to the alternative dispute resolution methods and before the Tax Courts; international disputes, mutual agreement procedures, Arbitration Convention procedures and APAs; criminal investigations arising from administrative proceedings; criminal proceedings in connection with tax offences.

HR & Payroll



The HR & Payroll practice can provide HR services and work side by side with the internal HR division in managing work relationships, determining remuneration and fringe benefit policies and dealing with trade union relationships, providing adequate support also in out-of-court settlement proceedings, as well as technical advice in the trial and pre-trial stages. The practice also provides assistance to clients which handle payroll matters in-house, in the form of direct and specific advice based on their requirements.

Tax Insurance



The Tax Insurance Practice provides advice in respect of Life Assurance and Property & Casualty Insurance matters domestically and internationally, with regard to: direct taxes, indirect taxes and transfer pricing; tax ruling requests; insurance tax and tax on mathematical reserves; substitute tax in lieu of capital gains tax and stamp duty; insurance tax litigation and pre-litigation; registering insurance companies for tax purposes in Italy and in Europe; handling and sending notifications to the Italian Central Tax Records Office (Anagrafe Tributaria) and the Italian Central Information Database (AUI - Archivio Unico Informatico); representing companies in dealings with the industry's authorities (IVASS - the Italian Insurance Supervisory Authority - and ANIA - the Italian Association of Insurance companies).

International Tax



The International Tax Practice has longstanding experience in international taxation, for both inbound and outbound transactions, and offers specialist advisory services in the following areas: cross-border transactions (mergers, demergers, contributions), business model optimization, compliance and reporting services required by domestic and foreign regulations.

Tax Real Estate



The Tax Real Estate Practice has in-depth knowledge of the real estate market and of the impact of the related macroeconomic factors on the tax and financial scenario. Its main areas of expertise are: analysis of tax implications in the structuring of real estate transactions; due diligence reviews of special-purpose vehicles or real estate portfolios; assistance regarding the tax implications of the negotiation and drawing up of acquisition and financing agreements; negotiation and drawing up of contracts; assistance with real estate transactions involving spin-offs, sale and leaseback, lease of commercial and residential properties and asset management; assistance in connection with real estate investment funds; real estate advisory services (concessions, building licenses, notifications of start of business, compliance with town planning agreements and regulations and with safety and environmental laws); real estate litigation.

Sectors

- 

Automotive



Hotels & Leisure
- 

Chemical



Industrial (Goods, Machinery & Metal)
- 

Energy & Natural Resources



Medical & Pharma
- 

Luxury & Fashion



Telecommunication Media & Technology
- 

Food & Beverage



Transport & Logistic
- 

Commercial Distribution



Public Sector
- 

Private Clients & High Net Worth Individuals



Real Estate
- 

Banking & Finance



Insurance

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