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**Berlucci Lex Studio Legale
Girardi Studio Legale e Tributario**

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CURRICULUM VITAE

EDUCATION

Italian Bar Association (Brescia).

Admitted in 1993.

Catholic University of Milan (Italy)

1989, J.D. (*summa cum laude*). Final thesis in Civil Law: “The legal nature of the so called *ricevuta bancaria* [banking negotiable instrument]”.

LEGAL EXPERIENCE

Résumé

January 2015 – present: Berlucci Lex – Studio Legale, partner.

May 2017 – present: Girardi Studio Legale Tributario, Of Counsel, Head of International Department.

October 2007 – December 2014: Associate General Counsel GE Oil & Gas Nuovo Pignone S.p.A., Florence (Italy), Turbomachinery Division. GE Country Lead Lawyer for Italy. Advising the Turbomachinery business division of GE Oil & Gas on all legal matters including M&A at a worldwide level. GE Country Lead Lawyer for Italy: leading the Italian legal team across all GE businesses in Italy.

June 2000 – September 2007: Curtis LLP – Milan (5 Corso Venezia, Milan, Italy), Milan branch of Curtis LLP (101 Park Avenue, New York City, New York). Head of the Corporate Department of the Italian operations of Curtis LLP. Seconded in the New York office at least on a quarterly basis in order to co-lead and coordinate during such monthly

stays multi-jurisdictional transactional works on behalf of US and international clients, involving EU and Italian law aspects.

1998 / 2000: Cesaris, Nunziante (Milan - Rome, Italy). Head of M&A. General commercial; M&A; banking and financing; listing of Italian companies on the Italian Stock Exchange.

1996 / 1998: Brosio, Casati e Associati – Allen & Overy (Milan – Rome - Turin, Italy; London, UK). M&A; general corporate and commercial; banking and financing, project financing in the gas and energy field.

1989 / 1996: Pavia e Ansaldo (Milan – Rome – New York). General corporate and commercial (software licensing / distribution agreements); banking and financing law.

1995 / 1996: Proskauer LLP (1516 Broadway, New York City, New York). M&A; security and banking law; general corporate practice.

Areas of practice

General Commercial

Assisted several domestic and international clients in connection with the drafting, negotiation and finalization of a broad variety of commercial agreements including, e.g., supply agreements, license agreements, technology co-development agreements, confidentiality agreements, manufacturing agreements, distribution / agency / commercial promotion agreements, etc. As in-house counsel, involved as advisor to the C.E.O, the C.F.O. and general managers on strategic alliances with national and international oil companies, manufacturing companies, suppliers; counseled the business on a daily basis on a wide range of legal and compliance matters from dealing with customs to export control (EU regulations), from improper payments (FCPA) to EU directives on CE conformity mark, from compliance with environmental regulations to bankruptcy law matters (Italian and EU legislation), etc.

Mergers and Acquisitions, General Corporate

Acquired extensive experience as private practitioner in several international law firms in counseling domestic and international clients with respect to the conducting of cross-border mergers and acquisitions, the negotiating of international joint ventures, and the establishing of affiliates of foreign companies in Italy. The representation of funds and strategic investors in private equity transactions often draws upon a full range of general corporate, and namely intellectual property rights, counseling services like, e.g., (i) in case of transactions involving the formation of a newco, choice of the type of the business form to be used and its capital structure, (ii) the analysis of the material agreements, intellectual property and other aspects of the target business in the course of the due diligence process, (iii) the preparation of agreements among the equity participants, (iv) the negotiation and documentation of the various forms of debt and equity capital financing (including convertible debt, convertible preferred stock, warrants and bridge financing), (v) the establishment of stock option plans, the negotiation and drafting of employment agreements, employee non-compete, confidentiality and intellectual property assignment and licensing agreements.

Finance and Securities

Consolidated expertise in a broad range of practice areas including funds regulatory work equity and debt offerings, private equity, venture capital financings, mergers and acquisitions, joint ventures, project finance, mutual funds, banking, antitrust.

Specifically, advisor of issuers of securities in Italy in connection with a wide range of equity and debt offerings, namely initial public offerings on the Milan stock exchange, as well as private placements of bonds and convertible bonds listed on European capital markets. Acquired particular experience regarding Italian publicly traded companies in the information technology field. Advised foreign clients (including private equity funds) on Italian securities law compliance, also in co-operation with the firm's other offices with respect to the registration abroad of securities issued by Italian companies. Represented borrowers and lenders in connection with a broad spectrum of lease financings and commercial bank loans, including e.g. the negotiation of internationally syndicated loans. Held Board positions with private and public Italian companies.

Energy

Advised a number of clients, including the second worldwide largest gas supplier, on energy related matters, including legal framework and regulatory aspects, importation, supply, sale and distribution of EU and non-EU gas, long-term take-or-pay contracts, pipeline projects, *etc.*. Assistance to clients in the negotiation of energy / gas supply agreements; representation of clients in developing contacts and negotiations with Italian and foreign regulatory authorities, including – *e.g.* – Tunisian Government, Algerian Government, Italian Ministry of Productive Activities, Autorità per l'Energia Elettrica ed il Gas, *etc.*.

Illustrative transactions include, without limitation, the following:

- Drafting and negotiating agreements for the supply of equipment and services, technology license agreements, commercial settlements, frame agreements, packaging agreements, joint ventures for localization initiatives, company to country memoranda of understanding etc. on a multinational scale with companies – whether privately or governmentally owned – in Central Asia (e.g. Kazakhstan, Turkmenistan), Middle East (Qatar, Saudi Arabia, Abu Dhabi, Iraq), Africa (Egypt, Libya, Tunisia, Algeria, Nigeria, Angola, South Africa), Australia; North America, Central / South America (Aruba, Salvador, Chile, Peru, Venezuela, Brazil, Colombia).
- Drafting and negotiating strategic cooperation agreement with national Russian oil company;
- Drafting and negotiating technology codevelopment agreements with Russian national gas company;
- Execution of license agreements with international partners for the manufacturing of products under GE license in Russia and other State members of CIS, Brazil, India, Saudi Arabia;

- Formation of a joint venture in China with a state-owned entity for the manufacturing of compressors;
- Creation of a joint venture in India with a local manufacturer for the localization of the manufacturing of steam turbines (joint venture agreement, license agreements, marketing and administrative services agreements, etc.);
- Acquisition of a 35% stake in an UK manufacturer of gear boxes (acquisition agreement, shareholders' agreement, license and co-development agreement, service agreement, etc.);
- Negotiation of a partnership with Kazakh company and sovereign fund for the localization of service and manufacturing activities (joint venture agreement, license and service partnership agreements, etc.);
- Formation of joint venture in Saudi Arabia for the localization of manufacturing of air coolers (subscription and shareholders' agreement, supply chain agreement, fulfillment of regulatory requirements for registration of Saudi legal entity and obtaining of commercial license, etc.);
- Drafted and negotiated investment agreement and shareholders' agreement with Polish national sovereign fund in relation to financing round of digital therapeutics US corporation;
- Representation of a private equity fund in its acquisition of stocks of biotech-pharmaceutical companies, including the recapitalization of the target company through the infusion of new equity and the negotiation of new secured credit facilities;
- Representation of a pharmaceutical company in the drafting and negotiation of several IP license agreements relating to registration of pharmaceutical dossiers for the subsequent supply and marketing of branded and non-branded pharmaceutical products;
- Representation of a leading distributor of pharmaceutical products in the negotiation of several distribution / supply agreements for branded and non-branded pharmaceutical products.
- Representation of a private Swiss investor in connection with the acquisition of a qualified minority stake in a Canadian / Luxembourg company manufacturing, distributing and licensing a pharmacogenetic software application, aimed at providing physicians with the identification and analysis of specific markers in a patient's genome;
- Representation of an Italian public company in connection with the acquisition of equity interests in an multi-national (UK-US-Australia) group leader in the market of the supply chain management (approximate value of the transaction: Euro 35,000,000);
- Representation of a software company in the acquisition of a French company producing software applications for logistics and transportation and subsequent

negotiation of a global framework agreement to be entered into by and between the purchaser through its newly acquired business line and a worldwide major player in the field of express delivery services and road, rail, air and ocean freight;

- Representation of an Italian technology public company in a bid for the acquisition of 100% equity interest in a Dutch public company, being the holding company of a multinational group manufacturing supply chain management software applications (approximate value of the transaction: Euro 300,000,000);
- Drafted and negotiated subscription and shareholders' agreements, acquisition agreements (both share deals and asset deals), consortium agreements, C2C (Company to Country) memoranda of understanding, joint venture agreements co-ordinating legal teams (in-house and outside counsels) in several jurisdiction including, e.g.: China, India, Kazakhstan, Russia, Angola, Nigeria, Libya;
- Representation of a banking software applications company in connection with its initial public offering of a number of 13,500,000 shares of common stock;
- Representation of a software company leader in the design and development of software for electronic financial markets in connection with its proposed initial public offering of 1,330,880 shares of common stock;
- Representation of a software application infrastructure provider in connection with its initial public offering of common stock for an aggregate value of about Euro 150,000,000;
- Representation of the issuer in connection with a Luxembourg Stock Exchange - registered Euro 100,000,000 bond offering;
- Representation of a software company in connection with the private placement of a convertible bond of Euro 55,000,000, to be listed on the Luxembourg Stock Exchange;
- Representation of the borrower in connection with the granting of a syndicated revolving credit facility in the amount of Euro 50,000,000 and the negotiation of a Euro 38,000,000 term-loan facility granted by major Italian and foreign lenders;
- Representation of an aluminum company in connection with an accounts receivable securitization financing facility, a syndicated term loan facility and a bond offering in the amount of US\$ 800,000,000 to be the subject matter of a private placement in the US under Rule 144A and in Europe;
- Representation of the Italian subsidiary of a major US public company in connection with the renegotiation of a syndicated term-loan facility, involving the offering of convertible subordinated notes to be secured through, *inter alia*, a collateral represented by a pledge of patents and trademarks;
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OTHER EXPERIENCES

Speaker at several seminars on economic and financial matters, including, e.g.:

- December 2000: Verona (Italy), Conference “*Il passaggio generazionale: dinamiche imprenditoriali, assetti proprietary e tax planning*” (“*Lo strumento del ricorso al mercato: la quotazione in Borsa*”);
- February 2001: Milan (Italy), Conference “*Nuovo Mercato and Nasdaq: dual listings in a global market*”, (“Legal steps for going public in Italy”).
- October 2005 to October 2007: Milan – Verona - Ravenna – Modena - Savona - Genova – Massa Carrara - Roma – Catania – Palermo, lecturer at seminars for bank key managers and executives on “*The revised corporate regime for Italian companies. The new bankruptcy law*”.
- November 2005: Trieste (Italy), Lecture “*The Italian and EU market of gas and power*”.
- Since October 2007: guest speaker and panelist on several panels / round tables organized by GE Women Network, Valore D, Lions Club, Rotary Club.

LANGUAGE SKILLS

English: Completely fluency in spoken and written English.

French: Complete fluency in spoken and written French.

Spanish: Excellent understanding of spoken and written Spanish. Informal training.

Portuguese: Excellent understanding of spoken and written Portuguese. Informal training.

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