

Curriculum Vitae

Sabrina Minotto

PERSONAL INFORMATION

Name / Surname	Sabrina Minotto
Address	████████████████████
Mobile	██████████
E-mail	████████████████████

Admitted to the Italian Bar Association (Milan - Italy)

PROFESSIONAL EXPERIENCE

February 2015 to date	STUDIO BMM Milan
Position	Partner
Tasks and responsibilities	<ul style="list-style-type: none">▪ Assisted private equity funds in the negotiation (i) for the purchase of “distress assets” and/or (ii) of the offer for the purchase of a particular asset/claim of an insolvency proceeding and/or (iii) of the offer for the purchase of the whole assets and liabilities of insolvency compositions (a.k.a. concordati fallimentari), and/or (iv) of securitisation transactions involving non-performing receivables to be purchased from various originators and owed by debtors [subject to insolvency proceedings], pursuant to Italian law no. 130/1999 (the “Securitisation Law”);▪ Drafted and prepared legal documentation for transactions in restructuring and workout phases, with a focus on both insolvency law aspects and corporate/financial aspects of the Company’s relationship with its parent company and its lenders;▪ Acted as sub-servicer of the securitisation pursuant to the Securitisation Law to carry out in respect of all the receivables which will be included in a certain portfolio all activities, functions and services relating to the management and recovery of such receivables;▪ Advised national and international businesses on domestic and cross-border merger and acquisition and business restructuring matters;▪ Negotiated and drafted commercial contracts, such as stock purchase agreements, transfer and lease of going-concern agreements, supply and distribution agreements, license and consulting agreements;▪ Followed on a permanent and extensive basis a number of companies in relation to legal issues arising in their ordinary business: in this respect, drafted and negotiated license agreements and distributorship agreement for Italian companies doing business in Italy and abroad;▪ Negotiated and drafted letters of intent and confidentiality agreement;▪ Responsible for commercial, corporate and civil litigation. Attended court hearings and witness depositions. Drafted judicial briefs and petitions, represented clients before court, particularly in liability claims against auditing companies and directors or auditors.

March 2010 / January 2015	2R CAPITAL S.p.A. Investment vehicle focusing on distressed investments, funded by Dar Capital Limited (UK). Milan.
Position	General Counsel / Consultant
Tasks and responsibilities	<ul style="list-style-type: none"> ▪ Advised and worked directly with the Board of Directors and the CFO of the Company on all major corporate issues: in this respect, prepared and counseled the Board and the CEO on all resolutions and on executive decisions pertaining to the Company’s core business operations; ▪ Provided wide range and daily advice on all issues pertaining to restructuring, workout and insolvency matters in connection with the fund's operations in Italy; ▪ Coordinated the bidding processes and successfully submitted offers for the acquisition of the assets of insolvent or bankrupt companies through arrangements with creditors pursuant to the different existing rules regulating Italian insolvencies; ▪ Drafted and prepared legal documentation for transactions in restructuring and workout phases, with a focus on both insolvency law aspects and corporate/financial aspects of the Company’s relationship with its parent company and its lenders; ▪ Negotiated and drafted commercial contracts with financial partners, co-investors, banks, and other key players (loans, bank guarantees, surethysps, etc.); ▪ Originated investments deals through direct contacts with other consultants and colleagues: followed the relevant due diligence and negotiation process, prepared and submitted the Company’s offers and acted as team leader during the bidding process; ▪ Developed restructuring and workout strategies, addressing specific issues pertaining to each different deal; ▪ Prepared and rendered presentations to the investment committee of the parent company on specific investment opportunities, which were approved and led to participation in the auction process; ▪ Provided general legal advice to the Board of Directors and the CFO and advised on decision-making, negotiations, corporate governance issues, acquisition and divestiture operations, commercial and compliance related issues; ▪ Coordinated external lawyers, consultants and accountants with regards to legal and financial issues related to the Company. <p><u>Compliance</u></p> <ul style="list-style-type: none"> ▪ Assisted and coordinated the external consultants with regard to verification of compliance with sector regulations and the mapping/assessment of corporate legal risks; ▪ Assisted and coordinated the external consultants on preparing organization models, addressing management and risk control issues pursuant to Legislative Decree 231/2001 and, more in general, all other matters connected to liability issues under administrative law; ▪ Together with external consultants, provided guidance and opinions regarding money-laundering provisions and anti-fraud legislation; ▪ Provided guidance on all matters related to confidentiality issues, such as implementing privacy legislation, preparing and reviewing non disclosure agreements, confidentiality agreements and retainer agreements;

	<ul style="list-style-type: none"> ▪ Reviewed corporate governance policies and guidelines to ensure compliance with existing laws, rules and regulations.
Notable deals	<ul style="list-style-type: none"> ▪ Designed, in conjunction with the team, a legal structure for the acquisition of a distressed company that was approved by the main lender; ▪ Acted as project leader, coordinated and followed the whole legal process for the restructuring of a luxury outdoor furniture manufacturing and retailing company through a debt restructuring agreement under Article 182-<i>bis</i> Italian B.L.; ▪ Acted as project leader, coordinated and followed the whole investment and bidding process for the acquisition of the assets of five bankrupt companies through five different insolvency compositions with creditors and successfully submitted offers in front of the Court of Milan; ▪ Acted as project leader, coordinated and followed the whole investment and bidding process for the acquisition of the assets of a bankrupt company through insolvency arrangement with creditors and successfully submitted offer in front of the Court of Florence. Followed the post closing activities; ▪ Acted as project leader, coordinated and followed the whole investment and bidding process for the acquisition of the assets of three companies admitted to the extra-ordinary administration proceedings set forth under Legislative Decree July 8, 1999 No. 270 (so-called “<i>Prodi-bis</i>” proceedings) through three different insolvency compositions with creditors; ▪ Acted as project leader, coordinated and executed the whole investment and bidding process for the restructuring of two construction companies through two different pre-insolvency arrangements with creditors; ▪ Followed and prepared the contracts and related legal documents in relation to the assignment of existing claims towards the Italian Tax Authority, following the whole deal process, including specific business aspect (e.g. the determination of the fair consideration).
March 2004 / February 2010	DELFINO E ASSOCIATI, WILLKIE, FARR & GALLAGHER LLP Milan
Position	Senior Associate
Department	Corporate / Business Restructuring / Commercial litigation
Tasks and responsibilities	<ul style="list-style-type: none"> ▪ Advised national and international businesses on domestic and cross-border merger and acquisition and business restructuring matters; ▪ Negotiated and drafted commercial contracts, such as stock purchase agreements, transfer and lease of going-concern agreements, supply and distribution agreements, license and consulting agreements; ▪ Followed on a permanent and extensive basis a number of companies in relation to legal issues arising in their ordinary business: in this respect, drafted and negotiated license agreements and distributorship agreement for Italian companies doing business in Italy and abroad; ▪ Negotiated and drafted letters of intent and confidentiality agreements; ▪ Drafted and/or revised shareholders’ agreements and board of directors’ resolutions; ▪ Coordinated data room activities, performed due diligence reviews and drafted legal reports on various corporate matters; ▪ Advised private equity and turnaround funds on the restructuring of distressed companies; ▪ Represented national and international corporate clients in arbitration and alternative dispute resolution proceedings. Acted as arbiter appointed by a

	<p>party on ad hoc arbitration proceedings governed by the rules of the National and International Arbitration Chamber of Commerce of Milan;</p> <ul style="list-style-type: none"> ▪ Coordinated a team of law clerks specifically assigned to the corporate and restructuring departments of the firm; ▪ Prepared and presented to the American and/or French Colleagues of the firm overviews of the main legal and negotiation aspects of share purchase agreements and pre-bankruptcy compositions with creditors under Italian Law; ▪ Since September 2007, appointed person in charge of the Italian business reorganization and restructuring department.
Notable deals	<ul style="list-style-type: none"> ▪ Advised multinational metallurgical group in relation to its acquisition of the majority interest in a prestigious Italian steelmaker; ▪ Advised Italian steelmaker on the sale of its Polish business; ▪ Advised a private equity fund on the restructuring of a private Italian airline company in the framework of the special restructuring procedure (“Amministrazione Straordinaria”) of large companies set forth under Legislative Decree July 8, 1999 No. 270 (so-called “Prodi-bis” proceedings); ▪ Advised a mezzanine fund on the restructuring of a manufacturer of components for sports cars in the framework of a pre-bankruptcy arrangement with creditors provided for under art. 160 of the Bankruptcy Law (<i>concordato preventivo</i>); ▪ Advised a manufacturer of furniture design on the restructuring of its American affiliates; ▪ Advised two professionals with a well-known international consulting company, respectively appointed as managing director and director of a newco set up within the restructuring of a group of companies operating in the plastics field.
November 1996 / February 2004	CURTIS MALLET-PREVOST COLT & MOSLE LLP Milan
Position	Associate
Department	Corporate / Commercial Litigation / Arbitration
Tasks and responsibilities	<ul style="list-style-type: none"> ▪ Advised national and international businesses on commercial, corporate and bankruptcy matters in Italy and abroad; ▪ Negotiated and drafted commercial contracts, such as transfer and lease of going-concern, joint-venture, supply, distribution and consulting agreements; ▪ Responsible for commercial, corporate and civil litigation. Attended court hearings and witness depositions. Drafted judicial briefs and petitions, represented clients before court, particularly in liability claims against auditing companies and directors or auditors; ▪ Acted as arbiter or counsel appointed by a party on ad hoc arbitration proceedings governed by the rules of the National and International Arbitration Chamber of Commerce of Milan.
January 1995 / October 1996	LOMBARDI SCHLESINGER STUDIO LEGALE ASSOCIATO Milan
Position	Law Clerk

Department	Corporate / Litigation / Arbitration
Tasks and responsibilities	<ul style="list-style-type: none"> ▪ Practiced in various areas of contract and corporate law; ▪ Drafted motions and assisted senior associates at court hearings; ▪ Performed extensive legal research and wrote legal opinions.

INTERNSHIPS

June / September 2003	Curtis, Mallet-Prevost, Colt & Mosle LLP - New York, corporate department. <i>Summer associate.</i>
July / December 2006	Herzfeld & Rubin, PC - New York, corporate department. <i>Senior associate. Mergers and acquisitions.</i>
January 2007 / June 2008	Willkie Farr & Gallagher LLP - New York, corporate and financial services department. <i>Senior Associate. Mergers and acquisitions. Restructuring.</i>

EDUCATION

17 October 1994	Law Degree <i>summa cum laude</i> - Milan State University, Italy.
11 December 1997	Admitted to the Italian Bar Association (Milan - Italy).

POST-GRADUATE ACTIVITIES

February / May 2007	New York University (NYU) – School of Continuing Legal Education. <i>Post-graduate classes.</i>
March 2007	Admitted to: Master of Laws (LL.M.), academic year 2007/2008. Columbia University and New York University, New York.

LANGUAGES

Italian (native)
English (proficiency)
French (fluent)

ACADEMIC EXPERIENCES

1994/ 2006	<ul style="list-style-type: none"> ▪ Research and collaboration activities, as honorary fellow, at the Civil Procedural Law Institute of Milan State University. Civil and procedural law seminars. ▪ Classes on “Bankruptcy Law” at SILSIS, Scuola Interuniversitaria Lombarda di Specializzazione per l’insegnamento secondario. ▪ Presentations at the seminar on “<i>Maintenance Contracts</i>”, organized by INFOR, Scuola di Formazione S.p.A.. ▪ Presentations on international commercial arbitration at the “Corporate Personnel Training Master”, organized by INFOR, Scuola di Formazione S.p.A.
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PUBLICATIONS

Journal of Italian Civil Procedural Law, 1997.	The effects of the lack of jurisdiction of the Court that has issued a legal order.
“ <i>Electronic Commerce</i> ”, Institute of Private Law of Economics, Bicocca, 2002.	The electronic document in civil law actions.
PMI Magazine, April 2008.	Debt restructuring agreements.

IT SKILLS

Expert user of *Word*, *Power Point* and *Internet Explorer*.
 Also familiar with *Office* applications in general, *Excel* in particular.

EXTRA CURRICULAR ACTIVITIES

Keen on classical music and opera.
 Reading: historical essays and novels, current affairs, biographies.
 Former member of the junior Italian athletics team (track and field).
 Marathon runner.