

McDermott
Will & Emery

Taxation

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Italian Tax



Our highly qualified tax professionals provide dedicated advice in all areas of taxation for major companies doing business in Italy, as well as those operating internationally.

We assist with complex domestic and international tax planning, which includes providing advice on wealth management, mergers and acquisitions and group restructurings, as well as the tax implications of financial instruments and financing structures, private equity and investment funds.

We regularly provide comprehensive options on various tax matters, including corporate income tax and indirect taxes, including excise duties, transfer pricing and advance pricing agreements.

The team also has extensive experience in the resolution of tax issues and disputes wherever they may arise, including ruling requests, assistance in tax audits, risk assessment of potential tax liabilities, settlements with tax authorities preparation of tax returns and pleading before tax courts.

Our highly regarded team brings cutting-edge technical skills and creativity to provide tailor-made solutions while coordinating with the various professionals who are often involved in such transactions.

We believe our Italian tax practice offers a different approach to legal services by providing clients with a strong common culture, mixing a boutique approach with a large network of international capabilities and experience. The team is committed to understanding our clients' business and cultures, which enables us to provide the best solutions to fit their individual tax-planning needs.

The team has broad industry experience and represents a wide range of large- and medium-size corporations operating in several industries, including: banking and finance, consumer, fashion, food and beverage, insurance, life sciences and medical devices, motors and private equity.

Many of our clients are listed in the United States, Italy or in other major European countries.

INTERNATIONAL REACH

Our Italian team works closely with colleagues in the Firm's European and US offices and MWE China Law Office in Shanghai, as well as with leading tax law professionals in other countries through the Firm's International Tax Panel, in order to provide our clients with "best in the field" tax and transactional services. Through our extensive network, we are able to offer on-the-ground tax advice in the major business and financial markets of the world. For more information on our International Tax Panel, visit www.taxpanel.mwe.com.

AWARDS & RECOGNITION

- Carlo Maria Paoella is recognised by *Chambers Europe 2010* as 'clients value his lengthy experience'
- Andrea Tempestini is recognised by *Chambers Europe 2010* and 'is renowned for his technical skill and dedicated work-ethic'
- The Italian team is ranked by *Legal 500 EMEA 2010*
- McDermott is ranked among the world's leading tax practices in *International Tax Review's 2010* edition of *World Tax*
- Carlo Maria Paoella was awarded joint first place as "Tax Professional of the Year" at the 2009 *TopLegal Awards*



- Mario Martinelli and Carlo Maria Paoella are recognised by *Chambers Europe 2009*, and are described by clients as 'experienced, fast and proactive'
- The tax team is praised in *Chambers Europe 2009* and 'clients speak highly of the excellent support they receive here'
- Each of our Italian tax partners is recognised by *Chambers Europe 2009* as a leader in the field



Core Areas of Practice

BUSINESS RESTRUCTURINGS

We advise on tax-efficient, cross-border business structures to optimise the net of tax rate of return on corporate capital. Our team has the required knowledge, experience and understanding of double-taxation treaties and mutual agreement procedures, transfer pricing, thin capitalisation and other anti-avoidance measures, as well as of the use of different corporate structures and entities for both inbound and outbound transactions.

M&A

The team advises on mergers and acquisitions, pre- and post-acquisition restructurings, reconstructions and listings, tax and financial due diligence, joint ventures and buyouts. We identify optimum means of mitigating transfer duties and capital and withholding taxes, and seek ways to obtain the maximum relief for funding costs through cross-border “double-dip” structures and other techniques.

TRANSFER PRICING

We have extensive experience in the drafting of cost-sharing agreements, commissionaire agreements and intellectual property licensing agreements with the view to support transfer pricing strategies. We also assist clients with transfer pricing projects aimed at reviewing intercompany prices for the sale of goods or the provision of services. The team regularly works with clients to review their internal procedures and documentation and to set up proper documentation files to comply with the EU Code of Conduct.

FINANCE

The team has extensive experience in advising on the tax aspects of loan facilities, bond issues and foreign exchange, derivatives and other financial instruments. We have wide-ranging knowledge and experience of securitisation, private equity, venture capital, and other structured and asset-financed transactions. The taxation treatment of such transactions is of paramount importance to success.

TAX CONTROVERSY

We have widespread experience advising on tax litigation matters. We assist a diverse client base, comprising both Italian and non-Italian residents across several industry sectors on all aspects of tax controversies before the Tax Authorities (for alternative dispute resolutions, settlements, etc.) and the Tax Courts, including the Supreme Court. The tax litigation practice has an impressive track record with a 95 per cent success rate in recent years.

Representative Experience



- Advising a leading Italian company engaged in the beverage business in several transactions, including a commercial and industrial partnership agreement with the Valle d'Aosta Region and the sale of two of its Italian plants; a tax-neutral spin-off of the business into a Newco and the subsequent sale of the 100 per cent capital of the Newco to the purchaser; and a group restructuring aimed at the integration of the Italian business of a UK multinational, following the global acquisition of the UK group by the Dutch parent company
- Advising a multinational leader in the automotive industry (motorbikes) in the issuing of a corporate bond and the subsequent refinancing by a pool of banks, as well as providing analysis of the tax implication of the sale of trade receivables within factoring and securitization schemes, and advising on certain profiles of the restructuring of the group following its de-listing
- Advising the world leader in the fashion eyewear business in the structuring of a financing pole within Europe, restructuring of trading and sourcing activities worldwide, structuring of the financing for the US\$2.1 billion acquisition in the United States, European restructuring subsequent to a global acquisition, and the merger of US- and Italy-owned subsidiaries in the United Kingdom with a UK/Irish group of companies
- Advising the world-leading US multinational engaged in the medical devices and diagnostics business in the restructuring of its Italian operations
- Advising a primary Italian bank on the tax profiles of the project financing for the construction of a system of water purification plants in the area of the Venice lagoon
- Advising a leading Italian brand in the food industry on the sale of the company for EUR 300 million to a US private equity fund, as well as the restructuring of the remaining minority interest in the company
- Advising a primary listed company engaged in the food and beverages business in the analysis of specific finance tax related issues concerning the restructuring of the group within an Extraordinary Bankruptcy Procedure
- Advising several listed companies in the analysis of the tax implications of the use of the International Accounting Standards both on an ongoing basis and within the First Time Adoption
- Advising a Milan-based foundation in the analysis and validation of the business plan submitted to the banks with respect to the financing related to a wide real estate project, and providing several opinions separately to the client with respect to the direct and indirect tax implications of some of the transactions contemplated, including the construction of a parking building through the use of a project financing scheme
- Advising primary private equity funds in several acquisitions, IPOs, and subsequent exits and winding-up of the investment structure
- Advising a primary private banker in the set up and structuring of the tax clauses included in the standard contracts with clients, and providing ongoing advice on tax-related issues concerning the private banking activity
- Advising a Dutch finance company with respect to its participation in a EUR 6.85 billion financing
- Advising a Dutch finance company in the granting of loans and cash collaterals relating to a financing

Contact Us

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Strategic alliance with MWE China Law Offices (Shanghai)

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