

Allegato 1

Curriculum Vitae

- Date of Birth: 3 January 1976
- Nationality: Italian
- Qualification: Italian Qualified Lawyer (Ordine degli Avvocati di Roma)
- Mobile: +39 3480072806
- e-mail: fmenichetti@fm-compliance.net

EDUCATION

- Ipsosa, Rome, Italy, Master in Company Law
- Università La Sapienza, Rome, Italy – Law Degree

WORK EXPERIENCE

- **January 2018 – Present** *Independent Compliance Lawyer*
- **December 2006 – December 2017** *Senior Manager at KPMG Tax & Legal, Rome and Bologna, Italy*

Company Compliance (listed and unlisted companies)

- Acting as **member of Statutory Auditors** of listed and unlisted company;
- Advising Listed Companies on compliance to “Codice di Autodisciplina”;
- Advising Listed Companies on compliance to Market Abuse Regulation (MAR, TUF, Consob Guidelines on insider trading);
- Drafting, arranging and enforcing the “**Organization, Management and Control Model**” in accordance with **Legislative Decree no. 231/2001**;
- Drafting, arranging and enforcing **Whistleblowing Policies**;
- **Risk assessment activity** (methodology based on *Enterprise Risk Management – Integrated Framework*” published by *CoSO* - Committee of Sponsoring Organizations of the Treadway Commission – Analysis of Relationship impact/likelihood: inherent risk evaluation, SCI evaluation, residual risk evaluation);
- Acting as **President/Member of Supervisory Bodies** appointed in accordance with the Legislative Decree no. 231/2001;
- Managing of **Data Protection Projects** in order to comply to EU Regulation no. 679/2016;
- Acting as **Data Protection Officer** in accordance with **GDPR**;
- **Audit activity** on policies and procedure;
- Assisting and advising the Supervisory Body in its audit activity on the Organization, Management and Control Model enforcement;
- Reviewing and up-to-dating Organization, Management and Control Model;
- Analysing **UE and extra UE jurisdictions** on issues relating to company liabilities for fraud and other offences to compare them to Italian Legislative Decree no. 231/2001;
- Drafting, arranging and enforcing **Anti-Corruption Compliance Programs** (compliant to UK Bribery Act and ISO 37000 Regulation);
- Drafting, arranging and enforcing **AML** Compliance Programs;
- Drafting, arranging and enforcing **OFAC** Compliance Programs;
- Drafting, arranging and enforcing **Antitrust** Compliance Programs;
- Drafting, arranging and enforcing **Integrated Compliance System**.

General Corporate Affairs (listed companies)

Reviewing and drafting shareholders general meeting calls, memoranda, minutes; pre and/or post shareholders/board of directors meeting accomplishments; drafting and amending companies’ articles of associations, shareholder agreements, etc.

Company Structure (listed and unlisted companies)

Reviewing and drafting company structures with particular focus on splitting the management’s activity (advising on/drafting of board of directors’ resolutions to grant the

powers to directors, managers and special attorneys to act in the name and on behalf of the company, PoA, etc.).

M&A

Performing due diligence investigations (as team leader); drafting and negotiating SPA, financing, confidentiality agreements, term sheets.

Commercial Contracts

Drafting and negotiating syndicated loans, joint ventures agreements, distribution/agency agreements, etc.

Company and Commercial Law

Drafting legal opinions.

- **April 2003 – November 2006** *Junior Consultant at CBA Studio Legale e Tributario (former Camozzi & Bonisconi Studio Legale e Tributario), Rome, Italy*

Company Compliance

Drafting, arranging and enforcing the “Organization, Management and Control Model” in accordance with Legislative Decree no. 231/2001;

Commercial Contracts and Corporate Law

Drafting term-sheets; confidentiality agreements; stock options plans; by-laws, etc.

M&A

Participating (as team member) in extraordinary deals (LBO; acquisitions, due diligence investigations, etc.).

Company and Commercial Law

- Attending workshops; legal assistance under Italian law; drafting of opinions on company matters.
- Joining in several M&A transactions (also in private equity sector).

- **October 2003 – November 2006** *Advisor at Agenzia per le Onlus, Milan, Italy*

Drafting legal opinions in reply to the Italian Tax Authority’s (“Agenzia delle Entrate”) applications on the Italian non lucrative organizations (Onlus).

MEMBERSHIP

- **Member of AODV** (Italian Supervisory Body Association “Associazione degli Organismi di Vigilanza)

PUBLICATIONS AND OTHER ACTIVITIES

- 2018, Rome, Lecturer at SQS on matters related to anticorruption;
- 2017, Bologna, Lecturer on matters related to **UE 2016/679 on Data Protection**
- 2017, Piacenza, Lecturer at Università Cattolica on matters related to **Listed Company Corporate Governance**;
- 2016 – 2017, Lecturer at Bologna Business School on matters related to **D.Lgs. no. 231/2001**
- Contributor of the Italian financial Daily-Paper “**Il Sole 24 ore**” and Italian Law Review “**Terzo Settore**”
- 2005 - 2007, Lecturer at Bologna University, Master Degree in Audit on matters related to due diligence investigations

LANGUAGES

- Italian (native)
- English (fluent)

Allegato 2

Elenco delle cariche ricoperte in organi di amministrazione e controllo di altre Società:

Sindaco Effettivo di Powersoft S.p.A.

Sindaco Effettivo di Neodecortech S.p.A.