

Alessandra Stabilini

Aggregate Professor (Professore Aggregato) of Corporate interest, corporate social responsibility and financial reporting — University of Milan

Confirmed Researcher (Ricercatore confermato) of Commercial Law — University of Milan

Equity Partner — NCTM Studio Legale Associato, Milan

Born in Milan, where she lives, on 5 November 1970.

Education

Degree (JD equivalent) in Law, University of Milan, 1995.

Master of Laws (LL.M.), The University of Chicago (Illinois, U.S.A.), 2000.

Ph.D in Commercial Law, Bocconi University, Milan, 2003.

Academic Position

Aggregate Professor (Professore Aggregato) of Corporate interest, corporate social responsibility and financial reporting (course taught in English), University of Milan (2016-present).

Aggregate Professor of International Corporate Governance (course taught in English), University of Milan (2011-2016).

Confirmed Researcher of Commercial Law, University of Milan, Department of Private Law and History of Law (from 2004, tenure confirmed in 2007).

Professional career

Admitted to the Milan Bar in 2001.

She collaborated with Nctm Studio Legale Associato, Milan, since 2015, previously as *Associate*, consequently as *Of Counsel* (2011-2015). Since 2015, she is Equity Partner of NCTM.

She specializes in company law, with specific regard to listed companies, in securities law and financial markets, including banking for regulatory and crisis profiles. She has acted and acts as legal counsel to Italian issuers in connection with: IPOs, rights issues, tender offers, corporate governance issues (legal issues in management and control, corporate regulations and procedures, shareholders' meetings, investor relations), market disclosure and price sensitive information, relations with Securities Authorities, administrative proceedings before Regulatory Authorities.

She assists unlisted companies in the areas of company and commercial law, including corporate litigation. She has assisted clients in arbitration proceedings and has acted as arbitrator in proceedings administered by the Arbitration Chamber of Milan.

Current corporate offices

Statutory Auditor of Parmalat S.p.A. (listed in MTA — Borsa italiana) since July 2013 (confirmed in office by the shareholders' meeting in April 2014). The office *will* cease on April 28, 2017 (*ordinary shareholders' meeting*) and *will not be renewed*.

Statutory Auditor of Brunello Cucinelli S.p.A. (listed in MTA — Borsa Italiana) since April 2014. She *is a candidate for renewal in the majority shareholder slate*.

Statutory Auditor of Fintecna S.p.A. (100% Cassa Depositi e Prestiti S.p.A.) since April 2014 (expiry: shareholders' meeting for approval of 2016 annual accounts).

Independent Director of Banca Widiba S.p.A., since November 2014 (confirmed in office by the shareholders' meeting on April 9, 2017).

Non Executive Director of Librerie Feltrinelli s.r.l., since April 2014 (expiry: shareholders' meeting for approval of 2016 annual accounts).

Statutory Auditor of Nuova Banca delle Marche S.p.A. (Bridge Bank under BRRD, 100% Fondo di Risoluzione, Banca d'Italia) since November 2015 (expiry: cessation of the bridge bank).

Independent Director of COIMA RES SIIQ S.p.A. (listed in MTA — Borsa Italiana) since May 2016 (expiry: shareholder's meeting for approval of 2017 annual accounts).

Other Offices

Liquidator (*Commissario liquidatore*) of TANK SGR S.p.A. in liquidazione coatta amministrativa (appointed by the Bank of Italy, July 2014).

Member of the Surveillance Committee (*Comitato di Sorveglianza*) of GAA SIM S.p.A. in liquidazione coatta amministrativa (appointed by the Bank of Italy, September 2013).

Member of the Supervisory Committee of ECU SIM S.P.A. in l.c.a. (appointed by Banca d'Italia, August 2015)

Formerly member of the Surveillance Committee of two financial intermediaries in crisis procedures pursuant to Article 56 of Leg. Decree No. 58/1998 (appointed by the Bank of Italy).

In March 2007, she was appointed by Decree of the Italian Minister of Finance as member of the Technical Committee supporting the Committee for the Italian Financial Market (*Comitato per la piazza finanziaria italiana*) chaired by the then-Deputy Minister On. Roberto Pinza.

Memberships and Acknowledgements

Vice-President of *NED* Community, non-profit association of Non Executive and Independent Directors (www.nedcommunity.it).

She was listed in the "Ready-for-Board Women" list compiled by the Professional Women's Association of Milan — 2011 Edition, and in the Database of Excellent Curricula compiled by the Marisa Bellisario Foundation (2011).

On May 17, 2012, she was awarded the Ambrogio Lorenzetti Prize for the governance of companies (3rd place in "Non Executive Directors" category), with the following motivation: "She spreads the culture of corporate governance and promotes its application for the renewal of corporate governance through teaching and writing".

Selected recent publications

- 2016 *Legal framework of banking governance and board's responsibilities*, in A. Carretta, M. Sargiacomo (eds.), *Doing Banking in Italy: Governance, Risk, Accounting and Auditing issues*, Mc Graw Hill Education, United Kingdom, pp. 53-78
- 2014 *Restrictive agreements. Dominant undertakings' Prohibited Practices*, in A. Toffoletto, A. Stabilini (eds.), *Competition Law in Italy*, Kluwer Law International, The Netherlands, pp. 117-182
- 2013 *The Shortcomings of Voluntary Conceptions of CSR*, in *Orizzonti del Diritto commerciale* (on-line review), n. 1/2013, <http://www.orizzontideldirittoconnnnerciale.it/sag,qi/the-shortcomings-of-voluntary-conceptions-of-csr.aspx> (with Francesco Denozza)
- 2012 *Commento sub art. 133*, in AA. VV., *Il Testo Unico della Finanza*, a cura di M. Fratini e G. Gasparri, UTET, 2012 (with Alberto Toffoletto)
- 2012 *I soci non professionisti*, in AA. VV., *Società tra professionisti*, in *Società. Gli speciali, Digital edition*, Ipsa
- 2011 *L'abuso della regola di maggioranza nelle società di capitali. Itinerari della giurisprudenza*, in *Società*, n. 7/2011
- 2010 *Clausole di drag along e autonomia privata nelle società chiuse*, (with Matteo Trapani), in *Rivista del Diritto commerciale*, 2010, p. 949-1000
- 2009 *Il sistema dualistico in alcuni ordinamenti europei: un'analisi comparata*, in AA.VV., *Il modello dualistico. Dalla norma all'attuazione*, Il Sole 24 Ore, Milano
- 2008 *CSR and Corporate Law: The Case for Preferring Procedural Rules*, *Social Science Research Network* (www.ssrn.com) (with Francesco Denozza)
- 2005 *La disciplina societaria e il ruolo degli stakeholder a livello internazionale e Previsioni del diritto societario per la tutela degli stakeholder*, in AA. VV., *Guida critica alla responsabilità sociale e al governo d'impresa*, Roma, 2005, 489 ss.
- 2003 *Virtù del mercato e scetticismo delle regole: note a margine della riforma del diritto societario*, in *Rivista delle società*, n. 1/2003, I ss. (with Guido Rossi)

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Milan, 13 April 2017