

The background features a complex network diagram with numerous nodes and connecting lines. The nodes are represented by small spheres in various colors including blue, green, yellow, and grey. The lines are thin and light-colored, creating a web-like structure across the teal background.

CALLIOPE

TRANSACTION ADVISORS

Origination | Execution | Management

We assist companies and investors around the world in the origination, execution and management of their cross-border investments.

We connect buyers with sellers.

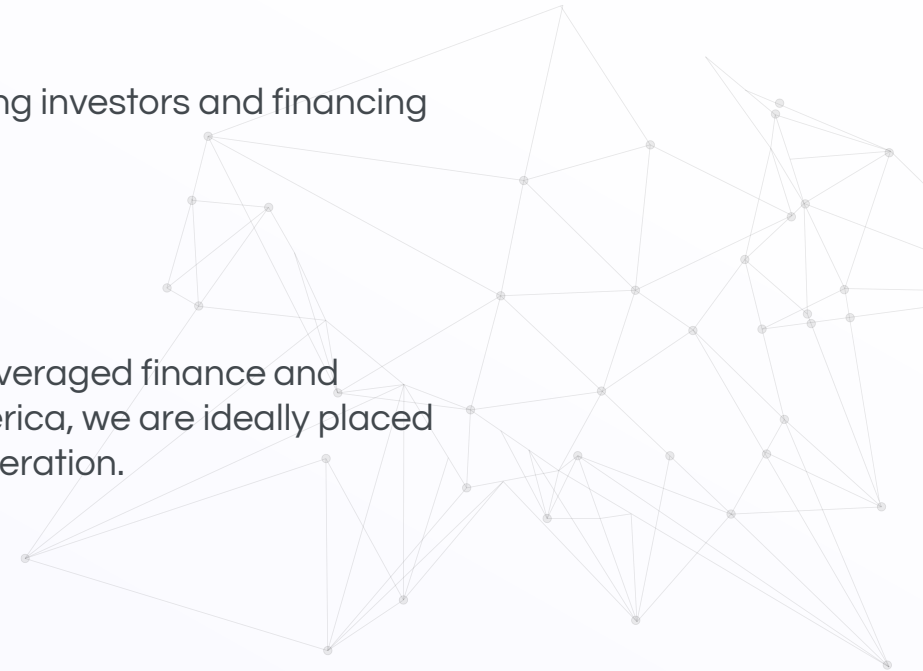
We identify off-market investment opportunities globally. We assist companies in sourcing investors and financing to sustain their growth, or we help them find an exit from an investment.

We cover the world.

With over 20 years of involvement in cross-border M&A, private equity, project finance, leveraged finance and capital markets transactions across Europe, Asia, the Middle East, Africa and North America, we are ideally placed to assist investors who are venturing outside the comfort zone of their native region of operation.

What makes us different.

The experience and advice we are able to contribute is not exclusively “technical” (how to structure the transaction), but also, “cultural” which is equally important: We have been there before, we speak their language and we know the local culture and have an extensive network of contacts across the world – all of which enable us to bridge the gap and form an invaluable bond between our clients and their counterparties.



Drawing from an extensive network of contacts across the world, we are able to identify suitable **off-market investment targets** for prospective investors, across the globe and in any industrial sector.

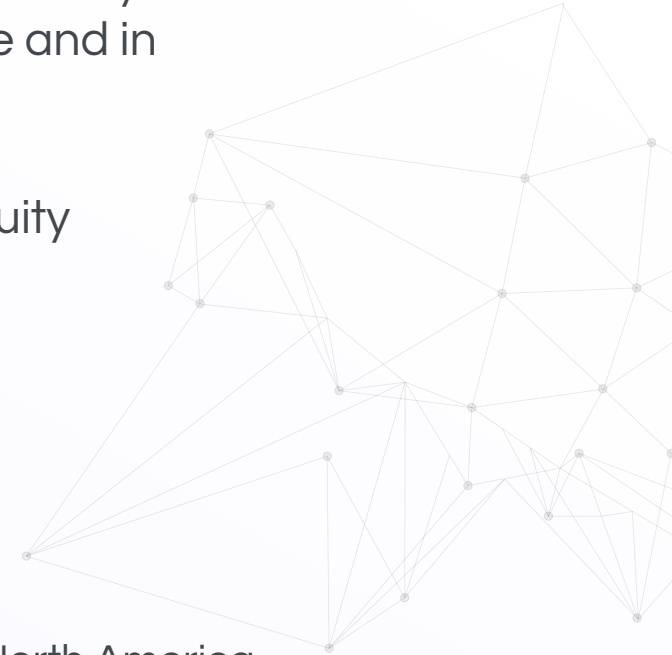
Similarly, when our clients are looking to **exit an investment**, or seeking further equity investors or debt financing for their companies, we are able to locate suitable counterparties to address their goals.

Our Services to Private Equity Funds

We source **off-market investment opportunities**, with a particular focus in Italy, Europe and North America.

We can also assist in **portfolio management**, identifying partners to co-invest in portfolio companies, or with whom to structure regional joint ventures (particularly in Asia), or sourcing opportunities for bolt-ons.

Finally, we are able to **facilitate exits**, by procuring prospective buyers through a discreet and confidential approach.



We are brought in to advise in the structuring and execution of M&A transactions, private equity investments; capital markets offerings or private placements; the negotiation of cross-border commercial agreements; or assist in the incorporation of foreign subsidiaries.

We select local legal advisors, tax advisors and, where necessary, financial advisors. We then supervise and co-ordinate the input to be provided by such professionals until closing, thus ensuring efficiency and cost-savings in the management of the transaction.

We Cover the World

We have significant experience in managing transactions, in developed markets as well as developing markets. We provide crucial assistance when you and your company are dealing with counterparties in foreign countries and with cultures not known to you.

The more foreign the jurisdiction and the more complex your need, the more likely we are to be able to assist you, by identifying the optimal transactional approach and/or the most suitable local advisors.



Leveraging on our extensive knowledge of various areas of the law, and the insights gained as legal counsel at multiple corporations, funds and banks, **we are routinely brought in to advise on specific legal and transactional issues**, particularly in the context of foreign jurisdictions where the client lacks established advisors and trustworthy support.

Focused, practical legal advice, at a fraction of the cost

Our clients benefit from the quality and depth of legal advice provided by professionals who have over 20 years of experience in complex transactional matters, at a fraction of the cost which would otherwise be charged by large international firms.

In-house Legal Function Support

We can support our clients' in-house legal departments on specific transactional issues or even provide outsourced in-house legal support on short or long-term basis.

We are uniquely positioned to assist:

Foreign investors who are considering entering Italy, or have existing operations in Italy

and/or

Italian companies which intend to invest abroad or have existing investments outside of Italy

To [foreign investors](#) planning to [enter the Italian market](#), we offer our ability to speak Italian fluently, combined with our deep familiarity with the local regulatory, legal and transactional framework, as well as the ability to reach out to our extensive network of trusted lawyers, accountants, financial advisors, tax advisors, other specialists and intermediaries to provide tailored, thorough and cost-efficient advice.

To [Italian companies](#) needing assistance in connection with their planned or existing [foreign investments](#), we offer the ability to not just fluently communicate in English with the counterparty, but also the deep familiarity we have gained over decades of transactions handled in regions such as China and South-East Asia, Central and Eastern Europe, North America, the Middle East and North Africa, as well as the ability to identify the best local advisors and then supervise their efforts.

MASSIMO
GALLI

Director

As a former Partner in the global firm Squire Patton Boggs, General Counsel at Damac Properties, and Senior Counsel at the EBRD - European Bank for Reconstruction and Development, Massimo has accumulated significant experience in cross border M&A, private equity, capital markets and project finance transactions. He has been based in New York, Milan, Singapore, London and Dubai, and he's fluent in Italian and English. Admitted to the New York Bar and to the Roll of Solicitors in England and Wales.

SIMONA
SPAZZINI

Director

Having worked for international law firms such as Davis Polk and Freshfields and as in-house lawyer for Deutsche Bank and DWS for many years, Simona has gained ample experience in capital markets and M&A deals as well as derivatives platforms and cross-border financial regulations. Her work experience was gained in Milan, London, Singapore and Dubai; she is fluent in Italian and English and speaks French proficiently. Admitted to the New York Bar and to the Roll of Solicitors in England and Wales.

Areas of practice expertise

- ▶ M&A and private equity
- ▶ Project finance
- ▶ Leveraged finance
- ▶ Equity and debt capital markets
- ▶ Structured finance and NPLs
- ▶ Restructurings
- ▶ International dispute resolution
- ▶ General corporate affairs management

Areas of industry expertise



Engineering/mechanical/
automotive



Design/fashion



Pharmaceutical/
biotech



Real estate



Financial services



Energy/
Renewable energy



Telecoms



Food and food
technologies



Retail

M&A/Private Equity/ Project Finance

OUR CLIENT

COUNTERPARTY

Guangzhou Haozhi Industrial Co. Ltd (China):
Acquisition of Novavision Group (Italy)



Tellimer International Limited (now Exotix Advisory) (UAE):
MBO from Tellimer Group Limited (UK)



Arrow Global (UK):
Acquisition of Zenith Service SpA (Italy)



Varova Investments:
Acquisition of Wila Group and Hoffmeister



M&A/Private Equity/ Project Finance

OUR CLIENT

Damac Properties (UAE): Various M&A matters and project finance

DAMAC

European Bank for Reconstruction and Development (EBRD): Several M&A and project finance transactions across CEE, Northern Africa and Central Asia

 **European Bank**
for Reconstruction and Development

Asian Development Bank (ADB): Financing of Yerevan airport (Armenia)

 **ADB** ASIAN DEVELOPMENT BANK

Real Asset Partners: In-house role advising on fund placement activities and on real estate M&A brokerage activities

REAL ASSET
PARTNERS

Quercus Partners: Various M&A and project finance matters

QUERCUS

Capital Markets

OUR CLIENT

US law advisor on
NASDAQ listing



US and English law advisor
on Rule 144A international
tranche of IPO



US and English law
advisor on international
private placements



US law counsel on
private placements



US securities
laws advice



Other Transactions

OUR CLIENT

COUNTERPARTY

Morningstar Corporation:
Supply agreement as
lead contractor for Peru
photovoltaic project
managed by Tozzi Green



Airbus Express:
Establishment of UK
operations



Gigi Gelati:
Distribution agreements
for UAE markets



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