

**RE: CV**

Dear Sirs,

After graduating in law in four academic years, I have got a two-year specialization at the Bocconi Law School in Milan and I am admitted to the Italian bar since 2009.

Born in December 1978, I am currently the Reference Counsel<sup>1</sup> for the International Business Unit of the largest Italian multi-utility company.

I became a contract negotiator with a strong commercial acumen. Experienced in M&A, Corporate & Finance, Compliance 231. I have wide knowledge of Competition, IP rights and Privacy issues and I have been exposed to national and cross-border transactions. Plus, I have a good understanding of tax related issues and international accounting principles, among others.

I do believe that the experience gained so far in different sectors and legislative systems represents an asset for your company.

I am therefore pleased to submit my CV and I would appreciate a confidential and preliminary conversation to discuss the position, motivation to change and experience.

Looking forward to hearing from you.

Thank you,

Kind regards

Urbano Cinti

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<sup>1</sup> Recently, our team has been nominated in the Legal 500 GC Powerlist: Italy Teams:  
<http://www.legal500.com/assets/pages/cc100/2017/italy-teams-17.html>.

## URBANO CINTI

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### LEGAL COUNSEL - M&A, CORPORATE & FINANCE

Born in December 1978. Solid experience in M&A, Corporate, Finance, Procurement, ISDA, EFET, EPC Contracts (including NEC 3, FIDIC), corporate secretarial, litigation management, intellectual property, antitrust and competition law. Good knowledge of tax main issues. Experienced in international business development.

#### *Core competencies include*

- Competition
- Compliance 231
- Contract negotiator and commercial acumen
- Corporate finance
- Corporate secretary
- English language
- Energy
- French and Spanish language (working knowledge)
- Italian language
- Intellectual property
- Insurance
- Litigation
- M&A
- Oil&Gas

### PROFESSIONAL EXPERIENCE

a2a S.p.A., Milan

**Reference Counsel for the International Business Unit**  
(from January 2017)

Union Temporal de Empresas Enusa-Fobesa-A2A, Cervera del Mestre, Spain  
**Board Member**  
(from May 2017)

Main projects accomplished as Reference Counsel

- **Elektroprivreda Crne Gore AD Nikšić ("EPCG")** – Execution with the Government of Montenegro of the Shareholders' Agreement in relation to the governance of EPCG. The agreement provided the exercise of a put option for the transfer of the ownership of 1/7 of the shares in 7 annual tranches for a total of EUR 250 million. Subsequently, a2a entered into a new put option agreement providing the acceleration of the put option into 4 tranches in two years.
- **Rudnik Uglja AD Pljevlja ("RUP")** - Public takeover accomplished in 2018 in relation to the 100% of the shares in RUP, a Montenegrin mine coal company, for an amount of approximately 12.8 million euro.
- **Complejo Medioambiental de Guipuzcoa in San Sebastian, Pais Vasco, Spain** - award of the tender for the turn-key supply of a bio-drying plant for the treatment of approximately 150,000 t/y of residual urban waste in the Complejo Medioambiental de Gipuzcoa, which envisages an MBT plant, a mechanical pre-selection and material recovery plant, a waste to energy section and heat production, for a total transaction value of approximately € 11.5 million.
- **Union Temporal de Empresas (UTE)** - Member of the Comité de Gerencia of the JV among Enusa Industrias Avanzadas SA, Fobesa Valorizacion de Residuos SL, A2A Ambiente SpA. for the execution and operation of the environmental district for mechanical-biological treatment (MBT) of about 90,000 t/a of waste for 49 municipalities in the Province of Castellon

(Comunidad Valenciana, Spain), for a total value of the transaction of approximately € 41 million.

- **European tenders** – Ongoing projects for turn-key construction of plants for treatment of solid urban waste in France (Romainville and Tours), Croatia (Zadar), Spain (Asturias).
- **Non-EU projects** - development of projects in other non-EU countries such as Russia, Lebanon, Romania, India and Malaysia.

The transactions above described required the management of complex issues, constant coordination with the staff, assessment of corporate structure, negotiation of construction contract and supply agreements.

a2a S.p.A., Milan  
**Senior Legal Counsel – M&A, Corporate, Finance**  
(from November 2013 to December 2016)

Main projects accomplished as Senior Legal Counsel

- **Consul System** - Acquisition of 75% of the participation in Consul System S.p.A., the energy service company (ESCO) leader in Italy in the Energy Efficiency Certificates (TEE) sector, for a total value of approximately € 21 million.
- **Sanitaria Group** - Acquisition of the business unit of Sanitaria Group S.r.l., a company operating in the environmental and composting sector of the green fraction of organic waste, for a total value of approximately 8 million euro;
- **Ri.Eco Group - Resmal** - Acquisition of 100% of Ri.Eco - Resmal Group, operating in the paper processing sector for a total value of approximately 20 million euro.
- **La Bi.Co Due** - Acquisition of 64% of the participation in La Bi.Co Due Srl, a company operating in the urban hygiene sector, through the collection, transport and disposal of waste, as well as through the cleaning of the territory and manages of storage facilities, treatment and recovery of solid urban waste, for a value of about 6 million euro.

The closing of the transactions described above required the negotiation and drafting of the Share Purchase Agreement, the Shareholders' Agreements, the guarantee package, the amendment of the By-laws, the drafting of the minutes of the related corporate bodies. I was responsible for the subsequent integration phase of the companies in the A2A Group.

- **Compliance 231** - Assistance and consulting in updating the Organizational Model of 26 subsidiaries of A2A, in compliance with Legislative decree 231/01.
- **Financial** - Loan agreement, security package, assignment of receivables, factoring, ISDA, EFET.

Edipower S.p.A., Milan  
**Legal Counsel – Procurement, Litigation, HSE, Compliance 231**  
(from May 2009 to October 2013)

Main of the projects accomplished as Legal Counsel

- Assistance to the Purchasing Department in active and passive contracts (including contracts for the purchase of solid and liquid fuels, industrial maintenance, and relating to buildings).
- Consulting on Compliance 231 and updating of the Organizational Model.

- Management of administrative disputes (appeal of AEEGSI resolutions); civil (causes with suppliers and out-of-court transactions); Criminal cases (occupational diseases and accidents at work).
- Consulting in health and safety at work.

Ashurst Llp Law Firm, Milan  
**Trainee and Associate Banking & Finance**  
 (from July 2007 to May 2009)

Main projects accomplished as Trainee and Associate

- **Fondiarria-Sai** - Release of performance bonds, for a total value of over 200 million euro, in the interest of a temporary grouping of companies headed by Al maviva spa, and in favor of the Agency for disbursements in agriculture (Agea);
- **Beauty Line and Beauty Star (Limoni)** - Financing operation, with Banca popolare dell'Emilia Romagna Sc, as a copy bank, related to the acquisition of the Beauty Line and Beauty Star perfume chains, signs that boast a network of 50 stores and a turnover of € 40 million in 2007.
- **Panini** - Financing transaction with Centrobanca - Banca di Credito Finanziario and Mobiliare SpA, as agent, in relation to the 79 million euro loan related to the sale of the majority stake in Panini, a company operating in the sector of systems of payment, in favor of the private equity fund Ilp III, managed by J. Hirsch & Co.
- **Radici Film** - Financing transaction with Barclays Bank Plc, Unicredit Corporate Banking SpA and Interbanca S.p.A., in relation to the 135 million euro loan related to the acquisition of Radici Film, a company operating in the food packaging and food film sector, and the related group. The buyer is Taghleef Industries S.r.l., a vehicle company controlled by the Al Ghurair group of the United Arab Emirates.

Pavia e Ansaldo Law Firm, Milan  
**Trainee - Litigation**  
 (from November 2005 to July 2007)

Confirmed following an initial three-month internship, I have collaborated with the firm in drafting opinions and case documents relating to the containment of different subjects. Among these we can mention a case of cycling doping and several disputes by the pharmaceutical company Pfizer.

Barclaycard-Barclay's Bank Plc, Dublin  
**Agent and Team leader**  
 (from October 2004 to October 2005)

Initially employed in the performance of administrative tasks, after two months I have taken training of new 7 resources and conducted fraud investigations in Italy and managed the claims of customers with the processing of the related reports.

## EDUCATION

UNIVERSITY "L. BOCCONI", Milan, Italy  
**Law School, Mark of 70/70 (2 year, 2005 - 2007)**

UNIVERSITY OF BOLOGNA, Bologna, Italy

**Master in Law, Mark of 70/70 (1 year full time, 2003 - 2004)**

UNIVERSITY OF PARMA, Parma, Italy  
**Law Degree, Mark of 103/110 (4 academic year, 1997 - 2002)**

***Professional Development***

Course focused on Leadership & Problem Solving at SDA Bocconi School of Management  
**(2013)**

CFA Institute Claritas Investment Certificate (*ongoing*)