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being ethical is always a good business



Why approaching the business in an ethical way is always a great deal? Because clarity and transparency are essential tools to achieve and maintain a long-lasting competitive position.

Our senior professionals boast of complementary skills for an integrated and highly specialized approach to the business. We cooperate with law firms and consulting companies in Italy and abroad.

Our commitment is recognized by the market and by significant international awards, driven by long-term and stable relationships with Clients, our business partners.

Our professional knowledge cover different industries: Life Sciences, Energy, Oil and Gas, Consumer and Retail, TMT, Fashion and Luxury, Real Estate, Banking and Finance, Transports and Logistics, Gaming, Services, Public Administration.

CORPORATE GOVERNANCE



We assist Clients to tailor made the most appropriate corporate governance system, according to the company objectives, strategic and organizational dimensions, specific laws and regulations, and business needs. The activities are carried out on behalf of the owners, Boards of Directors, Statutory Auditors and of the other supervisory bodies.

The Firm's professionals hold (or have held) posts as Board Member, Statutory Auditor and Supervisory Board Member, in leading national and multi-national companies, Italian and foreign.

We offer proven expertise in the following areas:

- definition of the operating mechanisms of the Boards of Directors;
- establishment and regulation of internal committees within Boards of Directors;
- definition of the internal control and risk management systems (also in line with the provisions of the Authorities, both domestic and foreign);
- definition and monitoring of remuneration and incentives policies;
- definition of the sanctions system;
- opinions on corporate governance upon mandate given by the Shareholders' meeting, Boards of Directors, Supervisory Bodies and Committees.

CORPORATE FINANCE AND RESTRUCTURING



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We assist Clients with the financial planning and management of downturns, including corporate reorganization and debt restructuring according to the existing legislation. In particular, our contribution consists in preparing, evaluating and testing business plans, to be certified in compliance with bankruptcy laws.

We also assess the feasibility of reorganization and restructuring plans in insolvency proceedings where our Clients are creditors in order to test the consistency of the proposal.

We collaborate with business and financial advisors as well as with leading law firms.

In particular, activities include:

- historical and prospective analysis of the company's economic and financial trends;
- prediction and assessment of the state of decline or corporate downturn;
- arrangement of restructuring and turnaround strategies;
- the preparation of restructuring and reorganization plans to be approved in accordance with current regulations;
- support in the implementation of plans, with particular reference to the monitoring of milestones, economic and financial covenants and preconditions;
- the evaluation and enhancement of the tangible and intangible assets along the reorganization and restructuring process. This support may also include the repositioning on the market and optimization of the corporate identity.

Partners of the Firm express independent professional opinions regarding the financial sustainability of business plans according to the applicable bankruptcy law.

TAX, TAX ASSURANCE AND TAX CONTROL FRAMEWORK



Thanks to a multidisciplinary team of experts, the Firm supports Clients in managing tax matters and related underlying risks.

The services offered are:

- Tax Management. We analyse and assess direct and indirect taxes, VAT and customs taxes, the appropriateness of transfer price, the strategic tax planning, also related to extraordinary transactions;
- Tax Assurance. Including any kind of tax matters, professional tax certifications and opinions to support the decisions of the Board of Directors, Top Management and Tax Officers;
- Tax Control Framework - TCF. We have significant experience in the management of tax risk by implementing appropriate control tools, even cross-border. These are very clear and effective tools, suitable not only to reduce the risk of the tax issues but also to support the Top Management in strategic decisions. Our methodology allows us to develop an integrated TCF with control and compliance procedures already implemented in the company, subject to continuous updating, as well as law compliant where this practice is required (e.g. OECD Co-operative Compliance Framework, Tax Compliance Agreement, other).

DOMESTIC AND INTERNATIONAL COMPLIANCE

The experience gained in the implementation of compliance programs, both nationally and cross-border, allows us to adopt a concise approach, aimed at enhancing control and process by taking into account those existing in the company (locally or at Group level), in order to avoid unnecessary bureaucracy and redundancy of controls.

We carry out activities as outsourcers and in support of the corporate functions involved.

In addition to managing the flows of information and the whistleblowing systems, we carry out the related investigations and monitoring activities. We support companies, whether they are multinationals operating in Italy or local companies wishing to start internationalization plans, in assessing compliance issues and the impact of national legislation on business processes.

The activities are carried out in line with international best practices and guidelines.

ANTITRUST COMPLIANCE PROGRAM



The implementation and management of appropriate Antitrust Compliance Programs are intended to prevent behaviors that violate both local and international anti-trust laws.

During the course of its activities, the Firm aligns its methodology with international best practices in order to define programs consistent with both corporate needs and the expectations of the Authorities in charge.

The Firm also supports the Clients in the implementation of the anti-trust program by conducting training, risk analysis, monitoring and auditing.

The adoption and effective implementation of an efficient program allow to access to any benefits provided for by anti-trust laws regarding penalties.

ANTIBRIBERY AND ANTICORRUPTION PROGRAM



We support our Clients in identifying areas of business which are potentially at risk of fraud and corruption and we develop specific programs to reduce it to the level deemed acceptable by Top Management.

We provide a monitoring service in anti-corruption matters, nationally and internationally, which examines the evolution of the legislation and its impact on the business.

We support our Clients with the verification and appropriate management of third parties (such as, for example, due diligence, audits, management of "red flags", other).

Through the Anti-Fraud Investigation (AFI) service, we perform the checks designed to identify the phenomenon of "fraud", including likely perpetrators, as well as the impact of this on the corporate organization and the consequent solutions.

The Firm also implements corruption prevention programs in accordance with the law (e.g. Anticorruption Italian Law, UK Bribery Act, FCPA, other).

Our professionals participate in working and panel studies focused on fighting corruption.

**ADMINISTRATIVE LIABILITY OF ENTITIES
ITALIAN LEGISLATIVE DECREE NO. 231/2001**



Legislative Decree no. 231/2001 provides an exemption from liability for companies that adopt an appropriate Organizational, Management and Control Model and that appoint an independent Supervisory Board. The Firm supports Clients and offers high-level skills, even with international profile, following in the footsteps of the 231 legislators in line with best practices.

In particular:

- the implementation of the Organizational, Management and Control Models (including risk assessment and gap analysis, mapping of risk areas, review of company processes and related procedures, Code of Ethics);
- the assumption of responsibility as a member of the Supervisory Board;
- the analysis and evaluation of sensitive processes and consequent support in updating the Model and related documents, including relevant procedures;
- technical advice in court proceedings;
- audits and analyses to support the activities of the Supervisory Board;
- cross border analysis (e.g. SOX, FCPA, UK Bribery Act, other) to verify the scope of actual application, the adequacy of the existing control safeguards, any cross-border "interference" (including the implementation of so-called "Cross-border Organizational Models");
- the management of information flows to/from the Supervisory Board and the whistleblowing system.

Our professionals participate in working and panel studies focused on the administrative liability of entities.

FORENSIC



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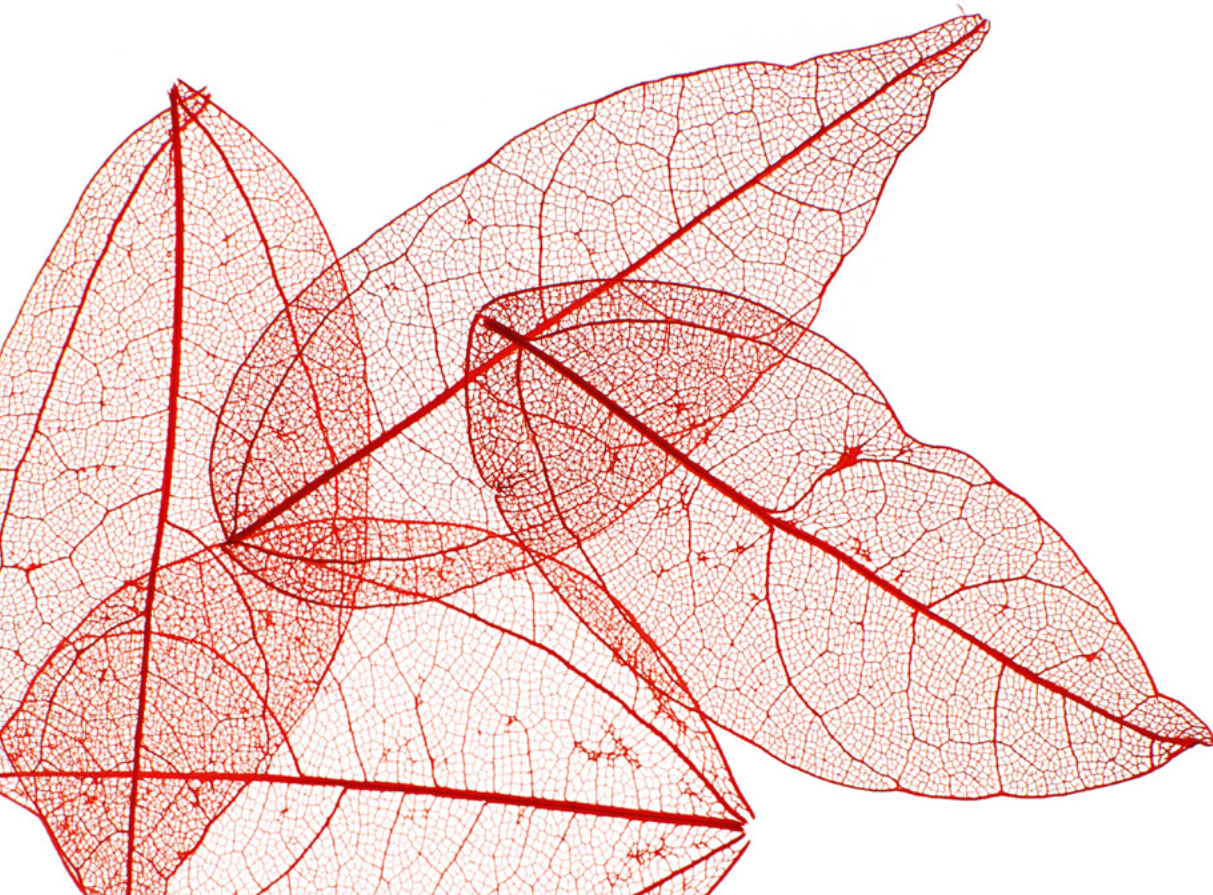
We have considerable experience in forensic and business investigation matters (e.g. accounting due diligence, financial, corporate) aimed at the determination of possible profiles of liability of directors, statutory auditors, corporate officers, employees and partners.

The services offered, aimed at incident prevention and management, are:

- Incident Simulation Testing - IST. The Firm simulates an incident (for example, fraud, breach of information systems, criminal proceedings) in order to assess the potential reaction of the company, the adequacy of the internal control system and possible impact. This activity makes it possible to test, among other things, the adequacy of the Organizational Model pursuant to Legislative Decree no. 231/2001;
- Incident Management System - IMS. The Firm supports Clients in incident management to facilitate technical comparison with internal and external parties, with various roles in the activity, in order to reduce the impact of the event. This area is the responsibility of an Independent Technical Expert;
- Corporate Intelligence. This service aims to support Top Management in decision-making through the identification and analysis of relevant information. Professionals offer support in the evaluation of third parties, including in terms of technical, economic and financial reliability and reputation.

Forensic reports may be used for proceedings both in and out of Court and for internal company purposes.

INTERNAL AUDIT AND RISK MANAGEMENT



The Firm has extensive experience of Internal Audit and Risk Management, including as an outsourcer.

The activities are designed and executed in relation to the specific needs of the Client based on the scope and purpose of the project.

The action can be one-off (aimed at analyzing specific processes/business functions) or “continuous” (according to shared action plans).

Our teams have multi-disciplinary expertise to meet the specificities of the sector in which the Client operates the individual areas of intervention and the processes subjected to controls.

We apply the most modern methods of risk detection and assessment in order to intercept, in the same business process, all categories of risk (e.g. operational, financial, compliance, reputational) and to allow the most appropriate management of them.

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