



## RODOLFO AVOGADRO DI VIGLIANO

***LCA Rest of the World***

LEGAL, CORPORATE, REGULATORY AND ANTITRUST – Enel SpA

### Summary

I am a dual qualified lawyer (duly admitted to practice in Italy and England & Wales) with more than 25 years of private practice and in-house experience. I had a significant international exposure having studied and practiced for more than ten years between New York, London and Madrid. I am married with Olivia and father of Guala (20) and Assia (17).

### Work experiences

#### ***Head of Legal and Corporate Affairs Rest of the World***

*Enel S.p.A. – 2023-10-11 – Current Team size: >15*

Assisting the Group in all material legal matters across the globe

#### ***Head of LCA – M&A & Significant Litigations***

*Enel S.p.A. – 2021-01-01 – 2023-10-11 Team size: 0-15*

Assisting the Group in all material acquisitions/disposals and litigations

#### ***Head of Legal & Corporate Affairs***

*Enel X S.r.l. – 2019-01-01 – 2020-12-31 Team size: not specified*

Assisting Enel X in all legal matters related to all different services offered by Enel X and its subsidiaries across all jurisdictions in which it has a presence.

#### ***Head of Legal and Corporate Affairs – Europe and North Africa***

*Enel S.p.A. – 2016-05-01 – 2018-12-31 Team size: not specified*

Assisting Enel in the day-by-day operations, development activities and extraordinary transactions in Slovakia, Russia and Romania as well as in other European, North African and Middle Eastern countries.

#### ***Head of Legal and Corporate Affairs – Europe and North Africa***

*Enel Green Power S.p.A. – 2015-01-01 – 2016-04-30 Team size: not specified*

Assisting EGP in the day-by-day operations, development activities and extraordinary transactions in Italy, Spain, Greece and Romania as well as in other European, North African and Middle Eastern countries.

### Languages

English – Full Professional Proficiency

Italian – Native or Bilingual Proficiency

Spanish – Full Professional Proficiency

Portuguese – Limited Working Proficiency

French – Professional Working Proficiency

Chinese – Elementary Proficiency

### Featured soft skills

- Capacità decisionale
- Imprenditorialità e Assunzione dei rischi
- Sensemaking e Storytelling

Secretary of the Board of Director of Enel Green Power España, S.L., a Spanish sub-holding of the Enel Green Power group operating approx 1800 MW of solar PV and wind power generation plants in Spain.

Special projects: (1) Spin-off of Eneop a consortium set up by EGP España with EDP, Generg and Enercon and operating wind farms in Portugal having an overall installed capacity of approx. 1200 MW, (2) sale of Finerge, S.A. the Portuguese renewable holding company of the Enel Green power group, and (3) formation of a joint venture with the infrastructural fund F2i for the joint operation of solar PV projects in Italy.

### ***Head of Legal and Corporate Affairs – Iberia and New Countries***

*Enel Green Power España, S.L. - 2011-09-01 - 2014-12-31 Team size: not specified*

Secretary of the Board of Director of Enel Green Power España, S.L..

Assisting Enel Green Power España, S.L. in the day-by-day operations of its renewable energy assets in Spain and Portugal.

Assisting Enel Green Power S.p.A. in all its activities in the New Countries area (South Africa, Morocco, Egypt, Turkey, Saudi Arabia, Russia).

Special projects: Disposal of a bulk of non-strategic assets in Spain and Portugal. Participation to international tenders for the award of the right to design, build, operate and manage renewable energy plants in Africa and negotiation with local foreign governments and international suppliers and contractors (with special focus on South Africa where the group has recently been awarded approx. 1000 MW capacity).

Acquisition of fully permitted renewable projects and joint venture agreements for the co-development of solar PV and wind pipeline of projects in Turkey and Morocco.

### ***Head of Legal Affairs – Europe and Iberia***

*Enel Green Power S.p.A. - 2011-02-01 - 2011-08-01 Team size: not specified*

Assisted the company in the day-by-day operations, development activities and extraordinary transactions in Europe (France, Greece, Romania, and Bulgaria) and Iberia (Spain and Portugal).

Special projects: split of Eufer, a Spanish joint venture company with Gas Natural Fenosa with approx 1,000 MW of wind farms in operation.

### ***Head of Legal Affairs – Europe***

*Enel Green Power S.p.A. - 2009-11-01 - 2011-01-31 Team size: not specified*

Assisted the company in the day-by-day operations development activities and extraordinary transactions in Italy and Europe (France, Greece, Romania, and Bulgaria).

Special projects: Initial Public Offering of Enel Green Power S.p.A., joint venture with Sharp and STMicroelectronics concerning the set up of a PV

modules factory in Catania (Italy).

### **Senior Associate**

*Willkie Farr & Gallagher LLP – 2007-02-01 – 2009-10-31 Team size: not specified*

Represented a company operating in the renewable energy sector in a JV with Italian engineering company specialized in the construction of power plants.

Represented an Italian pharmaceutical group in drafting and negotiating distribution agreements for the distribution of own products worldwide and of third-party products in Italy.

Represented US private equity fund in connection with the sale and purchase of an Italian supplier of business information.

Represented Italian electricity company in the purchase of a minority stake in an Indonesian company in the context of the Initial public Offering of the ordinary shares of the same.

Represented Italian electricity company in the negotiation and drafting of a take-or-pay agreement with an Asian coal supplier.

Represented a manufacturer of handling products and power generator sets in establishing a JV with a private investor for the production and distribution of solar panels.

Represented a British private equity fund in purchasing an equity interest in an Italian company operating a wind farm.

Represented a manufacturer of handling products and power generator sets in the listing on the Expandi Market of the Italian stock exchange.

### **Senior Associate**

*EYLAW – Studio Legale Tributario – 2002-09-01 – 2007-01-31 Team size: not specified*

Represented Italian electricity company in the acquisition of majority stake in two energy distribution companies owned by the Romanian Republic.

Represented Italian electricity company in the negotiation and drafting of financing and guarantee agreements with Romanian Republic, Citibank and IBRD.

Represented Italian electricity company in the acquisition of majority stake in the energy generation company owned by the Slovak Republic.

Represented Spanish electricity company in setting up its Italian subsidiary.

Represented Spanish electricity company in drafting agreements for the installation of wind farms.

Represented US pharmaceutical group in the spin-off of its Italian businesses.

Represented the world leading manufacturer of heating valves in the acquisition of a 100% of a UK distributor.

Assisted a domestic consortium active in the recycling of used oils in the preparation of its standard terms and conditions of business.

Represented an Italian company in the acquisition of a company active in the Bingo game from a major domestic gaming company.

Assisted US lottery company in setting up a domestic consortium to manage the lottery services granted by the Italian State.

Represented Italian client in the acquisition of major credit card company.

Assisted major credit insurer in a debt recovery proceeding against the Government of Kuwait.

Assisted domestic bank in the preparation of (i) master credit agreement for the purposes of making payments to Italian exporters supplying good and/ services to Russian importers; (ii) multicurrency loan agreement whereby the bank was making a facility available to a borrower for the latter acquisition of ships; (iii) guarantee and cash collateral agreement relating to the same transaction described in (ii).

### **Senior Associate**

*EYLAW – Studio Legale Tributario – 2000-07-01 – 2002-08-31 Team size: not specified*

Responsible of the Italian legal desk in London. As part of my responsibilities, I advised clients on both Italian and UK legal matters.

Here follows a short description of the main projects on which I was involved:

#### **– Italian Legal Matters**

Assisted a software company in its listing on the Italian Nuovo Mercato; the services rendered included due diligence of the company, amendment of the company's articles and memorandum and preparation of the listing prospectus and other documents.

Assisted a UK brewer in setting up its subsidiary and commercial operations in Italy; among the services rendered were the setting up of an Italian company, drafting of commercial agreements, such as, agency agreements and distribution agreements, drafting of various opinion letters on company, commercial and labour matters.

Assisted UK group in a tax driven restructuring projects involving its Italian subsidiaries.

#### **– UK Legal Matters**

Represented the world leader manufacturer of heating valves in the acquisition 54% of a UK distributor company; the total value of the deal was GBP 6 million payable partly in cash and partly through the issue of loan notes gradually redeemable in 5 years; I have been directly involved as due diligence coordinator, in the negotiations with the vendors and I drafted the agreement and all related documents (e.g. loan notes certificates and conditions, executives employment agreements).

Assisted UK investment firm in obtaining the passport to conduct investment services in Italy.

Assisted the UK subsidiary of an Italian manufacturer of leather goods in its compulsory liquidation proceedings.

### **Associate**

*Studio Legale Carnelutti – 1998-03-01 – 2000-05-31 Team size: not specified*

Assisted a Japanese bank and US Investment Company in setting up their investment services companies in Italy, and in drafting and filing prospectuses and other legal documents required by the Italian Regulatory Authority to market their funds in Italy.

Assisted domestic ferries operator in its listing on the Italian Stock Exchange.

Represented US pharmaceutical group in the sale of its Italian subsidiaries; responsibility as project coordinator; our involvement generated fees for the equivalent of EUR 500,000.

Represented a French broadcasting company in the due diligence of an Italian pay-tv.

Represented an Austrian IT company in the acquisition of an Italian software house; the deal was worth ITL 25 billion.

Represented an Argentinean Group in the acquisition of a domestic construction company in liquidation; the services rendered included the draft of a due diligence report and the sale and purchase agreement; the deal value was ITL 10 billion approx.

Assisted a Finnish phone manufacturer in the draft of several distribution and IT agreements.

Assisted an Italian brewer in the draft of several distribution, agency and sponsorship agreements.

### ***Associate***

*Studio Legale Tonucci - 1995-11-01 - 1996-07-31    Team size: not specified*

Conducted legal researches and prepared legal memoranda in Corporate law, Merger and Acquisitions, International law, Foreign Investment, International Commercial Transactions, Labor law, Intellectual Property.

### ***Trainee – Assistant to Senior Partner***

*Weitz & Luxenberg - 1995-01-01 - 1995-11-30    Team size: not specified*

General experience in Mass Toxic Torts Litigation; Trial Preparation; analysis of corporate documents for use as exhibits at trial.

### ***Trainee – Assistant to Senior Partner***

*Studio Legale Forte - 1994-01-01 - 1994-12-31    Team size: not specified*

Researched Italian cases in Commercial law, Labor law, Bankruptcy, Civil law, experience in Litigation: trials preparation, draft of pleadings, daily court's activity.

## **Education**

### ***The College of Law, London, UK***

*Laurea magistrale o specialistica, Qualified Lawyer Transfer Test Preparatory Course - Date of achievement 2000-06-30*

### ***New York University, New York, NY, USA***

*Laurea magistrale o specialistica, Master of Laws Degree – Date of achievement 1997-06-30*

### ***Università degli Studi di Milano***

*Laurea magistrale o specialistica, Degree in Law – Date of achievement 1994-06-30*

## **Projects**

## **Certifications**

### ***HS.188.0 Corso per Dirigenti – 16 ore***

*2022-11-10*

***Admitted as Avvocato in Italy and Solicitor in England & Wales***

## **Interests and passions**

*Art – Yoga – Cooking – Tennis – Swimming – Traveling*