

Romina Guglielmetti



Founding Partner - Starclex
Born in Piacenza on March 18, 1973
married, two children

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Romina is a lawyer specialising in corporate governance, corporate law, banking and capital markets law. She has gained significant experience and developed specialised skills in these fields by providing advice to listed and private companies across multiple business sectors, acting as director and member of control bodies, and teaching courses for undergraduate and master degrees.

She advises companies on:

- ordinary corporate matters: assisting boards and other corporate functions on governance matter and compliance & control systems, including through the drafting, analysis and restatement of by-laws, internal procedures and regulations (such as compliance, control and internal dealing procedures, ethical codes and the structuring and functions of board committees). Romina assists listed companies on the legal and compliance aspects of their relationships with investors and regulatory bodies, with a specific focus on the completeness, coherence and correctness of their communications to the market and to supervisory agencies. She assists companies and financial intermediaries in dealing with the Bank of Italy and *Consob* (in relation to extraordinary corporate operations, regulatory fines, etc.), in structuring their control and governance procedures, in dealing with fit and proper tests and in board evaluation processes. She specialises in supporting governance bodies in organising and minuting meetings, in rendering legal opinion and, more generally, in advising companies on complex corporate decisions (public market transactions, conflict of interests situations, correlated parties transactions, etc.);
- extraordinary corporate matters: she advises companies and financial intermediaries on complex extraordinary transactions such as IPOs, tender offers, M&A, spin offs and demergers.

Romina has longstanding experience in dealing with corporate governance matters of financial entities, listed and state controlled companies with a focus on control systems (both at individual and

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group level), succession planning, related parties transactions and the adequacy of the composition and functioning of boards.

She is the founding partner of Starclex – Studio Legale Associato Guglielmetti, which she established in 2013. From 2007 to 2013 she has worked for Studio Santa Maria, as partner; prior to that she was of counsel of Studio Notarile Marchetti, from 2004 to 2007 and senior associate of Bonelli Errede Pappalardo from 2000 to 2004.

Offices

- *Tod's Group S.p.A.* (April 22, 2015 to date) - Independent Member of the Board of Directors. Member of the Control and Risk Committee and of the Independent Directors Committee.
- *Compass Banca S.p.A.* (May 27, 2015 to date) - Independent Member of the Board of Directors and member of the Risk Committee (Chairman until October 2022).
- *MBFACTA S.p.A.* (April 1, 2016 to date) - Independent Member of the Board of Directors.
- *DeA Capital Alternative Funds SGR S.p.A.* – (April 2022 to date) Independent Member of the Board of Directors.
- *The Techshop SGR S.p.A.* – (June 2022 to date) Independent Member of the Board of Directors.
- *Gruppo Monte dei Paschi di Siena* – (June 2020 to date) member of the supervisory committee ex art. 231/2001
- *Fondazione Milano Cortina 2026* – (January 2021 to date) member of the compliance and control committee, which she chairs from July 2022
- *Italgas S.p.A.* – (July 2021 to date), member of the supervisory committee ex art. 231/2001
- *Autogrill Italia S.p.A. and Autogrill Europe S.p.A.* – (April 2021 to date) alternative Statutory auditor
- *Diasorin S.p.A.* – (April 2019 to date) alternative Statutory auditor

Associations and Orders

- *Nedcommunity* (May 15, 2017 to date) - Member of the Board of Directors.
- *Associazione Italia-India AIICP* (October 1, 2019 to date) – Member of the Board of Directors.
- *AISCA, WDC, AODV231, Canova* – Associate
- *Milan Bar Association*

Offices ended

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- *Banca Esperia S.p.A.* (March 26, 2015 – April 7, 2017) - Independent Member of the Board of Directors and Member of the Control and Risk Committee; (April 7, 2017, December 1, 2017) Chairman of the Board of Directors and Chairman of the Risk and Internal Control Committee.
- *ACF Fiorentina S.p.A.* (March 27, 2017 – June 7, 2019) - Independent Member of the Board of Directors and member of the supervisory committee ex art. 231/2001.
- *Firenze Viola S.r.l.* (August 2, 2017 – June 7, 2019) - Independent Member of the Board of Directors.
- *NTV S.p.A.* (December 9, 2015 – January 17, 2018) - Member of the Board of Directors.
- *Alba Private Equity S.p.A.* – (June 16, 2016, April 13, 2017) Independent Member of the Board of Directors. Member of related parties Committee
- *Servizi Italia S.p.A.* – (April 22, 2015, April 21st, 2021) Independent Member of the Board of Directors. Chairman of Control and Risk Committee and Member of Nomination and Remuneration Committee.
- *Pininfarina S.p.A.* – (April 29th, 2015, May 13th, 2022) Independent Member of the Board of Directors. Chairman of Control and Risk Committee and Member of Related Parties Operations' Committee
- *Enel S.p.A.* (May 26, 2016 until May 19 2022) - Statutory Auditor.
- *Ita Airways S.p.A.* – (August 2021, September 30th, 2022), sole member of the supervisory committee ex art. 231/2001

Academic activity

- From 2017 Professor of Corporate Governance and Corporate Finance at *LUISS Guido Carli* University - Department of Business and Management and Department of Economics and Finance
- Fellow at SDA Bocconi and professor at Corporate Governance Lab
- Lecturer at ABI (Italian Banking Association)
- Lecturer at the Executive Master “Board Directors and Statutory Auditors of Public and Private Companies” (24oreBusiness School)
- Lecturer at TEB – “*The Effective Board*”
- Lecturer at Euronext Group – Euronext Corporate Services Italy Lecturer

Speaker at conferences and author of several publications in the field of corporate law, banking law with a particular focus on corporate governance matters and internal controls systems.