UNIVERSITÀ
DEGLI STUDI DI MILANO-BICOCCA

COURSE SYLLABUS

Corporate Finance and Governance

2324-2-FSG01A030

Learning objectives

- Understand rationales, means and consequences of the major operations of firms outside the ordinary course of business.
- Learn to analyze in a unified perspective corporate and fiscal profiles of firms' operations.

Contents

The course aims to explore the major structural issues in the life of business firms, classified (for the sake of simplicity) into three general categories: capital raising; organizational and ownership structure; business combinations and other structural changes. Each of these issues will be jointly analyzed from the corporate and fiscal point of view, in order to bring students as close as possible to an insider perspective.

Detailed program

1. Capital raising

a. Equity and debt

b. Financial structure of the business firm

2. Organizational and ownership structures

a. Business groups

b. Entry of outside investors

c. Succession planning

3. Structural changes

a. Proprietary changes (acquisitions; spin-offs)

b. Entity-related changes (transformations, mergers, divisions)

Prerequisites

Essential elements of business law and business administration.

Teaching methods

Lectures, case-based analyses and discussions.

Assessment methods

Oral exam: discussion on the topics addressed in class and/or studied in the textbook, aimed at assessing the preparation on the program.
Written partial exams and classroom practice: test with multiple choice and open questions, aimed at assessing the preparation on the program, especially on the topics and methods discussed in class.

Textbooks and Reading Materials

For corporate law contents

- The exam can be prepared on the material and documents provided in class (and available on Moodle)
- Students who need to review the foundations of Corporate Law, which are the basis to understand the contents of this course, can refer to M. Cian (editor), Diritto commerciale, Giappichelli, Torino, latest edition, limited to:
  - volume I. Diritto dell'impresa, ch. 9 and 10;
  - volume III. Diritto delle società, ch. 1 (sec. III, IV, VI), 11, 12, 16, 17, 24 (sec. V), 26 (sec. II and III), 31, 35, 36, 37;
  - volume IV. Diritto del sistema finanziario, ch. 9 (sec. II).
- For the M&A section, students may also refer to Nigro (editor), Diritto delle operazioni straordinarie, Il Mulino, 2022

For tax law contents
In addition to the material and documents provided in class (and available on Moodle), the exam must be prepared on the following text: F. Tesauro, Istituzioni di diritto tributario. Parte speciale, Utet, Torino, latest edition, limited to:

ch. 1, 2 (sec. II, V, and VI), 3 and 5.

Sustainable Development Goals

INDUSTRY, INNOVATION AND INFRASTRUCTURE