UNIVERSITÀ
DEGLI STUDI DI MILANO-BICOCCA

SYLLABUS DEL CORSO

Struttura Finanziaria, Controllo e Riorganizzazione delle Imprese

2526-2-FSG01A031

Learning objectives

Upon completion of the course, the student should have acquired:

- knowledge and understanding of the means and consequences of the major operations of firms outside the ordinary course of business;
- ability to analyze the corporate and tax profiles of corporate operations from a unified perspective;
- ability to apply the notions learned to the analysis of real cases and in the resolution of legal problems, combining corporate and tax profiles;
- autonomy of judgment in interpreting norms and identifying the most appropriate legal solutions;
- communication skills in the presentation and discussion of legal topics, both in written and oral form;
- independent learning skills, including consultation of normative, doctrinal and case-law sources.

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 will be held in person and in Italian with occasions of interactive teaching on practical cases. Up to 25 hours of lectures will be delivered remotely.

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.
Optional written partial exams and classroom practice: multiple choice test and open-ended questions, aimed at assessing the knowledge of the program, especially on the topics and methods discussed in class. Both approaches involve the assessment of the ability to present, understand and apply concepts, of the autonomy of judgment and of the language proficiency.

Textbooks and Reading Materials

For corporate law contents
The exam can be prepared on the material and documents provided in class (and available on E-learning)
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, 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 E-leaning), 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 | REDUCED INEQUALITIES