



UNIVERSITY OF MESSINA  
DEPARTMENT OF LAW

VIA PIETRO CASTELLI N. 1  
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TEL.: +39 090 6766104  
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PROF. DARIO LATELLA, PH.D.  
dlatella@unime.it

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**Messina (Italy), September 2019, the 30th**

*TO WHOM IT MAY CONCERN*

**RE: CURRICULUM VITAE PROF. DARIO LATELLA, Ph.D.**



Date of Birth: MARCH 6, 1971

Place of Birth: MESSINA

Citizenship: ITALIAN

Gender: MALE

email: dlatella@unime.it

***Optional Personal Information***

Marital Status: MARRIED

Children: n. 1

***LANGUAGES***

English, Spanish, German.

***CURRENT POSITION***

Permanent position as Professor at the University of Messina, Department of Law.

Teaching: Commercial and Company Law, Listed Companies and Bankruptcy Law.

Advocate Higher Italian Court.



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### **COVER**

Since 2000, DARIO LATELLA is Ph.D. in Business Law (University of Catania, Italy) and, since 2007, he is Professor of Business Law (University of Messina).

He has been Visiting Professor in many high ranked Universities all over the world, such as Oxford, Cambridge, Durham, East Washington, Madrid, Cadiz, Warsaw, “Luigi Bocconi”, and is a member of the editorial board of several referred national and international law journals.

He advises national and international corporations on corporate and restructuring matters, restructuring and winding-up procedures, IPOs, shareholders' agreements, corporate governance and corporate litigation. He is experienced in advising state-owned corporations on issues triggered by the sc “Madia Law n. 175/2016.” He assists corporations before the Italian Judicial lower (since 1997) and higher Courts (since 2010), as he is a member of the Italian Bar.

Dario has a long track record in contractual claims, corporate litigation, managers' liability, shareholders' decisions, minority shareholders' protection, professional liability and tort, financial statements and balance sheet policies.

Moreover, he assists corporations in improving “231 Models”, internal procedures of governance, internal audit, related parties transactions, remuneration policies and *IAS-IFRS* rules, and he is part of several boards as president of internal committees and/or independent director.

Dario is a frequent speaker at national and international conferences and has written extensively on topics within his areas of practice: his books on *Shareholders' Derivative Litigation* (Giappichelli, 2007) and *The Internal Control System in Company Law* (Giappichelli, 2018) are the sole legal monographs on these topics.

Dario is a member of the European Corporate Governance Institute and is currently visiting Durham Law School as Professor of European Company Law (since January 2019).

He speaks English, Spanish and German, in addition to his native Italian.

(Prof. Dario Latella, Ph.D.)

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### ***EDUCATION - CAREER***

1994 - Degree in Law at the University of Messina, full marks (110 cum laude/110); full marks in the exams (30 cum laude/30). Title of the dissertation "*Investment contract and investors protection*";

1994/2002 - Assistant Professor of Bankruptcy Law and Business Law;

1995 - Foundation Bonino-Pulejo fellowship in Commercial Law at University "Cattolica del Sacro Cuore" (Milan);

1997 – Advocate in the Lower Courts;

1999, 2003 and ff.yy. - Visiting researcher at "Max-Planck-Institut für ausländisches und internationales Privatrecht", Hamburg, tutors Prof. Hopt and Prof. Hirte;

2000 - PHD in Business Law at the University of Catania (cooperation with Max Planck Inst.);

2001/2004 - Fellow researcher of Business Law at the University of Catania;

2004 - Full-time researcher of Business Law at the University of Messina;

2007 until today - Professor of Commercial and Company Law (permanent position), at the University of Messina, Department of Law;

2007 - Visiting Professor at the University of Warsaw, "Centre for Italian and European Legal Studies";

2009 - Visiting Professor at the University of Reggio Calabria;

2009 until today - Professor of Company Law in the post graduate High School for Law at the University of Messina;

2009 until today - Professor of Company Law in the post graduate School for Notary Public



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"Salvatore Pugliatti" at the University of Messina;

2009/2011 - Professor of Business Law in the Master of Law and Economics at the University of Messina;

2010 – Advocate in the Higher Courts;

2011 - Professor of Business Law in the Master of Contract Law at the University of Reggio Calabria;

2013 - Visiting Professor at the University of Bogotá "Externado" (Colombia);

2014 - Visiting Professor at the University of Oxford (Institute for European and Comparative Law);

2015 - Visiting Professor at the Eastern Washington University (U.S.A.);

2015 - Visiting Professor at University of Cadiz (Spain) - Erasmus+ EU grant.

2016 - Visiting Professor at University of Cambridge (UK)

2016 - Visiting Professor at University "L. Bocconi", Milan (Italy)

2017 – University of Valladolid Spain, Erasmus+ grant

2019 – University of Durham UK

2019 – University of Madrid Spain, Erasmus+ grant

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### SELECTED PUBLICATIONS

**(2019)** Crises in Corporate Groups in the New Italian Insolvency Code, March 6, 2019, in Commentario al nuovo Codice della Crisi e dell'Insolvenza, Zanichelli, Bologna.

**(2018)** *The Legal System of Internal Controls in European Company Law*, Giappichelli, Torino (book).

**(2016)** *Information Rights in Listed Companies*", in Treatise of Company Law, directed by Prof. Pietro Abbadessa and Prof. Giuseppe B. Portale, Giuffrè, Milan.

**(2015)** *The "COMI" Concept in the Revision of the European Insolvency Regulation*, in European Company and Financial Law Review (ISSN: 1613-2548), p. 479- 495. Vol. 11

**(2015)** *The Reform of European Insolvency Regulation (EIR-R)*, in *Giurisprudenza commerciale*, Giuffrè, Milano, vol. IV;

**(2015)** *The "COMI" Concept in the Revision of the European Insolvency Regulation*. in EUROPEAN COMPANY AND FINANCIAL LAW REVIEW (ISSN:1613-2548), p. 479- 495. Vol. 11;

**(2014)** *Informazione societaria e tutela delle minoranze nelle società quotate*, in *Società, banche e crisi d'impresa*. Liber Amicorum Pietro Abbadessa, Torino, UTET, 2014, pp. 775-818.

**(2014)** *La cessione* in *Il Diritto fallimentare e delle società commerciali*, Padova, Cedam, n. 1, 2014, pp. 24-62.

**(2010)** *The Shareholder Derivative Suits: Disfunction and Remedies against a "Paradoxal" Inactivity*, in *Corporate Ownership & Control*, "Virtus Interpress", Sumy - Ukraine; - available *Social Science Research Network*: <http://ssrn.com/abstract=1634961>

**(2009)** *Shareholder Derivative Suits: a Comparative Analysis and the Implications of the European Shareholders' Rights Directive*, in EUROPEAN COMPANY AND FINANCIAL LAW REVIEW, N. 2-3 (VI), 2009, PP. 307-323; - available *Social Science Research Network*:



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<http://ssrn.com/abstract=1614931>;

**(2008)** IL FALLIMENTO DELLE SOCIETA' NELLA RIFORMA DEL DIRITTO FALLIMENTARE. IL NUOVO DIRITTO FALLIMENTARE RIFORMATO. MESSINA. 16 FEBBRAIO 2008

**(2007)** *Shareholder Derivative Action in Europe: Monitoring the Management for Breach of Fiduciary Duty. Searching for New Models in the Economic Analysis of Law.* TAORMINA (ITALY). March 25-27, 2007. (pp. 1-10, waiting for publishing); - available *Social Science Research Network*: <http://ssrn.com/abstract=1615342>.

**(2007)** *I limiti della responsabilità oggettiva dell'intermediario finanziario. La responsabilità nel collocamento e nella gestione degli strumenti e dei prodotti finanziari e la Direttiva Europea MIFID.* MESSINA. 11 maggio 2007. (pp. 1-10, waiting for publishing).

**(2007)** *Warrants azionari e disciplina generale dei contratti: problemi in tema di risoluzione per inadempimento*, nota a Trib. Ivrea, 1 settembre 2005. BANCA BORSA E TITOLI DI CREDITO. vol. II, pp. 365-394 ISSN: 0390-9522.

**(2007)** COMMENTO AGLI ARTICOLI 204, 205 E 206 DELLA LEGGE FALLIMENTARE. In: JORIO ALBERTO E FABIANI MASSIMO. IL NUOVO DIRITTO FALLIMENTARE. (vol. II, pp. 2669-2673). ISBN: 978-88-08-20120-1. BOLOGNA: ZANICHELLI (ITALY).

**(2007)** COMMENTO AGLI ARTICOLI 194, 195, 196, 197, 198 E 199 DELLA LEGGE FALLIMENTARE. In: JORIO ALBERTO E FABIANI MASSIMO. IL NUOVO DIRITTO FALLIMENTARE. (vol. II, pp. 2616-2643). ISBN: 978-88-08-20120-1. BOLOGNA: ZANICHELLI (ITALY).

**(2007)** (book) L'AZIONE SOCIALE DI RESPONSABILITA' ESERCITATA DALLA MINORANZA. (pp. XVII-424). ISBN: 9-788834-877517. TORINO: GIAPPICHELLI (ITALY).

**(2004)** *EL SISTEMA ESTADOUNIDENSE DE CIRCULACIÓN DE LAS INVESTMENT SECURITIES EN LA DISCIPLINA DEL ARTÍCULO 8 DEL UNIFORM COMMERCIAL CODE*, in *Revista de derecho bancario y bursátil*, ISSN 0211-6138, Año nº 23, Nº 94, 2004, 43-86.



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(2000) *La procura generale conferita a terzi dagli amministratori di società di capitali: condizioni e limiti di ammissibilità*, in *Giurisprudenza commerciale*, Giuffrè-Milano, 2000, 124 ff.

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### LAST REPORTS AND MEETINGS

#### **The Italian Law on PMIs' and Start-up Companies**

May 24, 2019

Dario Latella was the opening speaker at the seminar "The Italian Law on PMIs' and Start-up Companies: a model for business and governance", at the Italian Bar Association, in Messina.

#### **El Modelo de Consejo de Administración de la Sociedad Cotizada**

May 15, 2019

Dario Latella spoke at the seminar "El modelo de consejo de administración de la sociedad cotizada tras la reforma legal de 2014 y el CBG de 2015", at the CEU San Pablo University in Madrid.

#### **Las Comisiones Especializadas de Supervision y Control**

May 14, 2019

Dario Latella spoke at the seminar "Las comisiones especializadas de supervision y control en el modelo de consejo de administración de la sociedad cotizada", at the CEU San Pablo University in Madrid.

#### **El Informe Olivencia**

May 13, 2019

Dario Latella spoke at the seminar "El Informe Olivencia", at the CEU San Pablo University in Madrid.

#### **Internal Controls in Company law**

April 10, 2019

Dario Latella spoke at the Milan Notary Committee, (Milan), on "Internal Controls in Company law".



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### **Internal Controls in European Company Law**

May 17, 2019

Dario Latella lectured at the University of Madrid CEU S. Pablo, on "Internal Controls in European Company Law".

### **The New Italian Insolvency Code**

April 5, 2019

Dario Latella spoke at the OCI and Accounting National Committee (Ancona) on "The New Italian Insolvency Code".

### **Winding-up Procedures**

March 22, 2019

Dario Latella lectured at the University of Pisa, on Winding-up procedures.

### **European Company Law**

March 14, 2019

Dario Latella lectured on European Company Law at the University of Durham (UK).

### **The New Italian Insolvency Code**

March 8, 2019

Dario Latella lectured at the University of Salerno, on "The new Italian Insolvency Code".

### **The 2019 Master on Bankruptcy Law: The New Italian Insolvency Code**

January 25, 2019

Dario Latella lectured at the University of Pisa, on "The Introduction to the 2019 Master on Bankruptcy Law: The New Italian Insolvency Code".

### **The Evolution of European and North American Corporate Law**

June 29, 2018

Dario Latella spoke at the Notary National Meeting in Capri, on "The Evolution of European and North American Corporate Law: the Role of the Notary".





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### **Enforce Minority Protection in Company Law**

May 24, 2018

Dario Latella lectured at the University of Pisa, on "Enforce Minority Protection in Company Law: from Shareholders' Rights to Shareholder's Value".

### **Internal Controls in Stock Companies**

May 25, 2017

Dario Latella lectured at "Luigi Bocconi" University, on Internal Controls in Stock Companies, between Fragmented Regulations and Legal Framework.

### **Social Responsible Investment via Benefit Corporation**

May 3, 2017

Dario Latella lectured at the University of Pisa, on "Social Responsible Investment via Benefit Corporation: the Role of the Board".

### **The "COMI" Concept in the Revision of the European Insolvency Regulation**

November 16, 2016

Dario Latella lectured at the University of Cambridge, on 'The "COMI" Concept in the Revision of the European Insolvency Regulation'.

### **The Reform of Companies Partially Held by the State**

May 19, 2016

Dario Latella lectured at the University of Messina, on "The Reform of Companies Partially Held by the State: Organization of the Corporate Enterprise and Management Liability".

### **The European Banking Law System**

July 27, 2015

Dario Latella spoke at the seminar "The European Banking Law System", Spokane (WA - USA).

### **El sistema bancario y bursatil europeo**



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June 27, 2015

Dario Latella spoke at the seminar "El sistema bancario y bursatil europeo", Cadiz (Spain).

### **El Gobierno Societario**

June 20, 2015

Dario Latella spoke at the seminar "El gobierno societario", Cadiz (Spain).

### **Corporate Governance and European Law**

June 20, 2015

Dario Latella spoke at the seminar " Corporate Governance and European Law ", Cadiz (Spain).

### **European Company Law**

June 17, 2014

Dario Latella spoke at the Seminar on European Company Law at the Oxford University.

### **8th European Company and Financial Law Review Symposium**

September 27, 2013

Dario Latella was a keynote speaker at Luigi Bocconi University, 8th European Company and Financial Law Review Symposium, with a speech on "The 'COMI' Concept in the Revision of the European Insolvency Regulation".

### **Companies Partially Owned by the State between EC Law and Domestic Regulations**

June 12, 2010

Dario Latella spoke at the seminar on Competition, Services, Works Contracts between Domestic and EC Regulations. Cases and Materials", Naples, Grand Hotel Vesuvio, organized by Fondazione Italiana per il Notariato, by Consiglio Notarile of Naples, speech on "Companies Partially Owned by the State between EC Law and Domestic Regulations".

### **Removing Directors in Limited Liability Companies**

November 27, 2009

Dario Latella spoke at the seminar on "Removing Directors in Limited Liability Companies (Srl's). Elements of Comparative Law and EC Law", Messina, Main Hall of the Court of Appeals, Organized by Consiglio dell'Ordine degli Avvocati di Messina.



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### **The Negotiating Activity of Foreign EC-Nationals**

September 26, 2009

Dario Latella spoke at the seminar on "The Negotiating Activity of Foreign EC-Nationals: Cases and Materials", Verona, Boscolo Hotel Leon D'Oro, organized by Fondazione Italiana per il Notariato, by Comitato Interregionale dei Consigli Notarili delle Tre Venezie and by Consiglio Notarile di Verona, speech on "The Bankruptcy of EC-Based Companies: Regulation No. 1346/2000".

### **Companies Partially Owned by the State**

April 17, 2009

Dario Latella spoke at the seminar on "Companies Partially Owned by the State", Palermo University – Economics Department, organized by the Doctoral Program in Business Law.

### **Cross Border Insolvency**

March 28, 2009

Dario Latella spoke at the seminar on "Cases and Materials of EC law of Interest for Notaries: Corporations", Milan, Unione Commercio e Turismo, organized by Fondazione Italiana per il Notariato, speech on "Cross Border Insolvency".

### **Shareholder Suits**

October 10, 2008

Dario Latella spoke at the III ECFR Symposium on "Shareholder Suits", Vienna, Main Hall of the Oesterreichische Kontrollbank AG, organized by European Company and Financial Law Review, speech on "Cross border Shareholder Suits and the Implications of the EC Shareholders, Rights Directive on Shareholder Suits".

### **Assignment of Actions for Liability against Corporate Bodies**

May 10, 2008

Dario Latella spoke at the seminar on "Assignment of Revocatory Actions, Actions pertaining to the Mass and Contended Rights: towards the Creation of a New Market", Taormina, S. Domenico Palace Hotel, organized by the University of Messina – Department of Private Law and Theory of Law, speech on "Assignment of Actions for Liability against Corporate Bodies".

### **Company Bankruptcy and Exercising Actions for Liability**



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February 16, 2008

Dario Latella spoke at the seminar on "Company Bankruptcy and Exercising Actions for Liability", Messina, ATM Auditorium, organized by Centro Studi di Diritto dell'Impresa e delle Procedure concorsuali.

### **Expected Changes in Legislation: Transposing the MIFID Directive**

May 11, 2007

Dario Latella spoke at the seminar on "Liability in placing and managing financial products and instruments", Messina, Main Hall, Court of Appeals, organized by Centro Studi di Diritto dell'Impresa e delle Procedure concorsuali, speech on "Expected Changes in Legislation: Transposing the MIFID Directive".

(Prof. Dr. Dario Latella)

A handwritten signature in blue ink that reads 'Dario Latella'.

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