

# Workshop

## License agreement drafting: understanding important but often overlooked agreement provisions

Milan (Italy), 19 April, 2018

### REGISTRATION FORM

Surname ..... Name .....

Date of birth ..... Place of birth .....

Company .....

Job Title .....

VAT / Fiscal code .....

Address .....

Zip code ..... City .....

Mob. ....

E-mail .....

Signature .....

### GENERAL INFORMATION

#### Participation at Italy HLG Workshop on April 19:

- Fee for Italy HLG and PLG Europe Members € 200,00 + 22% VAT
- Fee for Non-Members Italy HLG and PLG Europe € 350,00 + 22% VAT

Registration fee should be paid by:

- WIRE TRANSFER:  
IBAN: IT98 D03032 73920 010000004079  
SWIFT CODE: BACRIT21927  
  
Description of payment:  
Italy HLG Workshop and name of participant.
- WEB Payment:  
By Paypal [info@fenicia-events.eu](mailto:info@fenicia-events.eu)

Registration form must be sent to  
**Fenicia Events & Communication**  
by fax nr. +39 06.62278787 or by E-mail: [info@fenicia-events.eu](mailto:info@fenicia-events.eu)

Your data will not be disclosed to third parties, in compliance with Legislative  
Decree n. 196/2003 on the protection of personal data

ACCORDING TO LOCAL TAX REGULATION (VAT):  
Registration for companies from outside Italy will be VAT free.

### Contacts



**Fenicia Events & Communication**  
Via Tor de' Conti, 22 - 00184 Roma  
Tel. + 39 06.87671411 - Fax + 39 06.62278787  
WhatsApp 342.8211587  
[info@fenicia-events.eu](mailto:info@fenicia-events.eu) - [www.fenicia-events.eu](http://www.fenicia-events.eu)

### Venue

**Fondazione Stelline / Centro Congressi**  
Corso Magenta, 61 - 20123 Milano - Italia  
Tel. +39 02.454621 - Fax +39 02.45462403  
[www.stelline.it](http://www.stelline.it)

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Milan (Italy), 19 April, 2018



Duomo, Milan

**Thursday, 19 April 2018**

## Workshop

### License agreement drafting: understanding important but often overlooked agreement provisions

*Milan (Italy), 19 April, 2018*

#### Speakers

*Luigi Faraone Mennella*

*Jeffrey N. Klein*

*Maricla Pennesi*

*Matteo Zapelli*

#### Focus

*Hidden risks abound in the boilerplate provisions of every agreement! License Agreements contain a variety of complex and often confusing clauses that may be overlooked in the drafting process but can have dire consequences later on. This workshop will help you understand what some of the key provisions are, what they mean, why they matter, and how to structure these provisions to your advantage.*

**9:00** Registration

**9:45** Welcome

*Antonella Cimatti - President Italy HLG*

#### SESSION I

**10:00** Short overview of certain agreements

#### The licensing agreement

#### Giving a look at certain provisions beyond the key scope of the agreement:

- ✓ Change of Control
- ✓ Representations and Warranties
- ✓ Liability and Indemnification
- ✓ Insurance
- ✓ Governing law
- ✓ Jurisdiction
- ✓ Dispute Resolution
- ✓ Termination
- ✓ Consequences Upon Termination

**13:00** Lunch

#### SESSION 2

**14:00** Main Fiscal and Legal aspects connected to Pharma M&A and Group structuring an International perspective

Highlights on SPA Clauses related to cross border transactions i.e.

Downpayments and Lump Sums, Gross up and Indemnification

Threats and Opportunities for the Sector:

- International trends Action 5 BEPS the Nexus Approach and Patent Box
- IP company under Tax scrutiny How to secure the assets minimizing the Tax risks.
- Withholding tax to be considered when purchasing assets and services

**15:30** Coffee break

#### PLENARY SESSION

**15:45** Participants interact with speakers on the topics of the day

**17:00** Conclusion and thanks