

CUTTING THE APRON STRINGS: **THE START-UP'S JOURNEY FROM VC FINANCING TO IPO**

38th IBA International Financial Law
Conference (IFLC)

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The start-up's journey from VC financing to IPO: *Speakers*

Speakers



Luis Adao da Fonseca



Francisco Barona



Federica Munno

Co-chairs



Gabriel Núñez



Alyssa Caples

Luis Adao da Fonseca

Exus Management Partners

- Founding Partner of Exus Management Partners, a leading global asset manager in the renewable energy space with more than 11GW under management.
- Senior Advisor to Mckinsey.
- Has invested in several startups ranging from aerospace, medical applications and software developers.
- Serial entrepreneur having launched companies in the electric mobility space and others.
- Previously was a board member of EDP Renewables having been responsible for the launching of the business back in 2003.
- MBA from INSEAD and Masters in Risk from NYU Stern School of Business.



Francisco Barona

Sérvulo & Associados

- Partner in the Finance and Governance department since 2019
- Partner at the law firm Serra Lopes, Cortes Martins & Associados, having joined in 2006.
- Lawyer at the Legal Services Department, between 1999 and 2005, having served as a member of the European Central Bank's FLEX - Working Group of Financial Law Experts.
- Member of the Prime Minister's Bureau in the XVI Constitutional Government.
- Lecturer at the Faculty of Law of the Lisbon Portuguese Catholic University since 1998, where he completed his Master's degree course in 2004. He joined the Bar Association in 1998.
- Expertise: Banking Law, particularly in a transactional area, M&A, Restructuring and Financing Operations and in diverse banking and financial business operations, in particular in the disposal/acquisition of assets including, most recently, non-performing Loans (NPL's).
- Experience: Advisory on complex structuring of undertakings for collective investment and their operations to acquire and dispose of assets, as well as in the field of Private and Venture Capital, having extensive experience in advising national and international private and venture capital funds and their operations.

In the capital market area, in public offerings, bonds issues, EMTN, interchangeable and convertible bonds, both domestic and international.



Federica Munno

BonelliErede

- Partner of the Italian law firm BonelliErede.
- She serves in the corporate department with a focus on:
 - capital markets (IPOs, capital increases, offers of financial instruments to retail and institutional investors)
 - assistance to listed companies on compliance with prospectuses, transparency, market abuse and shareholders' rights regulations
 - extraordinary transactions concerning listed companies in Italian and cross-border deals
 - opinions on the governance of listed companies
 - public M&A and related takeover bids.
- In 2011-2012 she acted as visiting lawyer at the UK law firm Slaughter and May where she was involved in several cross-border public M&A deals.
- She is ranked as “*next generation’s partner*” for ECM by Legal 500.

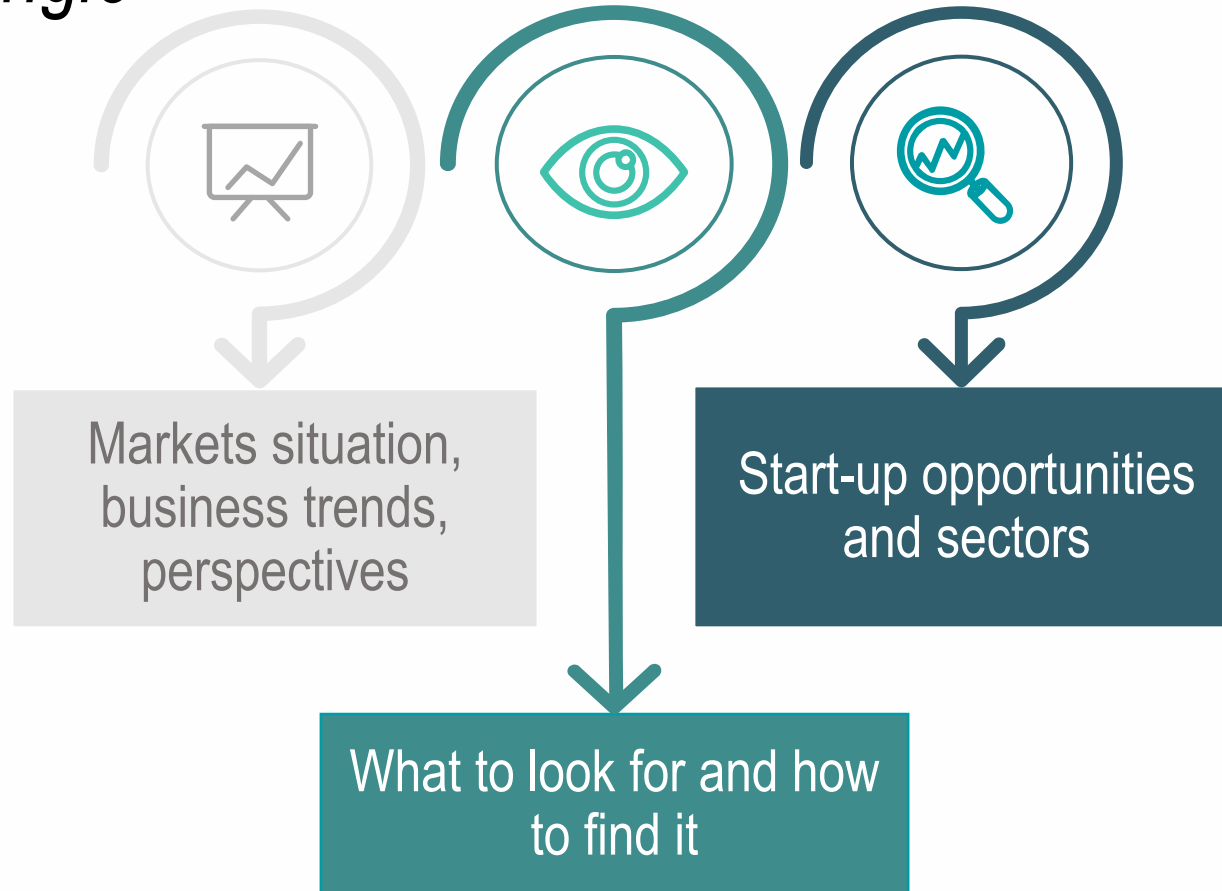


The start-up's journey from VC financing to IPO: *Introduction*

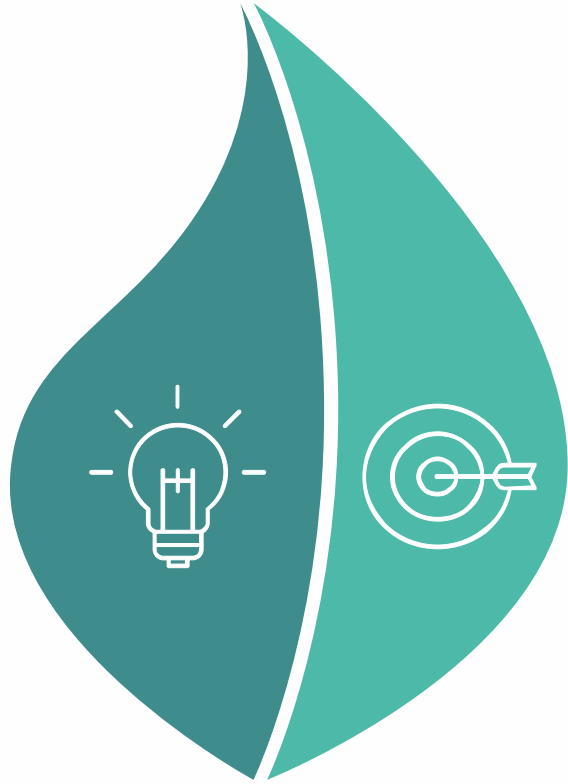
We will discuss **key exit strategy** considerations for start-ups and venture capital funds and the **pros and cons on the IPO route**, including enhanced liquidity for investors, access to capital, maintenance of control and employee equity incentives, but also exposure to market volatility and regulatory burdens.



The start-up's journey from VC financing to IPO: *Business angle*



The start-up's journey from VC financing to IPO: *Contractual angle*



New opportunities for VC funds financing

The VC programme under the recovery and resilience plan (pros and cons)

Key provisions on VC agreements

The start-up's journey from VC financing to IPO: *IPO angle*



How can the need of the VC fund to (partially) exit in IPO be balanced with the maintenance of an adequate level of governance in the listed company?

Multiple voting shares and the VC fund's influence in the Board's composition – shareholders' agreements with the founders.

How can the equal treatment principle in listed companies cope with the “pre listing” information rights typically granted to the VC fund?

The VC fund's contractual right to appoint directors and the possible information flow within the scope of the market abuse rules.

How can the VC fund exit post IPO? Market abuse and takeover constraints to be taken into account by the VC when considering the viability of the main secondary exit routes



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