

PERES &  
FERREIRA  
ADVOGADOS



# About us

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- ✓ We are **business-oriented lawyers**. We advocate for companies, entrepreneurs, corporate groups, investment funds, and high net-worth individuals in complex demands, in which technical and dealmaking approaches are differentials (e.g., dealmaking mindset).
- ✓ We believe in the importance of **human relations**. Therefore, we build trustful and long-term relationships between our team members, partners, and clients. More than just legal advisors, we seek to be trusted partners.
- ✓ We all have common purposes that transcend our individual goals. We have an **ownership mindset**. We always aim to look at things from our client's perspective. Our mission is to add value by applying our ownership mindset to projects and assignments.
- ✓ Our team is **highly qualified** and in constant evolution. We are always seeking more knowledge. Our main basis of action is our knowledge of the Law – which we combine with our market, business, entrepreneurship, and negotiation expertise.

# Our legal assistance

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## **Modern and dynamic practice**

- ✓ We are a firm with a modern profile that works with a dynamic approach to offer solutions compatible with our client's needs.

## **Personalized, technical, and effective demand resolution**

- ✓ We believe every demand is unique. We always offer a custom-made and technical service, to achieve the most effective results.

## **High-quality services**

- ✓ We offer high-quality legal assistance. Our partners are always directly involved in the services, offering the best legal assistance to our clients.

# Practice areas

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- ✓ Corporate Law
- ✓ M&A – Merges & Acquisitions
- ✓ Capital Markets
- ✓ Wealth Management
- ✓ Contracts
- ✓ Tax Law
- ✓ Arbitration
- ✓ Project Finance
- ✓ Entertainment, Technology & Digital Business

# Corporate Law

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- Incorporation and winding-up of legal entities (e.g., limited liability companies and corporations) as well as assistance on the organization of joint ventures, SCP (Silent Partnership), associations, and other investment and partnership vehicles.
- Legal assistance in monitoring and compliance with corporate obligations, including participation in General and Special Meetings, Quota holders Meetings, Board Meetings, as well as drafting the required documents regarding such events.
- Planning and implementation of the partnership structures and hybrid models of equity/compensation for partners.
- Full legal assistance for private and publicly-held companies in corporate governance, investor relations, and other corporate and regulatory issues, as applicable.



# Corporate Law

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- Negotiation and drafting of Shareholder's Agreements, Quota holder's Agreements, Contracts in general, and other legal documents.
- Structuring and implementation of corporate reorganizations (including incorporations, incorporations of shares, mergers, spin-offs, and transformations) considering both corporate and tax aspects.
- Legal assistance in corporate negotiation and litigation.

# M&A Transactions

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- M&A transactions through:
  - ✓ Equity acquisitions;
  - ✓ Asset acquisitions;
  - ✓ Private and public fundraising;
  - ✓ Joint Ventures etc.
- Coordination and development of the legal Due Diligence and other issues related to M&A Transactions (e.g. assistance with compliance with suspensive conditions; drafting of shareholders agreements etc).
- Negotiation and drafting of M&A transaction documents (e.g., Memorandums of Understanding; Term-Sheets; Share Purchase Agreements, Investment Agreements, and Subscription Agreements, amongst others.
- Structuring of M&A transactions vis-à-vis economic, tax, and corporate governance matters.

# Capital Markets

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- Legal assistance in financial and structured transactions, including investment and securitization transactions.
- Legal assistance in structuring investment funds in Brazil.
- Legal assistance in Initial Public Offerings, follow-ons, and private offerings.
- Legal assistance for obtaining all authorization and registration of managers, administrators, CTVMs, DTVMs, and other entities within the National Financial System before CVM, ANBIMA, and BACEN.
- Consulting for directors of publicly-held companies, investment funds, portfolio managers, investment advisors, securities analysts, professional investors and other service suppliers of the financial and capital Markets.
- Legal assistance on regulatory matters (CVM, ANBIMA, B3, and BACEN).

# Wealth Management

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- Legal assistance in organizing and structuring family assets under corporate, tax, and succession aspects, through the usage of holdings, trusts, investment funds, and implementation of corporate transactions to segregate or aggregate heritage.
- Legal assistance in preparing succession plans, including drafting of wills, aiming to guarantee the transmission and division of the estate to heirs in Brazil and abroad.
- Legal assistance to multi-family offices.
- Legal assistance with family and succession conflicts.
- Legal assistance on out-of-court inventories.
- Participation in Family Advisory Councils.
- Preparation and assistance with the Income Tax Returns, Declaration of Capitals Abroad, and ancillary obligations abroad for individuals and family offices.
- Legal assistance with real estate and assets transactions, in Brazil and abroad.

# Contracts

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- Negotiation and drafting of strategic contracts and legal documents in general.
- Drafting and analysis of contracts (e.g. services, partnership, leasing, franchise, commercial representation, distribution, collective investment, licensing, loan, etc).
- Adaptation of foreign contracts to Brazilian legislation.
- Strategy definition regarding termination and renegotiation of contracts.
- Management of contracts, including, registry and digital safekeeping, notifications regarding deadlines, and compliance with contractual obligations.
- Legal opinions regarding contractual matters.

# Tax Law

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- Legal advice to individuals and legal entities, national and foreign, on the interpretation and application of municipal, state, and federal tax law.
- Tax advice on corporate and financial transactions.
- Legal assistance with the evaluation and refund of tax credits.
- Legal opinions and studies on tax law issues.
- Preparation of consultations and claims of tax benefits before governmental and treasury bodies.
- Representation in administrative and judicial tax proceedings, through the development of legal thesis, in order to protect the client from undue taxation or to provide tax savings.

# Arbitration

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- Assistance in pre-arbitration measures (e.g., providing risk assessment, preparation of notifications, participation in negotiations to settle disputes, etc).
- Representation on arbitral proceedings, including in pre-arbitration preparations and proceedings, especially involving corporate, capital markets, and M&A matters.
- Assistance in Corporate Governance and maintenance of commercial relationships in the context of corporate conflicts.
- Legal opinion in commercial arbitrations and litigations in general.

# Project Finance

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- Full assistance in Project Finance transactions, including transactions with:
  - ✓ *Limited Resources*
  - ✓ *Full Resources*
  - ✓ *No Resources*
- Assistance with typical demands of market agents operating in this sector, including:
  - ✓ Builders;
  - ✓ Operators;
  - ✓ Insurers;
  - ✓ Suppliers;
  - ✓ Investors;
  - ✓ Users of the products and/or services of the company involved in the project.



# Entertainment, Technology & Digital Business

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- Full assistance to national and foreign clients on entertainment, technology & digital business, especially regarding:
  - ✓ New business planning;
  - ✓ Intellectual property protection;
  - ✓ GDPR – General Data Protection Regulation;
  - ✓ M&A transactions involving digital assets.
- Legal evaluation of entertainment or media matters to mitigate risks related to the violation of personality rights, intellectual property rights, or other illegal conducts.
- Assistance in the drafting and negotiation of operational contracts and representation in regulatory issues before Regulatory Agencies.

# Entertainment, Technology & Digital Business

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- Full development of procedures for compliance with the General Law on Personal Data Protection (LGPD), including privacy governance programs, incident response plans regarding personal data subjects, and communication channels with holders of personal data.
- Acting as an external data protection officer (DPO *as a service*).
- Legal opinions on regulatory matters regarding technology and innovation.

# The team

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# Amanda Peres

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## Practice

- ✓ Practice in commercial law and arbitration, with a focus on M&A transactions, commercial arbitration, corporate law, and *Project Finance*.
- ✓ Amanda has acted in several domestic and cross-border M&A transactions, with practice in transactions' negotiation and structuring
- ✓ Amanda has extensive experience in transactions in the media & entertainment and education sectors.
- ✓ Member of the List of Arbitrators of the Brazilian Center for Mediation and Arbitration – CBMA.
- ✓ Recognized as Deal Maker of the Year Award for 2023 by the editor Finance Monthly.
- ✓ Recognized as Deal Maker of the Year Award for 2024 by the editor Finance Monthly.

## Education

- ✓ Specialist in Commercial Arbitration and Alternative Dispute Resolution – PUC Rio.
- ✓ *US Business Law Academy* - Columbia University in the City of New York.
- ✓ Post-Graduated in Finance for Lawyers – COPPEAD / UFRJ.
- ✓ General and Tax Accounting – FGV Law Program.
- ✓ Bachelor of Laws (L.L.B) – FGV Direito Rio.
- ✓ Academic exchange semester at McGill Faculty of Law (Canada)



# Arnaldo Vieira Ferreira

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## Practice

- ✓ Practice in Business Law, especially Corporate Law, M&A transactions, Project Finance, and Capital Markets.
- ✓ Acting in the structuring of corporate reorganization transactions, including wealth and succession planning purposes.
- ✓ Acting in corporate disputes, with active participation in shareholders' meetings and board meetings, including negotiation and structuring of agreements.
- ✓ Drafting, analyzing, and negotiating commercial contracts as well as real estate transactions.
- ✓ Author of the book “**Reorganizações Societárias como Meios de Recuperação Judicial**” – 1st edition – São Paulo: Quartier Latin, 2024.

## Education

- ✓ Masters in Commercial Law – USP
- ✓ Post-Graduated in Finance for Lawyers – COPPEAD / UFRJ
- ✓ Bachelor of Laws (LL.B) – FGV Direito Rio
- ✓ Academic exchange semester at Universidad Carlos III in Madrid (Spain).



# Gabriela de Azevedo Correia

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## Practice

- ✓ Practice in Commercial law, Contracts, and Civil Litigation, especially in Corporate Law matters.
- ✓ As an advisor, Gabriela practices in legal issues involving M&A transactions, assisting in negotiations and structuring transactions, as well as drafting commercial and civil contracts, as well as advising on various corporate disputes.
- ✓ Drafting of Wealth and succession planning (Wealth Management).
- ✓ Practice in judicial and administrative proceedings, specifically in matters of a corporate and civil nature.

## Education

- ✓ Post-Graduated in Public and Private Law – EMERJ.
- ✓ Bachelor of Laws (L.L.B) – FGV Direito Rio
- ✓ Academic exchange semester at Universitat Pompeu Fabra (Espanha).



# Giovanna Sartori Ranzato Reis

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## Practice

- ✓ Practice in Commercial Law, especially Corporate Law, corporate reorganizations, commercial contracts, and M&A transactions.
- ✓ Practice in Wealth and Succession Planning, advising in tax, corporate, succession and corporate Governance matters.

## Education

- ✓ Post-graduate student in Family and Succession Law at the Brazilian Institute of Family Law - IBDFAM
- ✓ Bachelor of Laws (L.L.B) – FGV Direito Rio
- ✓ Complementary Degree in Economics – FGV EPGE
- ✓ Academic exchange semester at Universität St. Gallen (St. Gallen, Switzerland)



# Gabriella Ribeiro Siqueira

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## Practice

- ✓ Practice in Business Law, especially Corporate Law, with focus on corporate disputes, corporate reorganization transactions and commercial contracts.

## Education

- ✓ Graduate student at Faculdade Nacional de Direito / UFRJ.
- ✓ Expertise as a monitor student in the classes of Commercial Law I, II, III and IV (Individual Entrepreneurs and Companies; Business Corporations; Negotiable Instruments; Bankruptcy and Company Rehabilitation, respectively) and Mergers and Acquisitions (M&A).
- ✓ Member of the Research Group on Economic Law, Intellectual Property and Sustainability - DEPIS at UFRJ.
- ✓ Participated in the Extension Program of the Laboratory of Analysis on Business and International Private Law.





# Relevant Cases

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# Relevant Cases

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- M&A transaction, in which a Brazilian company has sold substantially all its international assets for, approximately, USD 125 Million.
- Corporate reorganization of a publicly-held company in the energy sector, with a capital increase made by private subscription valuing BRL 1.1 Billion.
- Assistance in all corporate issues to develop a Judicial Recovery Plan for companies that operate in the infrastructure sector.
- Countless M&A transactions, not only involving acquisitions/investments, but also sell/disinvestment projects in the shopping center sector, that combined represent more than BRL 865 Million.
- Resolution of corporate conflicts with real state division, valued at more than BRL 300 Million.

# Relevant Cases

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- Advice on international M&A transactions regarding the health sector, with acquisitions worth more than EUR 12 million, involving a business consolidation in the health sector in Brazil and private agents in the health sector in Portugal.
- Advice on international M&A transactions exceeding BRL 121 million, involving the sale of equity interest in a state to an affiliate of a foreign state-owned company.
- Several M&A transactions, both in acquisitions/investments and in disposals/divestments by financial institutions

# Relevant Cases

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- Assistance in M&A transactions of companies that operate in the educational sector, having acted substantially in all their acquisitions (schools and courses in general). We represented the client from the negotiation of the preliminary documents, through the legal due diligence and execution of the definitive documents – signing and closing. We also assisted the client with the compliance of all conditions precedent and with the preparatory acts for closing.
- Cross-border M&A transactions, valuing more than USD 20 million, involving festival producers and live music entertainment events. Our legal assistance involved the negotiation and structuring of the transaction between multiple parties.
- Representation in cross-border arbitration regarding an acquisition transaction, the exercise of Call Options, and the exercise of Tag-Along rights.

# Relevant Cases

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- Legal advice on Private Law to PPPs (Public-Private Partnership) located in different Brazilian regions in the Public Illumination sector.
- Assistance in the acquisition of minority shareholding in a strategic company in the real estate sector.
- Tax, contractual, and corporate legal assistance to dispose of real estate assets of a family corporate group.
- Wealth management services for a family of entrepreneurs with a vast variety of assets and heirs with different ages and goals.
- Full assistance in infrastructure projects, including preparation of EPC and O&M Contracts regarding the construction of the industrial plant.
- Full assistance in the establishment of joint-venture developments and Specific Purposes Companies.
- Assistance in private law for the participation of such entities in auctions, regarding the Brazilian National Privatization Program.

# Relevant Cases

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- Assistance to a financial institution, registered as a multi-purpose bank, securities stockbroker, and securities distributor, in several acquisition transactions involving asset managers, administrators, fintechs, insurance companies, and a portfolio of independent investment agents.
- Legal tax advisory on the structure of an M&A transaction, providing tax-efficient solutions for a Brazilian energy group in the sale of its projects.
- Legal tax advisory to a group of companies operating in several industry segments, to promote tax benefits for an intra-group transaction, executing loans, cost-sharing agreements, and services and consulting agreements.
- Project Finance for a reorganization of a trade fuel company.

# THANK YOU



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