

 **SOUTO  
CORREA**  
ADVOGADOS





## THE FIRM

Souto, Correa, Cesa, Lummertz & Amaral Advogados – comprises experienced lawyers united by the same principles and core values. The firm is staffed with highly qualified professionals, many of whom hold PhDs and have been recommended in prominent national and international legal rankings, all of which assess the competence and reliability of legal professionals.

## MISSION

To build a solid and long-term institution comprised of united and motivated people, capable of generating competitive advantages while remaining fully committed to its clients and to the community.

## CLIENTS

The firm represents national and foreign clients in various economic sectors, such as agribusiness, food, automotive, aviation, communication, construction, education, energy, entertainment, private equity, pharmaceutical, healthcare, hospitality, metallurgy, chemical and naval industries, financial institutions, logistics and transportation, mining, oil and gas, paper and cellulose, petrochemical, private clients, insurance, technology, retail and tobacco.

## COMMITMENT TO DIVERSITY

Respecting differences is an essential trait of our institutional culture. Souto Correa has formalized its commitment to diversity by creating a specific committee in 2017 as part of the firm's governance structure. The establishment of a group focusing on diversity seeks to align the firm with corporate governance principles and to further materialize one of the firm's core values, which is "focus on people, they are a means and an end onto themselves". Souto Correa's Diversity Committee main goals are to collect and gather internal firm data on gender, race and LGBT+ in addition to finding tools to deal with issues such as unconscious biases in hiring processes, career advancement and evaluation. Additionally, the group seeks to promote measures to increase diversity, raise awareness about the issue and promote respect for differences within the firm.

## INTERNATIONAL DESKS: ASIAN, GERMAN AND LATIN

Souto Correa assists domestic and foreign clients in Brazil and abroad in all areas of the law. With lawyers who are fluent in Mandarin Chinese, English, French, German, Italian and Spanish and especially through its German, Latin and Asian Desks, the firm caters customised services to foreign clients and to Brazilian clients with business overseas.

## STARTUP HUB

Souto Correa's Startup Hub specialises in startups and related investments. It aims to assist entrepreneurs in understanding all pertinent legal aspects related to their business. The team offers full-service support and boasts experience in all areas of law, especially in corporate, tax, intellectual property, labor, civil and consumer law. The structure of the Startup Hub embodies the entrepreneurial spirit of the firm, and its flexibility allows alternative legal fee arrangements.

## AREAS OF PRACTICE

With professionals who are recommended in national and international rankings that evaluate professional expertise and reliability (such as Chambers and Partners, Leaders League, Who's Who Legal, Legal 500, IFLR1000, LACCA Approved List and Análise Advocacia – Brazil, among others), the firm has a solid track record in all its areas of practice.

## SOCIAL RESPONSIBILITY

Souto Correa Advogados is committed to improving our society. We constantly seek to contribute towards building a better future by several initiatives in the field of social responsibility.

In addition to the activities above, our team also participates and supports other entities on multiple fronts, aiming to develop entrepreneurship and, consequently, strengthen the national economy.

Our firm is also engaged with other initiatives to promote entrepreneurship and provide training to our team to offer our clients and society the highest quality services.

## PRO BONO

We believe that the way to fostering fairness and equality in our society is to engage our team in pro bono and voluntary legal assistance in favor of individuals and nonprofit organizations and their community, whenever they cannot afford an attorney. Our firm considers pro bono services an important tool to develop the idea of responsibility and social purpose of our profession in our young professionals.

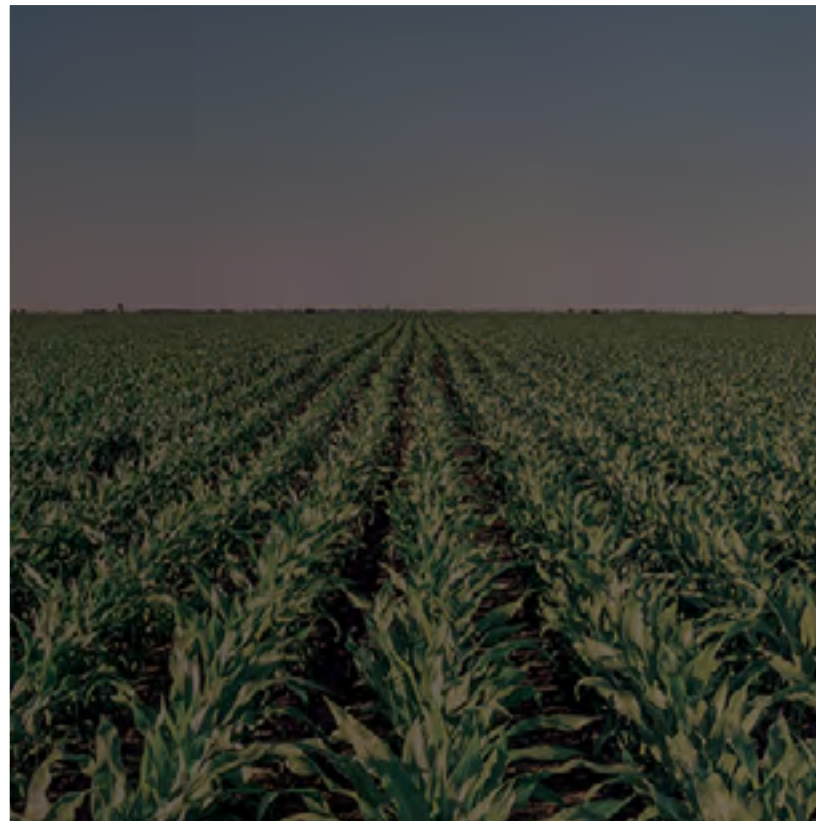
Our team is encouraged to act in pro bono projects. We also rely on an internal team which is responsible for monitoring ongoing pro bono cases and prospect new projects.



# AGRIBUSINESS

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## AGRIBUSINESS

The Agribusiness team has solid expertise in matters that involve the complex chain of the agricultural sector. The area is involved in input supply operations, including guarantee structures, structuring of transactions involving agribusiness securities, economic and financial restructuring of manufacturers and cooperatives, disputes involving the acquisition of commodities and supply of inputs, acting in trial procedures and seizure of crops, livestock and other assets linked to agribusiness and acquisition and lease of rural properties.

### RECENT REPRESENTATIONS

- Representation of a large American agricultural cooperative in injunctive relief for commodity seizure and lawsuits aimed at credit recovery.
- Legal advice to farmers cooperative in matters related to rural credit instrument strategies for its members.
- Representation of a large commodity trading company in injunctive relief for seizure of soybeans and lawsuits aimed at credit recovery.

- Representation of a large commodity trading company in asset exchange operations and substitution of collaterals that remained registered over the assets.
- Counselling to one of the biggest and most traditional cooperatives in the State of Rio Grande do Sul in an out-of-court restructuring; the advice encompasses restructuring in different fields of its business operations, from negotiating with creditors to drafting the restructuring plan and settling debts.
- Representation of a Chinese commodity trading company in lawsuits aimed at credit recovery, including the liquidation of a farmers cooperative.
- Counselling to a large farmers cooperative in strategic lawsuits aimed at credit recovery against its members.



# ANTITRUST AND COMPETITION

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## ANTITRUST AND COMPETITION

Our Antitrust and Competition specialized practice works in a multidisciplinary fashion in collaboration with other practices of our law firm to provide integrated solutions that fully address the needs of our clients. Our team has experience in several jurisdictions including Europe, Asia and the Americas, and provides services to market leaders and the largest global law firms.

### OUR EXPERTISE INCLUDES:

- Antitrust and competition counseling to energy, healthcare, infrastructure, investment, life sciences, media, oil and gas, real estate, and technology companies in antitrust and transactional aspects of joint projects with competitors and noncompetitors;
- Antitrust due diligence encompassing administrative investigations and assessment of the reportability of transactions from a Brazilian antitrust law perspective;
- Antitrust compliance training programs;
- Assistance in connection with government and internal investigations, including the execution of leniency agreements and cease and desist agreements;
- Assistance to domestic and foreign companies to design and review their commercial practices and agreements with firms in vertically related markets;
- Draft and submission to the Brazilian Antitrust Authority (CADE) of merger control forms (fast-track and non-fast-track cases), including multijurisdictional mergers;
- Negotiation and performance of merger control agreements involving behavioral and structural remedies;
- Draft legal opinions for investors interested in acquiring companies with operations in Brazil or assets/divisions to be divested in Brazil as a result of structural remedies imposed on transactions of third parties;
- Draft and submission of antitrust complaints before CADE;
- Internal investigations of domestic and cross-border cartels in various industries; and
- Antitrust aspects of privatization of strategic assets and business divisions of state-owned companies.



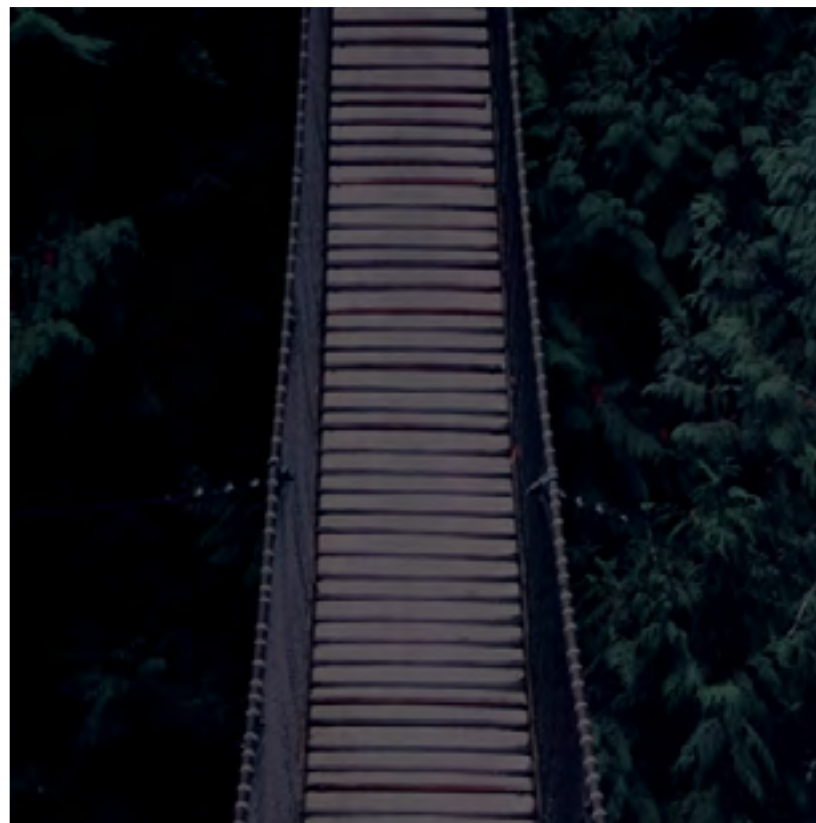
# ARBITRATION & MEDIATION

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## ARBITRATION & MEDIATION

The firm's multidisciplinary team handles domestic and international arbitrations, in addition to mediations and other forms of ADRs, such as Dispute Boards. It also represents clients in correlated procedures, such as arbitral letters and the challenge and annulment of arbitral awards, and in the recognition and enforcement of foreign arbitral awards. The firm advises clients in the negotiation and drafting of arbitral clauses and its most experienced professionals act as arbitrators and mediators.

"Acclaimed co-head of department Guilherme Rizzo Amaral maintains an established practice focusing on contentious mandates, including class action suits and arbitration matters. A client claims that 'he is an excellent practitioner to deal with arbitration proceedings,' and another source recommends him as 'constantly available, dedicated and persistent.' Interviewees describe him as 'a strategic professional who is able to see the bigger picture.' They add: 'He is a great lawyer that is gaining solid exposure in the arbitration sphere.' "

(Chambers and Partners).

"Jorge Cesa is recognised in the market for his advice on arbitration cases, especially those related to M&A, real estate and product liability issues. Clients state: 'He is a unique lawyer, with deep knowledge of the practice area,' and report that 'he often assists with difficult negotiations, helping us to minimise risks.' "

(Chambers and Partners).

"Marcelo Gandelman has gained visibility in the market for his arbitration work connected to commercial disputes. A client highlights his 'strategic role' in the case, while another source adds: 'He is strategic, solution-oriented and very experienced' ". (Chambers and Partners).

## RECENT REPRESENTATIONS

- Secured a 9-figure award to a contractors consortium in an arbitration related to the construction of a hydroelectric power plant in the central eastern region of Brazil.

- Secured an 8-figure award to a construction company in an arbitration related to the dissolution of a real estate joint venture.

- Secured an 8-figure settlement in favour of the Brazilian seller in an M&A arbitration against an European buyer.

- Won an arbitration for a chinese contractor against a Brazilian subcontractor related to the payment of municipal taxes.

- Succesfully annulled a judicial proceeding based on the existence of an arbitration clause, setting a precedent in the Brazilian Superior Court of Justice (Recurso Especial n. 1.569.422-RJ).

- Representation of Petrobras in multiple arbitrations initiated by thousands of shareholders in relation to alleged losses stemming from cases of corruption involving executives and employees of Petrobras, sub-contracted companies and politicians unveiled by the car-wash operation (matter of public record).

- Representation of a consortium of contractors in an arbitration related to the construction of the second largest hydroelectric dam complex in Brazil and fourth largest in the world in installed capacity.

- Representation of a consortium of contractors in an arbitration related to the early termination of an EPC Contract for the construction of a hydroelectric power plant in the State of Rio de Janeiro, Brazil.

- Counseling in four arbitrations discussing the installation and maintenance of wind farms comprising approximately 400 wind turbine generators and 1GW of installed power.

- Representing a consortium of the assembly contractors in an arbitration relating to interference and project delays in connection to the construction of a large hydropower plant in the North of Brazil.

- Won a dispute representing a Chinese contractor in relation to the construction of a thermoelectric plant.

- The team is also experienced in disputes relating to the supply of power generation equipment (hydro, thermal, wind and solar), the construction of transmission lines and of other types of power generation structures (solar and small hydropower plants, for instance).



# BASIC SANITATION

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**FERNANDO AYRES**

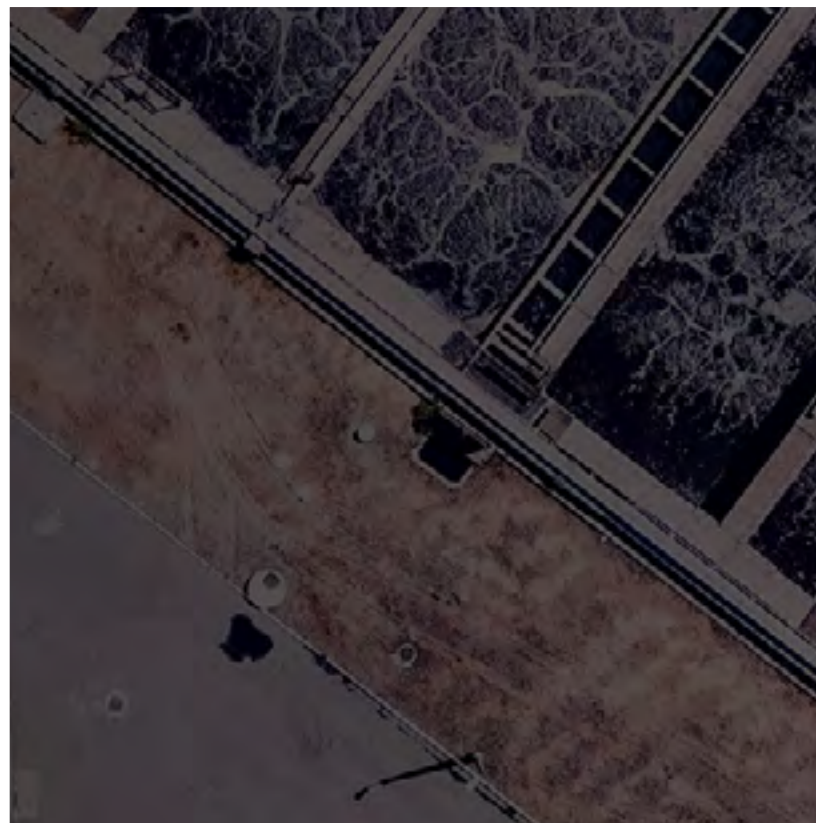
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Souto Correa has a specialized team in issues involving basic sanitation, formed by professionals with vast experience in matters related to regulatory, administrative, environmental, corporate and contractual law. The team of professionals provides interdisciplinary advice on both advisory and litigation aspects matters involving the four axes related to water supply services, sanitary sewer, urban drainage, urban cleaning and solid waste management.

#### **Water Supply and Sewage Services Oportunities in Brazil.**

Download the brochure [here](#).

## **RECENT REPRESENTATIONS**

### **Advisory**

- Advisory to private companies in the participation of bidding process for the provision of sanitation services through PPPs and other models in several regions of the country;
- Advisory in legal aspects related to the elaboration of a state basic sanitation plan;

- Training to professionals acting in the sanitation area;
- Advisory to the civil construction union entity on issues related to the regulation of the approval of sanitary sewage projects before the state concessionaire and in the environmental licensing of the activities;
- Advisory in the structuring of projects in the sanitation area, involving matters such as water reuse, land parcel, water and sewage treatment, management of urban and industrial solid waste;
- Legal advice for investment fund managers in the elaboration of a proposal for a Brazilian publicly held company, controller of several basic sanitation concessions for participation in public bids; acquisition of a percentage of specific purpose societies holders of water and sanitary sewer concessions;
- Legal advice for investment fund managers to undertake joint investments with a Brazilian publicly held company that controls several basic sanitation concessions, through public or private offer, in another

Brazilian publicly held company that also controls several basic sanitation concessions; and Legal advice to private company in the corporate, contractual, administrative and regulatory areas in the formation of the consortium for participation in bids and in the qualification of the consortium member.

### **Litigation**

- Defense of clients in litigation of private companies against sanitation companies in matters such as dispute between shareholders regarding the control of the companies;
- Defense of private companies in public-interest civil action, civil investigations and proceedings before the Accounting Court discussing possible environmental and regulatory irregularities in the model of providing water and sewage treatment services in important capital of the country;
- Acting in arbitration representing a Brazilian subsidiary of a multinational company in a dispute related to the construction of an effluent treatment system for the steelmaker industry;

- Acting in arbitration on behalf of a Brazilian subsidiary of an American food company in a post-M&A dispute discussing the acquisition of an industrial plant and the violation of representations and warranties for irregularities involving effluents; and
- Representing private companies in the sanitation area, in several states, for discussion of thesis involving ICMS tax (VAT) rate selectivity, among other tax issues, including enforcement and tax inspection related to Income Tax and Social Contribution on Net Profits (CSL).

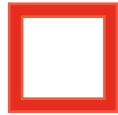
# CAPITAL MARKETS

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## CAPITAL MARKETS

The area assists clients in several issues regarding Capital Markets and Securities Regulation, which includes assistance to issuers and investors in specific operations (mandatory or voluntary offers). It assists issuers, brokers/dealers and investors in deals including IPOs and capital closings, securities issuance and offering, in addition to routine filings and disclosure.

Furthermore, it provides consultancy to regulated agents (companies, funds, brokers, asset managers and regulated agents' officers) to comply with legislation and regulation.

Our Capital Markets and Securities Regulation team also has expertise in investment fund structuring and associated deals.

The team defends regulated agents in enforcement actions brought by the CVM (Brazilian SEC), the Brazilian Central Bank and BSM (the Stock Exchange Self-Regulatory Authority), having broad experience in negotiation of settlement agreements and presentation of administrative defense. Finally, along with the firm's Dispute Resolution team it represents clients in lawsuits or arbitration procedures related to securities or financial markets.

## RECENT REPRESENTATIONS

- Assisted a copper mine in its transition from Level 1 of Corporate Governance of BM&FBovespa to the New Market of Bovespa.
- Assisted an electricity distributor in its public offering to acquire minority shareholders.
- The team structured a share swap agreement between the controlling shareholder and a relevant minority shareholder, followed by an offer to the other minority shareholders.
- Advice on asset manager accreditation before the CVM.
- Consultancy to shareholders in a deal that involved merger of a participating fund in the controlling group of a publicly-held company.
- Assisted publicly-held companies in the negotiation of contracts with the Directors and Officers, also providing information related to the CVM and the market.

- Defended an investment agent in an enforcement proceeding before the CVM, due to accusations of irregular management of portfolio and churning.
- Assistance to regulated agents in administrative proceedings brought by the CVM related to insider trading practices.

# COMPLIANCE & WHITE-COLLAR CRIMES

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## COMPLIANCE & WHITE-COLLAR CRIMES

The team provides assistance in the development and implementation of compliance programs to respect national and international requirements. Some of the activities the team develops are: support companies in the creation of ethics and conduct committees; preparation of legal risk evaluations and mapping along with the corresponding action plans; creation and management of channels to report potential non-conformities; virtual and face-to-face training and communication, monitoring of self-assessment and remediation projects, participation in inquiries and/or assessment of non-conformity cases.

Working in line with the other practice areas of the firm in advisory and litigation matters, the area also covers corporate criminal issues from a truly multidisciplinary angle. The team assists natural and legal persons in criminal matters during criminal investigations and in lawsuits before federal and state courts. This area's deep involvement in each case and the technical knowledge of the team guarantee quick responses and efficient solutions in all stages of the criminal process (from police investigation to trial).

### RECENT REPRESENTATIONS

- Defence of a major real estate agency facing charges of environmental crimes, active bribery, criminal conspiracy and trespassing federal lands.

- Defence of a businessperson facing charges of currency evasion, illegal currency trading, money laundering and criminal organization. Successful habeas corpus before the Supreme Court to release client from prison.

- Defence of a metallurgy company facing charges of sound, atmospheric, hydric and edaphic pollution.

- Defence of a car dealership company against charges of lack of disclosure of sensitive information regarding their clients' non-compliance with COAF's - Conselho de Controle de Atividades Financeiras (Council for Financial Activities Control) statutes.

- Representation of a multinational agrochemical company and its legal representative in a Federal Police investigation triggered by an IBAMA inspection of the company due to miscommunication regarding the use of agrochemicals.

- Representation of the directors of an engineering company in a major Federal Police operation involving charges of bidding fraud and criminal organization.

- Training courses on discrimination and harassment prevention to clients of different industries.



# CONSUMER & PRODUCT LIABILITY

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## CONSUMER & PRODUCT LIABILITY

Souto Correa's Consumer and Product Liability practice area handles strategic and complex lawsuits throughout the country, involving consumer law, product liability and civil liability. The team's experience covers both individual lawsuits and nationwide class actions, including the representation of clients, most of which are multinational companies and associations. The Consumer and Product Liability team is also involved in administrative and judicial litigation regarding sanctions applied by consumer protection agencies.

The team has experience before various State Courts and has a strong presence in the Superior Courts. The team also has a strong experience in administrative litigation related to consumer law, including administrative proceedings and public civil investigation proceedings. Souto Correa's Consumer and Product Liability practice has experience working with the major consumer protection agencies, such as the Brazilian Department of Consumer Protection (DPDC) and Public Attorney's Offices, as well with the National Council for Self-Regulatory Advertising (CONAR). The team has experience in advising national and international clients with matters related to product safety, and guidance of recall campaigns.

The area routinely advises clients with all their proceedings and policies involving consumer law, including post-sales services; electronic commerce and digital services; and abusive practices, among other matters arising from

consumer relations. This work comprehends reviewing documents such as terms and conditions, user guides, guarantee and warranty terms and advertising. The area also advises clients in adapting their policies according to the data protection law, as applicable to consumers.

Clients highlight the "team's 'solid technical knowledge and good reputation in the market'", adding: "They know how to position themselves from a theoretical and practical perspective." "Co-head of practice Jorge Cesa is singled out by clients for his 'experience and for his constant delivery of a reliable service. (...)". He is particularly strong in representing players from the tobacco, technology and electronics industries. (Chambers and Partners)

Roberta Feiten, partner in charge of the practice area, is known by clients as "very intelligent, energetic and studious" (Chambers and Partners).

"Partner Guilherme Rizzo Amaral focuses on strategic litigation matters, namely class actions involving consumer law matters. Clients highlight his 'experience, technical knowledge and availability,' adding that 'he has a great understanding of the client's business.'" (Chambers and Partners)

## RECENT REPRESENTATIONS

- The team represents a global online marketplace for hospitality service in several lawsuits filed nationwide by consumers and public authorities, including subjects related to the Covid-19 pandemic, as well as general consultancy to the business;
- The firm represents the Latin America's largest commercial airline in more than 250 civil inquiries, class actions and strategic lawsuits, as well as consultancy regarding several matters involving consumer law;
- The team represents a global cellphone manufacturer in strategic judicial and administrative cases related to consumer law throughout Brazil, including public civil investigations, class actions, individual claims arising from consumer accidents, tax foreclosure and lawsuits for the annulment of fines imposed by consumer defense agencies;
- The team represents a Chinese multinational manufacturer of computers and technology products in an administrative proceeding filed by the DPDC – Departamento de Proteção e Defesa do Consumidor (Brazilian Department of Consumer Protection) which discuss consumer relations. It also provides frequent advisory in diverse questions related to consumer law;
- The area represents cellphone manufacturers and a manufacturers' association in a Class Action filed by the

Federal and the State Public Attorney's Office of the State of Minas Gerais, related to the Specific Absorption Rate (SAR) and the alleged risk to human health associated with the use of cellphones;

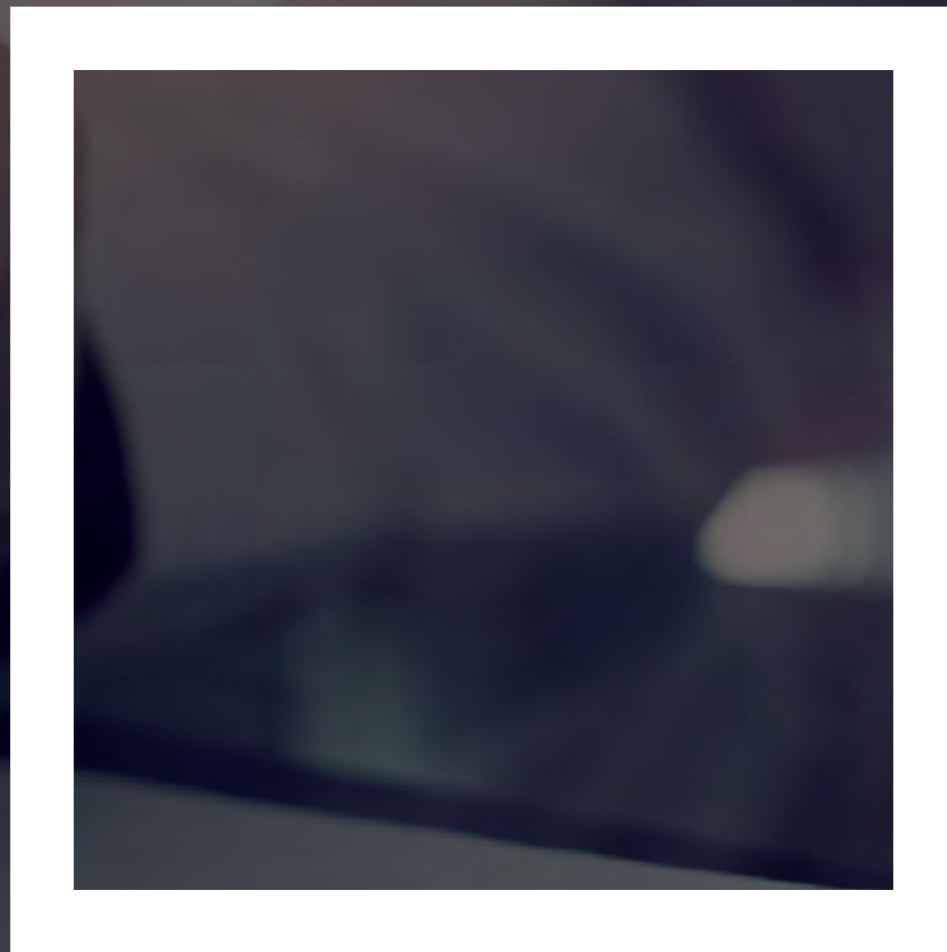
- The firm represents a North American computer manufacturer in several administrative proceedings filed by Brazilian consumer protection authorities or by Public Attorney's Offices (PAOs), as well as provides legal advice to different consumer law questions;
- The team represents an electric power company in several individual indemnity actions arising from an environmental public civil action;
- The area represents a global software company in strategic public civil actions, involving data privacy and other issues related to consumer rights;
- The firm represents an electronics manufacturers' association in Direct Actions for Unconstitutionality, including before the Supreme Court, regarding the enactment of local Consumer Defense Codes;
- The firm represents a pharmaceutical company in several individual claims regarding the existence of defects in a medicine, which would have caused damages to consumer's health;

# CONTRACTS

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## CONTRACTS

Souto Correa handles domestic and international contracts, providing support and advice to its clients from the very beginning in the negotiation phase to the actual drafting, review and execution of the contracts.

The team's assistance also encompasses any potential discussions of contractual matters, both in Court and in arbitration. Our team provides strategic advice on choice-of-venue and arbitration clauses, negotiation of guarantees, penalties and remedies for breach of contracts and the impacts arising from their termination. The firm also counsels on methods to minimize the risk of possible liabilities during the performance of contracts.

Our professionals have solid experience with cooperation contracts in different legal frameworks to enable commercial deals involving goods and services, such as distribution, agency and franchise agreements. The team also has significant experience with infrastructure contracts, such as EPC, turnkey and construction contracts, and the entailing negotiation of claims arising from such deals. In addition, we provide consultancy related to procurement, service rendering, shipping and logistics contracts, technology, nondisclosure agreements, admission of debts and renegotiations.

## RECENT REPRESENTATIONS

- Drafting and review of EPC contracts related to infrastructure works concerning the setting up of a thermoelectric power plant, as well as the formalization and negotiation of contractual claims arising therefrom.

- Review and drafting of amendments and renegotiation of EPC and Operation and Maintenance (O&M) contracts related to Wind Farms, as well as counselling in the management of loan agreements with the Brazilian Bank of Economic and Social Development (BNDES) and its operation agents.

- Review of agency agreement templates, drafting of termination agreements, review of best practices, preparation of manuals and rendering of training sessions with contract managers for a range of clients from the footwear, machinery and equipment, consumer goods and electronic industries, both in Brazil and overseas (working along with local lawyers).

- Evaluation of the requirements for the import and sales of products in Brazil by a manufacturer of electronic devices based abroad, as well as assistance in the drafting of the related sales contracts.

- In-company training sessions concerning the General Data Protection Regulation (GDPR – in Brazil: LGPD), including the necessary measures for the suitability of policies, terms of consent and contracts with third parties.

- Review of instrument of admission of debt secured by personal guarantee and by security interest in amounts over than R\$300 million concerning companies from the real estate sector.

- Drafting of contracts for services and procurement for setting up a Small Hydroelectric Power Plant (SHPP).

- Global consulting services in contractual matters for companies in the computer systems sector, including the review of procurement, leasing, service rendering, agency, assignment of credits, turnkey contracts, among others.

- Drafting of Memorandum of Understanding for the formalization of the grounds for investments related to Research and Development and of Technology Cooperation contracts.

- Evaluation of distributors' chain, review of contracts, identification and risk rating concerning the business model and discussion of mitigation measures.

- Legal opinions on matters of contractual interpretation, extension and effects of limitation of liability clauses, pre-contractual liability and breach of negotiations.

## CORPORATE LAW / M&A

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The firm handles all matters related to a company's daily corporate and governance routines. The lawyers also have considerable experience in M&A transactions, taking part in several transactions including mergers and acquisitions, shareholder agreements, and due diligence procedures.

"Souto Correa 'stands out from the crowd'; the team 'responds quickly and objectively and follows up in a personalised way', and is able to 'propose something that will make a difference to the client's business'. Notable developments at the firm include its establishment of a start-up hub, which brings together experts from the corporate, tax and IP teams. Recommended partner Raquel Stein heads the Latin desk. Carlos Fernando Souto, Jorge Cesa, Gilberto Deon Corrêa Junior, Isabelle Ferrarini Bueno and Vinícius Fadanelli also attract praise." (Legal 500)

"Clients highlight the team's 'indubitable technical knowledge and impeccable dedication, which inspire confidence in the solutions proposed.'" (Chambers and Partners)

"Another commentator adds to the praises, stating: 'One of their main strengths is the practical approach to complex legal problems.'" (Chambers and Partners)

"Clarissa Yokomizo was elected for two years consecutive as Next Generation Lawyer in the Area of Mergers and Acquisitions." (Legal 500)

## RECENT REPRESENTATIONS

■ Legal assistance to metallurgy industry company in the purchase of another company, which involved due diligence, negotiation of the quota sales and purchase agreement and the lease of a factory.

■ Representation of an energy company in the purchase of another company specialized in power generators. The firm performed the due diligence and assisted the client in the negotiation.

■ Representation of a food industry company during its sale process, including drafting of all documents pertaining to the seller, gathering the necessary documents for due diligence and the proceeding at CADE - Conselho Administrativo de Defesa Econômica (Administrative Council For Economic Defense).

■ Legal assistance to a client in the Brazilian portion of a global M&A. The firm not only conducted the due diligence of the Brazilian business divisions and assets, but also assisted the client along the negotiation process and in the implementation of the deal in Brazil.

■ Legal services in support of the divestiture of its Brazilian agricultural machinery branch, which involved drafting and filing all documents concerning the demerger in Brazil.

■ Representation of a foreign client in a joint acquisition and exploitation of land and timber in amounts up to USD 54MM. The client also needed the firm's expertise in handling a USD 4MM line of credit and in drafting a complex corporate structure in order to authorise the foreign company to acquire land in Brazil.

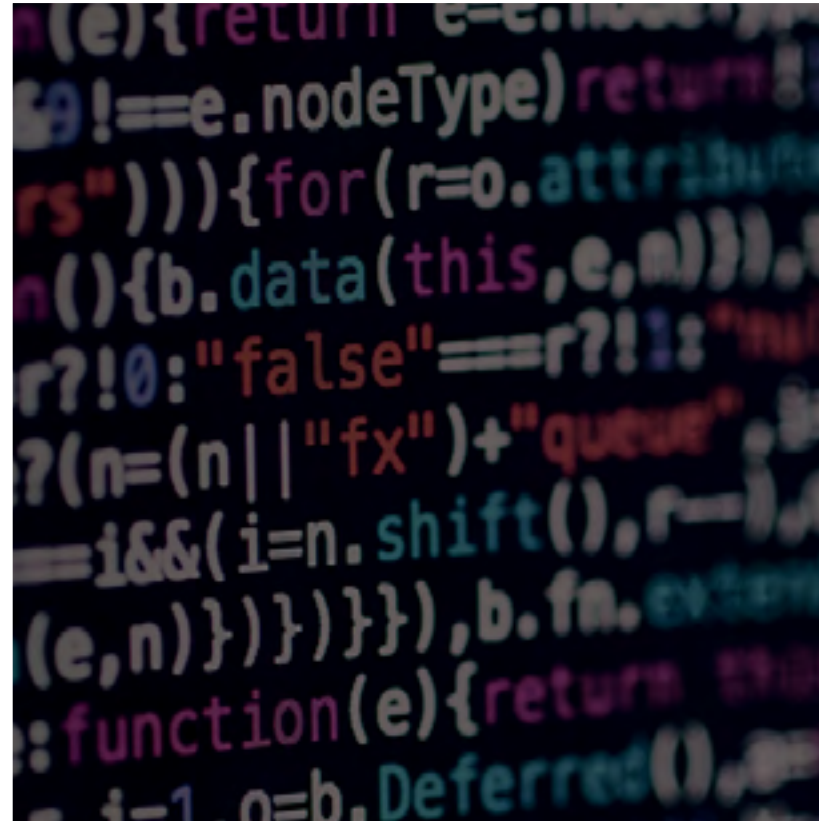
■ Representation of a client in its withdrawal from more than 20 companies which are all part of an industrial furniture group. The firm handled all legal arrangements, corporate actions and withdrawal negotiations.

# DATA PROTECTION

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i=1,n=b.Deferred(),  
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## DATA PROTECTION

Souto Correa has a team of professionals specialized in data protection and privacy matters, with the aim to strengthen the performance of companies in different sectors regarding data processing and security.

The firm provides multidisciplinary advice through the joint action of professionals specialized in various areas, such as Intellectual Property, Consumer and Product Liability, Contracts and Labor, who are capable of developing effective solutions related to the Brazilian General

Data Protection Act (LGPD) and the General Data Protection Regulation (GDPR), both in the advisory and litigation sphere.

The area's professionals advise clients in many segments on activities involving collection, use, transfer and retention of personal data, including experience in reviewing privacy policies, product privacy warnings and contracts with third party service providers for support on site, preparation and delivery of internal training for paper and pulp, electricity distribution and electronics companies, and drafting software license agreements for the trade of devices with embedded software for artificial intelligence companies.

### RECENT REPRESENTATIONS

- Advice on companies' conformity to LGPD and GDPR, including analysis of internal procedures/processes and mapping of points to be reviewed.
- Formulation and revision of internal policies with the aim to mitigate risks, including an action plan for conformity of Human Resources department - procedures of recruitment, management and termination of contracts of employees and third parties - as well as to other departments, e.g. Marketing.
- Trainings, courses and workshops to raise awareness and to deploy data protection policies, which also comprised multidisciplinary teams.
- Drafting and review of terms and conditions applicable to electronic commerce and internal procedures regarding the use of personal data for the purposes of media advertising by means of access to products and services and data transfer to third parties.

- Review of draft template for Data Processing Addendum to accompany contracts involving collection, storage and/or processing of personal data.
- Review of contracts which involve collection, storage and/or processing of personal data.
- Acting in judicial and extra judicial cases involving privacy and data protection in the civil, labor, criminal and administrative areas.

# ENERGY

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## ENERGY

The team has outstanding performance in the energy and natural resources sectors. The professionals join solid multidisciplinary legal background with highly specialized technical expertise, which allows thorough understanding of market design, value chain and risk allocation of the sectors they serve by offering innovative and tailor-made solutions in all spheres.

We serve clients in different phases and aspects of their projects in the energy or natural resources arena:

- a) consultancy in sector regulation for decision making and risk mitigation;
- b) structuring of energy generation projects;
- c) advice on participation in auctions and bid rounds;
- d) mergers and acquisitions;
- e) due diligences;
- f) administrative representation before regulatory agencies and authorities, including ANEEL, ANP, MME, MMA, ONS, EPE, CCEE, ANM, ANTAQ, DPC and SPU;
- g) specialized technical litigation and arbitration.

## RECENT REPRESENTATIONS

### POWER

- Advice on structuring power generation projects (solar, wind, biomass, gas, and coal).
- Representation of clients before ANEEL, CCEE and MME in several regulatory claims.
- Acting in the process of transferring the location and assigning ownership of a natural gas thermoelectric power plant within the scope of ANEEL, by presenting a Concession Transfer Plan.
- Coordination of activities and representation before ANEEL and MME in the process of transferring (submarket) location of a 50 MW eucalyptus biomass project which won the New Energy Auction.
- Due diligence coordination for the purchase of 2 natural gas thermoelectric projects in the State of Espírito Santo.
- Coordination and representation before MME of thermoelectric power plant fuel replacement process (from oil to natural gas).
- Drafting of legal-regulatory opinion on thermoelectric fuel replacement to subsidize the participation of the the generation agent in the New Energy Auction.

- Drafting of legal opinion and presentation on obligation of power supply by availability and collateral in Power Purchase Agreements by availability.
- Drafting of an Eucalyptus Biomass Purchase and Sale Agreement for a thermoelectric plant.
- Drafting of free market PPA for a wind power generation project.

### OIL, GAS AND BIOFUELS

- Drafting and advice on agreements used in the oil and gas industry (Joint Operating Agreements, Gas Sales Agreements, Fuel Supply Agreement, Gas Transport Service Agreement).
- Regulatory advice at different stages of the oil and natural gas industry (upstream, midstream and downstream).
- Advice on the legal framework applicable to carbon capture and storage.
- Legal advice on compliance with local obligations.
- Legal advice regarding the legal framework applicable to the exploitation of unconventional resources in Brazil.
- Advice on structuring sales projects of gas and liquids.

- Structuring of a gas import project.
- Advice on regulation of third-party access to Coordination of activities and representation infrastructure in the oil and natural gas sector.
- Regulatory advice on the regulation of petroleum by-products downstream.
- Advice on obtaining authorizations from ANP and MME.

# ENVIRONMENTAL & SUSTAINABILITY

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## ENVIRONMENTAL & SUSTAINABILITY

The firm provides consultancy services regarding compliance with environmental legislation, and the identification of the best solutions to conflicts involving environmental matters. The team also assists with environmental administrative and legal proceedings, including civil inquiries and public civil actions, negotiating settlements with public authorities, and providing assistance with environmental licensing and due diligence.

The lawyers actively participate in several round tables of representative productive sectors and regarding environmental policy implementation across federal, state and municipal levels. The team's experience spans a wide range of economic sectors and strategic environmental issues such as solid waste management and implementation of reverse logistics; management of contaminated areas and environmental liabilities; risk prevention and management of environmental accidents; environmental licensing and technical records; exploitation of forest resources including intervention in Permanent Preservation Areas, Legal Reserves and other legally protected areas; management of surface and underground water resources; exploitation of mineral and energy resources and compatibility with environmental preservation; sustainability practices.

"(...) expertise in solid waste management and reverse logistics. (...) Fabiana Figueiró is the name to note" (Legal 500).

### RECENT REPRESENTATIONS

- Legal advice to a forestry corporation regarding judicial and consultancy matters in cases involving waste and chemical product management, which included: due diligence; environmental license permits; representation in civil inquiries and general consultancy on compliance with environmental legislation.

- General assistance to one of the main investment banks in Latin America, including due diligence for purchase and sale agreements, revision of the environmental aspects of contracts, representation in civil inquiries and administrative proceedings and in operations related to their forestry assets in Brazil, including environmental licensing and the Cadastro Ambiental Rural – CAR (Rural Environmental Registry) .

- Representation in a Civil Class Action regarding alleged environmental damage due to the activities of a fertilizer factory.

- Representation of one of the world's largest electronic retail companies in administrative procedures, civil inquiries and in negotiations with public authorities and other companies regarding the national policy on solid waste management (Law No. 12.305/2012).

- Defence of a pesticide manufacturer in a public civil action involving purported environmental damage and harm to consumers.

- Consultancy to a tobacco company regarding the risks of environmental liabilities in the sale of industrial real estate.

- Successful representation of a wind power company in a public civil action in which the Public Prosecutor's Office was seeking to annul environmental licences.

- Assistance to a company in the pulp and paper sector in complying with a Conduct Adjustment Agreement involving environmental licensing and the regularization of the legal reserve of plots of land, besides negotiations with the Public Prosecutor's Office regarding approximately 25,000 hectares of land.

- Legal advice to companies involved in buying and selling contaminated areas and in environmental licensing of real estate projects in areas with environmental liabilities.

- Advice to one of the largest container ports in the country in defense against an infraction notice for alleged pollution and in preventive measures of criminal-environmental order.

- Advice to an agrochemicals manufacturer in civil investigations involving alleged environmental damage resulting from the improper application of such products.

- Consultancy to an electronics manufacturer in matters involving export and import of components rated as dangerous to be transported by land, air and water modes.

- Advice to a company in the energy sector on legal aspects involving signing a commitment agreement regarding the payment of environmental compensation amounts established in the licensing terms within the National System of Conservation Units legislation.

- Environmental consulting regarding acquisition and licensing of electricity sector ventures such as photovoltaic plants, wind farms and biomass plants in several regions across the country.

- Defense of a marketplace platform management firm against environmental and regulatory agencies and negotiation of a Consent Decrees with the Department of Public Prosecution in a case of agrochemicals sold via the platform.

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE

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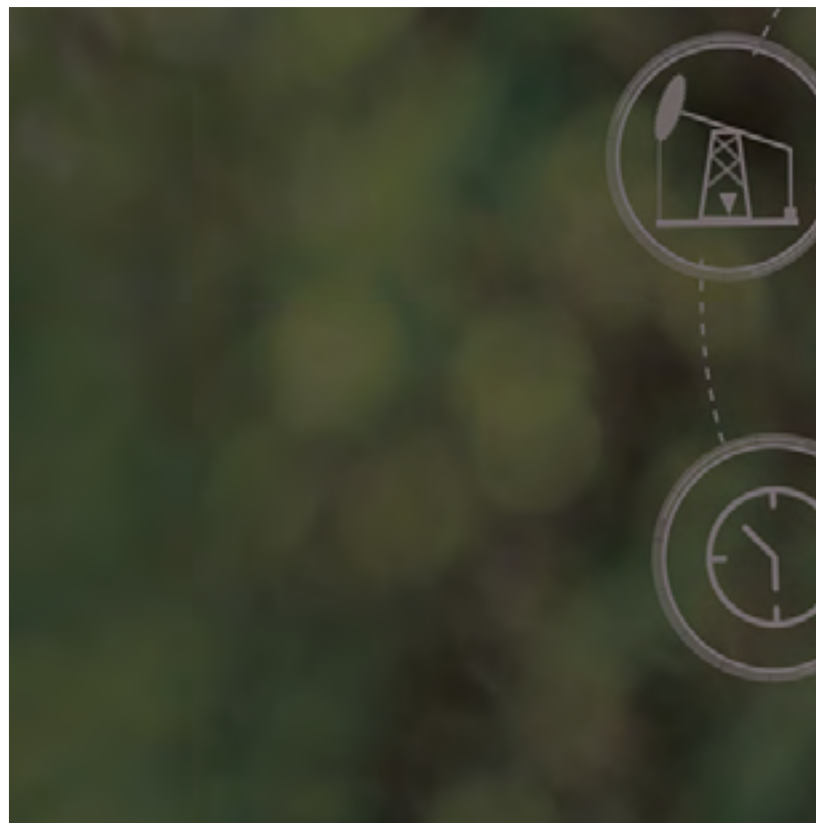
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## ENVIRONMENTAL, SOCIAL AND GOVERNANCE

Souto Correa has a qualified team to handle legal issues related to ESG (Environmental, Social and Governance) criteria. It is formed by professionals with technical expertise in several areas of law and with the ability to work in an interdisciplinary and integrated manner in complex and sensitive corporate issues. Our team includes lawyers with solid knowledge in the areas of environmental, labor, corporate, governance, contracts, third sector, compliance, administrative and regulatory, tax, and consumer law, data protection, data protection, and intellectual property, capital market, among others.

### SEE SOME OF THE WAYS OUR TEAM CAN HELP YOUR BUSINESS:

- Guidance to companies, investors and financial institutions in the process of integrating ESG criteria into their internal system of practices, as well as analysis of its capitalization possibilities;
- Legal audits focused on ESG aspects, whether for risk assessment in asset acquisitions or to establish legal relations for services and products agreements, considering the entire production chain;
- Consulting and audits for compliance with environmental legislation, especially in themes such as regular licensing and fulfillment of environmental conditions, waste and effluent management, including circular economy and reverse logistics, atmospheric emissions, environmental liabilities management, risk prevention and management;
- Counseling in the operationalization of projects that aim at the adoption of environmentally sustainable practices, beyond the legal obligations;
- Alignment of the internal system of practices with the pillars of public governance;

- Counseling in green, social and sustainable bond issuances, as well as in the structuring of positive impact or ESG financings, instruments, or investment funds;
- Counseling in the drafting, review, and implementation of good corporate governance practices focused on ESG criteria, including the prevention of anticompetitive practices, competitive risks and non-regulated aspects, such as diversity and inclusion;
- Review of labor practices to adapt the internal routines of companies, which includes financial management of labor liabilities, due diligences, drafting codes of conduct, HR policies, conducting training, among others;
- Drafting of internal policies, guidelines and action plans for the inclusion of minorities, gender equality, attraction and retention of talents, right to disconnect, etc;
- Tax incentives applied to environmentally and socially relevant projects (intended for investment funds and debentures related to such projects).

# INTELLECTUAL PROPERTY

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## INTELLECTUAL PROPERTY

The firm advises clients on issues related to trademarks, brands, patents, franchises, copyright law, domain names, industrial design, know-how, business secrets, software and the internet, unfair competition, e-commerce, corporate name disputes, trade dress, biotechnology, cultivation, access to genetic heritage (CGen) as well as all related areas, including applications and protective measures for those intangible assets.

It represents clients in judicial and extrajudicial disputes, contracts, licensing and partnerships and all related negotiations, and assists them in matters related to the recording and audiovisual industry, events, online content providers, TV broadcasters, advertising agencies, and recording and editing studios.

The team also provides assistance in activities that demand multidisciplinary expertise involving copyrights, image and voice rights, sponsorships, advertisements and branded entertainment. Similarly, it assists advertising agencies in branding and naming projects, while encompassing full legal advice in their negotiations and contracts.

Finally, the patent team has experienced attorneys and consultants, trained to conduct the technical analysis of inventions and utility models to be protected, as well as in patentability and FTO researches.

“Recognised partner Leticia Provedel is acknowledged for her strong practice related to copyright law in connection with the entertainment, cosmetics and technology sectors. She also offers dynamic assistance that encompasses trademark prosecution and enforcement and IP litigation” (Chambers and Partners).

“Souto Correa ‘consistently provides an excellent and timely service at a fair price’. It recently expanded its IP team by hiring new associates and patent consultants, and it also attracted a number of new clients. Leticia Provedel heads the practice and is highly recommended” (Legal 500).

### RECENT REPRESENTATIONS

- Several case wins involving patents and developments made by employees and former employees of the largest mining company of Brazil, at both Labor and Civil court cases involving claims that sum up to over 35 million dollars. Our firm is also responsible for the trademark and patent portfolio of such mining company
- Successful representation of a subsidiary of a Chinese ride-sharing, artificial intelligence and autonomous technology conglomerate against a preliminary injunction request made by its biggest competitor aiming to halt a vast marketing campaign on pricing comparison.

- Successful representation of the same client before the Brazilian Advertising Self-Regulation Council in order to keep several promotion campaigns running.

- Additional assistance to the same client in routine activities such as drafting, negotiating and revising complex IP related agreements; conduction of Freedom to Operate opinions on new products and technologies; full management of its trademark portfolio in Brazil; counselling for prosecution and advising on enforcement and strategic IP issues.

- Secured favourable decision to one of the world’s biggest underwear companies and its distributor in Brazil against the biggest Brazilian underwear retailer for unfair competition and copyright infringement for copying the clients’ underwear line of products.

- Annulment of third-party registrations granted in violation of the client’s (world’s largest cooperative financial institution) copyrights and trademarks, also being responsible for several IP enforcement measures.

- Advice to a privately-held financial, software, data, and media American company on several matters related to Ancine regulations, the Brazilian Pay TV law, and to agreements with local Pay TV distributors.

- Representation of a French multinational chain of personal care and beauty stores in a complex litigation against a local cosmetics retailer for involving trademark violation and unfair competition.

- Representation of several Brazilian and Foreign A-list artists and celebrities in several trademark projects; drafting, reviewing and negotiating assorted IP-related agreements; succession planning, negotiation and revision of agreements with major record labels and publishers, etc.

- Representation of the Brazilian subsidiary of the largest tobacco company worldwide in its trademark protection, successfully cancelling a domain name that infringed ANVISA regulations by importing and marketing cigarettes in breach of tax and criminal laws.

- Successful representation of the world’s largest iron ore producer in the protection of its Industrial Property assets as well as in litigation involving ownership of inventions and sponsorship of events via Rouanet Law.

- The team has had important success in representing acclaimed Brazilian artists against record labels and publishers in negotiations involving the ownership of their works and the payment of royalties for their exploitation. Recently obtained a favorable decision that gave back to a renowned Brazilian popular music artist the control of the exploitation of digital media rights of his works.

# INTERNATIONAL TRADE

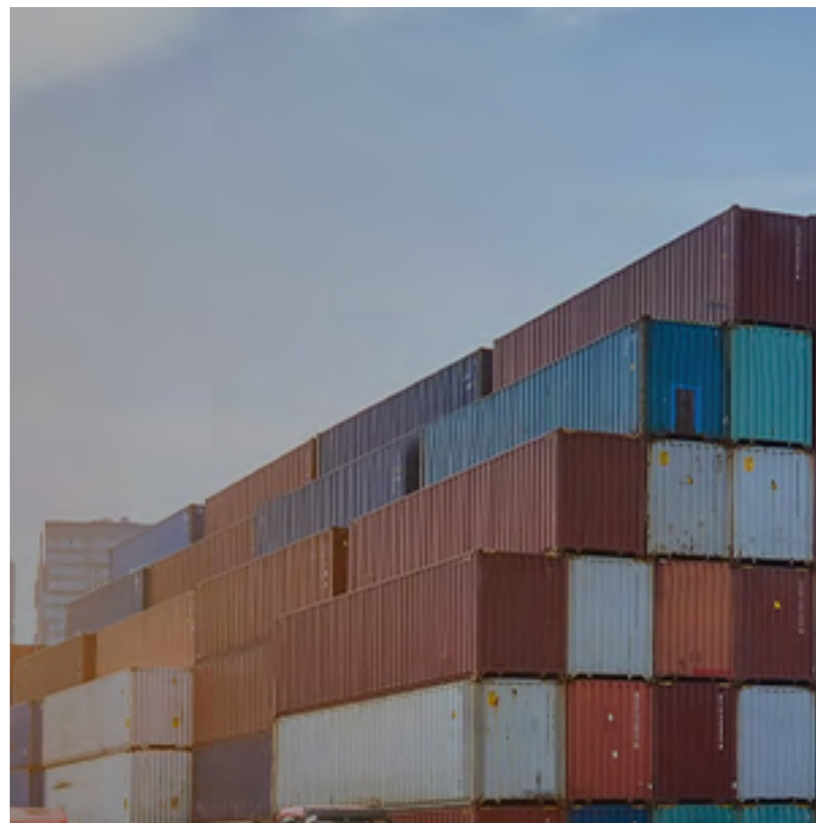
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## INTERNATIONAL TRADE

International Trade affects virtually all transactions of a global marketplace. Laws and regulations change every day, which may help or harm your operations worldwide. Our International Trade practice has professionals with extensive experience in the area, including former guest lawyer at the Brazilian Mission before the World Trade Organization (Switzerland) and at the General Coordination of Dispute Resolution at the Ministry of Foreign Affairs of Brazil. Souto Correa's International Trade practice advises clients with regard to trade and investment agreements, trade remedies, WTO dispute settlement and related, in addition to advocacy initiatives to the benefit of certain economic sectors, compliance, customs, and tax matters associated with international trade as a whole.

### OUR EXPERTISE INCLUDES:

- Draft and revision of submissions to WTO high-profile cases involving Brazil as a party and/or a third party;
- Support to Brazilian delegations at WTO hearings related to cases involving Brazil and interactions with foreign delegations and embassies;
- Close cooperation with the Brazilian diplomatic corps in Brasília and Geneva on WTO disputes;
- Advice to Brazilian diplomatic corps on Brazilian telecom regulatory aspects;
- Advice to foreign clients on administrative trade investigations before the Brazilian Ministry of Trade Defense (former MDIC);
- Advice on public consultations held by Brazilian Board of International Trade's (CAMEX) on potential retaliation measures against certain countries;
- Monitoring and advice on legislative developments and discussions involving public consultations held by CAMEX;
- Assistance to and representation of trade associations and companies in international forums hosted by foreign authorities;
- Advice in the structuring of international business taking into consideration bilateral, regional and multilateral investment agreements;
- Assistance to companies in high-profile international commercial arbitrations, investment arbitrations in connection with the WTO dispute settlement understanding Implementation of codes of best practices and monitoring measures in connection with FCPA compliance in the context of international trade;
- Identification of corruption risks in cross-border trade and implementation of appropriate internal controls and compliance measures to fix potential red flags;
- Risk analysis on a constant basis and update of internal policies with appropriate training to employees and executives to raise awareness of risks associated with corruption in connection international trade;
- Establishment of quality measurement procedures and internal customs policies to mitigate risks associated with potential illegal activities in connection with international trade;
- Interactions with advocacy groups, policymakers, and governmental entities in connection with international trade affairs;
- Assessment of potential commercial barriers and/or unfair trade effects derived from rules, regulations, environmental protection, and phytosanitary measures against companies and/or countries;
- Legal assistance in connection with customs laws and procedures, working with taxation on foreign trade transactions, tax classifications, special customs procedures, customs clearances, and registrations with SISCOMEX;
- Client representation in cases related to customs law in administrative proceedings before public authorities, as well as representation at all levels of judicial and administrative litigation;
- Advice and counseling in connection with trade remedies, including anti-dumping, anti-subsidy, and safeguarding measures;
- Legal assistance in connection with Brazilian Ex-tariff requests (i.e., request for reduction or exemption of Import Tax on capital goods and/or on computer and telecommunications goods that are generally not manufactured in Brazil).

# LABOR

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## LABOR

With experience in judicial and administrative litigation, the area has the necessary structure to manage common labour claims and lawsuits of greater complexity and strategic importance across the country, such as cases filed by directors and agents/ commercial representatives, public civil actions, class actions filed by trade unions, lawsuits seeking indemnification for occupational accidents or diseases.

The team handles the defence of companies in preparatory procedures, civil inquiries and inspection procedures held by the Public Ministry of Labour and by the Ministry of Labour and Social Welfare, regarding wide-ranging topics such as the allocation of positions for people with disabilities or for apprentices, moral harassment, outsourcing, collective layoffs and work hours.

Regarding consultancy, the team focuses on improving and correcting practices and internal policies, and on proposing creative solutions to align the interests and strategies of our clients within the requirements of Brazilian law. Our experience includes the management of relationships with trade unions and collective bargaining on a variety of matters, such as work shifts, workday compensation, profit sharing and collective layoffs.

The team also thoroughly reviews labour practices, including the adaptation of company routines for the eSocial; the financial management of labour liabilities; due diligences in merger and acquisition transactions; reviewing and drafting contracts, policies and codes of conduct; offering in-company training on issues related to labour law and contracts and assisting in transfers and dismissals of foreign employees.

“Joel Gallo is recommended alongside ‘experienced negotiator’ Paulo Roberto Souto.” (Legal 500)

## RECENT REPRESENTATIONS

- Representation of a non-profit pension fund in several labour lawsuits discussing responsibility for labour debts of an invested company.
- Representation of an entertainment company with more than 3,000 employees in Brazil in three collective actions, involving a total amount of approximately USD 8MM.
- Advice to one of the main manufacturers of agricultural machines and equipment in Brazil in the implementation of a restructuring of labour debts, involving a total amount of approximately USD 19MM related to more than 600 labour claims.
- Representation of the leading Investment bank in Latin America in a labour claim filed by a former bank officer, involving a total amount of approximately USD 14MM.
- Representation of a real estate investment company, which entered into a commercial agreement involving three properties, in labour claims that were redirected to the company under the argument that the company and the other parties of the commercial agreement were part of an economic group.

- Advice to a medical manufacturing laboratory, based in the US and with operations in more than 150 countries, in the implementation of an arbitration clause foreseen under the employment agreements, a new possibility according to the Brazilian labour reform.

## **LIFE SCIENCES & HEALTHCARE**

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Our Life Sciences & Healthcare practice combines experience and a vast history of our professionals in leading and multidisciplinary cases involving companies in this sector in the Brazilian market.

The familiarity of our team with the day-to-day issues of the regulated industry allows us to quickly assimilate the goals and challenges faced by customers to develop tailored and efficient solutions, either preventively or reactively.

Our team brings together leading professionals in the areas of health regulatory law, intellectual property, public law, contracts, public procurement and policies, and compliance, allowing a comprehensive approach to commercial, advisory and litigation matters.

Responsive to the peculiarities of the regulated industry, we advise national and multinational companies on pharmaceutical products, medical devices, food and beverages, biodiversity and biotechnology, cosmetics, healthtechs, telemedicine and healthcare services, among others.

## OUR SERVICES INCLUDE:

- Establishing companies and structuring, regularizing and renewing activities with respect to the Brazilian market authorities;

- Preparing, monitoring and managing aspects related to health inspections and compliance with Good Manufacturing and Quality practices;
- Drafting and advising on contractual issues, considering the specifics of the sector;
- Consultancy and administrative and judicial litigation, involving authorities that regulate the sector (such as INMETRO, IPEMs and CONAR);
- Planning, implementing and monitoring the product introduction cycle in the Brazilian market, post-entry obligations, recalls and product liability;
- Accessing and incorporating high-cost technologies into the Brazilian public and private health systems;
- Importation procedures for regulated products;
- Clinical research and access programs regulated by ethical and regulatory bodies;
- Developing and implementing Compliance Programs, guidance and training on policies and procedures;
- Investigations and guidance for compliance with regulatory standards, including regulatory strategy for new product development and approval;
- Assessing cases involving permissions and restrictions on advertising and promotion of products submitted to the Health Surveillance System;

- Assessing cases involving permissions and restrictions on advertising and promotion of products submitted to the Health Surveillance System;
- Advising on price approval procedures by the Pharmaceutical Market Regulation Chamber (CMED);
- Advising companies on participation in bidding procedures, with the preparation of requests for clarification, challenges to public notices, appeals, including assistance during the holding of public sessions by the bidding organization;
- Assisting in negotiations with the Ministry of Health related to the direct purchase of medicines, as well as in the structuring of innovative contractual models;
- Consultancy and litigation (administrative and judicial) involving questions and assessments by the Ministry of Agriculture and other agricultural defense authorities;
- Assisting in Research and Development projects involving Genetically Modified Organisms and respective procedures for accessing genetic heritage.

## RECENT REPRESENTATIONS:

- Advising a rare disease company to draft a Cooperation Agreement with the Ministry of Health (MoH) to conduct an unprecedented Real-World Evidence study (RWE), which will allow the evaluation of the clinical effectiveness of its medicines currently reimbursed by the Brazilian Unified Health System – SUS;

- Advising one of the largest ingredient supplier for the Brazilian ice cream industry to deal with one of the biggest recall in the history of the Brazilian food sector before Anvisa and other related authorities;
- Representing rare disease companies in the administrative challenges to attempts by the Health Secretariats of Parana and Ceara to undertake illegal public procurements with non-authorized importers trying to do parallel import and securing the companies market exclusivity.
- Representing a Covid-19 vaccine manufacturer and importer in the appeal against a recall order due to the lack of GMP of the manufacturing line, despite the demonstration that the site had GMP certificate from other international sanitary authorities and the evidence the batches are safe and effective;
- Advising the healthtech unit of one of the world's leading technology company on the possible regulatory framework of a health and well-being product to understand whether it would be subject to the software as a medical device regulation and guidelines
- Advising a rare disease company in the negotiations with a leading Health Insurer to understand the regulatory risks and establish contractual conditions to secure the treatment to insurer's customers, in light of legislation, case law and ethic matters.

## LITIGATION

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## LITIGATION

The firm has experience in the prevention and resolution of complex litigation in the administrative and judicial spheres, representing clients before all courts. It also cooperates with clients in the definition of strategies to reduce litigation and advises them in accordance with their business needs. It handles procedures involving many sectors of the economy and it considers the importance of bringing the corporate reality of each industry to the litigation arena.

"Market observers describe the team as 'very dedicated, highly qualified and familiar with the client's reality.'" (Chambers and Partners)

"Souto Correa is praised for its 'prompt responses, 360-degree strategy and strong experience in court'". (Legal 500)

"Guilherme Rizzo Amaral is 'a seasoned litigator', and Marcelo Gandelman 'anticipates the need for strategy discussions.'" (Legal 500)

## RECENT REPRESENTATIONS

- Acting as amicus curiae on behalf of a representative body of electricity distribution before the Supreme Court and the Superior Court of Justice, having obtained

favourable decisions concerning public prices and electromagnetic fields.

- Representation of a global manufacturer of computer hardware in strategic lawsuits involving fines and other penalties imposed by public authorities regarding administrative supply contracts.

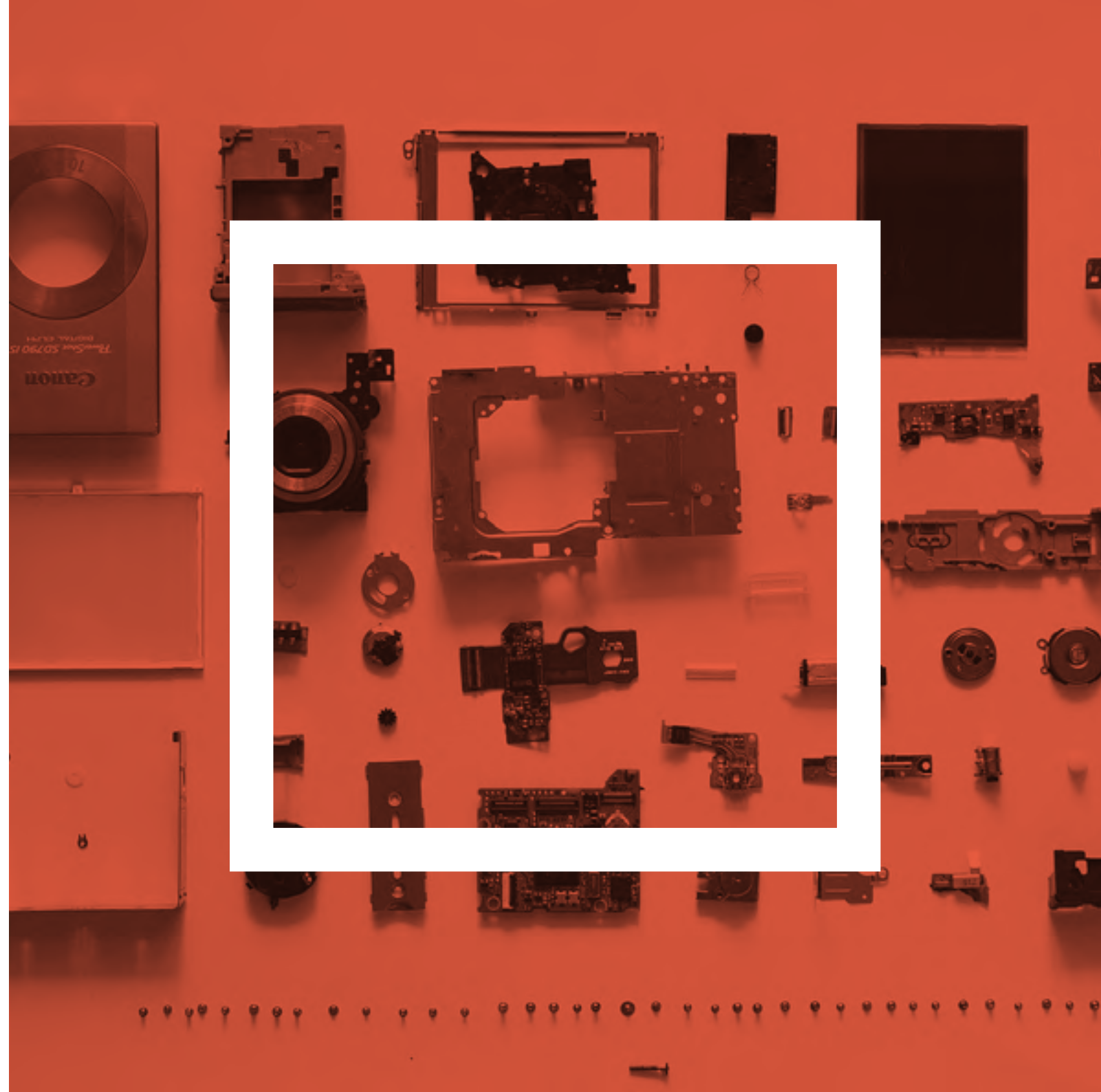
- Representation of a agricultural seeds producer in lawsuits aimed at credit recovery.

- Representation of six Brazilian electricity distributors in a lawsuit against a state-owned company;

- Representation of an infrastructure company in a lawsuit filed by the largest hydroelectric plant in the world , involving liability for a contract regarding the supply of equipment and installation of generating units.

- Representation of companies from a variety of fields (pulp, metallurgy, etc.) in indemnification claims involving agency/ commercial representation contracts and distribution agreements.

- Representation in a corporate dispute for the control of a petrochemical company during its incorporation and consolidation in the Brazilian market.



## ENTERTAINMENT & MEDIA

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## MEDIA & ENTERTAINMENT

Our team comprises attorneys who are experts in practice areas such as Intellectual Property, Corporate, Consumer, Contracts and Tax Law, and who apply their expertise in connection with the media, digital and entertainment areas. Our clients include artists and/or performing artists, advertising agencies, major TV broadcasters, digital platforms, including market places and e-commerce providers, telecommunication and technology companies, film/TV studios and production companies, record labels, publishing companies, independent and content producers.

We provide assistance on agreements such as representation, intermediation, sponsorship, advertising, licensing, marketing and naming rights agreements, as well as on the negotiations in connection therewith. The team's experience includes the corporate restructuring of artists and producers' companies, also covering tax and succession planning in order to minimize the applicability of taxes and capital risks, thus creating leaner structures for income management.

The team also advises clients on issues related to the Advertising Self-Regulating Council - CONAR, the National Cinema Agency – ANCINE and the corresponding Ministries, and provides consultancy on contracts and negotiations for audiovisual productions for the film, music, television and online platform industries, in all stages of production, including shows and events, artistic and cultural productions, book publishing, branded entertainment and product placement, in addition to issues related to tax incentive laws for of cultural projects, including proceedings issued by the Ministry of Citizenship. Our expertise also encompasses clearance of rights in connection with intellectual works, obtaining authorizations from the rights holders whenever necessary.

Our Media and Entertainment professionals are also experienced in projects related to image rights and other personality rights, protection of personal data, copyrights and internet, including issues related to consumer rights arising from the virtual environment. We also draft and

provide assistance on terms of use, contracts and policies related to e-commerce, cultural competitions, sweepstakes and promotions, privacy and compliance, and training on data protection.

As regards the music industry, the team periodically audits statements delivered to performers, composers and musicians, including on royalties, copyrights, public performance rights and licensing. It also negotiates and engages in legal disputes involving record companies, publishers, collective management entities and digital platforms.



## **PUBLIC LAW & REGULATORY**

**FABIO HENRIQUE DI LALLO DIAS**

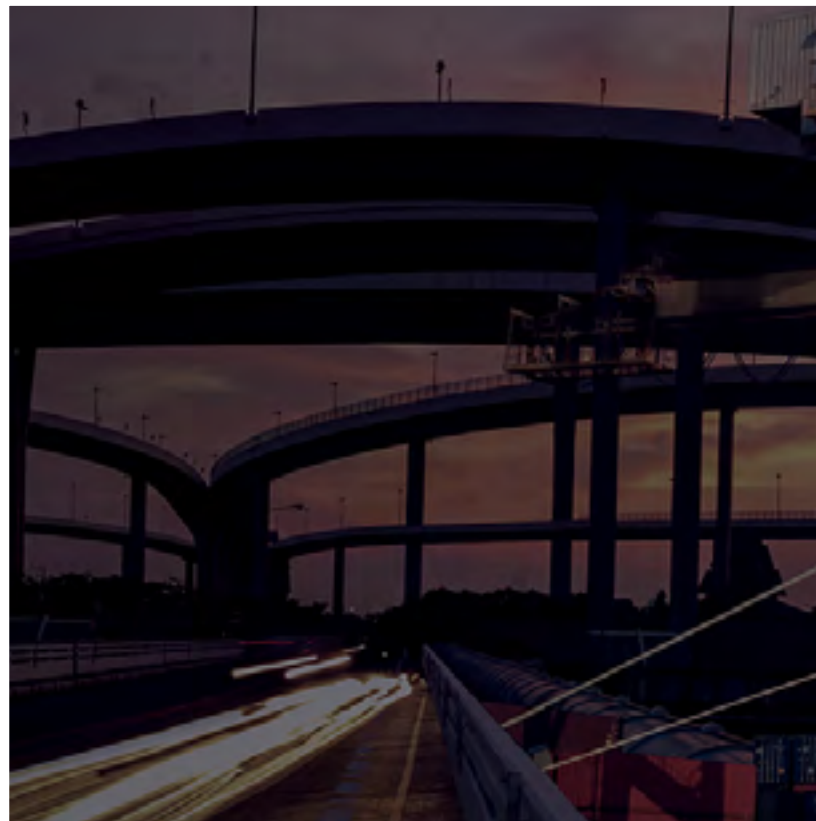
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**PUBLIC LAW  
& REGULATORY**

Souto Correa has experience in handling advisory and litigation matters of both general Administrative Law (procurement and public contracts, concession of public services, expropriations) and regulation of specific sectors of the economy, such as electricity, oil, natural gas, mining, sanitation, telecommunication, civil aviation, and land and water transport.

The team is appraised by clients for having prominent performance in regulatory discussions, auctions and bid rounds, and in administrative proceedings.

**In bids of the government and administrative contracts, the work of our firm includes:**

- a) Assisting clients in bid proceedings to approve results, including the review and interpretation of regulatory aspects;
- b) Review and interpretation of tender protocols, including annexes and clarifications;
- c) Preparing clarification requests to the Bid Committee;
- d) Reviewing and preparing documents required by the tender protocol and other proceedings to submit the bids;
- e) Review of documents and proposals of other bidders;
- f) Preparing appeals and responses relating to bid proceedings and administrative contracts;
- g) Preparing economic restatement requests;
- h) Representing clients in Public Finance Courts.

**We also assist clients in matters relating to infrastructure, providing sophisticated and innovative legal solutions:**

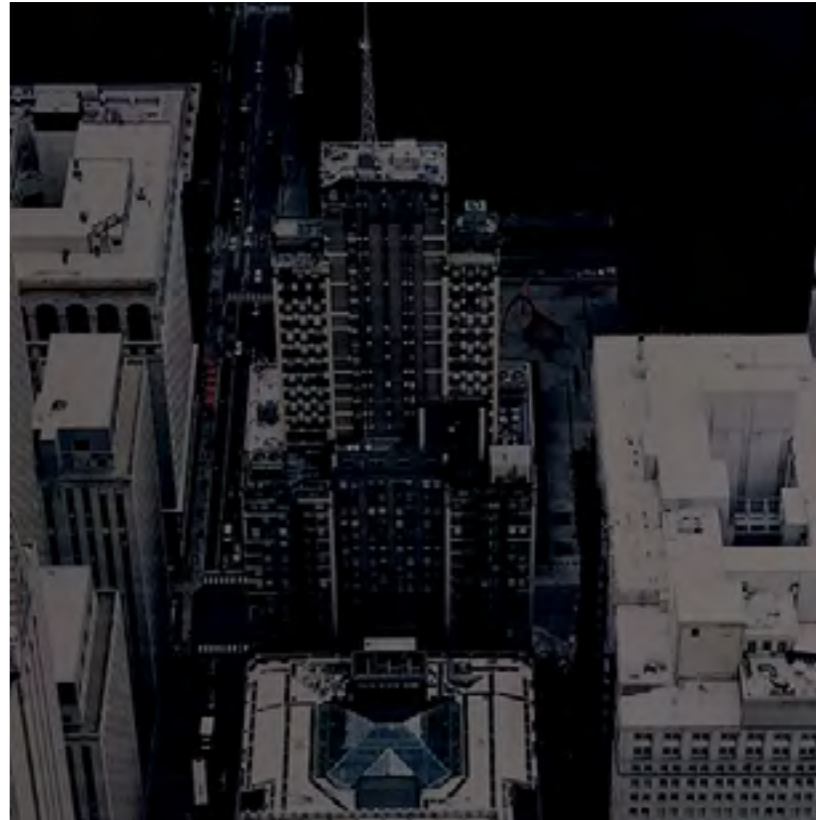
- a) Assisting clients in the logistics and transport sectors, including in matters that relate to concessions of sectoral services, including roads, railways, metros, ports and airports;
- b) Legal assistance regarding licenses, certificates and authorizations required to the performance of a regulated activity;
- c) Representing clients before regulatory agencies and authorities (including Anvisa, ANEEL, ANP, ANTAQ, ANM, ANAC, ANTT, SPU, DPC, MME, MMA, etc.);
- d) Defending clients in administrative sanction proceedings;
- e) Consultancy on the interpretation of normative acts;
- f) Reviewing administrative contracts and providing assistance during their performance;
- g) Assisting clients in proceedings to express interest in modelling specific bids.



**REAL ESTATE**

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## REAL ESTATE

The real estate team has expertise in complex real estate transactions. The firm provides services to domestic and foreign clients with a focus on corporate real property issues.

Our professionals are capable of advising across a variety of contentious and non-contentious real estate matters, with experience in due diligence; acquisitions and sale of urban and rural properties; commercial and industrial leases; real estate developments and land parcelling projects; regularisation of real properties and register of buildings; and with the conduction of administrative and judicial proceedings related to real estate.

“Areas of expertise at Souto Correa Cesa Lummertz & Amaral Advogados include commercial, industrial and rural leases, large construction projects and property litigation. Gilberto Deon Corrêa Júnior and Fábio Machado Baldissera are key contacts in the team, which has a diverse client base” (The Legal 500).

### RECENT REPRESENTATIONS

- Advice to the largest developer in Brazil on drafting memorandums on real estate incorporation and development in large real estate ventures and on the registry of deeds (with the Deeds Registry).
- Advice on the sale of industrial property owned by the world’s largest tobacco industry leader, including drafting of preliminary contracts, public deeds and securities.
- Advice on the sale of large urban areas in the city of São Paulo owned by a leading energy distribution company in Brazil.
- Advice to the acquirer in an M&A operation on several real estate matters regarding the acquisition of controlling interest of a concessionaire headquartered in the countryside area of Rio Grande do Sul.
- Assistance in the acquisition of a historic building for the installation of a cultural center in the city of

São Paulo, including aspects of restrictive covenants in drafting all contracts, legal due diligence and coordination of technical due diligence.

- Advice to a company in the infrastructure sector on the installation of of a SHP - Small Hydroelectric Power Station in the state of Rio Grande do Sul.

- Legal services to the global leader in Safety in Motion Control in drafting lease agreements for the installation of its headquarters in the state of Rio de Janeiro.

- Advice to a client in the industrial segment on the installation of a factory in the State of São Paulo, including analysis of urban and environmental aspects.

- Advice to a forestry company in carrying out real estate auditing and constitution of fiduciary assignment of real estate as guarantee in a consent decree.

- Advice on the acquisition of rural areas in the countryside area of the state of Rio Grande do Sul for the installation of a farm dedicated to intensive cattle farming.

- Advice to a leading shopping mall in Rio de Janeiro on structuring the relationship between the company’s partners and on drafting an agreement regarding shopping mall management services.

- Advice to a technology company in the countryside area of the state of São Paulo on real estate regularization of its factory, including area rectification, unification of property titles and issues related to expropriation.

- Advice on real estate issues involving photovoltaic energy ventures in the state of Minas Gerais.

- Advice to a shopping mall on the repossession of autonomous units due to default of purchase and sale agreements.

- Legal advice to a Rio Grande do Sul-based developer on updating the draft template of purchase and sale of autonomous units due to new legislation on real estate development.

# RESTRUCTURING & INSOLVENCY

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## RESTRUCTURING & INSOLVENCY

The Restructuring and Insolvency team provides support to debtors and creditors involved in judicial and extrajudicial reorganizations, bankruptcy proceedings and extrajudicial liquidations (such as those of cooperatives). The team also provides services regarding debt restructuring, negotiations with debtors and creditors (such as financial institutions, suppliers and trade unions) and credit recovery, besides having relevant experience handling operations involving distressed assets. The members of the team have expertise providing consultancy on how to deal with companies facing economic and financial distress in a more efficient manner.

“The ‘highly committed’ and ‘professional’ team at Souto Correa Cesa Lummertz & Amaral Advogados combines extensive geographic coverage in Brazil with considerable experience representing international clients”. (Legal 500)

“Founding partner Gilberto Deon Corrêa Junior of Souto Correa is singled out as a very prestigious lawyer in the Southern region of Brazil. Sources describe him as ‘a client-oriented practitioner who is always looking after their best interests’”. (Chambers and Partners)

“‘Very respected and capable lawyer’ Gilberto Deon Corrêa Junior centres his practice on M&A, bankruptcy

and corporate restructuring mandates. One satisfied client states: ‘His technical input during negotiations is crucial for us to remain secure during the closing of successful deals.’” (Chambers and Partners)

### RECENT REPRESENTATIONS

- Representation of a Brazilian shipbuilding group in its judicial reorganization, which is the 6th biggest lawsuit in the restructuring area in Brazil and involves more than 1,400 creditors and liabilities of BRL8BN;
- Legal assistance to an international financial institution in pursuing the recovery of a credit of more than USD16.000.000,00 from a Loan Agreement due by a group of companies in the field of agricultural industry, which is in judicial reorganization;
- Counselling to Brazilian energy companies in the renegotiation of EPC Contracts for the implementation and operation of five wind farms in the city of Trairi, State of Ceará, and the O&M Contract executed with an Indian energy group, given its failure to comply with its contractual obligations, which also has filed for voluntary bankruptcy;

■ Representation of a leading Chinese state-owned company in the staple grain and oil industry in its attempt to collect soybean or the equivalent amount in cash from one of the biggest Brazilian cooperatives in extrajudicial liquidation, due to a purchase agreement of 583,000 soybean sacks, with an advance payment of USD10.000.000,00, which the cooperative failed to honour;

■ Advice to an agribusiness company in the negotiation of a debt with another company in judicial reorganization, involving an amount of approximately BRL50.000.000,00, which results from the supply of agricultural inputs and the purchase of soybean;

■ Assistance to one of the main manufacturers of agricultural machines and equipment in Brazil in the implementation of a restructuring of labour debts, involving a total amount of approximately BRL70.000.000,00 related to more than 600 labour claims;

■ Representation of a foreign bank in the due diligence and subsequent negotiation of a credit held against an economic group in economic stress. The representation included the negotiation of real estate assets and in debt collection;

■ The firm acted as counsel to a publicly-held company in Europe which belongs to the world’s leading group provider of on-road load handling equipment, in the acquisition of a loader crane business production unit from a company under judicial reorganization.

■ Representation of a publicly held company in bankruptcy proceedings filed by third parties that acquired supposed credits from a former supplier, as well as legal advice on the notices to the market and with the provision of answers related to questions presented by the Brazilian stock exchange and the Brazilian securities and exchange commission.

# TAX

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## TAX

Souto Correa's Tax team is expert in both consulting and litigation with multidisciplinary experience and works with municipal, state, and federal taxes, including social security contributions. Our professionals in this area provide services to companies in many different economic sectors, always striving to improve their knowledge of each client's sector. This way, they can work together to find the best alternatives and opportunities.

The practice area's consulting services encompass international and local tax planning, mergers and acquisitions, transfer pricing, profit-sharing plans, discussions of tax premiums; support in due diligence, structuring and negotiation of transactions, securing and assisting in negotiations regarding tax benefits, and participation in drafting legislation. Our litigation practice covers all instances, including state and federal courts, and is also very active in the Superior Courts. In administrative litigation, our team also practices at all levels, including the Administrative Council of Tax Appeals (CARF) and state and municipal Administrative Courts. Moreover, our Tax team has solid practice in Customs Law and taxation in foreign trade operations, tax categorization of goods, special customs regimes, customs clearance of goods in imports and exports, customs clearance, and consultancy for SISCOMEX registrations.

Our clients describe our Tax practice as *"a very experienced, senior team that has broad knowledge of tax law, including direct and indirect taxes, and also develops close relationships with its clients,"* and that *"the lawyers on the team are business-oriented, always willing, and have impeccable legal skills."* When commenting on the area's most senior partner, clients say that *"Henry Lummertz is an expert in constitutional tax law and customs matters,"* with *'a broad background in tax litigation and experience in handling high-profile cases before the Supreme Court,'* being *'extremely capable in many areas of tax law, covering direct and indirect taxes,'* and highlighting his *'impeccable technique, mindset, and willingness'* (Chambers and Partners)

### RECENT REPRESENTATIONS

- Tax consultancy for cryptoactive exchange in several business areas, as well as in cashback business models and tax consultancy in fintech structuring.
- Consultancy to leading companies in the technology, petrochemical, health, and energy markets, including IRPJ, ICMS, ISSQN, Social Contributions (CSLL, PIS, COFINS and INSS), Tax Benefits, Customs and Regulatory Controls.

- Legal counseling to a leading group in the Latin American chemical and petrochemical sector in structuring operations for the import of natural gas (NG) and liquefied natural gas (LNG), focusing on the impacts and reduction of tax risks involving ICMS, PIS, COFINS, IRPJ, and CSLL.

- Acting in the capacity of amicus curiae, representing a business confederation in the Direct Unconstitutionality Action No. 7. 066, filed by ABIMAQ for the purpose of securing interpretation of article 3 of Supplementary Law No. 190/2022 (DIFAL/ICMS). This is to the effect that such a law must respect not only the nonagesimal precedence, provided for in item "c" of section III of the main section of article 150 of the Brazilian Federal Constitution, but also the annual precedence, provided for in item "b" of section III of the main section of article 150 of the Federal Constitution.

- Legal counseling to wind and solar energy generation companies, particularly in reviewing the implementation structure of parks and defending against collection of ISSQN and municipal taxes.

- Strategic planning and counseling in securing special regimes at municipal and state levels for technology, e-commerce, and marketplace companies, as well as counseling in consolidating CONFAZ regulations on tax processing related to ICMS (Value-Added Tax on Sales and Services) for operations related to electric power in the Free Energy Market.

- Consultancy in structuring operations in the free energy market, aiming at risk assessment and tax implications in new business models.

- Consultancy and representation at administrative and court levels of companies from varied economic sectors regarding their eligibility for ICMS credit in the acquisition of goods (inputs and fixed assets) considered essential for the performance of the activities that constitute the corporate purpose of the respective business establishments.

- Negotiation of individual tax transactions with the Attorney General of the National Treasury, with a view to the application of discounts, payment in progressive installments, deferral of payment, and use of tax losses, as well as counseling in the compliance with other types of transactions.

- Legal counseling in matters related to international taxation covering receipts and payments to foreign sources; international corporate reorganizations; and taxation of profits of foreign subsidiaries and affiliates.

- Legal counseling in drafting and reviewing short- and medium-term incentive plans and compensation of executives of companies in a number of industries.

## TELECOM

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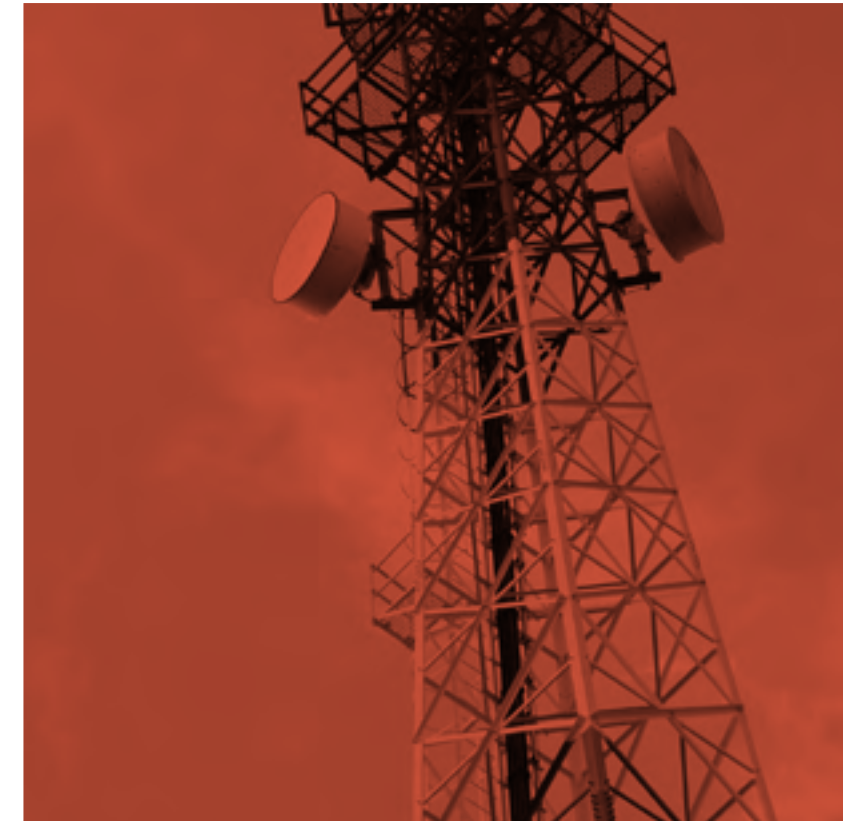




## TELECOM

Souto Correa has a team with extensive experience in handling issues related to the telecommunications sector. Among the main activities, we highlight:

- advice on regulation issued by Anatel, Ministry of Communications, Ancine, Ministry of Justice and Senacon;
- assessment of public consultations and elaboration of clients' respective positions;
- elaboration of legal opinions involving regulatory matters; – advice on grant of licenses and license renewals;
- negotiation and review of commercial and corporate agreements related to the industry (i.e content applications, licensing of audiovisual content to distributors, technical solutions to support telecom services, infrastructure sharing and those related to the development of new partnerships on strategic issues);
- participation in all phases of radiofrequency auctions, including 700 MHz and 5G Auction;
- assessment of regulatory obligations deployed by administrative entities on behalf of Anatel;
- defense in Anatel's administrative and judicial proceedings, including tax and labor;
- legal structuring of deals, including M&As and deals on segmentation of passive infrastructure;
- advise on relationship with government, industry and international bodies pertaining to the sector and on federal/state/municipal legislative processes;
- drafting and review of submissions to WTO case related to telecom;
- advice on the development of self-regulatory codes, best practices and governance policies, including those aimed at privacy and data protection;
- due diligences as after post-privatization period;
- advice to non-profit entities of the sector.

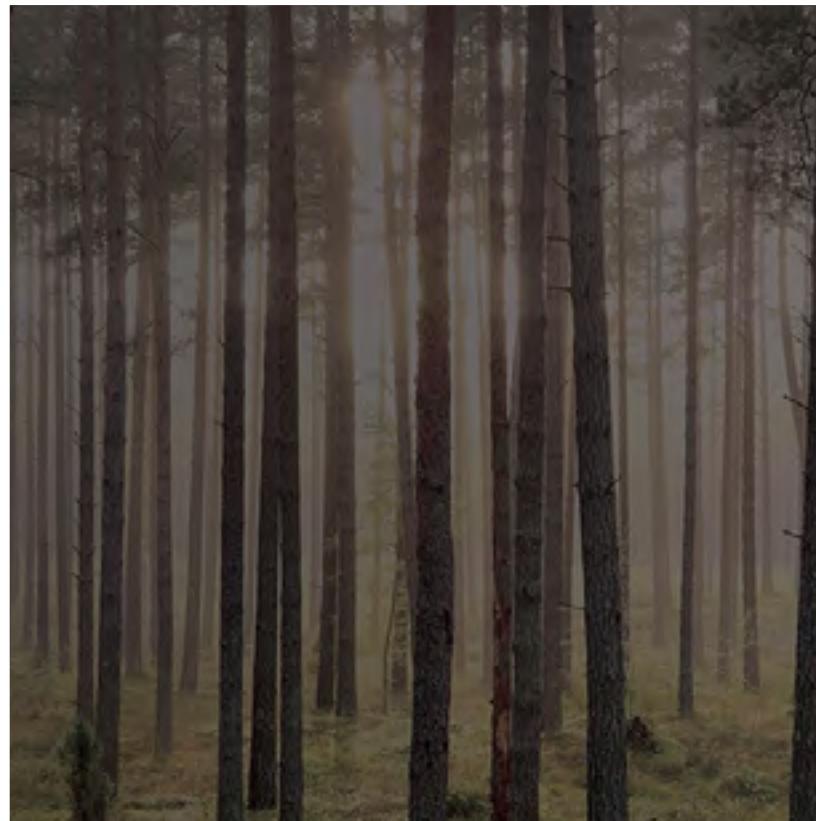




**TIMBERLAND**

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## TIMBERLAND

The Timberland practice encompasses ongoing counselling for land and timber acquisitions and sales, in addition to timberland management and start of operations, M&A involving companies in the segment, joint ventures, acquisition and sales of industries and other facilities, financing of forest transactions, supply, real estate regularization and purchase and lease options. The team also counts on the support of other practice areas in activities such as public financing, environmental licensing, corporate, environmental, tax, real estate, and among other matters.

The team acts before administrative and judiciary bodies to help protect and recover our clients' assets and minimize liabilities and court disputes. Souto Correa also represents clients in disputes related to the timberland and forestry segment in general, through negotiation, mediation and arbitration or litigation, involving land regularization, possessory, labour, corporate, tax and environmental issues, acting on collective actions, civil investigations and criminal proceedings, negotiations with the Public Prosecutor's Office and other bodies of public administration. The team is also involved in demands for the development of renewable energies, green certifications and green products.

"Clients describe the team as 'dedicated and able to provide tailor-made assistance,' adding: 'They are available and prompt in their services.'"  
(Chambers and Partners)

"Market commentators describe partner Gilberto Deon Corrêa Junior as 'a polished, assertive and able lawyer who offers strong capabilities in the sector.'"  
(Chambers and Partners)

"Rafaela Kern offers a broad experience advising clients on corporate, real estate and contractual matters involving forestry law. Clients often highlight her language skills, which includes Chinese, adding: 'She knows our business and is efficient solving our problems.'"  
(Chambers and Partners)

## RECENT REPRESENTATIONS

- Counselling to an international timberland investment group involving approximately USD 81MM in assets since its inception in Brazil, comprising corporate, environmental, labour, tax, among other issues.
- Representation of a corporate group in an arbitration proceeding regarding a forestry investment in the State of Minas Gerais involving approximately USD 46MM.
- Advice to a traditional timber frame company in the segment of high value products in the renegotiation of contracts related to a joint venture with a timberland investment fund involving amounts of approximately USD 14MM.
- Counselling to an international timberland investment fund in the acquisition of forest assets located in the State of Rio Grande do Sul, involving amounts of approximately USD 10MM.

- Counselling to an international timberland investment fund in the acquisition of forest assets located in the State of Paraná in the amount of USD 8MM.
- Representation of a timberland investment company in a repossession lawsuit involving a rural property trespassed and invaded by the Landless Workers' Movement.
- Counselling to a pulp and paper industry in complying with a Conduct Adjustment Agreement involving approximately 25 thousand hectares in the State of Santa Catarina, regarding the environmental licensing actions and regularization of the legal reserve of its own areas and their partners' areas, besides in negotiations with the Public Prosecutor's Office.

# WEALTH & SUCCESSION PLANNING

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## WEALTH & SUCCESSION PLANNING

The team advises on estate and succession planning for Brazilians and foreigners to organize, enhance, and protect their assets, both in Brazil and abroad.

The firm has vast experience in leading projects with a focus on planning strategies to minimize economic risks, aiming to identify the best available structures and to implement the plan to achieve asset protection, wealth preservation and organization, as well as tax and succession efficiency.

It also advises individuals and family businesses, including the support for family offices since their inception, through family governance documents such as family contracts, wills, trusts, as well as shareholder agreements and other corporate organization documents.

The team has multidisciplinary expertise in areas such as Succession, Family, Tax, Corporate, Real Estate, and Intellectual Property Law.

## RECENT REPRESENTATIONS

- Succession planning and implementation of the governance structure of a family-owned company;
- Advice on asset and succession planning of a business group in the chemical sector;
- Advice on asset organization and succession planning of artists;
- Organization of family succession and governance of a hotel group;
- Advice on the personal organization of natural persons in view of the diversity of investments made;
- Tax consultancy in the structuring and allocation of assets under the Special Regime of Exchange and Tax Regulation (RERCT);
- Advising on family succession of non-resident Brazilians;
- Consultancy for a Switzerland-based wealth management firm, acting indirectly on behalf of several clients who own estate in Brazil;
- Estate planning of service providers – independent professionals (medical doctors, lawyers, engineers, etc.);
- Advice on setting up offshore structures, trusts and foundations.
- Advice on mediation procedures regarding family property conflicts.





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