Types of corporate transactions
- Corporate restructuring, including consolidations, acquisitions and joint ventures
- Succession and family business planning
- Drafting of commercial contracts in general (lease, purchase and sale of real property/products, supply, distribution, and service agreements)
- Negotiation of purchase and sale of companies and assets
- Due diligence
- Tax planning
- Data room structuring
- Drafting and review of MOUs, LOIs, etc
- Drafting and review of asset purchase agreements and other covenants
- Structuring of contract warranties
- Post-closing assistance (contingencies, price, etc)
- Advice on hostile takeovers and acquisition of shares in public offerings

Size of our corporate transactions team
20 lawyers in total (8 partners and 12 lawyers). In addition to the Corporate and M&A team, the firm also counts on separate teams for Antitrust and Compliance (1 partner and 4 lawyers) and Tax (3 partners and 6 lawyers).

Examples of transactions our firm has undertaken
- Advised the controlling shareholders of Indústria de Produtos Alimentícios Piraquê S.A., a Brazilian company engaged in the production and sale of cookies and pasta, in the negotiations for the sale of the totality of the shares of the company to M. Dias Branco S.A - Indústria e Comércio de Alimentos, the leader manufacturer of cookies and pasta in the national market, for USD488 million.

- Advised Companhia Brasileira de Tecnologia para E-Commerce on the acquisition of a Brazilian company which develops and sells software and other kinds of equipment, among others. Our firm has provided legal assistance to the purchaser in connection with the
acquisition process as well as in the performance of legal due diligence activities and drafting of QPA and related documents.

- Assistance to **Puket** in the sale of 100% of the shares of IMB Têxtil S.A. and Lojas Puket Ltda. from Malwee Group, Adolfo Bobrow and Claudio Bobrow, to Imaginarium Group.

- Advised **Guala Closures International** in relation to Brazilian law aspects of the refinancing of the company’s debt through the issuance of notes abroad.

- Advised a Brazilian corporation in the negotiation of corporate and commercial agreements concerning the emission of corporate bonds to be subscribed and paid in by an investment fund. (approximately BRL1.2 billion)

- Assistance to the quota holders of a credit company in the negotiation of a Quota Purchase and Sale Agreement for the sale of the totality of quotas of the company to the Brazilian subsidiary of an Italian company.

- Assistance to a Brazilian client in the negotiations of drafts of transaction documents with an Italian party related to the food industry and setting up the corporate structure in Brazil.

- Advised **Vallourec Tubes** and the controlled company **Vallourec Tubos do Brasil S.A.** in the merge of VBR’s Brazilian steel pipes manufacturing unit – Vallourec Tubos do Brasil – in the amount of USD1.1 billion with another Brazilian company it shares with Nippon Steel Sumitomo Metal Corporation, called Vallourec & Sumitomo Tubos do Brasil.

- Advised a **multinational brewery** in the drafting and negotiation of a major agreement concerning an extensive supply of relevant goods to the company.

- Advised an **international engineering company** in the structuring and drafting of an SPA regarding the sale of one of its subsidiaries in Brazil to another engineering affiliated company.

- **AIRSOL/VIVISOL** - Assistance in the acquisition of a controlling stake (60%) in a Brazilian company that rents and sells medical equipment to the home care industry.

- The firm assisted a **multinational gas company** in the potential acquisition of a company owned by Petrobras. The assistance included the drafting and negotiation of all related agreements and competition risk assessment.
• Legal advice to **one of the largest companies in Latin America specializing in the processing of electronic means of payment** in the drafting and negotiation of a major agreement, which is core to the company’s activities.

• Assistance to **a multinational producer** of insulation systems, in enamels, tapes and fibers, in copper and aluminum, in the sale of 51% shares to an Austria-based company owned. The mandate also included a call option for the acquisition of the remaining 49% and a put option to the shareholders to sell the equity they still hold in the company.

• We represented **an e-commerce company** as an investment fund acquired a minority stake from one of its shareholders, advising the initial shareholders in the drafting and negotiation of the new Shareholders Agreement, Indemnity Agreement, Amendment to the initial Shareholders Voting Agreement, Stock Option Plan and other documents.

• Assisted **a real estate listed company** in the due diligence and acquisition of approximately 20 (twenty) smaller real estate companies and in the acquisition of brands and domains. Such company has one of the most valuable brands in Brazil.

• **VALLOUREC** – assistance in the sale of assets by Lupatech Equipamentos e Serviços para Petróleo Ltda. to Vallourec Transportes e Serviços Ltda.

• Assistance to a Brazilian IT company active in the field of engagement and e-commerce platforms in receiving investments from foreign groups and in smaller M&A transactions.

• Advised **a French IT service company** in the acquisition of a minority stake in a Brazilian IT service company, and in an investment plan with several call options providing the client the opportunity to acquire the control of the company in a few years.

• Assistance to **an asset manager** in the acquisition of the rights to subscribe up to 45.32% of the capital stock of a company acting in the sustainable regularization of landownership and urban planning in Brazil.

• Legal assistance to two **companies** under the same control and **specialized in the liquid filling business** in the sale of their control to a Portuguese company.

• Assistance to **a Brazilian seating supplier** on the sale of 100% of its shares to the local company of a Canadian car parts manufacturer.

• Advice to **a French group operating the transmission and distribution of energy** in the due diligence and acquisition of 100% of a Brazilian producer of high voltage equipment.