

Trench  
Rossi  
Watanabe.



# STRUCTURING INTERNATIONAL BUSINESS

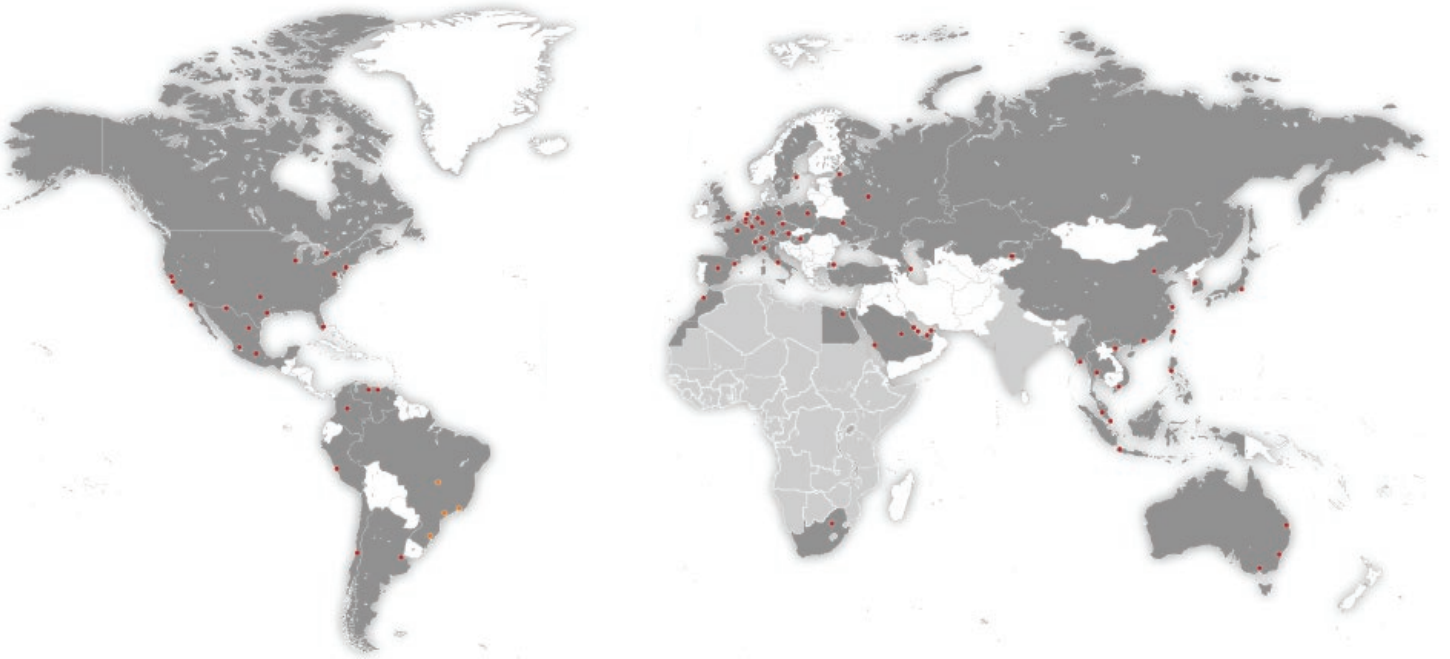
[trenchrossi.com](http://trenchrossi.com)

# INTERNATIONAL REACH

Seamless collaboration across more than 70 locations

Trench Rossi Watanabe offers clients access to a global perspective through its strategic network with the firm Baker McKenzie - one of the most extensive and solid networks of the legal market. This network gives us the opportunity to develop projects collaboratively, with lawyers with extensive knowledge in various jurisdictions, providing the service that our customers need, wherever it may be. Always seeking to be ready for the economic challenges of the new century, Baker McKenzie has deep expertise and market knowledge, with more than 4,000 lawyers spread across 78 offices worldwide. Its widespread presence brings a global way of thinking, working and acting.

Since 1949, Baker McKenzie counsels and advises major corporations on issues of the current globalized market. Throughout this period the firm has developed a global culture, and skills to provide customized attention to international clients, wherever they are. It is a collaborative community with knowledge of local languages and cultures and able to understand and address the individual aspects of each region, moving smoothly through different issues and practices.



- Baker McKenzie locations
- Baker McKenzie Geographic Initiatives
- In cooperation agreement

Through our strategic network with Baker McKenzie, we cover the entire world. With an expansive global footprint, clients tell us they rely on Baker McKenzie to provide a deep level of local expertise while ensuring a global perspective to their business and legal needs.

## 47

countries,  
including in 36  
of the world's  
40 largest  
economies

## 6000+

lawyers and tax  
advisors in 78 offices

## 80+

languages  
spoken in The  
Firm




## Geographic initiatives

Drawing upon our global expertise and a strong network of leading local firms, we are able to assist our clients navigate Indian markets as well as newly opening markets in Asia and Africa.

Our fluency in working across borders, issues and practices allows us to simplify legal complexity, foresee risks others may overlook and identify commercial opportunities that many miss. This makes us advisers of choice to some of the world's leading multinational corporations.

# EFFICIENT INTERNATIONAL STRUCTURING THROUGH A GLOBAL NETWORK

Given our strategic network with Baker McKenzie, we are able to seamlessly coordinate international services around the globe, to provide multiple advantages to Brazilian multinational companies:

-  Local coordination ensures better and faster communication with your team. Daily communications, strategic meetings can be carried out in Portuguese, in the same time zone, and our team is always available for personal meetings, whenever required;
-  You will have a point of contact in Brazil for your multijurisdictional projects, who will centralize and consolidate the analysis from all jurisdictions involved, providing not only technical but also project management support. We will oversee your interests throughout the Baker McKenzie network, ensuring consistency and cost efficiency;
-  Coordinating projects from Brazil results in a significant cost reduction in coordination fees – which might be relevant depending on the number of jurisdictions involved;
-  Finally, in Brazil we understand your business, your needs, we speak your language, we share your culture, we know you. We will safeguard the fit between the international aspects of your transaction and the Brazilian mindset.

## TAX

- As trusted tax counsel to leading multinational companies for more than five decades, our Global Tax Practice, in cooperation with Baker McKenzie, is one of the most highly regarded tax groups in the world. Ranked Band 1 by Chambers Global for our work in the US, Europe, Latin America and Asia Pacific, and Tier 1 by Legal 500 in Brazil, clients and industry peers recognize the high quality of the tax advice we provide in transactions worldwide, as well as in global tax policy, transfer pricing, indirect taxes, dispute resolution and wealth management matters.
- In Brazil, we have built a team of tax lawyers dedicated to the foreign investments and reorganizations of Brazilian multinationals. Our lawyers have unique experience in Brazilian legislation applicable to taxation of profits earned overseas and have assisted the main Brazilian market players in their international transactions.
- Unlike accounting firms, our tax litigators can represent clients in all phases of tax disputes and have successfully defended clients in some of the largest tax disputes on record. With 950 tax practitioners – lawyers, economists and advisers – in more than 40 countries, we collaborate across borders and specialities to stay abreast of changing tax laws, practices and dispute resolution techniques around the world. Our unsurpassed global coverage enables us to help clients design, implement and defend tax strategies for their international operations and transactions, wherever they operate.

## WE HELP OUR CLIENTS WITH

- Tax for M&A and Reorganizations
- General Tax Planning
- Transfer Pricing
- VAT / Indirect Taxes
- Supply Chain Tax Planning
- Tax Dispute Resolution
- Customs
- Economic Services
- Real Estate Tax
- State & Local Tax
- Tax Policy
- Wealth Management

### Simone Dias Musa

São Paulo, Partner, Tax

Tel: +55 11 3048 6814

simone.musa@trenchrossi.com

### Luciana Nobrega

São Paulo, Partner, Tax

Tel: +55 11 3048 6761

luciana.nobrega@trenchrossi.com

# M&A AND CAPITAL MARKETS

- M&A Transactions. Legal support in the acquisition and sale of businesses and companies, and provide assistance in the diverse stages of transactions of this nature, including:
  - Organize and manage data rooms, perform and coordinate legal due diligence processes, from both sellers (vendors' due diligence) and buyer's standpoints;
  - Draft letters of intent, memoranda of understanding, process letters and coordinate legal aspects during competitive M&A bidding processes;
  - Draft and negotiate investment agreements, stock purchase agreements, asset purchase agreements and related documentation for the implementation of transactions, closing assistance and support in the integration of the acquired business.
- Corporate Reorganizations. Structure and implementation of corporate reorganization transactions (e.g., mergers, amalgamations, spin offs) involving privately owned and listed companies in Brazil;
- Joint Ventures. Structure and set up of joint ventures, draft and negotiate shareholder agreements and develop and implementation of contractual arrangements for shareholder protection;
- Corporate Governance. Develop and implement internal corporate governance processes in relation to actions performed in the name of the entity, as well as monitor, adjust and implement mechanisms to allow adequate flow of information to the proper stakeholders;
- Legal Processes. Coordinate registration and prior approval processes of M&A transactions before Brazilian tax, antitrust and corporate authorities, the Central Bank of Brazil, etc. Tax planning to increase efficiencies and preserve value for the business;
- Tax Planning. Assist in analyzing the transaction structure to identify opportunities to increase efficiencies and preserve value for the business;
- Listing of Companies. We are fully capable of supporting you in the listing process (category A or B) with the Brazilian Securities and Exchange Commission (CVM), as well as to provide legal support in the draft, review and general support in complying with the periodical and extraordinary obligations of listed companies (e.g., enrollment form, reference form, communications to the market, material fact notices, etc.);
- Organization and Registration of Investment Funds. We have expertise in the organization and registration of several types of investment funds (e.g., FIPs, FMIEEs, FIDCs, FII and other regulated investment funds) with the CVM, as well as general support I compliance with its accessory and periodical reporting obligations;
- Issuance of Securities. Support in the structuring and implementation of securities issuances, either through public distributions (e.g., IPOs, follow ons, etc.) or through private placement, as well as tender offer transactions for the acquisition of shares. We can also support you in the structuring and launching of American Depositary Receipts (ADRs), Brazilian Depositary Receipts (BDRs) and Global Depositary Receipts (GDRs);
- Public M&As. We are also highly capable of assisting you in transactions involving listed companies, ranging from the structuring of operations in accordance with the CVM regulations, negotiating investment or acquisition agreements, shareholders' agreements, as well as the structuring and implementation of corporate reorganizations involving listed companies.

## **Daniel Facó**

São Paulo, Partner, Capital Markets  
Tel: +55 11 3048 6904  
daniel.faco@trenchrossi.com

## **Anna Mello**

Rio de Janeiro, Partner, M&A  
Tel: +55 21 2206 4915  
anna.mello@trenchrossi.com

# BANKING

- Assist with foreign exchange control aspects related to cross-border investments, corporate reorganizations, international trade transactions, financing and tax planning;
- Assist with planning and implementing funding structures, whether by intercompany funding, trade finance, bank loans, structured facilities or capital markets;
- Assist with hedge transactions and other financial transactions.

## **Luis Ambrosio**

São Paulo, Partner, Banking  
Tel: +55 11 3048 6823  
luis.ambrosio@trenchrossi.com

# IP

- Prosecution of intellectual property rights (trademarks, patents, industrial designs, copyrights, plant varieties, mask works) – application, registration, filings and other formalities, including patent drafting, searches, validity and infringement opinions, freedom to operate analysis and patent mapping;
- Strategic advisory work in connection with intellectual property rights and biodiversity law and regulations;
- Intellectual property rights licensing – drafting, reviewing and negotiating agreements and prosecuting formalities for validity of agreements;
- Enforcement of intellectual property rights, including developing strategies for offshore and multijurisdictional enforcement, publicity rights, comparative advertisement and unfair competition matters;
- Customs notices and other border watch and enforcement measures.

## Flavia Rebello

São Paulo, Partner, IP

Tel: +55 11 3048 6851

flavia.rebello@trenchrossi.com

# IT

- Data protection – strategic advisory work for compliance with personal data laws and regulations;
- Communications and media – strategic advisory work regarding telecommunications services, communications technologies and related services laws and regulations, and well as advisory work on laws and regulations applicable to the media and entertainment industries, including Internet-based activities;
- Software-related agreements, including software licensing, support and maintenance services, professional and consulting services – drafting, reviewing and negotiating agreements and prosecuting formalities for validity of agreements;
- E-commerce – advisory work on laws and regulations applicable to e-commerce activities;
- IT litigation – specialized litigation grounded on the Internet Law (including take down requests and data disclosures), IT industry contracts and practices, data protection, privacy and cybersecurity, in the civil, criminal and electoral contexts.

## Gabriela Paiva Morette

São Paulo, Partner, IP

Tel: +55 11 3048 6785

gabriela.paiva-morette@trenchrossi.com

# COMPLIANCE AND CRIMINAL LAW

- Matters involving national and foreign anti-corruption legislation (with our cooperation with Baker McKenzie and expertise on local laws, cultures and practices of more than 70 offices worldwide);
- Develop, revise, and implement compliance programs, including policy creation/review, training (officers and employees), implementation of controls, and monitoring issues in accordance with international and local anti-corruption legislation;
- Conduct internal investigations (including multijurisdictional cases), and negotiations with local and foreign authorities/regulators (settlement, leniency agreements, etc.);
- Conduct anti-corruption M&A due diligence and post-acquisition compliance due diligence; prepare integrity due diligence (e.g. background checks) on third-party intermediaries;
- Legal advice regarding Brazilian Criminal law and its cross-border impacts; and
- Defend companies and their representatives in cross-border investigations conducted by law enforcement agencies.

## Heloisa Uelze

São Paulo, Partner, Compliance and Criminal Law

Tel: +55 11 3048 6818

heloisa.uelze@trenchrossi.com

# COMMERCIAL CONTRACTS

- Draft and review commercial contracts used by the company for its business activities to ensure validity, enforceability and compliance with local laws, and that the client's interests are duly and properly protected, including advice on applicable law and arbitration / judicial venue provisions;
- Assist in structuring, drafting and implementing the most appropriate securities to guarantee legal protection of the client's credit rights enabling the receipt of amounts due by its customers (pledge, mortgage, fiduciary sale, among others);
- Orient on the enforceability of limitation of liability, product liability, warranty and other relevant provisions taking into consideration the client's activities;
- Assist in negotiation of commercial agreements with counterparties, including their registration with the competent public registries, when applicable;
- Assist in amicable negotiations with counterparties aiming at avoiding future litigation (i.e. preparation of extrajudicial notices and settlement instruments).

## Marcia Calafate

São Paulo, Partner, Commercial Contracts

Tel: +55 11 3048 6836

marcia.calafate@trenchrossi.com



# INSURANCE

- Advice on insurance coverage and products to cover transactions and business in Brazil and abroad, including industrial, services, environmental, representations & warranties, political risk coverages, surety bonds, etc.;
- Advise and assist in reviewing policy wordings and implementing insurance products for coverage of employees, directors and officers and staff, including D&O policies, life insurance, pension plans, health insurance, endowment insurance, annuities and other products;
- Assist in the formation of captive insurance companies, negotiations for joining OIL, negotiations with insurance companies, and P&I clubs on coverage protection and occurrences;
- Cross border legal advice, conduct and coordinate legal surveys, point of contact and advisor on the collection and consolidation of information.

## Anna Mello

Rio de Janeiro, Partner, Insurance  
Tel: +55 21 2206 4915  
anna.mello@trenchrossi.com

# ARBITRATION AND ADR

- Draft arbitration and mediation clauses for international and local agreements;
- Analyze international contracts to ascertain the most adequate venue, applicable law and procedural rules;
- Design dispute resolution systems tailored for the specifics of particular contracts of each business;
- Perform pre-case assessments in international and domestic disputes;
- Represent parties in international and domestic arbitration, including cross-border disputes involving different laws and regulations ;
- Assist in non-litigious procedures, such as arbitration, structured negotiation and mediation;
- Implement other ADRs such as dispute boards, mini-trials and mock arbitrations; Represent in pre-arbitration injunctions and in lawsuits to set aside arbitral awards;
- Assist in recognizing and enforcing awards in Brazil and in more than 60 foreign jurisdictions, including an assessment of the best country to enforce the award.

## Joaquim Muniz

Rio de Janeiro, Partner, Arbitration  
Tel: +55 21 2206 4921  
joaquim.muniz@trenchrossi.com

# PRODUCT LIABILITY

- Strategic assistance on worldwide recall procedures;
- Define and implement warranty and post-sales procedures for products and services;
- Defend in administrative procedures and negotiation of consent agreements with competent authorities, including civil investigations conducted by district attorneys and consumer protection authorities;
- Analyze legal aspects of advertising campaigns, marketing strategies and labeling;
- Specialized training for companies covering best consumer law practices in Brazil and Latin America;
- Implement e-commerce strategies in order to guarantee consistency with practices developed between regions and with Latin America rules and provisions on consumer law.

## Renata Amaral

São Paulo, Partner, Product Liability  
Tel: +55 11 3048 6927  
renata.amaral@trenchrossi.com

# ENVIRONMENT

- Cross-border environmental due diligence in the acquisition of potentially polluting businesses and companies, and related review and drafting of specific clauses and agreements;
- Crisis management and negotiations with stakeholders in Brazil and abroad as well as the review and advisory of legal impacts in countries in which the company has business;
- Conduct international legal surveys and environmental cross-border legal advisory, being the point of contact and advisor on the collection and consolidation of information;
- Review of environmental policies and practices in Brazil and abroad to optimize them and avoid risks and double standards;
- Legal assistance with climate change projects, including implementation of foreign and domestic greenhouse gas reduction requirements, trading systems and other incentive programs, representation in international negotiation and projects, deal structuring on carbon credits business opportunities, etc.

## Renata Amaral

São Paulo, Partner, Environment  
Tel: +55 11 3048 6927  
renata.amaral@trenchrossi.com

## INTERNATIONAL TRADE

- Advise on structuring international supply chain operations, taking into consideration duty preferences available under Foreign Trade Agreements (FTAs), and taking advantage of special customs regimes (such as bonded warehouses, drawbacks, temporary admission, etc.);
- Perform global analysis of the tariff classifications applicable to different types of products.

### Alessandra Machado

São Paulo, Of Counsel, International Trade

Tel: +55 11 3048 6812

alessandra.machado@trenchrossi.com

## SOCIAL SECURITY / COMPENSATION

**COMPENSATION GROUP:** An efficient way to rethink remuneration, benefits and pension plans. Nowadays, it is not possible to analyze the consequences of remuneration payments and benefits without considering the tax, social security and labor law implications. Based on this, our 'Compensation Group' was created, aimed at finding dynamic solutions and simultaneous efficiencies to offer our clients thorough recommendations from a multidisciplinary standpoint.

- **Fringe Benefits:** Analyze benefits under tax and social security perspectives, such as: profit sharing plans; vehicles; housing; education allowance; private pension plans; prizes; gifts; bonus; food and transportation allowances; stock options; health and dental plans; RSUs; and other stock related rights, etc.;
- **Private Pension:** Analyze and structure private pension plans (both in open and closed entities), with recommendations to mitigate legal, social security and tax risks. Consultation for private pension entities;
- **Mobility:** Tax and social security analysis of expatriated employees (expat) remuneration. Analyze social security treaties and agreements to avoid double taxation; split payroll; tax equalization; evaluation of tax and social security reflexes upon foreign remuneration; benefits related to employee transfers; exit tax return and income tax return; and social security consequences arising from declaration of assets abroad (Central Bank);
- **Payroll diagnostic and Tax Planning:** Identification of risks, contingency and opportunities related to remuneration and benefits granted to employees and self-employed workers; Proposal of alternatives structures of cost-effective remuneration; Outsourcing Planning; Preventive Due Diligence and tax advisory with preparation of legal opinions. Follow-up of social security and tax audits (investigations) until potential assessment by the tax authorities;
- **Administrative and Judicial Litigation:** Defend any assessment related to any of the matters above. Present requests for rulings before the tax authorities; prepare judicial measures to avoid the levy of taxes and/or the offset and reimbursement of amounts unduly paid in the past. File actions for annulment of tax debts and defenses on tax collections.

### Mariana Vito

São Paulo, Partner, Social Security/Compensation

Tel: +55 11 3048 6947

mariana.vito@trenchrossi.com

## EMPLOYMENT

- Analyze appropriate treatment of local employment agreements, especially addressing seniority;
- Draft expatriation packages;
- Assist in equalization of benefits and labor rights in both countries.

### Leticia Ribeiro

São Paulo, Partner, Employment

Tel: +55 11 3048 6917

leticia.ribeiro@trenchrossi.com

## ANTITRUST – MERGER CONTROL

We are well positioned to perform multi-jurisdictional merger-control assessments for any project involving Brazilian companies investing abroad as well as to coordinate the required merger filings.

We have a proprietary tool, the Global Merger Analysis Platform (GMAP) to conduct this analysis, which is the most comprehensive and robust resource of its type available today. Please see details of GMAP below.

- **Negotiation and due diligence.** We help your company in all antitrust aspects related to the due diligence and negotiation of a transaction, such as the creation of clean teams, advice on limits to the exchange of information and gun-jumping, contractual allocation of the antitrust risk, among others.
- **Merger control proceedings.** We help you work with the Brazilian antitrust authority by filing merger notifications and securing approvals for reportable mergers. We can also represent you before the Brazilian antitrust authority to defend your company's interests that might be affected by a transaction involving third parties.
- **Cartels.** We represent both defendants and claimants in cartel investigations, assisting your company from the onset of the investigation by the investigatory arm of the Brazilian antitrust authority until a final decision is reached by its Tribunal. We also assist you in potential challenges of decisions issued by the Brazilian antitrust authority before Court.
- **Judicial review.** We are actively involved in judicial proceedings related to Brazilian antitrust law, and we can help you file lawsuits challenging decisions issued by the Brazilian antitrust authority. We also represent you as a claimant if your business has been damaged as a result of an antitrust violation, as well as defend you against such claims brought by third parties

### Paulo Casagrande

São Paulo, Partner, Antitrust

Tel: +55 11 3048 6934

paulo.casagrande@trenchrossi.com

# COORDINATORS OF OUR OUTBOUND PRACTICE

## **Simone Dias Musa**

São Paulo, Partner, Tax

Tel: +55 11 3048 6814

[simone.musa@trenchrossi.com](mailto:simone.musa@trenchrossi.com)

## **Marcos Vinicius Neder**

São Paulo, Partner, Tax

Tel: +55 11 3048 6899

[marcos.neder@trenchrossi.com](mailto:marcos.neder@trenchrossi.com)

## **Luciana Nobrega**

São Paulo, Partner, Tax

Tel: +55 11 3048 6761

[luciana.nobrega@trenchrossi.com](mailto:luciana.nobrega@trenchrossi.com)

### São Paulo

Rua Arq. Olavo Redig de Campos, 105 - 31º andar  
Edifício EZ Towers Torre A - 04711-904

São Paulo - SP - Brasil

Tel.: +55 11 3048 6800

Fax: +55 11 5506 3455

### Rio de Janeiro

Rua Lauro Muller, 116, Cj. 2802  
Ed Rio Sul Center, 22290-906

Rio de Janeiro - RJ - Brasil

Tel.: +55 21 2206 4900

Fax: +55 21 2206 4949

### Brasília

SAF/S Quadra 02 - Lote 04 - Sala 203  
Ed. Comercial Via Esplanada - 70070-600

Brasília - DF - Brasil

Tel.: +55 61 2102 5000

Fax: +55 61 3323 3312

### Porto Alegre

Av. Soledade, 550  
Cj. 401 - 90470-340

Porto Alegre - RS - Brasil

Tel.: +55 51 3220 0900

Fax: +55 51 3220 0901

[trenchrossi.com](http://trenchrossi.com)