



INSTITUTIONAL PRESENTATION

January, 2024



Founded in 1972, Veirano Advogados is a full-service law firm providing a complete spectrum of legal services to support business activities in both regulated and non-regulated sectors.

With a diverse team of over 650 people, including 300 lawyers (91 partners) working in an integrated fashion, we handle both routine and complex multidisciplinary cases that require the coordinated talents of professionals with diverse areas of expertise. Our lawyers are recruited from the country's universities and many are specialists with international education and practical skills gained in prominent law firms in the United States, Europe and Asia, as well as extensive experience in cross-border transactions.

Our services range from providing assistance in M&A transactions, privatizations and company formation to representing clients in disputes, from offering advice on tax issues and infrastructure projects to guiding oil and gas companies through the challenges inherent in a highly regulated industry, to name a few examples of our broad range of work. Our main goal is to identify needs and develop tailored solutions, enabling safe and informed decision making - one client at a time.

As the first Brazilian firm to receive the "Chambers Client Service Law Firm of the Year" award, we are a Latin Lawyer Elite Firm whose ongoing dedication to clients is consistently recognized by leading industry publications, such as Chambers Global, Chambers Latin America, Legal 500 Latin America, Latin Lawyer 250, LACCA Approved and Who's Who Legal.

Most important, we know that commitment to our clients is the cornerstone of our reputation. For over many decades, we have been building relationships based on strong values, sound corporate behavior, and legal expertise that enables us to anticipate and act on opportunities for our clients.

This is how we contribute to the growth of the Brazilian economy, as well as help develop global businesses, bringing Brazil to the World and the World to Brazil.

For more information regarding Veirano, our Practice Areas and professionals, please refer to www.veirano.com.br



As the first Brazilian firm to receive the Chambers Client Service Law Firm of the Year award, our continuous dedication to clients is consistently recognized by leading industry publications, in particular:

RECOGNITIONS & AWARDS

Chambers Global 2023

- Leading firm in 19 practice areas
- 27 leading individual recognitions

Chambers Brazil 2023

- Leading firm in 39 practice areas
- 52 leading individual recognitions

Legal 500 Latin America 2024

- Recommended firm in 35 practice areas
- 27 leading lawyer recognitions

LACCA Approved 2024

- Recommended firm with 20 lawyers recognized in 10 practice areas

Who's Who Legal Brazil 2023

- 33 lawyers recognized
- 44 recognitions

Latin Lawyer 250 2024

- 17 practice areas highlighted
- 50 individuals mentioned



“What sets them apart is their commercial vision of our business, projects, and priorities. Their technical support is excellent and the team is very versatile.”

CHAMBERS LATIN AMERICA

“Overall, the firm's success is based on the excellence of its service; with an outstanding reputation among clients for providing the most flexible, efficient and personalized service in both style and price, relative to its competitors at the top of the market.”

LATIN LAWYER 250



Industry players rely on our team of specialists to understand the public-private connection and act in their interests in the healthcare space.

The team integrates the expertise of lawyers in numerous fields, allowing us to assess the context and deliver results for diverse clients:

- Pharmaceutical, cosmetics and biotech manufacturers
- Pharmaceutical ingredients suppliers
- Medical devices manufacturers and distributors
- Hospitals, clinics, diagnostic laboratories and other health service providers
- Companies operating in the animal health sector
- Technology vendors and investors

Combining business acumen and specialized legal knowledge, we provide innovative solutions in a variety of areas:

- Administrative litigation
- Compliance with and investigations under the US Foreign Corrupt Practices Act (FCPA) and various codes of ethics
- Development, manufacturing, supply and distribution agreements
- Joint ventures and strategic alliances
- Marketing and advertisement rules and restrictions
- Mergers and acquisitions
- Pharmaceutical patents registration and litigation
- Product liability
- Registration of products with the National Health Regulatory Agency (ANVISA)

Representative matters include:

LIFE SCIENCES & HEALTHCARE	
Client	Matter
	Counsel to Diaverum in assessing the impacts, measures and risks of not implementing the determination due to a federal law establishing minimum wages for nurses, nursing technicians, nursing assistants and midwives.
	Consultancy in several matters, including consumer, product liability, intellectual property, compliance, contracts and transactions in general.
	Counsel to Sociedade Beneficente Israelita Brasileira Hospital Albert Einstein in a transaction involving the telemedicine startup Conexa Saúde and the telepsychology startup Psicologia Viva.



Our team of specialists can assist domestic and foreign clients in dealing with all that plus the complexities of the Brazilian farmland.

The multidisciplinary team has in-depth knowledge and a holistic view of the agribusiness sector, as well as a refined technique. As a result, we have a long track record advising clients in several different agribusiness subdivisions, including:

- AgTechs, companies in the sugar/ethanol and renewable energy sectors
- Distributors of agricultural inputs and products
- Food industries, large animal protein manufacturers and Large cereal companies
- Machinery and infrastructure companies, manufacturers of agricultural pesticides and seeds
- Specialized agribusiness investment groups, timberland investment companies and traders

We combine our understanding of the agribusiness sector with our knowledge of its regulatory aspects, rendering goal-oriented services connected to the specific business needs of clients. In this sense, our range of services encompasses:

- Corporate transactions, M&A and joint ventures of agribusiness companies and cooperatives
- Full assistance to AgTech startups in all development stages
- Specialized tax, labor and civil law assistance targeting the agribusiness market
- Full environmental support, including forest obligations, waste management and licensing
- Regulatory support, including biotechnology, biodiversity (access to the Brazilian Genetic Heritage), phytosanitary and interaction with Brazilian agencies, foreign trade
- In- and out-of-court collection of credits related to agribusiness securities and financing, including bankruptcy suits
- Capital markets transactions involving specific agribusiness securities, such as Rural Product Notes (CPR), Agricultural Warrants (WA), Agricultural Deposit Certificates (CDA), Agricultural Trade Bills (LCA) and Agribusiness Credit Securities (CDC)
- Insurance and barter, full assistance in infrastructure projects, such as railways, highways, ports and storage silos, trade contracts, including supply of agricultural inputs and products

Representative matters include:

AGRIBUSINESS	
Client	Matter
	Counsel to Atlantica Sementes S.A and Nuseed International in the acquisition of energycane germplasm and other assets of Bioflex Agroindustrial SA to expand its bioenergy platform.
	Counsel to BSBios in a collection lawsuit of BRL 50 million against Cootrijuí, a traditional cooperative in the State of Rio Grande do Sul and client's credit derives from a bridge loan BSBios granted to Cootrijuí in a M&A transaction.
	Counsel to Bank Rabobank International Brasil S.A., in Colombo Agroindústria S.A.'s 1st issuance of non-convertible debentures.



In every area and type of economic activity, companies and investors know they must pay any taxes due - but not how much. Our team of specialists mitigates the tax burden and ensures peace of mind with advice uniquely tailored to the client's needs.

The team provides support when clients pursue joint ventures, mergers and acquisitions, or sales of assets, businesses and business lines. We assist in structuring and restructuring companies and business activities.

Whatever the client context, we take a multidisciplinary approach to anticipating issues and solving potential problems through a full range of tax-related legal services:

- Tax consulting, planning and compliance, assessing the tax implications of contracts
- Complying with inspections and audits, developing contingency plans and policies
- Filing or revising income tax returns
- Offering guidance on social security issues
- Offsetting tax credits and obtaining tax breaks
- Establishing transfer pricing arrangements
- Reviewing tax procedures and operational flows and logistics
- Structuring special tax and customs regimes
- Representing companies in all areas and levels of tax litigation

Our team has a strong track record of tax litigation in both the administrative and the judicial sphere. In this sense, we act for clients at the Administrative Courts, particularly before the Administrative Court of Tax Appeals (CARF), and before the Superior Court of Justice (STJ) and the Federal Supreme Court (STF).

Representative matters include:

TAX & CUSTOMS	
Client	Matter
	Counsel to the controlling shareholders in the sale of Bling to Locaweb (LWSA3). The transaction involved several tax matters.
	Counsel to Yara for tax matters in the sale of its operation in Serra do Salitre to EuroChem.
	Counsel to Yinson in the tax structuring for a challenging project for the refurbishment of the OSX-2 to be used by Enauta in the Atlanta field. The advice comprised tax and customs matters.



Brazil has long had a reputation for excessive litigation on minor matters such as overtime claims. However, with a unique combination of legal expertise and multicultural knowledge, our team provides business-friendly strategies for successful workforce management.

Beyond handling such practical matters as compensation, class actions and individual claims, we believe that workplace risk prevention and human resource management require a comprehensive, forward-looking approach that integrates specialist skills across the legal spectrum.

Drawing on the knowledge of corporate, tax, intellectual property law, civil contracts and other areas, we help companies to operate effectively in the Brazilian business environment by providing a wide array of services:

- Preparing offers of employment to high-level executives, professionals and other staff
- Designing, implementing and managing compensation and benefits policies, including salary equalization and stock option plans
- Advising on compliance with health and safety regulations and standards
- Developing workplace policies and adapting international policies and procedures to Brazilian law to bridge cultural gaps and prevent misunderstandings or liability
- Delivering workforce training on appropriate workplace conduct and prevention of employer-employee conflicts or conflicts between employees with differing seniority
- Providing counsel on intellectual property rights protection, workplace harassment and other matters
- Conducting due diligence by working closely with M&A and tax lawyers, as well as with account auditors to appraise client work routines and litigation history

We also understand that human resource management can involve tough decisions. Our team negotiates and prepares exclusive termination agreements in cases of either dismissal or resignation of executives and highly skilled professionals. Tempering firm decision making with a constructive attitude, we devise confidentiality terms, reasonable non-compete agreements and employee benefits and obligations.

Additionally, we can guide companies through collective dismissals and preparation of related settlements or representation in associated court disputes.

The team has an excellent reputation for bringing strong ethical standards, transparency and respect to collective bargaining in various sectors, such as telecommunications, commerce, metallurgy and information technology. We act with care to achieve a positive outcome for the client, pursuing litigation whenever the issue results in a strike.

Our Firm is the Brazilian representative for Ius Laboris, a global alliance that provides first-class legal support in labor, employment and pensions law to companies that employ an international workforce. Operating in over 55 countries and with more than 1,400 lawyers, Ius Laboris is the leading authority in the field. More details at www.iuslaboris.com.



Representative matters include:

LABOR & EMPLOYMENT	
Client	Matter
	Legal advisory to Hydro and its affiliate Mineração Paragominas in public law, regulatory, real estate, and contractual matters in connection with the development and delivery of three community centers in selected neighborhoods in the city of Belém, State of Pará, under the State Government’s social program “Territórios pela Paz - TerPaz”.
	Legal assistance to Equinor by giving trainings to prevent sexual and moral harassment in the workplace for employees of the company around the world. The matter is relevant since it supports company’s practices related to ESG on its social aspect, encouraging diversity and inclusion and stimulating employees’ care with their mental health.
	Legal assistance to Prumo Logística regarding Company’s recruitment process in order to stimulate it to hire focusing on diversity of gender, race and people with disabilities. The matter is relevant since it supports and provides means for a company in the logistics of ports sector, predominantly and historically a male business, to adopt practices related to ESG on its social aspect, encouraging diversity and inclusion.

CONSUMER AFFAIRS & PRODUCT LIABILITY



The tendency for strict, consumer-oriented enforcement of the Consumer Defense Code and related laws can make Brazil a challenging place to do business. Companies rely on our team of specialists to navigate this highly regulated environment and advance their market goals.

The team applies differentiated skills and expertise in dealing with public authorities - Bureau of Consumer Protection (PROCON), Public Attorney’s Office, DPDC, SENACON and other bodies - and complex litigation such as public civil actions and bet-the-company litigation.

We have in-depth expertise on product liability comparative law, working closely with our clients to fully understand their business and deliver tailored advice and practical solutions, always aligned with the company’s values and policies. Clients can enjoy a full range of high-quality services in complex matters:

- **Recall procedures** - From structuring the entire process to successfully advocating the inapplicability of recalls in particular cases, we have significant experience that also comprises negotiating peculiarities with the authorities.
- **Pre-Litigation** - Successful defense of clients in administrative proceedings as well as in negotiations and settlement agreements with public authorities. The team’s skills often prevent the need for further litigation.
- **Litigation** - All types of consumer-related claims, including product liability claims, from small but strategic ones to civil class actions and highly sensitive and complex individual cases, at the federal and state levels, at all instances and before the Superior Court of Justice (STJ) and the Federal Supreme Court (STF). Our expertise covers:
 - Providing tailored defense strategies
 - Close handling of expert examinations
 - Discussions on strategy with experts
 - Discussions on practical approaches to applying causation standards
 - Limits to the shifting of the burden proof
 - Limits to “expert witnesses” depositions
 - Mapping of courts’ positions
 - Strategic meetings with judges (windows of opportunity)
- **Advice** - Close work with clients’ marketing and commercial areas to provide full assistance on advertising, product development and launching of new products, packaging, leaflets, warnings, warranties, terms and conditions, user’s manuals, privacy policies, data management, and data privacy (GDPR vs. LGPD).

We have outstanding expertise in several market sectors such as tobacco, machines and equipment, automotive, healthcare and pharmaceutical, technology, food, education, and aviation, among others.

Representative matters include:

CONSUMER AFFAIRS & PRODUCT LIABILITY	
Client	Matter
	Counsel to Johnson & Johnson in the indemnity action brought due to the alleged failure of a Johnson manufacturing equipment during a surgical procedure for morbid obesity gastroplasty. Veirano effectively resolved the case, reducing the potential for loss, ensuring significant cost savings for the client, and



	<p>establishing a favorable precedent for use in achieving positive outcomes in similar cases.</p>
	<p>Counsel to Sallve, an innovative and digital Brazilian cosmetics company, in the recall procedure of one of its main products before the National Consumer Secretariat (SENACON). It was an extremely important victory to Sallve, as it diminishes the burden of the recall procedure to the company, and to the whole market in general, as it is an example of how to challenge the traditional recall procedure standards to reflect the reality of innovative, technological companies.</p>
	<p>Counsel to Philip Morris on a multibillion-dollar class action lawsuit filed by the Brazilian Federal Government aimed at reimbursing costs incurred by the Unified Health System (SUS) with the treatment of consumer illnesses allegedly caused by smoking, as well as collective moral damages. The amount involved was more than 100 billion dollars.</p>

CORPORATE & MERGERS AND ACQUISITIONS



Our expert team counsels domestic and multinational companies on M&A transactions, corporate governance and the formation of joint ventures in Brazil and abroad.

Our client base includes a broad range of investment funds and private equity investors, as well as many enterprises that are leaders in their fields. All that when undertaking acquisitions and company reorganizations such as mergers, spin-offs, consolidations and asset dropdowns. We assist in negotiating and drafting a diverse range of agreements:

- Assets purchase agreements and establishment purchase agreements
- Investment agreements, memoranda of understanding, confidentiality agreements and Shareholder agreements
- Share purchase agreements and all associated collateral agreements in M&A transactions
- Legal due diligence and data-room structuring processes, Negotiating price and contract conditions, preparing audit reports, executive summaries and risk matrices and risk assessment
- Daily activities of companies, such as preparing minutes of meetings of shareholders, boards of directors

In each transaction, we work closely with the antitrust and competition team and with the industry practices involved to guarantee full compliance with regulatory requirements. In tandem with our dispute resolution practice, we assist in resolving disputes between minority and majority shareholders, cases of abuse by the majority shareholder, corporate governance issues and related matters, and in developing executive board internal regulations.



According to the ranking organized by Transactional Track Record (TTR), our Firm advised buyers and sellers in **300 M&A deals** amounting approximately to **R\$ 100 billion** between January 2020 and December 2023, positioning itself **among the largest law firms in the Brazil by value and quantity of transactions.** The ranking also includes private equity, venture capital and asset acquisitions.

Representative matters include:

MERGERS & ACQUISITIONS - TECH	
Client	Matter
	Dentalis Software in its acquisition by MV Sistemas
	Morphus in its acquisition by Accenture Global
	Acquisition of interest in SeedcorpHO
	Formation of a joint venture with Gerdau Next, named Vector Cluster industrial.



Professional	Profile	Expertise
	Lior Pinsky Partner NYC/ São Paulo	<ul style="list-style-type: none">▪ Corporate & Mergers and Acquisitions▪ Private Equity▪ Venture Capital & Startups



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