



CORPORATE & CONTRACTS

**Multidisciplinary approach
with agility and efficiency**

The level of complexity of corporate documents depends on the business context. This is why corporate documents must be clear and well drafted, reducing the risk of conflicting interpretations. The same applies to the various different types of contracts. Contracts must safeguard rights and contain clearly drafted provisions in order to be fully performed.

Schmidt, Valois, Miranda, Ferreira & Agel has a team of professionals dedicated to providing legal services in corporate law and contracts, working closely with other teams within our firm such as our tax and labor practice groups. Our multidisciplinary approach allows us to achieve solutions to the concrete case with greater speed and efficiency, which translates into competent and fast services.

We serve clients in many segments of the goods and services industry, including segments that require specific knowledge and experience such as oil & gas and energy. We also have a team of professionals specialized in foreign investments that provides all the support needed to ensure compliance with the rules issued by the Central Bank of Brazil.

How we can help:

- Drafting of corporate documents in general (organizational documents, articles of incorporation, amendments to articles of organization, minutes of partners' meetings, documents related to mergers, consolidations, spin-offs and change of company type, shareholders' agreements and partners' agreements).
- Registration of corporate transactions on the Central Bank of Brazil information system (SISBACEN).
- Advice on and attendance of partners' meetings; representation of partners or shareholders in corporate disputes.
- Advice on corporate restructuring, including consolidations, acquisitions and joint ventures.
- Advice on succession and family business planning.
- Drafting of commercial contracts in general (lease, purchase and sale of real property/products, supply, distribution, and service agreements).
- Drafting of contract amendments and terminations.



Antônio Luís Ferreira

alferreira@svmfa.com.br

He represents domestic and international clients in mining, Oil & Gas and corporate transactions, and has been actively participating in the review and discussion of bills of law related to the energy industry, in particular natural gas regulations. Started his career at Shell Brazil (1971-1998), having spent the last ten years at the company as general legal counsel of the Shell Group Companies in Brazil, responsible for oil products, natural gas, mining, metals, chemicals, aviation, as well as for the tax department. Acted as an off counsel and was partner of two major Brazilian law firms. He was appointed as one of the most admired lawyers by Análise Advocacia 500 in commercial contracts and infrastructure. He has been listed since 2007 by the International Who's Who of Business Lawyers in the oil and gas sector, and was nominated as a leading lawyer in Energy and Natural Resources by Chambers and Partners from 2008 to 2018. He was nominated as a leading lawyer by Expert Guides to the World's Leading Energy and Natural Resource Lawyers and by Best Lawyers since 2010. Recognized as "Lawyer of the Year" for his work in Oil and Gas by Best Lawyers 2018. Appointed by Legal 500 Latin America and Latin Lawyer 250 as one of the leading lawyers in Energy and Natural Resources in Brazil. Author of many articles and chapters in newspapers, specialized magazines and books dealing with legal and regulatory matters of the Oil & Gas industry. Post-graduated in Business Law from Fundação Dom Cabral. Graduated by the Universidade do Estado do Rio de Janeiro. Languages: Portuguese and English.



Guilherme Schmidt

gschmidt@svmfa.com.br

He has an extensive practice in energy, regulatory, M&A, corporate and infrastructure transactions. From 1990 to 1993, he worked in the legal department of Shell in Brazil. After that, he joined a well-known Brazilian law firm where he became a partner in 1996 acting in commercial contracts, M&A, infrastructure and regulatory law. He was a visiting associate at O'Melveny & Myers LLP, New York, from 1998 to 1999. He was also partner at another important local firm for six years, where he was responsible for the above-mentioned areas. He has been nominated by Chambers and Partners as a leading lawyer in Corporate/M&A, Projects and Energy and Natural Resources. In particular area, he has also been listed by Expert Guides. In the Energy sector and in the Oil & Gas field he was highlighted by Who's Who Legal year after year. Latin Lawyer 250 has also mentioned him in Energy, Projects & Infrastructure, Corporate & M&A and Administrative law areas. He was also referred by Legal 500 in Natural Resources – Electricity. He was recognized as "Lawyer of the Year" for his work in Energy Law and recommended in the following areas: Corporate and M&A, Energy, Oil & Gas and Natural Resources by Best Lawyers International 2018. Brazilian Anuário Análise Advocacia has recognized him as one of the most admired lawyers in Brazil in Infrastructure and Regulatory areas. He was a guest professor of National and International Contracts for the MBA in Technology Law, and of Contractual Relations in the New Energy Model for the MBA in Energy Management for Fundação Getúlio Vargas. Post-graduated in Business Law from Fundação Dom Cabral. Graduated from Universidade do Estado do Rio de Janeiro. Member of the Board of the Brazilian Bar Association- Section RJ for 2016-2018. Languages: Portuguese, English and Spanish.



Rogério Sobral de Miranda

rmiranda@svmf.com.br

For more than 25 years, he has developed a legal practice focused on business law, representing clients in local and international transactions related to natural resources and infrastructure projects (in particular oil and gas, power generation, mining, ports and terminals), mergers and acquisitions, joint ventures, corporate matters, international contracts and project finance. He was the head of the gas and power and oil products in the legal practice of Shell in Brazil, where he was extensively exposed to all related legal and contractual matters of the industry, including exploration and production. Prior to founding the firm, he was a partner at a well-known Brazilian law firm. He has been appointed as a leading lawyer both in Energy and Natural Resources and in Corporate/M&A by Chambers and Partners, year after year. International Who's Who of Business Lawyers and the World's Leading Energy and Natural Resources Lawyers, published by Euromoney, recognized him in the Oil and Gas. Highlighted by Who's Who Legal as a reference in the natural resources area in Brazil. He has been recommended by the publication Legal 500 and Latin Lawyer 250. Brazilian Anuário Análise Advocacia has recognized him as one of the most admired lawyers in Brazil. He holds a masters' degree from the Centre for Energy, Petroleum and Mineral Law and Policy (CEPMLP) of the University of Dundee, Scotland, 2001. Bachelor of Laws degree from Pontificia Universidade Católica do Rio de Janeiro in 1988. Member of the Ethics Court of OAB/RJ in 2010. Languages: Portuguese, English and Spanish.



Eduardo Cirne Lima

ecirnelima@svmf.com.br

Specialized in the corporate area, focusing on mergers and acquisitions (M&A), corporate restructuring, negotiation of agreements, shareholders agreements, national and international contracts, commercial contracts and legal advice in the corporate area. He was a lawyer at the Gouvêa Vieira Advogados, Barbosa Mussnich & Aragão and Banco Graphus S/A. Regarding M&A operations, he advised several mergers and acquisitions operations, such as Squadra Investimentos S/A in the acquisition of store network Imaginarium and Lojas MinD; Grupo Sá Cavalcante in the disposal of Shopping Tijuca to BR Malls S/A, Royal & Sun Alliance Seguros in the acquisition of CGU Seguros Brasil S/A to Technip France in the acquisition of UTC Engenharia S/A and the disposal of shareholdings of Terminal Port of Santa Catarina - TESC to the Grupo Dragados de España. Experience in capital market operations, issuance of certificates and initial public offerings of securities distribution (IPOs). In capital market operations, he advised Sul América Seguros S/A in its initial public offering (IPO) of stock, Banco Morada S/A in the launch of Eurobonds and the launch of debentures of Suzano Bahia Sul S/A. Bachelor of Law degree from Universidade do Estado do Rio de Janeiro (UERJ). Languages: Portuguese and English.



Paulo Valois Pires

pvalois@svmf.com.br

His practice involves the representation of IOCs, NOCs, private equities, financial institutions and suppliers in O&G, M&A, private placements, offshore supply, pipeline construction, LNG projects, infrastructure, and tax related matters. He represents international and domestic clients in international tenders promoted by the Petroleum Agency and Petrobras for the divestment of onshore and offshore blocks, and also in complex bidding procedures for the charter of FPSOs, FSRUs, and FSOs. He started his career in 1989 as in-house counsel for Shell in Brazil. He is the co-head of the O&G practice group of the firm and managing partner of the Rio de Janeiro office. He is author of a variety of articles and a frequent speaker in panels related to O&G matters and programs worldwide. He was nominated as a leading lawyer (Band 1) in "Energy and Natural Resources" by Chambers Global and Latin America 2006 - 2010, 2011 ("spot light table"), and 2012-2018 editions. He is top ranked in the 2007-2017 "Experts' Guide to the World's Leading Energy and Natural Resource Lawyers" of Euromoney, and recognized as "The Best of the Best in Latin America" in 2012-2017 by the same institution. Recommended in Oil & Gas and Projects & Infrastructure by the international publication Legal 500. He is highly recommended by Latin lawyer 250. Also quoted by Best Lawyers in 2009/2014 - 2018 ("Lawyer of the Year" for his work in Natural Resources in 2018); by The International Who's Who Legal Energy 2009-2017 editions ("Most Highly Regarded Individuals"- 2016 and "Thought Leader - Energy 2018") and by the Latin American Corporate Counsel Association (LACCA) in the 2014-2018 editions. Brazilian Anuário Análise Advocacia has recognized him as one of the most admired lawyers in Brazil. He was nominated by the Brazilian edition of the GQ Magazine in 2014 as one of the most influential lawyers in the country. Assistant Professor of Law at Universidade Cândido Mendes (1999-2002) and at Master Business in Petroleum of COPPE/UFRJ (2000-2004). Vice-chairman of the Brazilian Center of Mediation and Arbitration (CBMA - 2014-2016). Director of the Portuguese Chamber of Commerce in Rio de Janeiro (2015-2016). Tax Committee of National Organization of Oil Industry (ONIP - 2000-2002). Vice-chairman of the Energy Committee of the American Chamber of Commerce (2000). Member of the Association of International Petroleum Negotiators and former alternate regional director of the AIPN Latin America Chapter. Master Degree in International Law by the University of São Paulo. Master Business in Petroleum - MBP by the Federal University of State of Rio de Janeiro/COPPE. Post-graduate diploma in International Law by the Université Robert Schuman, Strasbourg, France: Certificat des Hautes Études Européennes. Law Degree by the University of State of Rio de Janeiro. Languages: Portuguese, English, French and Spanish.



Isabela Faria

ifaria@svmfa.com.br

Representing and advising clients in structuring, negotiating and documenting finance and business transactions with emphasis on project finance transactions related with energy, oil and gas and infra-structure projects. Representing and advising clients in connection with direct foreign investments, private placements, investment funds, loan agreements, EPC (Engineering, Procurement and Construction) contracts, lease and charters agreements, foreign exchange transactions in general, Brazilian Central Bank regulations and corporate law. She was recommended as "Leader in their field" in Brazil by Latin Lawyer 250 - 2017. She frequently takes part in articles and presentations related to project finance in the oil and gas sector. Masters of Laws in International and Comparative Law (LL.M.) from Temple University School of Law, Philadelphia, USA. Bachelor of Law degree from Universidade do Estado do Rio de Janeiro (UERJ).

Languages: Portuguese and English.



Luiz Rodolfo da Assunção Ryff

lryff@svmfa.com.br

Luiz Ryff acts in the areas of Corporate Law, Contracts, M&A, Administrative/Regulatory Law and Sports Law. Experienced lawyer in strategic advisory and business governance, he has been assisting companies at different stages of maturity, from early phases to well-established ones in the market. His extensive expertise covers a wide range of areas essential for business success. Throughout his career, Ryff stands out in developing comprehensive business plans, assisting companies in setting clear goals and implementing effective strategies. Additionally, he is a valuable partner in digital transformation and organizational growth, identifying opportunities and enhancing their competitive position. With skills in financial and corporate governance, Ryff implements efficient practices, ensuring compliance with regulations and a solid organizational structure. His experience also includes mergers and acquisitions, providing strategic guidance throughout the process. Furthermore, he played a prominent role in the Rio 2016 Olympic and Paralympic Games, coordinating the event's dissolution and acting as General Counsel. His involvement ranged from contract termination to the reconfiguration of sports and non-sports facilities. Also, represented the Committee President in meetings with various stakeholders. His ability to handle complex issues, coupled with his commitment to accountability, social responsibility, sustainability, and transparency, make him a trusted partner for companies seeking high-level strategic guidance and governance. Post-Graduation in Civil Procedural Law from Cândido Mendes University. Graduation in Law by Faculdade da Cidade.

Languages: Portuguese, English and Spanish.



Cláudio Köhler

ckohler@svmfa.com.br

Lawyer acting in Corporate Law, Mergers and Acquisitions, Administrative Law, Public-Private Partnerships and Infrastructure, Mining Law, and Energy Law. Cláudio Köhler has extensive experience as a business and diplomatic leader, having served as Honorary President of the Brazil-Germany Chamber of Commerce and Industry in Rio de Janeiro, CEO of Vale Gold S.A., and Ambassador to Germany for SINAVAL. His contributions have strengthened the trade relations between Brazil and Germany while driving the development of the industries involved. In addition to his remarkable business career, Köhler is a renowned lawyer with a prominent presence in prestigious law firms in Rio de Janeiro. His expertise in corporate law is evident in his publications, such as the book "Nebenabreden im GmbH – und Aktienrecht – Zulässigkeit und Wirkung." Furthermore, his involvement in legal and social institutions, such as the Rocky Mountain Mineral Law Foundation and the Board of Trustees of Instituto Mais, demonstrates his commitment to professional development and contribution to society. Through his various achievements, Köhler has established himself as a distinguished professional whose dedication and experience have made a significant impact across different sectors.

Author of "Nebenabreden im GmbH – und Aktienrecht – Zulässigkeit und Wirkung" (Parasocial Agreements in the Law of Limited Liability Companies and Joint Stock Companies – Effectiveness and Enforceability), published by Peter Lang in Frankfurt am Main, Berlin, Bern, New York, Paris, and Vienna. Author of "Bônus de Subscrição" in Revista dos Tribunais, vol. 641, São Paulo.

Doctor of Law by University of Köln, Germany. Law Degree by Pontifical Catholic University of Rio de Janeiro.

Languages: Portuguese, German, English, Spanish and French.



Alexei Macorin Vivan

avivan@svmfa.com.br

Lawyer with relevant knowledge in the electric power sector, with more than 18 years of activity in this sector, in the segments of generation, transmission, distribution and commercialization of electric power, with extensive experience in contracts, corporate operations and litigation. Specialist in the areas of energy and regulatory law, civil law, administrative law and civil and administrative litigation. Participated in the negotiation of several conflicting situations involving creditor banks, suppliers, unions, strikes, contractors. He has specific skills developed as general counsel and legal vice president of Brazilian and multinational group of companies, chairman of the board of directors, chief executive officer of electric power association and president of forum of associations. Chief executive officer of the Brazilian Association of Electric Power Companies - ABCE (since 2012). Member of the Council Board of the Energy Research Company - EPE (since 2015). Member of the Infrastructure Council and Director of the Infrastructure Department of State of São Paulo Federation of Industries – COINFRA and DEINFRA/FIESP (since 2013). Member of the Infrastructure Council of the National Confederation of Industry - COINFRA/CNI (since 2013). Vice President of the Energy Industry Union of the State of São Paulo - SindiEnergia (since 2011). Member of the Energy Law Commission of São Paulo Bar Association - OAB/SP (since 2013). Counselor at the Competitiveness Council of the Government of the State of São Paulo (since 2014). Chairman of the Board of Directors of ABCE (2011 to 2013). President of the Environment Forum of the Electric Power Sector - FMASE (2014 to 2016). Member of the Federal Administrative Court of Tax Appeals - CARF of the Brazilian Ministry of Treasury (2010 to 2015). Panelist in several events and author of articles in his area of activity. Coordinator of the books Law and Energy (Quartier Latin, 2014) and Law and Electric Power Generation (Quartier Latin, 2017). Professor of Civil Law. Law Degree and Doctor of Law by University of State of São Paulo (USP). Senior Management Programme by London Business School. Member of Board of Directors certified by the Brazilian Institute of Corporate Governance - IBGC and by the Institute of Certification of Social Security Professionals - ICSS.

Languages: Portuguese and English.

Rio de Janeiro
Rua Humaitá, 275, 14th floor, Edifício Lagoa
Corporate, Humaitá
Rio de Janeiro - Brazil

São Paulo
Avenida Horácio Lafer 160,
2nd floor, Itaim Bibi
São Paulo - Brazil

