



M&A AND JOINT VENTURES

Consulting on all legal
aspects of deals

The involvement of the Schmidt, Valois, Miranda, Ferreira & Agel team in M&A transactions for acquisition of assets, particularly in the infrastructure and public service sectors, dates back to the early 1980s, when the privatization process of federal and state companies began.

Since then, the Schmidt, Valois, Miranda, Ferreira & Agel partners have been recognized for their experience in assisting clients in M&A transactions, joint ventures and corporate restructurings.

We also advise clients on the structuring, development and financing of public-private partnerships in the infrastructure sector and in the structuring of consortia, joint bidding agreements and joint ventures for public bids. As a full service law firm, we provide consulting on all aspects related to M&A transactions, such as tax, labor, environmental and regulatory matters. Our team seeks to enable our clients' deals in a creative and safe manner.

The firm's practice includes due diligence for purchase and sale of assets and equity stakes in oil & gas, energy, mining, sugar and ethanol, real estate and technology companies, among others. Our practice also includes the analysis and mitigation of legal and tax risks resulting from M&A transactions and joint ventures in the natural resources and infrastructure sectors.

How we can help:

- 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.
- Litigation and Arbitration.



Rogério Sobral de Miranda

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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.



Paulo Valois Pires

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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.



Guilherme Schmidt

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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.



Cláudio Köhler

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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.



Eduardo Cirne Lima

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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.



Luiz Rodolfo da Assunção Ryff

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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.

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