THE **VEIRANO** ADVANTAGE



Who?

Veirano Advogados understands that our professionals are our equity in a globalized market. With an eye to building strong client-service teams, we recruit Brazilian attorneys from multicultural and multilingual backgrounds who have received additional legal education and training in first-tier US, European, and Asian law schools and law firms.

For over 40 years we have not only helped our Brazilian and multinational clients to participate in one of the world's fastest growing economies but also taken part in the growth of the country itself through our involvement in all key economic sectors.

What?

Veirano Advogados is a full-service law firm focused on providing the complete spectrum of legal services related to business activities in both regulated and unregulated sectors. With customized teams, we handle both routine and complex multidisciplinary cases that require the coordinated talents of professionals with diverse areas of expertise.

Our services range from providing assistance in mergers and acquisitions or company formation to offering advice on privatizations, and from assisting with essential infrastructure projects to guiding oil and gas companies through the challenges inherent in a highly regulated industry. Our goal is to identify needs and tailor our solutions – one client at a time.

Where?

Veirano Advogados has offices in Rio de Janeiro, São Paulo, Porto Alegre, and Brasília. We enjoy strong relationships with domestic law firms in the various Brazilian states. Our broad regional coverage enables us to grasp the dynamics of the market in which we operate and to identify the opportunities that emerge daily for our clients and their businesses in Brazil.

We also maintain a network of partner law firms across 120 countries, with whom we work in teams that are fully fluent in English and several other languages, enabling us to provide our clients with seamless service wherever it is required.

WHAT THE MARKET IS SAYING...

"Veirano Advogados has been without doubt the firm to watch through 2013–14 ... Rivals at the top of the market are keeping a close eye as this ambitious, active, and successful firm sets it sights on the very elite of practice, across the board."

"Veirano ... is less hierarchical, less pressured, and frankly less stuffy than other top firms in Brazil. This culture is also evident in its client service style, which is renowned among the general counsel community as being open, direct, hands on, and available, but also impressively client focused."

LATIN LAWYER 250 2014

"In an era of complex management restructurings at big firms in Brazil, one edge Veirano has over many of its rivals is a settled and modern management structure. It is well managed, focused on providing a modern and professional approach to service which many competitors are still struggling to compete with."

"Overall the firm's success is based on old-fashioned service excellence; it has a reputation among clients for providing the most flexible, efficient, and personalized of both service style and pricing of any of its rivals at the top of the market."

LATIN LAWYER 250 2013

KEY NOTES

- 280 professionals, including 53 partners.
- 10 Band 1 & 2 practice area listings and 37 individual lawyer listings in *Chambers Global 2014*.
- 14 Band 1 & 2 practice area listings and 53 individual lawyer listings in *Chambers Latin America 2014*.
- 17 Tier 1 & 2 practice area listings in *Legal 500 Latin America 2014*
- 37 individual lawyer listings in *Who's Who Legal Brazil 2014*.
- Recognition as one of the world's leading law firms by *Who's Who Legal 100 2014*.
- First Brazilian law firm to receive the Chambers Client Service Law Firm of the Year award for client service and outstanding performance.
- Recipient of the Chambers Lifetime Achievement award for founding partner Ronaldo Veirano in recognition of his 40-year career.
- Recipient of *Latin Lawyer 2013* Deal of the Year award for Project Finance.
- Recipient of *Latin Lawyer 2012* Deal of the Year award for Bankruptcy/Restructuring.
- Recipient of *Marine Money International* 2012 Editor's Choice Deal of the Year award for Refinancing/Shipping.
- Brazilian representative in the World Services Group (WSG), a network of leading global firms encompassing 15,000 professionals and 400 offices in over 120 countries for the purpose of exchanging experience.
- Brazilian representative in Ius Laboris, a global alliance of 40 law firms focused on or with leading practices in labor, employment, employee benefits and retirement, immigration, and other human resources legal issues.
- Brazilian representative in Global Advertising Lawyers Alliance (GALA), a network of independent firms with expertise in advertising, marketing, and promotion law.

RANKINGS

Chambers Global 2014, Bands 1 & 2

Banking & Finance
Corporate/M&A
Dispute Resolution: Litigation
Energy & Natural Resources: Mining
Energy & Natural Resources: Oil & Gas
Intellectual Property
International Trade/WTO
Projects
Shipping
Tax

Chambers Latin America 2014, Bands 1 & 2

Banking & Finance
Corporate/M&A
Corporate/M&A: High-end Capability
Dispute Resolution: Litigation
Energy & Natural Resources: Mining
Energy & Natural Resources: Oil & Gas
Environment
Intellectual Property
International Trade/WTO
Labor & Employment
Product Liability
Projects
Shipping
Tax

Legal 500 2014, Tiers 1 & 2

Banking and Finance
Bankruptcy and Restructuring
Capital Markets
Competition and Antritrust
Corporate and M&A
Dispute Resolution
Energy and Natural Resources: Electricity
Energy and Natural Resources: Mining
Energy and Natural Resources: Oil and gas
Environment
Intellectual Property
International Trade and Customs
Labour and Employment
Projects and Infrastructure
Real Estate
Tax
Transport and Shipping

PRACTICE AREAS & INDUSTRIES

Practice Areas

Anticorruption, Corporate Integrity & Compliance
Antitrust & Competition
Banking & Finance
Commercial Contracts
Corporate & Mergers and Acquisitions
Corporate Immigration
Dispute Resolution
Environment
Government & Regulatory
Insolvency, Restructuring & Distressed Investing
Intellectual Property
International Trade / WTO
Labor & Employment
Private Equity & Capital Markets
Tax & Customs

Industries

Electric Energy
Information Technology & Communications
Infrastructure & Projects
Insurance, Reinsurance & Pension Funds
Media & Entertainment
Mining
Oil, Gas & Biofuels
Real Estate
Shipping



ANTICORRUPTION, CORPORATE INTEGRITY & COMPLIANCE

"Long experience in a field in which it is tough to find experienced professionals."
LATIN LAWYER 250 2014

Veirano Advogados advises clients in national and international anticorruption issues and money laundering prevention. Our team of specialists can assist companies in implementing compliance programs designed for and tailored to their needs, or review and improve existing programs. The Firm also has extensive experience in performing due diligence in mergers, acquisitions, and joint ventures and in relation to third-party suppliers, service providers, and representatives.

Our attorneys also offer corporate counseling in the criminal and administrative fields, crisis management, risk assessment, and fraud investigations. We represent our clients on issues related to audits and inspections, investigative procedures, administrative misconduct, and administrative proceedings relating to declaration of unfitness and ineligibility for public administration.

Activities

- Implementation of compliance procedures and routines
- Drafting, revision, and implementation of codes of ethics and ethical standards
- Lectures and staff training
- Improvement of internal controlling systems and audits
- Contract review
- Dissemination of best practices
- Creation of denunciation channels



ANTITRUST & COMPETITION

"A real player in the increasingly competitive, but increasingly important, antitrust arena."

LATIN LAWYER 250 2014

The Veirano antitrust team offers legal services in a wide range of matters pertaining to antitrust and competition law across all industry sectors. National and multinational clients benefit from the close interaction between the Firm's antitrust and litigation teams, which enables them to keep their legal work under one umbrella and has resulted in successful challenges of decisions made by competition authorities.

Our team advises on day-to-day business and provides legal opinions and risk assessments for a range of activities, helping clients to evaluate their commercial practices from a competition law standpoint. In the merger control area, we obtain clearance of transactions involving high levels of market concentration, challenge transactions before Brazilian authorities, and negotiate positive remedies for clients in concentrated markets and complex cases. In addition, we often prepare and implement antitrust compliance and training programs for clients and provide strategic advice on how to deal with anticompetitive practices investigations.

Activities

- Complex merger, antitrust, and regulatory notifications
- Representation in acquisitions and joint ventures
- Cartel, bid-rigging, and dominant position abuse investigations
- Challenges to corporate transactions and anticompetitive practices before competition and regulatory authorities
- Implementation of compliance procedures and due diligence for multinationals
- Assistance in administrative and judicial cases involving anticompetitive practices



BANKING & FINANCE

"What sets this team apart is its excellent quality, timely responses, and commercial approach to our business and priorities."

CHAMBERS LATIN AMERICA 2014

Veirano Advogados has built a strong practice in advising domestic and international banks, non-bank financial institutions, multilateral and developmental agencies, and large international corporate borrowers in various industries. With wide experience in domestic and cross-border financing transactions, we foster strong relations with major US and European law firms and have been working for decades as one of the foremost Brazilian consultants in banking and finance.

Our finance team specializes in assisting private equity, hedge funds, and foreign investment funds. The Firm is also a leading player in providing regulatory advice on a range of financial issues, with a substantial reputation in foreign exchange transactions, direct and indirect investments, and Central Bank of Brazil regulations.

Activities

- Representation of financial institutions, multilateral agencies, and corporate borrowers
- Regulatory advice, licenses, and registration for investment funds
- Corporate finance transactions
- Project finance
- Syndicated loans and loan restructuring
- Debt financing
- Pre-export financing
- Securities
- Derivatives contracts



COMMERCIAL CONTRACTS

"Pragmatic, responsive lawyers who understand how to communicate with a business audience."

CHAMBERS LATIN AMERICA 2014

Veirano Advogados has a large team of business-oriented lawyers to assist clients in every type of commercial contract. We take an interdisciplinary approach when designing the most suitable contractual structure to meet the needs of the individual client, drawing on the expertise of our specialists across the economic and legal spectrum.

The Veirano team is highly experienced in assisting and representing domestic and international clients at every stage of a negotiation. Our activities range from drafting, revising, and negotiating preliminary contracts, term sheets, memoranda of understanding, and heads of agreement to providing full postcontractual advice such as contract management, dispute resolution, and amendments.

Activities

- Engineering, procurement, and construction (EPC) agreements
- Agency, distribution, joint venture, franchising, services, supply, transport, lease, and confidentiality agreements
- Contracts for the sale of goods, insurance contracts, contracts of affreightment, construction contracts
- Tailoring of off-the-shelf commercial contract models for client use in day-to-day business
- Drafting, revision, and negotiation in both simple and complex cases



CORPORATE & MERGERS AND ACQUISITIONS

"The team exceeded our expectations and stands out for its knowledge of the market and vast experience in M&A operations."

CHAMBERS LATIN AMERICA 2014

As a full-service firm Veirano Advogados has the skills and capacity required to handle large projects and M&A deals, but we provide tailored care that is particularly well regarded by foreign clients. We advise and assist in corporate transactions; incorporation, maintenance, and winding up of companies, joint ventures, and consortia; foreign investment regulations, debt-to-equity conversions, and repatriation of funds; and all aspects of private equity/venture capital.

The M&A team works closely with our tax attorneys to deliver advice on structured domestic and cross-border mergers and acquisitions, joint ventures, strategic alliances, contested public company acquisitions (including tender offers), advanced preparation for prospective targets, corporate governance and control, leveraged buyouts, and asset and stock sales and purchases.

Our private equity specialists advise investment fund managers, institutional investors, and investees from various industrial segments in complex transactions such as control acquisitions, minority interest, co-investments, private investment in public companies, special purpose acquisition companies, convertible debt, and real estate.

Activities

- Mergers, acquisitions, corporate restructurings, management buyouts, and capital market transactions
- Assistance in all pre-deal drafting, agreement revision, and multiparty negotiation
- Due diligence, including organization and assistance in the preparation of virtual or physical data rooms
- Legal advice in foreign investment matters
- Corporate restructuring and preparation of companies for sale
- Identification and preparation of filings with government agencies



CORPORATE IMMIGRATION

"Well managed, focused on providing a modern and professional approach to service which many competitors are still struggling to compete with."

LATIN LAWYER 250 2013

We know that executive mobility is crucial for foreign companies intent on establishing and growing their business abroad. With the majority of Brazilian immigration authorities located in Brasília, the Veirano Advogados office there facilitates contact with the relevant authorities to resolve issues in a timely and effective manner. Coordinating with our offices in Rio de Janeiro, São Paulo, and Porto Alegre, our corporate immigration team works with clients to streamline the entry and legalization of foreign executives, technicians, and employees in Brazil.

We deal directly with the immigration authorities to guide foreign companies efficiently and expeditiously through the procedures for obtaining all business-related visas and work permits for foreign nationals. As a result, our clients can pursue their business goals with the security of a legally compliant workforce.

Activities

- Preparation and submission of work-related visa applications and related corporate documentation
- Preparation of contracts, including those requiring registration at the National Institute of Industrial Property
- Preparation of corporate documents, including registration of foreign investment at the Central Bank of Brazil
- Advice on compliance with Brazilian immigration and emigration legislation
- Advice on compliance with labor and tax legislation
- Assistance to expats in registering with the Federal Police and obtaining all the necessary Brazilian documents



DISPUTE RESOLUTION

"Can count on the firm ... to a find a solution to a case that's been all but lost."

CHAMBERS LATIN AMERICA 2013 – LITIGATION

"Well regarded and ... growing in stature within the marketplace."

LATIN LAWYER 250 2014 – ARBITRATION

In this broad practice area, Veirano Advogados handles litigation, arbitration, and mediation for clients across a range of sectors, including telecoms, financial services, aviation, construction, manufacturing, pharmaceuticals, oil and gas, and real estate.

The Firm's talented litigation team is well known in regional and federal courts. With respect to consumer litigation, the large and well-structured team stands out in preventative consultancy but is also renowned for representing national and international companies in complex suits, class actions, and pre-litigation negotiations with consumer protection authorities.

We provide service to a stand-out roster of high-end clients from the tobacco, automotive, pharmaceutical, IT, publishing, and manufacturing industries.

One of the distinctive features of our arbitration group is the team's capacity to handle sophisticated proceedings in English under foreign or international laws. We have acted as lead counsel or co-counsel in a significant number of international arbitrations, teaming up with foreign lawyers and firms where appropriate. Our team has extensive experience with the rules of arbitration set by the most important Brazilian and international institutions.

Activities

- Corporate and commercial disputes
- Product liability and consumer class actions
- Assistance, representation, and advice at all stages of the arbitration process
- Administrative law disputes involving class actions and credit recovery
- Counsel in mediation



ENVIRONMENT

"Well equipped to assist clients with a full catalogue of complex environmental issues such as contamination, licensing, and reverse logistics."

CHAMBERS LATIN AMERICA 2014

When it comes to environmental matters, the right legal advice can enhance a company's brand and image, increase its competitiveness and stock value, and lower both costs and potential environmental liabilities. The Veirano Advogados environmental team helps clients to comply with Brazil's strict environmental laws and regulations, guiding them through the regulatory process with IBAMA and other government agencies. Our Brasília office plays an important role in matters that involve the Environment Ministry and the National Environment Council (CONAMA).

We offer consultancy and audits in M&A and joint venture operations, compliance and evaluation of contingencies, assessment of management systems, domestic and international financing, contracting of insurance policies, buying and renting real estate, and drafting of socio-environmental balance sheets.

Activities

- Administrative proceedings and lawsuits, including civil inquiries
- Negotiating agreements with environmental agencies and the Department of Public Prosecutions
- Preparing and negotiating environmental clauses for contracts, including the purchase/sale of carbon credits
- Environmental licensing proceedings and public hearings
- Advice on new legislation and regulations



GOVERNMENT & REGULATORY

"Well equipped to advise on all aspects of project structuring, including modeling, concession agreements, public biddings, and related litigation issues."

CHAMBERS LATIN AMERICA 2014

Veirano Advogados has wide experience advising in legal matters involving the Brazilian government, from the development of public policies to contractual negotiations and litigation. Our team specializes in all aspects of private–public negotiations, not only in contractual or pre-contractual issues but also in the legal structuring of public–private partnerships and other infrastructure projects that demand public investment or intervention.

In Brasília, our office plays an important role in matters involving public administration, autarkies, and regulatory agencies; public companies and mixed-capital corporations; public foundations; and other organs linked to the executive branch of government and external control bodies.

Our offices in São Paulo, Rio de Janeiro, and Porto Alegre are well versed in local procedures and legislation, providing consultancy in cases underway at the state and municipal agencies and federal bodies based outside the capital. We effectively represent clients' interests in judicial and administrative litigation and are particularly well known for successful cases at the Accounts Courts.

In procurement procedures, our attorneys offer support through all phases of public tendering and contracting processes: reviewing invitations to bid, clarifying contract awards and related challenges, drafting proposals, monitoring the requirements stemming from administrative decisions, and defending clients' interests in administrative and judicial proceedings linked to contracting.

Activities

- Legal structuring of public–private partnerships and other infrastructure projects
- Analysis of the potential impact of regulations and public policies on clients' operations
- Acting in judicial and administrative procedures
- Advice on tenders and public contracting, including related litigation
- Structuring corporate operations in the light of regulatory aspects
- Preparing and negotiating contract clauses on regulatory issues
- Advice on public hearings and public consultations
- Acting in licensing procedures for premises and in product registry



INSOLVENCY, RESTRUCTURING & DISTRESSED INVESTING

"Providing service on a par with the best firms internationally."
LEGAL 500 LATIN AMERICA 2013

Veirano Advogados fields a team of experts to develop creative and practical solutions for debt restructuring and business and credit recovery. We focus on enhancing value and avoiding or mitigating adverse effects for banks, funds, investors, purchasers, trustees, shareholders, management, and troubled companies. Our team adopts a multidisciplinary approach, using our legal and business expertise to tailor each solution to specific client needs.

We practice with special emphasis on bankruptcy, contractual, labor, tax, environment, banking, and capital markets issues. As well, we have a broad and recognized litigation practice in situations involving insolvency, succession of liabilities, and foreclosure of collateral.

Our attorneys are highly experienced in both domestic and international markets in the restructuring of guarantees, debt renegotiation, and issuance of public and private securities such as debentures, bonds, notes, and other instruments. In addition, we guide clients through the purchase and sale of distressed assets and act as trustee representatives in bankruptcy and judicial restructuring processes.

Activities

- Judicial and extrajudicial restructuring
- Bankruptcy
- Due diligence and acquisition of distressed assets
- Negotiations with creditors
- Debt recovery and credit recovery
- Restructuring financial arrangements, collateral packages, and enforcement of collateral
- Preparation and implementation of recovery plans
- Assistance to the security agent
- Reorganization plans
- Advising foreign entities on how to close their businesses in Brazil



INTELLECTUAL PROPERTY

"Deep knowledge of specific patent matters ... wonderful value for money."
LEGAL 500 2013

"One of the largest and most diversified IP departments among its peers."
LATIN LAWYER 250 2014

The intellectual property field is becoming exponentially more complex, with new ideas and products developing at breakneck speed. Veirano Advogados offers a wide array of services to domestic and foreign companies in all market segments, both in Brazil and abroad. Our team works seamlessly with others in the Firm to protect and license patents, trademarks, technologies, know-how, copyright, rights of privacy and personal identity, industrial design, domain names, and other corporate assets. We manage patent portfolios and can inspect the client's areas of research and development to identify proprietary information and projects that need protection.

We are very active in the prevention of intellectual property rights infringement, including merchandise piracy and falsification, parallel imports, border measures, and counterfeit product search and seizure operations. As well, our specialists have considerable experience in intellectual property issues involving crop cultivation, biotechnology, biodiversity, access to genetic patrimony, and projects related to the transfer of technology, technical assistance, and know-how.

The Veirano team is also known for its expertise in helping clients to establish franchises in Brazil: drafting and negotiating franchise, distribution, and supply agreements, and circulating franchise offers.

Activities

- Copyrights and trademarks
- Patents and industrial designs
- Plant varieties, biotechnology, and biodiversity issues
- Transfer of technology
- Administrative requirements
- Corporate names and domain names
- Litigation and arbitration
- Contracts, licensing, and franchising



INTERNATIONAL TRADE / WTO

"Top-ranked for trade work, in a field in which genuinely skilled and experienced lawyers are hard to find."

LATIN LAWYER 250 2014

Veirano Advogados has developed Brazil's leading international trade practice, representing national manufacturers and foreign importers and exporters in local, regional, and multilateral issues. Nationally, our professionals advise on dumping, subsidies, and safeguard investigations and reviews before the Departamento de Defesa Comercial (DECOM) and the Brazilian courts. We also offer consultancy on product tariff classification, rules of origin, customs valuation, import licensing, and technical barriers.

Internationally, we provide consulting services to associations and companies on Mercosur issues and trade negotiations, particularly with respect to rules for market access. Our portfolio includes consulting on matters regulated by the World Trade Organization (WTO), such as import licensing, dumping, subsidies, safeguards, technical barriers, service provision, and sanitary and customs issues. In fact, Veirano is the only Brazilian law firm that directly participates in disputes before the WTO, representing the interests of the Brazilian government and other clients without requiring foreign law firms to function as intermediaries.

Activities

- Trade agreement negotiations and trade remedy proceedings
- Dumping, subsidies, and safeguard investigations
- Product tariff classification
- Preferential and nonpreferential rules of origin
- Customs valuation
- Import licensing
- Technical barriers
- Preparation of permanent or temporary Common External Tariff (CET) change requests
- International trade compliance



LABOR & EMPLOYMENT

"Clients rave about the advice provided by the dynamic, focused, and business-oriented employment team."

LEGAL 500 2013

Veirano Advogados helps domestic and multinational companies to navigate Brazilian labor and employment law – from helping them to set up operations to providing representation in lawsuits of economic and strategic importance. Our full-service structure allows us to handle litigation matters through all phases of the controversy, including in the Regional Labor Courts, the Superior Labor Court, and the Federal Supreme Court and before all administrative bodies.

We offer assistance with the implementation of company policies and procedures, labor audits, workplace training, negotiation of collective bargaining agreements, and employment litigation. Our experts in collective bargaining support clients in strategy development and union negotiations. The employment team assists the Firm's M&A practice with employment due diligence and the establishment of foreign companies and integration of workforces in Brazil. We prioritize interaction with clients, allowing us not only to offer solutions for legal issues but also to identify risks and opportunities.

Activities

- Collective bargaining
- Preparation and audits of employment contracts
- Human resources practices, policies, and audits
- Terminations, including executive and mass terminations
- Creation or revision of codes of conduct and standards of merit-based compensation, working periods, and safety
- Workplace training in harassment, safety, and civil liability
- Employment litigation



PRIVATE EQUITY & CAPITAL MARKETS

"A solid private equity practice in a range of sectors."

LATIN LAWYER 250 2014 – PRIVATE EQUITY

"What sets them apart is their commercial vision of our business."

CHAMBERS LATIN AMERICA 2014 – CAPITAL MARKETS

Veirano Advogados provides legal counsel and services to investment fund managers, national and foreign institutional investors, and invested companies. The private equity team assists players in sectors such as venture capital, mezzanine investment, and growth capital, offering extensive expertise in structuring private equity funds, raising investment funds, and pursuing investments to maturation and exit through either sale or IPO. We work with other practice groups to provide clients with top-quality legal support in tax and tax planning, environment, intellectual property, civil, labor and employment law, and antitrust and regulatory law.

Veirano has also built considerable experience in capital markets, representing issuers, underwriters, fund managers, and qualified investors in operations on stock markets and over-the-counter markets in Brazil and abroad. We offer full consulting services – from registry enrollment and implementation of compliance routines right through to cancellation.

We can assist in legal structuring for investment funds and the public distribution of their quotas. Our team also provides direction in the issuance of capital and debt securities and titles on local and international markets and in the registry of issuers at the Securities and Exchange Commission of Brazil (CVM). Veirano offers advice on compliance with CVM standards and represents clients in disciplinary proceedings before the CVM and the Appeals Committee of the National Financial System.

Activities

- Takeovers, acquisitions of minority interest, co-investments
- Private investment in public companies (PIPEs)
- Special purpose acquisition companies (SPACs)
- Convertible debts
- Issuance of debentures
- Domestic and international capital market transactions
- Real estate transactions, private placement transactions
- Legal counsel in IPOs and follow-on offerings
- Stock exchange and regulator compliance routines
- Registration of fund managers
- Representation in administrative and disciplinary proceedings



TAX & CUSTOMS

"Particularly noted for its proficiency in trade and customs."
CHAMBERS LATIN AMERICA 2014

"A large and highly respected tax team and a stellar reputation."
LATIN LAWYER 250 2014

Brazil has a highly complex and elaborate system of tax laws that requires companies in all segments of economic activity to be well informed. With more than 40 tax lawyers, Veirano Advogados has a practice that covers the full range of tax consultation and litigation and is a regular port of call for both local and international clients. Our goal is always to reduce tax risks and seek out tax savings.

Our team has extensive experience in tax and administrative litigation at the federal, state, and municipal levels and can also assist in the tax aspects of M&As, project finance, and corporate restructuring. We offer consultancy services in relation to direct and indirect taxation, social security payments, and customs-related issues.

Activities

- Structuring and restructuring of businesses and business activities
- Guidance in sale of assets and transfer pricing rules
- Compliance with tax obligations and inspections
- Evaluation of the tax-related impact of contracts
- Preparation or revision of income tax declarations
- Optimization of tax credit use
- Assistance in obtaining tax incentives
- Assistance with social security contribution issues
- Advice on customs issues



ELECTRIC ENERGY

"Veirano Advogados continues to impress on the power side."
LEGAL 500 LATIN AMERICA 2013

Veirano Advogados represents national and multinational companies, financial institutions, and multilateral agencies in an array of Brazilian energy sector activities: project development, due diligence, public bids, financing, M&A transactions, regulatory and administrative issues, and litigation and arbitration. We have been involved in several high-profile projects in the sector in recent years, offering legal assistance to investors, agents, associations, and consumers in the segments of generation, transmission, distribution, and sale of power.

Our energy team has expertise in tender procedures, project financing, insurance, and negotiation of plant construction and equipment purchase agreements; drafting of joint venture agreements, consortium arrangements, and public-private partnerships; and representation of clients and industry associations before government agencies and regulatory bodies.

Veirano is also active in the alternative energies industry, providing sophisticated commercial, corporate, tax, and regulatory advice to clients interested in acquiring, developing, or investing in ethanol and sugar production facilities and bagasse-based energy generation projects.

Activities

- Legal assistance throughout project development, implementation, and financing
- Regulatory compliance, inspections, and punitive processes
- Challenging and complying with administrative acts and contracts
- Assisting clients to participate in public and private energy auctions
- Structuring, drafting, negotiating, and implementing greenfield projects
- Unbundling procedures
- Assistance in tariff reviews and adjustments, claims, and contractual disputes
- Establishing and maintaining administrative easements and expropriations
- Advice on disputes with communities
- Regulatory filings and approval-seeking procedures for regulated transactions



INFORMATION TECHNOLOGY & COMMUNICATIONS

"Advises ... key players in fixed and mobile phone operation, multimedia communication, network infrastructure, and satellite broadcasting."

CHAMBERS LATIN AMERICA 2014

As telecommunications in Brazil underwent privatization in the mid-1990s and use of the Internet expanded exponentially, Veirano Advogados played a key role in the projects and operations that defined the sector. We have remained active in this area ever since, offering consultancy and legal opinions related to the norms proposed by the Brazilian Association of Software Companies (ABES) and keeping clients up to date on legislative and regulatory changes. We seamlessly integrate intellectual property, corporate, tax, and labor expertise into our IT services.

Veirano supports new players such as social networks, digital media, streaming, and online services companies. As well, we work with clients in any business that needs to acquire technology and related services, especially in the negotiation of contracts for IT outsourcing, cloud computing, systems integration, e-commerce, and electronic payment contracts, as well as in issues involving data privacy and the Internet.

Our attorneys provide counsel in litigation involving access and content providers and have extensive experience in Internet rights infringement. We also guide clients in the preparation and analysis of contracts for purchases made via the Internet, electronic signatures, and digital certification, and in any related litigation.

Activities

- Purchase, sale, merger, and acquisition of large web portals
- Tax and labor matters
- Computer program registration
- Agreements for software development, licensing, assignment, and distribution
- Value-added reseller (VAR) agreements
- Original equipment manufacturer (OEM) licensing
- Support and maintenance agreements
- Service-level agreements
- Utilization and privacy policies for websites and online contracts
- Hardware implementation



INFRASTRUCTURE & PROJECTS

"Top-notch in project finance ... excellent connections with some of Brazil's most important engineering and construction companies."
LATIN LAWYER 250 2014

Veirano Advogados has a broad practice covering all sectors of infrastructure and projects generally, making the most of its well-developed tax, corporate, and banking practices, as well as its market-leading mining, oil and gas, and energy desks.

We have assisted all the major Brazilian construction companies in energy, oil and gas, ports, roads, logistics, infrastructure, and civil works projects and have acted in the negotiation of design and construction agreements for numerous projects in the commercial, industrial, and educational sectors.

The infrastructure team is accustomed to forming long-standing relationships with industry clients and typically sees a project through from start to finish, rather than advising on only an aspect of the project.

The Firm represents owners, EPC companies, and construction groups in significant infrastructure, energy, transportation, and industrial plant projects. Our team provides multidisciplinary counseling, covering corporate, trade, litigation, insurance, finance, tax, social welfare, and labor issues. We advise clients on EPC turnkey, alliance agreements, build-to-suit, build-operate-transfer, guaranteed maximum price, front-end engineering and design, and other engineering, design, and construction agreements.

Activities

- Negotiating corporate and project finance with Brazilian and foreign lenders, hedge funds, and financial advisors
- Advising clients in negotiations with public administration at all levels
- Monitoring of Brazilian laws and regulations and assessing domestic intelligence
- Negotiating project contracts with Brazilian and foreign partners and counterparties
- Requests for and monitoring of authorizations, permits, and licenses
- Registration of contracts and documents
- Preliminary legal analysis of investment or other business opportunities in Brazil



INSURANCE, REINSURANCE & PENSION FUNDS

"The firm combines great technical expertise and client service."
CHAMBERS LATIN AMERICA 2013

Doing business in Brazil requires in-depth information and legal advice on insurance, reinsurance, and brokerage activities and on insurance and reinsurance products. Veirano Advogados is among the country's leading insurance law firms, with a team that combines sound legal training and valuable professional experience in the sector.

The lawyers in our insurance and reinsurance practice work in cooperation with other teams at the Firm, such as oil and gas, energy, shipping, and telecommunications, to offer clients industry-specific expertise and creative solutions to insurance and reinsurance needs in all business sectors.

We draft and negotiate insurance and reinsurance contracts with or without the participation of brokers and offer assistance with registration processes, corporate and regulatory issues, and acquisition of corporate interests in the sector.

Veirano Advogados also has broad expertise in advising open and closed complementary pension schemes. We can offer direction in the formation of sponsored and instituted pension funds, structure and review benefit plans, act as a consultant on regulatory matters, provide support in the registration of transactions before the National Superintendence of Complementary Pensions (PREVIC), and represent clients in pension-related litigation.

Activities

- Registration of insurance/reinsurance companies and brokers with the Superintendent of Private Insurance (SUSEP)
- Assistance and representation before SUSEP and the Association of Insurance Brokers (SINCOR)
- Legal opinions on corporate and regulatory issues under Brazilian law
- Assistance in the acquisition of corporate interests in insurance/reinsurance companies and brokers
- Representation before Brazilian judicial or administrative authorities and in domestic or international arbitral proceedings



MEDIA & ENTERTAINMENT

"They are always on top of the market and have highly skilled, approachable lawyers on the team. We really value their intelligent approach to solving problems."

CHAMBERS LATIN AMERICA 2014

In the field of media and entertainment, it's essential to be ahead of market developments. Veirano Advogados works with media companies and artists to facilitate their projects and protect their intellectual creations in Brazil and across the globe. Our practice is divided into advertising and marketing; privacy, image rights, and data protection; copyright and internet; and entertainment industry issues.

Our clientele ranges from smaller television content producers to major Brazilian and international networks, and from local mobile phone game developers to social networks and major multinationals. We also represent advertising agencies, videogame clients, and music, television, film, and theatre companies, among others in this dynamic sector.

Our team provides the panoply of legal services, including tax and corporate advice, intellectual property registration and protection, contract negotiation for local producers and music companies, representation for artists on tour in Brazil, resolution of immigration issues, and assistance in the regulatory aspects of all transactions.

We also handle sports law, advising clubs in transfer negotiations and representing athletes and associations in various legal matters.

Activities

- Advertising clearance and analysis
- False and comparative advertising and ambush marketing
- Naming rights
- Drafting and review of privacy policies for contests, sweepstakes, and promotional campaigns
- Agreements for casting, sponsorship, dubbing, subtitling, product placement, engagement of talent, and exploitation of image rights
- Promotion and financing of audiovisual and artistic works
- Advice on sector-related tax benefits
- Obtaining visas and permits for filming in Brazilian territory



MINING

"A truly stellar reputation in mining work."
LATIN LAWYER 250 2014

Mining law and the system of mining rights registration, transfer, and acquisition in Brazil are complex, and Veirano Advogados has the expertise and experience to assist local and foreign clients through the intricate legislation involved. Our clients in the sector also benefit from our expertise in environmental issues, indigenous and maroon communities, relations with surface owners, energy and water supply, logistics, transport, and ports.

We have a strong team of lawyers across several practice areas who work together on multifaceted transactions for our client list of high-profile local and international mining companies. Our professionals, some of whom have held senior in-house positions at leading mining companies, are praised for their in-depth knowledge of the industry's regulatory framework, their technical expertise, and their broad understanding of the mining industry.

Activities

- Development and financing of mining projects
- Mergers and acquisitions of mining companies and mining rights
- Review of and application for government authorizations and concessions
- Due diligence investigations
- Litigation matters with surface owners, mining rights of way, and conflicts related to indigenous protected zones
- Analysis of mining rights involving the overlap of mining easements
- Contractual, tax, environmental, and water issues
- Granting, registration, and enforcement of security interests



OIL, GAS & BIOFUELS

"Active in the sector for more than three decades, [advising] some of the industry's most prominent players on the full range of regulatory and transactional matters."

CHAMBERS LATIN AMERICA 2014

Since the Brazilian oil and gas market opened in 1996, Veirano Advogados has developed significant experience in the field, assisting foreign and local clients in a variety of sectoral opportunities. Our firm represents upstream, midstream, and downstream companies, service providers, import/export and transportation companies, financial institutions, and investors in the Brazilian oil and gas and biofuels market.

Our practice focuses primarily on in-sourcing, out-sourcing, M&A, financing of upstream and downstream projects, and the related tax and environmental challenges. We provide legal assistance in concession contracts, project finance, regulatory issues, bid proceedings, joint operations, and drafting and negotiation of relevant agreements such as for ship, rig, and port construction, charters, and drilling. As well, we offer advice with respect to administrative proceedings before, and licensing of activities regulated by, the Brazilian National Agency of Petroleum, Natural Gas and Biofuels (ANP).

Activities

- Regulatory, environmental, and tax consulting
- Assistance with bids and contract negotiations
- Advice on farm-in, farm-out, and service contracts
- Incorporation and corporate maintenance of companies in the sector
- Due diligence investigations for the acquisition of oil and gas interests under concession
- Work visas with respect to oil and gas and biofuel projects



REAL ESTATE

"They are available, proactive, and creative in finding pro-business solutions."

CHAMBERS LATIN AMERICA 2014

Real estate law in each Brazilian region has specific requirements, and with teams are located in São Paulo, Rio de Janeiro, Porto Alegre, and Brasília, Veirano Advogados has experience in a broad range of real estate matters. Our practice covers all the primary aspects of urban and rural real estate projects, including acquisitions, investments, financing, and development.

The strength of our real estate team is its multi-disciplinary approach, drawing on the expertise of specialist attorneys capable of dealing with real estate issues that arise not only in the real property market but in sectors such as biofuels production, hospitality, and mining, whose activities are concentrated in other areas but generate associated real estate needs.

Activities

- Due diligence and negotiation of the acquisition or transfer of real properties
- Real estate development
- Advice on lease agreements, built-to-suit agreements, zoning matters
- Execution of mortgages and deeds of trust
- Regularization of properties before registry offices and public bodies
- Advice on the Minha Casa, Minha Vida government incentive policy
- Legal structuring of real estate transactions
- Litigation on expropriation, adverse possession, repossession, lease renewal, termination of agreement
- Securitization of real estate credits



SHIPPING

"Good business sense and excellent, profound shipping knowledge."

CHAMBERS LATIN AMERICA 2014

"Probably the strongest maritime group in a full-service firm."

LATIN LAWYER 250 2014

Veirano Advogados has a skilled shipping team capable of handling sophisticated activities in the field. Chambers Latin America refers to us as an excellent choice for shipping finance, making special note of our first-rate service and concise, timely advice. Our clientele include international banks and financial institutions, multilateral agencies, foreign and national shipping and offshore drilling and E&P companies, shipyards, and other entities in the maritime and oil and gas sectors.

Our team is in tune with the underlying business trends and risks related to shipping finance in Brazil. We have the market expertise and legal capacity to structure, negotiate, and execute complex transactions while complying with regulatory requirements and anticipating the challenges of each particular case.

Activities

- Maritime insurance issues
- Advice on shipping legislation and associated government bodies
- Assisting clients in Marine Merchant Fund (FMM) lending transactions
- Registration of vessels
- Review and negotiation of vessel construction, sale, and purchase contracts
- Financing for ship owners and shipyards
- Advice on public bids for construction and/or financing of drilling ships and platforms and supply vessels
- Guidance in obtaining environmental licenses
- Analysis and negotiation of technology transfer contracts for naval projects

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