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FREITASLEITE



# ABOUT THE OFFICE

FOUNDED IN 1996, FREITASLEITE HAS SIGNIFICANT EXPERTISE IN PROVIDING SPECIALIZED LEGAL ADVICE ON FINANCIAL AND CAPITAL MARKETS, CORPORATE AND TAX LAW, MERGER AND ACQUISITIONS

AND WEALTH PLANNING MATTERS. THE FIRM OFFERS A MULTIDISCIPLINARY TEAM OF HIGHLY QUALIFIED AND EXPERIENCED PROFESSIONALS WHO ARE ABLE TO DEAL WITH COMPLEX LEGAL MATTERS, BY DEVELOPING TAILOR-MADE SOLUTIONS FOR THE CLIENTS' NEEDS. FORMED MOSTLY BY PROFESSIONALS COMING FROM THE FINANCIAL MARKETS, CONSULTING FIRMS AND RENOWNED LAW FIRMS, FREITASLEITE HAS TAKEN PART IN SEVERAL RELEVANT DEALS IN THE DOMESTIC AND INTERNATIONAL MARKETS, BRINGING TO THE FIRM GREAT RECOGNITION AND ADMIRATION FROM CLIENTS AND PARTNERS.

OVER THE YEARS, FREITASLEITE HAS BROADENED ITS AREAS OF EXPERTISE WHILE KEEPING THE 'BOUTIQUE' CONCEPT AND THE UNDERSTANDING OF THE CLIENTS' SPECIFIC NEEDS. EVERY MATTER HANDLED BY THE FIRM IS CLOSELY FOLLOWED BY A PARTNER AND TREATED IN A TRULY PERSONALIZED MANNER.





# FINANCIAL AND CAPITAL MARKETS

- LEGAL ADVICE ON THE ANALYSIS, DEVELOPMENT AND IMPLEMENTATION OF STRUCTURED FINANCIAL TRANSACTIONS FOR PRIVATE SECTOR COMPANIES, BANKS, ASSET MANAGERS, BROKER-DEALERS AND INSURANCE COMPANIES, INCLUDING INVESTMENT, EQUITY AND FINANCING TRANSACTIONS;
- LEGAL ADVICE ON SECURITIES TRANSACTIONS, INCLUDING EQUITY AND DEBT PUBLIC OFFERINGS, BLOCK TRADES AND TENDER OFFERS;
- ASSISTANCE TO ASSET MANAGERS, FUND ADMINISTRATORS, INVESTMENT CONSULTANTS, PROFESSIONAL INVESTORS, FAMILY OFFICES AND SERVICE PROVIDERS IN THE FUND INDUSTRY;
- LEGAL ASSISTANCE IN THE SET-UP OF INVESTMENT FUNDS AND THE DEVELOPMENT OF MANAGEMENT AND DISTRIBUTION ARRANGEMENTS IN THE DOMESTIC AND INTERNATIONAL MARKETS;
- SET-UP OF SPECIAL INVESTMENT FUND VEHICLES, SUCH AS FUNDOS DE INVESTIMENTO EM PARTICIPAÇÕES (LOCAL PRIVATE EQUITY FUNDS), FUNDOS DE INVESTIMENTO EM EMPRESAS EMERGENTES (LOCAL EMERGING ENTERPRISES FUNDS), FUNDOS DE INVESTIMENTO IMOBILIÁRIO (LOCAL REAL ESTATE FUNDS) AND OFFSHORE FUNDS, INCLUDING HEDGE FUNDS AND PRIVATE EQUITY FUNDS;
- ASSISTANCE WITH CREDIT, FINANCING AND SECURITIZATION TRANSACTIONS IN MULTIPLE INDUSTRY SECTORS, INCLUDING THE STRUCTURING OF FUNDOS DE INVESTIMENTO EM DIREITOS CREDITÓRIOS (LOCAL SECURITIZATION FUNDS), DEBENTURES, CÉDULAS DE CRÉDITO BANCÁRIO (BANK CREDIT NOTES), CERTIFICADOS DE RECEBÍVEIS IMOBILIÁRIOS (REAL ESTATE





RECEIVABLES CERTIFICATES) AND CONTRATOS DE INVESTIMENTO COLETIVO (COLLECTIVE INVESTMENT CONTRACTS) AND OTHER SECURITIES;

- LEGAL ADVICE ON AGRIBUSINESS TRANSACTIONS, BACKED BY CÉDULAS DE PRODUTO RURAL (RURAL COMMODITY NOTES), CERTIFICADOS DE DEPÓSITO AGROPECUÁRIO (AGRIBUSINESS CERTIFICATES OF DEPOSIT), WARRANTS AGROPECUÁRIO (AGRIBUSINESS WARRANTS), LETRAS DE CRÉDITO DO AGRONEGÓCIO (AGRIBUSINESS CREDIT BILLS), CERTIFICADOS DE RECEBÍVEIS DO AGRONEGÓCIO (AGRIBUSINESS RECEIVABLES CERTIFICATES) AND CERTIFICADOS DE DIREITO CREDITÓRIO DO AGRONEGÓCIO (AGRIBUSINESS RECEIVABLES CERTIFICATES);

- ASSISTANCE WITH INVESTMENT ARRANGEMENTS INVOLVING FOREIGN INVESTMENTS IN THE DOMESTIC FINANCIAL AND CAPITAL MARKETS, AND BRAZILIAN INVESTMENTS IN THE INTERNATIONAL FINANCIAL MARKETS;

- STRUCTURING OF PROJECT FINANCE TRANSACTIONS IN SEVERAL INDUSTRY SECTORS;

# FINANCIAL AND CAPITAL MARKETS

- LEGAL ADVICE TO MARKET PLAYERS ON BRAZILIAN CENTRAL BANK AND SECURITIES COMMISSION REGULATORY AND ADMINISTRATIVE ISSUES;

- LEGAL REPRESENTATION OF CLIENTS IN ADMINISTRATIVE AND COURT DISPUTES INVOLVING FINANCIAL ENTITIES, ASSET MANAGERS, BROKER-DEALERS, COMPANIES AND PROFESSIONAL INVESTORS; AND

- LEGAL ADVICE ON THE ORGANIZATION AND OPERATIONAL PLANNING OF FINANCIAL ENTITIES, ASSET MANAGERS, BROKER-DEALERS, AND OTHER RELATED COMPANIES.





# CORPORATE/ M&A

- SET-UP OF COMPANIES, JOINT VENTURES, CONSORTIUMS, ASSOCIATIONS AND FOUNDATIONS;
- PLANNING AND STRUCTURING BUSINESS VENTURES FOR VARIOUS INDUSTRY SECTORS;
- NEGOTIATION AND DRAFTING OF SHAREHOLDERS' AGREEMENTS, CONSORTIUM AGREEMENTS, MINUTES OF MEETINGS, RESOLUTIONS AND OTHER CORPORATE DOCUMENTS;
- STRUCTURING AND IMPLEMENTING CORPORATE REORGANIZATIONS, INCLUDING MERGERS, ACQUISITIONS AND SPIN-OFFS;
- STRUCTURING AND ANALYSIS OF TRANSACTIONS INVOLVING PRIVATELY OR PUBLICLY-HELD COMPANIES, SUCH AS MERGERS AND ACQUISITIONS, TRANSFER OF CORPORATE CONTROL AND TRANSACTIONS AMONG RELATED PARTIES;
- LEGAL ADVICE ON MERGERS AND ACQUISITIONS;
- ANALYSIS AND GUIDANCE IN MITIGATING RISKS ARISING FROM BUSINESS ACTIVITIES AND THE EXERCISE OF BOARD POSITIONS;
- ADVICE ON CORPORATE DISPUTES;
- PARTICIPATION AS MEMBER OF BOARD OF DIRECTORS OF BRAZILIAN COMPANIES, AS INDEPENDENT DIRECTOR;



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- DRAFTING AND ANALYSIS OF BUSINESS CONTRACTS, SUCH AS SERVICES, RENTAL, LEASING, FRANCHISING, DISTRIBUTION, OMNIBUS ACCOUNTS, LICENSING, REPRESENTATION, TRANSFER OF TECHNOLOGY AND AIRCRAFT AND OTHER ASSETS FINANCING AGREEMENTS;

- PREPARATION OF PRELIMINARY AGREEMENTS, TERM-SHEETS, MEMORANDUM OF UNDERSTANDINGS, CALL AND PUT OPTION AGREEMENTS IN CONNECTION WITH CORPORATE AND BUSINESS TRANSACTIONS;

- LEGAL ADVICE ON THE LEGAL TREATMENT OF FOREIGN INVESTMENTS IN BRAZIL, BY MEANS OF EQUITY INVESTMENTS;

- SUPPORT TO CLIENTS IN CONVERSIONS BETWEEN SEVERAL TYPES OF ASSETS HELD BY FOREIGNERS, SUCH AS LOANS INTO EQUITY INVESTMENTS AND EQUITY INVESTMENTS INTO FINANCIAL PORTFOLIO INVESTMENTS;

# CORPORATE/ M&A

- REGISTRATION OF FOREIGN INVESTMENTS AND INTERNATIONAL LOANS AT THE BRAZILIAN CENTRAL BANK;

- LEGAL ADVICE ON REMITTING AND RECEIVING INTERNATIONAL MONEY TRANSFERS AND REPATRIATION OF FOREIGN FUNDS; AND

- LEGAL ADVICE ON IMPORT AND EXPORT TRANSACTIONS, AND OTHER FOREIGN TRADE MATTERS.



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# REAL ESTATE

- LEGAL ADVICE ON THE DEVELOPMENT OF COMMERCIAL, RESIDENTIAL, REAL ESTATE TRANSACTIONS, INDUSTRIAL WAREHOUSES, SHOPPING CENTERS, AND LAND DEVELOPMENT SECTORS;
- ADVICE ON REAL ESTATE DEVELOPMENT DEALS, CONSTRUCTION CONTRACTS, CONSORTIA AND LAND DEVELOPMENT;
- ADVICE ON BUILT TO SUIT AGREEMENTS AND SALE AND LEASEBACK AGREEMENTS, INCLUDING LEGAL ANALYSIS AND THE ISSUANCE OF LEGAL OPINIONS, AND SECURITIZATION OF RECEIVABLES;
- DEVELOPMENT OF CUSTOM CONTRACTS FOR HOTELS AND RESORTS AND RELATED REAL ESTATE TRANSACTIONS;
- LEGAL ADVICE ON THE PREPARATION AND NEGOTIATION OF MERGER AGREEMENTS, CO-OP AGREEMENTS, TENANTS ASSOCIATIONS AND OTHER LEGAL STRUCTURES THAT ARE CHARACTERISTIC IN REAL ESTATE DEALS; AND
- COMPREHENSIVE ADVICE ON REAL ESTATE FINANCING TRANSACTIONS, INCLUDING REAL ESTATE INVESTMENT FUND (REIF) AS DESCRIBED IN “FINANCIAL AND CAPITAL MARKETS” ABOVE.





# WEALTH ADVISORY

- ADVICE ON THE ORGANIZATION AND STRUCTURING OF INVESTMENT SCHEMES THAT ARE EFFICIENT FROM CORPORATE, TAX AND FAMILY LAW STANDPOINTS, INCLUDING THE USE OF HOLDING COMPANIES, TRUSTS, FOUNDATIONS, OPEN AND CLOSED-ENDED FUNDS, EXCLUSIVE FUNDS, AND OTHER CORPORATE DEVICES TO AGGREGATE OR SEGREGATE ASSETS, AMONG OTHERS;
- ASSISTANCE WITH ESTATE PLANNING, INCLUDING DRAFTING OF WILLS, AIMING AT SECURING AND DISCIPLINING THE TRANSFER AND DIVISION OF ASSETS LOCATED IN BRAZIL AND ABROAD AMONG HEIRS;
- ADVICE ON FAMILY AND ESTATES DISPUTES RELATED TO DIVISION OF ASSETS, CHILD CUSTODY AND GUARDIANSHIP;
- PARTICIPATION IN FAMILY ADVISORY COUNCILS;
- ADVICE ON THE ACQUISITION, MAINTENANCE, LEASING AND SELLING OF AIRCRAFT, BOATS, REAL ESTATE AND OTHER ASSETS IN BRAZIL AND ABROAD; AND
- ADVICE ON AND PREPARATION OF INCOME TAX RETURNS, REGISTRATION OF FOREIGN INVESTMENTS AND ANCILLARY OBLIGATIONS ABROAD TO INDIVIDUALS AND FAMILY OFFICES.







# TAXATION

- LEGAL ADVICE FOR INDIVIDUALS AND ENTITIES, RESIDENT IN BRAZIL OR ABROAD, IN CONNECTION WITH THE INTERPRETATION AND APPLICATION OF FEDERAL, STATE AND MUNICIPAL TAX RULES;
- LEGAL ADVICE ON THE TAXATION ASPECTS OF FINANCIAL AND CAPITAL MARKET TRANSACTIONS;
- ANALYSIS, STRUCTURING AND IMPLEMENTATION OF TAX PLANNING SOLUTIONS;
- ANALYSIS OF TAX CREDITS AND TAX REFUNDS;
- RESEARCH AND PREPARATION OF LEGAL OPINIONS ON TAX LAW ISSUES ESPECIALLY REGARDING THE PRACTICE AREAS OF THE FIRM;
- LEGAL CONSULTATION, PREPARATION AND APPLICATION FOR TAX BENEFITS BEFORE TAX AUTHORITIES; AND
- EXPERTISE IN TAX LITIGATION AND ADMINISTRATIVE PROCEEDINGS THROUGH THE DEVELOPMENT OF SOLID LEGAL PRECEDENTS AIMED AT PROTECTING OUR CLIENTS AGAINST UNDUE TAXATION OR AT PROVIDING EFFECTIVE TAX SAVING, RENDERING SERVICES IN ALL ADMINISTRATIVE AND JUDICIAL LEVELS INCLUDING THE SUPREME COURT.





# ANTI-CORRUPTION AND COMPLIANCE

- COUNSEL TO THE BOARD-LEVEL IN COMPLIANCE MATTERS;
- RISK ASSESSMENT;
- COMPLIANCE PROGRAMMES;
- CODES OF ETHICS AND POLICIES;
- ANTI-CORRUPTION TRAINING;
- DUE DILIGENCE AND BACKGROUND CHECKS;
- CRISIS MANAGEMENT;
- INTERNAL INVESTIGATIONS;
- REMEDIATION STRATEGIES (NEGOTIATION OF LENIENCY AGREEMENTS AND PLEA AGREEMENTS) WITH THE CGU AND THE PUBLIC PROSECUTOR'S OFFICE;
- CROSS-BORDER INVESTIGATIONS; AND
- JUDICIAL AND ADMINISTRATIVE DEFENSE IN COMPLIANCE-RELATED CASES.





# ANTITRUST

- RISK ASSESSMENT;
- COMPLIANCE PROGRAMMES;
- LENIENCY AGREEMENTS;
- MERGER CONTROL;
- CHALLENGE MERGERS AND ACQUISITIONS;
- COMPETITION ADVOCACY;
- DEFENSE IN CARTEL AND ABUSE OF DOMINANCE CASES;
- DAWN RAIDS; AND
- ANTITRUST PRIVATE CLAIMS.



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# INFO



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