

Bernardini

Advogados

English





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The Firm

Bernardini Advogados is composed of a multidisciplinary team of professionals with vast legal knowledge and experience, as well as great awareness of developments in economics and politics, both in Brazil and globally.

Our aim is to build lasting strategic partnerships with our clients, based on trust and credibility. This means getting to know our clients extremely well, understanding their requirements, anticipating solutions and generally being part of their business.

We provide the highest quality legal services to Brazilian and international companies, investors, startups, individuals, venture capital and private equity funds, financial institutions, and non-profit organizations, from a wide range of sectors and industries. Our legal practice encompasses advice, preventative measures and litigation, in Brazil and internationally, as well as most areas of law.

Our proactive and integrated team provides a highly personal, efficient service, developing and communicating specific and tailored legal solutions objectively, clearly, creatively and swiftly.

We have a diverse, lean, and agile team of lawyers who have solid academic foundations and who are committed always to providing excellent service that exceeds clients' expectations.



Corporate/M&A

Our corporate division advises companies, both domestic and foreign, operating in Brazil. We advise publicly held companies, multinationals, financial institutions, investment funds (private equity and venture capital), public service concessionaires, family companies and start-ups, among others. Additionally, due to our relationships with international law firms, we advise several of our clients on their investments and businesses abroad.

Of the services rendered by this division of our firm, we have chosen to highlight the following: (i) mergers and acquisitions transactions, advising both buyers and sellers; (ii) planning and implementing corporate reorganizations in general; (iii) routine and ongoing corporate matters of publicly or privately held companies; and (iv) advice on and protection of shareholders' rights.

Startups

Our team has been involved in a wide range of transactions involving startup companies over the last few decades in Brazil, participating in the rise of this new business model that seeks innovative, ambitious and scalable solutions and opportunities.

We specialize in advising Brazilian and foreign startups with operations in Brazil, angel investors, and venture capital funds on defining structures that provide the greatest legal efficiency, flexibility and security. We advise founding partners, investors, and executives on the drafting and negotiation of: shareholders' agreements, options contracts, rounds of investment, vesting agreements, convertible bond purchase agreements, software development contracts, privacy policies and terms and conditions, contracts with employees and suppliers, and leasing agreements, among others.

Through our relationships with international law firms, we also advise Brazilian startups on their investments, business and rounds of investment abroad.

Estate Planning, Family and Inheritance

We assist with the organization, preservation and management of personal and family estates, advising clients on the planning and creation of structures that provide the greatest tax efficiency and legal flexibility and security for inheritance. Furthermore, in the realm of family law, we conduct mediation and resolution of conflicts, which often arise from a lack of knowledge of the rules and principles related to family and inheritance, and of the numerous structures that can resolve these conflicts.

Of the services rendered by this division of our firm, we have chosen to highlight the following: (i) structuring, organization, preservation and management of personal and family estates; (ii) mediation and resolution of disputes and divisions, advising on and writing wills, constitution of holding companies, liens, celebration of shareholders' agreements, transfer between generations, etc.; (iii) uncontested and contested separations and divorces, issues around alimony, different forms of marriage, drafting prenuptial agreements, common-law marriage, donations, adoptions, custody, interdictions and guardianship, amongst other procedures; and (iv) transactions to diversify estates, such as acquisition of property and other assets abroad.

Tax

We advise on all matters regarding tax, customs and social security, according to the wide variety of needs of our clients. These clients include companies, investors, individuals and funds from all sectors and with all kinds of different approaches to doing business.

Of the services rendered by this division of our firm, we have chosen to highlight the following: (i) advice on direct, indirect and social security taxes; (ii) tax structuring and assessment of tax contingencies in corporate transactions, mergers, acquisitions and financial transactions in general; (iii) conducting administrative and judicial litigation claims in the Federal, State and Municipal spheres; (iv) support on official verifications and auditing; and (v) obtaining special regimes, customs regimes and tax incentives.

Arbitration and Litigation

Our arbitration and litigation team represents Brazilian and international clients in judicial proceedings in first and second instance courts at both state and federal level, as well as in higher courts and arbitration proceedings. We have experience with disputes involving consumer rights, intellectual property, banking and financial law, construction, corporate law and transactions, capital markets, contracts law, administrative contracts, internet and technology, insurance, family and inheritance law, real estate law, telecommunications, and environmental matters. We also provide legal advice on a wide range of other legal matters that are of interest to our clients.

Commercial Agreements

Our firm is based on a team with huge experience in advising both national and international clients on the negotiation of commercial agreements in general, as well as on post-contractual matters such as managing contracts, amendments, terminations and dispute resolutions.

Our work in this area consists of drafting, reviewing and negotiating memoranda of understanding, term sheets, non-disclosure, services, distribution, consulting, lease, franchising, transport, supply, commercial

representation, engineering, procurement and construction agreements, among others.

Internet and Technology

Our firm is experienced in matters relating to technology and the internet, having advised several companies developing their businesses online.

Our service consists of drafting and negotiating agreements such as technology, development, license, assignment, software distribution, services, support and maintenance agreements, among others. We also develop terms of use and privacy policies for websites and matters regarding data privacy and the internet.

Labor and Employment Law

Bernardini Advogados has solid experience advising and acting for clients in labor and employment matters, including in administrative and judicial proceedings related to labor issues.

Of the services rendered by this division of our firm, we have chosen to highlight the following: (i) representing clients in administrative and judicial proceedings, before the Employment and Labor Ministry (MTE), Labor Public Prosecutor and other labor bodies; (ii) advice in corporate business reorganizations; (iii) implementing models for variable remuneration by means of profits and results participation systems; (iv) advice on drafting employment agreements of executives and key employees, as well as guidance on termination and/or suspension of such agreements; and (v) due diligence investigation regarding contingencies and undisclosed liabilities in support of mergers, acquisitions, and other corporate transactions.

Real Estate

Our real estate team offers clients legal advice on transactions that involve, amongst other matters, the purchase and sale of real estate assets, commercial, residential, hospitality and leisure developments and projects, real estate guarantees/collateral, constructions and leasing (including built to suit).

Of the services rendered by this division of our firm, we have chosen to highlight: (i) advising individuals and companies – both Brazilian and international – on purchasing, selling and leasing property (urban, rural or coastal); and (ii) advising real estate developers, construction companies, and investors on structuring real estate ventures.

Agribusiness

We provide advisory and contentious services to companies operating, or intending to operate, in the agricultural sector.

Of the services rendered by this division of our firm, we have chosen to highlight the following: (i) advisory and contentious services on rural property and questions of ownership, including those involving INCRA (National Institute of Colonization and Land Reform), the Ministry of Agriculture, Fishing and Food Supply, and other federal, state and municipal environmental entities; (ii) contracts related to farming (rural partnerships, rural leases, purchase and sale of agricultural supplies, raw materials and commodities, etc.); and (iii) acquisition of land by foreigners.

Intellectual Property

Our firm offers clients full legal assistance in the protection of their intellectual and industrial property rights.

Of the services rendered by this division of our firm, we have chosen to highlight the following: (i) advice on conflicts involving trademarks, trade names, domain names,

patents, industrial designs and copyrights; (ii) drafting, reviewing and negotiating contracts involving the licensing and assignment of IP assets; and (iii) registering industrial and intellectual property rights with the National Institute of Industrial Property (INPI).

Environmental

We provide advisory and contentious services related to: complying with and obtaining licenses and authorizations, studies on environmental impact, analysis of viability, negotiation and correction of environmental liabilities, due diligence in acquisitions, and purchase and sale of real estate.

