



CORPORATE
LEGAL
SERVICES

OUR VALUES

Committed to the highest ethical and professional standards, Cesar Peres Dulac Müller Advogados believes in the development of solid and lasting relationships by prioritizing trust, anticipation of solutions and effective results in relation to its clients' strategies.

FULL ASSISTANCE

Operating in all areas of Business Law, Cesar Peres Dulac Müller Advogados aggregates professionals from different specializations in a single advisory, who act proactively and agilely, with the aim of reducing risks and promoting the growth of your business.

Through the particular and careful assessment of the interests of the companies and individuals it serves, the Cesar Peres Dulac Müller Advogados team identifies innovative and unique solutions by constantly examining changes in the legal field and promoting the anticipation of solutions.

PROFESSIONALS::

57

SEGMENTS
SERVICED:

16

ECONOMIC
SECTORS:

22

PRESENTATION

Cesar Peres Dulac Müller Advogados is a law firm that provides full legal assistance to the corporate segment.

The Company is one of the most admired full service law firms in Rio Grande do Sul, a position confirmed since 2010 by the Anuário Análise Advocacia 500, through a survey carried out with the 1,500 largest companies in the country.



ASSOCIATE DIRECTORS:

Luciano Becker de Souza Soares, Thomas Dulac Müller, César Augusto da Silva Peres, Daniel Burchardt Piccoli, Rogério Lopes Soares.

OFFICE FOUNDED IN:

1995

PRACTICES

CREDIT TITLES

Legal Advice on issues related to agribusiness-related securities, such as Rural Product Certificate - RPC, Agricultural Deposit Certificate - ADC, Agricultural Warrant - AW, Agribusiness Letter of Credit - ALC and Agribusiness Credit Rights Certificate - ACRC, among others.

COLLECTION

Collection, whether judicial or extrajudicial, of credits arising from contracts and credit instruments linked to agribusiness.

REGULATORY ISSUES

Consulting on regulatory issues involving registration, production, packaging, marketing, commercial advertising, use, import, export and inspection of pesticides and agricultural inputs.

AGRIBUSINESS

Debt restructuring, collections and judicial executions, barter operations, analysis and drafting of contracts and deals involving specific securities in the rural sector are some of the services that comprise this area of expertise of Cesar Peres Dulac Müller Advogados in relation to the management of investments and businesses aimed at the agricultural sector chain.



PRACTICES

ARBITRATION PROCEDURES

Representation in arbitration proceedings.

LEGAL PROCEEDINGS

Representation in court in measures aimed at ensuring the effectiveness of the arbitration procedure.

MEDIATION

Representation in mediation procedures.

DISPUTES

Preparation and review of arbitration and dispute resolution clauses.

DOMESTIC ARBITRATION AWARDS

Enforcement of domestic arbitral awards.

ARBITRATION AND MEDIATION

Cesar Peres Dulac Müller Advogados' expertise covers the extrajudicial means of dispute resolution, notably Arbitration and Mediation.



PRACTICES

LOANS

Bilateral and syndicated loans and financing.

FUNDING

Structured financing.

OPERATIONS

Derivative operations.

RESTRUCTURING

Restructuring and insolvency.

TRADE FINANCE

Financing of exports and trade finance in general.

SECURITIZATION

Asset securitization.

EXCHANGE REGULATION

Exchange and capital market regulation.

BANKING AND FINANCIAL

Cesar Peres Dulac Müller Advogados operates with recognized expertise in the structuring and execution of the most varied banking and financial operations, capital market operations, structural operations and financing restructuring.



PRACTICES

AUDITS

Implementation of internal or external audits to verify compliance with standards.

GOVERNANCE

Corporate governance.

INTERNAL INVESTIGATIONS

Set of articulated actions with the aim of clarifying certain facts that have occurred, implemented after the audit of the legal entity identifies a suspicious fact or complaint.

TRAININGS

Guidance to employees on the laws, regulations and internal corporate policies and procedures that apply to their daily role.

COMPLIANCE PROGRAMS

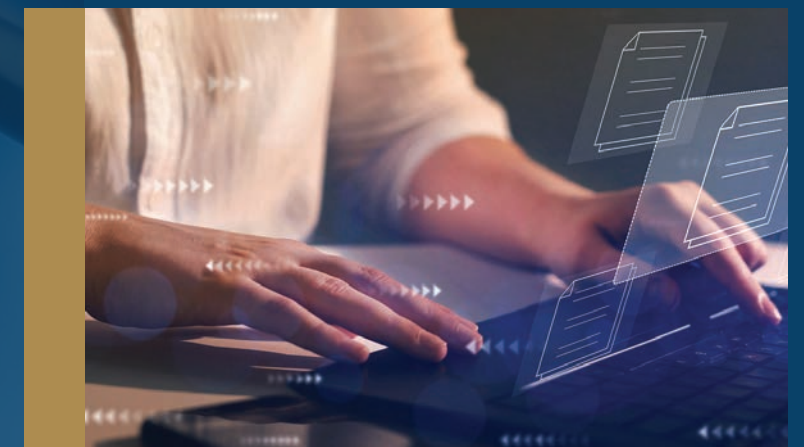
Review and implementation of compliance programs and internal policies.

INTERNAL CONTROLS

Review of internal controls.

COMPLIANCE

Cesar Peres Dulac Müller Advogados acts in the identification of risks, prevention and remediation of contingent liabilities, guiding clients towards compliance with laws and regulations.



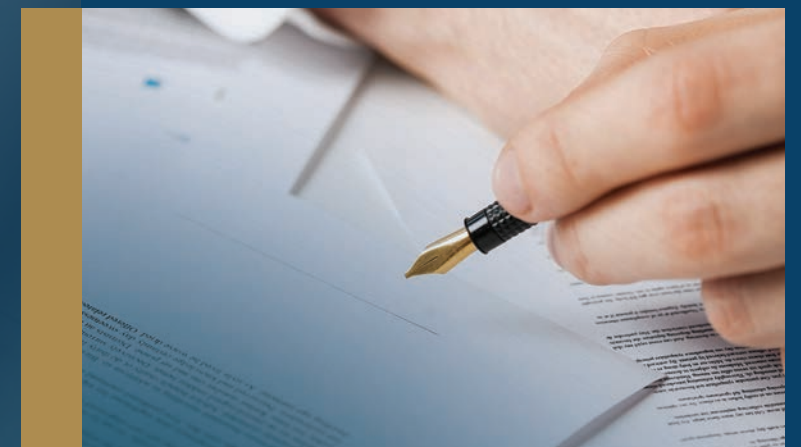
PRACTICES

DRAFTING AND NEGOTIATION

Drafting and negotiation of contracts related to the main sectors of the economy.

CONTRACTS

Cesar Peres Dulac Müller Advogados advises on the elaboration of corporate contracts aimed at security, from negotiation to the elaboration, review and eventual discussion of contractual topics, always aiming at reducing risks during the execution of the contracts. The services provided cover specific activities in legal advice, as well as in the most diverse issues related to the exercise of business activity.



PRACTICES

DATA PROTECTION LAW

Assessment of compliance with national and international rules (compliance with data protection laws, such as LGPD and GDPR).

DATA TRANSFER

Preparation, review and negotiation of data transfer contracts.

PRIVACY POLICY

Development and review of terms of use and privacy policies.

ADEQUACY PROGRAM

Identification of data (personal, sensitive, child, public, anonymized), departments, means (physical or digital), internal and external operators to measure the company's exposure to LGPD.

Adherence to data processing activities (Article 5) (collection, control, elimination, etc.) to the general principles provided for in Article 6 of the LGPD by reviewing and creating

documents (contracts, terms, policies) for internal and external use.

Creation of good practice and governance rules that establish procedures, security standards, educational actions and risk mitigation in the processing of personal data.

DATA PROTECTION OFFICER

Identification of the person in charge (Individual or Legal Entity) and his/her capacity to perform the activities established in the LGPD.

The person in charge of processing personal data acts as a communication channel between the controller, data subjects and the National Data Protection Authority (Law No. 13,709/2018, art. 5, VIII).

SMART CONTRACTS

Drafting, analysis and/or review of contracts; Information Security Policies; Privacy Policies; Confidentiality Agreement and Terms of Use for apps, websites and portals.

DIGITAL LAW

Cesar Peres Dulac Müller Advogados offers a strategic vision to its clients to achieve customized solutions in the adjustment to the digital world in face of the new applicable regulatory scenario.



PRACTICES

OPERATION MODELS

Conception, elaboration and negotiation of models of operations, with the objective of maximizing values and assets. Negotiation of legal instruments (contracts for the purchase and sale of shares or quotas).

MODEL DESIGN

Shareholders' agreements, design of buy-out and earn-out models, investments and divestments and corporate combinations (spin-offs, incorporations or mergers, subsidiaries, joint ventures, asset drop-downs).

DUE DILIGENCE

Legal advice aimed at prior investigation into the satisfaction of legal requirements before a negotiation.

MERGERS AND ACQUISITIONS

The practice of mergers and acquisitions represents the multidisciplinary of Cesar Peres Dulac Müller Advogados at its best.

In corporate transactions, all the firm's practices are actively involved, focusing their efforts on maximizing values and mitigating risks. The professionals from each area work together in mergers and acquisitions, from the conception of the business to the preparation of the definitive instruments.

Cesar Peres Dulac Müller Advogados has a an interesting track record in business purchase and sale operations in the most diverse and complex situations, in the most varied business sizes.



PRACTICES

REAL STATE BUSINESS

Real estate business such as the purchase and sale of real estate, subdivisions, division of areas, incorporations and construction contracts.

CONDOMINIUMS

Solutions for building condominiums.

LEASES

Leases (commercial or residential leases, hybrid business models, built-to-suit).

RURAL PROPERTIES

Rural real estate: purchase and sale of rural areas, leases and foreign investments.

SHOPPING CENTERS

Shopping centers (constitution, development of business models, investment structures).

CONSTRUCTION

Construction contracts (preparation of business models, negotiation of contractual structures in global contracts and by administration or hybrid models).

HOSPITALITY

Hospitality (advice on structuring investment models in real estate, hotels, resorts).

FINANCIAL OPERATIONS

Financial operations backed by real estate (real estate guarantees, LCI, CCI, among other credit operations; securitization of receivables, issues of CRI).

INVESTMENT FUNDS

Investment funds linked to real estate businesses (FII and FIP).

REAL ESTATE

Civil construction, more specifically the real estate sector, is one of the most relevant sectors of the economy and considered the main marker of growth in Brazil. When the economy grows, real estate developments grow; when the economy shrinks (and hence problems related to the completion of operations arise), discussions related to asset recovery arise.

Due to Cesar Peres Dulac Müller Advogados' strong experience in financial, corporate and tax transactions and crisis situations, the firm presents itself as a major player in complex real estate transactions, which involve asset acquisitions (in their most diverse and sophisticated forms), elaboration of business models, as well as in cases where risks arise associated with the project, its completion or the performance of associated guarantees.



PRACTICES

CONTRACTS

Drafting and negotiation of contracts such as turn-key, built to suit, engineering, procurement and construction contracts (EPC) , management (EPCM) , supply contract and other instruments related to infrastructure projects.

LEGAL STUDIES

Advising for the definition of the modeling and preparation of legal studies for the development of Public-Private Partnership (PPP) projects.

PROJECT FINANCING

Advising on project financing operations.

CONTRACTS OF GUARANTEES

Preparation, negotiation and review of documents related to project financing, including the financing agreement and guarantee agreements.

UPSTREAM, MIDSTREAM AND DOWNSTREAM

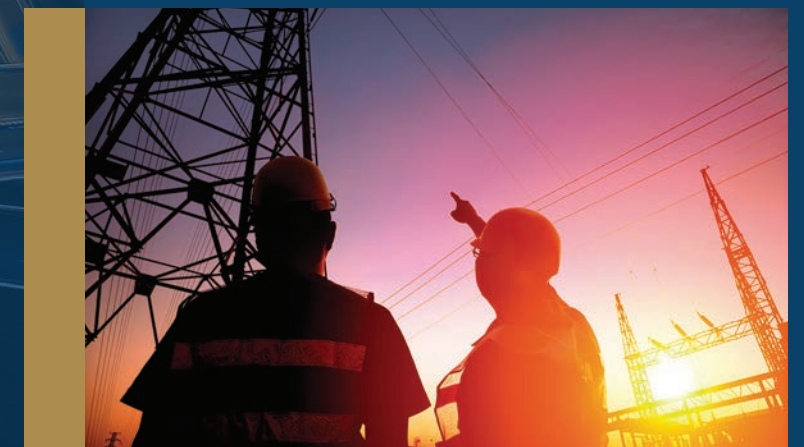
Assistance in the structuring and implementation of upstream, midstream and downstream projects.

OIL NATIONAL AGENCY

Conducting administrative procedures before the National Petroleum Agency (ANP).

INFRASTRUCTURE AND PROJECT FINANCING

Cesar Peres Dulac Müller Advogados' expertise in the area includes advising on the structuring of projects related to energy, mining, oil and gas.



PRACTICES

NATIONAL INSTITUTE OF INDUSTRIAL PROPERTY (INPI)

Search for prior art and feasibility of trademarks and patents, advice and consultancy in trademark registrations, patent applications, industrial design registrations, software registration, monitoring of competition, consultancy, consultancy and registration of technology contracts.

NATIONAL LIBRARY AND SCHOOL OF FINE ARTS

Advising and consultancy in the registration of copyright of intellectual works and works of visual arts.

REGISTRATION.BR

Advising and consultancy in domain registration, dispute resolution involving domain names, franchising and licensing of trademarks and registrations of trademarks and patents abroad.

INTELLECTUAL PROPERTY

Cesar Peres Dulac Müller Advogados monitors and manages assets, sends all information related to trademarks and patents, advises on intellectual property contracts, franchises and trademark licensing, visits, reports, service and consultancy.



PRACTICES

EXECUTION

Execution actions.

PRECAUTIONARY

Precautionary actions for credit guarantee to be executed.

COLLECTION AND DUNNING MATTERS

Collection and dunning actions.

CREDIT RECOVERY

Cesar Peres Dulac Müller Advogados stands out in the credit recovery market due to the strategic use of information obtained through Business Intelligence tools, ensuring greater efficiency in the provision of the service, as well as the use of a specific team in the procedural scope.



PRACTICES

LIABILITIES AND CREDITS

Dynamic negotiation of liabilities and credits.

RESTRUCTURING MODELS

Strategic legal conception of restructuring models.

RECOVERY PLANS

Support in the preparation of recovery plans.

PURCHASE AND SALE OF ASSETS

Purchase and sale of assets and businesses in stressful situations.

JUDICIAL AND EXTRAJUDICIAL RECOVERY

Conducting judicial and extrajudicial recovery processes.

RECOVERY OF CREDITS

Conducting credit recovery processes.

NEGOTIATION WITH CREDITORS, DEBTORS AND STAKEHOLDERS

Negotiation with creditors, debtors and stakeholders (shareholders, employees, unions, government agencies, among others).

RESTRUCTURING AND INSOLVENCY

Cesar Peres Dulac Müller Advogados is one of the country's leading firms in restructuring and insolvency. With more than two decades of experience, it is recognized for its strategic and hands-on performance.

It has an expressive track record in debt restructuring, inside and outside the environment of a judicial recovery, acting for creditors (financial institutions and relevant suppliers) and debtors. In recent years, he has acted directly in the restructuring of companies that total more than 20 billion reais in debt, through processes that involved the unionization of creditors, the individual reorganization of financial operations or the filing of judicial recovery.



PRACTICES

LEGAL PLANNING

Advising on legal guidance and planning for the incorporation of companies.

ARTICLES OF ASSOCIATION / BYLAWS

Preparation and amendment of articles of association/bylaws, minutes, reports, legal opinions and other documents inherent to the companies.

ASSOCIATIONS, FOUNDATIONS, PARTNERSHIPS AND ENTERPRISES

Assistance in the planning and creation of associations, foundations, partnerships and ventures.

JOINT VENTURES/ CONSORTIUMS

Advice on setting up joint ventures and consortia.

SHAREHOLDERS/ QUOTAHOLDERS

Drafting and negotiation of shareholders' agreements, quotaholders' agreements and other corporate agreements.

FRIENDLY DISSOLUTION

Preparation and negotiation of documents necessary for the amicable dissolution of companies.

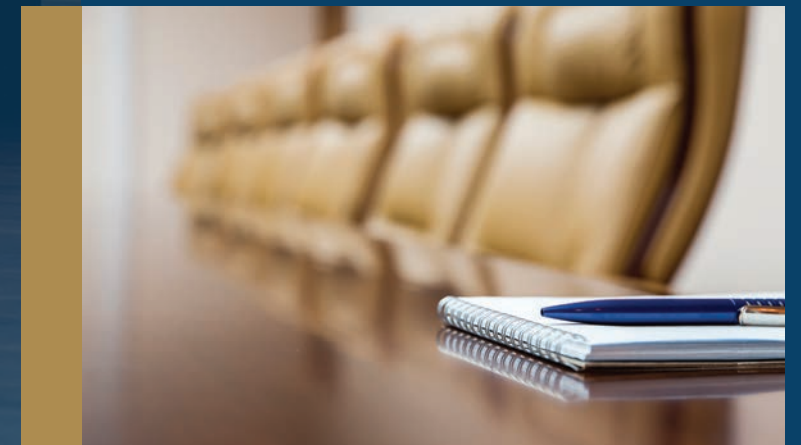
DISPUTES

Conducting litigation involving corporate dissolution, determination of assets, liquidation, annulment, suspension or defense of business decisions, as well as determination of liability of partners, shareholders, associates and administrators, among other conflicts of a corporate nature.

CORPORATE LAW

Legal assistance to business companies and associations, as well as in matters concerning partners and shareholders, with the preparation of shareholder and quotaholder agreements, formulation of governance practices, issuance and debt instruments, as well as investments in private equity.

Cesar Peres Dulac Müller Advogados works in the construction and reformulation of corporate structures from the simplest to the most complex, as well as advising startups, from basic legal formatting to the formulation of investment instruments.



PRACTICES

RISK ENVIRONMENTS

Trading in risky environments.

SALE OF ASSETS/BUSINESSES

Acquisition or sale of assets or businesses in special situations.

ALTERNATIVE RECOVERY PLANS

Support in the elaboration of alternative recovery plans.

DEBT ISSUANCE

Support in debt issuance for companies under stress.

NON-PERFORMED CREDITS (NPL)

Support in the acquisition or sale of Non-Performed Credits (NPL).

SPECIAL SITUATIONS

In corporate transactions, all the firm's practices are actively involved, focusing their efforts on maximizing values and mitigating risks. The professionals from each area work together in mergers and acquisitions, from the conception of the business to the preparation of the definitive instruments.

Cesar Peres Dulac Müller Advogados has an interesting track record in business purchase and sale operations in the most diverse and complex situations, in the most varied business sizes.



PRACTICES

ESTABLISHED PROCEDURES

Defense in proceedings instituted by bodies linked to the Ministry of Labor (infraction notices) and by the Public Ministry of Labor (inquiries).

LABOR CLAIMS

Defense in individual or collective labor claims and public civil actions filed by the Public Ministry of Labor.

PREVENTIVE ANALYSIS

Preventive analysis of all situations related to labor relations, such as, for example, compliance with general or special requirements related to the employment contract (special clauses, insalubrity, dangerousness, work safety, confidentiality, among others).

MAPS OF POSITIONS AND FUNCTIONS

Legal support in the elaboration of maps of positions and functions.

OUTSOURCING

Outsourcing situations.

HIRING/DISMISSAL

Hiring and dismissing employees, individually or in groups.

EXPATRIATES/EXPATRIATION

Hiring expatriates or expatriating employees and executives.

DUE DILIGENCES

Follow-up of due diligence in M&A processes.

NEGOTIATIONS

Collective negotiations.

LABOR LAW

Cesar Peres Dulac Müller Advogados works with a focus on the prevention and resolution of disputes in a dynamic, dedicated and connected way with the most recent legal and jurisprudential trends in labor matters.

The hands-on behavior and experience of the labor team provide the client with a legally appropriate and economically viable solution, in line with clients' expectations.



PRACTICES

FINANCIAL CREDIT

A thorough review of credits that have not been correctly used in the tax deed, as well as the determination of any undue payments, reversing them into financial credit.

ADMINISTRATIVE TAX PROCEEDINGS

Conducting administrative tax proceedings. Preparation of defenses and filing of appeals against infraction notices.

LEGAL PROCEEDINGS OF A FISCAL NATURE

Sponsorship of legal proceedings of a fiscal nature, such as actions for repetition of tax overpayments, annulment of tax credits, challenges against the demand for undue taxes, filing of injunctions, declaratory actions and precautionary actions.

TAX PLANNING

Tax consultancy and planning. Study and planning on the most appropriate forms for the incorporation of companies and structuring of enterprises and production systems, aiming at fiscal savings related to all taxes.

TAX EFFECTS

Assessment of the tax effects of mergers, demergers, incorporations and transformations of companies, providing clients with the necessary information for effective decision-making.

TAX LAW

Cesar Peres Dulac Müller Advogados provides specialized guidance to the accounting and financial areas of the company, with regard to the correct interpretation of laws and normative acts that directly interfere in the business activity, both in matters arising from operational activities, as well as corporate restructuring.

The scope of the tax area comprises COMPLEX TAX ADVISORY, TAX LITIGATION, TAX TRANSACTION WORKS and INTERNATIONAL TAX LAW. Cesar Peres Dulac Müller Advogados supports your business by offering a series of services in the Tax Law segment.



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