

TAUIL | CHEQUER
MAYER | BROWN

AGRI 360°

Our Integrated Approach in Agribusiness



AGRIBUSINESS

Agribusiness is a universe of its own with vast importance for Brazil and the world. It encompasses myriad steps from pre-origination to origination, warehousing, industrialization, logistics, trading and export. Your legal counsel must be able to successfully navigate the complex supply chain of this industry that represents 25% of the Brazilian GDP and delivers food to approximately one billion people around the world.

We can support you in all aspects of agribusiness operations and transactions in Brazil and

around the world. Our Agribusiness team regularly represents a broad range of leading commodity producers, corporations, traders and financial institutions from input through processing to retail.

Brazilian agribusiness is a complex sector, with many different phases of production and transportation that require the multidisciplinary approach which we offer throughout the whole agribusiness production chain of commodities, grains, livestock and others.





HOW CAN WE HELP?

We advise in all areas of law and value chains, including:

- Mergers & acquisitions
- Joint ventures
- Project financing
- Logistics
- Transportation
- Infrastructure
- Wholesale distribution
- Biofuels
- Power
- Public offerings of receivables
- Self-production projects based on biomass power generation
- Renewable energy distributed generation projects
- Real estate
- Labor
- Litigation
- Taxes
- Foreign trade
- Environmental
- Carbon credits
- Deforestation
- Human rights
- ESG
- Compliance and IP

We have a **deep knowledge** and **granular understanding** of the sector. Our team has been advising the leading companies in the agribusiness sector for decades, and our professionals have led the legal departments of major players in the industry. In addition, through our **full-service capabilities** in Brazil and around the world, there is no stage of the agribusiness chain that we cannot serve with excellence.

Learn more about our firm on pages 9 to 11.

OUR INTEGRATED APPROACH

PRODUCTION

CARBON CREDITS

SEEDS

FERTILIZERS
AND CROP
PROTECTION

HARVESTING EQUIPMENT

FINANCING

LOGISTICS

TRADING

AGRI
360°

OUR PRACTICE AREAS

CORPORATE AND M&A

Whether in simple or complex transactions, our teams are partners in our clients' journeys to expand their presence in the Brazilian market, taking advantage of growth opportunities or exiting business ventures. We focus on advising our clients in Brazil, abroad and in cross-border deals, corporate reorganizations (mergers, spin-offs, capital reductions, drop down, incorporations), family or tax planning, acquisitions, joint ventures, corporate governance, executive compensation and structured or financed acquisitions, always seeking the best strategy to optimize each transaction.

CAPITAL MARKETS & SECURITIZATION

As one of the most active firms in the agribusiness sector in Brazil, we prepare your company long before accessing the capital markets. By

improving corporate governance, participating in the professionalization of our clients' executive staff, negotiating mandates with banks and financial advisors, our team is able to be agile and focused, creating value for our clients. We are the only firm with a proven transactional track record in Brazil and the United States, coordinating with our US team from Brazil. We advise on the following products: IPOs and the private or public offerings of shares, in Brazil and the United States, internationalization of the company abroad (United States, Cayman, BVI), as well as its shareholder base, simple, convertible debentures, infrastructure or capex, promissory notes, international bonds, certificates and receivables in general, CRI, CRA, FDIC, Fiagro, investment funds in general, offers to acquire or exchange shares (tender offers), mergers and acquisitions involving publicly-held companies, share repurchase, and the creation of a share incentive plan for executives.



FINANCE

We provide legal solutions for both standardized operations and complex agribusiness structures, such as granting loans, project financing, structuring national and international financial operations and issues of the most varied agribusiness assets, as well as investment funds for the sector, allowing our clients to manage risks and access the capital they need. We are experienced in foreign currency financing, such as Export Pre-Payment (EPP) and Advance on Foreign Exchange Contract (ACC) operations, as well as in transactions involving Rural Product Notes (CPR), Agribusiness Credit Rights Certificates (CDCA), Rural Real Estate Certificates (CIR), Agribusiness Receivables Certificates (CRA) and investment funds that invest their resources in the sector (such as FIDC, FIAGRO and FIPs), among others. Our team led the operation responsible for broadening the concept of backing for CRA issuances, contributing to the enactment of the standard that has enabled and still enables countless market operations. In addition, we are regularly invited to participate in the legislative process to introduce new rules for the agribusiness sector. For example, we were the authors of the first version of the legislation that resulted in the law that created the FIAGROs.

TAX

Our tax team has vast experience with agribusiness, having successfully advised clients in M&A transactions of different sizes and forms, including post acquisition reorganizations as well as tax-efficient debt transactions bound by agribusiness instruments (*Cédula de Produto Rural - CPR, Certificado de Depósito*

Agropecuário - CDA, Letra de Crédito do Agronegócio - LCA), securitization linked to agribusiness assets and credit rights (*Certificado de Recebíveis do Agronegócio - CRA*) and trading of domestic and cross-border derivatives for hedging purposes. We also advise clients on the new Brazilian transfer pricing rules for commodities, which are optional for 2023 but mandatory as from 2024.

ANTITRUST

Our antitrust team has market-leading experience with:

- Fertilizers and Crop Protection
- Origination and trading of agricultural commodities (sugarcane, soybeans, wheat, corn etc.) and its byproducts
- Logistics and warehousing
- Merger notifications, investigations and antitrust litigation involving the industry

Further, the team regularly advises clients on antitrust compliance of sustainability programs in the agribusiness industry in Brazil and globally.

ENERGY

Our energy team is among the top-rated in Brazil for agribusiness companies in structuring and implementing power self-production projects based on biomass power generation and renewable energy distributed generation projects, as well as in gas, power and renewable energy certificates purchase transactions in the free market.

TRANSPORTATION & WAREHOUSING

From navigating complex regulatory frameworks to advising on international trade and logistics, we advise our clients on the acquisition and operation of ports, railroads, warehouses and transportation solutions. Our team offers legal solutions for complex contract negotiations, logistics optimization, risk management as well as expansion and investments.

REAL ESTATE

The agribusiness and real estate markets are deeply connected, making it essential to have a comprehensive view of the real estate business and the legislation applicable to the agribusiness sector. Our Real Estate practice has extensive experience in real estate structures and contracts adopted in agribusiness, such as the purchase and sale of rural properties and storage structures for the agribusiness supply chain, leasing and rural partnerships, rental contracts (typical or atypical) for real estate developments in the sector, analysis of real guarantees, structuring of investment funds dedicated to direct or indirect investments in real estate assets, as well as advice to foreign investors interested in investing in the sector in light of the restrictions imposed by Brazilian legislation for investments in rural properties.

ENVIRONMENTAL AND ESG

Considering the complex agribusiness supply chain, our clients face a multitude of environmental, climate and social challenges, which require appropriate and unique legal solutions. To this end, our experienced team can assist



you in a wide range of environmental and climate issues, including topics such as environmental licensing, vegetation suppression, intervention in protected spaces (APP, legal reserves, etc.), Rural Environmental Registry, environmental regularization, environmental compensations, use of water resources, use of pesticides and waste management, interfaces with traditional populations and possible land demarcation processes, negotiations of Terms of Commitment or Terms of Conduct Adjustment and audits.

We also understand the increasingly central importance of issues involving human rights and monitoring industry standards, whether to mitigate legal risks or to avoid negative reputational exposure. Our team is qualified to advise you on the various aspects related to this issue, including, fair labor practices, impacts on indigenous and traditional communities, land rights, negotiation and interface with such communities and other stakeholders.

DISPUTE RESOLUTION

In agribusiness, collecting receivables is fundamental. Our litigation team is always one step ahead and is used to complex and high-risk disputes, having extensive experience in resolving litigation and supporting clients in possible conflicts efficiently and effectively through negotiation or mediation before the Judiciary. In arbitration, the most frequent disputes are based on commodity purchase and sale contracts, partnership and leasing contracts, rural financing contracts and input purchase and sale contracts, also encompassing real estate contracts and corporate disputes.

RESTRUCTURING, BANKRUPTCY AND INSOLVENCY

Considering the challenging Brazilian business scenario, we are often faced with restructuring proceedings and potential requests for judicial or extrajudicial recovery, or even bankruptcy from both customers or suppliers. The global reach of our Restructuring, Bankruptcy and Insolvency team, together with our extensive knowledge of the Brazilian economy, allows us to efficiently represent our clients involved in matters relating to insolvency within the agribusiness sector. We work on many large issues related to adequate guarantees and means of protection, financing, such as debtor in-possession, distressed M&A and recovery of credits in the context of insolvency proceedings.

INTELLECTUAL PROPERTY

As a full-service law firm, we help clients protect their innovations and optimize their competitive advantage in agribusiness by providing comprehensive expertise in strategy, registration, enforcement and licensing in the realm of intellectual property, which includes securing patents for groundbreaking agricultural technologies and safeguarding trademarks for branded products.

ABOUT THE FIRM

We are a full-service law firm that combines, through our association with Mayer Brown, **in-depth knowledge of the local Brazilian market with a leading global platform.**

Our 180+ Brazilian lawyers are all highly specialized, trained and experienced to advise foreign and domestic clients in their most challenging transactions in Brazil. We operate out of four full-service offices in São Paulo, Rio de Janeiro, Brasília and Vitória, and offer a truly unique combination of expert legal and in-depth business and sector knowledge

flawlessly delivered through our teams of highly skilled lawyers. Our lawyers are **hands-on, pro-active, practical, diligent, 'easy to deal with' and solution-driven** enabling our clients to take informed decisions when investing in Brazil.

We are recognized leaders in Brazil for transactions in the Brazilian agribusiness sector by clients, as well as by most prestigious legal rankings, including Chambers and Partners, Legal 500 and IFLR.

OUR PRACTICE AREAS AND INDUSTRIES

- Agribusiness
- Anticorruption and Compliance
- Antitrust, Competition, Governmental and Global Trade
- Banking and Finance
- Capital Markets and Securitization
- Corporate and Mergers and Acquisitions
- Employment and Benefits
- Environmental
- Intellectual Property
- International Trade
- Litigation and Arbitration
- Real Estate Transactions and Investments
- Corporate Governance
- Restructuring and Bankruptcy
- Tax
- Energy
- Oil and Gas
- Funds
- Infrastructure and Public Law
- Mining
- Ports and Maritime
- Private Equity and Venture Capital
- Telecommunications



MARKET PERCEPTION

Our firm is widely regarded as one of the best in Brazil by several local and international legal publications. We are recognized and ranked for our performance in all the practices in which we operate.

In addition, we have several lawyers recognized for excellence in their practice areas. See below some mentions about our work, published in the main legal vehicles.



"Tauil & Chequer has an excellent, accessible and pro-business team. The firm displays a knowledgeable agribusiness practice, able to propose innovative solutions"

CHAMBERS BRAZIL



"Their service level is exceptional. Tauil & Chequer are highly knowledgeable in the sector, especially in agribusiness finance, carbon credits and real estate."

CHAMBERS BRAZIL



"Tauil & Chequer demonstrates high capacity to deal with complex, sophisticated and sensitive issues, always acting with extreme promptness and urgency, without compromising the excellency of work."

CHAMBERS GLOBAL



"Lawyers are business partners, they understand the problem and help find solutions that suit the client. They are agile in the answers provided."

THE LEGAL 500



"The firm shines in Brazil's legal market, thanks to its service offering that is both wide-ranging and profoundly high quality."

LATIN LAWYER 250



"The partners are very competent and real assets in handling any kind of deal. I am very pleased to have them on my side."

IFRL 1000

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