

monteiro de castro  
setoguti

advogados

**1. THE FIRM**

**2. WHAT WE DO**

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**We are a law firm composed of lawyers with strong academic credentials and extensive experience in both domestic and international matters, forming a team dedicated to provide tailor-made and high-quality legal services.**



Corporate Law and Corporate Governance

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Mergers and Acquisitions (M&A)

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Conflict Resolution (Litigation  
and Arbitration)

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Financial and capital markets

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Our firm stands out for winning awards and recognition from highly prestigious national and international guides.

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“They have deep knowledge about cases, knowing every detail and every aspect of them. They are extremely dedicated and always provide a great perspective whilst keeping the bigger picture in mind of how the case might unfold.”

**The Legal 500**



# Rodrigo R. Monteiro de Castro

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Partner at MCSSA with practice in Corporate Law, Mergers and Acquisitions (M&A), Corporate Governance, Capital Markets, and Sports Law.

Ph.D., Master's, and Specialist Degree in Commercial Law from the Pontifical Catholic University of São Paulo (PUC-SP). MBA from INSPER.

Professor at IBMEC/SP – LLM in Business Law. Former Professor of Commercial Law at Mackenzie.

Author of *Managerial Control* (Quartier Latin, 2010), *Legal Regime of Reorganizations: Corporate, Business, and Associative Reorganization* (Saraiva, 2016), *Special Regime of the Simplified Joint Stock Company* (Saraiva, 2013), *Football, Market, and State* (Quartier Latin, 2016), and *Football and Governance* (Migalhas, 2018).







# Guilherme Setoguti

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Partner at MCSSA with practice in Arbitration, Corporate and Civil Litigation, Corporate Law, Business Restructuring, and Bankruptcy.

Master's and PhD Degree in Law from the University of São Paulo (FDUSP).

Professor of Corporate Litigation of the LLM program of INSPER.

Author of *Nulification of the Shareholders' Meeting Resolutions* (Quartier Latin, 2013) and *Enforcement and Indemnity Protection in Corporate Law and Capital Markets* (Quartier Latin, 2018).

Coordinator of the following books: *Arbitration Course* (Thomson Reuters, 2018), *Corporate Procedure* (Quartier Latin, 2012), *Corporate Procedure II* (Quartier Latin, 2015), *Corporate Procedure III* (Quartier Latin, 2018), among others.





# Renato Jabur

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Partner at MCSSA with practice in Capital Markets, Payment Systems, Fintechs, Corporate Law, Mergers and Acquisitions (M&A), and Agribusiness.

Specialist Degree in Business and Management from FGV/SP. Extension in Regulation of Financial and Capital Markets from FGV/SP. Bachelor's Degree in Law from the University of São Paulo (FDUSP).

Professor at IBMEC/SP.

Former member of the Tax and Fines Council of the City of São Bernardo do Campo/SP and the Ethics and Discipline Tribunal of the São Paulo Section of the Brazilian Bar Association. Consultant for the Stock Exchange, Commodities, and Futures.

Author of several articles and co-author of legal books.







# Rafael Setoguti

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Partner at MCSSA with practice in Corporate Law, Corporate Governance, and Mergers and Acquisitions (M&A).

Master's, and PhD candidate in Commercial Law from the University of São Paulo (FDUSP).

Professor of Contract Law and Corporate Law at Insper.

Member of the Institute of Private Law (IDiP) and the Corporate Litigation and M&A Disputes Committee of Ibrademp.

Author of *Termination of the Shareholders' Agreement* (Quartier Latin, 2019) and several essays such as *Post-Contract Liability in M&A* (2023), *The Institutes of Contract Revision in the Civil Code and the Shareholders' Agreement* (2021)

Coordinator of *Mergers and Acquisitions (M&A) – I and II* (Quartier Latin, 2023 and 2024).







## With clients

Our purpose is to consistently provide our clients with exceptional service, legally sound advisory and innovative, practical solutions that reflect a deep understanding of the entire legal landscape, market practice and our clients' objectives and business.



## With the market

To be among the most admired, to be recognized as a reference firm in our areas of practice and to continue to be awarded by the main legal publications through rankings and outstanding awards.



## With people

We are committed to the development and growth of our professionals. We highly value technical excellence and academic training by fostering an environment of harmony, respect, and a positivity, supported by a dynamic and collaborative culture.







## MCS Academy

We encourage and support academic production by our professionals. Our team consistently contributes to prominent works in the field, and this ongoing engagement ensures that our firm stays at the forefront of legal developments in the country



## Straight to the point

We are a diverse and multidisciplinary team that integrates expertise across various legal areas. We strive for clear, transparent, and assertive communication, delivering integrated, straightforward legal solutions.



## Partnership

Our team is widely recognized by clients as strategic partners, standing out for creating and maintaining reliable relationships and connections. We are committed to generating value by creatively anticipating our clients' needs and delivering solutions aligned with each business's strategy.





# WHAT WE DO



## Mergers and Acquisitions (M&A):

We advise our clients on transactions related to the development, expansion, or sale of their businesses.

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We represent buyers, sellers, and investors, providing state-of-the-art legal advice to ensure clients' legal security and developing tailored solutions that meet the unique needs of each transaction.

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# WHAT WE DO



## Corporate Law and Corporate Governance :

Drafting of corporate documents, including articles of association and bylaws, minutes and other corporate reorganization documents, shareholders' agreements, votes at shareholders' meetings and board of directors' meetings.

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Negotiation and drafting of contracts involving commercial, banking, and real estate transactions.

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Succession planning: planning aimed at preserving the emotional and material assets of families, always seeking tax efficiency and protection against third parties through legal instruments in both family law and business law.





## Litigation and Arbitration:

### **Pre-Litigation Solutions**

We assist our clients in managing pre-litigation conflicts and providing creative analysis of alternatives to avoid the onset of disputes. If disputes are unavoidable, we help to position them advantageously from the outset.

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### **Arbitration, Civil Litigation, and Corporate Litigation**

We provide support to clients in arbitrations and in civil and corporate litigation, both in judiciary and administrative tribunals.

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### **Judicial reorganization**

We provide advisory services to our clients in identifying credits and negotiating judicial reorganization plans, always aiming to maximize their returns. Additionally, we offer legal support by acting as a judicial administrator in recovery proceedings.

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### **Administrative litigation**

We represent clients in administrative proceedings, such as those before the CVM, ANBIMA, ANEEL, ANATEL, among others.



## Financial and capital markets:

Advisory services for domestic and international clients in joint ventures, spin-offs, and structuring new businesses, including financing structures.

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Issuance of debt securities, regulation of investment funds, public offers (OPAs), advisory services in administrative procedures before the Securities and Exchange Commission.

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The team has advised on:

### M&A transactions

- Sale of a Brazilian bug repellent manufacturer to an American pharmaceutical conglomerate (transaction value: ~BRL 390 million);
- Acquisition by a health sector business group of two hospitals and a health plan operator in São Paulo (transaction value: ~BRL 320 million);
- Acquisition by an investment fund (with over BRL 22 billion in assets under management) of a minority stake in a shopping mall valued at R\$1 billion (transaction value: ~BRL 100 million);
- Acquisition by a investment fund and a pool of high-net-worth investors of stakes in two premium shoppings mall (transaction value: ~BRL 205 million);
- Sale of a securities dealership (DTVM) to a financial institution (transaction value: ~BRL 250 million);
- Divestment of the textile industry assets of one of Brazil's largest business conglomerates (transaction value: ~BRL 100 million);



The team has advised on:

### M&A transactions

- Transfer of media rights and investment agreement between major Brazilian football clubs and investors, representing the largest football transaction in the country's history (transaction value: ~BRL 2.3 to 4.8 billion);
- Sale of a media´s group relevant stake in an out-of-home media company to a strategic investor (transaction value: ~BRL 100 million);
- Sale of a construction company's equity stake, which included indirect control of 11 special-purpose companies (SPACs) (transaction value: ~BRL 242 million);
- Onerous assignment of credits rights for an investment fund arising from a bank credit note (transaction value: ~BRL 124 million);
- Structuring and drafting of an instrument for the assignment of a client portfolio to a leading Brazilian company of payment services (~BRL 220 million);





The team has advised on:

### Conflict Resolution (M&A litigation matters)

- Acted for a major shareholder in one of the first “Sociedade Anônima do Futebol” entities (the new corporate model for Brazilian soccer clubs) in the first Brazilian dispute between an investor and the soccer club (~BRL 700 million);
- Represented the Northwest market leader in Brazil’s health insurance and medical services sector in an arbitration concerning an SPA agreement with a portfolio company of one of Brazil’s largest private equity managers (~BRL 600 million);
- Acted as lead counsel in a litigation related to the sale of a company operating in the paper and pulp sector, initiated by the buyers against the seller, who is currently considered one of the wealthiest women in the country (~BRL 40 million);
- Represented two founding shareholders of one of Brazil’s largest medical specialization course providers in a dispute concerning the sale of the company (~BRL 35 million).



The team has advised on:

### Conflict Resolution (General litigation matters)

- Represented an investment fund in a cross-border dispute related to the domestication of an award from the Supreme Court of the State of New York, involving complex contractual defaults and asset enforcement in Brazil (~BRL 11.8 billion);
- Represented one of the largest corporate groups in Latin America in the energy sector in an arbitration involving intricate contractual issues regarding the exercise of a put option under an investment agreement (~BRL 2.5 billion);
- Represented a leading television broadcaster in a corporate arbitration initiated by shareholders attempting to remove the CEO from office (~BRL 600 million);
- Advised in an arbitration brought against one of Brazil's leading construction companies, involving allegations of irregular transactions by its controlling shareholders (~BRL 500 million);
- Represented one of Brazil's largest investment managers in the acquisition of legal claims (~BRL 100 million).





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