



PERSONAL INFORMATION

Manoel Vargas Franco Netto
Brazilian, married, lawyer
ID: 37.382 OAB/RJ
ID: 145.265 OAB/SP

CONTACT

m.vargas@manoelvargas.com
Mobile: +55 (21) 98162-3780
Mobile: +55 (21) 99963-7602
manoelvargas.com

LANGUAGES

Portuguese
English
Spanish

EDUCATION

- Bachelor of Law, Pontifícia Universidade Católica do Rio de Janeiro PUC-Rio, 1980.
- Master of Comparative Law – MCL, University of Illinois at Urbana-Champaign, 1984.

PROFESSIONAL AND ACADEMIC EXPERIENCE

Founding Partner of MANOEL VARGAS ADVOGADOS. Attorney and Partner with LOBO & IBEAS for 40 years. Solid experience in the various fields of Corporate, Commercial and Business Transactions Laws, including project finance, mergers and acquisitions (M&A), construction, EPC and BOT contracts, privatizations, joint ventures, international and local offerings, securitization of local and export receivables, specialized services contracts, et al.

Professor of Law at Pontifícia Universidade Católica do Rio de Janeiro - PUC-Rio. He teaches Corporations, Capital Markets and Commercial Laws.

Visiting Professor with the Instituto de Direito at PUC-Rio and UERJ (CEPED) in specialized programs.

Arbitrator and Certified Mediator. Member of ICC Brazil Arbitration and Mediation Committee; member of list of arbitrators of Câmara FGV de Mediação e Arbitragem and of CBMA- Câmara Brasileira de Mediação e Arbitragem; member of Instituto MEDIARE

PRACTICE AREAS

- Corporate and business arbitration.
- Corporate consulting, capital markets, international business transactions, international conflicts of laws.
- Collaborative practice, negotiation and business mediation

RELEVANT PROJECTS

❑ Privatization and expansion of Companhia Siderúrgica de Tubarão-CST

Purchase and financing of several relevant projects, such as the construction of two continuous casters, a new blast furnace, self supply of energy and a new hot strip mill.

Worked together with BNDES, N.M. Rothschild, Shearman & Sterling, Goldman Sachs e Daiwa Securities.

❑ Construction of Mina do Pico, em Minas Gerais

Including Ferrovia do Aço, in Minas Gerais e Rio de Janeiro, and expansion of Port of Ilha Guaíba, in Mangaratiba, Rio de Janeiro.

Worked together with Debevoise & Plimpton.

❑ **CBTC Contract (Communication Based Train Control) of MRS Logística S.A.**

Advised MRS throughout negotiation and closing of a turn-key contract with Westinghouse Air Brake Technologies Corporation for the supply of a CBTC system to the railroad.

Worked together with Mattos Filho.

❑ **Delisting of Souza Cruz S.A.**

Advised the company with regard to the delisting process, through purchase by controlling shareholder BAT Group, including the public offer for purchase of minority shareholding.

Worked together with Ulhoa Canto.

❑ **Joint venture by and between Gas Natural e Cemig**

For joint operation of gas assets in São Paulo, Rio de Janeiro and Minas Gerais.

Worked together with Jones Day and Machado Meyer.

❑ **Privatization of Banco BANERJ S.A.**

Advised the State of do Rio de Janeiro and Banco Bozano, Simonsen in connection with the privatization of BANERJ.

❑ **Eurobond Offering of MRS Logística S.A.**

For investments in the privatized railway Rio de Janeiro-Minas.

Gerais-São Paulo and acquisition of rolling stock (locomotives and wagons).

Worked with Clifford Chance and Bankers Trust.

❑ **Group De Nora**

Advised the Italians group in the negotiation agreement that put an end to 30-year disputes with local partners Lage and Catão.

Worked with Jones Day.

❑ **Reorganization of Varig S.A.**

Advised AERUS, pension fund and major creditor of Varig.

❑ **Securitization of export receivables of Companhia Siderúrgica de Tubarão-CST**

Worked with Shearman & Sterling, Goldman Sachs and Daiwa Securities.

❑ **Public Offerings of debentures issued by MRS Logística S.A.**

Advised the company in several offerings.

❑ **Privatization of Instituto de Resseguros do Brasil – IRB**

Advised BNDES and N.M.Rothschild in the process of privatization of IRB, including due diligence, preparation for sale and drafting the regulatory framework for the reinsurance industry.

❑ **Project Finance of Viaoeste**

Related to the privatization of Castello Branco/Raposo Tavares toll road in São Paulo.

Advised Deutsche Bank and worked with Jones Day and Coudert Brothers.

❑ **Privatization of Vale S.A.**

Advised as legal consultant to Anglo American Corporation/Minorco and CAEMI.

❑ **Purchase by Gas Natural of full control in CEG e CEG-Rio**

Advised the company in the negotiation and purchase with Enron Corp and Petrobras.
Worked with Villemor do Amaral.

❑ **Jari e Cadam BOT Project, for the construction of UHE de Santo Antônio, Jari River, in Pará**

Worked with Latham & Watkins, Promon Engenharia and Construtora Queiroz Galvão.

❑ **Eurobond Offering da CAEMI, for financing of exports**

Worked with Mayer, Brown and Long Term Credit Bank of Japan.

❑ **Privatization of the Southeastern region (São Paulo, Rio de Janeiro and Minas Gerais) of Rede Ferroviária Federal S.A.**

Advised CAEMI, which acquired control together with CSN, Usiminas and Gerdau.

❑ **Privatization of Bahiagás**

Advised the State of Bahia and Deutsche Bank in connection with the privatization, including due diligence.

❑ **Privatization of the Brazilian Telecommunication System**

Advised several bidders, including Citicorp/Citibank group, together with Shearman & Sterling.

❑ **Privatization of Energy Company CELPE (State of Pernambuco)**

Advised UtiliCorp United with respect to due diligence and structuring of purchase.

❑ **Securitization of export receivables of OPP Petroquímica S.A.**

Advised lenders Credit Lyonnais and Banco Bilbao Vizcaya.
Worked with Cleary, Gotlieb.

❑ **Restructuring of TV Filme Inc.**

Advised creditors of the company, which is a cable TV in Brasília.
Worked with Jones Day and Pinheiro Neto.

❑ **Construction of Mina de Águas Claras, em Minas Gerais**

Iron ore MBR project, together with port and railway.
Worked with Jones Day and Debevoise & Plimpton.

❑ **Securitization of export receivables of Aços Minas Gerais S.A.- Açominas**

Worked with Mayer Brown and Daiwa Securities.

❑ **Offering of CRI's (Real Estate Receivables Certificates) by Ancar Ivanhoe Shopping Centers.**

For financing of construction of shopping Center in São Paulo.
Represented the company and worked with Bradesco BBI and Pinheiro Guimarães.

OTHER M&A TRANSACTIONS

- purchase by CAEMI of relevant stake of Hanna Mining Corporation in MBR. Worked with Jones Day
- purchase by grupo Gerdau group of pig-iron plant of Cimetel group
- purchase by Mesbla S.A. of a relevant stake in Makro Brasil. Worked with Pinheiro Neto
- sale by lochpe group of relevant stake in its investment bank to Bankers Trust Co. Worked with Pinheiro Neto
- sale of relevant stake in Banco Gulfinvest S.A. to Commercial Bank of Kuwait
- incorporation of Companhia de Mineração e Participações for the development of gold project in Amapá
- joint venture by and between Banco Garantia S.A. e Western Mining Co. for the development of a diamond mining project in Minas Gerais
- joint venture by and between Usinor e Companhia Siderúrgica de Tubarão to incorporate and develop Siderúrgica Vega do Sul em Santa Catarina. Worked with Machado Meyer
- joint venture for activities of the Canadian group Dorel Industries no Brasil, which resulted in the purchase of a controlling stake in Caloi S.A.
- sale by Monier group of Tégula Soluções para Telhado to Eternit S.A.
- sale of control of engineering company SM21 to the French group ONET. Worked with com BMA

SELECTED ARBITRATION AND JUDICIAL CASES (INCLUDING NEGOTIATION AND DEFINITION OF STRATEGY)

- rejection due to total failure (turn-key contract) of the cargo teleferic projected to have attended several iron ore mines in Minas Gerais
- rights of intellectual property (IP), comprising trademarks, patents and copyrights of Brazilian and international clients
- take-or-pay contract related to railway cargo transportation
- responsibility for fire on industrial equipment in the State of Goiás
- force majeure waiver/hardship in railway cargo transportation
- insurance responsibility due to accidents related to industrial equipments, collision of rolling stock in railways, sinking of ships, amongst others
- corporate cases, such as disputes between controlling and minority partners or shareholders, payment obligations related to cumulative, mandatory and preferred dividends
- representation of pension funds in cases of constitutional immunity on revenues and real estate property
- discussions involving alternate criteria for payment of interest or monetary correction in public bonds
- cases related to the kaolin industry involving patents and public domain
- disputes related to fraudulent transactions in the Brazilian capital markets and stock exchanges
- disputes related to performance, breach and economic balance of EPC agreements

OTHER RELEVANT EXPERIENCES AND PUBLICATIONS

- Seminars in Rio de Janeiro on Intellectual Property, 1985 and 1986.
- Hague Academy of International Law, Summer Session on Private International Law, 1987.
- Seminar on project finance together with Cleary, Gottlieb, Steen & Hamilton, held at Palace Sofitel Hotel, Rio de Janeiro, in 1996.
- Co-author of the Brazilian chapter of "Transnational Litigation: A Practitioner's Guide", Oceana Publications, general editing Richard Kreindler, partner of Jones, Day, Reavis & Pogue in Frankfurt, Germany, published in New York, 1998, and updated in 2003 e 2008 under the general editing of John Fellas, partner of Hughes, Hubbard, & Reed LLP, New York, NY. The last edition was published in 2019 by Thomson Reuters.

- Co-author of “Direito das Companhias”, under coordination of professors Alfredo Lamy Filho and José Luiz Bulhões Pedreira, published by Editora Forense in 2009. 2nd edition published in 2017.
- Participant of seminars, in 2016, in São Paulo and no Rio de Janeiro, with Quinn & Emmanuel, related to class actions in New York against Petrobras.
- Co-author of “Lei das S.A. em seus 40 anos”, under coordination of professors Alberto Venancio Filho, Carlos Augusto da Silveira Lobo and Luiz Alberto Colonna Rosman, published by Editora Forense in 2017.
- Co-author of “Direito Empresarial - Estudos Contemporâneos - Grupo de Direito Empresarial da Puc-Rio”, under coordination of professors Pedro Paulo Cristófaró e Caio Machado Filho in 2017.
- Participant of seminars, in 2017, in São Paulo and Rio de Janeiro, with Carlos Augusto da Silveira Lobo, Carlos Leoni Siqueira, Arnaldo Wald and Renata Novotny, about our Law of Corporations in its 40-year anniversary.
- Author of several articles on Corporate Law.
- Participant of a seminar, in 2017, about State Controlled Corporations, at Escola de Magistratura, Federal Tribunal of 2nd Region.
- Member of Rio de Janeiro and São Paulo BAR.
- Member of list of arbitrators of Câmara FGV de Mediação e Arbitragem, CBMA – Câmara Brasileira de Mediação e Arbitragem and CATERJ – Câmara Técnica de Mediação e Arbitragem Empresarial do Rio de Janeiro.
- Member of INSTITUTO MEDIARE. Certified Mediator (2020).
- **Author of the newly released book: Direito das sociedades (Kindle/Amazon Publishing, july 2020)**