VENTURE CAPITAL & STARTUPS

FROM THE FIRST STAGES OF DEVELOPING A MINIMUM VIABLE PRODUCT TO THE SEARCH FOR CAPITALIZATION THROUGH AN INITIAL PUBLIC OFFERING OF SHARES OR DEBENTURES, OBTAINING VENTURE CAPITAL OR SALE OF THE COMPANY, HAVING LEGAL ADVICE SPECIALIZING IN STARTUPS THAT IS ACCESSIBLE, AGILE, EXPERIENCED, AND ALIGNED WITH THE CHALLENGES OF THESE VENTURES IS FUNDAMENTAL TO ASSURING THE SUCCESS AND SUSTAINABILITY OF THE NEW BUSINESS.

We have a multidisciplinary group specially structured and dedicated to startups, LEAD. We believe in your idea and act as a true strategic partner for your business, paving the way for its growth. We offer innovative legal intelligence, suited to each stage of a startup's development and tailored to its needs.

While the entrepreneur plans how to explore new business opportunities, we take care of the legal basis for the startup to begin operating, capitalize itself, or expand its business. We provide guidance on the regulations applicable to the type of enterprise or industry in which the company operates and on the demands of investors and financing entities.

As part of our wide range of **legal advice to startups,** we also support all the players in the ecosystem, such as accelerators, founders, venture capital funds, and angel investors.

STATE: LEGAL EXPERTISE CONNECTED TO INNOVATION

To be increasingly closer to the innovation ecosystem and offer customized legal solutions, we work in partnership with State, an independent hub formed by startups, large companies, venture capital funds, and accelerators, focused on originating and developing disruptive businesses and projects.

We are present at State, whose facilities occupy 10,000 square meters in Vila Leopoldina, on the west side of São Paulo. With this partnership, we offer the best we have at Machado Meyer, excellence in legal services, and State provides an independent environment to house people and ideas, with the calling to transform realities.

MAIN LEGAL SERVICES FOR STARTUPS AND VENTURE CAPITAL

DIGITAL LAW AND DATA PROTECTION

- Software development, licensing, or assignment agreements
- Software registration with the INPI
- Terms of use and policies involving products and services
- Management and disputes regarding industrial property (patents, industrial designs, trademarks, etc.)
- Legal support in connection with cyber fraud
- Drafting of personal data protection policies, privacy notices, and contractual adjustments

- Consents to processing of personal data
- Mapping of data flows, policy-making, and structuring of governance in privacy and personal data protection, including structuring of responses to personal data subjects and the specific regulations of the National Data Protection Authority (ANPD)
- Advice to the Data Protection Officer (DPO)
- Preventive action in preparation of responses and remediation plans to privacy incidents and crisis management
- Legal support in the use of artificial intelligence solutions

BUSINESS LAW

- Preparation of organizational documents, including articles of incorporation, operating agreements, and bylaws
- Drafting and negotiation of partners'/shareholders' agreements
- Preparation of share-based long-term incentive plans
- Assistance in the fund raising process, including drafting and negotiating confidentiality agreements, term sheets, loans and convertible debentures, and investment agreements, among others
- Assistance in the analysis and definition of corporate structures, including impacts of offshore structures under Brazilian law
- Preparation of corporate acts related to both day-to-day business and reorganizations
- General inquiries on corporate affairs

LABOR LAW

- Drafting of contracts for for key employees
- Drafting of contracts with restrictive clauses for employment contracts (non-competition, non-solicitation, confidentiality, retention, etc.)
- Advice for labor union classification
- Analysis and definition of jobs subject to time tracking and tracking modalities (in particular, non-conventional)
- Definition of method for hiring employees
- Implementation of variable compensation plans
- Negotiation of collective bargaining agreements
- Telecommuting, home office, and flexible working hours policy
- Policies encouraging diversity and inclusion

TAX LAW FOR STARTUPS AND VENTURE CAPITAL

- Assistance in analyzing the taxation of the fundraising process
- Assistance in the analysis and definition of corporate structures, including tax impacts of offshore structures under Brazilian law
- Advising on the structuring, review of terms, and implementation of mergers and acquisitions
- Support in mapping and analyzing different tax models
- Negotiation of special regimes and differentiated tax treatment (at federal, state, and municipal level)
- Checking the tax impacts of investment contributions and subsequent return on the amount invested

- Analysis of the financial market from a tax point of view, identifying the best course of action for each type of transaction
- Monitoring and defense in the administrative sphere
- Assessing the risks of litigation and how to prepare for a scenario of litigation with the tax authorities
- Consulting on cross border transactions, multilateral treaties, and interaction with foreign offices
- Issuing memoranda on the interpretation of new laws
- Review of customs issues of import structures
- Due diligence in mergers and acquisitions
- Rigorous monitoring of cases judged, contributing to the understanding of those not led by Machado Meyer
- Guidance on problems of proof or regularization of tax issues and any tax debts
- Advice on class actions
- Assistance with day-to-day tax issues

FINTECHS AND VENTURE CAPITAL

- Survey of the regulatory requirements of the Central Bank of Brazil, CVM, SUSEP, and other regulatory bodies that may have an impact on the business
- Assistance with the classification of the business under Central Bank's regulations
- Analysis of the potential forms of fundraising and organization of the corporate structure to enable a potential request for authorization to operate from the Central Bank
- Legal opinion on the viability of the business model
- Assistance in attracting investment
- Help with interaction with trade associations
- Presentation of the viable business model to financial institutions, investors, and regulators
- Structuring new business models for the banking, financial, and means of payment sectors
- Negotiation of contracts with regulated entities and between institutions regulated by the Central Bank of Brazil
- Drawing up the terms and conditions that will be used when interacting with clients and end users of the products
- Assisting in gathering regulatory requirements for digital platforms and interacting with clients and users of products and services
- Preparation of corporate documents necessary for structuring new businesses
- Definition of a control structure that will be analyzed in a simplified manner by the Central Bank of Brazil and will make it possible to authorize the new business

Schedule a free consultation and find out about our customized solutions.

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