Cross-Border Listings Guide - Sao Paulo–B3 (formerly BM&FBovespa)

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# Quick Summary

## Initial financial listing requirements

[Last updated: 1 January 2024, unless otherwise noted]

Under current Brazilian securities regulations, a foreign issuer may only have its securities traded in the Brazilian securities markets (such as stock exchanges or over-the-counter markets) through Brazilian depositary receipts (BDR) programs, which may either be sponsored or non-sponsored programs. In contrast, domestic companies may list any admissible securities in the securities markets, provided they register as issuer with the Brazilian Securities and Exchange Commission (*Comissão de Valores Mobiliários* - commonly known as the CVM).

Sponsored BDR programs are those made with the consent and participation of the foreign issuer, which agrees to abide by certain regulations imposed by the CVM. The requirements for the registration of the issuer are substantially similar to the requirements imposed on domestic companies which are registered as a Category A issuer (that is, an issuer authorized to list any type of securities, including shares, share certificates or any other security convertible into, or that grants the right to the holder to acquire, shares or share certificates).

On the other hand, non-sponsored programs may be initiated by any financial institution in Brazil, without the consent or participation of the foreign issuer, upon the acquisition of securities of the foreign issuer in the foreign market where they are originally traded, which are then kept in custody throughout the duration of the respective BDR program.

In order to qualify for a BDR program, the following requirements must be met:

The underlying securities must be of a listed foreign company, subject to the supervision of a securities and exchange commission (or similar regulatory government body) which has signed a mutual cooperation agreement with the CVM or signed the multilateral memorandum of understandings issued by IOSCO.

The foreign company may not be from any country deemed to have high risks of corruption and sponsorship of terrorism.

Under a sponsored BDR program, the foreign company must be registered with the CVM and must hire a custodian institution in the jurisdiction where it is originally registered as a listed company, as well as a local depositary institution duly authorized by the CVM and the Brazilian Central Bank.

*Accounting standards.* In the specific cases of Level II and Level III sponsored BDR programs, the financial statements of the foreign issuer must be prepared in compliance with International Financial Reporting Standards (IFRS), as issued by the International Accounting Standards Board (IASB) and as approved by the CVM for application in the Brazilian market. These financial statements must be audited by an independent auditor registered with the CVM or the local regulatory agency subject to the review of a Brazilian registered auditor. These are the same requirements as those imposed on domestic companies.

## Types of BDR Programs

[Last updated: 1 January 2024, unless otherwise noted]

BDR programs are the mechanism available for a foreign issuer to have its securities traded in the Brazilian stock market. Currently, Brazilian regulations allow three different types of sponsored BDR programs:

*Level I.* A Level I BDR program permits the BDRs to be negotiated in organized over-the-counter markets or stock exchanges designated for Level I BDRs located in Brazil. Under this program:

Sponsorship by the foreign issuer is possible but not required.

The sponsoring company, if applicable, is required to disclose in Brazil the same information that it is required to disclose in its country of origin.

The foreign company is not required to be registered as a publicly-held company with the CVM.

The Level I BDRs, if sponsored, may be offered publicly, subject to certain restrictions related to the investors who may acquire the securities, according to the terms of CVM Resolution 160/22.

As a general rule, the acquisition of securities in the market is limited to qualified investors.

*Level II.* A Level II BDR program permits the BDRs to be traded in stock exchanges or organized over-the-counter markets located in Brazil. Under this program:

Sponsorship by the foreign issuer is required.

The sponsoring company must be registered as a publicly-held company with the CVM.

The Level II BDRs may be offered publicly, subject to certain restrictions related to the investors who may acquire the securities, according to the terms of CVM Resolution 160/22.

*Level III.* A Level III BDR program permits the BDRs to be publicly offered and distributed to the general public in Brazil and to be traded on stock exchanges or in organized over-the-counter markets located in Brazil. Under this program, the company must be registered as a publicly-held company with the CVM. In addition, they are additionally subject to general registration requirements for public offerings in Brazil. Level III BDRs may also be offered to professional investors through a fast-track automatic registration process of the public offering.

A Level II or Level III BDR program may only be initiated with the sponsorship of the foreign issuer, because the issuer will need to be registered with the CVM as a publicly-held company (Category A). Being a publicly-held company in Brazil involves the obligation of the foreign issuer to comply with Brazilian regulations concerning the disclosure of information to the market, similar to obligations imposed on a Brazilian publicly-held company.

Non-sponsored programs are restricted solely to Level I BDR programs. The depositary financial institution conducting a non-sponsored BDR program is responsible for making available in Brazil selected information disclosed by the respective company in its country of origin. The non-sponsored BDRs cannot be offered publicly in Brazil to Brazilian investors.

## Listing process

[Last updated: 1 January 2024, unless otherwise noted]

**Public offering process**

A public offering involves registering the issuer with the CVM (for Level III BDR programs, as a Category A issuer and for domestic companies, either as a Category A or a Category B issuer, depending on the securities being distributed). The CVM will typically review the public offering request (around 30 days, although the CVM may issue additional requirements upon analysis of the documentation) and the prospectus (if applicable in case of a standard public offering). As mentioned above, the public offering of BDRs in the Brazilian market is restricted to Level I (sponsored), Level II and Level III BDR programs. The following is a fairly typical process and timetable for the listing through a standard CVM Resolution 160/22 distribution of equity securities or equity-backed BDRs.

[Link to Timetable](https://resourcehub.bakermckenzie.com/en/-/media/crossborder-listings-handbook/files/2020-update-8th-edition/sao-paulolisting-process.pdf)

## Corporate governance and reporting

[Last updated: 1 January 2024, unless otherwise noted]

Requirements for Brazilian publicly-held companies (both domestic and foreign) include the filing and/or disclosure of:

*Registration form (Formulário Cadastral),* containing general registration information on the issuer.

*Reference Form,* used for annual reporting, this contains broad and detailed information on the issuer and its operations for the relevant year.

*Quarterly filings (ITR),* to be made available by the corporation within 45 days following the end of the quarter or on the date of disclosure to its shareholders, if earlier.

*Financial information and the standard financial information form (DFP)*, which provides specific information concerning the company's financial situation.

*Other periodic corporate information,* including call notices for shareholders' meetings, a summary of decisions taken at the shareholders' meetings, minutes of the shareholders' meetings, and material facts and market announcements, among others.

## Fees

[Last updated: 1 January 2024, unless otherwise noted]

The initial listing fees with B3 range from BRL 3,975 for non-sponsored Level I BDR programs to BRL 84,413 for Level II and Level III BDR programs (approx. US$818 to US$17,389, respectively). Secondary listings are exempted. Initial listing fees for BDR programs must also be paid to the CVM, which shall correspond to 0.03% of the value of the offering. The annual fees to be paid to B3 vary - BRL 10,206 (approx. US$2,102) in connection with Level I non-sponsored and sponsored BDRs and BRL 54,674 (approx. US$11,263) in connection with Levels II and III BDR programs, plus a variable portion calculated by additional on variable component in the calculation of the final fee. Listed companies must also pay an annual fee to the CVM, which ranges from BRL 15,716 to BRL 559,815 (approx. US$3,237 to US$115,322).

# Overview of exchange

## Overview of exchange

[Last updated: 1 January 2024, unless otherwise noted]

The São Paulo Stock, Commodities and Futures Exchange (known as B3 S.A. - Brasil, Bolsa, Balcão) currently has several different trading market segments: the traditional stock exchange and over-the-counter markets, and the special trading segments "Level 1," "Level 2" and "New Market" (*Novo Mercado*), "Bovespa Mais" and "Bovespa Mais Level 2", which allow the trading of securities of listed companies adopting a special level of corporate governance. The "New Market" (*Novo Mercado*), the most prestigious segment, with the strictest governance requirements, is the segment used in the vast majority of IPOs in Brazil. The last two segments ("Bovespa Mais" and "Bovespa Mais Level 2") are designed for entry-level and small cap companies and allow for pre-IPO trading.

A company that is listed on any of these special trading segments must execute an agreement with B3, under which the company agrees to observe all corporate governance rules applicable to that market level. The corporate governance requirements increase from the traditional market to Level 1, from Level 1 to Level 2 and from Level 2 to the New Market, which has the strictest requirements, including that the listed corporation may only issue, and register for, trade common shares and that it must grant tag-along rights to all minority shareholders in the event of a sale of control. The listing of securities in any of these special trading segments is restricted to Brazilian corporations.

The traditional markets, on the other hand, represent the segment of the stock and over-the-counter markets where no special corporate governance practices are required to be observed in addition to those already set forth in the applicable laws and regulations issued by the Brazilian Securities and Exchange Commission (*Comissão de Valores Mobiliários*, commonly known as the CVM). Although domestic companies may opt between the traditional market or any of the special listing segments (with New Market being the most commonly used market for new listings), securities issued by foreign companies may only be listed in the traditional stock exchange or over-the-counter markets, through either a sponsored or non-sponsored depositary receipt program (as described in section 2 below).

In December 2023, the aggregate market capitalization of listed securities on the B3 was approximately BRL 4.80 trillion (approximately US$988.80 billion), and BRL 4.41 billion (approximately US$908.46 million) in December 2022.

*Historical development*

Brazil's great economic growth of the 1970s forced the ripening and development of its financial system. Since that time, with the exception of exchange controls, the goals of legislators and governmental authorities have been similar to those adopted in most developed countries. In summary, the legal framework conceived and adopted for the macroeconomic monetary policies, most notably for securities, was based on:

Inspection, surveillance and control over the entities that are members of the financial markets.

Providing investors with the greatest level of information and transparency possible.

Ensuring that securities analysts and trading professionals have technical training and proper knowledge of the Brazilian laws, regulations and market practice.

Implementing exchange controls and mechanisms to avoid the exiting of Brazilian internal reserves to other jurisdictions.

Nonetheless, until approximately 15 to 20 years ago, the Brazilian securities market was considered to have limited potential, as its volume of business was low and derived mainly from a few investment funds and government-controlled entities. However, this situation has been gradually changing, as a result of important actions by the securities market regulators, not only through changes in the laws and rules of the market, but also through marketing campaigns to instruct potential investors on how and why to invest in Brazilian listed companies.

Late in 2008, the main stock exchange market in Brazil, the Stock Exchange Market of São Paulo (*Bolsa de Valores de São Paulo*, or *BOVESPA*) was merged with the Brazilian Commodities & Futures Exchange (*Bolsa de Mercadorias & Futuros*, or *BM&F*). This merger created the main stock and commodities exchange market in Brazil, *BM&FBOVESPA S.A.—Bolsa de Valores, Mercadorias e Futuros* (Securities, Commodities and Futures Exchange). Together, the merged companies have formed one of the largest exchanges in the world in terms of market value and the leading exchange in Latin America.

As a consequence of the regulatory changes that occurred in the past 25 years, the type of corporations with securities listed in the Brazilian market has significantly changed. From family-controlled corporations with a defined controlled structure, large multinationals with diluted capital and pulverized shareholding structure have appeared and are cited as a possible trend for the Brazilian securities market.

Nonetheless, although the Brazilian securities market was not immune to the economic downturn and depreciation of the Brazilian real as against the US dollar, the stock market has preserved a strong position showing a continual increase of its capitalization and, more recently, companies seeking to perform IPOs.

In March 2017, BM&FBovespa and CETIP (the main clearing chamber and fixed income over-the-counter market in Brazil) combined their businesses to form B3 - Brasil, Bolsa, Balcão, integrating the exchange and clearing business of both entities, which is, currently, the largest stock exchange in Latin America, in terms of market capitalization and average trade volume (20th in the world).

*Listed companies*

As of December 2023, there were approximately 436 companies, with securities listed for trading on B3 (stock and over-the-counter markets).

B3 does not specialize in, or encourage listings by, any particular types of company. However, the exchange encourages any domestic company that meets its listing requirements to list in the special corporate governance segments instead of the traditional market.

B3 does not make any specific distinction between primary and secondary listings.

The CVM is responsible for the prior registration of issuers and securities offerings in the Brazilian securities market.

# Principal listing and maintenance requirements and procedures

## Principal listing and maintenance requirements and procedures

[Last updated: 1 January 2024, unless otherwise noted]

In general terms, there are no jurisdictions that would not be acceptable for a company to be listed in Brazil. However, the listing of securities of a foreign issuer (through a Brazilian depositary receipt program) will only be permitted by the CVM if the foreign issuer is located in a jurisdiction that has either:

Formalized a mutual cooperation agreement with the CVM regarding the consultation, technical support and mutual assistance in the exchange of information.

Signed the multilateral memorandum of understandings issued by the International Organization of Securities Commissions (IOSCO).

*Financial requirements.* There are no specific financial requirements applicable to a company (domestic or foreign) in order to list its securities in the Brazilian securities market or in order to maintain such a listing, provided, however, that the CVM may refuse the registration of Brazilian Depositary Receipt (BDR) programs or IPOs of pre-operational issuers if it deems that the project is unviable or reckless or, in either case, if it finds the founders, controlling shareholders or management of the applicant company to be dishonest or untrustworthy.

*Trading or operating history.* There is no requirement for a company to demonstrate a trading history or time in operation in order to have its securities listed in the Brazilian securities market. However, in order for a pre-operational company to have its securities listed on the Brazilian securities market, it will have to prepare and submit to the CVM, as part of its registration documentation, a viability study providing detailed information on the operational aspects of the project and its viability from an economic, financial and legal perspective. Also, a foreign company interested in sponsoring a Level II or III BDR program must have been a foreign issuer for at least 18 months prior to the registration of the foreign company as issuer with the CVM.

*Ownership.* There are no requirements regarding the ownership of securities to be listed. Particular to the listing of foreign companies on the Brazilian stock market is the restriction that the foreign company cannot be from any country deemed to have high risks of corruption and sponsorship of terrorism. In addition, and as mentioned above, the company must be located in a jurisdiction with a mutual cooperation agreement with the CVM or that is a signatory to the IOSCO multilateral memorandum.

*Lack of presence in Brazil.* In order to be qualified as a foreign company for purposes of trading securities in the Brazilian securities market through BDR programs, the issuer must not have its head office located in Brazil and: (i) must be a legal entity separate from its shareholders; (ii) its shareholders must have limited liability; (iii)  its securities must be admitted to trading on securities markets; (iv) must be registered with the local regulator; (v) must have a delegated collective professional management structure; and (vi) its shareholders must have rights to, as a minimum, vote and receive dividends, without prejudice to differentiations applied to different share classes and types.

*Depositary receipt programs.* As mentioned above, a foreign company may only list its securities in the Brazilian market through BDR programs, which may either be sponsored or non-sponsored. These BDR programs allow Brazilian investors to invest with local domestic accounts in offshore securities of publicly-traded companies headquartered outside Brazil, on a registered basis. BDRs may be traded upon the registration of the respective depositary receipt program with the CVM, as long as the trades are underwritten by a local "depository institution" or "depository issuer" authorized by both the CVM and the Central Bank to trade securities in Brazil, subject to the applicable rules.

Under this arrangement, the BDR program will be subject to registration with the CVM, while the underlying securities of the foreign company will not be required to be registered. Moreover, the actual requirement for the registration of the foreign company itself with the CVM will depend on the type of BDR program to be launched, as further described below.

*Sponsored and non-sponsored programs.* Under a sponsored BDR program, the foreign company will be required to hire both:

A custodian institution in the jurisdiction where it is originally registered as a listed corporation.

A local Brazilian depositary institution, duly authorized by the CVM and the Central Bank of Brazil, to act as the depositary of the receipts representing the company's shares.

The local depositary institution will act as the foreign company's representative and also will be liable for the disclosure of information and compliance with Brazilian securities regulations applicable to the foreign company under the sponsored BDR program.

In contrast, under a non-sponsored program, the program is initiated without the participation of the foreign company issuer. Thus, the foreign company is not involved in the issuance and trade of depositary receipts in the Brazilian market. In this case, it is possible to have one or more local depositaries issuing non-sponsored BDRs that will undertake the responsibility both to hire the custodian institution to act as the custodian of the securities underlying the BDR program and to make available in Brazil all information disclosed by the foreign company in its country of origin.

It is worth highlighting that a sponsored BDR program cannot be in force simultaneously with a non-sponsored program in relation to the same security, and the depository institution responsible for the non-sponsored BDR program must request the conversion and, if applicable, the transfer of the program under its responsibility to the depository institution that comes to assume responsibility for the sponsored BDR program. It is also possible to convert a BDR program level (always to a higher level) by complying with the requirements applicable to the level to which the program will be converted.

*Levels of BDRs.* In the case of a sponsored BDR program, BDRs may be issued in accordance with any of the following three levels:

Level I characteristics include:

That trades are made on organized over-the counter-market or a stock exchange designated for Level I BDRs.

It may be sponsored or not sponsored by the foreign issuer. If sponsored, the sponsoring company must disclose the same information in Brazil that it is required to be disclosed in the issuer's country of origin, in addition to material facts or press releases, meeting call notices for shareholders meetings, notices to shareholders, minutes of shareholder or board meetings and financial statements.

No registration of the foreign issuer is required with the CVM.

The Level I sponsored BDRs can be offered publicly, provided that certain restrictions are observed in relation to the investors who may acquire the securities, in accordance with the terms of CVM Resolution 160/22.

As a general rule, the acquisition of the securities in the market is limited to qualified investors.

Pursuant to CVM Resolution no. 30/21, "qualified investors" are: (a) professional investors; (b) individuals or legal entities that hold financial assets in excess of BRL 1 million (approximately US$206,000) and declare themselves to be qualified investors; (c) individuals, solely if related to their own investments, who have obtained certification of technical capacity to act as investment agent, portfolio manager, securities analyst or consultant, and (d) investment clubs.

Further, according to the same Resolution, "professional investors" are: (a) financial institutions authorized to operate in Brazil by the Brazilian Central Bank; (b) insurance or capitalization companies (*sociedades de capitalização*); (c) open or closed private pension entities; (d) individuals or legal entities that hold financial assets in excess of BRL 10 million (approximately US$2.06 million) and declare themselves to be professional investors; (e) investment funds; (f) investment clubs, provided that the portfolio is managed by an asset manager authorized to operate by the CVM; (g) investment agents, portfolio managers, securities analysts and consultants, but solely with respect to their own investments; and (h) foreign investors.

Level II characteristics include:

That trades are made on stock exchanges or organized over-the-counter markets.

The foreign company must be registered as an issuer with the CVM.

It must be sponsored.

The Level II BDRs can be offered publicly in Brazil, provided that certain restrictions are observed in relation to the investors who may acquire the securities, in accordance with the terms of CVM Resolution 160/22.

Level III characteristics include:

Trading on stock exchanges or organized over-the-counter markets.

The foreign company must be registered as an issuer with the CVM.

The Level III BDRs can be offered publicly, with general solicitation to the general public in Brazil, subject to general registration requirements for public offerings in Brazil.

Below is a table summarizing the main characteristics in accordance with each type of BDR program mentioned above:

[Link to Table](https://resourcehub.bakermckenzie.com/en/-/media/crossborder-listings-handbook/files/2024-update-10th-edition/sao-paulo-b3---long-form---pricipal-listing-and-maintenance.pdf?sc_lang=en)

Non-sponsored programs are restricted solely to Level I programs.

Domestic companies that list securities on the securities market are also required to be registered with the CVM, in one of the following two categories: (i) Category A, which authorizes the listing of any type of security, or (ii) Category B, which authorizes the listing of any type of security, except for shares, share certificates or any other security convertible or that grants the right to the holder to acquire shares or share certificates.

*Custody of securities.* Regardless of whether a particular BDR program is sponsored or non-sponsored, the foreign company's securities that underlie that BDR program must be held in custody by a financial institution located in the jurisdiction where those securities are originally traded. On the other end of the transaction, a Brazilian depositary institution will be responsible for issuing the depositary receipts based on the securities held in custody by the foreign financial institution. Consequently, the shares underlying a BDR program have their trading restricted in their market of origin, until the termination of the BDR program.

*Interviews.* A company is not required to conduct any interviews with B3 or the CVM in order to list its securities, although companies that are in a pre-operational stage usually seek, voluntarily, preliminary discussions with the CVM to demonstrate the viability of their projects.

*Minimum number of shareholders.* A Brazilian corporation, regardless of whether it is a publicly-held company or not, is required to have at least two shareholders at all times (except for companies that are wholly owned subsidiaries of a Brazilian legal entity). Aside from this general rule, there is no applicable requirement for a publicly-held company to have or maintain a minimum number of shareholders.

*Minimum trading value.* There is no applicable requirement for a publicly-held company to have or maintain a minimum trading price for its securities, though B3 rules do require listed companies to adopt measures in the event that their stock price falls below BRL 1.00.

*Lock-up*. As a general rule, there are no lock-up or escrow requirements for newly listed securities. However, the trading of securities might be subject to restrictions depending on the structure of the public offering to be carried out, the pre-operational status of the issuer and/or the qualification of the investors involved.

*Free Float.* A foreign company listed under a BDR program Level II and III is required to have and maintain a minimum free float (listed shares not held by the controlling shareholder or management of the company) of 10% of their total equity and a daily trading average volume equal, or superior to, BRL 10 million (approximately US$2.06 million) taking into consideration a daily average verified within a 12-month trading period. Domestic companies are not required to maintain a minimum free float, except, however, that domestic companies listed in Level 1, Level 2 and New Market segments are obliged to maintain a minimum of 20% of their total equity in the free float, which may be reduced to 15% provided that the company achieves a daily trading average volume equal, or superior to, BRL 20 million (approximately US$4.12 million).

*Currency.* As a general rule, current regulations restrict payments of transactions in Brazil in any type of foreign currency. Therefore, the trading prices must be in Brazilian currency (BRL).

*Settlement.* All trades of securities in the Brazilian stock and organized over-the-counter markets are negotiated through *PUMA Trading System,* B3's electronic system for the negotiation of securities. Settlement is made by B3's clearing house, which is integrated with the *PUMA Trading System*.

*Compliance adviser.* There is no requirement applicable to a company to retain a compliance adviser. The requirement regarding compliance with Brazilian regulations is applicable to the local financial institutions that operate in the Brazilian securities market, including the depositary institutions.

# Listing documentation and process

## Listing documentation and process

[Last updated: 1 January 2024, unless otherwise noted]

The documentation and process for listing securities will vary between domestic and foreign issuers (and, in the latter case, also in accordance with the level of the program of the depositary receipts to be issued and traded in the Brazilian market).

*Listed corporations*

As a general rule, a company that wants to issue securities for public distribution to Brazilian investors, whether at the stock exchange or at an organized over-the-counter market, is required to previously register itself with the CVM. Only Brazilian corporations or foreign equivalent companies can obtain such registration as a publicly-held company.

In that regard, and pursuant to CVM Resolution 80/22, the registration of issuers as publicly-held company in Brazil is made pursuant to two different categories: (a) Category A, applicable to issuers of all types of securities in the Brazilian market, including shares; and (b) Category B, applicable to issuers of all types of securities, except for shares or share-convertible securities (that is, debt securities).

The category ascribed to the respective issuer will determine the type and level of periodic information required to be disclosed under CVM Resolution 80/22. Notwithstanding, the annual periodic information regarding the company (operational, financial, and other) and its controlling shareholders should be disclosed in accordance with the requirements of the Reference Form (*Formulário de Referência*).

In order to be registered as a publicly-held company, the issuer is required to file a registration request with the CVM, accompanied by the following mandatory documents:

Request form for the registration of the company as an issuer of securities, signed by its investor relations officer, indicating in which category the issuer intends to be registered.

Minutes of the shareholders' meeting that approved the filing for registration with the CVM.

Minutes of the board of directors' or shareholders' meeting that approved the appointment of the investor relations officer, who will be the individual within the corporation responsible for the disclosure of information to the general public, the investors, the CVM, the stock exchange or the organized over-the-counter market where the company's securities are negotiated, as applicable, as well as for keeping the company's registration with the CVM updated.

Current and restated bylaws, accompanied by the necessary documents that evidence:

The approval of the shareholders.

The prior approval or homologation by the regulating authority responsible for the segment in which the issuer does business, when such administrative act is necessary for the validity or the effectiveness of the bylaws.

Reference Form for the category in which the issuer intends to be registered (Category A or Category B).

Registry form (*Formulário Cadastral*).

Financial statements for the last three fiscal years, prepared in accordance with the applicable accounting rules.

Financial statements especially prepared for purposes of the registration, in accordance with articles 27 and 28 of CVM Resolution 80/22 and with no exceptions made by the independent auditor, referring to either:

The last fiscal year, provided that those financial statements reasonably reflect the issuer's equity structure at the time the registration request is submitted to the CVM.

A subsequent date, which shall preferably be the last day of the last quarter of the fiscal year, but never a date before one hundred and twenty days from the date the registration request is submitted to the CVM, if: (i) there were significant changes in the issuer's equity structure after the end of the last fiscal year; or (ii) the issuer was incorporated in the same fiscal year when the registration request is submitted to the CVM.

Comments from the administrators on the differences between the financial statements of the last fiscal year submitted in accordance with registration rules and the historical financial statements.

Minutes of all the shareholder's meetings of the last 12 months, or equivalent documents.

Copy of the shareholders' agreements or other similar agreements filed at the issuer's head offices.

Copy of the agreement with the institution that will be responsible for the securities ledger/registration, if any.

Standard Financial Statement Form (*DFP*), referring to the last fiscal year, prepared based on the financial statements especially prepared for purposes of the registration, as mentioned above.

Policy for the public disclosure of information.

Quarterly information (*ITR*), in accordance with article 31 of CVM Resolution 80/22, referring to the first three quarters of the fiscal year in course, provided that more than 45 days have passed since the end of each quarter.

Copy of the instruments whereby the administrators of the issuer accepted their positions (*formulários do artigo 11*).

Trading policy, if any.

Information on the issuer's securities held by the administrators, members of the audit committee and any other bodies with technical or consulting functions created by the bylaws.

In order to be registered in a listing segment, such as Level 1, Level 2, New Market, Bovespa Mais Level 1 or Bovespa Mais Level 2, the issuer is required to file a registration request with the B3, accompanied by some mandatory documents, depending on the segment chosen by the issuer.

*Level I BDR program*

A Level I BDR program will require a simple registration of the program itself with the CVM. The foreign issuer of the securities underlying the Level I BDR program, whether sponsored or non-sponsored, is not required to be registered with the CVM.

The documents to be filed with the CVM in order to register a Level I BDR program are:

Agreements executed among the local depositary institution, the foreign custodian entity and the sponsoring company, when applicable.

Indication of the director of the local depositary institution responsible for the depositary program.

Statement of the stock exchange or the managing body of the organized over-the-counter market granting the BDRs' application for admission to trading, subject only to obtaining the registration before the CVM.

Statement of assumption of responsibility of the BDR depositary institution, by simultaneous release to the market of the information provided by the sponsoring company in its country of origin and in the country in which the securities will be traded.

Information regarding the issuer and the security disclosed in the country of origin of the securities, translated into the Portuguese language.

Statement of commitment, by the depositary institution, to comply with the procedures for the discontinuity of the program that was specified by the managing body of the organized over-the-counter market in which the BDR is negotiated, including if the program is canceled.

*Level II or III BDR programs*

A Level II or Level III BDR program will be subject to:

The registration of the foreign company with the CVM (see *Listed Corporations* above).

The registration of the BDR program itself.

Statement signed by the depository institution demonstrating that the local supervisor responsible for the supervision of the issuer and the market in which its securities are admitted to trading has the power to obtain, and pass on to the CVM, the information covered by the multilateral memorandum of understanding issued by the International Organization of Securities Commissions (IOSCO).

In the case of a Level III BDR program, the registration of the corresponding public offer of the BDR program.

The documentation required for each of these registrations is discussed in turn.

*Registering the foreign company.* In order to register the foreign company with the CVM, the applicant must file a registration request with the CVM. To this effect, the registration request with the CVM for foreign companies is similar to the process for registration of domestic companies as a Category "A" (that is, the category which allows the trade of shares, share certificates and securities convertible or that grant the right to the holder to acquire shares or share certificates), with only an additional requirement that the foreign issuer will also need to disclose risk factors and particulars of the legal framework of its country of origin.

*Registering the program.* In order to register the Level II or Level III BDR program with the CVM, it is necessary to provide at least the following documents:

All documentation described above as applicable to a Level I BDR program.

A document appointing the company's legal representative in Brazil, with powers to represent it before the local authorities.

A document signed by the director of the local depositary institution, indicating the market in which the company trades its securities, the company's controlling shareholders, its managers, its consultants and auditors, the company's address and the services applicable to the investors in the BDRs.

The company's by-laws or articles of organization, the legislation that governs the company, the shareholders' agreements, lawyers' legal opinion about the rights of the shareholders in the country of origin of the foreign company, and the minutes to all shareholders' and stakeholders' general meetings.

The accounting information of the foreign company, adjusted to Brazilian accounting principles.

The "Reference Form," described in section 4 below.

*Registering the public offer.* Finally, we consider the documentation involved to register the public offer. Solicitations of deposits and sales of securities in the Brazilian securities market are restricted to financial institutions duly registered and authorized to act as such by the Central Bank and the CVM (with respect to dealing with securities). Therefore, any public offering of securities in the Brazilian market must be made through a local authorized financial institution. This financial institution will be responsible for filing with the CVM the request for the registration of the public offer of securities, accompanied by at least the following documents:

An agreement for the distribution of the securities.

Any agreements of stabilization of prices and/or liquidity guarantee, which will be subject to the CVM's approval.

Any other agreements related to the issuance or subscription of securities, including those related to the distribution of supplementary lots.

A form of subscription certificate or acquisition receipt, prepared in accordance with the applicable requirements.

A copy of the preliminary and final prospectus (*prospecto* and *lâmina*), which must contain at least the information required by the CVM.

A copy of the deliberation (for example, minutes) regarding the approval of the program or the issuance or distribution of securities taken by the company's corporate bodies (such as the board of directors) and of the required administrative decisions, accompanied by all documents on which that deliberation was based, as well as copies of the corresponding call notices.

A draft of the announcement of the opening of the public offer.

A draft of the announcement of the closing of the public offer.

A form of the securities certificate or a copy of the agreement entered into with the financial institution that renders services related to the share/securities ledger, if applicable.

Any deed of issuance of debentures and any report prepared by a rating agency.

A statement indicating that the registration of the corporation with the CVM is up to date, if that is the case.

Evidence of compliance with all other prior formalities in view of legal or regulatory requirements governing the distribution or issuance of securities.

Evidence of payment of the CVM's inspection fee, as applicable.

A statement attesting to the veracity of the information contained in the prospectus, executed by the representatives of the offeror and of the leading financial institution.

If it is the case, a statement from the stock market or organized over-the-counter market entity indicating the approval of the request for admittance of trading of the securities, conditioned only upon obtaining the registration with the CVM.

Other information or documents required by specific regulations issued by the CVM.

*Prospectus contents*

A prospectus is only required in public offerings of securities. The content of the prospectus, which will be similar for domestic companies or for a Level III BDR program, will be as follows:

Summary of the transaction's characteristics.

Summary of information on the issuer (optional).

Identification of management, consultants and auditors.

Information about the offer.

Corporate capital structure.

Characteristics and deadlines of the offer.

Agreement for the public distribution of securities.

Liquidity guarantee agreement, price stabilization agreement and/or option agreement for placement of a supplementary lot.

Resources' destination.

Economic-financial feasibility study.

Offer risk factors and, in the case of a foreign issuer, any additional risk factors deriving from the legal framework of its country of origin.

Reference Form.

Financial statements of the last fiscal year, quarterly information and subsequent events.

Information regarding the collateral agents or the resources' recipients, in the case of fixed income offerings.

Statement that any other information or clarification regarding the company and the distribution of securities may be obtained with the leader and/or consortium member and the CVM.

As annexes, minutes of the general meeting or the management meeting at which the issuance was approved votes, along with the company's bylaws, any deed for debentures issued and (if a specialized agency has been contracted for risk rating) the precedents or report of the rating classification.

*Financial statements*

A foreign company trading its securities in Brazil under a Level I BDR program is required to provide, at the time of the initial listing, the latest version of the company's financial statements. These statements do not need to be converted into Brazilian currency or reconciled with applicable Brazilian legislation or Brazilian accounting standards. Consequently, the preparation of the financial statements must follow the accountings standards of the jurisdiction where the foreign company is headquartered.

On the other hand, a foreign company that sponsors either a Level II or a Level III BDR program must provide, at the time of the initial listing:

Financial statements for the last three fiscal years, prepared in accordance with applicable IFRS accounting rules, as issued by the International Accounting Standards Board (IASB) and as approved by the CVM for application in the Brazilian market.

Financial statements especially prepared for purposes of the registration, in accordance with certain CVM rules and with no exceptions made by the independent auditor, referring to:

The last fiscal year (provided that those financial statements reasonably reflect the issuer's equity structure at the time the registration request is submitted to the CVM).

A subsequent date (preferably the last day of the last quarter of the fiscal year, but not a date more than 120 days before the date the registration request is submitted to the CVM), if there were significant changes in the company's equity structure after the end of the last fiscal year or if the company was incorporated in the same fiscal year when the registration request is submitted to the CVM.

Comments from the administrators on the differences between the financial statements of the last fiscal year and the financial statements especially prepared for purposes of the registration.

This financial and accounting information for a sponsor of a Level II or a Level III BDR program must be prepared in accordance with the IFRS accounting standards, as issued by the IASB and as approved by the CVM for application in the Brazilian securities market (that is, the same requirements applicable to domestic companies). Moreover, these financial statements must be audited by a chosen accounting firm duly registered with the CVM for the auditing of listed companies. Domestic companies applying for registration must also comply with these rules.

*Regulatory review*

In case the financial statements are required to be prepared and disclosed pursuant to IFRS accounting standards (that is for domestic companies or for a Level II or Level III BDR program), the CVM has the authority to request clarifications and revisions to the financial statements that are publicly disclosed to the market. The CVM may initiate this process, if applicable, after the disclosure of the information to the market.

*Typical process and timetable for a listing on the Brazilian capital market*

*Level I.* As mentioned above, the registration of a Level I BDR program is a straightforward process. The local depositary institution in Brazil is required to file the relevant documents of the depositary receipt program with the CVM, which will automatically grant the registration of the Level I BDR Program.

*Domestic Company (with an IPO) and Level II and Level III BDR programs.* In order to register Level II and III BDR programs, the respective foreign company issuers must be registered as listed corporations with the CVM. In addition, the application for the registration of the programs must be analyzed by the CVM in accordance with the deadlines and analysis procedures applicable to the public offering under the ordinary procedure, which as a general rule takes approximately 4 months. The registration of a domestic company ahead of an IPO in the Brazilian market follows a relatively similar process. It will entail the registration of the company as an issuer with the CVM (and, for the distribution of shares or securities convertible into shares, the domestic company will also need to be registered as a Category A issuer) and also proceed with the registration with the CVM of a public offering of securities (in either case, a standard public offering is governed by CVM Resolution 160/22, with similar documentation requirements for both cases). Thus, a typical process and timetable for the standard public offering under the ordinary procedure may be summarized as follows:

[Link to Timetable](https://resourcehub.bakermckenzie.com/en/-/media/crossborder-listings-handbook/files/2024-update-10th-edition/sao-paulo-b3---long-form---listing-documentation-and-process.pdf?sc_lang=en)

\* The processes for the registration of the company (as a publicly-held company) and of the corresponding public offering are simultaneous.

# Continuing obligations/periodic reporting

## Continuing obligations/periodic reporting

[Last updated: 1 January 2024, unless otherwise noted]

The requirements for periodic and continuous disclosure of information vary between domestic and foreign issuers (and, in the latter case, depending on whether a listing is conducted under a Level I BDR program or a Level II or III program).

*Regular periodic reporting obligations*

The CVM Resolution 80/22 sets forth the registration process for issuers of publicly-held companies in Brazil and the disclosure of periodic information regarding their corporate acts, financial and economic situation.

In summary, the ordinary and periodic disclosures of information are as follows (both equally applicable to foreign or domestic companies):

*Registration Form (Formulário Cadastral).* This form contains general registration information about the issuer and should be updated annually. However, certain changes to this form must be communicated within seven business days, as detailed in CVM Resolution 80/22.

*Reference Form (Formulário de Referência).* It must be made available by the corporation within five months following the end of the fiscal year. The information disclosed in this form must cover the last fiscal year (or the three prior fiscal years, if it is the first Reference Form filed in the context of an IPO). Changes with respect to certain information provided in this form must be communicated to the CVM within seven business days, as detailed in CVM Resolution 80/22.

*Quarterly filings (ITR).* These filings must be made available by the corporation within 45 days following the end of the quarter or on the date of disclosure to its shareholders, if earlier.

*Financial information and the standard financial information form (DFP).* This information must be made available by the corporation within three months following the end of the fiscal year or on the same day the information is published in the press, if earlier. For foreign issuers, this term is extended to four months. The DFP form, which must be submitted together with the financial statements, provides specific information about the company's financial situation.

*Corporate information*. This category of information addresses a variety of items, including:

Call notices for shareholders' meetings, which must be disclosed on the date of their publication in the press.

Summary of decisions taken at the shareholders' meetings, which must be disclosed on the same day as the meeting.

Minutes of the shareholders' meetings, which must be disclosed within seven business days after they take place.

Extraordinary events that are considered to be material facts regarding the company's operation that may impact the value of its traded securities must also be disclosed to the market by the corporation, in accordance with strict disclosure rules currently in force.

The required reporting includes the disclosure of all important decisions taken in shareholders' meetings. Any decisions made by the controlling shareholder, by the general assembly or by the management must be disclosed, regarding (among other matters) the pricing of the issued securities, investors' decisions related to the company, agreements executed by the company regarding the transfer of shares, shareholders' agreements, negotiation of debts, cancellation of the company's registration, merger or corporate reorganizations and changes of the projects implemented by the company.

Furthermore, depending on the listing segment in which the issuer is listed, there are some additional regular periodic reporting obligations.

*Level I: Periodic disclosure*

Under a Level I BDR program, the Brazilian local depositary institution is required to provide the disclosure of certain periodical information:

Material facts and notices to the market.

Call notices for securities holders' meetings.

General notices to the securities holders.

Resolutions of shareholders' and management meetings, or of corporate bodies with equivalent functions, in accordance with the legislation in the company's country of origin.

Company financial statements, which do not need to be converted into BRL or reconciled to applicable Brazilian legislation.

 *Level II or III: Continuous disclosure*

A foreign company listed in Brazil under either a Level II or a Level III BDR program is subject to a continuous disclosure, which is similar to the disclosure requirements normally applicable for domestic issuers.

*Financial statements*

A publicly-held company is required to disclose on a quarterly and annual basis its:

Balance sheet.

Profit and loss statement.

Cash flow statement.

Changes in shareholder equity statement.

Value Added Statement.

*Accounting standards.* Since December 2010, Brazilian listed corporations and foreign companies sponsoring either a Level II or a Level III BDR Program have been required to prepare their financial statements based on the IFRS accounting standards, as issued by the IASB and as approved by the CVM for application in the Brazilian market.

*Level I.* For a Level I BDR program, the disclosure of the financial statements in the Brazilian market must occur simultaneously with the disclosure of the same information in the jurisdiction of origin of the foreign company.

*Domestic Companies, Level II or III BDR program companies.* The audited financial statements of a Brazilian listed corporation or a foreign company sponsoring either a Level II or a Level III BDR program are required to be disclosed annually along with the Reference Form and, on a limited-review basis, the quarterly interim financial statements in the ITR Form, as provided below:

*Financial information and the standard financial statement form.* These must be made available by the corporation within three months following the end of the fiscal year or on the same day they are published in the press, if earlier. For foreign issuers, this term is extended to four months, whilst for domestic issuers the term is three months.

*Quarterly information form.* The company must make this form available within 45 days following the end of the quarter or on the same date of disclosure to its shareholders, if earlier.

*Insider dealing and market manipulation*

In Brazil, insider trading and market manipulation are both criminal and administrative offences. The CVM may impose penalties (such as fines, suspension of rights to perform management acts and arrest) on a company whose controlling shareholders and/or management disclose important information regarding the company and its business.

In accordance with Brazilian laws, the use of relevant information that should have been kept secret, if disclosed to the market in order to provide advantages, may be subject to a penalty of one to five years' imprisonment and a fine of three times the amount of the illicit advantage obtained.

Insiders are required to file all trading with company securities with the CVM on a monthly basis, regardless of materiality. This information is made public on an aggregate basis per governance body.

# Corporate governance

## Corporate governance

[Last updated: 1 January 2024, unless otherwise noted]

The transparency principle, which is one of the most important corporate governance principles, is related to the shareholders' meetings. The call for the meetings, as well as their transcription and discussion, are supposed to be disclosed to the shareholders and the market. All shareholders' agreements must also be disclosed to the market and to the interested public. In that regard, the management must undertake the responsibility of taking all non-confidential information to the public, as well as protecting the minority shareholders' rights in important decisions, such as approval of the appraisal report, amendment of the company's purposes, reduction of dividends, mergers and acquisitions and other relevant corporate reorganizations. For instance, a "tag-along right" is institutionalized in the Brazilian law, and most situations that do not comply with this right are criticized by investors.

As discussed above, the company's financial information must be disclosed to the market in each quarter, and, for company's sponsoring Level II or Level III BDR programs, such financial information must be reconciled in accordance with accounting practices adopted in Brazil, as provided in the Brazilian corporate law and also in the IFRS accounting standards, as issued by the IASB and as approved by the CVM for application in the Brazilian market. Moreover, the auditor's opinion will always be necessary for the companies' management, and at least one meeting involving financial analysts should take place in each one-year period.

*Level I.* As mentioned above, a foreign company whose shares underlie a Level I BDR program, either sponsored or non-sponsored, is not subject to Brazilian securities laws and regulations. The only requirements applicable to this specific type of program concern the necessity of prior registration of the BDR program with CVM and the obligation of the local depositary institution to make the relevant periodical disclosures of information, as already detailed in section 4 above.

*Level II or III.* On the other hand, a foreign company whose securities trade under a Level II or III BDR program is subject to stricter rules, especially considering the requirement to have the company registered with CVM as a listed corporation. As an immediate consequence of that, such a foreign company is subject to the same requirements relating to the disclosure of information to the Brazilian market as those applicable to domestic corporations.

Effective as of 2017, the CVM imposed a new obligation on publicly-held companies registered under Category A, in which the companies have to publish a report related to best corporate governance practices (*Informe sobre o Código Brasileiro de Governança Corporativa – Companhias Abertas*). In this, the companies must disclose whether they comply with (fully or partially) the principles and values indicated in the *Código Brasileiro de Governança Corporativa* or not, explaining why they do not should that be the case.

Finally, in 2023, the CVM issued Resolution No. 193, regarding the drafting and issuance of financial information reports related to sustainability, which must follow the international standard issued by the International Sustainability Standards Board – ISSB. The new rule must be adopted by publicly-held companies, securitization companies and investment funds and its adoption is currently optional, but will become mandatory as of 1 January 2026.

# Specific situations

## Specific situations

[Last updated: 1 January 2024, unless otherwise noted]

The CVM made available a "fast-track" alternative for already listed companies to approve the registration of new public offerings for securities in a considerably shorter approval period.

Public offers must follow one of two procedures, pursuant to CVM Resolution 160/22: (i) the automatic procedure; or (ii) the ordinary procedure. In both cases the offers are registered with the CVM, but differing depending on the security offered, target audience (investors) and type of issuer.

In the automatic procedure, there is no requirement for prior analysis by the CVM, with registration becoming effective immediately and, therefore, faster. In the ordinary procedure, there is a requirement for prior analysis by the CVM for registration, which is mandatory in the case of offers to the general public that have not been subjected to the automatic procedure, observing the requirements of the CVM Resolution 160/22. Only the following offerings are able to take advantage of the automatic registration procedure:

Initial distribution of shares, subscription bonuses, debentures convertible or exchangeable into shares and certificates of deposit on these securities where the registration application has been previously analyzed by a recognized self-regulatory agency.

Follow-on offerings of shares, subscription bonuses, certificates of deposit of securities under the BDR Level III (sponsored) program backed by shares, debentures convertible or exchangeable into shares and certificates of deposit on these securities.

Follow-on offerings of shares, subscription bonuses, debentures convertible or exchangeable into shares and certificates of deposit on these securities from large, frequent, equity issuers (EGEM).

Follow-on offerings of securities deposit certificates within the scope of BDR Levels I (sponsored) and II backed by shares.

Distribution of non-convertible or non-exchangeable debentures into shares, or other types of securities representing debt, from a frequent issuer of fixed income securities (EFRF).

Distribution of non-convertible or non-exchangeable debentures into shares, or other types of securities representing debt from an issuer registered in Categories A or B, as applicable.

Distribution of securities deposit certificates within the scope of the BDR Levels I (sponsored), II or III programs, backed by securities representing debt, offered only to professional investors.

Initial distribution of non-exclusive closed-end investment fund quotas.

Follow-on offerings of closed-end investment fund quotas offered to the public investor in general, except in cases of changes in the fund's investment policy or expansion of the public investor since the last registered public offer for the distribution of quotas.

Follow-on offerings of non-exclusive closed-end investment fund quotas.

Distribution of securitization securities offered to professional investors with certain trading restrictions, or qualified investors with certain trading restrictions, or the general public if (a) the registration was previously submitted and approved by a recognized self-regulatory agency, or (b) the terms are identical to those of a previous offering to the general public. Or (c) the debtor of the underlying cashflow is a single large frequent issuer of equity or debt securities.

Distribution of non-convertible debentures intended to fund qualifying infrastructure or R&D projects offered exclusively to qualified investors.

Distribution of fixed income securities issued by an unregistered issuer offered only to professional investors.

Distribution of leftovers after a private capital increase if the volume is higher than 5% if the capital increase and lower than 1/3 of the total outstanding shares in the market.

Distribution of fixed income securities offered exclusively to creditors of an issuer in judicial recovery (the Brazilian equivalent of Chapter 11).

As a general rule, the securities distributed through the automatic procedure will only be allowed to be traded between professional or qualified investors, depending on the documents disclosed by the issuer and subject to certain requirements, depending on the type of security offered.

With respect to the listing of smaller domestic companies or foreign companies under a Level III BDR program, the CVM may grant certain waivers concerning the registration of public offerings of securities, based on the terms of the offer. These waivers may range from the dismissal of registration requirements to the reduction of deadlines and publication requirements, and their applicability will be determined by the CVM on a case-by-case basis.

# Presence in the jurisdiction

## Presence in the jurisdiction

[Last updated: 1 January 2024 unless otherwise noted]

The listing of a foreign company's securities through a BDR program allows Brazilian investors to invest with local domestic accounts in offshore securities (that is, securities of a publicly-traded company headquartered outside Brazil) on a registered basis. Central to the BDR structure is the designation of a Brazilian depository institution or depository issuer, as BDRs may be traded upon the registration of depositary certificates with the CVM and the Central Bank, as long as the trades are underwritten by a "depository institution" or "depository issuer" authorized by both the CVM and the Central Bank to trade securities in Brazil, subject to the applicable rules. Consequently, only BDRs of listed corporations may be traded in B3.

In case of Level II and Level III BDR programs, the foreign company will be required to make available all information required under Brazilian corporate and securities regulations, as mentioned above, in the website of the CVM, as well as of its depositary agent in Brazil. Moreover, the depositary agent will be responsible for keeping the corporate records of the foreign issuer in hard copy to be accessed by local investors.

The disclosure and recordkeeping of information under Level I BDR programs will be the responsibility of the independent depositary agent in Brazil.

Finally, foreign companies sponsoring a BDR program are required to appoint attorneys-in-fact who are individuals domiciled and resident in Brazil, with broad representation powers, including powers to receive subpoenas and services of process.

# Fees

## Fees

[Last updated: 1 January 2024, unless otherwise noted]

Initial and ongoing fees must be paid to both B3 and CVM.

*Initial admission*

The following listing fees must be paid to B3 for a primary listing:

BRL 84,413 (approximately US$17,389) must be paid for a publicly-held company seeking admission to the B3 trading environment (for example, in the case of a Level II or III BDR program or domestic companies).

BRL 3,975 (approximately US$818) for the registration of a non-sponsored Level I BDR program.

BRL 9,931 (approximately US$2,045) for the registration of a sponsored Level I BDR program.

Secondary listings are exempted from this fee requirement.

The listing fees to be paid to the CVM correspond to 0.03% of the value of the offering.

*Ongoing fees*

The annual fees to be paid to B3 are either:

For a publicly-held company (including domestic companies), the fee will be comprised of a fixed portion of BRL 54,674 (approximately US$11,263), *plus* a variable portion calculated by multiplying (a) 0.00515% by (b) the corporate capital of the previous corporate year.

For Level II and III BDR programs, the annual fee to be paid to B3 is BRL 54,674 (approximately US$11,263).

For a non-sponsored and sponsored Level I BDR program, the annual fee to be paid to B3 is BRL 10,206 (approximately US$2,102).

The fees to be paid to the CVM are calculated and paid on an annual basis, based on the net equity of the publicly-held company (applicable both to domestic or foreign companies), as follows:

[Link to Table](https://resourcehub.bakermckenzie.com/en/-/media/crossborder-listings-handbook/files/2024-update-10th-edition/sao-paulo-b3---long-form---fees.pdf?sc_lang=en)

# Additional Information

## Additional Information

[Last updated: 1 January 2024, unless otherwise noted]

The information disclosed to the Brazilian market and to the Brazilian Securities and Exchange Commission (CVM) must be in the Portuguese language. Furthermore, companies listed on the New Market segment must disclose simultaneously to the market the English version of the following documents: (i) material fact (*Fato Relevante*); (ii) dividends or other earnings distributions, by means of a shareholders notice (*Aviso aos Acionistas*) or Market Notice (*Comunicado ao Mercado*); (iii) earnings release.

# Contacts

## Contacts within Trench, Rossi and Watanabe\*

Daniel Facó, Felipe Calil and Evaristo Lucena in the São Paulo office are the most appropriate contacts within Trench Rossi Watanabe\* for inquiries about prospective listings on B3.

*\*Trench Rossi Watanabe and Baker McKenzie have executed a strategic cooperation agreement for consulting on foreign law.*

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