

Teresa Anselmo Vaz

Nationality: Portuguese
Date of Birth: May 6th, 1961
Profession: Lawyer, Member of the Portuguese Bar Association
Languages spoken: Portuguese, English, French and Spanish
Practice Areas: Corporate Law, including mergers and acquisitions, Commercial, Pharmaceutical Law, IP, Dispute Resolution and Arbitration
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EDUCATION:

- Conclusion of the scholar phase of the M.L.S. in Law, Catholic University of Lisbon Law School, in the areas of Civil, Company Law and Civil Procedural Law (1994);
- Admitted to Portuguese Bar Association (1988);
- Post-Graduate qualification in European Studies - Catholic University of Lisbon Law School (1986);
- Law Degree, University of Lisbon Law School (1985).

CAREER TO DATE:

- Partner (since May 2019) at **Sérvulo & Associados** and co-head of the Corporate, Commercial and M&A department;
- Founding partner of Anselmo Vaz, Afra & Associados – Sociedade de Advogados, SP, RL (Jan. 2008 to April 2019);
- Lawyer by own account, coordinating a team of 3 lawyers (Jan. 2005 to Dec. 2007);
- Senior Lawyer at the international law firm Linklaters – Lisbon (Jul. 2002 to Jan. 2005);
- Partner at Olavo Cunha, Franqueira Dias, Barros de Figueiredo, Anselmo Vaz & Associados Law Firm (Jul. 1999 to Jun. 2002);
- Partner at Pinto Ribeiro & Associados Law Firm (1990 to Jul. 1999);
- Trainee and Associate at Pinto Ribeiro & Associados Law Firm (1985 to Jan. 1990).

MOST RELEVANT RECENT EXPERIENCE:

Dispute resolution:

(i) Corporate

- Litigation between shareholders, challenging shareholders' resolutions, judicial auditings, proceedings connected with

shareholders rights in general and shareholders' agreements related disputes;

- Litigation related with civil liability of directors, managers and chartered accountants, including prospect liability ;
- Litigation related with directors/ managers claims, regarding to the claimed rights of the contracts (either compensatory, retirement, pensions or fringe benefits), including the discussion of the legal nature of the contractual relationship (labour or management).

(ii) Commercial

- Litigation related to distribution, agency and commercial contracts, in general, including matters related with the provision of technology services contracts (IT or telecoms).

(iii) Intellectual property

- Litigation related with validity and/or infringement of European and national patents, including preliminary injunctions;
- Litigation related with the prohibition of the use of trademarks (including preliminary injunctions);
- Litigation related with authorship rights;
- Litigation related with acts of unfair competition.

(iv) Arbitration (national and international)

As counsel

- Representation of a subsidiary of a company established in France, as plaintiff, in a domestic arbitration under the aegis of the Arbitration Centre of the Lisbon Chamber of Commerce and Industry, the place of arbitration being Lisbon, in a dispute for the payment of remuneration arising from the performance of a contract for the provision of services (2019-2020);
- Representation of a Luxembourg group companies on international arbitration under Portuguese Commercial Arbitration Centre, seated in Lisbon, related with the breach of a shareholders' agreement (2014 – 2016);
- Representing generic medicines multinationals companies on multiple mandatory international arbitration proceedings concerning disputes with originators medicines multinational companies either *ad-hoc* or institutional, seated in Lisbon (2012-2017);
- Representing a Portuguese listed major company, as Plaintiff, in international arbitration proceeding under ICC Paris rules related with the breach of a shareholders' agreement, seated in Paris (2009 – 2012);
- Counsel for the defendant, a Brazilian multinational group of medicines company, in international arbitration under the rules of ICC Paris, seated in Lisbon, related with the breach of a distributorship agreement of medicines (2008 – 2009);

- Counsel for the plaintiff in an *ad-hoc* arbitration related with a dispute between shareholders (invalidity of a shareholders' resolution), seated in Lisbon (2005 – 2006).

As arbitrator

- Appointed by the President of the Arbitration Center of the Lisbon Chamber of Commerce and Industry, as party (plaintiff) arbitrator, being the place of arbitration Lisbon, related with several matters of corporate rights (2020-);
- Role of sole arbitrator appointed by ICC Madrid in an international arbitration proceeding, seated in Madrid, related with the fulfillment of a supply agreement (2017-2018);
- Role of party (plaintiff) appointed arbitrator in a domestic arbitration proceeding under Portuguese Commercial Arbitration Centre of the Lisbon Chamber of Commerce and Industry, seated in Lisbon, related with a swap agreement (2016 - 2018);
- Role of party (plaintiff) appointed arbitrator in an *ad-hoc* international arbitration, seated in Lisbon, related with the breach of commissioning contract of an energy plant (2016);
- Role of party (plaintiff) appointed arbitrator in a domestic arbitration under the rules of the Portuguese Commercial Arbitration Centre, seated in Lisbon, related with the breach of a construction contract (2010).

Corporate

(i) Mergers and Acquisitions

- Legal advice to an international private equity firm in the acquisition of a majority stake in a world leading operator in water distribution and efficiency projects, present in Portugal through a subsidiary ,that is the main private player in terms of population served by private operators (legal advice on the Portuguese side of the transaction).
- Legal advice to a Spain-based company dedicated to road concessions with the scope of the acquisition of one of the largest Portuguese groups of road concessions, carrying out part of the due diligence of the respective group's subsidiaries;
- Legal advice to one of the largest international consulting services companies in the acquisition of a UK SAP business company, which had a Portuguese subsidiary;
- Advising a Portuguese major energy company on the acquisition of a controlling stake of a Portuguese natural gas company;
- Legal adviser to the controlling shareholders of an IT Portuguese company on the restructuring of the company and negotiations, including due diligence, for the sale of such company to a major IT Portuguese listed company;

- Legal adviser to a multinational group companies in the sector of air liquid, coordinating a due diligence process aimed to the divestment of Portuguese subsidiaries following decision from competition European authorities and advising on the indirect sale of the same;
- Legal advisor to a multinational Germany based and listed company of renewable energy sector, for the acquisition of a stake in a Portuguese *start-up* company, including the coordination of the due diligence, drafting of contractual documents and negotiation;

(ii) Public tenders on privatizations

- Legal adviser to a Brazilian company of aircrafts manufacturing in the preparation and presentation of a bid for the acquisition of a 65% stake in the share capital of an aeronautical equipment company owned by the Portuguese State;
- Legal adviser to a Spanish handling company in a public tender for the acquisition of a Portuguese State wholly owned handling company;
- Legal adviser to a holding listed company in a public tender for the acquisition of a majority position in one of the largest Portuguese companies in paper manufacturing;
- Legal adviser to a company fully owned by the Portuguese State in the sale of a majority participation held by a national company of renewable energies.

(iii) Restructurings (private and Portuguese state owned companies):

- Legal adviser in the extinction of a group of companies with activities in the telecommunications sector (including its holding and operational companies);
- Legal adviser in the restructuring of a real estate company, including the transformation of the company and the creation of holding companies;
- Legal adviser in the restructuring of the affiliated companies by a subsidiary of multinational group, in internal organization, including the winding up and liquidation of companies;
- Legal adviser to a group of multinational software companies in the internal restructuring of their Portuguese subsidiaries companies.

(iv) Corporate (general) and Civil law:

- Legal advice to a Italian bank on the establishment of a Portuguese branch (and on several aspects of its financing and commercial activities);
- Legal advice and contractual framework in the constitution of a Portuguese non-profit law association, dedicated to services of

supercomputing, with complex structure, having as associates several public entities from the European Community;

- In general, legal adviser to foreign companies and multinational companies for the creation and/or establishment of branches or subsidiaries in Portugal and coordination of the respective legal monitoring.

Pharmaceutical Law and Intellectual Property:

- Legal adviser of some pharmaceutical companies, since 1994, both national and international:
 - Drafting and preparing agreements of distribution and agency of pharmaceutical products;
 - Advising and provision of information in matters of industrial property rights (trademarks and patents);
 - In assignments, licensing and other similar contracts of marketing medicines for human use.
- Legal adviser of some pharmaceutical companies, since 1994, both national and international, in regulatory matters.

TEACHING:

- University of Lisbon Law School, teaching Civil Procedural Law (1996-1998);
- *Universidade Autónoma Luís de Camões*, teaching Law of Obligations (1990-1993);
- *Universidade Autónoma Luís de Camões*, teaching Commercial and Company Law (1987-1990);
- University of Lisbon Law School, teaching Commercial and Company Law (1985-1987).

SOME RECENT PUBLICATIONS:

- *“The Validity of Statutory Arbitration Clause”*, in *“Commercial Arbitration - Commemorative Studies of the 30th Anniversary of the Commercial Arbitration Center of the Portuguese Chamber of Commerce and Industry”*, Almedina, 2019;
- *“Expert Opinion, Witness Experts or Court Experts?”*, in XII Congress of the Commercial Arbitration Center, 2018;
- *“Challenge of shareholders’ resolutions in public listed companies”*, in *“IV Congresso Direito das Sociedades em Revista”*, Almedina, 2016;
- *“Personal data protection and the financial institutions”*, co-author with Ana Rita Paíinho, in *“Direito dos Valores Imobiliários X”*, Coimbra Editora 2011;
- *“Corporate Litigation”*, Livraria Petrony, 2006;

SOME RECENT CONFERENCES:

- May 2019 – Speaker at the 1st edition of the ICC Iberian Arbitration Day, in Lisbon, an initiative co-organized by the ICC International Court of Arbitration, ICC Spain and ICC Portugal;
- July 2018 – “*Expert evidence in arbitration*” (Congress of Arbitration of Lisbon *Centro de Arbitragem Comercial*);
- January 2017 and March 2018 – “*Challenging shareholders’ resolutions*”, at University of Lisbon Law School;
- April 2016 – “*Challenging shareholders’ resolutions in public listed companies*”, Convention of *Direito Societário em Revista*);
- March 2016 – “*Unilateral Expertise in International Arbitration*” at University of Lisbon Law School;
- June 2012 – “*Arbitration Challenges on IP rights*” at Lisbon *Centro de Arbitragem Comercial*;

REFERENCES:

- Chambers Global (since 2010) on Dispute Resolution (Portugal);
- Chambers Europe (since 2009) on Dispute Resolution and IP (Portugal);
- The Legal 500 EMEA on Commercial, Corporate and M&A (2004 and 2020), IP (since 2015) and Dispute Resolution (2015-2019) (Portugal);
- Best Lawyers (2020), on Corporate Law, IP Law, International Arbitration, Litigation and M&A (Portugal);
- Leaders League (2020), on Civil & Commercial Litigation (Portugal);