

_ Board of Trade of the State of São Paulo resumes its activities

The Board of Trade of the State of São Paulo (“JUCESP”) resumed its activities on May 12, 2020, in accordance with official public health regulations.

The opening hours are from 8am to 4pm, by appointment. To ensure social distance, services will be rendered by post or drive-thru. If the delivery of documents is made by post, the protocol numbers will be sent by e-mail and, in the event of further requirements, JUCESP will allow people to schedule an appointment for withdrawal.

Thus, for the purposes of the provisions of article 6 of Provisional Measure No. 931/2020, since May 12, 2020, the term for filing corporate acts before JUCESP which were executed from February 16, 2020, has started (for purposes of retroacting the effects of filing to the execution date, pursuant to Article 36 of Law No. 8.934/1994).

FOR MORE INFORMATION ON JUCESP'S SERVICES DURING QUARANTINE IN PORTUGUESE, ACCESS:

<http://www.institucional.jucesp.sp.gov.br/homepage.php>

_ Digital Shareholders' Meetings during COVID-19 Pandemic

The virtual shareholder's meeting of limited liability companies, cooperatives, closed and publicly-held companies, made possible by Provisional Measure No. 931/2020 ("MP 931") and regulated by the National Department of Business Registration and Integration in its Normative Instruction No. 79/2020 and by the Brazilian Securities Commission in its Instruction No. 622/2020 ("ICVM 622"), have become an excellent alternative for holding general meetings in a period of social distancing.

In an article published by "Valor Econômico" Newspaper on April 30th, 2020 a survey on publicly-held companies was presented, showing that 19 meetings had already been called to be entirely held digitally, while 20 other companies had called hybrid meetings, in which it is possible to attend the meeting physically or digitally. Although there has been no survey regarding virtual meetings on closed corporations, as well as limited liability companies and cooperatives, the possibility of carrying out corporate resolutions, especially regarding the approval of the management's accounts and financial statements and the distribution of dividends, without shareholders exposure to a potential contamination by the new coronavirus, it is an

alternative that meets the economic and health interests of the shareholders and, in this sense, tends to be used with profusion in Brazil.

Nevertheless, when choosing to hold a virtual shareholders' meeting, certain additional precautions should be taken by managers. Starting with calling the meeting, which should point out the possibilities of remote participation, until its installation, with additional care for a correct identification of shareholders, as well as the resolutions, which should be taken in platforms which allow for debates, clarifications and decision making, the management of the company will have to act with exceptional diligence on holding this kind of meeting, in order to ensure the proper exercise of shareholders' rights.

Although such innovations have come from an urgent need of companies to adapt their legal obligations to the exceptionality of a pandemic, it is worth highlighting that virtual meetings are gaining strength to become a permanent option for companies in Brazil, as it already happens in other countries.

_ Brazilian Securities and Exchange Commission regulates debenture holders' meetings

On May 14th, 2020, the Brazilian Securities and Exchange Commission ("CVM") issued Instruction No. 625 ("ICVM 625"), after holding a public hearing, in order to regulate participation and remote voting by holders of debentures in their meetings, as well as holders of promissory notes and certificates of real estate or agribusiness receivables.

The debenture holders' meeting provided for in article 71 of Law 6.404/76 ("Brazilian Corporate Law") was not regulated by CVM until the edition of ICVM 625, with only a few specific provisions in CVM Instruction No. 583/2016. The need for a specific instruction for this matter arose in the scenario of the new coronavirus pandemic, in line with Provisional Measure 931/2020 and the recent amendment to CVM Instruction No. 481/2009.

We emphasize that, in addition to the expansion of the scope provided for in the public hearing to cover securities

issued by companies not registered before CVM and which issued securities in a public offer with restricted efforts under the terms of CVM Instruction No. 476/2009, ICVM 625 provides that the responsibilities attributed to the issuing company or the fiduciary agent are related to which of these agents has called the meeting and that the minutes of the meetings must indicate the number of votes for and against and abstentions in relation to each proposal on the agenda, showing the division by series, when applicable.

ICVM 625 came into force on the date of its publication, i.e. May 15, 2020, and can already be applied to meetings of existing securities holders, including those that have already been called, except in cases where the issuance deed expressly prevents remote voting.

ICVM 625 CAN BE ACCESSED IN PORTUGUESE AT:

<http://www.cvm.gov.br/export/sites/cvm/legislacao/instrucoes/anexos/600/inst625.pdf>

Decree No. 10.278/2020 establishes techniques and requirements for scanning public or private documents

On March 19th, 2020, Decree No. 10.278 (“Decree No. 10.278/2020”) was published in the Union Official Gazette to establish the technique and requirements for scanning public or private documents, so that the scanned documents have the same legal effects as original documents.

In accordance with article 2, the Decree No. 10.278/2020 is applicable to scanned documents that are produced by (i) public legal entities, even if it involves their relationship with private entities and by (ii) private legal entities or natural persons before (a) public legal entities or (b) other private legal entities or natural persons.

In addition, article 4 of Decree No. 10.278/2020 provides that the procedures and technologies used in the scanning of documents must ensure the integrity and reliability of the document, the traceability and auditability of the used procedures, the technical scanning standards, confidentiality, when applicable and interoperability between computerized systems.

As far as the specific requirements for scanning documents are concerned, in order for them to be compared to physical documents before a public legal person, the scanned documents must (i) be digitally signed with digital certification under the Brazilian Public Key Infrastructure (*Infraestrutura de Chaves Públicas Brasileira - ICP-Brasil*) standards; (ii) follow the minimum technical standards

provided for in Schedule I of said Decree and (iii) contain, at least, the metadata specified in Schedule II of said Decree.

Regarding documents that involve private entities or individuals, any means of proving authorship, integrity and, if necessary, the confidentiality of scanned documents, will be valid, as long as defined by mutual consent or accepted by the person to whom the document is opposed. If there is no agreement between the parties, the same rules and requirements listed above will apply, as if the document were to be presented before a public legal person.

After the scanning process is carried out as provided for in the Decree, the physical document may be discarded, except for those which content has an historical value.

Finally, regarding the storage of such scanned documents, the following must be ensured: (i) the protection of the scanned document against changes, destruction and, when applicable, against unauthorized access and reproduction and (ii) the indexing of metadata which allows (ii.a) the location and management of the scanned document and (ii.b) checking the scanning process adopted. Scanned documents whose content does not have an historical value shall be stored, at least, until the expiry of the statute of limitations or lapse of rights to which they refer.

THE DECREE NO. 10.278/2020 CAN BE ACCESSED IN PORTUGUESE THROUGH THE *LINK* BELOW:

http://www.planalto.gov.br/ccivil_03/_Ato2019-2022/2020/Decreto/D10278.htm

_ Resolution No. 55/2020 simplifies the opening of startups under the Inova Simples regime

On March 24th, 2020, Resolution No. 55 was published in the Union Official Gazette by the National Network Management Committee for Simplification of Registration and Legalization of Companies and Businesses (*Comitê para Gestão da Rede Nacional para a Simplificação do Registro e da Legalização de Empresas e Negócios – CGSIM*), which provides a simplified special procedure for the Simple Innovation Company - Inova Simples (“[Resolution No. 55/2020](#)”), established by Complementary Law No. 167, of April 24th, 2019.

Resolution No. 55/2020 aims at defining the procedure for incorporating, amending and liquidating companies under the Inova Simples regime, which will take place in a simplified and automatic way, in the Web Portal of the National Network for the Simplification of Registration and Legalization of Companies and Businesses (“[Portal](#)

[Redesim](#)”). The Portal Redesim will provide a digital form to be filled out and, after filling it out, the National Registry of Legal Entities (CNPJ) number will be automatically issued (according to article 3, second paragraph of Resolution No. 55/2020).

Under the terms of article 4 of Resolution No. 55/2020, the legal status of Simple Innovation Company is exclusive to the Inova Simples regime. Therefore, the transformation of an entity that already exists for the Simple Innovation Company is forbidden. However, it is allowed to request the transformation of the Simple Innovation Company into other types of companies.

Finally, it is worth mentioning that Resolution No. 55/2020 will only come into force after 240 days as of the date of its publication, i.e. on November 19, 2020.

THE RESOLUTION NO. 55/2020 CAN BE ACCESSED IN PORTUGUESE THROUGH THE [LINK](#) BELOW:

http://www.mdic.gov.br/images/REPOSITORIO/SEMPE/DREI/RESOLUCOES_CGSIM/Resoluo_55_de_2020.pdf