



MATHEUS RAMALHO

Partner

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PRACTICE AREAS

- Arbitration
- Contracts
- Copyright
- Counseling and Transactional
- Criminal & Compliance
- Cyber Law
- Government Contracts & Public Procurements
- Insolvency
- Intellectual Property
- Internet, E-commerce & Software
- Licensing & Technology
- Life Sciences
- Litigation
- Patents
- Regulatory Law
- Trade Secrets & Regulatory

LANGUAGES

- Portuguese
- English

BIOGRAPHY

Matheus Ramalho joined Licks Attorneys in 2021 and became a partner in 2025. His practice focuses on consulting, corporate law, and transactional matters, with particular emphasis on banking law, mergers and acquisitions, and corporate advisory work. Holding a dual PhD in Corporate Law from the University of São Paulo (USP) and in Procedural Law from the Rio de Janeiro State University (UERJ), Mr. Ramalho brings a deep and multidimensional understanding of legal frameworks and procedural complexities—expertise that is essential for addressing today's sophisticated business challenges.

Mr. Ramalho's advisory practice spans a broad range of corporate matters, including mergers and acquisitions, the acquisition of distressed assets, and transactional risk assessments. He has a strong record of advising on corporate governance, regulatory compliance, and the structuring of strategic transactions. His approach consistently aligns with clients' business objectives, while his experience with investment strategies and special situations sets him apart in risk management and high-level legal execution.

In addition to his consulting and transactional work, Mr. Ramalho also has significant litigation experience across multiple industries, with a focus on corporate disputes, bankruptcies and restructurings, finance, and intellectual property. He is widely recognized for his ability to distill complex legal issues into actionable strategies, helping clients in the financial services sector efficiently navigate substantial challenges. His work includes analyses related to company valuation, damage calculation methodologies in securities litigation, complex shareholder disputes, investor-related conflicts, and losses arising from intellectual property infringements.

In 2026, Mr. Ramalho was appointed General Counsel for the Specialized Department of Corporate Law, Financial Markets, and Regulatory Agencies at the Instituto dos Advogados Brasileiros (IAB Nacional), Brazil's

oldest legal association, comprising distinguished legal professionals from across the country. Serving a term through 2028, he is authorized to represent the Institute as *amicus curiae* before the Supreme Brazilian Courts for matters of constitutional and federal law. His mandate includes acting in individual and class actions within these practice areas, as well as issuing formal legal opinions on behalf of the IAB.

Mr. Ramalho has led numerous high-impact projects, including the formation of companies across various sectors in Brazil, the negotiation of strategic agreements, and the management of transactions involving complex intangible assets such as software, pharmaceutical licenses, legal claims, and investment opportunities with challenging valuations. His ability to advise on cross-border matters is reinforced by his deep understanding of the synergies and divergence factors that influence decision-making across different jurisdictions.

Beyond his professional practice, Mr. Ramalho serves as President of the Advisory Committee on Legislative Affairs of the Rio de Janeiro State Bar Association, where he advises public policymakers on critical legal issues. His unique combination of advisory work, litigation, transactional expertise, and cross-border insight makes him an invaluable resource for clients navigating complex legal environments.

REPRESENTATIVE CASES

Corporate Advisory & General Consulting:

- Advised on corporate litigation cases exceeding BRL 10 billion, including a derivative lawsuit, takeover, and high-stakes negotiations. Led case strategy, refining petitions, and contracted legal opinions;
- Issued an opinion on enforcing assets of a company that illicitly froze BRL 1,105 billion to obstruct an arbitral award;
- Advised on procedural succession and tax res judicata in a BRL 1 billion merger.
- Assisted an international bank in monitoring USD 200 million in debtor assets amid judicial recovery and bankruptcy;
- Structured a BRL 300 million asset restructuring with tax and accounting teams to shield partners from company debts;
- Design deal structure to optimize tax and operational efficiency for a transaction exceeding BRL 150 million;
- Advised a leading Brazilian laboratory on a BRL 120 million acquisition.;
- Advised a major public servants' pension fund on a BRL 50 million greenfield divestment project;
- Advised on the impact of a court-approved settlement in a distressed M&A deal with BRL 40 million in liabilities;
- Assessed the feasibility of acquiring a company under judicial recovery for BRL 35 million;
- Issued an opinion on contamination risks of operational liabilities for a holding company exceeding BRL 30 million;
- Drafted a side letter justifying the waiver of due diligence in a BRL 10 million mall stake acquisition;
- Drafted an English R&D contract for a USD 2.5 million project focused on reverse engineering a strategic input;
- Advised a startup in negotiating and implementing a BRL 500.000 angel investment;

- Advised an international consulting firm on its Brazilian operations and cross-border measures.
- Assisted a renowned international special situations consultancy in the acquisition of distressed assets;
- Assisted an international insurance company in mapping multimillion-dollar liabilities amid a bankruptcy filing;
- Assisted a publicly traded company in implementing a Brazilian poison pill worth billions in market capitalization;
- Advised an investment fund on the impact of the State-Owned Companies Law;
- Advised a publicly traded company on a self-bankruptcy petition's impact on former directors and shareholders;
- Advised an entertainment company on the Brazilian Superior Court of Justice (STJ) precedent's impact on a target acquisition;
- Advised on the legal feasibility of acquiring lawsuit-derived credits, including assessing profitability for financiers;
- Negotiated amendments to a restructuring plan, securing privileges for a strategic creditor in a fire-sale;
- Assessed fraud risks in multiple acquisitions, mitigating clawback exposure;
- Advised on overturning an overly restrictive non-compete clause post-M&A;
- Advised congressmen on legislative reforms contributing to key bills (crypt, arbitration, insolvency, state debt).

Commercial Litigation Experience:

- Represented a financial institution in a lawsuit against the Central Bank for BRL 1.2 billion;
- Handled infringement and patent nullity cases with a total value exceeding BRL 500 million;
- Represented an automobile dealership in a BRL 400 million in-court bankruptcy;
- Infringement lawsuit of a SEP patent over into a BRL 150 million dispute;
- Represented a financial institution in a BRL 120 million arbitration, successfully enforcing the award;
- Represented an heir in a contentious inventory proceeding with assets valued over BRL 110 million;
- Represented a football club in a dispute against major bank over BRL 100 million investment agreement;
- Represented a shipyard in a BRL 60 million lawsuit against a public financial institution;
- Dispute involving investor rights in a commercial property lease contract valued at BRL 55 million;
- Defended a group of shareholders in a dispute over tail rights valued at BRL 45 million.
- Defended controllers and administrators in derivative lawsuit claims in a dispute worth BRL 43 million;
- Advised a high-net-worth client against a distressed fund in a BRL 33 million piercing the corporate veil incident;
- Represented a company in a BRL 30 million arbitration regarding the violation of broadcasting rights;
- Represented a patent holder into an infringement suit over a second use patent requesting invalidation of public tender of BRL 26 million;
- Represented an international entertainment giant in a BRL 25 million dispute arbitration involving tag along;
- Defended a CTO in a suit before the Brazilian SEC (CVM) involving a Ponzi scheme, securing acquittal from over BRL 20 million in fine;
- Represented Portuguese investors in a BRL 15 million execution, successfully recovering their full investments;

- Represented a SEP patent holder into an infringement lawsuit of over BRL 13 million in fines where a PI was issued;
- Represented a construction company in a BRL 12 million lawsuit against the Brazilian Public Stated Owed Bank;
- Represented a former director in an BRL 11 million execution against a renowned São Paulo association;
- Represented a law firm in the execution of fees against a management company for BRL 9.5 million;
- Assisted a client in a voluntary condominium dissolution case worth BRL 8 million;
- Defended sellers in indemnity claims in M&A transactions totalling BRL 7 million;
- Represented consumers in a BRL 3.25M corporate veil piercing suit against major shareholders of a public company;
- Enforced a non-compete clause in a franchise agreement, securing a BRL 2.9 million PI;
- Handled several derivative lawsuit for partnerships of all types and sizes, including those with family law implications;
- Represented creditors in different bankruptcy proceedings, including European bondholders.

PROFESSIONAL HIGHLIGHTS

- Legal 500 Latin America – Key lawyer – Life Sciences (2025);
- Member of the National Legislation Committee of the Brazilian Federal Bar;
- Chairman of the Legislative Committee of the Rio de Janeiro State Bar President of the Especial Commission of Legislative Affairs of Brazilian Bar Association – Rio de Janeiro Section;
- Columnist, Relatório Reservado;
- Coordinator of the Venture Capital & Start-ups discipline at the Superior Advocacy School of Brazilian Bar Association – Rio de Janeiro Section;
- Coordinator of the Corporate Bankruptcy discipline at the OAB/RJ Superior Advocacy School;
- Member of the OAB/RJ Corporate Law Commission;
- Member of the OAB/RJ Arbitration Commission;
- Member of the OAB/RJ Bankruptcy Especial Commission (2018);
- Member of the OAB/RJ Civil Procedure Studies Especial Commission;
- President (2017-2018) and Treasurer (2016-2017) of the Brazilian Association of the Students of Arbitration (“Abearb”);
- Member of the Brazilian Bar Association’s special committee responsible for designing the Bar Admission Exam (2014-2016);
- Visiting Scholar of the State University of Rio de Janeiro in LL.M. program of procedural law, lecturing bankruptcy liquidation and reorganization proceedings (2022 – ongoing);
- Visiting Scholar of the School of Judges of the State Court of Rio de Janeiro (2015 – 2018).

AFFILIATIONS

- General Counsel for the Specialized Department of Business Law, Financial Markets, and Regulatory Agencies at the Institute of the Brazilian Attorneys (IAB);
- Brazilian Bar Association – Rio de Janeiro (OAB/RJ);
- Brazilian Bar Association – Sao Paulo (OAB/SP);
- Institute of Cultural Studies (IEC).

EDUCATION

- Postdoctoral Research Fellow, Securities Litigation and Shareholder Enforcement Rights (Brazilian and U.S. law), Rio de Janeiro State University – UERJ (2023 – ongoing);
- Doctor of Laws (PhD), Corporate Law – Finance, Restructuring, and Public Utilities, University of São Paulo – USP (2023);
- Doctor of Laws (PhD), Procedural Law – Bankruptcy Reorganization, Creditors' and Debtors' Rights, and Due Process, Rio de Janeiro State University – UERJ (2023);
- Master of Laws (LL.M.), Governance, Corporate Groups, Risk Allocation, and Bankruptcy Reorganization, Rio de Janeiro State University – UERJ (2017);
- Bachelor of Laws (LL.B.), Federal University of Rio de Janeiro – UFRJ (2014).

PUBLICATIONS

- [The Patent Enforcement Economy Is Leaving Inventors Behind](#), IPWatchdog, 2026;
- [A indicação de Otto Lobo para a presidência da CVM](#), Relatório Reservado, 2026;
- [O Caso Eletrobras: Axia, União e o conforto da culpa sem dono](#), Relatório Reservado, 2025;
- [\(Im\)perfeição: Proteção do investidor ou corrida armamentista?](#), Relatório Reservado, 2025;
- [Quando a recomendação pode virar manipulação de mercado?](#), Relatório Reservado, 2025;
- [Credores querem exumar balanços da Americanas até 2002](#), Relatório Reservado, 2023;
- [Justiça norte-americana é a maior ameaça a Lemann, Telles e Sicupira](#), Relatório Reservado, 2023;
- [Startup valuation e cuidado com ativos intelectuais](#), Valor Econômico, 2023;
- [Disputa 3 bi rivais não impede Oi sair recuperação, diz Ministério Público](#), Telesíntese, 2022;
- [Execução contra o sócio: um estudo multidisciplinar de direito societário e processual brasileiro](#), RSDE, 2022;
- [Arbitragem e transparência: um diálogo necessário](#), FGV, 2021;
- [Lei de Falências e enriquecimento pessoal](#), Valor Econômico, 2021;
- [Participação no relatório: Doing Business Subnacional Brasil 2021](#), 2021;
- [É na recuperação judicial que resgataremos o futebol brasileiro?](#), Estadão, 2021;
- [Restructuring & insolvency law in Brazil](#), Lexology, 2019;
- Aspectos a serem considerados na aquisição de ativos de empresa em recuperação extrajudicial. In: Novos temas de direito e Corporate Finance, Quartier Latin, 2019;
- [Reflexões sobre a contribuição da arbitragem internacional para a solução de conflitos de interesses nas companhias](#). Revista de Direito de Direito Bancário e Mercado de Capitais, 2017;
- Arbitragem na indústria do petróleo brasileira. In: Direito Marítimo e Portuário: Estudos Contemporâneos em homenagem ao professor Sérgio Mattes, Arraes Editores, 2017;
- [A Mediação como ferramenta de pacificação de conflitos](#), Revista dos Tribunais, 2017;
- A compatibilidade da arbitragem com a falência e a recuperação judicial. In: Temas Controvertidos na Arbitragem à Luz do Código de Processo Civil de 2015, Editora GZ, 2018;
- A sociedade em conta de participação e suas particularidades. Direito Empresarial, 2015;
- Um diálogo entre o conceito de jurisdição e a arbitragem na perspectiva do ordenamento jurídico brasileiro. Processo e Jurisdição, 2014;
- A Sociedade Anônima Simplificada (RE-SAS) e o fenômeno de simplificação das estruturas corporativas. Direito Empresarial, 2014;
- Regulação do transporte marítimo de petróleo, gás e derivados: análise da Portaria ANP nº 170/2002 e as atribuições da ANTAQ e ANP neste setor. Anais 7º PDPETRO, 2013;
- Análise Jurídico-Econômica da Indústria do Petróleo: expectativas e desafios do novo marco regulatório para as áreas do Pré-Sal. Direito e Economia, 2013.