



## LEGAL LETTER

february/2019

### Corporate annual meetings

In accordance with the Brazilian law, partners of limited liability companies and shareholders of corporations must hold meetings at least once a year, within four months after the end of the company's fiscal year, to (i) review the managers' accounts; (ii) resolve on the financial statements; (iii) resolve on the allocation of economic results; and (iv) appoint new managers and members of the fiscal council, if applicable.

The purpose of these annual meetings is to present to the partners and shareholders the economic results and information regarding the company's activities in the previous fiscal year.

Certain measures must be taken before the annual meeting is held, such as, for instance: (i) the accounts of the administration, the balance sheet and the profit and loss statement of a limited liability company must be made available to the partners at least thirty days before the annual meeting; (ii) a notice to the shareholders of the corporation must be published at least one month before the ordinary meeting, informing that the management report, the financial statements, the opinion of the independent auditor, if applicable, and other documents are available for consultation; (iii) the referred documents must be published by the corporation at least five days before the shareholders' ordinary meeting (except if the privately held corporation has less than 20 shareholders and net equity value of less than one million Reais); and (iv) all shareholders/partners must be called to the meeting pursuant to the law – unless all shareholders/partners are present at the annual meeting.

Finally, the approval, without reservation, of the accounts prepared by the managers and of the financial statements of the company releases the members of the administration and fiscal council, if any, from liability, except in cases of error, willful misconduct or fraud.

This newsletter contains information and general comments on legal matters that may interest our clients and friends. It does not represent the legal opinion of our firm on the subjects addressed herein. In specific cases, readers should rely on proper legal assistance before adopting any concrete action relating to the matters addressed herein.

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