

# CORONAVIRUS

## IMPORTANT CORPORATE CHANGES BROUGHT BY THE PANDEMIC

### PROVISIONAL MEASURE 931, 03/30/2020

**Important corporate changes** were introduced in our legal system by MP 931 due to Covid-19, which **come into force today** (03/31/2020). See our summary on the topic:

#### ● **Ordinary General Meeting, Annual Shareholders' Meeting and Rules on Administration**

- The AGO/annual shareholders' meeting can be held up to **7 months after the end of the fiscal year** of Publicly-Held (S/A) and Privately-Held Companies, Limited Liability Companies and Cooperatives, whose fiscal year ends between 12/31/2019 and 03/31/2020
- The terms of office of Administrators and Fiscal Council Members are extended until the AGO/annual shareholders' meeting or meeting of the board of directors (in the case of the Companies) is held
- In Companies, the Board of Directors can, subject to ratification by the shareholders at the meeting, resolve **urgent** matters within the competence of the Shareholders' Meeting, unless otherwise provided for in the bylaws
- These new rules also apply to public companies, mixed-capital companies and subsidiaries of such companies

#### ● **Dividends**

- The Board of Directors (if any) or the Executive Board can declare interim dividends up to the date of the AGO, regardless of any statutory reform

## ● Remote Voting and Digital Meeting

- **Privately-held companies, Limited Liability Companies and Cooperatives: remote voting** will be allowed, subject to regulation by DREI – National Department of Business Registration and Integration
- **Publicly-held Companies: remote voting** and **Digital Meeting** will be allowed, subject to regulation by the CVM

## ● Trade Boards

While the operations of Trade Boards are restricted as a result of the pandemic:

- The 30-day period for retroacting the effects of corporate acts vis-à-vis third parties will start from the date on which the competent trade board reestablishes the regular provision of services, and no longer from the date of execution of the document
- The requirement for prior filing of corporate acts to issue securities and other legal transactions is suspended as of 03/01/2020. Filing must be done within 30 days from the date on which the competent trade board reestablishes the regular provision of services

## ● CVM

- Exceptionally during 2020, the CVM may extend the terms provided for in the Brazilian Corporation Law for Publicly-Held Companies, including the deadline for submission of Financial Statements

**For more information, please contact:**

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