

## Teresa Anselmo Vaz

**Nationality:** Portuguese  
**Date of Birth:** May 6<sup>th</sup>, 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:

- Of Counsel at Abreu Advogados law firm (from May 2021);
- Partner (May 2019 to April 2021) 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, including arbitration:*

##### *(i) Corporate*

- Litigation between shareholders, avoidance of shareholders resolutions, judicial inquires, proceedings connected with shareholders rights in general, shareholders' agreements disputes, including litigation on listed companies;
- 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 and telecom).

***(iii) Intellectual property***

- Litigation related with validity of European and national patents;
- Litigation related with European and national patents' infringement (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***

- Counsel on a pending arbitration (CAC) related with the calculation of the variable price in an acquisition of a financial company - (2023-);
- Counsel on the preliminary phase of an international arbitration related with the revocation of an exclusive distribution agreement (LCIA), seated in London (2021-2022);
- Counsel on a domestica arbitration, representing a subsidiary of a French based company, in an arbitration proceeding under the Portuguese Commercial Arbitration Centre, seated in Lisbon, related to breach of services agreement (2019-2020);
- Counsel on international arbitration under Portuguese Commercial Arbitration Centre, seated in Lisbon, related with the breach of a shareholders' agreement (2014 – 2016);
- Counsel on multiple mandatory international arbitration proceedings concerning disputes between reference medicines companies and generic medicine companies, either *ad-hoc* or institutional, seated in Lisbon (2012-2017);
- Counsel in international arbitration proceeding under ICC Paris rules related with the breach of a shareholders' agreement, seated in Paris (2009 – 2012);
- Counsel 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 in an *ad-Hoc* arbitration related with a dispute between shareholders (invalidity of a shareholders' resolution), seated in Lisbon (2005 – 2006).

### ***As arbitrator***

- Role as chairman of the arbitration panel in a domestic arbitration under the Portuguese Commercial Arbitration Centre, in a litigation related with a plot of land, involving a public entity (2023 – pending);
- Role of party appointed arbitrator in a international arbitration under the Portuguese Commercial Arbitration Centre, seated in Lisbon, related with the fulfillment of a share purchase agreement (2023-pending);
- Role as co-arbitrator, indicated by the Presidente of the Portuguese Commercial Arbitration Centre for the plaintiffs, in a proceedings related to several company's matters, including the challenge of shareholders' resolutions, directors' liability, among others (2020-2023);
- Role of sole arbitrator appointed by ICC in an international arbitration, seated in Madrid, related with fulfillment of a supply agreement (2017-2018);
- Role of party appointed arbitrator in a domestic arbitration proceedings under Portuguese Commercial Arbitration Centre, seated in Lisbon, related with a swap agreement (2016 - 2018);
- Role of party appointed arbitrator in an *ad-hoc* international arbitration, seated in Lisbon, related with the breach of comissioning contract of an energy plant (2016);
- Role of party 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 the buyer, an international fund, in the acquisition of a pharmaceutical sector group companies;
- Legal advice to the sellers on the sale of a Portuguese based company dedicated to IT (Celfinet, SA), for the telecommunications sector, to an Indian multinacional group;
- Legal advice to an international private equity fund (Antin) in the acquisition of an international group that is a major player in water sector, present in Portugal through a subsidiary which is the most important company in terms of population served by private concessionaires (legal advise on the Portuguese part of the transaction);
- Legal advice to a Spain-based company dedicated to road concessions within the scope of the acquisition process of Brisa - Auto-Estradas de Portugal, SA, 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, which had a Portuguese subsidiary;
- Advising a Portuguese major energy company (GALP, SA) 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***

- Legal adviser to a resin's multinational company based in Portugal in a resorganization of the group compsed by circa of 22 subsidiaries;
- 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 advise to a joint venture Spanish companies in factory agreements;
- Legal advice to a Italian bank on the establishment of a Portuguese branch (and on several aspects of its financing 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;
  - Advising in regulatory matters.

**TEACHING:**

- Pos-Graduation courses at University of Lisbon Law School, of the matters: “Validity, amendmenst and revocation of arbitration agreement”, “Challenging shareholders resolutions” and “Shareholders’ agreements and correspondent litigation” (2028-2023);
- Taught at Portuguese Bar Association, Lisbon Section, “Corporate Litigation”, to lawyers (2005);
- *Universidade Nova* of Lisbon (Law School), teaching Civil Procedural Law (second semester 2001);
- 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).

## **MOST 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 Paíño, in *“Direito dos Valores Imobiliários X”*, Coimbra Editora 2011;
- *“Corporate Litigation”*, Livraria Petrony, 2006;

## **SOME CONFERENCES:**

Speaker at several conferences, such as the more recent:

- 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*);
- 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*;

## **SOME RECENT 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).