



MATHEUS RAMALHO

Partner

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PRACTICE AREAS

- Banking and Capital Markets
- Bankruptcy and Insolvency
- Contractual Relationships and Partnerships
- Corporate Advisory
- Dispute Resolution and ADR
- Litigation
- Patents
- Real Estate and Construction Practice
- Special Sits and Alternative Investment Advisory
- Tax Customs

LANGUAGES

- Portuguese
- English

BIOGRAPHY

Mr. Ramalho joined Licks Attorneys in 2021 and was promoted to partner in 2025. He focuses on consulting, business law, and transactional matters, with expertise in banking, M&A, and corporate advisory. With dual Ph.Ds in Corporate Law from USP and Procedural Law from UERJ, Mr. Ramalho offers a deep, multi-dimensional understanding of legal frameworks and procedural intricacies, essential for addressing today's complex business challenges.

Mr. Ramalho's consulting expertise spans a broad range of business law-related areas, including M&A, distressed asset acquisitions, and transactional risk assessments. He has a proven track record of advising companies on corporate governance, regulatory compliance, and structuring strategic transactions. His consulting approach consistently aligns with clients' business objectives, while his background in investment strategies and special situations allows him to excel in risk management and legal enforcement strategies.

In addition to his transactional and advisory capabilities, Mr. Ramalho has solid litigation experience across various industries, with particular strengths in corporate law, bankruptcies and restructurings, finance, and intellectual property. He is highly regarded for his ability to break down complex legal issues into actionable strategies, helping financial services clients resolve significant challenges efficiently. This includes assessments in areas such as company valuation, damage calculation methodologies in securities litigation, intricate shareholder lawsuits, investor disputes, or IP infringement losses.

Matheus has led numerous significant projects, including setting up companies across diverse sectors in Brazil, negotiating strategic deals, and facilitating the acquisition of 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 enhanced by his keen understanding of the synergies

and distancing factors that must be considered in decision-making processes across multiple jurisdictions.

Beyond his practice, Mr. Ramalho serves as President of the Legislative Affairs Consultancy Commission at the Rio de Janeiro State Bar Association, where he advises policymakers on critical legal issues. His unique combination of consulting, litigation, transactional expertise, and cross-border insight makes him an invaluable advisor for clients navigating complex legal landscapes.

REPRESENTATIVE CASES

- Advised on corporate litigation cases exceeding R\$10B, 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 R\$1.105B to obstruct an arbitral award.
- Advised on procedural succession and tax res judicata in a R\$1B merger.
- Assisted an international bank in monitoring US\$200M in debtor assets amid judicial recovery and bankruptcy.
- Structured a R\$300M 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 R\$150 million.
- Advised a leading Brazilian laboratory on a R\$120M acquisition.
- Advised a major public servants' pension fund on a R\$50M greenfield divestment project
- Advised on the impact of a court-approved settlement in a distressed M&A deal with R\$40M in liabilities.
- Assessed the feasibility of acquiring a company under judicial recovery for R\$35M.
- Issued an opinion on contamination risks of operational liabilities for a holding company exceeding R\$30M.
- Drafted a side letter justifying the waiver of due diligence in a R\$10M mall stake acquisition.
- Drafted an English R&D contract for a US\$2.5M project focused on reverse engineering a strategic input.
- Advised a startup in negotiating and implementing a R\$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 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)
- Represented a financial institution in a lawsuit against the Central Bank for R\$1.2 billion.
- Handled infringement and patent nullity cases with a total value exceeding R\$500 million.
- Represented an automobile dealership in a R\$400 million in-court bankruptcy
- Infringement lawsuit of a SEP patent over into a R\$150 million dispute
- Represented a financial institution in a R\$120 million arbitration, successfully enforcing the award.
- Represented an heir in a contentious inventory proceeding with assets valued over R\$110 million.
- Represented a football club in a dispute against major bank over R\$100 million investment agreement.
- Represented a shipyard in a R\$60 million lawsuit against a public financial institution.
- Dispute involving investor rights in a commercial property lease contract valued at R\$55 million.
- Defended a group of shareholders in a dispute over tail rights valued at R\$45 million.
- Defended controllers and administrators in derivative lawsuit claims in a dispute worth R\$43 million.
- Advised a high-net-worth client against a distressed fund in a R\$33 million piercing the corporate veil incident.
- Represented a company in a R\$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 R\$26 million
- Represented an international entertainment giant in a R\$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 R\$20 million in fine
- Represented Portuguese investors in a R\$15 million execution, successfully recovering their full investments.
- Represented a SEP patent holder into an infringement lawsuit of over R\$13 million in fines where a PI was issued
- Represented a construction company in a R\$12 million lawsuit against the Brazilian Public Stated Owed Bank
- Represented a former director in an R\$11 million execution against a renowned São Paulo association
- Represented a law firm in the execution of fees against a management company for R\$9.5 million
- Assisted a client in a voluntary condominium dissolution case worth R\$8 million.
- Defended sellers in indemnity claims in M&A transactions totaling R\$7 million.
- Represented consumers in a R\$3.25M corporate veil piercing suit against major shareholders of a public company.
- Enforced a non-compete clause in a franchise agreement, securing a R\$2.9M 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);
- President of the Special Committee of Legislative Affairs of Brazilian Bar Association – Rio de Janeiro;
- Coordinator of the Venture Capital & Start-ups discipline at the Superior Advocacy School of Brazilian Bar Association – Rio de Janeiro;

- Coordinator of the Corporate Bankruptcy discipline at the Superior Advocacy School of Brazilian Bar Association – Rio de Janeiro;
- Member of the Committee of Arbitration of Brazilian Bar Association – Rio de Janeiro;
- Member of the Especial Committee of Bankruptcy of Brazilian Bar Association – Rio de Janeiro in 2018;
- Member of the Especial Committee of Studies in Civil Procedure of Brazilian Bar Association – Rio de Janeiro;
- President (2017-2018) and Treasurer (2016-2017) of the Brazilian Association of the Students of Arbitration (“Abearb”);
- Committee-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 LLM program of procedural law, lecturing bankruptcy liquidation and reorganization proceedings ;
- Visiting Scholar of the School of Judges of the State Court of Rio de Janeiro (2015 – 2018).

AFFILIATIONS

- Brazilian Bar Association – Rio de Janeiro (OAB/RJ);
- Institute of the Brazilian Attorneys (IAB);
- Institute of Cultural Studies (IEC).

EDUCATION

- Doctor of Juridical Science Candidate, Securities Litigation and Shareholder Enforcement Rights under Brazilian and U.S. law, State University of Rio de Janeiro – UERJ (ongoing);
- Doctor’s Degree (Ph.D.), Corporate Law Finance, Restructuring, Public Utilities, University of São Paulo – USP (2023);
- Doctor’s Degree (Ph.D.), Procedural Law, Bankruptcy Reorganization, Frictions Between Creditors’ and Debtors’ Rights, and Due Process Protections, Rio de Janeiro State University – UERJ (2023);
- Master of Laws (LL.M), Governance, Corporate Groups Risk Assessment and Contamination and Bankruptcy Reorganizations, Rio de Janeiro State University – UERJ (2017);
- Bachelor of Laws (LL.B.), Federal University of Rio de Janeiro – UFRJ (2014).

PUBLICATIONS

- [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.