

Main M&A Transactions Lapique & Santeugini had a key role

Zenda Group Sale and Acquisition

Zenda Group is a Uruguayan multinational Company in the leather/tannery sector with industrial sites in Uruguay, Argentina, Germany, South Africa and Mexico, it also had at the time offices/warehouses in the US, Chile and Hong Kong.

In 2009 our firm assisted the owners of Zenda Group, on their sale of shares of Zenda Group to Marfrig.

The sale of the shares was structured in two stages, an initial stage in which 51% of the shares were sold and paid, and a second stage to be completed in 2012, in which the remaining 49% of the shares would be sold and the price paid. A dispute arose regarding the price to be paid for the 49% of the remaining shares.

The dispute was finally settled in June 2013, after one year of negotiations with payment made to sellers, after the initial stages of arbitration took place and reciprocal claims existed.

Once Marfrig acquired 100% of the shares of Zenda Group, two days later it sold the shares of Zenda Group to JBS Friboi. Lapique & Santeugini was hired by JBS Friboi to assist them in the acquisition of 100% shares of Zenda Group. The transfer of Zenda was included in the transfer in Brazil of Seara by Marfrig to JBS Friboi, in an operation with a value of USD 2.750 million.

JBS is the largest animal protein processing company in the world, working in the areas of food, leather, products for pets, biodiesel, collagen, cans and cleaning products. The company is present in all continents with production platforms and offices in Brazil, Argentina, Italy, Australia, the USA, Uruguay, Paraguay, Mexico, China, Russia and other countries.

Press coverage:

<http://www.elpais.com.uy/economia/rurales/marfrig-vende-curtiembre-zenda-jbs.html>

<http://www.elobservador.com.uy/noticia/252760/marfrig-se-deshace-de-curtiembre-y-no-descarta-vender-frigorificos/>

Acquisition of 100% shares of Galval Agente de Valores SA – Grupo Galicia by Paullier & Cía.

We assisted Paullier & Cía on the acquisition of 100% shares of Galval AVSA, a stock agent owned by Grupo Galicia financial group of Argentina. Our participation included the Due Diligence Process, structure of the deal and negotiation of the stock purchase agreement as well as regulatory issues with the Central Bank of Uruguay.

Press coverage:

<https://www.paullier.com.uy/index.html>

<http://investing.businessweek.com/research/stocks/private/snapshot.asp?privcapid=28994186>

Asset Purchase Agreement and Lease of Tannery Plant by JBS from Bader

JBS acquired main assets and leased the Tannery Plant of Bader in Uruguay. The operation also included the transfer of employees and environmental issues.

Bader is an international player in the leather/tannery industry.

Press coverage:

<http://www.elpais.com.uy/economia/gente-negocios/compania-brasilena-jbs-procesara-cueros-en-uruguay.html>

Sale of UES SA to InCapital

Our firm prepared the company for its sale, assisted in the Due Diligence process, negotiated the Stock Purchase Agreement and closed the deal for our client. UES SA is one of the largest players in the private postal service market in Uruguay.

Distribution Agreement and Strategic Alliance with option to Purchase by Nuseed (Nufarm)

We negotiated a distribution agreement, with Nuseed for our client IPB Seeds. Our clients are the shareholders of a locally based company that closed this deal with Nuseed's Australia company through its local operation in South America.

Acquisition by Volt USA of 100% shares of Advice

Sale of 25% of the shares of a Company related to the fishing industry in order to avoid shareholders dispute.

Spin off of Surverde SA in four companies in order to divide the assets of the family group for each member of the family.

Negotiation and acquisition of 25% of the shares of a Cable TV Company to avoid a shareholders dispute.

Acted as counsel to the shareholders of a tech start up Company for the incorporation of angel investors.