

## ADRIANA DUARTE DE CARVALHO

adricarva@yahoo.com.br

Rua Jacques Félix, 162 - Apt. 52  
04509-001 - São Paulo, SP, Brazil

Brazilian, age 43, married  
Phone: +55 11 98899-7088 mobile

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### GENERAL COUNSEL

CAREER DEVELOPED IN COMPANIES SUCH AS:

**SBT, WHIRLPOOL, SHERWIN-WILLIAMS, TIM AND EMBRATEL**

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### SUMMARY OF QUALIFICATIONS

- ✓ Management of the Compliance, Intellectual Property, Corporate, Labor and Tax areas (consulting, planning, litigation)
- ✓ Generalist experience in Business, Antitrust, Contract and Litigation Law
- ✓ Corporate restructuring processes, including mergers and acquisitions, litigation strategies, analyses of legal impacts resulting from new business and transactions (in Brazil and abroad)
- ✓ Forming and dissolution of joint ventures
- ✓ Management and development of multicultural teams, policies and procedures
- ✓ International experience and coordination of Legal areas in countries such as China, Slovakia, Italy, Colombia and Argentina

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### ACADEMIC BACKGROUND AND LANGUAGES

Graduate Course in Business Law - FGV/SP; 2006.

Graduate Course in Telecom Regulations - Universidade de Brasília/UnB; 2001.

Graduate Course in International Trade and Commerce - UC Berkeley Extension - CA; 1998.

Bachelor's Degree in Law - PUC/RJ; 1996.

Fluent English and Spanish.

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### PROFESSIONAL EXPERIENCE

#### **SBT – Sistema Brasileiro de Televisão**

Jun2014 – Present

##### ***General Counsel***

- Head of Legal reporting to the President of the Company
- Supervises a team of 18 people, acting as formal coach/advisor building a cohesive and high performance team.
- Restructured completely the legal department, mapping and optimizing internal and external flows, to maximize results and resources;
- Responsible for draft, revising and approving strategic contracts, supporting corporate legal projects;
- Leads action plans involving new legislation and litigation of the company
- Leads initiatives to reduce labor and civil liabilities;
- Defines strategy of the Company for its defense in claims before private and public parts;
- Provides legal consulting regarding commercial and business-development activities;
- Defined software and implement it for the management of contracts and litigation;
- Manages department's budget;
- Leads cross-functional process improving initiatives to better serve internal clients in all departments, seeking to increase efficiency, improve level of service and minimize corporate exposure.
- Leads antitrust Project for the creation of a company that will commercialize TV Channels

## **WHIRLPOOL**

Jun2008 – Jan 2014

### **Legal Director - Home Appliances Unit - São Paulo (06/2008 – 01/2014)**

*Responsible for the Corporate, Intellectual Property, Tax and Compliance Areas, as well as LATAM region, with a team of 20 professionals.*

- Managed legal and attorney activities in 47 countries in Latin America, Central America and Caribbean region;
- Participated in corporate restructuring operations, including M&A and joint ventures in Latin America
- Provided legal consulting regarding commercial and business-development activities;
- Restructured the legal area, mapping and optimizing internal and external flows, maximizing results and resources, reducing operating costs and expenses by roughly 40%;
- Lead action plans involving new legislation and litigation of the company
- Lead initiatives to reduce consumer and civil liabilities;
- Defined strategy of the Company for its defense in claims before private and public parts;
- Experience with cartel investigation, competition litigation/disputes and competition compliance programs/training;
- Managed department's budget

### **Legal Director - Compressors Unit - Embraco - Santa Catarina (08/2006 - 06/2008)**

*Responsible for the Legal area in Brazil, Italy, China, Mexico, United States and Slovakia.*

- International experience, implementing and managing multi-cultural and diverse legal teams in different countries;
- Participated in corporate restructuring operations, including M&A and joint ventures.
- Acted as legal counsel to company business areas, providing legal solutions.
- Experience with antitrust (including worldwide multi-jurisdictional investigations).

## **SHERWIN-WILLIAMS**

2004 - 2006

### **Manager**

- Prepared, negotiated and analyzed local and international contracts;
- Developed legal strategies related to international operations;
- Provided legal consulting to internal clients and interfaced with all business areas;
- Prepared corporate documents;
- Coordinated activities of outsourced law firms.

## **TRENCH, ROSSI E WATANABE, ASSOCIADO A BAKER & MCKENZIE**

2002 - 2003

### **Associate - Large Projects and Infrastructure - RJ and SP**

- Prepared, negotiated and analyzed local and international contracts;
- Developed legal strategies related to transnational operations;
- Provided recommendations and analyzed regulatory matters pertaining to the infrastructure sector;
- Serviced the client base, including local and foreign companies in the telecom sector;
- Provided legal support to power companies.

## **TIM BRASIL**

2001 - 2002

### **International Relations Coordinator - Rio de Janeiro (12/2001 - 04/2002)**

- Prepared, negotiated and analyzed local and international contracts;

- Was TIM Brazil's official representative for legal and regulatory affairs at GSM Association and GSMA South America.

**Senior Attorney - Regulatory and Interconnection Affairs (07/2001 - 12/2001)**

- Negotiated and analyzed interconnection, right of passage, satellite capacity and underwater cable contracts, among others;
- Prepared legal opinions regarding regulatory matters.

**INTELEG TELECOMUNICAÇÕES**

2000 - 2001

**Senior Attorney (Rio de Janeiro)**

- Specialized in contract law;
- Prepared legal opinions regarding regulatory matters;
- Worked on administrative litigation before Anatel.

**EMBRATEL**

1998 - 2000

**Attorney - Regulatory Affairs (Rio de Janeiro)**

- Specialized in regulatory law;
- Prepared and negotiated interconnection contracts and regulatory opinions;
- Worked on administrative litigation before Anatel;
- Developed, negotiated and analyzed contracts with local and international telecom companies, as well as suppliers and manufacturers.

**ESSO**

1995 - 1996

**Trainee (Rio de Janeiro)**

- Provided legal support to various company departments;
- Developed and analyzed contracts;
- Provided legal assistance in matters relating to antitrust, environmental, advertising and labor law.