

VITOR BUTRUCE

CAS Arbitrator

Commercial Law Professor
at the University of the State of Rio de Janeiro (UERJ)

Partner at BMA – Barbosa Müssnich Aragão Advogados

Rio de Janeiro - Brazil

Based in Rio de Janeiro, Vitor Butruce brings together advanced academic studies, a 20-year experience in commercial transactions and disputes, and an active role in some of the most relevant sports projects held in Brazil.

He holds a Ph.D. degree in Commercial Law by the University of São Paulo and a tenured position as Commercial Law Professor at the University of the State of Rio de Janeiro. He constantly advises major companies in M&A, commercial contracts and construction arbitrations, and has been part of notable projects in the technology and digital business areas. Providing advice on commercial contracts, arbitration, and litigation for football-related matters, his work is praised within the Brazilian football industry, being described at Chambers Global as "one of the most sophisticated lawyers in the field in Brazil". He is an active arbitrator at the Court of Arbitration for Sport in Switzerland and was the first chairman of the Brazilian National Dispute Resolution Chamber of the Brazilian Football Confederation (CNRD/CBF).

PROFESSIONAL ACTIVITIES

Partner at BMA - Barbosa Müssnich Aragão.

Joined the firm in 2003 and became partner in 2017. Head of the Research Department, advising complex corporate transactions and multidisciplinary projects of large scale. Solid experience in litigation and arbitration related to commercial contracts. Leads the main projects within the firm related to Sports Law. Acts in large scale projects on the Technology and Digital Business practice area

Commercial Law Professor at the University of the State of Rio de Janeiro (UERJ). Joined the University in September 2021 as substitute professor and became a tenured professor in May 2022. Teaches Corporate Law, M&A Contracts, and Insolvency Law

Private Law Professor at the Brazilian Institute for Capital Markets. Taught Contract Law between 2012 to 2017. Teaches Corporate Law and M&A Contracts since 2021

LANGUAGES

Portuguese (native), English, Italian, Spanish

RECOGNITION



Recognized by Chambers and Partners, Latin Lawyer 250 Elite and Leaders League

EDUCATION

Ph.D. in Commercial Law, University of São Paulo (2019). Thesis: "The design of contractual rupture in fixed-term contracts". Approved with maximum degree and recommendation for publication

Master's Degree, Private Law, UERJ (2009).

Thesis: "The exceptio non adimpleti contractus in the contemporary Brazilian Law: functions, requirements and limits of a right not to perform". Approved with maximum degree, summa cum laude

Bachelor of Laws, UERJ (2004)

EXPERIENCE IN DISPUTE RESOLUTION BODIES

Arbitrator at the Court of Arbitration for Sport (TAS/CAS), in Lausanne, Switzerland, since 2023

Arbitrator listed by the Brazilian Center for Mediation and Arbitration (CBMA)

First Chairman of the National Dispute Resolution Chamber of the Brazilian Football Confederation (CNRD/CBF) (July 2016-September 2022). Responsible for more than 1,200 commercial disputes related to the Brazilian football industry

Member of the 5th Disciplinary Commission of the Sports Justice Superior Court for Brazilian Football (STJD) (2012-2016)

PROFESSIONAL EXPERIENCE

Sports Dispute Resolution. He is an active arbitrator at the Court of Arbitration for Sport (TAS/CAS) in Switzerland, hearing cases on commercial contracts and international transfers of football players. He was the first chairman of the National Dispute Resolution Chamber of the Brazilian Football Confederation (CNRD/CBF), responsible for more than 1,200 football-related commercial disputes from October 2016 to September 2022. As the former Vice-President for Sports Law of the CBMA, he was responsible for the election of CBMA in 2017 as the independent arbitral institution to hear appeals on decisions of CBF's bodies.

Sports Disciplinary Matters. On the disciplinary side, Vitor acted as Secretary to the Brazilian Code of Sports Justice Reform Act, established under the Sports Law Studies Commission of the Ministry of Sports in 2009. He also acted as Member of the 5th Disciplinary Commission of the Sports Justice Superior Court for Brazilian Football (STJD) from 2012 to 2016, and was an active part of the STJD's defense team in a series of CAS cases that established the limits of CAS' jurisdiction over disciplinary cases regarding Brazilian football, chief among them the landmark *Dodô Case*, which was heard by the Swiss Federal Tribunal.

Commercial Arbitration and Litigation. Vitor renders legal opinions and participates actively in commercial litigation and arbitration projects. Acted in notable cases in the following practice areas:

- Sports-Related Commercial Litigation and Arbitration. Advised CBF in litigation related to the commercialization of TV rights of the Brazilian National Football team's matches. Advised one of the main investors in economic rights of football players in the Brazilian market in a largescale domestic commercial arbitration against one of the top Brazilian football clubs. Between 2020 and 2021, he assisted the successful renegotiation and termination of a complex BRL 1.2 billion pay-tv broadcasting deal with eight of the top-flight Brazilian football clubs.
- M&A and Corporate Law. Experience in litigation and arbitration cases involving share purchase agreements, discussions concerning price adjustment mechanisms, breaches of representations and warranties, and indemnification clauses.
- Construction. Advises disputes within major construction projects, particularly discussions concerning damages, limitation of liability clauses, contract interpretation and risk allocation in EPC projects.

• Technology and Digital Business. Advises some of the major digital platforms present in Brazil in the mobility, lodging and education businesses. Chief among them, he represented Airbnb in a landmark case heard by the Superior Court of Justice that recognized the validity of the company's business model in accordance with the Brazilian Lease Law.

Transactional and Multidisciplinary Projects. Vitor has a 20-year experience in highly complex matters, ranging from corporate transactions and high-value multidisciplinary projects to succession disputes.

- Sports Major Events. Vitor had an active role in the legal structuring of the 2014 FIFA World Cup in Brazil, acting as one of the legal managers of the Local Organizing Committee. He is still responsible for the remaining litigation matters related to 2014 FIFA World Cup in Brazil chief among them a series of public lawsuits filed by the Public Prosecution Service seeking restitution of more than BRL 1 billion spent in the installation of temporary structures by public stadiums owners.
- M&A Deals. Vitor collaborates with the M&A team in reviewing complex aspects of transactions during their negotiation, having participated in the operation for the sale of control of the corporation created by Coritiba Football Club in the context of its judicial reorganization, which was awarded Private Equity Deal of the Year by Latin Lawyer in 2024.
- Commercial Contracts. He works on the review and planning of commercial and operational contracts for clients in various industries, including the sharing of distribution lines, transitions in production flow models, and the creation of contractual models for service companies.
- Technology and Digital Business. Advises digital platforms on revising terms of service and launching new products, and advises non-tech clients on digitization projects.
- Succession Planning and Disputes. Vitor
 works on projects related to the succession
 planning of large estates, whether in the
 creation of succession structures, the
 drafting of wills or in negotiations or
 disputes related to open successions,
 having participated in succession disputes
 involving some of the largest estates in
 Brazil in the last 10 years.
- Crisis Management. He works on multidisciplinary projects involving the management of major crises, such as projects involving major environmental accidents or crises involving the management of the relationship between large digital platforms and their user bases.

AFFILIATIONS

- Registered Member of the Brazilian Bar Association (OAB) in Rio de Janeiro, São Paulo and in the Federal District
- Member of the International Bar Association (IBA)
- Member of the Instituto de Direito Privado (IDiP - Private Law Institute)
- Member of the Association Internationale des Avocats du Football (AIAF – International Association of Football Lawyers)
- Member of the Sociedade Brasileira de Direito Desportivo (SBDD - Brazilian Society for Sports Law)
- Member of the Special Committee for Sports Arbitration of the CBMA

MAIN PUBLISHED WORKS

Book chapters and articles in legal journals (Commercial Law and Private Law)

- BUTRUCE, V. As cláusulas de opção de compra (call option) e venda (put option) de participação societária como mecanismos de design contratual nas operações de M&A: notas a partir da experiência judicial e arbitral brasileira. São Paulo: Quartier Latin, p. 811-877, 2024 [Free translation: Call option and put option clauses as mechanisms for contract design in M&A transactions: notes from the Brazilian judicial and arbitral experience].
- BUTRUCE, V. Anotações sobre a alienação de marcas na falência. Direito Empresarial: 20 anos do Ibrademp. São Paulo: Quartier Latin, p. 473-514, 2024 [Free translation: Notes on the sale of trademarks in bankruptcy].
- ALVES, A. F. A.; BUTRUCE, V.
 Apontamentos sobre a jurisprudência
 recente do STJ acerca da retirada
 imotivada de sócio na sociedade limitada
 de prazo indeterminado. Revista Semestral
 de Direito Empresarial, v. 31, p. 95-144,
 2022 [Free translation: Notes on the recent
 case law of the STJ on the unmotivated
 withdrawal of partners in limited liability
 companies with indefinite term].
- ALVES, A. F. A.; BUTRUCE, V. A recuperação judicial de clubes de futebol na Lei nº 14.193/2021: notas à luz do caso do Coritiba FC. Revista Jurídica Unicuritiba, v. 71, p. 648-690, 2022 [Free translation: The judicial reorganization of football clubs in Law No. 14,193/2021: notes in light of the Coritiba FC case].
- ALVES, A. F. A.; BUTRUCE, V. A recuperação judicial e o Regime

- Centralizado de Execuções (RCE) dos clubes de futebol previsto na Lei nº 14.193/2021: análise comparativa. Revista de Direito Empresarial, v. 3, s. 19, p. 147-179, 2022 [Free translation: Judicial reorganization and the Centralized Claims Execution System (RCE) for football clubs provided for in Law No. 14,193/2021: a comparative analysis].
- BUTRUCE, V. Alienação de marcas na falência: anotações a partir do leilão das marcas Daslu. In: H. H. Barboza et al. (org.). Empresa e Atividades Econômicas. Rio de Janeiro: Processo, p. 201-238, 2022 [Free translation: Sale of trademarks in bankruptcy: notes from the auction of the Daslu trademarks].
- BUTRUCE, V. Princípios do design contratual: uma nova semântica para as disputas relativas aos contratos empresariais. In: Henrique Barbosa; Jorge Cesa Ferreira da Silva. (Org.). A evolução do Direito Empresarial e Obrigacional: os 18 anos do Código Civil. v. 2, p. 43-88, 2021 [Free translation: Principles of contract design: a new semantics for business contract disputes].
- BUTRUCE, V. Direito a não cumprir: notas sobre o perfil funcional da exceção de contrato não cumprido. In: Anderson Schreiber et al. (Org.). Problemas de Direito Civil: Homenagem aos 30 anos de cátedra do Professor Gustavo Tepedino, p. 501-525, 2021 [Free translation: Right not to perform: notes on the functional profile of the exceptio non adimpleti contractus].
- BUTRUCE, V. A assinatura de documentos no contexto da covid-19: validade, força probante e eficácia executiva dos contratos eletrônicos. Brasília: OAB, 2020 [Free translation: The execution of documents in the context of covid-19: validity, evidential value, and enforceability of electronic contracts].

Book chapters and articles in legal journals (Sports Law)

- BUTRUCE, V. Disputas contractuales involucrando a agentes de fútbol: lecciones para el mercado de transferencias internacionales a la luz de la jurisprudencia de la CNRD brasileña. Anuario de Derecho Deportivo, Uruguay, v. 4, p. 229-256, 2024.
- BARRACCO, R. P.; BUTRUCE, V. Reflections on the Impact of the Diarra Case on the Domestic Transfer Market of Brazilian Football. Football Legal, v. 21, p. 87-95, 2024.
- BUTRUCE, V. Contractual disputes involving football agents: lessons for the international transfer market in light of the Brazilian NDRC case-law. Football Legal, v. 19, p. 212-226, 2023.
- BUTRUCE, V.; FACHADA, R. T. International transfer ban and insolvency proceedings

- involving Brazilian clubs: the case of the Centralized Claims Execution System under the Brazilian Football Corporations Law. Football Legal, v. 17, p. 36-42, 2022.
- BUTRUCE, V. L'agent sportif dans la jurisprudence de la CNRL brésilienne. In: Les transferts des sportifs dans un monde globalisé. Paris: LexisNexis, p. 55-65, 2021 [Free translation: The sporting agent in the case law of the Brazilian NDRC].
- BUTRUCE, V. Building an institution within sports arbitration: the first four years of the Brazilian National Dispute Resolution Chamber. Football Legal, v. 14, p. 227-237, 2020.
- BUTRUCE, V. Das penalidades (arts. 170-190). In: Paulo Cesar Gradela Filho et al. (Org.). Código Brasileiro de Justiça Desportiva Comentários à Resolução CNE 29, de 10.12.2009. Curitiba: Juruá, p. 209-238, 2012 [Free translation: Sanctions (articles 170-190 of the Brazilian Code for Sports Justice)].
- MÜSSNICH, F. A. M.; BUTRUCE, V. Ato desleal, ato hostil, jogada violenta e agressão física no futebol brasileiro: as infrações relativas à disputa de partidas na reforma do CBJD. In: Guilherme Augusto Caputo Bastos. (Org.). Atualidades sobre direito esportivo no Brasil e no mundo. Brasília: TST, v. 2, p. 199-228, 2010 [Free translation: Disloyal act, hostile act, violent play and physical aggression in Brazilian football: the infractions related to the dispute of matches in the CBJD reform].
- BUTRUCE, V. Anotações sobre o art. 58-B do CBJD: limites da Justiça Desportiva perante a autoridade disciplinar do árbitro no futebol brasileiro. In: Luis Geraldo Lanfredi. (Org.). Direito Desportivo Sistêmico. São Paulo: Quartier Latin, v. 2, p. 997-1006, 2010 [Free translation: Notes on art. 58-B of CBJD: limits of the Sports Justice before the disciplinary authority of the referee in Brazilian football].
- BUTRUCE, V. Considerações sobre o procedimento de dosimetria da pena no Código Brasileiro de Justiça Desportiva. In: III Encontro Nacional sobre Legislação Esportivo-Trabalhista, 2010, Brasília. Atualidades sobre direito esportivo no Brasil e no mundo. Brasília: TST, v. 2, p. 421-437, 2010 [Free translation: Considerations on the procedure for fixation of sanctions in the Brazilian Code of Sports Justice].
- MÜSSNICH, F. A. M.; BUTRUCE, V. Ato desleal, ato hostil, jogada violenta e agressão física no CBJD: apontamentos sobre as infrações dos atletas no futebol brasileiro. In: Guilherme Augusto Caputo Bastos. (Org.). Atualidades sobre direito esportivo no Brasil e no mundo. Dourados: Seriema, p. 137-151, 2009 [Free translation: Disloyal act, hostile act, violent play and physical aggression in CBJD: notes on the

infractions of athletes in Brazilian football.

Articles in newspapers and interviews

- VITAL, Danilo. 3ª Turma do STJ vai julgar proibição de locação via Airbnb por condomínio. Conjur, September 20, 2021 [Free translation: 3rd Panel of STJ will judge the prohibition of Airbnb rental by condominiums].
- BRIGATTI, Fernanda. Prédios mudam regimento e criam 'check list' para manter aluguéis tipo Airbnb. Folha de São Paulo, July 30, 2021 [Free translation: Condominiums change bylaws and create 'check list' to keep Airbnb-type rentals].
- VITAL, Danilo. Interview: Vitor Butruce, Airbnb's attorney. Conjur, May 5, 2021.
- RIBAS, Raphaela. STJ diz que condomínio pode proibir aluguel de imóvel por Airbnb. Entenda por que tema divide vizinhos. Globo.com, April 20, 2021 [Free translation: STJ says condominiums can prohibit rental of property by Airbnb. Understand why the issue divides neighbors].
- LEORATTI, Alexandre. STJ decide que condomínio pode proibir locações via Airbnb. Jota, April 20, 2021 [Free translation: STJ decides that condominiums can prohibit rentals via Airbnb].
- BUTRUCE, V.; ABBUD, A. A. C. Covid-19: o valor da história para a guerra contra a insegurança jurídica. Estadão - Blog do Fausto Macedo, March 27, 2020 [Free translation: Covid-19: the value of history in the war against legal uncertainty].

MAIN LECTURES AND CLASSES

Classes at Post-Graduation Courses (Commercial Law and Private Law)

- Research Group on "Contemporary Commercial Contracts: Contract Design" in the Post-Graduation Program of UERJ, during the 2nd semester of 2024.
- "Contemporary problems of judicial reorganization", class given in the Fundação Getúlio Vargas' LL.M in Corporate Law and Capital Markets on October 30, 2024.
- "Law No. 14.193/20, the Brazilian Football Corporations Law", class given in the Lato Sensu Post-Graduation Course in Business Law of the Center for Studies and Research in Law Teaching (CEPED/UERJ) on April 9, 2022 and September 16, 2024.
- Course "Contemporary Commercial Contracts" in the Post-Graduation Program of UERJ, during the 1st semester of 2024.
- "Corporate litigation in the context of football corporations", class given to students of the Academic Corporate Law

- League of the Federal University of Rio de Janeiro on June 26, 2024.
- "Penalty clauses and contractual liability in IP contracts", class given in the LES Brasil course "Industrial Property Contracts: a vision beyond IP" on June 12, 2023 and June 12, 2024.
- "IP contracts and questions involving applicable law, choice of forum and arbitration", class given in the LES Brasil course "Industrial Property Contracts: a vision beyond IP" on June 10, 2023, and June 10, 2024.
- Course on "Securities Market Law and Economic Development", in collaboration with Professor Mauricio Moreira Menezes, in the Post-Graduation Program of UERJ, during the 2nd semester of 2023.
- "The question of the contract design", class given in USP Post-Graduation Program's course "Business Contracts and the Market: a theoretical-dogmatic investigation" on April 26, 2019, May 7, 2021, and October 6, 2023.
- "Self-declaration of bankruptcy", class given in the Lato Sensu Post-Graduation Course in Business Law of the Center for Studies and Research in Law Teaching (CEPED/UERJ) on October 17, 2023.
- "Transfer of assets between enterprises in its different formats", class given in the Lato Sensu Post-Graduation Course in Business Law of the Center for Studies and Research in Law Teaching (CEPED/UERJ) on July 17, 2023.
- Course on "Applied Corporate Law", in collaboration with Professor Mauricio Moreira Menezes, in the Post-Graduation Program of UERJ, during the 1st semester of 2023.
- "Contracts involving IP", class given in the Extension Course in Intellectual Property offered by the Magistrates' School of the State of Rio de Janeiro, on October 24, 2022.
- "Data protection in commercial contracts, M&A and corporate transactions", class given in the course "Privacy and Data Protection" offered by the Brazilian Association of Intellectual Property (ABPI), on June 8, 2021 and July 7, 2022.
- "The Centralized Claims Execution System regulated by the Brazilian Football Corporations Law", class given to the students of the Post-Graduation Program of UERJ on April 11, 2022.

Main lectures at other events (Commercial Law and Private Law)

 "Call option and put option clauses as mechanisms for contract design in M&A

- transactions", lecture given in Ibmec Law School, Belo Horizonte, on November 21, 2024.
- "Litigation involving digital platforms", lecture given in the "II Congress of Digital Law, Market and New Technologies", organized by UERJ in collaboration with the Federal University of Santa Catarina, on November 14, 2024.
- "Football corporations and judicial reorganization of football clubs", lecture given in the event "I Commercial and Procedural Law Congress" organized by UERJ in collaboration with the Federal University of Paraná, on September 13, 2024.
- "Football corporations", lecture given in the "II Commercial Law Congress of the Federal District", on August 15, 2024.
- "Jurisdictions in sport: practical challenges of their systematization", lecture given in the VII International Arbitration Congress of the CBMA, on August 8, 2024.
- "The design of commercial contracts", lecture given in the event "II Contemporary Themes on Commercial Law" organized by UERJ in collaboration with the Brazilian Lawyers Institute, on April 9, 2024.
- "Football corporations: business crisis and concrete cases", lecture given in the event "Contemporary themes on Commercial Law", organized by UERJ in collaboration with the Brazilian Lawyers Institute, on November 8, 2023.
- "Commercial contracts and sectorial arbitration: a mosaic of experiences", lecture given in the 22nd International Arbitration Congress of the Brazilian Center for Arbitration (CBar), on September 14, 2023.
- "M&A Mergers and acquisitions", lecture given to students in the II UERJ Law School Week, on April 13, 2023.
- ICC Brazil Arbitration Committee, Debate on Sports Arbitration with Massimo Coccia, Daniel Cravo and Bichara Abidão, held on November 11, 2022.
- "Judicial review of arbitral awards", class given in the course "Practical Course of Sports Arbitration" of the Practical Course of Arbitration (CPA) taught in September 2022.
- "Design of M&A Agreements", class given in the course "Practical Course of Mergers and Acquisitions" of the Practical Course of Arbitration (CPA) taught in April 2022.
- "Pricing clauses on M&A Agreements", class given in the course "Applied Civil Law: M&A Disputes" of the Practical Arbitration Course (CPA), on February 26, 2022.

Classes at Post-Graduation Courses (Sports Law)

- "The international dispute resolution model of football (FIFA/CAS)", class given in the Extension Course in Sports Law offered by the Law Department of PUC-Rio, on November 7, 2024.
- "The financial reorganization mechanisms for football clubs", class given in the Extension Course in Sports Law offered by the Law Department of PUC-Rio, on October 10 and 12, 2024.
- "Dispute Resolution and Arbitration in Sport (CNRD, CBMA, CAS)", class given in the Extension Course in Sports Law -Module I, offered by the Law Department of PUC-Rio, on May 7, 2022.
- Closing class of the 2nd class of the Football Intermediaries Training Program, organized by the CBF Academy, given on July 26, 2021.
- "The role of the legal department in a sports association", class given in the Strategy and Finance Training in Football Course, organized by the CBF Academy, on April 12, 2021.
- "Dispute Resolution and Arbitration in Sport (CNRD, CBMA, CAS)", class given in the Extension Course in Sports Law -Module I, offered by the Law Department of PUC-Rio, on November 24, 2020.
- "Associative resolution of football disputes: CNRD' 2020 retrospective", introductory class of the Football Intermediaries Training Program, organized by the CBF Academy, given on November 17, 2020.
- "Dispute Resolution and Arbitration in Sport (CNRD, CBMA, CAS)", class given in the Extension Course in Sports Law -Module I, offered by the Law Department of PUC-Rio, on August 10, 2019.
- "Relevant legal aspects of the sports industry", class given in the Specialization Course in Intellectual Property, Entertainment Law and Media, organized by ESA OAB/SP, on September 26, 2017.
- "Application of international standards in national disciplinary cases", class given in the Postgraduation Course in Sports Law of ESA OAB/SP, on October 13, 2015.

Main lectures at other events (Sports Law)

- "Impact on the domestic level of the Diarra Case", lecture given in the event "Diarra Case, regulation and transfer market", organized by the USP Law School in collaboration with Jean Moulin Lyon 3 Law School, on November 14, 2024.
- "The Court of Arbitration for Sport in practice", short duration course given with

- Roberto de Palma Barracco, Lia Yokomizo and Vitor Ido, organized by the Fundação Arcadas (in connection with USP Law School), on October 22 and 23, 2024.
- "Dispute resolution through arbitration", lecture given in the event "National Forum of Sports Lawyers" organized by OAB/ES, on August 23, 2024.
- "Arbitration and sports", lecture given to UERJ students in the event "I Symposium of Arbitration Law", organized by the Research Group on Arbitration of UERJ Law School, on June 20, 2024.
- "Disputes involving football agents", lecture given in the event "Dispute resolution in football: transnational perspective", organized by the USP Law School in collaboration with Jean Moulin Lyon 3 Law School, on April 10, 2024.
- "La Cámara Nacional de Resolución de Disputas de la CBF", lecture given in the event "Futbol y Derecho: Il Jornadas Marplatenses de Derecho Deportivo", in Mar Del Plata, in December 2019.
- "CNRD's current decisions", participation in the IV Law and Football Workshop, organized by the CBF Academy, and Roundtable with Dr. Cristiano Caús and Dr. João Nogueira da Rocha, on November 7, 2019.
- "The resolution of disputes in sport from the perspective of football", lecture given at the III Workshop Law and Football, organized by the CBF Academy, on November 24, 2018.
- "Arbitration and mediation in football", lecture given in the II Workshop on Law and Football of CBF, on October 7, 2017.
- "CBMA, CNRD, CRL, CAS, FIFA, STJD, TJD-AD: basics on dispute resolution
 mechanisms in Brazilian football", class
 given at the Workshop "Arbitration in
 Sports Law: the new system of dispute
 resolution in Brazilian football", organized
 by the CBMA, on May 31, 2016.

For a complete list of publications, lectures, and participation in events, see the full academic curriculum at this <u>link</u>.