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FOCUS AREAS

Securities Fraud

Global

Shareholder
Litigation

Direct & Opt-Out

Fiduciary

Arbitration

SecuritiesTracker™

Corporate
Governance &
M+A

Healthcare Impact
& Consumer
Protection

Whistleblower

EDUCATION

Brandeis
University
B.A. with honors

The George
Washington
University Law

Stuart L. Berman has opened doors for victims of securities fraud to pursue recoveries around the world. In his securities litigation practice, Stu actively counsels institutional investors on filing lawsuits in jurisdictions outside the United States for billions of dollars for investors worldwide.

The Firm's global litigation focus first began around 2009 through Stu's role in representing European institutional investors in a class settlement with Royal Dutch Shell in the Netherlands—the first class settlement approved under Dutch law. Stu has also represented investors in shareholder actions against companies in the Netherlands (Fortis), Germany (VW and Porsche), France (Elf Aquitaine), Australia (BHP Billiton), Portugal (BES) and the United Kingdom (Royal Bank of Scotland).

A well-known authority on global litigation and portfolio monitoring, Stu actively engages with institutional investors to help them manage their investments made in the United States and abroad. Through Kessler Topaz's proprietary Securities Tracker™, the firm's institutional clients are able to quickly review and analyze potential claims anywhere in the world. Stu's experience allows him to advise clients on their fiduciary responsibilities and guide them on how best to pursue and recover assets lost to fraud. Stu's experience in securities litigation also allows him to determine when there is the right combination of facts, law and source of recovery to warrant a class action.

In actions brought in the United States, Stu has been instrumental in representing numerous institutional investors in the class certification process in high-profile class actions. He also has represented institutional clients around the world in actions against companies such as Petrobras, Merck and Vivendi.

Stu is a frequent speaker and panelist at investor meetings and conferences around the world on topics such as the importance of monitoring portfolios, the role of fiduciaries in protecting shareholder rights, and the importance of monitoring portfolios and analyzing shareholder claims on behalf of investors. Stu is a partner at Kessler Topaz Meltzer & Check, LLP.

Current Cases

- Banco Espirito Santo (Portugal)

The Firm is representing and funding a group of institutional investors who hold senior debt of Banco Espirito Santo, S.A. of Portugal. The action is an administrative challenge against the Bank of Portugal's December 29, 2014 decision to grant a license to Novo Banco S.A. back to the now defunct Banco Espirito Santo. When Banco Espirito Santo collapsed, it sold its banking assets to Novo Banco, and transferred all assets and some bonds to Novo Banco. On December 29, 2014, the Bank of Portugal granted a license to Novo Banco S.A. to operate as a bank.

School
I.D.

ADMISSIONS

Pennsylvania

New Jersey

USDC, District of
New Jersey

USDC, Eastern
District of
Pennsylvania

USDC, Eastern District of Wisconsin

USCA, Second Circuit

Circuit

Circuit

worth of bonds from Novo Banco (which has assets) back to Banco Espírito Santo (which has no assets). The result is that bondholders lost at least 90% of the value of their bonds. This case is ongoing.

- BHP Billiton Limited (Australia)

The Firm is representing and funding a number of institutional investors in securities litigation in Australia against BHP Billiton, its executives. BHP is an Australian-headquartered, multi-national company that serves as the world's largest iron ore company. The case against BHP alleges that BHP knew or should have known as early as 2013 that the tailings dam at the Germano iron ore mine in Brazil would collapse (which it ultimately did on November 5, 2015, killing 19 people, destroying a village, killed 19 people, and caused permanent environmental damage). The Firm, its partners and its associates, After entertaining carriage motions, the Australian court ultimately ordered the Firm's group to serve

- Deutsche Postbank (Germany)

The Firm is representing and funding a number of institutional investors in securities litigation in Germany. In September 2008, Deutsche Bank entered into an agreement with Deutsche Post to acquire Deutsche Post's 20% ownership shares (or 1.25 billion shares) of Deutsche Postbank, one of Germany's largest banks and financial service providers. The cross-shareholding violated German law (which requires that a mandatory tender offer be made once an acquirer crosses the 30% threshold of shares of a target company that the acquirer is seeking to acquire) because it did not issue a public tender offer for shares of Deutsche Postbank under German law. Deutsche Bank delayed making the tender offer until after the purchase price to Deutsche Post. By delaying the tender offer, Deutsche Bank benefitted from market conditions that were significantly lower than the price would have been had it made a timely tender offer. The facts leading to the litigation include separate appraisal action proceedings brought by the German investor Effecten-Spiegel AG against Deutsche Bank. The Firm's counsel filed two waves of complaints on behalf of institutional investors: one on April 3, 2017, and the second on August 2, 2017.

- Mitsubishi Motors Corporation (Japan)

The Firm is representing and funding a number of institutional investors in a securities case in Tokyo against Mitsubishi arises from Mitsubishi's April 20, 2016 revelation that it had falsely reported the financial results to Japanese regulators since 2013. In late June of 2017, Kessler Topaz, its partners, and Japanese counsel are representing institutional investors. The case is ongoing.

- Nissan Motors Corporation (Japan)

The Firm is representing and funding over 100 institutional investors in securities litigation in Japan and the U.S. against Nissan. On November 19, 2018, Nissan's former Chairman and CEO, Carlos Ghosn, was arrested in Japan over allegations of financial wrongdoing. An internal investigation at Nissan found not only the financial wrongdoings of Ghosn and other executives, but also significant imbalances and other ineffective corporate governance measures at Nissan over a period of many years. The lack of adequate internal measures also resulted in the Company violating Japanese securities and trading laws. On June 22, 2020, the Firm and its local Japanese lawyers filed the first wave complaint and class action on behalf of investors.

- Petrobras (Petróleo Brasileiro S.A.) (Brazil)

Kessler Topaz and its partners are representing and funding nearly 100 institutional investors in an arbitration proceeding before the International Arbitration Chamber of Brazil. The arbitration stems from the largest corruption scandal in Brazilian history. The “Car Wash” (Lava Jato) investigation revealed that former executives of Petrobras, the Brazilian state-run energy company, had taken millions of dollars in bribes to line their own profit and to pay bribes and kickbacks to politicians. The arbitration is ongoing.

- Toshiba Corporation (Japan)

The Firm is representing and funding a number of institutional investors in securities litigation in Tokyo against Toshiba arises from a series of disclosures Toshiba made beginning on April 3, 2015 regarding led to a ¥38 billion net loss for FY 2014/2015 and a revision of its pre-tax profit figures dating back to a complaint on behalf of a large group of investors in late March of 2017. The case is ongoing.

- Vivendi Universal, S.A. (France)

The Firm is representing and funding a number of institutional investors in a direct action in Paris, France against Vivendi SA and its chairman, Arnaud Messier (Vivendi's former CEO) arising from the facts tried in the securities class action *In re Vivendi U.S. Securities Litigation* in New York. We represent investors who purchased Vivendi's securities on the Paris Bourse and whose claims were dismissed by the Supreme Court's decision in *Morrison*. A trial has recently concluded and we await a ruling from the Court.

- Volkswagen AG (Germany)

Kessler Topaz is currently representing and funding a group of over 500 institutional investors in securities class actions against Volkswagen AG and its subsidiary, Porsche concerning Volkswagen's "dieselgate" emissions scandal that caused substantial monetary damages. The Firm, its partners, and German counsel filed three separate group complaints between March 2016 and August 2017, seeking damages on behalf of investors who purchased Volkswagen's securities in Germany. Altogether the Firm's group is the largest group of investors pursuing action against Volkswagen in Germany. The total claims filed in Germany against Volkswagen are being adjudicated in the "KapMuG" model case proceedings in the Federal Court of Justice ("Bundesgericht") and the court appointed Deka Investments, one of the plaintiffs in our group of over 500 investors, to utilize the KapMuG model case proceedings in order to make a determination on common issues of law and fact against Volkswagen. The parties are currently exchanging briefing and oral hearings are ongoing.

Settled

- Fortis Bank

In a case arising out of the subprime mortgage crisis, Kessler Topaz, on behalf of a number of large institutional investors, filed a securities class action against Fortis Bank N.V. and its successor companies BNP Paribas and Ageas NL for fraud in connection with the company's acquisition of ABN Amro Holding NV (ABN Amro). Our lawsuit alleged that Fortis misrepresented the value of its collateralized debt obligations and related mortgage-backed securities, and the extent to which the decision to acquire ABN Amro justified the merger. The merger was completed in 2007, but Fortis encountered financial difficulties and broke up in the fall of 2008. Its investors lost as much as 90% of their investment. The case survived rigorous jurisdictional challenges in the Netherlands Court of Appeals, and proceedings were settled in 2012. The parties successfully negotiate a \$1.1 billion multiparty settlement (including other plaintiff groups in the Netherlands and Germany) that was the largest settlement in Europe to date. Because of the Dutch procedural mechanism for collective settlements, all investors, including also those who had not participated in lawsuits against the company, were eligible to file a claim. However, Kessler Topaz's clients and other investors who had directly pursued litigation against the company received settlement payouts more than a year before other eligible Fortis investors.

- Kraft Heinz Company

Case Caption: *In re Kraft Heinz Sec. Litig.*

Case Number: 1:19-cv-01339

Court: Northern District of Illinois

Judge: Honorable Jorge L. Alonso

Plaintiffs: Sjunde AP-Fonden, Union Asset Management Holding AG, Booker Enterprises Pty Ltd.

Defendants: The Kraft Heinz Company, Bernardo Hees, Paulo Basilio, David Knopf, Alexandre Bégin, 3G Capital, Inc., 3G Global Food Holdings, L.P., 3G Global Food Holdings GP LP, 3G Capital, Inc., 3G Capital Partners Ltd

Overview: In January 2023, the parties agreed to resolve this securities fraud class action in its entirety. The case arose out of Defendants' misstatements regarding the Company's financial position, including the sustainability of the Company's margins, and the success of recent cost-cutting strategies by Kraft Heinz. Kraft Heinz is one of the world's largest food and beverage manufacturer and produces well-known brands such as Maxwell House, and Velveeta. The Company was formed as the result of the 2015 merger between Kraft Foods Group, Inc. and Heinz North America, Inc. That merger was orchestrated by the private equity firm 3G Capital ("3G") and Berkshire Hathaway, Inc. ("Berkshire"). 3G sought to reduce costs from the legacy companies. 3G is particularly well-known for its strategy of buying mature companies and cutting costs using "zero-based budgeting," in which the budget for every expenditure begins at \$0 with increasing costs. Plaintiffs alleged that Kraft misrepresented the carrying value of its assets, sustainability of its margins, and the success of its cost-cutting strategy in the wake of the 2015 merger. During the time that Kraft was making these misrepresentations, Kraft's private equity sponsor, 3G Capital, sold \$1.2 billion worth of Kraft stock.

On February 21, 2019, Kraft announced that it was forced to take a goodwill charge of \$15.4 billion to reflect the decline in the value of its assets.

brands—one of the largest goodwill impairment charges taken by any company since the financial crisis. Kraft also announced that it would cut its dividend by 36% and incur a \$12.6 billion loss for the fourth quarter of 2012, not only due to the write-down, but also by plunging margins and lower pricing throughout Kraft's core business. In response, Kraft concealed and “push[ing] forward” the “bad news” and characterized the Company's industry-leading financial results as “solid.” Heightening investor concerns, Kraft also revealed that it received a subpoena from the U.S. Securities and Exchange Commission (SEC) in 2011, which the Company determined to take this write-down and was conducting an internal investigation relating to the Company's accounting and procurement division. Because of this subpoena and internal investigation, Kraft was also forced to take a write-down of its goodwill accounting practices. Plaintiffs alleged that because of the Company's misrepresentations, the price of Kraft's stock fell during the Class Period.

- **Olympus Corporation**

Obtained an 11 billion yen (\$92 million) settlement in an action filed in Japan over an accounting violation, which was the largest ever in that country, if not the largest.

In 2011, former Olympus CEO and whistleblower Michael Woodford revealed that Olympus had engaged in a massive scheme of accounting fraud, including sham transactions, many of which involved “paying” exorbitant fees for financial advice. Olympus' board of directors and several of its executives pled guilty to the fraud. We represented defrauded shareholders in proceedings to recover damages for the violation of their rights under Japanese Company Law. Following a two-day mediation, we reached a settlement.

- **Royal Bank of Scotland**

Recovered £267 million on behalf of a group of institutional investors who participated in the Group of Thirty (G30) investigation of Royal Bank of Scotland (RBS). The entire G30 settled for approximately £900 million. At the time it was the largest securities settlement in UK history.

Working with UK counsel, we represented a group of institutional investors in a UK case alleging that RBS had lied about the value of its subprime-related assets, collateralized debt obligations, and the inflated value of its assets in connection with the 2008 financial crisis. The case was completed in June 2008. Just months later, in September 2008, RBS failed and had to be bailed out by the UK government. The shares in the Rights Offering lost nearly 90 percent of the value of that investment. Our clients, along with which we worked closely, lost billions in connection with the Rights Offering purchases and sales. RBS, which reported full-year net loss for 2008, represented the largest loss ever for a UK-based company and the largest loss for a bank in history. After the initial September 2008 bailout, the UK government bailed out RBS on two subsequent occasions.

- **Royal Dutch Shell**

On behalf of investors in European-based shares of Royal Dutch Shell, recovered more than \$350 million in damages for the company's announced re-categorizations and/or restatement of certain oil and gas reserves.

The settlement was the first of its kind under Dutch law and arguably began the trend of bringing class actions against oil and gas companies around the globe.

- **Theodoros Adamakopoulos and Others v. Republic of Cyprus, International Centre for the ICSID**

Kessler Topaz is co-counsel in an investment treaty arbitration on behalf of nearly 1000 claimants against the Republic of Cyprus, before the International Centre for the Settlement of Investment Disputes (“ICSID”).

Claimants, nationals of Greece and Luxembourg, were all depositors or bondholders of either Cyprus Popular Bank (Bank Laiki) or the Bank of Cyprus, and suffered substantial losses when their bonds/deposits were converted (in “B2B”) to the Cypriot financial crisis. Claimants allege that Cyprus violated its obligations under two bilateral investment treaties (BITs) between Cyprus and Greece (Cyprus-Greece BIT) and between Cyprus and Luxembourg (Belgo-Luxembourg Economic Union – Cyprus BIT). In response to the claims filed by the Claimants, Cyprus filed a defense. On February 7, 2020, in a 2-1 majority opinion, the ICSID Tribunal determined that it has proper jurisdiction to hear the case, that it involves claims by a number of claimants that is well in excess of most other mass ICSID arbitration cases, and that the case is not a “mass proceeding” under the ICSID Rules. The ICSID Tribunal will hear the case in 2021.

News

- October 1, 2020 - Kessler Topaz Meltzer & Check, LLP Once Again Included in the Benchmark Litigation's “Top 500 Litigation Firms”

Attorneys for 2021

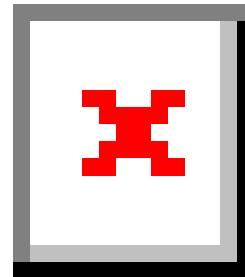
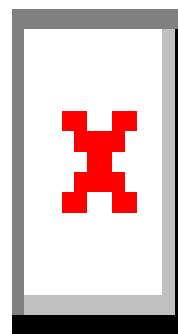
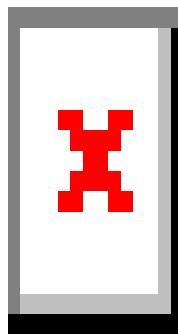
- February 12, 2020 - Groundbreaking ICSID Arbitration Decision
- September 24, 2019 - Kessler Topaz Meltzer & Check, LLP Once Again Included in the Benchmark and Attorneys for 2020
- May 8, 2017 - Kessler Topaz Again Named Class Action Litigation Department of the Year by The

Speaking Engagements

Stu is a frequent speaker at investor conferences and meetings in the United States and around the world. He has spoken at the Annual Meeting of the National Association of Public Employees Retirement Benefit Plans in Florence, The European Investment Roundtable in Barcelona, The Public Funds Symposium in Washington, D.C., The Pennsylvania Public Employees Retirement (PAPERS) Summit in Harrisburg, PA, In addition, Stu regularly speaks at the Firm's annual conferences for institutional investor clients at the NACD Annual Meeting in Amsterdam and Evolving Fiduciary Obligations of Pensions Plans in Washington, D.C.

Awards/Rankings

- Benchmark Litigation Star, 2019-2025
- Lawdragon 500 Leading Global Plaintiff Lawyers, 2024-2025
- Lawdragon 500 Leading Plaintiff Financial Lawyer, 2019-2025



Memberships

- American Bar Association

Community Involvement

Stu proudly supports and raises awareness and funds for the National Kidney Foundation.