

Annex 1
Clarification Request Template

[place], [●] of [●], 2018.

To

National Agency of Land Transportation - ANTT

Brasília, Distrito Federal, Setor de Clubes Esportivos Sul - SCES, lote 10, trecho 03,

Projeto Orla Polo 8, CEP 70200-003

Ref .: Sub-Concession Notice of Auction No. 02/2018 - Request for Clarification

Dear Mr,

[Citizen or Interested party] presents the following request for clarification regarding the **Notice of Auction**.

Question Number	Item	Clarification requested
1	Notice of Auction or Contract Item to which the clarification request refers to.	In form of a question, write the request for clarification clearly.
2	Notice of Auction or Contract Item to which the clarification request refers to.	In form of a question, write the request for clarification clearly.
N	Notice of Auction or Contract Item to which the clarification request refers to.	In form of a question, write the request for clarification clearly.

Regards,

[Signature of Citizen/Interested Party]

Responsible for contact: [●]

Phone Number: [●]

E-mail address: [●]

Annex 2

Qualification Documents

- 1 The **Qualification Documents**' Volume must begin with the General Documentation's Cover Letter, duly signed, as presented in **Annex 3** of this **Notice of Auction**.
- 2 Certificates that do not record their expiration date will only be accepted if they have been issued up to 90 (ninety) days before the **Envelope Receipt Date**, except the document indicated in item No.15, Table IV, that has a specific deadline.

I. Bidder's Legal Qualification

- 3 In the case of a legal entity, the **Bidder** must submit the following documents for its legal qualification:

Table I - Documents relating to legal qualification	
No.	Document
1	Constitutive Act and by-laws/social contract of the legal entity Bidder , as last amended on the corporate register or competent notary's office. If the last amendment to the by-laws/social contract does not consolidate the provisions of the current by-laws/social contract, the previous amendments containing such provisions must also be presented.
2	Minutes of in-office administrators election of the legal entity Bidder , duly filed in the corporate register or competent notary's office.
3	Up-to-date certificate of the legal entity Bidder , issued by the corporate registry or competent notary's office.
4	In the case of a foreign legal entity authorized to operate in the country, a decree of authorization and an act of registration or authorization for its operation, issued by the competent organ.
5	Any corporate authorizations and/or other authorizations of the internal bodies required under the terms of the by-laws/social contract of the legal entity Bidder to participate in the Auction Process .

- 4 In case of a complementary pension entity, the **Bidder** must submit, for its legal qualification, in addition to the documentation provided in Table I above, the following documents:

Table II - Complementary pension entity's additional documents related to its legal qualification	
No.	Document
6	Proof of express and specific authorization regarding the constitution and functioning of the complementary pension entity granted by the competent supervisory organ and a statement that the plans and benefits administered by it are not under liquidation or intervention by the National Superintendence of Supplementary Pension Office - Previc.

- 5 In the case of a financial institution, **Bidder** must submit, for its legal regularity, in addition to the documentation provided in Table I above, the following document:

Table III - Financial institution's additional document related to its legal qualification	
No.	Document
7	Proof that it is authorized to operate as a financial institution by the Central Bank of Brazil.

- 6 In the case of investment funds, the **Bidder** must submit, for its legal qualification, the following documents:

Table IV - Investment fund's documents related to its legal qualification	
No.	Document
8	Constitution Act with the last amendment filed before the competent body.
9	Manager's proof of hiring, if any, as well as of the in-office administrator's election.
10	Proof of registration of the investment fund before CVM.
11	Investment fund regulation (and any subsequent amendments, if any).
12	Proof of registration of the investment fund regulation before the competent Registry.
13	Proof that the investment fund is duly authorized to participate in the Auction Process and that its administrator may represent it in all acts and for all purposes of the Auction Process , assuming on behalf of the investment fund all the obligations and rights arising from the Auction Process .
14	Evidence of administrator's qualification and, if any, of the manager of the investment fund, in CVM.
15	Administrator and manager of the fund's negative certificate of bankruptcy, issued by the notary of distribution of the fund's headquarters, with no more than 60 (sixty) calendar days prior to the Envelope Receipt Date .

II. Economic and Financial Qualification of the Bidder

- 7 **Bidder** must present, as evidence of its economic and financial qualification, the following documents:

Table V – Economic and financial qualification’s documents	
No.	Document
16	<p>Negative certificate of bankruptcy, self-bankruptcy and judicial recovery issued by the judicial distributor (civil courts) of the Municipality’s district court where the company is based, with no more than 90 (ninety) days prior to the Envelope Receipt Date.</p> <p>In the case of a non-business corporation or other form of legal entity, a negative certificate issued by the judicial distributor of the civil courts in general (execution process) of the Municipality’s district court where the entity is based, with no more than 90 (ninety) days prior to the Envelope Receipt Date.</p>

III. Bidder Tax Regularity

- 8 **Bidder** must present, for the proof of its tax regularity, the following documents:

Table VI - Documents related to tax and labor regularity	
No.	Document
19	Evidence of registration in the National Registry of Legal Entities of the Ministry of Finance - CNPJ/MF, pursuant to Normative Instruction no. 1.634, of May 6, 2016, of the Federal Revenue Service of Brazil (RFB).
20	Certificate of regularity with FGTS [Government Severance Indemnity Fund for Employees], valid on the Envelope Receipt Date .
21	<p>Proof of tax regularity before the National Treasury, through the presentation of the following negative certificates, valid on the Envelope Receipt Date:</p> <ul style="list-style-type: none"> a. Joint certificate issued by RFB and by the Attorney General of the National Treasury (PGFN), regarding the taxes administered by RFB and the active debt of the Union administered by PGFN; and b. Debt negative certificate from the Secretariat of Social Security issued by the National Institute of Social Security - INSS. <p>In substitution for the certificates specified herein, Bidder may present the Debt Negative Certificate - CND of RFB, of the active debt of the Union and of INSS.</p>
22	Evidence of tax regularity before the state and municipal finance departments, all of domicile or headquarters of the Bidder , under presentation of Negative

Table VI - Documents related to tax and labor regularity	
	Certificates, issued with no more than 90 (ninety) days prior to the Envelope Receipt Date .
23	Proof of non-existence of defaulting debts before the Labor Court, by means of the presentation of a debt negative certificate, pursuant to Title VII-A of the Consolidation of Labor Laws, approved by Decree-Law No. 5.452, dated May 1 st , 1943.

- 9** In relation to the documents required in items 20, 21, 22 and 23 above, positive certificates with negative effects will be accepted.
- 10** If any certificate presented in accordance with the items in Table VI above is positive, or if the current situation of the debits is not recorded, evidence of discharge and/or certificates showing the updated situation of the lawsuits and/or administrative proceedings must be presented, dated no later than 90 (ninety) days prior to the **Envelope Receipt Date**.
- 11** Requests for certificates will not be accepted.

IV. Bidder Technical Qualification

- 12** Bidder must submit, for the proof of its technical qualification, the following documents:

Table VII - Technical qualification documents	
No.	Document
23	a. Indication of the professional(s) name(s) with university degree, who will be technically responsible for the Sub-Concession's (Qualified Professional) services execution, subjected to the provisions of item 12.1 below, and evidence of their registration(s) or enrollment(s) in the Regional Council of Engineering and Agronomy - CREA .
24	<p>a. Certificate of technical capacity, provided by legal or public legal entities registered in CREA, which proves the experience of the Qualified Professional of the Bidder in performing the following activities:</p> <p style="padding-left: 40px;">(i) railway logistics operation, involving the operation of train traffic, yard and rail terminal management, railway infrastructure and superstructure maintenance process management, maintenance of rolling stock on railways of technological, operational and volumetric complexity of freight equivalent to or greater than as foreseen in the operational and demand studies of the Sub-Concession.</p> <p>b. Technical capacity certificate, provided by public or private legal entities,</p>

Table VII - Technical qualification documents
registered in CREA , which proves the experience of the Qualified Professional of the Bidder in the elaboration of engineering projects of: <ul style="list-style-type: none">(i) rail or road infrastructure; and,(ii) exclusively railway superstructure.

12.1 The Qualified Professional must have a bond with the Bidder on the Envelope Receipt Date.

12.1.1 The relationship of the Qualified Professional with Bidder may be proven:

- a) by employment relationship or as administrator;
- b) by technical assistance contract, directly or through an enterprise of which it is an employee or administrator; or
- c) by letter or contract of intent signed between the **Bidder** and the **Qualified Professional**, with notarized signature and documents proving the signatories' powers, indicating that in case of the **Bidder's** success in the **Auction Process**, the Qualified Professional must assume an obligation to participate in the Sub-Concession by one of the two ways indicated in items 12.1.1 (a) and 12.1.1 (b) above.

12.1.2 If it is chosen to prove the employment relationship, **Bidders** must present the Employees Record Form - FRE and the Employment Record Card, duly updated. L

12.1.3 In order to prove the investiture in administration position, the **Bidders** must present evidence of in-office administrators' election duly filed in the competent corporate or notary's office.

12.1.4 In order to prove the existence of the technical assistance contract, **Bidder** must present a technical assistance commitment instrument, with an authenticated signature and documents proving the powers of the signatories, for which the **Qualified Professional** must commit to provide **Bidder** with the necessary technical assistance to the execution of the **Contract**.

12.1.5 The **Qualified Professional** is not prohibited from having a relationship with more than one **Bidder**.

12.2 The certificates referred to in item 24, Table VII above, may be presented in original or authenticated copy, not being accepted the presentation of certificates regarding activities still in execution and/or not completed, and they must contain the following information:

- (i) Object;
- (ii) Characteristics of the activities and services developed;
- (iii) Start and end dates of the activities and services;
- (iv) Place of completion of the activities and services;

- (v)** Corporate name of the issuer; and
- (vi)** Name and identification of the signatory.

V. Other Bidder's Documents

13 Bidder must also submit the following documents:

Table VIII - Other documents	
No.	Document
25	Declaration of commitment to comply with the provisions of article 7, item XXXIII, of the Federal Constitution, according to the model in Annex 5 .
26	Declaration regarding the absence of an impediment to participate in the Auction Process , according to the model in Annex 6 .
27	Draft of the SPE's by-laws, of free elaboration, which must not contain provisions that are contrary to this Notice of Auction and to the Contract .
28	Letter from an financial institution or entity that advises the Bidder on the financial preparation of the enterprise, stating that it analyzed a business plan that subsidized the preparation of the Economic Proposal presented by the Bidder and attests its feasibility and enforceability, with the minimum content of Annex 15 , also presenting a Confidentiality Agreement between Bidder and the financial institution or entity, with the minimum content of Annex 17 .
29	A letter from an independent audit firm, registered in competent body, stating that it analyzed a business plan that subsidized the preparation of the Economic Proposal presented by the Bidder and attesting to its adequacy, under the accounting and tax aspects, with the minimum content of Annex 16 , also presenting a Confidentiality Agreement entered into between the Bidder and the independent auditing firm with the minimum content of Annex 17 .
30	Declaration of the Bidder , in accordance with Annex 18 , that it has or is able to obtain sufficient financial resources to meet the obligations of own capital contribution and obtain the resources of third parties necessary to achieve the Sub-Concession object, including the obligation of capital contribution of the SPE in the amount of at least BRL 90.000.000,00 (ninety million reais) until the Contract signature and BRL 90.000.000,00 (ninety million reais) until the end of the first year of the Sub-Concession , as established in the Contract .

13.1 The documents referred to in items 28, 29 and 30 of Table VIII above must be presented together with documents proving the powers of the signatories.

VI. Foreign Bidder

- 14** Foreign **Bidders** must submit all documents equivalent to the documentation required for the qualification of Brazilian **Bidders**, authenticated by the Brazilian consular authority of the origin country and translated by sworn public translator. Additionally, the following documents:

Table IX - Additional documents related to the legal qualification of foreign Bidders	
No.	Document
32	Letter of attorney granted to the legal representative in Brazil, with express competences to receive a citation and to be administratively and judicially liable for their acts, according to the model in Annex 9 of this Notice of Auction .

Table X - Other documents related to foreign Bidders's qualification	
No.	Document
33	Declaration of submission to the legislation of the Federative Republic of Brazil and waiver of any claim through diplomatic channels, according to the model contained in Annex 7 of this Notice of Auction .

14.1 Foreign **Bidders** may, for the purposes of their qualification, present documents that are equivalent to those requested for the qualification of Brazilian legal entities and that comply with the legal requirements in the origin country of the foreign **Bidder**.

14.2 In the case of equivalent documents in their respective origin countries in order to comply with the requirements set forth in this **Annex 2**, foreign **Bidders** must submit a declaration stating this circumstance, in accordance with **Annex 9-A**. On the other hand, in the absence of equivalent documents in their respective countries of origin capable of meeting the requirements set forth in this **Annex 2**, foreign **Bidders** must submit a declaration stating this circumstance, in accordance with **Annex 9-B**.

14.3 Documents in a foreign language must be presented with the signature(s) duly notarized as true by a notary or other entity in accordance with the law applicable to the documents, which must be recognized by the Brazilian consular representation duly translated into Portuguese by a sworn public translator, and the powers of attorney must be registered in the Registry for Deeds and other Documents.

14.3.1 The foreign **Bidders** coming from signatory States of the Convention Abolishing the Requirement of Legalization for Foreign Public Documents, promulgated in Brazil through the Decree no. 8.660, of January 29, 2016, may substitute the need of recognition by Brazilian consular representation, by the handout apposition set forth in the mentioned Convention, when applicable.

14.4 The equivalent habilitation and qualification documents must be presented in such a way as to make it possible to analyze their validity and enforceability.

VII. Consortium Bidder

- 15** The **Consortium Bidder** must present all the documents provided for in Sections I, II, III, V and VI of this **Annex 2** for each of the consortium members, as the case may be, subject to item 9 of the **Notice of Auction**.
- 16** The documentation provided for in Section IV of this **Annex 2** may be submitted by only one of the consortium **Bidders**.
- 17** In addition to the documents provided for in Sections I, II, III, IV, V and VI of this **Annex 2**, the **Consortium** must submit the following documents:

Table XI - Additional documents relating to the legal qualification of the Consortium	
No.	Document
34	<p>Consortium constitution term duly registered in the competent body, or public or private commitment agreement of constitution of a Consortium, containing, at least:</p> <ul style="list-style-type: none"> (i) name of the Consortium; (ii) qualification of the consortium members; (iii) composition of the Consortium, respective members' participation and future commitment regarding the participation of each member in the SPE; (iv) Consortium objective; (v) indication of the leading company that will be responsible for the arrangements that involve the Consortium with ANTT, until the date of signature of the Contract; (vi) obligation to be jointly liable, under the terms of the Law, in all matters that concern the Auction Process; and (vii) commitment to constitute the SPE prior to the Sub-Concession Contract signature.

Annex 3

Template of General Documentation Presentation Letter

[place], [●] of [●] of 2019.

To

National Agency of Land Transportation - ANTT

Brasília, Distrito Federal, Setor de Clubes Esportivos Sul - SCES, lote 10, trecho 03,
Projeto Orla Polo 8, CEP 70200-003

Ref .: Notice of Auction of Sub-Concession No. 02/2018 - Presentation of General Documentation

Dear Messrs.,

- 1** **[Bidder]** (“**Bidder**”), by its undersigned **Accredited Representative**, presents as attachment the documents for qualification in the auction procedure referred to, under item 14 of the aforementioned **Notice of Auction**, organized according to the order established therein, demonstrated in the attached index.
- 2** The **Bidder** expressly declares that it is fully aware of the terms of the aforementioned **Notice of Auction** and that it accepts them in full, in particular with regard to the powers conferred to the **Grant Commission** to conduct special procedures to verify the veracity of the documents presented and to look for any clarification necessary to elucidate the information contained therein.
- 3** The **Bidder** expressly declares that it has met all the requirements and criteria for qualification and has submitted the **Qualification Documents**, as defined in **Sub-Concession Notice of Auction** No. 02/2018, in a correct manner.
- 4** The **Bidder** further states that the **Qualification Documents** presented herein are complete, true and correct in every detail.

[Signature of **Accredited Representative** with notarized signature]

Annex 4

Template of Economic Proposal Presentation Letter

[place], [●] of [●] of 2019.

To

National Agency of Land Transportation – ANTT

Brasília, Distrito Federal, Setor de Clubes Esportivos Sul - SCES, lote 10, trecho 03,

Projeto Orla Polo 8, CEP 70200-003

Ref. : Notice of Auction of Sub-Concession No. 02/2018 - Presentation of the Economic Proposal

Dear Messrs.,

- 1 In compliance with the **Notice of Auction** No. 02/2018, we present our **Economic Proposal** for the performance of the **Sub-Concession's** object in question.
- 2 We propose, as the **Sub-Concession Fee**, for the exploration of the **Sub-Concession** object of this auction procedure, as defined in **Notice of Auction** No. [●]/2018, the total amount of BRL [●] ([●] reais), on the base date of December 2017.
- 3 We expressly declare that:
 - 3.1 This **Economic Proposal** is valid for 01 (one) year, as of the date of its presentation, in accordance with the subitem 13.1.4 of the **Notice of Auction**;
 - 3.2 We agree, integrally and without any restriction, with the contracting conditions established in the **Notice of Auction**;
 - 3.3 We confirm that we have full knowledge of the auctioned area and the execution's conditions of the **Specifications Book** and we assume, from now on, full responsibility for its performance in accordance with the provisions of the **Notice of Auction** and other obligations arising from the **Sub-Concession Contract** and the applicable legislation; and
 - 3.5 We fully comply with all the obligations and requirements contained in the **Notice of Auction**.

Regards,

[Signature of **Accredited Representative** with notarized signature]

Annex 5

Template of Declaration Letter of Regularity to Article 7, XXXIII, of the Federal Constitution

[place], [●] of [●] of 2019.

To

National Agency of Land Transportation – ANTT

Brasília, Distrito Federal, Setor de Clubes Esportivos Sul - SCES, lote 10, trecho 03,

Projeto Orla Polo 8, CEP 70200-003

Ref .: Notice of Auction for Sub-Concession No. 02/2018 - Declaration of Regularity to Article 7, XXXIII, of the Federal Constitution

Dear Messrs.,

[Bidder], enrolled with the CNPJ No. [●], through its **Accredited Representative**, [●], holder of the Identity Card No. [●] and CPF No. [●] **DECLARES** that it does not employ people under eighteen years of age in night, dangerous or unhealthy work and it does not employ people under sixteen years of age, being in regular situation before the Ministry of Labor, with respect to the compliance with the provisions of item XXXIII, article 7 of the Federal Constitution.

Note: it employs people under 18 years of age, as of the age of fourteen, as an apprentice [●].

(Note: if so, please tick the above exception)

[Signature of the **Accredited Representative** with notarized signature]

Annex 6

Template of Declaration Letter of Impediment Absence for Participation in the Auction Process

[place], [●] of [●] of 2019.

To

National Agency of Land Transportation – ANTT

Brasília, Distrito Federal, Setor de Clubes Esportivos Sul - SCES, lote 10, trecho 03,

Projeto Orla Polo 8, CEP 70200-003

Ref.: Sub-Concession Notice of Auction No. 02/2018 - Declaration of Absence of Impediment for Participation in the **Auction Process**

Dear Messrs.,

In compliance with the **Notice of Auction**, [Bidder], by its undersigned **Accredited Representative, DECLARES**, under the terms of the applicable legislation, that it is not prevented from participating in public auctions, nor is it subject to any of the impeding facts included in item 8.1 and respective subitems of the **Notice of Auction**, presenting in annex, in relation to the Directors of the **Bidder**, Negative Certificate of Administrative Improbability issued by the National Council of Justice, and the certificate issued by the competent Electoral Court body, proving no application of any of the hypotheses provided for in item I of art. 1 of the Complementary Law No. 64, of May 18, 1990.

[Signature of the **Accredited Representative** with notarized signature]

Annex 7

**Template of Formal Declaration of Express Submission to Brazilian Legislation
and Waiver of Claim by Diplomatic Channel**

[place], [●] of [●] of 2019.

To

National Agency of Land Transportation – ANTT

Brasília, Distrito Federal, Setor de Clubes Esportivos Sul - SCES, lote 10, trecho 03,
Projeto Orla Polo 8, CEP 70200-003

**Ref.: Sub-Concession Notice of Auction No. 02/2018 – Formal Declaration of Express
Submission to Brazilian Legislation and Waiver of Claim by Diplomatic Channel**

Dear Messrs.,

In compliance with item 33 of Table X of **Annex 2** to the aforementioned **Notice of Auction**, **[Bidder]**, by its undersigned **Accredited Representative**, **DECLARES**, for the due purposes, its formal and express submission to Brazilian law and its full waiver to claim, for any reasons de facto or de jure, through diplomatic channels.

[Signature of the **Accredited Representative** with notarized signature]

Annex 8

Letter of Attorney Template

Hereby, [**Bidder**], [qualification], hereinafter referred to as "**Grantor**", appoints and constitutes its attorney-in-fact Mr. (Mrs.) [●], [qualification], to perform the following acts in the Federative Republic of Brazil, in and out of court:

- (a) represent **Grantor** before any entities, governmental departments or agencies, open or closed companies and any governmental agencies, especially the **Ministry of Transport** and **ANTT**, to establish and maintain agreements with said public agencies, bodies or other entities to receive citation and notification of any nature, to request and/or promote consultations, to request certificates and other documents and to perform the necessary acts during the auction procedure described in the **Sub-Concession Notice of Auction** No. 02/2018, including to interpose appeals and waive the right to interpose appeals;
- (b) meet commitments and/or obligations on behalf of the **Grantor** and in any way contract, make agreements, give and receive discharge on behalf of the **Grantor**;
- (c) represent the **Grantor** in the defense of its interests in Court, at any instance and before any Court or Tribunal, including by hiring attorneys, with special powers to confess, compromise, withdraw, make agreements, give and receive discharge; and
- (d) in its discretion, substitute, in whole or in part, with the reservation of powers, any of the powers conferred herein, under such conditions as it may deem appropriate.

This letter of attorney has a validity period until the signing of the **Sub-Concession Contract**, provided that this event occurs within 1 (one) year.

[place], [●] of [●] of 2018.

[Signature of legal representative(s) with notarized signature(s)]

Annex 9

Letter of Attorney Template (Foreign Bidder)

Hereby, the **[Bidder]**, [qualification], hereinafter referred to as "**Grantor**", appoints and constitutes its attorney-in-fact, Mr. (Mrs.) **[•]**, [qualification], to perform the following acts in the Federative Republic of Brazil, in and out of court:

- (a) represent the **Grantor**, alone or together, before any entities, governmental departments or agencies, open or closed companies and any governmental agencies, especially the **Ministry of Transport** and **ANTT**, to establish and maintain agreements with said public agencies, bodies or other entities to receive citation and notification of any nature, to request and/or promote consultations, to request certificates and other documents and to perform the necessary acts during the auction procedure described in the **Sub-Concession Notice of Auction No.02/2018**, including to interpose appeals and waive the right to interpose appeals;
- (b) undertake commitments and/or obligations on behalf of the **Grantor** and in any way contract, make agreements, give and receive discharge on behalf of the **Grantor**;
- (c) represent the **Grantor** in the defense of its interests in Court, at any instance and before any Court or Tribunal, including by hiring attorneys, with special powers to confess, compromise, withdraw, make agreements, give and receive discharge;
- (d) receive citation for legal suits; and
- (e) in its discretion, substitute, in whole or in part, with the reservation of powers, any of the powers conferred herein, under such conditions as it may deem appropriate.

This letter of attorney has a validity period until the signing of the **Sub-Concession Contract**, provided that this event occurs in up to 1 (one) year

[place], **[•]** of **[•]** of 2018.

[Signature of legal representative(s) with notarized signature(s)]

Annex 9-A
Statement of Equivalence Template

[place], [●] of [●] of 2019.

To

National Agency of Land Transportation – ANTT

Brasília, Distrito Federal, Setor de Clubes Esportivos Sul - SCES, lote 10, trecho 03,

Projeto Orla Polo 8, CEP 70200-003

Ref.: Sub-Concession Notice of Auction No. 02/2018 – Assessment of Equivalence

Dear Messrs.,

According to the topic “**Foreign Bidder**” of **Annex 2** of the **Notice of Auction**, the [Bidder], by its undersigned **Accredited Representative**, declares, under applicable legislation, that the following documents of the origin country of the company (NAME AND QUALIFICATION) are equivalent to the documents required in the **Notice of Auction**.

Description of the origin country document	Document required in the Notice of Auction	Notice of Auction Item in which the document is required

[Signature of the **Accredited Representative** with notarized signature]

Annex 9-B

Statement of Non-existence of Equivalent Document Template

[place], [●] of [●] of 2019.

To

National Agency of Land Transportation – ANTT

Brasília, Distrito Federal, Setor de Clubes Esportivos Sul - SCES, lote 10, trecho 03,
Projeto Orla Polo 8, CEP 70200-003

Ref.: Sub-Concession Notice of Auction No. 02/2018 – Statement of Non-existence of Equivalent Document

Dear Messrs.,

According to the topic “**Foreign Bidder**” of **Annex 2** of the **Notice of Auction**, the [Bidder], by its undersigned representatives, declares, under applicable legislation, that the documents indicated below required in the **Notice of Auction** do not have an equivalent in the company origin country (NAME AND QUALIFICATION).

Document required in the Notice of Auction that does not have an equivalent in the origin country	Notice of Auction Item in which the document is required

[Signature of the **Accredited Representative** with notarized signature]

Annex 10
Bid Security Presentation

[place], [●] of [●] of 2019.

To

National Agency of Land Transportation – ANTT

Brasília, Distrito Federal, Setor de Clubes Esportivos Sul - SCES, lote 10, trecho 03,
Projeto Orla Polo 8, CEP 70200-003

Ref.: Sub-Concession Notice of Auction No. 02/2018 – Bid Security Presentation

Dear Messrs.,

The **Bidder** [qualification of the **Bidder**, if **Consortium**, distinguishing the composition], in this act represented by its undersigned **Accredited Representative**, hereby informs that it presents in this Volume 1 – **Bid Security**, the following instruments:

Modality	Value

The **Bidder** declares that it is aware of the conditions for the **Bid Security**'s provision, especially regarding the rules on its renewal and the possibility of execution, in accordance with the **Notice of Auction**.

Accredited Representative Signature

Annex 10-A

Minimum Terms and Conditions of the Guarantee Insurance

1 Taker

The taker must be the **Bidder**, indicating its complete qualification, specifying members, if **Consortium**. If it is a fund, the taker must be the administrator, unless the manager holds the powers to both under the regulation, which must be presented in Volume 1, if applicable.

2 Insured

National Agency of Land Transportation – **ANTT**.

3 Object of Insurance

Guarantee indemnification, in the amount of BRL 112,000,000.00 (one hundred and twelve million reais), if the **Bidder** fails to fulfill any of its obligations under the Law or the International **Notice of Auction No. 02/2018**, including if it is called to sign the **Sub-Concession Contract** and does not do so within the deadline established in the **Notice of Auction** and in the conditions offered, pursuant to this **Auction Process**.

4 Instrument

The instrument must consist of an Guarantee Insurance Policy issued by an insurer duly constituted and authorized to operate by SUSEP Private Insurance Superintendence, observing the terms of the normative acts of SUSEP.

5 Value of Guarantee

The Guarantee Insurance Policy must provide for the amount of indemnity BRL 112,000,000.00 (one hundred and twelve million reais).

6 Term

The Guarantee Insurance Policy must have a minimum term of validity of 1 (one) year from the **Envelope Receipt Date**, renewable in the cases set forth in this **Sub-Concession Notice of Auction No. 02/2018**.

7 Additional Provisions

The Guarantee Insurance Policy must contain the following additional provisions:

- (i) Statement by the Insurer that it knows and accepts the terms and conditions of the **Sub-Concession Notice of Auction No. 02/2018**;
- (ii) Statement by the Insurer that it will pay the amounts set forth herein within a maximum of 30 (thirty) days, counted from the date of delivery of all documents listed by the Insurer as necessary for the characterization and regulation of the claim;
- (iii) Once it is proven that the Taker has failed to comply with the obligations covered by the Guarantee Insurance Policy, the Insured shall be entitled to demand from the Insurer the indemnity due, when the notification made to the Taker is unfruitful: and
- (iv) Terms that have not been expressly defined in the policy will have the meanings attributed to them in the **Sub-Concession Notice of Auction No. 02/2018**.

Annex 10-B
Bank Guarantee Template

[place], [●] of [●] of 2019.

To

National Agency of Land Transportation – ANTT

Brasília, Distrito Federal, Setor de Clubes Esportivos Sul - SCES, lote 10, trecho 03,
Projeto Orla Polo 8, CEP 70200-003

Ref.: Sub-Concession Notice of Auction No. 02/2018 - Bank Guarantee Letter No. [●] (“Letter of Guarantee”)

- 1 By means of this **Letter of Guarantee**, the Bank [●], with registered office at [●], enrolled with the CNPJ/MF under no. [●] (“**Guarantor Bank**”), directly by itself and by any successors thereto, undertakes before **ANTT** as joint guarantor of [●], with head office in [●], registered with the CNPJ/MF under no. [●] (“**Secured Party**”), with express waiver of the rights provided in articles 827, 835, 837, 838 and 839 of the Federal Act no. 10.406, of January 10, 2002 (“Brazilian Civil Code”), and article 794 of Federal Act No. 13.105, dated March 16, 2015 (“Code of Civil Procedure”), for the faithful fulfillment of all obligations undertaken by the **Secured Party** in the auction procedure described in **Sub-Concession Notice of Auction No. 02/2018**, whose terms, provisions and conditions the **Guarantor Bank** expressly declares to know and accept.
- 2 The **Guarantor Bank** is obliged to pay to **ANTT** the total amount of BRL 112,000,000.00 (one hundred and twelve million reais) (“**Guarantee**”) in the event that **Bidder** fails to comply with any of its obligations under the Law or the **Notice of Auction**, even if it is summoned to sign the **Sub-Concession Contract** and does not do so within the established period in the **Notice of Auction** and in the conditions offered, or if the **Bidder** comes to withdraw from this **Auction Process**, pursuant to this **Notice of Auction**.
- 3 The **Guarantor Bank** is also liable, within the scope of the aforementioned amount, for the damages caused by the **Secured Party**, including, but not limited to fines applied by ANTT related to the auction, committing itself to make payments from these losses when required, within 48 hours, counted from the receipt, by the **Guarantor Bank**, of the written notification sent by **ANTT**.
- 4 The **Guarantor Bank** must not claim any objection or opposition from the **Secured Party** or invoked by it in order to excuse itself from complying with the obligation assumed before the **Union**, the **Ministry of Transport** and **ANTT**, pursuant to this **Letter of Guarantee**.
- 5 If **ANTT** enters into court to demand compliance with the obligation referred to in this **Letter of Guarantee**, the **Guarantor Bank** is obligated to pay the arbitral, judicial or extrajudicial expenses.

- 6 The **Guarantee** must be valid for a period of 1 (one) year, counted from the last day of the **Envelope Receipt Date**, in accordance with the conditions mentioned in item 12.2 of the **Sub-Concession Notice of Auction No. 02/2018**.
- 7 The **Guarantor Bank** declares that:
- (i) this **Letter of Guarantee** is properly accounted for, fully observing the regulations of the Central Bank of Brazil currently in validity, in addition to complying with the provisions of the applicable Banking Law;
 - (ii) the signatories of this instrument are authorized to provide the **Guarantee** in their name and in their responsibility; and
 - (iii) it is authorized by the Central Bank of Brazil to issue letters of guarantee, and that the value of this **Letter of Guarantee**, in the amount of BRL 112,000,000.00 (one hundred and twelve million reais), is within the limits authorized by the Central Bank of Brazil.
- 8 This Bank commits, before considering this guarantee expired, to obtain from **ANTT** the confirmation of the **Bidder** release in relation to the obligations now guaranteed. The district court for any and every action or execution of this **Letter of Guarantee** must be, with express waiver of any other, regardless of how privileged it may be, the Federal District.
- 9 The terms that have not been expressly defined in this **Letter of Guarantee** will have the meanings attributed to them in the **Sub-Concession Notice of Auction No. 02/2018**.

[rubric on fron]

[Signature of bank legal representative(s) with notarized signature(s)]

Witnesses

Name:

Name:

RG:

RG:

Annex 11
Manual of Auction Process

*This **Annex** will be made available in due time on the **B3** website at www.b3.com.br.*

Annex 12

Minimum Content of the Intermediation Contract between the Bidder and its Accredited Brokerage Firm

*This **Annex** will be made available in due time on the **B3** website at www.b3.com.br.*

Annex 13

Statement of Independent Elaboration of the Economic Proposal Template

[place], [●] of [●] of 2018.

To

National Agency of Land Transportation – ANTT

Brasília, Distrito Federal, Setor de Clubes Esportivos Sul - SCES, lote 10, trecho 03,

Projeto Orla Polo 8, CEP 70200-003

Ref.: Sub-Concession Notice of Auction No. 02/2018 – Statement of independent preparation of the Economic Proposal

Dear Messrs.,

(Identification of the **Accredited Representative**), as a representative duly constituted by the **[Bidder]**, hereinafter referred to as ("**Bidder**"), for the purposes of item 12.12 (iii) of the **Sub-Concession Notice of Auction No. 02/2018**, declares, under the law, in particular art. 299 of the Brazilian Penal Code, that:

- (a) the **Economic Proposal** submitted to participate in the **Auction Process** was prepared in an independent manner by the **Bidder** and the contents of the **Economic Proposal** were not, in whole or in part, directly or indirectly, informed, discussed or received from any other potential or actual participant of the **Auction Process**, by any means or by any person;
- (b) the intention to present the **Economic Proposal** prepared to participate in the **Auction Process** was not informed, discussed or received from any other potential or actual participant of the **Auction Process**, by any means or by any person;
- (c) it has not attempted, by any means or by any person, to influence the decision of any other potential or actual participant of the **Auction Process** as to whether or not to participate in mentioned process;
- (d) the contents of the **Economic Proposal** submitted to participate in the **Auction Process** will not be, in whole or in part, directly or indirectly, communicated or discussed with any other potential or actual participant of the **Auction Process** prior to the adjudication of the **Sub-Concession** object;
- (e) the **Economic Proposal** content presented to participate in the **Auction Process** was not, directly or indirectly, informed, discussed or received from any member of the **Union**, the **Ministry of Transport** or **ANTT** before the official opening of the **Economic Proposals**; and
- (f) it is fully aware of the content and scope of this statement and holds full powers and information to sign it.

[Signature of the **Accredited Representative** with notarized signature]

Annex 14

Letter of Declaration of Economic Proposal's Analysis and Suitability by the Financial Institution

[place], [●] of [●] of 2018.

To

National Agency of Land Transportation – ANTT

Brasília, Distrito Federal, Setor de Clubes Esportivos Sul - SCES, lote 10, trecho 03,

Projeto Orla Polo 8, CEP 70200-003

Ref.: Sub-Concession Notice of Auction No. 02/2018 - Letter of Declaration of Economic Proposal's Analysis and Suitability by the Financial Institution

Dear Messrs.,

- 1 Hereby, [name of the institution or financial entity] ("**Financial Institution**"), financial institution advising the [**Bidder**], hereinafter referred to as "**Bidder**", according to item 29, Table VIII, **Annex 2** of the **Sub-Concession Notice of Auction No. 02/2018 ("Notice of Auction")**, declares, for the proper purposes, that it analyzed the business plan that subsidized the **Economic Proposal** preparation presented by the **Bidder** and attests its feasibility and enforceability under the aspects of the financial preparation of the enterprise.
- 2 The **Financial Institution** declares that it analyzed the business plan that subsidized the **Economic Proposal** preparation developed by the **Bidder** in all its financial aspects, having confronted the methodology of the financial organization of the enterprise pursuant to the best market practices and carried out the inquiries and investigations which it considered necessary for its analysis, assuming, for this purpose, the accuracy and completeness of the data and surveys used by the **Bidder** as basis for the **Economic Proposal** preparation.
- 3 Accordingly, and in compliance with item 29, Table VIII, **Annex 2** of the **Notice of Auction**, the **Financial Institution** attests, in relation to the **Bidder's Economic Proposal**:
 - (i) feasibility and enforceability, provided that all the premises and parameters adopted therein are maintained; and
 - (ii) the consistency of the financial statements and data presented.
- 4 Based on all of the foregoing, and provided that the premises and parameters adopted in the business plan that supported the preparation of the **Economic Proposal** presented to us are

complied with by the **Bidder**, we confirm its feasibility and enforceability under the financial aspects, which will be presented by the **Bidder** in the **Auction Process**.

[Signature of the **Accredited Representative** with notarized signature]

[**Financial institution**]

[Signature of legal representative(s) with notarized signature(s)]

Witnesses

Name:

RG:

Name:

RG:

Annex 15

Independent Auditor Declaration Letter of the Economic Proposal's Analysis and Suitability

[place], [●] of [●] of 2018.

To

National Agency of Land Transportation – ANTT

Brasília, Distrito Federal, Setor de Clubes Esportivos Sul - SCES, lote 10, trecho 03,
Projeto Orla Polo 8, CEP 70200-003

Ref.: Sub-Concession Notice of Auction No. 02 / 2018 - Independent Auditor Declaration Letter of the Economic Proposal's Analysis and Suitability

Dear Messrs.,

- 1** Hereby, [**Independent Auditor**] ("Independent Auditor"), an independent auditor advising [**Bidder**], hereinafter referred to as "**Bidder**", declares, for the due purposes, that it has reviewed the business plan that subsidized the preparation of the **Economic Proposal** presented by **Bidder** and attests its suitability under the accounting and tax aspects of Brazil, under the terms of item 30, Table VIII, **Annex 2** of the **Sub-Concession Notice of Auction No. 02/2018** ("**Notice of Auction**").
- 2** The **Independent Auditor** declares that it analyzed the business plan that subsidized the preparation of the **Economic Proposal** prepared by **Bidder** in all its accounting and tax aspects, and compared the methodology, statements and accounting and tax data provided pursuant to the best market practices, and carried out the inquiries and investigations that it considered necessary for its analysis, assuming, for this purpose, the accuracy and completeness of the data and surveys used by the **Bidder** as basis for the elaboration of the **Economic Proposal**.
- 3** Accordingly, and in compliance with item 30, Table VIII, **Annex 2** of the **Notice of Auction**, the Independent Auditor certifies, in relation to the **Economic Proposal** of the **Bidder**:
 - (i)** the suitability, provided that all the premises and parameters adopted in it are maintained;
 - (ii)** the consistency of the Brazilian accounting and tax reporting and data presented.
- 4** Based on all the foregoing and provided that the premises and parameters adopted in the **Economic Proposal** presented to us by the **Bidder** are maintained, we attest to its suitability under the accounting and tax aspects, which will be presented by the **Bidder** in the **Auction Process**.

[Signature of the Accredited Representative with notarized signature]

[Independent Auditor]

[Signature of legal representative(s) with notarized signature(s)]

Witnesses

Name:

Name:

RG:

RG:

Annex 16

Minimum Content of the Confidentiality Agreement between the Bidder and the Financial Institution or Independent Auditor

[place], [●] of [●] of 2018.

To

National Agency of Land Transportation – ANTT

Brasília, Distrito Federal, Setor de Clubes Esportivos Sul - SCES, lote 10, trecho 03,

Projeto Orla Polo 8, CEP 70200-003

Ref.: Sub-Concession Notice of Auction No. 02/2018- Non-Disclosure Agreement

1 DEFINED TERMS

1.1 Unless otherwise defined in this **Annex**, the terms defined must have the same meaning used in the **Notice of Auction No. 02/2018 ("Notice of Auction")**.

1.1.1 **Institution:** is the [name and qualification of the financial institution or independent auditor].

1.1.2 **Representative(s):** are: (i) the administrators and employees of the **Institution**; and (ii) consultants, attorneys, auditors, accountants, agents, financial intermediaries and others who, through the **Institution**, have access to the information solely for the purpose of evaluating the feasibility or suitability of the business plan that supported the **Bidder's Economic Proposal** elaboration.

1.1.3 **Information:** the information provided by the **Bidder** to the **Institution**, for the issuance of a letter attesting to the (feasibility or suitability) of the **Bidder's Economic Proposal**.

1.1.3.1 The term **Information** does not include public information, thus considered those that:

- (i) were public domain at the time of its disclosure to the **Institution**;
- (ii) have become public domain after their disclosure to the **Institution**, provided that such disclosure has not been made by the **Institution**, its **Representative(s)** or another participant who has had access to the **Information**;
- (iii) already belonged to the archives of the **Institution**, on a non-confidential basis, or that were independently developed by the **Institution**, as the case may be, prior to its being made available by the **Bidder** to the **Institution** or its **Representative(s)**; or

- (iv) have been made available to the **Institution** on a non-confidential basis by sources other than the **Bidder**, provided that such sources are not prohibited from transmitting the Information to the **Institution**.

2 OBLIGATIONS OF THE INSTITUTION

2.1 Confidentiality: The **Institution** and its **Representative(s)** undertake to keep the **Information** confidential, not transmitting it or disclosing it to third parties that are not its **Representative(s)**.

2.1.1 The obligation to maintain confidentiality, contained in item 2.1, includes:

- (i) not to use the **Information** for any purpose other than those related to the **Bidder's** participation in the **Auction Process**;
- (ii) not to discuss with third parties the **Information** (the **Representative(s)** are not considered third parties);
- (iii) not to use, disclose, reveal or otherwise dispose of the **Information**, other than to evaluate the **Bidder's** participation in the **Auction Process**, and to take appropriate precautions to prevent misuse by any **Representative(s)**; and
- (iv) keep in secrecy all copies, reproductions, summaries, analyzes or public notices regarding or based on the **Information**, and must return them to the **Bidder** within fifteen (15) days of the request thereof.

2.1.2 Any information that may be retained by the **Institution** must continue to be subject to the provisions of this **Confidentiality Agreement**.

2.1.3 The **Institution** must communicate to the **Bidder**, promptly and before any disclosure, any administrative or judicial determination, arising from an authority or other regulatory organ, that obliges it to disclose the **Information**, even partially.

2.2 Other obligations related to the **Information:** The **Institution** and any of its **Representatives**, from the date of receipt by the **Bidder** of this term, and up to the date of the **Economic Proposal** delivery, undertake:

- (a) not to issue a letter attesting to the feasibility or suitability of **Bidder's Economic Proposal**, in accordance with items 29 and 30 of Table VIII of **Annex 2** to the **Notice of Auction**, in favor of other **Bidder(s)**; and
- (b) to refrain from any other act that may result, directly or indirectly, in improper use of the **Information**.

2.3 Liability: The **Institution**, which, by itself or its **Representative(s)**, has violated the obligations set forth in this term, in particular those contained in items 2.1 and 2.2 of this **Confidentiality Agreement**, undertakes to indemnify and reimburse **ANTT** and the **Bidder** for losses, damages and/or costs incurred, arising out of or related to the mentioned breach, without limitation.

3 FINAL PROVISIONS

- 3.1** The **Institution** and/or any of its **Representative(s)** are exempt from any legal obligation or responsibility in relation to the execution of the **Auction Process**, except for the obligations assumed in this **Confidentiality Agreement**.
- 3.2** The non-exercise of the rights here assured will not result in waiver of the same, being considered as a mere tolerance for all the effects of right.
- 3.3** This term will be governed by the laws of the Federative Republic of Brazil.
- 3.4** Except for the obligations set forth in item 2.2, the obligations set forth in this term will remain in force until the signature date of the **Sub-Concession Contract**.
- 3.5** If the **Institution** is a legal entity with a registered office abroad, the **Institution** hereby appoints and constitutes as its attorney-in-fact [name and complete qualification], with specific powers to receive citations and subpoenas, in the form of art. 213 et seq. of the Brazilian Code of Civil Procedure.
- 3.6** The court of the Federal District is elected as the sole jurisdiction to settle any questions related to the terms of this Agreement, and the **Institution**, its **Representative(s)** and the **Bidder**, hereby waives any other, however privileged it may be.
- 3.7** This **Confidentiality Agreement** reflects the **Institution's** understanding regarding the confidentiality of the **Information** and, no modification to this term or waiver of the terms and conditions herein agreed will bind the **Institution** or the **Bidder**, unless such modifications and/or waivers are approved, in writing, by each of the parties and by **ANTT**.

[Signature of the Accredited Representative with notarized signature]

[Institution]

[Signature of legal representative(s) with notarized signature(s)]

Witnesses

Name:

Name:

RG:

RG:

Annex 17
Financial Capacity's Letter of Declaration Template

[place], [●] of [●] of 2018.

To

National Agency of Land Transportation – ANTT

Brasília, Distrito Federal, Setor de Clubes Esportivos Sul - SCES, lote 10, trecho 03,

Projeto Orla Polo 8, CEP 70200-003

Ref.: Notice of Auction Sub-Concession No. 02/2018 – Financial Capacity Declaration

Dear Messrs.,

In compliance with item 31, Table VIII, **Annex 2** of the aforementioned **Notice of Auction**, the **[Bidder]**, by its undersigned **Accredited Representative**, declares, under the terms of applicable legislation, that it has or is able to obtain sufficient financial resources to meet the obligations for the provision of own resources and of third parties necessary to achieve the **Sub-Concession** object. It further declares that (i) it has the ability to contract all the insurance necessary to achieve the **Sub-concession** object, and (ii) it has or is able to obtain the funds for payment in national currency of at least BRL 90,000,000.00 (ninety million reais) in the capital stock up to the **Contract** signature date and plus BRL 90,000,000.00 (ninety million reais) up to the first year of the **Sub-Concession**, as defined and described in the **Contract**.

[Signature of the Accredited Representative with notarized signature]

Annex 18

List of Environmental, Constructive and Right of Way Invasions Liabilities

[to be inserted in due time]

Annex 19

Draft of the Sub-Concession Contract

[to be inserted in due time]