

Annex 1
Clarification Request Template

[location], [●] of [●] of [●].

To

National Land Transport Agency - ANTT

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

Projeto Orla Polo 8, CEP 70200-003

Ref.: Concession Notice No. [●]/[●] – Request for Clarifications

Dear Sirs,

[Citizen or Interested Party] submits the following request for clarification regarding the Notice.

Number of the question asked	Item	Requested Clarification
1	Insert item of the Notice and Agreement to which the requested clarification refers	Write clearly the desired clarification request in the form of a question
2	Insert item of the Notice and Agreement to which the requested clarification refers	Write clearly the desired clarification request in the form of a question
N	Insert item of the Notice and Agreement to which the requested clarification refers	Write clearly the desired clarification request in the form of a question

Sincerely,

[Signature of Citizen/Interested Party]

Contact person: [●]

Phone: [●]

E-mail address: [●]

Annex 2
Qualification Documents

- 1 The volume of the Qualification Documents must start with the Letter of Presentation of the Documentation of General Character, duly signed, according to the template contained in Annex 3 of this Notice.
- 2 Certificates that do not show their validity period will be accepted if they have been issued up to 90 (ninety) days before the Date for Receipt of Envelopes, except for the document indicated in item 15, Table IV, which has a specific term.

I. Legal Qualification of the Proponent

- 3 When dealing with a legal entity, the Proponent must present the following documents for its legal qualification:

Table I – Documents regarding legal qualification	
No.	Document
1	Constitutive act and bylaws/articles of association of the Proponent legal entity, according to the last change filed in the business register or competent registry office. If the latest amendment to the bylaws/articles of association does not consolidate the provisions of the bylaws/articles of association in force, the previous amendments containing such provisions must also be submitted.
2	Minutes of election of the acting administrators of the Proponent legal entity, duly filed with the competent business registry or notary.
3	Up-to-date certificate from the Proponent legal entity issued by the competent business registry or notary.
4	In the case of a foreign legal entity authorized to operate in the country, an authorization decree and an act of registration or authorization for its operation, issued by the competent body.
5	Possible corporate authorizations and/or other authorizations from internal bodies necessary under the terms of the bylaws/articles of association of the Proponent legal entity to participate in the Bidding.

- 4 In the case of a supplementary social security entity, the Proponent must present, for its legal qualification, in addition to the documentation provided for in Table I above, the following documents:

Table II - Additional documents regarding the legal qualification of a supplementary social security entity	
No.	Document
6	Proof of express and specific authorization as to the constitution and functioning of the supplementary pension entity, granted by the competent supervisory body, and declaration that the plans and benefits administered by it are not under liquidation or intervention by the National Superintendence of Private Pension Plans - Previc.

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

Table III - Additional document regarding the legal qualification of a financial institution	
No.	Document
7	Evidence that it is authorized to operate as a financial institution by the Central Bank of Brazil.

- 6 In the case of an investment fund, the Proponent must present, for its legal qualification, the following documents:

Table IV - Documents regarding the legal qualification of an investment fund	
No.	Document
8	Constitutive act with last amendment filed before the competent body
9	Proof of hiring a manager, if any, as well as the election of the acting manager.
10	Proof of registration of the investment fund with the CVM.
11	Investment fund regulations (and their subsequent amendments, if any).
12	Proof of registration of the investment fund regulations before the competent Registry of Deeds and Documents.
13	Proof that the investment fund is duly authorized to participate in the Bidding and that its administrator can represent it in all acts and for all purposes of the Bidding, assuming in the name of the investment fund all the obligations and rights that result from the Bidding.
14	Proof of qualification of the administrator and, if any, of the investment fund manager, before the CVM.

Table IV - Documents regarding the legal qualification of an investment fund	
15	Negative certificate of bankruptcy of the administrator and fund manager, issued by the distribution office of their headquarters, with issuance date of up to 60 (sixty) consecutive days before the Date for Receipt of Envelopes.

II. Economic and Financial Qualification Of the Proponent

- 7** The **Proponent** must present, as proof of its economic and financial qualification, the following documents:

Table V – Documents regarding the economic and financial qualification	
No.	Document
16	Document Certificate of negative petition for bankruptcy, self-bankruptcy and judicial reorganization issued by the judicial distributor (civil courts) of the district where the company is located, dated no more than 90 (ninety) days prior to the Date for Receipt of Envelopes. In the case of a non-business company or other form of legal entity, a negative certificate issued by the judicial distributor of the civil courts in general (execution process) of the district where the entity is located, dated no more than ninety 90 (ninety) days prior to the Date for Receipt of Envelopes.

III. Fiscal Regularity of the Proponent

- 8** The Proponent must submit the following documents in order to prove its fiscal regularity:

Table VI – Documents regarding fiscal and labor regularity	
No.	Document
17	Proof of registration in the National Register of Legal Entities of the Ministry of Finance – CNPJ/MF, in accordance with Normative Instruction No. 1,634 of May , 2016, of the Federal Internal Revenue of Brazil – RFB.
18	Certificate of regularity before the Government Severance Indemnity Fund for Employees – FGTS, valid on the Date for Receipt of Envelopes.
19	Proof of fiscal regularity before the National Treasury, through the presentation of the following negative certificates, valid on the Date for Receipt of Envelopes: <ul style="list-style-type: none"> a. Joint certificate issued by the RFB (Federal Internal Revenue) and the Attorney General’s Office of the National Treasury – PGFN, regarding the

Table VI – Documents regarding fiscal and labor regularity	
	<p>taxes administered by the RFB and the active federal debt administered by the PGFN; and</p> <p>b. Negative certificate of debt of the Social Security Revenue Office issued by the National Institute of Social Security – INSS.</p> <p>In place of the certificates specified in this item, the Proponent may submit the Negative Debt Certificate – CND of the RFB, of the active debt of the Federal Government and of the INSS.</p>
20	<p>Proof of fiscal regularity before the state and municipal treasuries, all of them from the domicile or headquarters of the Proponent, upon presentation of negative certificates with date of issue, at the most, 90 (ninety) days prior to the Date for Receipt of Envelopes.</p>
21	<p>Proof of non-existence of defaulted debts before the Labor Court, upon presentation of a negative certificate valid on the Date for Receipt of Envelopes, pursuant to Title VII-A of the Consolidation of Labor Laws, approved by the Decree-Law No. 5,452 of May 1, 1943.</p>

- 9** Regarding the documents required in items 18, 19, 20 and 21 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 updated status of the debt (or debts) is not stated on it, proof of discharge and/or certificates indicating the updated status of the legal actions and/or administrative procedures enrolled must be presented, dated no later than 90 (ninety) days prior to the Date for Receipt of Envelopes.
- 11** Certificate application vouchers will not be accepted.

IV. Technical Qualification of the Proponent

- 12** The Proponent must submit the following documents in order to prove its technical qualification:

Table VII – Documents regarding technical qualification	
No.	Document
22	<p>a. Indication of the name(s) of the professional(s), of higher level, who will be technically responsible for the execution of the services concerning the Concession (Qualified Professional), observing the provisions of subitem 12.1 below, and proof of their registration(s) in the Regional Council of Engineering and Agronomy - CREA. a.</p>

Table VII – Documents regarding technical qualification	
23	<p>a. Proof (s) of technical capacity, provided by legal entities of public or private law, registered at the CREA, which proves the experience of the Qualified Professional of the Proponent in carrying out the following activities:</p> <p style="padding-left: 40px;">(i) railway logistics operation, involving train circulation operation processes, management of railway yards and terminals, management of railway infrastructure and superstructure maintenance process and maintenance of rolling materials on railways of technological, operational and volumetric complexity with a load equivalent or higher than provided for in the Subconcession's operational and demand studies.</p> <p>b. Proof (s) of technical capacity, provided by legal entities of public or private law, registered in CREA, which proves (m) the experience of the Qualified Professional of the Proponent in the elaboration of engineering projects of:</p> <p style="padding-left: 40px;">(i) railway or road infrastructure; and</p> <p style="padding-left: 40px;">(ii) exclusively railway superstructure.</p>

12.1 The Qualified Professional must have a bond with the Proponent on the Date for Receipt of Envelopes.

12.1.1 The link between the Qualified Professional and the Proponent can be proven:

- a) by employment relationship or as administrator;
- b) by technical assistance contract, directly or through a company of which they are an employee or administrator; or
- c) by letter or contract of intent signed between the Proponent and the Qualified Professional, with a notarized signature and documents evidencing the powers of the signatories, indicating that, should the Proponent succeed in the Bidding, the Qualified Professional will assume the obligation to participate in the Concession through one of the two ways indicated in items 12.1.1(a) and 12.1.1(b) above.

12.1.2 In case they choose to prove the employment relationship, the Proponents must submit the Employee Registration Form - FRE and the Work Permit, duly updated.

12.1.3 In order to prove investiture in a management position, the Proponents must present proof of election of the acting managers duly filed with the appropriate corporate registry or registry office.

12.1.4 In order to prove the existence of the technical assistance contract, the Proponent must present a technical assistance commitment instrument, with a notarized signature and documents proving the powers of the signatories, by which the Qualified Professional must undertake to provide the Proponent with the technical assistance necessary to execute the Agreement.

12.1.5 The Qualified Professional is not forbidden to have a relationship with more than one Proponent.

12.2 The certificates referred to in item 23 of Table VII above may be presented in original or certified copy, and the presentation of certificates referring to activities still in progress and/or not completed is not allowed, and 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)** Location of the activities and services carried out;
- (v)** Corporate name of the issuer; and
- (vi)** Name and identification of the signatory.

V. Other Documents of the Proponent

13 The Proponent shall also submit the following documents:

Table VIII – Other documents	
No.	Document
24	Declaration of commitment to comply with the provisions of article 7, item XXXIII, of the Federal Constitution, according to the template in Annex 5.
25	Declaration regarding the absence of an impediment to participate in the Bidding, according to the template in Annex 6.
26	Draft of the SPE's bylaws, freely prepared, which should not contain provisions that are contrary to this Notice and the Agreement.
27	Declaration by the Proponent, pursuant to Annex 14, that it has or is able to obtain sufficient financial resources to fulfill the obligations to contribute its own resources and obtain resources from third parties necessary to achieve the object of the Concession, including the obligation of payment in the capital stock of the SPE in the amount of, at least, BRL [•] ([•] reais) until the date of execution of the Agreement and more BRL [•] ([•] reais), according to the schedule established in the Agreement.

13.1 The documents referred to in items 27, 28 and 29 of Table VIII above must be submitted together with documents proving the powers of the signatories.

VI. Foreign Proponent

- 14** Foreign Proponents must submit all documents equivalent to the documentation required from Brazilian Proponents for qualification, certified by the Brazilian consular authority of their country of origin and translated by a sworn translator. Additionally, the following documents must also be submitted:

Table IX - Additional documents regarding the legal qualification of foreign Proponents	
No.	Document
28	Power of attorney granted to the legal representative in Brazil, with express powers to receive service and respond administratively and judicially for their acts, according to the template set out in Annex 9 of this Notice.

Table X – Other documents regarding the qualification of foreign Proponents	
No.	Document
29	Declaration of submission to the legislation of the Federative Republic of Brazil and waiver of any claim through diplomatic channels, according to the template in Annex 7 of this Notice.

- 14.1** Foreign Proponents may, for the purposes of their qualification, submit documents that are equivalent to those requested for qualification as Brazilian legal entities, and that comply with the legal requirements in the country of origin of the foreign Proponent.
- 14.2** If there are equivalent documents in the respective countries of origin to meet the requirements set forth in this Annex 2, the foreign Proponents must submit a declaration indicating such circumstance, pursuant to Annex 9-A. If there are no equivalent documents in the respective countries of origin to meet the requirements of this Annex 2, the foreign Proponents must submit a declaration indicating such circumstance, in accordance with Annex 9-B.
- 14.3** Documents in a foreign language must be presented with the signature(s) duly notarized by a notary or other entity in accordance with the legislation applicable to the documents, which must be recognized by the nearest Brazilian consular office, duly translated into Portuguese by a sworn public translator, and the powers of attorney must be registered in a Registry of Deeds and Documents.
- 14.3.1** Foreign Proponents from States Signatory to the Convention on the Elimination of the Requirement to Legalize Foreign Public Documents, enacted in Brazil by Decree No. 8,660 of 29 January 2016, may replace the need for recognition by Brazilian consular offices by appending the handout referred to in the aforementioned Convention, when applicable.
- 14.4** The equivalent qualification documents must be presented in such a way as to allow the analysis about their validity and demandability.

VII. Consortium Proponent

- 15** The Proponent in the form of a Consortium shall submit 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, observing item 9 of the Notice.
- 16** The documentation provided for in Section IV of this Annex 2 may be submitted by only one of the Consortium Proponents.
- 17** In addition to the documents provided for in Sections I, II, III, IV, V and VI of this Annex 2, the Consortia must submit the following documents:

Table XI - Additional documents regarding the legal qualification of the Consortium	
No.	Document
30	<p>Term of Consortium establishment duly registered with the competent body or term of public or private commitment to form a Consortium, containing, at a minimum:</p> <ul style="list-style-type: none"> (i) name of the Consortium; (ii) qualification of the Consortium members; (iii) composition of the Consortium, respective participation of the members and future commitment as to the participation of each member in the SPE; (iv) purpose of the Consortium; (v) indication of the leading company that will be responsible for the understandings involving the Consortium with ANTT, up to the date of signing the Agreement; (vi) obligation to respond jointly, under the terms of the Law, in all matters concerning the Bidding; and (vii) the commitment to constitute the SPE prior to the execution of the Concession Agreement.

Annex 3
Template Letter of Presentation of General Documentation

[location], [●] of [●] of [●].

To

National Land Transport Agency - ANTT

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

Ref.: Concession Notice No. [●]/[●] – Presentation of General Documentation

Dear Sirs,

- 1** Dear Sirs, [Proponent] (“Proponent”), by its undersigned Accredited Representative, presents the documents for qualification in the bidding process in question, pursuant to item 14 of the Notice, organized according to the order established there, reflected in the index annex.
- 2** The Proponent expressly declares that it has full knowledge of the terms of the Notice in question and that it fully accepts them, especially with regard to the powers conferred on the Grants Committee to conduct special steps to verify the veracity of the documents presented and to seek any necessary clarifications for elucidate the information contained therein.
- 3** The Proponent expressly declares that it has met all the requirements and criteria for qualification and has submitted the Qualification Documents, as defined in the Concession Notice No. [●]/[●], correctly.
- 4** The Proponent also declares that the Qualification Documents presented herein are complete, true and correct in every detail.

[Notarized signature of Accredited Representative]

Annex 4
Template Letter of Presentation of the Economic Proposal

[location], [•] of [•] of [•].

To

National Land Transport Agency - ANTT

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

Ref.: Concession Notice No. [•]/[•] – Presentation of the Economic Proposal

Dear Sirs,

- 1 In compliance with Notice No. [•]/[•], we present our Economic Proposal for the execution of the object of the Concession in question.
- 2 We propose, as the Concession Amount, for exploitation of the Concession object of this bidding process, as defined in Notice No. [•]/[•], the total amount of BRL [•] ([•] reais), on the base date of [•] of [•].
- 3 We expressly declare that:
 - 3.1 This Economic Proposal is valid for 1 (one) year, counting from the date of its presentation;
 - 3.2 We fully and unreservedly agree with the contracting conditions set out in the Notice;
 - 3.3 We confirm that we are fully aware of the granted area and the conditions of execution of the Specifications, and we take full responsibility for its realization, in accordance with the provisions of the Notice and other obligations of the Concession Agreement and applicable legislation; and
 - 3.5 We fully comply with all obligations and requirements contained in the Notice.

Sincerely,

[Signature]

Annex 5
Template Letter of Declaration of Compliance with Article 7, XXXIII, of the
Federal Constitution

[location], [●] of [●] of [●].

To

National Land Transport Agency - ANTT

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

Projeto Orla Polo 8, CEP 70200-003

Ref.: Concession Notice No. [●]/[●] – Declaration of Compliance with Article 7, XXXIII, of the Federal Constitution

Dear Sirs,

[Proponent], registered with CNPJ No. [●], through its Accredited Representative, Mr./Mrs. [●], holder of Identity Card No. [●] and CPF No. [●] DECLARES that it does not employ children under eighteen in night work, hazardous or unhealthy work and does not employ children under sixteen, being in a regular situation before the Ministry of Labor, regarding compliance with the provisions of item XXXIII of article 7 of the Federal Constitution.

Disclaimer: it employs minors, from the age of fourteen, as apprentices [●].

(Note: if so, check the disclaimer above)

[Notarized signature of Accredited Representative]

Annex 6
Template Letter of Declaration of Absence of Impediment for Participation in the
Bidding

[location], [●] of [●] of [●].

To

National Land Transport Agency - ANTT

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

Projeto Orla Polo 8, CEP 70200-003

Ref.: Concession Notice No. [●]/[●] – Declaration of Absence of Impediment for Participation in the Bidding

Dear Sirs,

In compliance with the Notice in question, the [Bidder], by its undersigned Accredited Representative(s), DECLARES, under the penalties of the applicable legislation, which is not prevented from participating in public tenders, nor is it subject to any of the impeding facts contained in subitem 8.1 and respective paragraphs of the Notice, presenting an Attachment, regarding the Officers of the Proponent, a Negative Certificate of Administrative Improbability issued by the National Council of Justice, and a certificate issued by the competent body of the Electoral Justice, evidencing the non-inclusion in any one the assumptions provided for in item I of art. 1 of Complementary Law No. 64, of May 18, 1990

[Notarized signature of Accredited Representative]

Annex 7
Formal Declaration of Express Submission to the Brazilian Legislation and Waiver of
Complaint by Diplomatic Channel Template

[location], [●] of [●] of [●].

To

National Land Transport Agency - ANTT

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

Projeto Orla Polo 8, CEP 70200-003

Ref.: Concession Notice No. [●]/[●] – Formal Declaration of Express Submission to the Brazilian
Legislation and Waiver of Complaint by Diplomatic Channel

Dear Sirs,

Dear Sirs, In compliance with item 31 of Table X of Annex 2 to the aforementioned Notice, the
[Proponent], by its undersigned Accredited Representative, DECLARES, for due purposes, its
formal and express submission to Brazilian law and full waiver of claim, for any factual or legal
reasons, through diplomatic channels.

[Notarized signature of Accredited Representative]

Annex 8
Power of Attorney Template

By this power of attorney, [Proponent], [qualification], hereinafter referred to as "Concessionaire", appoints and constitutes its very 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 Concessionaire, individually or jointly, before any government entities, bodies or departments, publicly or privately held companies and any government agencies, especially the Ministry of Transport and the ANTT, to establish and maintain understandings with said public bodies, agencies or entities, to receive service of any kind, to request and / or promote consultations, to request certificates and other documents and to perform the necessary acts during the bidding process described in the Concession Notice No. [●] / [●], including to appeal and waive the right to appeal;
- (b) make commitments and/or obligations on behalf of the Concessionaire and in any way contract, make agreements, give and receive discharge on behalf of the Concessionaire;
- (c) represent the Concessionaire in the defense of its interests in court, in any instance and before any court or tribunal, including by hiring lawyers, with special powers to confess, compromise, give up, make agreements, give and receive discharge; and
- (d) at its discretion, underwrite, in whole or in part, with the reservation of powers, any of the powers granted herein, under the conditions deemed appropriate.

This power of attorney is valid until the signing of the Concession Agreement, provided that this event occurs within 01 (one) year.

[location], [●] of [●] of [●].

[Notarized signature(s) of legal representative(s)]

Annex 9
Power of Attorney Template (Foreign Proponent)

By this power of attorney, [Proponent], [qualification], hereinafter referred to as "Concessionaire", appoints and constitutes its very 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 Concessionaire, individually or jointly, before any government entities, bodies or departments, publicly or privately held companies and any government agencies, especially the Ministry of Transport and the ANTT, to establish and maintain understandings with said public bodies, agencies or entities, to receive service of any kind, to request and / or promote consultations, to request certificates and other documents and to perform the necessary acts during the bidding process described in the Concession Notice No. [●] / [●], including to appeal and waive the right to appeal;
- (b) make commitments and/or obligations on behalf of the Concessionaire and in any way contract, make agreements, give and receive discharge on behalf of the Concessionaire;
- (c) represent the Concessionaire in the defense of its interests in court, in any instance and before any court or tribunal, including by hiring lawyers, with special powers to confess, compromise, give up, make agreements, give and receive discharge;
- (d) receive summons for legal actions; and
- (e) at its discretion, underwrite, in whole or in part, with the reservation of powers, any of the powers granted herein, under the conditions deemed appropriate.

This power of attorney is valid until the signing of the Concession Agreement, provided that this event occurs within 01 (one) year.

[location], [●] of [●] of [●].

[Notarized signature(s) of legal representative(s)]

Annex 9-A
Declaration of Equivalence Template

[location], [●] of [●] of [●].

To

National Land Transport Agency - ANTT

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

Ref.: Concession Notice No. [●]/[●] – Declaration of Equivalence

Dear Sirs,

In compliance with the topic "Foreign Proponent" in Annex 2 of the Notice in reference, the [Proponent], by its undersigned Accredited Representative, declares, under the penalties of the applicable legislation, that the documents indicated below of the company's country of origin (NAME AND QUALIFICATION) are equivalent to the documents required in the Notice.

Country of origin document description	Document required in the Notice	Item in the Notice in which the document is required

[Notarized signature of Accredited Representative]

Annex 9-B
Declaration of Absence of Equivalent Document Template

[location], [●] of [●] of [●].

To

National Land Transport Agency - ANTT

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

Ref.: Concession Notice No. [●]/[●] – Declaration of Absence of Equivalent Document

Dear Sirs,

In compliance with the topic "Foreign Proponent" of Annex 2 of the Notice in reference, the [Proponent], by its undersigned representative(s), declares, under the penalties of the applicable legislation, that the documents listed below required in the Notice have no equivalent document in the company's country of origin (NAME AND QUALIFICATION).

Document required in the Notice that has no equivalent document in the country of origin	Item in the Notice in which the document is required

[Notarized signature of Accredited Representative]

Annex 10
Bid Guarantee Presentation

[location], [●] of [●] of [●].

To

National Land Transport Agency - ANTT

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

Ref.: Concession Notice No. [●]/[●] – Bid Guarantee Presentation

Dear Sirs,

The Proponent [qualification of the Proponent, detailing the composition if it is a Consortium], hereby represented by its Accredited Representative(s) below, hereby informs that it presents, in this Volume 1 - Bid Guarantee, the following instruments:

Modality	Amount

The Proponent affirms that it is aware of the conditions for the provision of the Bid Guarantee, especially regarding the rules on its renewal and the hypothesis of execution, under the terms of the Notice.

[Signature of the Accredited Representative]

Annex 10-A
Minimum Guarantee Insurance Terms and Conditions

1 Insurance policyholder

The policyholder must be the Proponent, indicating its complete qualification, discriminating the members, if it is a Consortium. If it is a fund, the policyholder must be the administrator, unless the manager has the powers to do so under the terms of the regulation, which must be presented in Volume 1, if applicable.

2 Insured

The National Agency for Land Transport – **ANTT**.

3 Object of the Insurance

To guarantee the indemnity, in the amount of BRL [•] ([•] reais), in the event that the Proponent breaches any of its obligations under the Law or the Concession Notice No. [•]/[•], including the case it is called to sign the Concession Agreement and does not do so within the period established in the Notice and in the conditions offered, under the terms of this Notice.

4 Instrument

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

5 Guarantee Value

The Guarantee Insurance Policy shall provide for the amount of indemnity for BRL [•] ([•] reais).

6 Term

The Guarantee Insurance Policy must have a minimum term of 01 (one) year from the Date for Receipt of Envelopes, renewable in the cases provided for in the Concession Notice No. [•]/[•].

7 Additional Provisions

The Guarantee Insurance Policy must contain the following additional provisions:

- (i)** That the Insurer is aware of and accepts the terms and conditions of the Concession Notice No. [•]/[•];
- (ii)** Declaration by the Insurer that it will make the payment of the amounts provided for herein within a maximum period of 30 (thirty) days, counted from the date of delivery of all related documents by the Insurer as necessary for the characterization and regulation of the claim;
- (iii)** If the Policyholder fails to comply with the obligations covered by the Guarantee Insurance Policy, the Insured shall have the right to demand the due indemnity from the Insurer, when the notification made to the Policyholder is fruitless; and
- (iv)** The terms that have not been expressly defined in this policy will have the meanings attributed to them in the Concession Notice No. [•]/[•].

Annex 10-B
Template Bank Guarantee

[location], [●] of [●] of [●].

To

National Land Transport Agency - ANTT

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

Ref.: Concession Notice No. [●]/[●] – Bank Guarantee Letter No. [●] (“Letter of Guarantee”)

- 1 By this Letter of Guarantee, the Bank [●], headquartered at [●], enrolled with the CNPJ/MF under No. [●] (“Guarantor Bank”), directly by itself and by its possible successors, undertakes to ANTT as joint guarantor of [●], headquartered at [●], enrolled with the CNPJ/MF under No. [●] (“Secured Party”), with express waiver of the rights provided for in articles 827, 835, 837, 838 and 839 of Federal Law no. 10. 406, of January 10, 2002 (“Brazilian Civil Code”), and article 794 of Federal Law No. 13,105, of March 16, 2015 (“Code of Civil Procedure”), for the faithful performance of all obligations assumed by the Secured Party in the bidding procedure described in Concession Notice No. [●]/[●], whose terms, provisions and conditions the Guarantor Bank expressly declares to have knowledge of and accept.
- 2 The Guarantor Bank is obligated to pay ANTT the total amount of BRL [●] ([●] reais) (“Surety”) in the event the Proponent fails to comply with any of its obligations under the Law or the Notice, including if the Proponent is called to sign the Concession Agreement and fails to do so within the period established in the Notice and under the conditions offered, or if the Proponent withdraws from this Bidding, under the terms of this Notice.
- 3 The Guarantor Bank is also obligated, within the scope of the amount identified above, to pay the damages caused by the Secured Party, including, but not limited to, fines imposed by ANTT related to the bidding contest, undertaking to make the payments arising from such damages when required, within a maximum period of 48 (forty-eight) hours, as of the receipt, by the Guarantor Bank, of the written notice sent by ANTT.
- 4 The Guarantor Bank shall not plead any objection or opposition from or by the Secured Party for the purpose of waiving its obligation to the Federal Government, the Ministry of Transport and ANTT under the terms of this Letter of Guarantee.
- 5 In the event that ANTT goes to court to demand the fulfillment of the obligation referred to in this Letter of Guarantee, the Guarantor Bank shall be obliged to pay the arbitration, judicial or extrajudicial expenses.
- 6 The Surety shall be in force for a period of 1 (one) year, counted from the last day of the Date for Receipt of Envelopes, according to the conditions mentioned in subitem 12.2 of Concession Notice No. [●]/[●].
- 7 The Guarantor Bank declares that:

- (i) this Letter of Guarantee is duly accounted for, fully complying with the regulations of the Central Bank of Brazil currently in force, in addition to complying with the precepts of the applicable Banking Legislation;
 - (ii) the signatories of this instrument are authorized to provide the Surety on their behalf and 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 [•]([•] reais), is within the limits authorized by the Central Bank of Brazil.
- 8** This Bank undertakes, before considering this Surety expired, to obtain from ANTT, confirmation of the release of the Proponent in relation to the obligations guaranteed herein. The forum for any and all actions or execution of this Letter of Guarantee shall be, with express waiver to any other, the Federal District.
- 9** The terms that have not been expressly defined in this Letter of Guarantee shall have the meanings attributed to them in Concession Notice No. [•]/[•].

[initials on the obverse]

[Notarized signature(s) of the bank's legal representative(s)]

Witnesses

Name:

ID Number (RG):

Name:

ID Number (RG):

Annex 11
Bidding Procedures Manual

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

Annex 12
**Minimum Content of the Intermediation Agreement between the Proponent and
its Respective Accredited Broker**

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

Annex 13
Declaration of Independent Elaboration of the Economic Proposal Template

[location], [●] of [●] of [●].

To

National Land Transport Agency - ANTT

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

Ref.: Concession Notice No. [●]/[●] – Declaration of independent elaboration of the Economic Proposal

Dear Sirs,

(Identification of the Accredited Representative), as representative duly constituted by [Proponent], hereinafter referred to as ("Proponent"), for the purposes of subitem 12.13 (iii) of Concession Notice No. [●]/[●], hereby declares, under the penalties of the law, especially art. 299 of the Brazilian Penal Code, that:

- (a) the Economic Proposal submitted to participate in the Bidding was prepared independently by the Proponent, 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 in the Bidding, by any means or by any person;
- (b) the intent to submit the Economic Proposal prepared to participate in the Bidding has not been informed of, discussed with, or received from any other potential or actual participant in the Bidding, by any means or by any person;
- (c) it did not attempt, by any means or by any person, to influence the decision of any other potential or actual participant in the Bidding as to whether or not to participate in the said event;
- (d) the contents of the Economic Proposal submitted to participate in the Bidding shall not, in whole or in part, directly or indirectly, be communicated or discussed with any other potential or actual participant in the Bidding prior to the award of the object of the Concession;
- (e) the contents of the Economic Proposal submitted to participate in the Bidding were not, in whole or in part, directly or indirectly informed, discussed or received from any member of the Federal Government, the Ministry of Transport or the ANTT before the official opening of the Economic Proposals; and
- (f) it is fully aware of the content and extent of this statement and has full powers and information to enter into it. _____

[Notarized signature of Accredited Representative]

Annex 14
Template Letter of Declaration of Financial Capacity

[location], [●] of [●] of [●].

To

National Land Transport Agency - ANTT

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

Ref.: Concession Notice No. [●]/[●] – Declaration of Financial Capacity

Dear Sirs,

In compliance with item 27 of Table VIII of Annex 2 of the Notice in reference, the [Proponent], by its undersigned Accredited Representative, declares, under the penalties of the applicable legislation, that it has the capacity to obtain or that it has sufficient financial resources to comply with the obligations of contribution of its own resources and those of third parties necessary to achieve the object of the Concession. Furthermore, it declares that (i) it has the capacity to contract all the necessary insurance to achieve the object of the Concession and (ii) has or has the capacity to obtain the resources to pay in national currency at least BRL [●] ([●] reais) in the capital stock until the date of execution of the Agreement and more BRL [●] ([●] reais), according to the schedule defined in the Agreement.

[Notarized signature of Accredited Representative]

Annex 15
Annex 15 List of Environmental, Constructive and Invasive Liabilities in the Domain
Range

(content available separately)

Annex 16
Final Economic Proposal Ratification Template

[location], [●] of [●] of [●]

To

The National Agency for Land Transport (“**ANTT**”)

SCES Trecho 3, Lote 10

Polo 8 do Projeto Orla

70.200-003 Brasília DF

Ref .: Concession Notice n ° [●] / [●] - Letter of Ratification of the Final Economic Proposal

Dear Sirs,

Dear Sirs, The (NAME AND QUALIFICATION OF THE BIDDER), for the purposes of Concession Notice n ° [●] / [●], hereby ratifies its Economic Proposal, proposing, in an irrevocable and irreversible manner, the Fixed Granting Value R \$ [●] ([●] reais), according to the terms and conditions contemplated in the Notice.

[Proponent]

[accredited representative (s)]

Annex 17
Concession Contract Draft

(to be inserted in due time)

Annex 18
Minutes of Responses to Clarification Requests

(to be inserted in due time)