

**ALUISIO CESAR DE MATOS**  
**Tradutor Público e Intérprete Comercial do Idioma Inglês**  
**Matrícula Nº 253 - JUCERJA**  
**CPF/MF 186.041.296-34**

Av. Almirante Barroso, 63/1117 - Centro - RJ - CEP: 20031-913



**12-18980-C**

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I, the undersigned, Sworn Public Translator and Commercial Interpreter, with full faith and credit throughout the Federative Republic of Brazil, duly appointed and commissioned by the Board of Trade of the State of Rio de Janeiro (JUCERJA) and registered therewith under no. 253, DO HEREBY CERTIFY AND ATTEST that a document set forth in the Portuguese language was presented to me for translation into English, which I have lawfully performed, by virtue of my Official Capacity, as follows: -----

BID NOTICE N.H/H-----

Assignment with consideration with charges for the rights and obligations held by Estrada de Ferro Paraná-Oeste SA under the Concession Agreement of Construction, Operation and Exploration of Railroad, and Adhesion Contracts n. 3, 4, 5 and 19/SNTT/MINFRA/2021, all signed with the Federal Government, as well as assets that make up the provision of the public service granted. -----

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Estrada de Ferro Paraná Oeste S.A. - FERROESTE, a government-controlled company, registered with CNPJ	



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under no. 80.544.042/0001-22, headquartered at Avenida Iguaçu, 420, 7th floor, neighborhood Rebouças, Municipality of Curitiba, State of Paraná, Zip Code 80.230-902, hereinafter referred to as FERROESTE, hereby makes public, by this BID NOTICE n. [•]/[•], the conditions of the BIDDING PROCESS in order to select the best proposal for the assignment with consideration, with charges, of the rights and obligations held by FERROESTE under the Concession Contract, entered into with the Federal Government on 23 May 1989, with the purpose of building and providing the public rail freight service associated with the operation of the rail infrastructure of the Paraná-Oeste Railroad, in the State of Paraná, and Adhesion Contracts n. 3, 4, 5 and 19/SNTT/MINFRA/2021, signed with the Federal Government, through the Ministry of Infrastructure, in favor of ASSIGNEE.-----

This bidding process will be governed by the rules set forth in this BID NOTICE and in its ANNEXES, by Federal Law no. 13.303/2016, by the Internal Regulation of Bidding, Contracts and Agreements - RILC of FERROESTE, by the Code of Conduct and Integrity of FERROESTE, by Complementary Law no.

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123/2006, by Federal Law no. 8,987/1995, by Federal Law no. 14,273/2021, and other rules in force on the matter.-----

The assignment was regularly approved within the scope of the Extraordinary Shareholders' Meeting held on [•] and of the Board of Directors, on [•], preceded by a resolution of the Control Board of State Companies (CCEE), as per [indication of meeting minutes/deliberation /document proving the manifestation of the CCEE]-----

The preparation of this BID NOTICE was preceded by the formal assessment of the assets under transfer, pursuant to art. 49, I, of Law 13,303/2016 and of art. 85 of the RILC, according to [indication of the studies that support the amount to be demanded in the face of the assignment of contracts and assets]. The data, studies, materials and information published by FERROESTE are merely informative and referential and do not form part of this BID NOTICE.-----

The judgment criteria of this bidding process for the selection of the best ECONOMIC PROPOSAL will be the highest offer by assignment with consideration, with charges, of the contractual rights and obligations, pursuant to art. 54, VI, of Law 13,303/2016, and of

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art. 40 of the RILC.-----

Proposals and other documents necessary to participate in the BIDDING PROCESS will be received from [•] to [•] on [•] of [•] of [•]. The opening of bids will be held in public session to

start on [•] of [•] of [•], at [•], at the headquarters of B3.-----

BID NOTICE, its ANNEXES, as well as all available information, studies and projects on FERROVIA can be obtained: (i) in physical or electronic media, at FERROESTE's headquarters, at its Ombudsman, between [•] of [•] and [•] of [•] of [•], from [•] to [•] h and from [ •] at [•] h, through reimbursement to FERROESTE of the value of the copy; and (ii) on FERROESTE's website, [www.ferroeste.pr.gov.br](http://www.ferroeste.pr.gov.br), the rules provided for in this BID NOTICE will apply to the availability of this information and studies.

Part II - Definitions-----

For the purposes of this BID NOTICE, the expressions below shall, in the singular or in the plural, have the meanings indicated below:-----

(i) WINNER: BIDDER declared the winner of the BIDDING PROCESS by FERROESTE, to which the object of the BIDDING PROCESS was awarded;-----



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- (ii) AFFILIATE: legal entity related, directly or indirectly, to another legal entity as a subsidiary, controller or subject to the common control of another individual or legal entity;-----
- (iii) ANNEX: each of the documents annexed to the BID NOTICE, numbered sequentially, and which form an integral part thereof;-----
- (iv) ANTT National Land Transport Agency, a special federal agency that is part of the indirect federal Public Administration, established by Law n. 10.233/2001, as the regulatory, supervisory and GOVERNMENT entity of the CONCESSION CONTRACT;-----
- (v) APPROVAL ACT: resolution issued by FERROESTE whose purpose is to ratify the result of the BIDDING PROCESS;-----
- (vi) B3: B3 S.A. - Brazil, Bolsa, Balcão, corporation, located in the-----  
Municipality of São Paulo, State of São Paulo, at Rua Quinze de Novembro, 275 - Centro Histórico de São Paulo, São Paulo - SP, 01010-901, technical advisor to the BIDDING COMMITTEE to, among other activities, conduct the PUBLIC SALE SESSION;-----
- (vii) ASSIGNOR: the FERROESTE;-----
- (viii) ASSIGNEE: SPE constituted by WINNER to sign

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the ASSIGNMENT AGREEMENT, within the terms and conditions defined by BID NOTICE and its ANNEXES;--

(ix) BIDDING COMMITTEE: committee established by FERROESTE, responsible for examining and judging all documents related to the bidding process, and conducting the procedures concerning the BIDDING PROCESS;-----

(x) CONCESSION: grant for the construction and provision of the public rail freight service associated with the operation of the railway infrastructure object of the CONCESSION CONTRACT;--

(xi) CONSORTIUM: association formed by two or more people or investment funds with the objective of participating in the BIDDING PROCESS which, in being the winner of the contest, will constitute the SPE, according to Brazilian laws;-----

(xii) ADHESION CONTRACTS: Adhesion Contracts no. 3, 4, 5 and 19/SNTT/MINFRA/2021, entered into between FERROESTE and the Federal Government, through the MINISTRY OF INFRASTRUCTURE, whose purpose is to authorize the indirect operation of rail transport services in rail systems between: (i) Maracaju/MS and Dourados/MS;-----

(ii) Cascavel/PR and Foz do Iguaçu/PR; (iii)

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Cascavel/PR and Chapecó/SC; (iv) Guarapuava/PR and Paranaguá/PR, respectively;-----

(xiii) CONCESSION CONTRACT: legal instrument for granting the concession and its ANNEXES, signed between the Federal Government and FERROESTE on May 23, 1989, for the construction, operation and exploitation of the provision of rail freight transport service associated with the exploitation of rail infrastructure and all its additive terms;----

(xiv) FERROESTE CONTRACTS: contracts entered into between FERROESTE and the Federal Government for the operation of the RAILWAYS object of the assignment, namely the CONCESSION CONTRACT and the ADHESION CONTRACTS;-----

(xv) REGISTERED BROKER: brokerage firm authorized to operate on B3 and hired by BIDDER, through an intermediation agreement, to represent it in acts performed with B3 and during the PUBLIC SALE SESSION;

(xvi) CVM: Securities and Exchange Commission, federal agency created by Law n. 6,385/1976;-----

(xvii) DATE FOR RECEIPT OF ENVELOPES: period indicated in the reference schedule in which all documents necessary for their participation in the BIDDING PROCESS must be delivered by BIDDERS, through



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REGISTERED BROKERS, at B3;-----

(xviii) QUALIFICATION DOCUMENTS: set of documents to be submitted by BIDDERS and intended to prove their legal qualification, tax and labor compliance, technical qualification and economic-financial qualification;-----

(xix) BID NOTICE: this BID NOTICE n. [•]/[•], and all their ANNEXES;-----

(xx) ASSIGNEE CHARGES: set of obligations contained in ANNEX 4 of the ASSIGNMENT AGREEMENT, mandatory compliance by ASSIGNEE, with a view to ensuring the proper exploitation of the infrastructure and provision of the rail transport service within the scope of the FERROESTE CONTRACTS.-----

(xxi) RAILWAYS: system formed by the railway infrastructure, with the operation of rail transport attributed to FERROESTE, related to the FERROESTE CONTRACTS;-----

(xxii) FERROESTE Estrada de Ferro Paraná Oeste SA, a government-controlled company, registered with the CNPJ under n. 80.544.042/0001-22, headquartered at Avenida Iguaçu, 420, 7th floor, Rebouças neighborhood, Municipality of Curitiba, State of Paraná, Zip Code 80.230-902, holder of the rights and

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obligations of the CONCESSION CONTRACT and ADHESION CONTRACTS;-----

(xxiii) PROPOSAL GUARANTEE: guarantee of compliance with the proposal to be presented by BIDDER to FERROESTE, under the terms of this BID NOTICE;-----

(xxiv) ASSIGNMENT AGREEMENT: legal instrument to be signed between FERROESTE and SPE through which the assignment, with charges, of ASSIGNOR's rights and obligations, related to FERROESTE AGREEMENTS, to ASSIGNEE;-----

(xxv) BIDDING PROCESS: this public procedure conducted by FERROESTE to select the most advantageous proposal, based on the criteria set out in this BID NOTICE, for the assignment, with charges, of the rights and obligations arising from the FERROESTE AGREEMENTS;-----

(xxvi) MINISTRY OF INFRASTRUCTURE: body of the federal Public Administration, as established in Law 13.844/2019, responsible for formulating national policies for rail transport and GOVERNMENT in ADHESION CONTRACTS;-----

(xxvii) GOVERNMENT: the Federal Government, represented by ANTT, in the CONCESSION CONTRACT, and by the MINISTRY OF INFRASTRUCTURE, in the ADHESION

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CONTRACTS;-----

(xxviii) QUALIFIED PROFESSIONAL: the professional, with a higher level, technically responsible for the execution of activities concerning the proper execution of the obligations related to the FERROESTE CONTRACTS and ASSIGNMENT AGREEMENT;-----

(xxix) BIDDER: any Brazilian and/or foreign legal entity, acting alone or in a CONSORTIUM, participating in the BIDDING PROCESS;-----

(xxx) ECONOMIC PROPOSAL: document presented by the BIDDERS, containing the value of the offer for the purpose of this BIDDING PROCESS, in accordance with the rules of the BID NOTICE;-----

(xxxi) REGISTERED REPRESENTATIVE: person authorized to represent BIDDER in all acts related to the BIDDING PROCESS, except for those performed with B3 and during the PUBLIC SALE SESSION;-----

(xxxii) PUBLIC SALE SESSION: public session to open the ECONOMIC PROPOSAL envelope delivered by the BIDDERS, during which the bidding stage will be carried out in person, if applicable, under the terms of this BID NOTICE;-----

(xxxiii) SPE: special purpose company to be mandatorily constituted by WINNER, in the form of a



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joint stock company, which will enter into the  
ASSIGNMENT AGREEMENT with FERROESTE.-----

Except where the context does not permit such an  
interpretation, the BID NOTICE definitions will apply  
equally in their singular and plural forms.-----

Part III - Object-----

1 Object of the Bid notice-----

1.1 The object of the BID NOTICE is the BIDDING  
PROCESS for the assignment with consideration, with  
charges, of the rights and obligations held by  
FERROESTE in the CONCESSION CONTRACT and in the  
ADHESION CONTRACTS, for the SPE, to be constituted by  
WINNER, under the terms, deadlines and conditions  
established in this BID NOTICE and in its ANNEXES.

1.2 Through the assignment, ownership and control of  
the assets indicated in the Annex 17 - Assets  
Inventory, intended to enable the provision of rail  
services within the scope of the FERROESTE CONTRACTS,  
among which reversible assets, in compliance with  
ANTT regulations.-----

1.3 The following ANNEXES form an integral part of  
this BID NOTICE:-----

- (i) Annex 1 - Model for Request for Clarifications
- (ii) Annex 2 - Letter of Presentation of General

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Documentation-----

(iii) Annex 3 - Model of the Economic Proposal-----

(iv) Annex 4 - Model of Declaration of Regularity to  
Article 7, XXXIII, of the Federal Constitution-----

(v) Annex 5 - Model of Declaration of Absence of  
Impediment for Participation in the Bidding process

(vi) Annex 6 - Model of Formal Declaration of Express  
Submission to Brazilian Legislation and Renunciation  
of Complaints through Diplomatic Channels-----

(vii) Annex 7 - Power of Attorney Template-----

(viii) Annex 8-A - Model of Power of Attorney for  
Foreign Bidder-----

(ix) Annex 8- B - Model of Declaration of Inexistence  
of Equivalent Document-----

(x) Annex 9 - Proposal guarantee Submission Model

(xi) Annex 10-A - Minimum Performance Bond Terms and  
Conditions-----

(xii) Annex 10-B - Bank-issued guarantee model----

(xiii) Annex 11 - B3 Procedures Manual-----

(xiv) Annex 12 - Minimum Content of the  
Intermediation Agreement between Bidder and  
Registered Broker-----

(xv) Annex 13 - Model of Declaration of Independent  
Preparation of Economic Proposal-----

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(xvi) Annex 14 - Financial Capacity Declaration Model  
(xvii) Annex 15 - Draft Assignment agreement-----  
(xviii) Annex 16 - Concession Contract, Adhesion  
Contracts and Addendums entered into by Ferroeste--  
(xix) Annex 17 - Assets Inventory-----  
(xx) Annex 18 - Documents required to sign the  
ASSIGNMENT AGREEMENT-----

1.4 In the event of any discrepancy between any  
provision of this BID NOTICE and any of the ANNEXES,  
the rules contained in this BID NOTICE shall prevail.

2 Judgment Criteria-----

2.1 The criterion for judging this BIDDING PROCESS  
will be the highest offer for the assignment with  
consideration of the rights and obligations contained  
in the FERROESTE AGREEMENTS, pursuant to item 12 of  
this BID NOTICE.-----

2.2 BIDDERS will be ranked in descending order of  
ECONOMIC PROPOSAL offers. The BIDDER will be  
considered to be ranked higher if, having satisfied  
the requirements of this BID NOTICE, it has submitted  
the proposal that confers the highest price offer  
through assignment with consideration of the rights  
and obligations contained in the FERROESTE  
AGREEMENTS.-----



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Part IV - Access to Information about the Railway and  
the Bidding process-----

3 Acquisition and Consultation of Bid notice and  
Access to Information-----

3.1 BID NOTICE, its ANNEXES, as well as all available  
information, studies and projects on the RAILWAYS  
covered by this BID NOTICE can be obtained: (i) on  
the FERROESTE website, [www.ferroeste.pr.gov.br](http://www.ferroeste.pr.gov.br); and  
(ii) in physical or electronic media, at FERROESTE's  
headquarters, between [.] of [.] and [.] of [.] of  
[.], from [.] to [.] h, by means of payment to the  
FERROESTE of the copy value.-----

3.1.1 Documents whose characteristics do not allow  
their availability through FERROESTE's website will  
be made available in physical or electronic media, at  
FERROESTE's headquarters, as provided for in sub-item

3.1.-----

3.2 FERROESTE is not responsible for BID NOTICE, its  
spreadsheets and forms and other information, studies  
and projects available on the RAILWAYS obtained or  
known in a different way or place than specified in  
this BID NOTICE.-----

3.3 Obtaining the BID NOTICE will not be a condition  
for participation in the BIDDING PROCESS, however,

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knowledge and acceptance of all its terms and conditions by BIDDER is essential.-----

3.4 BIDDERS are responsible for the direct analysis of the RAILWAYS area and of all data and information about the FERROESTE CONTRACTS.-----

3.4.1 The information, studies, research, investigations, surveys, projects, spreadsheets and other documents or data, related to the RAILWAYS and their operation, made available by FERROESTE, were carried out and obtained for the exclusive purposes of pricing the object of this BIDDING PROCESS, not presenting, vis-à-vis potential BIDDERS, any binding nature or any effect from the point of view of FERROESTE's liability vis-à-vis the BIDDERS or ASSIGNEE.-----

3.4.2 FERROESTE and the entities promoting and/or producing the materials mentioned in the sub-item 3.4.1 are not responsible for their correctness, accuracy or sufficiency, and BIDDERS is solely responsible for promoting a complete analysis of all the conditions and information necessary for the presentation of the respective ECONOMIC PROPOSALS.

3.5 BIDDERS will bear the respective costs and expenses incurred in carrying out studies,

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investigations, surveys, projects, technical visits and investments related to the BIDDING PROCESS or the contracting process.-----

4 Clarification Requests-----

4.1 Any citizen, interested party or BIDDER may request clarification on the BID NOTICE from FERROESTE until [.]h, on [.] of [.] of [.] , as follows:-----

(i) on the FERROESTE website, [www.ferroeste.pr.gov.br](http://www.ferroeste.pr.gov.br), accompanied, when necessary, by a file containing the questions formulated, in ".doc" format; or-----

(ii) through correspondence registered at FERROESTE's headquarters, containing the questions, printed and on magnetic media, with the respective file recorded in ".doc" format;-----

(iii) All correspondence regarding BID NOTICE sent to FERROESTE will be considered as delivered on the date of receipt by the recipient, except for those received after 6:00 pm (Brasilia time). In the case of correspondence addressed to the electronic address, these will be accepted if sent until 11:59:59 pm on the day established in sub-item 4.1.

4.2 BIDDING COMMITTEE will not answer questions that



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have been formulated in disagreement with the provisions of sub-item 4.1, It is like Annex 1 - Request Template of clarifications of the BID NOTICE.

4.3 The BIDDING COMMITTEE's responses to the aforementioned clarifications will be published in the minutes on the website [www.ferroeste.pr.gov.br](http://www.ferroeste.pr.gov.br), within 03 (three) business days prior to the DATE FOR RECEIPT OF ENVELOPES.-----

4.4 If requests for clarification are not made or after the answers to them, it is assumed that the elements provided in the BID NOTICE are sufficiently clear and precise for all acts to be carried out within the scope of the BIDDING PROCESS, and BIDDERS are not entitled to any further claim, since participation in the BIDDING PROCESS implies full and unconditional acceptance of all terms and conditions of this BID NOTICE and its respective ANNEXES.-----

4.5 The minutes of the BIDDING COMMITTEE's responses to the requests for clarification will form an integral part of this BID NOTICE.-----

5 Objections to the Bid notice-----

5.1 Any citizen or interested party is a legitimate party to challenge this BID NOTICE, and must file the challenge within 05 (five) business days prior to the

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DATE FOR RECEIPT OF ENVELOPES, in the forms provided  
for in sub-item 4.1.-----

5.1.1 The challenge must be accompanied by a copy of  
the signatory's identity document, when made by an  
individual, or proof of the powers of legal  
representation, when made by a legal entity, which  
will be done through the presentation of a power of  
attorney accompanied by the corporate documents. of  
the legal entity that prove the powers of the  
grantor.-----

5.2 Challenges to BID NOTICE must be addressed to the  
president of the BIDDING COMMITTEE and shall not have  
suspensive effect.-----

5.3 The challenge will not prevent the interested  
party from participating in the BIDDING PROCESS.---

5.4 For the purposes of this BIDDING PROCESS,  
statements, requests for clarifications, challenges  
and any other documents digitally signed with digital  
certification in the standard of the Brazilian Public  
Key Infrastructure - ICP-Brasil will be accepted,  
provided that, in the document presented, there are  
suitable means for the verification of their  
authenticity, including, but not limited to QR Codes  
and codes for validation in website links expressly

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indicated in the document in question.-----

Part V - Bidding process regulation-----

6 Participation Conditions-----

6.1 They may participate in this BIDDING PROCESS, alone or in the form of a CONSORTIUM, Brazilian and foreign legal entities, supplementary pension entities, financial institutions and investment funds, unless:-----

(i) Are impeded or fulfilling suspension of the right to participate in bids or to contract with FERROESTE;

(ii) They have been declared unreliable by an agency of the Federal, State or Municipal Public Administration, while the effects of the sanction last;-----

(iii) Are a legal entity whose administrators, managers, shareholders or holders of more than 5% (five percent) of the voting capital are directors or employees of FERROESTE;-----

(iv) Are a legal entity constituted by a partner of a company that has been suspended, prevented or declared disreputable;-----

(v) Are a legal entity whose administrator is a partner of a company that has been suspended, prevented or declared disreputable;-----



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(vi) Are a legal entity composed by a partner who has been a partner or administrator of a a suspended, impeded or declared disreputable company, during the period of the facts that gave rise to the penalty;

(vii) Are a legal entity whose administrator has been a partner or administrator of a suspended, prevented or declared disreputable company, during the period of the facts that gave rise to the sanction;-----

(viii) Have, on their board of directors, a person who participated, due to a bond of the same nature, in a company declared to be disreputable;-----

(ix) The employee or manager himself, as an individual, appears as a BIDDER;-----

(x) Established kinship relationship, up to the third civil degree, with:-----

(a) director of a public company or government-controlled company;-----

(b) employee of a public company or government-controlled company-----

whose attributions involve acting in the area responsible for the BIDDING PROCESS or contracting;

(c) authority of the Direct Public Administration of the State of Paraná.-----

(xi) Whose owner, even as a partner, has ended his

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term of management or broken his relationship with FERROESTE for less than 6 (six) months;-----

(xii) Are people reached by the fences established by State Decree n. 26, of January 1, 2015, which prohibits nepotism within the bodies and bodies and entities of the direct and indirect state public administration, or another rule that may replace it;

(xiii) That they have been prohibited from contracting with the Public Power due to conviction for an act of administrative improbity, under the terms of Federal Law n. 8,429/1992.-----

(xiv) Whose bankruptcy has been decreed or ratified by a court decision, which is insolvent or in liquidation;-----

(xv) That are prohibited as a result of administrative or judicial conviction in the illicit typified by Federal Law n. 12,846/2013;-----

(xvi) Who have been prohibited by the CADE Plenary from participating in bids promoted by the federal, state, municipal, direct and indirect Public Administration, due to a practice of violation of the economic order, pursuant to article 38, item II, of Federal Law n. 12,529/2011;-----

(xvii) That have been temporarily suspended,

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prevented or declared unsuitable for bidding or contracting with the state Public Administration, directly and indirectly, for disobedience to the Access to Information Law, pursuant to article 33, items IV and V, of Federal Law n. 12,527/2011.-----

6.2 Participation in the BIDDING PROCESS implies full and unconditional acceptance of all the terms, provisions and conditions of the BID NOTICE and its ANNEXES, as well as the other rules applicable to the BIDDING PROCESS.-----

6.3 Foreign BIDDERS must submit all documents equivalent to the documentation required from national BIDDERS.-----

6.3.1 Qualification documents and equivalent qualifications must be presented in such a way as to enable an analysis of their validity and enforceability.-----

6.4 In the absence of equivalent documents, foreign BIDDERS must submit a statement indicating such circumstance, under the terms of Annex 8- B - Model of Declaration of Inexistence of Equivalent Document.

7 Consortiums-----

7.1 BIDDER's participation in the CONSORTIUM will be allowed, subject to the following rules, without



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prejudice to others existing in the BID NOTICE and its ANNEXES:-----

(i) Each consortium member must individually meet the requirements related to legal qualification, tax and labor compliance and economic-financial qualification contained in this BID NOTICE;-----

(ii) The technical qualification requirements must be met by the CONSORTIUM, through any of the consortium members individually, admitting the sum of the technical qualifications presented by the consortium members;-----

(iii) The disqualification of any consortium member will automatically disqualify the CONSORTIUM;-----

(iv) There is no limit to the number of members to form the CONSORTIUM;-----

(v) No BIDDER may participate in more than one CONSORTIUM, even through its parent companies, subsidiaries or legal entities subject to common control;-----

(vi) If a BIDDER participates in a CONSORTIUM, it will be directly prevented from participating individually in the BIDDING PROCESS;-----

(vii) The inclusion, substitution, withdrawal, exclusion or even change in the percentage of

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participation of consortium members from the date of delivery of the envelopes until the signature of the ASSIGNMENT AGREEMENT will not be allowed;-----

(viii) In the case of a CONSORTIUM comprising a foreign and national company, the leading company of this CONSORTIUM must be a national company; and----

(ix) The consortium members are jointly and severally liable under the terms of the Law, for the purposes of the obligations assumed by virtue of the BIDDING PROCESS, until the signature of the ASSIGNMENT AGREEMENT.-----

7.2 The participation of CONSORTIUM in this BIDDING PROCESS is conditioned to the presentation of a CONSORTIUM constitution instrument or commitment to constitute an SPE, subscribed by the consortium members, containing at least the following information:-----

(i) the name of the CONSORTIUM;-----

(ii) the objectives of the CONSORTIUM, restricted to participation in the BIDDING PROCESS;-----

(iii) indication of the obligations and responsibility and the percentage of participation of the consortium members in the CONSORTIUM;-----

(iv) the appointment of the leader of the CONSORTIUM;

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(v) the granting of broad powers to the leader of the CONSORTIUM to represent the consortium members, actively and passively, judicially and extrajudicially, in all acts related to the BIDDING PROCESS, being able to assume obligations on behalf of the CONSORTIUM;-----

(vi) declaration of joint liability of the consortium members for the acts performed in the BIDDING PROCESS; and-----

(vii) commitment that, if it wins the BIDDING PROCESS, its consortium members will constitute an SPE, according to Brazilian law, in the form of a corporation, headquartered in [place] and with a specific administrative, accounting and tax structure.-----

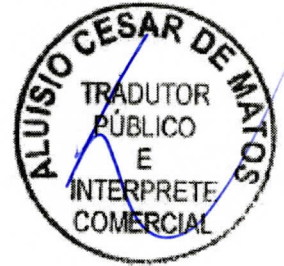
8 Technical visit-----

8.1 A technical visit is not mandatory, but if BIDDER is interested, it must schedule it with FERROESTE by sending an electronic correspondence (e-mail), sent to the electronic address [•], at least 05 (five) days from the date on which BIDDER intends to carry out the visit, respecting the maximum period established in item 8.3 of this BID NOTICE.-----

8.2 BIDDER must be represented by a qualified



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professional, duly registered with CREA or CAU, who must present, on the day of the technical visit, an identification document with photo, power of attorney, letter of preposition or other document capable of proving the technician's link indicated for the respective visit. The link between the appointed technician and BIDDER does not necessarily have to be of a permanent nature.-----

8.2.1 Each BIDDER, individually or in a CONSORTIUM, may appoint a maximum of 02 (two) representatives to monitor the scheduled technical visit, and may participate in as many visits as desired, among those to be carried out.-----

8.3 The maximum period for carrying out the technical visits will end on the 5th (fifth) day prior to the DATE FOR RECEIVING THE ENVELOPES.-----

8.4 It is not a necessary condition for participation in this BIDDING PROCESS to carry out a technical visit; however, BIDDING COMMITTEE will consider that the proposals presented were prepared with perfect knowledge of the RAILWAYS, and WINNER cannot, under any circumstances, request changes to the ECONOMIC PROPOSAL, deadlines, or conditions of the ASSIGNMENT AGREEMENT, or claim any damage or claim any benefit,

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under the allegation of insufficient data or  
information.-----

9 Form of Presentation of Documentation and Delivery  
of Documents-----

9.1 PROPOSAL GUARANTEE, ECONOMIC PROPOSAL and the  
QUALIFICATION DOCUMENTS must be delivered on the DATE  
FOR RECEIPT OF ENVELOPES, at B3, through a  
representative of REGISTERED BROKER, accompanied by  
the intermediation agreement, under the terms of  
Annex 12 - Minimum Content of the Intermediation  
Agreement between Bidder and Registered Broker, and  
documents that prove the powers of representation,  
and presented in 3 (three) sealed volumes, containing  
2 (two) identical copies of each documentation,  
distinct and identified on their cover, as follows:

(i) VOLUME 1 - GUARANTEE PROPOSAL-----

BID NOTICE N. [•]/[•] - ASSIGNMENT WITH  
CONSIDERATION, WITH CHARGES, OF THE RIGHTS AND  
OBLIGATIONS OWNED BY ESTRADA DE FERRO PARANÁ-OESTE SA  
UNDER THE CONCESSION CONTRACT OF CONSTRUCTION AND  
EXPLORATION OF ESTRADA DE FERRO PARANÁ-OESTE AND  
ADHESION CONTRACTS -----

BIDDER COMPANY NAME-----

NAME OF REGISTERED BROKER-----

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(ii) VOLUME 2 - ECONOMIC PROPOSAL-----  
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ADHESION CONTRACTS-----

BIDDER COMPANY NAME-----

NAME OF REGISTERED BROKER-----

(iii) VOLUME 3 - QUALIFICATION DOCUMENTS-----

BID NOTICE N. [•]/[•] - ASSIGNMENT WITH  
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ADHESION CONTRACTS-----

BIDDER COMPANY NAME-----

NAME OF REGISTERED BROKER-----

9.2 Each of the PROPOSAL GUARANTEE, ECONOMIC PROPOSAL  
and QUALIFICATION DOCUMENTS envelopes must contain  
(i) an original or authenticated copy, according to  
the rules of this Bid notice, and (ii) a duplicate,  
in simple copy, with the same content as the first  
via. Both copies must be bound separately, with all



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pages of content numbered sequentially, including slip sheets, catalogues, drawings or similar, if any, regardless of whether there is more than one notebook, from the first to the last sheet, so that the numbering of the last sheet of the last notebook reflects the total number of sheets of each volume, no amendments, erasures, between the lines or reservations being allowed.-----

9.3 Each copy, at the end of the volume, will contain a page with its own closing term, which will not be numbered.-----

9.4 Each of the PROPOSAL GUARANTEE, ECONOMIC PROPOSAL and QUALIFICATION DOCUMENTS envelopes must contain a digital file in portable document format (pdf), with content identical to that of the 2 (two) copies presented in physical media.-----

9.5 If there is a discrepancy between the information presented in physical and digital media, the information provided in physical media will prevail.

9.6 In the event of divergence between numbers and their expression in full, the form in full will prevail.-----

9.7 For presentation purposes:-----

(i) The copies of each of the volumes of PROPOSAL

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GUARANTEE, ECONOMIC PROPOSAL and QUALIFICATION DOCUMENTS must contain, in addition to the identification mentioned in the sub-item 9.1, the subtitles "1The via" and "2nd via", respectively; and (ii) In the first physical copy, all documents must be presented in their original form or certified copy, except for documents related to PROPOSAL GUARANTEE, which must be presented in Volume 1, in their original copies.-----

9.8 All pages of each of the copies of the PROPOSAL GUARANTEE and the QUALIFICATION DOCUMENTS must be initialed by the REGISTERED REPRESENTATIVE.-----

9.9 The delivery of BIDDING PROCESS documents by post or by any other means not provided for in this BID NOTICE will not be accepted.-----

9.10 The documents must be presented according to the models included in the BID NOTICE, except when expressly authorized to the contrary.-----

9.11 Any formal failures in the documents submitted by BIDDERS, referring to PROPOSAL GUARANTEE, ECONOMIC PROPOSAL and QUALIFICATION DOCUMENTS may be disclosed or remedied by BIDDING COMMITTEE, even if due diligence is required to do so.-----

9.12 The documents must be presented in clear

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language, without amendments, erasures, between the lines or reservations, and must observe the following rules regarding language:-----

(i) Documents related to BIDDING PROCESS must be presented in Portuguese and all documentation will be understood and interpreted in accordance with said language;-----

(ii) In the case of documents in a foreign language, these must be presented with the signature duly recognized as genuine by a notary or other entity in accordance with the legislation applicable to the documents, which, in turn, must be recognized by the nearest Brazilian consular representation, duly translated into Portuguese by a sworn public translator, and the powers of attorney must be registered at the Registry of Deeds and Documents; and-----

(iii) Foreign companies from signatory States of the Convention on the Elimination of the Requirement for Legalization of Foreign Public Documents, enacted in Brazil through Decree n. 8.660/2016, may replace the need for authentication by affixing the apostille referred to in the aforementioned Convention, when applicable. The documentation and the respective



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apostille must be translated by a sworn translator and with a signature recognized as true by a notary public.-----

9.13 BIDDERS will bear all costs related to the preparation and presentation of the volumes of the PROPOSAL GUARANTEES, the ECONOMIC PROPOSALS and the QUALIFICATION DOCUMENTS, and FERROESTE is not responsible, under any circumstances, for such costs, whatever the procedures followed in the BIDDING PROCESS or its results.-----

9.14 The acts performed by BIDDERS are subject to estoppel, and the exercise of powers referring to already completed stages of the BIDDING PROCESS is prohibited, except in the cases admitted in the BID NOTICE.-----

9.15 All documents that are signed may be signed physically or digitally with digital certification in the standard of the Infrastructure of Brazilian Public Keys - ICP-Brasil provided that, in the document presented, there are skillful means for verifying its authenticity, including, but not limited to QR Codes and codes for validation in website links expressly indicated in the document in question.-----

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9.16 Upon delivery of the volumes, BIDDERS express full knowledge that:-----

9.16.1 They are responsible for the veracity and authenticity of the information contained in the documents they present;-----

9.16.2 Authorize BIDDING COMMITTEE to carry out, at any stage of the BIDDING PROCESS, the steps it deems necessary to clarify or complement the instruction of the process; and-----

9.16.3 They know the conditions of the RAILWAY CONTRACTS and the configurations of the RAILWAYS covered by the assignment, as well as all the information related to this BIDDING PROCESS.-----

10 Bidders Representatives-----

10.1 Registered Representatives-----

10.1.1 Each Bidder must have a minimum of 01 (one) and a maximum of 2 (two) REGISTERED REPRESENTATIVES.

10.1.2 The volume of PROPOSAL GUARANTEE must contain the following documents to prove the powers of representation of REGISTERED REPRESENTATIVE:-----

(i) In the case of BIDDERS Brazilian companies, a power of attorney that proves powers to perform, on behalf of BIDDER, all acts relating to the BIDDING PROCESS, in accordance with the model contained in

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the Annex 7 - Model of Power of Attorney, with a notarized signature and accompanied by documents proving the grantor's powers, according to the last amendment filed in the business registry or competent notary's office;-----

(ii) In the case of BIDDER CONSORTIUM, the power of attorney mentioned above must be granted by the leading company, with a notarized signature, and will be accompanied by (a) powers of attorney granted by the consortium members to the leading company, also in the form of Annex 7 - Model of Letter of attorney, with notarized signature, and (b) documents proving the powers of all the grantors, according to the latest changes filed in the business records or competent notaries;-----

(iii) In the case of a foreign BIDDER, a power of attorney granted to a legal representative resident and domiciled in Brazil, proving powers to perform, on behalf of BIDDER, all acts relating to the BIDDING PROCESS and with express powers to receive service of process and represent BIDDER administratively and judicially, as well as making agreements and waiver of rights and, if applicable, sub-establishment of the appropriate powers for the REGISTERED



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REPRESENTATIVE, along the lines of the model of the Annex 8-A - Model of Power of Attorney for Bidder foreign; and-----

(iv) In the case of sub-item 10.1.2(iii), the power of attorney must be accompanied by documents proving the powers of the grantors, with the signature duly recognized as true by a notary or other entity in accordance with the legislation applicable to the documents, which must be recognized by the nearest Brazilian consular representation, duly translated into Portuguese by a sworn public translator and registered at the Notary of Titles and Documents, according to the latest amendment filed in the business registry, competent notary office or equivalent requirement in the country of origin.---

10.1.3 REGISTERED REPRESENTATIVE will not be allowed to intervene or perform acts during the PUBLIC SALE SESSION, given that such representation will be exercised exclusively by REGISTERED BROKER.-----

10.1.4 REGISTERED REPRESENTATIVE shall sign and notarize all statements and documents referred to in this BID NOTICE, except ECONOMIC PROPOSAL, whose confidentiality shall be preserved.-----

10.1.5 REGISTERED REPRESENTATIVE may exercise the

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representation of only one BIDDER, or CONSORTIUM, and must monitor all acts of the bidding process, until its conclusion.-----

10.2 Registered Brokers-----

10.2.1 The intermediation contract between REGISTERED BROKER and BIDDER, which will have the minimum content specified in Annex 12 - Minimum Content of the Intermediation Agreement between Bidder and Registered Broker, must be delivered together with the documents referred to in sub-item 10.1.2, accompanied by the documents necessary to prove the powers of BIDDER subscribers.-----

10.2.2 REGISTERED BROKERS shall represent the BIDDERS with B3, in the delivery of all documents required in this BID NOTICE, especially the volumes of PROPOSAL GUARANTEE, ECONOMIC PROPOSAL and QUALIFICATION DOCUMENTS, and in the acts of the PUBLIC SALE SESSION.-----

10.2.3 Each REGISTERED BROKER may only represent one BIDDER, and each BIDDER may only be represented and participate in the BIDDING PROCESS through a single REGISTERED BROKER.-----

11 Proposal guarantee-----

11.1 The PROPOSAL GUARANTEE must be contributed in

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the minimum amount of BRL 5,500,000.00 (five million, five hundred thousand reais) and may be provided in the form of a cash guarantee, performance bond or bank-issued guarantee.-----

11.2 PROPOSAL GUARANTEE must have a minimum validity period of 1 (one) year from the DATE FOR RECEIVING THE ENVELOPES, including the start and end date.---

11.3 BIDDING COMMITTEE and B3 will analyze the regularity and effectiveness of the guarantees presented in accordance with the BID NOTICE and the BIDDING PROCESS MANUAL.-----

11.3.1 The BIDDING COMMITTEE will be responsible for the decision and communication on the acceptance of the PROPOSAL GUARANTEES of each BIDDER for participation in the BIDDING PROCESS.-----

11.4 BIDDERS must also observe the following conditions when offering the PROPOSAL GUARANTEE:---

11.4.1 In the event that the PROPOSAL GUARANTEE is provided in the performance bond modality:-----

(i) The instrument must be issued by an insurance company authorized to operate by SUSEP, and in accordance with the minimum content contained in the Annex 10-A - Minimum Performance Bond Terms and Conditions;-----



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(ii) BIDDER must be indicated as the borrower and FERROESTE as beneficiary, ensuring compensation for any breach of BIDDER's obligations to FERROESTE under the terms of this BID NOTICE;-----

(iii) The applicable legislation and regulations must be observed, including, without limitation, the normative acts of SUSEP applicable to surety bonds, especially Circular no. 477/2013 of SUSEP;-----

(iv) Registration with B3 may be used as a means of proving the powers of the insurer's signatories, alternatively allowing the presentation of documents within Volume 1 for this purpose or the presentation of a certificate of the administrators issued by SUSEP;-----

(v) the authenticity of performance bond policies must be verifiable on the insurer's or SUSEP's website.-----

11.4.2 In the event that the PROPOSAL GUARANTEE is provided as a bank-issued guarantee:-----

(i) The instrument must be issued by a commercial, multiple or investment bank, classified on the first or second floors, that is, between "A" and "B" on the long-term rating scale of one of the Fitch Ratings risk rating agencies, Moody's or Standard & Poors, in

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addition to the content contained in the Annex 10-B -  
Bank-issued guarantee model;-----

(ii) The guarantor must be a commercial, investment  
and/or multiple bank authorized to operate in Brazil,  
in accordance with Brazilian legislation and the  
specific regulation of the financial sector and that  
observes the prohibitions of the National Monetary  
Council regarding indebtedness limits and risk  
diversification;-----

(iii) The surety shall indicate BIDDER as the surety  
and FERROESTE as the beneficiary, and shall guarantee  
indemnification for any breach of BIDDER's  
obligations to FERROESTE under the terms of this BID  
NOTICE;-----

(iv) The chosen guarantor may be registered with B3,  
as a means of proving the powers of its signatories,  
alternatively being allowed to present documents  
within Volume 1 for this purpose;-----

(v) The financial institution must have the EMVIA  
system for B3 to verify the authenticity of the  
letter of guarantee.-----

11.4.3 In the event that PROPOSAL GUARANTEE is  
provided in the form of a cash guarantee:-----

(i) BIDDER must present proof of deposit in reais in

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current account [•].-----

(ii) BIDDER must submit a document addressed to FERROESTE, dated and signed by the custodian financial institution, which includes:-----

(a) Declaration that the pecuniary value of the collateral, clearly identified, will be pledged in favor of FERROESTE as a guarantee of compliance, by BIDDER, with the clauses of this BID NOTICE;-----

(b) That FERROESTE may execute the guarantee under the conditions set forth in this BID NOTICE.-----

11.5 The PROPOSAL GUARANTEE must be presented according to the model contained in the Annex 9 - Proposal guarantee Submission Model;-----

11.6 If BIDDER participates in isolation, PROPOSAL GUARANTEE must be presented under its own company name;-----

11.7 If the BIDDER is a CONSORTIUM, the PROPOSAL GUARANTEE must be presented on behalf of any of the consortium members, indicating the name of the CONSORTIUM, the percentage of participation of each one of the consortium members, and the indication of the leader, being admissible the composition of the constitution of PROPOSAL GUARANTEE among the consortium members, regardless of their participation



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percentage in the CONSORTIUM, for the benefit of all consortium members, provided that the added guarantees reach the amount required in item 11.1.

11.7.1 If BIDDER participates in a CONSORTIUM, PROPOSAL GUARANTEES that use the name of CONSORTIUM as borrower/depositor/holder/depositary will not be accepted. In this case, the PROPOSAL GUARANTEE may be presented:-----

(i) In only one instrument on behalf of only one of the duly constituted legal entities belonging to the CONSORTIUM, regardless of their percentage interest in the CONSORTIUM; or;-----

(ii) In different instruments, each one on behalf of a consortium member.-----

11.7.2 In all cases referring to the PROPOSAL GUARANTEE presented in the CONSORTIUM:-----

(i) PROPOSAL GUARANTEE shall ensure the responsibility of the CONSORTIUM, being prohibited the instrument that guarantees only the participation of the consortium member; and;-----

(ii) The name of the CONSORTIUM and the designation of its members, indicating the percentages of participation, must appear in the description of the policy.-----

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11.8 BIDDERS that do not submit the PROPOSAL GUARANTEES under the conditions established in this BID NOTICE and ANNEXES, as well as in the Annex 11 - Manual of B3 procedures, will be prevented from participating in the BIDDING PROCESS.-----

11.9 PROPOSAL GUARANTEE will be released, as the case may be, after 15 (fifteen) days from (i) the publication of the ASSIGNMENT AGREEMENT extract; (ii) publication of the decision that judged BIDDER to be disqualified or disqualified, provided that no appeal has been filed or has been definitively dismissed; or (iii) the revocation or annulment of the BIDDING PROCESS, as the case may be.-----

11.10 If the validity period of the PROPOSAL GUARANTEE expires before the signature of the ASSIGNMENT AGREEMENT, BIDDER shall arrange for its renewal at its own expense, for successive periods, within 15 (fifteen) days prior to expiration, and shall extend its validity for a minimum period of 06 (six) months, in which case the maintenance of the qualification conditions will be conditioned to the regular renewal of the respective PROPOSAL GUARANTEE.

11.10.1 In the case of renewal, the guarantee referred to in the sub-item 11.10 above will be

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readjusted by the positive variation of the Broad Consumer Price Index - IPCA, published by the Brazilian Institute of Geography and Statistics - IBGE, between the month prior to the DATE FOR RECEIPT OF ENVELOPES and the month immediately prior to the renewal of the PROPOSAL GUARANTEE.-----

11.10.2 If there is a new renewal of the PROPOSAL GUARANTEE, the adjustment will be carried out between the month immediately prior to the renewal of the PROPOSAL GUARANTEE and the month prior to the end of its term.-----

11.11 In the event of more than 1 (one) request for renewal of the PROPOSAL GUARANTEE, the undeclared BIDDER may withdraw from the BIDDING PROCESS by means of a communication addressed to the BIDDING COMMITTEE, which will immediately discharge its obligations incurred as a result of participating in the bidding process.-----

11.12 Observing the due process and the full defense and with the exception of the item 14.2 and in the event that BIDDER acts in good faith, PROPOSAL GUARANTEE may be executed in the event of total or partial default of the obligations assumed by BIDDER as a result of its participation in the BIDDING



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PROCESS, upon notification, by FERROESTE, to the defaulting BIDDER, without prejudice to the other penalties provided for in the BID NOTICE or applicable legislation, including, but not limited to:-----

(i) BIDDER is declassified or declared disqualified, after the respective administrative process in which BIDDER is found to be guilty of serious fault or intent;-----

(ii) Failing BIDDER to ratify its bid, when applicable;-----

(iii) BIDDER withdraws its proposal within the validity period;-----

(iv) Failure to comply with obligations prior to the execution of the CONTRACT, pursuant to item 20, through the sole fault of WINNER or SPE;-----

(v) WINNER's refusal to enter into the ASSIGNMENT AGREEMENT, within the terms established in this BID NOTICE and its ANNEXES;-----

(vi) If BIDDER performs acts aimed at frustrating the objectives of the BIDDING PROCESS;-----

(vii) Coverage of fines, penalties and indemnities eventually owed by BIDDER to FERROESTE, due to its participation in the BIDDING PROCESS, from the date

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of submission of the PROPOSAL GUARANTEE until the date of signature of the ASSIGNMENT AGREEMENT, without prejudice to the application of other penalties and residual liability for the amount that extrapolates the PROPOSAL GUARANTEE; and-----

(viii) Non-completion of the BIDDING PROCESS and/or signature of the ASSIGNMENT AGREEMENT, for reasons attributable to BIDDER.-----

11.13 Any modification to the terms and conditions of PROPOSAL GUARANTEE presented to FERROESTE is prohibited, unless expressly authorized by BIDDING COMMITTEE, and except as provided in sub-item 11.10.

11.13.1 Exceptionally, the replacement of PROPOSAL GUARANTEE may be allowed in case of loss of value of the guarantee provided or situations that imply in the unenforceability of said instrument.-----

12 Economic Proposal-----

12.1 BIDDER will be responsible for carrying out, at its own risk and expense, investigations, surveys and studies, as well as developing projects to allow the presentation of its ECONOMIC PROPOSAL.-----

12.2 The volume of ECONOMIC PROPOSAL must only contain an Introduction Letter of ECONOMIC PROPOSAL, duly signed, according to the model contained in the

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Annex 3 - Model of the Economic Proposal, without errors or erasures, and must be signed by BIDDER's legal representative or a person legally authorized to do so on its behalf and the declaration of independent preparation by ECONOMIC PROPOSAL, according to the model contained in the Annex 13 - Preparation Declaration Model Independent of Economic Proposal.-----

12.2.1 ECONOMIC PROPOSAL shall contain an indication of the price offer for the entirety of the object of this BIDDING PROCESS, with a fixed global price for the assignment, with charges, of the rights and obligations arising from the FERROESTE CONTRACTS, the indication of unit price for each of the contracts.

12.2.2 The values will be proposed in national currency, with two decimal places, written numerically and in full, and must also contain the identification of the respective BIDDER.-----

12.2.3 The minimum value of the price offer to be presented by BIDDER, by assignment with consideration, with charges, of the rights and obligations arising from the FERROESTE AGREEMENTS, will be BRL 110,000,000.00 (one hundred and ten million Reais).-----



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12.2.4 Proposals that do not reach the minimum value established in item 12.2.3 above.-----

12.3 The ECONOMIC PROPOSAL must be valid for 01 (one) year, counted from the last day of the DATE FOR RECEIVING THE ENVELOPES, and during this period, all its conditions must be maintained.-----

12.3.1 If the PUBLIC SALE SESSION date is postponed, the ECONOMIC PROPOSAL must be renewed for an equal period, up to the 5th (fifth) business day prior to its expiration, under penalty of disqualification.

12.4 The ECONOMIC PROPOSALS, as well as the bids made in the open outcry stage of the auction, must be unconditional, irreversible and irrevocable.-----

12.5 ECONOMIC PROPOSAL shall consider:-----

(i) the investments, taxes, costs and expenses necessary for the proper execution of the FERROESTE CONTRACTS and for the operation of the RAILWAYS, observing the provisions contained in the ASSIGNMENT AGREEMENT, the ASSIGNEE CHARGES and other ANNEXES;

(ii) the risks to be assumed by ASSIGNEE due to the exploitation of the FERROESTE CONTRACTS;-----

(iii) the term of validity of the FERROESTE CONTRACTS;-----

(iv) other information and conditions established in

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the documents of this BID NOTICE, its ANNEXES and in the applicable regulations.-----

13 Qualification-----

13.1 The QUALIFICATION DOCUMENTS will be composed of documents that prove the legal, fiscal, labor, economic-financial and technical regularity of BIDDER.-----

13.2 The presentation by BIDDER of any false QUALIFICATION DOCUMENT, unfit for the purpose for which it was intended or that is expired on the DATE FOR RECEIVING THE ENVELOPES will result in the disqualification of BIDDER, without prejudice to the application of administrative, civil and criminal sanctions applicable, if any.-----

13.3 BIDDER undertakes to notify BIDDING COMMITTEE, immediately after its occurrence, of any supervening fact or circumstance that alters its qualification conditions, under penalty of disqualification, without prejudice to the application of applicable sanctions.-----

13.4 The certificates required for the qualification of BIDDERS issued without indication of the validity period will be considered valid for a period of 90 (ninety) days, counted from the date of their

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issuance.-----

13.5 Certificates obtained over the internet will be accepted, provided they have been issued by official websites and that the document contains an indication of the website where the authenticity of the information can be verified.-----

13.6 Legal Qualification-----

13.6.1 In order to prove its legal qualification, BIDDER must present:-----

(i) Commercial registration, in the case of sole proprietorship,-----

(ii) In the case of a company: Charter, Articles of Association, accompanied by proof of election of the acting administrators, as well as respective terms of ownership, as the case may be, duly registered with the competent Registry of Commerce or Registry Office and a certificate issued by the competent Registry of Commerce or Registry Office, with up-to-date company registration information;-----

(iii) In the case of a financial institution, proof of authorization to operate by the Central Bank of Brazil, in addition to the other documents provided for in item 13.6.1, (ii);-----

(iv) In the case of Equity Investment Fund (FIP), in



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addition to the other documents provided for in item 13.6.1, (ii):-----

(a) Certified copy of the instrument of incorporation and the entire content of the Regulation in force, duly accompanied by a certificate proving its registration with the Registry Office of Securities and Documents or with the CVM, pursuant to Circular Letter CVM/SIN 12/19;-----

(b) Certified copy of the proof of registration of the FIP with the CVM;-----

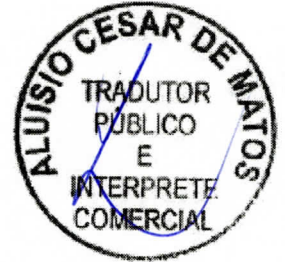
(c) Proof of hiring a manager, if any, as well as the election of the acting manager;-----

(d) Proof of registration of the administrator and, if any, of the investment fund manager, before the CVM; and-----

(e) Proof that the investment fund is duly authorized to participate in the BIDDING PROCESS and that its administrator can represent it in all acts and for all purposes of the Auction, assuming on behalf of the investment fund all the obligations and rights that arising from the BIDDING PROCESS.-----

(v) In the case of an open or closed supplementary pension entity, proof of specific authorization regarding its constitution and operation, issued by

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the respective supervisory body and a statement issued by PREVIC, that the plans and benefits managed by it are not under liquidation or intervention, in addition to the other documents provided for in item 13.6.1, (ii);-----

(vi) In the case of foreign BIDDERS operating in Brazil, authorization decree and act of registration or authorization to operate issued by the competent body, when the activity so requires.-----

13.6.2 In the case of a CONSORTIUM, BIDDER must present an instrument to constitute a consortium or a commitment to establish an SPE, signed by the consortium members, in the form of item 7 of this BID NOTICE.-----

13.7 Tax and Labor Regularity-----

13.7.1 In order to prove its fiscal and labor regularity, BIDDER must present the following documents:-----

(i) Proof of registration in the National Register of Legal Entities (CNPJ/ME);-----

(ii) Proof of registration in the state and municipal taxpayer registry, referring to the headquarters of the BIDDER, relevant to your field of activity or, in the case of BIDDER not being registered, a

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declaration proper to that situation, under the penalties of the law;-----

(iii) Proof of fiscal regularity before the state and municipal treasuries, all located at BIDDER's domicile or headquarters, upon presentation of clearance certificates, or positive ones with negative effects, with a date of issuance, at most, 90 (ninety) days prior to the DATE FOR RECEIPT OF ENVELOPES;-----

(iv) Certificate of Regularity before the Severance Indemnity Fund - FGTS, which is within the validity period in the DATE FOR RECEIPT OF ENVELOPES;-----

(v) Proof of fiscal regularity before the Federal Treasury, upon presentation of the joint certificate, issued by the Federal Revenue Service of Brazil (RFB) and by the Office of the General Counsel for the Federal Treasury (PGFN), regarding the taxes administered by the RFB, to the pension contributions and the Federal Overdue Tax Liability administered by the PGFN, and-----

(vii) Clearance Certificate of Labor Debts pursuant to Title VIIA of the Consolidation of Labor Laws, approved by Decree-Law no. 5,452, of May 1, 1943.--

13.8 Economic-Financial Qualification-----



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13.8.1 To prove its economic-financial qualification,  
BIDDER must present:-----

(i) Balance Sheet in accordance with the law, of the last fiscal year required, its replacement by balance sheets or provisional balance sheets, containing the respective opening and closing terms, duly submitted for authentication at the competent body, is prohibited.-----

(a) Newly constituted companies, whose Balance Sheet is not yet due, must present the Opening Balance, containing the stamp and signature of the company's legal representative and the accountant;-----

(b) Companies that use the Public Digital Bookkeeping System - SPED, must prove the Digital Accounting Bookkeeping - ECD by means of a delivery receipt with the Federal Revenue, as well as must present the Balance Sheet of the last fiscal year required containing the Opening Terms and Closing that were submitted through SPED.-----

(ii) Clearance Certificate of BIDDER's bankruptcy, self-bankruptcy and judicial recovery request issued by the clerk of court (civil courts) of the district of the Municipality where BIDDER is headquartered.

13.9 Technical Qualification-----

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13.9.1 To prove its technical qualification, BIDDER must present the following documents:-----

(i) Registration or enrollment with the competent professional entity;-----

(ii) Certificate issued by a public or private legal entity or contract of financing duly executed that proves that BIDDER or its AFFILIATE has raised funds for infrastructure enterprises, in any sector, in Brazil or in foreign countries, in an amount equal to or greater than BRL 627,161,512.85 (six hundred and twenty-eight seven million, one hundred and sixty-one thousand, five hundred and twelve reais and eighty-five cents);-----

(a) To prove the amount provided for in sub-item 13.9.1(ii), The sum of up to 6 (six) certificates will be admitted, provided that at least one of the funding corresponds to at least 20% (twenty percent) of the total amount required;-----

(b) In the case of BIDDER's participation in the CONSORTIUM regime in this BIDDING PROCESS, the sum of values between the consortium members will be allowed to prove the sub-item 13.9.1(ii),;-----

(c) For the proof provided for in sub-item 13.9.1(ii), only the amounts proportional to the

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percentage of participation of BIDDER, or of its AFFILIATE, in the companies or consortiums responsible for the enterprise object of the attestation will be considered.-----

(d) In cases in which the interest of BIDDER, or its AFFILIATE, exceeds 50% (fifty percent) in the companies or consortiums responsible for the enterprise object of the attestation, the total value of the attestation, equivalent to 100% (one hundred Percent).-----

(e) The document proving the experience required in the sub-item 13.9.1 (ii) must inform the amount of funds raised and the enterprise to which the funds have been directed.-----

(f) The values described in the document proving the experience required in sub-item 13.9.1(ii), may be updated, from the date of contracting the financial transaction, by the IPCA or, in the absence thereof, by another official inflation index or another index that may replace it, until the month prior to the date of the opening session of BIDDING PROCESS-----

(g) In the event that the amounts contained in the supporting documents are presented in foreign currency, they must be converted into reais at the



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exchange rate in force on the date of contracting the financial transaction and updated under the terms of the previous sub-item, up to the month prior to the date of opening session of the BIDDING PROCESS.----

13.9.2 Certificate of technical capacity, provided by a legal entity governed by public or private law, registered with the Regional Council of Engineering and Agronomy - CREA, proving that BIDDER or its AFFILIATE has, on its staff, a professional holder of a certificate accompanied by the respective CATs - Certificate of Technical Collection referring to:--

(i) Rail logistics operation, involving train circulation operation processes, management of rail yards and terminals, management of the maintenance process of rail infrastructure and superstructure and maintenance of rolling stock in railroads of technological, operational and volumetric complexity of load equivalent to or greater than the foreseen in the operational and demand studies;-----

(ii) Development of engineering projects for railway or road infrastructure and exclusively railway superstructure.-----

13.9.3 The QUALIFIED PROFESSIONAL must have a link with BIDDER on the DATE FOR RECEIVING THE ENVELOPES.

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13.9.4 The QUALIFIED PROFESSIONAL's link with BIDDER can be proven:-----

(i) By employment relationship or as an administrator;-----

(ii) By technical assistance contract, directly or through a company of which he is an employee or administrator; or-----

(iii) By letter or contract of intent signed between BIDDER and the QUALIFIED PROFESSIONAL, with a notarized signature and documents proving the powers of the signatories, indicating that, in the event of BIDDER's success in the BIDDING PROCESS, the QUALIFIED PROFESSIONAL will assume the obligation to participate in the contract for through one of the two ways indicated in the items 13.9.4(i) and 13.9.4(ii) above.-----

13.9.5 If they choose to prove the employment relationship, BIDDERS must present the Employee Registration Form - FRE and the Social-security card, duly updated.-----

13.9.6 In order to prove the investiture in a management position, BIDDERS must present proof of election of the current managers, duly filed with the business registry or competent notary's office.----

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13.9.7 In order to prove the existence of the technical assistance agreement, BIDDER must present an instrument of commitment to technical assistance, with a notarized signature and documents that prove the powers of the signatories, whereby the QUALIFIED PROFESSIONAL must undertake to provide BIDDER with the necessary technical assistance for the execution of the services.-----

13.9.8 The QUALIFIED PROFESSIONAL is not prohibited from having a relationship with more than a BIDDER.

13.9.9 The certificates referred to in the item 13.9.2 may be presented in original or certified copy, not being allowed the presentation of certificates referring to activities still in progress and/or not completed, and must contain the following information:-----

- (i) Purpose;-----
- (ii) Characteristics of the activities and services developed;-----
- (iii) Start and end dates of activities and services
- (iv) Location of activities and services;-----
- (v) Issuer's corporate name; and-----
- (vi) Name and identification of the signatory.-----

13.9.10 In the case of corporate changes and in cases



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of merger, incorporation or spin-off, only certificates in which, unequivocally and through documents, the definitive transfer of technical assets is proven.-----

13.9.11 Subject to the above conditions, it is allowed to present certificates on behalf of AFFILIATES companies, and BIDDER must present the list of shareholders or partners that prove the existence of a corporate link between BIDDER and AFFILIATE.-----

13.10 Declarations-----

13.10.1 BIDDERS must also submit the following declarations together with Volume 3 - Qualification documents:-----

(i) Declaration of Regularity to Article 7, XXXIII, of the Federal Constitution, according to the model of the Annex 4 - Model of Declaration of Regularity to the Article 7, XXXIII, of the Federal Constitution;-----

(ii) Declaration of Absence of Impediment for Participation in the Bidding process, according to the model of the Annex 5 - Model of Declaration of Absence of Impediment to Participation in the Bidding process;-----

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(iii) Declaration of Financial Capacity, according to the model of the Annex 14 - Financial Capacity Declaration Model;-----

(iv) In the case of a foreign BIDDER, Formal Declaration of Express Submission to Brazilian Legislation and Renunciation of Complaint through Diplomatic Channel, according to the model of the Annex 6 - Model of Formal Declaration of Express Submission to Brazilian Legislation and Claim Waiver through diplomatic channels.-----

14 Bidding Committee-----

14.1 The BIDDING PROCESS will be processed and judged by the BIDDING COMMITTEE, and it will be responsible for carrying out the work necessary to carry out the BIDDING PROCESS.-----

14.2 In addition to the prerogatives that implicitly derive from its legal role, BIDDING COMMITTEE may:

(i) to ask BIDDERS, at any time, for clarification on the documents presented by them;-----

(ii) adopt criteria for the correction of formal failures and completion of insufficiencies in the course of the BIDDING PROCESS;-----

(iii) promote diligence aimed at clarifying or complementing the instruction of the BIDDING PROCESS,

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prohibited the subsequent inclusion of a document that should originally appear in the documents presented by BIDDER;-----

(iv) extend the deadlines referred to in the BID NOTICE, in case of public interest, fortuitous event or force majeure, without entitlement to compensation or reimbursement of costs and expenses in any capacity and at any time, and-----

(v) in the event of a change that unequivocally affects the preparation of the ECONOMIC PROPOSALS or QUALIFICATION DOCUMENTS, change: (i) the expected delivery date of the PROPOSAL GUARANTEE, the ECONOMIC PROPOSAL and the QUALIFICATION DOCUMENTS; and (ii) the expected date for opening the volumes and judging the proposals or for carrying out the BIDDING PROCESS, if applicable, reopening the period initially established.-----

14.3 Any change in BID NOTICE will be communicated in the Official Gazette of the State of Paraná, on the official website of FERROESTE and in other means used to make the documentation available.-----

14.4 The refusal to provide clarifications and documents and to comply with the requirements requested by the BIDDING COMMITTEE, within the



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deadlines determined by it and in accordance with the terms of this BID NOTICE, may lead to the exclusion of BIDDER from this BIDDING PROCESS, without prejudice to the execution of the guarantees presented.-----

Part VI - Analysis and Judgment Procedure-----

15 Bidding process benchmark schedule-----

15.1 BIDDING PROCESS will follow the order of events and referential schedule indicated in the table

below:-----

Events	Description of the Event	Date
1	BID NOTICE Publication	[•]/[•]/[•]
2	Publication of Annex 11 - Procedures Manual of the B3	[•]/[•]/[•]
3	Deadline for requesting clarification from BID NOTICE	From [•]/[•]/[•] to [•] h of [•]/[•]/[•]
4	Deadline to challenge the BID NOTICE	Up to 05 (five) business days prior to the DATE FOR RECEIPT OF ENVELOPES
5	Receipt by B3 and BIDDING COMMITTEE of all copies of the volumes related to PROPOSAL GUARANTEE; ECONOMIC PROPOSAL; and QUALIFICATION DOCUMENTS, and opening of Volume 1 - PROPOSAL GUARANTEE of the BIDDERS	DATE FOR RECEIPT OF ENVELOPES [•]/[•]/[•] From 9 am to 5 pm
6	Publication on the website <a href="http://www.ferroeste.pr.gov.br">www.ferroeste.pr.gov.br</a> , the result of the analysis of the PROPOSAL GUARANTEES	[•]/[•]/[•] From [•] hours
7	PUBLIC SALE SESSION on B3 and opening of the volume related to the ECONOMIC PROPOSAL of the BIDDERS whose PROPOSAL GUARANTEES have been accepted, with classification and completion of the bidding stage in person (if any, pursuant to item 16.3).	[•]/[•]/[•] From [•] hours
8	Publication of the classification minutes of the Economic Proposals, considering the value ratified after the bidding stage in person, if applicable.	[•]/[•]/[•]
9	Opening of Volume 3 - QUALIFICATION DOCUMENTS of BIDDER ranked first in the ranking order of ECONOMIC PROPOSALS	[•]/[•]/[•] From [•] hours
10	Publication of the Judgment Minutes of the BIDDING PROCESS, from that date the deadline for viewing and filing any appeals against the BIDDING COMMITTEE's decision.	[•]/[•]/[•]
11	Closing of the deadline for viewing and filing appeals about the Judgment Minutes of BIDDING PROCESS	[•]/[•]/[•]
12	Opening of the deadline for contesting the appeals	[•]/[•]/[•]
13	Deadline for challenging appeals	[•]/[•]/[•]
14	Publication of the judgment of appeals, if applicable.	[•]/[•]/[•]
15	APPROVAL ACT of the BIDDING PROCESS and award of the object to the winning BIDDER	[•]/[•]/[•]

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16	Proof of compliance, by BIDDER, of the conditions prior to signing the ASSIGNMENT AGREEMENT, as indicated in item 20	Up until [·]/[·]/[·]
17	Signature of the ASSIGNMENT AGREEMENT	[·]/[·]/[·]

15.2 The BIDDING PROCESS may be suspended by the BIDDING COMMITTEE, which will indicate, if necessary, the deadlines for filing appeals and respective challenges.-----

15.3 The dates mentioned in the sub-item 15.1 above are indicative only and may be amended by the BIDDING COMMITTEE. In the event of a change, the new dates will be duly published and disclosed for the knowledge of BIDDERS.-----

15.4 After delivery of the corresponding volumes to PROPOSAL GUARANTEE, ECONOMIC PROPOSAL and the QUALIFICATION DOCUMENTS, BIDDERS will not be able to withdraw from this BIDDING PROCESS, being subject to the applicable sanctions.-----

16 Envelope Opening Procedure-----

16.1 Receipt and Review of Volume 1 - Proposal guarantees-----

16.1.1 On the DATE FOR RECEIPT OF ENVELOPES, BIDDERS must deliver the volumes referring to PROPOSAL GUARANTEE, ECONOMIC PROPOSAL and QUALIFICATION DOCUMENTS on the day indicated in the schedule in item 15.1, under the terms imposed by the item 8 of this BID NOTICE.-----

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16.1.2 At the opening session of the bidding process, all the envelopes of the BIDDERS envelopes will be initialed by the members of the BIDDING COMMITTEE and by the representatives of the BIDDERS present, still closed.-----

16.1.3 At a later date, the BIDDING COMMITTEE will open Volume 1 - PROPOSAL GUARANTEE, when its compliance with the requirements established in item 11 of this BID NOTICE.-----

16.1.4 The BIDDING COMMITTEE will analyze the regularity and effectiveness of the documents related to PROPOSAL GUARANTEE, with the support of B3, and will decide on the suitability of the BIDDERS.-----

16.1.5 The decision of acceptance or not of the documents of PROPOSAL GUARANTEES presented will be published on the website [www.ferroeste.pr.gov.br](http://www.ferroeste.pr.gov.br), pursuant to the reference schedule, with the opening of the appeal phase being carried out pursuant to item 18 of this BID NOTICE.-----

16.2 Opening and Classification of Economic Proposals

16.2.1 Only BIDDERS that have their Volumes 1 - PROPOSAL GUARANTEES accepted by the BIDDING COMMITTEE will be able to participate in the PUBLIC SALE SESSION, according to the result of the analysis



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disclosed in event 6 of the BID NOTICE schedule.---

16.2.2 BIDDING COMMITTEE will hand deliver to the PUBLIC SALE SESSION Director the Volumes 2 - ECONOMIC PROPOSAL received from the BIDDERS on the DATE FOR RECEIVING THE ENVELOPES, which will remain intact and sealed until that time.-----

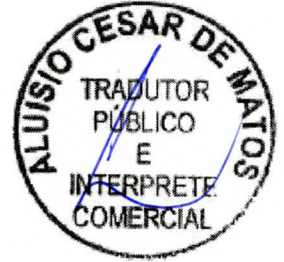
16.2.3 The BIDDING COMMITTEE will disqualify the BIDDER whose ECONOMIC PROPOSAL does not meet all the requirements established in the BID NOTICE, presents a value lower than that indicated in the sub-item 12.2.3 or, even, one that implies an offer subject to a condition or term not provided for in this BID NOTICE.-----

(i) In the event of any doubts as to the regularity of the ECONOMIC PROPOSALS, the Director of the PUBLIC SALE SESSION will consult the BIDDING COMMITTEE to express its opinion on the acceptability of the offered proposal.-----

16.2.4 The classification of ECONOMIC PROPOSALS will occur in descending order of value, by identification, therefore, the ECONOMIC PROPOSAL with the highest value will be ranked first.-----

16.3 Judgment of Economic Proposals and completion of the open-voice bidding stage-----

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16.3.1 Once the ECONOMIC PROPOSALS are classified, if there are ECONOMIC PROPOSALS with a value of up to 20% (twenty percent), inclusive, lower than the price offer indicated in the ECONOMIC PROPOSAL classified in first place, the bidding phase will be processed out loud between the BIDDERS with proposals under these conditions, in accordance with the rules contained in the BID NOTICE and in the Attachment 11 - B3 Procedures Manual.-----

16.3.2 There will be no live bidding stage if only one BIDDER participates in the PUBLIC SALE SESSION, so its ECONOMIC PROPOSAL will be declared the highest ranked bid, provided that the conditions of this BID NOTICE are met.-----

16.3.3 If the open bidding stage is opened and there is no submission of bids, the ECONOMIC PROPOSAL initially ranked first will be declared the best ranked bid.-----

16.3.4 If the bidding phase is carried out out loud, the bids must meet the following requirements:-----

(i) Each bid must increase the value of the ECONOMIC PROPOSAL of the highest value at the time of submission of the bid, intermediate or equal bids are not allowed;-----

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(ii) The bid must respect the minimum variation value to be defined by the Session Director, according to the decision of the BIDDING COMMITTEE, which variation will have as reference the highest ECONOMIC PROPOSAL given so far.-----

16.3.5 The Session Director may set a maximum time between open voice bids.-----

16.3.6 If no BIDDER manifests itself within the deadline set by the Session Director for the offer of new bids, the BIDDER that has offered the best bid until then will be declared the winner of the live auction.-----

16.3.7 If there are no bids in the out-of-voice stage, the holder of the ECONOMIC PROPOSAL with the highest value will be declared the winner.-----

(i) If two or more BIDDERS present ECONOMIC PROPOSALS of equal value, the BIDDING COMMITTEE will adopt, in the order in which they are numbered, the criteria provided for in article 55 of Federal Law n. 13,303/2016;-----

(ii) In case of participation in a consortium, and it is necessary to apply article 55, item III, of Federal Law n. 13,303/2016, with more than one consortium company that fits the preferences



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established in the items of §2 of article 3 of Federal Law no. 8.666/1993, for classification purposes, the preference criteria between them will be added, which will benefit the entire consortium.

16.3.8 Immediately after the end of the bidding stage in person, the BIDDING COMMITTEE will draw up Minutes of the Public sale session and the BIDDERS that participated in said dispute must ratify their final bids by signing the ratification term issued by the BIDDING COMMITTEE, by affixing signature by the respective Registered Representatives.-----

16.3.9 The classification of ECONOMIC PROPOSALS will be published on the website [www.ferroeste.pr.gov.br](http://www.ferroeste.pr.gov.br), under the BID NOTICE schedule.-----

17--Opening and Analysis of Qualification documents

17.1 Following the proclamation of the winning BIDDER, the BIDDING COMMITTEE will open the volume of QUALIFICATION DOCUMENTS only for the BIDDER that ranks first in the ECONOMIC PROPOSALS judging procedure.-----

17.2 The BIDDER that presents QUALIFICATION DOCUMENTS in disagreement with the requirements of this BID NOTICE and its ANNEXES will be disqualified from the contest, observing the rules applicable to any due

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diligence that may be necessary.-----

17.3 If the BIDDER ranked first is disqualified, the BIDDING COMMITTEE will open the QUALIFICATION DOCUMENTS of the BIDDER ranked second, and so on until a BIDDER meets the requirements relating to the QUALIFICATION DOCUMENTS, observing the ranking order of proposals set out in the PUBLIC SALE SESSION.---

17.4 The first BIDDER that will be considered qualified in accordance with the provisions of the items above will be declared the winner and its ECONOMIC PROPOSAL, as set out in the PUBLIC SALE SESSION, will be considered for all purposes.-----

17.5 If there is a refusal to sign the ASSIGNMENT AGREEMENT within the term and under the established conditions or if any of the preliminary requirements for its signature are not met, BIDDING COMMITTEE may call the remaining BIDDERS, under the same terms of item 17.4 above, or revoke the BIDDING PROCESS in whole or in part, without prejudice to the applicable administrative and civil sanctions.-----

18 Managed Resources-----

18.1 BIDDERS participating in the BIDDING PROCESS may appeal the acts performed as a result of the analysis of the PROPOSAL GUARANTEE documents, the judgment and

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verification of the effectiveness of the ECONOMIC PROPOSALS and bids, and the analysis of the QUALIFICATION DOCUMENTS.-----

18.1.1 The appeal must be filed within a period of up to 05 (five) business days from the publication of the Judgment Minutes of the BIDDING PROCESS.-----

18.1.2 The appeal filed will be communicated to the other BIDDERS, who may challenge it within a period of up to 05 (five) business days.-----

18.1.3 The appeals and challenges to the appeals must be addressed to the president of BIDDING COMMITTEE, who may reconsider his decision within a period of up to 05 (five) business days, or, within the same period, send him/her to the Board of Directors of FERROESTE, and, in this In this case, the final decision shall be rendered within a period of up to 05 (five) business days, counted from the receipt of the appeal.-----

18.2 Appeals will only be admitted when subscribed by REGISTERED REPRESENTATIVE, or a person appointed by him with specific, duly proven powers, and must be filed at the head office or forwarded through FERROESTE's website, in pdf format, identified, in both cases, as follows:-----



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ADMINISTRATIVE APPEAL RELATED TO BID NOTICE N.  
[•]/[•] - ASSIGNMENT WITH CONSIDERATION, WITH  
CHARGES, OF THE RIGHTS AND OBLIGATIONS OWNED BY  
ESTRADA DE FERRO PARANÁ-OESTE SA UNDER THE CONCESSION  
CONTRACT OF CONSTRUCTION AND EXPLORATION OF ESTRADA  
DE FERRO PARANÁ-OESTE AND ADHESION CONTRACTS.-----

To the chairman of the Bidding Committee-----

18.3 Once the judgment of any appeals is concluded,  
the result will be published on the website.  
www.ferroeste.pr.gov.br and published in the Official  
Gazette of the State of Paraná.-----

19 Approval and Award-----

19.1 The result of the BIDDING PROCESS will be  
submitted by the BIDDING COMMITTEE to the Board of  
FERROESTE for approval and award of the object of the  
BIDDING PROCESS.-----

19.2 The disclosure of the winning BIDDER will be  
carried out through the APPROVAL ACT to be published  
in the Official Gazette of the State of Paraná, and  
on the website www.ferroeste.pr.gov.br.-----

20 Obligations Prior to Signing the ASSIGNMENT  
AGREEMENT-----

20.1 Within 60 (sixty) days after the publication of  
the APPROVAL ACT, and before signing the ASSIGNMENT

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AGREEMENT, WINNER must submit to FERROESTE:-----

(i) Presentation of the documents indicated in the Annex 18 - Documents required for signing the ASSIGNMENT AGREEMENT to ANTT and the MINISTRY OF INFRASTRUCTURE, with a view to proving compliance with the requirements of technical capacity, financial suitability and legal and fiscal regularity necessary to obtain prior consent to the assignment of the FERROESTE CONTRACTS, without prejudice to other documents or information that may be required by ANTT or the MINISTRY OF INFRASTRUCTURE;-----

(ii) Proof of incorporation of an SPE, with the corresponding certificate from the competent business registration, proof of registration with the National Register of Legal Entities, Bylaws and Shareholders' Agreement, if any.-----

(iii) Description of the shareholding and management structure considered for the SPE, containing: (i) description of the types of shares; (ii) shareholders and their respective interests, by type of share; and (iii) indication of the main managers, including their respective CVs;-----

(iv) Proof of payment in national currency of at least R\$ 11,000,000.00 (eleven million reais) of the

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SPE's capital stock subject to monetary restatement based on the IPCA variation after the lapse of 1 (one) year as of the base date of [last update of the economic studies that support the value indicated herein];-----

(v) Proof of payment of B3's remuneration, as defined and under the terms set forth in Annex 11 - B3 Procedures Manual;-----

(vi) Contracting of insurance required in ANTT Resolution n. 4,624, of March 5, 2015.-----

20.2 The deadline specified in the sub-item 20.1 may be extended, for up to the same period, if requested during its course by WINNER or by SPE, provided that it arises from a justified reason accepted by FERROESTE.-----

20.3 Within 60 (sixty) days after the publication of the APPROVAL ACT, the SPE and FERROESTE must sign a linked account agreement with the financial institution, subject to the terms of the ASSIGNMENT AGREEMENT.-----

20.4 Only financial institutions authorized to operate by the Central Bank of Brazil will be accepted, and preference should be given to financial institutions classified between the first and second



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floors, that is, between A and B on the long-term rating scale of at least one of the rating agencies, Fitch Ratings, Moody's or Standard & Poors.-----

20.5 The deadline provided for in item 20.3 may be extended by mutual agreement between the SPE and FERROESTE.-----

20.6 Without prejudice to the item 20.1 (i), the definitive assignment of the rights and obligations of the FERROESTE CONTRACTS to the SPE will be subject to analysis by ANTT and the MINISTRY OF INFRASTRUCTURE, which may elect other criteria and/or requirements to be met by the SPE.-----

21 Signing the Assignment agreement-----

21.1 Fulfilled the requirements contained in item 20, the SPE will be called by FERROESTE to sign the ASSIGNMENT AGREEMENT.-----

22 Sanctions for Non-Signing of the ASSIGNMENT AGREEMENT-----

22.1 If the SPE or any of its shareholders, regularly summoned to sign the ASSIGNMENT AGREEMENT, refuse to do so, FERROESTE will immediately execute the total of the PROPOSAL GUARANTEE presented by the winning BIDDER, not leaving, however, the SPE or any of its shareholders exempt from the obligation to pay

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compensation for losses and damages, if the value of PROPOSAL GUARANTEE is not sufficient to meet such payments.-----

22.2 If there is a refusal to sign the ASSIGNMENT AGREEMENT within the established term and conditions or if any of the preliminary requirements for its signature are not met, FERROESTE is allowed:-----

(i) to convene the remaining BIDDERS, in order of classification, to do so in accordance with its ECONOMIC PROPOSAL;-----

(ii) apply the penalties provided for in FERROESTE's Internal Rules of Bidding, Contracts and Agreements, namely:-----

(a) Notices;-----

(b) Fine;-----

(c) Temporary suspension of participation in the bidding process and impediment to contract with FERROESTE, for a period not exceeding 2 (two) years.

23 General Provisions-----

23.1 BIDDING PROCESS may only be revoked by FERROESTE for reasons of public interest arising from a supervening fact duly proven, relevant and sufficient to justify such revocation, in compliance with the provisions of art. 62 of Federal Law no. 13,303/2016.

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23.2 The Executive Board of FERROESTE, ex officio or at the instigation of third parties, must annul the BIDDING PROCESS if any illegality is verified, except when it is feasible to validate the vitiated act or procedure.-----

23.3 The invalidity of the BIDDING PROCESS, provided that it is not subject to validation or remediation, implies the nullity of the ASSIGNMENT AGREEMENT.---

23.4 BIDDING COMMITTEE may, at any time, postpone the stages of the BIDDING PROCESS, under the terms of the applicable legislation, without BIDDERS being entitled to indemnification or reimbursement of costs and expenses in any way.-----

23.5 In the event that FERROESTE becomes aware, after the qualification phase, that any QUALIFICATION DOCUMENT presented by a BIDDER was false or invalid at the time of presentation of the QUALIFICATION DOCUMENTS, it may subsequently disqualify it, without the latter being entitled to indemnification or reimbursement of expenses in any capacity, without prejudice to indemnification to FERROESTE and application of the applicable penalties.-----

23.6 Without any additional communication, all copies of the sealed volumes of documents submitted within



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the scope of this BIDDING PROCESS that are not withdrawn by BIDDERS within 30 (thirty) days from the date of signature of the ASSIGNMENT AGREEMENT will be unusable.-----

23.7 ASSIGNEE will always be bound by the provisions of the ASSIGNMENT AGREEMENT, the BID NOTICE and ANNEXES, the documentation presented by it and the respective contractual documents, as well as the Brazilian legislation and regulations, in everything related to the operation of RAILWAYS.-----

23.8 In addition to the information provided in this BID NOTICE and its ANNEXES, BIDDER will be responsible for taking all measures and obtaining all the information necessary for the formulation of its Economic Proposals, including, but not limited to, carrying out diligences before ANTT, MINISTRY OF INFRASTRUCTURE and other bodies with competence over FERROESTE CONTRACTS.-----

23.9 If there are changes to this BID NOTICE and its ANNEXES that impact the formulation of ECONOMIC PROPOSALS by the BIDDERS, the BID NOTICE will be republished, with the return of the legal deadline for the submission of proposals.-----

24 Counting of Deadlines-----

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24.1 Within the terms established in days in this BID NOTICE, the start day will be excluded and the expiration date will be included, counting in calendar days, unless if expressly made reference to business days.-----

24.2 The deadlines referred to in FERROESTE's working days only begin and expire.-----

**THIS WAS THE FULL TEXT of said document, the true translation whereof I ATTEST.** -----

**WITNESS MY HAND AND SEAL, July 12, 2022.** -----



*Curat*