

SPI PROCESS nº 021.00000891/2024-87
INTERNATIONAL COMPETITION No. 02/2024
PPP LINES LOTE ALTO TIETÊ

EXHIBIT II – B3 PROCEDURES MANUAL



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INTRODUCTION

This manual instructs the BIDDERS on the stages of the BIDDING and is merely informative and complementary to the PUBLIC NOTICE.

B3 will report to the BIDDING COMMITTEE any and all issues arising from its provision of service.

The final decisions of the BIDDING are solely and solely incumbent on the BIDDING COMMITTEE responsible for conducting the procedures related to the BIDDING.

B3 does not guarantee the fulfillment of any obligation of the parties involved in the BIDDING, GRANTING AUTHORITY, advisors, BIDDERS, ACCREDITED PARTICIPANTS, and is not obliged to honor any payments due, not acting as a co-obligor of the defaulting party and thus not making any payments in their place.

B3 emphasizes its condition as an advisor to the GRANTING AUTHORITY within the scope of the BIDDING. Therefore, B3's performance is limited to technical support related to the procedures inherent to the BIDDING, such as: analysis of the PUBLIC NOTICE; preparation of the B3 PROCEDURES MANUAL; provision of resources and Spaces for sessions held at B3; provision of resources and spaces for documentation storage; support for clarification of doubts to BIDDERS regarding procedures involving B3; assistance in receiving, analyzing, maintaining, returning and executing BID GUARANTEE; support for the analysis of legal, technical, economic-financial, tax and labor qualification documentation; publication of the *link* to access the PUBLIC NOTICE and the B3 PROCEDURES MANUAL on *the* B3 website.

On the other hand, it is not up to B3 to act in activities that are fundamental to the performance of the BIDDING, nor to take the lead or make decisions that cannot be delegated by the PUBLIC ADMINISTRATION in the BIDDING, these attributions being exclusive prerogatives of the GRANTING AUTHORITY, such as official or binding publications; access to the PUBLIC NOTICE and its EXHIBITES; any information, any other manuals, any technical note, clarifications to the PUBLIC NOTICE; changes in deadlines; return of BID GUARANTEE in the form of a security deposit; credit, liquidity, feasibility and execution of BID GUARANTEE; any other guarantees; provision of documentation for consultation; remediation of failures or promotion of diligences; participation or qualification of BIDDERS; obligations of the BIDDERS and the WINNING BIDDER, any shareholders' agreements, any liquidation, any credits, any *tag along* and participation rights, obligations of the GRANTING AUTHORITY to the WINNING BIDDER; and other stages of the BIDDING not provided for in this B3 PROCEDURES MANUAL.

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PREVALENCE OF THE PUBLIC NOTICE

In the event of a conflict between the provisions of this document and those of PUBLIC NOTICE, the provisions of the PUBLIC NOTICE shall prevail.

DEFINITIONS AND ABBREVIATIONS

The definitions used in this B3 PROCEDURES MANUAL are the same as those applied to PUBLIC NOTICE. Any new term that may have been used in this B3 PROCEDURES MANUAL does not replace or invalidate the terms adopted by the PUBLIC NOTICE, which will always prevail.

BIDDING DOCUMENTS

The documents related to the BIDDING will be made available as described in the PUBLIC NOTICE.

This B3 PROCEDURES MANUAL can also be obtained on the B3 website, at

https://www.b3.com.br/pt_br/produtos-e-servicos/negociacao/leiloes/licitacoes-publicas/licitacoes/em-andamento-e-anteriores/.

QUESTIONS ABOUT THE B3 PROCEDURES MANUAL

ACCREDITED PARTICIPANTS and other interested parties in the BIDDING may clarify doubts about the BIDDING stages described in this B3 PROCEDURES MANUAL by *e-mail* leiloes@b3.com.br.

Doubts sent to the aforementioned *e-mail* are not to be confused with any challenge, clarification or appeal to the PUBLIC NOTICE.

B3 points out that any guidance provided within the scope of specialized technical advice to bids does not constitute clarifications to the PUBLIC NOTICE.

CHAPTER 1

ACCREDITED PARTICIPANTS

The BIDDERS may be represented by ACCREDITED PARTICIPANTS.

Only a broker or distributor authorized to operate on B3 may represent the BIDDER. This authorization can be confirmed in a list published on the B3 website, in http://www.b3.com.br/pt_br/produtos-e-servicos/participantes/busca-de-participantes/.

Each BIDDER may only be represented by a single ACCREDITED PARTICIPANT and each ACCREDITED PARTICIPANT may only represent a single BIDDER. In the case of a BIDDER that participates in a CONSORTIUM, the ACCREDITED PARTICIPANT, if the CONSORTIUM opts for such form of representation, will represent all members of the consortium, which constitutes a single BIDDER.

INTERMEDIATION AGREEMENT BETWEEN THE ACCREDITED PARTICIPANT AND THE BIDDER

To formalize this intermediation, the BIDDER must enter into a contract with an ACCREDITED PARTICIPANT, under the terms of Exhibit A of this B3 PROCEDURES MANUAL. The contract may contain additional clauses that the parties deem convenient, provided that they do not exempt the parties from their obligations described in the PUBLIC NOTICE and in the EXHIBITES.

The document must be signed by the legal representative of the BIDDER and by representatives of the ACCREDITED PARTICIPANT, by two witnesses and have notarized signatures of the signatories, or digitally signed, as provided for in the PUBLIC NOTICE.

The powers of the signatories of the ACCREDITED PARTICIPANT may be proven by consulting the registration in the B3 system. If the ACCREDITED PARTICIPANT is not registered with B3, its registration is outdated, or if its signatories of the intermediation agreement are not registered in the B3 system, the ACCREDITED PARTICIPANT must present proof of the powers of the signatories.

The verification of the current status of the registration of an ACCREDITED PARTICIPANT at B3 can be carried out through the e-mail leiloes@B3.com.br, by informing the corporate name of the ACCREDITED PARTICIPANT and the full name of the representatives you wish to consult.

This document must be delivered to B3 together with the ACCREDITATION documents.

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CHAPTER 2

DELIVERY OF ENVELOPES

The BIDDERS must deliver to B3, on the date and time provided for in the PUBLIC NOTICE, in person:

- ENVELOPE A – ACCREDITATION;
- ENVELOPE B – BID GUARANTEE;
- ENVELOPE C – COMMERCIAL PROPOSAL; and
- ENVELOPE D – QUALIFICATION DOCUMENTS.

ENVELOPE ANALYSIS

These sessions are conducted by the COMMISSION with support and on the premises of B3.

The BIDDERS, their legal representatives and/or ACCREDITED REPRESENTATIVES, and, if applicable, their respective ACCREDITED PARTICIPANTS, must properly identify themselves when accessing the session environment.

The analysis of documents can be carried out jointly by the BIDDING COMMITTEE and B3. The final decision and the eligibility and maintenance of the BIDDER's participation in the BIDDING is the sole responsibility of the BIDDING COMMITTEE.

The deadlines for analysis of each ENVELOPE and its results are disclosed by the BIDDING COMMITTEE on dates provided for in the PUBLIC NOTICE.

The documents analyzed by B3 are in its custody for later archiving of the project.

CHAPTER 3

BID GUARANTEE

ACCEPTED MODALITIES

The BID GUARANTEE can be provided, according to the instructions below, in the following modalities:

- Guarantee Insurance Policy;
- Bank Guarantee Letter;
- Federal Public Title;
- Security Deposit (Cash Deposit); and/or
- Savings bond.

RULES APPLICABLE TO ALL MODALITIES

SPECIFIC DEPOSIT

The BIDDERS must make a specific guarantee deposit to participate in the BIDDING. Any guarantee deposited with B3 for other operations of the ACCREDITED PARTICIPANTS or BIDDERS will not be part of the BID GUARANTEE.

CURRENCY

The BID GUARANTEE must be issued in the national currency, Real (BRL).

OBJECT

Ensure the maintenance of the COMMERCIAL PROPOSALS presented by the BIDDERS during the BIDDING.

VALUE

The BIDDER must provide BID GUARANTEE, according to the amount provided for in item 11.1 of the PUBLIC NOTICE.

DENOMINATION

If the BIDDER participates alone, the guarantee instrument must have as borrower/surety/holder/depositary its own corporate name.

CONSORTIUM

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If the BIDDER participates in a CONSORTIUM, a BID GUARANTEE that uses the name of CONSORTIUM as the borrower/surety/holder/depositary will not be accepted, considering that CONSORTIUM does not have legal personality. In this case, the BID GUARANTEE may be delivered:

- In only one instrument in the corporate name of a CONSORTIUM MEMBER; or
- In different instruments, each one in the corporate name of a CONSORTIUM MEMBER, so that the sum of these reaches the minimum amount indicated in item 11.1 of the PUBLIC NOTICE.

According to item 11.1.1 of the PUBLIC NOTICE, in the case of a CONSORTIUM, the BID GUARANTEE may be provided by a single legal entity that composes it or divided by the consortium members and must guarantee the obligations by all the consortium members due to their participation in the BIDDING.

In all cases, the BID GUARANTEE must ensure the responsibility of the CONSORTIUM, and the instrument that guarantees only the participation of part of the CONSORTIUM MEMBERS is prohibited. The name of the CONSORTIUM, the corporate names of all the CONSORTIUM MEMBERS and their participation percentages must be included in the description of the Guarantee Insurance Policy, the Bank Guarantee Letter and/or be communicated in the case of a Federal Public Bond.

INVESTMENT FUND

In the case of an investment fund, the PROPOSAL GUARANTEE may be in the name of the fund, its administrator or manager, depending on the provisions of its regulations.

The name of the investment fund must appear in the description of the Guarantee Insurance Policy, the Bank Guarantee Letter and/or be communicated in the case of a Federal Public Bond.

TERM

According to item 11.1 of the PUBLIC NOTICE, the PROPOSAL GUARANTEE must be in force for a minimum period of 180 (one hundred and eighty) days, counted from the date scheduled for the PUBLIC SESSION FOR DELIVERY OF THE ENVELOPES.

VALUATION AND MAINTENANCE

According to item 11.10 of the PUBLIC NOTICE, if the events described exceed the validity period of 180 (one hundred and eighty) days of the BID GUARANTEE, the BIDDERS who remain interested in continuing in the BIDDING must, spontaneously or when urged to do so, present documents proving their renewal.

B3 will monitor the valuation of the BID GUARANTEES and will inform the BID GUARANTEE, if it assesses that any of them have suffered or are about to suffer deterioration in value or quality, so that the BID

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Committee may establish a deadline for the BIDDER to promote the reinforcement or replacement of the BID GUARANTEE, under the terms of the PUBLIC NOTICE.

REPLACEMENT

After the date and time limit for depositing the BID GUARANTEE, upon DELIVERY of the ENVELOPES, these may only be modified or replaced by other accepted guarantees, as provided for in the PUBLIC NOTICE and in this B3 PROCEDURES MANUAL, with the express and prior consent of the BIDDING COMMITTEE or at the time of its renewal, and for the restoration of its economic value and conditions of enforceability.

B3 will only return the replaced guarantees after the deposit of the substitute guarantees is effective.

B3 will only make any transaction of BID GUARANTEE deposited with an express and formal order from the BIDDING COMMITTEE.

RETURN

The returns of the guarantees contributed will be authorized by the BIDDING COMMITTEE according to the specifications of the PUBLIC NOTICE.

The return of the BID GUARANTEE will occur through the ACCREDITED PARTICIPANT of the BIDDER with B3, in the modalities of Guarantee Insurance Policy, Bank Guarantee Letter and Federal Public Bond. When authorized by the BIDDING COMMITTEE, B3 will contact the ACCREDITED PARTICIPANTS to operationalize the return of the guarantees provided. If the BIDDER is not represented by an ACCREDITED PARTICIPANT, communications will occur with its ACCREDITED REPRESENTATIVE.

EXECUTION

According to item 11.11 and hypotheses raised in the PUBLIC NOTICE, the BID GUARANTEE may be executed by the GRANTING AUTHORITY, with operational support from B3. Whenever one or more conditions provided for therein are verified, the BIDDING COMMITTEE will have the prerogative to execute the BID GUARANTEE, without prejudice to other penalties provided for by law and in the PUBLIC NOTICE.

RULES APPLICABLE TO THE GUARANTEE INSURANCE POLICY MODALITY

FORM OF THE DOCUMENT

Surety bond policies that meet the following requirements will be accepted:

- The Insurer is duly constituted and authorized to operate by SUSEP;
- The policy indicates the BIDDER as the policyholder, observing the specific rules;

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- The policy indicates the Secretariat of Investment Partnerships of the Government of the State of São Paulo – CNPJ No. 96.480.850/0001-03 as beneficiary;
- The provisions contained in the PUBLIC NOTICE are respected, and follow the minimum content contained in EXHIBIT I of the PUBLIC NOTICE;
- Clauses that exempt the BIDDER or the insurance institution from their responsibilities are not added;
- Are in compliance with SUSEP's Circular No. 662, of April 11, 2022 and other current conditions stipulated by the Superintendence of Private Insurance – SUSEP; and
- Surety bond policies with digital certification are subject to verification of their authenticity on the insurer's or SUSEP's website.
- The policy may not contain a clause excluding any liabilities incurred by the BIDDER and/or issuers in relation to participation in the BIDDING, except for those arising from legal or regulatory requirements and those expressed below:
 - Labor and social security obligations, unless expressly contracted additional coverage;
 - Risks covered by other lines or types of insurance, such as, but not limited to, civil liability insurance, loss of profits and events and risks of an environmental nature;
 - Events of fortuitous event or force majeure, under the terms of the Civil Code;
 - Default of guaranteed obligations, arising from acts or facts of responsibility of the GRANTING AUTHORITY, which have contributed in a decisive way to the occurrence of the claim;
 - Default of obligations that are not the responsibility of the CONCESSIONAIRE;
 - Penalties arising from the CONCESSIONAIRE's delay in submitting the PERFORMANCE GUARANTEE policy or its inadequacy;
 - Acts of terrorism, as defined by applicable law or regulation;
 - Acts of hostility, war, rebellion, insurrection, revolution, confiscation, destruction or requisition arising from any act of authority in fact or in law, civil or military and, in general, any or all acts or consequences of such occurrences, as well as acts committed by any person acting in or in connection with any organization whose activities are aimed at overthrowing the government by force or instigating its downfall, by the disturbance of the political and social order of the country through acts of terrorism, war, revolution, subversion and guerrillas;

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- Any loss, destruction or damage to any property property, injury and expense arising out of or consequential to any form of radiation, contamination, waste or fission, including, but not limited to, nuclear or ionising;
- Obligations that are not expressly guaranteed and provided for in the object of the policy; and
- Any losses and/or other penalties applied as a result of the violation of anti-corruption rules intentionally perpetrated by the GRANTING AUTHORITY or its representatives.

FORM OF ISSUANCE AND CONTRIBUTION

For the surety bond policy modality, the following instructions are followed:

- The BIDDER will request the issuance of a surety bond policy to the insurance institution, preferably previously registered with B3, observing the criteria stipulated in this B3 PROCEDURES MANUAL and in the PUBLIC NOTICE;
- The surety bond policy must be included in ENVELOPE B;
- The policy must contain digital certification, policies signed with pens with notarized signatures or electronic signatures are allowed; and
- B3 will advise the BIDDING COMMITTEE in verifying the regularity of the documentation.

RULES APPLICABLE TO THE LETTER OF GUARANTEE MODALITY

FORM OF THE DOCUMENT

Bank guarantee letters that meet the following requirements will be accepted:

- The bank guarantee letter indicates the BIDDER as a guarantor, observing the specific rules;
- The bank guarantee letter indicates the Secretariat of Investment Partnerships of the Government of the State of São Paulo – CNPJ No. 96.480.850/0001-03 as beneficiary;
- The obligations of the bank guarantee letter are before the GRANTING AUTHORITY;
- The guarantor institution is a commercial, investment and/or multiple bank, authorized to operate in Brazil, according to Brazilian legislation and the financial sector's own regulations;
- The guarantor institution observes the prohibitions of the National Monetary Council regarding the limits of indebtedness and risk diversification;

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- The guarantor institution is a financial institution rated between the first and second floor, i.e., between "A" and "B" on the long-term rating scale of at least one of the risk rating agencies Fitch Ratings, Moody's or Standard & Poor's;
- The guarantor institution has Embratel's EMVIA system so that B3 can verify the authenticity of the bank guarantee letter;
- The bank guarantee letter is delivered in its original physical form;
- The bank guarantee letter must be signed by hand and have the signatures of the guarantor's legal representatives notarized, and must also have initials on the other pages and on the back;
- The bank guarantee letter must be signed by two witnesses;
- The guidelines of the PUBLIC NOTICE are respected;
- The model contained in Exhibit 1 of the PUBLIC NOTICE is used; and
- Clauses that exempt the BIDDER or the guarantor institution from their responsibilities are not added.

FORM OF ISSUANCE AND CONTRIBUTION

For the bank guarantee letter modality , the following routine is as follows:

- The letter of guarantee must be presented in its original copy, copies of any nature being prohibited;
- The bank guarantee letter must be contained in ENVELOPE B; and
- B3 will advise the BIDDING COMMITTEE in verifying the regularity of the documentation.

RULES APPLICABLE TO THE FEDERAL PUBLIC TITLE MODALITY

ACCEPTED TITLES

- Prefixed Treasury (Letters of the National Treasury – LTN);
- Treasury SELIC (Treasury Financial Bills – LFT);
- National Treasury Notes Series B (NTN – B);

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- National Treasury Notes Series B Principal (NTN – B Principal);
- IGPM+ Treasury with Semiannual Interest (National Treasury Notes - series C - NTN -C); or
- Treasury Prefixed with Semiannual Interest (National Treasury Notes - series F - NTN-F).

FORM OF TRANSFER AND CONTRIBUTION

The book-entry blocking of Federal Public Securities will be done through the following routine:

- The BIDDERS holding their own portfolio of Federal Government Securities must make their contribution as collateral by transferring these securities, in the Special Settlement and Custody System - SELIC, to the account maintained by B3 in the system.
- The BIDDER will request the financial institution to which its securities position in the SELIC is linked, to arrange for the transfer to the system to B3. The financial institution that holds the securities position is not necessarily the ACCREDITED PARTICIPANT hired by the BIDDER to represent it in the BIDDING.
- The following information must be sent by the BIDDER to B3:
 - Data of the titles being transferred;
 - Corporate name and code of the financial institution in which the BIDDER holds its security position; and
 - Customer code and the BIDDER's account in the B3 Guarantee System (NGA);
- The securities must be transferred by the financial institution through a "non-financial operation", called "1023", in the Special Settlement and Custody System – SELIC, to the execution of the transfer command.
- The ACCREDITED PARTICIPANT sends to B3 the information about the securities that are being transferred. B3 provides the correspondence of the entry in the SELIC and monitors its update to confirm the deposit in the Guarantee System.
- After this procedure, B3 registers the transfer in the B3 Guarantee System (NGA). The brokers who intermediate the transfer of the securities can confirm it through the <https://clearing3.bvmfnet.com.br/Garantias/> website <https://clearing3.bvmfnet.com.br/Garantias/>.

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- The delivery of the BID GUARANTEE will be digitally confirmed through the B3 system.

Due to the SELIC transfer deadlines, only securities available under the custody of B3 in that system will be accepted as BID GUARANTEE, until the deadline for delivery of the ENVELOPES described in the PUBLIC NOTICE.

VALUATION

The Federal Government Bonds transferred to B3's escrow account will be subject to daily valuation to determine their economic value, as defined by the Ministry of Finance and calculated by B3.

Omissions will be dealt with directly by the BIDDING COMMITTEE.

B3 may inform the BIDDING COMMITTEE, at any time, of the need to recompose securities with the intention of keeping the amount required by the PUBLIC NOTICE unchanged.

RULES APPLICABLE TO THE CASH SECURITY DEPOSIT MODALITY

The acceptance of the proof of deposit is made by the BIDDING COMMITTEE, and B3 has no responsibility for this act. B3 will also not be responsible for the return of the BID GUARANTEE that is deposited in the form of a cash deposit, and the BIDDER must contact the BIDDING COMMITTEE directly for instructions.

METHOD OF DELIVERY

The BID GUARANTEE must be delivered by including the deposit receipt in its original format in ENVELOPE B.

FORM OF DEPOSIT AND CONTRIBUTION

The BIDDER does not make the contribution to B3. The contribution must be made as described in the PUBLIC NOTICE.

RULES APPLICABLE TO THE SAVINGS BOND MODALITY

FORM OF THE DOCUMENT

Savings bonds will be accepted by single payment, with redemption for the full amount, provided that:

- The Capitalization Company is not under a tax management, intervention or extrajudicial liquidation regime;
- The Capitalization Company is duly constituted and authorized to operate by SUSEP;

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- The title indicates the BIDDER as the holder, observing the specific rules applicable to consortia and funds;
- The title indicates the GRANTING AUTHORITY as assignee and indicates the total redemption value in the amount of the BID GUARANTEE;
- Clauses that exempt the BIDDER or the Capitalization Company from their responsibilities are not added;
- Strictly follow the Resolution of the National Council of Private Insurance (CNSP) No. 384/2020 and Susep Circular No. 656/2022 and other current conditions stipulated by regulators;
- Securities issued electronically with digital certification are subject to verification of their authenticity on the website of the Capitalization Company and/or SUSEP;
- The Capitalization Bonds issued electronically have the signatures of the legal representatives of the Capitalization Company that can verify their authenticity; and
- Savings Bonds issued physically have signatures of the legal representatives of the Capitalization Company with notarization.

FORM OF ISSUANCE AND CONTRIBUTION

For the Savings Bonds modality, the following routine is as follows:

- The BIDDER will request the issuance of the security to the capitalization company of its choice, possibly previously registered with B3, observing the criteria stipulated in this B3 PROCEDURES MANUAL and in the PUBLIC NOTICE;
- The ACCREDITED PARTICIPANT will deliver the title in ENVELOPE B; and
- B3 will advise the BIDDING COMMITTEE in verifying the regularity of the documentation.

REGISTRATION OF GUARANTEE ISSUERS

To prove the powers of the signatories of the guarantee, it is possible to use the registration of the issuing institution at B3, as indicated below.

Institutions that have an updated registration with B3 are exempt from sending documents proving representation.

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Prior consultation may be carried out through the Document Portal by the issuer itself, in accordance with the guidelines in item 2. Main Screen and its Functionalities, c) Consultation, of the [Navigation Manual](#).

The issuing institution may update its registration according to the guidelines in item 4. Make Requests, a) Include a new attorney-in-fact or b) Update registration and corporate data from the [Navigation Manual](#).

If the institution:

- If you do not have a registration and want to register, you must request your registration under the terms of item 1. Access to the Platform, a. Companies applying for participants, from the Navigation Manual; or
- does not have a registration is updated at B3 in a timely manner, the BIDDERS may, alternatively: (i) present a Certificate of Managers, issued by SUSEP, in the case of surety bond; or (ii) present proof of legal representatives, issued on the Central Bank's website, as the case may be. The documents may appear in the PROPOSAL GUARANTEE ENVELOPE and/or be sent by e-mail, with digital certification, as the case may be.

CHAPTER 4 PUBLIC BIDDING SESSION

OBJECT, PLACE, DAY AND TIME

The characteristics of the object of the BID are described in the PUBLIC NOTICE and in its related documents.

The PUBLIC SESSION has as its judgment criterion the highest percentage discount offered on the FIXED PECUNIARY CONSIDERATION and VARIABLE PECUNIARY CONSIDERATION, under the terms established in the PUBLIC NOTICE.

The PUBLIC SESSION begins at the time and day described in the PUBLIC NOTICE. Access to the site is allowed 1 (one) hour before.

The DIRECTOR OF THE SESSION may establish a break during the PUBLIC SESSION if he deems it appropriate for the progress of the work.

GENERAL PUBLIC

Access to the PUBLIC SESSION is free for anyone who wants to attend it, with no prior registration required, only identification at the reception. The limit of the physical capacity of gifts in the place will be observed so that building security is maintained.

The public opening session of the COMMERCIAL PROPOSALS will be broadcast publicly, live and will be available from the time of its beginning, on the website www.tvB3.com.br.

BIDDERS ABLE TO PARTICIPATE IN THE PUBLIC SESSION

The BIDDERS who meet all the requirements of the PUBLIC NOTICE will be able to participate in the PUBLIC SESSION, as published in a notice on the WEBSITE.

IMPERSONATION

In the PUBLIC SESSION, the intermediation between B3 and the BIDDER's representative must be carried out by the ACCREDITED PARTICIPANT, if contracted by the BIDDER or, if it has not contracted, by the ACCREDITED REPRESENTATIVE.

The ACCREDITED PARTICIPANT must use an identification in the PUBLIC SESSION. It must be withdrawn at the beginning and returned at the end of the PUBLIC SESSION with the SESSION DIRECTOR.

DYNAMICS

The procedures of the PUBLIC SESSION will be conducted by B3 on its premises, on behalf of the BIDDING COMMITTEE and in accordance with the provisions of the PUBLIC NOTICE.

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The decisions taken in the PUBLIC SESSION are solely the responsibility of the BIDDING COMMITTEE.

The SESSION DIRECTOR will start the PUBLIC SESSION by offering the necessary information for conducting and understanding the dynamics well.

The PUBLIC SESSION takes place with the opening of the C Envelopes, analysis and classification of the COMMERCIAL PROPOSALS contained therein and descending classification.

OUT LOUD BIDS

The bidding phase will be processed among the BIDDERS who have offered a COMMERCIAL PROPOSAL up to 20% (twenty percent) lower, inclusive, than the percentage discount offered in the best COMMERCIAL PROPOSAL.

If the minimum number of 2 (two) BIDDERS is not reached, considering the BIDDER holding the highest COMMERCIAL PROPOSAL, for the bidding phase using the criterion set forth above, the BIDDER that has presented the highest discount until then will be declared the winner.

The SESSION DIRECTOR may set a maximum time between bids.

Each bid must exceed the amount already offered by the BIDDER, also considering that:

- it must respect the minimum interval between bids;
- must respect the maximum time interval to be informed by the DIRECTOR OF THE SESSION, after the hearing of the BIDDING COMMITTEE;
- must change the classification of the BIDDER(S) in the BIDDING, admitting intermediate bids; and
- it must obey the reverse order to the classification of the written COMMERCIAL PROPOSALS, that is, in each round of the dispute, the last bid will always be offered by the BIDDER best classified in the stage of the written COMMERCIAL PROPOSALS.

If no BIDDER manifests itself within the deadline set by the DIRECTOR OF THE SESSION for the offer of new bids, the BIDDER that has offered the best bid until then will be declared the best classified.

If the bidding stage is opened and no bid is offered, the BIDDER holding the highest value COMMERCIAL PROPOSAL will be declared the best classified.

If the bidding phase is processed, the BIDDERS who have offered bids must ratify their proposal.

PROVISION OF INFORMATION



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The proposals will be displayed in the B3 system in descending order of value. Thus, the first place will be the one that offers the highest percentage discount.

TIE

There may be a tie resolution according to item 14.12 of the PUBLIC NOTICE.

UPSHOT

In compliance with all the previous phases, the best ranked BIDDER will be immediately declared by the SESSION DIRECTOR, on behalf of the BIDDING COMMITTEE.

CHAPTER 5 B3 COMPENSATION

APPROVAL, ADJUDICATION OF THE OBJECT OF THE BIDDING AND REMUNERATION OF B3

Pursuant to item 16.5, V, of the PUBLIC NOTICE, after the approval and award of the object of the BIDDING, B3 will charge the amount related to its remuneration, in the amount of R\$ 578,060.45 (five hundred and seventy-eight thousand, sixty reais and forty-five cents).

After the award of the object of the BIDDING, B3 will issue, against the ACCREDITED PARTICIPANT that represented the WINNING BIDDER, or, if non-existent, directly to the WINNING BIDDER, a bank collection slip for payment within fifteen (15) days from its issuance, which must be paid no later than before the signing of the AGREEMENT.

In the event that the SUCCESSFUL BIDDER does not make the payment in the manner provided, as a result of a fact not attributable to B3, default interest of 0.5% (half a percent) per month will be added to the amounts due, *pro rata tempore*, calculated from the due date of the bill until the date of effective settlement, without prejudice to the execution of the BID GUARANTEE, the default remains.

The value will be updated annually by the positive variation of the Extended National Consumer Price Index – IPCA/IBGE, released by the Brazilian Institute of Geography and Statistics, or in its absence, by the update index that may replace it, with a base date of January/2023.

B3 will confirm the receipt of its remuneration to the BIDDING COMMITTEE, attesting to the fulfillment of this precondition for signing the AGREEMENT.

EXHIBIT A BIDDER AND ACCREDITED PARTICIPANT INTERMEDIATION AGREEMENT

[place], [day] of [month] of [year].

To B3 S.A. – BRASIL, STOCK EXCHANGE, BRANCH

PUBLIC NOTICE OF INTERNATIONAL COMPETITION [●]/[●]

SPONSORED CONCESSION FOR THE PROVISION OF PUBLIC PASSENGER TRANSPORT SERVICE ON RAILS OF LINES 11, 12 AND 13 OF THE STATE OF SÃO PAULO In the best form of law, the parties:

[Corporate name of the ACCREDITED PARTICIPANT], brokerage/distribution company headquartered at [registered office of the ACCREDITED PARTICIPANT], registered with the CNPJ/MF [CNPJ of the ACCREDITED PARTICIPANT], hereby represented in the form of its Bylaws, hereinafter referred to as the ACCREDITED PARTICIPANT; and

[BIDDER's corporate name], headquartered at [BIDDER's registered office], registered with the CNPJ/MF [BIDDER's CNPJ], hereby represented in the form of its Bylaws, hereinafter referred to as BIDDER;

RESOLVE to enter into this contract for intermediation by an ACCREDITED PARTICIPANT in the BIDDER's participation in the BIDDING, in the acts performed under the advice of B3 to the GRANTING AUTHORITY, under the terms of the PUBLIC NOTICE and the B3 PROCEDURES MANUAL.

1. The BIDDER and ACCREDITED PARTICIPANT declare to know, comply with and comply, without reservations, with all the terms, rules, obligations, conditions, forms and deadlines of the documents related to the BIDDING, which, for all purposes, are an integral part of this Agreement, and, therefore, allow the adoption of the same meanings of the expressions:
 - PUBLIC NOTICE and B3 PROCEDURES MANUAL;
 - Documents and changes issued by the BIDDING COMMITTEE;
 - Any and all documentation that may occur, communicated, disclosed or published within the scope of the BIDDING; and
 - In the alternative, B3's rules and procedures related to Auctions in general.
2. The BIDDER undertakes to deliver the BIDDER to the ACCREDITED PARTICIPANT, and the ACCREDITED PARTICIPANT to the BIDDING COMMITTEE, at or to B3, according to the documents and deadlines of the BIDDING:

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- BID GUARANTEE;
 - ENVELOPES A, B, C e D; e
 - Remuneration of B3, if so agreed between the parties.
3. The ACCREDITED PARTICIPANT hereby indicates the following operators to act in the public sessions of the BIDDING:
- Primary Operator: *[Full name of the Operator]*, registered with the CPF *[Operator CPF number]*; and
 - Contingency operator: *[Full name of the operator]*, registered in the CPF *[number of the operator's CPF]*.
- 3.1. The replacement or inclusion of operators to act in the public bidding sessions is allowed, regardless of the amendment to this contract.
- 3.2. The credential of the operator of the ACCREDITED PARTICIPANT must be withdrawn 30 (thirty) minutes before the beginning of the PUBLIC SESSION for the opening of the COMMERCIAL PROPOSALS, with the SESSION DIRECTOR. At the end of the public opening session of the COMMERCIAL PROPOSALS, the credential must be returned to the same place where it was withdrawn.
4. The ACCREDITED PARTICIPANT is, from now on, obliged as the person responsible and main payer of B3's remuneration, under the terms of PUBLIC NOTICE and B3'S PROCEDURES MANUAL.
5. The brokerage fee due by the BIDDER to the ACCREDITED PARTICIPANT, for the performance of the intermediation, object of this Agreement, is freely agreed between the parties in *[commercial conditions agreed between the parties]*.
6. The ACCREDITED PARTICIPANT is not responsible for the non-inclusion of the BIDDER in the list of qualified and/or qualified for the BIDDING, to be communicated directly by the BIDDING COMMITTEE.
7. The BIDDER recognizes and authorizes the compulsory blocking and/or execution, by the GRANTING AUTHORITY, BIDDING COMMITTEE and/or B3, of assets accepted as BID GUARANTEE, in accordance with the PUBLIC NOTICE and the B3 PROCEDURES MANUAL.

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8. The execution of the BID GUARANTEE will be made through the sale, practice, act, form, mode, including extrajudicial, that is most effective to obtain the resources necessary for the proper performance of the obligations contracted by the BIDDER by virtue of its participation in the BIDDING.
9. The BIDDER, hereby, irrevocably and irreversibly grants to the ACCREDITED PARTICIPANT, special powers to represent it before B3, the other BIDDERS, banking institutions or not, the Central Bank of Brazil, among other public entities or centralized or custody systems, in order to exercise all rights and assume all obligations arising from the BIDDING that on its account and order must be performed under the terms of this Agreement, of the PUBLIC NOTICE and the B3 PROCEDURES MANUAL, and may, for this purpose, instruct documents relevant to the operation and the procedure of its financial settlement of any and all assets used as a means of payment or guarantee, agree, transfer, receive and give discharge, sign commitments, issue, withdraw and sign securities and documents on behalf of the BIDDER, as well as compromise and perform all other acts necessary for the use of BID GUARANTEE, pursuant to the terms of the PUBLIC NOTICE and the B3 PROCEDURES MANUAL, and B3 is finally granted and without reservation identical powers granted to the ACCREDITED PARTICIPANT, regardless of the order of appointment above, to, on behalf of the BIDDING COMMITTEE and the GRANTING AUTHORITY, perform the necessary acts related to the promotion, administration, compensation and settlement of the means of payment and guarantees that are delivered to it in any way, under the terms of the PUBLIC NOTICE and the B3 PROCEDURES MANUAL.
10. This Agreement will be in force until the occurrence of both events:
 - withdrawal of the BID GUARANTEE by the ACCREDITED PARTICIPANT of B3 and return to the BIDDER; and
 - until B3 confirms the receipt of its remuneration.
- 10.1. The termination of this Agreement by the parties safeguards it as valid and produces all its effects on the outstanding obligations until they are duly settled.
11. Any omission or tolerance of the parties in relation to the rights and obligations arising from this Agreement, will not imply, unless expressly provided otherwise, in a waiver of such rights, nor will it constitute an amendment or novation to this Agreement.
12. This Agreement is also binding on all heirs and successors of the parties.

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13. The ACCREDITED PARTICIPANT undertakes to maintain confidentiality as to the identification and information related to the BIDDER, only disclosing it to B3, the BIDDING COMMITTEE and the GRANTING AUTHORITY, in the manner and for the purposes of this Agreement.
14. The BIDDER undertakes to expressly communicate to the ACCREDITED PARTICIPANT any change in its conditions or information, for its performance and considering the due framework and compliance with the conditions of participation in the BIDDING, with B3, the BIDDING COMMITTEE and the GRANTING AUTHORITY.
15. The court of the city of São Paulo is elected as the competent court to resolve supervening doubts, except for the option of the ACCREDITED PARTICIPANT, when the plaintiff in the action, to file it at the BIDDER's domicile, if it is different from hers.
16. Doubts and controversies arising from this Agreement will be resolved by B3, after hearing the BIDDING COMMITTEE, prior to any judicial interpellation, made by any of the parties.

And because the contracting parties are in the most absolute agreement and understanding, they sign this instrument in [fill in the number of copies negotiated between the parties, considering those necessary in the BIDDING documentation] copies of the same content and form, in the presence of the witnesses named and signed below, so that all its effects and purposes are produced.

Signatures of the BIDDER's legal representatives with notarized signatures.

[Names of legal representatives] [Corporate name of the BIDDER]

Signatures of the legal representatives of the ACCREDITED PARTICIPANT with notarized signatures.

[Names of the representatives of the ACCREDITED PARTICIPANT] [Corporate Name of the ACCREDITED PARTICIPANT] [Corporate Name of the ACCREDITED PARTICIPANT]

Witnesses:

Name:

R.G.:

Name:

R.G.: