



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

INTERNATIONAL COMPETITION No. 02/2024

INTERNATIONAL COMPETITION NOTICE No. 02/2024 FOR SPONSORED CONCESSION FOR THE PROVISION OF
PUBLIC PASSENGER TRANSPORT SERVICE ON RAILS OF LINES 11, 12 AND 13 OF THE STATE OF SÃO PAULO



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INTRODUCTION

The STATE, as the GRANTING AUTHORITY, through the State Secretariat for Investment Partnerships – SPI, an organ of the Direct Public Administration of the State of São Paulo, headquartered in the State of São Paulo, in the Municipality of São Paulo, hereby represented by the Secretary of Investment Partnerships, in the exercise of the powers assigned to it by Decree No. 67,435, of January 01, 2023, makes public, by this INTERNATIONAL PUBLIC NOTICE No. 02/2024, the criteria and conditions for the selection and contracting of the SPONSORED CONCESSION for the provision of the public passenger transport service on rails of LINES 11 – Coral, 12 – Safira and 13 – Jade, in the railway system of the State of São Paulo, comprising operation, maintenance, conservation, implementation of civil works and systems, improvements, requalification, adequacy, modernization and expansion, under the terms of the AGREEMENT.

The BIDDING is open to national or foreign BIDDERS, alone or gathered in a CONSORTIUM, and the judgment criteria will be the highest percentage discount offered on the FIXED PECUNIARY CONSIDERATION and VARIABLE PECUNIARY CONSIDERATION, under the terms established in this PUBLIC NOTICE, in the AGREEMENT and in the corresponding EXHIBITS. The CONCESSION TERM will be twenty-five (25) years, counted under the terms of the AGREEMENT.

The BIDDING will begin through the PUBLIC SESSION FOR DELIVERY OF ENVELOPES **on 03/25/2025, from 10 am to 11 am**, at B3, located at Rua XV de Novembro, nº 275, Centro, São Paulo/SP and will be governed by this NOTICE and processed and judged by the BIDDING COMMITTEE regularly instituted, in compliance with the rules, procedures and deadlines established in this NOTICE and in the act that constituted it.

The envelopes containing the documentation necessary to participate in the BIDDING must be delivered by the interested parties in a PUBLIC SESSION FOR DELIVERY OF THE ENVELOPES, in accordance with the rules of this NOTICE.

The PUBLIC OPENING SESSION OF THE PROPOSALS will take place on **03/28/2025**, starting at **4 pm**, at B3, located at Rua XV de Novembro, nº 275, Centro, São Paulo/SP.

The NOTICE, the AGREEMENT and its EXHIBITS, as well as other technical information necessary for the formulation of the COMMERCIAL PROPOSAL and other documents related to the event, will be available free of charge, from **December 3, 2024 until the date of the PUBLIC SESSION FOR DELIVERY OF THE ENVELOPES**, through the Internet, located on the website <https://www.parceriaseminvestimentos.sp.gov.br/projeto-qualificado/linhas-alto-tiete/> and in the CONCESSION DATA ROOM.

The documents may also be provided to interested parties who attend Rua Iaiá, nº 126, 12th floor,

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Itaim Bibi, São Paulo/SP, Administrative Support Center, from Monday to Friday, from 9:00 a.m. to 12:00 p.m. and from 2:00 p.m. to 5:00 p.m., in the same period indicated, upon presentation of recordable media or equivalent device, necessary for copying the file, with enough capacity so that all files can be digitally copied. Additional information to that contained in the DATA ROOM will also be made available in the DOCUMENT ROOM, whose access will be governed by the regulation contained in EXHIBIT IV of this NOTICE.

The GRANTING AUTHORITY is not responsible for the text or content of NOTICE, AGREEMENT, EXHIBITS or documents obtained or known in a manner and place other than those indicated above.

A - AUTHORIZATION TO CONTRACT

The Management Council of the Public-Private Partnerships Program - CGPPP authorized the start of the technical studies conducted by the STATE at the 37th Ordinary Joint Meeting of the CDPED and CGPPP, held on February 28, 2023. SPI qualified the project for the Investment Partnerships Program of the State of São Paulo PPI – SP, through SPI Resolution No. 004, of March 20, 2023.

The CONCESSION was definitively approved on October 24, 2024, through a resolution issued within the scope of the 13th Ordinary Meeting of the Investment Partnerships Program of the State of São Paulo (PPI-SP), referring to the 49th Ordinary Joint Meeting of the Board of Directors of the State Privatization Program (CDPED), established by virtue of State Law No. 9,361, of 07/05/1996 and of the Management Council of the Public-Private Partnerships Program (CGPPP), established by virtue of State Law 11,688, of 05/19/2004, according to the minutes of the meeting published in the DOE/SP, edition of November 1, 2024.

Through Decree No. 69,049, of November 14, 2024, the CONCESSION proposal was authorized, as well as its regulation, minimum parameters for the event and the delegation of public services object of this NOTICE.

B - PRIOR NOTICE

The notice of the opening of this INTERNATIONAL COMPETITION was published in the DOE/SP, edition of December 03, 2024, in the newspapers of wide circulation Folha de São Paulo and Estado de São Paulo, in the respective editions of December 03, 2024. The notice was also published in the international journal DG Market Tenders Worldwide on December 03, 2024. The entire content of the NOTICE was made available for unrestricted public access at the PPI-SP website:

<https://www.parceriaseminvestimentos.sp.gov.br/projeto-qualificado/linhas-alto-tiete/>.

C – PUBLIC HEARING

The GRANTING AUTHORITY held a PUBLIC HEARING on June 19, 20 and 21, 2024, in a face-to-face

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format, with simultaneous transmission over the internet, in compliance with the terms of article 21 of the BIDDING AND ADMINISTRATIVE AGREEMENTS LAW, as well as article 29 of State Law No. 10,177, of December 30, 1998, to present the project to the population and interested parties, with access to all relevant information and clarifications, guaranteeing the right to demonstrate.

The notice of the PUBLIC HEARING was published in the DOE/SP, edition of June 05, 2024 and on the PPI-SP website: <https://www.parceriaseminvestimentos.sp.gov.br/projeto-qualificado/linhas-alto-tiete/>.

D – PUBLIC CONSULTATION

The drafts of the NOTICE, the AGREEMENT and other EXHIBITS were submitted to PUBLIC CONSULTATION, and were available for access during the period from June 17, 2024 to July 18, 2024, in the CONCESSION DATA ROOM, whose access was granted upon request sent to the email consultapublica11.12.13@sp.gov.br.

The notice of the PUBLIC CONSULTATION was published in the DOE/SP, edition of June 17, 2024, in addition to being published in the widely circulated newspaper Folha de São Paulo, in digital and printed versions, on June 17, 2024, as well as on the website: <https://www.parceriaseminvestimentos.sp.gov.br/projeto-qualificado/linhas-alto-tiete/>.

During the period of the PUBLIC CONSULTATION, contributions, doubts and suggestions were received to the drafts made available. After the analysis of all the contributions received in the PUBLIC HEARING and PUBLIC CONSULTATION, the necessary adjustments were made and those pertinent were inserted in the final documents.

E- APPLICABLE LEGISLATION

This COMPETITIVE BIDDING is governed by the rules contained in this NOTICE, the AGREEMENT and its EXHIBITS, as well as by [Federal Law No. 11,079](#), of December 30, 2004, by [State Law No. 11,688](#), of May 19, 2004, by [Federal Law No. 8,987](#), of February 13, 1995, by [State Law No. 17,612](#), of December 19, 2022, and by [State Law No. 7,835](#), of May 8, 1992, and alternatively, by [Federal Law No. 14,133](#), of April 1, 2021, [State Law No. 10,177](#), of December 30, 1998, [State Law No. 9,361](#), of July 5, 1996, in addition to the other rules governing the matter.

F – EXHIBITS

The EXHIBITS listed below pertain to this PUBLIC NOTICE:

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EXHIBITS		DESCRIPTION
I		TEMPLATES
	A.I.	TEMPLATE LETTER OF ACCREDITATION OR POWER OF ATTORNEY
	I.B.1	TEMPLATE LETTER OF GUARANTEE FOR PROPOSAL SECURITY
	I.B.2	MINIMUM SURETY BOND TERMS AND CONDITIONS
	I.C	TEMPLATE OF TERM OF AWARENESS AND NOTIFICATION
	I.D	TEMPLATE OF DECLARATION OF NON-EXISTENCE OF EQUIVALENT DOCUMENT
	I.E	TEMPLATE OF CLAIMS
	I.F	TEMPLATE FOR REQUEST FOR CLARIFICATION
	I.G	TEMPLATE OF COMPLIANCE WITH DECREE NO. 66,819/22 – CADMADEIRA
	I.H	TEMPLATE OF BUSINESS PROPOSAL
	I.I	TEMPLATE OF DECLARATION REGARDING COMPLIANCE WITH BRAZILIAN LEGISLATION
	I.J	CERTIFICATE OF TECHNICAL VISIT
	I.K	DECLARATION OF NON-REALIZATION OF TECHNICAL VISIT
	I.L	TEMPLATE OF COMMERCIAL PROPOSAL RATIFICATION
	I.M	DECLARATION OF RESERVATION OF POSITIONS FOR PERSONS WITH DISABILITIES OR FOR REHABILITATED SOCIAL SECURITY
	I.N	TEMPLATE OF TECHNICAL VISIT REPRESENTATIVE NOMINATION
	I.O	TEMPLATE OF QUALIFIED PROFESSIONAL HIRING COMMITMENT
II		B3 PROCEDURES MANUAL
III		AGREEMENT MINUTES
IV		REGULATION OF THE TECHNICAL VISIT AND THE DOCUMENT ROOM

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The following EXHIBITS are related to the AGREEMENT:

EXHIBIT		TITLE
I		EXISTING INFRASTRUCTURE AND CONCESSION AREA
II		INVESTMENT PLAN
	II.A	ENGINEERING PROJECTS FOR CIVIL VENTURES
	II.B	GUIDELINES FOR PERMANENT TRACK AND OVERHEAD TRACTION NETWORK VENTURES
	II.C	MANDATORY GUIDELINES AND PROJECTS FOR SIGNALING, TELECOMMUNICATIONS AND ENERGY SYSTEMS
	II.D	PROJECTS, CIVIL WORKS, AND SYSTEMS OF RESPONSIBILITY OF THE GRANTING AUTHORITY AND THIRD PARTIES
	II.E	TECHNICAL SUPPORT, INDEPENDENT AUDITOR, IMPLEMENTATION CERTIFIER AND INDEPENDENT VERIFIER
	II.F	MANDATORY BASIC GUIDELINES FOR ROLLING STOCK, AUXILIARY VEHICLES, EQUIPMENT AND INFRASTRUCTURES
III		OPERATIONAL AND MAINTENANCE PLAN
	III.A	OPERATIONAL AND MAINTENANCE GUIDELINES
	III.B	OPERATIONAL TRANSITION GUIDELINES
	III.C	MANDATORY GUIDELINES FOR COEXISTENCE WITH CPTM, METRO, MRS AND OTHER CONCESSIONAIRES
	III.D	PERFORMANCE INDICATORS AND DEDUCTION CALCULATION RULE
	III.E	CONCESSION REGULATION
	III.F	GUIDELINES FOR THE TRANSFER OF EXISTING INFRASTRUCTURE
	III.G	TRANSITION CONDITIONS
IV		ENVIRONMENTAL AND SOCIAL ASPECTS
	IV.A	ENVIRONMENTAL AND SOCIAL REQUIREMENTS AND GUIDELINES FOR ENVIRONMENTAL LICENSING
	IV.B	MAPPING OF ENVIRONMENTAL LIABILITIES, RECOVERY MEASURES AND MEDIATION
V		PENALTIES
VI		GUIDELINES FOR THE EXERCISE OF THE PREROGATIVES OF LENDERS
VII		SINGLE GLOSSARY FOR THE PUBLIC NOTICE, AGREEMENT AND EXHIBITS
VIII		SCHEDULES AND GUIDELINES FOR THE PREPARATION OF THE PHYSICAL-EXECUTIVE SCHEDULES AND INVESTMENT PLAN
	VIII.A	SCHEDULES AND GUIDELINES FOR THE PREPARATION OF PHYSICAL-EXECUTIVE SCHEDULES AND INVESTMENT PLAN (Worksheet)
IX		PECUNIARY CONSIDERATION AND CONTRIBUTION
	IX.A	PECUNIARY CONSIDERATION AND CONTRIBUTION (Worksheet)
X		COLLECTION AND SINGLE TICKET REVENUE SYSTEM

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EXHIBIT		TITLE
XI		RELEVANT LEGAL DOCUMENTS
XII		ANCILLARY REVENUES

H – DEFINITIONS

For all purposes of the PUBLIC NOTICE, AGREEMENT and EXHIBITS, unless expressly provided otherwise, the terms, phrases and expressions used and written in capital letters shall be understood and interpreted in accordance with the meanings assigned in EXHIBIT VII of the AGREEMENT – SINGLE GLOSSARY FOR THE PUBLIC NOTICE, AGREEMENT AND EXHIBITS.

CHAPTER I – GENERAL PROVISIONS

1. OBJECT

- 1.1. The object of this BIDDING consists of the selection of the most advantageous proposal for the SPONSORED CONCESSION of the provision of the public passenger transport service on rails of LINE 11 - CORAL, LINE 12 - SAFIRA and LINE 13 - JADE, and the provision of the AIRPORT EXPRESS SERVICE, in the railway system of the State of São Paulo, comprising OPERATION, maintenance, conservation, implementation of civil works and systems, improvements, requalification, adequacy, modernization and expansion, under the terms of the AGREEMENT.
- 1.2. The specification of the above-mentioned object is detailed in the AGREEMENT and EXHIBITS.
- 1.3. The execution of the object of this BIDDING shall comply with the provisions of the rules, standards and other procedures contained in the applicable legislation, this NOTICE, the AGREEMENT and the EXHIBITS, as well as the documentation presented by the ADJUDICATEE.

2. TERM AND TERM

- 2.1. The CONCESSION TERM will be twenty-five (25) years, counted under the terms of the AGREEMENT.

3. ESTIMATED AGREEMENT VALUE

- 3.1. THE ESTIMATED AGREEMENT VALUE is R\$ 13,961,957,951.11 (thirteen billion, nine hundred and sixty-one million, nine hundred and fifty-seven thousand, nine hundred and fifty-one reais and eleven cents), on the BASE DATE, corresponding to the estimated value of the sum of the INVESTMENTS to be borne by the CONCESSIONAIRE.

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- 3.2. The ESTIMATED AGREEMENT VALUE has a merely referential purpose, and cannot be invoked by the BIDDER for any purpose, nor taken by any of the PARTIES or by ARTESP, as a basis for carrying out recompositions of the economic and financial balance of the AGREEMENT or for any other purpose that implies the use of the ESTIMATED AGREEMENT VALUE as a parameter for indemnities, reimbursements and the like.

4. CLARIFICATIONS AND OBJECTIONS TO THE NOTICE

- 4.1. Any interested party may submit until March 11, 2025, a request for clarification and information about the BIDDING, noting that:

- i. Requests for clarification must be sent to the attention of the BIDDING COMMITTEE, written in the Brazilian Portuguese language and may be: (i) sent to the electronic address ppplotealtotiete@sp.gov.br or (ii) filed with SPI, at Rua Iaiá, n.º 126, 12th floor, Itaim Bibi – São Paulo – SP, in this case observing the time limit provided for in item 4.3, accompanied by digital media containing the file in Excel and/or Word and PDF formats, in both cases with the questions arranged according to the model contained in EXHIBIT I.F, with identification of the data of the interested parties, including their e-mail address, and the item(s) of the NOTICE, the AGREEMENT or its EXHIBIT(S) to which the question(s) refers;
- ii. The answer(s) to the question(s) will be transmitted by electronic message, under the terms of the applicable legislation, limited to March 18, 2024, or, if there is a change in the initial date, until the business day prior to the new date set for its realization. The answers must be disclosed to all interested parties on the website <https://www.parceriaseminvestimentos.sp.gov.br/projeto-qualificado/linhas-alto-tiete/> and in the CONCESSION Data Room, without identifying the person responsible for the request for clarifications;
- iii. Clarifications, addendums or communications will become an integral part of this NOTICE, provided that the requirement provided for in item 4.1.2, binding the GRANTING AUTHORITY, ARTESP, the BIDDERS and the CONCESSIONAIRE, for all purposes;
- iv. If there are no requests for clarification, it will be presumed that the information and elements made available in this NOTICE, in the draft of the AGREEMENT and in its EXHIBITS are sufficient to allow the preparation of the COMMERCIAL PROPOSAL and the presentation of the QUALIFICATION DOCUMENTS and, consequently, for participation in the BIDDING, and subsequent questioning will not be allowed.

- 4.1.1 At the discretion of the BIDDING COMMITTEE, periodic responses may be published,

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following the same formalities described in item 4.1.2, for requests for clarification that are submitted by interested parties throughout the period that elapses from the publication of this NOTICE, until the date specified in said item 4.1, ii.

- 4.1.2 Only clarifications, addendums or communications that are published on the website will be considered valid for the purposes of this BIDDING <https://www.parceriaseminvestimentos.sp.gov.br/projeto-qualificado/linhas-alto-tiete/>, in the CONCESSION Data Room, in PDF format, containing the signature of the member of the BIDDING COMMITTEE.
- 4.2. Any citizen is a legitimate party to challenge this NOTICE, and the challenge must be presented following the same form of presentation of the request for clarification described in item 4.1, i, of this NOTICE, until March 20, 2025, or, if there is a change in the date of the PUBLIC SESSION FOR DELIVERY OF ENVELOPES, within 03 (three) business days before the new date scheduled for the respective realization, and the BIDDING COMMITTEE shall judge and respond to the challenge within 3 (three) business days, limited to the business day prior to the new date designated for the PUBLIC SESSION FOR DELIVERY OF ENVELOPES.
 - 4.2.1. To meet the form of presentation indicated by item 4.2, Compliance with any formal model will not be required.
 - 4.2.2. For the purposes of this BIDDING, only the responses to the challenges published in accordance with the requirements contained in item 4.2.
- 4.3. All correspondence, requests for clarification, objections or any other documents related to the BIDDING, in physical media, will be considered delivered on the date of receipt by the addressee (considering business days), except if the delivery takes place after 5 pm (seventeen pm, Brasília time).
 - 4.3.1. In the case of electronic correspondence, requests for clarification, objections or any other documents related to the BIDDING, sent by electronic means, these will be considered delivered on the date of submission by the sender, until 11:59 pm (twenty-three hours and fifty-nine minutes) of the same day.
 - 4.3.2. Mail delivered after the times indicated in the items 4.3 and 4.3.1, shall be considered delivered, for all purposes, including for the timely conference, on the immediately following business day.
- 4.4. Questions that do not relate to this BIDDING or that have been formulated in a manner different from that established in item 4.1, i.

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- 4.5. Only those who express interest by sending an e-mail to the ppplotealtotiete@sp.gov.br address, with the title "*PPP of Lines 11, 12 and 13 | Registration of Interested Party*" and with the proper identification of (I) name or corporate name; (II) nationality or country where headquartered; (III) profession or corporate purpose; (IV) RG and CPF or CNPJ; (V) address; and (VI) telephone and e-mail for contact, will have the guarantee that:
- i. They will be communicated, directly, via e-mail, of the clarifications provided about this NOTICE;
 - ii. They will receive, by e-mail, information on the availability of the publication of an addendum to the NOTICE, regarding the possible modification of the same; and
 - iii. They will receive, by e-mail, other communications with important content that are pertinent to the BIDDING.
- 4.6. The GRANTING AUTHORITY may, on its own initiative or as a consequence of responses made to requests for clarification or objections, modify this NOTICE at any time, by means of an erratum to be published in the DOE/SP, without prejudice to the disclosure on the <https://www.parceriaseminvestimentos.sp.gov.br> website.
- 4.7. If the change in the PUBLIC NOTICE affects the formulation of the COMMERCIAL PROPOSAL, pursuant to article 55, paragraph 1, of the BIDDING AND ADMINISTRATIVE AGREEMENTS LAW, the GRANTING AUTHORITY shall modify the dates of the PUBLIC SESSION FOR DELIVERY OF ENVELOPES provided for in the preamble of the PUBLIC NOTICE, observing the minimum legal term of article 55, II, *d* of the BIDDING AND ADMINISTRATIVE AGREEMENTS LAW, informing such measure to the BIDDERS by means of publication in the DOE/SP, without prejudice to the disclosure on the <https://www.parceriaseminvestimentos.sp.gov.br> website, and the deadlines for TECHNICAL VISIT, objection and request for clarification are also extended.
- 5. TECHNICAL VISIT**
- 5.1. Interested parties who intend to carry out a TECHNICAL VISIT must send by March 20, 2025, an electronic correspondence to the e-mail ppplotealtotiete@sp.gov.br with the title "*PPP Lote Alto Tietê | Technical Visit*", with the completed document of the EXHIBIT I.N model, in PDF format, indicating the qualification of the representatives of the interested party to carry out the TECHNICAL VISIT, accompanied by proof of the powers of representation, professional or contractual relationship with the interested parties.
- 5.2. The TECHNICAL VISIT has the exclusive objective of allowing interested parties to verify *in loco* the conditions, nature, measurement of materials, equipment necessary for the execution of the AGREEMENT and verification of the conditions of the EXISTING INFRASTRUCTURE, as well as

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obtaining other technical subsidies that they deem convenient, so that the GRANTING AUTHORITY will not be held responsible due to the insufficiency of the data collected during the TECHNICAL VISIT.

- 5.3. The GRANTING AUTHORITY will keep confidential until the date of the PUBLIC SESSION FOR DELIVERY OF THE ENVELOPES, the list of interested parties who carry out the TECHNICAL VISIT, their indicated representatives, a copy of the documentation indicated in item 5.1, as well as any other information and/or document that allows the identification of the BIDDERS.
- 5.4. Once the electronic correspondence is received by the GRANTING AUTHORITY and the necessary requirements indicated in this NOTICE are fulfilled, an e-mail will be sent to the interested party to schedule the date and time of the TECHNICAL VISIT, which must be accompanied by members of the GRANTING AUTHORITY.
- 5.5. As many TECHNICAL VISITS as each BIDDER deems necessary may be made, always accompanied by representatives of the GRANTING AUTHORITY when in a place with restricted access to the public.
 - 5.5.1. To this end, the representatives appointed by the interested parties must present themselves at the place, on the date and time to be established in accordance with the provisions of this NOTICE.
- 5.6. During the TECHNICAL VISIT, the participation of as many representatives as the interested party deems necessary will be allowed, provided they are duly indicated in the request, respecting any technical impossibilities, duly justified by the GRANTING AUTHORITY.
- 5.7. It will be incumbent on each interested party, during the TECHNICAL VISIT, to be accompanied by the technicians and specialists it deems sufficient to collect the information it deems necessary, and no additional information or clarification may be requested from the representatives of the GRANTING AUTHORITY. Any clarifications must be requested in writing by the interested parties or BIDDERS, in the manner and within the deadline established in item 4.1, i of the PUBLIC NOTICE.
 - 5.7.1. The transportation to the site of the TECHNICAL VISIT will be at the expense of each interested party.
- 5.8. At the end of the TECHNICAL VISIT, the interested party will be provided with the certificate of TECHNICAL VISIT, according to the model contained in EXHIBIT I.J, which must be part of ENVELOPE D.
- 5.9. The BIDDER that decides not to carry out the optional TECHNICAL VISIT must present, inside

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ENVELOPE D, a statement, according to the model contained in EXHIBIT I.K., stating that it was aware that it had the possibility of making the TECHNICAL VISIT and becoming aware of the EXISTING INFRASTRUCTURE, but that, aware of the risks and consequences involved, it chose to formulate the COMMERCIAL PROPOSAL without carrying out the TECHNICAL VISIT that had been provided to it.

- 5.10. For the purpose of issuing the certificate of completion of the TECHNICAL VISIT, it will be up to the BIDDER to expressly request the indication of the locations visited if it so wishes.

5.10.1. The indication of the locations visited does not mitigate the assumption of risks by the future CONCESSIONAIRE, nor can it be alleged as a parameter for indemnities, reimbursements and the like.

- 5.11. Under the terms of the legislation and regulations in force, in addition to the TECHNICAL VISIT, interested parties may carry out technical inspections, surveys and pertinent analyses, at their own risk and at their own expense, to properly know the conditions of the object of the CONCESSION, in order to consider all aspects that are necessary to compose their COMMERCIAL PROPOSAL.

- 5.12. The GRANTING AUTHORITY will consider that the COMMERCIAL PROPOSALS to be presented were prepared with perfect knowledge of the conditions of the EXISTING INFRASTRUCTURE and of all the obligations to be assumed by the CONCESSIONAIRE within the scope of the CONCESSION, and the BIDDER may not invoke any lack of knowledge as an impediment to the correct formulation of the COMMERCIAL PROPOSAL or the full compliance with the AGREEMENT, claim modifications in the prices, terms, or conditions of the AGREEMENT, or allege any loss or claim any benefit, under the invocation of insufficient data or information about it.

6. JUDGMENT CRITERION – LOWEST VALUE OF THE PUBLIC CONSIDERATION

- 6.1. The judgment criterion of the BIDDING is the highest percentage discount to be applied linearly and identically on (i) the PRESENT VALUE OF THE FIXED PECUNIARY CONSIDERATION 1; a (ii) MAXIMUM FIXED PECUNIARY CONSIDERATION 2 and (iii) on the UNIT PRICE CAR KM, in accordance with the provisions of article 12, II, a, of Federal Law No. 11,079/2004.

6.1.1. The BIDDER shall prepare the COMMERCIAL PROPOSAL in accordance with the model provided for in EXHIBIT I.H, which shall contain a single percentage, composed of up to 2 (two) decimal places, which may vary from 0% (zero) to 100% (one hundred percent), which shall be levied on all prices that make up the PRESENT VALUE OF THE FIXED PECUNIARY CONSIDERATION 1, calculated under the terms of EXHIBIT IX.A to the AGREEMENT, the MAXIMUM FIXED PECUNIARY CONSIDERATION 2 of R\$

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490,000,000.00 (four hundred and ninety million reais), and the MAXIMUM UNIT PRICE CAR KM of R\$ 4.63 (four reais and sixty-three cents).

- 6.2. For the preparation of their COMMERCIAL PROPOSALS and for the execution of bids, the BIDDERS shall consider that, in return for the delegation of the contractual object of the CONCESSION, the CONCESSIONAIRE will be entitled to receive: (i) the PECUNIARY CONSIDERATION; (ii) the CONTRIBUTION; and (iii) any ancillary revenues from the exploration of ancillary activities, associated projects or public businesses duly authorized by the GRANTING AUTHORITY.
- 6.3. The CONCESSIONAIRE shall not be entitled to any remuneration or subsidy fee to be paid by the GRANTING AUTHORITY.
- 6.4. The information, studies, researches, investigations, surveys, projects, spreadsheets and other documents or data related to the CONCESSION, including its exploitation, made available by the GRANTING AUTHORITY, were carried out and obtained for the exclusive purpose of serving as a reference for the calculations that pointed out the economic and financial viability of the CONCESSION, not presenting, before the potential BIDDERS or future CONCESSIONAIRE, any binding character or any effect of the point of view of the GRANTOR AUTHORITY's responsibility.

CHAPTER II – BIDDING REGULATIONS

7. CONDITIONS OF PARTICIPATION

- 7.1. Companies and other legal entities, Brazilian or foreign entities, alone or together in a CONSORTIUM, whose nature and object are compatible with their participation in the BIDDING, may participate in the BIDDING, provided that they fully comply with all the terms and conditions of this PUBLIC NOTICE.
- 7.2. The BIDDERS may, at their discretion, enter into an intermediation agreement with an ACCREDITED PARTICIPANT, and such contracting, if it is the option of the BIDDERS, must be made under the terms of EXHIBIT II.
 - 7.2.1. If the BIDDER does not choose to hire an ACCREDITED PARTICIPANT, the BIDDER's representation before B3 will be carried out through the REGISTERED REPRESENTATIVES constituted by the BIDDER.
- 7.3. The following may not participate in the BIDDING, alone or in a CONSORTIUM, if they are:
 - i. Who are serving a penalty of impediment to bid and contract with the Direct or Indirect Administration of the State of São Paulo, resulting from article 156, item III, of the

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- ii. That have been declared unsuitable to bid or contract with the PUBLIC ADMINISTRATION of any federative entity, as provided for in article 156, item IV, of the BIDDING AND ADMINISTRATIVE AGREEMENTS LAW;
- iii. Who have been sentenced, by a final and unappealable judgment, to the penalty of interdiction of rights due to the practice of environmental crimes, as disciplined in article 10 of Federal Law No. 9,605/1998;
- iv. Whose bankruptcy has been decreed;
- v. That have a sanction record, with an impeding effect on participation in this BIDDING or contracting, in the registers referred to in article 22 of Federal Law No. 12,846/2013 and article 5 of State Decree No. 60,106/2014;
- vi. That have been prohibited by the Plenary of the Administrative Council for Economic Defense – CADE from participating in bids promoted by the PUBLIC ADMINISTRATION, due to the practice of violation of the economic order, under the terms of article 38, item II, of Federal Law No. 12,529/2011;
- vii. That they are prohibited from contracting with the PUBLIC ADMINISTRATION due to a restrictive sanction resulting from an environmental administrative infraction, pursuant to article 72, paragraph 8, item V, of Federal Law No. 9,605/1998, as amended by Law No. 14,230/2021;
- viii. Who have been prohibited from contracting with the PUBLIC ADMINISTRATION due to conviction for an act of administrative improbity, under the terms of article 12 of Federal Law No. 8,429/1992;
- ix. That have been declared unsuitable to contract with the PUBLIC ADMINISTRATION by the Plenary of the Court of Auditors of the State of São Paulo, pursuant to article 108 of State Complementary Law No. 709/1993;
- x. Who have been prevented or declared unfit to bid or contract with the PUBLIC ADMINISTRATION, due to disobedience to Federal Law No. 12,527/2011, pursuant to its article 33, items IV and V, and article 62, items IV and V, of State Decree No. 68,155/2023;
- xi. Parent companies, subsidiaries or affiliates, under the terms of the BUSINESS CORPORATION ACT, competing with each other; or

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- xii. Who, in the five (5) years prior to the publication of the NOTICE, have been convicted in court, with res judicata, for exploitation of child labor, for subjecting workers to conditions analogous to slavery or for hiring adolescents in cases prohibited by labor legislation.
- 7.4. A person who, within the six (6) months prior to the date of publication of the PUBLIC NOTICE, has been a public agent of the contracting body/entity responsible for the BIDDING may not participate, directly or indirectly, in the BIDDING. Furthermore, such a person may not, directly or indirectly, take part in the execution of the AGREEMENT as a representative employee, or director of the CONCESSIONAIRE, or of the body/entity responsible for the management or oversight of the AGREEMENT, if they have, within the previous six (6) months, been involved in any way in management, execution or decision-making acts in the AGREEMENT, pursuant to article 9, paragraphs 1 and 2, of the BIDDING AND ADMINISTRATIVE AGREEMENTS LAW.
- 7.4.1. Indirect participation is considered for the purposes of the provisions of item 7.4, the existence of any documents that demonstrate that the person mentioned there is a legal representative, director, manager, partner, controller or technical responsible, or that he has any ties of a legal, technical, commercial, economic, financial, labor or business nature with the BIDDER or any company of the BIDDER's BUSINESS GROUP; and
 - 7.4.2. The contracting body/entity is considered responsible for the BIDDING, management and monitoring of the AGREEMENT, for the purposes of item 7.4, the GRANTING AUTHORITY, the State Secretariat for Investment Partnerships – SPI, ARTESP, Companhia Paulista de Parcerias – CPP and individuals or legal entities that have acted directly in the formulation of the BIDDING documents.
- 7.5. Foreign companies or entities that do not operate in Brazil must meet, as far as possible, the requirements of the QUALIFICATION DOCUMENTS, upon presentation of equivalent documents, authenticated by the Consulate General of Brazil in the country of origin and translated by a sworn translator, and must have legal representation in Brazil, with express powers to receive summons and respond administratively and judicially.
- 7.5.1. Foreign companies from States that are signatories to the Convention Abolishing the Requirement of Legalization for Foreign Public Document, promulgated in Brazil by means of Federal Decree No. 8,660/2016, may replace the need for authentication by the consulate referred to in item 7.5 by affixing the apostille referred to in Articles 3 and 4 of the aforementioned Convention, and the documentation and the respective apostille must be translated by a sworn translator.

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- 7.5.2. The QUALIFICATION DOCUMENTS equivalent to those requested in this PUBLIC NOTICE must be presented in such a way as to enable the clear identification of their validity, enforceability and effectiveness, and the BIDDER must indicate to which item of the PUBLIC NOTICE the document corresponds.
- 7.5.3. In the event that there are no documents equivalent to those requested in this NOTICE, a statement must be presented by the BIDDER informing such fact, according to EXHIBIT I.D.
- 7.5.4. The BIDDERS will be exempt from presenting a sworn translation of the documentation in cases where the documents, even if written abroad, have been produced in Portuguese, even if in a two-column format, with another language next to it.
- 7.5.5. In the hypothesis of item 7.5.1, The apostille can only be waived if it is an original document, and is necessary in the event that the credentials of the notary or agent responsible for notarization are affixed.
- 7.6. Foreign companies or entities that do not operate in Brazil must submit a declaration that, in order to participate in this BIDDING, they will be subject to the legislation of the Federative Republic of Brazil, including the provisions of the sole paragraph of article 70, sole paragraph, of the BIDDING AND ADMINISTRATIVE AGREEMENTS LAW, according to the model contained in EXHIBIT I.I.
- 7.7. The BIDDERS are responsible for analyzing the conditions of the object of the BIDDING and all data and information about the CONCESSION, as well as for examining all instructions, conditions, requirements, laws, decrees, rules, specifications and regulations applicable to the BIDDING and the CONCESSION, and must bear their respective costs and expenses.
- 7.8. The participation of a company and/or entity in more than one CONSORTIUM, or separately and as a member of a CONSORTIUM, will not be allowed.
 - 7.8.1. The restriction provided for in item 7.8 it also applies to legal entities that are members of the same BUSINESS GROUP as the BIDDER, that is, the participation of a company from the same BUSINESS GROUP in different COMMERCIAL PROPOSALS cannot occur.
- 7.9. In the case of a CONSORTIUM, the following rules must be observed, without prejudice to others existing in the PUBLIC NOTICE and in the relevant legislation:
 - 7.9.1. The disqualification of the PROPOSAL or the disqualification of any consortium member will result in the automatic disqualification of the CONSORTIUM;

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- 7.9.2. There is no maximum limit on the number of participants for the constitution of the CONSORTIUM;
 - 7.9.3. The inclusion, replacement, withdrawal or exclusion of any consortium member will not be allowed, nor will the change in the proportion of participation of the consortium members, or even the replacement of the leading company, until the signing of the AGREEMENT, at which time the contractual rules for any change in the corporate structure of the CONCESSIONAIRE must be observed;
 - 7.9.4. The consortium members will be jointly and severally liable for the acts performed by the CONSORTIUM in this BIDDING until the signing of the AGREEMENT; and
 - 7.9.5. The CONSORTIUM may be formed by foreign companies and entities, without the necessary participation of national entities.
- 7.10. Participation in this BIDDING will imply full and unconditional acceptance of all the terms, conditions and provisions of this PUBLIC NOTICE, the draft of the AGREEMENT and its respective EXHIBITS, as well as other provisions applicable to the BIDDING, and no lack of knowledge may be invoked as an element preventing the correct formulation of the COMMERCIAL PROPOSAL or the full compliance with the AGREEMENT.

8. GENERAL PROCEDURE

- 8.1. It will be up to each BIDDER to carry out, at its own risk, surveys and studies, as well as to develop projects to support the presentation of its COMMERCIAL PROPOSAL.
- 8.2. Any divergences that may exist in relation to the application of the PUBLIC NOTICE, for the purpose of interpreting rules relevant to the BIDDING procedure, shall be resolved in accordance with the provisions contained in the documents mentioned below, in the following order of prevalence:
 - i. PUBLIC NOTICE;
 - ii. AGREEMENT;
 - iii. EXHIBITS, in accordance with the order indicated in clause 76 of the AGREEMENT; and
 - iv. EXHIBIT II – B3 PROCEDURES MANUAL.
- 8.2.1. If there is a discrepancy between the document in the original language and its respective translation, the original text shall prevail.

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- 8.3. The BIDDING will be processed and judged according to article 17 of the BIDDING AND ADMINISTRATIVE AGREEMENTS LAW, initially analyzing the ACCREDITATION documents and the BID GUARANTEE, followed by the opening of the COMMERCIAL PROPOSAL of the BIDDERS whose BID GUARANTEE has been accepted, classifying the COMMERCIAL PROPOSALS, proceeding to the bidding phase, if any, and analyzing the QUALIFICATION DOCUMENTS of the BIDDER who has offered the best COMMERCIAL PROPOSAL, under the terms of this PUBLIC NOTICE.
- 8.4. The BIDDING governed by this NOTICE will be divided into six stages: A) PUBLIC SESSION FOR DELIVERY OF ENVELOPES and ACCREDITATION of BIDDERS; B) verification of the regularity of the BID GUARANTEES; C) PUBLIC OPENING SESSION OF THE PROPOSALS; D) consultation of records and systems; E) verification of the QUALIFICATION DOCUMENTS of the best-ranked BIDDER; and F) publication of the result of the bidding, according to item 14.
- 8.5. The BIDDING will be processed and judged by the BIDDING COMMITTEE, with the support of B3, according to the provisions of EXHIBIT II, to assist in conducting the BIDDING and carrying out related activities, subject to the provisions of the items of this NOTICE.
- 8.6. In the classification phase, the COMMERCIAL PROPOSALS will be classified observing the criteria defined in this NOTICE.
- 8.7. The qualification phase will consist of the analysis of the QUALIFICATION DOCUMENTS of the best-ranked BIDDER to verify compliance with the conditions set forth in the PUBLIC NOTICE.
- 8.8. The BIDDING COMMITTEE may, at any stage of the BIDDING, carry out a diligence to clarify or supplement the instruction of the process, and may also:
- 8.8.1. Request the BIDDERS, at any time, for clarifications on the ACCREDITATION, BID GUARANTEE, COMMERCIAL PROPOSAL, bidding phase and/or the QUALIFICATION DOCUMENTS presented, admitting the remediation of formal or material flaws or the complementation of insufficiencies, which must be remedied within the period set by the BIDDING COMMITTEE, under penalty of disqualification of the COMMERCIAL PROPOSAL or disqualification of the BIDDER.
 - 8.8.2. To extend the deadlines referred to in the PUBLIC NOTICE, in case of public interest, fortuitous event or force majeure, without the BIDDERS being entitled to indemnification or reimbursement of costs and expenses, for any reason.
- 8.9. The diligences promoted by the BIDDING COMMITTEE may not result in the creation of a requirement that is not provided for in the NOTICE, pursuant to article 64 of the BIDDING AND

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ADMINISTRATIVE AGREEMENTS LAW.

8.10. In observance of the principle of instrumentality of forms and in order to increase the competition of the bidding, errors or non-conformities will not affect the classification or qualification of any BIDDER, if they can be effectively overcome by the measures provided for in item 8.8.

8.10.1. Pursuant to article 64, paragraph 1, of the BIDDING AND ADMINISTRATIVE AGREEMENTS LAW, irrelevant material errors may be remedied by means of a motivated act of the BIDDING COMMITTEE, when it is not necessary to carry out the diligences referred to in item 8.8.

8.11. Throughout the procedure, B3 consultants may provide assistance to the extent requested by the BIDDING COMMITTEE.

9. FORM OF PRESENTATION OF THE BID GUARANTEE, COMMERCIAL PROPOSAL AND QUALIFICATION DOCUMENTS

9.1. The ACCREDITATION, BID GUARANTEE, COMMERCIAL PROPOSAL and QUALIFICATION DOCUMENTS required in this BIDDING must be presented in 04 (four) distinct, opaque, sealed and inviolable ENVELOPES, initialed at the closing, with identification as follows.

PRESENTATION OF ENVELOPES

ENVELOPE A – ACCREDITATION DOCUMENTS:

ENVELOPE A – ACCREDITATION DOCUMENTS

INTERNATIONAL COMPETITION NOTICE No. 02/2024 – Concession for the provision of public passenger transport services on rails of Lines 11, 12 and 13, of the railway network of the State of São Paulo, comprising OPERATION, maintenance, conservation, implementation of civil works and systems, improvements, requalification, adequacy, modernization and expansion, under the terms of the AGREEMENT.

[CORPORATE NAME OF THE PROPONENT OR NAME OF THE CONSORTIUM, IN THIS CASE, INDICATING THE LEAD COMPANY]

ADDRESS:

TELEPHONE:

EMAIL:

[CORPORATE NAME OF THE ACCREDITED PARTICIPANT, IF CONTRACTED]

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ENVELOPE B – BID GUARANTEE:

ENVELOPE B – BID GUARANTEE

INTERNATIONAL COMPETITION NOTICE No. 02/2024 – Concession for the provision of public passenger transport services on rails of Lines 11, 12 and 13, of the railway network of the State of São Paulo, comprising OPERATION, maintenance, conservation, implementation of civil works and systems, improvements, requalification, adequacy, modernization and expansion, under the terms of the AGREEMENT.

[CORPORATE NAME OF THE PROPONENT OR NAME OF THE CONSORTIUM, IN THIS CASE, INDICATING THE LEAD COMPANY]

ADDRESS:

TELEPHONE:

EMAIL:

[CORPORATE NAME OF THE ACCREDITED PARTICIPANT, IF CONTRACTED]

ENVELOPE C – COMMERCIAL PROPOSAL:

ENVELOPE C – COMMERCIAL PROPOSAL

INTERNATIONAL COMPETITION NOTICE No. 02/2024 – Concession for the provision of public passenger transport services on rails of Lines 11, 12 and 13, of the railway network of the State of São Paulo, comprising OPERATION, maintenance, conservation, implementation of civil works and systems, improvements, requalification, adequacy, modernization and expansion, under the terms of the AGREEMENT.

[CORPORATE NAME OF THE PROPONENT OR NAME OF THE CONSORTIUM, IN THIS CASE, INDICATING THE LEAD COMPANY]

Address:

Telephone:

Email:

[CORPORATE NAME OF THE ACCREDITED PARTICIPANT, IF CONTRACTED]

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ENVELOPE D – QUALIFICATION DOCUMENTS:

ENVELOPE D – QUALIFICATION DOCUMENTS

INTERNATIONAL COMPETITION NOTICE No. 02/2024 – Concession for the provision of public passenger transport services on rails of Lines 11, 12 and 13, of the railway network of the State of São Paulo, comprising OPERATION, maintenance, conservation, implementation of civil works and systems, improvements, requalification, adequacy, modernization and expansion, under the terms of the AGREEMENT.

[CORPORATE NAME OF THE PROPONENT OR NAME OF THE CONSORTIUM – IN THIS CASE, INDICATING THE LEADING COMPANY]

Address:

Telephone:

Email:

[CORPORATE NAME OF THE ACCREDITED PARTICIPANT, IF CONTRACTED]

- 9.2. All ENVELOPES that are presented in the BIDDING, as well as their content, after they have been opened at the PUBLIC SESSION FOR DELIVERY OF THE ENVELOPES, may be initialed by the BIDDERS REGISTERED REPRESENTATIVES who are present at the session and wish to do so.
- 9.3. Only ENVELOPES delivered directly to the BIDDING COMMITTEE in the PUBLIC SESSION OF RECEIPT OF ENVELOPES will be accepted, and sending them by mail or any other form of delivery will not be allowed.
- 9.3.1. B3 will be responsible for the safekeeping of the ENVELOPES until the date of the respective openings under the terms of this NOTICE and EXHIBIT II.
- 9.4. The act of receiving and opening the ENVELOPES can be witnessed by anyone. However, only the representatives of the BIDDERS who have been duly accredited under the terms of this NOTICE may perform any acts related to the PUBLIC SESSIONS, and the interference of assistants or any other persons is prohibited.
- 9.5. The content of each of the 4 (four) ENVELOPES must be presented in 1 (one) physical copy accompanied by a faithful copy, in magnetic media, in PDF files (Adobe Acrobat).
- 9.5.1. The presentation in magnetic media indicated in the previous item must correspond to a specific pen-drive for the documentation of each ENVELOPE, contemplating all any

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volumes it contains, and will integrate the content of the respective ENVELOPE.

- 9.5.2. The pen-drives must be labeled with the identification of the BIDDER and explanation of their content.
- 9.5.3. In the event of a discrepancy between printed documents and those recorded on magnetic media, printed documents shall prevail.
- 9.6. All documents and certificates that are presented in this BIDDING must be presented within their respective validity periods.
 - 9.6.1. Any document presented after the expiration date will be considered undelivered, and the BIDDER will bear the consequences of the absence of documentation.
 - 9.6.2. Except in the case of documents that are not subject to periodic renewal, when applicable, documents that do not have a deadline defined in their own body, by law or in this NOTICE, will be considered valid if issued up to 180 (one hundred and eighty) days prior to the date of effective delivery of the ENVELOPES.
- 9.7. All documents that contain values expressed in foreign currency, when not so prohibited by the PUBLIC NOTICE, will have the values converted into national currency (R\$), through the application of the exchange rate (PTAX) for sale published by the Central Bank of Brazil, on the day immediately prior to the date of publication of the NOTICE.
- 9.8. It is recommended to use the models contained in this NOTICE, for standardization purposes.
- 9.9. The absence of any statements required from the BIDDER in this NOTICE may be remedied by a formal and written statement by the BIDDER, of the same content, delivered at the PUBLIC SESSION FOR DELIVERY OF THE ENVELOPES, being expressly recorded in the minutes, or in diligence carried out by the BIDDING COMMITTEE, according to item 8.8 of this NOTICE.
- 9.10. The documents of ACCREDITATION, BID GUARANTEE, COMMERCIAL PROPOSAL, QUALIFICATION DOCUMENTS and other documents required and presented in this BIDDING must be presented in clear language, without amendments, blots, erasures or between the lines.
 - 9.10.1. In the event of a divergence between numbers and their expression in full, the form in full shall prevail.
- 9.11. In the case of a document consisting of a copy of the Official Gazette or newspaper, it must be printed in such a way as to allow its reading and the identification of the date, notebook and page of the edition in which it is published.

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- 9.12. The PUBLIC SESSIONS shall be recorded in audio and video, with minutes being drawn up at the end, and the recordings shall be added to the records of the bidding process after its closure, in accordance with paragraphs 2 and 5 of article 17 of the BIDDING AND ADMINISTRATIVE AGREEMENTS LAW.
- 9.12.1. The BIDDING COMMITTEE may, at its sole discretion, close the PUBLIC SESSIONS after the receipt and/or opening of ENVELOPES, promoting the analysis of the ACCREDITATION, COMMERCIAL PROPOSALS, PROPOSAL GUARANTEES and QUALIFICATION DOCUMENTS in the PUBLIC SESSIONS themselves or at a later time, and may use technical assistance for this purpose.
- 9.12.2. The BIDDING COMMITTEE will always make its decisions in a reasoned and written manner, attaching the respective decision and its grounds to the records of the bidding process.
- 9.12.3. The unopened ENVELOPES may be withdrawn by the interested parties within 30 (thirty) days after signing the AGREEMENT and, if they are not withdrawn within this period, they will be rendered unusable, regardless of any notice or notification.
- 9.13. The exchange of the content of any of the ENVELOPES will imply the disqualification of the BIDDER.
- 9.14. The presentation of copies of documents that have already been submitted is waived, observing the order in which the envelopes are opened.

DOCUMENTATION TO BE SUBMITTED BY FOREIGN BIDDERS

- 9.15. Foreign BIDDERS, who do not have authorization to operate in Brazil, must, in order to participate in the BIDDING, be represented by a person legally accredited and domiciled in Brazil, with express powers, granted by means of a public or private instrument, with a signature recognized as true by a notary or other entity, in accordance with the legislation applicable to documents, to receive summons and respond administratively and judicially in Brazil, as well as to represent it in all phases of the process, conditions that must be expressly indicated in the documents presented in the ACCREDITATION, under the terms of the applicable legislation.
- 9.16. The documents of the foreign BIDDERS will be presented as follows:
- i. The COMMERCIAL PROPOSALS, as well as all correspondence, information and communications related to the BIDDING procedures, must be written in the Brazilian Portuguese language, the official language of this BIDDING, and have the values

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expressed in national currency (R\$). All documentation submitted by foreign BIDDERS must be understood and interpreted in accordance with said language.

- ii. Documents of foreign origin presented in other languages must be certified by the notary public of the country of origin, authenticated by the Consulate General of Brazil of the country of origin or, in the case of item 7.5.1, duly apostilled, and accompanied by the respective translation into Brazilian Portuguese carried out by a sworn translator registered in any of the Boards of Trade of Brazil, except when it comes to catalogs, publications, manuals, technical reports and the like.
 - iii. QUALIFICATION DOCUMENTS of foreign origin presented in other languages not accompanied by the respective sworn translation into the Portuguese language of Brazil will not be considered for evaluation and judgment purposes.
- 9.16.1. If any BIDDER raises a material discrepancy between the document in the original language and its translation, the BIDDING COMMITTEE may take the necessary steps to assess the effective content of the document, and the BIDDER that has proven to have presented a divergent translation in order to benefit from it will be disqualified, without prejudice to the execution of the BID GUARANTEE and application of civil sanctions, competent criminal and administrative authorities.
- 9.16.2. If there is a discrepancy between the document in the original language and the translation, identified by the BIDDING COMMITTEE through diligence or upon consideration of any appeal, the original text shall prevail.

10. ENVELOPE A – ACCREDITATION DOCUMENTS

- 10.1. For the accreditation of the REGISTERED REPRESENTATIVES of the BIDDERS with the BIDDING COMMITTEE, the following documents must be presented inside ENVELOPE A:
- i. Letter of accreditation or power of attorney, according to EXHIBIT I.A;
 - ii. Copy of the identification document and proof of your status as legal representative, which will be done by presenting the following:
 - a. articles of organization in force, duly registered with the registry of commerce, in the case of simple and limited liability companies; or
 - b. articles of incorporation, duly registered with the registry of commerce, in the case of corporations, accompanied:

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1. the minutes of the shareholders' meeting that elected the board of directors in office, duly registered with the registry of commerce, in the case of companies that do not have a board of directors;
 2. the minutes of the meeting of the board of directors that elected the board of directors in office, duly registered with the registry of commerce, in the case of companies that have a board of directors, together with the minutes of the meeting of partners elected by the board of directors that elected the board of directors in office, duly registered with the Registry of commerce.
- c. in the case of investment funds, the documents indicated in item 13.5.4, Items i the Viii;
- iii. in the case of a CONSORTIUM, the representation will be by the leading company, and must accompany the articles of association, bylaws or equivalent document of the consortium members and the powers of attorney granted by them to the leading company or the consortium instrument, if the granting of powers is made through such instrument;
 - iv. in the case of representation by an attorney-in-fact, a power of attorney instrument that proves the granting of powers to perform all acts related to the bidding, including filing and withdrawal of appeal, accompanied by the document(s) that proves the powers of the grantor(s) to: (i) perform, on behalf of the BIDDER, all acts related to the BIDDING; (ii) receive summons and represent the BIDDER administratively and judicially; and (iii) make agreements and waive rights. In the case of a CONSORTIUM, the power of attorney must be granted by the lead company and will be accompanied by powers of attorney from the consortium members to the leading company or by the consortium instrument, if the granting of powers is made through such instrument;
 - v. in the case of a foreign company, power of attorney to the legal representative in Brazil, including express powers to receive summons and respond administratively or judicially, accompanied by document(s) that prove(s) the powers of the grantor(s) to: (i) perform, on behalf of the BIDDER, all acts related to the BIDDING; (ii) receive summons and represent the BIDDER administratively and judicially; and (iii) make agreements and waive rights.
- 10.2. Each BIDDER may have up to two (2) REGISTERED REPRESENTATIVES, who are responsible for representing, manifesting and monitoring all acts of the PUBLIC SESSIONS that occur during the bidding procedure.

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- 10.3. Each ACCREDITED PARTICIPANT may only represent a single BIDDER and each BIDDER may only be represented and participate in the BIDDING through a single ACCREDITED PARTICIPANT.
- 10.4. Each REGISTERED REPRESENTATIVE may only represent a single BIDDER.
- 10.5. The ACCREDITATION will serve to represent the BIDDERS in the PUBLIC OPENING SESSION OF THE PROPOSALS and in all other acts of this BIDDING, including the signature of the documents and declarations required in this NOTICE.
- 10.6. The BIDDER that does not comply with the requirements for the ACCREDITATION of its representative will be prevented from manifesting itself during the PUBLIC SESSIONS that take place during the course of the bidding procedure, however, there is no impediment to the BIDDER's participation in the BIDDING process.
- 10.6.1. In any PUBLIC SESSION and at any time, the BIDDERS may accredit representatives, subject to the quantitative limitation and the other documents indicated above, as well as replace or revoke ACCREDITATION already carried out in another session.
- 10.6.2. Both the accreditation of a new representative and the replacement or revocation of representatives will be recorded in the respective minutes of the PUBLIC SESSION in which they occurred.
- 10.6.3. The procedure for replacing and/or accrediting new representatives shall consist of:
- i. manifestation, by an ACCREDITED PARTICIPANT or by an REGISTERED REPRESENTATIVE of the BIDDER, or by a legal representative of the BIDDER, of the intention to revoke and/or replace accreditation carried out and/or appointment of new representatives; and
 - ii. presentation of the documentation required in item 10.1.
- 10.7. The accreditation of the BIDDER's representative is not a condition for the delivery of the envelopes.
- 10.8. Inside ENVELOPE A must also contain the documents associated with the hiring of the ACCREDITED PARTICIPANT, if the BIDDER has contracted.
- 10.8.1. In the event of item 10.8, the ACCREDITED PARTICIPANT must represent the BIDDER before B3.
- 10.8.2. The documents of the ACCREDITED PARTICIPANT must be presented as provided in

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EXHIBIT II.

10.9. All communication between, on the one hand, the GRANTING AUTHORITY or the BIDDING COMMITTEE, and, on the other hand, the BIDDERS, will take place via their REGISTERED REPRESENTATIVES.

11. ENVELOPE B – BID GUARANTEE

11.1. As a guarantee of the fulfillment of the obligation to sign a future contractual instrument and other obligations assumed due to its participation in the BIDDING, the BIDDER shall provide a BID GUARANTEE, in the minimum amount of R\$ 139,619,579.51 (one hundred and thirty-nine million, six hundred and nineteen thousand, five hundred and seventy-nine reais and fifty-one cents), with a validity period of 180 (one hundred and eighty) days, counted from the date scheduled for the PUBLIC SESSION OF RECEIPT OF ENVELOPES, observing the items 11.9.1 and 11.9.2.

11.1.1. In the case of a CONSORTIUM, the BID GUARANTEE may be provided by a single legal entity that composes it or divided among the consortium members, in any proportion among the consortium members, provided that the minimum amount established in item 11.1, and shall guarantee the obligations assumed by all consortium members due to their participation in the BIDDING.

11.2. The BID GUARANTEE may, at the option of the BIDDER, be made through the following modalities:

- i. Cash deposit;
- ii. Public Debt Bonds;
- iii. Warranty insurance;
- iv. Bank-issued guarantee; and/or
- v. Capitalization Bond.

11.2.1. In the modalities in which there is formalization of the BID GUARANTEE by means of documents, such instruments shall not contemplate exclusions of liability, in addition to those provided for in the legislation in force, including the regulation of SUSEP, observing those provided for in EXHIBIT II that prevent its execution, by the GRANTING AUTHORITY, in the cases described in this NOTICE as giving rise to its execution, and the rules established in EXHIBIT II must also be complied with.

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- 11.2.2. The BID GUARANTEE shall be provided for the benefit of the Secretariat for Investment Partnerships of the Government of the State of São Paulo – CNPJ No. 96.480.850/0001-03.
- 11.2.3. It is the BIDDER's sole responsibility to prove the existence and sufficiency of the BID GUARANTEE provided for the purposes of this BID, and the BIDDER must present the necessary documentation for this purpose, under penalty of ineffectiveness of the provision of the BID GUARANTEE and other applicable consequences, including the eventual disqualification of the BIDDER.
- 11.3. The BID GUARANTEE provided in national currency must be (i) deposited at Banco do Brasil, Agency 1897-X, current account No. 100893-5, held by the Secretariat of Investment Partnerships of the Government of the State of São Paulo – CNPJ No. 96.480.850/0001-03, within 24 hours (twenty-four hours) before the date scheduled for receipt of the documents and COMMERCIAL PROPOSAL, presenting, in ENVELOPE B, the deposit receipt or (ii) presented in a cashier's check of a FINANCIAL INSTITUTION.
- 11.3.1. If the BID GUARANTEE is provided by means of the presentation of a cashier's check, the BIDDING COMMITTEE will verify its regularity by clearing the title and transferring the amount of the BID GUARANTEE to the checking account expressed in the item above, observing the return regime provided for in item 11.9.
- 11.3.2. The presentation of the BID GUARANTEE through a REGISTERED REPRESENTATIVE or an ACCREDITED PARTICIPANT is personally obligated if they act on their own behalf, under the terms of article 663 of the Civil Code.
- 11.4. When the BID GUARANTEE is represented by Public Debt Bonds or Capitalization Bonds, it must be provided at the nominal value of the bonds, and these cannot be encumbered with a clause of unseizability, inalienability, non-transferability or compulsory acquisition.
- 11.4.1. Only Public Debt Securities will be admitted among those listed in EXHIBIT II, issued in book-entry form, upon registration in a centralized settlement and custody system authorized by the Central Bank of Brazil, accompanied by proof of their current validity as to liquidity and value.
- 11.5. The BID GUARANTEE presented in the form of warranty insurance must be issued by an insurance company authorized to operate in Brazil, under the terms of the legislation in force at the time of its presentation, and will be proven by the presentation of the warranty insurance policy, accompanied by proof of payment of the installments already due of the premium, when applicable, as well as: (i) Certificate of Operational Regularity issued by the Private Insurance

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Superintendence – SUSEP, on behalf of the insurer issuing the policy, and the policy must be in accordance with the provisions of SUSEP Circular No. 662/2022, in addition to containing the provisions set forth in EXHIBIT II, and may not include any clause exempting the BIDDER or the insurer from liability, not even in special or particular conditions, other than those resulting from legal or regulatory requirements; (ii) Certificate of Administrators issued by SUSEP on behalf of the administrators who signed the policy; (iii) documents proving the election of the managers who signed the policy; and (iv) corporate acts that allow the verification of the insurer's form of representation.

11.6. The BID GUARANTEE presented in the form of warranty insurance must contain the following additional provisions:

- i. To ensure SPI as an insured;
- ii. Not contain provisions that limit or exclude the activation of the guarantee related to events directly related to the obligations assumed by the PUBLIC NOTICE;
- iii. Contain a statement that the insurer knows and accepts the terms and conditions of the NOTICE; and
- iv. Contain an express provision prohibiting the cancellation of the warranty insurance policy for total or partial non-payment of the premium.

11.6.1. The BID GUARANTEE may not contain a clause excluding any liabilities incurred by the BIDDER and/or issuers in relation to the participation in the BIDDING, except for the list of excluded risks provided for in the list of Clause 55.10.5 of the AGREEMENT.

11.6.2. If the BID GUARANTEE presented in the surety bond modality includes any clause incompatible with the provisions of this PUBLIC NOTICE, including clauses that exclude risks not indicated in EXHIBIT I.B, the BIDDER must submit a statement, signed by the insurance company, informing the inapplicability of such clauses to this BID, as well as the validity of the warranty insurance to all the hypotheses provided for in this PUBLIC NOTICE.

11.6.3. If the BIDDER opts for the warranty insurance modality, the requirements contained in EXHIBIT I.B must be observed, in the special conditions or in the particular conditions, admitting the non-compliance with these requirements only in relation to adequacies to meet legal or regulatory requirements, duly demonstrated and justified.

11.6.4. It will not be considered non-compliance with the model provided for in EXHIBIT I.B if the provisions provided for in the special conditions of the model are reproduced only

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in the particular conditions of the policy.

- 11.7. The BID GUARANTEE presented in the form of a bank-issued guarantee must be issued by a commercial, investment and/or multiple bank, authorized to operate in Brazil according to Brazilian legislation and the financial sector's own regulations, respecting EXHIBIT I.B.1 of this NOTICE, and must be presented in its original copy, accompanied by proof of the powers of representation of the person responsible for signing the document.
- 11.7.1. It will not be necessary to send documents proving the powers of representation of the signatories of bank guarantees and surety bonds, when the institutions mentioned above have an updated registration as issuer of guarantees at B3.
- 11.7.2. Banking institutions issuing bank guarantees must have an EMVIA system for B3 to verify the authenticity of the instrument.
- 11.8. For the capitalization bond modality, the following requirements must be observed:
- 11.8.1. The issuing Capitalization Company must be duly constituted and authorized to operate by SUSEP and cannot be under a tax management, intervention or extrajudicial liquidation regime;
- 11.8.2. The title(s) must indicate the BIDDER as the holder, observing the rules of this NOTICE applicable to consortium;
- 11.8.3. The title(s) must indicate the GRANTING AUTHORITY as assignee, be funded by a single payment already made, as well as have a total redemption value in the minimum amount corresponding to that indicated in item 11.1;
- 11.8.4. The security(s) issued electronically with digital certification is subject to verification of authenticity on the website of the issuing Capitalization Company and/or SUSEP;
- 11.8.5. The physically-issued capitalization bond(s) must have signatures of the legal representatives of the issuing Capitalization Company with notarization.
- 11.9. The BID GUARANTEE of the ADJUDICATEE and the other bidders will be returned within ten (10) business days from the signing of the AGREEMENT, or from the date on which the BIDDING is declared unsuccessful, observing the cases that lead to its execution.
- 11.9.1. If the validity period of the BID GUARANTEE expires after the ADJUDICATEE is summoned to sign the AGREEMENT, the ADJUDICATEE undertakes to provide for its renewal, when requested to do so.

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- 11.9.2. If the validity period of the BID GUARANTEE expires earlier than that referred to in item 11.9.1, the ADJUDICATEE, if there is an interest in the contract, undertakes to provide for the renewal of the BID GUARANTEE, when urged to do so.
- 11.10. In the event that the BIDDING exceeds the validity period of 180 (one hundred and eighty) days of the BID GUARANTEE, provided for in item 11.1, the BIDDERS who remain interested in continuing in the BIDDING shall, spontaneously or when urged to do so, present documents proving their renewal, at the expense of the BIDDER, and the BIDDER who does not prove the renewal of the BID GUARANTEE when urged to do so shall be disqualified from the BIDDING, and the penalties provided for in item 19.
- 11.10.1. The maintenance of the BIDDER's QUALIFICATION CONDITIONS is subject to the regular renewal of the respective BID GUARANTEE, under the terms set forth in item 11.10.
- 11.10.2. The value of the BID GUARANTEE, in the event of renewal, shall be updated by the variation of the same index adopted for the AGREEMENT ADJUSTMENT, for the period between the date of delivery of the ENVELOPES and the last index officially disclosed before the renewal of the BID GUARANTEE.
- 11.10.3. In the event that the index corresponding to the month of renewal of the BID GUARANTEE has not been disclosed, the update will be calculated through projection, by applying the last known monthly variation of the index.
- 11.11. The practice of any of the conducts listed below by any BIDDER will result in the application of a fine, as provided for in item 19, after the regular administrative procedure provided for in State Law No. 10,177/98:
- i. Withdraw of the COMMERCIAL PROPOSAL during the period of its validity, except for a supervening reason duly accepted by the BIDDING COMMITTEE;
 - ii. Present a document or information that is known to be false, or omit information relevant to the purposes of this BIDDING, thus considered those related to the QUALIFICATION DOCUMENTS, the conditions of participation in the BIDDING, and the presentation of the COMMERCIAL PROPOSAL, under the terms set forth in this NOTICE;
 - iii. Being a ADJUDICATEE, fails to comply with the conditions or present the documents required for contracting, within the established deadlines;
 - iv. To cease to maintain the BID GUARANTEE valid under the conditions defined in this

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NOTICE;

- v. Being the ADJUDICATEE, fail to sign the AGREEMENT within the period provided for in the call for tenders, either due to lack of compliance with the pre-contractual provisions or due to withdrawal;
- vi. Practice act(s) with the purpose of frustrating the objectives of the bid, or causing its delay;
- vii. To perform other acts, commissive or omissive, that harm the conduct of the BIDDING, under the terms of the BIDDING AND ADMINISTRATIVE AGREEMENTS LAW; and
- viii. To perform an act that gives rise to a declaration of disqualification to contract with the PUBLIC ADMINISTRATION.

11.12. The BID GUARANTEE will also ensure the payment, after the regular administrative procedure provided for in State Law No. 10,177/98, of fines and penalties, observing for them as a maximum amount the amount of the BID BOND established in item 11.1, and indemnities due by the BIDDER to the GRANTING AUTHORITY, due to total or partial default by the BIDDERS, of the obligations assumed by them by virtue of their participation in the BIDDING, and, in this case, the amount must be timely arbitrated according to the damages caused and the seriousness of the BIDDER's conduct.

11.13. The BID GUARANTEE, except for an inescapable determination to the contrary contained in law or regulation, when it exists, will cover all facts that occurred during the term of the guarantee, even if the claim is communicated by the GRANTING AUTHORITY after the end of the term of the BID GUARANTEE, as provided for the BID BOND in the warranty insurance modality, in article 20, of SUSEP Circular No. 662/2022.

11.14. SPI will be indicated as the sole beneficiary of the instruments that formalize the BID GUARANTEE, which may be executed in any of the cases described in this NOTICE.

11.14.1. Any modification to the terms and conditions of the BID GUARANTEE presented to SPI is prohibited, except with the express and prior consent of the latter at the time of its renewal, or to restore its economic value and conditions of enforceability.

11.14.2. The BIDDER that fails to present or does not have the BID GUARANTEE ACCEPTED by the BIDDING COMMITTEE will be declared disqualified and its COMMERCIAL PROPOSAL disregarded.

12. ENVELOPE C – COMMERCIAL PROPOSAL

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12.1. The COMMERCIAL PROPOSAL will be presented in the form of item 9 of this NOTICE, within the ENVELOPE C – COMMERCIAL PROPOSAL, according to the model contained in EXHIBITS I.H of this NOTICE, and must include the percentage discount offered by the BIDDER, under the terms of item 6 of this NOTICE.

12.1.1. Only COMMERCIAL PROPOSALS will be considered, including bids, if applicable, that cover the entire object of this BIDDING.

12.2. The BIDDER must be aware that the COMMERCIAL PROPOSAL:

12.2.1. It is irrevocable, irreversible and unconditional;

12.2.2. It will be valid for at least 180 (one hundred and eighty) days, counted from the date of its receipt, and, during this period, all conditions must be maintained, and the following must be observed:

- i. The validity of the COMMERCIAL PROPOSAL shall be extended only once, for another 180 (one hundred and eighty) days, if so requested by the GRANTING AUTHORITY or by the BIDDING COMMITTEE;
- ii. The extension of the validity of the COMMERCIAL PROPOSAL as a result of new requests by the GRANTING AUTHORITY or by the BIDDING COMMITTEE that is not expressed in item i above, is subject to the agreement of the BIDDER.

12.2.3. The COMMERCIAL PROPOSAL that presents a percentage discount outside the range of 0% (zero) to 100% (one hundred percent) will be disqualified.

12.2.4. The BIDDER must be aware that the COMMERCIAL PROPOSAL offered must consider:

- i. The CONCESSION AREA status and the assets of the EXISTING INFRASTRUCTURE to be operated, observing the rules of OPERATIONAL TRANSITION and the stage of verification of the state of conservation of the EXISTING INFRASTRUCTURE, as provided for in the AGREEMENT;
- ii. All investments, costs, expenses and taxes necessary for the operation of the CONCESSION, observing the conditions and regulations established in the AGREEMENT and respective EXHIBITS;
- iii. The tax incidence assumptions described in Clause 22.6 of the draft

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AGREEMENT, ensuring the economic and financial rebalancing of the AGREEMENT, as provided for in Clause 22.6.6, in the event of taxation in a manner different from the assumptions considered;

- iv. All risks and obligations assumed by the CONCESSIONAIRE, as of the DATE OF SIGNATURE and during the CONCESSION TERM, according to the discipline provided for in the AGREEMENT;
- v. The term of twenty-five (25) years of the CONCESSION, counted under the terms of the AGREEMENT, which may be extended under the terms and conditions set forth in Clause 5 of the AGREEMENT;
- vi. All INVESTMENTS necessary for full compliance with the AGREEMENT, already provided for as a contractual obligation of the CONCESSIONAIRE, according to this NOTICE, the AGREEMENT and its respective EXHIBITS;
- vii. THE PAYMENT OF CAPITAL SCHEDULE, pursuant to Clause 34.3.2 of the AGREEMENT;
- viii. The deductions levied on the PECUNIARY CONSIDERATION described in the AGREEMENT and in the EXHIBITS;
- ix. Own resources to be contributed to the CONCESSIONAIRE by the ADJUDICATEE, in addition to the payment of the capital stock;
- x. The financing(s) to be contracted by the CONCESSIONAIRE, short and long-term, if applicable, considering the main characteristics of the operation(s), such as interest rates, currency, grace and amortization periods, maturities, commissions and guarantees;
- xi. The limits available for the issuance of bonds, when applicable, taking into account their main characteristics, such as the modality, amounts, grace and amortization periods, maturities, interest rates, currency and placement area, commissions and guarantees;
- xii. The costs of operation and maintenance of the COLLECTION SYSTEM, including the CLEARING HOUSE and any other collection mechanisms used, as determined by the GRANTING AUTHORITY, under the terms of EXHIBIT IX;
- xiii. The amounts necessary to bear the fees, administration expenses and other charges related to the AGREEMENT, including the payment of BURDEN OF

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OVERSIGHT, due to ARTESP, and the payment due to the FIDUCIARY AGENT, in accordance with the rules established by the AGREEMENT;

- xiv. Disbursements necessary for the remuneration of the INDEPENDENT AUDITOR, the IMPLEMENTATION CERTIFIER, the INDEPENDENT VERIFIER and the TECHNICAL SUPPORT, as provided for in the AGREEMENT;
- xv. The consideration of other assumptions and costs, including tax, for the presentation of the COMMERCIAL PROPOSAL;
- xvi. The consideration, in the realization of investments, in the conservation, maintenance, OPERATION and reversion of assets, of the technical, economic-financial and operational repercussions arising from the rules set forth in the EXHIBITS of the AGREEMENT and in the terms of commitment and other instruments contained in EXHIBIT XI of the AGREEMENT.

12.2.5. The COMMERCIAL PROPOSALS must be prepared on the BASE DATE.

13. ENVELOPE D – QUALIFICATION DOCUMENTS

- 13.1. The BIDDER must present documentation that proves its LEGAL QUALIFICATION, TAX AND LABOR REGULARITY, ECONOMIC-FINANCIAL QUALIFICATION and TECHNICAL QUALIFICATION, under the terms of this NOTICE, within ENVELOPE D – QUALIFICATION DOCUMENTS.
- 13.2. In the case of a CONSORTIUM, each consortium member must individually meet the requirements related to LEGAL QUALIFICATION, TAX AND LABOR REGULARITY and ECONOMIC-FINANCIAL QUALIFICATION.
- 13.3. The requirements of TECHNICAL QUALIFICATION may be met, in the case of a CONSORTIUM, through any of the consortium members, alone or through the sum of certificates, subject to the provisions of item 13.18.4.
- 13.4. The BIDDER will be disqualified if, on the date of delivery of the QUALIFICATION DOCUMENTS:
 - i. Does not meet the conditions established in this NOTICE; and
 - ii. Present a false or invalid document at the time of the PUBLIC SESSION FOR DELIVERY OF ENVELOPES, without prejudice to the application of the applicable administrative, civil and criminal sanctions.

A. LEGAL QUALIFICATION

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13.5. The documents listed below must be submitted by the individual BIDDER or, in the case of a CONSORTIUM, by each of the companies participating in the CONSORTIUM:

13.5.1. Articles of incorporation, bylaws or consolidated articles of association in force, as last amended filed with the Registry of commerce, or with a competent registry office, as well as documents proving authorization to participate in the BIDDING, when required by the articles of incorporation, bylaws or articles of association. If the last amendment to the bylaws/articles of association does not consolidate the provisions of the bylaws/articles of association in force, the previous amendments containing such provisions must also be presented;

- i. The publication of documents proving the authorization to participate in the bidding will not be required, and it will be sufficient to present a document proving the performance of the corporate act required for the authorization if such authorization is required in the respective bylaws/articles of association.

13.5.2. In the case of corporations and limited liability companies, proof of election/appointment of the managers of the BIDDER in office, filed with the Registry of commerce or in a competent notary's office, and, in the case of corporations, accompanied by the respective publications in the press, and it is sufficient to present only one publication, provided that it is in any of the vehicles mentioned in article 289 of the BUSSINESS CORPORTATION ACT.

13.5.3. Authorization from the Federal Executive Branch, in accordance with the legislation in force, in the case of a foreign company or company operating in the country, and act of registration or authorization to operate issued by the competent body, when the activity so requires;

13.5.4. If the BIDDER is an investment fund, it must submit the following documents:

- i. Proof of registration of the investment fund with the Securities and Exchange Commission;
- ii. Constitutive act with last amendment filed before the competent body;
- iii. Regulation and amendments, if any, duly registered in the computerized system of the Brazilian Securities and Exchange Commission, subject to the terms of Circular Letter No. 12/2019/CVM/SIN;

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- iv. Proof of registration of the administrator and, if any, of the investment fund manager, by submitting the consultation of the registration data for the provision of portfolio management services before the Brazilian Securities and Exchange Commission;
 - v. Proof of election of the administrator's representatives;
 - vi. Proof of compatibility of the fund's object with the BIDDING, through the fund's investment policy described in its regulations and proof that its administrator can represent it in all acts and for all purposes of the BIDDING, assuming, on behalf of the investment fund, all the obligations and rights arising from it;
 - vii. Proof that the administrator and/or manager and the fund are not in the process of judicial liquidation, by means of a certificate issued by the notary's office of distribution of their headquarters, or extrajudicial liquidation, by means of proof obtained by consulting the website of the Central Bank of Brazil; and
 - viii. Negative certificate of bankruptcy of the administrator and manager of the Investment Fund, issued by the notary's office(s) of their headquarters, dated no more than 90 (ninety) days prior to the date of the PUBLIC SESSION FOR DELIVERY OF ENVELOPES.
- 13.5.5. If the BIDDER is an open or closed supplementary pension entity, it must present the minutes that elected the management in office, the regulation in force, proof of express and specific authorization as to its constitution and operation, granted by the competent supervisory body, and a statement/certificate that the plans and benefits administered by it are not under liquidation or intervention by the regulatory entity.
- 13.5.6. If the BIDDER is a FINANCIAL INSTITUTION, it must submit, in addition to the documents provided for in items 13.5.1 to 13.5.3, proof of express and specific authorization of its constitution and operation, granted by the regulatory entity of the sector, as well as proof of the approval of the election of its administrator(s).
- 13.6. The consortium companies must present a public or private commitment term for the constitution of SPE, signed by all consortium members, including, at least, the following information:
- i. Name of the CONSORTIUM;

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- ii. Qualification of the consortium members that will act as parties to the Term of Commitment for the Constitution of SPE, with the indication of the percentage of participation of each of the consortium members in the company;
 - iii. Organization and objectives of the CONSORTIUM, namely, the participation of the consortium companies in this BIDDING and, if successful, to be constituted as an SPE, according to Brazilian laws, in the form of a corporation, with headquarters and administration in Brazil, in the State of São Paulo;
 - iv. Indication of the CONSORTIUM's leading company;
 - v. Commitment that the consortium members will be individually and jointly liable for all the requirements of the call instrument and for the acts performed by the CONSORTIUM, within the scope of the BIDDING, until the signature of the AGREEMENT;
 - vi. Term of validity of the CONSORTIUM, at least, compatible with the duration of the BIDDING and, if it is successful, until the constitution of the SPE; and
 - vii. Power of attorney granting the leading company express, irreversible and irrevocable powers to appear as the sole legal representative of the CONSORTIUM before the BIDDING COMMITTEE and the GRANTING AUTHORITY, with full powers to appoint REGISTERED REPRESENTATIVES, receive notifications, subpoenas and summons on matters related to the BIDDING or the AGREEMENT, as well as to agree with conditions, compromise, appeal and withdraw appeal, undertake to sign, on behalf of the CONSORTIUM, any papers and documents related to the object of the BIDDING, until the constitution of the SPE.
- 13.6.1. The power of attorney referred to in item 13.6, item vii may be presented in an integrated manner with the commitment to constitute the SPE, through an express clause on the granting of express, irreversible and irrevocable powers for the leading company to appear as the sole legal representative, or through a specific power of attorney, in a separate document.
- 13.7. In the case of a CONSORTIUM, the declarations required in the PUBLIC NOTICE may be signed by the leading company, on behalf of the CONSORTIUM, subject to the provisions of item vii of item 13.6.
- 13.8. The BIDDERS, as well as all the companies that are part of the CONSORTIUM, must present an organizational chart indicating their CONTROL structure, demonstrating the situations that characterize CONTROL power, contemplating the entire chain of corporate control up to the

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level of individuals, observing, as applicable, article 53 of RFB Normative Instruction No. 2,119, of December 08, 2022, and except for cases in which, due to an applicable legal or regulatory restriction or impediment, it is not possible to present the required information.

13.8.1. For BIDDERS constituted in the form of an investment fund, compliance with the provisions of item 13.8 shall consider the existence of majority shareholders, or of a body and respective members, with the power of influence to change the fund's regulations, holders of powers similar to those referred to in the BUSINESS CORPORATIONS ACT, for the purpose of identifying the controlling shareholder.

B. TAX AND LABOR REGULARITY

13.9. The documents listed below must be submitted by the individual BIDDER or by each participant of the CONSORTIUM:

- i. Proof of registration in the National Registry of Legal Entities of the Ministry of Finance (CNPJ/MF);
- ii. Proof of registration in the State and Municipal Taxpayers Register, if any, related to the domicile or headquarters of the BIDDER, or, in the case of a CONSORTIUM, of each consortium member, pertinent to its field of activity and compatible with the contractual object, or statement signed by the BIDDER that the activity performed does not require municipal or state registration; according to the model available in EXHIBIT I - MODELS;
- iii. Negative certificate, or positive certificate with negative effects, of debts related to Federal Tax Credits and the Active Debt of the Union;
- iv. Certificate of good standing of tax debt of the Tax on Services of Any Nature – ISS before the Municipal Treasury, registered as an active debt, related to the domicile or headquarters of the BIDDER, being, in the case of a CONSORTIUM, of each consortium member, pertinent to its field of activity and compatible with the contractual object;
- v. Certificate of good standing of tax debt of the Tax on the Circulation of Goods and Services – ICMS, before the State Treasury, registered as overdue debt, of the domicile or headquarters of the BIDDER or, in the case of a CONSORTIUM, of the domicile or headquarters of each consortium member;
- vi. Certificate of good standing with the Guarantee Fund for Length of Service (FGTS); and
- vii. Proof of non-existence of unpaid debts before the Labor Courts, upon presentation of

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a Negative or Positive Certificate with Negative Effects of Labor Debts – CNDT, under the terms of Title VII-A of the Consolidation of Labor Laws.

13.10. All certificates listed above must be within the validity period.

13.11. If any certificate submitted in accordance with item 13.9 is positive, or the updated status of the debt(s) is not recorded therein, proof of discharge and/or certificates indicating the updated status of the lawsuits and/or administrative procedures listed, dated no more than 90 (ninety) days prior to the final date for receipt of the ENVELOPES, must be presented.

13.11.1. The documents provided for in item 13.11 shall not, under any circumstances, replace the presentation of the certificates listed in item 13.9, and are intended to allow the verification, by the BIDDING COMMITTEE, of the possible situation of tax regularity of the BIDDER, or of a member of the CONSORTIUM, regardless of what is indicated in the certificate, if the discharge of the tax or the suspension of its enforceability is proven.

13.12. Proof of request for certificates will not be accepted.

13.13. If the BIDDER is an investment fund that cannot issue the Certificate of Good Standing with the Guarantee Fund for Length of Service (FGTS) provided for in item 13.9, vii, of this NOTICE, due to its legal nature, must present the document proving the absence of registration, by consulting the website <https://consulta-crf.caixa.gov.br/consultacrf/pages/consultaEmpregador.jsf> with the number of the National Registry of Legal Entities of the Ministry of Economy (CNPJ/MF) of the investment fund.

C. ECONOMIC AND FINANCIAL QUALIFICATION

13.14. The documents listed below must be submitted by the individual BIDDER or by each CONSORTIUM participant:

- i. In the case of a Business Company, Certificate of Bankruptcy, Composition and Judicial or Extrajudicial Reorganization issued by the Judicial Distributor of the District (Civil Courts) of the city where the company is headquartered, dated no more than 180 (one hundred and eighty) days prior to the date of its delivery;
- ii. In the case of a Simple Company, certificate issued by the Judicial Distributor of the Civil Courts of the District where the company is headquartered, related to the Asset Execution, dated no more than 180 (one hundred and eighty) days prior to the date of its delivery;

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- iii. in the case of an investment fund, the BIDDER must present, in addition, a Negative Certificate of Bankruptcy of the administrator and manager of the investment fund, issued by the distribution notary(ies) of their headquarters, dated no more than 90 (ninety) days prior to the date of the PUBLIC SESSION FOR DELIVERY OF THE ENVELOPES.

13.15. The BIDDERS must submit, together with the required clearance certificates, a statement issued by the court of their headquarters, indicating which Notaries or Registry Offices control the distribution of bankruptcies and judicial reorganizations.

13.15.1. The presentation of the certificate indicated in item 13.15, above, in cases where it is stated in the certificate itself that all the competent notary offices for its issuance have been consulted or if the district of the BIDDER's headquarters does not issue an official document with such content, and the BIDDER must present, in this case, a statement signed by the REGISTERED REPRESENTATIVE informing the impossibility of presenting said document, preserving the right of the BIDDING COMMITTEE to take steps to ascertain the veracity of what was declared.

13.16. If there is any lawsuit distributed in the modalities referred to in sub-items i, li and lii of the item 13.14, the BIDDER must present the updated certificate that points out the status of the process.

13.17. If the BIDDER is in judicial or extrajudicial reorganization, the acceptance of the judicial reorganization plan or the approval of the out-of-court reorganization plan must be proven, as the case may be.

D. TECHNICAL QUALIFICATION

13.18. For the TECHNICAL QUALIFICATION, the BIDDERS must prove aptitude to perform a relevant activity that is compatible in characteristics, quantities and deadlines with the object of the BIDDING, by means of the presentation of certificate(s) of technical capacity, in the name of the BIDDER, or of one of the members of the CONSORTIUM, or of a professional linked to it, issued by legal person(s) of public or private law, or by a regulatory and/or inspection body, proving previous experience, over at least 12 (twelve) months, as responsible for the management/administration of infrastructure assets (i) with a minimum investment value of R\$ 1,870,807,863.15 (one billion, eight hundred and seventy million, eight hundred and seven thousand, eight hundred and sixty-three reais and fifteen cents) and (ii) that has generated annual operating revenue of, at least, R\$ 300,000,000.00 (three hundred million reais).

13.18.1. To prove what is required in the item 13.18 of this NOTICE, the sum of certificates will be admitted, provided that a certificate demonstrates, in isolation, the participation of the BIDDER as responsible for the management/administration of an infrastructure

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asset that has a minimum investment value of R\$ 935,403,931.58 (nine hundred and thirty-five million, four hundred and three thousand, nine hundred and thirty-one reais and fifty-eight cents) and that has generated annual operating revenue of, at least, R\$ 150,000,000.00 (one hundred and fifty million reais).

13.18.2. In the case of a CONSORTIUM, the sum of the certificates of one or more members of the CONSORTIUM will be admitted, for the purpose of TECHNICAL QUALIFICATION, subject to item 13.18.1.

13.18.3. The certificates may refer to contracts in progress, provided that the quantities and technical characteristics of the object already carried out are compatible with the object of this BIDDING, and provided that the minimum period of 12 (twelve) months provided for in item 13.18.

13.18.4. Shall be held liable for the purposes of item 13.18:

- i. the person directly responsible, individually, for the management/administration of the infrastructure asset;
- ii. the consortium member, with a minimum participation of 10% (ten percent) in the consortium responsible for the management/administration of the infrastructure asset;
- iii. the shareholder of the responsible company, with a minimum shareholding of 10% (ten percent); or
- iv. in any other way, participant in the management/administration of the infrastructure asset, with a position that gives it decision-making powers in the management/administration of the infrastructure asset, including, in the case of an asset held by an investment fund, by its management company.

13.18.5. It will be considered an infrastructure asset, for the purposes of item 13.18, a public good or a set of public goods integrating, for example, the systems of:

- i. social infrastructure, such as schools, housing, hospitals, and prisons;
- ii. communications;
- iii. logistics, including highways and transport, both cargo and passengers;
- iv. energy;
- v. sanitation;
- vi. provision of public services; or
- vii. other infrastructure assets of equivalent or greater complexity.

13.18.6. To meet the technical qualification required in the item 13.18, it will not be required that the BIDDER has participated in the management of the infrastructure asset in the

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phase of its implementation.

- 13.18.7. To meet the technical qualification required in the item 13.18, the presentation of certificates on behalf of a professional will be admitted, provided that said professional has a relationship with the BIDDER on the date of the PUBLIC SESSION FOR DELIVERY OF THE ENVELOPES.
- 13.18.8. Proof of the bond may be given through a social contract, registration in the professional card, employee file, employment contract or technical assistance contract.
- 13.18.9. Proof of the bond may also be given by means of a letter or contract of intent signed between the BIDDER and the qualified professional, or a commitment to hire a qualified professional, under the terms of EXHIBIT I.O to this NOTICE, indicating that, in case the BIDDER wins, it will assume the obligation to participate in the CONCESSION through one of the forms of bond indicated in the previous item.
- 13.18.10. The BIDDER's relationship with the professional(s) must remain, at least, until the DATE OF SIGNATURE OF THE AGREEMENT, observing the provisions of the AGREEMENT regarding the replacement of the technician(s) responsible for another who meets the technical qualification requirement.
- 13.18.11. It is not forbidden for the qualified professional to have a relationship with more than one BIDDER.
- 13.18.12. They will be admitted as equivalent to the certificates, for the purposes of proving the qualification required in item 13.18, documents such as contracts, letters or statements from a financial institution, regulatory agencies or granting authority, as the case may be, as well as audited financial statements of the projects carried out or other document that demonstrates the required experience, provided that, in any case, such documents are able to effectively prove compliance with the technical experience requirements defined in the respective item.
- 13.18.13. The values described in the item proving documents 13.18 will be updated, from the reference date of the investment, until the date of the PUBLIC SESSION FOR DELIVERY OF ENVELOPES, by the IPCA, published by the Brazilian Institute of Geography and Statistics – IBGE or, in its absence, by another official inflation index.
- 13.19. The experience required in the item 13.18 may also be proven by means of certificates issued in the name of a controlled company, parent company, affiliate and/or companies under common CONTROL of the BIDDER, directly or indirectly, and of a foreign parent company of a Brazilian

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subsidiary, provided that the situation (of a controlled company, parent company, affiliate and/or companies under common CONTROL, directly or indirectly, and of a foreign parent company of a Brazilian subsidiary) is duly proven and in force since the date prior to the publication of the present NOTICE.

13.19.1. In the hypothesis of item 13.19, the BIDDER must prove that the company holding the certificate does not incur any of the restrictions on participation in the BIDDING provided for in item 7.

13.19.2. The relationship between the BIDDER and the company holding the documents proving the experiences contained in item 13.18 it must be proven by the presentation of:

- i. organizational chart of the BUSINESS GROUP, which demonstrates the corporate relationship(ies) between the BIDDER and the company holding the aforementioned supporting documents; and
- ii. corporate documents, under the terms of the applicable legislation, which support the corporate relationships indicated in that organizational chart, such as articles of association, bylaws, share registration books (including book-entry shares), share transfer registration books (including book-entry shares) and quotaholders or shareholders agreements.

13.19.3. In the case of investment funds, certificates issued in the name of investment funds, or companies controlled by investment funds, under the same manager as the BIDDER, will be admitted, provided that the manager has acted in this condition during the period of verification of the experience that is intended to be proved.

13.19.4. In the case of corporate changes and mergers, incorporations, or spin-offs of companies, the certificates will only be considered if accompanied by documentary and unequivocal proof of the definitive transfer of technical assets, except if the case also falls within the hypothesis of item 13.19, when it must then comply with the requirements set forth in that item.

13.19.5. Any other certificates that are not due to the corporate events highlighted in item 13.19.4.

13.20. Without prejudice to the provisions of item 13.19, the documents and certificates must be issued by public or private entities contracting the attested object, on the declarant's letterhead, with identification of its legal representative and information for possible contact by the BIDDING COMMITTEE.

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13.20.1. The conformity of the certificates and their information may be confirmed by means of diligence under the terms of item 8.8. If the veracity of the information on the technical qualification cannot be proven, the BIDDER will be disqualified, being subject to the penalties provided for in this NOTICE.

13.21. It is recommended, for standardization purposes, that the certificates or certificates of aptitude contain, but are not limited to, the following information, or be accompanied by it:

- i. Object;
- ii. Characteristics of the activities and services developed;
- iii. Total value of the project and percentage of participation of the BIDDER;
- iv. Start and end dates of the activities and services;
- v. Start and end dates of the company's participation in the consortium, when the certificate has been issued in the name of the consortium;
- vi. Description of the activities carried out in the consortium, when the certificate has been issued on behalf of the consortium, observing the provisions of article 67, paragraph 10, of Federal Law No. 14,133/2021, in the event that the certificate or the consortium constitution agreement does not identify the activity performed by each consortium member individually, subject to the provisions of item 13.18.4 for the purposes of determining the person responsible for the management/administration of the infrastructure asset;
- vii. Place where activities and services are carried out;
- viii. Corporate name of the issuer; and
- ix. Name and identification of the signer.

13.22. If the minimum content provided for in the item above is not in the respective certificate(s), the missing information, if necessary, may be proven by means of other documents, including, if applicable, a statement by the BIDDER himself, and it is up to the BIDDING COMMITTEE, if it deems pertinent and necessary for the analysis of the TECHNICAL QUALIFICATION, to take steps to make sure that the information is correct.

13.23. The proofs required for the TECHNICAL QUALIFICATION may be made by means of certificates issued in the name of the BIDDER or statements by the BIDDER, in the case of own projects, which must be accompanied by the documents necessary to prove their veracity.

13.24. In the case of BIDDERS constituted in the form of an investment fund, proof of TECHNICAL QUALIFICATION held by their manager will be accepted, in which case such condition of management company must be proven.

13.25. The BIDDER must clearly and unequivocally present the relevant data of the certificates presented, and must also, for any complementation of the required information, attach other

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supporting documents, such as: copies of the contract to which the certificate refers; service orders and/or other pertinent items.

13.25.1. Under no circumstances should the documents listed in the item 13.25, above, replace the certificate.

E. STATEMENTS

13.26. The documents listed below must be presented by the BIDDER on letterhead, dated and signed by the respective legal representative, with the other QUALIFICATION DOCUMENTS:

- i. Declaration, according to the model contained in EXHIBIT I.E of this NOTICE, that the BIDDER, under the penalties of the law that:
 - a. it is in good standing with the Ministry of Labor and Social Security, in compliance with the provisions of article 7, item XXXIII, of the Federal Constitution, according to the model contained in EXHIBIT I.E of this NOTICE;
 - b. is not in bankruptcy, judicial or extrajudicial liquidation, insolvency, temporary special administration or intervention;
 - c. there are no impeding facts for the participation of this company (individual or member of a CONSORTIUM) in this bidding, in the sense described in EXHIBIT I.E.
 - d. observes the Occupational Safety and Health Standards, under the terms of the sole paragraph of article 117 of the Constitution of the State of São Paulo;
 - e. is aware that the existence of registration in the a) STATE CADIN; b) National Registry of Disreputable and Suspended Companies – CEIS (Federal Law No. 12,846/12); c) National Registry of Punished Companies – CNEP; and d) State Registry of Punished Companies – CEEP of the State of São Paulo; e) National Registry of Civil Convictions for Acts of Administrative Improbity and Ineligibility – CNIA of the National Council of Justice; f) Electronic System for the Application and Registration of Administrative Sanctions - e-Sanctions (State Decree No. 61,751/2015 prevent contracting with the GRANTING AUTHORITY, without prejudice to other legal penalties;
 - f. is a) aware that it is subject to all the conditions of the NOTICE; b) the operation and maintenance services object of the CONCESSION; c) the SERVICE GRANTED, the conditions of the route that is part of the scope of the

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AGREEMENT, the nature and complexity of the services and investments required; d) is responsible for the veracity of all the information contained in the documentation and the PROPOSAL presented; and e) received all the elements that make up this NOTICE and became aware of all the information and conditions for the fulfillment of the obligations object of the BIDDING, having considered the information received sufficient for the preparation of its proposal.

- g. complies, in compliance with article 63, IV, of Federal Law No. 14,133/2021, the reservation of positions provided for by law for people with disabilities or for those rehabilitated by Social Security and that meets the accessibility rules provided for in the legislation, as provided for in article 93 of Law No. 8,213, of July 24, 1991.
- ii. Declaration, as provided for in EXHIBIT I.M of the NOTICE, that it complies with the reservation of positions provided for by law for persons with disabilities or for rehabilitated persons of Social Security and that it meets the accessibility rules provided for in the legislation, as provided for in article 93 of Law No. 8,213, of July 24, 1991;
- iii. Declaration, according to the model contained in EXHIBIT I.G of this NOTICE, that only products and by-products of exotic wood or products and by-products listed in article 1 of State Decree No. 66,819/22, acquired from a legal entity duly registered in CADMADEIRA, will be used in the execution of the tendered services; and
- iv. Declaration, under the terms of EXHIBIT I.K, that it chose to formulate a PROPOSAL without carrying out the optional TECHNICAL VISIT, stating that it is aware of the local conditions for the fulfillment of the obligations object of the CONCESSION, if applicable.

13.27. All statements contained in the previous item must be submitted individually, by the BIDDER or, in the case of a CONSORTIUM, by all its members, with the exception of the statements contained in item 13.26, Items iii the iv, which, in the case of participation in a CONSORTIUM, may be issued by the CONSORTIUM itself, through its lead company.

14. BIDDING PROCEDURE

14.1. This BIDDING will be processed and judged by the BIDDING COMMITTEE duly instituted, in compliance with the rules, procedures and deadlines established in this NOTICE and in the act that constituted it, observing the schedule below:

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Events	Description of Events	Date
1	Publication of the PUBLIC NOTICE	12/03/2024
2	Deadline for requesting clarifications to the PUBLIC NOTICE	03/11/2025
3	Deadline for disclosure of replies to requests for clarification	03/18/2025
4	Final term for requesting a TECHNICAL VISIT	03/20/2025
5	Deadline for challenging the PUBLIC NOTICE	03/20/2025
6	Deadline for decision on the challenges presented	03/24/2025
7	PUBLIC SESSION FOR DELIVERY OF ENVELOPES and ACCREDITATION	03/25/2025 from 10 am to 11 am
8	Disclosure of the decision of the BIDDING COMMITTEE on the analysis of the documents contained in ENVELOPE B	03/27/2025
9	PUBLIC OPENING SESSION OF THE PROPOSALS	03/28/2025 at 16h
10	Disclosure of the minutes of the judgment of ENVELOPE C and the preliminary result of the PUBLIC OPENING SESSION OF THE PROPOSALS for analysis of ENVELOPE D and beginning of the appeal period	To be defined
11	Closing of the appeal period	3 (three) business days from event 10
12	Publication of (i) the result of the auction, (ii) the act of ratification and award and (iii) the summoning of the ADJUDICATEE to comply with the pre-contractual requirements	To be defined
13	Proof, by the ADJUDICATEE, of the pre-contractual conditions provided for in Item 16 of the NOTICE	Prior to the DATE OF SIGNATURE CONTRACT

14.2. The BIDDING will be divided into the following acts:

14.2.1. The BIDDING will begin with the PUBLIC SESSION FOR DELIVERY OF ENVELOPES and ACCREDITATION of BIDDERS on March 25, 2025, from 10 am to 11 am, at B3, located at Rua XV de Novembro nº 275, Centro, São Paulo/SP.

14.2.2. The BIDDING COMMITTEE will certify the receipt of the ENVELOPES and will carry out

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the ACCREDITATION of the BIDDERS, ending the PUBLIC SESSION FOR DELIVERY OF THE ENVELOPES with the opening of the ENVELOPE B – BID GUARANTEE, which will optionally be initialed by the members of the BIDDING COMMITTEE and by the REGISTERED REPRESENTATIVES present.

- 14.2.3. Once the analysis of the ENVELOPES B – BID GUARANTEE is concluded, the BIDDING COMMITTEE will announce a decision on the acceptance or eventual non-acceptance of the BID GUARANTEE.
- 14.2.4. The PUBLIC OPENING SESSION OF THE PROPOSALS will begin on March 28, 2025, at 4 pm, also at B3. On this occasion, the ENVELOPE C – COMMERCIAL PROPOSAL of the BIDDERS whose BID GUARANTEES have been declared regular by the BIDDING COMMITTEE will be opened, classifying the COMMERCIAL PROPOSALS according to the criteria established in item 6.
- 14.2.5. Once the classification of the COMMERCIAL PROPOSALS is closed, an order grid will be published, containing the list of COMMERCIAL PROPOSALS in descending order, indicating the one that may be declared the winner.
- 14.2.6. After the opening of the envelopes, the bidding phase may take place, if applicable, and, if there is a tie between the bidder's proposals, those established in article 60 of the BIDDING AND ADMINISTRATIVE CONTRACTS LAW will be used as tiebreakers.
- 14.2.7. Finally, the ENVELOPE D – QUALIFICATION DOCUMENTS will be opened only for the BIDDER classified as the winner.
- 14.2.8. The QUALIFICATION DOCUMENTS may be initialed by the REGISTERED REPRESENTATIVES present at the PUBLIC OPENING SESSION OF THE PROPOSALS, who so wish.
- 14.2.9. The BIDDING COMMITTEE will consult the National Registry of Punished Companies (CNEP) and the National Registry of Disreputable and Suspended Companies (CEIS), both of the Federal Government, the State Registry of Punished Companies (CEEP) of the STATE, the National Registry of Civil Convictions for Acts of Administrative Improbability and Ineligibility (CNIA) of the National Council of Justice and the Electronic System for the Application and Registration of Administrative Sanctions (e-Sanctions) of the STATE OF SÃO PAULO to to verify the regularity of the best-ranked BIDDER.
- 14.2.10. If the BIDDER that has its COMMERCIAL PROPOSAL classified as the winner does not fully and satisfactorily meet all the conditions and requirements of QUALIFICATION of this NOTICE, the ENVELOPE D – QUALIFICATION DOCUMENTS of the BIDDER that has

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its COMMERCIAL PROPOSAL classified in second place will be analyzed and, in case of non-compliance, this procedure will be successively repeated for the other BIDDERS, respecting the order of classification of the COMMERCIAL PROPOSALS.

14.2.11. Once the analysis of ENVELOPE D of the BIDDER that has submitted the best COMMERCIAL PROPOSAL has been concluded, if the QUALIFICATION DOCUMENTS have met all the conditions established in this NOTICE and in the legislation in force, the BIDDER will be declared as the winner of the bid, disclosing the PROVISIONAL BIDDING RESULT, opening the single appeal phase, under the terms of item 17.

14.2.12. No appeals are filed or, if they are filed, after their processing and judgment, the final result of the BIDDING will be published.

A. PUBLIC SESSION FOR THE DELIVERY OF ENVELOPES AND ACCREDITATION OF BIDDERS

14.3. The ENVELOPES A – ACCREDITATION DOCUMENTS, B – PROPOSAL GUARANTEE, C – COMMERCIAL PROPOSAL and D – QUALIFICATION DOCUMENTS must be delivered directly and personally to the BIDDING COMMITTEE, on the date, time, place and manner stipulated in this NOTICE for the holding of the PUBLIC SESSION FOR RECEIPT OF THE ENVELOPES and in the published notice, in the presence of at least 03 (three) members of the BIDDING COMMITTEE.

14.3.1. Once the PUBLIC SESSION FOR DELIVERY OF THE ENVELOPES is opened, the BIDDERS will have a period of 60 (sixty) minutes to deliver the ENVELOPES to the BIDDING COMMITTEE.

14.3.2. After the closure of the receipt of the ENVELOPES by the BIDDING COMMITTEE is declared, no other ENVELOPE will be received, and no right of complaint will be entitled.

14.4. After receiving the ENVELOPES, the REGISTERED REPRESENTATIVES and the ACCREDITED PARTICIPANTS, if any, of the BIDDERS will be accredited with the BIDDING COMMITTEE, observing the requirements of the item 10.

14.5. Once the step provided for in the item 14.3, the ENVELOPES B – BID GUARANTEE of the BIDDERS will be opened.

14.6. The PUBLIC SESSION FOR DELIVERY OF ENVELOPES will end with the opening of ENVELOPE B – PROPOSAL GUARANTEE, which may be initialed by the REGISTERED REPRESENTATIVES who, present at the PUBLIC SESSION, so wish.

B. VERIFICATION OF THE REGULARITY OF BID GUARANTEES

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14.7. The BIDDING COMMITTEE shall certify the regularity of the BID GUARANTEES, in accordance with item 11 of this NOTICE.

14.7.1. Only BID GUARANTEES that adhere to the conditions of this NOTICE and the relevant legislation shall be considered regular.

14.7.2. The BIDDING COMMITTEE will disclose, no later than the business day prior to the date of the PUBLIC OPENING SESSION OF THE PROPOSALS, a communication containing the decision to accept or eventual non-acceptance of the BID GUARANTEES.

C. PUBLIC OPENING SESSION OF THE PROPOSALS - VERIFICATION AND CLASSIFICATION OF COMMERCIAL PROPOSALS

14.8. On the date of the PUBLIC OPENING SESSION OF THE PROPOSALS, the BIDDING COMMITTEE will proceed to open the ENVELOPE C – COMMERCIAL PROPOSAL of the BIDDERS who have their BID GUARANTEES considered regular.

14.9. The COMMERCIAL PROPOSALS will be verified by the BIDDING COMMITTEE as to the form and conditions established in this NOTICE. The BIDDER that does not meet the minimum requirements for the presentation of the COMMERCIAL PROPOSAL, under the terms of this NOTICE, will be disqualified.

14.10. From the list of COMMERCIAL PROPOSALS that have been classified, an ordering grid will be disclosed, in descending order, considering the percentage discount offered by the BIDDERS.

14.10.1. The bidding phase on the percentage discount presented in the COMMERCIAL PROPOSAL will be processed between the BIDDER that offers the best COMMERCIAL PROPOSAL, understood as the highest discount offered among the BIDDERS, and the BIDDERS that offer, in their COMMERCIAL PROPOSALS, a percentage discount that is up to 20% (twenty percent) lower than the percentage discount presented in the best COMMERCIAL PROPOSAL.

14.10.2. The winner will be the BIDDER who offers the highest percentage of discount, under the terms of item 6.

14.11. The bidding stage will take place through the offer of successive bids, as provided for in EXHIBIT II of this NOTICE - MANUAL OF PROCEDURES B3.

14.11.1. The CHAIRMAN OF THE SESSION may set a maximum time between bids.

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14.11.2. Each bid must exceed the amount offered by the BIDDER itself, also considering that:

- i. The minimum increment of 0.1 p.p. (one tenth in percentage points) on the bid to be exceeded must be respected;
- ii. It must be distinct from other COMMERCIAL PROPOSALS or bids offered;
- iii. The classification of the BIDDER(S) in the BIDDING must be changed, with intermediate bids allowed; and
- iv. It must occur in 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.

14.11.3. If no BIDDER manifests itself within the deadline set by the CHAIRMAN OF THE SESSION for the offer of new bids, the BIDDER that has offered the best bid until then will be declared as the best classified, resulting in the highest percentage discount.

14.11.4. If the bidding stage is opened and no bid is offered, the BIDDER with the best COMMERCIAL PROPOSAL will be declared as the best classified, under the terms of this NOTICE.

14.11.5. If the bidding phase is processed, the BIDDERS who have offered bids must ratify their PROPOSALS considering the bids offered by them, according to the model contained in EXHIBIT I.L of this NOTICE, which may be signed by the REGISTERED REPRESENTATIVE or by another person with sufficient powers to do so.

14.12. If there is a tie between 2 (two) or more COMMERCIAL PROPOSALS, not overcome in the bidding phase, the tiebreaker will be carried out through the application of the criteria provided for in article 60 of the BIDDING AND ADMINISTRATIVE AGREEMENTS LAW.

14.13. Finally, the ENVELOPE D – QUALIFICATION DOCUMENTS of the BIDDER classified as the winner will be opened, preserving intact the ENVELOPE D – QUALIFICATION DOCUMENTS of the other BIDDERS.

14.14. The QUALIFICATION DOCUMENTS will be analyzed by the BIDDING COMMITTEE, closing the PUBLIC OPENING SESSION OF THE PROPOSALS.

D. CONSULTATION OF REGISTERS AND SYSTEMS

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14.15. The BIDDING COMMITTEE shall consult, in the procedural order indicated in item 14.2.8, the National Registry of Punished Companies (CNEP) and the National Registry of Disreputable and Suspended Companies (CEIS), both of the Federal Government, established under the terms of articles 22 and 23 of Federal Law No. 12,846/2013, the National Registry of Civil Convictions for Acts of Administrative Improbity and Ineligibility (CNIA) of the National Council of Justice and the State Registry of Punished Companies (CEEP) of the State of São Paulo, instituted pursuant to article 5 of State Decree No. 60,106/2014, with regard to the BIDDER holding the best COMMERCIAL PROPOSAL, and the participation of companies punished with the penalty of disqualification to bid or contract with the PUBLIC ADMINISTRATION, resulting from article 156, item IV, and paragraph 4 of article 156, of the BIDDING AND ADMINISTRATIVE AGREEMENTS LAW, as well as other sanctions that make it impossible to contract with the PUBLIC ADMINISTRATION.

14.16. Subsequently, the BIDDING COMMITTEE must consult the <http://www.esancoes.sp.gov.br> website, with regard to the BIDDER holding the best COMMERCIAL PROPOSAL, and the participation of companies punished with the penalties of temporary suspension of participation in bidding and impediment to contract with the Direct or Indirect Public Administration of the State of São Paulo or of disqualification to bid or contract with the PUBLIC ADMINISTRATION is prohibited, arising from article 156, items III and IV, and paragraph 4, of the BIDDING AND ADMINISTRATIVE AGREEMENTS LAW.

14.16.1. If the BIDDER who has submitted the best COMMERCIAL PROPOSAL is not in good standing in the consultations provided for in the items 14.15 and 14.16 above, a regularity consultation will be carried out by the BIDDER that has its COMMERCIAL PROPOSAL ranked second and, in case of non-compliance, its COMMERCIAL PROPOSAL will be disqualified, and this procedure will be successively repeated for the other BIDDERS, respecting the order of classification of the COMMERCIAL PROPOSALS.

E. VERIFICATION OF LEGAL QUALIFICATION DOCUMENTS, TAX AND LABOR REGULARITY, ECONOMIC AND FINANCIAL QUALIFICATION AND TECHNICAL QUALIFICATION

14.17. The qualification of the BIDDER will comply with the objective criteria established in this NOTICE, and the BIDDERS who present the QUALIFICATION DOCUMENTS in disagreement with the provisions of this NOTICE and the legislation in force will be considered disqualified.

14.18. Once the analysis of the content of the ENVELOPE D – QUALIFICATION DOCUMENTS of the BIDDER that has its COMMERCIAL PROPOSAL better classified is concluded, if the QUALIFICATION DOCUMENTS have met all the conditions established in this NOTICE and in the legislation in force, the BIDDER will be declared as the winner of the bid, and the result of the BIDDING will be published.

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14.19.If the BIDDER that has submitted the best COMMERCIAL PROPOSAL does not fully and satisfactorily meet all the QUALIFICATION CONDITIONS of this NOTICE, the ENVELOPE D – QUALIFICATION DOCUMENTS of the BIDDER that has its COMMERCIAL PROPOSAL ranked second will be analyzed and, in case of non-compliance, this procedure will be successively repeated for the other BIDDERS, respecting the order of classification of the COMMERCIAL PROPOSALS.

F. PUBLICATION OF THE BIDDING RESULT

14.20.The preliminary result of the BIDDING, in addition to being published in the DOE/SP, will be published on the SPI website: <https://www.parceriaseminvestimentos.sp.gov.br/projeto-qualificado/lote-alto-tiete/>

14.20.1. From this moment on, the appeal phase of all stages of the BIDDING will be opened, under the terms of item 17.

14.20.2. If no appeals are filed or any appeals are not accepted, the final result of the BIDDING will be published, under the same terms of item 14.20.

15. RATIFICATION AND AWARD

15.1. Once the final result of the BIDDING is published, the BIDDING COMMITTEE will submit the bidding process to the Secretary of Investment Partnerships, for its approval and award of its object.

15.1.1. The object of the BIDDING will be awarded to the WINNING BIDDER under the conditions offered by it, after approval of the BID.

15.1.2. The act of approval of the BIDDING, award of the object and summoning the ADJUDICATEE to comply with the pre-contractual requirements will be published in the DOE/SP.

16. HIRING

16.1. The AGREEMENT resulting from this BID will be entered into between the GRANTING AUTHORITY, through SPI, and the SPECIAL PURPOSE ENTITY, constituted by the ADJUDICATEE.

16.2. In compliance with the provisions of Resolution No. 11/2021 and Resolution No. 07/2020 of the Court of Auditors of the State of São Paulo, the CONCESSIONAIRE shall sign, together with the contractual instrument, the Term of Awareness and Notification, as per EXHIBIT I.C.

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16.3. In compliance with article 6 of State Law No. 12,799/08, the signing of the contractual instrument is linked to the non-existence of registration in the State CADIN in the name of the SPECIAL PURPOSE ENTITY, the ADJUDICATEE, or, in the case of a CONSORTIUM, of all its members.

16.3.1. This condition will be considered fulfilled if the debtor proves that the respective registrations are suspended, pursuant to article 8, paragraphs 1 and 2, of State Law No. 12,799/2008.

16.4. The ADJUDICATEE will be summoned, upon publication in the DOE/SP, to adopt the necessary measures for the execution of the AGREEMENT, within sixty (60) days, extendable for equal periods, at the discretion of the GRANTING AUTHORITY.

16.5. The ADJUDICATEE shall, as necessary conditions for signing the AGREEMENT:

- i. Prove, have constituted the SPECIAL PURPOSE ENTITY, presenting the respective instrument of incorporation with the corresponding certificate from JUCESP (Registry of commerce of the State of São Paulo) and registration with the CNPJ (National Registry of Legal Entities);
- ii. To have fully subscribed the capital stock of the CONCESSIONAIRE, and to prove to have paid up the capital stock of the SPECIAL PURPOSE ENTITY, in national currency, in the minimum amount established in the AGREEMENT;
- iii. Prove to have contracted the PERFORMANCE GUARANTEE, in the minimum amount of R\$ 698,097,897.56 (six hundred and ninety-eight million, ninety-seven thousand, eight hundred and ninety-seven reais and fifty-six cents), on the BASE DATE, duly updated, by applying the variation of the INDEX that occurred between the month prior to the BASE DATE of the COMMERCIAL PROPOSAL (inclusive) and the month prior to the signing of the AGREEMENT (inclusive);
- iv. Up to seven (7) business days prior to the DATE OF SIGNATURE OF THE AGREEMENT, the specific experience of the ADJUDICATEE must be proven to the GRANTING AUTHORITY, directly, through a professional linked to it under the terms of items 13.18.7, 13.18.8 and 13.18.9 of this NOTICE, or through a SUBCONTRACTED OPERATOR, in the OPERATION of an urban or metropolitan public passenger transport system, with light rail technology (monorail, VLT), subway or rail, for at least 12 (twelve) consecutive months, with an average entry of at least 105,000 (one hundred and five thousand) passengers per business day.

- a. If the proof is made by a SUBCONTRACTED OPERATOR, the conditions set

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forth in the draft of the AGREEMENT for its contracting must be observed, admitting, in any case, the sum of certificates to prove the required number of passengers, provided that at least one of the certificates presents 50% (fifty percent) of the required amount, and that all observe the minimum period of 12 (twelve) consecutive months of experience. For the proof required herein, for the ADJUDICATEE or for the SUBCONTRACTED OPERATOR, the same terms and conditions set forth in items 8.10 and 13.25.

- b. The ADJUDICATEE must submit to the GRANTING AUTHORITY, within the period indicated in item iv above, (a) the original copy or certified copy of the contract entered into between the CONCESSIONAIRE and the SUBCONTRACTED OPERATOR, subject to the conditions required by the AGREEMENT in relation to the instrument that binds the CONCESSIONAIRE and the SUBCONTRACTED OPERATOR, or (b) firm commitment, signed by the SUBCONTRACTED OPERATOR, that the contract referred to in the previous item will be signed within thirty (30) days from the EFFECTIVE DATE, observing the conditions required in the AGREEMENT.
- v. Within fifteen (15) business days prior to the DATE OF SIGNATURE OF THE AGREEMENT, have proven the payment due to B3, as provided for in EXHIBIT II of this NOTICE, in the amount of R\$ 595,736.41 (five hundred and ninety-five thousand, seven hundred and thirty-six reais and forty-one cents), on the base date of January 2023, to be readjusted annually by the variation of the IPCA;
- vi. Within fifteen (15) business days prior to the DATE OF SIGNATURE OF THE AGREEMENT, have proven the payment of the amount of USD 3,326,000.74 (three million, three hundred and twenty-six thousand dollars and seventy-four cents) directly to the International Finance Corporation - IFC, in charge of carrying out studies that supported the preparation of this NOTICE, pursuant to article 21 of the CONCESSIONS LAW, in a bank account in the United States of America, to be previously indicated. Payment must be made in US dollars, and the ADJUDICATEE is responsible for carrying out the necessary procedures for the transfer of the net amount of any taxes, fees or charges incurred to the indicated account; and
- vii. Indicate the representative who will represent it during the CONCESSION period.

16.6. Failure by the ADJUDICATEE to respond the summons to sign the AGREEMENT, or its refusal to sign it within the stipulated period, will subject the violator to the penalties provided for in item 19, and consequent execution of the BID GUARANTEE, without prejudice to other legal consequences.

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- 16.7. Exceeding the term of validity of the COMMERCIAL PROPOSAL or the term of validity of the BID GUARANTEE does not prevent the signing of the AGREEMENT, if the ADJUDICATEE remains interested in doing so, subject to item 11.10.
- 16.8. The GRANTING AUTHORITY, in view of the non-attendance of the ADJUDICATEE within the stipulated period, its impediment or refusal to sign the AGREEMENT, may summon the remaining BIDDERS, in the order of classification, verifying compliance with qualification requirements, to sign the AGREEMENT, within the same period and under the same conditions as the winning COMMERCIAL PROPOSAL, considered, if applicable, the bidding phase, or even revoke the BIDDING.
- 16.8.1. In the event that none of the remaining BIDDERS accepts the contracting under the terms of item 16.8, the GRANTING AUTHORITY, pursuant to article 90, paragraph 4, of the BIDDING AND ADMINISTRATIVE CONTRACTS LAW, may:
- i. call the remaining BIDDERS for negotiation, in the order of classification, with a view to obtaining the best COMMERCIAL PROPOSAL, even if it contains a discount lower than that indicated in the winning COMMERCIAL PROPOSAL;
 - ii. award and execute the AGREEMENT under the conditions offered by the remaining BIDDERS, in compliance with the classification order, when the negotiation of the best condition is frustrated; or
 - iii. revoke the BIDDING.
- 16.9. After the execution of the AGREEMENT, the CONCESSIONAIRE undertakes to maintain, throughout its execution, the qualification and qualification conditions required in this BIDDING, which are necessary for the assumption and continuity of the provision of the SERVICES, pursuant to article 27 of the CONCESSIONS LAW.
- 16.9.1. At the expense and risk of the ADJUDICATEE, even before the execution of the AGREEMENT, SPI may authorize its access to the CONCESSION AREA, as well as may provide related information, for the beginning of the preparation of its planning.

17. ADMINISTRATIVE APPEALS

- 17.1. The BIDDERS may appeal, in a single appeal phase, the final classification of the PUBLIC OPENING SESSION OF THE PROPOSALS, the analysis and judgment of the BID GUARANTEE and the QUALIFICATION DOCUMENTS of the best ranked BIDDER and the eventual annulment or revocation of the BID.

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- 17.1.1. The appeal must be filed in a reasoned petition, addressed to the BIDDING COMMITTEE, within three (3) business days from the publication of the preliminary result of the BIDDING, observing the following provisions:
- i. the intention to appeal must be expressed immediately, if the PROVISIONAL BIDDING RESULT is disclosed in the PUBLIC SESSION, under penalty of preclusion, and the period for presentation of the reasons for appeal will begin on the date of summons or drawing up of the minutes in which the PROVISIONAL BIDDING RESULT is registered or the minutes that disqualify all BIDDERS
 - ii. The assessment will take place in a single phase.
- 17.2. Appeals must be filed in a timely manner at the electronic address ppplotealtotiete@sp.gov.br, until 11:59 p.m. (twenty-three hours and fifty-nine minutes), Brasília time, from the end date of the established deadline.
- 17.2.1. Appeals may also be filed in a timely manner at the address of SPI's headquarters, at Rua Iaíá, nº 126, 12th floor, Itaim Bibi, São Paulo/SP, Administrative Support Center, on business days, from 8 am to 12 pm and from 1 pm to 5 pm.
- 17.3. The BIDDING COMMITTEE will inform the other BIDDERS of the appeal, which may present appellee's brief within 03 (three) business days, counted from the communication of the BIDDING COMMITTEE.
- 17.4. Appeals and appellee's brief must be addressed to the President of the BIDDING COMMITTEE.
- 17.5. The acceptance of the administrative appeal or the ex officio reconsideration of the act by the BIDDING COMMITTEE that results in a situation detrimental to any of the BIDDERS will reopen the appeal phase only with regard to the new issue raised.
- 17.6. The BIDDING COMMITTEE will only receive administrative appeals that have been filed with due justification and in compliance with the requirements set forth in this NOTICE and in the governing legislation.
- 18. ORGANIZATION OF THE SPECIAL PURPOSE ENTITY**
- 18.1. The ADJUDICATEE shall be constituted as a SPECIAL PURPOSE ENTITY in accordance with the rules established in this NOTICE and in the AGREEMENT, in the form of a corporation, incorporated in accordance with Brazilian law, with the exclusive purpose of providing the

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SERVICES, executing INVESTMENTS and carrying out the other activities object of the CONCESSION.

- 18.1.1. It will be the responsibility of the SPECIAL PURPOSE ENTITY to perform all contractual obligations assigned to it in the CONCESSION, and may subcontract third parties, under its responsibility.
- 18.1.2. The SPECIAL PURPOSE ENTITY must have its headquarters and jurisdiction in the State of São Paulo.
- 18.1.3. If the ADJUDICATEE is an individual BIDDER, before the execution of the AGREEMENT, in order to comply with the provisions of item 18.1, it must create a wholly-owned subsidiary to appear as a CONCESSIONAIRE, maintaining the shareholding control prior to the incorporation of the company, and observing the obligation to incorporate the SPE in the form of a corporation.
- 18.1.4. The ADJUDICATEE may also constitute a SPECIAL PURPOSE ENTITY, which will be its wholly-owned subsidiary, with the objective of being the sole controller of the SPECIAL PURPOSE ENTITY to be contracted.
- 18.2. The SPE shall adopt corporate governance standards and adopt standardized accounting and financial statements, in accordance with the accounting practices adopted in Brazil, based on the BUSINESS CORPORATION ACT, the rules issued by the Federal Accounting Council (CFC) and the Interpretations, Guidelines and Pronouncements of the Accounting Pronouncements Committee (CPC), in particular, the Technical Interpretation ICPC 01 – concession contracts (correlation to the International Accounting Standard Accounting – IFRIC 12).
- 18.3. If the ADJUDICATEE is a CONSORTIUM, the participation of each consortium member in the capital stock of SPE shall, at the time of execution of the AGREEMENT, be identical to its respective participation in the CONSORTIUM.
- 18.4. The constitution of intermediary companies between the consortium members and the SPE will be admitted, provided that they are composed exclusively of the consortium members, and that the indirect participation of each consortium member in the capital stock of the SPE reflects the percentage of its participation in the CONSORTIUM during the BIDDING.
- 18.5. The participation of non-national capital in the CONCESSIONAIRE shall comply with the Brazilian legislation in force.

19. PENALTIES

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- 19.1. The BIDDER that fails to deliver the documentation required for the bidding, causes the delay of the bidding process or does not maintain the COMMERCIAL PROPOSAL, will be applied one of the following penalties:
- i. Impediment to bid and contract with the direct and indirect Public Administration of the State for a maximum period of 3 (three) years;
 - ii. Declaration of disqualification to bid and contract with the direct and indirect Public Administration of all federative entities, for a minimum period of three (3) years and a maximum of six (6) years, when the nature of the conducts provided for in item 19.1 does not justify the application of the milder penalty provided for in the item i above.
- 19.2. The BIDDER who makes a statement or presents false documentation, defrauds the bidding, behaves in an inappropriate manner or commits fraud of any nature, practices illegal acts aimed at frustrating the object of the bidding or practices any harmful acts provided for in article 5 of Law No. 12,846/2013, will be applied the penalty of declaration of disqualification to bid and contract with the direct and indirect Public Administration of all federative entities, for a minimum period of 3 (three) years and a maximum of 6 (six) years.
- 19.3. The penalties provided for in items 19.1 and 19.2 may be cumulated with the application of a fine in the amount of up to 1% (one percent) of the ESTIMATED AGREEMENT VALUE, and the BID GUARANTEE may be executed for this purpose and observing the following criteria for the application of the fine:
- i. if any of the events of item 19.1 are configured and it is decided to apply the penalty pursuant to item 19.1, i, the application of a fine shall be made in the amount of 0.5% (five tenths of a percent) of the ESTIMATED AGREEMENT VALUE, depending on the relevance of the defaulted obligation; or
 - ii. if any of the events of item 19.1 are configured and it is decided to apply the penalty under the terms of item 19.1, ii, the application of a fine shall be made in the amount of 1% (one percent) of the ESTIMATED AGREEMENT VALUE, depending on the relevance of the defaulted obligation; or
 - iii. if any events of item 19.2 are configured, the application of a fine shall be made in the amount of 0.5% (five tenths percent) to 1% (one percent) of the ESTIMATED AGREEMENT VALUE, depending on the relevance of the defaulted obligation.
- 19.4. The refusal to sign the AGREEMENT, without justification accepted by the GRANTING AUTHORITY, within the established period, will result in the ADJUDICATEE, an individual company, or, in the case of a CONSORTIUM, all consortium companies, the application of the

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penalty of declaration of disqualification to bid or contract with the Public Administration, for a minimum period of three (3) years and a maximum of six (6) years, without prejudice to the application of a fine of 1% (one percent) of the value of the ESTIMATED AGREEMENT VALUE, the BID GUARANTEE may be executed for this purpose.

19.5. The practice of any acts aimed at frustrating and/or disrupting this bidding, subject to the provisions of this NOTICE, will also result, at the discretion of the CHAIRMAN OF THE SESSION, in the same amount set forth in item 19.4, and the BID GUARANTEE may be executed to ensure the receipt of the amount of the penalty.

19.6. The application of sanctions, fines and impediment to bid and contract may be appealed within fifteen (15) business days from the date of the summons.

19.6.1. The appeal referred to in item 19.6 shall be addressed to the authority that issued the appealed decision, which, if it does not reconsider it within five (5) business days, shall forward the appeal with its reasons to the higher authority, which shall issue its decision within a maximum period of twenty (20) business days, counted from the receipt of the records.

19.6.2. The sanction of a declaration of disqualification to bid or contract shall be subject only to a request for reconsideration, which shall be submitted within fifteen (15) business days, counted from the date of the summons, and decided within a maximum period of twenty (20) business days, counted from its receipt.

20. FINAL PROVISIONS

20.1. The disciplinary rules of this BIDDING will be interpreted in favor of the expansion of the dispute, respecting the equality of opportunity between the BIDDERS, as long as they do not compromise the public interest, the purpose and the security of the contract.

20.2. All documentation provided by the GRANTING AUTHORITY to the BIDDERS may only be used by them for the presentation of their COMMERCIAL PROPOSALS, and its reproduction, disclosure and use, in whole or in part, for any purposes other than those expressed in this BIDDING is prohibited, under penalty of being liable for the improper use of these documents.

20.3. The GRANTING AUTHORITY may, at any time, revoke, postpone or even annul this BIDDING, under the terms of the BIDDING AND ADMINISTRATIVE AGREEMENTS LAW, without the right to indemnification or reimbursement of expenses of the BIDDERS, in any way.

20.3.1. The nullity of the BIDDING implies the nullity of the AGREEMENT, if it has already been signed, and the CONCESSIONAIRE's eventual right to indemnification is regulated

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under the terms of the AGREEMENT.

- 20.4. In the interest of the GRANTING AUTHORITY, without the participants being entitled to any claim or indemnity, it may be:
- 20.4.1. Postponed the PUBLIC SESSION FOR DELIVERY OF ENVELOPES, as well as the PUBLIC OPENING SESSION OF THE PROPOSALS;
 - 20.4.2. The PUBLIC NOTICE was amended, with the establishment of a new deadline, under the terms of the specific legislation, for the realization of the BIDDING;
 - 20.4.3. The PUBLIC SESSION is suspended, if the BIDDING COMMITTEE deems it pertinent, so that a more detailed and thorough evaluation of all the documents received can be carried out, disclosing the result of the analysis in the DOE/SP and on the <https://www.parceriaseminvestimentos.sp.gov.br/projeto-qualificado/lote-alto-tiete/> website, and holding, if relevant, a new PUBLIC SESSION for the continuation of the bidding.
- 20.5. At any time, the BIDDING COMMITTEE may, according to the phase of the BIDDING, disqualify or disqualify the BIDDER, without the BIDDER being entitled to indemnification or reimbursement of expenses in any way, in the event that it becomes aware of a proven fact or circumstance that discredits its suitability, through the declaration of disrepute, or when the supervening loss of any of the conditions of participation in the Bidding or of any of the QUALIFICATION CONDITIONS is demonstrated.
- 20.6. The BIDDERS are obliged to communicate to the GRANTING AUTHORITY, at any time, any supervening fact or circumstance that is impeding the QUALIFICATION CONDITIONS or classification, or that represents a violation of the conditions of participation provided for in the PUBLIC NOTICE, immediately after its occurrence.
- 20.7. To settle any issues arising from the BIDDING, not resolved in the administrative sphere, the Court of the District of the Capital of the State of São Paulo will be competent.

São Paulo, December 03, 2024.

SECRETARIAT OF INVESTMENT PARTNERSHIPS
OF THE STATE OF SÃO PAULO