

**APPENDIX 12**  
**B3 PROCEDURES MANUAL**

BID NOTICE Nº 01/2020

ADMINISTRATIVE CONCESSION FOR THE EXECUTION OF PUBLIC LIGHTING SERVICES IN  
THE CITY OF ARACAJU/SE, INCLUDING THE DEVELOPMENT, MODERNIZATION,  
EXPANSION, ENERGY EFFICIENCY, OPERATION, AND MAINTENANCE OF THE MUNICIPAL  
PUBLIC LIGHTING NETWORK.

June 25th, 2020

B3 S.A. – BRAZIL, STOCK EXCHANGE, BALCONY

PREÂMBULO

PREAMBLE

A versão em língua inglesa deste Anexo é meramente referencial, não vinculante. A única versão oficial do documento está redigida em língua portuguesa, cujo conteúdo é vinculante para todos os interessados. Em caso de dúvidas de interpretação entre a versão traduzida do Anexo 12 Manual de Procedimentos B3 em inglês, e a versão oficial, redigida em língua portuguesa, prevalecerá a versão em língua portuguesa, documento oficial da licitação.

The English version of this Appendix is not binding to the parties. The Portuguese version of the document is the only official version of the auction and it is binding to all stakeholders. Should any interpretation doubt arise between this English version and the Portuguese version of this Appendix 12 B3 Procedures Manual, the Portuguese version shall prevail, as the only official document for the auction.

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## INTRODUCTION

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This manual instructs the bidders on the BID stages and it is purely informative and complementary to the BID NOTICE.

B3 will report all and any issue pursuant to the service execution to the SPECIAL BIDDING COMMISSION.

The final decisions on the BID shall be taken only and exclusively by the SPECIAL BIDDING COMMISSION responsible to conduct the procedures related to the BID, according to the BID NOTICE.

B3 does not guarantee fulfillment of any obligation of those involved in the BID, GRANTING AUTHORITY, assessors, BIDDERS, PARTICIPANTS, ACCREDITED, involved in anyway whatsoever, and it is not obliged to make the payments due by those involved in the BID, considering that it is not working as co-bound with the default part and thus, it cannot make any payment instead of such part.

B3 points out its condition of assessor of the GRANTING AUTHORITY within the scope of the BID. Thus, the work of B3 is limited to the technical support related to the procedures inherent to the BID, such as: analysis of the BID NOTICE, preparation of the B3 PROCEDURE MANUAL; supply of resources and space for sessions held at B3; supply of resources and space for document storage; support to clarification of the BIDDERS' doubts regarding the procedures involving B3, assistance upon receiving, analysis, maintenance, return and performance of the PROPOSAL GUARANTEE, support to the juridical, economic-financial, taxation and labor documentation analysis, publication of the link to access the BID NOTICE and the B3 PROCEDURE MANUAL on the B3 site.

On the other hand, B3 cannot work in activities, which are fundamental for the performance of the BID, nor can it lead or take decisions of the public administration, which cannot be delegated, in the BID, considering that such attributions are exclusive privilege of the GRANTING AUTHORITY, such as official or binding publications; access to the BID NOTICE and its APPENDIX, any data room, any information, any other manuals, any technical notes, clarifications of the BID NOTICE, changes in the time schedule or the deadlines, return of the PROPOSAL GUARANTEE in the security deposit modality, credit, liquidity, enforceability and execution of PROPOSAL GUARANTEE, any other guarantees, provision of documentation for check, solving failures or promotion of diligence, participation or qualification of BIDDERS, BIDDERS' and WINNING BIDDER'S obligations, any shareholders' agreements, any liquidation, any credits, any

tag-along and share rights, the GRANTING AUTHORITY'S obligations before the WINNING BIDDER and other stages of the BID not provided about in this manual.

## PREVALENCE BID NOTICE

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If there is any conflict between the provisions of this document and those of the BIDDING NOTICE, shall prevail the dispositions of the BIDDING NOTICE.

## DEFINITIONS AND ABBREVIATIONS

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

## BIDDING DOCUMENTS

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The documents related to the BID NOTICE will be available as described in the BID NOTICE. This B3 PROCEDURES MANUAL can also be obtained from the B3 website, at <http://www.b3.com.br/licitacoes/>.

## DOUBTS ABOUT THE B3 PROCEDURES MANUAL

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The ACCREDITED PARTICIPANTS and other interested parties interested in the BIDDING can clarify doubts regarding the BIDDING stages described in this B3 PROCEDURES MANUAL by e-mail le-mail [leiloes@b3.com.br](mailto:leiloes@b3.com.br).

The doubts sent to the aforementioned e-mail are not to be confused with any objection, clarification, or appeal to the BID NOTICE.

B3 points out that any guidance provided within the scope of specialized technical to the BID NOTICE does not constituted clarifications to the BID NOTICE in the acceptance provided in the article 40, VII of the Law N.º 8.666/93 and Chapter 3 – Request of Clarifications of the BID NOTICE.

## CHAPTER 1

### ACCREDITED PARTICIPANTS

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The BIDDER must be represented by an ACCREDITED PARTICIPANT in stages with B3, according to the BID NOTICE.

Whenever needed, B3 will contact the ACCREDITED PARTICIPANT and on its turn, the latter shall communicate with the BIDDER. Only a broker or a distributor authorized to work at B3 can represent the BIDDER. Such authorization can be confirmed in a list disclosed on the site of B3 at [http://www.b3.com.br/pt\\_br/produtos-e-servicos/participantes/busca-de-participantes/](http://www.b3.com.br/pt_br/produtos-e-servicos/participantes/busca-de-participantes/).

Each BIDDER can be represented by one ACCREDITED PARTICIPANT only and each ACCREDITED PARTICIPANT can represent one BIDDER only. In case of CONSORTIUM, the ACCREDITED PARTICIPANT will represent all members of the CONSORTIUM.

### AGREEMENT FOR INTERMEDIATION BETWEEN THE ACCREDITED PARTICIPANT AND THE BIDDER

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To formalize this intermediation, the BIDDER shall sign an agreement with an ACCREDITED PARTICIPANT, in the terms of the APPEDIX 1 of the B3 PROCEDURE MANUAL, this document must be presented within ENVELOPE 1 – PROPOSAL GUARANTEE, DOCUMENTS OF REPRESENTATION AND DECLARATION.

The document shall be signed by the ACCREDITED REPRESENTATIVES and by representatives of the ACCREDITED PARTICIPANT, by two witnesses and the signatures of the signatories shall be recognized by a notary public.

It must be presented proof of the signatory's powers submitted by the ACCREDITED PARTICIPANT only if the register of the ACCREDITED PARTICIPANT with B3 is not up to date.

Verification of the status of the ACCREDITED PARTICIPANT'S register at B3 can be checked by the e-mail [leiloes@B3.com.br](mailto:leiloes@B3.com.br), through the information of the corporate name of the ACCREDITED PARTICIPANT and the full name of the representatives that it wishes to consult.

## CHAPTER 2

### ENVELOPE DELIVERY DATE

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As provided for in item 8.1 of the BID NOTICE, the BIDDERS, duly represented by an ACCREDITED PARTICIPANT, must deliver in person at B3 the ENVELOPES 1, 2 and 3, on the dates and times provided for in the BIDDING schedule.

### REPRESENTATION

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The documents must be delivered through representatives of the ACCREDITED PARTICIPANT.

The representative powers will be verified by the B3 system

The verification of the registration status of the ACCREDITED PARTICIPANT representatives may be carried out by [cadastro@B3.com.br](mailto:cadastro@B3.com.br) c/c [leiloes@B3.com.br](mailto:leiloes@B3.com.br), by providing the information of the full name of its legal representatives

Just in case of the registration of the ACCREDITED PARTICIPANT with B3 is not up to date, shall be delivered by the ACCREDITED PARTICIPANT documents that proves its powers of representation, apart from any ENVELOPE, once that the ENVELOPE 1 will only be opened after the identification of the sufficient powers to the practice of this act.

At the end of the contribution, to concluded, the ACCREDITED PARTICIPANT must sign, together with B3, the receipt protocol in at least two copies, with B3 retaining one.

Although that the registration is not up to date, the ACCREDITED PARTICIPANT can provide its update with the registry area of B3, been excused to the present the documents mentioned above.

It is not necessary been able as operator of the stock exchange to act as representative of the ACCREDITED PARTICIPANT, but only been mandatory of it.

### ANALYSIS OF ENVELOPES

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After the delivery of the ENVELOPES, the BIDDING SPECIAL COMMISSION will promote the opening and analysis of ENVELOPES 1, the regularity of which will be required for the participation of BIDDERS in the PUBLIC BIDDING SESSION and subsequent steps.

The analysis of the documents may be carried out jointly by the BIDDING SPECIAL COMMISSION by the B3. All decisions regarding the suitability of the BIDDERS competes exclusively to the BIDDING SPECIAL COMMISSION.

The results of the analyzes will be released by the BIDDING SPECIAL COMMISSION on the dates indicated in the BID NOTICE schedule, in the website indicated in the BID NOTICE for the accompany of the BIDDING.

The documents analyzed by B3 will be in its guard for the subsequent archiving of the project.



**CHAPTER 3**  
**PROPOSAL GUARANTEE**

ACCEPTED MODALITIES

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

- Performance Bond Insurance Policy;
- Bank Bond Letter;
- Federal Public Bond; and/or
- Surety Deposit (Cash Surety).

According to the item 10.6 of the BID NOTICE, if the BIDDERS were in a CONSORTIUM, the contribution of the total amount of the PROPOSAL GUARANTEE, is allowed the segregation between the CONSORTIUM MEMBERS, regardless of the percentage of their participation in the CONSORTIUM, which may be one of the bond modalities, without any prejudice of the choice by the other CONSORTIUM MEMBERS of diverse modality.

It is also allowed the delivery of a unique PROPOSAL GUARANTEE, corresponding the integral value of the bond, by only one CONSORTIUM MEMBER.

RULES APPLICABLE TO ALL MODALITIES

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SPECIFIC DEPOSIT

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The BIDDERS shall make specific bond deposit to participate in the BID. Any bonds deposited at B3 for other operations of these ACCREDITED PARTICIPANT or BIDDERS are not part of the PROPOSAL GUARANTEE of the BID.

AMOUNT

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The PROPOSAL GUARANTEE must be emitted in national current amount, Real.

OBJECT

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According to the item 3, of the APPENDIX 3 or in the item 1, in the APPENDIX 4 of the present B3 PROCEDURE MANUAL, of the Performance Bond Insurance Policy or Bank Bond Letter, respectively.

#### VALUE

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According to the item 10.1, of the BIDDING, the PROPONENT must provide PROPOSAL GUARANTEE, with a minimum amount of R\$ 2.569.490,57 (two million five hundreds sixty-nine thousand four hundred ninety reais and fifty-seven cents), base date of May 2020.

#### NAME

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If the BIDDER participates alone, its own corporate name shall be stated in the guarantee instrument as taker/borrower/holder/depository.

#### CONSORTIUM

If the PROPONENT participates in a CONSORTIUM, PROPOSAL GUARANTEE using the name of the CONSORTIUM as taker/borrower/holder/depository will not be accepted, considering that CONSORTIUM is not legal entity. In this case, the PROPOSAL GUARANTEE can be submitted:

- In one instrument only using the corporate name of one CONSORTIUM member; or
- In different instruments, each of them using the corporate name of one CONSORTIUM member, and the sum of these instruments shall achieve the minimum amount indicated in item 10.1 of the BID NOTICE.

In all cases, the PROPOSAL GUARANTEE shall guarantee the CONSORTIUM'S liability, considering that the instruments that guarantees participation of part of the CONSORTIUM only is forbidden. The name of the CONSORTIUM, the corporate names of all CONSORTIUM members and their share percentage shall be stated in the description of the Performance Bond Insurance Policy, the Bank Bond Letter and/or shall be notified in case of Federal Public Bond.

#### INVESTMENT FUND

In case of investment funds, the PROPOSAL GUARANTEE shall be on behalf of the fund administrator. The name of the investment fund shall be stated in the description of the Performance Bond Insurance Policy, the Bank Bond Letter and/or shall be notified in case of Federal Public Bond.

## TERM

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According to item 10.3 of the BID NOTICE, the PROPOSAL GUARANTEE shall be in force for a period minimum of 180 (one hundred eight) days from the ENVELOPE DELIVERY DATE, including a clause that allows the possibility of extension for an equally period.

In case of Performance Bond Insurance Policy, as established at the Circular SUSEP n° 477/2013, item 19.2, “the Performance Bond Insurance Policy and endorsements will start and end at 24h on the dates indicated for that purpose.”

Therefore, it is necessary for guarantee insurance to be effective on the day before the ENVELOPES DELIVERY DATE, to comply with the provisions of item 10.5.3 of the BID NOTICE.

## VALUATION AND MAINTENANCE

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As provided for in item 10.3 of the BID NOTICE, up to 10 (ten) days before its expiration, the BIDDER must prove the extension, for the same period of the duration of the PROPOSAL GUARANTEE, observing the value adjustment under the terms of item 10.3.2 of the BID NOTICE. The B3 will monitor the valuation of the PROPOSAL GUARANTEE and the B3 will inform the BIDDING SPECIAL COMMISSION if it evaluates that any of these have suffered or are due to suffer deterioration in value or quality, so that the BIDDING SPECIAL COMMISSION may establish a period for the PROPONENT promotes the reinforcement or replacement of the PROPOSAL GUARANTEE, under the terms of the BID NOTICE.

## SUBSTITUTION

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After the end date and time for deposit of the PROPOSAL GUARANTEE, on the ENVELOPE DELIVERY DATE, these can be modified or replace with other accepted guarantees, as provided in the BID NOTICE and this B3 PROCEDURE MANUA, only upon expressed and prior consent

by the BIDDING SPECIAL COMMISSION or at the time of renewal, and to recompose their economic value and the enforceability conditions.

B3 will proceed to return of the replaced guarantees only after effective deposit of the replaced bonds.

B3 will make any transactions of deposited PROPOSAL GUARANTEES only upon expressed and formal order by the BIDDING SPECIAL COMMISSION.

## RETURN

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The return of the deposited bonds must be authorized by the BIDDING SPECIAL COMMISSION according to the specifications at the item 10.13 of the BID NOTICE and of the schedule provided at the BID NOTICE.

The return of the PROPOSAL GUARANTEE will be done through the BIDDER 'S ACCREDITED PARTICIPANT with B3, in the Performance Bond Insurance Policy, Bank Bond Letter and Federal Public Bond modalities. When authorized by the BIDDING SPECIAL COMMISSION, the B3 contacts the ACCREDITED PARTICIPANTS to schedule the return of the deposited bonds.

## EXECUTION

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According to item 19.6 and cases indicated in the BID NOTICE, the PROPOSAL GUARANTEE can be executed by the GRANTING POWER as operational support to B3. Whenever one or more conditions provided therein is/are verified, the BIDDING SPECIAL COMMISSION will be entitled with the right to execute the PROPOSAL GUARANTEE, notwithstanding the other penalties provided in law and in the BID NOTICE.

## RULES APPLICABLE TO THE PERFORMANCE BOND INSURANCE POLICY MODALITY

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### DOCUMENT FORMAT

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The following Performance Bond Insurance Policies will be accepted:

- The Insurance Company is duly constituted and authorized to operate by SUSEP
- The policy indicates the BIDDER as holder, in compliance with the specific rules;

- The policy indicates the Municipal Secretariat of Infrastructure - SEMINFRA, of Aracaju as beneficiary (CNPJ 13.128.780/0100-83);
- guidelines in APPENDIX 3 of this B3 PROCEDURES MANUAL are respected;
- No clauses are added that exempt the BIDDER or the Insurance Institution from its responsibilities;
- Follow Susep Circular Letter 477, dated September 30, 2013 and other conditions in force stipulated by the Private Insurance Superintendence - SUSEP; and
- The authenticity of the performance bond insurance policies with digital certificate can be checked on the insurance company's or SUSEP'S site;

#### MODE OF ISSUANCE AND CONTRIBUTION

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Instructions for the Performance Bond Insurance Policy modality:

- The BIDDER will request issuance of Performance Bond Insurance Policy to the insurance company that in preference, possibly prior registered at B3, in compliance with the criteria stipulated herein and, in the BID, NOTICE;
- The ACCREDITED PARTICIPANT will submit the Performance Bond Insurance Policy to B3 in ENVELOPE 1; it shall obligatorily be provided with digital certificate, considering that policies signed by pen with recognized or electronic signatures are admitted;
- B3 will assist the BIDDING SPECIAL COMMISSION to check the regularity of the documents.

#### REGISTRATION OF THE ISSUING COMPANY

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To prove the bond signatories' powers, the BIDDERS may use the registered administrators, who can be checked on the SUSEP site, as signatories of the Performance Bond Insurance Policies. In case the signatories' power cannot be proven according to the procedure above, the indications hereunder shall be followed. Institutions with updated register at B3 do not need to send documents to prove the representation powers. In case the institution issuing the PROPOSAL GUARANTEE is not registered or its register is not updated, it shall send the following documents, preferably within 10 (ten) business days before the ENVELOPE DELIVERY DATE:

- Corporate Bylaws/Articles of Association in force;

- Minutes of Meeting on Election of the board of the directors in force; and
- Powers-of-attorney for validation, in which authorization for signature/issuance of insurances shall be clearly stated.

The documents shall be sent original or authenticated copy thereof to:

B3 S.A. – BRAZIL, STOCK EXCHANGE, BALCONY  
 GERÊNCIA DE PROCESSOS LICITATÓRIOS BIDDING PROCESS MANAGEMENT  
 PRAÇA ANTÔNIO PRADO, 48, 4º ANDAR, PROTOCOLO DE CADASTRO  
 CENTRO, SÃO PAULO, SP, BRASIL  
 CEP 01010-010

In case of the institution has not provided or updated its register at B3 within the deadline described above, the documents can be included in ENVELOPE 1.

## RULES APPLICABLE TO THE BANK BOND LETTER MODALITY

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### DOCUMENT FORMAT

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The following Bank Bond Letters will be accepted:

- The Bank Bond Letters indicates the BIDDER as borrower, in compliance with the specific rules;
- The Bank Bond Letter indicating the Municipal Secretariat of Infrastructure - SEMINFRA, of Aracaju as beneficiary (CNPJ 13.128.780/0100-83);
- The obligations of the Bank Bond Letter towards the Municipal Secretariat of Infrastructure - SEMINFRA, of Aracaju as beneficiary (CNPJ 13.128.780/0100-83);
- The Guarantor Institution is a commercial, investment and/or multiple bank authorized to work in Brazil according to the Brazilian legislation and the proper regulation of the financial sector;
- The Guarantor Institution complies with the prohibitions of the National Monetary Council regarding the limits of indebtedness and diversification of the risk;
- The Guarantor Institution is a financial institution classified among first and second class, i.e., between “A” and “B” in the long-term rating scale of at least one of the risk rating agencies Fitch Ratings, Moody’s or Standard & Poors;

- The Guarantor Institution has the Embratel EMVIA system for B3 to check the authenticity of the Bank Bond Letter;
- The Bank Bond Letter is delivered in person on original paper copy;
- The Bank Bond Letter contains the recognized signatures of the legal representatives of the guarantor;
- The Bank Bond Letter is signed by two witnesses;
- The guidelines in APPENDIX 4 of this B3 PROCEDURES MANUAL are respected; and
- No clauses are added that exempt the BIDDER or the Guarantor Institution from its liabilities.

#### MODE OF ISSUANCE AND CONTRIBUTION

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Routine for the Bank Bond Letter modality:

- The BIDDER will request issuance of Bank Bond Letter to the Guarantor Institution of its preference, possibly prior registered at B3, in compliance with the criteria stipulated here in and in the BID NOTICE;
- The ACCREDITED PARTICIPANT will deliver the Bank Bond Letter in ENVELOPE 1; and
- B3 will assist the SPECIAL BIDDING COMMISSION to check the regularity of the documentation.

#### REGISTRATION OF THE ISSUING COMPANY

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To prove the powers of the bond signatories, the BIDDERS shall proceed according to the indications below:

Institutions with updated register at B3 do not need to send documents to prove the representation powers. In case the institution issuing the PROPOSAL GUARANTEE is not registered, or its register is not updated, it shall send the following documents, preferably within 10 (ten) business days before the ENVELOPE DELIVERY DATE:

- Corporate Bylaws in force;
- Minutes of Meeting on Election of the board of the directors in force; and
- Powers-of-attorney for validation, in which authorization for signature/issuance of bond letters shall be clearly stated.

The documents shall be sent original or authenticated copy thereof to:

B3 S.A. – BRASIL, BOLSA, BALCÃO  
BIDDING PROCESS MANAGEMENT  
PRAÇA ANTÔNIO PRADO, 48, 4º ANDAR, REGISTRATION PROTOCOL  
CENTRO, SÃO PAULO, SP, BRAZIL  
CEP 01010-010

In case the institution does not have updated register at B3 or has not done or updated within the deadline described above, the documents can be included in ENVELOPE 1.

#### RULE APPLICABLE THE FEDERAL PUBLIC BOND MODALITY

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##### ACCEPTED BONDS

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- Pre-fixed Treasury (National Treasury Letters - LTN);
- SELIC Treasury (Financial Treasury Letters - LFT);
- National B Series Treasury Notes (NTN-B);
- National Treasury Notes Series B Principal (NTN-B Principal);
- IGPM+ Treasury with Six-Month Interest (National Treasury Bonds - series C - NTN -C); or
- Pre-set Treasury with Six-Month Interest (National Treasury Bonds - series F – NTN-F).

##### TRANSFER AND DEPOSIT MODE

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The accounting blocking of a Federal Public Bond is done in the following routine:

- The BIDDERS, who are holder of their own Federal Public Bond portfolio, shall proceed to bond deposit upon transfer of these bonds in the Special Settlement and Custody System – SELIC to the account kept by B3 in the system.
- The BIDDER will request to the Financial Institution, which its bond position is related to in SELIC, to provide transfer to B3 in the system. Not necessarily the financial Institution that is holding the bond position is the ACCREDITED PARTICIPANT contracted by the BIDDER to represent it in the BID.
- The following information shall be sent by the BIDDER to B3:



- Data of the bonds to be transferred;
- Corporate name and code of the intermediating Brokerage Financial Institution, in which the BIDDER has its bond position; and
- Client's code and BIDDER'S account in the B3 Guarantee System (NGA);
- The bonds shall be transferred by the Financial Institution through a “non-financial operation” called “1023” in the Special Settlement and Custody System - SELIC, for execution of the transfer command.
- The ACCREDITED PARTICIPANT sends the information on the bonds to be transferred to B3. B3 provides correspondence of the entry in SELIC and follows up its update to confirm the deposit in the Guarantee System.
- After this procedure, B3 registers the transfer in the B3 Guarantee System (NGA). The brokers, who intermediate the bond transfer, can confirm it on site <https://clearing3.bvmfnet.com.br/Garantias/>.
- The delivery of the PROPOSAL GUARANTEE is confirmed digitally through the B3 system.

Because of the SELIC transfer deadlines, only available bonds, safeguarded by B3 in that system will be accepted as PROPOSAL GUARANTEES, within the deadline of the ENVELOPE DELIVERY DATE described in a BID NOTICE schedule.

## VALUATION

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The Federal Public Bonds transferred to the B3 guarantee account will be valued daily by their economic value as defined by the Ministry of Finance and determined by B3.

Omitted cases will be handled directly by the BIDDING SPECIAL COMMISSION.

B3 may inform the BIDDING SPECIAL COMMISSION at any time about the need to recompose bonds with the intention to keep the amount required by the BID NOTICE unchanged.

## RULES APPLICABLE TO THE SURETY DEPOSIT MODALITY

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Acceptance of the proof of deposit is made by the BIDDING SPECIAL COMMISSION, and B3 is not responsible for this act in any way whatsoever. B3 will also not undertake responsibility for the return of the PROPOSAL GUARANTEE deposited as cash surety, considering that the BIDDER shall contact the BIDDING SPECIAL COMMISSION directly for instructions.

## DELIVERY MODE

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The PROPOSAL GUARANTEE shall be delivered by means of original deposit receipt in ENVELOPE 1.

## DEPOSIT AND CONTRIBUTION MODE

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The BIDDER does not make the contribution to B3. The contribution shall be made as described in item 10.5.1 and 10.5.1.1 of the BID NOTICE.

Because of the compensation period, only resources safeguarded by the BIDDING SPECIAL COMMISSION will be accepted as PROPOSAL GUARANTEES, within the deadline of the ENVELOPE

DELIVERY DATE described in the BID NOTICE schedule.

## **CHAPTER 4**

### **PUBLIC SESSION**

#### **OBJECT, PLACE, DATE AND TIME**

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The characteristics of the object of the BID are described within the BID NOTICE and its related documents. The PUBLIC SESSION of the BIDDING will happen in B3.

The purpose of the PUBLIC SESSION to select the proposal with the lowest value of MAXIMUM MONTHLY PAYMENT, for the object of the BIDDING, at the terms of the item 11.1.1 and following at the BID NOTICE.

The SESSION CHAIRMAN may set a break during the PUBLIC SESSION, in case deems adequate for the progress of the works.

#### **POPULATION IN GENERAL**

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Access to the place of the PUBLIC SESSION is free for anyone, who would like to attend, considering that prior registration is not necessary, just identification at the reception. The limit of the physical capacity of the people present at the place will be observed, to maintain the building security.

The PUBLIC SESSION of the BIDDING will be transmitted publicly live, i.e., it will be available at the time it starts on [www.tvB3.com.br](http://www.tvB3.com.br).

Must be followed all the rules related to social distance, as well as other rules and best practices issued by Organs competent bodies regarding the security procedures related to the fight against contagion by COVID-19, must be observed, in accordance with the current regulations.

#### **BIDDERS QUALIFIED TO PARTICIPATE IN THE PUBLIC SESSION**

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BIDDERS who meet all the requirements of the BID NOTICE will be able to participate in the PUBLIC SESSION, under the terms of the disclosure about the result of the analysis of ENVELOPE 1, to be disclosed by the BIDDING SPECIAL COMMISSION as provided for in the BID NOTICE schedule.

#### **REPRESENTATION**

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In the PUBLIC SESSION, the intermediation between B3 and the BIDDER'S representative shall be done by the ACCREDITED PARTICIPANT.

Until the second business day before the PUBLIC SESSION, each ACCREDITED PARTICIPANT may indicate to B3, in the e-mail [leiloes@B3.com.br](mailto:leiloes@B3.com.br), the BIDDER'S members, who will be present at the PUBLIC SESSION, specifying up to 5 (five) people for the area restricted to the investors and others in the public area.

Access to the area restricted to the investors may be limited to assure isonomy, comfort and confidentiality of the PROPONENTS' communication at the PUBLIC BIDDING SESSION.

## DYNAMICS

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The procedures in the PUBLIC SESSION will be conducted by B3 in its premises, on behalf of the BIDDING SPECIAL COMMISSION and following the provisions in the BID NOTICE.

The decisions in the PUBLIC SESSION will be taken only by the L BIDDING SPECIAL COMMISSION.

The SESSION CHAIRMAN will start the PUBLIC SESSION offering the necessary information for conducting and a good understanding of the dynamics and will request the SPECIAL BIDDING COMMISSION the ENVELOPE 2 of each apt BIDDER, so that it can open publicly.

The ENVELOPE 2 will be considered valid if it complies with the requirements established in the applicable legislation and in the NOTICE, and only COMMERCIAL PROPOSALS in Reais (R \$), with 02 (two) decimal places, under the terms of item 11.1.1 of the BID NOTICE.

THE SESSION CHAIRMAN will open ENVELOPES 2, analyze, read to the public and classify the COMMERCIAL PROPOSALS, followed by the classification in ascending order, of the proposals offered and respective PROPONENTS, and finally, will proclaim the best classified PROPONENT, under the terms of the BID NOTICE.

## AVAILABILITY OF INFORMATIONS

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The proposals will be displayed in the B3 system in ascending order of value. Thus, the first place will be the one that offers the lowest value.

## DEADLOCK

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There might be a deadlock resolution according to item 17.3 of the BID NOTICE. In case of draw promoted by the SESSION CHAIRMAN on behalf of the BIDDING SPECIAL COMMISSION, the first drawn BIDDER will be the best classified.

#### FINAL RESULT

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After compliance with all stages before, the best classified BIDDER, will be immediately declared by the SESSION CHAIRMAN by the BIDDING SPECIAL COMMISSION.

## **CHAPTER 5**

### **QUALIFICATION**

#### **ANALYSIS OF THE QUALIFICATION DOCUMENTS**

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Once it is declared the result of the PUBLIC BIDDING SESSION, the BIDDER best ranked will have its QUALIFICATION DOCUMENTS already delivered, opened, right after the end of the PUBLIC BIDDING SESSION, mentioned in CHAPTER 4.

The documents will be opened and analyzed afterwards, in a reserved place and the SPECIAL BIDDING COMMISSION will decide about the documentation regularity.

Once the analysis of ENVELOPE 3 of the winning BIDDER is over, the SPECIAL BIDDING COMMISSION will render and judge its decision about the analysis result.

In case of inhabitation of the BIDDER best ranked, the other BIDDERS, successively, according to its classification, could have its ENVELOPE 3 analyzed, until one of the BIDDERS fulfills all the BID NOTICE requirements.

#### **ENVELOPE 3**

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The documents common to all types of BIDDERS must be observed, in addition to specific requirements for each type, according to what is stated in the BID NOTICE and in this B3 PROCEDURES MANUAL.

## **CHAPTER 6**

### **REMUNERATION OF B3**

#### **BID HOMOLOGATION AND REMUNERATION OF B3**

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In the terms of Item 19.3, (vii) of the BID NOTICE, B3 will charge the amount related to its remuneration, in the amount of R\$ 132,191.74 (one hundred thirty-two thousand one hundred ninety-one reais and seventy-four cents).

After the homologation, B3

After approval, B3 will issue, against the ACCREDITED PARTICIPANT who represented the AWARDED BIDDER, a bank collection slip for payment within 15 (fifteen) days from its issue, which must be paid before the contract is signed.

The amount will be updated annually by the positive variation of the National Board Consumer Price Index – IPCA/IBGE, disclosed by the Brazilian Institute of Geography and Statistics, or in case there are none, by the update index that might replace it, as of the base date of May, 2020, pursuant to Item 19.3, (vii) of the BID NOTICE.

B3 will issue a statement acknowledging the receipt of its remuneration and will send it to the SPECIAL BIDDING COMMISSION. This statement is a requirement for the signature of the CONCESSION CONTRACT.

## **APPENDIX 01**

### **CRENCIADA BIDDER AND ACCREDITED PARTICIPANT INTERMEDIATION AGREEMENT**

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*[place], [date] [month] [year].*

TO B3 S.A. – BRASIL, BOLSA, BALCÃO

BID NOTICE NO. 01/2020

ADMINISTRATIVE CONCESSION FOR THE PROVISION OF PUBLIC LIGHTING SERVICES IN THE CITY OF ARACAJU/SE, INCLUDING THE DEVELOPMENT, MODERNIZATION, EXPANSION, ENERGY EFFICIENCY, OPERATION, AND MAINTENANCE OF THE MUNICIPAL PUBLIC LIGHTING NETWORK.

In the terms of the law, the parties:

*[Corporate name of the ACCREDITED PARTICIPANT]*, A brokerage/distributing company situated at *[corporate headquarters of the ACCREDITED PARTICIPANT]*, registered in CNPJ/ME *[CNPJ of the ACCREDITED PARTICIPANT]*, herein represented in the terms of its Corporate Bylaws, hereinafter referred to as ACCREDITED PARTICIPANT; and

*[Corporate name of the BIDDER]*, situated at *[corporate headquarters of the BIDDER]*, registered in CNPJ/ME *[CNPJ of the BIDDER]*, herein represented in the terms of its Corporate Bylaws, hereinafter referred to as BIDDER;

in the terms of the BID NOTICE, the APPENDIX and the B3 PROCEDURE MANUAL of the referenced BID;

hereby RESOLVE to enter into the present agreement for intermediation by ACCREDITED PARTICIPANT in the BIDDER'S participation in the BID, in the acts practiced under B3 assistance to the GRANTING AUTHORITY.

1. The BIDDER and the ACCREDITED PARTICIPANT hereby declare to be aware of, accept and comply with, without any remarks, all terms, norms, obligations, condictions, formats and deadlines of the documents related to the BID, which are an inseparable part of this Agreement for all purposes, and therefore, permit adoption of the same meanings of the expressions:



- BID NOTICE, the APPENDIX and the B3 PROCEDURE MANUAL;
  - Time schedule
  - Documents and changes issued by the SPECIAL BIDDING COMMISSION;
  - All and any documentation that might be notified, disclosed or published within the scope of the BID; and
  - Subsequently, the B3 norms and procedures related to Auctions in general.
2. The BIDDER undertakes to deliver to the ACCREDITED PARTICIPANT and the ACCREDITED PARTICIPANT undertakes to deliver to the SPECIAL BIDDING COMMITTEE the following at B3, according to documents and Time Schedule of the BID:
- PROPOSAL GUARANTEE;
  - ENVELOPES 1, 2 and 3; e
  - Remuneration of B3, if agreed so.
3. The ACCREDITED PARTICIPANT registers its operators to work in the PUBLIC BIDDING SESSION:
- Main operator: [*Operator's full name*], registered in CPF [*Operator's CPF number*]; and
  - Contingency operator: [*Operator's full name*], registered in CPF [*Operator's CPF number*].
- 3.1. The credentials of the ACCREDITED PARTICIPANT'S operator shall be taken by him/her 30 (thirty) minutes before the beginning of the PUBLIC SESSION, directly from the SESSION CHAIRMAN. At the end of the PUBLIC SESSION, the credentials shall be returned to the same place, where they have been taken from.
4. It is obliged as a responsible and main payer of the remuneration of B3, in the terms of the BID NOTICE and the B3 PROCEDURE MANUAL.
5. The brokerage fee of the ACCREDITED PARTICIPANT for the intermediation object of this Agreement is freely agreed between the parties in [*commercial conditions agreed between the parties*].
6. The ACCREDITED PARTICIPANT does not undertake responsibility for non-inclusion of the BIDDER in the list of qualified bidders for the BID, to be notified directly by the SPECIAL BIDDING COMMISSION.
7. The BIDDER hereby recognizes and authorizes compulsory and/or upon-execution blocking by the GRANTING AUTHORITY, the SPECIAL BIDDING COMMISSION and/or B3 of assets accepted for PROPOSAL GUARANTEE according to the BID NOTICE and the B3 PROCEDURE MANUAL.

8. The execution of the PROPOSAL GUARANTEE will be done upon alienation, practice, act, form, mode, including extrajudicial, which is more efficient to obtain the resources necessary for the good compliance with the obligations undertaken by the BIDDER for his participation in the BID.

9. The BIDDER hereby grants special power to the ACCREDITED PARTICIPANT irrevocably and irreparably to represent it before B3, the other BIDDERS, bank or non-banking institutions, the Brazilian Central Bank, among other public entities or centralized or custody systems, in order to use all rights and undertake all obligations pursuant to the BID, which shall be complied with on behalf and as ordered by it in the terms of this Agreement, the BID NOTICE and the B3 PROCEDURE MANUAL, considering that for this purpose, it may instruct issuance of documents related to the operation and the procedure of the financial liquidation of all and any asset used as means of payment or guarantee, agree, transfer, receive and give settlement, enter into commitments, issue, withdraw and sign bills and documents on behalf of the BIDDER, as well as transact and practice all other acts necessary for the use of the PROPOSAL BOND, in the terms of the BID NOTICE and the B3 PROCEDURE MANUAL, and finally, B3 is granted with the same powers as those granted to the ACCREDITED PARTICIPANT with no remarks, regardless of the aforementioned order of nomination, to practice, on behalf and as ordered by it, all acts necessary and related to promotion, administration, compensation and liquidation of the means of payment and guarantees delivered to it for any purposes whatsoever, in the terms of the BID NOTICE and the B3 PROCEDURE MANUAL.

10. The present Agreement will be terminated upon the performance of both events:

- Withdrawal of the PROPOSAL BOND by the ACCREDITED PARTICIPANT from B3 and return to the BIDDER; and
- Until B3 acknowledges the receipt of its remuneration.

10.1. The termination of this Agreement by the parties will keep it valid for all effects on the pending obligations until these are duly settled.

11. All and any omission or tolerance of the parties in relation to the rights and the duties pursuant to this Agreement will not lead, unless expressly provided otherwise, to waiver to such rights, nor will it constitute an amendment or novation of the present Agreement.

12. The present Agreement binds all heirs and or successors of the parties, as well.

13. The ACCREDITED PARTICIPANT hereby undertakes to keep the identification and the information

related to the BIDDER secret, revealing it only to B3, the SPECIAL BIDDING COMMITTEE and the GRANTING AUTHORITY in the terms and the for the purposes of this Agreement.

14. The BIDDER hereby undertakes to manifest expressly to the ACCREDITED PARTICIPANT any change in its conditions or data for the ACCREDITED PARTICIPANT'S work and considering the due qualification and compliance with the conditions for participation in the BID at B3, the SPECIAL BIDDING COMMITTEE and the GRANTING AUTHORITY.

15. The court of the city of São Paulo is hereby elected as competent to solve any consequent doubts, considering that the ACCREDITED PARTICIPANT may choose, when author of the lawsuit, to file it for judgment at the BIDDER'S jurisdiction, if different.

16. Doubts and controversies pursuant to this Agreement will be solved by B3, hearing the SPECIAL BIDDING COMMISSION, prior to any judicial summons by any of the parties.

17. In witness of the truth, the parties sign the present instrument in *[fill in the number of copies negotiated by the parties, considering those necessary for the BIDDING documentation]* copies of equal content and format, in the presence of the witnesses nominated hereunder and undersigned to produce all its effects and purposes.

*Authenticated signatures of the ACCREDITED REPRESENTATIVES.*

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*[ACCREDITED REPRESENTATIVES' names]  
[BIDDER'S corporate name]*

*Authenticated signatures of the ACCREDITED PARTICIPANT'S representatives*

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*[ACCREDITED PARTICIPANT'S representatives' names]  
[ACCREDITED PARTICIPANT'S corporate name]*

Witnesses:

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Name:

R.G.:

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Name:

R.G.:

**APPENDIX 02**

**DOCUMENTOS DE HABILITAÇÃO**

In the terms of Item 12.1, of the BID NOTICE EDITAL, ENVELOPES 3 must be delivered containing, in its documentation, a Letter of Presentation to be issued according to the templated provided for in APPENDIX 3, of the BID NOTICE.

The BIDDES must present the documents that are applicable to all the BIDDERS, as well as the additional documents, applicable according to its nature.

ALL TYPES OF BIDDERS:

	<b>LEGAL QUALIFICATION</b>	<b>ECONOMIC- FINANCIAL QUALIFICATION</b>	<b>FISCAL REGULARITY</b>	<b>TECHNICAL QUALIFICATION</b>
<b>ALL BIDDERS</b>	Constitutive act, corporate by-laws or contract in force, accompanied by its changes if it is not consolidated, and, proof of the current BIDDERS administrators, duly	Negative certificate of bankruptcy or judicial reorganization request issued by the Court Distribution Office in the Municipality where the BIDDERS' headquarters are located and	Proof of enrollment in the General Taxpayers' Registry of the Ministry of Economy ("Cadastró Nacional da Pessoa Jurídica - CNPJ") Item 12.3.3, (i), of the BID NOTICE.	Documents pursuant to item 12.3.4, of the BID NOTICE.

LEGAL QUALIFICATION	ECONOMIC- FINANCIAL QUALIFICATION	FISCAL REGULARITY	TECHNICAL QUALIFICATION
<p>registered in the corporate register or competent body. Item 12.3.1, (i) of the BID NOTICE.</p>	<p>Negative certificate issued by the Court Distribution Office in general (enforcement proceedings) where the BIDDERS' headquarters are located, in case of non-entrepreneurial companies. The certificates should have been issued at most 90 (ninety) days before the ENVELOPES DELIVERY DATE, pursuant to Item 12.3.2, (i) of the BID NOTICE.</p>	<p>Proof of enrollment in the municipal and/or Municipal Taxpayer Register. Item 12.3.3, (ii) and (v), of the BID NOTICE.</p>	
	<p>Presentation of the balance sheet and accounting statements for the last fiscal year required under the law,</p>	<p>Proof of enrollment in the municipal and/or state Taxpayer Register Item 12.3.3, (ii) e (v), of the BID NOTICE.</p>	

LEGAL QUALIFICATION	ECONOMIC- FINANCIAL QUALIFICATION	FISCAL REGULARITY	TECHNICAL QUALIFICATION
	<p>duly registered with the competent registry body</p> <p>Item 12.3.2, (iii), of the BID NOTICE.</p>	<p>Proof of regularity related to Social Security and with the Severance Pay Fund (<i>“Fundo de Garantia do Tempo de Serviço – FGTS”</i>)</p> <p>Item 12.3.3, (iii), of the BID NOTICE.</p> <p>Negative certificates related to the debts of federal taxes and active debt of the Federal Government.</p> <p>Item 12.3.3, (iv), of the BID NOTICE.</p> <p>Proof of non-payment of outstanding debts before the Labor Court.</p> <p>Item 12.3.3, (vi), of the BID NOTICE.</p>	

CONSORCIUM

In addition to the documents applicable to all types of BIDDERS, those that are CONSORTIUM must present the following documents:

	<b>LEGAL QUALIFICATION</b>	<b>ECONOMIC- FINANCIAL QUALIFICATION</b>	<b>FISCAL REGULARITY</b>	<b>TECHNICAL QUALIFICATION</b>
<b>CONSORTIUM</b>		Check item 6.3., of the BID NOTICE, about economic-financial qualification, specifically to the ends of PROPOSAL GUARANTEE presentation.		Check item 6.3.3, of the BID NOTICE, about the fulfillment of technical qualification.

**FOREIGN**

In addition to the documents applicable to all types of BIDDERS, those that are foreign must present the following documents:

	<b>LEGAL QUALIFICATION</b>	<b>ECONOMIC- FINANCIAL QUALIFICATION</b>	<b>FISCAL REGULARITY</b>	<b>TECHNICAL QUALIFICATION</b>
<b>FOREIGN</b>	Authorization decree or equivalent, and act of registration or authorization for operation issued by the competent body, when the activity so requires Item 12.3.1.4, of the BID NOTICE.			

**SUPPLEMENTARY PENSION ENTITY**

In addition to the documents applicable to all types of BIDDERS, those that are supplementary pension entities must present the following documents:



	<b>LEGAL QUALIFICATION</b>	<b>ECONOMIC- FINANCIAL QUALIFICATION</b>	<b>FISCAL REGULARITY</b>	<b>TECHNICAL QUALIFICATION</b>
<b>PENSION ENTITY</b>	<p>Proof of express and specific authorization regarding the constitution and functioning of the supplementary pension entity, granted by the competent supervisory body, and declaration that the plans and benefits administered by it are not under liquidation or intervention by the Supplementary Pension Superintendence (“<i>Superintendência Nacional de Previdência Complementar – PREVIC</i>”) of the Ministry of Economy, or other entity that will officially replace it.</p> <p>Item 12.3.1.2, of the BID NOTICE.</p>	<p>Declaration that the plans and benefits administered by it are not under liquidation or intervention by the National Superintendence of Private Pension Plans (“<i>Superintendência Nacional de Previdência Complementar – PREVIC</i>”).</p> <p>Item 12.3.2.1., of the BID NOTICE.</p>		

FINANCIAL INSTITUTION

In addition to the documents applicable to all types of BIDDERS, those that are financial institutions must present the following documents:

	<b>LEGAL QUALIFICATION</b>	<b>ECONOMIC- FINANCIAL QUALIFICATION</b>	<b>FISCAL REGULARITY</b>	<b>TECHNICAL QUALIFICATION</b>
<b>FINANCEIRA</b>	Proof of authorization to operate as a financial institution issued by the Central Bank of Brazil (BACEN). Item 12.3.1.1., of the BID NOTICE.			

INVESTMENT FUND

In addition to the documents applicable to all types of BIDDERS, those that are investment funds must present the following documents:

	LEGAL QUALIFICATION	ECONOMIC- FINANCIAL QUALIFICATION	FISCAL REGULARITY	TECHNICAL QUALIFICATION
FUNDO DE INVESTIMENTO	Proof of hiring a manager, if any, as well as the election of the current acting manager. Item 12.3.1.3, (i), of the BID NOTICE.	Negative certificate of manager and administrative bankruptcy issued by the Court Distribution Office in general (enforcement proceedings) in the municipality where the BIDDER is based, dated at most 90 (ninety) days before the ENVELOPES DELIVERY DATE. Item 12.3.2, (i), of the BID NOTICE.		
	Proof of registration of the investment fund with Securities and Exchange Commission (“ <i>Comissão de Valores Imobiliários – CVM</i> ”). Item 12.3.1.3, (ii), of the BID NOTICE.			

LEGAL QUALIFICATION	ECONOMIC- FINANCIAL QUALIFICATION	FISCAL REGULARITY	TECHNICAL QUALIFICATION
<p>Investment fund regulation (and its subsequent amendments, if any). Item 12.3.1.3, (iii), of the BID NOTICE.</p> <hr/> <p>Proof of registration of the investment fund regulation towards the competent Registry of Securities and Documents or the Securities and Exchange Commission (“<i>Comissão de Valores Imobiliários – CVM</i>”), pursuant to Letter CVM/SIN 12/19. Item 12.3.1.3, (iv), of the BID NOTICE.</p>			

LEGAL QUALIFICATION	ECONOMIC- FINANCIAL QUALIFICATION	FISCAL REGULARITY	TECHNICAL QUALIFICATION
<p>CProof that the investment fund is duly authorized by the shareholders meeting to participate in the BIDDING and that its administrator can represent it in all acts and for all purposes of the BIDDING, assuming on behalf of the investments fund all obligations and rights arising from the BIDDING</p> <p>Item 12.3.1.3, (v), of the BID NOTICE.</p>			
<p>Proof of registration of the administrator and, in any, of the investment fund manager, in the Securities and Exchange Commission (“<i>Comissão de Valores Imobiliários – CVM</i>”).</p> <p>Item 12.3.1.3, (vi), of the BID NOTICE.</p>			

LEGAL QUALIFICATION	ECONOMIC- FINANCIAL QUALIFICATION	FISCAL REGULARITY	TECHNICAL QUALIFICATION
<p>Proof that the administrator, investment manager and the fund are not in a judicial liquidation process, by means of a certificate issued by the Court Distribution Office(s) of its headquarters, or by extrajudicial liquidation, by means of proof obtained in consultation with the website of the Brazilian Central Bank.</p> <p>Item 12.3.1.3, (vii), of the BID NOTICE.</p>			

## **APPENDIX 03**

### **MODEL FOR PERFORMANCE BOND INSURANTE POLICY**

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*If a Consortium, the Bidder must indicate in its qualification the composition of the Consortium and their respective qualifications. If an investment fund, it must indicate the corporate name of the fund and its administrator and / or manager, as applicable.*

#### **1. Taker**

- 1.1. BIDDER

#### **2. Insured**

- 2.1. [Municipal Secretariat of Infrastructure - SEMINFRA, of Aracaju (CNPJ 13.128.780/0100-83)]

#### **3. Object**

- 3.1. To guarantee the indemnity in case the BIDDER does not meet any of its obligations related to the Law or the Bid Notice No. [●]/2020, including the withdraw of its COMMERCIAL PROPOSAL during the validity period, the BIDDER refusal in signing the CONTRACT in case the BIDDER is declared the winner or the non-fulfillment of requirements for its signing, in the conditions and terms provided for in the referred BID NOTICE.

#### **4. Instrument**

- 4.1. Performance Bond Insurance Letter issued by the insurer duly constituted and authorized to operate by Superintendence of Private Insurance (“*Superintendência de Seguros Privados – SUSEP*”), observing the conditions of the normative acts of SUSEP applicable to the insurance, mainly the SUSEP Circular Letter No. 477/2013, Special Conditions of Field 0775, Modality I – Bidders’ Insurance.

#### **5. Amount insured**

- 5.1. The Guarantee Insurance Policy shall provide for the minimum amount of R\$ 2.569.490,57 (two million five hundreds sixty-nine thousand four hundred ninety reais and fifty-seven cents), base date of May, 2020.

#### **6. Validity**

- 6.1. The Guarantee Insurance Policy must have a minimum term of 180 (one hundred and eighty) days, counted from the date designated for the delivery of the envelopes, and can be renewed successively for an equal period according to the rules of the BID NOTICE, until the signature of the CONTRACT.

## **7. Additional Provisions**

- 7.1. The Guarantee Insurance Policy must have the following additional provisions:
  - (i) Statement by the Insurer that it knows and accepts the terms and conditions of the BID NOTICE;
  - (ii) Declaration by the Insurer that it will make the payment of the amounts provided for in the policy, within a maximum period of 30 (thirty) days, counted from the date of delivery of all related documents by the Insurer as necessary for the characterization and regulation of the claim; and
  - (iii) If the BIDDER fails to comply with the obligations covered by the Guarantee Insurance Policy, the Insured shall have the right to demand from the Insurer the due indemnity, when the notification made to the Policyholder is fruitless.



## APPENDIX 03

### MODEL OF BANK BOND LETTER

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To

SPECIAL BIDDING COMMISSION

[Municipal Secretariat of Infrastructure - SEMINFRA, of Aracaju]

Ref.: Bid Notice No. [●]/2020

1. By this Bank Bond Letter, the Guarantor Institution [●], headquartered in [●], registered with the CNPJ / ME No. [●] (“Guarantor Institution”), directly by itself and by its eventual successors, obliged before the [Municipal Secretariat of Infrastructure - SEMINFRA, of Aracaju (CNPJ 13.128.780/0100-83)] (hereinafter referred to as “Secretariat”), as a solidary guarantor of the [Municipal Secretariat of Infrastructure - SEMINFRA, of Aracaju], with registered office at [●], registered with CNPJ / ME No [●]] (“Insured”), with express waiver of the rights provided for in articles no. 821, 827, 835, 837, 838 and 839 of Federal Law No. 10,406, of January 10, 2002 (Brazilian Civil Code), and in Article 794 of Federal Law No. 13,105, of March 16, 2015 (Code of Civil Procedure Brazilian), for the faithful fulfillment of all the obligations assumed by the Insured in the Bidding Procedure described in the Bid Notice No. 01/2020 (“Bid Notice”), whose terms, clauses and conditions the Guarantor Institution expressly declares to know and accept.
2. As a result of this Bank Bond Letter, the Guarantor Institution is obliged to pay the Secretariat the amount of R\$ 2.569.490,57 (two million five hundreds sixty-nine thousand four hundred ninety reais and fifty-seven cents), base date of May 2020, if the Insured fails to comply with any of its obligations arising from the Law or the Bid Notice, including the withdrawal of its Commercial Proposal during its period of validity, the refusal of the Insured or a special purpose company to be constituted by it under the terms of the Bid Notice to sign the respective Concession Contract, in case the Insured is declared the winner of the bid in reference, or the non-compliance with the requirements for its signature.
3. The Guarantor Institution is also obliged, within the scope of the amount identified above, for the losses caused by the Insured, including, but not limited to fines applied by the Special Bidding Commission, representing the Secretariat, related to the bidding process, committing - make the payments resulting from these losses when they are required, within a maximum period of 48 (forty-eight) hours, counted from the receipt, by the Guarantor Institution, of the written notification sent by the Special Bidding Commission and / or the Secretariat .

4. The Guarantor Institution will not argue any objection or opposition from the Insured or invoked by it for the purpose of excusing itself from complying with the obligation assumed before the Special Bidding Commission and / or Secretariat, under the terms of this Bank Bond Letter.
5. If the Secretariat goes to court to demand compliance with the obligation referred to in this Bank Bond Letter, the Guarantor Institution is obliged to pay the arbitration, judicial or extrajudicial expenses.
6. The guarantee will be in effect for a period of 180 (one hundred and eighty) days, counted from the date designated for the delivery of the envelopes, as expressed in the Bid Notice, from [●] / [●] / [●] to [●] / [●] / [●], and the term may be successively extended, for an equal period, until the date of signature of the Concession Agreement.
7. The Guarantor Institution further declares that:
  - a) this Letter of Guarantee is duly accounted for, fully observing the regulations of the Central Bank of Brazil currently in force, in addition to complying with the requirements of applicable banking legislation
  - b) the signatories of this instrument are authorized to provide guarantees on their behalf and under their responsibility; and
  - c) its share capital is R\$ [●], being authorized by the Central Bank of Brazil to issue letters of guarantee and that the value of this guarantee is within the limits authorized by the Central Bank.

[Place and date]

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[notarized signature of legal representatives]

Witnesses:

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Name:

RG:

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Name:

RG: