

AUCTION PROCEDURES MANUAL

LEASING OF PUBLIC AREAS AND INFRASTRUCTURE FOR TRANSPORTATION AND STORAGE OF LIQUID FUELS IN BULK, LOCATED WITHIN THE ORGANIZED PORT OF SANTOS, NAMED STS13A; OF BULK MINERAL SOLID, ESPECIALLY FERTILIZER AND SALT, LOCATED WITHIN THE ORGANIZED PORT OF SANTOS, NAMED STS20; AND GENERAL CARGO, MAINLY PAPER AND CELLULOSE, LOCATED WITHIN THE ORGANIZED PORT OF PARANAGUÁ IN THE STATE OF PARANÁ, NAMED PAR01.

AUCTION NOTICES No. 01, 02 E 03/2019 - ANTAQ

SÃO PAULO, MAY 2019

B3 S.A. – BRASIL, BOLSA, BALCÃO

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INTRODUCTION

This **Auction Procedures Manual** aims to render general guidelines of complementary and informative nature to the **Auction Notices**.

B3 shall report any issues deriving from its service provision to **ANTAQ**.

Only **ANTAQ** may make final decisions.

B3 action is limited to technical support relating to the procedures inherent in **Auctions**, such as support for modeling of the dynamics; analysis of bidding notices and **Auctions Notices**; provision of resources and locales for sessions dedicated to receiving bids and holding **Public Auctions**; provision of locales and other facilities required for the safekeeping of documents; support for answering **Proponents'** questions about **Bid Securities** and **Public Auctions**; support for analyzing **Bid Securities** and **Qualification Documents**; managing and returning **Bid Securities**; supporting foreclosure and settlement of **Bid Securities**, when requested by **ANTAQ**; publication of **Auctions Notices** and of this **Auction Procedures Manual** on **B3's** website; and continual reporting on its activities to **ANTAQ**.

B3 gives no warranty that **ANTAQ**, **Proponents** in Auctions or **Awardees** will fulfill any or all their obligations, accepts no liability for any material damage or loss arising from **Auctions**, and will act neither as central counterparty nor as a substitute for any defaulting party.

Similarly, **B3** does not engage in basic activities inherent in **Auctions** or in non-delegable decision making by the public administration and the holders of these **Auctions**. Such activities, which are the sole prerogative of **ANTAQ**, include controlling the participation of **Proponents**, technical visits, publications of an official or binding nature, changes to timetables and deadlines, refunding of **Bid Securities** posted in cash, **Performance Bonds**, and documentation for interested parties to consult; drafting minutes and/or evaluate and judge oppositions and administrative appeals.

PREVALENCE OF THE PUBLIC NOTICE

If there is a conflict between the provisions set forth herein and those of the **Public Notices**, that which is set forth in the **Public Notices** shall prevail.

DEFINITIONS AND ABBREVIATIONS

The definitions in this manual are same as in the **Public Notices'** Chapter I, Section I – Definitions. Any new term that may come to be used in this manual does not substitute or invalidate the terms used in the **Public Notices**, which shall always prevail.

AUCTION DOCUMENTS

This manual may be obtained on the **ANTAQ's** website <http://www.antaq.gov.br> and also on **B3's** website, at <http://www.b3.com.br/licitacoes>.

CLARIFICATIONS

At any time during the **Auctions**, any interested party may request clarification of doubts about all operational procedures described herein by sending an email to leiloes@b3.com.br or by phone on +55 11 2565-6500.

B3 enlightens all guidance eventually provided in the context of the specialized technical advisory service do not constitute official clarifications within the legal meaning given by the article 40, VIII of the Bidding Law (Law 8666/93) and Chapter I, Section IV – Clarifications on the **Auction Notice**, of the **Auction Notices**.

CAPÍTULO 1

ACCREDITED BROKERAGE HOUSES

The **Proponent** shall be represented by an **CPLA** in procedures with **B3**, including if they become a winner, on **B3**'s payment.

Only market participant brokers authorized to perform as Trading Participants – TP and Full Trading Participants - FTP can represent **Proponents**. This authorization shall be confirmed on the Broker Search available on **B3**'s website at (http://www.b3.com.br/en_us/products-and-services/membership/participant-search/broker-search/).

Each **Proponent** can only be represented by a single **Accredited Brokerage Firm** and each **Accredited Brokerage Firm** can only represent a single **Proponent**, on each **Lease**.

INTERMEDIATION CONTRACT BETWEEN THE ACCREDITED BROKERAGE FIRM AND THE PROPONENT – ANNEX A

To formalize this intermediation, the **Proponent** shall sign a contract with an **Accredited Brokerage House**, following the terms of Annex A, in this manual.

In case of consortium, the contract may be formalized by:

- all consortium members and the **Accredited Brokerage House**;
- single agreements between each consortium member and the **Accredited Brokerage House**; or
- between the **Consortium Leading Company** and the **CPLA**, on the terms of the powers granted to the **Consortium Leading Company**, according to the consortium agreement described in the item 15.2.2 and subitems of the **Auction Notices**.

The powers granted to the **Accredited Brokerage Firm** representative will be verified on **B3**'s system.

Should the **Accredited Brokerage Firm** not be up to date, documentation must be provided to prove the powers necessary to the signature of Annex A on Volume 1.

The **Accredited Brokerage Firm** may verify the up-to-date representatives by emailing leiloes@b3.com.br with their full names.

The timing and form for delivery of Annex A are described in this manual on Chapter 2, **Deadline to Receive Documents**.

CHAPTER 2

DEADLINE TO RECEIVE DOCUMENTS

As described on items 20.1 e 20.2 of the **Auction Notices**, shall be delivered on 3 (three) sealed copies:

- Volume 1 – Preliminary Statements, Representation Documentation and Bid Security;
- Volume 2 – **Lease Proposal**; and
- Volume 3 – **Qualifying Documents**.

All documents must be hand-delivered by an **Accredited Brokerage Firm** representative, on the date and time described in Events 6 and 10 on item's 26.1.1 timetable, in the **Auction Notices**, at the address:

B3

275 XV de Novembro St.
Centro (Downtown), São Paulo, SP, Brasil

FORM OF DOCUMENTS

All documents must:

- Contain an Opening Letter, when required in the **Auction Notices**;
- Be filed in separately bound counterparts, per item 20.4.1 of the **Auctions Notices**;
- In portuguese, as per item 7.1 of the **Auction Notices**;
- If in a foreign language, be authenticated by a Brazilian consular authority in the country of origin and translated into Portuguese by a sworn translator or accompanied by a duly legalized translation, as per item 7.2 of the **Auctions Notices**;
- Be drawn up according to **Auctions Notices' Templates**, as per item 7.3 of the **Auctions Notices**;
- Be filed in the original or as an authenticated copy, except for **Bid Securities** posted as bank guarantees or surety bonds which must follow specific rules, as per item 13.1 of the **Auctions Notices**;
- Be also filed in electronic format without access restrictions or content protection, as per item 20.5 of the **Auctions Notices**;
- Be legible and without alterations, additions or deletions, as per item 20.4.1 of the **Auctions Notices**;
- Include certificates valid on the date of filing, which shall mean within the standard legal period of 90 (ninety) days from the date of issuance, as per item 13.1.1 of the **Auctions Notices**;
- Have all pages numbered sequentially, indicating the total number of pages in each page, including any separation pages, catalogues, drawings and figures, from the first to last pages of each counterpart separately, so that the last page number

is the total number of pages in the document, as per item 20.4.1 of the **Auctions Notices**;

- In its original format, on the first copy, as per item 13.1 of the **Auctions Notices**;
- Be authenticated copies on the 2nd and 3rd copies of Volume 1, accordingly to the prerogative of non-presentation of original documents on these copies, as per item 13.1 of the **Auctions Notices**;
- Be sealed and identified as per items 20.1 e 20.3 of the **Auctions Notices**;
- In three identical copies, identified as 1st copy, 2nd copy and 3rd copy, as per item 20.4 of the **Auctions Notices**;
- In a single pack, when **Qualification Documents**, as per item 20.1, 20.2 and 20.3 of the **Auctions Notices**;
- Display the initials of the **Accredited Representative** on the seal of each volume, stating the date and time next to the initials in the same person's handwriting, as per item 20.7 of the **Auctions Notices**;
- Display the initials of the **Accredited Representative** on each sheet, as per item 13.1 of the **Auctions Notices**;
- Contain the signature of at least one **Accredited Representative** in all signed documents, as per item 15.3 of the **Auctions Notices**; and
- Contain a Closing Term, as per item 20.4.1 of the **Auctions Notices**.

REPRESENTATION BY ACCREDITED BROKERAGE HOUSE

On the **Deadline to Receive Volumes**, the **CPLA** shall receive the Volumes 1 e 2, and after the **Auction**, the **Qualification Documents** shall be received, as per items 20.1, 20.2 and the preamble of the **Auction Notice**.

The **Accredited Brokerage Firm** will be responsible for the documents deliver to the **CPLA**. The powers granted to its representatives will be verified by **B3** on its proper system.

If, and only if the **Accredited Brokerage Firm** representatives' legal powers are out of date, new representation documents must be also delivered on the **Deadline to Receive Volumes**, apart from any Volume, as long as **Volume 1** shall only be opened after the duly identification the representative is vested with specific powers for this act.

The **Accredited Brokerage Firm** may verify the up-to-date representatives by emailing cadastro@B3.com.br c/c leiloes@B3.com.br with the information of their full names for verification.

It is not necessary to be a trading operator to act as **Accredited Brokerage Firm** representative.

CAPÍTULO 3

VOLUME 1

VOLUME 1 – PRELIMINARY STATEMENTS, REPRESENTATION DOCUMENTATION AND BID SECURITY

The Volume 1 must contain the following documents as per item 21.1 of the **Auction Notices**:

- **Bid Security** Sample accordingly to template 4 of Appendix 1 – **Auction Notice Templates**;
- **Bid Security**, accordingly to template 5 and 6 of Appendix 1 – **Auction Notice Samples of the Auction Notices**;
- Preliminary Statements
 - Statement of proposal independent preparation, accordingly to template 7 of Appendix 1 – **Auction Notice Templates** of the **Auction Notices**;
 - Statement of **Auction Notice** Terms Acknowledgment Absence of Impediment in **Auction** Participation, accordingly to template 9 of Appendix 1 – **Auction Notice Templates**;
 - Letter of Statement of Non-existence of Bankruptcy Procedure, Remaining Composition Agreement with Creditors, in court or out-of-court Debt Restructuring, or Insolvency, accordingly to template 10 of Appendix 1 – **Auction Notice Templates** of the **Auction Notices**;
 - Statement of Regularity to Article 7, XXXIII, of the Federal Constitution, accordingly to template 13 of Appendix 1 – **Auction Notice Templates**; and
 - Formal Declaration - Prerogatives regarding tie-breaking criteria established in art. 45, paragraph 2 and art. 3th, paragraph 2, Law no 8.666/93, accordingly to template 20 of Appendix 1 – **Auction Notice Templates**.
- Proof of power granted to **Accredited Representatives** and as per item 15.2.2 of the **Auction Notices**;
- Annex A of the Auction Procedures Manual – Intermediation Agreement between the **Accredited Broker** and the **Proponent**; and
- Power of attorney acts from the **Accredited Brokerage Firm**, for validation of the signatures of Annex A – Intermediation Agreement between the **Accredited Broker Firm** and the **Proponent**, only if its representatives' powers of attorney are out of date on **B3**'s system.

GENERAL RULES

Bid Securities may be posted in any of the following forms:

- Cash: beneficiary's copy, regarding deposit at a branch of Caixa Econômica Federal (CEF) compliant with article 82 of Decree 93872, dated December 23, 1986, and Decree-Law 1737, dated December 20, 1979;
- Insurance Bond: policy issued by eligible insurance company accordingly to the criteria established on sample 6 of Appendix 1 – **Auction Notice** Samples of the **Auction Notices**;
- Surety Bond: issued by banks accordingly to sample 7 of Appendix 1 – **Auction Notice** Samples of the **Auction Notices**;
- Government Bond: posted electronically by the institution or agent responsible for custody of bonds held by the **Proponent**.

Proponents must deposit specific **Bid Securities** to participate in the **Auction**. Any **Bid Securities** deposited with **B3** for other transactions by these **Accredited Brokerage Firms** or **Proponents** are not part of the **Auction Bid Securities**.

COMMUNICATION

Accredited Brokerage Firms will be responsible for all communication along with **B3** on behalf of its respective **Proponent**. In its turn, they must communicate with their **Proponent** regarding **B3's** guidelines.

CONSORTIUM

If consortium, **Bid Securities** must be provided by one of its' members, considering the consortium's absence of legal personality and its' eventual rules applicable to **Bid Securities** provision.

The **Bid Securities** shall be submitted as one instrument only, using the corporate name of a Consortium member; or as discrete instruments each using a corporate name of a consortium member, in such way that the sum of these reaches the maximum value.

In all cases, the **Bid Securities** shall ensure the responsibility of the consortium, with instruments guaranteeing the participation of a Consortium member alone being prohibited. The name of the consortium, the corporate names of all Consortium members and the percentages of their stakes must be contained in the description of the Insurance Bond, in the Surety Bond and/or be communicated in the case of Federal Government Bonds.

INVESTMENT FUNDS

In the case of an investment fund, the Bid Bond must be in the name of the fund Administrator.

CURRENCY AND VALUE

As defined in item 16.1 of the **Auctions Notices**, the **Proponents** must deposit guarantees at the minimum values and observe the monetary adjustment as per item 7.13 of the **Auctions Notices** and accordingly to the adjusted values published by **CPLA**.

TERM

Equal or greater than 1 (one) year, as the date of the **Deadline to Receive Documents**.

It is, from August 2nd, 2019 to August, 2nd, 2020 as per item 16.5 of the **Auctions Notices**. Accordingly to the applicable law statements, all bids shall consider the 24 hours of the minimum term required. It's recommended the inclusion of 1 (one) day to the initial term regarding the chosen modality.

If necessary, the **Proponent** shall extend the validity period of the **Bid Security** for the minimum validity period of 1 (one) year, at least 30 (thirty) days before its expiration, as per the **Auctions Notices**.

SPECIFICATIONS AND MAINTENANCE

B3 may review the specifications of the **Bid Security** if it judges that any of them have suffered or will suffer deterioration of value or quality. In this case, **B3** shall inform the **CPLA**, which will establish a time frame so that the **Proponent** must enhance or replace the **Bid Security**, pursuant the provisions of the **Auctions Notices**.

DEPLOYMENT

B3 shall only deploy **Bid Securities** in the terms of formal and express order from the **Bidding Special Committee**.

WITHDRAWAL

All deposited **Bid Securities**, except cash, shall be withdrawn from **B3** to **Accredited Brokerage Firms**, as per 13.3.1 of the **Auctions Notices**.

B3 shall not be responsible for the withdrawal of **Bid Securities** deposited in the modality of cash. In this case, a withdrawal letter shall be required directly to the **CPLA**.

ENFORCEMENT

The **CPLA** shall enforce the **Bid Securities**, with operational support from **B3**, in all cases established in the item 16.7 of the **Auctions Notices**.

Whenever the conditions therein being met, **CPLA** shall exercise the prerogative of enforcing the **Bid Securities**, without prejudice to other penalties foreseen in law and in the **Auctions Notices**.

PERFORMANCE BOND

The **Awardees** must deposit Performance Bonds directly to **ANTAQ**. **B3** will not participate on this act.

EXTENSION OF VALIDITY PERIOD

In case of extension of validity period, the **Bid Security** shall be reviewed in line with the variation of IBGE's broad consumer price index – IPCA, between the **Deadline to Receive Volumes** and the date of publication of the latest index prior to said renewal, as per item 16.6 of the **Auctions Notices**.

SUBSTITUTION

After the deadline for posting **Bid Securities**, they can be modified or replaced by other accepted guarantees, as provided for herein and in the **Auctions Notices**, only if specifically and expressly authorized by **CPLA** or at the renewal and for recomposition of their value and enforceability.

B3 will only withdraw replaced **Bid Securities** after their substitutes have been duly posted and accepted by **CPLA**.

CASH DEPOSIT

Proponents that opt to deposit **Bid Securities** in cash will not do so in **B3**. In compliance with article 82 of Decree 93872, dated December 23, 1986, and Decree-Law 1737, dated December 20, 1979, the cash must be deposited at a branch of Caixa Econômica Federal (CEF) chosen by the respective **Proponents**, as per item 16.3.3 of the **Auctions Notices**.

The beneficiary's copy must be included on Volume 1 as a proof of the cash deposit for further analysis by **CPLA**, which shall decide about its' regularity.

FEDERAL GOVERNMENT BOND

The following bonds shall be accepted, as per the **Auctions Notices**:

- Treasury Notes (National Treasury Bills – LTN);
- SELIC Treasury (Financial Treasury Bills – LFT);
- National Treasury Notes Series B (NTN-B);
- National Treasury Notes Principal Series B (NTN-B Principal);
- IGPM Treasury+ with Semi-Annual Interest (National Treasury Notes – C Series – NTN-C); and
- National Treasury Notes F Series (NTN-F).

TRANSFER AND DEPOSIT

This procedure consists on transfer from the custody account to **B3**'s custody account for book-entry blocking.

The **Proponent** shall request the Financial Institution to which its securities position in SELIC is linked to arrange the transfer together with the system, to **B3**.

The financial institution that has a securities position is not necessarily the **Accredited Brokerage Firm** contracted by the **Proponent** to represent it at the **Auction**.

Due to SELIC deadlines shall only be admitted as **Bid Securities** the bonds which are under **B3**'s custody in the **Deadline to Receive Documents**.

Relevant information:

- The securities must be transferred by the Financial Institution through a “non-cash transaction” denominated “1023” in the Special Settlement and Custody System (SELIC).
- Operated via SELIC;
- Transfer to **B3**'s guarantee account;
- Allocation on “others” modality;
- A financial institution shall execute the command of transfer; and
- **B3** will provide the match when identified the bonds entry on SELIC for further confirmation of the deposit on **B3**'s guarantee system named NGA.

B3 requires the following information:

- Bonds identification;
- Corporate name and code of the intermediate Brokerage House, in which the **Proponent** holds its securities position; and
- **Proponent**'s customer code and account code in **B3**'s NGA collateral system.

The abovementioned information may be obtained along with the financial institution's backoffice.

The blockage may be confirmed by the financial institution at <https://clearing3.bvmfnet.com.br/Garantias/>.

VALUATION

The Federal Government Bonds transferred to **B3**'s collateral account will undergo daily valuation, as defined by the Finance Ministry and calculated by **B3**.

B3 shall inform **CPLA**, at any time, of the need to replace security positions to retain unchanged the value required by the **Auction Notice**.

INSURANCE BOND

If insurance bond is the chosen modality, the policy must be contained on Volume 1.

Insurance Bonds shall be accepted if:

- Issued by insurance companies;
- The policy designates **ANTAQ** as the beneficiary;
- The directives of template 5 of Appendix 1 – **Auction Notice** Samples of the **Auction Notices**;
- The policy designates the consortium members, if applicable;
- Issued by duly constituted consortium member with a legal identity, if consortium;
- Follow strictly the established on SUSEP Circular nº 477, of September 30, 2013 and all existent conditions stipulated by Superintendence of Private Insurance (SUSEP);
- Clauses are not added that exempt the **Proponent** or Insurance Institution from their responsibilities, except those already existent on the sample from SUSEP Circular nº 477 of September 30, and further alterations;
- If signed eletronically, there are means of validation;
- If signed by hand, the signature is duly notarized; and
- The policies are digitally certified and subject to authenticity validation on the insurance company's website or SUSEP's.

SURETY LETTER

If surety letter is the chosen modality, the letter must be contained on Volume 1.

Surety letters will be accepted if:

- The issuer is a commercial bank, investment bank or a universal bank authorized to operate in Brazil, pursuant to Brazilian legislation or the internal rules of the financial sector;
- The bank complies with the prohibitions of the National Monetary Council regarding debt limits and risk diversification;
- The clauses of template 6 of Appendix 1 – Auction Notice Samples of the Auction Notices;
- No clauses are added exempting the Proponent from its' responsibilities;
- Signatures of the legal representatives are notarized;
- Signed by two witnesses;
- Containing the initials of the legal representatives on the obverse side and any other non-signed pages;
- Delivered in its' original version, being any copies forbidden; and
- The bank makes use of Embratel's EMVIA system so that **B3** can verify the authenticity of the letter.

REGISTRATION OF THE ISSUER BANK

For proof of the powers of the guarantee signatories, the **Proponents** shall proceed as follows.

Banks that have up-to-date registration with **B3** do not need to submit supporting documentation of representation. Should the Surety Letter issuing bank not be registered or should its register be out-of-date, it must submit the following documents preferably within 10 (ten) business days before the date of Delivery of the Documents:

- Current Corporate Bylaws/Articles of Association;
- Minutes of the Election of the present executive board; and
- Validation proxies, which must contain explicit authorization for the signature/issuance of letters of guarantee enforcement/placing.

The documents must be submitted (i) by email to cadastro@B3.com.br c/c leiloes@b3.com.br if digitally certified or in their original/certified copy to:

B3

CADASTRO

275 XV DE NOVEMBRO ST - PROTOCOLO GERAL
CENTRO (DOWNTOWN), SÃO PAULO, SP, BRASIL
ZIP CODE 01013-001

VOLUME 1 ANALYSIS

Right after the **Deadline to Receive Documents** the Volumes 1 shall be privately analyzed.

The analysis will be done jointly by **CPLA** and **B3**, but the decision making competes exclusively to the **CPLA**.

The analysis result shall be proclaimed by the **CPLA** which may promote actions to solve any failures that may be necessary for the submitted documents regularization, including through **B3**.

CAPÍTULO 4

AUCTION PUBLIC SECTION

VOLUME 2 OPENING AND PROPOSAL ORDERING

The Auction Public Section shall be conducted accordingly to the ascending order of **Auction Notices**, 01/2019 – STS20, 02/2019 – STS13A and 03/2019 – PAR01.

Shall only be contained on each Volume 2 the Lease Proposal, elaborated accordingly to Appendix 2 – **Lease Proposal Template**.

In the **Auction Public Section** the Volumes 2 already submitted in the **Deadline to Receive Documents** will be individually opened for each **Lease** for further proposal ordering, eventual outcry session by the **Accredited Brokerage Firm** operators, tie-breaking criteria or raffle.

QUALIFIED PROPONENTS

The **Proponents** that meet all requirements as set forth in the **Auctions Notices** and in this manual and thus acknowledged by the **CPLA**, shall be considered suitable for participation in the **Auction Public Session**.

GENERAL RULES

The **Auction Public Section** shall be conducted by **B3** on its' facilities, on behalf of the **CPLA**, at the following address:

B3
275 XV de Novembro St.
Centro (Downtown), São Paulo, SP.

DYNAMICS

The Session Director designated by **B3** shall initiate the **Auction Public Session** by informing all dynamics' procedure for the clear understanding of everyone.

1. WRITTEN LEASE PROPOSALS

The Session Director shall request from the **CPLA** the Volumes 2 – Lease Proposal of each suitable **Proponents**.

The Session Director shall:

- open all Volumes 2;
- read aloud the **Grant Amount** offered by the **Proponent**; and
- input the proposal value on **B3's** system for disclosure.

INFORMATION DISCLOSURE

After disclosed for each **Organized Port Area**, the proposals shall be ordered in descending sequence of higher **Grant Amount** as the first place is the best classified until the winner **Proponent** is defined.

2. OPEN OUTCRY SESSION

An open outcry session shall occur if there are two or more suitable proposals as the requirements provided in the **Auctions Notices**.

The following criteria shall be considered:

- If the proposal for the **Lease** is on the top three; and
- Proposal equal or higher than 90% (ninety percent) of the highest proposal for the **Lease**.

Examples:

Let's suppose there are four **Proponents**/proposals:

Value	100	95	90	80	70
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Shall only the three best bids be called to the open outcry, as all other bids do not comply with the equal or higher than 90% Grant Amount criteria, reason why there could not exist more than three **Proponents** on the open outcry.

Now, let's suppose there are other four **Proponents**/proposals:

Value	100	95	91	90	89
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Now there are four **Proponents** on the open outcry, **because the fourth bid complies with the 90% (ninety percent) minimum score**.

The 3 (three) best bids criteria is not enough to select the suitable **Proponents** for the open outcry on this scenario, as the minimum score must be also applied.

In this other scenario, there are the following bids:

Value	100	40	35	20	18
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The three best bids will be called to the open outcry and shall not be applied the minimum score of 90% (ninety percent).

When the suitable **Proponents** are called to the open outcry, they may manifest the absence of appetite to bid or proceed with open outcry bids.

Should all **Proponents** not wish to proceed with open outcry bids, the higher **Grant Amount** offered shall be verified for the winner bid to be known.

The dispute shall continue among the suitable **Proponents** while persists the will to bid in open outcry.

The open outcry bids must:

- overtake the highest **Grant Amount** of written proposals;
- comply with the minimum intervals amid proposals, that may be set by the Session Director;
- comply with the maximum time amid proposals, that may be set by the Session Director;

- modify the **Proponent's** ranking among the others; and
- not be identical or inferior than others.

EMPATE – RESUBMISSION OF WRITTEN PROPOSALS, OPEN OUTCRY AND RAFFLE

If there are identical written proposals within Volumes 2 and open outcry bids are not made, the tie shall be solved through resubmission of written proposals and shall win the **Proponent** who bids the higher **Grant Value**.

The Session Direct may stablish a maximum time for elaboration of the proposals to be resubmitted.

The written proposals must observe the criteria applicable to open outcry bids, when possible.

Should not be solved the tie, the **CPLA** will be consulted for application of tie-break criterion shall be those stablished on the **Auctions Notices**.

If the tie persists, it shall be solved through a raffle and the first selected **Proponent** shall be the best classified.

The raffle procedure will be repeated until all **Proponents** are duly classified.

3. FINAL RESULT

The best classified **Proponent** on the **Auction Public Session** shall be the one who offers the highest **Grant Amount**, regarding the described on the **Auctions Notices** and on this **Auction Procedures Manual**.

Following all previous stages, the winners shall be immediately proclaimed by the Session Director, on behalf of the **CPLA** and must ratify their winning proposals through the signature of a proper term to be issued by the **CPLA**.

CAPÍTULO 5

QUALIFICATION DOCUMENTS

DELIVERY AND ANALYSIS OF QUALIFICATION DOCUMENTS

After proclaimed the result of the Auction Public Session, the winning **Proponents** of each **Organized Port Area** must be aware of event 10 as per item 26.1.1, of the **Auctions Notices**, for the handling of their Volumes 3 on the proper time.

The Volumes 3 handed by the **Proponents** shall be opened and privately analyzed.

B3 does not analyze technical qualification documents or criteria.

After the duly verification of the submitted documents **B3** will hand a non-binding report to the **CPLA** to further evaluation and eventual promotion of actions to clarify or complement failures and defects of formal nature.

CPLA will decide about the regularity of each **Proponent**.

Concluded the analysis of the winners' Volumes 3 and the emission of a report, **CPLA** shall pronounce and disclosure its decision about the analysis result.

In case of ineligibility of the best classified **Proponent**, the others shall be called accordingly to its' ranking for analysis of their Volumes 3 until one of them may comply to all requirements of the **Auctions Notices**.

VOLUME 3

The general documents must be submitted by all types of **Proponents** besides the specific documents appropriate for each type, as provided in **Annex B**.

CAPÍTULO 6

B3 FEE

HOMOLOGATION AND FEE

After the **Auction** homologation is published, **B3** shall issue a bank collection slip in the value of BRL 247,854.93 (two hundred forty-seven thousand, eighty hundred fifth four reais and ninety-three cents) per **Organized Port Area** to be paid by the **Accredited Brokerage Firm** of each **Awardee**, which must be paid within 15 (fifteen) days but unflinching before the Lease Contract signature.

B3 fee will be reviewed in line with the variation of IBGE's broad consumer price index – IPCA as per item 7.13 of Auctions Notices, in case the payment is made after one year as the its' publications.

INTERMEDIATION CONTRACT BETWEEN THE ACCREDITED BROKERAGE FIRM
AND THE PROPONENT – ANNEX A

This document is available in the Portuguese version of this Manual as it must be submitted in Portuguese within Volume 1, as per item 7.1 of the Auctions Notices.

ANNEX B

QUALIFICATION DOCUMENTS

Volumes 3 must contain a Letter of Qualification Documents accordingly sample 8, Sample Letter of Qualification Documents of Appendix 1 – **Auction Notice Templates** and as per item 18.1 of **Auctions Notices**.

All **Proponents** must present a Proof of the public or private commitment to set up a Specific Purpose Entity, as per template 14 of Appendix 1 – **Auction Notice Templates**, accordingly to the specific items applicable to each **Proponent** and item 19.2 of the **Auctions Notices**.

If consortium, each component must state its financial good standing as per template 12 of the Appendix 1 – **Auction Notice Templates**.

ALL TYPES OF PROPONENTS:

	LEGAL QUALIFICATION	FINANCIAL QUALIFICATION	TAX REGULARITY	TECHNICAL QUALIFICATION
ALL PROPONENTS	Statute or Articles of Incorporation. Item 19.1.1 of the Auctions Notices .	Certificate of good standing attesting nonexistence of Bankruptcy request, outstanding composition with creditors, in court or out-of-court recovery. Item 19.7.1 of the Auctions Notices . Or Certificate of good issued by the District Judicial Distributor. Item 19.7.2 of the Auctions Notices .	Proof of registration in the Corporate Tax Payer Enrollment Number of the Ministry of Finance - CNPJ/MF. Item 19.10.1 of the Auctions Notices .	Technical Visitation Certificate, accordingly to template 16 of Appendix 1 – Auction Notice Templates . Or Full Knowledge Statement, accordingly to template 17 of Appendix 1 – Auction Notice Templates . Item 19.12 of the Auctions Notices .

	LEGAL QUALIFICATION	FINANCIAL QUALIFICATION	TAX REGULARITY	TECHNICAL QUALIFICATION
	Proof of current managers. Item 19.1.1 of the Auctions Notices .	Probative certificate issued by the office of case assignment of the Bidders' District. Item 19.7.1 e 19.7.2 of the Auctions Notices .	Certificate of Regularity from the Government Severance Indemnity Fund for Employees (FGTS). Item 19.10.2 of the Auctions Notices .	Commitment of pre-qualification as Port Operator or of hiring pre-qualified Port Operator accordingly to sample 20 of Appendix 1 – Auction Notice Samples . Item 19.12 of the Auctions Notices .
	Certificate issued by relevant Board of Trade or Registry Office, with updated information on the company's registration Item 19.1.2 of the Auctions Notices .	In case of an assigned judicial action, a full content certificate of the event must be attached, indicating the status of the updated process. Items 19.7.1 and 19.7.2 of the Auctions Notices .	Proof of fiscal regularity before the National Treasury, upon submission of a certificate jointly issued by the Federal Revenue Service of the Federative Republic of Brazil (RFB) and by the Attorney General of the National Treasury (PGFN), referring to all federal tax credits and to the Active Federal Debt (DAU). Item 19.10.3 of the Auctions Notices .	
	Corporate structure, indicating the direct and indirect shares in its capital up to its last level. Item 19.1.3 and subitem 19.1.3.1. of the Auctions Notices .	Statement of Financial Capability, accordingly to template 12 of Appendix 1 – Auction Notice Templates . Item 19.9 of the Auctions Notices .	Fiscal regularity before the State and Municipal Treasury Offices. Item 19.10.4 of the Auctions Notices .	

	LEGAL QUALIFICATION	FINANCIAL QUALIFICATION	TAX REGULARITY	TECHNICAL QUALIFICATION
	Agreements among shareholders or statement of their non-existence, except for the possibility of requesting that the access to eventual agreement of shareholders to be granted only to CPLA . Item 19.1.3 of the Auctions Notices .		Certificate proving the non-payer condition, if applicable. Item 19.10.4 of the Auctions Notices .	
			Certificate of inexistence of labor-related debts. Item 19.11 of the the Auctions Notices .	

FOREIGNERS

Foreigner **Proponents** must be aware of the orientations provided on Chapter III, Section I – Foreign Entity Participation of **Auctions Notices**.

In case of foreigner entities which do not operate in Brazil should submit documentation compliant to its' origin country and submit a proxy as a proof of legal representation in Brazil.

Foreigner **Proponents** must submit the following documents certifying the correlation between the administrative and legal documents usually required in bids in Brazil and the corresponding ones in the origin country, making use of samples 17 and 18 of Appendix 1 - Auction Notice Samples, if applicable:

	LEGAL QUALIFICATION	FINANCIAL QUALIFICATION	TAX REGULARITY	TECHNICAL QUALIFICATION	STATEMENTS
FOREIGNERS					In the case of foreign legal entities operating in Brazil, it is further required authorization decree and registration or authorization act to operate in Brazil, issued by the relevant body, when the activity so requires. Item 19.5 of the Auctions Notices .

					<p>Foreign legal entity that does not operate in Brazil and wishes to participate in the Auction, individually or in a Consortium, must provide the documentation requested in this Subsection, in accordance with the legislation of its country of origin, and must also present a power of attorney that proves the Legal Representation in Brazil and express statement that it is subject to Brazilian Legislation and that it waives any claim through diplomatic means, according to template 11 Appendix 1 - Auction Notice Templates. Item 19.6 of the Auctions Notices.</p> <p>Commitment to constitute a Special Purpose Entity, as defined by template 14, of Appendix 1 - Auctions Notices Templates. Item 19.6.1 of the Auctions Notices.</p>
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INVESTMENT FUND

Beyond the general documents applicable to all types of **Proponents**, investment funds must submit the following documents:

	LEGAL QUALIFICATION	FINANCIAL QUALIFICATION	TAX REGULARITY	TECHNICAL QUALIFICATION
INVESTMENT FUND	Constitutive act with last amendment filed with the competent body. Item 19.4.1 of the Auctions Notices .	Certificate of nonexistence of Bankruptcy of the fund manager and administrator, issued by the assigning registry office of their respective headquarters. Item 19.8 of the Auctions Notices .		
	Proof of investment fund registration in the Securities and Exchange Commission (CVM). Item 19.4.2 of the Auctions Notices .			
	Consolidated regulation of the investment fund with its subsequent amendments, if any. Item 19.4.3 of the Auctions Notices .			
	Proof of registration of the investment fund regulation before the relevant Registry of Documents. Item 19.4.4 of the Auctions Notices .			
	Proof of registration of the administrator and, if any, of the investment fund manager before the Brazilian Securities and Exchange Commission (CVM). Item 19.4.5 of the Auctions Notices .			
	Proof that the investment fund is duly authorized to participate in the bidding process, through the General Meeting Minutes authorizing the participation of the			

<p>investment fund in the bidding process or other equivalent document. Item 19.4.6 of the Auctions Notices.</p>			
<p>Presentation of the General Meeting Minutes that appointed the investment fund administrator, as well as the power of attorney specific to the representation of the administrator before the investment fund, including all acts and for all purposes of the auction, assuming on behalf of the fund all obligations and rights arising from its participation in the bidding process. Item 19.4.7 of the Auctions Notices.</p>			
<p>Commitment to constitute a Special Purpose Entity, as defined by sample 15, of Appendix 1 Auctions Notices Templates. Item 19.4.8 if the Auctions Notices.</p>			

SUPPLEMENTARY PENSION ENTITY

Beyond the general documents applicable to all types of **Proponents**, open or closed supplementary pension entities must submit the following documents:

	LEGAL QUALIFICATION	FINANCIAL QUALIFICATION	TAX REGULARITY	TECHNICAL QUALIFICATION
PENSION ENTITY	A document proving express and specific authorization regarding its constitution and functioning, granted by the competent supervisory body. Item 19.3 of Auctions Notices .			
	Statement that the plans and benefits managed by it are not under liquidation or intervention from the National Superintendence for Supplementary Pensions Funds in the Treasury Department. Item 19.3 of Auctions Notices .			