



PREFEITURA DE ITANHAÉM

ESTÂNCIA BALNEÁRIA | ESTADO DE SÃO PAULO

ANNEX D

B3 PROCEDURE MANUAL

CONCESSION NOTICE No. 07/2022

Administrative concession for the of public lighting provision services in the Municipality of Itanhaém/SP, including modernization, efficiency, expansion, management, operation and maintenance of the Municipal Public Lighting System

SAO PAULO, FEBRUARY, 2023

B3 S.A. - BRAZIL, STOCK EXCHANGE, COUNTER



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INTRODUCTION

This PROCEDURE MANUAL has an informative character and complementary to the NOTICE.

B3 will report to the SPECIAL BIDDING COMMISSION any and all questions arising from its service.

Any decision is solely and only for the COMMISSION.

B3's performance is limited to technical support related to the operational procedures inherent to bidding, such as: analysis and contributions to THE EDICT; preparation of the PROCEDURE MANUAL; infrastructure provision for sessions held in its premises; guarding of documentation; support for sanitation of doubts regarding the operational procedures of this PROCEDURE MANUAL; support for document analysis, except technical qualification; management and return of PROPOSAL GUARANTEES; and NOTICE publication and the PROCEDURE MANUAL on the B3 website.

B3 does not guarantee compliance with any obligation of the GRANTOR or the COMMISSION, of any of the participants of the BIDDING OR THE CONTRACTOR, remaining exempt from any equity risk arising from the BIDDING, not assuming a position of guarantor or substitute of any defaulting party.

B3 is not responsible for acting in activities fundamental to the existence of bidding, nor to be the forerunner of indelegable decision-making of the Public Administration, and these attributions are exclusive prerogatives of the COMMISSION and the GRANTOR, such as issues related to the participation of BIDDERS; technical visits; official or binding publications; access to the NOTICE and attachments, eventual data room; any information; other manuals, technical note, clarifications to THE NOTICE; drafting of minutes, provision of documentation for consultation of interested parties and / or evaluate and judge challenges and administrative resources; changes and disclosure of schedule or deadlines; return of PROPOSAL GUARANTEE in the mode deposit deposit; credit, liquidity, feasibility and execution of PROPOSAL GUARANTEE; any other guarantees; rehabilitation of failures or promotion of due diligences; BIDDERS' participation or qualification; BIDDERS' and WINNING BIDDER'S obligations, any shareholders' agreements, eventual liquidation, any credits, *possible rights of tag along* and participation, obligations of the GRANTOR before the winning BIDDER; and other stages of the BIDDING not provided in this MANUAL.



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PREVALENCE OF THE NOTICE

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

DEFINITIONS AND ABBREVIATIONS

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

The term ACCREDITED PARTICIPANT employed in this manual has the same meaning as accredited BROKER, defined in the NOTICE.

BIDDING DOCUMENTS

The documents related to the BIDDING will be officially made available as provided in the preamble of the NOTICE.

This PROCEDURE MANUAL can be obtained from [•] and http://www.b3.com.br/pt_br/produtos-e-servicos/negociacao/leiloes/licitacoes-e-alienacoes/operacoes/em-andamento-e-anteriores/ in the "Bids and Disposals" section.

CLARIFICATION OF QUESTIONS

At any time of the BIDDING, all interested parties may answer doubts about the operational procedures described in this PROCEDURE MANUAL with the Superintendence of Bidding Processes, by the e-mail address leiloes@B3.com.br and/or by phone (11) 2565-6500, and the answers provided by B3 are not binding, having only guidance.

B3 points out that any guidance provided in the scope of specialized technical advice to bids, do not constitute clarifications to the NOTICE within the meaning of item 3 of the NOTICE –CLARIFICATIONS TO THE NOTICE.



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CHAPTER 1 - ACCREDITED PARTICIPANTS

BIDDERS must be represented by PARTICIPANTS ACCREDITED in stages with B3.

Only authorized participating institutions as Trading Participants - PN and Full Trading Participants - PNP may represent BIDDERS. See list published on *the* B3 website (http://www.b3.com.br/pt_br/produtos-e-servicos/participantes/busca-de-participantes/participantes/).

Each ACCREDITED PARTICIPANT may represent only one BIDDER; and each BIDDER can only be represented by a single ACCREDITED PARTICIPANT.

ANNEX 1 - INTERMEDIATION CONTRACT BETWEEN THE BIDDER AND THE ACCREDITED PARTICIPANT

THE BIDDER shall enter into a contract with an ACCREDITED PARTICIPANT, in accordance with the conditions of Annex 1 of this MANUAL OF PROCEDURES.

In the case of consortium, a contract may be entered into:

- among all members and the ACCREDITED PARTICIPANT; or
- individual contracts between each CONSORTIUM and the ACCREDITED PARTICIPANT; or
- between the consortium leader and the ACCREDITED PARTICIPANT, pursuant to the grantors conferred on the consortium leader according to item 9.1.2.ii of the NOTICE.

The powers of the ACCREDITED PARTICIPANT will be verified via B3 System.

If there are no representatives of the ACCREDITED PARTICIPANT with enough powers for the conclusion of Annex 1 under the signature card of B3, representation documents may be presented in ENVELOPE No. 1 - PROPOSAL GUARANTEE. The powers of the grantors of the mandate instruments will also be verified via the B3 System.

The verification of the registration status of the ACCREDITED PARTICIPANT can be carried out leiloes@B3.com.br, through the information of the full name of its legal representatives.



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The time and form of presentation of Annex 1 will be described IN CHAPTER 2 - ENVELOPES DELIVERY of this PROCEDURE MANUAL.



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CHAPTER 2 - ENVELOPES DELIVERY

Under item 8. 2 of the NOTICE, must be delivered in two (2) ways:

- ENVELOPE No. 1 - PROPOSAL GUARANTEE;
- ENVELOPE No. 2 - COMMERCIAL PROPOSAL; and
- ENVELOPE No. 3 - QUALIFICATION DOCUMENTS.

The documentation must be delivered, in person, by the ACCREDITED PARTICIPANT before the SPECIAL BIDDING COMMITTEE, according to the date, time and place provided in the schedule set out in ANNEX E of the NOTICE, in B3.

FORM OF DOCUMENTS

All documentation must be presented:

- In 2 (two) pathways, identified in the form of item 8.1 of the NOTICE, each accompanied by a flash drive with identical content in non-editable PDF format, according to item 8.11 of the NOTICE, and bound separately;
 - In 1 (one) original route and 1 (one) simple copy, except the PROPOSAL GUARANTEES that must always be delivered in its original form in the 1st way of ENVELOPE No. 1 - PROPOSAL GUARANTEE AND REPRESENTATION DOCUMENTS, admitted warranty insurance with digital certification, according to item 8.4.ii of the NOTICE;
 - With the copies bound separately, all pages numbered sequentially and containing "Opening Term" followed by an index, and, at the end, "Closing Term", pursuant to item 8.3 of the Public Notice.
- With all pages initialed by the ACCREDITED REPRESENTATIVE, pursuant to item 8.6 of the NOTICE;
- Containing the initials of the LEGAL REPRESENTATIVE or ACCREDITED PARTICIPANT on the seal of each of the ENVELOPES, inserting date and time of own fist to the side, according to item 8.6;



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- In Portuguese, according to item 8.8.1 and specific items;
- Following the templates of the NOTICE whenever there are, according to specific items;
- Containing documents and certificates valid on the date of delivery, being admitted, in the case of certificates delivered without express expiration date, those issued within 90 (ninety) days prior to the DATE OF ENVELOPES DELIVERY, unless another validity is established by law, according to item 8.12.1 of the NOTICE;

REPRESENTATION PER ACCREDITED PARTICIPANT

The powers of the legal representatives of the ACCREDITED PARTICIPANTS will be verified in the B3 system. Prior consultation may be carried out by the Document Portal by the ACCREDITED PARTICIPANT herself, according to the guidelines of item 2. Main Screen and its Features, c) Consultation, navigation manual.

If the registration of the ACCREDITED PARTICIPANT is out of date, the ACCREDITED PARTICIPANT may arrange its update according to the guidelines of item 4. Make Requests, a) Include new attorney or b) Update of registration and corporate data, navigation manual, as applicable.

In the absence of registration update, the delivery of documents proving their powers of representation will be allowed, provided that they are departed from any envelope.

No ENVELOPE is opened at a time other than that provided in the Schedule. If the B3 registration is out dated and physical documentation needs to be delivered, they must be separate from the sealed ENVELOPES.



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CHAPTER 3 - ENVELOPE NO. 1

ENVELOPE NO. 1 - PROPOSAL GUARANTEE

THE BIDDER must present in ENVELOPE No. 1 - GUARANTEE OF THE PROPOSAL the documents indicated in the NOTICE, listed below:

- WARRANTY OF PROPOSAL, according to ANNEXES B and Anexo 3 and 4 of this MANUAL if insurance-guarantee or security; or routine applicable to public securities and cash security, in accordance with the NOTICE;
- Documents proving the powers of the legal representatives of the issuer of the Proposal Guarantee, only if the respective registration in B3 is not updated, in accordance with the topic "POWERS OF LEGAL REPRESENTATIVES OF THE ISSUING BANK", of this Chapter, in this Manual;
- Documents to prove the powers of ACCREDITED REPRESENTATIVES, according to item 9.1.2 and their sub-items, of the NOTICE;
- Annex 1 of this MANUAL OF PROCEDURES - Intermediation Contract between THE BIDDER and the ACCREDITED PARTICIPANT;
- Documents representing the ACCREDITED PARTICIPANT to verify the powers of the signatories of Annex 1 - Intermediation Agreement between THE BIDDER and the ACCREDITED PARTICIPANT, only if its legal representatives do not have registered/updated powers on B3 system;
- Presentation of "Commitment to the Constitution of a COMPANY OF SPECIFIC PURPOSE", pursuant to item 6.3.11 of the NOTICE;
- Specific declaration in which it shall indicate in which prerogatives relating to the tiebreaker criteria, in accordance with the model set out in ANNEX F.



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GENERAL RULES

The OFFER GUARANTEE can be submitted in the following modalities:

- Cash security: proof of bank deposit to the account indicated in item 1.4.1 of ANNEX B of the NOTICE;
- Insurance-Guarantee Policy: Policy issued by an eligible insurer, according to the criteria set forth in the ANNEX 3 model of this MANUAL, according to item 1.4.4 of ANNEX B of this NOTICE;
- Bank Guarantee Letter: Letter of guarantee issued by a bank, according to the model of ANNEX 4 of this MANUAL, as set forth in item 1.4.3 of ANNEX B of the NOTICE; and
- Public Debt Securities: Electronic contribution made by the custody agent of the securities of THE BIDDER, as set forth in item 1.4.2 of ANNEX B of this NOTICE.

THE BIDDERS are obliged to make a specific guarantee deposit for participation in the BIDDING. Any guarantees deposited with B3 for other operations of accredited participants will not integrate the PROPOSAL GUARANTEES.

COMMUNICATION

Accredited PARTICIPANTS will be the focal point for dealing with issues related to the PROPOSAL GUARANTEE with B3. Those, in turn, must communicate with THE BIDDER.

CONSORTIUM

If the BIDDER is in consortium, the guarantees may be provided by only one of the consortium members, according to the rules observed by the CONSORTIUM and the provisions of item 1.5 of ANNEX B of the NOTICE, given the absence of legal personality of the CONSORTIUM.

It is permissible to grant the PROPOSAL GUARANTEE composed among the consortium members, provided that the responsibility of the entire consortium is guaranteed over the obligations contracted by all the consortium members due



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to the participation in the BIDDING, being delimited the instrument that guarantees only the obligations of a given consortium.

THE PROPOSAL GUARANTEE shall indicate the name of the CONSORTIUM and relate all its members, with the respective percentage interests, regardless of whether the PROPOSAL GUARANTEE has been provided by one or more consortium members.

The consortium, if decided by it, can choose different modalities of PROPOSAL GUARANTEE, in order to make up the total value of the PROPOSAL GUARANTEE.

The value of the PROPOSAL GUARANTEE provided by one or more consortium members will not depend on the percentage of their participation in the consortium.

INVESTMENT FUNDS

In the case of investment funds, the guarantee shall be provided by its administrator or manager, as provided for in the fund's regulation.

CURRENCY AND VALUE

The Bid Guarantee must be issued in national currency (Real - BRL), in the amount of R\$ 1,315,249.01 (one million, three hundred and fifteen thousand, two hundred and forty-nine reais and one cents), as provided for in item 1.1 of ANNEX B of the NOTICE

DURATION

Equal to or greater than 180 (one hundred and eighty) days, counted from the DATE OF RECEIPT OF THE ENVELOPES, that is, April 11, 2023 to October 8, 2023, according to item 5 of ANNEX E of the NOTICE.

In compliance with the regulations applicable to the guarantee insurance, in order for the 24 (twenty-four) hours of the minimum period of validity to be considered, there must be an addition of 1 (one) day to the effective date, that is, the term must be from April 10, 2023 to October 8, 2023.

In being characterized a hypothesis of renewal, THE BIDDER must provide the renewal instrument for an equal period before the end of its validity.



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VALORATION AND MAINTENANCE

B3 will constantly evaluate, during the permanence of the PROPOSAL GUARANTEES in its custody, the economic value and adherence to the maintenance and/or replacement of the PROPOSAL GUARANTEES, if it deems that any of these have suffered or are due to suffer deterioration in value or quality.

In this case, B3 will inform the COMMISSION, which may set a deadline for THE BIDDER to promote its maintenance and/or replacement, and it is solely up to the COMMISSION to decide whether or not to remake.

DRIVE

B3 will only move PROPOSAL GUARANTEES in express and formal order of the COMMISSION.

RETURN

All PROPOSAL GUARANTEES presented that are under the custody of B3, that is, all warranty modalities except cash security, will be returned by B3 to the ACCREDITED PARTICIPANT or the participant will be informed that the security submitted is no longer in the custody and management of B3, in the case of insurance-guarantee, considering that it is an instrument with digital certification.

B3 will not be responsible for the return of the PROPOSAL GUARANTEE that is deposited in the form of a cash security deposit, which must be made after the request for a letter of release to the COMMISSION.

EXECUTION

The PROPOSAL GUARANTEES may be executed in favor of the beneficiary, upon notification of the COMMISSION, with operational support from B3, in the hypotheses proposed in the NOTICE.

Whenever one or more conditions are provided for therein, the COMMISSION shall have the prerogative to implement the PROPOSAL GUARANTEE, without prejudice to other penalties provided for in the applicable legislation and in the NOTICE.



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GUARANTEE OF THE CONTRACT EXECUTION

The winning BIDDER shall deliver the GUARANTEE OF THE CONTRACT EXECUTION directly to the GRANTOR and not to B3.

RENEWAL

In the event of renewal, the guarantee instrument must be replaced by a valid and current instrument, in accordance with the NOTICE, or maintenance instrument should be presented, as an endorsement, in case of insurance-guarantee, or additive, in case of bank guarantee.

REPLACEMENT

After the date and time limits for ENVELOPES delivery, the PROPOSAL GUARANTEES may only be modified or replaced upon express and prior consent of the COMMISSION or at the time of its renewal, and/or for the recomposition of its economic value and conditions of feasibility.

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

CASH SECURITY

THE BIDDER who chooses to present the PROPOSAL GUARANTEE in the form of a cash security deposit will not have its BIDDING GUARANTEE deposited in the custody environment of B3.

The proof of the cash security, made pursuant to item 1.4.1 of ANNEX B of the NOTICE, must be contained in ENVELOPE No. 1 - PROPOSAL GUARANTEE and the regularity of the contribution will be verified directly by the COMMISSION.

GOVERNMENT DEBT SECURITIES

Accepted public titles, as provided for in the NOTICE:

- National Treasury Bills (LTN);
- Treasury Financial Bills (LFT);
- National Treasury Notes Series B (NTN-B);
- National Treasury Notes Main Series B (NTN-B Principal);



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- National Treasury Notes Series C (NTN-C); and
- National Treasury Notes F Series (NTN-F).

TRANSFER AND BLOCKING OF SECURITIES

This is a procedure for transferring the securities, from the custody account to the synthetic account of B3, for book keeping.

This transfer must be requested from the financial institution to which the securities position is linked, which should not necessarily be the ACCREDITED PARTICIPANT representing it in the BIDDING.

Due to the transfer deadlines of the Special Settlement and Custody System - SELIC, only securities available under the custody of B3, in that system, will be accepted as a guarantee, within the period of contribution indicated in the NOTICE.

Relevant information about the operation:

- It is a "financialless transaction" called "1023";
- Performed via SELIC;
- Transfer to the account maintained by B3 on this system;
- Allocation of securities in the "other" modality;
- The financial institution will execute the transfer command; and
- B3 will arrange the correspondence of the posting in SELIC, for further confirmation of the deposit in the B3 Guarantee System (NGA).

B3 requests the following information for verification of the contribution:

- Data of the securities being transferred;
- Company name and code of the intermediary financial institution, in which THE BIDDER holds its position of securities; and
- Customer code and BIDDER's account on the B3 Guarantee System (NGA).



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This information may be obtained from the *backoffice* of the financial institution to which the securities position is linked.

Financial institutions that have a record on the system and that mediate the transfer of securities can confirm it through <https://clearing3.bvmfnet.com.br/Garantias/>.

VALUATION

The government securities transferred to B3's guarantee account will be valued daily to ascertain their economic value, as defined by the Ministry of Economy and determined by B3.

B3 may inform the SPECIAL BIDDING COMMITTEE at any time about the need to remake securities with the intention of keeping unchanged the amount required by the NOTICE for the PROPOSAL GUARANTEE.

INSURANCE-GUARANTEE

If the contribution is made in this modality, the insurance guarantee policy must be contained in ENVELOPE No. 1 - PROPOSAL GUARANTEE.

Guarantee insurance will be accepted, provided that:

- Issued by insurers;
- The corresponding policy indicates the MUNICIPALITY as the beneficiary;
- The guidelines of ANNEX 3 of this MANUAL are respected;
- The policy indicates the composition of the CONSORTIUM, if applicable;
- It is provided by a duly constituted consortium member with his own legal personality, if CONSORTIUM;
- Strictly follow the provisions of stipulated by the Superintendence of Private Insurance - SUSEP, including the count of the term;



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- Clauses that exempt the BIDDER from its responsibilities are not added, except for those arising from the model of SUSEP Circular No. 477/2013 and subsequent amendments;
- If signed electronically, the policy contains means for validation;
- If signed manually, contain recognition from firms; and
- Policies contain digital certification that can be verified in authenticity on the insurer's or SUSEP website.

BANK GUARANTEE

If the contribution is made in this modality, the bank guarantee letter must be contained in ENVELOPE No. 1 - PROPOSAL GUARANTEE.

Bank guarantees will be accepted as long as:

- Issued by commercial, investment and/or multiple banks, authorized to operate in Brazil, according to Brazilian legislation and the financial sector's own regulation;
- Issuing banks are classified between the first and second floor, i.e. between "A" and "B", on the long-term rating scale of at least one of the rating agencies, Fitch Ratings, Moody's or Standard & Poors;
- Banks observe the National Monetary Council's fences regarding debt limits and risk diversification;
- The guidelines of the ANNEX 4 model of this MANUAL are respected;
- No clauses are added that expose THE BIDDER of its responsibilities;
- Containing firms of the legal representatives of the guarantor recognized;
- Containing signatures of two witnesses;



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- Containing rubric on the obverse and other pages that do not contain signatures;
- Being delivered in its original form, copies of any nature are not accepted; and
- The bank has an EMVIA system for verification of authenticity by B3.

POWERS OF THE LEGAL REPRESENTATIVES OF THE COLLATERAL ISSUER

To prove the powers of the signatories of the guarantee, the use of the registration of the issuing institution in B3 is available, as indicated below.

Institutions that have an updated registration in B3 are exempt from sending supporting documents of representation.

Prior consultation may be carried out by the Document Portal by the issuer itself, according to the guidelines of item 2. Main Screen and its Features, c) Consultation, navigation manual.

The issuing institution may update your registration according to the guidelines of item 4. Make Requests, a) Include new attorney or b) Update of registration and corporate data, navigation manual.

If the institution:

- Does not have registration and want to register, you must request your registration in accordance with item 1. Access to the Platform, a. Companies applying to participants, navigation manual; or
- Not having a registration is up to date at B3 in a timely manner, BIDDERS may alternatively (i) present The Administrators' Certificate, issued by SUSEP, in the case of insurance-guarantee; or (ii) provide proof of legal representatives, issued on the Central Bank's website, as the case may be. The documents may appear in the Proposal Guarantee envelope and/or be sent by e-mail, in having digital certification, as the case may be.



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ANALYSIS OF ENVELOPE #1

Once the deadline for submitting the envelopes has expired, the opening and analysis of ENVELOPE Nº 1 - PROPOSAL GUARANTEE will be carried out.

The analysis will be carried out jointly by the COMMISSION and B3, but the decision on the acceptability of the documentation is solely the responsibility of the SPECIAL BIDDING COMMITTEE, which may promote diligence and/or correction of failures for any regularization that it deems necessary, including through B3.]

Until the business day immediately preceding the day of the PUBLIC SESSION, the documents of ENVELOPES 1 that were not accepted and their motivation will be published on the website indicated in the preamble of the BID NOTICE.



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CHAPTER 4 - PUBLIC BIDDING SESSION

BIDDERS ABLE TO PARTICIPATE IN THE SESSION

THE BIDDERS who, pursuant to the NOTICE and this MANUAL OF PROCEDURES, and thus recognized by the COMMISSION, meet all applicable requirements, will be able to participate in the PUBLIC BIDDING SESSION.

ENVELOPE No.2 OPENING AND CLASSIFICATION OF PROPOSALS

ENVELOPE No. 2 - COMMERCIAL PROPOSAL should contain only the COMMERCIAL PROPOSAL of THE BIDDER, presented according to the model of ANNEX F of the NOTICE.

In the PUBLIC BIDDING SESSION, envelope No. 2 will be opened, already delivered on the date of delivery of envelopes, followed by the classification of proposals and application of legal criteria for tiebreaker, if applicable.

GENERAL RULES

The PUBLIC BIDDING SESSION will be conducted by B3 in its premises, on behalf of the COMMISSION, according to the dictates of the NOTICE, at the address indicated in the NOTICE.

The session will be broadcast publicly live, at the time of its beginning, on the www.tvB3.com.br.

In the PUBLIC BIDDING SESSION, the intermediation between B3 and THE BIDDER must be carried out by the ACCREDITED PARTICIPANT.

Each ACCREDITED PARTICIPANT may indicate, until the second business day prior to the PUBLIC BIDDING SESSION, by e-mail leiloes@B3.com.br, the members of the BIDDER who will attend the PUBLIC BIDDING SESSION and who will occupy the restricted area near the pulpit.

Access to the restricted area for investors will be controlled to ensure isonomy, confidentiality of communications and the comfort of those present in the PUBLIC BIDDING SESSION.



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DYNAMICS

The SESSION DIRECTOR shall provide the necessary information for the conduct and good understanding of the procedure, in accordance with the NOTICE.

The PUBLIC BIDDING SESSION will take place with ENVELOPES No. 2 opening, analysis and classification of commercial proposals contained therein and, if any, tiebreaker resolution.

A representative of B3 will ask the COMMISSION for ENVELOPE No. 2 of each suitable BIDDER.

After reading the COMMERCIAL PROPOSALS, they will be displayed in the environment of the PUBLIC BIDDING SESSION, by the B3 system.

INFORMATION PROVISION

Proposals will be made available in ascending order of values. Thus, the first place will be the one that offers the lowest maximum MONTHLY PAYBACK. According to item 11.1.1 of the NOTICE, the proposals will be and will only be accepted in Real (R\$) with 02 (two) decimal places.

The B3 system will display, in the public bidding session, the values of the proposals received.

TIE - APPLICATION OF LEGAL CRITERIA

If there is a tie between the values of the written COMMERCIAL PROPOSALS presented in ENVELOPES No. 2, the tie will be resolved by applying the criteria established in Articles 3, §2, and 45, §2, of Law No. 8,666/1993, subject to the preference rules declared by BIDDER, pursuant to item 17.3 of the NOTICE.

In the first draw to resolve the tie, the first BIDDER drawn will be the highest ranked.

1. FINAL RESULT

Following all previous phases, the best-ranked BIDDER will be immediately declared by the SESSION DIRECTOR on behalf of the SPECIAL BIDDING COMMITTEE.



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CHAPTER 5 - QUALIFICATION DOCUMENTS

ENVELOPE #3 - QUALIFICATION DOCUMENTS

Documents common to all types of BIDDERS, in addition to those specific to each type, according to what is in the NOTICE and ANNEX 2 of this MANUAL, must be observed.

ANALYSIS OF QUALIFICATION DOCUMENTS

After the result of the PUBLIC BIDDING SESSION, envelope No. 3 - THE HIGHEST RANKED BIDDER's QUALIFICATION DOCUMENTS will be opened.

The documents of ENVELOPES No. 3 will be analyzed later, in a restricted environment.

B3 does not perform the analysis of the technical qualification.

After due verification of the documents submitted, B3 shall submit a non-binding report to the COMMISSION for the assessment and possible adoption of due diligence and/or reorganisation of failures.

It will be up to the SPECIAL BIDDING COMMITTEE to decide on the regularity of the BIDDER.

After the analysis of ENVELOPE No. 3 of the highest ranked BIDDER, the SPECIAL BIDDING COMMITTEE will deliver and disclose its decision on the result of the analysis, pursuant to event 10 of ANNEX E - SCHEDULE OF THE BIDDING OF THE NOTICE.

In case of incapacity of the highest ranked BIDDER, the other BIDDERS, successively, according to the order of classification, may have their ENVELOPES No. 3 analyzed, until one of the BIDDERS complies with all the requirements of the NOTICE.



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CHAPTER 6 - B3 REMUNERATION

APPROVAL OF THE BIDDING AND REMUNERATION OF B3

Once the APPROVAL OF THE BIDDING WILL BE PUBLISHED, a ticket will be issued for payment of the remuneration due to B3, under the responsibility of the ACCREDITED PARTICIPANT representative of the WINNING BIDDER, which must be paid within 15 (fifteen) calendar days, but impretibly before the signing of the CONTRACT, in the amount of R\$ 428,126.18 (four hundred and twenty-eight thousand twenty-eight hundred and twenty-six reais and eighteen cents).

B3's remuneration will be updated annually by the positive variation of the IPCA - Consumer Price Index, published by the Brazilian Institute of Geography and Statistics - IBGE, in the form of item 19.3, (vi), of the EDICT, if the payment is made on a date longer than one year counted from the base date of 07/31/2021.

The signing of the CONTRACT will only take place if the payment is identified, which will be reported to the SPECIAL BIDDING COMMITTEE by B3.



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ANNEX 1 - INTERMEDIATION CONTRACT BETWEEN THE BIDDER AND THE ACCREDITED PARTICIPANT

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

À B3 S.A. - BRAZIL, STOCK, COUNTER

CONCESSION NOTICE - PUBLIC COMPETITION Nº 07/2022

ADMINISTRATIVE CONCESSION FOR PUBLIC LIGHTING SERVICES PROVISION IN ITANHAÉM/SP, INCLUDING THE MODERNIZATION, EFFICIENCY, EXPANSION, MANAGEMENT, OPERATION AND MAINTENANCE OF THE MUNICIPAL PUBLIC LIGHTING SYSTEM.

In the best form of law, the parties:

[corporate name of THE ACCREDITED PARTICIPANT], a brokerage/distributor company with its registered headquarters at *[the registered party of the ACCREDITED PARTICIPANT]*, registered with the CNPJ/MF *[CNPJ of the ACCREDITED PARTICIPANT]*, in this act represented in the form of its Bylaws, hereinafter referred to as *ACCREDITED PARTICIPANT*; and

[Company name of THE BIDDER], with its registered name at the *[registered party of THE BIDDER]*, registered with the CNPJ/MF *[CNPJ of THE BIDDER]*, in this act represented in the form of its Bylaws, hereinafter referred to as *BIDDERE*;

pursuant to the NOTICE, the ANNEXES and the MANUAL OF PROCEDURES OF B3 of the BIDDING IN REFERENCE, RESOLVE to conclude this contract for intermediation by ACCREDITED PARTICIPANT in the participation of the BIDDER in the BIDDING, in the acts performed under the advice of B3 to the GRANTOR.

1. BIDDER and ACCREDITED PARTICIPANT declare to know, comply with and accept, without reservation, all terms, norms, obligations, conditions, forms and deadlines of the documents related to the Bidding, which, for all purposes, are an integral part of this contract, and therefore allow the adoption of the same meanings of the expressions:

- NOTICE, ANNEXES AND MANUAL OF PROCEDURES;



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- Schedule;
 - Documents and amendments issued by the SPECIAL BIDDING COMMITTEE; and
 - In the alternative, B3's rules and procedures relating to auctions in general.
2. The parties undertake to deliver, the BIDDER, the ACCREDITED PARTICIPANT, and the ACCREDITED PARTICIPANT to the SPECIAL BIDDING COMMITTEE, on B3 or B3, according to the applicability and schedule of the NOTICE:
- Envelopes No. 1, No. 2 and No. 3; and
 - B3Remuneration, if agreed between the parties.
3. The ACCREDITED PARTICIPANT hereby nominates its operators to act in the Public Session of BIDDING:
- Main operator: *[Full operator name]*, entered in the CPF *[operator's CPF number]*; and
 - Contingency operator: *[Full operator name]*, entered in the CPF *[operator's CPF number]*.
- 3.1. The credential of the accredited PARTICIPANT operator must be withdrawn 30 (thirty) minutes before the beginning of the PUBLIC BIDDING SESSION, directly with the Session Director or b3 representative. At the end of the session, the credential must be returned to the same location where it was removed.
4. The ACCREDITED PARTICIPANT is obliged as responsible and main payer of b3's remuneration, in accordance with the NOTICE and PROCEDURE MANUAL.
5. The brokerage fee of the ACCREDITED PARTICIPANT, for the performance of the intermediation, subject to this contract, is freely agreed between the parties in *[fulfilling the commercial conditions agreed between the parties]*.
6. The ACCREDITED PARTICIPANT is not responsible for the non-inclusion of THE BIDDER in the list of able and/ or qualified for the Bidding.



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7. THE BIDDER acknowledges and authorizes the compulsory blocking and/or execution, by the SPECIAL BIDDING COMMITTEE and/or B3, as applicable, of assets accepted as a Proposal Guarantee, in accordance with the NOTICE and the PROCEDURE MANUAL.

8. The execution of the Proposal Guarantee will be made through disposal, practice, act, form, form, even extrajudicial, which is more effective to obtain the resources necessary for the proper implementation of the obligations contracted by THE BIDDER due to its participation in the BIDDING.

9. BIDDER, by this instrument, grants irrevocable and irrevocable to the ACCREDITED PARTICIPANT, special powers to represent it before B3, the other BIDDERS, banking institutions or not, Central Bank of Brazil, among other public entities or centralized or custody systems, in order to exercise all rights and assume all obligations arising from the BIDDING that in their own account and order must be complied in the form of this contract, the NOTICE and the MANUAL OF PROCEDURES, and may, to do so, instruct documents relevant to the operation and the procedure of its financial settlement of any and all assets used as a means of payment or guarantee, agree, transfer, receive and give discharge, make commitments, issue, withdraw and sign securities and documents on behalf of BIDDER, as well as to compromise and perform all other acts necessary for the use of The Proposal Guarantee, in accordance with the NOTICE and the PROCEDURE MANUAL, and is finally granted and without reservation to B3 identical powers conferred on the ACCREDITED PARTICIPANT, regardless of the order of appointment above, for, on behest and order of the BIDDING COMMITTEE, to carry out the necessary acts relating to the promotion, administration, clearing and settlement of means of payment and guarantees that are delivered to you in any way, in accordance with the NOTICE and the PROCEDURE MANUAL.

10. This contract will be terminated from the advent of both events:

- withdrawal of the Proposal Guarantee by the ACCREDITED PARTICIPANT of B3 and return to THE BIDDER;
- confirmation of receipt of B3's remuneration.

10.1. Even in the event of termination, the rights acquired by the parties and the production of all effects arising from the execution of this agreement regarding the outstanding obligations are protected, until they are duly paid.

11. Any and all omission or tolerance of the parties in relation to the rights and obligations arising from this agreement shall not import, unless expressly



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provided otherwise, in waiver of such rights, nor shall it constitute an amendment or renewal to this agreement.

12. This contract also obliges all heirs and successors of the parties.

13. The ACCREDITED PARTICIPANT undertakes to maintain confidentiality regarding the identification and information related to the BIDDER, only by revealing them to B3 and the SPECIAL BIDDING COMMITTEE, in the form and for the purposes of this contract.

14. THE BIDDER undertakes to expressly express to the ACCREDITED PARTICIPANT any change in its conditions or information, for the performance of this and considered due framework and compliance with the conditions of participation in the BIDDING, with B3 and the SPECIAL BIDDING COMMITTEE.

15. The forum of São Paulo city is elected as the competent to resolve the supervening doubts, with the reservation of the option of the ACCREDITED PARTICIPANT, when the plaintiff of the action, to judge it at the owner's home, if this is different from theirs.

16. The doubts and controversies resulting from this contract will be resolved by B3, after hearing the SPECIAL BIDDING COMMITTEE, prior to any judicial challenge, made by either party.

And because the Contracting Parties are in the absolute agreement and understanding, they sign this instrument in [*filling in with the quantity of routes negotiated between the parties, considering those necessary in the bidding documentation*] pathways of equal content and form, in the presence of the two witnesses named below and signed, so that all their effects and purposes are produced.

Sao Paulo, _____ from _____

Signatures of ACCREDITED Representatives, with recognized firms

[Names of ACCREDITED Representatives] [BIDDER's registered name]



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*Signatures of the legal representatives of the ACCREDITED PARTICIPANT
with recognized firms*

[Names of legal representatives of ACCREDITED PARTICIPANT][Corporate
name of ACCREDITED PARTICIPANT]

Witnesses:

Name:

I.D.:

Name:

I.D.:



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ANNEX 2 - QUALIFICATION DOCUMENTS

ENVELOPES No. 3 - QUALIFICATION DOCUMENTS must be delivered containing, in the documentation, index and Closing Term.



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ALL BIDDERS:

	LEGAL QUALIFICATION	ECONOMIC AND FINANCIAL QUALIFICATION	FISCAL REGULARITY	TECHNICAL QUALIFICATION	Article I. STATEMENTS
ALL BIDDERS	Constitutive act, statute or social contract in force, duly registered, in the case of commercial companies, and, in the case of a company by shares,	Negative Certificate of Bankruptcy issued by the distributor of the domicile of THE BIDDER; and In the case of a non-business company or	Proof of registration in the National Registry of Legal Entities of the Ministry of Economy - CNPJ. Item 12.3.3, (i), of NOTICE.	Documents according to item 12.3.4 and following of the NOTICE.	Statements according to item 12.3.5, in accordance with ANNEX F of the NOTICE. Statements in the lines



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	LEGAL QUALIFICATION	ECONOMIC AND FINANCIAL QUALIFICATION	FISCAL REGULARITY	TECHNICAL QUALIFICATION	Article I. STATEMENTS
	accompanied by documents of choice of its directors. Item 12.3.1, from NOTICE	other form of legal entity, Negative Certificate issued by the judicial distributor of civil courts in general (enforcement process) of the municipality where the BIDDER is headquartered, dated a maximum of 90 (ninety) days prior to the date for of ENVELOPES receiving Item 12.3.2 (i), from NOTICE.	Proof of registration in the State or Municipal Taxpayers Register, if any, related to the domicile or registered office of THE BIDDER; or declaration of non-registered. Item 12.3.3, (ii), of NOTICE Proof of regularity before the FGTS. Item 12.3.3, (iii), of NOTICE.		contained in ANNEXES F of the NOTICE, according to item 12.3.6 of the NOTICE.



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	LEGAL QUALIFICATION	ECONOMIC AND FINANCIAL QUALIFICATION	FISCAL REGULARITY	TECHNICAL QUALIFICATION	Article I. STATEMENTS
			Proof of fiscal regularity before the National Treasury. Item 12.3.3, (iv), of NOTICE		
		Balance sheets and financial statements, as item 12.3.2, (iii), of THE NOTICE.	Proof of regularity to the State or Municipal Treasury of the BIDDER'S office . Item 12.3.3, (v), of NOTICE.		
			Negative Certificate of Labor Debts. Item 12.3.3, (vi), of NOTICE.		

FINANCIAL INSTITUTION

Av. Washington Luiz, 75 | Centro | CEP: 11740-000 | Itanhaém/SP | Telefone (13) 3421.1600

www.itanhaem.sp.gov.br



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In the case of a FINANCIAL INSTITUTION BIDDER, they must also present.

	LEGAL QUALIFICATION	ECONOMIC AND FINANCIAL QUALIFICATION	FISCAL REGULARITY	TECHNICAL QUALIFICATION	STATEMENT
	Proof of express and specific authorization of its constitution and operation, granted by BACEN. Item 12.3.1.1 of the NOTICE				

FOREIGN

In the case of foreign BIDDERS that do not work in Brazil, they must also submit.



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	LEGAL QUALIFICATION	ECONOMIC AND FINANCIAL QUALIFICATION	FISCAL REGULARITY	TECHNICAL QUALIFICATION	STATEMENT
FOREIGN	In the case of foreign legal entities operating in Brazil, which participate individually or in a CONSORTIUM, they must present documents compatible with those required for Brazilian legal entities, duly consularized and translated by a sworn translator, or apostilled, as the case may be, and additionally, it will be additionally				Foreign legal entities, which participate individually or in a CONSORTIUM, which do not operate in Brazil, must submit the documentation provided for in this item, in accordance with the legislation of their country of origin, and must additionally submit an express declaration that they submit to the Brazilian legislation and that waives any claim through diplomatic channels, as provided



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LEGAL QUALIFICATION	ECONOMIC AND FINANCIAL QUALIFICATION	FISCAL REGULARITY	TECHNICAL QUALIFICATION	STATEMENT
<p>required authorization decree or equivalent, pursuant to art. 28, Inc. V, of Federal Law No. 8,666, of June 21, 1993, and act of registration or authorization to operate, issued by the competent body, when the activity so requires.</p> <p>Item 12.3.1.3 of the BID NOTICE.</p>				<p>for in ANNEX F of the BID NOTICE</p> <p>Item 12.3.1.3.i, of the BID NOTICE.</p>



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	LEGAL QUALIFICATION	ECONOMIC AND FINANCIAL QUALIFICATION	FISCAL REGULARITY	TECHNICAL QUALIFICATION	STATEMENT



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INVESTMENT FUND

In addition to the documentation common to all types of BIDDERS, those that are investment funds must submit the following documents:



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	LEGAL QUALIFICATION	ECONOMIC AND FINANCIAL QUALIFICATION	FISCAL REGULARITY	TECHNICAL QUALIFICATION
INVESTMENT FUND	<p>(i) Proof of hiring a manager, if any, as well as the election of the acting administrator;</p> <p>(ii) Proof of registration of the investment fund with the Brazilian Securities and Exchange Commission (CVM);</p> <p>(iii) Regulation of the investment fund (and its subsequent amendments, if any);</p> <p>(iv) Proof of registration of the regulation of the investment fund before the competent Securities and Documents Registry or the Brazilian Securities and Exchange Commission (CVM) pursuant to the Letter – Circular CVM/SIN 12/19;</p> <p>(v) Proof that the investment fund is duly authorized by the shareholders' meeting to participate in the BIDDING and that its administrator may represent it in all acts and for all purposes of the BIDDING, assuming on behalf of the investment fund all the obligations and rights that arise from the BIDDING;</p> <p>(vi) Proof of registration of the administrator and, if any, of the investment fund manager, before the Brazilian Securities and Exchange Commission (CVM); and</p> <p>(vii) Proof that the administrator, the manager and the fund are not in the process of liquidation, by means of a certificate issued by the notary(s) of distribution of its headquarters, or of out-of-court settlement, by means of proof obtained in consultation with the website of the Central Bank of Brazil.</p> <p>Item 12.3.1.2.1 of the NOTICE</p>	<p>Cnegative bankruptcy of the administrator and manager of the fund, issued by the notary(s) of distribution of the head office of the same Item 12.3.2.2 of the NOTICE.</p>		



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OPEN OR CLOSED SUPPLEMENTARY PENSION ENTITY

In addition to the documentation common to all types of BIDDERS, those that are open or closed supplementary pension entities must present the following documents:

	LEGAL QUALIFICATION	ECONOMIC AND FINANCIAL QUALIFICATION	FISCAL REGULARITY	TECHNICAL QUALIFICATION
SECURITY	Proof of express and specific authorization regarding its constitution and operation, granted by the competent supervisory body; and Declaration that the plans and benefits administered by it are not under liquidation or intervention of the National Superintendence of Supplementary Pension ("PREVIC"), or body that will officially replace it. Item 12.3.1.2 of the NOTICE	When the BIDDER is an open or closed supplementary pension entity, it must submit, in addition to the documents referred to in sub-item 12.3. or body that replaces it. Item 13.3.2.1 of the Public Notice		



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ANNEX 3 - MINIMUM INSURANCE TERMS AND CONDITIONS-GUARANTEE

1. Taker

1.1. BIDDER

2. Insured

2.1. Município de Itanhaém, com sede na Avenida Washington Luiz nº 75, Centro, Itanhaém, São Paulo, CEP 11.740-000, inscrita no CNPJ/MF sob nº 46.578.498/0001-75.

3. Insurance Object

3.1. Guarantee the indemnity, in the amount of up to R\$ 1.315.249,01 (one million, three hundred and fifteen thousand, two hundred and forty-nine reais and one cents), in the event that THE BIDDER does not comply with any of its obligations arising from the Law or the CONCESSION NOTICE No. 07/2022 ("Notice"), including the refusal to sign the Concession Agreement or not meeting the requirements for its signature, conditions and within the time limit set out in the Notice.

4. Instrument

4.1. Insurance-Guarantee Policy issued by an insurer duly constituted and authorized to operate by the Superintendence of Private Insurance - SUSEP, observing the terms of the normative acts of SUSEP.

5. Guarantee Amount

5.1. The Insurance Guarantee Policy shall provide for the amount of indemnification R\$ 1.315.249,01 (one million, three hundred and fifteen thousand, two hundred and forty-nine reais and one cents) according to item 1.1 of Annex B of the Notice.



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6. Deadline

6.1. The Insurance-Guarantee Policy shall have a minimum term of 180 (one hundred and eighty) days from the date of receipt of the ENVELOPES, and the BIDDER shall prove, when necessary, according to the Public Notice, its renewal, for an equal period, to the COMMISSION OF BIDDING, up to 10 (ten) days before the expiration of this term.

7. Additional Provisions

7.1 The Insurance Guarantee Policy shall contain the following additional provisions:

- i. statement by the Insurer that it knows and accepts the terms and conditions of the Notice;
- ii. statement by the Insurer that it will pay the amounts provided herein within a maximum period of thirty (30) days, counted from the date of delivery of all documents related by the Insurer as necessary for the characterization and regulation of the claim; and
- iii. after the non-compliance by the Borrower of the obligations covered by the Insurance-Guarantee Policy, the Insured shall be entitled to demand from the Insurer the compensation due, when it results fruitless the notification made to the Borrower.

Terms that have not been expressly defined in this Annex shall have the meanings assigned to them in the Notice.



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ANNEX 4 - BANK GUARANTEE MODEL

[local]. [•] of [•] of 20__

To Itanhaém/SP

Ref.: Bank Guarantee Letter No. [•] ("Guarantee Letter")

1. By this Letter of Guarantee, the Bank [•], with its registered office in [•], registered with the CNPJ/MF under paragraph [•] ("Guarantor Bank"), directly by itself and its eventual successors, undertakes to Itanhaém/SP, with its headquarters in [•], registered in the CNPJ/MF under no. [•] ("Municipality"), as a sympathetic guarantor of [•], with its headquarters in [•], registered with the CNPJ/MF under no. [•] ("Guarantee"), with express waiver of the rights provided for in Articles 827, 835, 837, 838 and 839 of Law No. 10,406, of January 10, 2002 (Brazilian Civil Code), for the faithful performance of all obligations assumed by Guarantee in the bidding procedure described in THE CONCESSION NOTICE No. [•]/2022 ("Notice"), whose terms, provisions and conditions the Guarantor Bank expressly declares to know and accept.

2. The Guarantor Bank is obliged to pay Itanhaém/SP the total amount of up to R\$ 1.315.249,01 (one million, three hundred and fifteen thousand, two hundred and forty-nine reais and one cents) ("Guarantee") in case the BIDDER escurs the chances of executing the tender guarantee provided for in the Notice.

3. The Guarantor Bank is also obliged, within the scope of the value identified above, for the losses caused by The Guarantee, including, but not limited to, fines imposed by the Municipality related to the bidding event, committing to make payments arising from these losses when required, within a maximum of 48 (forty-eight) hours, counted from receipt, by Guarantor Bank, of the written notification sent by Itanhaém Municipality.

4. The Guarantor Bank will not allege any objection or opposition of the Guarantee Or by it invoked for the purpose of not presing the fulfillment of the



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obligation assumed before the Itanhaém Municipality under this Letter of Guarantee.

5. In the event that the Itanhaém Municipality enters court to demand compliance with the obligation referred to in this Letter of Guarantee, the Guarantor Bank is obliged to pay the costs arbitrated, judicial or extrajudicial.

6. The Guarantee will be in force for a minimum period of 180 (one hundred and eighty) days, counted from the date of receipt of the ENVELOPES, that is, from April 11, 2023 to October 8, 2023, pursuant to Event 5 of Annex E of the Notice.

7. Declares the Guarantor Bank that:

7.1 this Letter of Guarantee is duly accounted for, fully observing the regulations of the Central Bank of Brazil currently in force, in addition to meeting the precepts of applicable banking legislation;

7.2 The signatories of this instrument are authorized to provide guarantee on their behalf and in their responsibility; and

7.3 its share capital is R\$ [•] ([•]), and the Central Bank of Brazil is authorized to issue Letters of Guarantee, and that the value of this Letter of Guarantee, in the amount of R\$ (Amount in Reais), is within the limits authorized by the Central Bank of Brazil.

8. The terms that have not been expressly defined in this Letter of Guarantee shall have the meanings assigned to them in the Notice.

Best regards

[BIDDER]



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[Legal Representative]

Witness

Witness