



**anp**  
Agência Nacional  
do Petróleo,  
Gás Natural e Biocombustíveis

National Agency of Petroleum, Natural Gas, and Biofuels

Licensing Rounds Promotion Superintendence – SPL

**Coordination of Assignment of Rights**

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# **ASSIGNMENT PROCEDURE MANUAL**

**Rio de Janeiro**

**2020**

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## CHAPTER I ASSIGNMENT PROCEDURES

### 1. INTRODUCTION

Assignment is the transfer, in whole or in part, of the ownership of rights and obligations arising from the concession agreement or production sharing agreement (E&P agreement).

Pursuant to arts. 25 and 29 of Law No. 9,478/1997 and art. 31 of Law No. 12,351/2010, the transfer (assignment), in whole or in part, of the E&P agreements, is allowed as long as: (i) the subject matter and contractual conditions are preserved; (ii) the assignee meets the technical, economic, and legal requirements established by ANP and (iii) there is prior express authorization of ANP, in cases of concession agreements, or the Federal Government, in cases of production sharing agreements.

The E&P agreements define, in the section regarding the assignment agreement, the conditions to be met by the assignors, assignees, and any consortium members, as well as the sanctions for the case of assignment without prior authorization of ANP (factual assignment). The assignment process, considering the administrative proceeding intended for analyzing the request and authorizing the assignment of an E&P agreement; the change of concessionaire/contracted company<sup>1</sup> arising from consolidation, spin-off, and merger; the change of operator; and the replacement or exemption from the performance guarantee, is under the rules of ANP Resolution No. 785/2019 of May 16, 2019.

In case there are contractual obligations guaranteed by performance bond, it shall be replaced when a corporate change results in violation of the relationship of control, direct or indirect, between the guarantor and the guaranteed party.

The performance bond shall be required from the concessionaire/contracted company, exclusively as a provider, when it has failed to evidence its own experience in exploration and production of oil and gas, being technically qualified by the experience of its corporate group, pursuant to the tender protocol more recently published at the time of the request.

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<sup>1</sup>Concessionaire means the signatory of the concession agreement, and contracted company is the signatory of the production sharing agreement.

## **2. ASSIGNMENT PROCESS**

Only interested concessionaires/contracted companies (assignors; providers, in case of change of provider; or concessionaires/guaranteed contracted companies, in case of replacement or exemption of performance bond) may request the authorization addressed in this manual, through an own application directed to the Superintendence of Licensing Rounds Promotion – SPL, responsible for filing and instructing the process of assignment.

The requests are processed in the Electronic Information System (SEI). Requests involving more than one contract can be gathered in a single process if the parties are identified (assignor, assignee, and any consortium members).

Requests which agreements have no parties identified (assignor, assignee, and any consortium members) or with any specificity supporting the separation shall be processed separately for purposes of secrecy.

The joint submission of requests for several assignment processes does not guarantee their relevant analyses at the same time. If the requesting party wants the requests to be analyzed and approved at the same time, it shall make an express request.

The authorization for the assignment does not transfer the entitlement to the agreement, which shall only occur upon the signature of the relevant amendment.

The assignment process is confidential until the final decision of the Collegiate Board of ANP.

### **2.1. Proceeding**

The proceeding is initiated on demand if the interested party, through electronic request in SEI. The analysis will only be initiated after submission of all documents provided for in this manual. In case there is no document, the interested party shall be notified to complement the documents within thirty (30) days, under penalty of dismissal of the proceeding.

After submission of all documents, the analysis of the request is initiated by the technical areas of ANP members of the Committee for Evaluating Partnership Proposals – CAPP regarding (i) the compliance of the documents with the provisions of the applicable laws and regulations; and (ii) performance by the interested parties of the obligations to ANP and the Federal Government.

The organizational unit members of CAPP are as follows:

- Licensing Rounds Promotion Superintendence (SPL) – reports the technical, legal, and economic and financial qualification; the evidence of tax and labor compliance of the assignees; and the compliance of the documents submitted.
- Exploration Superintendence (SEP) – reports the exploration activities arising from the agreement subject matter of the request.
- Superintendence of Development and Production (SDP) – reports the development and production activities arising from the agreement subject matter of the request.
- Government Share Superintendence (SPG) – reports the payment of government shares and third-party shares by the companies in the request.
- Technical Data Superintendence (SDT) – reports the compliance of data and information from the performance of the agreement subject matter of the request.
- Operational Safety and Environmental Superintendence (SSM) – reports the aspects related to the operational safety and environmental management system applicable to the installations forming part of the area of the agreement subject matter of the request.
- Antitrust and Economic Study and Regulation Superintendence (SDR) – reports competitive matters in the request.

The regulatory term for issuance of reports is fifteen (15) days, if there is no change in the operator, or thirty (30) days, in case of change in the operator, after receipt by the technical areas of the request for analysis.

The term for analysis of qualification is fifteen (15) business days, extendable for the same period, of the date on which all documents were submitted and compliant.

After issuance of all reports of the proceeding, a meeting of the Committee for Evaluating Partnership Proposals – CAPP<sup>2</sup> is called, within no less than two business days, where the request will be analyzed.

Then, the proceeding is submitted to legal analysis by the Attorney-General's Office of ANP, through a proposal for action. After issuance of the legal opinion, the request is submitted to a resolution by the Collegiate Board of ANP, which decision is formalized in a Resolution of the Board, published in the website <http://www.anp.gov.br/>.

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<sup>2</sup> CAPP is an internal collegiate board of ANP which is responsible for assessing and recommending to the Collegiate Board of ANP the approval or rejection of the requests for assignment, change concessionaire/contracted company arising from consolidation, spin-off, and merger, change of operator, and replacement or exemption of performance bond.

Upon issuance of the Resolution of the Board granting the request,<sup>3</sup> the interested party are required to prepare the amendment, to be signed by all parties within thirty (30) days of notification of the approval.

In case of a consortium, the consortium agreement (or any amendment) filed with the applicable commercial registry shall be submitted within the term defined in the E&P agreement.

During the process and review of documents, ANP may notify the interested legal entities to resolve non-conformities identified or to submit additional documents and clarification within thirty (30) days, unless other term is not granted, under penalty of dismissal of the process.

In case of an assignment of a concession agreement, after submission of all documents by the concessionaire and as established in this manual, ANP shall have ninety (90) days to report granting or denial of the request.

In case of assignment of a production sharing agreement, upon submission, by the contracted company, of all documents and as established in this manual, ANP shall have ninety (90) days to forward an opinion on the request to the Ministry of Mines and Energy, which will issue an opinion regarding the request within sixty (60) days.

## **2.2. Qualification**

The following legal entities shall be subject to the qualification, notwithstanding the fact that they already hold the position of concessionaires/contracted companies in the respective agreement or have already obtained qualification in a previous assignment process:

- a) the assignees, in case of an assignment;
- b) the new concessionaire/contracted company arising from consolidation, spin-off, and merger;
- c) the new provider, in the cases of change of provider; and
- d) the concessionaire/guaranteed contracted company, in the cases of replacement or exemption of performance bond.

Qualification of the legal entities is carried out by the Licensing Rounds Promotion Superintendence (SPL) based on the rules of the tender protocol more recently approved by the Collegiate Board of ANP prior to filing of the request.

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<sup>3</sup> In case of a production sharing agreement, the Collegiate Board of ANP shall issue a recommendation, and the request shall be forwarded for approval of the Ministry of Mines and Energy.

The public notices more recently approved by the Collegiate Board of ANP, available at the website <http://rodadas.anp.gov.br>, are:

- a) Call for Bids of the 16<sup>th</sup> Bidding Round, when the assignment regards concession agreements of offshore blocks for exploration and production of oil and gas;
- b) Tender Protocol of the Permanent Offer, when the assignment is related to concession agreements for onshore blocks for exploration and production of oil and gas and inactive areas with marginal accumulations;
- c) Call for Bids of the 6<sup>th</sup> Production Sharing Bidding Round, when the assignment is related to production sharing agreements.

The agreements arising from bidding rounds which call for bids requires qualification due to the specific nature of a block or area are addressed as exception; provided that such specificity is maintained at the moment of request of assignment and the adoption of the special rule is further supported, at ANP's discretion.

The legal entities interested in the process of assignment shall acknowledge the rules of the abovementioned public notices, as the case may be, especially the detailed documents, qualification criteria, reproduced briefly in this manual, and the way of document submission.

The qualification comprises the analysis of documents to evidence the legal, tax, and labor regular standing, economic and financial capacity, and technical capacity.

The assignee is responsible for keeping its tax and labor compliance, for execution of the concession agreement, to be evidenced through analysis of the following documents, to be obtained by ANP through access to database of the public bodies in charge of their issuance:

- a) proof of enrollment in the CNPJ;
- b) Joint Clearance Certificate or Liability Certificate with Clearance Effects with Respect to Debits related to Federal Taxes and the Federal Debt Roster, issued by the Attorney General of the National Treasury (PGFN), covering all federal tax credits administered by RFB and PGFN;
- c) Certificate of Good Standing with FGTS (CRF);
- d) Labor Debt Clearance Certificate or debt liability certificate with clearance effects, issued by the Labor Courts.

ANP shall classify the legal entities at the higher level of qualification possible, pursuant to the document review submitted.

In case the interested company obtains a technical qualification level different from the economic and financial qualification level, the lower qualification shall be considered.

The qualification shall be concluded by the SPL within fifteen (15) business days, extendable for an equal period, of the delivery date of all documents, and its result shall be informed to the interested legal entities through an official letter.

### **2.3. Reuse of documents**

The legal entity subject to the qualification interested in using documents already submitted to ANP for purposes of registration and qualification in bidding rounds or qualification in previous processes of assignment shall send a request pursuant to the model included in the contract assignment website available at <http://www.anp.gov.br/exploracao-e-producao-de-oleo-e-gas/gestao-de-contratos-de-e-p/cessao-de-contratos/procedimento>.

Only documents related to the form of request may be reused; provided that before their expiration. The documents which expiration date are not express shall only be used if they have been submitted to ANP up to one (1) year before the request, except the corporate acts, which may be reused while effective, and the documents for economic and financial qualification.

The reuse of documents does not imply approval of the qualification, and ANP may request clarification and/or additional documents.

## **3. CHANGE IN CORPORATE CONTROL**

The change in the corporate control of a concessionaire/contracted company or its withdrawal from the corporate group to which it originally belonged must be notified to ANP within thirty (30) days of dismissal of the corporate act with the competent registration authority, the recording of the transfer of shares into the corporate books or, in case of foreign companies, its implementation under the applicable laws and regulations.

The notice shall be made through electronic request in SEI, directed to the Superintendence of Licensing Rounds Promotion – SPL, pursuant to the instructions in section 8 of Chapter II of this manual.

The notice shall be accompanied by the following documents:

I – corporate acts or, in case of a joint-stock company, documents reflecting the change in the corporate control;

II – organizational chart detailing the entire control chain of the corporate group, financial statements for the last fiscal year and technical summary, pursuant to the tender protocol more recently approved by ANP Collegiate Board prior to filing of the notice; and

III – final decision of approval of acquisition of control, rendered by the Administrative Council for Economic Defense, as provided by Law No. 12,529 of November 30, 2011, accompanied by the publication of the decision in the Federal Official Gazette, or of a justification for its failure to submit.

The change in corporate control does not need ANP’s authorization, which may request additional clarification on the operation.

#### **4. WAY OF DOCUMENT SUBMISSION**

The documents must be scanned individually and forwarded to ANP in PDF format through the Electronic Information System (SEI) at the website <http://sei.anp.gov.br>, pursuant to the instructions in the “SEI’s External User Guide”, available at the website <http://www.anp.gov.br/processo-eletronico-sei> and in Chapter II of this manual.

Documents uploaded in SEI in a format other than .pdf and documents joined in a single file will be deemed non-compliant, and the interested company must re-upload the documents as indicated above.

Without prejudice to the referral of the digital files through SEI, the original copies of the instruments of assignment, the performance bonds, and the financial guarantees of the minimum exploration program or deactivation and evacuation shall be referred to ANP’s Main Office or delivered to the filing service, to the attention of the Licensing Rounds Promotion Superintendence (SPL), at the address below.

The documents shall be written in Portuguese, printed in A4 paper, with no amendments, erasures, smudges, additions, nor excerpts deleted through any corrective method, and shall be identified by a title on their first page.

All documents produced by the legal entities interested shall be dated, signed on the last page by the legal representative or accredited person, with the legible name of the signatory.

Only documents issued up to ninety (90) days before their delivery shall be accepted. Such provision does not apply to corporate documents, related to economic and financial qualification, and those that have an express expiration date.

ANP may request any additional information or document supporting the document review of the legal entities and promoting diligences deemed necessary to clarify or complement the cognizance phase.

By virtue of art. 9 of Decree No. 9,094/2017, under the processes of assignment, notarization and authentication of copies of documents issued in the Country are hereby dismissed, except for the expressed exceptions in the decree.

In case of impossibility to digitally submit the documents, the interested company may send them to ANP's Main Office or deliver it to ANP's filing service, to the attention of the Licensing Rounds Promotion Superintendence – SPL, from Monday to Friday, from 9 a.m. to 6 p.m., Brasília time, at the following address:

National Agency of Petroleum, Natural Gas, and Biofuels Main Office ATT.: Licensing Rounds Promotion Superintendence – SPL Avenida Rio Branco, nº 65, Térreo, Centro Rio de Janeiro, RJ ZIP CODE: 20090-004
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#### **4.1. Documents issued abroad and documents written in a foreign language**

The documents issued abroad, in order to be valid in Brazil, shall be notarized, legalized, and registered with the Registry Office of Deeds and Documents (RTD), as determined in arts. 129, 6, and 148 of Law No. 6,015/1973.

Documents written in a foreign language shall be translated to Portuguese by a sworn translator, and the translation, to be mandatorily made in Brazil, shall be registered with the RTD.

If Brazil has entered into a cooperation agreement with other countries or is a party to a treaty that waives legalization of some or all documents provided for herein, the interested legal entity may request it, basing the request on the applicable laws and regulations.

It is important to note that:

- a) notarization is applicable to original documents and certification, to copies, both made by a registry office.
- b) legalization is:
  - b.1) the annotation in case the document was issued on a signatory country of the Apostille Convention; or
  - b.2) the consularization in case the document is issued in a country non-signatory of the Apostille Convention.

sworn translation is the translation of a certain document written in a foreign language by a sworn translator. The sworn translation must cover the full text in foreign language, including any registrations by the local notary in the document.

## 5. DOCUMENTS REQUIRED FOR OPENING THE ASSIGNMENT PROCESS

The concessionaire/contracted company interested in the assignment process shall submit to ANP the documents below.

**Important:** The documents marked with (\*) shall be submitted as the models included in the contract assignment website available at <http://www.anp.gov.br/exploracao-e-producao-de-oleo-e-gas/gestao-de-contratos-de-e-p/cessao-de-contratos/procedimento>. .

### 5.1. Documents related to the assignment (a set of documents for each agreement under request)

- a) Request for authorization signed by the petitioner, assignee/new operator, and other consortium members, if any.\*
- b) Instrument of Assignment.<sup>4\*</sup>

*Notes:*

*The Instrument of Assignment shall be fully filled, dated, and signed.*

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<sup>4</sup> In case of a production sharing agreement, add two more copies, one to the Federal Government and one to PPSA.

*Without prejudice to the digital file submitted through the SEI, the number of counterparts equal to the number of signatories (considering assignors, assignees, consortium members and ANP) shall be submitted to ANP's Main Office or delivered to the filing service.*

- c) Draft Amendment to the E&P Agreement.\*

*Note:*

*The draft Amendment shall be filled out with all data requested in the document, except those related to the Board Resolution approving the assignment or change of provider.*

- d) Draft Consortium Agreement (or Draft Amendment to the Consortium Agreement, if any)

*Note:*

*The draft Consortium Agreement or its amendment must appoint the leading legal entity responsible for the consortium and the transactions, and the joint liability of the consortium members to ANP and the Federal Government, including regarding facts before the execution of the Consortium Agreement (or the Amendment to the Consortium Agreement, if any).*

- e) Compliance with the provisions in art. 88 of Law No. 12,529/2011, considering the amounts provided by Interministerial Ordinance MJ/MF No. 994 of May 30, 2012 or other replacing it, presenting the following document:

e.1) A final decision approving the acquisition of assets related to the concession or production sharing agreements for exploration, development, and production of oil and gas, issued by CADE, accompanied by the publication of the decision in the Federal Official Gazette;<sup>5</sup>

or

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<sup>5</sup> In case of a final decision by the General Superintendent's Office of CADE, also submit the expert report causing the decision. In case of a final decision by the Administrative Tribunal for Economic Defense of CADE, also submit the report and the vote approving the decision.

- e.2) Declaration of non-compliance with articles 88 and following of Law No. 12,529/2011.<sup>6\*</sup>
- f) Declaration of Transmission of Safety and Environmental Information for Process(es) of Assignment - Assignor;<sup>7\*</sup>
- g) Declaration on the passing of Operational Safety and Environment Information to the Assignment Process (s) – Assignee;
- h) Declaration on the Operational and Environmental Safety Management System for Process(es) of Assignment.<sup>8\*</sup>

*Note:*

*Use the typical form of “Declaration on the Operational and Environmental Safety Management System for Process(es) of Assignment” for onshore fields or offshore blocks/fields, available at <http://www.anp.gov.br/exploracao-e-producao-de-oleo-e-gas/gestao-de-contratos-de-e-p/cessao-de-contratos/procedimento>*

## **5.2. Requesting party’s documents**

- a) Corporate documents of the requesting party and the legal entities signing the Request for authorization, the Instrument of Assignment, Amendment, Consortium Agreement, and other documents (assignors and any consortium members).<sup>9</sup>
- a.1) Acts of incorporation (bylaws or articles of association), as amended, or restatement of the acts of incorporation after any amendments, containing the most current provisions and in full force, all filed with the applicable commercial registry;

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<sup>6</sup> Document applicable upon the following events:

(i) the annual gross sales or number of businesses in the country of the assignor(s) and assignees does not fit the events provided for in art. 88 of Law No. 12,529/2011;

(ii) the purpose of the process of assignment is the change of provider; and

(iii) the purpose of the process of assignment is the exemption or replacement of a performance bond.

<sup>7</sup> Applicable only when the assignment entail change of operator of the agreement. The declaration provided for in item “f” must be signed by the assignor and the one provided for in item “g” must be signed by the assignee.

<sup>8</sup> Document not required in the assignment of onshore blocks in the exploration phase.

<sup>9</sup> The corporate documents of all legal entities subscribing the documents submitted are necessary to analyze the powers of their representatives.

a.2) Documents evidencing the powers and names of the legal representatives, as well as the latest acts related to the election/appointment of these representatives, if applicable;

a.3) Documents evidencing satisfaction of any conditions to exercise the representatives' powers, as set forth in the acts of incorporation, if applicable (joint signatures of directors, express authorization of the board of directors, among others);

a.4) Declaration of presenters of the incorporation acts.\*

*Note:*

*Documents submitted to meet the conditions imposed in the acts of incorporation shall be accompanied by a documentation supporting the signatories' powers.*

b) Power of attorney to appoint accredited representatives, if any.<sup>10\*</sup>

*Note:*

*If the interested company aims to change the list of accredited representatives, it shall submit a new power of attorney that will revoke the previously submitted power of attorney.*

### **5.3. Qualification documents of an assignee/new provider/concessionaire, or guaranteed contracted company (a set of documents, notwithstanding the number of agreements under request)**

#### **5.3.1. Legal qualification and evidence of tax and labor compliance**

a) Corporate documents.

a.1) Acts of incorporation (bylaws or articles of association), as amended, or restatement of the acts of incorporation after any amendments, containing the most current provisions and in full force, all filed with the applicable commercial registry;

a.2) Documents evidencing the powers and names of the legal representatives, as well as the latest acts related to the election/appointment of these representatives, if applicable;

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<sup>10</sup> If the legal entity intends to appoint accredited representatives without representation powers authorized by their corporate documents.

a.3) Documents evidencing satisfaction of any conditions to exercise the representatives' powers, as set forth in the acts of incorporation, if applicable (joint signatures of directors, express authorization of the board of directors, among others);

a.4) Declaration of presentness of the incorporation acts.\*

*Note:*

*Any documents submitted to meet the conditions imposed in the acts of incorporation shall be accompanied by a documentation supporting the signatories' powers.*

b) Power of attorney to appoint accredited representatives.<sup>11\*</sup>

*Note:*

*If the interested company aims to change the list of accredited representatives, it shall submit a new power of attorney that will revoke the previously submitted power of attorney.*

c) Organizational chart detailing **the entire chain of control of the corporate group**<sup>12</sup> (including individuals, foreign companies, and companies acting in another field of activity), signed by an accredited representative, including the respective percentage of voting quotas or shares of each individual or legal entity member of such group.

*Notes:*

*The organizational chart shall include information encompassing the entire chain of control of the corporate group.*

*The legal entity (i) controlled by controlled by bearer shares, without explicit identification of control; or (ii) which legal status prevents or hinders identification of the controlling shareholders or which corporate group includes a legal entity which legal status does so shall not be qualified.*

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<sup>11</sup> The legal representatives acting in the process of assignment shall also be appointed as accredited representatives through a power of attorney, even though such representatives have powers authorized by the corporate documents of the assignee/new provider/concessionaire or contracted company guaranteed.

<sup>12</sup> Corporate group are the legal entities:

- i) members of a formal group;
- ii) bound by a direct or indirect common control relationship.

- d) Confidentiality agreement.\*

*Note:*

*The new provider, guaranteed legal entity, and assignee already deemed a concessionaire/contracted company in the agreement assigned or belonging to the same corporate group of the assignor are exempted from the submission of the Confidentiality Agreement.*

- e) Declaration of no restraints for executing the E&P agreement.\*

- f) Declaration on relevant legal or judicial claims.\*

### **5.3.2. Technical qualification**

The technical information shall be provided pursuant to one of the following models of technical summary, alternatively:

- a) The interested party's or its corporate group's technical qualification by experience: technical summary 01\*;
- b) Technical qualification by experience of the technical staff of the interested party: technical summary 02\*;
- c) Technical qualification as a non-operator: technical summary 03\*;
- d) Technical qualification for the interested party already operating in Brazil: technical summary 04\*.
- e) Performance bond, if any (submit the originals signed).\*

*Note:*

*The performance bond shall be accompanied by: (i) the corporate documents of the guarantor detailed in section 4.2.a; provided that the declaration indicated in item 4.2.a.4 shall be signed by a legal representative of the guarantor, with powers to do so; and (ii) the organizational chart explaining the relationship between the guarantor and the guaranteed party, pursuant to item 4.3.1.c.*

### 5.3.3. Economic and financial qualification

For purposes of economic and financial qualification, the following documents for the last three fiscal years shall be submitted:

- a) Financial Statements:
  - a.1) Balance Sheet;
  - a.2) Accrued Profit and Loss Statements, which may be included in the Statement of Changes in Shareholders' Equity;
  - a.3) Income Statement;
  - a.4) Statement of Cash Flow;
  - a.5) Notes;
  - a.6) Statement of Value Added, for publicly-held companies.
- b) Independent auditor's opinion.

#### *Notes:*

*The Financial Statements shall be submitted as provided by Law No. 6,404/1976, and their replacement with interim trial balance sheets is prohibited, without prejudice to the requirement for submission of the independent auditor's report as established in item "b".*

*If the legal entity controls a corporate group, it shall submit its Consolidated Financial Statements, pursuant to the provisions issued by the Brazilian Accounting Pronouncements Committee (CPC) as to the correlation to the international accounting standards (IFRS).*

*ANP may require submission of Quarterly Information (ITR), pursuant to art. 16, VIII, of CVM Instruction No. 202/1993, to support the qualification review.*

*The legal entity created less than three years ago shall submit the Financial Statements and the independent auditor's opinion for the fiscal years already ended.*

*The legal entity organized in the same fiscal year of the request shall submit Interim Financial Statements, and their replacement with interim trial balance sheets is prohibited, together with the independent auditor's report. In this case, for purposes of evidencing the*

*Shareholders' Equity, the legal entity shall submit a copy of its last bylaws filed with the commercial registry of its jurisdiction.*

*The legal entity wishing to evidence an increased shareholders' equity in the same fiscal year of the request shall submit the Interim Financial Statements, and they cannot be replaced by interim balance sheets, accompanied by an independent auditor's report. In case the increase is a result of change in the share capital, the legal entity shall also submit a copy of its most recent bylaws filed with the commercial registry of its jurisdiction.*

## Consolidation of the criteria for classification at the qualification levels

### Production Sharing Agreements

Qualification	Legal qualification	Technical qualification <sup>13</sup>	Economic and financial qualification (PLM)	Environment
Operator A	evidence of tax and labor compliance	81 points or more <sup>14</sup>	R\$278,000,000.00	qualified to operate blocks located in ultra-deep water, deep water, shallow water, and onshore
Operator B <sup>15</sup>	evidence of tax and labor compliance	30 to 80 points	R\$76,000,000.00	qualified to operate blocks located in shallow water and onshore,
Non-operator	evidence of tax and labor compliance	summary of the main activity	R\$69,500,000.00	it may only be contracted in consortium with other corporate provider

## Consolidation of the criteria for classification at the qualification levels

### Concession Agreements of Offshore Blocks

Qualification	Legal qualification	Technical qualification <sup>13</sup>	Economic and financial qualification (PLM)	Environment
Operator A	evidence of tax and labor compliance	81 points or more <sup>14</sup>	R\$176,000,000.00	qualified to operate blocks located in ultra-deep water, deep water, shallow water, and onshore
Operator B	evidence of tax and labor compliance	30 to 80 points	R\$76,000,000.00	qualified to operate blocks located in shallow water and onshore,
Non-operator	evidence of tax and labor compliance	summary of the main activity	R\$44,000,000.00	it may only be contracted in consortium with other corporate provider

<sup>13</sup> In case of submission of technical summary 04 (section 4.3.2.d), does not apply to the scoring criterion for purposes of technical qualification.

<sup>14</sup> In order to obtain the qualification at the level of provider A, the legal entity shall mandatorily have experience in exploration and production activities in shallow, deep, and ultra-deep water as provider, regardless of the score reached.

<sup>15</sup> It may only be contracted in consortium with other corporate provider

## Consolidation of the criteria for classification at the qualification levels

### Concession Agreements for Onshore Blocks and Areas with Marginal Accumulations

Qualification	Legal qualification	Technical qualification <sup>16</sup>	Economic and financial qualification (PLM)	Environment
Operator A	evidence of tax and labor compliance	81 points or more <sup>17</sup>	R\$ 176.000.000,00	qualified to operate blocks located in ultra-deepwater, deepwater, shallow water, onshore and in areas with marginal accumulations;
Operator B	evidence of tax and labor compliance	30 to 80 points	R\$ 76.000.000,00	qualified to operate blocks located in shallow water, onshore, and areas with marginal accumulations
Operator C	evidence of tax and labor compliance	2 to 29 points	R\$ 6.000.000,00	qualified to operate blocks located onshore <sup>18</sup> and in areas with marginal accumulations
Operator D	evidence of tax and labor compliance	E&P professional with at least 2 years of experience	R\$ 900.000,00	qualified to operate only in areas with marginal accumulations
Non-operator	evidence of tax and labor compliance	summary of the main activity	25% of the PLM required for the operator	it may only be a concessionaire in consortium with another corporate provider

## 5.4. Cases of waive of documents

### 5.4.1. Change of provider

In the requests for authorization of change of provider, the documents indicated in the following items of this manual will not be required:

4.1.b – Instrument of Assignment;

4.3.1.d – Confidentiality agreement.

<sup>16</sup> In case of submission of technical summary 04 (section 4.3.2.d), does not apply to the scoring criterion for purposes of technical qualification.

<sup>17</sup> In order to obtain the qualification at the level of provider A, the legal entity shall mandatorily have experience in exploration and production activities in shallow, deep, and ultra-deep water as provider, regardless of the score reached.

<sup>18</sup> Except for blocks located in the basins of Amazonas, Solimões, and Acre-Madre de Dios.

#### **5.4.2. Replacement or exemption of performance guarantee**

In the requests for authorization of exemption or replacement of performance bond, the documents indicated in the following items of this manual will not be required:

- 4.1.b – Instrument of Assignment;
- 4.1.c – Draft Amendment to the E&P Agreement;
- 4.1.d – Draft Consortium Agreement;
- 4.1.f – Declaration of Transmission of Safety and Environmental Information for Process(es) of Assignment;
- 4.1.g – Declaration on the Operational and Environmental Safety Management System for Process(es) of Assignment;
- 4.3.1.d – Confidentiality agreement;
- 4.3.1.e – Declaration of no restraints for executing the E&P agreement;
- 4.3.1.f – Declaration on relevant legal or judicial claims.

In case of replacement or exemption of performance bond arising from change of corporate control, the interested company shall submit two organization charts, one detailing the current chain of control and one detailing the chain of control after the change.

## **6. FINANCIAL GUARANTEES**

If the agreement to be assigned is under exploration phase and there is still a Minimum Exploration Program to be implemented, the financial guarantee ensuring the exploration commitment shall be replaced upon approval of the assignment by the Collegiate Board of ANP and prior to the execution of the amendment to the E&P agreement. Doubts as to the form and value of the guarantee shall be clarified by the assignor before the Superintendence of Exploration – SEP.

If the agreement to be assigned is under production phase, ANP may request submission or replacement of the financial guarantee for deactivation and evacuation upon approval of the assignment by the Collegiate Board of ANP and prior to the execution of the amendment to the E&P agreement. Doubts as to the form and value of the guarantee shall be clarified by the assignor before the Superintendence of Development and Production- SDP.

Without prejudice to the digital file submitted through the SEI, the guarantee must be sent to ANP's Main Office or delivered to the filing service, to the attention of SPL, which will forward it to the E&P managing unit for the analysis.

## **7. INVESTMENTS IN RESEARCH, DEVELOPMENT, AND INNOVATION (P, D&I)**

The assignee shall procure from the assignor the obtaining of a formal authorization to take full conduct of the management, as ostensible access, of the portfolio of all projects contracted by the assignor for the purpose of complying with the contract clause of mandatory investments in P, D&I.

The assignee shall also certify with the assignor that it is aware of the amounts of balances (credit or outstanding) that may exist and that they may have their amounts changed due to future inspections, if they are still pending completion.

The assignee is responsible for verifying the existence or not of ongoing administrative penalty proceedings, as well as fines in execution, related to non-compliance with the contract clause of P, D&I and with the applicable legislation.

## **8. PAYMENT OF GOVERNMENT SHARES**

If the assignment of E&P contracts involves fields which production belongs to a certain oil chain, the transfer of ownership of the contracts may entail the appearance of a new mixture, since the original configuration will be changed.

This may occur both for the fields to be assigned and for the ones remaining under the ownership of the original concessionaire/contracted company, resulting in new Petroleum Reference Prices in view of ANP Resolution No. 703 of September 26, 2017.

If updated information on the True Boiling Point (PEV) curve provided for in art. 7 of ANP Resolution No. 703/2017 is not provided, the Reference Price shall be defined by ANP as provided for in Art. 8 of ANP Resolution No. 703/2017.

The qualification of the new operator as Small-Sized Company shall comply with the provisions in ANP Resolution No. 32/2014.

In the cases of assignment of E&P agreement (partial or full), the obligation of payment for occupancy or withholding of the area shall be generated, and the trigger will be the date of

execution of the amendment to the E&P agreement, pursuant to art. 28, paragraph 11 of Decree No. 2,705 of August 3, 1998.

## 9. FINAL PROVISIONS

The concessionaires/contracted companies shall comply with the provisions in the contract clause referred to as “Confidentiality”. In case of disclosure of data and information obtained as a result of the transactions and the E&P agreement to potential assignees, the concessionaire/contracted company shall send to ANP a notice **addressed to the area managing the agreement** within thirty (30) days of the disclosure, accompanied by a copy of the relevant confidentiality agreement.

Upon approval of the assignment, the amendment to the E&P agreement signed shall be submitted within thirty (30) days of the official statement of ANP, which shall publish its statement in the Federal Official Gazette.

The consortium agreement, or its amendment, filed with the applicable Commercial Registry, shall be submitted within forty-five (45) days of the date of execution of the Amendment to the E&P Agreement.

A new E&P agreement shall be executed within no more than thirty (30) days of the date of approval of the assignment, upon the following events:

- a) when the agreement includes more than one block and the process of assignment does not result in the same composition of the concessionaires/contracted companies or the same provider in all blocks members of the agreement area; and
- b) when the assignment results in the division of areas.

In case of a new E&P agreement, the requesting party shall separately submit all plans, programs, and reports related to each area.

Doubts can be sent to the email [rodadas@anp.gov.br](mailto:rodadas@anp.gov.br).

## **CHAPTER II – DOCUMENT APPLICATION IN THE ELECTRONIC INFORMATION SYSTEM (SEI)**

ANP participates in the National Electronic Process and uses the Electronic Information System (SEI) to manage the electronic processes. One of its main characteristics is the reduced use of paper as physical support for institutional documents and sharing of information with update and communication of real-time new events. This initiative promotes time and resource savings and offers greater security, transparency, and expedition in the process arrangements.

SEI provides registration for External Users, intended for individuals participating in administrative proceedings with ANP, regardless of commitment to a certain legal entity, for purposes of application and electronic summons or execution of agreements, partnerships, contracts, and other similar instruments entered into with the Agency.

ANP informs that the Electronic Information System (SEI) is a system developed in Brazil, and all its commands and instructions are in Portuguese. For this reason, this chapter had not been translated into English in this version of the manual.

Get to know the Electronic Information System (SEI) through the website: <http://www.anp.gov.br/processo-eletronico-sei>