

ANNEX 8 – VOLUME 3 (QUALIFICATION DOCUMENTS)

- 1.** VOLUME 3 shall commence with a cover letter, duly signed, in accordance with the template provided in ANNEX 8.1.
- 2.** Certificates that do not indicate an expiration date shall be accepted if issued no more than ninety (90) days prior to the date scheduled for the SUBMISSION OF DOCUMENTS.
 - 2.1.** Only documents issued by the competent authority or authenticated copies in accordance with the law shall be accepted.
 - 2.2.** If any certificate contains a positive record or does not indicate the updated status of the debt(s), proof of settlement and/or certificates attesting to the updated status of the judicial actions and/or administrative proceedings listed shall be submitted, dated no more than ninety (90) days prior to the date of the PUBLIC SESSION of the COMPETITIVE PROCESS.
 - 2.3.** Proof of application for certificates shall not be accepted.
- 3.** In the case of a CONSORTIUM, the documents evidencing tax, social security, labor, and economic-financial regularity shall be submitted for each consortium member.
 - 3.1.** Technical qualification documents may be submitted in the name of only one consortium member.
- 4.** The documents listed in the tables and provisions below shall be included in VOLUME 3, identified and submitted by the BIDDER(S), as on item 10.5 from the NOTICE.

Individual BIDDER – Economic-Financial Qualification

5. The BIDDER shall submit the following documents to evidence its economic-financial qualification:

Table II – Documents relating to economic-financial qualification	
	Document
A	Negative certificate of filing for bankruptcy, voluntary bankruptcy, or judicial reorganization, issued by the judicial clerk's office (civil courts) of the judicial district where the company has its registered office. For a non-corporate entity or another form of legal entity, a negative certificate issued by the judicial clerk's office of the general civil courts (enforcement proceedings) of the judicial district where the entity has its registered office.
B	Certificate issued by the judicial clerk's office of the judicial district where the BIDDER(S) has/have its/their registered office, relating to judicial or extrajudicial liquidation proceedings.
C	Consolidated financial statements for the last three (3) fiscal years, including Balance Sheet, Statement of Income for the Year, Statement of Cash Flows (current and projected), and Statement of Changes in Shareholders' Equity, together with the respective Notes to the Financial Statements, as required by law and, when applicable, accompanied by the Management Reports and Independent Auditors' Reports. The submission of trial balances or provisional balance sheets is not permitted. If the company is not required to publish its financial statements, it shall submit a certified copy of the balance sheet signed by the legal representative and by the accountant registered with the competent professional body, indicating the registration number. For newly formed companies that have not yet closed their first annual balance sheet, the opening balance sheet shall be submitted. These documents shall be prepared in accordance with the accounting practices adopted in Brazil. If the BIDDER(S), or a CONSORTIUM member, is a branch/subsidiary, the consolidated balance sheet of the head office shall be submitted.

5.1. The BIDDER shall demonstrate, through the balance sheet referred to in item C of Table II above, that, as of the date set out in the schedule for submission of VOLUME 3, it has shareholders' equity of at least BRL R\$ 336.301.155,44 (three hundred and thirty-six million, three hundred and one thousand, one hundred and fifty-five reais and forty-four cents), as of the base date of January 2023, updated by the IPCA, based on the number-index variation in the period between November 2022 and two months prior to the month indicated in the SCHEDULE for the date set for the SUBMISSION OF DOCUMENTS, subject to the specific rules of items 5.2 and 5.3 below for open or closed supplementary pension entities and investment funds, respectively.

- (i) In the case of a CONSORTIUM, the shareholders' equity to be considered shall be the sum of the shareholders' equity of each consortium member, in proportion to its respective participation.

5.2. For open or closed supplementary pension entities, the verification of equity, considering current legal provisions, shall correspond to the sum of the accounts under the Actuarial Liabilities and Reserves and Funds.

5.3. For private equity investment funds, the requirement set out in item 5.1 for purposes of economic-financial qualification may be demonstrated by:

- (i) the fund's shareholders' equity, as reported in its balance sheet or indicated in the latest Quarterly Report submitted to the Brazilian Securities and Exchange Commission (CVM);
- (ii) the total subscribed capital of the investment fund, as indicated in the latest Quarterly Report submitted to the CVM; or
- (iii) evidence of investment commitments executed after submission to the CVM of the latest Quarterly Report.

5.4. For the purposes of proving shareholders' equity, amounts expressed in foreign currency by the BIDDER(S) shall be converted into Brazilian reais (BRL) using the commercial selling exchange rate (PTAX) published by the Central Bank of Brazil, corresponding to the date of the end of the fiscal year indicated in the balance sheet.

Individual BIDDER – Tax and Labor Compliance

6. The BIDDER shall submit the following documents to evidence its tax and labor compliance:

Table III – Documents relating to tax and labor compliance	
Item	Document
A	Proof of registration with the National Register of Legal Entities of the Ministry of Finance (CNPJ/MF). In the case of an investment fund, proof of registration of the fund's administrator with the CNPJ shall also be submitted.
B	Certificate of compliance with Social Security and the Government Severance Indemnity Fund for Employees (FGTS), valid as of its date of issuance. In the case of an investment fund, the required document shall be submitted in the name of the administrator.
C	Proof of tax compliance with the Federal Treasury, by means of a Negative Debt Clearance Certificate (or a Positive Certificate with Negative Effect) regarding Federal Taxes and Federal Debt. In the case of an investment fund, the required document shall be submitted in the name of the administrator.
D	Proof of tax compliance with the state and municipal treasuries (the latter regarding personal and real property taxes), all from the domicile or registered office of the BIDDER. In the case of an investment fund, the required document shall be submitted in the name of the administrator.
E	Negative Certificate of Labor Debts as provided for in Law No. 12,440 of 7 July 2011. In the case of an investment fund, the required document shall be submitted in the name of the administrator.
F	Proof of absence of debts with ANTT, by means of the issuance of a Clearance Certificate from the Active Debt Register, whether negative or positive with the effects of a negative, issued by the competent internal body. In the case of an investment fund, the required document shall be submitted in the name of the administrator.

6.1. If the BIDDER is the head office, all documents shall state the CNPJ number of the head office;
or

6.2. If the BIDDER is a branch, all documents shall state the CNPJ number of the branch, except for the certificates referred to in items B and C of Table VI above, where the BIDDER has

centralized collection of charges, in which case it must submit documentary evidence of authorization for such centralization.

6.3. For the certificate referred to in item F of Table VI above, the request shall be made to the General Coordination for Collection and Recovery of Credits of the Federal Attorney's Office at ANTT, by email to cnda@antt.gov.br, enclosing the Company's Articles of Association and its latest amendment, if any, as well as the documents of its legal representative.

(i) If the request is made by an Attorney-in-Fact, the respective Power of Attorney with specific powers for representation before ANTT shall also be submitted. In the case of a foreign company, the relevant corporate documentation and the power of attorney must be submitted translated and sworn, or, in the case of a company domiciled in a country that is a signatory to the Convention Abolishing the Requirement of Legalization for Foreign Public Documents, enacted in Brazil by Decree No. 8,660 of 29 January 2016, such documents must be apostilled, translated, and sworn, including the content of the apostille itself.

Individual BIDDER – Technical Qualification

7. The BIDDER shall submit the following documents to evidence its technical qualification:

Table IV – Documents relating to Qualified Professionals	
Item	Document
A	Identification of the name(s) of the QUALIFIED PROFESSIONAL(S), in accordance with the provisions below, and proof of their registration(s) or enrolment(s) with the respective competent professional entity(ies).
B	For the group of QUALIFIED PROFESSIONAL(S) indicated by the BIDDER, technical responsibility certificate(s), issued by public or private entities and duly certified by the council(s) regulating the practice of the respective profession(s), evidencing performance in execution, coordination, management, or supervision of highway management and operation. Such certificates shall only be accepted if the QUALIFIED PROFESSIONAL(S) has/have a relationship with the BIDDER on the date set for the SUBMISSION OF DOCUMENTS, in accordance with the provisions below.
C	The QUALIFIED PROFESSIONAL(S) linked to the head office and/or branch of a foreign company who are not required to be registered or enrolled with Brazilian professional entities, but with the competent body of another country, may submit technical responsibility certificate(s) issued by public or private entities of that country.
D	Document evidencing the relationship between the QUALIFIED PROFESSIONAL(S) and the BIDDER or the consortium member, in the case of a CONSORTIUM, on the date set for the SUBMISSION OF DOCUMENTS.

7.1. The QUALIFIED PROFESSIONAL(S) shall have a relationship with the BIDDER:

- (i) as an employee or as an officer;
- (ii) under a technical assistance agreement, directly or through a company of which they are an employee or officer; or
- (iii) under a letter or agreement of intent signed between the BIDDER and the QUALIFIED PROFESSIONAL(S) stating that, in the event the BIDDER is successful in the COMPETITIVE PROCESS, the QUALIFIED PROFESSIONAL(S) shall undertake to participate in the Concession in one of the forms provided for in sub-items

7.1(i) and 7.1(ii) above.

7.2. If opting to prove the employment relationship, the BIDDER or the consortium member, in the case of a CONSORTIUM, shall submit the Employee Registration Form (FRE) and the Work and Social Security Card, duly updated.

7.3. To evidence appointment to an officer position, the BIDDER or the consortium member, in the case of a CONSORTIUM, shall submit proof of election of the current officers, duly filed with the commercial registry or competent notary office.

7.4. To evidence the existence of a technical assistance agreement, the BIDDER shall submit the instrument of commitment for technical assistance under which the QUALIFIED PROFESSIONAL(S) shall undertake to provide the BIDDER with the technical assistance necessary for the performance of the Contract.

7.5. The certificates referred to in document B of Table IV shall contain the following information:

- (i) object;
- (ii) characteristics of the activities and services performed;
- (iii) total value of the project/undertaking;
- (iv) start and end dates of the performance of the activities and services;
- (v) location of the performance of the activities and services;
- (vi) corporate name of the issuer;
- (vii) name and identification of the signatory; and
- (viii) where the certificate has been issued in the name of the CONSORTIUM, the start and end dates of the participation of the company to which the QUALIFIED PROFESSIONAL(S) was/were linked in the CONSORTIUM and a description of the activities carried out by the company in the CONSORTIUM.

7.6. The technical qualification referred to in item 7 may, as an alternative to submitting the documentation relating to the QUALIFIED PROFESSIONAL(S) referred to in Table IV (technical-professional qualification), be evidenced by submitting certificate(s) and/or statement(s) of capability in the name of the BIDDER or, in the case of a CONSORTIUM, of one of the consortium members, attesting to prior experience in Highway Management and Operation.

(i) The company's technical qualification documents shall be issued by public or private entities, on the declarant's letterhead, identifying its legal representative and providing contact details for ANTT.

(ii) Also accepted, for the purposes of this item, shall be certificates issued in the name of a subsidiary, controlling shareholder, affiliate, or an entity under the same common control as the BIDDER or one of the consortium members, in the case of a CONSORTIUM.

(iii) Certificates issued abroad shall not be subject to the formalities indicated in item 11.15 of the NOTICE, without prejudice to their sworn translation.

Individual BIDDER – Other documents

8. The BIDDER shall also submit the following documents:

Table V – Other documents	
Item	Document
A	Statement of awareness of the terms of the NOTICE and of the absence of any impediment to participating in the COMPETITIVE PROCESS, in accordance with the template set out in ANNEX 8.2.
B	Statement of compliance with Article 7, item XXXIII, of the Federal Constitution, in accordance with the template set out in ANNEX 8.3.
C	Statement of non-participation in the COMPETITIVE PROCESS through another bidder, in accordance with the template set out in ANNEX 8.4.
D	Statement assuming all obligations of the assigning company relating to the service subject to the transfer and undertaking to comply with all clauses of the concession contract.
E	Statement of financial capacity, in accordance with the template set out in ANNEX 8.5. The BIDDER shall declare that it has or is able to obtain sufficient financial resources to meet the obligations of contributing its own funds and securing third-party resources required for the implementation of the object of the COMPETITIVE PROCESS.
F	Statement of receipt and review of the documents and information relating to the COMPETITIVE PROCESS, in accordance with the template set out in ANNEX 8.6.

8.1. All the above statements shall be submitted together with documents evidencing the signatories' powers, without the need for notarization of the signatory's signature.

Foreign BIDDER

9. Foreign BIDDERS that do not operate in Brazil shall, to the extent possible, meet the requirements applicable to Brazilian BIDDERS by submitting equivalent documents, duly authenticated by the respective consulates and translated into Brazilian Portuguese.

9.1. Additionally, foreign BIDDERS shall submit the following document:

Table VI – Other documents relating to the qualification of foreign BIDDERS	
Item	Document
A	Statement of submission to the laws of the Federative Republic of Brazil and waiver of any claim through diplomatic channels, in accordance with the template set out in ANNEX 8.7.

9.2. Foreign companies from States that are signatories to the Convention Abolishing the Requirement of Legalization for Foreign Public Documents, enacted in Brazil by Decree No. 8,660/16, may replace the requirement for authentication by the respective consulate with the apostille referred to in said Convention.

(i) The documentation and the respective apostille shall be translated into Brazilian Portuguese, and sworn translation shall not be required.

9.3. Foreign BIDDERS may, for the purpose of their qualification, submit documents from their head offices or respective branches that are equivalent to those required for the qualification of Brazilian legal entities and that comply with the legal requirements in the country of incorporation of the foreign BIDDER.

9.4. If there are no equivalent documents in the respective countries of origin that meet the requirements set forth in this ANNEX, or for the respective Brazilian branches, the foreign BIDDERS shall submit:

(i) a statement indicating such circumstance, in accordance with ANNEX 6.1 – Template statement of inexistence of equivalent document; and

(ii) an alternative document that, even if not equivalent, explains and meets, to the extent possible, the purpose of the document required in this ANNEX.

9.5. ANTT reserves the right to review and decide on the validity of documents received from foreign BIDDERS.

9.6. The balance sheets and statements of income submitted shall be those required by law and approved by management. These documents shall be prepared in accordance with the accounting principles accepted in Brazil, such as the IFRS (International Financial Reporting Standards), in order to enable comparison of the information submitted by all BIDDERS.

9.7. Documents in a foreign language shall be submitted with the signature(s) duly notarized or otherwise certified in accordance with the legislation applicable to the documents, which certification shall be recognized by a Brazilian consular representation, if applicable, and duly translated into Brazilian Portuguese by a sworn public translator. Powers of attorney shall be registered with the Notary Office of Deeds and Documents.