

ANNEX 13 – INTEGRITY UNDERTAKING

[City], [●][●], [●]

To
National Land Transport Agency (ANTT)
SCES Trecho 3, Lote 10
Polo 8 do Projeto Orla
70.200-003 Brasília/DF

Ref.: Notice No. [●]/[●] – Integrity Undertaking

Dear Sirs,

Pursuant to subitems 19.1 and 20.2.1 of the NOTICE, [BIDDER], by its undersigned legal representative(s), hereby declares, for all due purposes, that:

1. The Special Purpose Entity (SPE), purpose of this Competitive Process, shall comply with applicable federal and sectoral regulations, as well as best practices relating to integrity, compliance, ethics, governance, risk management, internal and external controls (monitoring, evaluation, audit, and investigation), and transparency in the performance of the Amendment to the Contract, in particular.
 - 1.1. Full compliance shall be ensured, as applicable, with the provisions of Law No. 12,846/2013, Decrees No. 3,678/2000, No. 4,410/2002, No. 5,687/2006, No. 11,129/2022, and No. 12,304/2024, Ordinance No. 909/2015 of the Office of the Federal Controller General (CGU), and other applicable federal regulations, as well as any regulations amending, supplementing, or replacing the aforementioned provisions.
 - 1.2. A RELATED PARTY Transactions Policy shall be adopted, in line with best corporate governance practices and as provided for in the AMENDMENT TO THE CONTRACT.
2. The SPE undertakes to prepare and submit to ANTT, within six (6) months from the signing of the Amendment to the Contract, an Integrity Program consisting of a set of internal mechanisms and procedures for integrity, audit, whistleblowing, and the effective implementation of codes of ethics and conduct, along with other integrity policies and anti-corruption guidelines.
 - 2.1. The Integrity Program shall include, at a minimum:

- I. implementation of a Code of Ethics defining the expected conduct of all employees and officers of the Concessionaire, as well as third parties with which it has relationships (including suppliers and service providers), and specifying prohibited conduct;
 - II. supplementary training for employees on the Integrity Program;
 - III. a whistleblowing channel, widely publicized and accessible, with confidentiality rules to protect whistleblowers;
 - IV. policies and actions adopted by the CONCESSIONAIRE to prevent fraud and criminal or administrative offences.
- 2.2. The SPE shall also, within the same timeframe for establishing the Integrity Program, obtain ISO 37001 certification or, alternatively, the Pró-Ética seal of the Office of the Federal Controller General (CGU), or any successor certification.
- 2.3. Should the GRANTING AUTHORITY issue regulations on the subject, such regulations shall prevail over the AMENDMENT TO THE CONTRACT.
- 2.4. In complying with item 2, the SPE shall follow the “comply or explain” model, meaning that if it chooses not to adopt a given practice, it must publicly provide a detailed explanation of the reasons for its decision.
- 2.5. Such explanation shall be well-founded, clear, precise, and consistent, and shall include a cost–benefit and cost–efficiency analysis regarding the adoption of the standards, considering the context and specific characteristics of the CONCESSIONAIRE and/or the object of the CONCESSION.
3. For the performance of this AMENDMENT TO THE CONTRACT, neither party may offer, give, or agree to give to any person, nor accept or agree to accept from any person, directly or indirectly, personally or through others, any payment, donation, compensation, financial or non-financial advantage, or benefit of any kind that constitutes an illegal or corrupt practice under Brazilian law or the laws of the countries where transactions have taken place or legal acts have been performed, whether directly or indirectly related to the object of this AMENDMENT TO THE CONTRACT or otherwise unrelated to it. The parties shall also ensure that their agents and employees act in the same manner.
4. The use of resources, assets, or funds of illicit or dubious origin shall be prohibited.
5. Registration in the National Register of Ineligible and Suspended Companies (CEIS) shall constitute a bar to the execution of the Amendment to the Contract.

[BIDDER

[ACCREDITED REPRESENTATIVE(S)]