



**REPÚBLICA FEDERATIVA DO BRASIL  
FEDERATIVE REPUBLIC OF BRAZIL  
ANTONIO DARI ANTUNES ZHBANOVA**

TRADUTOR PÚBLICO E INTÉRPRETE COMERCIAL.- *CERTIFIED PUBLIC TRANSLATOR*

Idioma/Language: Inglês - Português/*English - Portuguese*

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TRANSLATION No. 72963

BOOK No. 222

PAGE No. 001

I, the undersigned Sworn Translator and Commercial Interpreter, hereby CERTIFY this is the description and faithful translation of a DOCUMENT written in Portuguese, which I translate as follows:

=====

**[Letterhead paper of São Paulo / São Paulo Turismo / Prefeitura de São Paulo [São Paulo City Hall]]**

**Financial Administrative and Investor Relations Board**

**Special Bidding Commission – CEL**

**Process No. 7210.2020.0000956-3**

**International Bid no. 001/2020**

**SÃO PAULO TURISMO S/A - SPTURIS**

**INTERNATIONAL BID No.001/2020**

**EXHIBIT TO INVITATION TO BID - MODELS AND STATEMENTS**

**ONEROUS CONCESSION FOR USE OF ANHEMBI COMPLEX FOR REFORM, MANAGEMENT, MAINTENANCE, OPERATION AND EXPLOITATION.**

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Av. Olavo Fontoura, 1209 – Parque Anhembi – São Paulo – SP – CEP 02012-021	9

The terms that were not expressly defined in this EXHIBIT shall have the meaning assigned thereto by the INVITATION TO BID.

**A - MINIMUM TERMS AND CONDITIONS OF PERFORMANCE BOND**

1 . Borrower: [BIDDER]

2 . Insured: São Paulo Turismo S.A.

3 . Insurance purpose (to be included in the Special Conditions): ensuring the indemnity to the Insured in the amount of BRL [•] ( [•] ) if the Borrower fails to comply with any of its obligations under the Law or INVITATION TO BID, including but not limited to the case of being called, as BIDDER, to sign the AGREEMENT and fails to do so within the period set forth in International Bid no. [•] or as the conditions it offered, or even if the Borrower give up the BID under the International Bid no. [•] under INVITATION TO BID and its EXHIBITS, or in case of fines by the CONTRACT-LETTING AGENCY under the BID.

4 . Instrument: Performance Bond Policy issued by insurance company duly established and authorized to operate by Private Insurance Superintendence - SUSEP in compliance with SUSEP's normative acts and conditions set forth in the INVITATION TO BID.



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- 5 . Guarantee Amount: the Performance Bond Policy shall provide for the indemnity amount of BRL[●] ([●]).
- 6 . Term: Performance Bond policy shall have a minimum validity period of 240 (two hundred forty) days from the DELIVERY DATE OF PROPOSALS, renewable in the cases provided for in the INVITATION TO BID.
- 7 . Additional Provisions: the Performance Bond Policy shall contain the following additional provisions in Special Conditions:

i) Insurance Company's Statement acknowledging and accepting the terms and conditions of INVITATION TO BID;

ii) The Insurance Company's Statement that payment shall be made on amounts provided for herein within thirty days (30) from the date all documents are delivered which are listed by Insurance Company as required to feature and regulate the damage.

**B - TEMPLATE OF BANK GUARANTEE**

[place], [●] [●], [●]

**TO**

**SPECIAL BID COMMISSION**

**SÃO PAULO TURISMO S.A.**

[Address]:

**Subject: INTERNATIONAL BID No. [●]**

**Letter of Bank Guarantee No. [●] ("Letter of Guarantee")**

1 . By this Letter of Guarantee, the Bank [●], with headquarters at [●], enrolled with under CNPJ [National Roll of Legal Entities] No. [●] (the "Guarantor Bank"), by itself and its possible successors is obliged before the CONTRACT-LETTING AGENCY as a joint and several guarantor of BIDDER [●], with headquarters at [●], enrolled under CNPJ No. [●] ("Principal Debtor"), expressly waives the rights provided for in articles 827, 835, 837, 838 and 839, all Federal Law No. 10.406 / 2002 ("Brazilian Civil Code"), the faithful fulfillment of all obligations undertaken by the Principal Debtor in the bidding procedure described in the INVITATION TO NOTICE, which terms, provisions and conditions of the Guarantor Bank expressly represents to know and accept.

2 . The Guarantor Bank undertakes to pay to CONTRACT-LETTING AGENCY the total amount of BRL [●] ([●]) ("Guarantee") if the BIDDER fails to comply with any of its obligations under the Law or INVITATION TO BID, including but not limited to the case of being called to sign the CONCESSION AGREEMENT and fails to do so within the period set forth in INVITATION TO BID and the conditions offered, or even if the BIDDER give up the BID under the INVITATION TO BID and its EXHIBITS, or in case of fines by the CONTRACT-LETTING AGENCY under the BIDDING.

3 . The Guarantor Bank undertakes also under the above identified value, the losses caused by Principal Debtor including, but not limited to, the fines assessed by the CONTRACT-LETTING AGENCY related to BIDDING defined by the International Competition No. [●], undertaking to make payments arising from such losses when required, within 48 (forty-eight) hours, counted from the receipt by the Guarantor Bank of written notice sent by the CONTRACT-LETTING AGENCY regardless authorization or consent by the Principal Debtor, or court order.

4 . Guarantor Bank should not allege any objection or opposition from Principal Debtor in order to excuse the fulfillment of the obligation undertaken before the CONTRACT-LETTING AGENCY according to this Letter of Guarantee.

5 . If the CONTRACT-LETTING AGENCY files a demand to the fulfillment of the obligation under this Letter of Guarantee, Guarantor Bank is obliged to pay the arbitration, court and other expenses.

6 . The Guarantee shall , have a minimum of two hundred forty (240) days from the DELIVERY DATE OF PROPOSALS, renewable in the cases provided for in the INVITATION TO BID.

7 . Guarantor Bank represents:





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- i) This Letter of Guarantee is duly recorded and complies entirely with Central Bank of Brazil’s regulations currently in force, and comply with the provisions in applicable Bank Laws.
  - ii) The signatories of this instrument are authorized to render the Guarantee on its behalf and liability; and ii) is authorized by Central Bank of Brazil to issue the Letter of Guarantee. The amount of this Letter of Guarantee for BRL[●] ([●]) is within the limits authorized by Central Bank of Brazil.
- 8 . The terms that were not expressly defined in this Letter of Guarantee shall have the meaning assigned thereto by the INVITATION TO BID.

\_\_\_\_\_  
[Signature of legal representative(s), with notarized signature]

Witnesses:

Name:

Name:

RG:

RG:

**C - TEMPLATE OF REQUEST FOR CLARIFICATION**

[place], [●] [●], [●]

**TO**

**SPECIAL BID COMMISSION**

**SÃO PAULO TURISMO S.A.**

[Address]:

**Subject: INTERNATIONAL BID No. [●]**

**Request for Clarification**

Dear Sirs.

[Citizen or company interested in BIDDING] comes to submit the following request (s) for clarification(s) regarding the INVITATION TO BID of the International Bid No. [●]

Number of question	Item or Clause	Request for clarification
1 .	[Insert Item of Invitation to Bid , clause of Agreement or item of the Exhibit to which clarification refers].	[Write clearly and objectively the request desired as a question].
2 .	[Insert Item of Invitation to Bid , clause of Agreement or item of the Exhibit to which clarification refers].	[Write clearly and objectively the request desired as a question].
X.	[Insert Item of Invitation to Bid , clause of Agreement or item of the Exhibit to which clarification refers].	[Write clearly and objectively the request desired as a question].

Yours sincerely,

\_\_\_\_\_  
[Signature of the Citizen/ Interested Party]

Responsible for contact: [●]



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Address: [●]

Telephone: [●]

E-mail: [●]

**D - MODEL OF SUBMISSION LETTER OF THE QUALIFICATION DOCUMENTS**

[place], [●] [●], [●]

**TO**

**SPECIAL BID COMMISSION**

**SÃO PAULO TURISMO S.A.**

[Address]:

**Subject: INTERNATIONAL BID No. [●]**

**Qualification Documents**

Dear Sirs.

- 1 . The [BIDDER] ( "BIDDER"), by its undersigned legal representative, hereby submits the QUALIFICATION DOCUMENTS for the mentioned bid, according to the requirements defined in the INVITATION TO BID.
- 2 . The BIDDER expressly represents to have full knowledge of the terms of the mentioned INVITATION TO BID and accepts them in full.
- 3 . The BIDDER expressly represents to have fulfilled all the requirements and criteria for qualification and submitted the QUALIFICATION DOCUMENTS according to the INVITATION TO BID. .
- 5 . The BIDDER further REPRESENTS that the submitted Qualification Documents are complete, true and correct in every detail.

[BIDDER]

[Signature of legal representative(s), with notarized signature]

**E - GENERAL STATEMENTS**

[place], [●] [●], [●]

**TO**

**SPECIAL BID COMMISSION**

**SÃO PAULO TURISMO S.A.**

[Address]:

**Subject: INTERNATIONAL BID No. [●]**

**General statements**

Dear Sirs.

In accordance with INVITATION TO BID, the [individual or all CONSORTIUM members], by undersigned legal representative (s) represent(s) under penalty of applicable law:

- a) It declared the WINNER BIDDER, IT should incorporate a SPE to sign the AGREEMENT, under Brazilian law, with headquarters and management in Brazil, in the city of São Paulo, State of São Paulo;
- b) the SPE's purpose to be incorporated should be restricted to the performance of the PURPOSE of the AGREEMENT, which should be stated in its articles of incorporation;
- c) To undertake to pay the minimum capital stock of the SPE under INVITATION TO BID, AGREEMENT and the Exhibits thereto;
- d) To undertake to adopt, in SPE, corporate governance and accounting standards, and preparation of standardized financial statements in accordance with accounting practices adopted in Brazil, based on





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Brazilian Corporate Law (Federal Law 6,404 / 1976 and subsequent amendments ) and the Accounting Standards issued by the Federal Accounting Council - CFC; and

- e) that the company should adopt mechanisms and internal integrity , auditing procedures and encouraging complaints of breaches and the actual implementation of codes of ethics and conduct.
- f) [Only valid for CONSORTIUM] to accept joint and several liability under art. 33 of the Federal Law 8,666/1993 regarding the PURPOSE of this BIDDING, fully covering all the obligations undertaken in the submitted PROPOSAL, and such joint and several liability only ceases, if the CONSORTIUM have been the winning BIDDER after the PUBLICATION DATE OF AGREEMENT; and in the case of the CONSORTIUM has not been the winning BIDDER, within thirty (30) days from the PUBLICATION DATE OF AGREEMENT.

[Only valid for CONSORTIUM] Data of CONSORTIUM:

- a) CONSORTIUM name
- b) composition of the CONSORTIUM, indicating the share percentage of each member in the capital stock of future SPE;
- c) The purpose of the CONSORTIUM shall be compatible with this BIDDING and the PURPOSE:
- d) indication of the leader [as set forth in art. 33, § 1 of the Federal Law No. 8.666/1993 - and submitting the documentation evidencing representative condition, indicating the powers of representation provided for in the INVITATION TO BID]:

[Individual BIDDER or all CONSORTIUM members]

[Signature of legal representative(s), with notarized signature]

**F - TEMPLATE OF THE COMMERCIAL PROPOSAL SUBMISSION LETTER**

[place], [●] [●], [●]

**TO**

**SPECIAL BID COMMISSION**

**SÃO PAULO TURISMO S.A.**

[Address]:

**Subject: INTERNATIONAL BID No. [●]**

**Commercial Proposal**

Dear Sirs.

1 . According to the INVITATION TO BID of International Bid No. [●] we submit our COMMERCIAL PROPOSAL for the performance of PURPOSE of above CONCESSION.

2 . We propose, as payment the FIXED GRANT as defined in INVITATION TO BID, the value of BRL[●] ([●] reais), on the base date of [●], [●] (DELIVERY DATE OF PROPOSALS ) considering:

**P = [●]**

**P** is the FIXED GRANT, on the base date of [●], [●] (DELIVERY DATE OF PROPOSALS), and corresponding to the amount to be paid by the CONCESSIONAIRE to the CONTRACT-LETTING AGENCY on the exploration of PURPOSE to the termination of effectiveness of the AGREEMENT under EXHIBIT V of the AGREEMENT - GRANT PAYMENT MECHANISM.

We expressly represent that:

- i) This COMMERCIAL PROPOSAL is valid for a period of two hundred forty (240) days from the DELIVERY DATE OF PROPOSALS;
- ii) we agree, in full and without any restriction, to the contracting conditions established in the INVITATION TO BID and its EXHIBITS;



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**iii)** We confirm to know the CONCESSION AREA as-is and all the conditions for the performance of the PURPOSE of the CONCESSION;

**iv)** We undertake herein full responsibility for performance of the design(s), plan (s) and report (s) as well as any and all activities of PURPOSE of the CONCESSION, in accordance with the INVITATION TO BID, the AGREEMENT and its EXHIBITS as well as with applicable law;

The submitted COMMERCIAL PROPOSAL was prepare independently by BIDDER. The proposal contents was not in whole or in part, directly or indirectly, informed, discussed, or received from any other perspective participant or in fact OF the BIDDING by any mean or any person;

**vi)** no attempt was made by any mean or any person to influence the decision of any other perspective participant or in fact to this BIDDING to take part or not in said bidding.

**vii)** The COMMERCIAL PROPOSAL contents shall not be in whole or in part, directly or indirectly, informed or discussed with any other perspective participant or in fact to this BIDDING before the AWARING of the purpose of the CONCESSION.

**viii)** The contents of the COMMERCIAL PROPOSAL herein was not, in whole or in part, directly or indirectly, informed, discussed or received from any member of the Municipality of São Paulo, the direct or indirect Administration, before the official opening of the COMMERCIAL PROPOSALS; and

**ix)** to fully comply with all the obligations and requirements contained in INVITATION TO BID.

[BIDDER]

[Signature of legal representative(s), with notarized signature]

**G - TEMPLATE OF STATEMENT OF COMPLIANCE WITH ART. 7TH, XXXIII OF BRAZILIAN CONSTITUTION**

[place], [●] [●], [●]

**TO**

**SPECIAL BID COMMISSION**

**SÃO PAULO TURISMO S.A.**

[Address]:

**Subject: INTERNATIONAL BID No. [●]**

**Model of the Statement of Compliance with 7th Article, XXXIII of Brazilian Constitution.**

Dear Sirs.

The [ BIDDER ], enrolled with CNPJ under No. [●], by its undersigned legal representative, Mr. (Mrs.) [●] bearer of Identity Card No. [●] and CPF No. [●] represents to have no employee under eighteen (18) years of age in night, dangerous or unhealthy work and does not hire under sixteen (16) years of age, and is in good standing with the Ministry of Labor, with regard to compliance with the provisions of item XXXIII of art. 7 of the Brazilian Constitution.

**Exception:** hires minor older than fourteen years as apprentice [\_\_\_].

*(Remarks: If affirmative, mark the exception above).*

[BIDDER]

[Signature of legal representative(s), with notarized signature]

**H - TEMPLATE OF STATEMENT ON COMPLIANCE WITH MUNICIPAL DECREE NO. 48.184 OF**

**Tuesday, March 13, 2007**

[place], [●] [●], [●]

**TO**

**SPECIAL BID COMMISSION**





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**SÃO PAULO TURISMO S.A.**

[Address]:

São Paulo/SP

**Subject: INTERNATIONAL BID No. [●]**

Dear Sirs.

In compliance with INVITATION TO BE above [BIDDER], by its undersigned legal representative (s) represents, pursuant to Article 5 of Municipal Decree No . 48,184 of March 13, 2007 that establishes environmental control procedures for the acquisition of mining enterprise products and their use in works and services by the Municipal CONTRACT-LETTING AGENCY Administration, under penalty of applicable law, whether for the supply and / or performance of activity (ies) under that bidding, products shall only be supplied and / or used from properly licensed mining enterprises, by the competent environmental agency, part of the National Environmental System - SISNAMA, subject to administrative penalties provided for in articles 86 to 88 of the Federal law No. 8,666, of June 21, 1993, and in section V of § 8 of Article 72 of Federal law No. 9,605, of February 12, 1998, subject to the implications of criminal order established by law .

[BIDDER]

[Signature of legal representative(s), with notarized signature]

**I- TEMPLATE OF STATEMENT ON NO HINDRANCE TO PARTICIPATION IN THE BIDDING**

[place], [●] [●], [●]

**TO**

**SPECIAL BID COMMISSION**

**SÃO PAULO TURISMO S.A.**

[Address]:

**Subject: INTERNATIONAL BID No. [●]**

**STATEMENT ON NO HINDRANCE TO PARTICIPATION IN BIDDING**

Dear Sirs.

In compliance with the INVITATION TO BID, above the [BIDDER], by its undersigned legal representative(s), represents, under the terms of applicable law, that there is no hindrance to participate in CONTRACT-LETTING AGENCY bidding nor is subject to any hindrance listed in the INVITATION TO BID and laws in force.

[BIDDER]

[Signature of legal representative(s), with notarized signature]

**J - TEMPLATE OF POWER OF ATTORNEY**

By this power of attorney, the [ BIDDER ], [ *qualification* ], hereinafter referred to as "Grantor", appoints its attorney(s) in fact Mr. (Mrs.) [●], [ *qualification* ], to perform the following acts in the Federative Republic of Brazil, in or out of court:

- a) represent Grantor before any authorities, agencies or CONTRACT-LETTING AGENCY departments, open or closed companies and any CONTRACT-LETTING AGENCY agencies, especially the Municipality of São Paulo and São Paulo Turismo S.A., to establish and keep arrangements with those CONTRACT-LETTING AGENCY agencies, or other entities for signing minutes and documents, receive service of process and any notice, to require and make consultation, to apply for certificates and other documents, become aware of decisions, resign, agree, compromise and to perform acts required during the bidding under the INVITATION TO BID of International Bid No. [●], including forwarding documents, request information, file appeals and / or waive the right to the file them;



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- b) undertake commitments and/or obligations on behalf of the Grantor and in any case contract, make arrangements, give and receive the discharge on behalf of the Grantor;
- c) represent the Grantor in defending its interests in court or administratively in any level and before any Court, including by hiring lawyers, with special powers to confess, compromise, give up, make arrangements to receive and discharge;
- d) in their discretion, to delegate, in whole or in part, with the reservation of powers, any of the powers granted herein, under such conditions as it should deem or consider appropriate.

This power of attorney shall be valid until the signature of the CONCESSION AGREEMENT [optional: if this event takes place up to [●] ([●]) month (s)].

[place], [●] [●], [●]

[BIDDER]

[Signature of legal representative(s), with notarized signature]

**K - TEMPLATE OF NO REGISTRATION STATEMENT AND THE ABSENCE OF DEBTS WITH FINANCE DEPARTMENT OF MUNICIPALITY OF SÃO PAULO**

[place], [●] [●], [●]

**TO**

**SPECIAL BID COMMISSION  
SÃO PAULO TURISMO S.A.**

[Address]:

**Subject: INTERNATIONAL BID No. [●]**

**Statement of No Registration Statement and the Absence of Debts with Finance Department Of Municipality Of São Paulo**

The company [●] enrolled with CNPJ No. [●] , by its legal representative, [●] , bearer of Identity Card No. [●] and CPF no. [●] represents under penalty of law, it is not registered with the Securities Taxpayers Register of Municipality of São Paulo, and it has no debts to the Finance Department of this Municipality.

[BIDDER]

[Signature of legal representative(s), with notarized signature]

**L - TEMPLATE OF STATEMENT ON CERTIFICATE (S) ISSUED ON BEHALF OF SUBSIDIARY, OR PARENT OR ENTITY (S) SUBJECT TO THE SAME CONTROL**

[place], [●] [●], [●]

**TO**

**SPECIAL BID COMMISSION  
SÃO PAULO TURISMO S.A.**

[Address]:

**Subject: INTERNATIONAL BID No. [●]**

**Statement On Certificate (S) Issued on behalf of subsidiary, or parent or entity (s) subject to the same control**

The company [●] enrolled with CNPJ No. [●], by its legal representative, [●], bearer of Identity Portfolio [●] and CPF No. [●] represents that the certificate submitted for fulfillment of item [●] of the INVITATION TO BID of International Bid No. [●] was issued on behalf of SUBSIDIARY, PARENT or entity (ies) subject to the same CONTROL, the company [●]enrolled with CNPJ No. [●], according to organization chart below:





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[ *submit the organization chart of the economic group and its corporate relations, demonstrating, through other documents considered necessary, the actual relation between companies* ]

[BIDDER]

[Signature of legal representative(s), with notarized signature]

**M - TEMPLATE OF STATEMENT OF THE KNOWLEDGE OF ANHEMBI COMPLEX AREA**

[place], [●] [●], [●]

**TO**

**SPECIAL BID COMMISSION**

**SÃO PAULO TURISMO S.A.**

[Address]:

**Subject: INTERNATIONAL BID No. [●]**

Dear Sirs.

In accordance with INVITATION TO BID above, the [BIDDER], by undersigned legal representative (s) represent(s) under penalty of applicable law:

- a) To have full knowledge of ANHEMBI COMPLEX area, the physical and operational conditions in which it is;
- b) To be aware of the risks and consequences related to the knowledge of the ANHEMBI COMPLEX area and all the conditions for the proper performance of the PURPOSE of the CONCESSION; and
- c) there is no insufficient data and or information related to the of ANHEMBI COMPLEX area or related thereto and it holds, all technical support for the preparation of the COMMERCIAL PROPOSAL; and
- d) any inaccuracies in equipment and footage of the ANHEMBI COMPLEX area generate no right to economic and financial balance.

[BIDDER]

[Signature of legal representative(s), with notarized signature]

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Nothing else was contained in said original, which I return with this faithful translation. In witness whereof, I have hereunto set my hand and seal of office. September 25, 2020.

Emoluments according to the law.

**This document has been digitally signed by Antonio Dari Antunes Zhbanova.  
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