



Tribunal de Justiça do Estado de Minas Gerais  
Poder Judiciário do Estado de Minas Gerais

O documento a seguir foi juntado aos autos do processo de número 5046520-86.2021.8.13.0024 em 21/09/2023 17:12:34 por DANIEL RIVOREDO VILAS BOAS

Documento assinado por:

- DANIEL RIVOREDO VILAS BOAS

Consulte este documento em:  
<https://pje.tjmg.jus.br:443/pje/Processo/ConsultaDocumento/listView.seam>  
usando o código: **23092117123403500009982143069**  
ID do documento: **9986058900**



September 21, 2023

**Samarco Mineração S.A. – Em Recuperação Judicial**

**PRELIMINARY NOTICE REGARDING ELECTION PROCEDURES  
FOR HOLDERS OF EPP CLAIMS ORIGINATING UNDER  
CERTAIN PRE-EXPORT FINANCING AGREEMENTS**

Samarco Mineração S.A. – Em Recuperação Judicial (“Samarco” or the “Company”), in accordance with clause 5.3.2 of the RJ Plan,<sup>1</sup> has established procedures by which the holders of economic exposure, including participation interests (collectively, including any portion thereof, “EPP Claims” and, holders thereof, “EPP Claimholders”), originating under the pre-export finance facilities listed in Exhibit A hereto (the “EPP Facilities”) will be able to exchange their EPP Claims for certain consideration, as further set forth in the RJ Plan.

**Lenders of Record**

**Only EPP Claimholders that are Lenders of Record will be able to directly submit Election Forms (as defined below).** For purposes of participating in the election process, a “Lender of Record” is an EPP Claimholder who (a) is on the EPP Election List (as defined below) or (b) completes and submits a Transfer Acknowledgment Form (as defined below) in accordance herewith.

Samarco will publish an updated list containing the EPP Claimholders recorded in the RJ proceedings as of the date thereof (such list, the “EPP Election List”) on its website (<https://www.samarco.com/judicial-reorganization-internal/?lang=en>) and [https://dm.epiq11.com/\[samarco\]](https://dm.epiq11.com/[samarco]) (the “Case Website”).

Please note that an EPP Claimholder may hold its EPP Claim as a result of an assignment (such assignee EPP Claimholders with respect to such EPP Claims, “Assignees”) and not be listed on the EPP Election List. In order to confirm whether they are currently a Lender of Record, each Assignee is strongly encouraged to promptly review the EPP Election List once published and confirm whether it is listed thereon and for the relevant amount of its EPP Claim. **For the avoidance of doubt, EPP Claimholders will not be Lenders of Record with respect to EPP Claims that they hold as participation interests (such EPP Claimholders with respect to such EPP Claims, “Participants”).**

In accordance with the RJ Plan, holders of certain claims, including EPP Claims, will be able to elect a form of RJ Plan Consideration (as defined below) under the RJ Plan with respect to such claims. At a later date, an election form (the “Election Form”) will be made available to EPP Claimholders for this purpose. Only EPP Claimholders that are Lenders of Record will be permitted to submit Election Forms.

Any Assignee who is not already on the EPP Election List may become a Lender of Record by delivering to the Agent at least one Business Day before the election deadline, an assignment form (the “Transfer

---

<sup>1</sup> “RJ Plan” means Samarco’s joint judicial reorganization plan, filed by Samarco and certain other parties filed with the Second Business State Court for the Belo Horizonte, District of Minas Gerais (the “RJ Court”) under case number 5046520-86.2021.8.13.0024 (“RJ Files”), on July 28, 2023. Capitalized terms used herein but not otherwise defined shall have the meanings ascribed to them in the English translation of the RJ Plan, which is publicly available on Samarco’s website ([https://www.samarco.com/wp-content/uploads/2023/07/2023-07-28-Plano-de-Recuperacao-Judicial-Consensual-Final\\_ENG.pdf](https://www.samarco.com/wp-content/uploads/2023/07/2023-07-28-Plano-de-Recuperacao-Judicial-Consensual-Final_ENG.pdf)) and the case website (the “Case Website”) to be established and managed by Epiq Corporate Restructuring, LLC, Samarco’s information and distribution agent (the “Agent”).

Acknowledgment Form”), the form of which is attached hereto as Exhibit B, in accordance with the instructions thereon.

### **The Election Process**

On its Election Form, each Lender of Record will be allowed to (a) divide each of their EPP Claims into multiple portions, in amounts they indicate, and elect to receive different consideration (the “RJ Plan Consideration”) in exchange for each of their EPP Claims or any designated portion thereof; and (b) nominate different Final Beneficiaries to receive the RJ Plan Consideration in exchange for each of their EPP Claims or any designated portion thereof, including any person that has acquired an EPP Claim from another EPP Claimholder, in whole or in part, whether via assignment, participation, or any other form of transfer.

Any Assignees who are not and do not become Lenders of Record before the election deadline and all Participants are encouraged to coordinate with their counterpart Lender(s) of Record with respect to their EPP Claims to enable the Lender(s) of Record to:

- timely and properly submit an Election Form to the Agent on their behalf;
- designate such Participant or Assignee as the recipient of the RJ Plan Consideration in connection with such EPP Claims; and
- elect the form of RJ Consideration desired by such Participant or Assignee.

### **Further Information**

**The election process is not starting as of the date of this preliminary notice, nor is any further information (except as provided herein) related thereto, including the date of the election deadline, currently available.** At the appropriate date, Election Forms will be made available to all Lenders of Record and the election deadline will be announced.

In accordance with the RJ Plan, all procedures, forms (including the Election Form and the Transfer Acknowledgment Form), and instructions related to the election process (including instructions for submitting Election Forms, Transfer Acknowledgment Forms, designating an applicable Final Beneficiary, and electing different forms of RJ Plan consideration for different portions of an EPP Claim) will be published in the RJ Files, as well as on Samarco’s website and the Case Website in English at least ten (10) Business Days prior to the commencement of the election process. Instructions will be set forth in the Election Form, which should be completed and submitted by the Lenders of Record on their own behalf and on behalf of their transferees, if any. Once the election process commences, the Lenders of Record will have at least twenty (20) Business Days to submit their Election Forms.

The new unsecured Dollar-denominated notes maturing June 30, 2031 subject to the terms set forth in the RJ Plan (the “New Notes”) that will be issued pursuant to Restructuring Option A are expected to be eligible for clearance in The Depository Trust Company (“DTC”) system, and will be delivered to each designated beneficiary exclusively through DTC. Accordingly, each Lender of Record will be required to indicate in the Election Form a valid DTC Participant account that will receive the New Notes for each Final Beneficiary receiving Restructuring Option A.

In addition to submitting a Transfer Acknowledgment Form (should an EPP Claimholder wish to do so), EPP Claimholders that are not on the EPP Election List should consult with their Brazilian counsel with

respect to any necessary filings with the RJ Court to validate an assignment of EPP Claims in accordance with Brazilian law.

Unsecured Claimholders are encouraged to check Samarco's website and the Case Website regularly for further updates.

For further information about this notice, please contact Samarco's Agent via email at [tabulation@epiqglobal.com](mailto:tabulation@epiqglobal.com) (with a reference to "Samarco EPP" in the subject line).

## **EXHIBIT A**

### **EPP Facilities**

- Pre-Export Finance Agreement among the Company, the Bank of Tokyo-Mitsubishi UFJ, Ltd., MUFG Union Bank N.A. (f/k/a Union Bank N.A.) and the Lenders defined therein, dated as of August 30, 2011, for the principal amount of \$335,000,000 (the “Club Deal”).
- Pre-Export Financing Agreement by and between the Company and HSBC Bank USA, National Association, dated as of December 2, 2013, for the principal amount of \$250,000,000 (the “HSBC Bilat”).
- Pre-Export Financing Agreement by and between the Company and Mizuho Bank, Ltd., dated as of December 3, 2013, for the principal amount of \$125,000,000 (the “Mizuho Bilat”).
- Pre-Export Financing Agreement by and between the Company and the Bank of Tokyo-Mitsubishi, UFJ, Ltd., dated as of November 1, 2013, for the principal amount of \$200,000,000 (the “BTMU Bilat”).
- Pre-Export Financing Agreement by and between the Company and Bank of America, N.A. dated as of December 2, 2013, for the principal amount of \$200,000,000 (the “BAML Bilat”).
- Senior Export Facility Agreement among the Company, MUFG Union Bank, N.A. (f/k/a Union Bank N.A.), the Bank of Tokyo-Mitsubishi UFJ, Ltd., Sumitomo Mitsui Banking Corporation, Mizuho Corporate Bank, Ltd., and the lenders party thereto, dated as of September 27, 2012, for the principal amount of \$450,000,000 (the “NEXI 2012”).
- Senior Export Facility Agreement among the Company, MUFG Union Bank, N.A. (f/k/a Union Bank N.A.), the Bank of Tokyo-Mitsubishi UFJ, Ltd., Sumitomo Mitsui Banking Corporation, Mizuho Corporate Bank, Ltd., and the lenders party thereto, dated as of December 27, 2010, for the principal amount of \$231,000,000 (the “NEXI 2010”).

**EXHIBIT B**

**Transfer Acknowledgment Form**

## **Samarco Mineração S.A. – Em Recuperação Judicial**

### **Notice to Assignees of EPP Claims**

Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Preliminary Notice to which this notice is attached.

An Assignee (for illustrative purposes in this notice, the “Transferee” and, the EPP Claimholder from whom they acquired such EPP Claim, the “Transferor”) may hold economic exposure in any of the EPP Facilities as a result of an assignment and not be listed on the EPP Election List.

Any party who is not on the EPP Election List that believes it is or should be a Lender of Record and wishes to submit an Election Form to the Agent with respect to such EPP Claim must complete, and deliver to the Agent at least one Business Day before the Election Deadline, a Transfer Acknowledgment Form, the form of which is attached hereto as Exhibit 1, in accordance with the instructions herein and thereon. Participants will not be Lenders of Record with respect to their EPP Claims.

The delivery of a duly completed Transfer Acknowledgment Form that is signed by both the Transferee and the Transferor whose name appears on the EPP Election List with respect to such EPP Claim will be deemed by Samarco and the Agent to constitute conclusive evidence of the assignment of the EPP Claim(s) specified therein, including the right to elect a form of RJ Plan Consideration with respect thereto.

If a Transferee that is required to deliver a Transfer Acknowledgment Form in accordance with the foregoing paragraph is unable to submit a Transfer Acknowledgment Form that is signed by both the Transferor and the Transferee, it must deliver to the Agent, at least two Business Days before the Election Deadline, (a) a Transfer Acknowledgment Form completed and signed solely by the Transferee and (b) provide sufficient evidence of such assignment. The Agent (in consultation with Samarco) will consider all alternative forms of evidence, but reserves the right to reject any such documents or other information that do not adequately evidence (i) the chain of custody from the Transferor whose name appears on the EPP Election List to the Transferee (including any interruption or misinformation that prevents the Agent from verifying the connection between the Transferor whose name appears on the EPP Election List and the Transferee), (ii) the specified EPP Claim amounts, or (iii) any other material terms in the assignment that are deemed by the Agent (in consultation with Samarco), in its sole reasonable discretion, necessary to determine with reasonable certainty that an assignment was made. For the avoidance of doubt, if the Transferee submits as evidence one or more, as appropriate, properly-executed assignment agreements that, together, evidence a chain of custody via assignment between it and the Transferor listed on the EPP Election List with respect to an EPP Claim, the foregoing subclause (b) shall be deemed satisfied and such assignment agreement(s) shall be conclusive evidence of such transfer. For the further avoidance of doubt, with respect to the Club Deal, a signed statement from the agent thereunder (or its counsel) asserting that the Transferee is the assignee with respect to the EPP Claim at issue shall also be sufficient to satisfy the foregoing subclause (b) and be conclusive evidence of the Transferee’s status as Lender of Record.

The Agent (in consultation with Samarco) will review and evaluate in good faith each submitted Transfer Acknowledgment Form and, where a Transfer Acknowledgment Form is not executed by the Transferor, such other documentation evidencing an assignment with respect to an EPP Claim. If, in the Agent’s sole reasonable discretion, the Agent (in consultation with Samarco) determines that a Transfer Acknowledgment Form or other documentation delivered to the Agent is unclear, ambiguous or otherwise insufficient to evidence with reasonable certainty the chain of custody via assignment from an EPP

Claimholder who is on the EPP Election List to a purported Transferee, the Agent shall use commercially reasonable efforts to promptly notify such Transferee that the submitted evidence is insufficient and the reason therefor. If such insufficiencies are not cured at least one Business Day before the Election Deadline, only an EPP Claimholder that is on the EPP Election List will be permitted to submit an Election Form with respect to the corresponding EPP Claim, and the Agent will be entitled to rely on the election instructions (or absence thereof) that are provided by such EPP Claimholder.

For further information about this notice, please contact Samarco's Agent via email at [tabulation@epiqglobal.com](mailto:tabulation@epiqglobal.com) (with a reference to "Samarco EPP" in the subject line).

In addition to reviewing the election procedures, EPP Claimholders should consult with Brazilian counsel with respect to any necessary filings with the RJ Court to validate an assignment of EPP Claims in accordance with Brazilian law.

### **Disclaimer**

Samarco and the Agent will not bear any responsibility for the validity or accuracy of the identification of Transferees, if any, by the EPP Claimholders or Lenders of Record, nor for the completeness or authenticity of any evidence or other information provided by any EPP Claimholder or Lender of Record.



**Exhibit 1**

## Transfer Acknowledgment Form

To be considered, this entire Transfer Acknowledgment Form must be completed and returned to the Agent on or before [●], 2023, or, if signed by the Transferee only, on or before [●], 2023 at [tabulation@epiglobal.com](mailto:tabulation@epiglobal.com) (with a reference to “Samarco EPP Transfer” in the subject line). **Transfer Acknowledgment Forms will be accepted in this manner only.**

Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Notice to which this Transfer Acknowledgment Form is attached.

The Transferor should fill in their name below as it appears on the EPP Election List, which will be made available at <https://www.samarco.com/judicial-reorganization-internal/?lang=en>. Alternatively, if the Transferor is not listed on the EPP Election List but has previously submitted a Transfer Acknowledgment Form with respect to the relevant Transferred Claim, the Transferor should input their name as it appeared on such previously-submitted Transfer Acknowledgment Form.

The Transferee should fill in all details below to the right of the corresponding Transferor details.

The interest rates contained in this Transfer Acknowledgment Form are rounded to the nearest hundredth (for ease of reference only) and are based on the report submitted by the Judicial Administration to the RJ Court on September 3, 2021 (ID 5563653032 of the RJ Files). Recoveries will be calculated based on unrounded figures and as otherwise legally required. Parties should only list the affected principal amount in response to Question 1.

The undersigned Transferor and Transferee hereby acknowledge as follows:

1. This Transfer Acknowledgment Form applies to the following principal amount (the “Transferred Amount”):

\$ \_\_\_\_\_

2. The Transferred Amount relates to the following EPP Facility (check one):

Club Deal (interest rate: 22.71%)	HSBC Bilat (interest rate: 21.02%)	Mizuho Bilat (interest rate: 16.34%)	BTMU Bilat (interest rate: 19.93%)	BAML Bilat (interest rate: 21.00%)	NEXI 2012 (interest rate: 19.49%)	NEXI 2010 (interest rate: 19.33%)
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

3. Did Transferor already submit an Election Form with respect to the Transferred Amount? ☐ yes ☐ no

The Transferee shall hereafter be considered the Lender of Record with respect to the Transferred Amount (together with any interest accrued thereon, the “Transferred Claim”), and the Transferee will be the sole entity entitled to directly submit an Election Form to the Agent with respect thereto. To the extent the Transferor already submitted an Election Form with respect to the Transferred Claim (as indicated in Question 3 hereof), such Election Form is hereby deemed reduced by the amount of the Transferred Claim and remain in full force and effect only with respect to the non-Transferred part of the Claim, if any.

The Transferee must properly and timely submit an Election Form in accordance with the instructions established by Samarco, and the failure to do so may result in the Transferee receiving the default option (as described in clause 5.4 of the RJ Plan) as their RJ Plan Consideration.

*[signature page follows]*



We declare that the information provided herein is true and correct to the best of our knowledge and belief as of today, \_\_\_\_\_, 2023.

**TRANSFEROR:**

**TRANSFeree:**

Claimholder:

\_\_\_\_\_

\_\_\_\_\_

Signature:

\_\_\_\_\_

\_\_\_\_\_

Signer's Name:

\_\_\_\_\_

\_\_\_\_\_

Email:

\_\_\_\_\_

\_\_\_\_\_

Phone:

\_\_\_\_\_

\_\_\_\_\_

Address:

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_