






VCR PROJETOS CONSTRUÇÕES E INCORPORAÇÕES LTDA (VCR Ltda- Brazil) 
Av. Paulista, 1471 – Conj. 511, sala 02, Bela Vista, São Paulo, SP-Brasil.
ZIP 013311-927, Post Office Box 21321

VCR CONSTRUCCIONES Y COMERCIO S.L. (VCR Ltda- Spain) 
Paseo de la Castellana 200, Madrid-Spain, ZIP 28046

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<https://vcrconstrucoes.com>
info@vcrconstrucoes.com
Eng. Victor C. Rojas
CEO of VCR GROUP

Friday, 07 September 2025

To:
Chief Executive Officer,
Via,

Respected Sir

The SELLER, Chief Executive Officer, **VICTOR ANTONIO CARVAJAL ROJAS, Engineer**. And Business Strategy Representative of **VCR CONSTRUCCIONES Y COMERCIO S.L.** a company of **VCR Group**

Ref. **SOFT CORPORATE OFFER (SCO)**

Number: VCR-BX20250217

We, **VCR CONSTRUCCIONES Y COMERCIO** as a companies of **VCR GROUP**, all represented by **Eng. VICTOR ANTONIO CARVAJAL ROJAS – CEO**, and, Business Strategy Representative of VCR Group, **Eng. ANTONIO MAURICIO DE MELO**, we issue this document **SOFT CORPORATE OFFER (SCO)**, confirms on your behalf and with full responsibility and penalty of perjury, that are have the authority and legal right to sell Petroleum Coke of non-criminal origin in accordance with the terms and conditions detailed below:


TERMS AND CONDITIONS:


Commodity	: Bauxite, min. 48% Al²O³
INCOTERM	: CFR , China
Quantity	: 85.000 Metric Tons (MT) per 12 Months.
Total Qty	: 1.020.000 Metric Tons (MT) per year
Origin	: Brazil
Duration	: Twelve Months, with rollovers and extensions
Trial Order (optinional)	: 50,000 MT/Month ((We can accept Escrow Account for a Trial Order.)
Cost and Freight (CFR)	: ASWP (As per Request & Approval).
Minimum Contract Quantity	: 1,020,000 Metric Tons (MT)
Minimum Monthly Shipment	: 85,000 MT/Month.
Packing	: In Bulk
Delivery	: First shipment of 85,000 MT 70 days after receiving the Bank Guarantee, subsequent monthly deliveries from the second shipment to the twelfth shipment will be made every 30 consecutive days Price–Annual Contract Adjustable for each shipment-based CIF AWSP (To be acceptable By Seller)
Price:	FIXED OF 107 USD PER MT GROSS, AND 102 PER MT NET.
Insurance	: Cargo Insurance 110% of the loaded cargo
Commission	: \$5 PER MT, 50% SELLER SIDE CLOSED / 50% BUYER SIDE OPEN. To be paid by the SELLER to all intermediaries under


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NCNDA&IMFPA that will be Issued by Seller.

Quantity and Quality

: SGS, or equivalent.

Terms of Payment:

The Buyer must grant a Guarantee to the contract of a minimum of (1) year or (12) monthly deliveries; this must be issued 100% irrevocable, unconditional Standby Letter of Credit - **SBLC Cash Backed unconditional, via swift MT760**, and valid for 365 + 1 day based on Seller verbiage, will be issued within 7 business days from the date of execution of the contract. This SBLC will be used solely as a guarantee of payment, and will be issued for the value of two (2) deliveries or **Usd \$18,190,000.00 (Eighteen millions and one hundred ninety thousand Us Dollars)**.

Payment for each shipment will be made through **Swift MT103**, within 72 hours after the arrival of the vessel at the port of destination and after Q&Q inspection by the Buyer. **SBLC must be issued by one of the top 25 banks in the world.**

Full details to be provided in reply to VCR's issued SCO / TEMPLATES / FCO / SPA

Performance Bond

: 2% of value of the SBLC It will be paid within 10 days maximum.

PROCEDURE

PAYMENT IN THE CONDITIONS INCOTERMS CFR VIA SWIFT MT760 SBLC CASH BACKED UNCONDITIONAL or VIA SWIFT MT700 DLC REVOLVING UNCONDITIONAL:

The BUYER sends **LOI or ICPO** with complete banking information, and The Buyer must send the **discharge contract** at the port of destination.

BUYER and SELLER ELECTRONICALLY SIGN THE CONTRACT. 24 hours after signing the contract, VIA SWIFT the Buyer Bank sends **RWA** or **sends the Mt760 or Mt700 draft already with the issuance codes** to the Seller's Bank with a copy to its corporate email: info@vcrconstrucoes.com (See attached templates). The BUYER must inform the SELLER, the name and location of the issuing Bank of the issuer the **SBLC (Cash Backed unconditional) or (DLC Revolving unconditional) or (Escrow Account for trial order only)**, and immediately the Seller will indicate the corresponding account with this bank for receive this Guarantee.


Note: We accept banks within the **top 25 of world prestige**, preferably.


In a maximum of (3) business days after signing the contract, The Buyer's Bank will send a Swift **MT799 (Pre-advice)** to the Seller's Bank informing that it will issue a **Swift Mt700 DLC Revolving unconditional** for the value of **Usd 54,570,000.00**, Equivalent to 50% of the total value of the one-year contract. **or, a Swift Mt760 (SBLC Cash backed unconditional) Irrevocable, unconditional, divisible and transferable. for the value of Usd 18,190,000.00. Equivalent to 2 of 12 deliveries of the one-year contract.** TO GUARANTEE the minimum contract of (1) year and (1) dia, with month delivery of first 1st shipments of **85,000 MT/ Month**, more (11) monthly shipments of **85,000 MT / Month**


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The Seller's Bank checks and confirms the **MT799 the next day**. And send to the Buyer's Bank the confirmation that

The seller's bank is ready to receive the **SBLC by MT760 or DLC by MT700**. (*See the Mt799 Pre-advice, templates SBLC, and DLC in the annex*)

The Buyer's bank within a maximum period of 3 (three) business days issues the **SBLC via Swift MT760**

or DLC by via Swift MT700 or (Scrow Account for trial order only FOR THE AMOUNTS AND QUANTITIES ACCORDING TO THE CONTRACT SIGNED WITH A VALIDITY OF ONE (1) YEAR + ONE (1) DAY. (See to the Mt760 SBLC, or DLC by MT700, template in the attachments).

The SELLER, within a maximum of 10 (ten) business days after receiving, confirming, verifying and authenticating the SBLC or BG, the seller provides a **Performance Bond (PB)** for an amount of 2% of the

value of the SBLC Cash Backed Unconditional **or** DLC Revolving Unconditional to the buyer's bank Within **60 (Sixty)** business days after receiving, confirming, verifying and authenticating the **SBLC Cash**

backed unconditional sent by the BUYER, **or** Within **70 (Seventy)** business days after receiving, confirming, verifying and authenticating the **DLC Revolving Unconditional**; the SELLER will proceed to send the first **85,000 MT** from the **Port of Açú – Bahia, Brazil**; to **Port of China or others, in the conditions incoterms CFR**.

The subsequent deliveries will be made between **30 days** each of **100,000 MT / Month**, from the Port of **Açú – Bahia, Brazil**; to **Ports of China or others, in the conditions incoterms CFR**.

Payment will be made by **100%** through **Mt103 cash transfer** or **100%** payable via **irrevocable and unconditional**, in the condition **CFR against BL, SGS and other shipping documents at destination port**.

The release of the payment shall be communicated by the BUYER's banking officer to the SELLER's banking officer, using the current account consigned by BUYER AND SELLER. In the possibility of the final purchaser being a Chilean foreign company installed in Chile, the taxes arising from sales to the domestic market will be paid by the buyer.

The seller will transfer the title of owner ship on the delivery immediately after the seller's bank has confirmed the payment.


The same procedures will be followed for subsequent deliveries until the end of the contract.


Notes: We do not accept the SBLC or DLC transferred by a third party, this guarantee must be issued directly from the Bank of the Final Buyer to our bank account that we will indicate in the contract.


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SPECIFICATION:

Peneiras	Retido (aprov)	Passante	Amostras	ANÁLISE RETIDO (APROVEITÁVEL)							
				SiO2	TiO2	Fe2O3	K2O	Al2O3	CaO	P2O5	MnO
5 mm (#4)	78,00%	22,00%	15279/2025 - 1.0	5,55%	1,73%	14,55%	0,032%	56,75%	0,000%	0,20%	0,072%
5 mm (#4)	74,00%	26,00%	15309/2025 - 1.0	5,98%	2,39%	16,59%	0,032%	52,30%	0,000%	0,27%	0,087%
5 mm (#4)	72,00%	28,00%	15317/2025 - 1.0	5,36%	1,84%	14,15%	0,024%	56,28%	0,000%	0,24%	0,075%
TOTAL	24,00%	76,00%	75,17%	5,63%	1,99%	15,10%	0,029%	55,11%	0,000%	0,24%	0,078%

VALIDITY OF THIS, SOFT CORPORATE OFFER (SCO): 5 days, the price could be change after this validity date.

IN WITNESS WHEREOF, the undersigned, have read, understood, and executed this Agreement in one (1) original part on this **Wednesday, xx September 2025**.

By signing below, both parties are fulfilling their corporate legal responsibility and executing this Agreement under penalty of perjury.

Signature accepting the procedure:

For and on behalf of **THE SELLER**
(Company Seal)

For and on behalf of **THE BUYER**
(Company Seal)

Company: **VCR CONSTRUCCIONES Y COMERCIO S.L.** as a Company of **VCR Group**.
Name: **Mr. VICTOR C. ROJAS, ENG.**
CEO-PRESIDENT of all VCR Group companies.
Passport N° AR893143 of Colombia
RNE N°: V-928295-0 of Brazil
NIF N°: 328.041.637 of Portugal
NIE N°: Z0248637-N of Spain
Email: info@vcrconstrucoes.com
victor.ceo@vcrconstrucoes.com

Company:
Name:
CEO-PRESIDENT
Passport N°