

Financial Statements Individual and Consolidated

Porto Sudeste do Brasil S.A.

December 31, 2021
with Independent Auditor Report

Management Report

1. Message from Management

Management of Porto Sudeste do Brasil S.A. – (“Porto Sudeste” or Company), in compliance with the legal requirements and in accordance with the prevailing corporate legislation, hereby submits for your appreciation the individual and consolidated Financial Statements accompanied by the respective explanatory notes and the independent auditor’s report for the year ended December 31, 2021. Should you need any further clarifications, please do not hesitate to contact us. In closing 2021, Management expresses their acknowledgement to suppliers, employees and all other co-workers for their dedication and commitment.

2. Relationship with independent auditors

Pursuant to CVM Rule No. 381/2003, we hereby inform that Ernst & Young Auditores Independentes S/S (“EY”) renders external audit services relating to the audit of the Company’s financial statements.

When contracting services not related to independent audit, the Company adopts procedures that are based on applicable law and on principles internationally accepted that preserve the auditor’s independence and objectivity. These principles are as follows: (i) the auditor must not review its own work, and (ii) the auditor must not act as a manager for his/her client neither promote this client’s interest.

EY represented to the Company that there is no relationship or factual situation that represents conflict of interests, preventing the exercise of their activity on an independent basis.

3. Management's explanations with respect to variable income securities

Variable-income securities

In February 2014, Trafigura Pte. Ltd. (“Trafigura”) and Mubadala Development Company PJSC (“Mubadala”), through PSA Fundo de Investimento e Participações, acquired the control of Porto Sudeste, until then exercised by MMX Mineração e Metálicos S.A. (“MMX”).

The investment agreement that regulated the acquisition of control of Porto Sudeste by Trafigura and Mubadala foresee, among others, that the Company would take over, directly or indirectly, obligations related to the variable-yield securities based on Royalties issued by MMX, traded on B3 S.A. - BRASIL. BOLSA. BALCÃO (“B3”) under the ticker MMXM11 (“MMXM11 securities”). In this context, Porto Sudeste issued, on February 26, 2014, Perpetual Variable-yield Securities (“PVS”), with similar terms to the MMXM11 Securities (“Port11”), which were fully subscribed on the same date by MMX. The investment agreement also provided for MMX’s obligation to carry out an exchange offer, aimed at all holders of the MMXM11 Securities, through which MMX would acquire the MMXM11 Securities, and deliver the Port11 Securities, or another security, in return backed by MMXM11 Securities (“Exchange Offer”). To implement such Exchange Offer, two different vehicles were used, in order to reach all holders of MMXM11 Securities:

- (i) FIP-IE Porto Sudeste Royalties (“PSR”): An infrastructure equity investment fund, which, at the time of the offer, held in its portfolio exclusively, Port11 Securities - and for each Port11

Security held by PSR would be entitled to a Unit. PSR's units were offered to the holders of MMXM11 Securities that would fit as qualified investors pursuant to CVM regulation, and would not have restrictions to hold PSR units.

- (ii) Porto Sudeste V.M S.A. ("Porto VM"): A stock corporation registered with CVM under category 'B'. Said corporation issued a new royalty-based variable-yield security, mirror of MMXM11 Security ("PSVM11 Securities"), and such security listed for trading on B3 (contrary to Port11 Securities, which are not accepted for trading on the stock exchange). Under the aforementioned Exchange Offer, the PSVM11 Securities were offered to holders of MMXM11 Securities that (i) would not fit as qualified investors, or (ii) would have regulatory restrictions to hold units of a FIP-IE – which happens with some investment funds.

As a way of addressing the situation of MMXM11 holders who eventually did not adhere to the Exchange Offer, MMX remained the holder of Port11 Securities in the same quantity of MMXM11 Securities not exchanged.

Upon completion of the Exchange Offer, Porto Sudeste has an obligation to pay the above vehicles and MMX, which in turn have an obligation to pay the holders of the exchanged shares/securities.

There are 983,407,010 Port11 Securities issued, being 98.61% held by PSR, 0.43% held by Porto V.M. and 0.96% held by MMX.

For more information, the indenture of the Port 11 Securities is available on the Porto Sudeste do Brasil website.

$$R = [(TMMF \times VpTMF) + (TMOC \times VpTDC)] \times FP$$

Where:

R = royalties payable in relation to each quarter of the fiscal year
TMMF = Ton of Iron Ore shipped on Port for the respective quarter
TMOC = Ton of Other Loads shipped on Port for the respective quarter
VpTMF = Value per Ton of Iron Ore (as defined below)
VpTDC = Value per Ton of Other Loads (as defined below)
FP = Proportional Factor

For iron ore loads: the royalties related to iron ore loads shipped on Port in a certain calendar quarter shall be calculated, taking into account the amount of USD 5.00 per ton of iron ore ("value per ton of iron ore"). This value will be (i) adjusted annually at the variation in US PPI calculated from September 2010; and (ii) converted into reais, based on the exchange rate at the ending of the business day immediately prior to the actual payment date.

For other loads: the royalties related to other loads, other than iron ores (excluding non-dry loads, such as supply activities) conducted at the Port Terminal will be calculated based on the load margin (as defined below) ("value per ton for other loads"). "Load margin" (a) means the difference between the average cost per ton (excluding all non-cash items) incurred in relation to the services rendered by Porto Sudeste relating to the applicable load and the average value per ton effectively charged by Porto Sudeste for the services rendered in relation to such load; and (b) must be limited under any circumstance to USD 5.00 per shipped ton. The adjusted limit value of

USD 5.00 per ton for load margin will be (i) adjusted annually at the variation in US PPI calculated from September 2010; and (ii) converted into reais, based on the exchange rate at the ending of the business day immediately prior to the actual payment date.

During the years 2013 to 2016, the commitment of royalties from Porto Sudeste do Brasil, related to iron ore, was the minimum between the volume shipped in each period and the take-or-pay volume indicated in the table below:

Iron Ore	2013	2014	2015	2016
Tons (million)	13.6	31.9	36.8	36.8

From 2017 onwards, the volume of iron ore generating royalties (TMMF, in the formula above) is no longer subject to a take-or-pay, being, therefore, simply the volume shipped. In the table below, you can see the tonnage carried out by the Sudeste Port of Brazil, with the start of operations in 2016, after commissioning carried out in 2015:

Iron Ore	2013	2014	2015	2016	2017	2018	2019	2020	2021
Tons (million)	-	-	-	7.1	9.5	10.7	16.4	18.7	17,8

As the shipped volume of iron ore in 2016 was lower than the take-or-pay volume, the royalty commitment is based on this second parameter.

In the fourth quarter of 2021, Porto Sudeste do Brasil shipped 3,960 thousand tons of iron ore (TMMF), which multiplied by the updated value per ton of US\$ 5,89 (VpTMMF) resulted in royalties of US\$ 23,336 thousand in the period. The accumulated Royalties until this quarter is US\$ 1,063,508 thousand. No amount has been paid until this quarter.

Porto Sudeste VM, a wholly owned subsidiary of Porto Sudeste do Brasil, has US\$ 4,573 thousand in accumulated royalties receivable, referring to the number of Port11 Securities it holds (proportion of 0.43% of the total).

Reconciliation of quantities shipped and amounts paid as Royalties (accumulated)	Shipped 1st quarter 2021	Shipped 2nd quarter 2021	Shipped 3rd quarter 2021	Shipped 4th quarter 2021	Take-or-pay/ Shipped Accumulated
Volume (Millions of tons)	4,456	5,302	4,042	3,960	192,145
Price per Ton (USD)	5.00	5.00	5.00	5.00	5.00
PPI, accumulated	0.89	0.89	0.89	0.89	0.53
Price per Ton (USD)	5.89	5.89	5.89	5.89	5.53
Royalty (Porto Sudeste) USD	26,257	31,243	23,819	23,336	1,063,508
PSVM11 securities issued by Porto Sudeste V.M. S.A. as a percentage of Port11 securities	0.43%	0.43%	0.43%	0.43%	0.43%
Royalty Porto VM Calculado (USD mil)	113	134	102	100	4,573
Cash available for payment of Royalties	-	-	-	-	-
Royalties payable	-	-	-	-	-

Royalties Payment

Payment of Royalties in each quarter will be made within 60 days from the end of each calendar quarter and is subject to the existence of cash available for payment of Royalties, calculated after the discount of applicable taxes, cash cost of operations, operating expenses, capital expenditures for maintenance, amounts arising from the reversal of certain cash provisions, as well as respecting the preference of certain creditors of Porto Sudeste, all pursuant to clause 5.2 of the indenture of Port 11 Securities ("Cash Available for Royalties").

Royalties will be cumulative, that is, in the event that, in a given quarter, the Cash Available for Royalties calculated by Porto Sudeste is not sufficient to allow the payment, in whole or in part, of the Royalties determined until then, such unpaid royalties must be added to the amount of royalties for the next quarter. Royalties shall only be considered due and payable when Porto Sudeste has determined sufficient Cash Available for Royalties for that purpose.

If, in a certain calendar quarter by the payment of current royalties the cash of issuer and Porto Sudeste is jointly higher than US\$10,000 ("Minimum Cash Reserve"), the issuer will use the values that exceed the minimum cash reserve ("Available Cash") to pay the effectively accumulated royalties to the holders of securities until the last day of said calendar quarter ("Accumulated Royalties").

It is agreed and understood that issuer is not required to pay such additional values established herein, unless an available cash is held by issuer in the last day of such calendar quarter and until the available cash limit, "available cash" means the value corresponding to the cash available of Porto Sudeste do Brasil less the sum of (a) any values contributed by stockholders of Porto Sudeste through capital increase or stockholder loan, to the extent that such values remain as available cash of Porto Sudeste do Brasil, (b) BNDES senior debt service reserve account and CESCE senior debt service reserve account, and (c) the cash amounts provisioned by Porto Sudeste for IRPJ - Corporate Income Tax, CSLL - Social Contribution on Net Income, and other obligations for which the independent auditors of Porto Sudeste do Brasil require provisioning.

On December 31, 2021, Porto Sudeste do Brasil carried out the financial calculations and identified that there was not enough available cash generation to pay royalties to holders of Port11 Securities.

Cash available for payment of Royalties (in thousands of reais)	1st quarter 2021	2nd quarter 2021	3rd quarter 2021	4th quarter 2021
Cash from trade receivables	342,255	425,605	435,089	247,549
Applicable Taxes	(48,771)	(60,649)	(74,467)	(35,276)
Operating Costs	(42,525)	(49,748)	(53,202)	(28,971)
Investment	(5,356)	(7,886)	(23,513)	(49,771)
Operating expenses	(22,937)	(32,133)	(44,587)	(29,159)
Subtotal Total Cash Available for Payment of Royalties	222,665	275,189	239,320	104,372
Interests and Repayment of the Senior Debt	(226,997)	(294,684)	(239,864)	(132,055)
Total Cash Available for Payment of Royalties	(4,332)	(19,495)	(544)	(27,683)

The existing cash balance at Porto Sudeste do Brasil (Controlling Company) refers to the balance of contributions from shareholders and balances that must be maintained in accounts to meet any operational obligation, such as the guarantee account for the purchase of energy and Pis/ Cofins deposited in court. In this quarter, there was no cash balance available for royalty payments.

Cash available for payment of accumulated royalties (in thousands of reais)	1st quarter 2021	2nd quarter 2021	3rd quarter 2021	4th quarter 2021
Net Cash or Bank Accounts	96,352	26,026	36,187	9,604
Contributions by the stockholders	(96,352)	(26,026)	(36,187)	(9,604)
Total Cash Available for Payment of Accumulated Royalties	-	-	-	-

Porto Sudeste do Brasil records Port11 Securities in Liabilities, based on the Present Value of the Projected Cash Flow of the payment of royalties. In other words, the amount shown in the Balance Sheet is different from the amount of royalties accrued until this quarter. Porto Sudeste VM, records its right to receive royalties in Assets, corresponding to its portion on the value of Port11 securities, and the respective payment to PSVM11 holders in Liabilities.

Securities are measured in accordance with IAS 37 - Provisions, Contingent Assets and Contingent Liabilities based on projected cash flows from future security related payments discounted at an annual rate of 11.06%. These projections are based on the Porto Sudeste do Brasil Business Plan, which includes assumptions related to the growth of iron exports in the *Quadrilátero Ferrífero* of Minas Gerais, growth of the market share of Porto Sudeste do Brasil, volumes of ore originated by mines belonging to its shareholders, operations with other solid and liquid bulk cargoes, commodity price expectations, among others.

On December 31, 2021, the present value of discounted future cash flow amounted to US\$2,530,995, which converted into Brazilian reais totaled R\$14,124,219 (US\$2,445,066, which converted into Brazilian reais totaled R\$12,706,272 as at December 31, 2020). Of those totals, the amounts corresponding to PSVM11 securities are represented at the base date of December 31, 2021 at US\$ 10,780, which converted into reais totaled R\$60,159 (US\$10,414, which converted into Brazilian reais totaled R\$54,119 as of December 31, 2020).

Transaction costs

Debt issue costs of variable-yield securities totaling R\$15,053 on December 31, 2021 (R\$14,017 at December 31, 2020) referring to outside legal counsel fees and commissions of guarantee were recorded as reduction of liabilities.

Itaguaí, March 18, 2022.

The Management.

Porto Sudeste do Brasil S.A.

Individual and consolidated financial statements

December 31, 2021

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A free translation from Portuguese into English of Independent Auditor Report on Individual and Consolidated Financial Statements prepared in Brazilian currency in accordance with accounting practices adopted in Brazil and with the International Financial Reporting Standards (IFRS), issued by International Accounting Standards Board (IASB)

Independent auditor report on individual and consolidated financial statements

The Shareholders, Board of Directors and Officers
Porto Sudeste do Brasil S.A.
Itaguaí/RJ

Opinion

We have audited the individual and consolidated financial statements of Porto Sudeste do Brasil S.A. ("Company"), identified as Individual and Consolidated, respectively, which comprise the statement of financial position as at December 31, 2021, and the statement of profit or loss, of comprehensive income (loss), of changes in equity and of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the individual and consolidated financial position of Porto Sudeste do Brasil S.A. as at December 31, 2021, and its individual and consolidated financial performance and its cash flows for the year then ended in accordance with the accounting practices adopted in Brazil and with the International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board (IASB).

Basis for opinion

We conducted our audit in accordance with Brazilian and International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the individual and consolidated financial statements section of our report. We are independent of the Company and its subsidiaries in accordance with the relevant ethical principles set forth in the Code of Professional Ethics for Accountants, the professional standards issued by the Brazil's National Association of State Boards of Accountancy (CFC) and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.



Relevant uncertainty related to operational continuity

Without qualifying our opinion, we draw attention to Note 1 to the financial statements, which shows that as of December 31, 2021, the Company's present a consolidated accumulated losses of R\$393,248 thousand and consolidated accumulated losses of R\$4.017.058 thousand, and the equity as of December 31, 2021 is negative by R\$813,257 thousand. This note also states that the Company and its subsidiaries started their operations in January 2016, but they still depend on the financial support from their shareholders and/ or third-party funds until their operations generate sufficient cash to maintain its operating activities. These financial statements were prepared on the assumption that the Company will continue to operate as a going concern and does not include any adjustment that would be required in the event that its plans do not achieve the expected results.

Other information accompanying the individual and consolidated financial statements and the auditor's report

The Board of directors are responsible for such other information, which comprise the Management Report.

Our opinion on the individual and consolidated financial statements does not cover the Management Report and we do not express any form of assurance conclusion thereon.

In connection with the audit of the individual and consolidated financial statements, our responsibility is to read the Management Report and, in doing so, consider whether this report is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of the Management Report, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the board and those charged with governance for the individual and consolidated financial statements

The Board of directors are responsible for the preparation and fair presentation of the individual and consolidated financial statements in accordance with the accounting practices adopted in Brazil and with the International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board (IASB), and for such internal control as management determines is necessary to enable the preparation of financial statements that are free of material misstatement, whether due to fraud or error.

In preparing the individual and consolidated financial statements, the board of directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting, unless the board either intends to liquidate the Company and its subsidiaries or to cease operations, or has no other realistic alternative but to do so.



Those charged with governance are responsible for overseeing the Company's and its subsidiaries' financial reporting process.

Auditor's responsibilities for the audit of individual and consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the individual and consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with Brazilian and International standards on auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Brazilian and International Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identified and assessed the risks of material misstatement of the individual and consolidated financial statements, whether due to fraud or error, designed and performed audit procedures responsive to those risks, and obtained audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtained an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's and its subsidiaries' internal control.
- Evaluated the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the board of directors.
- Concluded on the appropriateness of the board of directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's and its subsidiaries' ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the individual and consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company and its subsidiaries to cease to continue as a going concern.
- Evaluated the overall presentation, structure and content of the financial statements, including the disclosures, and whether the individual and consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.



We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Rio de Janeiro, March 18, 2022.

ERNST & YOUNG
Auditores Independentes S.S.
CRC-2SP 015.199/O-6



Leonardo Araujo Ferreira
Contador CRC-1RJ 116.384/O-2

Porto Sudeste do Brasil S.A.

Balance sheet
December 31, 2021 and 2020
(In thousands of reais)

	Note	Parent Company		Consolidated	
		2021	2020	2021	2020
Assets					
Current assets					
Cash and cash equivalents	4	9,604	21,000	76,538	88,842
Trade accounts receivable	5	17,594	25,175	17,594	25,175
Trade Accounts receivable from related parties	16	96,169	164,213	117,172	287,763
Inventories	6	64,444	50,139	342,074	197,577
Taxes recoverable		2,344	2,906	4,442	3,835
Dividends receivable		1,448	1,448	-	-
Advances	8	33,115	13,680	33,115	192,532
Other		4,564	2,952	4,575	4,104
Total current assets		229,282	281,513	595,510	799,828
Noncurrent assets					
Restricted deposits	7	11,130	10,696	11,130	10,696
Taxes recoverable		7,224	4,427	7,762	5,823
Investments	9	51,972	14,227	-	-
Property and equipment	10	7,652,081	7,242,035	7,703,504	7,287,321
Intangible assets	11	12,314,731	11,587,582	12,314,731	11,587,582
Other		44,155	29,618	44,752	30,211
Total noncurrent assets		20,081,293	18,888,585	20,081,879	18,921,633
Total assets		20,310,575	19,170,098	20,677,389	19,721,461

	Note	Parent Company		Consolidated	
		2021	2020	2021	2020
Liabilities and equity					
Current liabilities					
Trade accounts payable	12	58,653	16,291	166,700	287,017
Loans and financing	13	15,419	578,452	367,551	832,533
Taxes and contributions payable	15	15,243	16,056	18,221	17,911
Related parties	16	12,662	898	2,022	22,013
Customer advances		768	183	768	183
Other		19,372	14,001	23,339	17,577
Total current liabilities		122,117	625,881	578,601	1,177,234
Noncurrent liabilities					
Loans and financing	13	6,802,386	6,237,432	6,802,386	6,237,432
Variable income securities	14	14,109,166	12,692,256	14,109,166	12,692,256
Negative equity provision		89,680	-	-	-
Provision for contingencies		483	1,515	493	1,525
Total noncurrent liabilities		21,001,715	18,931,203	20,912,045	18,931,213
Equity	18				
Capital		3,081,370	2,911,944	3,081,370	2,911,944
Future capital contribution		12,810	72,826	12,810	72,826
Cumulative translation adjustments (CTA)		109,621	252,054	109,621	252,054
Accumulated losses		(4,017,058)	(3,623,810)	(4,017,058)	(3,623,810)
Total equity		(813,257)	(386,986)	(813,257)	(386,986)
Total liabilities and equity		20,310,575	19,170,098	20,677,389	19,721,461

See accompanying notes.

Porto Sudeste do Brasil S.A.

Statement of income (loss)
 Years ended December 31, 2021 and 2020
 (In thousands of reais)

	Note	Parent Company		Consolidated	
		2021	2020	2021	2020
Revenue, net of sale of assets	19	1,131,030	782,592	6,598,133	3,396,073
Costs of sales and services	20	(426,233)	(417,460)	(5,908,803)	(3,030,467)
Gross profit		704,797	365,132	689,330	365,606
Operating income (expenses)					
General and Administrative	21	(66,426)	(45,050)	(70,291)	(48,870)
Equity pickup	9	(42,752)	(5,054)	-	-
Other operating income (expenses)	14	1,066,882	81,886	1,066,900	81,886
		957,704	31,782	996,609	33,016
Income before financial income (expense) and taxes		1,662,501	396,914	1,685,939	398,622
Financial income (expenses)	22				
Financial income		225,461	739,291	208,853	744,214
Financial expenses		(2,281,210)	(2,533,586)	(2,288,040)	(2,540,217)
		(2,055,749)	(1,794,295)	(2,079,187)	(1,796,003)
Income before income taxes		(393,248)	(1,397,381)	(393,248)	(1,397,381)
Income and social contribution taxes	17	-	-	-	-
Loss for the year		(393,248)	(1,397,381)	(393,248)	(1,397,381)

See accompanying notes.

Porto Sudeste do Brasil S.A.

Statement of comprehensive income (loss)
Years ended December 31, 2021 and 2020
(In thousands of reais)

	Parent Company		Consolidated	
	2021	2020	2021	2020
Loss for the year	(393,248)	(1,397,381)	(393,248)	(1,397,381)
Exchange differences related to conversion into reporting currency	(142,433)	166,358	(142,433)	166,358
Total comprehensive income (loss)	(535,681)	(1,231,023)	(535,681)	(1,231,023)

See accompanying notes.

Porto Sudeste do Brasil S.A.

Statement of changes in equity
 Years ended December 31, 2021 and 2020
 (In thousands of reais)

	Consolidated				Total
	Capital	Future capital contribution	Cumulative translation adjustment	Accumulated losses	
Balances at December 31, 2019	2,911,944	-	85,696	(2,226,429)	771,211
Capital increase through capitalization of future capital contribution	-	72,826	-	-	72,826
Cumulative translation adjustments (CTA)	-	-	166,358	-	166,358
Loss for the year	-	-	-	(1,397,381)	(1,397,381)
Balances at December 31, 2020	2,911,944	72,826	252,054	(3,623,810)	(386,986)
Capital payment	169,426	(169,426)	-	-	-
Advance for future capital increase	-	109,410	-	-	109,410
Cumulative translation adjustments (CTA)	-	-	(142,433)	-	(142,433)
Loss for the year	-	-	-	(393,248)	(393,248)
Balances at December 31, 2021	3,081,370	12,810	109,621	(4,017,058)	(813,257)

See accompanying notes.

Porto Sudeste do Brasil S.A.

Statement of cash flows

Years ended December 31, 2021 and 2020

(In thousands of reais)

	Controladora		Consolidado	
	2021	2020	2021	2020
Cash flows from operating activities				
Income (loss) before income taxes	(393,248)	(1,397,381)	(393,248)	(1,397,381)
Non-cash P&L items				
Depreciation and amortization	260,404	267,489	260,436	267,537
Other amortization	41,142	60,399	41,803	60,881
Fixed asset write-off	-	1,679	-	1,679
Equity pickup	42,752	5,054	-	-
Royalties adjustment	473,983	1,750,454	473,983	1,750,454
Monetary variation and interest	522,180	538,124	527,275	542,092
Other provisions	2,395	5,145	(9,060)	5,145
Changes in assets and liabilities				
Accounts receivable	6,627	(16,933)	7,079	(16,933)
Accounts receivable with related parties	78,683	(104,541)	153,481	3,695
Other advances	(51,732)	(25,054)	(440,084)	(205,007)
Inventories	(12,233)	2,173	(140,171)	(80,926)
Restricted deposits	-	(261)	-	(261)
Judicial deposits	(14,315)	(10,606)	(14,315)	(9,549)
Taxes recoverable	(55,506)	(45,539)	(55,817)	(45,645)
Advances from customers	1,525	3,814	1,525	3,814
Trade accounts payable	87,482	(10,447)	502,854	199,386
Taxes and contributions payable	52,544	55,203	53,667	56,536
Obligation to third parties	(65)	21,782	(65)	21,782
Transactions with related parties	1,124	(1,465)	(19,991)	239
Other assets	(1,580)	(1,264)	(439)	(1,264)
Salaries and compensations	(828)	1,465	(828)	1,465
Interest paid	(336,216)	(407,314)	(340,829)	(413,249)
Net cash used in operating activities	705,118	691,976	607,256	744,490
Cash flow from investing activities				
Acquisition of property and equipment	(120,014)	(31,665)	(123,628)	(36,291)
Advance for future capital increase	(4,500)	(4,246)	-	-
Net cash used in investing activities	(124,514)	(35,911)	(123,628)	(36,291)
Cash flows from financing activities				
Advance for future capital increase	109,410	72,826	109,410	72,826
Borrowings	-	-	1,562,719	28,610
Guarantee fee	(42,285)	(10,980)	(42,285)	(10,980)
Borrowings settled	(500,149)	(12,687)	(1,954,012)	(12,687)
Net cash provided by financing activities	(433,024)	49,159	(324,168)	77,769
Exchange differences, net				
Foreign exchange differences	(158,976)	(714,849)	(154,558)	(771,255)
Increase / (decrease) in cash and cash equivalents	(11,396)	(9,625)	4,902	14,713
Statement of increase (decrease) in cash and cash equivalents				
At beginning of year	21,000	30,625	88,842	74,129
At end of year	9,604	21,000	76,538	88,842
Increase / (decrease) in cash and cash equivalents	(11,396)	(9,625)	(12,304)	14,713

See accompanying notes.

Porto Sudeste do Brasil S.A.

Notes to individual and consolidated financial statements
December 31, 2021
(Amounts expressed in thousands, unless otherwise stated)

1. Operations

Porto Sudeste do Brasil S.A. (“Porto Sudeste” or the “Company”) was established on November 7, 2007, to develop the logistics and integrated operations in the port sector, notably the implementation and operation of a Port Terminal named Porto Sudeste (“Terminal” or “Porto Sudeste”).

The Company is composed of its parent company and its subsidiaries Pedreira Sepetiba Ltda. (“Pedreira”), Terminal de Contêineres Sepetiba Ltda. (“TCS”), Porto Sudeste VM S.A. (“Porto VM”) and Porto Sudeste Exportação e Comércio S.A.

Trafigura Pte Ltd. (“Trafigura”) and Mubadala Development Company PJSC (“Mubadala”), through investees became joint holders of 99.26% ownership interest in the Company, through PSA Fundo de Investimento e Participações.

In February 2014, the controlling shareholders Trafigura and Mubadala executed the Shareholders’ Agreement, which provides for the rights and obligations of each controlling shareholder.

Company’s financial position

On December 31, 2021, the Company records a consolidated working capital of R\$16,909 thousand, a consolidated loss for the year of R\$393,248 thousand and consolidated accumulated loss of R\$4,017,058 thousand, thus, the equity on December 31, 2021 is negative amounting R\$813,257 thousand. The Company closed the fourth quarter with a cash position consolidated of R\$76,538.

The Company started operations in January 2016 and has currently a positive operating cash flow. However, for the next 12 months they will need capital injections from its shareholders and/or third-party funds to support certain obligations that cannot be settled from the operating cash flow (such as guarantees, non-maintenance investments), as established in the senior lenders’ contracts. This amount is estimated in approximately US\$12,245 thousand.

Porto Sudeste do Brasil S.A.

Notes to individual and consolidated financial statements
December 31, 2021
(Amounts expressed in thousands, unless otherwise stated)

1. Operations (Continued)

Licenses

On July 15, 2010, the Company obtained from the Brazil's Water Transportation Regulatory Agency (ANTAQ) authorization for construction and implementation of the Maritime Terminal with capacity for shipping 50mt/a, located in Ilha da Madeira, Itaguaí, Rio de Janeiro. This concession is valid for 25 years, renewable for another 25 years. In 2014, after completing the first phase of the implementation works of the Terminal and obtaining the respective environmental operation license, the Company received from ANTAQ the Operating Release Term (TLO) and the Qualification for International Maritime Traffic (HTMI), whereupon the Company has been fully authorized by this regulatory agency to operate the first phase of the Terminal. In addition to the release from the regulatory agency, the first phase of the terminal is properly bonded and able to receive goods intended for export. Regarding the offshore access, the dredging and submerged rocks blasting of the access channel to the Terminal and the mooring basin were completed in early 2015.

As to the second phase of the terminal (50mt/a), the Company completed the assembly of equipment in the mid of 2015 and on November 12, 2015 was granted by ANTAQ TLO Nº11/2015, authorizing the Company to move on with the partial operation of the Private Use Terminal, in accordance with ANTAQ standards and regulations, considering the adjustments of the New Ports Law.

As regards the Brazilian Tax Authority, the areas of yard 06, tunnel, pier and yard 32 are within an export customs area. This is an important milestone in the technical commissioning and completion process and enables the Company to achieve its full capacity of 50MT/year.

The Company obtained approval regarding extension of the Customs of yard 32 on April 22, 2016. This is an important milestone in the technical commissioning and completion process and enables the Company to achieve its full capacity of 50MT/year.

In December 2021, the Company completed the process of licensing the operation of ship-to-ship double banking to handle liquid bulk cargoes.

Covid-19

There were no relevant impacts on our commercial and operational activities.

Porto Sudeste do Brasil S.A.

Notes to individual and consolidated financial statements
December 31, 2021
(Amounts expressed in thousands, unless otherwise stated)

2. Basis of preparation and presentation of financial statements

a) Individual and consolidated financial statements

The consolidated financial statements were prepared under various measurement bases used in accounting estimates. Accounting estimates involved in the preparation

a) Individual and consolidated financial statements (Continued)

of the financial statements were based on objective and subjective factors, and in line with management's judgment for determining the adequate amounts to be recorded in the financial statements.

The settlement of transactions involving these estimates may result in amounts materially different from those recorded in the financial statements due to uncertainties inherent in the estimation process. The Company reviews its estimates at least on an annual basis.

The individual and consolidated financial statements were prepared in accordance with the International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board (IASB), and interpretations issued by the International Financial Reporting Interpretations Committee (IFRIC) implemented in Brazil by means of the Brazilian Financial Accounting Standards Board - FASB ("CPC"), and its accounting interpretations ("ICPC") and guidance ("OCPC"), approved by the Brazilian Securities and Exchange Commission ("CVM").

In addition, the Company considered the guidance provided for in Accounting Guidance OCPC 07, issued by the Brazilian FASB ("CPC") in November 2014, in preparing its financial statements. Accordingly, significant information of the financial statements themselves is being disclosed and corresponds to that used by management over its administration.

On March 18, 2022, Company management authorized the completion and disclosure of the individual and consolidated financial statements for the year ended December 31, 2021.

b) Basis of preparation and measurement

The individual and consolidated financial statements were prepared considering the historical cost, except for financial instruments measured at fair value.

Porto Sudeste do Brasil S.A.

Notes to individual and consolidated financial statements
December 31, 2021
(Amounts expressed in thousands, unless otherwise stated)

2. Basis of preparation and presentation of financial statements (Continued)

c) Functional currency

With its startup on January 1, 2016, the Company and its subsidiaries began to earn revenues denominated in US dollars. Therefore, the functional currency was changed from Brazilian real to US dollar. Pursuant to Brazilian legislation and Accounting Pronouncement CPC 2 - Effects of changes in exchange rates and translation of

financial statements, this financial information is presented in Brazilian reais (R\$), converting the functional currency (US dollars) to the reporting currency (Brazilian reais). Assets and liabilities are translated to the closing exchange rate in the period; P&L accounts are stated at the exchange rate on the date of the event; and equity at historical buildup cost. The effect of conversion into reporting currency is stated in equity under "Cumulative translation adjustments".

d) Consolidation

The consolidated financial statements include the Company and the following subsidiaries:

	Interest - %				Location of headquarters	Main activity
	Capital		Voting capital			
	2021	2020	2021	2020		
Direct subsidiaries						
Pedreira	99.98%	99.98%	99.98%	99.98%	Brazil	Extraction and crushing of stones
TCS	99.98%	99.98%	99.98%	99.98%	Brazil	Logistics
Porto VM	100%	100%	100%	100%	Brazil	Currently inoperative
Porto Sudeste Exportação	99.99%	99.99%	99.99%	99.99%	Brazil	Purchase and sale of ore

Significant consolidation procedures are:

- (i) Elimination of asset and liability balances between consolidated companies;
- (ii) Elimination of balances of investment accounts and corresponding interests in capital and retained earnings (accumulated losses) of subsidiaries;
- (iii) Elimination of balances of revenues and expenses as well as unrealized profits arising from intercompany transactions. Unrealized losses are also eliminated, but only to the extent that there is no evidence of impairment of the related assets;
- (iv) Balances of intercompany transactions of shared control are eliminated and interests of other shareholders are disclosed in the statement of financial position and P&L;
- (v) Changes in the percentage interest in subsidiaries that do not result in loss and/or gain of control are recorded in equity.

Porto Sudeste do Brasil S.A.

Notes to individual and consolidated financial statements
December 31, 2021
(Amounts expressed in thousands, unless otherwise stated)

3. Summary of significant accounting practices and estimates

3.1. Financial instruments

a) Financial assets

Financial assets are classified, at initial recognition, as subsequently measured at amortized cost, at fair value through other comprehensive income, and at fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Company's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Company has applied the practical expedient, the Company initially measures a financial asset at its fair value plus, in the case of a financial asset not measured at fair value through profit or loss, transaction costs.

In order for a financial asset to be classified and measured at amortized cost or at fair value through other comprehensive income, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level.

The Company's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

The Company's cash and cash equivalents balance are classified as financial assets measured at fair value through profit or loss.

b) Financial liabilities

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and receivables, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognized initially at fair value, plus or less, in the case of a financial liability other than at fair value through profit or loss, transaction costs that are directly attributable to the issue of a financial liability.

The Company's financial liabilities include trade payables and loans.

Porto Sudeste do Brasil S.A.

Notes to individual and consolidated financial statements
December 31, 2021
(Amounts expressed in thousands, unless otherwise stated)

3. Summary of significant accounting practices and estimates (Continued)

c) Offsetting (net presentation) of financial instruments

Financial assets and liabilities are presented net in the statement of financial position whether there is a currently enforceable legal right to offset the recognized amounts, and there is an intention to offset them or realize the asset and settle the liability simultaneously.

3.2. Cash and cash equivalents

Cash equivalents are held for meeting short-term cash commitments rather than for investment or other purposes. The Company considers that cash equivalents correspond to a financial investment readily convertible into a known cash amount and subject to insignificant risk of change in value. Accordingly, an investment normally qualifies as cash equivalent when it is redeemable in the short term, e.g. three months or less from the investment date.

3.3. Inventory

Inventories are valued at the average acquisition or production cost, reduced by a provision for loss of market value, when applicable. The cost of these items includes expenses incurred on acquisition, transportation and storage of related assets. In the case of finished inventories, the cost includes overall manufacturing expenses based on normal operating capacity.

3.4. Investments

The Company's investments in its subsidiaries are accounted for using the equity method in its individual financial statements. Therefore, these investments are recorded in the Parent Company's statement of financial position at cost, increased by changes after acquisition of ownership interest in the subsidiary or affiliate. Goodwill, if any, is included in the investment's book value, and is not amortized. Goodwill is reclassified in the consolidated financial statements as an intangible asset.

The statement of operations reflects the portion of P&L from operations of the subsidiaries, and changes directly recognized in equity are reflected, when applicable, in the Parent Company's statement of changes in equity

The Company decides whether it is necessary to recognize any additional impairment losses in investment in its investees. If applicable, the Company calculates the amount of impairment loss as the difference between the investment's recoverable amount and the carrying amount and recognizes this sum in P&L.

Porto Sudeste do Brasil S.A.

Notes to individual and consolidated financial statements
December 31, 2021
(Amounts expressed in thousands, unless otherwise stated)

3. Summary of significant accounting practices and estimates (Continued)

3.5. Properties, plant and equipment

Property and equipment items are recorded at acquisition, buildup or construction cost, including interest, foreign exchange gains (losses) and other financial charges incurred over project construction or development, less accumulated depreciation and/or accumulated impairment losses, if any.

An item of property and equipment is derecognized on disposal or when no future economic benefits are expected from its use or disposal. Gains or losses, if any, arising from derecognition are classified in the statement of operations for the year in which the asset is derecognized.

Property and equipment includes prepayments for the rendering of services or the acquisition of property and equipment items carried out based on contracts in force and are reclassified for the respective group of accounts when the services or installed equipment are ready to be used and provide cash.

Repair and maintenance expenses are recorded directly in the statement of operations when incurred.

Depreciation is calculated over the depreciable value, which is the cost of an asset, or another substitute for the cost, deducted from the residual value. Depreciation of property and equipment items is calculated by the straight-line method for civil construction, facilities and administrative equipment, and by a method for operated unit for operational equipment, taking into consideration the economic useful lives of these assets.

Borrowing costs attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to be completed for its intended use or sale are capitalized as part of the cost of the respective asset, until the limit allowed by the standard. The excess amount, if any, will be recognized in the statements of operations.

3.6. Impairment of nonfinancial assets

The carrying amounts of the Company's nonfinancial assets are reviewed every reporting date in order to determine whether there is any indication of impairment loss. If such indication exists, the asset recoverable amount is determined. In the case of goodwill and intangible assets with indefinite useful life or intangible assets under development that are not yet available for use, the recoverable amount is estimated every year.

Porto Sudeste do Brasil S.A.

Notes to individual and consolidated financial statements
December 31, 2021
(Amounts expressed in thousands, unless otherwise stated)

3. Summary of significant accounting practices and estimates (Continued)

3.6. Impairment of nonfinancial assets (continued)

The recoverable amount of an asset or a Cash-Generating Unit (CGU) is defined as the higher of value in use and fair value less costs to sell. In evaluating value in use, the estimated future cash flows are discounted to present value through the discount rate before taxes that reflects the conditions prevailing in the market in relation to the capital recoverability period and specific risks of the asset.

Impairment loss is recognized in P&L for the year if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount. Impairment losses related to CGUs are initially allocated to reduce the carrying amount of any goodwill allocated to the CGUs and then, if there is any remaining loss, to reduce the carrying amount of the other assets.

Impairment loss related to goodwill is not reversed. In relation to other assets, impairment losses recognized in prior years are evaluated every reporting date in relation to any indication that the loss has increased, decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount, with the reversal being limited to the carrying amount, net of depreciation or amortization, if the loss of value had not been recognized.

3.7. Other current and noncurrent assets and liabilities

An asset is recognized in the statement of financial position when its future economic benefits are likely to flow to the Company, and its cost or value can be reliably measured.

A liability is recognized in the statement of financial position when the Company has a legal obligation or obligation resulting from a past event, which will probably require an economic resource to settle it. Provisions are recorded based on the best estimates of the risk involved.

Noncurrent monetary assets and liabilities are adjusted to present value and so are current monetary assets and liabilities whenever the effects are considered significant to the overall financial statements. The present value adjustment is calculated using contractual cash flows and the explicit, and sometimes implicit, interest rates of the respective assets and liabilities.

Porto Sudeste do Brasil S.A.

Notes to individual and consolidated financial statements
December 31, 2021
(Amounts expressed in thousands, unless otherwise stated)

3. Summary of significant accounting practices and estimates (Continued)

3.8. Taxes

Taxes on sales and services

Sales and service revenues are subject to the following taxes and contribution taxes, at the following statutory rates:

- Contribution Tax on Gross Revenue for Social Integration Program (PIS) - 0.65% and 1.65%;
- Contribution Tax on Gross Revenue for Social Security Financing (COFINS) - 3.0% and 7.6%;
- Service Tax (ISS) - 5%.

These charges are presented as sales deductions in the statement of operations.

Income and social contribution taxes

Taxation on income includes income and social contribution taxes, which are calculated on taxable income at the rate of 15%, plus 10% surtax for income exceeding R\$240 during a period of 12 months, and 9% for social contribution tax. Therefore, additions to book profit deriving from temporarily nondeductible expenses or exclusions from temporarily non-taxable income to determine current taxable profit generate deferred tax assets or liabilities. Prepaid or recoverable taxes are stated in current or noncurrent assets, based on their estimated realization.

Deferred taxes arise from temporary differences at the Balance Sheet date between the tax bases of assets and liabilities and their book values and tax loss balances. Deferred tax assets are recognized for all deductible temporary differences, credits and unused tax losses, to the extent that it is probable that taxable profit will be available so that deductible temporary differences may be realized, and credits and tax losses may be used. Deferred tax liabilities are recognized for all taxable temporary differences.

The book value of deferred tax assets is revised at each Balance Sheet date, and the balance is maintained to the extent that its recovery is likely, based on future taxable profits.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized, or the liability is settled. Deferred tax assets and liabilities are shown net when related to the same entity taxed and when subject to the same tax authority.

Porto Sudeste do Brasil S.A.

Notes to individual and consolidated financial statements
December 31, 2021
(Amounts expressed in thousands, unless otherwise stated)

3. Summary of significant accounting practices and estimates (Continued)

3.9. Provisions (including contingencies)

Provisions are recognized when the Company has a present obligation (legal or constructive) arising from a past event, the settlement of which is likely to result in an outflow of economic benefits, and for which a reliable estimate can be made. When the Company expects that the amount of a provision will be refunded, whether in full or in part, the refund is recognized as a separate asset, but only when the refund is virtually certain.

The Company recognizes provisions for tax, civil and labor contingencies. Assessment of the likelihood of loss includes analysis of available evidence, hierarchy of laws, available case law, recent court decisions and their relevance in the legal system, as well as the opinion of the Company's external legal advisors. The provisions are reviewed and adjusted to take into consideration changes in circumstances such as applicable statutes of limitation, conclusions of tax audits or additional exposures identified based on new matters or court decisions.

Settlement of transactions involving these estimates may result in amounts materially different from those recorded in the financial statements due to inaccuracies inherent to their determination process. The Company reviews its estimates and assumptions at least on an annual basis.

3.10. Revenue from Contracts with Customers

IFRS 15, equivalent to CPC 47, replaces CPC 17 (R1) - Construction Contracts (equivalent to international standard IAS 11), CPC 30 - Revenue (equivalent to international standard IAS 18) and related interpretations and limited exceptions, to all revenues arising from a customer agreement. IFRS 15 establishes a five-step model for accounting for customer contract revenue and requires revenue to be recognized at a value that reflects the consideration that the entity expects to receive in return for the transfer of goods or services to a customer.

IFRS 15 requires entities to exercise judgment, taking into account all relevant facts and circumstances when applying each step of the model to contracts with their clients. The standard also specifies the accounting for the incremental costs of obtaining a contract and costs directly related to compliance with a contract. The Company considers whether there are other promises in the contract that are distinct performance obligations, to which a portion of the transaction price needs to be allocated. In determining the transaction price for the rendering of services, the Company considers the existence of a variable consideration, significant financing components, non-monetary consideration and the consideration due to the customer (if any).

Porto Sudeste do Brasil S.A.

Notes to individual and consolidated financial statements
December 31, 2021
(Amounts expressed in thousands, unless otherwise stated)

3. Summary of significant accounting practices and estimates (Continued)

3.10. Revenue from Contracts with Customers

i) Sale of goods

For contracts with customers in which the sale of goods is generally expected to be the only performance obligation, adoption of IFRS 15 is not expected to have a significant impact on the Group's revenue and profit or loss. The Company expects the revenue recognition to occur at a point in time when control of the asset is transferred to the customer, generally on delivery of the goods.

ii) Rendering of services

Revenue from services rendered is recognized based on the fulfillment of the performance obligations specified in the contracts with customers. The Company provides port services and based on the contracts the performance obligation is fulfilled with the completion of loading of vessels.

The revenue from the sale of ore is recognized when the significant risks and benefits of the property are transferred, which for sale in the foreign market occurs when the vessels are loaded for transport.

3.11. Significant accounting judgments, estimates and assumptions

Preparing the Company's financial statements requires that management make judgment and estimates and adopt assumptions that affect those figures reported as revenues, expenses, assets and liabilities, as well as contingent liability disclosures, as of the financial statement reporting date. However, uncertainty associated with those estimates and assumptions could lead to results that would require significant adjustment to the book value of assets or liabilities affected in future periods. Significant items subject to judgments and estimates are as follows: measurement of floating rate securities, recognition and analysis of recoverability of tax credits, useful lives of property and equipment and intangible assets, impairment losses and provisions for contingencies.

3.12. Statements of cash flow

The statements of cash flow were prepared and are presented by the indirect method.

Porto Sudeste do Brasil S.A.

Notes to individual and consolidated financial statements
December 31, 2021
(Amounts expressed in thousands, unless otherwise stated)

4. Cash and equivalents and marketable securities

	Parent Company		Consolidated	
	2021	2020	2021	2020
Cash and cash equivalents				
Cash and banks	9,370	8,755	10,532	10,085
Cash equivalents	234	12,245	66,006	78,757
	9,604	21,000	76,538	88,842

The Company invests in Bank Deposit Certificates (CDB) and carries out with repurchase agreements operations backed by private securities (CDB). The securities are issued by top-tier companies and financial institutions, all subject to floating rates, with an average remuneration pegged to the DI rate (Interbank Deposit Certificate - CDI), without grace period and readily convertible to cash.

The repurchase agreements and the Bank Deposit Certificates (CDBs) are issued by top-tier financial institutions and are mostly remunerated from 70% to 101% of the Interbank Deposit Certificate (CDI) variation, respectively.

5. Accounts receivable

	Parent Company		Consolidated	
	2021	2020	2021	2020
Port fee	17,594	25,175	17,594	25,175
	17,594	25,175	17,594	25,175

The balance on December 31, 2021 was substantially received until February 2021. Management understands that there is no need to record a provision for estimated losses on allowance for loan losses.

6. Inventories

	Parent Company		Consolidated	
	2021	2020	2021	2020
Gravel	-	-	2,358	2,196
Iron ore	-	-	274,813	144,815
Warehouse	64,444	50,139	64,903	50,566
	64,444	50,139	342,074	197,577

Porto Sudeste do Brasil S.A.

Notes to individual and consolidated financial statements
December 31, 2021
(Amounts expressed in thousands, unless otherwise stated)

7. Restricted deposits

	Parent Company		Consolidated	
	2021	2020	2021	2020
Trustee ACC Itaú BBA (*)	11,130	10,696	11,130	10,696
	11,130	10,696	11,130	10,696

(*) Temporary freezing of part of short-term investments (Trustee Account) related to the acquisition of land for Porto Sudeste expansion. This amount will be realized upon execution of the land definitive deed.

8. Advances

	Parent Company		Consolidated	
	2021	2020	2021	2020
Customs clearance	3,173	2,278	3,171	2,278
Fuel	10,542	1,110	10,542	1,110
Energy	2,739	2,318	2,739	2,318
Professional services	5,701	5,890	5,701	5,890
Machinery and equipments	7,934	-	7,934	-
Iron ore (*)	-	-	-	178,820
Other	3,026	2,084	3,028	2,116
	33,115	13,680	33,115	192,532

(*) Advances to PSE suppliers for future iron ore delivery.

Porto Sudeste do Brasil S.A.

Notes to individual and consolidated financial statements
December 31, 2021
(Amounts expressed in thousands, unless otherwise stated)

9. Investments

The Company has the following investments:

Pedreira Sepetiba Ltda.

Incorporated on June 21, 1989, this company is engaged in the exploration and utilization of mineral deposits in Brazil and consequent sale of their by-products; sale of construction materials in general; and the provision of cargo transportation, civil engineering, development and construction services.

TCS - Terminal de Contêineres Sepetiba Ltda.

Incorporated on January 31, 1989, this company is engaged in the rendering of all services related to a container terminal, intended for cargo concentration and distribution and the respective handling of loading, unloading and shipment to their final destinations; rendering of transportation services of containers of ships; the charter or rent of ships, barges and national or foreign equipment; as well as the rendering of services inherent in the customs area to be implemented in the terminal area through concession from tax authorities.

Porto Sudeste VM S.A.

Incorporated on July 16, 2013, this company is engaged in holding interest in capital of other companies, both in Brazil or abroad, as an owner, shareholder or member, either permanently or temporarily, as a parent company or no controlling interest. Porto V.M. was created with the main purpose of receiving part of royalty-based securities as part of the purchase transaction of the Port by its current shareholders, as described in Note 14.

Porto Sudeste Exportação e Comércio S.A.

Is engaged in the export and import of iron ore, iron pellets, pig iron and by-products.

Changes in investments

	Parent Company					2021
	2020	Equity pickup	Future capital contribution	Effect of conversion into Brazilian reais	Negative equity provision	
Pedreira	12,885	(329)	3,600	4,468	-	20,624
TCS	22,053	(389)	300	9,359	-	31,323
Porto VM	101	(727)	600	51	-	25
Porto Sudeste Exportação	(20,812)	(41,307)	-	(27,561)	89,680	-
	14,227	(42,752)	4,500	(13,683)	89,680	51,972

Porto Sudeste do Brasil S.A.

Notes to individual and consolidated financial statements
December 31, 2021
(Amounts expressed in thousands, unless otherwise stated)

9. Investments (Continued)

Ownership interest and summary of investees

	2021						
	Interest	Number of shares/ units (thousand)	Assets	Liabilities	Equity	Net Revenue	P&L for the year
Pedreira	99.98%	49,001	24,607	3,983	20,953	-	(329)
TCS	99.98%	3,447	2,476	1	2,864	-	(389)
Porto VM	100.00%	-	60,416	60,391	752	-	(727)
Porto Sudeste Exportação	100.00%	-	374,683	464,363	(48,373)	6,017,659	(41,307)

	2020						
	Interest	Number of shares/ units (thousand)	Assets	Liabilities	Equity	Net Revenue	P&L for the year
Pedreira	99.98%	49,001	17,066	1,030	16,729	-	(694)
TCS	99.98%	3,447	2,388	-	2,745	-	(357)
Porto VM	100.00%	-	54,299	54,177	374	-	(253)
Porto Sudeste Exportação	100.00%	-	1,015,720	1,047,873	(28,403)	3,088,625	(3,750)

Porto Sudeste do Brasil S.A.

Notes to individual and consolidated financial statements
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(Amounts expressed in thousands, unless otherwise stated)

10. Propert, plant and equipment

	Facilities	Machinery and equipment	Land	Construction in progress	Buildings and improvements	Other	Total
Net balance at December 31, 2019	133,500	1,085,407	129,568	30,300	4,393,897	32,995	5,805,667
Additions	11	4,038	-	21,173	131	10,938	36,291
Write-off	-	(1,679)	-	-	-	-	(1,679)
Transfers	92	961	-	(3,361)	2,256	52	-
Depreciation for the year	(13,665)	(63,872)	-	-	(94,156)	(870)	(172,563)
Effect of conversion into Brazilian reais	32,053	292,392	37,943	9,267	1,240,228	7,722	1,619,605
Net balance at December 31, 2020	151,991	1,317,247	167,511	57,379	5,542,356	50,837	7,287,321
Additions	276	3,719	3,600	94,806	289	20,941	123,631
Transfers	1,053	157	-	(4,954)	610	3,134	-
Depreciation for the year	(13,739)	(61,297)	-	-	(94,078)	(1,306)	(170,420)
Effect of conversion into Brazilian reais	3,450	69,565	17,486	3,324	368,762	384	462,972
Net balance at December 31, 2021	143,031	1,329,391	188,597	150,555	5,817,939	73,990	7,703,504
Accumulated balances							
Cost	161,043	1,140,905	125,419	46,302	4,702,161	43,941	6,219,771
Accumulated depreciation	(45,616)	(150,684)	-	-	(544,137)	(3,971)	(744,408)
Effect of conversion into Brazilian reais	36,564	327,026	42,092	11,077	1,384,332	10,867	1,811,958
Net balance at December 31, 2020	151,991	1,317,247	167,511	57,379	5,542,356	50,837	7,287,321
Cost	162,372	1,144,781	129,019	136,147	4,703,060	68,018	6,343,397
Accumulated depreciation	(59,355)	(211,981)	-	-	(638,215)	(5,277)	(914,828)
Effect of conversion into Brazilian reais	40,016	396,591	59,578	14,403	1,753,094	11,253	(2,274,935)
Net balance at December 31, 2021	143,033	1,329,391	188,597	150,550	5,817,939	73,994	7,703,504

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10. Propert, plant and equipment (Continued)

Impairment test for property plant and equipment

Throughout the year ended of 2021, the Company assessed whether there were indications that any asset could be recorded above its recoverable amount, and after tests carried out it did not verify the need to recognize any provision for impairment of its assets.

The discounted cash flow method employed by the Company is based on concepts that consider financial resources which will be generated in the future by the cash-generating unit, discounted to present value, to reflect the time, opportunity cost and associated risks. The present value of these assets were calculated using a weighted average cost of capital of 6.51%. These projections are based on the Company's Business Plan and include premises related to the growth of the iron ore export in the Quadrilátero of Minas Gerais, the growth in market share of Porto Sudeste, operations of other solid and liquid bulk cargoes, acquisitions and implementation of iron ore mines in the region carried out by its shareholders, commodity prices, macroeconomic variables, among others

11. Intangible assets

	<u>Port license</u>
Balance on December 31, 2019	9,085,678
Amortization	(94,975)
Effect of conversion into Brazilian reais	<u>2,596,879</u>
Balance on December 31, 2020	<u>11,587,582</u>
Amortization	(90,017)
Effect of conversion into Brazilian reais	<u>817,166</u>
Balance at December 31, 2021	<u>12,314,731</u>

The license is amortized over the port concession period, for a period of 50 years, taking into consideration the operated volume.

Impairment test for intangible assets with defined useful life

Throughout the year ended of 2021, the Company assessed whether there were any indicators that the license could be above its recoverable amount. After the tests conducted as mentioned in Note 10, the Company did not identify the need to recognize any provision for impairment of its intangible assets.

The present value of these assets were calculated using a weighted average cost of capital of 6.51%.

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12. Trade accounts payable

	Parent Company		Consolidated	
	2021	2020	2021	2020
Equipment rental	1,520	2,589	1,520	2,589
Maintenance	1,609	1,143	1,609	1,143
Energy	2,331	2,470	2,331	2,470
Fuel	1	1,495	1	1,495
Construction in progress	17,948	708	17,948	708
Iron ore	-	-	100,887	264,851
Rail freight	-	-	6,761	4,002
Machinery and equipment	9,783	-	9,783	-
Insurance	1,144	1,755	1,144	1,777
Services	21,978	5,128	22,377	5,187
Other	2,339	1,003	2,339	2,795
	58,653	16,291	166,700	287,017

13. Loans and financing

Loans per currency

	Consolidated			
	Current liabilities		Noncurrent liabilities	
	2021	2020	2021	2020
Taken out in US dollars				
Principal	350,897	496,143	3,609,350	3,192,669
Interests	1,329	38,203	1,066,644	893,435
Transaction costs	-	-	(21,791)	(22,819)
	352,226	534,346	4,654,203	4,063,285
Taken out in Brazilian reais				
Principal	-	90,822	2,292,285	2,317,284
Interests	15,325	207,365	-	-
Transaction costs	-	-	(144,102)	(143,137)
	15,325	298,187	2,148,183	2,174,147
	367,551	832,533	6,802,386	6,237,432

The current liabilities of contracts denominated in US dollars refer to the ACC/ACE contracts taken from the creditor Santander by the subsidiary Porto Sudeste Exportação e Comércio S/A. The current liabilities of contracts denominated in reais refer to interest calculated up to September 30, 2021 of the financing agreements with the creditors BNDES and Bradesco and are due for payment on December 15, 2021.

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13. Loans and financing (Continued)

The senior financing agreements with creditors BNDES and Bradesco maturing in December 2036, and with Deutsche Bank, Natixis and BTG maturing in December 2029, establish a grace period for principal until December 31, 2023. Therefore, there is no obligation to pay principal to senior creditors until December 31, 2023. In these contracts there is a cash sweep mechanism in force, which establishes that, in the event of positive cash generation in the quarter, this generation must be distributed as payment of principal to creditors seniors. As these amortizations are conditioned to the future cash balance, being, therefore, cash not yet realized, the amortizations that will eventually occur in the next 12 months are not included in the Company's current liabilities.

Loans per financial institution

Bank	Index/interest	Maturity	Balance as of	
			2021	2020
BNDES FINEM - nº 10.2.0265.1	5,51%/4,51% p.a. + IPCA	12/15/2036	870,547	1,005,825
BNDES FINEM - nº 12.2.1174.1 - Subcrédito A, B	5,73%/4,73% p.a. + IPCA	12/15/2036	471,391	544,129
BNDES FINEM - nº 12.2.1174.1 - Subcrédito C	3,40%/2,40% p.a. + Cesta de Moedas	12/15/2036	251,111	272,828
BNDES FINEM - nº 4.003.109-P - Repassé AB	6,73%/5,73% p.a. + IPCA	12/15/2036	464,163	526,035
BNDES FINEM - nº 4.003.109-P - Repassé C	4,40%/3,40% p.a. + Cesta de Moedas	12/15/2029	250,398	266,654
Deutsche Bank/Natixis/BTG	4,00%/3,50% p.a. + Libor 3 months	06/15/2037	826,203	920,309
Bradesco/PAV Lux (*)	4,50% p.a. + Libor 6 months	06/15/2037	3,798,263	3,415,331
BTG	4,00% p.a. + Libor 1 months	12/15/2036	51,622	30,730
Santander	2,15% p.a. + Libor	Up to 180 days	250,322	254,080
Citibank	2,10% p.a. + Libor	Up to 120 days	101,810	-
			7,335,830	7,235,921
Transaction cost			(165,893)	(165,956)
			7,169,937	7,069,965

(*) According to the debt assignment and assumption agreement, signed on March 11, 2021, Itaú Unibanco S / A - Nassau Branch (Assignor) which owned 46.41% of the debt, ceded all its rights and obligations arising from the loan agreement, amounting US\$315,863, to PAV LUX S. À.R.L a Company of Mubadala Group, which have jointly control of Porto Sudeste. There were no changes on agreement terms, interest or expiration term.

The portions classified in current liabilities and non-current liabilities have the following payment schedule:

Year of maturity	Consolidated	
	2021	2020
Up to one year	367,551	832,532
2 to 3 years	160,684	1,201,808
4 to 5 years	477,513	561,766
Over 5 years	6,330,082	4,639,815
	7,335,829	7,235,921

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13. Loans and financing (Continued)

On December 31, 2021, the annual interest rates on debts are as follows:

	Consolidated	
	2021	2020
Debts in US\$ - up to 7%	5,028,219	4,620,452
Debts in R\$ - from 6.1% to 9.3%	501,509	1,609,616
Debts in R\$ - above 9.3%	1,806,101	1,005,853
	7,335,829	7,235,921

Collateral

The Company's' loans are guaranteed by top-tier financial institutions, as well as by controlling shareholders (Standby Letter of Credit), in addition to the chattel mortgage of assets and cash flow from receivables.

Regarding the financing agreements, there are financial and non-financial obligations to comply with. Among them the following can be highlighted: (a) use of the waterfall structure of current accounts; (b) after the grace period, composition of minimum balance in Reserve Account at least 2 times the amount of the next debt service payment; (c) after reaching financial completion, maintenance of the debt coverage ratio (DSCR) covenant above 1.3 for BNDES and Bradesco financing contracts and above 1.15 for CESCE contracts; (d) presentation of the audited financial statements; and (d) maintenance of operational insurance.

There are no covenants to be attended on December 31, 2021.

Effect of conversion into Brazilian reais

The Brazilian real depreciated 7.39% in the period compared to the US dollar, from R\$5.1967 on December 31, 2020 to R\$5.5805 at December 31, 2021, influencing the balance of US dollar currency debt that, at December 31, 2021, accounted for 68.54% of total indebtedness.

Transaction costs

The debt issue costs refer to outside counsel fees and commissions of guarantee and were recorded as reduction of liabilities.

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13. Loans and financing (Continued)

Refinancing of the Senior Debt

On April 14 and June 2, 2021, the Company completed the second refinancing of senior debt related to financing agreements with creditors BNDES and Bradesco, and CESCE/Natixis/BTG, respectively. These refinancing's included, among others: (a) updating the index from TJLP to TLP; (b) extension of the grace period until 12/31/2023; (c) extension of the maturity term until December 15, 2036 (plus 7 years) for BNDES and Bradesco contracts and until December 15, 2029 (plus 6 years) for CESCE/Natixis/BTG contracts; (d) change in the periodicity of payment of amortization and interest from monthly to quarterly; (e) change in the amortization schedule from constant to non-linear; (f) maintenance of the cash sweep mechanism under the same terms during the grace period and with limitations related to the leverage level and pre-refinancing schedule after the grace period; and (g) updating of certain indicators and covenants

There are no covenants to be attended on December 31, 2021.

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14. Variable income securities (“royalties”)

In February 2014, Trafigura Pte. Ltd. (“Trafigura”) and Mubadala Development Company PJSC (“Mubadala”), through PSA Fundo de Investimento e Participações, acquired the control of Porto Sudeste, until then exercised by MMX Mineração e Metálicos S.A. (“MMX”).

The investment agreement that regulated the acquisition of control of Porto Sudeste by Trafigura and Mubadala foresee, among others, that the Company would take over, directly or indirectly, obligations related to the variable-yield securities based on Royalties issued by MMX, traded on B3 S.A. - BRASIL. BOLSA. BALCÃO (“B3”) under the ticker MMXM11 (“MMXM11 securities”). In this context, Porto Sudeste issued, on February 26, 2014, Perpetual Variable-yield Securities (“PVS”), with similar terms to the MMXM11 Securities (“Port11”), which were fully subscribed on the same date by MMX. The investment agreement also provided for MMX’s obligation to carry out an exchange offer, aimed at all holders of the MMXM11 Securities, through which MMX would acquire the MMXM11 Securities, and deliver the Port11 Securities, or another security, in return backed by MMXM11 Securities (“Exchange Offer”). To implement such Exchange Offer, two different vehicles were used, in order to reach all holders of MMXM11 Securities:

- (i) FIP-IE Porto Sudeste Royalties (“PSR”): An infrastructure equity investment fund, which, at the time of the offer, held in its portfolio exclusively, Port11 Securities - and for each Port11 Security held by PSR would be entitled to a Unit. PSR’s units were offered to the holders of MMXM11 Securities that would fit as qualified investors pursuant to CVM regulation, and would not have restrictions to hold PSR units.
- (ii) Porto Sudeste V.M S.A. (“Porto VM”): A stock corporation registered with CVM under category ‘B’. Said corporation issued a new royalty-based variable-yield security, mirror of MMXM11 Security (“PSVM11 Securities”), and such security listed for trading on B3 (contrary to Port11 Securities, which are not accepted for trading on the stock exchange). Under the aforementioned Exchange Offer, the PSVM11 Securities were offered to holders of MMXM11 Securities that (i) would not fit as qualified investors, or (ii) would have regulatory restrictions to hold units of a FIP-IE – which happens with some investment funds.

As a way of addressing the situation of MMXM11 holders who eventually did not adhere to the Exchange Offer, MMX remained the holder of Port11 Securities in the same quantity of MMXM11 Securities not exchanged.

The aforementioned holders of Port11 are entitled to a quarterly variable-yield remuneration, calculated since January 1, 2013, based on the iron ore metric tonnage or on the value per ton for other cargo, as the case may be, as follows:

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14. Variable income securities (“royalties”) (Continued)

$$R = [(TMMF \times VpTMF) + (TMOOC \times VpTDC)] \times FP$$

Where:

R = royalties due in relation to each quarter of the fiscal year

TMMF = Iron Ore Measured Tonnage shipped in the Port in the respective quarter

TMOOC = Measured Tonnage of Other Cargo shipped in the Port in the respective quarter

VpTMF = Value per Ton for Iron Ore (as defined below)

VpTDC = Value per Ton of Other Cargo (as defined below)

FP = Proportional Factor

For iron ore loads: the royalties related to iron ore loads shipped on Port in a certain calendar quarter shall be calculated, taking into account the amount of USD 5.00 per ton of iron ore (“value per ton of iron ore”). This value will be (i) adjusted annually at the variation in US PPI calculated from September 2010; and (ii) converted into reais, based on the exchange rate at the ending of the business day immediately prior to the actual payment date.

For other loads: the royalties related to other loads, other than iron ores (excluding non-dry loads, such as supply activities) conducted at the Port Terminal will be calculated based on the load margin (as defined below) (“value per ton for other loads”). “Load margin” (a) means the difference between the average cost per ton (excluding all non-cash items) incurred in relation to the services rendered by Porto Sudeste relating to the applicable load and the average value per ton effectively charged by Porto Sudeste for the services rendered in relation to such load; and (b) must be limited under any circumstance to USD 5.00 per shipped ton. The adjusted limit value of USD 5.00 per ton for load margin will be (i) adjusted annually at the variation in US PPI calculated from September 2010; and (ii) converted into reais, based on the exchange rate at the ending of the business day immediately prior to the actual payment date.

During the years 2013 to 2016, the commitment of royalties from Porto Sudeste do Brasil, related to iron ore, was the minimum between the volume shipped in each period and the take-or-pay volume indicated in the table below:

Iron Ore	2013	2014	2015	2016
Tons (million)	13.6	31.9	36.8	36.8

From 2017 onwards, the volume of iron ore generating royalties (TMMF, in the formula above) is no longer subject to a take-or-pay, being, therefore, simply the volume shipped. In the table below, you can see the tonnage carried out by the Sudeste Port of Brazil, with the start of operations in 2016, after commissioning carried out in 2015:

Iron Ore	2013	2014	2015	2016	2017	2018	2019	2020	2021
Tons (million)	-	-	-	7.1	9.5	10.7	16.4	18.7	17,8

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14. Variable income securities (“royalties”) (Continued)

As the shipped volume of iron ore in 2016 was lower than the take-or-pay volume, the royalty commitment is based on this second parameter.

If, in a certain calendar quarter by the payment of current royalties the cash of issuer and Porto Sudeste is jointly higher than US\$10,000 (“Minimum Cash Reserve”), the issuer will use the values that exceed the minimum cash reserve (“Available Cash”) to pay the effectively accumulated royalties to the holders of securities until the last day of said calendar quarter (“Accumulated Royalties”).

It is agreed and understood that issuer is not required to pay such additional values established herein, unless an available cash is held by issuer in the last day of such calendar quarter and until the available cash limit, “available cash” means the value corresponding to the cash available of Porto Sudeste do Brasil less the sum of (a) any values contributed by stockholders of Porto Sudeste through capital increase or stockholder loan, to the extent that such values remain as available cash of Porto Sudeste do Brasil, (b) BNDES senior debt service reserve account and CESCE senior debt service reserve account, and (c) the cash amounts provisioned by Porto Sudeste for IRPJ - Corporate Income Tax, CSLL - Social Contribution on Net Income, and other obligations for which the independent auditors of Porto Sudeste do Brasil require provisioning.

On December 31, 2021, Porto Sudeste do Brasil carried out the financial calculations and identified that there was not enough available cash generation to pay royalties to holders of Port11 Securities.

Porto Sudeste do Brasil records Port11 Securities in Liabilities, based on the Present Value of the Projected Cash Flow of the payment of royalties. In other words, the amount shown in the Balance Sheet is different from the amount of royalties accrued until this quarter. Porto Sudeste VM, records its right to receive royalties in Assets, corresponding to its portion on the value of Port11 securities, and the respective payment to PSVM11 holders in Liabilities.

Securities are measured in accordance with IAS 37 - Provisions, Contingent Assets and Contingent Liabilities based on projected cash flows from future security related payments discounted at an annual rate of 11.06%. These projections are based on the Company’s Business Plan and include premises related to the growth of the iron ore export in the Quadrilátero of Minas Gerais, the growth in market share of Porto Sudeste, operations of other solid and liquid bulk cargoes,, acquisitions and implementation of iron ore mines in the region carried out by its shareholders, among others.

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14. Variable income securities (“royalties”) (Continued)

	Royalties breakdown						
	2020	Payments	Present value adjustment	US PPI	Assumptions review	Effect of conversion into Brazilian reais	2021
Royalties	12,706,272	-	1,626,537	(71,416)	(1,081,138)	943,964	14,124,219
Issuance cost	(14,016)	-	-	-	-	(1,037)	(15,053)
Total	12,692,256	-	1,626,537	(71,416)	(1,081,138)	942,927	14,109,166

On December 31, 2021, the present value of discounted future cash flow amounted to US\$2,530,995, which converted into Brazilian reais totaled R\$14,124,219 (US\$2,445,066, which converted into Brazilian reais totaled R\$12,706,272 as of December 31, 2020). The update balance correspondent to the present value adjust of the securities for the twelve months of 2021 was of US\$304,013, which converted into Reais totaled R\$1,626,537, recorded as a financial expense. The update of the assumptions that support the calculation of the securities totaled R\$1,081,138, this amount deducted of R\$14,256 regarding other operating expenses, totaled the balance of R\$1,066,882 recorded as other operating income/expenses. The inflation PPI adjustment totaled R\$71,416, recorded in the financial result.

Transaction costs

Debt issue costs of variable income securities totaling R\$15,053 at December 31, 2021 (R\$14,016 at December 31, 2020), referring to outside legal counsel fees and commissions of guarantee were recorded as reduction of liabilities.

15. Taxes and contributions payable

	Parent Company		Consolidated	
	2021	2020	2021	2020
Service Tax (ISS)	5,880	5,278	8,848	7,123
Social Security Tax (INSS) - third parties	540	173	540	173
State Value-Added Tax (ICMS)	661	146	661	146
Corporate Income Tax (IRPJ) and Social Contribution Tax on Net Profit (CSLL)	1,427	1,135	1,427	1,135
Social Contribution Tax for Intervention in the Economic Order (CIDE) on import	202	90	202	90
Contribution Tax on Gross Revenue for Social Integration Program (PIS) and for Social Security Financing (COFINS)	6,525	9,212	6,534	9,221
Other	8	22	9	23
	15,243	16,056	18,221	17,911

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16. Related parties

The assets, liabilities, revenues and expenses with related parties are summarized as follows:

	Parent Company		Consolidated	
	2021	2020	2021	2020
<u>Assets</u>				
Porto Exportação (a)	-	115,064	-	-
Mineração Morro do Ipê (a)	96,169	47,688	96,169	47,688
Trafigura PTE (b)	-	1,461	21,003	240,075
	96,169	164,213	117,172	287,763
<u>Liabilities</u>				
Porto Exportação	10,640	-	-	-
Trafigura PTE (c)	2,022	898	2,022	22,013
	12,662	898	2,022	22,013
<u>Revenue</u>				
Trafigura PTE (b)	-	46,063	6,026,608	3,079,235
Mineração Morro do Ipê (a)	441,956	136,042	441,956	136,042
Porto Exportação (a)	550,555	395,144	-	-
Trafigura (Brasil) (a)	742	-	742	-
	993,253	577,249	6,469,306	3,215,277
<u>Expenses</u>				
Trafigura PTE	4,631	4,056	13,941	28,490
	4,631	4,056	13,941	28,490

(a) Port fee service agreements.

(b) Iron ore export sales agreement held with related parties, through the subsidiary Porto Sudeste Exportação.

(c) The Company have an agreement for sharing the cost of IT activities and The penalty for non-performance due to the delay in delivery and availability of cargo export, whose payments are made according to agreement signed with Trafigura Pte. Ltd. The costs of activities subject to sharing charged through debit notes, the payments of which are made according to an agreement between the parties.

Key management personnel compensation

The amount of R\$4,933 (R\$5,057 at December 31, 2020), refers to key management personnel compensation paid in 2021.

The Company and its subsidiaries do not grant post-employment benefits, benefits of employment contract termination or other long-term benefits for their Management members.

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17. Income and social contribution taxes

a) Deferred income and social contribution taxes

Deferred income and social contribution tax assets were calculated at the rate of 34%. Brazilian tax legislation allows tax losses to be offset against future taxable income for an indefinite term; however, such offset is limited to 30% of the taxable income for each reporting period.

The table below shows the net deferred credit taxes of the Company, not recorded, however, the financial statement considering that Porto is still in its ramp-up period with no history of taxable income, and still does not have the expectation of generating taxable income in a short term.

	Parent Company		Consolidated	
	2021	2020	2021	2020
Deferred tax assets (liabilities)				
Tax losses	753,967	710,159	772,417	715,779
Social contribution tax losses	271,428	255,657	278,070	257,680
Pre-operating expenses treated as deferred assets for tax purposes	163,176	203,807	163,176	203,807
Amortization of license	72,922	64,654	72,922	64,654
Present value adjustment of royalties	240,895	166,783	240,895	166,783
Effect on property and equipment and intangible assets arising from change of functional currency (a)	(2,029,899)	(1,594,007)	(2,036,325)	(1,599,608)
Exchange gains/losses on royalties and loans (b)	1,583,643	1,165,264	1,587,821	1,170,594
Others	27,152	2,866	27,152	2,866
Provision of unrecognized DTA (a)	1,083,284	975,183	1,106,128	982,555

(a) Considering the fact that the Company changed its functional currency to the US Dollar and the current increase of the US Dollar against the Brazilian real in 2021, the tax base of property and equipment and intangible assets was significantly lower than the respective accounting base, thus generating a deferred consolidated liability tax.

(b) Although the Company's functional currency is the US Dollar, for tax purposes, the Company recognizes the corresponding foreign exchange differences, whose income, or deductible expense, will be taxed upon settlement of the obligation.

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17. Income and social contribution taxes (Continued)

b) P&L for the year

	Parent Company		Consolidated	
	2021	2020	2021	2020
Gain before income and social contribution taxes	(393,248)	(1,397,381)	(393,248)	(1,397,381)
Income and social contribution tax assets at statutory rate (34%)	(133,704)	(475,110)	(133,704)	(475,110)
Adjustments for reconciliation of the statutory rate to the effective rate				
Equity pickup	11,189	8,303	-	-
Thin Cap interest	43,087	42,955	43,087	42,955
Adjustments due to the conversion of balances into the functional currency	(478,858)	(1,394,832)	(484,399)	(1,399,109)
Others	28,941	116	29,374	386
Deferred tax credit not recorded for the year	(529,345)	(1,818,568)	(545,642)	(1,830,878)

18. Equity

a) Capital

Porto Sudeste's capital is broken down as follows:

Shareholders	Number of shares	R\$	%
PSA Fundo de Investimentos e Participações	1,059,837,205	3,060,540	99,32
Porto Sudeste Participações S.A. ("Grupo MMX")	6,336,766	18,300	0,60
Gaboard Participações Ltda.	876,275	2,530	0,08
Total	1,067,050,246	3,081,370	100

b) Cumulative Translation Adjustments (CTA)

Represented by the accounting record of the foreign exchange of the financial position prepared in the functional currency (US dollars) in compliance with Accounting Pronouncement CPC 02.

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18. Equity (Continued)

c) Advance for future capital increase

In May 2020, shareholders Trafigura and Mubadala made a capital contribution through PSA Fundo de Investimentos e Participações, amounting to R\$72,826.

In March 2021, shareholders Trafigura and Mubadala made a capital contribution amounting to R\$96,600 through PSA Fundo de Investimentos e Participações in the Company as an advance for future capital increase.

In November 2021, the shareholder Mubadala made a capital contribution amounting to R\$12,810 through PSA Fundo de Investimentos e Participações in the Company as an advance for future capital increase.

d) Capital increase

In April 2021, the amount of US\$31,300 was paid, equivalent to R\$169,426 received as an advance for future capital increase in May 2020 and March 2021, through the PSA Fundo de Investimento e Participações. After the aforementioned capital increase, the MMX Group was diluted and now holds a 0.60% interest in the Company (0.65% on December 31, 2020).

19. Service revenue, net

	Parent Company		Consolidated	
	2021	2020	2021	2020
Gross revenue	1,326,717	907,748	6,802,770	3,545,776
(-) Sales deductions				
Service Tax (ISS)	(72,386)	(45,387)	(72,386)	(45,387)
Contribution Tax for Social Integration Program (PIS)	(21,994)	(14,229)	(21,994)	(14,229)
Contribution Tax for Social Security Financing (COFINS)	(101,307)	(65,540)	(101,306)	(65,540)
Others (canceled sales)	-	-	(8,951)	(24,547)
Net revenue	1,131,030	782,592	6,598,133	3,396,073

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(Amounts expressed in thousands, unless otherwise stated)

20. Costs of sales and services

	Parent Company		Consolidated	
	2021	2020	2021	2020
Costs of sales (*)	-	-	(5,473,693)	(2,588,740)
Cost of materials	(25,395)	(19,946)	(25,395)	(19,938)
Utilities	(22,261)	(22,402)	(22,261)	(22,402)
Maintenance	(2,464)	(2,909)	(2,464)	(2,826)
Depreciation and amortization	(259,875)	(267,130)	(259,875)	(267,131)
Rent of equipment	(17,530)	(26,660)	(17,530)	(26,639)
Insurance	(13,905)	(9,940)	(14,025)	(10,127)
External services	(22,398)	(18,855)	(20,881)	(18,238)
Demurrage	-	-	(9,378)	(24,434)
Payroll	(58,507)	(45,632)	(58,507)	(45,632)
Other	(3,898)	(3,986)	(4,794)	(4,360)
	(426,233)	(417,460)	(5,908,803)	(3,030,467)

(*) This substantially refers to iron ore purchased for resale plus direct costs such as freight.

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21. Administrative expenses by nature

	Parent Company		Consolidated	
	2021	2020	2021	2020
Depreciation and amortization	(529)	(359)	(561)	(406)
Third-party services	(21,959)	(15,122)	(23,435)	(17,445)
Payroll	(35,686)	(22,192)	(35,686)	(23,235)
Maintenance	(532)	(931)	(615)	(1,014)
Materials	(752)	(544)	(984)	(551)
Fuel	(261)	(65)	(287)	(72)
Other	(6,707)	(5,837)	(8,723)	(6,147)
	(66,426)	(45,050)	(70,291)	(48,870)

22. Finance income (costs)

	Parent Company		Consolidated	
	2021	2020	2021	2020
Financial costs				
Interest	(509,943)	(601,488)	(516,136)	(607,850)
Tax on Financial Transactions (IOF)	(1,131)	(882)	(1,335)	(969)
Present value adjustment on royalties (note 14)	(1,626,537)	(1,866,495)	(1,626,537)	(1,866,495)
Taxes on financial income	(1,507)	(168)	(1,810)	(259)
Other	(142,092)	(64,553)	(142,222)	(64,644)
	(2,281,210)	(2,533,586)	(2,288,040)	(2,540,217)
Finance income				
Short-term investment income	1,463	2,380	3,648	4,228
Inflation effects on royalties (note 14)	71,416	21,248	71,416	21,248
Foreign exchange differences (*)	152,249	715,648	133,441	718,641
Other	333	15	348	97
	225,461	739,291	208,853	744,214
Finance income (costs), net	(2,055,749)	(1,794,295)	(2,079,187)	(1,796,003)

(*) The effect of foreign exchange differences on P&L refers to the debt denominated in Brazilian reais, considering that the Company's functional currency was changed to the US Dollar in January 2016.

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23. Financial instruments and risk management

The Company performs the risk management of its companies within the Company's consolidated level, taking advantage of the possible synergy between the businesses to reduce the risk.

The "fair value" concept embodies the valuation of assets and liabilities by reference to market prices when this involves liquid assets or otherwise using mathematical pricing methodologies. The level of fair value hierarchy gives priority to unadjusted quoted prices in an active market.

These instruments are managed through operational strategies and internal control intended for liquidity, profitability and safety. Control policy consists of permanent monitoring of contracted rates versus market rates in effect. The Company does not make speculative investments in derivative financial instruments or any other risky assets, as determined in the risk management policy.

The Company and its subsidiaries had no derivative or hedging instruments at December 31, 2021 and 2020.

The financial assets are classified and measured into the following categories:

Financial assets	Parent Company			Consolidated		
	2021			2020		
	Assets at amortised cost	Assets at fair value through profit or loss	Total	Assets at amortised cost	Assets at fair value through profit or loss	Total
Cash and cash equivalents	10,532	-	10,532	10,085	-	10,085
Marketable securities	-	66,006	66,006		78,757	78,757
Trade accounts receivable	17,594	-	17,594	25,175	-	25,175
Accounts receivable from related parties	117,172	-	117,172	287,763	-	287,763
	134,766	76,538	211,304	312,938	88,842	401,780

The main financial liabilities, except for financial instruments, are classified and measured at amortized cost, as follows:

Financial liabilities	Consolidated	
	2021	2020
Trade accounts payable	(166,700)	(287,017)
Loans and financing	(7,335,829)	(7,235,921)
Accounts payable to related parties	(2,022)	(22,013)
	(7,504,551)	(7,544,951)

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23. Financial instruments and risk management (Continued)

Risk management objectives and strategies

The Company has a formal policy for managing financial risk. The financial instruments for equity hedging purposes are contracted by analyzing the risk exposure (foreign exchange risk, interest rate risk and other risks), following the strategy approved by Management.

The guidelines for hedging are implemented according to the type of exposure. Risk factors related to foreign currencies are required to be neutralized in the short term (within 1 year); the hedge may be extended to a larger period. The decision-making against interest rates and inflation risk arising from liabilities acquired will be evaluated within the economic and operational scenario and will be made when Management considers them significant risks.

Market and financial risk

The Company understands that there is no significant risk considering the variables to which loans and financing are exposed at year-end. Risk variables, taking into consideration the projected term of twelve months are: i) the exposure to the US dollar and to interest rate fluctuations, exposure to inflation IPCA and Libor. The Company understands that the financial expenses from the fluctuation of the US dollars will be naturally hedged by the Company's revenues that will also be denominated in the same currency. The IPCA does not represent a relevant risk in the Company's assessment, as it only impacts the variable part of the interest portion of 24.97% of the total debt.

Global iron ore prices declined by approximately 28% in 2021, mainly influenced by low demand from Chinese civil construction, high inflation and due to various market events. Management understands that the iron ore price for 2022 is a risk that could impact the volumes and tariffs projected in the business plan; however, in the long term, there is the prospect of an increase in demand and price.

Currency risk

The Company is subject to exchange gains/losses due to the volatility of the exchange rate on transactions pegged to foreign currencies, mainly loans and financing and floating rate securities. Since the iron ore shipment contracts are traded in US dollars, the Company has a natural hedge, reason why, with the beginning of its operations, management changed the functional currency to US dollar. With the change of functional currency, the Company is exposed, on an accounting basis, to debt denominated in Brazilian reais. Exchange rate fluctuations may generate adverse effects on the financial statements.

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23. Financial instruments and risk management (Continued)

Interest rate risk

Risk of shift in interest structures that may be associated with payment flows of the debt principal and interest. Porto Sudeste's debt is indexed to floating rates. However, 24.97% of the credit facilities are pegged to IPCA, 68.10% to Libor and 7.49% to UMBNDES (basket of currencies). In addition, management monitors the risk associated with uncertainty of medium and long-term cash flows arising from the indexation of floating rates and, if necessary, it sets the debt remuneration through hedging transactions.

Liquidity risk

The Company monitors its liquidity level considering the expected cash flows in contrast to the amount available in cash and cash equivalents. The liquidity risk management implies maintaining sufficient cash and marketable securities, in addition to gain market share in the respective maturities.

Cash and cash equivalents are sufficient to honor the expenses throughout the next 90 days. In addition, cash flow arising from rendering of port services and the outstanding credit facilities with banks for Trade Finance or transactions are guaranteed by the iron ore supply agreements in force.

However, for the next 12 months the Company will need capital injections from its shareholders and/or third-party funds to support certain obligations that cannot be settled from the operating cash flow (such as guarantees, non-maintenance investments), according to the senior lenders' contracts, as described in Note 1.

The projection for the settlement of liabilities on December 31, 2021 is as follows:

	Future flows projected for maturity					Total
	Whithin 6 months	From 6 to 12 months	From 1 to 2 years	From 2 to 5 years	Over 5 years	
Financial liabilities						
Trade accounts payable	166,700	-	-	-	-	166,700
Transactions with related parties	2,022	-	-	-	-	2,022
Loans and financing	367,551	-	-	638,196	6,228,000	7,233,747
Royalties	-	-	109,275	809,573	17,302,316	18,221,164
Total by maturity range	536,273	-	109,275	1,447,769	23,530,316	25,623,633

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23. Financial instruments and risk management (Continued)

Credit risk

This risk arises from the Company and subsidiaries' likelihood to record losses due to the default of their counterparties or of financial institutions depository of funds or investments. This risk factor could either come from trade transactions or cash management.

In order to mitigate these risks, the Company makes it a practice to review the financial position of its counterparties and monitor, on an ongoing basis, the outstanding positions.

The Company's transactions are subject to the following credit risks:

Positions that represent credit risk	Consolidated	
	2021	2020
Cash and cash equivalents	76,538	88,842
Trade accounts receivable	17,594	25,175
Restricted deposit	11,130	10,696
	105,262	124,713

24. Insurance coverage

The Company and its subsidiaries take out insurance coverage for assets subject to risks at amounts deemed sufficient by management to cover losses, if any, considering the nature of their activity.

Insurance coverage includes risks such as civil liability, fire, operating risks, rail transport and a group life insurance policy for the Company's employee.

Insured risk	Maximum coverage limit
Civil liability	R\$20,000
Port operator policy - civil liability	US\$200,000
Port operator policy - personal injury	US\$200,000

The Company considers that the policy coverage is consistent with that used in its segment and is in line with the Company's objectives, pursuant to the best corporate risk management practices.

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Board of directors

Julien Rolland – Chairman
Oscar Pekka Fahlgren – Vice Chairman
Jesus Fernandez López – Board Member
Hani Barhoush - Board Member
Carlos Bernardo Pons Navazo - Board Member
Kelly Michele Thomson - Board Member

Executive Board

Jayme Nicolato - Chief Executive Officer
Guilherme Caiado - Chief Operations Officer
Thiago Roldão - Chief Financial Officer



Alexandre Carvalho de Andrade
Accountant
CRC-RJ 114354/O-4