



Request for Registration of Debentures Public Offering - Resubmission

Rio de Janeiro, January 08, 2019 - Petróleo Brasileiro S.A. – Petrobras (“Petrobras” or “Company”) , further to the Material Facts published on December 26 and 28, 2018, hereby informs that it resubmitted to the Comissão de Valores Mobiliários (“CVM”), on this date, the request for registration of the offer for public distribution of non-convertible, unsecured debentures of up to 3 (three) series, of the 6^a (sixth) issuance of the Company (“Debentures”), with allocation of volumes among the series to be defined in a bookbuilding procedure (“interconnecting tranches”), in the initial amount of R\$ 3,000,000,000.00 (three billion reais) for public distribution, under a regime of better placement efforts, pursuant to CVM Instruction 400, of December 29, 2003, as in force (“CVM Instruction 400”), considering the procedure indicated for issuers with large exposure in the market, according to articles 6 -A and 6-B of said instruction (“Offer”), as approved by the Company’s Board of Directors meeting held on December 18, 2018.

This issue provides for, at least, R\$ 1,000,000,000.00 (one billion reais), as well as the possibility of an increase of up to 20% (twenty percent), that is, up to R\$ 600,000,000,00 (six hundred million reais).

The Debentures of the 1st and 2nd series, whose nominal unit values will be updated by the National Extended Consumer Price Index (IPCA), will have maturities of 7 (seven) years and 10 (ten) years, respectively, interest equivalent to a fixed rate to be defined in a bookbuilding procedure, and will have the tax treatment set forth in art. 2 of Law No. 12,431, of June 24, 2011 (“Law nº12.431”), and in the applicable regulations, the respective funds being invested exclusively in the priority project, whose scope is the exercise of exploration and evaluation activities in the area of the blocks of Franco, Florim, Northeast of Tupi and Entorno de Iara under the terms of the Transfer of Rights Agreement and the activities of development and production of oil and natural gas in the Búzios, Itapu, Sepia and Atapu fields, limited to the activities approved by the National Agency of Petroleum, Natural Gas and Biofuels - ANP (“Project”). The Project was approved as a priority, in accordance with the Ministry of Mines and Energy Ordinance No. 457, dated September 29, 2015, published in the Diário Oficial da União on September 30, 2015.

www.petrobras.com.br/ir

Contacts:

PETRÓLEO BRASILEIRO S.A. – PETROBRAS | Investor Relations Department | e-mail: petroinvest@petrobras.com.br

Av. República do Chile, 65 – 10th floor, 1002 – B – 20031-912 – Rio de Janeiro, RJ | Phone: 55 (21) 3224-1510 / 3224-9947

FORWARD-LOOKING STATEMENTS

This release includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, that are subject to risks and uncertainties. The forward-looking statements, which address the Company’s expected business and financial performance, among other matters, contain words such as “believe,” “expect,” “estimate,” “anticipate,” “optimistic,” “intend,” “plan,” “aim,” “will,” “may,” “should,” “could,” “would,” “likely,” and similar expressions. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date on which they are made. There is no assurance that the expected events, trends or results will actually occur. We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information or future events or for any other reason.

The Company’s actual results could differ materially from those expressed or forecast in any forward-looking statements as a result of a variety of assumptions and factors. These factors include, but are not limited to, the following: (i) failure to comply with laws or regulations, including fraudulent activity, corruption, and bribery; (ii) the outcome of ongoing corruption investigations and any new facts or information that may arise in relation to the “Lava Jato Operation”; (iii) the effectiveness of the Company’s risk management policies and procedures, including operational risk; and (iv) litigation, such as class actions or proceedings brought by governmental and regulatory agencies. A description of other factors can be found in the Company’s Annual Report on Form 20-F for the year ended December 31, 2017, and the Company’s other filings with the U.S. Securities and Exchange Commission.



The Debentures of the 3rd series, whose nominal unit value will not be monetarily restated, will have a maturity of 7 (seven) years, interest equivalent to a certain percentage of the DI Rate to be defined in the bookbuilding procedure, will not count on the tax treatment set forth in the Law nº12.431 and applicable regulation, and the respective funds raised will be used to prepay debts and the residue, if any, will be used to reinforce cash for use in the ordinary course of business of the Company.

The Debentures will be distributed under better placement efforts by financial institutions that are part of the securities distribution system. The Offer will be coordinated by Banco Itaú BBA S.A, BB-Banco de Investimento S.A, Banco Bradesco BBI S.A, Banco Citibank S.A and Banco Santander (Brasil) S.A.

Petrobras also made available, on this date, the preliminary prospectus and notice to the market of the Offer, under the terms of art. 53 of CVM Instruction 400, containing information on: (i) characteristics of the issuance; (ii) the locations for obtaining the preliminary prospectus; (iii) the estimated dates and places of disclosure of the Offer; and (iv) the conditions, procedure and date for carrying out the bookbuilding procedure.

The Offer will commence only after (i) the fulfillment of the requirements set forth in the Offer documents; (ii) the granting of registration of the Offer by the CVM; (iii) the deposit for distribution and trading of the Debentures in B3 S.A. – Brasil, Bolsa, Balcão and / or B3 – Segment CETIP UTVM; (iv) disclosure of the notice of initiation; and (v) the provision of the definitive prospectus to investors, pursuant to CVM Instruction 400.

Also, on this date, the Company made available its updated Reference Form, in compliance with the provisions of art. 24, § 2 of CVM Instruction 480, of December 7, 2009.

This Material Fact is exclusively informative, in accordance with current legislation, and should not be interpreted or considered, for all legal purposes and purposes, as a material for the sale and / or disclosure of the Debentures and / or the Offer.

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