

# Petrobras's Dividend Policy

## 1. APPROVAL

1.1. To be approved by the Board of Directors of Petrobras.

## 2. SCOPE

Petróleo Brasileiro S.A. – PETROBRAS

## 3. PRINCIPLE

3.1. Petrobras, through this Dividend Distribution Policy ("Dividend Policy"), aims to establish the rules and procedures relating to the matter in a transparent manner and in accordance with legal, statutory rules and other internal regulations.

3.2. A Dividend Policy for Petrobras that seeks to ensure the continuity of financial sustainability of the Company in the short, medium and long term, assuming the existence of flexibility and financial strength to maintain their business.

3.3. The dividend distribution decision and other payments will take into account several factors and variables, such as the Company's results, financial condition, cash requirements, future prospects of the current markets and potential, existing investment opportunities, maintenance and expansion production capacity.

## 4. GUIDELINES

Not applicable.

## 5. PROVISIONS:

5.1. Petrobras' Dividend Policy reflects the provisions in the Company's Bylaws and is based on Law No. 6.404 / 76 (Corporate Law).

5.2. Shareholders shall be entitled to receive dividends on each fiscal year and/or additional payment on interest on capital, which must not be less than 25% (twenty-five percent) of the adjusted net profit according to Corporate Law, and divided pro-rata by the shares into which the capital of the Company is divided (article 8 of Company's Bylaws).

5.3. The payment of the mandatory dividend includes amounts paid as interest on capital. The payment of interest on equity is subject to income tax withholding in accordance with applicable tax laws, taxation does not exist in paying the dividends mode. Net amount received by shareholders as interest on capital will be deducted from the mandatory dividend owed by shareholders. The same rules will

be applied to American Depositary Receipts (ADRs) or similar instruments traded in other countries, unless legal provisions set up the contrary.

5.4. The Annual General Meeting will be held annually in four (4) months following the end of the fiscal year, and decide on the appropriation of net income, if any, and the amount of dividends and/or interest on capital to be distributed to shareholders, according to the proposal presented by the Company's management boards.

5.5. Preferred shares shall have priority in case of capital reimbursement and in the distribution of the 5% (five percent) minimum dividend, calculated on the part of the capital represented by such kind of shares, or 3% (three percent) of the net value of the share, always with the greater prevailing, with a participation equal to the common shares in capital ownership increases deriving from the incorporation of reserves and profits. (article 5, paragraph 2 of Company's Bylaws).

5.6. The priority of receiving dividends, paid to preferred shares, does not guarantee, by itself, the payment of dividends in fiscal years in which the Company gets no profit.

5.7. Preferred shares shall participate non-cumulatively on equal conditions with the common shares, in the distribution of dividends, whenever the latter are greater than the minimum percentage as guaranteed to them in the preceding paragraph. (article 5, paragraph 3 of Company's Bylaws).

5.8. In case of no net income in the fiscal year, the dividend not distributed in a year does not accrue to the following year.

5.9. Shall be applied 5% (five percent) of net income for the year, before any other allocation, to the legal reserve, which shall not exceed 20% (twenty percent) of the social capital. (article 193, caput, Corporate Law).

5.10. The article 62 of Law nº 9.478/97 establishes that the preferred shares of Petrobras will always be non-voting, and requires ownership and possession of at least fifty percent plus one share of the voting capital of the Company by the Federal Government.

5.11. Upon deliberation by the Board of Directors the Company may advance amounts to its shareholders as dividends or additional payment in interest on capital, and adjusted by the SELIC rate as of the date of the actual payment until the closing of the respective fiscal year in the manner foreseen in article 204 of Law nº6,404, of 1976 (article 9, sole paragraph of Company's Bylaws).

5.12. The Company may establish interim (semiannual) balance-sheets for the payment of dividends or additional payment in interest on capital upon deliberation of the Board of Directors. (article 53, sole paragraph of Company's Bylaws).

5.13. Dividends and/or interest on capital not claimed within 3 (three) years as of the date they were placed at the shareholders' disposal shall prescribe in behalf of the Company (article 10 of Company's Bylaws and article 287, II, (a) Corporate Law).

5.14. The provisions of this dividend policy do not exclude the application of other legal or statutory rules here not specified, depending on the case.

## **6. DIVIDEND PAYMENTS INFORMATION AND CUSTODY:**

6.1. Under the Corporate Law, the dividends are payable to the person who, on the date of the statement Act of dividends and / or interest on capital, is registered as owner or usufructuary of shares, and shall be paid, unless decided unlike the General Assembly, within sixty (60) days from that date (art. 9 of the Bylaws).

6.2. Payment will be made by the financial institution depository of the shares of Petrobras.

6.3. The account holders of the depository financial institution of the book-entry shares of Petrobras, or other banks, which are with the completed registration, will automatically be credited to your bank account on the payment date.

6.4. For shareholders whose registration does not contain the inscription "Bank / Branch / Current Account", the rights will only be credited to the updating data in the electronic files of the financial institution depository of the shares of Petrobras, through its branches.

6.5. For shares deposited in the Fungible Custody of Stock Exchanges, the payment will be credited to the respective Stock Exchanges that through brokers depositors, will take charge transferring it to the shareholders.

6.6. Bearer shareholders must go to any of the financial institution branch entry shares of Petrobras, bearing the CPF, ID card, residence proof and certificates with their coupons, so that the shares are converted to book-entry form for subsequent receipt of remuneration. In the opportunity it can be informed the bank details to credit the amounts in current account.

6.7. Regarding the American Depositary Receipts (ADRs) traded on the New York Stock Exchange - NYSE, payment will be given by the depository financial institution of such securities.

## **7. SHAREHOLDER SERVICES:**

7.1. Other information may be obtained from the Bank Call Center Financial entry shares of Petrobras, or any its branches, at Petrobras headquarters at Avenida República do Chile, 65 -. 1002 - Rio de Janeiro / RJ, through telephone 0800-282-1540 or email: [acionistas@petrobras.com.br](mailto:acionistas@petrobras.com.br).

## **8. DEFINITIONS**

The terms and expressions listed below, when used in this Policy shall have the following meaning:

**American Depositary Receipts (ADRs):** Stock certificates issued by US financial institutions backed securities companies in other countries.

**Stock Exchanges:** the stock exchanges on which the securities of Petrobras issued are or will be admitted to trading, in Brazil or abroad.

**CPF:** Individual Taxpayer Registry maintained by the Federal Revenue (Internal Revenue Services) of Brazil.

**Dividends:** Portion of net income of companies is distributed to shareholders.

**Interest on capital:** Distributed compensation to shareholders, limited to the Long-Term Interest Rate.

**SELIC Rate:** Basic interest rate of the Brazilian economy, set every 45 days by the Copom (Monetary Policy Committee of the Central Bank of Brazil).