

PETROBRAS - PETROLEO BRASILEIRO SA  
Form 6-K  
May 29, 2018

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM 6-K**

**Report of Foreign Private Issuer**  
**Pursuant to Rule 13a-16 or 15d-16**  
**of the Securities Exchange Act of 1934**  
**For the month of May, 2018**  
**Commission File Number 1-15106**

**PETRÓLEO BRASILEIRO S.A. PETROBRAS**  
**(Exact name of registrant as specified in its charter)**  
**Brazilian Petroleum Corporation PETROBRAS**  
**(Translation of Registrant's name into English)**

**Avenida República do Chile, 65**

**20031-912 - Rio de Janeiro, RJ**

**Federative Republic of Brazil**

**(Address of principal executive office)**

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F

Form 40-F

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes

No

**MINUTES OF THE ANNUAL AND EXTRAORDINARY GENERAL MEETINGS**

**PETRÓLEO BRASILEIRO S.A. PETROBRAS,**

**HELD ON APRIL 26, 2018**

(Drawn up in a summarized form, as authorized by Section 1 of  
article 130 of Law No. 6404, of December 15, 1976).

**PUBLICLY-HELD COMPANY**

**Taxpayer Identification CNPJ No. 33.000.167/0001-01**

**Company Register Identification Number NIRE 33300032061**

**I. DATE, TIME AND PLACE:**

Meetings held on April 26, 2018, at 03:00 PM, at the Company Headquarters, on Avenida República do Chile No. 65, Centro, Rio de Janeiro, RJ.

**II. ATTENDANCE, QUORUM AND CALL NOTICE:**

There were present shareholders representing the percentage corresponding to 90.01% of the common shares which make up the capital stock, as attested by the records and signatures on the Book of Attendance of Shareholders, informed and called by the Advertisement published in the issues of March 23, 26 and 27, 2018 of the periodical Official Gazette of the State of Rio de Janeiro [Diário Oficial do Estado do Rio de Janeiro] and of March 23, 24, 25, 26, 27 and 28, 2018 of the periodical Valor Econômico.

Meetings were chaired by the shareholder **Francisco Augusto da Costa e Silva**, appointed by an Act of the Company's CEO, Pedro Pullen Parente, based on article 42 of the Bylaws of Petrobras. Mrs **Maria Teresa Pereira Lima**, Attorney of the National Treasury General Attorney's Office was present. They were also present, in accordance with the provisions of paragraph 1 of article 134 of Law No. 6.404, of December 15, 1976, Law on Shares, the Chairman of the Board of Directors **Luiz Nelson Guedes de Carvalho**, the Board of Director member and Chairman of the Statutory Audit Committee **Jerônimo Antunes**, the Board of Director member and member of the Statutory Audit Committee **Durval José Soledade Santos** and the Executive Directors **Eberaldo de Almeida Neto**, **Ivan de Souza Monteiro**, **João Adalberto Elek Junior**, **Jorge Celestino Ramos** and **Nelson Luiz Costa Silva**.

Also in attention to the referred legal device, the gentlemen were present **Marcelo Gavioli** and **Anderson César Vianna Dutra**, representatives of **KPMG Auditores Independientes**. The lady was also present **Marisete Fátima Dadald Pereira** and Mr. **Adriano Pereira de Paula**, **Eduardo Cesar Pasa** and **Reginaldo Ferreira Alexandre**, members of the Fiscal Council of the Company, in compliance with the provisions of article 164 of the aforementioned law.

**III. PRESIDING OFFICERS:**

Chairman of the Meeting: **Francisco Augusto da Costa e Silva**

Chairman of the Board of Directors: **Luiz Nelson Guedes de Carvalho**

Board of Director member: Durval José Soledade Santos

Representative of the Federal Government: **Maria Teresa Pereira Lima**

Secretary: **João Gonçalves Gabriel**

The Chairman of the Board of Directors Luiz Nelson Guedes de Carvalho and the Director of Administration Durval José Soledade Santos alternated at the table throughout the Meetings

After the installation of the General Shareholders Meetings and before reading the Agenda, he was informed by the President of the Assembly that, in accordance with Article 21W, §4 of CVM Instruction No. 481, of December 17 of 2009, with the wording given by the CVM Instructions in the 561, of April 7, 2015, and 570, of November 18, 2015, shareholders representing 6.5% of the share capital with voting rights and 20.5% of the preferred shares issued by the Company through a remote voting bulletin, with the respective consolidated voting map available for consultation by the shareholders present who so request.

**IV. AGENDA:**

**Extraordinary General Meeting**

I. Proposal to reform Petrobras Bylaws to modify articles 18, 21, 30, 43, 53, 58 and 63, as proposed by the Administration filed in the electronic addresses of the Securities and Exchange Commission (CVM) of the Company, clarifying that the procedure for selecting members of the proposed Board of Directors, if approved, will be applied only after the Ordinary General Assembly of April 26, 2018: and

II. Restatement of the Bylaws to reflect the amendments and alterations approved;

**Extraordinary General Meeting**

I. To analyse management's accounts, examination, discussion and voting of the Integrated Reporting and the Company's Financial Statements, accompanied by the report of the independent auditors and the Fiscal Council's Report, for the fiscal year ended December 31, 2017;

II. Establishment of the number of members of the Board of Directors;

III. Election of 11 (eleven) members of the Board of Directors, of which 1 (one) member is appointed by the Company's employees, 1 (one) member by the minority shareholders, in a separate election process (if they are not entitled to a larger number by cumulative voting process) and 1 (one) member by the holders of preferred shares, also in separate election process;

IV. Election of Chairman of the Board of Directors;

V. Election of five (5) members of the Fiscal Council, of which one (1) is appointed by minority shareholders and one (1) by the holders of preferred shares, both through the separate election process and respective substitute; and

VI. Establishment of the compensation of Management, members of the Fiscal Council and members of the Statutory Advisory Committees to the Board of Directors.

**V. RESOLUTIONS TAKEN:**

**In Points of Order**

The tillage of the minutes was approved by a majority, in accordance with article 130 of Law No. 6,404, of December 15, 1976. The preparation of the minutes of the Extraordinary General Assembly was also approved by majority vote. with the minutes of the Ordinary General Assembly, as provided by article 131, single paragraph, of the Companies Act.

**At Extraordinary General Meeting:**

**Item I:** By the vote of the majority of the shareholders (voting map attached to this act), the amendments to Petrobras Bylaws were approved, in the form of the Administration's proposal, except for paragraphs 5 and 9 of article 18, which were approved with the wording transcribed below, and by the non-insertion of paragraphs 2 and 3 in article 63, in accordance with the vote of the Union. Paragraphs 5 and 9 of article 18 were adopted with the following wording, in accordance with the vote of the Union:

- paragraph 5 of Article 18 of the Bylaws: §5 The Board of Directors must be composed, at least, of 40% (forty percent) of independent members, with this percentage having an impact on the total number of Directors of Administration, and that the criteria of independence must respect the terms of Article 22, §1, of Law No. 13303, of June 30, 2016, of Article 36, §1, of Decree No. 8.945, of December 27, 2016, of the Regulation of the Outstanding State Governance Program of B3 and of the Level 2 Regulation, respecting the most rigorous criterion, in case of divergence between the rules. ;

- paragraph 9 of article 18 of the Bylaws: §9 When, as a result of compliance with the percentage referred to in paragraph 5 of this article, the fractional number of directors results, the total number shall be rounded to the next higher number, when the fraction is equal to or greater than 0.5.

The other shareholders present who voted favorably on Item I of the Agenda of the Extraordinary General Assembly, as well as the shareholders who sent their favorable votes remotely, voted for approval in the form of the Administration's proposal.

**Item II:** The Consolidation of the Bylaws was approved by majority (according to the voting map attached to this act) to reflect the deliberate changes in this Assembly. This approval was given in the terms of the Union vote, once the other shareholders present, as well as those who sent their votes remotely, voted in accordance with the Administration's proposal.

Thus, the **Bylaws of Petróleo Brasileiro S.A. Petrobras**, from the date of this Extraordinary General Meeting, shall have the following wording:

## **BYLAWS OF PETRÓLEO BRASILEIRO S.A. PETROBRAS**

### **Chapter I Nature, Headquarters and Purpose of the Company**

**Art. 1°** Petróleo Brasileiro S.A. Petrobras, hereinafter referred to as Petrobras or Company, is a mixed capital company, under control of the Federal Government, for an indefinite term, which shall be governed by the rules of private law in general and specifically, by the Corporation Law (Law 6,404 of December 15, 1976), by Law N° 13.303, of June 30, 2016, by Decree N° 8.945, of December 27, 2016, and by this Bylaws.

**§1** Federal Government control shall be exercised through the ownership and possession of at least 50% (fifty per cent) plus 1 (one) share, of the voting capital of the Company.

**§2** Upon the adherence of Petrobras to B3's Level 2 Corporate Governance special listing segment, the Company, its shareholders, officers and Board of Auditors members became subject to the provisions of Corporate Governance Level 2 Listing Regulation of Brasil Bolsa Balcão B3 (Level 2 Regulation).

**§3** The provisions of Level 2 Regulation shall prevail over the statutory provisions in such event of loss of rights affecting the beneficiaries of such public offerings included in this Bylaws, except for the provisions of articles 30, §§4 and 5, 40, §§3 and 4, and 58, sole paragraph of this Bylaws.

**Art. 2** Petrobras is based in and subject to the jurisdiction of the city of Rio de Janeiro, State of Rio de Janeiro, whereas it may establish subsidiaries, agencies, branches and offices both in Brazil and abroad.

**Art. 3** The purpose of the Company is the research, extraction, refining, processing, trading, and transport of oil from wells, shale or other rocks, its products, natural gas, and other hydrocarbon fluids, in addition to energy-related activities, whereas it may promote the research, development, production, transport, distribution, and trading of all forms of energy and any other related activities or the like.

**§1-** The economic activities linked to its business purpose shall be developed by the Company as free competition with other companies according to market conditions, in compliance with the other principles and guidelines of Law no. 9,478, of August 6, 1997 and Law no. 10,438, of April 26, 2002.

**§2-** Petrobras, either directly or through its whole-owned subsidiaries and controlled companies, whether or not associated to a third party, may exercise any of the activities under its business purpose in the Country or outside the national territory.

**§3-** Petrobras may have its activities, provided in compliance with its corporate purpose, guided by the Federal Government to contribute to the public interest that justified its creation, aiming at meeting the objective of the national energy policy as set forth in article 1, section V, of Law N° 9,478 of August 6, 1997.

**§4-** In exercising the attribution referred to in paragraph 3 above, the Federal Government may only guide the Company to assume obligations or responsibilities, including the implementation of investment projects and the assumption of specific operating costs/results, such as those relating to the sale of fuels, as well as any other related activities, under conditions different from those of any other private sector company operating in the same market, when:

I stipulated by a law or regulation, as well as provided for under a contract, covenant, or adjustment agreed upon with a public entity that is competent to establish such obligation, abiding by the broad publicity of such instruments; and

II the cost and revenues thereof have been broken down and disseminated in a transparent manner, including in the accounting plan.



**§5** - In the event of paragraphs 3 and 4 above, the Financial Committee and the Minority Committee, exercising their advisory role to the Board of Directors, shall evaluate and measure, based on such technical-economic evaluation criteria for investment projects and for specific operating costs/results practiced by the Company's management, if such obligations and liabilities to be assumed are different from those of any other private sector company operating in the same market.

**§6** - When directed by the Federal Government to contribute to the public interest, the Company shall only assume such obligations or responsibilities:

I that abide by such market conditions stipulated in §5 above; or

II that comply with the provisions of sections I and II of paragraph 4 above, abiding by such criteria set forth in §5 above, and in this case, the Federal Government shall previously compensate the Company for the difference between such market conditions defined in §5 above and the operating result or economic return of the assumed obligation.

**§7** - The exercise of such attribution referred to in paragraph 3 above shall be the subject of the annual chart subscribed by the members of the Board of Directors, as referred to in article 13, section I, of Decree n° 8.945, of December 27, 2016.

## **Chapter II Capital, Shares and Shareholders**

**Art. 4** - Share Capital is R\$ 205,431,960,490.52 (two hundred five billion, four hundred thirty-one million, nine hundred sixty thousand, four hundred ninety reais and fifty-two cents), divided into 13,044,496,930 (thirteen billion, forty-four million, four hundred ninety-six thousand, nine hundred thirty) shares without nominal value, 7,442,454,142 (seven billion, four hundred forty-two million, four hundred fifty-four thousand, one hundred forty-two) of which are common shares and 5,602,042,788 (five billion, six hundred two million, forty-two thousand, seven hundred eighty-eight) of which are preferred shares.

**§1** - Capital increases through the issuance of shares shall be submitted in advance to the decision of the General Meeting.

**§2** - The Company, by resolution of the Board of Directors, may acquire its own shares to be held as treasury stock, for cancellation or subsequent sale, up to the amount of the balance of profit and reserves available, except for the legal balance, without reduction of capital stock, pursuant to the legislation in force.

**§3** - Capital stock may be increased with the issuance of preferred shares, without maintaining the ratio to common shares, in compliance with the legal limit of two-thirds of the capital stock and the preemptive right of all shareholders.

**§4** - The controlling shareholder shall implement such measures designed to keep outstanding a minimum of 25% (twenty five percent) of the shares issued by the Company.

**Art. 5** - Company shares shall be common shares, with the right to vote, and preferred shares, the latter always without the right to vote.

**§1** - Preferred shares shall be non-convertible into common shares and vice versa.

**§2** - Preferred shares shall have priority in the event of repayment of capital and the receipt of dividends, of at least 5% (five per cent) as calculated on the part of the capital represented by this kind of shares, or 3% (three percent) of the net equity value of the share, whichever the greater, participating on equal terms with common shares in capital

increases arising from the capitalization of reserves and profits.

**§3** - Preferred shares shall non-cumulatively participate in equal conditions with common shares in the distribution of dividends, when in excess to the minimum percentage they are afforded under the preceding paragraph.

**§4** - Preferred shares shall be entitled to be included in a public offering for the sale of equity shares as a result of the sale of Company control at the same price and under the same conditions offered to the selling controlling shareholder.

**Art. 6** - The payment of shares shall conform to the standards established by the General Assembly. In the event of late payment of the shareholder, and irrespective of challenges, the Company may promote the execution or determine the sale of shares, on account and risk of said shareholder.

**Art. 7** - All Company shares shall be book-entry shares, and shall be maintained in the name of their holders, in a deposit account at a financial institution authorized by the Securities and Exchange Commission of Brazil CVM, without issue of certificate.

**Art. 8** - Shareholders shall be entitled at each financial year to dividends and/or interest on own capital, which may not be lower than 25% (twenty-five per cent) of adjusted net income, pursuant to the Brazilian Corporate Act, prorated by the shares to which the capital of the Company is to be divided.

**Art. 9** - Unless the General Meeting decides otherwise, the Company shall make the payment of dividends and interest on own capital due to the shareholders within 60 (sixty) days from the date on which they are declared, and in any event within the corresponding accounting period, observing the relevant legal standards.

**Sole paragraph.** The Company may, by resolution of its Board of Directors, advance values to its shareholders as dividends or interest on own capital, whereas such advances shall be adjusted at the SELIC rate from the date of actual payment to the end of the respective fiscal period, pursuant to art. 204 of the Corporate Law.

**Art. 10** Dividends not claimed by shareholders within 3 (three) years from the date on which they have been made available to shareholders shall expire in favor of the Company.

**Art. 11** - The values of dividends and interest as payment on own capital due to the National Treasury and other shareholders shall be subject to financial charges equivalent to the SELIC rate from the end of the fiscal period until the actual day of payment, notwithstanding the applicability of default interest when such payment does not occur on the date fixed by the General Assembly.

**Art. 12** - In addition to the Federal Government, as controlling shareholder of the Company, shareholders may be individuals or legal entities, both Brazilian or foreign, whether or not resident in the country.

**Art. 13** - Shareholders may be represented at General Meetings in the manner provided for in art. 126 of the Corporate Law, showing, in the act, or depositing, in advance, the receipt issued by the depositary financial institution, along with the document of identification or power of attorney with special powers.

**§1** - The representation of the Federal Government at General Meetings of the Company shall occur in accordance with the specific federal legislation.

**§2** - At the General Shareholders Meeting which decides on the election of Board of Directors members, the right to vote of preferred shareholders is subject to the satisfaction of the condition defined in § 6 of the art. 141 of the Corporate Law, of proven uninterrupted ownership of equity during the period of 3 (three) months, at least, immediately prior to the staging of the Meeting.



### **Chapter III Wholly-Owned Subsidiaries, Controlled Companies, and Affiliates**

**Art. 14-** For the strict fulfillment of activities linked to its purpose, Petrobras may, pursuant to the authorization conferred by Law no. 9,478, of August 6, 1997, constitute, and, pursuant to the legislation in force, extinguish wholly-owned subsidiaries, companies whose business purpose is to participate in other companies, pursuant to art. 8, § 2 of Decree no. 8,945, of December 27, 2016, as well as join other companies, either as majority or minority shareholder.

**Art. 15-** In observance of the provisions of Law no. 9,478, of August 6, 1997, Petrobras and its wholly-owned subsidiaries, controlled companies, and affiliates may acquire shares or quotas in other companies, participate in special-purpose companies, as well as join Brazilian and foreign companies, and form with them consortia, whether or not as the leading company, aiming to expand activities, gather technologies and expand investments applied to activities linked to its purpose.

**Art. 16-** The rules of governance of Petrobras, as well as common corporate rules set by Petrobras, by means of guidance of technical, administrative, accounting, financial and legal nature, fully apply to all of its wholly-owned subsidiaries and controlled societies, and to the extent possible, affiliated companies, pursuant to the deliberations of the management bodies of each company and the strategic plan approved by the Board of Directors of Petrobras.

**Sole paragraph.** Any appointments to an officer position or Board of Auditors member that are incumbent on the Company in its subsidiaries, controlled and affiliated companies, even if such appointment results of a nomination by the Federal Government under the current legislation, shall fully comply with such requirements and prohibitions imposed by the Corporation Law, as well as those provided for in arts.21, §§1, 2 and 3 and 43 and paragraphs thereof of these Bylaws, Law 13.303 of June 30, 2016, and Decree N° 8.945 of December 27, 2016.

### **Chapter IV Company Administration**

#### **Section I Board Members and Executive Officers**

**Art. 17** Petrobras shall be run by a Board of Directors, with deliberative functions, and an Executive Office .

**Art.18** The Board of Directors shall be composed of at least 7 (seven) and at most 11 (eleven) members, whereas the General Shareholders Meeting shall appoint among them the Chair of the Board, all of whom with a unified term of office that may not be greater than 2 (two) years, whereas reelection is permitted.

**§1** Once the unified management term of its members is respected, the composition of the Board of Directors shall be alternated in order to allow constant renewal of the body, without compromising history and experience regarding the Company's business, subject to the following rules:

**I** The Company's president, as well as members elected by the minority shareholders, the preferred shareholders and the employees shall not participate in the rotation;

**II** 20% (twenty percent) of the remaining board members shall be renewed every 4 (four) years. If this results in a fractional number of members, it will be rounded to the next higher integer.

**§2** In the case of vacancy in the post of CEO of the Board, the substitute shall be elected at the first ordinary meeting of the Board of Directors until the next General Assembly.

**§3** The member of the Board of Directors appointed in the manner of the caption of this article may be re-elected at most 3 (three) consecutive times.

**§4** In the case of a member of the Board of Directors elected by the employees, the limit for reelection shall comply with current laws and regulations.

**§5** The Board of Directors must be composed, at least, of 40% (forty percent) of independent members, with this percentage having an impact on the total number of Directors of Administration, and that the criteria of independence must respect the terms of Article 22, §1, of Law No. 13303, of June 30, 2016, of Article 36, §1, of Decree No. 8.945, of December 27, 2016, of the Regulation of the Outstanding State Governance Program of B3 and of the Level 2 Regulation, respecting the most rigorous criterion, in case of divergence between the rules.

**§6** The members of the Board of Directors to be nominated by the Federal government to meet the minimum number of independents set forth in §5 of this article will be selected in a triple list drawn up by a specialized company with proven experience, not being allowed to interfere in the indication of this list, which will be the sole responsibility of the specialized company.

**§7** Such functions as Chairman of the Board of Directors and chief executive shall not be held by the same individual.

**§8** The qualification as Independent Board Member shall be expressly declared in the minutes of the general meeting that elects them.

**§9** When, as a result of compliance with the percentage referred to in paragraph 5 of this article, the fractional number of directors results, the total number shall be rounded to the next higher number, when the fraction is equal to or greater than 0.5.

**§10** The reelection of the Board of Directors member who does not participate in any annual training provided by the Company in the last 2 (two) years is prohibited.

**§11** Once the upper period of reelection is reached, the return of the Board of Directors member to the Company may only occur after the expiry of a period equivalent to 1 (one) term of office.

**Art. 19-** In the process of electing members of the Board of Directors by the General Shareholders Meeting, the following rules shall be followed:

**I-** Minority shareholders are entitled to elect 1 (one) Board member, if a greater number does not correspond to them through the multiple vote process;

**II-** Preferred shares who collectively represent at least 10% (ten percent) of the capital stock, excluding the controlling shareholder, are entitled to elect and dismiss 1 (one) member of the Board of Directors, in a separate voting from the General Meeting.

**III-** Whenever, cumulatively, the election of the Board of Directors occurs by multiple voting system, and common or preferred shareholders exercise the right to elect Board members, the Federal Government shall be ensured the right to elect Board members in equal number to those elected by the remaining shareholders and by employees, plus 1 (one), irrespective of the number of Board members set out in art. 18 of this Statute;

**IV-** Employees shall be entitled to nominate one (1) member of the Board of Directors in a separate vote, by direct vote of their peers, according to paragraph 1 of art. 2 of Law N° 12.353 of December

**V-** Subject to the provisions of applicable law, the Ministry of Planning, Development and Management is guaranteed the right to nominate one member of the Board of Directors.

**Art. 20-** The Executive Office shall be composed of 1 (one) President, chosen by the Board of Directors from among its members, and seven (7) Executive Officers, elected by the Board of Directors, among Brazilians resident in the country, with unified term of office which may be no greater than 2 (two) years, whereas at most 3 (three) consecutive

reelections allowed, and may be removed at any time.

**§1** - The Board of Directors shall observe, in the selection and election of Executive Office members, their professional capacity, notorious knowledge and expertise in their respective areas of contact in which such officers shall act, in compliance to the Basic Plan of Organization.

**§2** - Executive Office members shall exercise their posts in a regime of full time and exclusive dedication to the service of Petrobras, nevertheless, it is permitted, after justification and approval by the Board of Directors, the concomitant exercise of officer posts at wholly-owned subsidiaries, controlled companies or affiliates of the Company and, exceptionally, at the Board of Directors of other companies.



**§3** - Executive Office members, in addition to the requirements of Board of Directors members, pursuant to art. 21 below, shall meet the requirement of 10 (ten) years of experience in leadership, preferably, in the business or in a related area, as specified in the Nomination Policy of the Company.

**§4** - The reelection of the Executive Office member who does not participate in any annual training provided by the Company in the last 2 (two) years is prohibited.

**§5** - Once the upper period of reelection is reached, the return of the Executive Officer to the Petrobras may only occur after the expiry of a period equivalent to 1 (one) term of office.

**Art. 21-** The investiture in any administration position in the Company shall abide by such conditions set forth by article 147 and complemented by those provided for in article 162 of the Corporate Law, as well as those set forth in the Nomination Policy, Law 13.303 of June 30, 2016 and Decree N° 8.945 of December 27, 2016.

**§1-** For purposes of compliance with legal requirements and prohibitions, the Company shall furthermore consider the following conditions for the characterization of irreproachable reputation of the nominee to the post of administration, which shall be detailed in the Nomination Policy:

**I-** not be the defendant in legal or administrative proceedings with an unfavorable ruling to the nominee by appellate courts, observing the activity to be performed;

**II-** not have commercial or financial pending issues which have been the object of protest or inclusion in official registers of defaulters, whereas clarification to the Company on such facts is possible;

**III** demonstrate the diligence adopted in the resolution of notes indicated in reports of internal or external control bodies in processes and/or activities under their management, when applicable;

**IV-** not have serious fault related to breach of the Code of Ethics, Code of Conduct, Manual of the Petrobras Program for Corruption Prevention or other internal rules, when applicable;

**V-** not have been included in the system of disciplinary consequence in the context of any subsidiary, controlled or affiliated company of Petrobras, nor have been subject to labor or administrative penalty in another legal entity of public or private law in the last 3 (three) years as a result of internal investigation, when applicable.

**§2-** The nominee to the office post shall not have any form of conflict of interest with the Company.

**§3-** The nominee shall not accumulate more than 2 (two) paid positions on boards of directors or audit committees in the Company or any subsidiary, controlled or affiliated company of Petrobras.

**§4-** The legal and integrity requirements shall be analyzed by the Committee on Nomination, Remuneration and Succession, within 8 (eight) business days from the delivery of information by the candidate or the party who nominates such candidate, whereas such a term may be extended by a further 8 (eight) days at the request of the Committee. In the event of an objectively proven reason, the period of analysis may be suspended by a formal act of the Committee.

**§5-** The investiture in officer posts of persons with ascendants, descendants or collateral relatives in positions on the Board of Directors, the Executive Office or the Audit Committee of the Company shall be prohibited.

**§6-** The investiture of employees' representatives on the Board of Directors shall be subject to such requirements and impediments set forth in the Brazilian Corporate Law, Law N° 13.303, dated June 30, 2016, in Decree N° 8.945, dated

December 27, 2016, in the Nomination Policy and in paragraphs 1 and 2 of this article.

**§7-** The Committee on Nomination, Remuneration and Succession may request from the nominee to the post to attend an interview for clarification on the requirements of this article, whereas the acceptance of the invitation shall obey the will of the nominee.

**Art. 22-** The members of the Board of Directors and Executive Office shall be invested in their positions upon signing the statements of inauguration in the book of minutes of the Board of Directors and the Executive Office, respectively.

**§1-** The term of investiture shall include, under penalty of nullity: (i) the indication of at least 1 (one) domicile in which the administrator will receive summons and subpoenas in administrative and judicial proceedings related to such acts during his/her term in office, which shall be considered fulfilled by delivery at such indicated address, which can only be changed by means of written communication to the Company; (ii) adherence to the Instrument of Agreement of the Administrators pursuant to the provisions of Level 2's Regulation, as well as compliance with applicable legal requirements, and (iii) consent to the terms of the arbitration clause dealt with in article 58 of these Bylaws and other terms established by law and by the Company.

**§2-** the inauguration of a board member resident or domiciled abroad shall be subject to the engagement of a representative resident in the country, with powers to receive summons in lawsuits against said member that are filed based on corporate law, upon a power of attorney with a period of validity to extend for at least 3 (three) years after the expiration of the term of office of said member.

**§3-** Prior to inauguration, and upon departure of office, the members of the Board of Directors and the Executive Office shall submit a statement of assets, which will be filed with the Company.

**Art. 23-** The members of the Board of Directors and of the Executive Office shall be accountable, pursuant to article 158, of the Corporate Law severally and jointly, for such acts they perform and for such losses resulting therefrom for the Company, and they shall not be allowed to participate in such decisions on operations involving companies in which they hold interest of more than 10% (ten percent), or have held administration positions in a period immediately prior to the investiture in the Company.

**§1-** The Company shall ensure the defense in legal and administrative proceedings to its administrators, both present and past, in addition to maintain permanent insurance contract in favor of such administrators, to protect them of liabilities for acts arising from the exercise of the office or function, covering the entire period of exercise of their respective terms of office.

**§2-** The guarantee referred to in the previous paragraph extends to the members of the Audit Committee, as well as to all employees and agents who legally act by delegation of administrators of the Company.

**Art. 24-** The member who fails to participate in 3 (three) consecutive ordinary meetings, without good reason or leave granted by the Board of Directors, shall lose office.

**Art. 25-** In case of vacancy of the position of Board Member, the substitute shall be appointed by the remaining Members and shall serve until the first General Meeting, as provided for in article 150 of the Corporate Law.

**§1-** The member of the Board of Directors or Executive Office who is elected in replacement, shall complete the term of office of the replaced member and, at the end of the term of office, shall remain in office until the investiture of the successor.

**§2-** If the board member who represents the employees does not complete the term of office, the following shall be observed:

**I-** the second most voted candidate shall take office, if more than half the term of office has not elapsed;

**II-** new elections shall be called, if more than half the term of office has elapsed.

**§3-** In the event referred to in § 2 above, the substitute member shall complete the term of office of the replaced member.

**Art. 26-** The Company shall be represented both in and out of courts, individually, by its CEO or by at least 2 (two) Executive Officers together, whereas it may appoint attorneys or representatives.

**Art. 27-** The CEO and Executive Directors may not be absent from office, annually, for more than 30 (thirty) days, whether or not consecutive, without leave of absence or authorization of the Board of Directors.

**§1-** The CEO and Executive Directors shall be entitled, annually, to 30 (thirty) days of paid license upon prior authorization of the Board of Executive Directors, whereas the payment in double of the remuneration for the license not enjoyed in the previous year shall be prohibited.

**§2-** The CEO shall appoint, from among the Executive Officers, his possible substitute.

**§3-** In case of vacancy of the position of CEO, the Chairman of the Board of Directors shall appoint the substitute from among the other members of the Executive Office until the election of the new CEO in compliance with art 20 of these Bylaws.

**§4-** In case of absence or impediment of an Executive Officer, such an officer's duties shall be assumed by a substitute chosen by the said officer, among the other members of the Executive Office or one of their direct subordinates, the latter for up to a maximum period of 30 (thirty) days.

**§5-** In case the indication is made to a subordinate, subject to approval of the CEO, said substitute shall participate in all the routine activities of an Executive Officer, including the presence at meetings of Officers, to inform matter in the the contact area of the respective Executive Officer, without, however, exercising the right to vote.

**Art. 28-** After the end of the term in office, the former members of the Executive Office, the Board of Directors and the Board of Auditors shall be impeded over a period of 6 (six) months counted from the end of their term in office, if a longer term is not set up in the regulations, from:

**I-** accepting administrator or audit committee posts, exercising activities, or providing any service to competitors of the Company;

**II-** accepting a position as administrator or board of auditors' member, or establishing any professional relationship with any individual or legal entity with whom they have had a direct and relevant official relationship over the 6 (six) months prior to the end of their term in office, if a longer term is not set up in the regulations; and

**III-** sponsoring, either directly or indirectly, any interest of any individual or legal entity, before any agency or entity of the Federal Public Administration with which they have had a direct and relevant official relationship over the 6 (six) months prior to the end of their term in office, if a longer term is not set up in the regulatory standards.

**§1-** The period referred to in the caption of this article includes any periods of paid annual leave not enjoyed.

**§2-** During the period of the impediment, the former members of the Executive Office, the Board of Directors and the Audit Committee shall be entitled to remuneration allowance equivalent only to the monthly fee of the post they occupied.

**§3-** The former members of the Executive Office, the Board of Directors and the Audit Committee who choose to return before the end of the impediment period, to the performance of the actual of higher post or position, which, prior to their appointment, was occupied in public or private administration, shall not be entitled to remuneration allowance.



**§4-** Failure to comply with such 6 (six) months impediment shall imply, in addition to the loss of compensatory remuneration, the refund of any amount already received in this title plus the payment of a 20% (twenty percent) fine on the total compensatory remuneration that would be due in the period, without detriment to the reimbursement of losses and damages that may be caused.

**§5-** The former member of the Executive Office, of the Board of Directors and the Board of Auditors shall cease to be paid such compensatory remuneration, without detriment to other applicable sanctions and restitution of amounts already received, who:

**I-** incurs any of the assumptions that make up a conflict of interest as referred to in article 5 of Law N° 12,813 of Thursday, May 16, 2013;

**II-** is judicially convicted, final and unappealable sentence, of crimes against the public administration;

**III-** is judicially convicted, final and unappealable sentence, of administrative impropriety; or

**IV-** undergoes retirement annulment, dismissal or conversion of exemption in dismissal of the position of trust.

**§6-** The beginning of the payment of such compensatory remuneration shall be preceded by a formal consultation with the Ethics Committee of the Presidency of the Republic, pursuant to article 8 of Law N° 12,813, of May 16, 2013.

## **Section II Board of Directors**

**Art. 29-** The Board of Directors is the higher body of guidance and management of Petrobras, and is responsible for:

**I-** setting the general guidance of the business of the Company, defining its mission, strategic objectives and guidelines;

**II-** approving, on the proposal of the Executive Office, the strategic plan, the respective multi-annual plans, as well as annual plans and programs of expenditure and investments, promoting annual analysis regarding the fulfillment of goals and results in the execution of said plans, whereas it shall publish its conclusions and report them to the National Congress and the Federal Court of Accounts;

**III-** inspecting the administration by the Executive Office and its members, and set their duties, by examining, at any time, the books and records of the Company;

**IV-** evaluating, annually, the individual and collective performance results of officers and members of Board Committees, with the methodological and procedural support of the Committee on Nominations, Remuneration and Succession, in compliance with the following minimum requirements: a) exposure of the acts of management practiced regarding the lawfulness and effectiveness of managerial and administrative action; b) contribution to the result of the period; and c) achievement of the objectives set out in the business plan and satisfaction to the long-term strategy referred to in art. 37, § 1 of Decree no. 8,945, of December 27, 2016;

**V-** approving, annually, the value above which the acts, contracts or operations, although of competence of the Executive Office or its members, shall be subject to the approval of the Board of Directors;

**VI-** deliberating on the issue of simple, unsecured debentures non-convertible into shares;

**VII-** setting the overall policies of the Company, including strategic commercial, financial, risk, investment, environment, information disclosure, dividend distribution, transactions with related parties, spokespersons, human

resources, and minority shareholders management policies, in compliance with the provisions set forth in art. 9, § 1 of Decree no. 8,945, of December 27, 2016;



**VIII-** approving the transfer of ownership of Company assets, including concession contracts and permits for oil refining, natural gas processing, transport, import and export of crude oil, its derivatives and natural gas, whereas it may set limits in terms of value for the practice of these acts by the Executive Office or its members;

**IX-** approving the Electoral Rules for selecting the member of the Board of Directors elected by employees;

**X-** approving the plans governing the admission, career, succession, benefits and disciplinary regime of Petrobras employees;

**XI-** approving the Nomination Policy that contains the minimum requirements for the nomination of members of the Board of Directors and its Committees, the Audit Committee and the Executive Office, to be widely available to shareholders and the market, within the limits of applicable legislation;

**XII-** approving and disclosing the Annual Chart and Corporate Governance Chart, as provided for in Law 13.303, of June 30, 2016;

**XIII-** implementing, either directly or through other bodies of the Company, and overseeing the risk management and internal control systems established for the prevention and mitigation of major risks, including risks related to the integrity of financial and accounting information and those related to the occurrence of corruption and fraud;

**XIV-** formally making statements in such public offering for the sale of equity shares issued by the Company;

**XV-** setting a triple list of companies specializing in economic evaluation of companies for the preparation of the appraisal report of Company's shares, in the cases of public offering for cancellation of registration as a publicly-held company or for quitting from Corporate Governance Level 2.

**§1-** The fixing of human resources policy referred to in item VII may not count with the participation of the Board Member representing employees, if the discussions and deliberations on the agenda involve matters of trade union relations, remuneration, benefits and advantages, including matters of supplementary pensions and healthcare, cases in which conflict of interest is configured.

**§2 -** Whenever the Nomination Policy intends to impose additional requirements to those included in the applicable legislation to Board of Directors and Audit Committee members, such requirements shall be forwarded for decision of shareholders in a General Meeting.

**§3-** Such formal statement, either favorable or contrary, dealt with in section XIV shall be made by means of a prior informed opinion, disclosed within 15 (fifteen) days of the publication of such public offer announcement, addressing at least: (i) the convenience and the opportunity of such public offering of shares regarding the interest of all shareholders and in relation to the liquidity of such securities held by them; (ii) the repercussions of such public offer of sale of equity shares on Petrobras interests; (iii) such strategic plans disclosed by the offeror in relation to Petrobras; (iv) such other points that the Board of Directors deems pertinent, as well as any information required by such applicable rules issued by CVM.

**Art. 30-** The Board of Directors shall further decide on the following matters:

**I-** Basic Plan of Organization and its amendments, respecting the burden of each member of the Executive Office, as established in article 36 of these Bylaws;

**II-** nomination and dismissal of the holders of the general structure of the Company, as proposed by the Executive Office, as defined on Basic Plan of Organization, based on the criteria set forth by the Board of Directors itself;

**III-** authorization for the acquisition of shares issued by the Company to be held in treasury or for cancellation, as well as subsequent disposal of these actions, except in cases of competence of the General Meeting, pursuant to legal, regulatory and statutory provisions;

**IV-** exchange of securities it has issued;

**V-** election and dismissal of the members of the Executive Board;

**VI-** constitution of wholly-owned subsidiaries or affiliated companies, the transfer or termination of such participation, as well as the acquisition of shares or quotas other companies;

**VII-** convocation of the General Shareholders Meeting, in the cases provided for by law, by publishing the notice of convocation at least 15 (fifteen) days in advance;

**VIII-** Code of Ethics, Code of Best Practices and Internal Rules of the Board of Directors and Code of Conduct of the Petrobras System;

**IX-** Corporate Governance Policy and Guidelines of Petrobras;

**X-** selection and dismissal of independent auditors, which may not provide consulting services to the Company during the term of the contract;

**XI-** administration and accounts report of the Executive Board;

**XII-** selection of Board Committee members from among its members and/or from among persons in the market of notorious experience and technical capacity in relation to the expertise of the respective Committee, and approval of the duties and rules of operation of the Committees;

**XIII-** matters that, by virtue of a legal provision or by determination of the General Meeting, depend on its deliberation;

**XIV-** integrity and compliance criteria, as well as the other pertinent criteria and requirements applicable to the election of the members of holders of the general structure appointment of the Executive Managers, who shall meet, as a minimum, those set forth in art. 21, paragraph 1, 2 and 3 of these Articles of Incorporation;

**XV-** omissive cases of these Bylaws.

**§1 -** The Board of Directors shall have 6 (six) advisory committees with specific powers of analysis and recommendation on certain matters, linked directly to the Board: Strategic Committee; Finance Committee; Audit Committee; Health Committee, Safety and Environment Committee; Nominating, Compensation and Succession Committee; and Minority Shareholders Committee.

**I-** The opinions of the Committees are not a necessary condition for submitting matters to the examination and deliberation of the Board of Directors, except for the hypothesis provided for in paragraph 4 of this article, when the opinion of the Minority Committee shall be mandatory;

**II-** Committee members may participate as guests of all meetings of the Board of Directors;

**III-**The composition and rules of operation of the Committees shall be disciplined in regiments to be approved by the Board of Directors, and the CEO, Executive Directors and employees are forbidden from participating, whether as a member or as a permanent guest of these committees, except, in the latter case, the holders of the organizational units directly linked to the Board of Directors.

**§2-** The Nomination, Compensation and Succession Committee shall have the attributions provided for in articles 21 to 23 of Decree N° 8.945, of December 27, 2016, as well as to analyze the integrity requirements set forth in art. 21 of these Bylaws for the investiture in the position of management and fiscal councilor of the Company.

**§3-** Whenever there is a need to evaluate operations with the Government, its municipalities and foundations and federal state enterprises, provided it is outside the normal course of business of the Company, and that it is within the purview of the Board of Directors approval, the Minority Committee shall render prior advice, issuing its opinion on the intended transaction.

**§4-** To allow the representation of the preferred shareholders, the Minority Committee will also carry out the previous advisory to the shareholders, issuing its opinion on the following transactions, in a meeting that must necessarily count on the participation of the board member elected by the preferred shareholders. that the opinion of the Committee shall be included in full, including the full content of the divergent statements, of the Assembly Manual that is convened to deliberate on:

**I-** transformation, incorporation, merger or spin-off of the Company;

**II-** approval of contracts between the Company and the controlling shareholder, directly or through third parties, as well as other companies in which the controlling shareholder has an interest, whenever, by legal or statutory provision, they are deliberated at a General Meeting;

**III-** valuation of assets intended to the payment of capital increase of the Company;

**IV-** choice of specialized institution or company to determine the Company's economic value, pursuant to Article 40, XI of these Bylaws; and

**V-** alteration or revocation of statutory provisions that modify or alter any of the requirements set forth in item 4.1 of the Level 2 Regulation, while the Contract of Participation is in force in Level 2 of Corporate Governance.

**§5-** If the final decision of the Board of Directors differs from the Minority Committee's opinion indicated in the previous paragraph, the Board's manifestation, including all the dissenting statements, should also be included in the Assembly Manual that is called to deliberate on the operations, to better instruct the shareholders' vote.

**§6-** The aforementioned Minority Committee will be formed by 2 (two) members of the Board of Directors pointed out by minority common shareholders and preferred shareholders, as well as 1 (one) third independent member, according to Regulation Article 18, §5 of these Bylaws, chosen by the other members of the Committee, which shall or not be a member of the Board of Directors.

**Art. 31-** The Board of Directors may determine the performance of inspections, audits or statements of accounts in the Company, as well as the hiring of experts or external auditors, to better instruct the matters subject to its deliberation.

**Art. 32-** The Board of Directors shall meet with the presence of the majority of its members, convened by its Chairman or a majority of the Members, ordinarily, at least every 30 days, and extraordinarily whenever necessary.

**§1-** It is hereby provided, if necessary, the participation of Members at the meeting by telephone, videoconferencing, or other means of communication that can ensure effective participation and the authenticity of their vote. In such a case, the Board Member shall be considered present at the meeting, and their vote shall be considered valid for all legal effects and incorporated in the minutes of said meeting.

**§2-** The materials submitted to evaluation by the Board of Directors shall be appraised with the decision of the Executive Office, the manifestations of the technical area or competent Committee, and furthermore the legal opinion, when necessary for the examination of the matter.

**§3-** The Chairman of the Board may, on their own initiative or at the request of any Board Member, summon members of the Executive Office of the Company to attend meetings and provide clarifications or information on matters under consideration.

**§4-** The deliberations of the Board of Directors shall be taken by majority vote of the attending members and shall be recorded in the specific book of Minutes.

**§5-** The operations provided for in §§ 3 and 4 of art. 30 of these Bylaws, shall be approved by the vote of 2/3 (two thirds) of the Directors present

**§6-** In the event of a tie, the Chairman of the Board shall have the casting vote.

**Section III- Executive Office**

**Art. 33-** The Executive Office and its members shall be responsible for exercising the management of the Company business, pursuant to the mission, objectives, strategies and guidelines set forth by the Board of Directors.

**§1-** The Executive Director of Governance and Compliance is assured, in the exercise of its duties, the possibility of reporting directly to the Board of Directors in the hypotheses of art. 9, paragraph 4 of Law 13303, of June 30, 2016.

**§2-** The Board of Directors may delegate powers to the Executive Office, except for those expressly provided for in corporate law and in compliance to the levels of authority established in such delegations.

**Art. 34-** The Executive Office shall be responsible for:

**I-** Evaluating, approving and submitting to the approval of the Board of Directors:

- a)** the bases and guidelines for the preparation of the strategic plan, as well as the annual and multi-annual plans;
- b)** the strategic plan, the corresponding multi-annual plans, as well as annual plans and programs of expenditure and investments of the Company with the respective projects;
- c)** the budgets of expenditures and investments of the Company;
- d)** the result of the performance of the Company's activities.
- e)** the indication of the holders of the general structure of the Company, based on the criteria established by the Board of Directors.
- f)** the plans governing the admission, career, succession, benefits and disciplinary regime of Petrobras employees.

**II-** approving:

- a)** the technical and economical evaluation criteria for investment projects, with the corresponding plans for delegation of responsibility for their execution and implementation;
- b)** the criteria for the economic exploitation of production areas and minimum coefficient of oil and gas reserves, pursuant to the specific legislation;
- c)** the pricing policy and basic price structures of the Company's products;
- d)** the charts of accounts, basic criteria for determination of results, amortization and depreciation of capital invested, and changes in accounting practices;
- e)** the corporate manuals and standards of governance, accounting, finance, personnel management, procurement and execution of works and services, supply and sale of materials and equipment, operation and other corporate rules necessary for the guidance of the operation of the Company;
- f)** the rules for the assignment of use, rental or lease of fixed assets owned by the Company;
- g)** the basic and supplemental structure of the Company, considering the definitions of the Basic Plan of Organization, with their respective responsibilities, as well as create, transform or extinguish Operation Units, agencies, subsidiaries, branches and offices in the country and abroad;
- h)** the creation and extinction of non-statutory Committees, linked to the Executive Office or its members, approving the corresponding rules of operation, duties and levels of authority for action;
- i)** the value above which the acts, contracts or operations, although of competence of the CEO or the Executive Officers, shall be submitted for approval of the Executive Office, in compliance with the level of authority defined by the Board of Directors;

**j)** the annual plan of insurance of the Company;

**l)** conventions or collective labor agreements, as well as the proposition of collective labor agreements;

**m)** the provision of real or fiduciary guarantees, observing the pertinent legal and contractual provisions.

**III-** ensuring the implementation of the Strategic Plan and the multi-annual plans and annual programs of expenditure and investments of the Company with the respective projects, in compliance with the budget limits approved;



**IV-** deliberating on trademarks and patents, names and insignia.

**Art. 35-** The Executive Board shall meet ordinarily once a week with most of its members, including the Chairman or his/her substitute, and, extraordinarily by convening the Chairman or 2/3 (two-thirds) of the Executive Directors.

**§1-** The Executive Office shall be advised by the Statutory Technical Committee on Investment and Disinvestment.

**§2 -** The members of the Executive Board will have 7 (seven) Statutory Advisory Technical Committees composed of the general structure of the Company, with specific attributions of analysis and recommendation on certain matters, in compliance with the provisions of article 160 Corporate Law Statutory Technical Committee for Production and Technology Development; Upstream Statutory Technical Committee; Statutory Technical Committee for Refining and Natural Gas; Technical Statutory Financial and Investor Relations Committee; Statutory Technical Committee on Corporate Affairs; Statutory Technical Committee on Governance and Compliance; and Statutory Technical Committee of Strategy, Organization and Management System.

**§3-** The advice of the Statutory Technical Committees is not binding on the Executive Office or its members, as the case may be, however, they shall be a necessary condition for the examination and deliberation of the matter within the scope of their respective powers.

**§4-** The composition, rules of operation and duties of the Statutory Technical Committees shall be disciplined in Internal Rules to be approved by the Board of Directors.

**Art. 36-** It is incumbent, individually:

**§ 1-** To the CEO:

**I-** convene, preside over and coordinate the work of Executive Office meetings;

**II-** propose to the Board of Directors, the nomination of Executive Officers;

**III-** provide information to the Board of Directors, the Minister of State to which the company is subordinate, and the control organs of the Federal Government, as well as the Federal Court of Accounts and the National Congress;

**IV-** ensure the mobilization of resources to cope with situations of severe risk to health, safety and the environment;

**V-** exercise other powers conferred by the Board of Directors.

**§2 -**To the Executive Officer for Production Development & Technology:

**I-** ensure the development of production system projects on E&P, Refining, Natural Gas and Energy;

**II-** ensure the interests of the Company before the regulatory bodies related to their area of operation;

**III-** manage and develop projects for the construction, maintenance and abandonment of wells, installation of subsea systems, offshore production surface, industrial plants and onshore pipelines, among others;

**IV-** develop and provide technological solutions that facilitate the strategic plan of the Company;

**V-** exercise other powers conferred by the Board of Directors.

**§3** -To the Executive Officer for Exploration & Production:

**I-** coordinate asset optimization projects in Onshore, Shallow Water, Deep Water, Ultra-Deep Water Fields;

**II-** manage exploration assets, as well as implement the unfolding of corporate strategy, operational planning and evaluation of the performance of operational nature;

**III-** approve and manage partnerships and participations in exploration blocks;

**IV-** ensure the interests of the Company before the regulatory bodies related to their area of operation;

**V-** manage the logistics services to support the operations and investments of the Company related to their area of operation;

**VI -** define the strategy and guidelines for decommission, maintenance of wells and subsea systems;

**VII-** exercise other powers conferred by the Board of Directors.

**§4-**To the Executive Officer for Refining and Natural Gas:

**I-** manage industrial, logistics and trading operations of products derived from oil, natural gas, electricity, and nitrogenous fertilizers;

**II-** coordinate the implementation of the unfolding of the corporate strategy, definitions of portfolio, operational planning and evaluation of the performance of operational nature;

**III-** approve and manage partnerships related to their area of operation;

**IV-** ensure the interests of the Company before the regulatory bodies related to their area of operation;

**V-** manage the offer of products derived from oil, natural gas, electricity, and nitrogenous fertilizers;

**VI-** exercise other powers conferred by the Board of Directors.

**§5-** To the Executive Officer for Finance and Investor Relations:

**I-** provide the financial resources necessary to the operation of the Company, conducting the the procurement processes of loans and financing, as well as related services;

**II-** move the monetary resources of the company, always in conjunction with another Executive Officer;

**III-** be responsible for providing information to the investing public, to the Securities and Exchange Commission of Brazil CVM and the stock exchanges or over-the-counter markets, both national and international, as well as to the corresponding regulation and oversight entities, and keep the records of the Company in these institutions up to date;

**IV-** account, control and report to the Executive Office the economic and financial operations of the Company, including its wholly-owned subsidiaries and other controlled companies;

**V-** promote the financial management of the Company and monitor the financial management of its wholly-owned subsidiaries, controlled and affiliated companies, and consortia;

**VI-** coordinate the processes of acquisition and disposal of corporate stake held by the Company, pursuant to the provisions in the laws and regulations in force;

**VII-** exercise other powers conferred by the Board of Directors.

**§6 -**To the Executive Officer of Corporate Affairs:

**I-** propose to the Executive Office the plans governing the admission, career, succession, benefits and disciplinary regime of Petrobras employees;

**II-** approve the allocation of staff to the units of the Company;

**III-** guide and promote the application of human resources policies and guidelines of the Company;

**IV-** propose, implement and maintain the telecommunications and informatics systems of the Company;

**V-** provide the Company with shared resources and services of infrastructure and administrative support;

**VI-** coordinate the planning and procurement process of goods and services and of acquisition and disposal of materials and property;

**VII-** guide and promote the application of the Company's policies, guidelines and standards on Health, Safety and the Environment;

**VIII-** guide and promote the application of the Company's policies, guidelines and standards on Social Responsibility;

**IX-** exercise other powers conferred by the Board of Directors.

**§7-**To the Executive Officer for Governance and Compliance:

**I-** guide and promote the application of the Company's norms, guidelines and standards on governance and compliance;

**II-** coordinate the management of compliance and internal controls necessary, including the aspects of fraud and corruption;

**III-** monitor the developments relating to the reporting channel of the Company, and ensure the reporting of violations identified and their results to the Executive Office and the Board of Directors;

**IV-** exercise other powers conferred by the Board of Directors.

**§8 -** To the Executive Officer of Strategy, Organization and Management System:

**I-** propose the bases and guidelines for the preparation of the strategic plan, as well as the annual programs and multi-annual plans;

**II-** coordinate the preparation of the strategic plan, as well as the corresponding multi-annual plans and annual programs of expenditure and investments of the Company with the respective projects;

**III-** submit to the approval of the Executive Office the criteria of technical and economical evaluation for investment projects and the delegation of responsibility for their executions and implementations;

**IV-** monitor and report to the Executive Office the economical and financial performance of investment projects, according to targets and results approved by the Executive Office and the Board of Directors;

**V-** coordinate the preparation of the Basic Plan of Organization, containing, among other things, the general structure of the Company and its general powers, as well as the organization model of Petrobras;

**VI-** ensure the execution of strategies with greater dynamism in the decisions, defining action plans with goals and targets of costs, risks, business performance and investments;

**VII-** guide and promote the application of risk management policies pursuant to the legislation in force;

**VIII-** coordinate the integrated vision of business risks, incorporating risk management in strategic decisions, contributing to the preparation of the business risk matrix of all kinds, and report to the Executive Office and the Board of Directors the main effects of risks on the results of Petrobras;

**IX-** propose the establishment of a management system that:

- a)** modernizes management, improving the monitoring and control of the company's performance with the use of internal and external benchmarks and risk analysis to support decision-making;
- b)** unfolds goals and objectives up to the level of supervision;
- c)** indicates the respective responsible parties;
- d)** enables the timely monitoring of compliance with such targets and risks associated thereto, with the respective mitigation plans, in an articulate manner with the executive offices in charge;
- e)** establishes a consequences system aligned to its completion, according to meritocracy criteria.

**§9** - To the CEO and each Executive Officer, among the contact areas described in the Basic Plan of Organization:

**I-** implement the strategic plan and budget approved by the Board of Directors, using the management system of the Company;

**II-** hire and dismiss employees and formalize the designations to managerial posts and functions;

**III-** designate employees for missions abroad;

**IV-** monitor, control and report to the Executive Office on technical and operational activities of wholly-owned subsidiaries and companies in which Petrobras participates or with which it is associated;

**V-** designate and instruct the Company's representatives at General Meetings of wholly-owned subsidiaries, controlled and affiliated companies, pursuant to the guidelines set forth by the Board of Directors, as well as the applicable corporate guidelines;

**VI-** manage, supervise and evaluate the performance of the activities of the units under their direct responsibility, as defined in the Basic Plan of Organization, as well as practice acts of management correlated to such activities, whereas they may set value limits for the delegation of the practice of these acts, in compliance with the corporate rules adopted by the Executive Office;

**VII-** approve the rules and procedures for the performance of the activities of the units under their direct responsibility, as defined in the Basic Plan of Organization.

**Art. 37-** The deliberations of the Executive Office shall be taken by majority vote of the attending members and shall be recorded in the specific book of minutes.

**Sole paragraph.** In the event of a tie, the CEO shall have the casting vote.

**Art. 38-** The Executive Office shall forward to the Board of Directors copies of the minutes of its meetings and provide the information needed to evaluate the performance of the Company's activities.

## **Chapter V General Meeting**

**Art. 39-** The Ordinary General Meeting shall be held annually within the period established in art. 132 of the Corporate Law, in a place, date and time previously set by the Board of Directors, to deliberate on matters within its competence, especially:

**I-** rendering of the administrators' accounts, examine, discuss and vote the financial statements;

**II-** decide on the allocation of net profit for the year and the distribution of dividends;

**III-** elect the members of the Board of Directors and Audit Committee.

**Art. 40-** The Extraordinary General Meeting, in addition to the cases provided for by law, shall be convened by a call of the Board of Directors, the latter preceded by advice from the Minority Committee, pursuant to art. 30, §4 and 5 of these Articles of Incorporation, when appropriate, to deliberate on matters of interest to the Company, especially:

**I-** reform of the Bylaws;

**II-** modification in social capital;

- III-** evaluation of assets which the shareholder contributes for capital increase;
- IV-** issuance of debentures convertible into shares or their sale when in treasury;
- V-** incorporation of the Company to another company, its dissolution, transformation, demerger, merger;
- VI-** participation of the Company in a group of companies;
- VII-** sale of the control of the capital of wholly-owned subsidiaries of the Company;
- VIII-** dismissal of members of the Board of Directors;



**IX-** sale of debentures convertible into shares held the Company and issuance of its wholly-owned subsidiaries and controlled companies;

**X-** cancellation of the open Company registration;

**XI-** selection of a specialized company, based on the presentation by the Board of Directors of a triple list of specialized companies, with proven experience and independence as to the decision-making power of the Company, its administrators and / or controlling shareholder, and requirements and responsibilities of §§ 1 and 6 of art. 8 of the Business Corporate Act, for the preparation of an appraisal report of its shares for the respective economic value, to be used in the event of cancellation of the registration as a publicly-held company or Level 2;

**XII-** waiver to the right to subscription of shares or debentures convertible into shares of wholly-owned subsidiaries, controlled or affiliated companies;

**XIII-** approval of the requirements of the Nomination Policy which are additional to those included in the applicable legislation to members of the Board of Directors and Audit Committee.

**§1-** The deliberation on the matter referred to in item XI of this Article shall be taken by an absolute majority of the votes of common shares in circulation, not computing blank votes.

**§2-** In the event of a public offer made by the controlling shareholder, said shareholder shall bear the costs of preparation of the appraisal report.

**§3-** In the hypotheses of art. 30, §4 and 5, the opinion of the Minority Committee and the manifestation of the Board of Directors, when it differs from the opinion of the Minority Committee, shall be included in the management proposal that will instruct the vote of the Ordinary Shareholders at the General Meeting.

**§4-** The controlling shareholder may express an opinion contrary to the advice of the Minority Committee and may provide reasons for which it considers that such recommendations should not be followed.

**Art. 41-** The General Meeting shall set, annually, the overall or individual amount of the remuneration of officers, as well as the limits of their profit shares, pursuant to the norms of specific legislation, and that of the members of the Advisory Committees to the Board of Directors.

**Art. 42-** The General Meetings shall be chaired by the CEO of the Company or a substitute designated by the latter, whereas, in the absence of both, by 1 (one) shareholder chosen by the majority of votes of those present.

## **Chapter VI- Audit Committee**

### Item 3. Controls and Procedures

Evaluation of disclosure controls and procedures. We maintain controls and procedures designed to ensure that information required to be disclosed in the reports that we file or submit under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the rules of the Securities and Exchange Commission. Based upon an evaluation of those controls and procedures performed within 90 days of the filing date of this report, our chief executive officer (who is also currently acting as the principal financial officer) concluded that our disclosure controls and procedures were adequate.

Changes in internal controls. We made no significant changes to our internal controls during the last quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Part II: Other Information

Item 1. Legal Proceedings

None.

Item 2. Changes in Securities and Small Business Issuer Purchases of Securities

Sales of Unregistered Securities

As of June 4, 2004 we sold in a private placement a \$1,000,000 convertible debenture, as discussed above in Part I, Item 2, Liquidity and Capital Resources of this Report.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Submission of Matters to a Vote of Securities Holders

None.

Item 5. Other Information

On July 26, 2004, our request for delisting from the Berlin Stock Exchange ( BSE ) was approved and our stock was delisted from the BSE. Several issuers based in the United States have requested and obtained delisting from the BSE based on concerns about short sales in circumvention of the rules governing over-the-counter (OTC) stocks in the United States. Such trades are a potential source of downward pressure on the price of a company s shares. We do not expect the action taken with respect to the Berlin Stock Exchange to have any impact on any other current or future listing or application for listing of our stock.



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**Item 6. Exhibits and Reports on Form 8-K**

Reports on Form 8-K

We filed a report on Form 8-K, dated June 17, 2004. We reported items 5 and 7 in the Form 8-K, which discussed, among other things, the debenture discussed previously in this Form 10-QSB.

Exhibits

31.1 Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer and Acting Chief Accounting Officer, George S. Young

32.1 Rule 1350 Certification of Chief Executive Officer and Acting Chief Accounting Officer, George S. Young

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Signatures

In accordance with the requirements of the Securities Exchange Act of 1934, we caused this report to be signed on our behalf by the undersigned, who is authorized to do so.

Fellows Energy Ltd.

a Nevada corporation

August 13, 2004

By: /s/ George S. Young

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George S. Young  
Chief Executive Officer,  
President, Director and  
Acting Principal Accounting Officer