



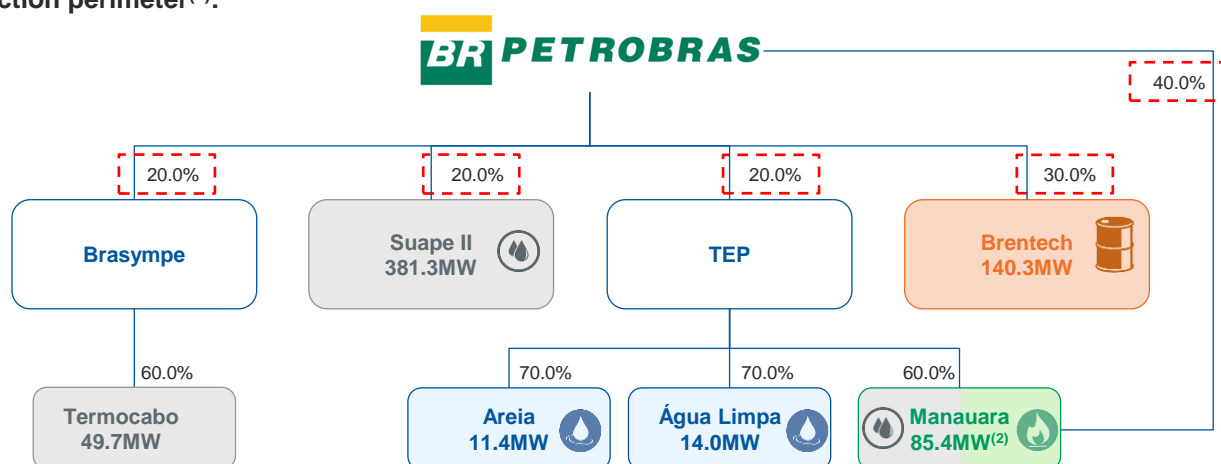
# Investment Opportunity in the Brazilian Power Sector

June 2020

## Executive Summary

### Proposed Transaction

- Petróleo Brasileiro S.A. – Petrobras (“Petrobras”) is undertaking a competitive sale process (“Process”) to dispose its equity interests in a portfolio of power generation assets (“Potential Transaction” or “Potential Transactions”): Brasympe, Suape II, TEP, Manauara and Brentech (“Company” or “Companies”)
- Banco Crédito Agrícola Brasil S.A. (“CA-CIB”) has been retained by Petrobras as its exclusive financial advisor in connection with the Potential Transactions
- The Companies are fully operational and represent a diversified portfolio, sourced by natural gas, fuel oil, diesel, and hydro
- The Companies’ total installed capacity amounts to 682 MW and Petrobras’ stake represents 172 MW
- The Potential Transactions include 100% of Petrobras’ interests in each Company
- Investors may bid for Petrobras’ stakes in one or more Companies
- The Potential Transactions represent an unique opportunity to acquire a flexible and fully operational portfolio of assets in the Brazilian power sector
- Transaction perimeter<sup>(1)</sup>:**



#### Legend

- Holding company
   Gas fired plant
   Fuel oil fired plant
   Diesel fired plant
   Small hydro plant
   Potential Transactions perimeters

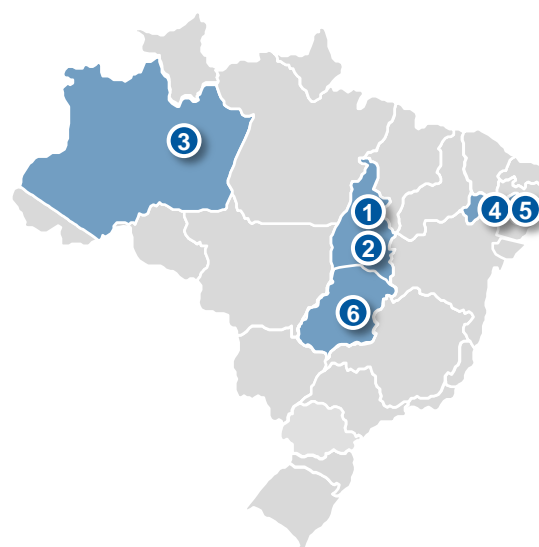
Notes: (1) Installed capacity for 100% of each power plant; (2) Manauara is a dual fuel plant

### Assets Overview

#	Asset	C.O.D <sup>(1)</sup>	Capacity (MW)	PPA Term / Last Year	Ownership <sup>(2)</sup>	Capacity to Petrobras (MW)
1	Areia	Feb. 2011	11.4	20 years / 2031	14.00%	1.6
2	Água Limpa	Dec. 2010	14.0	20 years / 2030	14.00%	2.0
3	Manauara	Sep. 2006	85.4	20 years / 2025	52.00%	44.4
4	Termocabo	Sep. 2002	49.7	15 years / 2024	12.00%	6.0
5	Suape II	Jan. 2013	381.3	15 years / 2026	20.00%	76.3
6	Brentech	Jan. 2009	140.3	15 years / 2023	30.00%	42.1
<b>Total</b>			<b>682.1</b>			<b>172.3</b>

Notes: (1) Commercial Operation Date; (2) Considers direct and indirect ownership

### Geographic Footprint



## The Process

### Process Overview

1. Should any recipient/participant who meets all the Eligibility Requirements ("Prospective Purchaser") be interested in participating in the Process, it will be required to formally notify Crédit Agricole of its interest no later than July 3<sup>rd</sup>, 2020, through the Contact Information described on Page 5, in order to receive the required documents to participate in the Process: (i) Confidentiality Agreement ("CA") and Compliance Certificate ("CC").
2. Distribution of the Confidential Information Memorandum ("CIM") will commence on July 6<sup>th</sup>, 2020 to Prospective Purchasers who have executed the CA and CC.
3. For the non-binding phase of the process, the deadline to execute the CA and the CC and obtain access to the CIM by the Prospective Purchasers will be July 3<sup>rd</sup>, 2020.

### Eligibility Requirements

1. In order to participate in the Process, a Prospective Purchaser must meet the criteria described below ("Eligibility Requirements"):
  - a) Financial Criteria: (i) shareholders' equity or (ii) assets under management in excess of R\$ 30 million
2. The Prospective Purchaser and its affiliates shall not be listed in the following restrictive lists:
  - a) "Cadastro de Empresas Inidôneas e Suspensas" (CEIS) (available at <http://www.portaldatransparencia.gov.br/sancoes/ceis>)
  - b) "Cadastro Nacional de Empresas Punidas" (CNEP) (available at <http://www.portaltransparencia.gov.br/sancoes/cnep>)
  - c) "Empresas impedidas de transacionar com a Petrobras", available at: <http://transparencia.petrobras.com.br/licitacoes-contratos>
3. In case the Prospective Purchaser is identified in the abovementioned hypothesis or fail to meet any of the above mentioned requirements, it will be excluded from the Process at any time, in compliance with the rules applicable to Petrobras.
4. In case the Prospective Purchaser or any of its subsidiaries:
  - a) Is subject, owned or controlled by a person or entity subject to (i) any economic, financial or trade sanctions, (ii) regulatory sanctions, (iii) embargoes or (iv) restrictive measures that have been administered, enacted, imposed or applied by the World Bank, the United Nations Security Council, the United States of America, the Canada, the United Kingdom, the European Union, the Netherlands, Brazil, and the respective governmental institutions and agencies of any mentioned previously (Sanctioned Person);
  - b) Is located, have been constituted, incorporated, organized or resident in a country subject to any (i) economic, financial or commercial sanctions, (ii) regulatory sanctions, (iii) embargoes or (iv) restrictive measures that were administered, enacted, imposed or executed by the World Bank, the United Nations Security Council, the United States of America, the Canada, the United Kingdom, the European Union, the Netherlands, Brazil and the respective governmental institutions and agencies of any mentioned previously (Sanctioned Country); or
  - c) Have the predominant part of its commercial affiliation or business with any Sanctioned Person or in a Sanctioned Country

Petrobras will evaluate if the relations or situations described prevent the participation of the Prospective Purchaser in the Process due to non-compliance with Sanctions applicable to Petrobras, and will inform the exclusion of the Prospective Purchaser from the Process, if the case may be.

## The Process

### Eligibility Requirements (cont'd)

5. Furthermore, by participating in this Process, the Prospective Purchaser shall undertake not to take any action or omission that violates any applicable law regarding business ethics, including, but not limited to, the US Foreign Corrupt Practices Act, the UK Bribery Act, Brazilian Anti-Corruption Laws (specially the Brazilian Federal Law n. 12.846/2013) (hereinafter "Anti-Corruption Laws").
6. In order to participate in the Process and comply with the requirements set forth above, Prospective Purchaser shall sign a Compliance Certificate and indicate, if applicable, whether the Prospective Purchaser or any of its affiliates is subject to any kind of sanction, even if it considers that the sanction does not prevent its participation in the Process. If the Prospective Purchaser and/or its affiliates are subject to sanctions, it shall describe in the Compliance Certificate the relation, the nature and the details of the sanction, as well as indicate the restrictions arising from it.
7. The accuracy of the declaration and the fulfillment of the requirements mentioned above will be verified by Petrobras after the acceptance, by the Prospective Purchaser, of the confidentiality obligations necessary to participate in the Process.

### Joint Offer Formation

1. A Prospective Purchaser will be allowed to form a consortium, association or present a joint offer ("Joint Offer") with an independent party, or parties, to participate in this Process.
2. The Joint Offer must have a leader, which is the Prospective Purchaser that will lead negotiations with Petrobras and will be the main communication channel between Petrobras and the Joint Offer ("Joint Offer Leader").
3. In such case, the Prospective Purchaser will be required to immediately inform Petrobras of its intention to present a Joint Offer, including information such as who is the Joint Offer Leader and who are the parties involved in the Joint Offer ("Joint Offer Member(s)") according to the deadline previously set in the Instruction Letter delivered together with the CIM.
4. The Joint Offer must contain (i) powers of attorney granting powers to the Joint Offer Leader assigned by the other participants of the Consortium; and (ii) a statement by the Joint Offer Leader confirming that he is not acting as an intermediary in the Potential Transaction.
5. The Joint Offer must be approved at Petrobras convenience, in accordance with the legal criteria and the rules established herein and further detailed in the Instruction Letter. After approved by Petrobras and verified compliance with Eligibility Requirements and Joint Offer formation rules, the Prospective Purchaser will be allowed to participate in the Process.
6. The formation of a Joint Offer is permitted only if all the members collectively meet the Financial Criteria described in item 1 and individually all the requirements described in items 2,3,4,5,6,7 of the Eligibility Requirements section.
7. Such Joint Offer Member(s) or any Prospective Purchaser must execute its own CA and CC directly with Petrobras in order to access any non-public information related to the Potential Transaction or the Companies.
8. The rules applicable for the modification in the composition of the Joint Offer will be further detailed in the Instruction Letter of the non-binding phase.

## The Process

### Further Considerations

1. During the Process, Petrobras may perform preventive risk analysis, in compliance with Anti-Corruption Law and the Petrobras Program for Preventing Corruption - PPPC, and may ask any Prospective Purchaser to fill out a detailed questionnaire to verify the compliance of its practices and conducts with the Anti-Corruption Law.
2. A Declaration of independent Proposal shall be submitted until the submission of each offer (non-binding and binding).
3. In order to prevent a conflict of interest, it will not be allowed the participation in the Process of any Prospective Purchaser that is considered an affiliated company of the financial advisor of Petrobras in the Process (Crédit Agricole).
4. The Prospective Purchaser may, under its sole responsibility and bearing all related expenses, retain financial, technical and, or legal consultants to advise on the Process, provided that such advisors are institutions with an undoubted reputation, experience and are not subject to any conflict of interests related to Petrobras whatsoever, being the existence of conflict determined in accordance with criteria specified by Petrobras.

### Contact Information

- Queries from Prospective Purchasers which meet the abovementioned Eligibility Requirements should be addressed exclusively to Crédit Agricole's individuals at [powerportfolio-petrobras@ca-cib.com](mailto:powerportfolio-petrobras@ca-cib.com)
- This e-mail should be used only for the purposes of the Potential Transaction.
- Under no circumstances should any contact be made with the management or employees of Petrobras or any of its affiliates.
- Any general questions or inquiries not specific and not directly related to the Potential Transaction should be addressed to the following website: <http://transparencia.petrobras.com.br/>



## The Process

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