ANTITRUST CODE OF CONDUCT

PETROBRAS

CONTENT

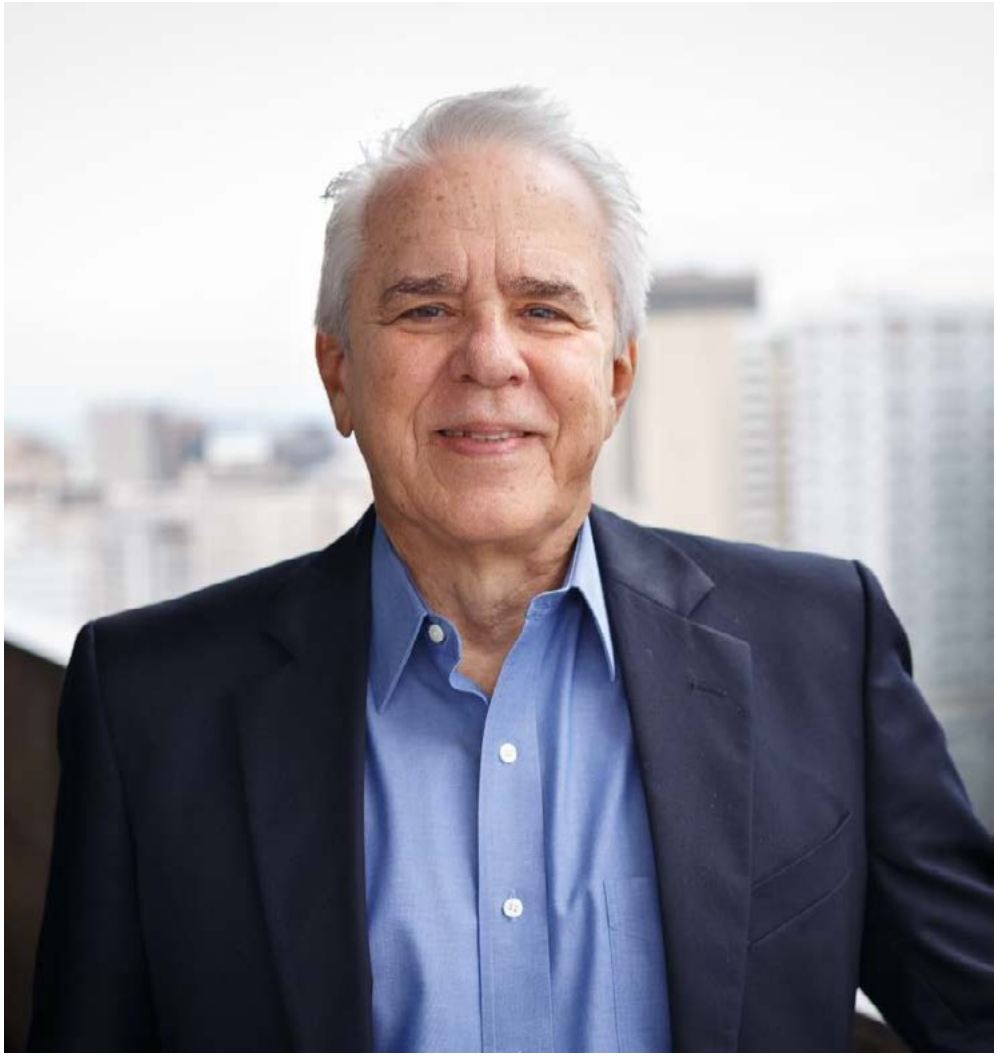
Petróleo Brasileiro S.A. - PETROBRAS is determined to make business decisions in the best interest of the Company, completely independently, vis-à-vis its competitors, and in compliance with the antitrust protection rules.

This document, approved by the Executive Board of PETROBRAS on May 21, 2020, contains a summary of the applicable legislation to serve as a general guide for the Company's managers and employees, in accordance with its Code of Ethical Conduct - without prejudice to due legal counsel in specific situations - as well as providing for internal control procedures to ensure compliance with established principles and rules.

PETROBRAS is convinced that respect for antitrust legislation is fundamental for the socioeconomic principles and objectives of the National Energy Policy, in compliance with legal instruments related to the oil, gas, and energy sectors, to be preserved and expanded.

Rio de Janeiro, May 2020.

Roberto Castello Branco
CEO



I. Content and Scope

This Code embodies PETROBRAS' commitment to strict compliance with antitrust legislation in Brazil and in the foreign jurisdictions in which it conducts business.

It is an individual obligation of all managers, employees, and service providers of the Company to comply with the provisions of this Antitrust Code of Conduct.

Infringements of this Code and the guidelines issued therefrom subject those responsible to the relevant disciplinary and legal sanctions, which may even lead to the removal of managers and the imposition of applicable labor sanctions.

The purpose of this Code is to ensure that the Company's administrators, managers, employees and collaborators have a general knowledge of the relevant legislation in order to avoid the risk that specific situations, which would require preventive or corrective actions, not be detected in due time, or that they be taken too late to the Legal Department for guidance regarding the adoption of the appropriate measures. In case of doubt regarding Antitrust rules and their concrete application, the Legal Department must be consulted in advance.

Compliance with the rules provided for in this Code is essential to avoid the application of penalties to PETROBRAS for breach of the Antitrust Law, as well as to prevent the Company from suffering from anti-competitive practices carried out by other agents.

In particular, concrete situations that may require an assessment of possible antitrust repercussions notably involve markets in which the Company holds a dominant position. This is because antitrust legislation imposes strict standards of conduct on companies that occupy a dominant position in product or service markets.

In Brazil, whenever a company or a group of companies is able to change market relations unilaterally or in a coordinated manner, or when it holds 20% or more of market share, there is the presupposition of a dominant position. However, in these cases evidence to the contrary is allowed.

Thus, without prejudice to the legal and statutory attributions of the Board of Directors, the Executive Board and the responsible managers must monitor and remain informed about the competitive strategies of the Company and of other economic agents in the sector, as well as their implementation in the markets where there is a dominant position.

II. General Overview

A. Objectives of the Antitrust Policy and Legislation

The preservation of free competition ensures that consumers have access to goods and services with the best quality and lowest price possible, forcing companies to continuously invest in the quality of their products and in the efficiency of their production processes. Limits to competition have negative effects, not only on consumers, but also on the entire economy, which ceases to function efficiently.

Although Brazil has had antitrust legislation since 1962, the policies of state intervention in the economy in several sectors, such as the oil industry, particularly with regard to price control practices, made the free market rules inapplicable, which was ultimately under state control. With the movements toward the deregulation and liberalization of the markets for goods and services during the 1990s, which allowed a free price regime, and especially after the enactment of Law 8.884, on June 11, 1994, the defense of competition has become one of the fundamental pillars of Economic Policy, alongside Fiscal, Monetary and Foreign Exchange Policies.

The oil and oil products market also underwent these transformations with the promulgation of Constitutional Amendment no. 9, on November 9, 1995, and the edition of legal diplomas related to the oil, gas, and energy sectors, which promoted progressive price liberalization and the institution of a free competition regime in these sectors of the economy.

Currently, the Antitrust Law - LDC - Law no. 12.529/2011 provides for the prevention and repression of violations of the economic order, guided by the constitutional dictates of freedom of initiative, free competition, social function of property, consumer protection, and the repression of economic power abuse.

B. Liability for Violations

Competitive disputes can mean a great waste of time and resources for companies. Violations of antitrust laws may subject the company to administrative liability for breaches of the economic order, which provides, among other legal sanctions, the imposition of heavy fines and civil liability for losses and damages.

The executives and employees involved can be held individually responsible, both in administrative and civil terms and, depending on the infraction, also in the criminal realm.

III. Antitrust Legislation

A. Institutional Aspects and Scope

In Brazil, the main antitrust legislation is Law Nº 12,529/2011. The Brazilian Antitrust System (SBDC), is responsible for administrative enforcement of this law. The SBDC is made up of the Administrative Council for Economic Defense (CADE), a federal body linked to the Ministry of Justice, and by the Secretariat for Economic Monitoring (SEAE), a federal agency subordinated to the Ministry of the Economy.

CADE is the judging body of the SBDC, and includes the Administrative Court for Economic Defense (TADE), the General Superintendence (SG) and the Department of Economic Studies (DEE).

TADE is mainly responsible for assessing acts of economic concentration and deciding administrative procedures for imposing sanctions for violations of the economic order. The SG, on the other hand, is the body with primary powers to instruct acts of economic concentration and investigate violations of the economic order, while the DEE, in turn, is responsible for preparing studies and economic opinions in support of TADE and SG.

Under the terms of art. 10, of Law No. 9487/97, the National Agency of Petroleum, Natural Gas and Biofuels (ANP), when it becomes aware of a fact that may constitute an indication of breach of the economic order in the exercise of its duties, must immediately report to CADE, for it to adopt the appropriate measures considering the relevant legislation.

The same law provides, in its sole paragraph, that, regardless of the aforementioned communication, CADE will notify the ANP of the content of the decision to apply a sanction for breach of the economic order committed by companies or individuals in the exercise of activities related to national supply of fuels, for it to adopt the legal provisions of its jurisdiction. Among the legal consequences resulting from the conviction for breach of the economic order is the loss of the authorization to operate with the ANP.

Brazilian law also provides for the criminalization of various types of antitrust offenses, under the terms of Law 8,137, dated December 27, 1990, which defines, among others, crimes against the economic order. Its application occurs through the action of the Federal Public Prosecution Office and the States, according to their respective spheres of activity within the Courts.

It should be noted that several cases of cartel formation, especially in retail sales of automotive fuels, have been subject to criminal prosecution.

It should also be noted that Law Nº 12,529/2011, according to its article 31, ap-

plies to individuals or legal entities under public or private law, as well as to any associations of entities or persons, constituted in fact or by law, even if temporarily, with or without legal personality, even if they exercise activity under the regime of a legal monopoly. Under Brazilian law, there is no provision for antitrust immunity for any sector of the economy.

The Law also considers the joint and several liability of the company and its directors or administrators (art. 32), of companies or entities that are part of an economic group, in fact or by law (art. 33), as well as the possibility of including the personal property of the responsible parties as a consequence of piercing the corporate veil due to a breach in the economic order (art. 34). The repression of violations of the economic order does not exclude the punishment of other illegal acts provided for by law (art. 35).

In sectors under the jurisdiction of regulatory agencies, the Antitrust Law is also applicable, albeit in a subsidiary manner, except when the antitrust rule conflicts with regulatory provisions, in which case the later will prevail. This is the case, as a rule, in the case of regulation of prices, quantities, or entry conditions into the regulated market.

B. Concentration Acts

The Antitrust Law instituted a preventive regime for controlling economic concentrations ("concentration acts") involving companies that meet certain requirements based on their economic size.

In accordance with the legal criterion, the following acts of economic concentration must be submitted to CADE by the parties involved in the operations: (i) the revenue of at least one of the groups involved in the merger is greater than or equal to BRL 750,000,000.00 (seven hundred and fifty million reais) in the year prior to the operation; and (ii) the revenue of the other group involved is at least BRL 75,000,000.00 (seventy-five million reais) in the year prior to the operation (article 88, paragraph 1 of Law no. 12,529/11 c/c Interministerial Ordinance No. 994/2012).

Regarding the nature of the transaction subject to CADE control, the cases defined by Law (art. 90) as concentration acts are as follows:

- *2 (two) or more previously independent companies merge;*

- *1 (one) or more companies acquire, directly or indirectly, through the purchase or exchange of shares, membership interests, bonds, or securities convertible into shares, or tangible or intangible assets, by contract or by any other means or form, the control or parts of one or other companies;*

- *1 (one) or more companies incorporate another or other companies; or*

- *2 (two) or more companies enter into an associative contract, consortium, or joint venture, unless they are for public tenders (including their resulting contracts).*

It is necessary to emphasize that the moment of submission of the merger analysis by CADE must be prior to its execution. According to this rule, concentration acts where the Company is a party may only be consummated after CADE approval, and the competitive conditions between the companies involved must be preserved until the final judgment, under penalty of nullity of the acts performed, a fine of (BRL 60 thousand to BRL 60 million) and the opening of an administrative proceeding to investigate any breach of the economic order.

Thus, as long as the transaction is not authorized by CADE, its effects must remain legally sus-

pended, and a suspensive clause should be inserted for this purpose in the formal instrument that binds the parties.

Furthermore, as a result of the legal duty to preserve the competitive conditions existing between the parties, the physical structures and the competitive conditions must be kept unchanged until CADE's final assessment, and any acts that may be considered as premature coordination, such as: asset transfers, integration of operations, taking advantage of synergies, exercising influence of one party over the other, and any exchange of competitively sensitive information that is not strictly necessary to sign the formal instrument that binds the parties.

Under the terms of paragraph 6, of art. 88, of Law No. 12,529/2011, CADE may authorize mergers that may restrict competition, provided that the limits necessary to achieve the following objectives are observed: I - cumulatively or alternatively: a) increase productivity or competitiveness; b) improve the quality of goods or services; or c) promote efficiency and technological or economic development; and II - that a relevant part of the resulting benefits are passed on to consumers.

The Guide for Analysis of Horizontal Concentration Acts issued by CADE (Guide H) , constitutes the basic reference for the procedure for applying the merger control regime of Law No. 12,529 / 2011.

C. Infractions against the Economic Order

Art. 36, of Law No. 12,529/2011, considers an infraction of the economic order to be any act that seeks to or may produce the following effects: I - limit, distort, or in any way impair free competition or free enterprise; II - dominate the relevant market for goods or services; III - arbitrarily increase profits; or IV - exercising a dominant position in an abusive manner.

The same article points out that dominion of the market resulting from a natural process based on greater efficiency as an economic agent in relation to its competitors is not considered the infraction provided for in item II (§1). In other words, the simple fact that a company is dominant, due to internal or organic growth, does not characterize any infraction.

A dominant position is assumed whenever a company or group of companies is able to change market conditions unilaterally or in a coordinated manner, or when it controls 20% (twenty percent) or more of the relevant market, and this percentage may be changed by CADE for specific economic sectors (§2).

In this sense, the Law lists (§3) examples of conduct that constitute infractions of the economic order, provided that they seek to or may produce any of the anti-competitive effects provided for in art. 36.

The list of potential conducts includes horizontal practices related to cartel formation, such as setting prices, dividing markets, or establishing quotas in agreement with a competitor, obtaining or influencing the adoption of uniform commercial conduct among competitors, and previously agreeing or adjust advantages in public bidding, as well as vertical practices such as setting resale prices, territorial and customer base restrictions, exclusivity agreements, refusal to negotiate, tie-in sales, price discrimination, predatory prices, or the abuse of industrial or intellectual property, technology, or brand.

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[1] http://www.cade.gov.br/acesso-a-informacao/publicacoes-institucionais/guias_do_Cade/guia-para-analise-de-atos-de-concentracao-horizontal.pdf/view

D. Principle of Reasonability or Rule of Reason

As a rule, the classification of infractions to the economic order presupposes that the offending company has a dominant position in a relevant market, duly delimited. In fact, if the dominance requirement is absent, there would be no possibility of competitive damage, making antitrust legislation inapplicable.

The relevant market can be defined as the set of products or services and the geographic area for which their sale is economically viable. According to the so-called "hypothetical monopolist" test, the relevant market is defined as the smallest group of products or services and the smallest geographical area necessary for an alleged monopolist to be able to impose a "small, but significant and non-transitory" increase in prices.

With the exception of classic cartels - typified in items I and II of paragraph 3, article 36, of Law No. 12.529/2011 - a practice can only be considered anti-competitive after an analysis of its reasonableness in the economic context in which it operates, in order to examine whether the conduct had the objective or effect of damaging competitive relations in the affected market, producing, even potentially, one of the harmful effects provided for in the caput of the same article.

By definition, conduct where the balance of negative and positive impacts on competition (net effect) is negative is detrimental to competitive relations, reducing efficiency and economic well-being (see Guide for Analysis of Horizontal Concentration Acts issued by CADE).

In this regard, the principle of reasonableness or rule of reason, which guides the application of Law No. 12,529/2011 in terms of conduct and control of economic concentrations, involves a complex cost and benefit analysis of restrictive competition practices. Actions that generate compensatory efficiencies and promote economic well-being in general, even if they are anticompetitive, are allowed. Note that the criteria set out in paragraph 6 of art. 88 of this Law (cf. item B above) for the examination of concentration acts are applicable, by analogy, for the cost-benefit analysis of the conduct specified in art. 36, which may or may not constitute an infringement of the economic order.

It is worth mentioning that CADE Resolution No. 20, of June 9, 1999, clarifies the criteria for the application of the Antitrust Law in matters of violations of the economic order, acting as a guide for assessing the legality of commercial practices subject to the aforementioned law.

E. Dominant Position

Antitrust legislation imposes strict standards of conduct on companies that occupy a dominant position in product or service markets. In Brazil, as previously stated, a dominant position is assumed whenever a company or group of companies is able to change market conditions unilaterally or in a coordinated manner, or when it controls 20% (twenty percent) or more of the relevant market, which may be amended by CADE for specific sectors of the economy (§2).

Although it is Company policy to conduct business in accordance with the highest ethical standards, in situations of market dominance it is particularly important that the Company avoid practices that may be considered to be designed to exclude or illicitly eliminate competitors.

It is important to note, however, that under the terms of antitrust legislation, a dominant condition that a Company may experience in any market does not restrict its subjective right to adopt legitimate competitive strategies and to be an effective rival to its current or potential competitors.

IV. Legal Counsel and Periodic Review

In view of the complexity of the antitrust analysis, the Company must obtain prior legal advice whenever the policies or commercial practices of PETROBRAS, or third parties to the detriment of the Company, may come to include any of the cases considered infractions to the economic order, above all, but not limited to, the cases specified in this document.

It is worth mentioning that if there are any questions, the fact that the manager consulted the Legal Department in advance of their decision-making, strengthens his position regarding defense.

In addition, the Company must periodically review the commercial policies and practices in effect for the various markets in which it operates in the light of antitrust legislation.

V. Relationships with Competitors

A. Prohibited Contacts and Agreements

There may be no discussion or exchange of information with any representative of a company competing with the Company regarding past, current, and future prices, pricing policies, discounts and promotions, royalties, terms and conditions of sale, costs, customer choice, markets territories, production quotas, division of markets, or customers.

Therefore, no agreement or contract can be entered into regarding these matters. This includes not only oral and written contracts, but also "gentlemen's agreements" or understandings of any kind. A simple exchange of information in this area, even when related to prices actually quoted in the market, can create a presumption of a cartel agreement, especially in concentrated markets. A manager or employee of the Company must not respond to an invitation or stay in meetings that deal with these topics, and must stay away from these discussions, by recording in the minutes when they are raised by third parties.

It is against Company policy to send or receive any type of information on prices to or from competitors, unless the price list, prepared independently, has been published and circulated on the market to customers according to the usual mechanisms of the Company or the competitor, as appropriate.

When a competitor is a customer or supplier of the Company, discussions and agreements on prices relating to the products that will be bought or sold by the competitor are allowed.

However, it discussions and agreements with a competitor prices related to other products or regarding company or competitor transactions with third parties are not allowed. Discussing or agreeing on resale prices with the competitor is also not allowed.

B. Pricing and Commercial Policies

The prices and commercial policies practiced by the Company must be established independently, taking into account the costs of the company, the conditions of the national or international market, as the case may be, and price competitiveness.

VI. Relationships with Associations, Labor Unions, and Business Federations and Confederations

As a rule, associations, unions, business federations and confederations play a legitimate and relevant role for the industry. However, by bringing together competitors, these entities represent a potential risk of antitrust liability. That is why the Company's involvement in the scope of these entities must be surrounded by due care.

The Company's affiliation to these entities depends on prior approval according to the Table of Jurisdictional Limits. It must consider the type of entity, its objectives, its members, admission rules, history, activities, methods of operation, and the existence of precautions aimed at avoiding the exchange of competitively sensitive information.

Periodically, the Company's affiliation to the aforementioned entities should be reassessed in terms of maintaining the criteria that justified participation.

The administrators or managers in charge must evaluate the relevance of their participation or the participation of Company employees in meetings of any of the aforementioned entities, whose agendas must be defined in advance.

Sending any data of the Company to such entities must be subject to a thorough prior assessment, and sending information on prices or quantities of products manufactured or sold by the Company is prohibited, unless approved by the Legal Department.

The Company must maintain, for the legal term, a file regarding each of the entities in which it participates and the topics discussed, especially at meetings where Company staff is present.

VII. Relationships with Customers and Suppliers

A. Independent Operations

Subject to any restrictions arising from the Brazilian antitrust legislation and from the foreign jurisdictions in which it operates, as well as from the applicable bidding rules according to the specific case, the Company is free to choose its customers and suppliers, and must do so independently.

Any understanding or agreement with a party, written or verbal, that has the objective of doing or not doing business with a third party, is contrary to this Code. For example, it is very likely that it is unlawful for a company to make an agreement with competitors to boycott a supplier in an attempt to force it to lower its prices. Exclusivity agreements or other adjustments of a similar nature that are compatible with antitrust legislation are subject to the specific analysis of each case.

The Company's involvement in the intermediation of commercial disputes between customers is prohibited - except for the exercise of its own rights - or in any discussion or private plan to restrict competition, regardless of the market in question.

B. Refusal to Negotiate

The Company is generally free to refuse business that is contrary to legitimate business interests, for example, for its protection against credit risk, environmental risks, risks to its commercial reputation, among others.

However, there are certain cases where antitrust legislation imposes mandatory negotiation. Considering that this same legislation does not define, in a definitive way, the cases in which mandatory negotiation has to take place, but conversely, each case is analyzed individually, the Legal Department must be consulted before any split of the Company in not negotiating with a customer or potential customer, except in cases where guidance has been defined previously.

C. New Distribution or Supply Contracts

To minimize antitrust risks, it is mandatory that the Legal Department be consulted before the Company enters into any distribution or supply contracts other than those approved as a standard procedure.

D. Sale of Products

The Company must independently adopt pricing and commercial policies for the products it offers.

No Company product may have its sale conditioned to the purchase of another product of the company or to the "non-acquisition" of any product from a competitor, except in the cases of compatibility with the antitrust legislation, to be examined on a case by case basis.

E. Resale Conditions and Prices

Resale price fixing occurs when a company controls or attempts to control the price at which its customer or distributor resells the products/services to the consumer. As a general rule, suggesting resale prices, discounts, payment terms, minimum or maximum quantities, profit margin or any other sales conditions to customers regarding their business with third parties is not allowed.

Legal cases where practices of this nature may be admitted under antitrust legislation must be previously examined by the Legal Department.

F. Company Purchases

Making the purchase of a supplier product subject to them latter acquiring, in return, products from the Company is not allowed, except in cases of compatibility with antitrust legislation, to be subject to a specific legal opinion.

It should be noted that the acquisition of goods and services through a bidding process, when applicable, does not rule out the impact of the rules pertaining to Antitrust Law. Accordingly, in Company purchases subject to contracting through a bidding procedure, the principles and rules of the Antitrust Law must be applied, in order to obtain the most advantageous contracting for PETROBRAS.

G. Price War and Sales Terms

The antitrust legislation establishes that discrimination against purchasers or suppliers of goods or services through differentiated price fixing, or operational conditions of sale or provision of services, may constitute an infringement of the economic order.

Although a differentiated price or a discount may be allowed by antitrust legislation in certain cases, such as to compete with a given offer from other competitors or to reflect possible cost savings, such situations require specific analysis.

The Company's pricing policies for its various products and their subsequent modifications must be previously reviewed by the Legal Department, including those regarding discounts and promotions.

VIII. Relationships with Subsidiaries and Affiliates

The Company will not grant undue privileges to its subsidiaries and affiliated companies regarding prices, discounts, or other unjustified advantages based on the provisions of the antitrust legislation, without prejudice to the other applicable rules.

IX. Information Requirements and Antitrust Investigations

It is Company policy to cooperate with investigations conducted by national and foreign antitrust authorities. This, however, does not imply the waiver of any rights, actions or claims of the Company to defend its interests and rights.

Information requests made to the Company by an antitrust authority or any other must be answered after consulting the Legal Department. The Company will not grant undue privileges to its subsidiaries, controlled companies and affiliates, regarding prices, discounts or other unjustified advantages based on the provisions of the antitrust legislation, without prejudice to the other applicable rules.

X. Improper Conduct, Documentation, and Internal Audits

In compliance with this Code, it is important to avoid, not only potential violations of antitrust legislation, but also any behavior that may be considered inappropriate, suggesting non-compliance with that legislation.

In this sense, the Company's administrators, managers, employees and collaborators must avoid witnessing or engaging in inappropriate discussions that contradict the principles and rules provided for in the Antitrust Code of Conduct and must immediately and unmistakably dissociate themselves from such discussions.

In the context of cartel investigations, the exchange of information between competitors is prohibited, especially if the communications concern the following matters:

- *Prices, sales conditions, discounts;*
- *Price increase or reduction plans;*
- *Product price margin;*
- *Sales volumes of products or services;*
- *Market division (geographic or customers);*
- *Information about companies' strategic plans;*
- *Matters related to prices and commercial conditions of specific suppliers or customers;*
- *Any other confidential information.*

Without prejudice to the preservation of Company secrets, communications or correspondence must not be treated surreptitiously by Company managers and employees, nor conducted in a stealthy manner or contain language that may be misunderstood by third parties who may become aware of its content.

The sources of information about the competition and about the Company's business decisions must be consistently documented, according to the internal rules in force. Misunderstandings must be avoided and corrected when necessary.

The Company must ensure that its files are faithful and do not use ambiguous words that may have unwanted meanings, and the regular and extraordinary work of internal auditing must ensure compliance with the rules and other provisions of this Code.

Confidential Communication

Any violations of the provisions of this Code must be reported, and at the discretion of the interested party, they can be directed to an immediate superior or directly to the Legal Department, and the confidentiality of the communication must always be safeguarded in accordance with the Company's internal rules and applicable laws.

Supplementary Provisions

The Executive Board is responsible for complying with and enforcing the provisions of this Antitrust Code of Conduct, and is responsible for approving the regulations, complementary guidelines, and internal control and training procedures necessary for its full compliance.

Alterations to the Antitrust Code of Conduct

It is incumbent upon the Company's Executive Board to approve any changes to this Code.

PETROBRAS

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