

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

ADMINISTRATIVE PROCEEDING
File No. 3-18843

In the Matter of

PETRÓLEO BRASILEIRO S.A. –
PETROBRAS

Respondent.

PETROBRAS FAIR FUND NOTICE TO POTENTIALLY ELIGIBLE CLAIMANTS

TO: Persons who purchased or otherwise acquired Petrobras common American Depository Shares (ADS) and/or preferred ADS (“Eligible Securities”) during the period from March 1, 2010 through April 22, 2015, inclusive (“Relevant Period”).¹

If you purchased or acquired Eligible Securities during the Relevant Period, you may be entitled to a recovery from the Fair Fund (as defined below) (hereinafter a “Potentially Eligible Claimant”). Under the terms of the Distribution Plan for the Petrobras Fair Fund (the “Plan”), you must submit a Proof of Claim Form to Epiq Class Action & Claims Solutions, Inc. (“Epiq” or the “Fund Administrator”) with the necessary documentation so that it is received by JANUARY 10, 2022 (the “Claims Bar Date”) to be eligible to recover from the Petrobras Fair Fund (“Fair Fund”).

I. Purpose of this Notice.

The purpose of this Potentially Eligible Claimant Notice (“Notice”) is to inform you that you may be entitled to share in the proceeds of the Fair Fund described herein. Copies of this Notice are being mailed to all Potential Eligible Claimants who purchased or acquired Eligible Securities during the Relevant Period and whose names and addresses are in Epiq’s database, but did not file a claim in the Class Action. Copies of this Notice and the claim form approved for the filing of a claim in connection with the Fair Fund (“Proof of Claim Form”) are available on the Fair Fund’s website at www.PetrobrasFairFund.com and through the website of the United States Securities and Exchange Commission (the “SEC” or “Commission”) at www.sec.gov. As explained in greater detail below, if you are a Potentially Eligible Claimant, you must submit a Proof of Claim Form in accordance with the steps set forth in this Notice and in the Plan, to be eligible to share in the Fair Fund.

Please Note: Receipt of this Notice does not mean you are eligible to receive a Distribution Payment. In addition, the Fund Administrator does not have information regarding your potentially eligible transactions.

NOTE TO INSTITUTIONAL FILERS. Claims with 100 or more transactions or on behalf of 20 or more different accounts must be submitted electronically and in the required format. To obtain the mandatory electronic filing requirements and file layout, you may visit the Fair Fund’s website at www.PetrobrasFairFund.com or you may email Epiq Global (“Epiq” or the “Fund Administrator”) at EClaim@epiqglobal.com. Any submission not in accordance with the required electronic filing format may be rejected. Proof of authority to submit a Proof of Claim Form on behalf of any managed accounts must be submitted with any Proof of Claim Forms for such accounts. If you intend to file electronically, you can submit and track the history of your claims by using our secure website, GCG ICE (www.gcgice.com), which is available 24/7. GCG ICE allows institutional investors to upload electronic claims and documents, track the history and status of submissions, view claim rejections and how to fix them, update contact information, and receive important status alerts via email.

PLEASE READ THIS NOTICE CAREFULLY AND IN ITS ENTIRETY BECAUSE YOU MAY BE ENTITLED TO A RECOVERY FROM THE FAIR FUND. THIS NOTICE CONTAINS IMPORTANT INFORMATION REGARDING YOUR ABILITY TO SHARE IN THE PETROBRAS FAIR FUND.

¹ Any capitalized terms used in this Notice that are not otherwise defined herein shall have the meaning ascribed to them in the Plan, which is available on the website established for the Fair Fund at www.PetrobrasFairFund.com.

II. Background.

The Commission's Order arose out of substantially similar facts and occurred during substantially the same time period as the violations alleged in the related class action ("Class Action"). The Order found that, from at least 2003 to April 2012, Petrobras engaged in a large-scale expansion of its infrastructure for producing oil and gas, a matter of significant interest to investors. During the same period, certain former senior Petrobras executives (the "Corrupt Executives") worked with Petrobras's largest contractors and suppliers to inflate the cost of Petrobras's infrastructure projects by billions of dollars. In return, the companies executing those projects paid billions of dollars in kickbacks that typically amounted to 1% to 3% of the contract cost. The kickbacks were paid to the Corrupt Executives and conspiring politicians and political parties, including the Brazilian politicians to whom the Corrupt Executives owed their jobs at Petrobras. These same executives submitted misleading documents as part of Petrobras' internal process of preparing its filings with the Commission.

The overcharges caused by the kickbacks resulted in an inflation of property, plant and equipment ("PP&E") in Petrobras's financial statements, including its fiscal year 2009 financial statements that were included in its Form 20-F. The same executives also engaged in other bribery schemes with companies that sought to win contracts with Petrobras or to obtain better terms for those contracts. This scheme generated millions of dollars in bribes that the Corrupt Executives used for their own benefit and for the benefit of their political patrons. Petrobras failed to detect and disclose these corruption schemes. As a result of the Corrupt Executives' failure to implement Petrobras's internal controls, their exploitation of deficiencies in those controls, and their submission of false certifications in connection with Petrobras's internal process for preparing its Commission filings, Petrobras made material misstatements and omissions in filings made with the Commission and in documents relating to a \$69.9 billion global public offering of equity securities in 2010. The offering was intended to raise funds for Petrobras's ongoing expansion of its business, and included approximately \$10 billion in American Depositary Shares ("ADSs") in the United States.

The Commission ordered Petrobras to pay disgorgement of \$711,000,000 plus prejudgment interest of \$222,473,797, for a total payment of \$933,473,797. This amount was subject to reduction by any payment by Petrobras to the Class Action, up to and including the entire amount of the obligation. The Commission further ordered Petrobras to pay a civil money penalty of \$853,200,000, subject to reductions of up to \$682,560,000 and \$85,320,000 for monies paid to the Brazilian authorities and the United States Department of Justice respectively, resulting in a post-reduction minimum penalty of \$85,320,000 to be paid within one year. Pursuant to Section 308(a) of the Sarbanes-Oxley Act of 2002, the Commission established the Fair Fund, so that the civil penalties could be distributed to harmed investors. The Fair Fund includes the \$85,320,000 paid by the Respondent. The Commission ordered Petrobras to pay all reasonable administrative costs and expenses of the distribution, including payments of taxes and the premium fee for the administrator bond. On March 25, 2019, Petrobras paid \$85,320,000, satisfying the reduced penalty in full, into the Fair Fund, pursuant to the Order.

The Commission appointed Miller Kaplan Arase LLC, as the tax administrator ("Tax Administrator") of the Fair Fund on November 20, 2020. The Commission issued an order appointing Epiq Systems, Inc. ("Epiq") as the fund plan administrator ("Fund Administrator") of the Fair Fund on January 6, 2020.

III. The Class Action².

The Fair Fund is separate and independent from the settlement funds previously established in the Class Actions. However, the Fair Fund relates to allegations similar to those asserted in the Class Actions during the Relevant Period, which is subsumed in the Class Action period.

IV. Eligibility Criteria and Allocation for the Fair Fund.

Overview of the Plan: In total, \$85,320,000 was paid into the Petrobras Fair Fund. The Commission has jurisdiction of the Fair Fund and shall retain control of the assets of the Fair Fund. The Fair Fund is currently deposited in a Commission designated SEC interest-bearing account, where it will be held until a disbursement is ordered. It is not anticipated that the Fair Fund will receive additional funds, other than accumulated interest and earnings from investment. The Net Available Fair Fund shall be distributed to Claimants who either (a) already submitted a Claim that was approved in the Class Action; (b) submitted a Claim that was determined to be deficient in the Class Action who now cure such deficiencies, and/or (c) submit Proof of Claim Forms to the Fund Administrator on or before the Claims Bar Date, and also are finally determined by the Fund Administrator to be eligible for a distribution ("Eligible Claimants").

² *In re Petrobras Securities Litigation*, No. 14-cv-9662 (S.D.N.Y. Dec. 8, 2014).

The Fund Administrator is responsible for determining the amount of each Eligible Claimant's share of the distribution calculated pursuant to the methodology of the Plan of Allocation as set forth in Exhibit B of the Plan ("Recognized Claim").

To qualify for a Distribution Payment from the Fair Fund, Claimants must satisfy the criteria used to calculate a Recognized Claim as set forth in Exhibit B (Plan of Allocation) to the Plan, available on the Fair Fund website.

You are excluded from participation in the Fair Fund if you are:

- a. Respondent;
- b. Any person who was an officer or director of Petrobras during the Relevant Period, including, but not limited to, the Corrupt Executives identified by the SEC and the Individual Defendants as defined in the Class Action;
- c. Any firm, trust, corporation, officer, or other entity in which Respondent has or had a controlling interest;
- d. The advisers, agents, affiliates, nominees, assigns, creditors, heirs, distributees, spouses, parents, children, or controlled entities of any Excluded Party; and/or
- e. Petrobras's directors' and officers' liability insurance carriers, and any affiliates or subsidiaries thereof.

Should the total Recognized Claims of all Eligible Claimants exceed the Net Available Fair Fund, the Fund Administrator will distribute funds to the Eligible Claimants based upon a *pro rata* distribution formula. The Fund Administrator shall determine each Eligible Claimant's *pro rata* share of the Fair Fund based upon each Eligible Claimant's Recognized Claim divided by the total Recognized Claims of all Eligible Claimants, multiplied by the total amount in the Net Available Fair Fund ("*Pro Rata Share*").³

V. Proof of Claim Forms and Required Documentation.

PROOF OF CLAIM FORMS ARE AVAILABLE ON THE FAIR FUND'S WEBSITE AT WWW.PETROBRASFAIRFUND.COM. YOU MAY ALSO REQUEST COPIES OF PROOF OF CLAIM FORMS BY CALLING THE FAIR FUND'S TOLL-FREE HOTLINE AT (800) 665-0329 OR BY EMAIL AT QUESTIONS@PETROBRASFAIRFUND.COM. PROOF OF CLAIM FORMS MUST BE SUBMITTED TO THE ADDRESS BELOW AND RECEIVED BY JANUARY 10, 2022.

**PETROBRAS FAIR FUND
c/o Epiq
Fund Administrator
P.O. BOX 10573
DUBLIN, OH 43017**

IF YOU FAIL TO TIMELY SUBMIT A COMPLETED PROOF OF CLAIM FORM, YOU MAY BE BARRED FROM RECEIVING A PAYMENT FROM THE FAIR FUND. THE PROOF OF CLAIM FORM MUST BE ACCOMPANIED BY APPROPRIATE SUPPORTING DOCUMENTS FOR EACH TRANSACTION FOR WHICH YOU SUBMIT A CLAIM.

If you submit a Proof of Claim Form that fails to provide all required information, or is otherwise deficient, you may receive a Claim Deficiency Notice advising you of the reason(s) why the claim is deficient and instructions concerning how to cure such deficiencies.

VI. Claims Determination.

The Fund Administrator shall mail a notice advising each Claimant that submitted a Proof of Claim Form of the determination concerning such claim. If a claim is denied in whole or in part, the Fund Administrator will state the reason for such denial.

All determinations of the Fund Administrator that are made in accordance with the Plan shall be final and not subject to appeal.

³ No Claimant shall receive a Distribution Payment unless his, her or its Recognized Claim calculated pursuant to the Plan of Allocation, attached as Exhibit B, results in a payment that is equal to or greater than \$10.00.

VII. Other Claims.

Upon receipt and acceptance of a distribution from the Fair Fund, you shall be deemed to have released any claims you may have against the Fund Administrator and its agents. By participating in the distribution of the Fair Fund, you will not be releasing any rights or claims you may have against any other party, including, but not limited to, Petrobras and Petrobras's past and present directors, officers, advisors and agents.

VIII. Additional Information.

Additional information regarding the Fair Fund may be found at www.PetrobrasFairFund.com. Proof of Claim Forms may be downloaded from the website. You may obtain additional information or request copies of Proof of Claim Forms by calling the Fair Fund's toll-free hotline at (800) 665-0329 or by emailing Questions@PetrobrasFairFund.com.

PLEASE CHECK THE WEBSITE
WWW.PETROBRASFAIRFUND.COM
FREQUENTLY FOR UPDATES