



PETRO RIO S.A.

CNPJ/MF No. 10.629.105/0001-68

NIRE: 33.3.0029084-2

Publicly Held Company

**Meeting of the Board of Directors
HELD ON MARCH 20, 2020 AT 2 PM**

INTERNAL REGULATION OF THE BOARD OF DIRECTORS

1. Corporate Purpose

1.1. The purpose of this Internal Regulation ("Regulation") is to govern the operation, structure, organization, duties and responsibilities of the Board of Directors ("Board") of Petro Rio S.A. ("Company"), as well as the relationship between the Board, its committees and the other bodies of the Company, in compliance with good corporate governance practices.

1.2. The Board's activities are governed by Law No. 6.404, of December 15, 1976, as amended ("Brazilian Corporate Law"), by the Company's Bylaws, by this Regulation, by the Novo Mercado Listing Regulations of B3 S.A. – Brasil, Bolsa, Balcão ("B3") and the regulations issued by the Brazilian Securities Exchange Commission ("CVM"), without prejudice to other applicable legal and regulatory rules.

1.3. The Board, by deliberation approved by the majority of its members, may change this Regulation, and the amendment proposal shall accompany justification about the causes and the scope of the intended change.

1.4. This Regulation was unanimously approved by the Board members at a meeting held on March 20, 2020.

1.5. In case of conflict between the provisions provided for in this Regulation and the Company's Bylaws, the provisions of the Bylaws shall prevail.

2. Responsibilities, Powers and Duties

2.1. The Board is an administrative body of collegiate deliberation, established in accordance with the Company's Bylaws, which is primarily responsible for setting the general orientation of the Company's business and for deciding strategic issues and monitoring the development of the Company's operational and commercial plans executed by other management bodies.

2.2. The Board's mission is to guide the business of the Company and its direct or indirect subsidiaries, with a view to protecting and valuing the Company's equity and optimizing the return on investment in the long term, allowing its objectives and best interests to be met.

2.3. The Board shall perform, in addition to the duties provided for in Article 142 of the Brazilian Corporate Law and the other rules applicable to it, the duties established in the Company's Bylaws, which are listed in article 4 below, always aiming to follow the guidelines below:

- (i) Promote and observe the business purpose of the Company and its subsidiaries;
- (ii) Ensure the Company's values and purposes and outline its strategic guidelines, including with regard to strategic planning and annual budget;
- (iii) Ensure that the Company adopts an agile management structure, composed of qualified professionals with an unblemished reputation;
- (iv) Support and continuously supervise the management of the Company's business, including with regard to risks and people; and
- (v) Prevent and manage conflicts of interest situations so as to ensure prevalence of the Company's interest, at all times.

2.4. Without prejudice to other duties provided for by law or at the Company's Bylaws, the Board is responsible for resolving on the matters listed below:

- a) define policies and set budget guidelines for conducting business, as well as the general orientation of the Company's business;
- b) elect and dismiss the Company's Executive Officers;
- c) distribute the overall compensation set by the Shareholders' Meeting among the members of the Board of Directors and the Board of Executive Officers;
- d) resolve on the call of a Shareholders' Meeting whenever it deems convenient, or in the case provided for in article 132 of the Brazilian Corporate Law;

- e) oversee the Officers' management, with powers to examine, at any time, the books and documents of the Company, and request information on the contracts/agreements executed or under execution, and any other acts;
- f) examine the quarterly results of the Company's transactions;
- g) select and dismiss independent auditors, observing, in this selection, the provisions of the applicable legislation;
- h) examine the Management Report and the accounts of the Board of Executive Officers, and resolve on its submission to the Shareholders' Meeting;
- i) examine the management proposal for annual distribution of dividends, whose final approval shall be incumbent upon the Shareholders' Meeting;
- j) approve the distribution of interim or inserted dividends, and/or payment of interest on net equity based on semi-annual, quarterly or monthly balance sheets;
- k) authorize the issuance of shares of the Company, provided this is carried out within the limit authorized in article 7 of the Company's Bylaws, establishing the issuance conditions, including, price, terms and deadline for full payment, with powers to exclude – or reduce the time limit for – the preemptive right upon the issuance of shares and warrants whose placement shall be made upon sale in the stock exchange or by public subscription, or in a public offering for the acquisition of control, under the terms established in law;
- l) resolve on the acquisition by the Company of shares it has issued to be held in treasury and/or for future cancellation or disposal;
- m) resolve on the issuance of warrants, within the authorized capital limit, establishing the conditions for their issuance, including price and deadline for their full payment;
- n) approve the granting of stock option or subscription of shares issued by the Company, without the preemption right for shareholders, on behalf of the managers of the Company, its employees or individuals that provide services to the Company, which option may be extended to the managers or employees of the companies controlled, directly or indirectly, by the Company, under the terms and conditions of the plan(s) previously approved by the Shareholders' Meeting;

- o) resolve, regardless of the amount, on (i) the issuance of simple debentures, not convertible into shares and without collateral; (ii) the conditions of the debentures (except those mentioned in letter “i” of this item) and the opportunity for their issuance provided by the Shareholders’ Meeting pursuant to the Brazilian Corporate Law;
- p) approve the establishment of security interest on the Company’s assets;
- q) approve the authority plan of the Company’s Board of Executive Officers (“Authority Plan”) and the provision of any guarantees (including from its controlled companies or wholly-owned subsidiaries), as well as the practice, execution or assumption by the Company of any act, legal business or obligation that exceeds the limits of the Company’s Authority Plan and Policies (as defined below) and that is not the exclusive responsibility of the Shareholders’ Meeting;
- r) elect the members of the technical and advisory committees established by the Board and the members of the Audit Committee, established pursuant to the Company’s Bylaws;
- s) declare to be favorable or contrary in relation to any public offer of acquisition of shares whose target are the shares issued by the Company, by means of prior justified opinion, announced within 15 (fifteen) days as of the publication of the invitation for public offer of acquisition of shares, which shall include at least (i) the convenience and opportunity of the public offer of acquisition of shares regarding the interest of the group of shareholders and in relation to the liquidity of the securities they own; (ii) the effects of the public offer of acquisition of shares over the interests of the Company; (iii) the strategic plans announced by the party making the offer in relation to the Company; (iv) other points which the Board of Directors consider relevant, as well as the information required by the applicable rules established by CVM;
- t) opine in relation to (i) any private offer submitted to the Company’s management for the acquisition of shares of the Company and/or its subsidiaries and/or (ii) any proposed corporate transaction that affects the distribution or composition of the capital stock of the Company and/or its subsidiaries, including, without limitation, (1) the acquisition and/or subscription of equity interests by the Company and/or its subsidiaries, paid off or paid with shares, other securities or subscription rights issued by the Company and/or its controlled companies, (2) the exchange of securities issued by the Company and/or its subsidiaries with similar interest in the capital of other entities, (3) the merger of other entities into the company and/or its subsidiaries, and (4) the incorporation, by the Company and/or its subsidiaries, of shares (incorporation of shares), bonds or interests issued by other entities.

The opinion shall be provided as soon as possible and will address the terms and conditions of the private offer and/or proposed corporate transaction; and

u) approve the following organizational documents of the Company (collectively, the "Company's Policies"), as well as its amendments: (i) the Managers Compensation Policy; (ii) the Policy for Nomination of Board members, its advisory committees and Board of Executive Officers; (iii) the Company's Internal Regulation or Regimental Acts and its administrative structure (including, without limitation, this Regulation); (iv) the Risk Management Policy; (iv) the Policy on Transactions with Related Parties; (v) the Disclosure, Use of Information and Securities Trading Policy.

3. Membership, Term of Office and Investiture

3.1. The Board is composed of 5 (five) to 11 (eleven) sitting members, shareholders or not, elected by the Shareholders' Meeting, with a unified term of office of a maximum of 2 (two) years, reelection permitted.

3.2. The Board will have 1 (one) Chairman and may have 1 (one) Vice-Chairman, elected by the majority of the Board members.

3.2.1. In the event of absence or temporary impediment of the Board's Chairman, the Vice-Chairman shall assume the duties of the Chairman. In the event of absence or temporary impediment of the Board's Chairman and Vice-Chairman, the Chairman's duties will be exercised by other Board member chosen by the majority of the Board members.

3.3. Only an individual who fulfills the following requirements can be elected to the Board: (i) not to be impeded by special law, or convicted of bankruptcy, malfeasance, graft or bribery, extortion, embezzlement, against the popular economy, public faith or property, or the criminal penalty that prohibits, even temporarily, access to public offices, as provided for in §1 of article 147 of the Brazilian Corporate Law; (ii) not to be sentenced to a penalty of suspension or temporary disqualification applied by CVM, which makes it ineligible for the management positions of publicly-held companies, as established in §2 of article 147 of the Brazilian Corporate Law; (iii) have an unblemished reputation pursuant to §3 of article 147 of the Brazilian Corporate Law; and (iv) not to hold a position in a company that can be considered a competitor of the Company, and not to have, or represent, a conflicting interest with that of the Company, pursuant to items I and II of §3 of article 147 of the Brazilian Corporate Law.

3.4. The Board members are invested in their respective office by signing the term of investiture, drawn up in the Board's Minutes of Meeting book, meeting the applicable legal requirements, and signing the term of adherence to the Company's Policies, especially the Company's Disclosure, Use of Information and Securities Trading Policy, as well as filling in the information required by CVM and B3.

3.5. Within 5 (five) business days after the election of new directors, the Company will coordinate the necessary measures for the investiture of the Board members, with regard to the availability of the respective terms of investiture.

3.6. Subject to the obligation of confidentiality inherent in the duty, the Board members will have access to relevant documents and information for the exercise of their roles, and any request for documents or information shall be submitted to the Board's Secretary, with a copy to the Board's Chairman, who will be responsible for forwarding it to the Board of Executive Officers for the necessary measures. The Board of Executive Officers shall respond to requests received in the shortest possible time, respecting the regular course of the Company's business, in order to avoid impacts on the regular conduct of its activities.

3.7. The Board members shall deliver to the Company, within 5 (five) months after the end of the fiscal year and when public offers for distribution of shares are made, a list indicating the positions they take on management boards, fiscal councils, committees and executive bodies of other companies or entities.

4. Directors' Duties

4.1. The following are duties of the Board of Directors' member ("Director"), in addition to those provided for by the Brazilian Corporate Law and those that the applicable regulations and the Bylaws impose on it: (i) attend the meetings previously prepared, with the examination of the documents made available, and participate actively and diligently in them; (ii) keep confidentiality about any and all information to which it has access due to the exercise of its position, as well as require the same confidential treatment of the professionals who provide it with advice, using it only for the exercise of its duties as director, under penalty to be accountable for the act that contributes to its improper disclosure; (iii) refrain from intervening, alone or jointly with a third party, in any business with the Company, its controlled companies and affiliates, controlling companies and also between the Company and the controlled and affiliated companies of the managers and controlling shareholders, as well as other companies that, with any of these persons, integrate the same group of fact or of law, except with prior and specific approval of the Board; (iv) declare, prior to the deliberation, that, for any reason, has a particular or conflicting interest with

that of the Company regarding the particular matter submitted to its analysis, abstaining from its discussion and voting; and (v) ensure the application of the best corporate governance practices.

5. Board's Chairman.

5.1. The Board's Chairman ("Chairman") will have the following duties, without prejudice to others provided by the Bylaws and the Brazilian Corporate Law:

- (i) ensure the effectiveness and good performance of the Board, call Shareholders' Meetings and the Board's Meetings;
- (ii) appoint the chairman of the Shareholders' Meeting, in the event of absence of the Company's Chief Executive Officer;
- (iii) call, establish and preside over the Board's Meetings;
- (iv) appoint the members of the Nominating Committee, provided for in paragraph 5 of Article 19 of the Company's Bylaws, which will be presided over by the Company's employee, manager or service provider responsible for managing the Company's compliance program.
- (v) organize and coordinate, with the collaboration of the Board's Secretary, the agenda of the meetings, after hearing the other Directors and, if applicable, the Global Chief Executive Officer and other officers;
- (vi) ensure that Directors receive complete and timely information on items included in the meeting agenda;
- (vii) ensure effectiveness of the monitoring and assessment system, by the Board, the Company, the Board of Executive Officers itself and of each member of these bodies;
- (viii) align the Board activities with the interests of the Company, its shareholders and other interested parties;
- (ix) coordinate the activities of other directors;
- (x) submit Directors' compensation apportionment proposal to the Board;

- (xi) ensure that the Directors receive individually, with due advance in relation to the date of the meeting, the documentation containing the information necessary to allow the discussion and deliberation of the matters to be addressed, including, when applicable, the proposal of the Board of Executive Officers and technical and legal expressions;
- (xii) propose to the Board the Annual Meetings Schedule;
- (xiii) comply with and enforcing this Regulation;
- (xiv) represent the Board in its relationship with the Company's statutory and non-statutory committees, with the Board of Executive Officers and their internal and external audits, signing, when necessary, mails, invitations and reports addressed to them, without prejudice of the direct relationship of the directors and members of the committees with the referred bodies.

6. Board's Secretary

6.1. The Board's Secretary will be chosen by the Board's Chairman from among professionals of recognized technical competence and knowledge in the areas of law, corporate governance and Company operations, and it shall advise the Board.

6.2. The following are duties of the Board's Secretary:

- (i) organize the agenda of the matters to be addressed, based on requests from Directors and consultation with the Officers, submitting it, prior to distribution, to the Board's Chairman;
- (ii) issue the call for meetings with the advance provided for in this Internal Regulation and with the indication of the matters to be addressed, providing the Directors with the documents necessary for the analysis of the matters to be resolved, including, when applicable, the proposal of the Board of Executive Officers and the technical and legal expressions;
- (iii) serve as secretary of the meetings, prepare and draw up minutes in specific books that objectively summarize the matters addressed and the deliberations taken on the Board, collect the signatures of the attendees, in addition to recording the attendance of any invited guests.

- (iv) request the Company to take measures regarding the filing of minutes with the competent bodies and arranging for their publication, if applicable, in the official press body and in a widely read newspaper;
- (v) keep a file of the documentation submitted at the meetings;
- (vi) arrange, upon the investiture of a new Director(s), all the documentation provided for in article 5 of this Regulation, obtaining a signature on the documents that are necessary;
- (vii) monitor, with Management, the progress of the implementation of the Board's deliberations;
- (viii) ensure that requests made by the Board are met in a timely manner;
- (ix) take care, together with the Board of Executive Officers, of the documents required to comply with the corporate law, the CVM - the Brazilian Securities Exchange Commission's and B3 Novo Mercado's Regulation.

7. Board's Meetings

7.1. The Board will meet, ordinarily, 4 (four) times a year, every quarter and, extraordinarily, whenever called by its Chairman, by means of a written notice delivered with a minimum advance of 5 (five) days, and with presentation of the agenda of matters to be addressed. The calls may be made by letter with return receipt or by any other means, electronic or not, that allows proof of receipt.

7.2. On urgent basis, the Board's Meeting may be called by the Chairman, without the observance of the above-mentioned time limit, provided all the other Board members are clearly aware of the meetings.

7.3. The meeting attended by all Directors will be considered regular.

7.4. The Board's Meetings, annual and extraordinary, will only be established, in the first call, with the presence of at least $2/3$ of its members. On second call, which shall be the purpose of a new communication to the Directors in the manner described in the Bylaws, sent immediately after the date set for the first call, the meeting shall be established with any number of attending Directors.

7.5. The Board's Meetings will be presided over by the Board's Chairman and the secretary will be whoever it nominates, who may or may not be a director. In the event of temporary absence of the Board's Chairman, these meetings will be presided over by the Board's Vice-Chairman or, in its absence, by a Director appointed by the Chairman, and whoever chairs the meeting may appoint the secretary.

7.6. The Chairman, at its own initiative or at the request of any director, may call officers and/or the Company's staff to attend meetings and provide clarifications or information on the matters in the agenda. Accordingly, experts can also be called, if required.

8. Agenda and Organization.

8.1. The Board's Secretary is responsible, after approval by the Board's Chairman, for preparing the agenda and schedule of the meetings, after hearing the other directors, officers and specialized committees, if applicable, and also for the organization of the procedures and sequence of events of each meeting.

8.2. Once the quorum for holding the meeting is verified, the works will obey the following order: (i) opening of the session; (ii) provision of initial clarifications by the Chairman; (iii) brief reading to discuss the agenda to be submitted to the vote; (iv) presentation, discussion, submission of proposals and voting on agenda items, in the order proposed by the Chairman; (v) presentation of proposals, opinions and communication from the directors.

8.3. The deliberations will be taken by the majority of the attendees votes. In the event of a tie, the Chairman shall hold a casting vote.

8.3.1. The discussion and resolution will be restricted, exclusively, to the matters included in the agenda, and topics foreign to those contained in the agenda shall not be addressed, except if in the respective meeting there is the attendance of all sitting members and no opposition from any director.

8.3.2. Sessions will be suspended or ended, whenever circumstances require it, at the request of any director and with the Board approval. In the event of suspension, the Chairman shall set the date, time and place for its continuation, with no need for a new call.

8.3.3. The facts that occurred and the resolutions will be registered in the minutes, which will record the decisions made, abstention of votes due to conflicts of interests,

responsibilities and deadlines, and shall be recorded in the Board of Meetings Minutes Book and signed.

8.3.4. In the event of resolutions or discussions that have been the subject of conflict between directors, the minutes shall be signed before the end of the respective meetings.

8.3.5. No member of the Board may have access to information, take part in resolutions and discussions of the Board or any managing bodies, vote or, in any manner, intervene in the matter in which it is directly or indirectly in a conflict with the Company's interests, as provided for by law.

8.4. The secretary of the Board's Meetings will be responsible for drawing up the minutes, collecting the signature of the Directors physically attending the meeting, and also of those who participate remotely, in the form of the *caput* of this article, and shall later record it in the Board's Minutes Book, which shall be signed by all Directors physically, remotely, or in other manner attending the meeting.

8.5. Directors may participate in the Board's Meetings by means of a conference call, videoconference or other means of electronic communication and will be considered present at the meeting, and shall send confirmation of their vote in writing until the end of the respective meeting by facsimile or electronic mail, the chairman of the meeting being vested of powers to sign the respective Board's minutes of meeting on behalf of the director who is not physically present.

8.6. In the event of absence, except for the Board's Chairman, who will be replaced pursuant to 3.2.1 of this Regulation, the Board members will be replaced solely and exclusively as follows and in the following order: (i) by their specific alternate, if any; and, (ii) in its absence or impediment, by a sitting director, provided that by means of a previously defined vote instruction, being hereby established that the sitting director appointed to represent the absent director is authorized to present its own vote and, also, the vote of the absent director.

8.6.1. The voting instructions provided for in letter "ii" of item 8.6 may be carried out by electronic mail and shall be submitted to the Board's Chairman and filed at the Company's headquarters.

8.6.2. Representation of any members of the Board through lawyers, attorneys, third parties or anyone other than a director is expressly prohibited.

8.7. Any external collaborator authorized to participate in the Board's Meetings will, whenever necessary, sign a confidentiality term regarding the matters addressed in the respective meeting, as well as a statement attesting the absence of conflict of interest with the matters covered by the said meeting and with the activities carried out by the Company and that its participation in the relevant meeting is not intended to serve, in any instance, private interests and/or potential particular benefit of individual Board members, acting exclusively in line with the Company's best interests.

8.8. The Board may, by determination of the Chairman or resolution of the majority of its members, determine the contracting of specialists and experts to better instruct the matters subject to its resolution, or whenever there is evidence of violation of this Internal Regulation, the Company's Bylaws and the applicable legislation, by any of its managers, to contract to assist it, a company specialized in consulting, audit and risk management with the purpose of carrying out an investigative procedure aimed at proving and verifying the extent of the suspected violations.

8.9. The minutes of the resolutions intended to take effect before third parties will be made available, on a timely basis, on the Brazilian Securities Exchange Commission electronic system, accompanied by any statements submitted by the directors, and will be filed with the board of trade and published, pursuant to §1, of article 142, Brazilian Corporate Law.

8.10. If it is not possible to complete the minutes until the end of the respective meeting, the minutes shall be sent to the Directors by the second subsequent business day, for comments and reviews and their signature will occur within a maximum term of 02 (two) business days as of their submission.

8.11. In case of confidentiality or relevance, the Board can determine the non-disclosure of the minutes or portions of them. In this case, a summary of the minutes shall be developed, with non-confidential matters for disclosure, pursuant to the previous paragraph.

9. Specialized Committees

9.1. The Board, for better performance of its duties, may create committees or working groups with defined objectives, permanent or not.

9.2. Each committee must adopt an internal regulation and will be composed of a minimum of 3 (three) members and a maximum of 5 (five) members, the majority of whom are Directors.

9.3. The committees shall study the matters within their authority and prepare the proposals to the Board. Only the Board can make decisions.

9.4. The members of the specialized committees are subject to the same duties as the director, as defined in this Regulation.

9.5. The Board hereby determines that the Company will have, at least, the Audit Committee.

10. Budget

10.1. The Board will have its own annual budget, included in the Company's budget, which shall include the expenses related to consultations with external professionals to obtain specialized opinions on matters of relevance to the Company, as well as those necessary for the attendance of directors to the Company's meetings.

11. General Provisions

11.1. Questions arising out of the application of this Regulation will constitute a matter of order and will be resolved by the Board's Chairman, who will be responsible, if applicable, for suggesting any pertinent amendments and submit them for Board approval.

11.2. This Regulation may be amended at any time by resolution of the majority of the Board members.

11.3. This Regulation will be effective on the date it is approved by the Board and shall be filed at the Company's head office.

* * * * *