



**DOMMO ENERGIA S.A.**  
CNPJ/MF: 08.926.302/0001-05  
Publicly-held Company – B3: DMMO3



**ÓLEO E GÁS PARTICIPAÇÕES S.A.**  
CNPJ/MF: 07.957.093/0001-96  
Publicly-held Company – B3: OGXP3

### **Material Fact**

#### **- Approval of the Merger of Shares issued by Óleo e Gás Participações S.A. by Dommo Energia S.A. -**

**Rio de Janeiro, November 26, 2018 – Dommo Energia S.A. (B3: DMMO3; OTC: DMMOY) ("Dommo Energia") and Óleo e Gás Participações S.A. (B3: OGXP3; OTC: OGXPY.PK) ("OGPar" and jointly with Dommo Energia, the "Companies")** in accordance with Article 157, paragraph 4th, of Law No. 6,404/76 and CVM Rule No. 358/02 and, in line with the Material Fact dated October 25, 2018, hereby inform that, on the date hereof, it was approved, in the general shareholders' meetings of the Companies, the merger of shares of OGPar by Dommo Energia ("Merger of Shares"), as well as the waiver for Dommo Energia to adhere, at this moment, due to the Merger of Shares, to the Novo Mercado corporate governance segment of B3 S.A. – Brasil, Bolsa, Balcão. According to Law No. 6,404/76, the dissenting shareholders of both Companies that do not agree with the Merger of Shares will have the legal term of thirty (30) days as from the publication of the minutes of the mentioned general shareholders' meetings to exercise the withdrawal right, as disclosed by the Companies, provided that the management of both Companies reserves the right set forth in Article 137, paragraph 3<sup>rd</sup> of Law No. 6,404/76.

The Companies also inform that it was approved the issuance, by Dommo Energia, of subscription bonus to the OGPar's shareholders as an additional advantage to the shares issued as a result of the Merger of Shares. The subscription bonus will only be issued to the shareholders of OGPar that do not exercise the withdrawal right and, therefore, will only be delivered after the period for exercise of such right.

Finally, we highlight that the Dommo Energia's and the OGPar's shares will continue to be negotiated separately until the disclosure, by the Companies, of a notice informing the end of the withdrawal period and the possible exercise of the prerogative set forth in Article 137, paragraph 3<sup>rd</sup> of Law No. 6,404/76.

For further clarification, please contact the Investor Relations Department of the Companies.

### **Legal Notice**

This document contains Company-related statements and information that reflect the current vision and/or expectations the Company and its management have regarding its business plan. These include, among others, all forward-looking statements that involve forecasts and projections, indicate or imply results, performance or future achievements, and may contain words such as "believe," "foresee," "expect," "consider," "is likely to result in" or other words or expressions of similar meaning. Such statements are subject to a series of expressive risks, uncertainty and premises. Please be advised that several important factors can cause the actual results to diverge materially from the plans, objectives, expectations, estimations, and



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