Óleo e Gás Participações S.A.

Interim Financial Information (ITR) on September 30, 2018 and report on review of the interim financial information

Contents

Management Report

Óleo e Gás Participações S.A. (“OGpar” or the “Company”) announces its results for the period ended September 30, 2018. The interim financial information is presented in thousands of Brazilian Reais, except when indicated otherwise, and in accordance with the accounting practices adopted in Brazil and with the International Financial Reporting Standards (“IFRS”) issued by the International Accounting Standards Board (“IASB”).

Declaration by the Board of Executive Officers

Pursuant to Article 25 of CVM Instruction 480/2009, the Company’s Board of Executive Officers hereby declares that they have discussed, reviewed and agreed to the Independent Auditor’s Report issued by PricewaterhouseCoopers Auditores Independentes on November 14, 2018, and with the interim financial information for the period ended September 30, 2018.

Rio de Janeiro, November 14, 2018

(A free translation of the original in Portuguese)

Report on review of quarterly information

To the Board of Directors and Stockholders
Óleo e Gás Participações S.A.

Introduction

We have reviewed the accompanying interim accounting information of Óleo e Gás Participações S.A. ("Company"), included in the Quarterly Information Form (ITR) for the quarter ended September 30, 2018, comprising the balance sheet at that date and the statements of income and comprehensive income for the quarter and the nine-month period then ended, and the statements of changes in equity and cash flows for the nine-month period then ended, and a summary of significant accounting policies and other explanatory information.

Management is responsible for the preparation of the interim accounting information in accordance with the accounting standard CPC 21, Interim Financial Reporting, of the Brazilian Accounting Pronouncements Committee (CPC) and International Accounting Standard (IAS) 34, Interim Financial Reporting, issued by the International Accounting Standards Board (IASB), as well as the presentation of this information in accordance with the standards issued by the Brazilian Securities Commission (CVM), applicable to the preparation of the Quarterly Information (ITR). Our responsibility is to express a conclusion on this interim accounting information based on our review.

Scope of review

We conducted our review in accordance with Brazilian and International Standards on Reviews of Interim Financial Information (NBC TR 2410 - Review of Interim Financial Information Performed by the Independent Auditor of the Entity and ISRE 2410 - Review of Interim Financial Information Performed by the Independent Auditor of the Entity, respectively). A review of interim information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Brazilian and International Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusion on the interim information

Based on our review, nothing has come to our attention that causes us to believe that the accompanying interim accounting information included in the quarterly information referred to above has not been prepared, in all material respects, in accordance with CPC 21 and IAS 34 applicable to the preparation of the Quarterly Information, and presented in accordance with the standards issued by the CVM.

Emphases of Matters

Arbitration procedure for exclusion of the investee from Consortium BS-4 and new business plan

We draw attention to Note 1.2 to the quarterly information, which describes the details and the accounting effects of the judgement given regarding the first phase of the arbitration procedure regarding the exclusion of the Company's investee Dommo Energia S.A. ("Dommo") from the consortium of exploratory block BS-4. In this context, and as mentioned in note 1.2, the investee is preparing a new business plan that provides for a series of actions and measures for its full implementation. Our conclusion is not qualified in respect of this matter.

Corporate restructuring and going concern assumption

We draw attention to Notes 1.3 and 2 (a) to the quarterly information, which describes that on June 2, 2017, the Company and others filed in the 4th Business Court of the District of Rio de Janeiro, a request to close the Judicial Recovery process. The request was granted on August 2, 2017, without prejudice to the continuance of the judicial reorganization plans, which has as its objective the down-stream merger of the Company into its investee Dommo Energia S.A. during 2018. The quarterly information has threrefore been prepared assuming that the Company will not continue to operate as a going concern following the merger, and should be read in this context. Our conclusion is not qualified in respect of this matter.

Other matters

Statement of value added

We have also reviewed the statement of value added for the nine-month period ended September 30, 2018. This statement is the responsibility of the Company's management, and is required to be presented in accordance with standards issued by the CVM applicable to the preparation of Quarterly Information (ITR) and is considered supplementary information under IFRS, which do not require the presentation of the statement of value added. This statement has been submitted to the same review procedures described above and, based on our review, nothing has come to our attention that causes us to believe that it has not been prepared, in all material respects, in a manner consistent with the interim accounting information taken as a whole.

Audit and review of previous year's figures

The Quarterly Information (ITR) referred to in the first paragraph includes accounting information relating to income and the other comprehensive income for three and nine-month period ended September 30, 2017, changes in shareholders' equity (unsecured liability), cash flows and value added for the quarter ended September 30, 2017, obtained from quarterly information (ITR) for that quarter and balance sheet at December 31, 2017, obtained from the financial statements as of December 31, 2017, presented for comparison purposes. The review of the Quarterly Information (ITR) for the quarter ended September 30, 2017 and the audit of the financial statements for the year ended December 31, 2017 were conducted under the responsibility of other independent auditors, who issued an unmodified review report on November 10, 2017 which contained an emphasis of matter paragraph related to the exit from the judicial recovery plan, and an unmodified audit report dated March 7, 2018, which contained emphasis of matter paragraphs related to the arbitration proceeding involving the notification requiring the exclusion of Dommo from the BS-4 Consortium and aspects related to corporate restructuring and the going concern assumption.

Rio de Janeiro, November 14, 2018

PricewaterhouseCoopers
Auditores Independentes
CRC 2SP000160/O-5

Patricio Marques Roche
Contador CRC 1RJ081115/O-4

Óleo e Gás Participações S.A.
(Publicly Held Company)

Statements of financial position at September 30, 2018 and December 31, 2017

(Amounts in thousands of Reais)

	Note	9/30/2018	12/31/2017
Assets			
Current Assets			
Cash and cash equivalents	**5**	2	898
Marketable securities	**6**	48,648	35,882
Income tax, social contribution and other taxes recoverable	**9**	7,746	7,448
Credits with related parties	**10**	633	633
Other credits and prepaid expenses	**7**	23	210
Total Current Assets		**57,052**	**45,071**
Total Assets		**57,052**	**45,071**
Liabilities			
Current Liabilities			
Trade accounts payable	**11**	419	462
Income tax, social contribution and other taxes payable	**9**	4	2
Salaries and payroll charges		87	122
Loans with related parties	**10**	110,292	93,017
Other accounts payable		151	151
Total Current Liabilities		**110,953**	**93,754**
Equity (Unsecured Liabilities)			
Capital stock		8,821,155	8,821,155
Other comprehensive income		3,450	(9,316)
Accumulated losses		(8,878,506)	(8,860,522)
Total Equity (Unsecured Liabilities)		**(53,901)**	**(48,683)**
Total Liabilities and Equity (Unsecured Liabilities)		**57,052**	**45,071**

The accompanying notes are an integral part of the interim financial information.

Óleo e Gás Participações S.A.
(Publicly Held Company)

Statements of operations

Periods ended September 30, 2018 and 2017

(In thousands of Reais)

	Note	7/01/2018 to 9/30/2018	7/01/2017 to 9/30/2017	1/01/2018 to 9/30/2018	1/01/2017 to 9/30/2017
Operating revenue/(expenses)					
General and administrative expenses	13	(524)	(1,796)	(2,015)	(3,506)
Result from change of interest in associates		-	450,935	-	450,935
Realization of currency translation adjustments		-	(54,996)	-	(54,996)
Equity in the earnings of subsidiaries	8	-	27,574	-	(25,769)
Results before financial result and taxes		**(524)**	**421,717**	**(2,015)**	**366,664**
Financial results					
Financial revenue	14	79	126	243	440
Financial expenses	14	(1,757)	(1,453)	(5,444)	(4,648)
Net exchange variations	14	(2,205)	1,980	(10,768)	1,273
		(3,883)	**653**	**(15,969)**	**(2,935)**
Results before taxes		**(4,407)**	**422,370**	**(17,984)**	**363,729**
Income tax and social contribution	9	-	-	-	-
Net income (loss) for the period		**(4,407)**	**422,370**	**(17,984)**	**363,729**
Basic and diluted earnings (loss) per share - (in R$)	19			(0.55574)	11.24002

The accompanying notes are an integral part of the interim financial information.

Óleo e Gás Participações S.A.
(Publicly Held Company)

Statements of comprehensive income (loss)

Periods ended September 30, 2018 and 2017

(In thousands of Reais)

	7/01/2018 to 9/30/2018	7/01/2017 to 9/30/2017	1/01/2018 to 9/30/2018	1/01/2017 to 9/30/2017
Profit (loss) for the period	(4,407)	422,370	(17,984)	363,729
Currency translation adjustments (“CTA”)	-	65,845	-	55,204
Other comprehensive income	(345)	-	12,766	-
Total Comprehensive Income	**(4,752)**	**488,215**	**(5,218)**	**418,933**

The accompanying notes are an integral part of the interim financial information.

Óleo e Gás Participações S.A. (Publicly Held Company)

Statements of changes in equity (unsecured liabilities)

Periods ended September 30, 2018 and 2017

(In thousands of Reais)

	Capital stock	Capital reserve	Currency translation adjustments	Other comprehensive income (loss)	Accumulated losses	Total
Balances as at January 1, 2017	**8,821,155**	**30,362**	**(55,204)**	**-**	**(9,217,694)**	**(421,381)**
Share issue premiums of investees	-	20,523	-	-	-	20,523
Currency translation adjustments	-	-	208	-	-	208
Realization of currency translation adjustments	-	-	54,996	-	-	54,996
Reclassification adjustments in equity dilution	-	(50,885)	-	-	-	(50,885)
Net profit (loss) for the period	-	-	-	-	363,729	363,729
Balances as at September 30, 2017	**8,821,155**	**-**	**-**	**-**	**(8,853,965)**	**(32,810)**
Financial assets available for sale – fair value net variation	-	-	-	(9,316)	-	(9,316)
Net loss for the period	-	-	-	-	(6,557)	(6,557)
Balances as at December 31, 2017	**8,821,155**	**-**	**-**	**(9,316)**	**(8,860,522)**	**(48,683)**
Financial assets available for sale – fair value net variation	-	-	-	12,766	-	12,766
Net loss for the period	-	-	-	-	(17,984)	(17,984)
Balances as at September 30, 2018	**8,821,155**	**-**	**-**	**3,450**	**(8,878,506)**	**(53,901)**

The accompanying notes are an integral part of the interim financial information.

Óleo e Gás Participações S.A.
(Publicly Held Company)

Statements of cash flow

Periods ended September 30, 2018 and 2017

(In thousands of Reais)

	Note	9/30/2018	9/30/2017
Cash flow from operating activities:			
Profit (loss) for the period		**(17,984)**	**363,729**
Adjustments to reconcile loss with cash flow from operating activities:			
Equity in the earnings of subsidiaries	**8**	-	25,769
Result from change of interest in associates		-	(450,935)
Realization of currency translation adjustments		-	54,996
Unrealized exchange variations on loans and financing	**10**	10,219	(1,274)
Provision for interest/charges on financing payables	**10**	4,880	3,935
Cash provided by (used in) operations		**(2,885)**	**(3,780)**
Changes in assets and liabilities			
Other credits and related parties		187	(33)
Income tax, social contribution and other taxes recoverable	**9**	(298)	(96)
Trade accounts payable	**11**	(43)	(106)
Salaries and payroll charges		(35)	72
Income tax, social contribution and other taxes payable	**9**	2	(9)
		(187)	**(172)**
Net cash provided by (used in) operating activities		**(3,072)**	**(3,952)**
Cash flow from financing activities:			
Loans and financing with related parties	**10**	2,176	4,218
Net cash provided by financing activities		**2,176**	**4,218**
Cash and cash equivalents variations		**(896)**	**266**
Statements of cash and cash equivalents variations			
Opening balance of cash and cash equivalents		898	65
Closing balance of cash and cash equivalents		2	331
Cash and cash equivalents variations		**(896)**	**266**

The accompanying notes are an integral part of the interim financial information.

Óleo e Gás Participações S.A.
(Publicly Held Company)

Statements of value added

Periods ended September 30, 2018 and 2017

(In thousands of Reais)

	Note	9/30/2018	9/30/2017
Inputs acquired from third parties			
Materials, energy, outsourced services and others		(728)	(2,173)
Gross value added		**(728)**	**(2,173)**
Net value added produced by the Company		**(728)**	**(2,173)**
Value added received through transfer			
Equity in the earnings of subsidiaries	**8**	-	(25,769)
Result from the change of interest in associates		-	450,935
Realization of currency translation adjustments		-	(54,996)
Financial revenue and net exchange variation	**14**	243	1,713
		243	**371,883**
Total value added to distribute		**(485)**	**369,710**
Distribution of value added			
Employees			
Direct remuneration		1,017	1,079
Taxes			
Taxes, fees and contributions		270	254
Financial expenses, interest, exchange variations and other	**14**	16,212	4,648
Profit (loss) for the period		(17,984)	363,729
Total value added distributed		**(485)**	**369,710**

The accompanying notes are an integral part of the interim financial information.

Notes to the interim financial information

(Amounts expressed in thousands of Brazilian Reais - except when indicated otherwise)

1 Operations

1.1 Corporate Structure

Óleo e Gás Participações S.A. ("OGpar" or the "Company") was founded on April 10, 2006, under the name Centennial Asset Participação Corumbá S.A. After a spin-off of the net assets associated with businesses other than oil and gas, on September 3, 2007 the Company's name was changed to OGX Petróleo e Gás Participações S.A. and subsequently, on December 6, 2013, to its current name. Headquartered in the city of Rio de Janeiro, the Company's purpose is to hold interests in other companies operating in the oil and gas segment, both Brazilian and foreign, and organized in any business format.

As at September 30, 2018, the Company held a 1.29% interest in Dommo Energia S.A. ("Dommo Energia").

1.2 Portfolio of the investee Dommo Energia

Fields being developed and producing

As at September 30, 2018 the Company's investee Dommo Energia, which operates in the exploration and production segments, held interests in the following fields:

Nc	Country	Basin	Blocks	Field	Operator	% Dommo Energia	Contractual period
1	Brazil	Campos	BMC 41	Tubarão Azul	Dommo Energia	100%	5/9/2012 to 5/9/2039 (i)
2	Brazil	Campos	BMC 39 and 40	Tubarão Martelo	Dommo Energia	100%	4/19/2012 to 4/19/2039 (ii)
3	Brazil	Santos	BS-4	Atlanta	Queiroz Galvão E&P	40%	12/27/2006 to 12/27/2033 (iii)
4	Brazil	Santos	BS-4	Oliva	Queiroz Galvão E&P	40%	12/27/2006 to 12/27/2033 (iii)

(i) In the process of abandonment. In accordance with the material fact issued on January 22, 2016, the decommissioning of the production vessel FPSO OSX-1, operating at the field, was concluded.

(ii) The TBMT field is currently operational.

(iii) The operator, Queiroz Galvão E&P, announced by means of a Material Fact the first oil at the Atlanta Field on May 2, 2018.

In October 2017, our investee Dommo Energia was notified, by one of its partners in the BS-4 exploratory block, of the request to exclude Dommo Energia from the consortium without a counter-proposal for price payments or damages arising from the exclusion requirement option in the Joint Operating Agreement ("JOA") for the BS-4 Consortium, and in the concession agreement (the "Notice"). As stated in the Notice, the request was based on Dommo Energia's inability to pay its outstanding financial default by the 60th (sixtieth) day after the date on which default notifications were sent related to cash calls for capital increases to cover the expenses of the BS-4 Consortium.

In relation to this matter, Dommo Energia informed the market, on October 23, 2017, that it had initiated arbitration before the London Court of International Arbitration ("LCIA"), pursuant to the arbitration rules of UNCITRAL, against the other partners of the consortium (Barra and QGEP),challenging: (i) the exercise of the alleged option, by Barra, requiring Dommo to withdraw from the JOA, the Consortium agreement and the Concession Agreement, all of which refer to BS-4, without offering any payment or indemnity; (ii) the default status of QGEP as operator of the BS-4 Consortium; and (iii) the illegality of certain JOA clauses that allegedly authorize the actions taken by Barra and QGEP. Dommo also filed an application requesting that Barra and QGEP pay damages from the said conduct.

On September 25, 2018 the investee Dommo Energia became aware of the judgment rendered by the Arbitration Court (the "Decision") regarding the first stage of the arbitration conducted by the LCIA, started by Dommo Energia against Queiroz Galvão Exploração e Produção S.A. ("QGEP") and Barra Energia do Brasil Petróleo e Gás Ltda. ("Barra"), as per the Material Fact dated October 23, 2017. The abovementioned Decision stated, among other things, that the notification issued by Barra on October 10, 2017 to exercise, without offering any payment, the option to demand the withdrawal of the Company from the JOA, the Consortium Agreement and the Concession Agreement, all of which refer to BS-4 – as per the Material Fact dated October 20, 2017 and valid at the time, and should produce effects from the date of receipt of the notice, i.e. October 11, 2017, without prejudice to a possible annulment of the said withdrawal at a later stage of the arbitration, and the production of evidence that supports the said annulment. The first stage of the arbitration did not support the production of evidence, as the Decision established that during a later stage of the arbitration which includes the production of evidence, Dommo Energia can still plead for the annulment of its withdrawal, and the mandatory transfer of its interest in Block BS-4 and/or the awarding of damages from QGEP and Barra.

The decision is still subject to requests for clarification by the parties, which may alter its contents.

The effects and consequent enforceability of the decision in Brazil are subject to ratification by the Superior Court of Justice (STJ) of a judgment rendered abroad, in accordance with the Federal Constitution and effective law.

With regard to the Tubarão Martelo Field, Dommo Energia's current Management, established after the end of the court-supervised reorganization, has been conducting studies and an analysis of potential scenarios for the reuse of the Company's assets, which will result in a new business plan. Among the pillars of these scenarios are the lack of financial leverage, the current capital structure, the significant tax credits balance of R$7.4 billion, and the estimated probable reserves (2P) from the Tubarão Martelo Field, of 78.5 million barrels, according to the independent certification report prepared by D&M in July 2014, of which only 14.5 million barrels were produced. Once the potential scenarios are analyzed, these pillars, among others, will enable the company to prepare a new business plan, extending the Tubarão Martelo Field's production cycle and its respective cash generation to beyond our current estimates, which considers the production of oil up to the end of the year 2019.

1.3 Conclusion of the Judicial Recovery Process

On August 2, 2017, the Judge of the 4th Business Court of Rio de Janeiro decreed the conclusion of the judicial recovery process for the companies under reorganization. Under the terms of this court decision, the end of the judicial recovery phase must comply with all legal requirements, without prejudice to the continuity of the judicial recovery plans and to the resolution of incidents pending legal rulings, which will continue pending under the judicial recovery process.

In addition, the Companies inform that appeals against the decision in favor of the judicial recovery plans are still pending, but have no suspensive effect and therefore do not impede the conclusion of the judicial recovery process and the continuity of the respective restructuring plans approved by the creditors.

The Judicial Recovery Plan establishes the merger of OGpar into Dommo Energia after compliance with certain conditions, pursuant to the Extraordinary Shareholders' Meeting of August 21, 2017, which is expected to occur in 2018.

2 Presentation of the Interim Financial Information

Basis of preparation

a. Statement of compliance with IFRS and the Accounting Pronouncements Committee (CPC

The Company submits interim financial information in accordance with CPC 21 - (R1) "Interim Financial Reporting", issued by the CPC, and IAS 34 – "Interim Financial Reporting", issued by the IASB, and with Brazilian Securities and Exchange Commission ("CVM") regulations.

OGpar's financial statements were not prepared based on the assumption of business continuity due to the Company's management's intention to comply with the incorporation process of OGpar into Dommo Energia, as foreseen in the Judicial Recovery Plan for both companies.

All significant information pertaining to interim financial information, and this information alone, is being evidenced and corresponds to that used by Management in its activities.

b. Basis of measurement

The interim financial information has been prepared based on its historical cost, except for financial instruments, which have been measured at fair value.

c. Functional and reporting currency

The interim financial information is being presented in thousands of Brazilian Reais, which is the Company's functional currency. All financial information shown in Reais has been rounded to the nearest thousand, except where indicated otherwise.

d. Use of estimates and judgments

The preparation of financial information in accordance with IFRS and the standards of the CPC requires Management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, revenue and expenses. Actual results may differ from such estimates. Management's estimates and assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period during which they are revised, and in any future periods affected.

e. Interim financial information of the investee Dommo Energia:

Given the materiality of the Company's investee Dommo Energia to the financial position of OGpar, Management suggests the joint reading of the ITRs of both Companies.

f. Approval of the interim financial information

The interim financial information as at September 30, 2018 was analyzed and its publication was authorized by Management on November 14, 2018.

3 Summary of Significant Accounting Practices

Except for the standard related to financial instruments, the accounting policies applied to this interim financial information are the same as those applied to the Company's financial statements for the year ended December 31, 2017.

Changes in accounting practices should also be reflected in the Company's financial statements for the year ended December 31, 2018. The Company initially adopted CPC 48/IFRS 9 – "Financial Instruments" effective from January 1, 2018.

CPC 48/IFRS 9 determines requirements for the recognition and measurement of financial assets, financial liabilities and some contracts for the purchase or sale of non-financial items. This standard replaces CPC 38/IAS 39 – "Financial Instruments".

(i) Classification and measurement of financial assets and liabilities

CPC 48/IFRS 9 retains most of the requirements provided for in CPC 38/IAS 39 for the classification and measurement of financial liabilities. However, it eliminates the former categories of CPC 38/IAS 39 for financial assets: held to maturity, loans and receivables and available for sale.

The adoption of CPC 48/IFRS 9 did not have a significant impact on the Company's accounting policies related to financial liabilities. The impact of CPC 48/IFRS 9 on the Classification and Measurement of Financial Assets is described below.

In accordance with CPC 48/IFRS 9, during initial recognition, a financial asset is classified as measured at "amortized cost"; "fair value through other comprehensive income" ("FVTOCI") – debt instruments/FVTOCI - equity instruments; or "fair value through profit or loss" ("FVTPL"). Pursuant to CPC 48/IFRS 9, the classification of financial assets is usually based on the business model under which a financial asset is managed and on its contractual cash flow characteristics. Embedded derivatives in which the main contract is a financial asset within the scope of the standard are never separated. Instead, the hybrid financial instrument is assessed for the purposes of overall classification.

A financial asset is measured at amortized cost if it complies with both conditions below and is not designated as measured at FVTPL:

- It is held within a business model whose purpose is to hold financial assets to collect the contractual cash flow; and
- Its contractual terms give rise, on specified dates, to cash flow related to the payment of principal and interest on the principal amount outstanding.

A debt instrument is measured at FVTOCI if both of the conditions below are complied with and if it is not designated as measured at FVTPL:

- It is held under a business model the objective of which is achieved by both collecting contractual cash flow and selling financial assets; and
- Its contractual terms give rise, on specified dates, to cash flow that solely arises from the payment of principal and interest on the principal amount outstanding.

At the initial recognition of an investment in an equity instrument not held for trading, the Company can make an irrevocable election to present subsequent changes to the fair value of the investment under "other comprehensive income" ("OCI"). This choice is made on a case-by-case basis.

All financial assets not classified as measured at amortized cost or FVTOCI, as described above are classified as FVTPL. This includes all derivative financial assets. Upon initial recognition, the Company can irrevocably designate a financial asset that would otherwise comply with the requirements for measurement at amortized cost or FVTOCI as FVTPL if that eliminates or significantly reduces an accounting mismatch that would otherwise arise, in accordance with the fair value option available under CPC 48/IFRS 9.

A financial asset (unless it is a trade account receivable without a significant financing component that is initially measured at the transaction price) is initially measured at fair value plus, for items not measured at FVTPL, the transaction costs directly attributable to its acquisition.

The following accounting policies apply to the subsequent measurement of financial assets:

- **Financial assets measured at FVTPL**: These assets are subsequently measured at fair value. The net result, including interest or dividend income, is recognized in profit or loss.
- **Financial assets at amortized cost**: These assets are subsequently measured at amortized cost using the effective interest rate method. The amortized cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognized in profit or loss. Any gain or loss arising from the derecognition is recognized in profit or loss.
- **Debt instruments designated at FVTOCI**: These assets are subsequently measured at fair value. Interest income calculated using the effective interest rate method, foreign exchange gains or losses and impairment are recognized in profit or loss. Other net results are recognized in the OCI. During derecognition, the accumulated result in OCI is reclassified to profit or loss.

- **Equity instruments designated at FVTOCI**: These assets are subsequently measured at fair value. Dividends are recognized as a gain in profit or loss, unless the dividend clearly represents a recovery of a portion of the investment cost. Any other net profit or loss is recognized in OCI and never reclassified to profit or loss.

The table below explains the original measurement categories in CPC 38/IAS 39 and the new measurement categories of CPC 48/IFRS 9 for each class of the Company's financial assets as at January 1, 2018.

Financial Assets		**Original rating according to CPC 38/IAS 39**	**New classification according to CPC 48/IFRS 9**
Marketable Securities – Dommo Energia shares	(i)	Available for sale	FVTOCI - equity instrument
Credits with related parties		Loans and receivables	Amortized cost
Cash and cash equivalents		Loans and receivables	Amortized cost

(i) These equity instruments represent an investment in Dommo Energia that the Company intends to maintain in the long term for strategic purposes. As permitted by CPC 48/IFRS 9, at the date of initial application, the Company designated these investments as measured by FVTOCI. Unlike CPC 38/IAS 39, the accumulated fair value reserve related to these investments will never be reclassified to profit or loss.

(ii) Impairment of financial assets

CPC 48/IFRS 9 replaces the CPC 38/IAS 39 model of "incurred losses" with an expected credit loss model. The new impairment model applies to financial assets measured at amortized cost, contractual assets and debt instruments measured by FVTOCI, but does not apply to investments in equity instruments (shares). In accordance with CPC 48/IFRS 9, credit losses are recognized sooner than under CPC 38/IAS 39.

Financial assets at amortized cost consist of accounts receivable of related parties and cash and cash equivalents.
In accordance with CPC 48/IFRS 9, provisions for losses are measured as follows:

- 12 month expected credit losses: credit losses that result from possible default events within 12 months after the reporting date; and
- Full time expected credit losses: credit losses that result from all possible events of default over the expected life of a financial instrument.

The Company measures the provision for loss at an amount equal to the lifetime expected credit loss, except for those described below, which are measured as 12 month expected credit loss:

- Debt securities with a low credit risk as at the reporting date; and;
- Other debt securities and bank balances for which credit risk (i.e. the risk of default occurring on the financial instrument during its expected life) has not significantly increased since initial recognition.

The Company decided to measure provisions for losses on accounts receivable and for other receivables and contractual assets at an amount equal to the lifetime expected credit loss.

By determining whether the credit risk of a financial asset has increased significantly since the initial recognition and estimation of the expected credit losses, the Company considers reasonable and supportable information that is relevant and available at no excessive effort or cost. This includes quantitative and qualitative analysis and information, based on the Company's credit assessment historical experience.

The Company assumes that the credit risk of a financial asset has increased significantly when payments are more than 30 days past due.

The Company considers a financial asset to be in default when:

- It is unlikely that the borrower will fully pay its credit obligations to the Group without resorting to measures such as cashing a guarantee (if any); or
- The financial asset is more than 90 days overdue.

The maximum period considered in the estimate of expected credit losses is the maximum contractual period during which the Company is exposed to credit risk.

Measurement of expected credit losses

Expected credit losses are estimates weighted by the probability of credit losses. Credit losses are measured at present value based on all cash shortfalls (i.e. the difference between contractual cash flows owed to the Company and cash flows that the Company expects to receive).

Expected credit losses are discounted at the effective interest rate of the financial asset.

Credit-impaired financial assets

At each reporting date, the Company assesses if financial assets accounted for at amortized cost and debt instruments measured at FVTOCI are credit-impaired. A financial asset is "credit-impaired" when one or more events that have occurred have a significant impact on the expected future cash flows from the financial asset.

4 Preparation of Interim Financial Information

Equity in the earnings of subsidiaries recorded in the statement of operations for the period ended September 30, 2017 includes information on the investees at the time, as shown below. As at September 30, 2018, as a result of the dilution mentioned in item (i) below, OGpar no longer records equity in the earnings of subsidiaries.

	% interest	
	9/30/2018	**12/31/2017**
Direct Investees:		
Dommo Energia (i)	1.29	1.29
Indirect Investees:		
OGX R-11 (iii)	1.29	1.29
OGX International (iii)	1.29	1.29
OGX Austria (iii)	1.29	1.29
OGX Netherlands Holding (iii)	1.29	1.29
OGX Netherlands (iii)	1.29	1.29
Atlanta Field (ii)	0.52	0.52

(i) In the third quarter of 2017, the investee Dommo Energia settled its financial debt through the capitalization of credits, within the limits of the authorized capital pursuant to Article 6 of Dommo Energia's Bylaws. Given the fact that the capital increase was not accompanied by OGpar, OGpar's interest in Dommo Energia was diluted from 25.89% to 1.29%. In addition, as a consequence of the aforementioned dilution, the interest held in Dommo Energia is now classified as an available-for-sale financial asset, under "marketable securities", measured at fair value through other comprehensive income.

(ii) Joint ownership ("jointly controlled arrangement") of the Company's investee Dommo Energia with Queiroz Galvão Exploração e Produção and Barra Energia.

(iii) As at September 30, 2018 and December 31, 2017, the investee company Dommo Energia has 100% interest, either directly or indirectly, in such companies.

The accounting policies have been applied in a uniform manner between the companies and are consistent with those used in the presentation of the figures as of the previous reporting date.

5 Cash and cash equivalents

	9/30/2018	**12/31/2017**
Cash and current bank accounts	2	893
Investment Fund - Itaú Top DI Referenciado	-	5
	2	**898**

Classification and measurement

The fair values of the balances maintained in current bank accounts are equivalent to the carrying values and are classified as amortized cost.

6 Marketable securities

Refers to the 34,502,394 shares held by the Company in Dommo Energia S.A..

Classification and measurement
Measured at fair value through other comprehensive income.

7 Other credits and prepaid expenses

	9/30/2018	12/31/2017
Insurance premiums	-	187
Advances to suppliers	23	23
	23	**210**

8 Investments

As at September 30, 2017 the Company's 1.29% interest in Dommo Energia is classified as a financial asset, under "marketable securities", measured at fair value through other comprehensive income. See Note 6.

Changes in Investments

Balance as at January 1, 2017	**(349,691)**
Currency translation adjustments	208
Equity in the earnings of subsidiaries	(25,769)
OGMP dissolution effects	(123)
Share issue premium effect of investee	(30,362)
Gain on changes in interests in investees	450,935
Reclassification effects of Dommo Energia to financial assets	(45,198)
Balance as at September 30, 2017	**-**

9 Income tax, social contribution and other taxes and contributions

	9/30/2018	12/31/2017
Current and Non-current Assets		
Withholding tax (IRRF) on financial investments	9	5
Income tax (IRPJ) to be offset (i)	7,635	7,429
Others to be offset	23	14
Total taxes and contributions recoverable	**7,746**	**7,448**
Current liabilities		
COFINS payable	1	1
Withheld social contribution payable	2	-
Withholding income tax	1	-
Other	-	1
Total taxes and contributions payable	**4**	**2**

Refers to withholding income tax ("IRRF") on financial investments in prior years. The Company has already applied electronically for the refunding of such credits.

The reconciliation of the IRPJ and CSLL is as follows:

	9/30/2018		9/30/2017	
	IRPJ	**CSLL**	**IRPJ**	**CSLL**
Loss for the period prior to IRPJ and CSLL	(17,984)	(17,984)	363,729	363,729
Permanent additions/exclusions:				
Equity in the earnings of subsidiaries (Note 8 (a))	-	-	25,769	25,769
Result the change of interest in associates	-	-	(450,935)	(450,935)
Realization of currency translation adjustments	-	-	54,996	54,996
Taxable income for IRPJ and CSLL purposes	**(17,984)**	**(17,984)**	**(6,441)**	**(6,441)**
Tax rates (%)	**15% + 10% surtax**	**9%**	**15% + 10% surtax**	**9%**
IRPJ and CSLL - deferred	**4,496**	**1,222**	**1,610**	**580**
IRPJ and CSLL - deferred (not recognized)	**(4,496)**	**(1,222)**	**(1,610)**	**(580)**
Total IRPJ and CSLL	**-**	**-**	**-**	**-**

10 Related parties

The balances relating to the Company's operations with its related parties are as follow:

	Credits with related parties		Loans and financing (liabilities)	
	9/30/2018	**12/31/2017**	**9/30/2018**	**12/31/2017**
Dommo Energia	-	-	(110,292)	(93,017)
OGX International	633	633	-	-
	633	**633**	**(110,292)**	**(93,017)**

The liability balances presented above refer to intercompany loans remunerated at the LIBOR rate or LIBOR + 2.5%. The companies have the flexibility to roll over the maturity of this intercompany loan.

Loans and financing with related parties

	Liabilities
Balance as at December 31, 2017	**(93,017)**
New funding	(2,176)
Interest incurred	(4,880)
Exchange variation	(10,219)
Balance as at September 30, 2018	**(110,292)**

Management Compensation

The compensation of OGPar's Management is detailed in Note 15.

11 Trade Accounts Payable

	9/30/2018	12/31/2017
Domestic suppliers	417	320
Foreign suppliers	2	142
	419	**462**

12 Equity (Unsecured Liabilities)

a. Capital stock

During the periods ended September 30, 2018 and December 31, 2017 there were no capital payments.

	9/30/2018		12/31/2017	
Shareholders	**Number of common shares**	**Interest %**	**Number of common shares**	**interest %**
Centennial Asset Funds (i)	16,233,332	50.17	16,233,332	50.17
Other shareholders (with individual interests of less than 5%)	16,126,836	49.83	16,126,836	49.83
	32,360,168	**100.00**	**32,360,168**	**100.00**

(i) Centennial Asset Mining Fund LLC and Centennial Asset Brazilian Equity Fund, both controlled by Eike Fuhrken Batista.

Cost of issuing shares

The IPO distribution costs, in the amount of R$236,951, are recorded as a counter-entry to the capital stock. These costs refer to the commission and the services of registering and listing the IPO, as well as attorneys, auditors, advertising and other such fees.

b. Dividends

The Company's Bylaws call for the distribution of minimum mandatory dividends of 0.001% of the profit for the year, adjusted pursuant to Article 202 of Law 6,404/1976 (as amended by Law 10,303/2001). At Management's discretion, the Company may pay interest on equity, the net amount of which is to be attribute to the minimum mandatory dividends, in compliance with Article 9 of Law 9,249/1995.

Due to the loss recorded on September 30, 2018, no dividend distribution was proposed for the period.

13 General and administrative expenses

	9/30/2018	9/30/2017
Board of Directors and Board of Executive Officers	1,284	1,311
Outsourced services	174	598
Insurance	186	763
Other	371	834
	2,015	**3,506**

14 Financial Results

	9/30/2018	9/30/2017
Financial expenses		
Interest on intercompany loans – related parties	(4,880)	(3,935)
Sundry interest	(9)	-
Other	(555)	(713)
	(5,444)	**(4,648)**
Financial revenue		
Tax credit update	233	424
Yields from financial investments	10	16
	243	**440**
Net exchange variation	**(10,768)**	**1,273**
Net financial result	**(15,969)**	**(2,935)**

15 Management Compensation

The members of management presented herein are members of the Board of Directors and Board of Executive Officers. The impact of the compensation paid to the Company's Management on profit or loss for the period ended September 30, 2018 is as follows:

	9/30/2018	9/30/2017
Management (fees and charges)	440	-
Board of Directors	844	1,311
Effect on profit or loss	**1,284**	**1,311**

16 Financial instruments and risk management

OGpar is a holding company with a direct non-controlling interest in Dommo Energia, and a non-controlling indirect interest in other entities (see Note 4). Individually, OGpar does not have financial instruments in material amounts, but its investees have operations with financial instruments. Dommo Energia manages these instruments by means of operating strategies and internal controls aimed at ensuring liquidity, security and profitability.

The control policy consists of continuous monitoring of the contractual terms versus those prevailing in the market and future expectations. The Company does not make any investments of a speculative nature in derivatives. The results obtained from operations are in compliance with the policies and strategies defined by Management.

The estimated realizable amounts of the Company's financial assets and liabilities have been determined by means of the information available in the market and appropriate appraisal methodologies. However, considerable judgment has been required to interpret market data to produce the most appropriate estimate of realizable amounts. As a result, the following estimates do not necessarily indicate the amounts that could be realized in the current market. The use of different market methodologies can have a material effect on the estimated realizable amounts.

a. Risk management objectives and strategies

The Company has a formal risk management policy. Financial instruments for hedging purposes are contracted by conducting a periodic analysis of the exposure to the risk against which Management wishes to hedge, as approved by the Board of Directors. The hedge guidelines are applied according to the type of exposure. Whenever risk factors were related to foreign currencies, interest rates and inflation arising from assets and liabilities acquired are deemed to be material, they may be neutralized in accordance with Management's appraisal of the economic and operational context.

b. Market risk

Risk of swings in the prices of commodities, exchange rates and interest rates.

b.1 Risk of changes in price: oil

Risk management

The Company's investee Dommo Energia has a formal policy for sales and inventory management that defines the levels of decision-making for oil sales and the criteria for the management of oil sale prices. The guidelines for hedging the price of this commodity call for the use of derivative instruments to set the sales prices in order to ensure the enhanced stability and predictability for the Company's flow of revenue.

Operations hedged with derivative instruments against changes in prices

Pursuant to its Sales Policy, the Company's investee Dommo Energia can use derivative instruments to establish the sales price of the oil produced, and may also set the price for up to three months of production or, occasionally, any other horizon approved by the Board of Directors. The derivative instruments used in such hedging operations could involve oil futures, swaps, collars and options. The operations may be carried out on the following exchanges: the New York Mercantile Exchange ("NYMEX") and the Intercontinental Exchange ("ICE"), as well as on the over-the-counter ("OTC") market. There were no operations involving derivative instruments in 2018 and 2017.

Sensitivity analysis - stress testing

As at September 30, 2018 and December 31, 2017 there were no transactions involving financial derivative instruments.

b.2 Exchange risk

Risk of fluctuations in exchange rates associated with the Company's assets and liabilities.

Risk management

OGPar manages its exchange risk to identify and mitigate the risks associated with fluctuations in the values of currencies to which assets and liabilities are pegged. The idea is to minimize the use of hedging derivatives by managing the exchange risk on net exposure. Derivative instruments may be used in cases where it is not possible to use the natural hedge strategy. The Company may contract derivative operations within the following limits:

- For amounts effectively committed or contracted, for which agreements have been signed with suppliers, a coverage position of up to 100% may be adopted, irrespective of the period of exposure.
- For estimated amounts, a position with a coverage period limited to 12 months may be adopted, and the coverage position may be under 100%, weighted based on the conservative prospects for realization.

Sensitivity analysis for exchange risk
On September 30, 2018, the Company had foreign exchange exposure (liability) of R $ 59,694 (equivalent to US $ 14,909).

The scenarios defined in this analysis are based on the exchange rate in effect on September 30, 2018 (4.0039):

- Scenario I: appreciation of the US$ against the R$ - by 25%.
- Scenario II: appreciation of the US$ against the R$ - by 50%.

The following table details the sensitivity analysis of the net balance of outstanding assets and liabilities in US$ as of September 30, 2018. Positive amounts represent revenues and negative amounts, expenses.

	Notional amount (US$)	**Scenario I (R$)**	**Scenario II (R$)**
Net foreign currency (liability)	(14,909)	(14,924)	(29,847)

c. Credit risk
The credit risk derives from the possibility that the Company may incur losses due to default by its counterparties or with the financial institutions with which its funds are deposited or in which it has financial investments. This risk factor may arise from commercial and cash management operations. To mitigate these risks, OGPar has adopted a practice of analyzing the financial and equity positions of their counterparts, and also conducting ongoing tracking of outstanding positions. To appraise the financial institutions with which they conduct operations, the Company employs the Risk Bank Index issued by the consulting firm Lopes Filho e Associados and the rating of the risk rating agency Standard & Poor's ("S&P"). In order to appraise its commercial counterparties, the Company has a norm whereby a set of criteria and guidelines are established that represent the basis for granting credit to its domestic and foreign customers. The basic fundamentals that guide this instrument are providing enhanced security for the realization of the credits granted and minimizing any risks arising from commercial relations.

Maximum exposure to credit risk
The Company's maximum exposure to credit risk corresponds to the total set out below:

Credit risk	**9/30/2018**	**12/31/2017**
Cash and cash equivalents	2	898
Other credits (excluding insurance premiums)	23	23
Credits with related parties	633	633
	658	**1,554**

d. Liquidity risk
The Company and its investees monitor their level of liquidity considering the expected cash flow, compared to the amount of cash and cash equivalents available. The management of liquidity risk entails keeping on hand sufficient cash and marketable securities and being able to settle short term market positions. OGPar's financial liabilities per due date (aging list) are as follow:

	9/30/2018						
	Overdue	**Overdue up to 6 months**	**Overdue from 6 months to 1 year**	**Overdue from 1 to 2 years**	**Overdue for more than 2 years**	**Other**	**Total financial liabilities**
Trade Accounts Payable	-	419	-	-	-	-	419
Loans with related parties (i)	-	-	-	-	-	110,292	110,292
Other accounts payable	-	-	-	-	-	151	151
Total	**-**	**419**	**-**	**-**	**-**	**110,443**	**110,862**

(i) Loan with renewable maturity. This loan will be settled through the merger.

17 Segment reporting

OGpar's Management understands that, at the moment, the Company only operates through the direct interest held in the investee Dommo Energia.

18 Contingencies

On September 30, 2018, the Company was not a defendant in disputes with a likelihood of loss deemed probable. On the abovementioned date, the Company was a defendant in the following litigation with material amounts and with a likelihood of loss deemed possible, in the opinion of its external legal advisors. No provisions for losses were created for these amounts, since the accounting practices adopted in Brazil do not require the recognition of provisions in these cases.

a. Write-off of Debt - IBM Brasil - Indústria Maquinas e Serviços Limitada. On October 29, 2013, the Company terminated the service agreement entered into with IBM. IBM claimed that this termination was not valid, and continued to provide services without receiving payment. Since the provision of the services would have occurred after the court-supervised reorganization petition was filed, on October 30, 2013, IBM claimed that the updated amount (R$9,153,000), is due, however it would not be subject to a court-supervised reorganization. Among other arguments, the Company claims that any services rendered were residual and related to the demobilization of the agreement, for which reason any amount due would be limited to that covered by the court-supervised reorganization.

b. Lawsuit filed by minority shareholders claiming compensation for equity losses incurred on both of the Company's shares already disposed of and the Company's shares still held by them. The amount of the dispute is R$2,771.

19 Earnings (Loss) per Share

Basic and diluted earnings (loss) per share	**9/30/2018**	**9/30/2017**
Basic and diluted numerator		
Loss attributable to shareholders	**(17,984)**	**363,729**
Basic and diluted denominator		
Weighted average number of shares	32,360,168	32,360,168
Basic and diluted loss per share	**(0.55574)**	**11.24002**

20 Subsequent events

Merger of shares of OGpar

On October 25, 2018, the Company and the investee Dommo Energia convened its shareholders for an Extraordinary Shareholders' Meeting to be held on November 26, 2018, at Rua Lauro Müller, 116, 38º andar, sala 3802, Botafogo, in the City and State of Rio de Janeiro, to deliberate on the following agenda:

(a) To approve the merger of shares of Óleo e Gás Participações S.A. ("OGPar") by the Company;
(b) To approve the Protocol and Justification for the Incorporation of Shares issued by OGPar by the Company;
(c) To ratify the appointment of Apsis Consultoria Empresarial Ltda. as the company responsible for evaluating the shares issued by OGPar to be merged by the Company;
(d) To approve the Appraisal Report of OGPar's shares;
(e) To authorize management to perform the necessary acts for the implementation of the merger of shares; and
(f) To approve the issue of subscription warrants.

Recitals

As described in the protocol and justification for the incorporation of the shares issued by Óleo e Gas Participações S.A. by Dommo Energia S.A. ("Protocol and Justification"), the reasons or purposes of the operations and the interest of the Companies in their realization are:

a) The Merger of Shares is the last step of the financial restructuring of the Companies. It will allow the levelling of the stakeholders in the same company and grant all the shareholders access to the capital market through an asset holding company and a source of funds, with greater liquidity and with the possibility of negotiating their shares and monetizing them, as they deem appropriate. Moreover, it will allow the shareholders to participate equally in the possible valuation of the assets, as provided for in the Recovery Plans.
b) In addition, the sale of Dommo's Shares by OGPar, accumulated to the Merger of Shares, in the manner agreed by the Companies' management teams, will allow the reinforcement of the consolidated cash position of Dommo, including amounts due to the possible payment of intercompany loans made by Dommo in favor of OGPar to meet its recurring expenses.
c) The Merger of Shares will result in a significant reduction of costs and expenses, since OGPar, by becoming a wholly owned subsidiary of Dommo, will have even lower costs, including due to exiting the Novo Mercado segment B3 SA - Brasil, Bolsa, Balcão ("B3") and the eventual cancellation of its registration as a publicly held company.

Replacement ratio

The substitution ratio arises from the provisions of the Recovery Plans, which the shareholders of OGPar expressly ratified at the Extraordinary General Meeting held on August 21, 2017, in the sense that OGPar's shareholders shall have exactly the same percentage as OGPar has in Dommo prior to the Merger of Shares. The proposed exchange ratio is subject to approval by the Shareholders' Meetings on the occasion of the resolution regarding the Merger of Shares.

In accordance with the above, the shareholders of OGPar shall receive 34,954,861 (thirty-four million, nine hundred and fifty-four thousand, eight hundred and sixty-one) common, nominative, book-entry shares with no par value issued by Dommo, representing 1.2944332630% of the capital stock of Dommo ("New Shares"), with the remained shareholders of Dommo holding 2,665,444,020 (two billion, six hundred and sixty-five million, four hundred and forty-four thousand and twenty) common, nominative, book-entry shares with no par value issued by Dommo, which will be representative of 98.7055667370% of the capital stock of Dommo. As a consequence, OGPar's shareholders will receive 1.0801817020 common, nominative, book-entry shares, with no par value issued by Dommo for each 1 (one) common, nominative, book-entry share with no par value issued by OGPar held by them on the date of the Merger of Shares (the "Replacement Ratio").

The Replacement Ratio shall be proportionately adjusted in the event of a split, reverse split, bonus or any other similar event prior to the consummation of the Merger of Shares, with the respective delivery of shares to OGPar's shareholders, resulting in a change in the number of shares into which the share capital of OGPar or Dommo is divided without any change in its shareholders' equity.

The fractions of shares resulting from the replacement of the position of each OGPar shareholder that is not composed of other OGPar shareholders in order to form whole numbers within 30 (thirty) days of the Merger of Shares shall be collected and sold on the B3 by Dommo, and the respective amount, uncorrected and net of any incident costs, shall be paid by Dommo, in the national currency, to the holders of the respective fractions, within 30 (thirty) Business Days from the receipt of the funds resulting from the alienation.

Dommo's common shares to be attributed to OGPar's shareholders, as a replacement for the common shares issued by OGPar held by them, shall grant the same rights as the existing Dommo shares, and shall be entitled to all the benefits, including any dividends and remuneration of capital that may be declared by Dommo as at the date of the Merger of Shares.

Criterion for evaluating OGPar's shares and the treatment of equity variations.

The management teams of the Companies defined that the shares issued by OGPar to be merged by Dommo should be valued at their market value, calculated based on the arithmetic average (volume-weighted) methodology of stock prices on the stock exchange in the last 90 (ninety) days prior to the base date of September 30, 2018 ("Base Date").

The management of Dommo hired Apsis Consultoria Empresarial Ltda., a company headquartered at Rua do Passeio, 6, 6º Andar, in the City and State of Rio de Janeiro, enrolled with the CNPJ/MF under No. 27.281.922/0001-70, originally registered at the Regional Accounting Council of the State of Rio de Janeiro under no. 02052 ("Valuation Company") as a specialized company responsible for evaluating the shares issued by OGPar to be merged by Dommo as a result of the operation described in this Protocol and Justification, whose indication will be submitted for ratification by Dommo´s Shareholders' Meeting, pursuant to Article 252, paragraph 1, of the Brazilian Corporate Law.

As a result of the company´s evaluation, considering all the information and documents requested to the Company's management teams, as well as the information available to the general public and the evaluator's own judgment, as necessary to conduct the evaluation, the Valuation Company prepared the appraisal report (the "Valuation Report"), which constitutes Appendix 3.3 of the Protocol and Justification, being the evaluation embodied in the Valuation Report, as well as the amounts specified therein, subject to the analysis and approval of the shareholders of Dommo, pursuant to the Brazilian Corporate Law.

Accounting for Changes in Equity: The changes in equity occurring in OGPar between the Base Date and the date on which the Merger of Shares takes place shall be borne exclusively by OGPar and reflected in Dommo due to the application of the equity method.

Composition of Companies' Capital Stock
On this date, the capital stock of OGPar is R$ 9,058,105,645.30 (nine billion, fifty-eight million, one hundred and five thousand, six hundred and forty-five Reais and thirty centavos), fully subscribed and paid in, represented by 32,360,168 (thirty-two million, three hundred and sixty thousand, one hundred and sixty-eight) common, nominative, book-entry shares with no par value.

As at this date, Dommo's capital stock is R$ 10,157,770,020.36 (ten billion, one hundred and fifty-seven million, seven hundred and seventy thousand and twenty Reais and thirty-six centavos), fully subscribed and paid in, represented by 2,665,444,020 (two billion, six hundred and sixty-five million, four hundred and forty-four thousand and twenty) common, nominative and book-entry shares with no par value, and OGPar owns 34,502,394 (thirty-four million, five hundred and two thousand, three hundred and ninety-four) shares, representing, on this date, 1.2944332630% of Dommo's capital stock (and which will represent, after the Merger of Shares, 1.2776777000% of Dommo's capital stock).

In the event that the appointment of the Valuation Company, the Valuation Report and the Merger of Shares are ratified and/or approved, Dommo's capital stock will be increased by R$ 92,907,009.82 (ninety-two million, nine hundred and seven thousand and nine Reais and eighty-two centavos) with the issue of the New Shares ("Capital Increase"), to R$ 10,250,677,030.18 (ten billion, two hundred and fifty million, six hundred and seventy-seven thousand and thirty Reais and eighteen centavos), divided into 2,700,398,881 (two billion, seven hundred million, three hundred and ninety-eight thousand, eight hundred and eighty-one) shares. The shareholders of Dommo shall not have preemptive rights to the subscription to the Capital Increase, pursuant to Article 252, paragraph 1, of the Brazilian Corporate Law.

If the Merger of Shares is approved by the shareholders of OGPar, the New Shares will be fully subscribed to by the management of OGPar, for and on behalf of OGPar´s shareholders, pursuant to Article 252, paragraph 2, of the Corporate Law, and paid in the contribution of the total value of the shares issued by OGPar to the net equity of Dommo.

Following the Merger of Shares, all the shares issued by OGPar shall become the property of Dommo, with the former becoming a wholly owned subsidiary of the latter.

As a result of the Merger of Shares, Dommo will hold all of OGPar's common shares, and OGPar, in turn, will continue to hold 34,502,394 (thirty-four million, five hundred and two thousand, three hundred and ninety-four) shares of Dommo, representing 1.2944332630% of the share capital of Dommo (and, after the Merger of Shares, 1.2776777000% of the share capital of Dommo). Pursuant to Article 244, paragraph 5, of the Brazilian Corporate Law, such participation held by OGPar in Dommo will be sold within a period of up to 1 (one) year.

Subscription Warrants
As set out in Clause 10.4 of Dommo's Judicial Recovery Plan, as an additional advantage to the subscription of the New Shares, Dommo's shareholders must resolve, at the Shareholders' Meeting, on the receipt by the shareholders of OGPar of subscription warrants to be issued by Dommo at the Shareholders' Meeting provided for in Clause 7.2 (b) below, with the following main conditions ("Subscription Warrants"): (i) 5 (five) year term from the date of issue, and Dommo may define gaps in which the holders of the warrants may exercise their warrants and subscribe to the shares resulting therefrom; and (ii) a number of common shares to be subscribed representing, in the total aggregate, 15% (fifteen percent) of Dommo shares, considering the share capital as at the date of its approval (subject to all of the usual adjustments that will appear in the certificate of subscription warrants), and an exercise price per share, at the time of exercise, based on the value of Dommo (the equity value) in national currency equivalent, on the date of issue of the warrants, to US$ 1,500,000,000.00 (one billion and five hundred million US Dollars). The price fixed in national currency shall be adjusted based on the IGP-M from the date of Dommo´s Board of Directors' meeting that resolved on the issue of the warrants.

Right of Withdrawal
Pursuant to Article 252, paragraphs 1 and 2 of the Brazilian Corporate Law, the right of withdrawal is granted to the shareholders of the Companies that dissent or abstain from voting on the resolution of the Merger of Shares, or do not attend the Shareholders' Meetings, as the case may be, and expressly declare their intention to exercise the right of withdrawal, within a period of 30 (thirty) days as of the date of publication of the minutes of the Shareholders' Meetings approving the Merger of Shares. The reimbursement to the shareholders exercising their rights of withdrawal shall be calculated based on the equity value of the shares, whether of the merged or the merging company. The payment of the respective reimbursement will depend on the effectiveness of the Merger of Shares, as provided for in Articles 137, paragraph 3 and 230 of the Brazilian Corporate Law, and shall be made by Dommo within 30 (thirty) Business Days of the date on which the Merger of Shares is carried out. The reimbursement of the value of the shares will only be assured in relation to the shares of which the shareholder is, with prove, holder, on October 24, 2018, provided that shares acquired after October 25, 2018, inclusive, willl not grant the withdrawal rights provided for in this item, according to the first paragraph of Article 137 of the Corporate Law.

Conditions Precedent
It is a condition precedent for the approval of the Merger of Shares by the shareholders of the Companies, for approval to be obtained from the minority shareholders of OGPar on the waiver of Dommo's obligation to join the Novo Mercado, pursuant to Article 46 of the Novo Mercado Regulations. Therefore, if the minority shareholders of OGPar do not approve the said waiver at the Shareholders' Meeting of OGPar (or at another general meeting convened for this purpose), so that the condition precedent is not fulfilled, the other deliberations provided for in this Protocol and Justification shall be withdrawn from the agenda at OGPar's Shareholders' Meeting, and will not be voted on.

All documents mentioned in the Protocol and Justification are available to shareholders at their respective registered offices from October 25, 2018, the date of convening the Shareholders' Meetings, at OGPar's Investor Relations website (ri.ogpar.com.br/) and Dommo´s (dommoenergia.com.br/), as well as on the websites of the Brazilian Securities and Exchange Commission (www.cvm.gov.br) and B3 (www.b3.com.br).

Board of Directors

Julio Alfredo Klein Junior
Independent Chairman

Pedro de Moraes Borba
Jorge Rojas Carro

Executive Committee

Pedro de Moraes Borba
CFO and Investor Relations Officer

Controller and Accountant-in-charge

Luciano Magalhães Janoni
CRC-RJ 115869/O-9