



**PETRÓLEO BRASILEIRO S.A. – PETROBRAS
PETROBRAS DISTRIBUIDORA S.A.**

PRESS RELEASE

**Adjusted exchange ratio between shares of Petrobras Distribuidora S.A- BR and shares of
Petróleo Brasileiro S.A.- Petrobras**

(Rio de Janeiro, April 8, 2003) - PETRÓLEO BRASILEIRO S.A. – PETROBRAS, [BOVESPA: PETR3/PETR4, NYSE: PBR/PBRA, LATIBEX: XPBR/XPBRA], Brazil's largest oil & gas, petrochemicals and energy company and PETROBRAS DISTRIBUIDORA S.A. (“BR Distribuidora”), in the context of the public offer for the acquisition of common and preferred shares in circulation, issued by BR Distribuidora (“BR Distribuidora shares”), in exchange for the delisting of BR Distribuidora, through an exchange for preferred shares to be issued by PETROBRAS (“PETROBRAS shares”), and in view of the obligations assumed in item 7 of the “Notice of a Public Offering for the Acquisition of Shares in Exchange for the Delisting of Petrobras Distribuidora S.A.”, published on December 30, 2002 (“Notice”), announces to their shareholders and to the market in general the following:

1. Pursuant to the decision taken at Petrobras’s Annual General Shareholders Meeting held on March 27, 2003, the total amount of dividends and interest on own capital for fiscal year 2002 was set at R\$2.53 per common or preferred share. R\$1.00 per share of this was paid on January 13, 2003 in the form of interest on own capital, leaving R\$1.53 per share to be paid, of which R\$1.00 in the form of interest on own capital and R\$0.53 in the form of dividends. The R\$1.53 balance, payment of which to holders of Petrobras’s shares was decided at Petrobras’s Annual General Shareholders’ Meeting held on March 27, 2003, in other words after the date of the auction for the delisting of BR Distribuidora on January 29, 2003 (“Auction”), will be used to calculate the RTR-A (adjusted exchange ratio), pursuant to item 7.1 of the Notice.
2. In accordance with the decision taken at BR Distribuidora’s Annual General Shareholders Meeting held on March 25, 2003, total dividends and interest on own capital for fiscal year 2002 was set at R\$3.97 per common or preferred share. R\$3.36 per share of this was paid on December 23, 2002 in the form of interest on own capital, leaving R\$0.61 per share to be paid in the form of dividends. The R\$0.61 balance, payment of which to holders of BR Distribuidora shares was decided at BR Distribuidora’s Annual General Shareholders Meeting held on March 25, 2003, in other words after the date of the auction for the delisting of BR Distribuidora, held on January 29, 2003, will be used to calculate the RTR-A (adjusted exchange ratio), pursuant to item 7.1 of the Notice.
3. In accordance with article 11 of Petrobras’ Bylaws and to paragraph 2 of article 8 of BR Distribuidora’s Bylaws, the dividends mentioned above in items 1. and 2. will be monetarily restated according to the Selic rate through to the initial payment date.
4. Considering the amounts of the dividends announced by the companies and monetarily restated by the Selic rate from December 31 2002 through to April 7, 2003, the adjusted exchange ratio (RTR-A), as determined by the formula set out in item 7.1 of the Notice, would be, on this date, 0.9623 of one Petrobras share for each block of one thousand BR Distribuidora shares.
5. The definitive value of the RTR-A will be announced on April 29, 2003, the last day of the 3 (three) month period determined in item 7.1 of the Notice, and will be slightly different from

the afore-mentioned number, due to the monetary restatement according to the Selic rate of the dividends declared by the companies through to April 29, 2003.

Rio de Janeiro, April 8, 2003.

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