

ULTRAPAR HOLDINGS INC  
Form 6-K  
April 05, 2018

**Form 6-K**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**Report Of Foreign Private Issuer**

**Pursuant To Rule 13a-16 Or 15d-16 Of**

**The Securities Exchange Act Of 1934**

For the month of April, 2018

Commission File Number: 001-14950

**ULTRAPAR HOLDINGS INC.**

(Translation of Registrant's Name into English)

**Avenida Brigadeiro Luis Antonio, 1343, 9º Andar**

**São Paulo, SP, Brazil 01317-910**

(Address of Principal Executive Offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:

Form 20-F

Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Yes

No

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Yes

No

**ULTRAPAR HOLDINGS INC.**

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2. Material Notice
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**ULTRAPAR PARTICIPAÇÕES S.A.**

**Publicly Traded Company**

CNPJ nº 33.256.439/0001- 39

NIRE 35.300.109.724

**MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS (04/2018)**

**Date, Time and Location:**

April 04, 2018, at 2:30 p.m., at the Company's headquarters, located at Av. Brigadeiro Luís Antônio, nº 1343, 9<sup>th</sup> floor, in the City and State of São Paulo.

**Attendance:**

Members of the Board of Directors, duly signed.

**Decisions:**

1. The Board of Directors approved the proposal submitted by the Company's Executive Board to amend the Company's Corporate Policy for the Management of Financial Risks, which is filed at the Company's headquarters.
2. The members of the Board of Directors approved the changing of the manner of disclosure of the Company's Material Notices, pursuant with article 3, paragraph 4, (ii), of CVM Instruction n.º 358 of January 3, 2002, which will be disclosed by the following channels: (a) Brazilian news website Valor Econômico (<http://www.valor.com.br/fatosrelevantes>); (b) Company's Investor Relations website (<http://ri.ultra.com.br>); and (c) CVM website, in the Periodical and Eventual Information System ("IPE System"), in accordance with the authority given by CVM Instruction n.º 547/2014 (<http://www.cvm.gov.br>).

(Minutes of the Meeting of the Board of Directors of Ultrapar Participações S.A.,  
held on April 04<sup>th</sup>, 2018)

3. The Board of Directors approved the proposal submitted by the Company's Executive Board to amend the Company's Disclosure and Trading Policy, in order to reflect, among other amendments, the previous decision as well as new requirements established by the Novo Mercado Regulation.
4. The Directors approved, based on the Company's Stock-Based Incentive Plan approved at the Annual and Extraordinary General Shareholders' Meeting of the Company held on April 19, 2017 (the "Plan"), notably in item 4.2 of the Plan:

(ii) the 2<sup>nd</sup> Incentive Program Based on Restricted and Performance Stock ("2<sup>nd</sup> Restricted and Performance Stock Program"), which shall also be filed at the Company's headquarters, which sets forth, amongst other provisions, the usufruct of equity rights on 50% of the shares subject to the 1st Restricted and Performance Stock Program in favor of the participants; Company's performance target (as approved by this Board), which the transfer of ownership of 50% of the shares subject to the 1st Restricted and Performance Stock Program (shares not subject to usufruct) will be subjected to; vesting period of up to 5 years in three tranches; and non-encumbrance to the participants; always pursuant to the provisions of the Plan.

(ii) the list that is filed at the Company's headquarters, of the participants appointed to take part in the 1st Restricted Stock Program and the 1st Restricted and Performance Stock Program, as per the appointments of the Company's People and Organization Committee, authorizing the signature of such agreements between the Company and each participant of the programs herein approved, pursuant to draft filed at the

(Minutes of the Meeting of the Board of Directors of Ultrapar Participações S.A.,  
held on April 04<sup>th</sup>, 2018)

Company's headquarters, as well as the grant of usufruct and transfer of shares, pursuant to the terms and conditions provided in each agreement. The members of the Board of Directors are not eligible to the approved program.

5. The Directors discussed and were updated on projects previously approved by the Board of Directors, and on the Company's results.

Observations: The deliberations were approved, with no amendments or qualifications, by all the Directors present.

As there were no further matters to be discussed, the meeting was closed, the minutes of this meeting were written, read and approved by all the undersigned members present.

**Paulo Guilherme Aguiar Cunha** – Chairman

**Pedro Wongtschowski** – Vice-Chairman

**Alexandre Gonçalves Silva**

**Carlos Tadeu da Costa Fraga**

**Jorge Marques de Toledo Camargo**

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(Minutes of the Meeting of the Board of Directors of Ultrapar Participações S.A.,  
held on April 04<sup>th</sup>, 2018)

**José Maurício Pereira Coelho**

**Lucio de Castro Andrade Filho**

**Nildemar Secches**

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**ULTRAPAR PARTICIPAÇÕES S.A.**

Publicly Listed Company

CNPJ nº 33.256.439/0001- 39

NIRE 35.300.109.724

**MATERIAL NOTICE**

São Paulo, April 4, 2018 – Ultrapar Participações S.A. (“Ultrapar” or “Company”), in compliance with CVM Instruction n.º 358 of January 3, 2002, as amended, hereby informs its shareholders and the market in general that the Board of Directors meeting held on April 4, 2018, approved the changing of the manner of disclosure of its Material Notice, as disposed in the Company’s Material Notice Disclosure and Securities Trading Policy (“Disclosure and Securities Trading Policies”), which will be disclosed by the following channels:

- (a) Brazilian news website Valor Econômico (<http://www.valor.com.br/fatosrelevantes>);*
- (b) Company’s website (<http://ri.ultra.com.br>); and*
- (c) CVM website, in the Periodical and Eventual Information System (“IPE System”), in accordance with the authority given by CVM Instruction n.º 547/2014 (<http://www.cvm.gov.br>).*

The Company also informs that reflected the related changes in the Registration Form in compliance with the requirements of CVM Instruction No. 480/2009.

Further information about the Company's Material Notice disclosure procedure can be found in the Disclosure and Securities Trading Policy, which is available in the Company's Investor Relations website (<http://ri.ultra.com.br>), in the CVM website ([www.cvm.gov.br](http://www.cvm.gov.br)) and in the SEC website (Securities and Exchange Commission - [www.sec.gov](http://www.sec.gov)), in the electronic addresses mentioned above.

**André Pires de Oliveira Dias**

**Chief Financial and Investor Relations Officer**

**Ultrapar Participações S.A.**

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**ULTRAPAR PARTICIPAÇÕES S.A.  
MATERIAL NOTICE DISCLOSURE POLICY AND SECURITIES TRADING POLICY**

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## **I. GENERAL RULES**

### **1.1. - INTRODUCTION**

1.1.1. This document sets forth the Material Notice Disclosure Policy and Trading Policy of Securities issued by Ultrapar (“Policies”), which were prepared pursuant to Instruction No. 358/02 and the best market practices, which must be acknowledged, adhered and complied with by all People Subject to the Policies.

1.1.2. Capitalized terms used herein, in plural or singular, shall have the meaning attributed to them in Exhibit I - Definitions.

### **1.2. - GENERAL PURPOSES**

1.2.1. The general purpose of the Policies is to establish the rules with respect to disclosure of information and trading of Securities by any person holding or who may hold information owned by or of the interest of Ultra.

1.2.2. For purposes of the Policies, information that may be held by People Subject to the Policies or third parties are classified as follows:

“Material Notice”: any decision made by the controlling shareholder, if any, resolution made by the General Shareholders’ Meeting or the management bodies of Ultra or any other political-administrative, technical, business or economic-financial act or fact occurred or related to Ultra’s business, that may reasonably influence: (a) the price of the Securities; (b) the decision of investors to buy, sell or maintain the Securities; or (c) the decision of investors to exercise any rights inherent to their condition as holders of Securities. Potentially material acts or facts are, amongst others, described in article 2 of Instruction No. 358/02. For purposes of the Policies, and without prejudice to the provisions set forth in items 3.2 and 3.3., the Arrangements shall not be deemed Material Notices;

“Privileged Information”: (i) undisclosed Material Notices; and (ii) undisclosed information not related to a Material Notice, but which may become a Material Notice, such as the Arrangements and other events of this nature; and

“Sensitive Information”: any sensitive information, which does not constitute a Privileged Information and still not disclosed to the public or which is usually not disclosed to the public, such as information on sales per unit, distributor or region. A Sensitive Information may become a Privileged Information if the content of such Sensitive Information has no longer the standard or expectation of a Sensitive Information and if such Sensitive Information materially impacts, or may impact, Ultra’s business.

1.2.2.1. For purposes of the Policies, “Arrangements” refer to the understandings for the execution of agreements or other legal transactions before their conclusion, including the execution of related instruments, such as confidentiality agreements, unbinding proposals, powers of attorneys to third parties and assistants. Without prejudice to the provisions set forth in items 3.2. and 3.3., the Arrangements are not deemed Material Notices.

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1.2.3. The Policies set forth several consequences by virtue of the existence and holding of information, depending on the classification of such information. Thus, in sum:

(i) all Material Notices must be immediately disclosed, except when the postponing of such disclosure is permitted;

(ii) Privileged Information shall only be disclosed when they become Material Notices or in other special events in which such information, to the best interest of Ultra, must be disclosed to the public;

(iii) knowledge of undisclosed Material Notice or Privileged Information (a) prevents the person holding or aware of such information from trading and (b) authorizes the Committee to establish an Extraordinary Trading Restriction to the People Subject to the Policies; and

(iv) knowledge of Sensitive Information (a) does not prevent the person holding or aware of such information from trading, but (b) subjects the disclosure of such information to third parties to the execution of a confidentiality agreement.

### 1.3. ~~PEOPLE SUBJECT TO THE POLICIES~~

1.3.1. The following people (“People Subject to the Policies”) shall comply with the rules and guidelines established in the Policies:

(a) the Company;

(b) Controlling Shareholders, if any;

(c) Managers;

(d) all people that hold management positions at Ultra or Ultra’s affiliates; and

(e) other people indicated by the Committee, at its sole discretion, holding or that may hold information related to Ultra, including third parties.

1.3.2. The People Subject to the Policies must represent to be fully of and adhere to the terms of the Policies as sets forth in item 5.2.; however, potential omission to represent such awareness and perform such adherence does not exempt the People Subject to the Policies from the duty to comply with the Policies.

1.3.3. The People Subject to the Policies may only share information related to Ultra, which they have access to, with other People Subject to the Policies.

1.3.4. Exceptionally, the People Subject to the Policies may share information with other people, at the sole discretion of the Committee, and upon prior authorization by the Committee, who evidently adopt their own policy having substantially a similar content and effects to these Policies, always subject to Ultra's convenience that such sharing of information may occur.

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1.3.5. The People Subject to the Policies must ensure that the rules of the Policies are complied with by the people under their influence, including companies or investment funds controlled by them, affiliated to or under common control, directly or indirectly, by Spouses and Dependents, provided that the People Subject to the Policies shall be held jointly liable with those people in the event of non-compliance with the Policies arising out of failure of compliance with such duty.

#### 1.4. - **DISCLOSURE AND TRADING COMMITTEE**

1.4.1. The Company shall have a Disclosure and Trading Committee (“Committee”) with the following duties:

- (a) assist the Investor Relations Officer as to the decision to disclose information to the market, through any means, amongst which the Reference Form, forms to be filed with SEC, material notices, notices to the market, notice to shareholders and press releases;
- (b) advise the Investor Relations Officer with respect to decisions attributed to him/her by the Policies or Regulation;
- (c) resolve on non-disclosure of Material Notices, for the events set forth in item 2.3., with the consequent communication of trading prohibition to the People Subject to the Policies;
- (d) resolve on the establishment of Extraordinary Trading Restrictions, as provided for in item 3.3.2.;
- (e) provide clarifications as to the application or interpretation of the provisions set forth in the Policies, law and Regulation, including with respect to the necessary disclosure of certain information;
- (f) analyze the content of Individual Investment Programs received from by People Subject to the Policies, in order to safekeep and ensure compliance with the purposes set forth in the Policies;
- (g) analyze, at the request of the Investor Relations Officer, doubts related to compliance with the Policies;
- (h) resolve on the applicable measures in cases of non-compliance with the Policies, as well as on the need to inform of this matter to the Board of Directors of the Company in order to adopt additional measures potentially applicable, as set forth in item 4.2.;
- (i) indicate other people that have or may have access to information related to Ultra, who must be subject to the terms set forth in these Policies, as provided for in item 1.3.1.(d);

(j) authorize, at its sole discretion, provided that convinced on Ultra's convenience, the People Subject to the Policies to share information with third parties, as provided for in items 1.3.3. and 1.3.4.; and

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(k) submit semiannual report to the Board of Directors of the Company in order to verify if the transactions performed by the beneficiaries are in accordance with the Individual Investment Program duly filed by them within the Company.

1.4.2. The Committee shall be comprised up to six (6) members, including the Chief Financial and Investor Relations Officer, who shall appoint the other members.

1.4.3. The Committee shall hold ordinary meeting every 2 (two) months and extraordinary meetings whenever called by the Investor Relations Officer, or any of the other members, provided that all decisions of the Committee shall depend on the majority of the members of the Committee, without prejudice to the prerogatives set forth in the Policies and Regulation to the Investor Relations Officer.

1.4.4. Call notices shall be made through electronic communication to be sent with the advance required and permitted by the subject matter of the meeting, and the meetings shall be held at the Company's headquarters, except when another place is required by exceptional conditions. Meetings may be attended through conference call, video conference or through any other remote mean of communication, being the electronic vote permitted.

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## **II. DISCLOSURE POLICY**

### **2.1. - SPECIFIC PURPOSES**

2.1.1. The purposes of the Disclosure Policy are to:

(a) rule the disclosure to the market of information which, according to its nature and characteristics, must be classified as Material Notice, setting forth the rules and guidelines to be complied with by the Investor Relations Officer and by the other People Subject to the Policies with respect to the disclosure of such information and secrecy of such information, while not disclosed;

(b) establish the general and conduct rules to be adopted by the Company in order to classify information as Material Notices, and to disclose such information, constituting, for the benefit of investors and the market in general, predictability to the conducts to be adopted by the Company; and

(c) prevent the selective disclosure of information on Material Notices and Privileged Information.

### **2.2. - DISCLOSURE OF MATERIAL NOTICES**

2.2.1. The verification of the occurrence of Material Notices shall always consider: (i) the materiality of such Material Notices under Ultra's activities and size, and not individually, (ii) the presence of reasonable influence criteria described in the definition of Material Notice, (iii) the historical of disclosure of material information by the Company and not unspecifically, in order to avoid the non-relevant disclosure of Material Notices to the detriment of the quality of the analysis, by the market, of Ultra's perspectives.

2.2.2. The Investor Relations Officer and the Committee shall ensure that the Material Notices will be disclosed as provided by law, the Regulation and this Disclosure Policy, in a clear and accurate form, in accessible language to investors, as well as ensure that Material Notices will be widely and immediately disclosed to all markets in which the Securities are traded.

2.2.2.1. The Material Notice will be disclosed to the appropriate authorities and to Stock Markets and/or Over-The-Counter Market electronically, as well as in the Company's website and the following news website chosen by the Company, according to art. 3º, § 4º of CVM Instruction n.º 358 of January 3, 2002: <http://www.valor.com.br/fatosrelevantes>.

2.2.2.2. The Market Announcements will be disclosed to the appropriate authorities and to Stock Markets and/or Over-The-Counter Market electronically, as well as the Company's

website.

The disclosures regulated by this Policy will be done in Portuguese and English.

2.2.3. Whenever possible, the disclosure of any Material Notices shall occur before the commencement or after the closure of business at Stock Markets, provided that, in the event of incompatible times with other markets, the time of operation of the Brazilian Stock Market shall prevail.

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2.2.4. The People Subject to the Policies shall inform any Material Notices they are aware of, in writing, to the Investor Relations Officer, so his/her may take the measures necessary in order to disclose the information, as provided by law, Regulation and in this Disclosure Policy, except for the events in which such information must not be disclosed, as set forth in item 2.3.

2.2.4.1 If the People Subject to the Policies are personally aware of a Material Notice and verify the omission, by the Investor Relations Officer, in complying with his/her duty of communication and disclosure, including in the event set forth in the sole paragraph of article 6 of Instruction No. 358/02, they shall only be exempt from liability if they immediately notify such Material Notice to CVM.

2.2.4.2. The communication referred to in item 2.2.4. shall be dismissed upon proven awareness of such Material Notice by the Investor Relations Officer and the decision of not disclose such information, taken pursuant to the provisions set forth in this Disclosure Policy.

2.2.5. The Company (i) does not comment, rumors or speculations originated in the market, except under extreme situations that imply or may imply the significant volatility of the Company's Securities; and (ii) does not disclose or provide prospective information (guidance), except in extraordinary cases in which Company's management deems necessary to do so.

2.2.6. When the information to be disclosed is not classified as a Material Notice, other disclosure means shall be used such as notices to the market, press releases, notices to shareholders, as the case may be, subject to, to the extent possible, item 2.2.3...

### **2.3. - EXCEPTION FOR IMMEDIATE DISCLOSURE**

2.3.1. The disclosure of Material Notices may be postponed in exceptional situations if such disclosure implies in putting Ultra's lawful interest at risk.

2.3.2. The postponing of disclosure of Material Notices shall be subject to the decision (a) by Controlling Shareholders, if any, and provided that such information is restricted to such shareholders, or (b) by the Committee.

2.3.3. If information related to an undisclosed Material Notice gets out of control, or in the events of atypical fluctuation of the price of the Securities or traded volume, such Material Notice must be disclosed to the market, subject to, to the extent possible, item 2.2.3..

2.3.4. If an information is restricted to the Controlling Shareholders, if any, and such Controlling Shareholders decide not to disclose such information, they shall notify the Investor Relations Officer, and he/she shall notify the Committee, with respect to the existing Material Notice, whether due to atypical fluctuation of the price or traded volume of the Securities or



due to examination by the Investor Relations Officer, so that the necessary immediate disclosure is analyzed.

#### **2.4. - DUTIES OF THE INVESTOR RELATIONS OFFICER**

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2.4.1. The Investor Relations Officer shall:

(a) disclose the Material Notice, simultaneously to the CVM, SEC and the Stock Markets and markets in general, immediately after the occurrence thereof, subject to item 2.2.3.;

(b) ensure the wide and immediate dissemination of such Material Notices in all markets where the Securities are authorized to trade, except for the provision of item 2.3.;

(c) render all additional clarifications as to such Material Notice, when requested to do so by the appropriate authorities or by any Stock Markets;

(d) should there be an unusual oscillation in the price or trading volume of the Company's Securities, the Investor Relations Officer must question the people with potential access to Privileged Information in order to establish whether they are aware of any information that must be disclosed to the market;

(e) electronically communicate any existing Ordinary and Extraordinary Trading Restrictions; and

(f) provide the Stock Market with information related to any disposal or acquisition of Material Ownership Interest, as provided for in item 2.6.3.;

**2.5. - DUTY OF CONFIDENTIALITY**

2.5.1. The People Subject to the Policies and all people that may have access to Privileged Information or Sensitive Information must keep the confidentiality of such Privileged Information or Sensitive Information still not disclosed by the Company.

2.5.2. The People Subject to the Policies and all people that may have access to Privileged Information or Sensitive Information must not discuss any Privileged Information or Sensitive Information at public places or in the presence of third parties.

2.5.3. Privileged Information or Sensitive Information may only be discussed with those who are required to be aware of them, subject to item 2.5.5., and to the extent legally permitted.

2.5.4. The People Subject to the Policies who, inadvertently or without authorization, communicate, in any way, personally or through third parties, any Privileged Information or Sensitive Information to any third party, before such Privileged Information or Sensitive Information is disclosed to the market, must immediately inform such act to the Investor Relations Officer so that he/she may take the applicable measures.

2.5.5. Sensitive Information may only be disclosed to third parties upon the execution of agreements that obligate the receiving party (i) to keep the confidentiality of such information, and (ii) not to trade Securities based on such information. This provision is not applicable to the disclosure of information to a person who is required by law to comply with such duties.

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2.5.6. In addition to the People Subject to the Policies, all people that have access to information owned by or of the interest of Ultra must keep the confidentiality of such information and adopt discretion and sobriety when such information has to be disclosed to third parties at Ultra's interest, or when such information has to be disclosed as provided by the Disclosure Policy, by law or Regulation.

## **2.6. - COMMUNICATION AND DISCLOSURE WITH RESPECT TO DISPOSAL OR ACQUISITION OF MATERIAL OWNERSHIP INTEREST**

2.6.1. The Controlling Shareholders, if any, and the shareholders who elect members of the Board of Directors or member of the Fiscal Council of the Company, as well as any individual or legal entity, or group of people, acting jointly or representing the same interest, that held a Material Ownership Interest, must inform the Company with respect to the disposal or acquisition of Material Ownership Interest.

2.6.2. Upon the intention to change the composition of the shareholding control or administrative structure of the Company, or upon an acquisition that results in the obligation to perform a public offer, the acquirer must disclose the information required by Instruction No. 358/02 by the press.

2.6.3. The Investor Relations Officer shall send information to the CVM, SEC and the Stock Market.

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### **III. TRADING POLICY**

#### **3.1. SPECIFIC PURPOSES**

3.1.1. The purposes of the Trading Policy are to:

(a) prevent and prohibit the improper use of Privileged Information and Sensitive Information owned by Ultra; and

(b) provide the rules and guidelines to be adopted for Securities traded by the People Subject to the Policies, including with respect to periods of trading restriction or conditions to be complied with for the trading of Securities to be permitted in such periods.

#### **3.2. - GENERAL RULES**

3.2.1. The People Subject to the Policies may not use Privileged Information in order to obtain, directly or indirectly, for themselves or to third parties, any pecuniary advantages, including through the trading of Securities.

3.2.2. Before the disclosure to the public of Privileged Information pursuant to the Policies, Securities may not be traded by People Subject to the Policies that are aware of such Privileged Information or of the date of disclosure thereof.

3.2.3. The Securities may not be traded by People Subject to the Policies (i) in the event of public offer for distribution of Securities, until the disclosure of the announcement of its closing, subject to the exceptions set forth in Instruction No. 400/03; and (ii) in the event of public offering for distribution of Securities with restricted efforts, during the period of ninety (90) days counted as from the subscription or acquisition of certain Securities by the investor, pursuant to the terms of Instruction No. 476/09.

3.2.4. Short swing transaction with the Securities may not be carried out by the People Subject to the Policies, who may not dispose the Securities acquired by them over the last six (6) months.

3.2.5. The restrictions set forth in this Trading Policy are not applicable to trading performed by investment funds whose People Subject to the Policies are quotaholders of, provided that:

(a) such investment funds are not exclusive; and

(b) trading decisions made by the manager of such investment fund are not influenced by quotaholders.

3.2.6. The repurchase of shares issued by the Company shall be subject to previous approval by general shareholders meeting whenever:

(a) performed outside organized markets of Securities, (i) involves, even by several single operations, more than five per cent (5%) of type or class of shares in less than eighteen (18) months; (ii) the price is ten per cent (10%) over, in case of acquiring, or ten per cent (10%) less in case of disposal, than the average weight for last stock exchange prices; or (iii) the counterparty is related to the Company; or

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(b) if it has the purpose to modify or to preserve the composition of the shareholding control or administrative structure of the Company.

### 3.3. - TRADING RESTRICTIONS

3.3.1. The People Subject to the Policies and the Company itself may not trade Securities, regardless of determination by the Investor Relations Officer or the Committee ("Ordinary Trading Restrictions"):

(a) whenever any Material Notice which the People Subject to the Policies and the Company are aware of is pending of disclosure;

(b) in the period of fifteen (15) days prior to the disclosure of ITR and SFS forms;

(c) whenever any periods of trading restriction related to the event of public offering for distribution of Securities, as provided for in item 3.2.3.;

(d) as from the time they have access to information with respect to the intention to perform a merger, total or partial spin-off, transformation or consolidation involving the Company; and

(e) during any share acquisition or disposal program undertaken by the Company itself.

3.3.1.1. The restriction set forth in item "e" above shall only be effective during the days in which repurchase is actually performed by the Company, provided that: (i) the week days in which the Company will trade in the market are established; and (ii) the Investor Relations Officer informs the People Subject to the Policies of the days the restriction will be effective.

3.3.2. Without prejudice to the Ordinary Trading Restrictions, the Committee may establish other Securities' trading restriction periods ("Extraordinary Trading Restrictions"), applicable to the People Subject to the Policies or to a part of them, whether due to the holding of Privileged Information, or to protect Ultra's image.

3.3.3. In the event of an Extraordinary Trading Restriction, the Investor Relations Officer shall immediately electronically communicate the People Subject to the Policies or those subject to the restriction, the period in which the trading of Securities will be restricted, without providing the reasons for such restriction.

3.3.4. The Committee will not be required to justify the decision to establish an Extraordinary Trading Restriction, and information on the existence of such Extraordinary Trading Restriction must be treated with confidentiality by the people subject to such restriction.

3.3.5. The Board of Directors of the Company may not deliberate on the acquisition or disposal of shares issued by the Company itself in the event any agreement or contract has been entered into in order to transfer shareholding control (direct or indirect) of the Company, or in the event an option or power of attorney has been granted for this purpose, as well as upon the existence of the firm intention to promote a merger, total or partial spin-off, consolidation, transformation or corporate reorganization of the Company, and while such transaction is not disclosed to the public as Material Notice.

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3.3.6. During Ordinary and Extraordinary Trading Restrictions stock lending and renting operations are not allowed when People Subject to the Policies act as borrowers, receiving the lent stock.

#### 3.4. - **EXCEPTIONS TO TRADING PROHIBITIONS**

3.5.1. The People Subject to the Policies may request Individual Investment Programs to be filed at the Company, which shall be submitted to the analysis of the Committee with respect to their compatibility with the provisions set forth in the Policies and Regulation, provided that such programs are submitted when no Material Notice is pending disclosure

3.5.2. The Individual Investment Programs will be duly filed at the Company and shall follow the specifications below:

(a) before the Individual Investment Programs are filed, the calendar including the specific disclosure dates of ITR and SFS forms must be approved;

(b) the Individual Investment Programs may not be filed during (a) the period of any trading restriction, respecting item 3.5.3., and (b) the period of fifteen (15) days before disclosure of ITR and SFS forms;

(c) the beneficiaries may only trade the Securities covered by Individual Investment Programs, or by a modification in a program, six (6) months after the Committee's approval;

(d) the Individual Investment Programs shall establish:

(i) the irrevocable and irreversible commitment of participants to trade Securities as of the dates established in the Individual Investment Programs, previously indicating the volume of proper funds to be traded;

(ii) the type and the class of Securities subject to the investment or divestiture;

(iii) the obligation to extend the purchase commitment, even after the lapse of the period originally established to bind the participant to the plan, upon a pending Material Notice not disclosed to the market; and

(iv) the obligation of the beneficiaries of the Individual Investment Program to revert to the Company any losses prevented or gains at trading with Securities, arising out of the potential change of the disclosure dates of ITR and SFS forms, ascertained based on reasonable criteria to be established by such Individual Investment Program.

(e) the beneficiaries shall not:



- (i) maintain simultaneously more than one Individual Investment Program; and
- (ii) perform transactions that shall nullify or mitigate economic effects of the transactions determined by the Individual Investment Program.

3.5.3. The Individual Investment Programs may be filed at the Company during the effectiveness of a stock repurchase program approved by the Company, provided that participants must comply with all trading rules applicable according to these Policies.

#### **IV. INFRACTIONS AND SANCTIONS**

4.1. Any violations to the rules set forth in the Policies verified by the People Subject to the Policies must be immediately reported to the Investor Relations Officer.

4.2. Without prejudice of legal sanctions (administrative, civil or criminal), the Committee shall adopt applicable measures, upon non-compliance with the Policies, including, as the case may be, (a) communication to the competent authorities, (b) dismissal of the People Subject to the Policies, without prejudice to the other legal applicable measures, and (c) reporting such matter to the Board of Directors, so that additional measures potentially applicable may be adopted.

4.3. Without prejudice of the applicable sanctions, the People Subject to the Policies responsible for non-compliance with any provision set forth in the Policies shall reimburse Ultra, fully and without limitation, of all losses resulting from such non-compliance.

#### **V. FINAL PROVISIONS**

5.1. The Policies shall be in full force as of the date they are approved by the Board of Directors of the Company for indefinite term. These Policies may only be amended upon resolution by the Board of Directors of the Company, provided that no amendments may be performed during a pending Material Notice to be disclosed to the market.

5.2. After the approval of the Policies by the Board of Directors, the Company must obtain the express adhesion by the People Subject to the Policies upon the execution of the Instrument of Adhesion, pursuant to Exhibit II.

5.2.1. The Investor Relations Officer shall maintain a file with the name, qualification, position, function or relation to the Company, address, e-mail, Individual Taxpayer Registry (CPF) or Corporate Taxpayer Registry (CNPJ) of the People Subject to the Policies, which file must be updated whenever changes occur.

5.2.2. The file referred to in item 5.2.1. must be kept at Company's headquarters and must be made available to the CVM.5.3.

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5.3. In case the People Subject to the Policy are not subject to them anymore, they should refrain from trading Securities (i) before the public disclosure of Privileged Information related to the business or to the fact initiated during their relationship with Ultra, or (ii) for six (6) months counted as of their removal, whichever occurs first.

5.4. The rules set forth in the Policy:

I – apply both to trading carried out at stock market or over the counter market, organized or not, and to trading carried out without the intermediation by an institution comprising the distribution system; and

II – apply to trading directly or indirectly carried out by the People Subject to the Policy, whether such trading occur through a controlled company, or a third party with whom a fiduciary or share or portfolio management agreement is entered into.

5.5. The Company will adopt the proceedings and actions mentioned below, without prejudice to other claimed necessary to control and avoid potential violations to the Policy:

I – instrument of adhesion to be signed by PSP, pursuant Exhibit II;

II – announcements made by the Investor Relations Officer to PSP informing on opening and closing of trading window periods; and

III – regular training, which frequency and content that will be defined by the Committee.

## **EXHIBIT I - DEFINITIONS**

For purposes of the Policy the following terms shall have the following meaning:

“Controlling Shareholders”: Shareholder or Group of Shareholders holding and exercising control of the Company directly or indirectly, as defined in the Bylaws;

“Managers”: with respect to the Company and its Subsidiaries, the members of the Board of Directors, statutory officers, the members of the Fiscal Council, if any, and the members of any other bodies with technical or advisory functions eventually constituted by statutory provision;

“Stock Market”: BM&FBovespa, NYSE and any other Stock Market or organized over the counter market in which Company’s Securities are admitted for trading, in Brazil or abroad;

“B3”: B3 S.A. – Brasil, Bolsa e Balcão

“Committee”: is the Disclosure and Trading Committee, defined in item 1.4.1.;

“Company” or “Ultrapar”: Ultrapar Participações S.A.;

“Spouse”: the spouses or companion(s);

“CVM”: Brazilian Securities and Exchange Commission (Comissão de Valores Mobiliários);

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“Dependents”: any dependent included in the annual tax return provided by People Subject to the Policies;

“SFS”: the Standard Financial Statements of the Company;

“Investor Relations Officer”: Ultrapar’s Investor Relations Officer;

“Bylaws”: Ultrapar’s bylaws.

“Material Notice”: has the meaning attributed to it in item 1.2.2.;

“Privileged Information”: has the meaning attributed to it in item 1.2.2.;

“Sensitive Information”: has the meaning attributed to it in item 1.2.2.;

“ITR”: Company’s quarterly information;

“Instruction No. 358/02”: means CVM Instruction No. 358, dated January 3, 2002;

“Instruction No. 400/03”: means CVM Instruction No. 400, dated December 29, 2003;

“Instruction No. 476/09”: means CVM Instruction No. 476, dated January 16, 2009;

“NYSE”: the New York Stock Exchange;

“Material Ownership Interest”: direct or indirect interest corresponding to 5% (five percent) or more of shares issued by the Company, as well as the rights attributed to the shares and other Securities issued by the Company;

“People Subject to the Policies”: has the meaning attributed to it in item 1.3.;

“Policies”: has the meaning attributed to it in item 1.1.1.;

“Disclosure Policy”: Ultra’s Material Notice Disclosure Policy;

“Trading Policy”: Ultra’s Securities Trading Policy;

“Individual Investment Programs”: the written instrument through which a Person Subject to the Policies undertakes to, voluntarily, irrevocably and irreversibly, invest or divest Securities at pre-established dates or periods, or upon the occurrence of certain conditions which implementation it not under its control, prepared pursuant to the provisions set forth in 15-A of Instruction No. 358/02;

“Regulation”: the rules issued by CVM and other regulatory and self-regulatory bodies which the Company is subject to;

“SEC”: the U.S. Securities and Exchange Commission;

“Instrument of Adhesion”: the document to be entered into pursuant to Exhibit II;

“Arrangements”: has the meaning attributed to it in item 1.2.2.;

“Ultra”: Ultrapar and its subsidiaries in Brazil and abroad;

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“Ultrapar”: Ultrapar Participações S.A.;

“Securities”: all and any securities issued by the Company or related to such Securities, including derivatives;

“Ordinary Trading Restrictions”: has the meaning attributed to it in item 3.3.1.; and

“Extraordinary Trading Restrictions”: has the meaning attributed to it in item 3.3.2..

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**EXHIBIT II – INSTRUMENT OF ADHESION**

**INSTRUMENT OF ADHESION**

By this instrument (“Instrument of Adhesion”) [name, qualification and e-mail], undersigned below, as [indicated relation with Ultra], hereby adheres to the MATERIAL NOTICE DISCLOSURE POLICY and the TRADING POLICY OF SECURITIES ISSUED BY ULTRAPAR PARTICIPAÇÕES S.A. (“Policies” and “Company”, respectively), which copies are hereby delivered, and represents:

- (i) to be fully aware of all terms set forth in the Policies, and to comply with the rules set forth therein;
- (ii) to be aware that Trading Restrictions of securities issued by the Company will be informed, pursuant to the Policies, through the e-mail indicated in this Instrument of Adhesion; and
- (iii) to be aware that he/she is responsible for non-compliance with any provision set forth in the Policies, and that he/she shall reimburse, without prejudice to the applicable sanctions, Ultra, as defined in the Policies, fully and without limitation, of all losses arising out of such non-compliance.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: April, 04 2018

**ULTRAPAR HOLDINGS INC.**

By: /s/ Andre Pires de Oliveira Dias \_\_\_\_\_

Name: Andre Pires de Oliveira Dias

Title: Chief Financial and Investor Relations Officer

*(Minutes of the Meeting of the Board of Directors, Material Notice and Material Notice Disclosure Policy and Securities Trading Policy)*