

ULTRAPAR HOLDINGS INC  
Form 6-K  
December 23, 2016  
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**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 December, 2016

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   X  

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   X

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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   X

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**ULTRAPAR HOLDINGS INC.**

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**ITEM**

1. Manual for Shareholders Participation in the Extraordinary Shareholders Meeting of January 23, 2017

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**Manual for Shareholders Participation  
Extraordinary General Shareholders Meeting  
of January 23, 2017**

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**MESSAGE FROM THE MANAGEMENT**

Dear Shareholders,

We are pleased to invite you to attend the Extraordinary General Shareholders Meeting (the Meeting) of Ultrapar Participações S.A. (Ultrapar or the Company), to be held on **January 23, 2017, at 2:00 p.m., in the Company's headquarters, located at Av. Brigadeiro Luís Antônio, nº 1,343 Auditório, in the City and State of São Paulo, Brazil**, in accordance with the Call Notice to be published in the newspapers *Valor Econômico* on December 23, 26 and 27, 2016, and *Diário Oficial do Estado de São Paulo* on December 23, 24 and 27, 2016, also available at the Company's website ([www.ultra.com.br](http://www.ultra.com.br)).

The preparation of this Manual for Shareholders Participation (the Manual) is aligned with the Company's philosophy towards the continuous improvement of its corporate governance practices, including the quality and convenience of the information provided to our shareholders.

The purpose of this document is to present the management proposals and to provide you with clarification and guidance regarding the matters to be discussed and procedures required for your attendance and power of attorney to participate in the Meeting, consolidating in a single file all documents published by Ultrapar in connection with the Meeting.

In addition to the information disclosed, we also inform you that Ultrapar's Investor Relations team will be available for additional clarification by e-mail [invest@ultra.com.br](mailto:invest@ultra.com.br) or telephone +55 11 3177-7014.

All shareholders of Ultrapar (including holders of common shares in the form of ADRs) may vote in all matters included in the agenda. Each common share entitles its holder to one vote in the Meeting's resolutions.

We count on your presence.

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**CALL NOTICE**

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**ULTRAPAR PARTICIPAÇÕES S.A.**

**Publicly Traded Company**

CNPJ nº 33.256.439/0001-39

NIRE 35.300.109.724

**Call Notice**

**EXTRAORDINARY GENERAL SHAREHOLDERS MEETING**

The shareholders are hereby invited to attend the Extraordinary General Shareholders Meeting of Ultrapar Participações S.A. ( Ultrapar or Company ) to be held on January 23, 2017, at 2:00 p.m., in 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 ( Shareholders Meeting ) in order to discuss, in accordance with paragraph 1 of the Article 256 of the Brazilian Corporate Law, the acquisition, through its subsidiary Companhia Ultragas S.A., of the total capital stock of Liquigás Distribuidora S.A., currently held by Petróleo Brasileiro S.A. - PETROBRAS, according to the Material Notice released on November 17, 2016.

**Attendance at the Meeting**

The shareholders of the Company, including holders of American Depositary Receipts ( ADRs ), may attend to the Meeting in person or represented by proxies and must comply with the requirements for attendance provided for in article 12 of the Company's Bylaws, presenting the documents listed under items *Individual Shareholder*, *Corporate Shareholder* and *Investment Funds* below. The status of shareholder will be evidenced by a statement issued by the bookkeeping institution or by the custodian institution, indicating the number of shares held by them up to three working days prior to the Shareholders Meeting.

Holders of ADRs will be represented at the Meeting by the custodian of the shares underlying the ADRs pursuant to the terms of the deposit agreement, dated September 16, 1999, as amended ( Deposit Agreement ). The procedures for exercising voting rights in connection with the ADRs will be specified in a communication to be delivered to ADR holders by the depositary institution, pursuant to the terms of the Deposit Agreement.



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*Individual Shareholder*

Original or certified copy of a photo identification (ID, Alien Resident Card, driver's license, officially recognized work card, or passport, in case of non-Brazilians); and

Original or certified copy of the power-of-attorney, if applicable, and a photo identification of the proxy.

*Corporate Shareholder*

Certified copy of the most recent consolidated bylaws or articles of incorporation and of the corporate action granting power of attorney (minutes of the meeting of election of the board members and/or power of attorney);

Original or certified copy of photo identification of the proxy or proxies; and

Original or certified copy of the power of attorney, if applicable, and photo identification of the proxy.

*Investment Funds*

Evidence of the capacity of fund manager conferred upon the individual or legal entity representing the shareholder at the Shareholders' Meeting, or the proxy granting such powers;

The corporate action of the manager, in case it is a legal entity, granting powers to the representative attending the Shareholders' Meeting or to whom the power of attorney has been granted; and

In the event the representative or proxy is a legal entity, the same documents referred to in Corporate Shareholder must be presented to the Company.

The documents listed above shall be sent to the Investor Relations Department, preferably, until 2:00 p.m. of January 19, 2017.

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**Availability of Documents and Information**

In accordance with Ultrapar's Bylaws and with articles 6 and 19 of CVM Instruction nº481, of December 17, 2009, the documents and information regarding the matters to be approved, as well as other relevant information and documents to the exercise of voting rights in the Meeting, were filed with the CVM and are available in CVM website ([www.cvm.gov.br](http://www.cvm.gov.br)), in the Company's headquarters, in the BM&FBOVESPA website ([www.bmfbovespa.com.br](http://www.bmfbovespa.com.br)) and in the Company's website ([www.ultra.com.br](http://www.ultra.com.br)), where the Manual for Shareholders' Participation in the Extraordinary Shareholders' Meeting is also available.

São Paulo, December 22, 2016.

**PAULO GUILHERME AGUIAR CUNHA**

Chairman of the Board of Directors

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**ADDITIONAL PROCEDURES**

The documents necessary for your participation in the Meeting are specified in the Call Notice.

We clarify that in the case of non-Brazilian investment funds and shareholders, a sworn translation of the documents shall not be required if the documents are originally in English or Spanish.

Ultrapar, aiming to facilitate the representation of its shareholders at the Meeting (excluding holders of common shares in the form of ADRs), provides in the end of this Manual a power-of-attorney model, through which shareholders may appoint the lawyers thereby indicated to represent them at the Meeting, at no cost and strictly in accordance with the powers granted. To the extent shareholders (excluding holders of common shares in the form of ADRs) opt to be represented at the Meeting using the model provided by the Company, the power of attorney must include all the representatives listed in the power-of-attorney model.

We kindly ask you to send the documents listed above to the Investor Relations Department, at Avenida Brigadeiro Luís Antônio, 1,343, 8<sup>th</sup> floor, CEP 01317-910, in the City and State of São Paulo, preferably until 2:00 p.m. of January 19, 2017.

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**MANAGEMENT PROPOSAL**

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**ULTRAPAR PARTICIPAÇÕES S.A.**

**Publicly Traded Company**

CNPJ nº 33.256.439/0001-39

NIRE 35.300.109.724

**MANAGEMENT PROPOSAL**

Dear Shareholders,

The Management of Ultrapar Participações S.A. ( Ultrapar or Company ) hereby presents to the Company s shareholders the following Management Proposal, regarding the matter to be deliberated upon at the Company s Extraordinary General Shareholders Meeting , to be held on January 23, 2017, at 2:00 p.m.:

*Approval, in accordance with the terms of paragraph 1 of Article 256 of the Brazilian Corporate Law, of the acquisition, through the Company s subsidiary, Companhia Ultragas S.A., of the total share capital of Liquigás Distribuidora S.A. ( Liquigás ).*

We propose the approval of the acquisition of 100% of Liquigás, through the Company s subsidiary, Companhia Ultragas S.A. The Management believes that this acquisition will generate benefits to the Company and its shareholders, as described in the **Annex I** of the current proposal, in accordance with the Article 19 of CVM Instruction 481/09.

We also present an appraisal report (**Annex II**) prepared by an independent appraiser, in accordance with paragraph 2 of Article 256 of the Brazilian Corporate Law.

As an additional reference of information on this subject, we included the Material Notice released by the Company on November 17, 2016 in this Management Proposal (**Annex III**).

We emphasize that, in accordance with paragraph 2 of Article 256 combined with item II of Article 137, both of the Brazilian Corporate Law, the dissenting shareholders of this resolution are not entitled to withdrawal rights, once the Company s shares have market liquidity and dispersion.

São Paulo, December 22, 2016.

**PAULO GUILHERME AGUIAR CUNHA**

**Chairman of the Board of Directors**

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**ANNEX I ANNEX 19**

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**ANNEX 19 (as set forth in CVM Instruction No. 481/09)**

**ACQUISITION OF CONTROL**

**1. Describe the transaction**

On November 17, 2016, Ultrapar Participações S.A. (Ultrapar) and its subsidiary Companhia Ultragaz S.A. (Ultragaz or Purchaser) executed the Sale and Purchase Agreement of Shares and Other Covenants (SPA) for the acquisition of all shares representing the share capital of Liquigás Distribuidora S.A. Liquigás (Liquigás), held by Petróleo Brasileiro S.A. Petrobras (Seller and Acquisition, respectively).

The SPA sets forth the terms and conditions for the Acquisition, which is subject to certain usual conditions precedent for this type of transaction, in addition to the approval from the Brazilian Antitrust Authority CADE, by the extraordinary general shareholder's meeting of Ultrapar, pursuant to article 256 of the Brazilian Corporate Law and from the Seller's general meeting, according to its Bylaws.

For further information, see Material Notice published on November 17, 2016, attached to the Management Proposal.

**2. Inform the reason, whether pursuant to Bylaws or Law, why the transaction was submitted to the approval of the meeting**

The Acquisition is submitted to approval of the extraordinary general shareholder's meeting of Ultrapar, in compliance with article 256, item I, of the Brazilian Corporate Law, given that the purchase price is considered a relevant investment, according to article 247, sole paragraph, of the Brazilian Corporate Law.

**3. Regarding the company whose control was or will be acquired:**

**a. Inform the name and qualification**

Liquigás Distribuidora S.A. Liquigás, a corporation, headquartered at Av. Paulista, 1842 1st, 2nd and 3rd part, 4th, 5th and 6th floor, Condomínio Cetenco Plaza Torre Norte, in the city of São Paulo, State of São Paulo, enrolled with the CNPJ/MF under No. 60.886.413/0001-47.

**b. Please inform the number of shares or units of ownership of each class or type issued**

Liquigás's share capital is R\$ 644,093,205.57 (six hundred forty-four million, ninety-three thousand, two hundred and five reais and fifty-seven cents), divided into 8,145,118 (eight million, one hundred forty-five thousand, one hundred eighteen) common shares.

**c. List all direct or indirect controlling shareholders or members of controlling block and their stake in share capital, if they are related parties, as defined by the accounting rules addressing the matter.**

The Seller holds all shares issued by Liquigás. The Seller is not, directly or indirectly, a related party of Ultrapar, as defined by the accounting rules addressing such matter.

**d. For each class or type of shares or quotas of the company whose control will be acquired, inform:**

**i. Minimum, average and maximum price for each year, on the markets where they are traded, for the last 3 (three) years**

Not applicable. The shares issued by Liquigás do not have a trading history, due to the fact that they are shares of a closely-held company.



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**ii. Minimum, average and maximum price for each quarter, on the markets where they are traded, for the last 2 (two) years**

Same as item d. (i) above.

**iii. Minimum, average and maximum price each month, on the markets where they are traded, for the last 6 (six) months**

Same as item d. (i) above.

**iv. Average price on the markets where they are traded, for the last 90 days**

Same as item d. (i) above.

**v. Net equity value at market prices, if such information is available**

Information not available.

**vi. Annual net income for the last 2 (two) fiscal years, monetarily adjusted**

Liquigás' annual net income was R\$ 62,411,980.00 (sixty-two million, four hundred eleven thousand, nine hundred and eighty reais) for the fiscal year ended December 31, 2014 and R\$ 122,091,510.00 (one hundred twenty-two million, ninety-one thousand, five hundred and ten reais) for the fiscal year ended December 31, 2015, both monetarily adjusted by the IPCA accumulated until November 17, 2016.

**4. Main terms and conditions of the transaction, including:**

**a. Identification of the sellers**

Petróleo Brasileiro S.A. - Petrobras, a mixed-capital company, headquartered in the City and State of Rio de Janeiro, at Av. República do Chile, No. 65, enrolled with the CNPJ/MF under No. 33.000.167/0001-01.

**b. Total number of shares or quotas acquired or to be acquired**

Same as item 3(b) above - 8,145,118 (eight million, one hundred forty-five thousand, one hundred eighteen) common shares issued by Liquigás. Upon the Acquisition, Ultragas will become the holder of all shares issued by Liquigás.

**c. Total price**

The Acquisition amount is R\$ 2,665,569,000.00 (two billion, six hundred sixty-five million, five hundred sixty-nine thousand reais) ( Base Acquisition Price ), which shall be adjusted according to the daily average rate variation for

interbank deposits of 1 (one) day, daily calculated and published by the Securities Custody and Settlement Center (*Central de Custódia e Liquidação Financeira de Títulos* – CETIP), expressed as percentage per year (considering a year of 252 business days) (CDI) between the SPA's execution date and the Acquisition closing date (Closing Date and Acquisition Price, respectively). Such Base Acquisition Price corresponds to an enterprise value of R\$ 2,800,000,000.00 (two billion, eight hundred million reais), plus the value attributed to Real Estate in Osasco (according to the definition below) minus Liquigás' net debt, on December 31, 2015, of R\$ 196,031,000.00 (one hundred ninety-six million and thirty-one thousand reais).

In the event the non-operating real estate held by Liquigás in the city of Osasco (Real Estate in Osasco) is transferred by Liquigás to third parties until the Closing Date, the Acquisition Price shall be reduced by the value attributed, duly adjusted according to CDI's variation between SPA's execution date and the Acquisition's Closing Date.

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Furthermore, the Acquisition Price is subject to adjustment, and it shall increase or decrease due to working capital variations and Liquigás' net debt position between December 31, 2015 and the Closing Date, calculated after the Closing Date.

### **d. Price per share or quota for each type and class**

The price per share issued by Liquigás is R\$ 327.26 (three hundred twenty-seven reais and twenty-six cents).

### **e. Form of Payment**

On the Closing Date, the Acquisition Price shall be paid to the Seller, in domestic currency, according to the definition in item 4.c above.

### **f. Condition precedent and condition subsequent to which the transaction is subject**

The closing of the Acquisition is subject to certain conditions precedent usual in transactions of such nature, among which (i) approval by the Brazilian Antitrust Authority – CADE; (ii) approval by the extraordinary general shareholder's meeting of Ultrapar, pursuant to article 256 of the Brazilian Corporate Law; and (iii) approval by Seller's general shareholders' meeting, according to its Bylaws.

### **g. Summary of representations and warranties of the sellers**

The Seller's representations and warranties are as follows (i) incorporation and existence of the Seller and Liquigás according to the Brazilian law; (ii) Seller's capacity, as well as Liquigás', to execute the SPA, comply with obligations assumed thereunder and complete the transaction set forth therein; (iii) inexistence of violation of laws, corporate documents of the Seller or of Liquigás and any instrument executed by the Seller or by Liquigás due to SPA's execution; (iv) ownership of shares subject matter of the Acquisition by the Seller and absence of encumbrances; (v) compliance and adequacy of Liquigás' financial statements dated December 31, 2015, and its accounting books and tax records with the Brazilian accounting principles and applicable laws; (vi) ordinary conduction of Liquigás' business as of December 31, 2015, until SPA's execution date; (vii) inexistence of material proceedings (according to SPA's definition) involving Liquigás; (viii) ownership or possession, by Liquigás, of assets required to proceed with its ordinary course of business, free from encumbrances; (ix) maintenance of insurance policies at appropriate amounts by Liquigás; (x) tax matters; (xi) labor matters; (xii) anti-corruption matters; (xiii) competition matters; (xiv) intellectual property held or used by Liquigás; (xv) compliance with laws by Liquigás; (xvi) absence of third parties entitled to received payments as a result of the Acquisition (except the Seller's financial advisor, whose commission shall be paid by the Seller); and (xvii) inexistence of payments or bonuses due to the Acquisition (including to Liquigás' employees and managers).

### **h. Rules on the indemnification of purchasers**

The Seller shall indemnify the Purchaser, Liquigás (after Closing Date), its affiliates and respective managers for any losses, obligations, claims or liabilities, as well as any fines, interest, penalties, costs or expenses, including judicial costs, reasonable attorney's fees and other experts' fees ( Losses ), effectively and directly borne or incurred by such

persons as a result of: (i) any inaccuracy, violation or omission of any representation or warranty provided by the Seller under the terms of the SPA; (ii) partial or full non-compliance with any obligation, duty or agreement assumed by the Seller under the SPA; (iii) non-compliance with anti-corruption laws related to Liquigás management and/or businesses and activities; and/or (iv) of the Real Estate in Osasco, in the event it is transferred by Liquigás to third parties before the Closing Date.

Certain limitations shall be applied to the indemnity payment obligation, which vary according to the nature of the Loss. Losses specifically related to fraud, tort or bad-faith by the Seller, non-compliance with anti-corruption laws related to Liquigás management and/or businesses and activities, shall be indemnifiable if claimed within a period of up to 5 years as of the Closing Date, limited to the Acquisition Price.

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**i. Required government approvals**

The Acquisition shall be subject to approval by CADE.

Bearing in mind that Liquigás leases certain areas located in port terminals, ANTAQ's approval shall be also obtained by the Seller in order to comply with the conditions precedent to closing, in order to prevent the termination of the respective agreements.

**j. Collaterals granted**

The Purchaser submitted a guarantee issued by Banco Bradesco S.A. to ensure (i) payment of Acquisition Price, (ii) payment of Acquisition Price adjustment (in the event it is due by Ultragaz under the terms of the SPA) and (iii) payment of the penalties set forth in item 7 below (if due by Ultragaz under the terms of the SPA).

**5. Purpose of the transaction**

Ultragaz was the first LPG distributor in Brazil and it is committed to continuously developing this market since its foundation, nearly 80 years ago. This Brazilian company is considered a reference in the LPG industry and it wishes to continue growing and creating value, its purpose for this Acquisition.

It is worth mentioning that the outlook for LPG businesses are in line with the expansion plan for all Ultrapar's businesses: increased efficiency, opportunity to stand out by offering convenient and high quality products and services.

**6. Analysis of the benefits, costs and risks of the transaction**

Ultragaz uses innovation as a means to stand out, by offering greater convenience and a better value proposal to customers. The Acquisition shall allow the differentiation strategy and operating excellence of Ultragaz, in addition to its investment capacity, allied with assets and the high-quality resellers network of Liquigás, to bring significant efficiency gains in logistics, management and operation practices, resulting in better services, benefits to customers, resellers, clients and society as a whole.

The main costs associated to the Acquisition are related to the integration of operations, including system integration costs and adjustments of visual programming and brand use. In relation to risks, Ultragaz has assumed certain obligations of the businesses acquired by Liquigás, therefore, existing financial and legal obligations and other contingencies – except the indemnification events agreed upon under the SPA – shall become Ultragaz's responsibilities.

Ultragaz may incur in additional costs if restrictions shall be imposed by governmental authorities, should the Acquisition be approved upon imposition of restrictions.

**7. Costs for the company if the transaction is not approved**

In the event of Acquisition is not approved by the extraordinary general shareholder's meeting of Ultrapar or by the Brazilian Antitrust Authority – CADE, the agreement shall be terminated, and a compensatory fine of 10% of Base Acquisition Price shall apply, increased by Liquigás' net debt on December 31, 2015, defined in the Agreement (that

is, a fine of R\$ 286,160,000.00), payable by the Purchaser in favor of the Seller.

**8. Describe the sources of funds for the transaction**

Ultrapar and the Purchase have their own funds to assume the payment of the total value of the Acquisition. However, they may decide to take out a loan from first rank financial institutions. The closing of the transaction is not subject to such funds. There will be no issuance of shares to pay the Acquisition.

**9. Describe the management's plans for the company whose control was or will be acquired**

The management's plan includes integrating the operation acquired with Ultragas operations, enabling growth and more competitiveness through a larger operating scale and higher logistics efficiency. Furthermore, the Acquisition will geographically complement Ultragas resellers network, according to the definition in item 6.

**Table of Contents****10. Provide management's statement with justification, recommending the approval of the transaction**

Considering the information contained in this Annex, the management recommends the approval of the Acquisition, which we believe will produce benefits to Ultrapar and its shareholders, considering that the Acquisition will geographically complement Ultragas' resellers network, strengthening Ultragas' business.

**11. Describe any existing corporate relation, even if indirect, between:****a. Any of the sellers or the company whose control was or will be acquired; and****b. Parties related to the Company, as defined by the accounting rules related to this subject**

Liquigás, on the one hand, and the Purchaser and Ipiranga Produtos de Petróleo S.A. (Ultrapar's wholly-owned subsidiary), on the other hand, have equity interest in three other companies, as shown in the table below:

## 1) Metalúrgica Plus S.A. (non-operating company)

Shareholder	Number of Shares
Liquigás	3,000
Companhia Ultragas S.A.	3,000
Others	3,000
Total	9,000

## 2) Plenogas Distribuidora de Gás S.A. (non-operating company)

Shareholder	Number of Shares
Liquigás	1,384,308
Ipiranga Produtos de Petróleo S.A.	1,384,308
Others	1,384,308
Total	4,152,924

## 3) Utingás Armazenadora S.A.

Shareholder	Number of Shares
Liquigás	3,074,374
Ipiranga Produtos de Petróleo S.A.	1,672,188
Others	8,630
Total	4,755,192

Furthermore, Refinaria de Petróleo Riograndense S.A. is jointly held by Ultrapar, the Seller and Braskem S.A., each company holds 33% of common shares issued by Refinaria de Petróleo Riograndense S.A.

Except as mentioned above, Ultrapar is not aware of the existence of any corporate relation among Ultrapar's related parties, as defined by the accounting rules, and the Seller and Liquigás.

**12. Provide details of any transactions carried out in the past two (2) years by any of the parties related to the company, as defined by the accounting rules related to this subject, involving equity interest or other securities or debt instruments of the company whose control was or will be acquired**

Ultrapar is not aware of any transactions carried out by any parties related to Ultrapar, as described above.



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**13. Provide a copy of the reports and studies prepared by the company or by third parties, which served as the basis for the acquisition price**

The price of the Acquisition was determined in negotiations between Ultrapar and the Purchaser, on the one hand, and the Seller, on the other hand, independent and autonomous parties, based on the assessment each party carried out for the business of the Acquisition and the financial information provided by the Seller. It is worth mentioning that Ultrapar's and Ultragas' managers have the required knowledge about the market in which Liquigás operates for the appraisal of the business, discussion and negotiation of the price with the Seller.

Additionally, in compliance with article 256, paragraph 1 of the Brazilian Corporate Law, the management hired the preparation of a valuation report, which shall be disclosed on this date together with the documents required to call the extraordinary general shareholders' meeting of Ultrapar.

**14. In relation to third parties who prepared studies or valuation reports:**

**a. Inform the name**

Ernst & Young Assessoria Empresarial Ltda. (Appraisal Firm).

**b. Describe its skills**

The Appraisal Firm is one of the big four professional service providers in the world for audit, consulting and ancillary services for varied types of companies worldwide. Globally, the Appraisal Firm has 728 offices across 150 countries, with a staff of about 212,000 employees. In Brazil, it has about 5,500 employees and 15 offices in 12 cities. The job was performed by the Department of Transaction Advisory Services (TAS), which provides services and financial solutions related to Mergers and Acquisitions, Project Finance, Real Estate Advisory Services, Financial Strategy, Transaction Support (Due Diligence Services), Fixed Assets and Intangible Assets, Business Modeling and Valuation services for the largest organizations in the world.

**c. Describe how they were chosen**

The Appraisal Firm was selected because of its quality, experience and track record in valuation reports and overall advisory.

**d. State if they are related parties to the company, as defined in the accounting rules governing this matter**

The Appraisal Firm is not a party related to Liquigás.

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**ANNEX II VALUATION REPORT**

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**ANNEX III 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

**MATERIAL NOTICE**

**ULTRAPAR, THROUGH ITS SUBSIDIARY ULTRAGAZ, ENTERS INTO AN AGREEMENT TO  
ACQUIRE LIQUIGÁS DISTRIBUIDORA S.A.**

São Paulo, Brazil, November 17, 2016 Ultrapar Participações S.A. ( Ultrapar ) hereby announces that its subsidiary Companhia Ultragaz S.A. ( Ultragaz ) signed today a sale and purchase agreement with Petróleo Brasileiro S.A. ( Petrobras ) for the acquisition of 100% of the capital stock of Liquigás Distribuidora S.A. ( Liquigás ) ( Transaction ).

The enterprise value of the acquisition is R\$ 2.8 billion. Such amount will be adjusted by the Brazilian interbank interest rate (CDI) of the period between the signing date and the closing of the Transaction, and will be subject to adjustments related to working capital and net debt position between 12/31/2015 and the closing date of the Transaction.

The completion of the Transaction is subject to the approval by the Brazilian antitrust authorities, and the approval by the shareholders of Ultrapar, pursuant to article 256 of the Brazilian Corporate Law, and of Petrobras, pursuant to its bylaws, both meetings to be called in due course. The completion is also subject to other customary conditions precedent for this type of Transaction. It is worth mentioning that, even if paragraph 2 of article 256 of the Brazilian Corporate Law is applicable, Ultrapar shareholders will not be entitled with withdrawal rights, once Ultrapar's shares have market liquidity and dispersion.

**Liquigás**

Liquigás was founded in 1953 and operates in the liquefied petroleum gas (LPG) distribution market in Brazil. With a structure of 23 operating facilities and 19 warehouses, Liquigás has a network of 4.8 thousand resellers.

In 2015, Liquigás sold 1.65 million tons of LPG, generating net revenues of R\$ 3.3 billion and EBITDA of R\$ 214 million. Liquigás' gross debt as of December 31, 2015 was R\$ 145 million.

**Rationale of the acquisition**

Ultragaz was the first LPG distributor in Brazil, founded in 1937, and will complete 80 years of operations next year. Its experience, pioneering spirit and commitment to this market all have allowed it to obtain various recognitions, including more than 40 awards for its management standards. Ultragaz serves approximately 11 million households in the bottled segment and 50 thousand costumers in the bulk segment. In 2015, it sold 1.7 million tons of LPG, generating net revenues of R\$ 4.6 billion and EBITDA of R\$ 357 million. Over the last 12 months up to

September 30, 2016, Ultragas' s EBITDA totaled R\$ 433 million. During 2016, Ultragas reported 31% EBITDA growth year-on-year. In the same period, Liquigás has also been presenting even higher earnings growth.

Ultragas strategy relies on differentiation based on innovation, offering costumers greater convenience and a better value proposition. This differentiation is materialized through initiatives such as the Ultragas Connect application, *Vale Gás*, the partnership with the *Km de Vantagens* loyalty program and the *Ultrapronto* concept. Additionally, in the bulk segment, Ultragas offers tailor-made solutions that enhance its costumers energy source towards the LPG use.

The Transaction will allow Ultragas' s strategy based on differentiation and operational excellence, as well as its investment capacity, combined with Liquigás' quality assets and resellers network, to provide significant efficiency gains, such as in logistics, in administrative management and in operating practices, resulting in better services and benefits for consumers, resellers and the society as a whole.

**André Pires de Oliveira Dias**

Chief Financial and Investor Relations Officer

Ultrapar Participações S.A.

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**MODEL FOR POWER OF ATTORNEY**



**Table of Contents****Power of Attorney**

Through the intermediary of this private instrument, [Shareholder], [nationality], [civil status], [occupation], bearer of the identity document, number [ ] [issuing entity], resident and domiciled at [full address] or [legal entity duly incorporated in accordance with the laws of [ ]], with its head offices at [ ], enrolled at the Taxpayer Register under number [ ]] ( Principal ) nominates and constitutes as [his/her/its] attorney-in-fact SANDRA LÓPEZ GORBE, Brazilian, single, lawyer, national identity card RG nr. 094233582-IFP/RJ, professional identity card OAB/RJ nr. 097181, and enrolled at the Taxpayers Register CPF/MF under nr. 035.539.407-35; THIAGO DE MELLO RIBEIRO COUTINHO, Brazilian, married, lawyer, national identity card RG nr. 1790900-SSP/PB, professional identity card OAB/SP nr. 176386, and enrolled at the Taxpayers Register CPF/MF under nr. 265.000.098-86; DENIZE SAMPAIO BICUDO, Brazilian, single, lawyer, national identity card RG nr. 32.308.230-0-SSP/SP, professional identity card OAB/SP nr. 239.515, and enrolled at the Taxpayers Register CPF/MF under nr. 220.578.448-03; CAIO MARON ZANINI, Brazilian, single, lawyer, national identity card RG nr. 34.616.342-0SSP/SP, professional identity card OAB/SP under nr. 256.842, and enrolled at the Taxpayers Register CPF/MF under nr. 312.347.968-48; GIOVANNA FERNANDES PAULIN, Brazilian, single, lawyer, national identity card RG nr. 43.958.874-1SSP/SP, professional identity card OAB/SP under nr. 348.345 and enrolled at the Taxpayers Register CPF/MF under nr. 369.022.888-36; with powers, acting individually and independently of the order of nomination, to represent the Principal as holder of [ ] ([number of shares in words]) common shares issued by Ultrapar Participações S.A., a publicly-traded company registered in the corporate tax register (CNPJ/MF) under number 33.256.439/0001-39, with corporate headquarters at Av. Brigadeiro Luís Antônio, nr. 1343, in the City and State of São Paulo ( Company ), in the Extraordinary General Meeting to be held at 2:00 p.m. on January 23, 2017 at the corporate headquarters of the Company, signing the Shareholders Presence Register of the Company and the minutes of the Extraordinary General Meeting, for the specific purpose of voting in strict conformity with the following guidance:

(1) Approval, in accordance with the terms of paragraph 1 of Article 256 of the Brazilian Corporate Law, of the acquisition, through the Company s subsidiary, Companhia Ultragaz S.A., of the total share capital of Liquigás Distribuidora S.A., according to the Material Notice released on November 17, 2016:

**In Favor**

[ ]

**Against**

[ ]

**Abstention**

[ ]

*Mark with an X in the box of your choice above.*

The attorneys-in-fact hereby nominated have no right or obligation whatsoever to take any other measures in the name of the Principal not expressly provided for in this instrument or which are necessary to its exact fulfillment.

This power of attorney, which may be delegated in full or partially, shall be valid for the aforementioned Extraordinary General Shareholders Meeting, whether installed upon the first convening notice or upon the second convening notice.

[day] [month] 2017.

[Shareholder]

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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: December 22, 2016

**ULTRAPAR HOLDINGS INC.**

By: /s/ Andre Pires de Oliveira Dias  
Name: Andre Pires de Oliveira Dias

Title: Chief Financial and Investor Relations Officer

*(Manual for Shareholders Participation in the Extraordinary Shareholders Meeting of January 23, 2017)*