

ULTRAPAR HOLDINGS INC
Form F-4/A
December 14, 2007
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As filed with the Securities and Exchange Commission on December 14, 2007

Registration No. 333-146406

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

AMENDMENT NO. 3

TO

FORM F-4

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

Ultrapar Participações S.A.

(Exact name of Registrant as specified in its charter)

N/A

(Translation of Registrant's name into English)

Brazil
(State or Other Jurisdiction of
Incorporation or Organization)

2860
(Primary Standard Industrial
Classification Code Number)

Not Applicable
(I.R.S. Employer
Identification Number)

Av. Brigadeiro Luis Antônio, 1343, 9º Andar

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São Paulo, SP, Brazil 01317-910

Telephone: 55-11-3177-6695

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

National Registered Agents, Inc.

875 Avenue of the Americas, Suite 501

New York, New York 10001

(800) 300-5067

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copy to:

Diane G. Kerr, Esq.

Andrés V. Gil, Esq.

Davis Polk & Wardwell

450 Lexington Avenue

New York, New York 10017

(212) 450-4000

Approximate date of commencement of proposed offer to the public: As soon as practicable after this registration statement becomes effective.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until this registration statement shall become effective on such date as the Commission, acting pursuant to Section 8(a), may determine.

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The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state or jurisdiction where the offer or sale is not permitted.

PRELIMINARY PROSPECTUS (Subject to Completion)

Dated December 14, 2007

Ultrapar Participações S.A.

Exchange of Preferred Shares

for Preferred Shares of

Refinaria de Petróleo Ipiranga S.A.,

Distribuidora de Produtos de Petróleo Ipiranga S.A.

and

Companhia Brasileira de Petróleo Ipiranga

Dear RIPI, DPPI and CBPI Preferred Shareholders:

This prospectus relates to a share exchange transaction, or the Share Exchange, wherein the preferred shares of Refinaria de Petróleo Ipiranga S.A., or RIPI, Distribuidora de Produtos de Petróleo Ipiranga S.A., or DPPI, and Companhia Brasileira de Petróleo Ipiranga, or CBPI, will be exchanged for preferred shares of Ultrapar Participações S.A., or Ultrapar. In addition, as part of the Share Exchange, all remaining outstanding common shares of RIPI, DPPI and CBPI will be exchanged for Ultrapar preferred shares. The Share Exchange is part of a multi-step acquisition, or the Transaction, by Ultrapar of RIPI, DPPI and CBPI, which together with their subsidiaries make up the Ipiranga Group. The Transaction is being conducted by Ultrapar on its own behalf and on behalf of Petróleo Brasileiro S.A., or Petrobras, and Braskem S.A., or Braskem, and following completion of the Transaction, Ultrapar, Petrobras and Braskem will divide among themselves all of the Ipiranga Group's assets and operations, including those of RIPI, DPPI and CBPI.

As discussed herein, RIPI, DPPI and CBPI have each called extraordinary shareholders meetings for the purpose of allowing their respective common shareholders to determine whether to approve the Share Exchange. Since Ultrapar currently holds more than a majority of each of RIPI, DPPI and CBPI's common shares, the Share Exchange will be approved at such shareholders' meetings. Holders of RIPI, DPPI and CBPI preferred shares are not entitled to vote at meetings of the shareholders of RIPI, DPPI and CBPI. Accordingly, once the RIPI, DPPI and CBPI common shareholders approve the Share Exchange, your only alternatives prior to the Share Exchange will be (i) to hold your RIPI, DPPI or CBPI preferred shares and participate in the Share Exchange, (ii) to dispose of your RIPI, DPPI or CBPI preferred shares or (iii) if you are a RIPI or DPPI preferred shareholder to exercise appraisal rights pursuant to Brazilian law and request that RIPI or DPPI, as applicable, purchase your preferred shares, as explained further in this prospectus. According to Brazilian Law, holders of CBPI shares, which are highly liquid, are not entitled to appraisal rights. Your right to exercise appraisal rights will be triggered by publication of the approval of the Share Exchange at RIPI's and DPPI's respective extraordinary shareholder meetings. Once you notify the company whose shares you hold that you wish to exercise your appraisal rights, such request is irrevocable.

In connection with the Share Exchange, Ultrapar will issue 54,704,948 new preferred shares, which includes 1,043,359 preferred shares issued to the common shareholders RIPI, DPPI and CBPI. Each RIPI, DPPI and CBPI preferred share will be exchanged for Ultrapar preferred shares in accordance with the ratio of 0.79850, 0.64048 and 0.41846 Ultrapar preferred shares for each RIPI, DPPI and CBPI preferred share,

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respectively. On March 16, 2007, the last full trading day in São Paulo prior to the announcement of the Transaction, the implied value of the consideration per share of RIPI, DPPI and CBPI preferred stock was R\$39.36, R\$31.57 and R\$20.63, respectively, and on December 13, 2007, the latest practicable date prior to the date of this document, the implied value of the consideration per share of RIPI, DPPI and CBPI preferred stock was R\$48.99, R\$39.90 and R\$25.76, respectively. Ultrapar's preferred shares are listed on the BOVESPA stock exchange in Brazil under the ticker symbol UGPA4. American Depositary Shares, or ADSs, representing Ultrapar's preferred shares are listed on the New York Stock Exchange under the symbol UGP, but you will not receive ADSs in the Share Exchange.

The accompanying document provides a detailed description of the Transaction and Share Exchange. You are urged to read these materials carefully. **Please pay particular attention to the Risk Factors beginning on page 56 for a discussion of risks related to the Transaction.** If you are in any doubt as to the action you should take, contact your broker, lawyer, accountant or other professional advisor without delay. Other than reading the accompanying document, you are not being asked to take any action at this time. You are receiving this document for your information only, in connection with Ultrapar's registration of its preferred shares with the Securities and Exchange Commission, or SEC, under the U.S. Securities Act of 1933, as amended.

Neither the SEC nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense. This document does not constitute an offer to sell or a solicitation of an offer to buy any securities in any jurisdiction where such an offer or solicitation would be illegal.

This prospectus is dated _____, 2007 and is expected to be first made available to holders of RIPI, DPPI and CBPI preferred shares on or about that date.

Sincerely,

André Covre

Chief Financial and Investor

Relations Officer Ultrapar

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ADDITIONAL INFORMATION

This document contains annexes which include important business and financial information about Ultrapar. For a more detailed description of the documents included in the annexes to this prospectus, see "Where You Can Find More Information" beginning on page 217.

The documents included as annexes hereto have also been filed by Ultrapar with the Securities and Exchange Commission, or SEC. You can obtain additional copies of documents included as annexes hereto from the SEC's website at www.sec.gov or by requesting them in writing or by telephone from:

Ultrapar Participações S.A.

Av. Brigadeiro Luis Antônio, 1343, 8º Andar

São Paulo, SP, Brazil 01317-910

Attention: Investor Relations Department

Telephone: 55-11-3177-7014

Refinaria de Petróleo Ipiranga S.A.

Rua Engenheiro Heitor Amaro Barcellos, 551

CEP: 96202-900 Rio Grande RS Brazil

Telephone: 55-53-3233-8001

Fax: 55-53-3233-8014

Attention: Investor Relations Department

Distribuidora de Produtos de Petróleo Ipiranga S.A.

Rua Francisco Eugênio, 329 São Cristovão

CEP: 20941-900 Rio de Janeiro RJ

Telephone: 55-21-2574-5363/5267

Fax: 55-21-3224-6493

Attention: Investor Relations Department

Companhia Brasileira de Petróleo Ipiranga

Rua Francisco Eugênio, 329 São Cristovão

CEP: 20941-900 Rio de Janeiro RJ

Telephone: 55-21-2574-5363/5267

Fax: 55-21-3224-6493

Attention: Investor Relations Department

Ultrapar, RIPI, DPPI and CBPI are not incorporating the contents of the websites of the SEC, Ultrapar, RIPI, DPPI, CBPI or any other person into this document. Ultrapar is providing only the information about how you can obtain additional copies of documents that are annexed to this document at these websites for your convenience.

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ABOUT THIS DOCUMENT

This document, which forms part of a registration statement on Form F-4 filed with the SEC by Ultrapar (File No. 333-146406), constitutes a prospectus of Ultrapar under Section 5 of the U.S. Securities Act of 1933, as amended, or the Securities Act, with respect to the Ultrapar preferred shares to be issued to RIPI, DPPI and CBPI preferred shareholders in connection with the Share Exchange.

TERMS USED IN THIS PROSPECTUS

References in this prospectus to Ultrapar, we, our, us and the Company are to Ultrapar Participações S.A. and its consolidated subsidiaries (unless the context otherwise requires). In addition, all references in this prospectus to:

2006 Form 20-F are to our 2006 Annual Report on Form 20-F, filed with the SEC on June 7, 2007;

ADRs are to the American Depositary Receipts evidencing our ADSs;

ADSs are to our American Depositary Shares, each representing one share of our non-voting preferred stock;

Acquiring Companies are to Ultrapar, Petrobras and Braskem;

AM/PM are to AM/PM Comestíveis Ltda.;

Apsis Valuation Report are to the valuation report delivered by Apsis Consultoria Empresarial S/C Ltda. to Ultrapar on November 12, 2007;

BOVESPA are to the *Bolsa de Valores de São Paulo*, the São Paulo stock exchange;

Braskem are to Braskem S.A.;

Braskem/Petrobras Asset Purchase Agreement are to the Asset Security Agreement entered into by and among Ultrapar, Braskem and Petrobras on April 18, 2007, whereby Ultrapar pledged to Braskem and Petrobras all of the common shares and 50% of the RIPI preferred shares it acquired from the Key Shareholders;

Brazilian Central Bank, BACEN, Central Bank of Brazil or Central Bank are to the *Banco Central do Brasil*, the Brazilian central bank;

Brazilian Corporate Law are to Law No. 6,404 of December 1976, as amended by Law No. 9,457 of May 1997 and by Law No. 10,303 of October 2001;

Brazilian government are to the federal government of the Federative Republic of Brazil;

CBPI are to Companhia Brasileira de Petróleo Ipiranga, a company listed on the BOVESPA;

CBPI Opco are to the operating assets of CBPI;

Combined Company are to Ultrapar following the completion of the Transaction;

Commission or SEC are to the U.S. Securities and Exchange Commission;

Copesul are to Companhia Petroquímica do Sul;

Credit Suisse are to Banco de Investimento Credit Suisse (Brasil) S.A.;

Credit Suisse Valuation Report are to the Valuation Report delivered by Credit Suisse to RIPI, DPPI and CBPI on November 8, 2007;

CVM are to the *Comissão de Valores Mobiliários*, the Brazilian securities commission;

Deutsche Bank are to Deutsche Bank Securities Inc.;

Deutsche Bank Valuation Report are to the Valuation Report delivered by Deutsche Bank to Ultrapar on April 4, 2007, as amended;

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DPPI are to Distribuidora de Produtos de Petróleo Ipiranga S.A., a company listed on the BOVESPA;

DPPI Opco are to the operating assets of DPPI;

EMCA are to Empresa Carioca de Produtos Químicos S.A.;

IASA are to Ipiranga Asfaltos S.A.;

Ipiranga and Ipiranga Group are to RIPI, DPPI, CBPI, IQ, IPQ, Copesul and their respective subsidiaries;

IPQ are to Ipiranga Petroquímica S.A.;

IQ are to Ipiranga Química S.A.;

Isa-Sul are to Isa-Sul Administração e Participação Ltda., a subsidiary of DPPI;

Investment Agreement are to the Investment Agreement entered into by and among Ultrapar, Petrobras and Braskem on March 18, 2007, amended on April 18, 2007;

Key Shareholders are to the direct and indirect controlling shareholders of RIPI, DPPI and CBPI prior to the closing of the SPA;

LPG are to liquefied petroleum gas;

Mandatory Tender Offers are to the mandatory cash tender offers (pursuant to tag along rights held by common minority shareholders under Brazilian Corporate Law and CVM rules) for the acquisition of the remaining common shares of RIPI, DPPI, CBPI and IPQ that Ultrapar did not acquire under the SPA;

NYSE are to the New York Stock Exchange;

Northern Distribution Business are to CBPI's fuel and lubricant distribution businesses located in the North, Northeast and Central West regions of Brazil;

Oil Refining Operations are to the oil refining operations of RIPI;

Oxiteno are to Oxiteno S.A. Indústria e Comércio, Ultrapar's wholly owned subsidiary, and its subsidiaries that produce ethylene oxide, its principal derivatives and other specialty chemicals;

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Petrobras are to Petróleo Brasileiro S.A.;

Petrobras Asset Purchase Agreement are to the Asset Security Agreement entered into by and among Ultrapar and Petrobras on April 18, 2007, whereby Ultrapar pledged in favor of Petrobras, 31% of the common shares and 78% of the preferred shares of DPPI that it acquired from the Key Shareholders;

Petrochemical Business are to IQ, IPQ and IPQ's stake in Copesul;

Protocol and Justification are to each of the three *Protocolo e Justificação da Incorporação de Ações* agreements entered into on November 9, 2007 by the management of Ultrapar and each of RIPI, DPPI and CBPI. The Protocol and Justifications approve the Share Exchange. The boards of directors of each company approved their respective Protocol and Justification on November 12, 2007. The Protocol and Justifications will be required to be approved by the common shareholders of each company at the meetings called to approve the Share Exchange;

Public Tender Offer are to the tender offer by Braskem for the delisting of Copesul's common shares from the BOVESPA;

real, *reais* or R\$ are to Brazilian *reais*, the official currency of Brazil;

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RIPI are to Refinaria de Petróleo Ipiranga S.A., a company listed on the BOVESPA;

RIPI Opco are to the operating assets of RIPI;

RIPI Shareholders Agreement are to the shareholders agreement governing the relationship among Ultrapar, Petrobras and Braskem regarding how RIPI's oil refining operations will be managed prior to the completion of the Transaction entered into on April 18, 2007;

Securities Act are to the U.S. Securities Act of 1933, as amended;

Separation of Assets are to the separation of the Target Companies' assets following the Share Exchange and Public Tender Offer;

Share Exchange are to the exchanges contemplated by this prospectus of RIPI, DPPI and CBPI's preferred shares for Ultrapar's preferred shares in connection with the Transaction;

Southern Distribution Business are to DPPI and CBPI's fuel and lubricant distribution businesses located in the South and Southeast regions of Brazil;

SPA are to the Share Purchase Agreement entered into by and among Ultrapar, with the consent of Petrobras and Braskem, and the Key Shareholders on March 18, 2007;

Target Companies are to RIPI, DPPI and CBPI;

Target Companies Shareholders Agreement are to the shareholders agreement governing the relationships among Ultrapar, Petrobras and Braskem regarding how IQ's, IPQ's and the Target Companies' businesses will be managed prior to completion of the Transaction, excluding matters governed by the RIPI Shareholders Agreement, entered into by and among Ultrapar, Petrobras and Braskem on April 18, 2007;

Target Operations are to the operations substantially comprised of the Southern Distribution Business, the Ipiranga trademark and the Oil Refining Operations that Ultrapar will retain following the Transaction;

Transaction are to the acquisition of the Ipiranga Group by the Acquiring Companies;

Transaction Agreements are to the Investment Agreement, the SPA, the Target Companies Shareholders Agreement, the RIPI Shareholders Agreement, the Braskem/Petrobras Asset Purchase Agreement, the Petrobras Asset Purchase Agreement and the Protocol and Justifications;

Ultracargo are to Ultracargo Operações Logísticas e Participações Ltda., Ultrapar's wholly owned subsidiary, and its subsidiaries, that provide integrated road transport, storage, handling and logistics planning services for special bulk cargo; and

Ultragaz are to Ultragaz Participações Ltda., Ultrapar's wholly owned subsidiary, and its subsidiaries, that distribute LPG. All references in this prospectus to U.S. dollars, dollars or US\$ are to U.S. dollars. All references to the *real*, *reais* or R\$ are to the Brazilian *real*, the official currency of Brazil.

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FINANCIAL INFORMATION

The following financial statements are included in this prospectus:

For Ultrapar and the Target Companies

Ultrapar's audited consolidated financial statements for the years ended December 31, 2006, 2005 and 2004, which are included in our 2006 Form 20-F attached hereto as Annex A;

Ultrapar's unaudited interim consolidated financial statements as of and for the nine-month periods ended September 30, 2007 and 2006;

Ultrapar's unaudited interim consolidated financial statements as of and for the six-month periods ended June 30, 2007 and 2006;

RIPI's audited consolidated financial statements for the years ended December 31, 2006, 2005 and 2004 and as of December 31, 2006 and 2005;

RIPI's unaudited interim consolidated financial information for the nine-month periods ended September 30, 2007 and 2006 and as of September 30, 2007;

RIPI's unaudited interim consolidated financial information for the six-month periods ended June 30, 2007 and 2006 and as of June 30, 2007;

DPPI's audited consolidated financial statements for the years ended December 31, 2006, 2005 and 2004 and as of December 31, 2006 and 2005;

DPPI's unaudited interim consolidated financial information for the nine-month periods ended September 30, 2007 and 2006 and as of September 30, 2007;

DPPI's unaudited interim consolidated financial information for the six-month periods ended June 30, 2007 and 2006 and as of June 30, 2007;

CBPI's audited consolidated financial statements for the years ended December 31, 2006, 2005 and 2004 and as of December 31, 2006 and 2005; and

DPPI's unaudited interim consolidated financial information for the nine-month periods ended September 30, 2007 and 2006 and as of September 30, 2007;

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CBPI's unaudited interim consolidated financial information for the six-month periods ended June 30, 2007 and 2006 and as of June 30, 2007.

For the Target Companies' businesses that Ultrapar will keep following completion of the Transaction

Audited financial statements of the RIPI's refining business carried for the years ended December 31, 2006, 2005 and 2004 and as of December 31, 2006 and 2005 (in which Ultrapar will hold a 33% interest following completion of the Transaction);

Audited financial statements for DPPI's Southern Distribution Business for the years ended December 31, 2006, 2005 and 2004 and as of December 31, 2006 and 2005; and

Audited combined statements of revenue and direct expenses for the years ended December 31, 2006, 2005 and 2004 and combined statements of assets acquired and liabilities assumed as of December 31, 2006 and 2005, in each case for the part of CBPI's Southern Distribution Business.

Unaudited interim financial information of the Target Companies for the nine-month periods ended September 30, 2007 and 2006 and as of September 2007

We are including in this prospectus the unaudited interim financial information of RIPI, DPPI and CBPI for the nine months ended September 30, 2007 which was publicly released in Brazil on November 7, 2007 in accordance with the requirements for financial reporting established by the CVM. This interim financial

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information has been prepared in accordance with accounting practices adopted in Brazil and has not been reconciled to generally accepted accounting principles in the United States as such reconciliation is not required by the CVM. Amounts of net income and net equity of RIPI, DPPI and CBPI calculated in accordance with accounting practices adopted in Brazil differ from the amounts that would be determined under U.S. GAAP, as described in Note 25 to each of the annual audited financial statements of RIPI, DPPI and CBPI as of December 31, 2006 and 2005 and for the years ended December 31, 2006, 2005 and 2004 included in this prospectus.

Unaudited interim financial information of RIPI as of September 30, 2007 and for the nine-months ended September 30, 2007 and 2006 is presented on an unconsolidated basis only since this is the information that was presented to the CVM. Following the closing of the SPA on April 18, 2007, RIPI ceased controlling the operations of the Petrochemical Assets and therefore no longer presented its financial statements on a consolidated basis. Accordingly, even if consolidated financial information for RIPI had been presented in this prospectus it would have reflected the consolidation of the Petrochemical Assets only for the period prior to April 1, 2007.

Principal differences between accounting practices adopted in Brazil and U.S. GAAP

The unaudited consolidated interim financial statements of the Company are prepared in accordance with accounting practices adopted in Brazil, which comply with those prescribed by Brazilian corporate law and specific standards established by the Brazilian Securities Commission (CVM). Brazilian accounting policies, which differ significantly from U.S. GAAP, are summarized below. This description has not been subject to an audit or review by our independent auditors.

a) Inflation accounting

Accounting practices adopted in Brazil account for the effects of inflation on financial statements through December 31, 1995 using official inflation indexes. Under U.S. GAAP, Brazil was considered to be a highly inflationary economy until July 1, 1997, and the effect of inflation was recognized until December 31, 1997 based on inflation indexes calculated by independent institutions.

b) Fixed asset revaluations

Under accounting practices adopted in Brazil fixed assets could be revalued by independent appraisers in order to establish their market values. Under U.S. GAAP the revaluation of fixed assets is not permitted.

c) Deferred charges

Accounting practices adopted in Brazil permit the deferral of research and development costs and of pre-operating expenses incurred in the construction or expansion of a new facility until the facility begins commercial operations. Deferred charges are amortized over a period of five to ten years.

For U.S. GAAP purposes, such amounts do not meet the conditions established for deferral and, accordingly, are charged to income.

d) Investments in affiliated companies

As from 1996, Brazilian corporate law allows certain less than 20% owned affiliated companies in which an investor owns more than 10% of voting stock to be accounted for under the equity method. In addition, certain more than 20% and less than 50% owned affiliated companies deemed not significant in relation to their parent company are accounted at cost.

Under U.S. GAAP, less than 20% owned affiliated companies are accounted for on the basis of cost and more than 20% and less than 50% owned affiliated companies are accounted for based on the equity method.

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Brazilian corporate law allows certain jointly controlled corporate entities to be consolidated in a pro rata basis. U.S. GAAP requires these entities to be reported under the equity method.

e) Capitalization of interest in relation to construction in progress

Under accounting practices adopted in Brazil, prior to January 1, 1996 companies were not required to capitalize the interest cost of borrowed funds as part of the cost of the related asset. Under U.S. GAAP, capitalization of borrowed funds during construction of major facilities is recognized as part of the cost of the related assets.

f) Acquisitions and business combinations

The accounting practices adopted in Brazil derived from Corporation Law and CVM rules prescribe the application of the purchase method based on book values of the net assets acquired. Goodwill or negative goodwill recorded on the acquisition of a company is calculated as the difference between the cost of acquisition and the net book value of assets and liabilities acquired and is attributed to one of the following: step up basis of the assets due to differences in the carrying values and fair values of the assets, future profitability and other reasons. Such goodwill should be amortized as follows depending on its nature:

Step up basis of the assets. Goodwill or negative goodwill should be amortized proportionally over the remaining estimated useful lives of the corresponding assets of the acquiree;

Future profitability. Goodwill should be amortized during the time expected results are achieved. In this case, the amortization period should not exceed ten years. When considered appropriate, such as where future recoverability is not likely, goodwill may be written-off immediately on acquisition;

Other reasons. Goodwill should be expensed immediately. Negative goodwill should not be amortized to income until the related investment is sold or written off.

For U.S. GAAP purposes, all business combinations are accounted for using the purchase method. The purchase method is applicable for a business combination in which one company acquires an unrelated company. Under the purchase method, the acquiring company records identifiable assets and liabilities acquired based on their fair values. If the purchase price exceeds the amount of such fair value, the excess is recorded as goodwill in the books of the acquiring company. Under SFAS No. 141, more detailed guidelines have been provided for the recognition of intangible assets. Goodwill and other intangible assets with indefinite lives are no longer amortized. Under Statement of Financial Accounting Standard No. 142, or SFAS No. 142, the amount of goodwill will be evaluated for impairment annually, and, if an impairment exists, its recorded value will be adjusted accordingly. Purchase price includes direct costs of acquisition. If assets other than cash are distributed as part of the purchase price, such assets should be valued at fair value. When securities traded in the market are issued as part of the purchase price by the acquiring entity, the market price for a reasonable period before and after the date the terms of the acquisition are agreed to and announced should be considered in the determining purchase price. Under SFAS No. 141, any excess of net assets of the purchase price is first allocated to reduce the allocated amount of long-term assets, and any unallocated amount is recognized as an extraordinary gain in the statement of operations.

g) Earnings per share

Under accounting practices adopted in Brazil, it is permitted to determine earnings per share based upon the weighted average number of shares outstanding during each year that earnings are reported. Subsequent changes in the Company's share capital, such as stock dividends, are not retroactively reflected in the disclosure of number of shares outstanding and in the calculation of earnings per share under accounting practices adopted in Brazil, except for the reverse stock split.

Under U.S. GAAP, in accordance with SFAS No. 128 issued by the FASB, or SFAS No. 128, Earnings per Share, the presentation of earnings per share is required for public companies, including earnings per share

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from continuing operations and net income per share on the cover of the income statement, and the per share effect of changes in accounting principles, discontinued operations and extraordinary items either on the cover of the income statement or in a note. A dual presentation is required: (i) basic and (ii) diluted.

Computations of basic and diluted earnings per share data should be based on the weighted average number of shares outstanding during the period and all dilutive potential shares outstanding during each period presented, respectively.

h) Available-for-sale securities *Equity securities*

Under accounting practices adopted in Brazil, available-for-sale equity securities are generally carried at cost, less provision charged to the statement of income if a loss in value is considered to be other than temporary.

Under U.S. GAAP, available-for-sale equity securities are recorded at estimated fair value, and the resulting accumulated adjustment is recognized as a separate component of shareholders' equity until realization.

Debt securities

Under accounting practices adopted in Brazil, available-for-sale debt securities are generally carried at cost, plus interest income earned less provisions, when applicable, charged to the statement of income to reduce its carrying value to market value.

For U.S. GAAP reconciliation purposes, available-for-sale debt securities are recorded at estimated fair value, and the resulting accumulated adjustment, is recognized as a separate component of shareholders' equity until realization.

i) Accounting for derivative financial instruments

Under accounting practices adopted in Brazil derivative financial instruments are recorded at net settlement price as determined on each balance sheet date.

Under U.S. GAAP, effective January 1, 2001, all derivative financial instruments must be reported at fair value on each balance sheet date and classified as a derivative asset or liability. Also under U.S. GAAP, the requirements for a derivative instrument to qualify for hedge accounting and deferral of gains and losses are more restrictive than under Brazilian corporate law.

j) Fair value of guarantees

Under accounting practices adopted in Brazil, companies are not required to record any liability related to guarantees given to third parties unless contingent obligations to make future payments under the guarantees are probable.

Under U.S. GAAP, companies recognize, at the inception of a guarantee, a liability for the fair value of the obligation undertaken in issuing guarantees. Companies reduce the liability (by a credit to earnings) as they are released from risk under the guarantees.

k) Translation adjustments

Under accounting practices adopted in Brazil, assets and liabilities of foreign subsidiaries are translated into Brazilian reais at the exchange rate in effect at the end of the reporting period, and revenues, expenses, gains and losses are translated into Brazilian reais at the exchange rates prevailing in the end of each month. The net translation gain or loss is reported, net of tax, in the statement of income as Other operating income (loss) .

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Under U.S. GAAP, assets and liabilities are translated into Brazilian reais at the exchange rate in effect at the end of the reporting period, and revenues, expenses, gains and losses are translated into Brazilian reais at

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the average rates prevailing during the respective months. The net translation gain or loss resulting from this translation process is excluded from income and is presented as cumulative translation adjustments (CTA) in Other comprehensive income (loss) as a separate component of shareholders' equity.

l) Operating income

Under accounting practices adopted in Brazil, non-operating income (expenses) includes certain items that would be classified within operating income for U.S. GAAP purposes.

m) Right of offset

Brazilian GAAP permits offsetting amounts due or payable among parties for purposes of presenting balances in the financial statements based on management's expectation of being able to offset the amounts.

Under U.S. GAAP, the conditions to be met require the parties to agree to the offset and the legal right of offset to exist.

n) Accounting for asset retirement obligation

Under Brazilian GAAP, companies expense the amounts to be incurred when certain assets are retired, at the time of retirement.

Under U.S. GAAP, asset retirement obligations correspond to the legally required obligation to remove assets upon retirement. The fair value of asset retirement obligations are recorded as liabilities on a discounted basis when they are incurred, which is typically at the time the related assets are installed. Amounts recorded for the related assets will be increased by the amount of these obligations and depreciated over the related useful lives of such assets. Over time, the amounts recognized as liabilities will be accreted for the change in their present value until the related assets are retired or sold.

o) Financial statement note disclosures

Brazilian GAAP in general requires less information to be disclosed in financial statement footnotes than U.S. GAAP. Disclosures required under U.S. GAAP not typically found in Brazilian GAAP financial statements include, but are not limited to, the following:

general business, political and economic risks;

off-balance sheet risks and commitments, concentration of credit risk and major customers;

irrevocable commitments such as take-or-pay or minimum sales contracts;

advertising expense and assets;

research and development costs;

impairment of long-lived assets;

impairment of goodwill;

environmental related costs, liabilities and proceedings;

analysis of sales by geographical area;

financing facilities and terms; and

footnote disclosure of summarized financial statements of affiliated companies which meet certain tests of significance. Brazilian GAAP generally requires more disclosure than U.S. GAAP with respect to insurance coverage, parent company financial statements and details of investments in affiliated and subsidiary companies.

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p) Pension and other post-employment benefits

Pension benefits

Pension benefit obligations for Brazilian GAP requires companies to account for defined benefit plans by recognizing a percentage attributed to the Company of the funded status and of the cost of the plan.

Under U.S. GAAP, for multi-employer plans, companies recognize as expense the contribution due to the plan over the corresponding period.

Other post-retirement benefits

Under accounting practices in Brazil actuarial gains and losses are deferred and recognized in income over the estimated remaining service period of the employees.

Under U.S. GAAP such benefits are accounted for by recognizing the funded status of the other postretirement benefits as a liability with an offsetting amount in accumulated other comprehensive income.

Principal differences between accounting practices adopted in Brazil and U.S. GAAP, as related to Ultrapar, RIPI, DPPI and CBPI

Ultrapar Participações S.A.:

The main reconciling item between the accounting practices adopted in Brazil and U.S. GAAP for the nine months ended September 30, 2007 refers to the acquisition of Ipiranga. Under accounting practices adopted in Brazil, assets and liabilities of acquired companies are reflected at book values, and goodwill is calculated as the difference between the purchase price and net book value. For U.S. GAAP purposes, all business combinations are accounted for using the purchase method utilizing fair values. Since the Ipiranga acquisition occurred in April 2007, no such adjustment was made in Ultrapar's 2006 financial statements. We estimate the amount relating to the difference between accounting practices adopted in Brazil and U.S. GAAP for the nine months ended September 30, 2007 relating to the Ipiranga acquisition to be a gain of approximately R\$21 million, net of deferred taxes and minority interest.

Refinaria de Petróleo Ipiranga S.A.:

The main reconciling items between the accounting practices adopted in Brazil and U.S. GAAP for the nine months ended September 30, 2007 refer to (i) the accounting for the affiliate Copesul - Companhia Petroquímica do Sul and (ii) the accounting for convertible debentures issued by Ipiranga Química S.A. Both reconciling items existed in 2006 and June 2007.

The main differences between the accounting practices adopted in Brazil and U.S. GAAP for the nine months ended September 30, 2007 relating to Copesul refer to inflation accounting, reversal of property, plant and equipment revaluation, and capitalization of interest. The total amount of these differences for the nine months ended September 30, 2007 corresponds to a loss of approximately R\$31 million, net of deferred taxes and minority interest.

Ipiranga Química S.A., a subsidiary of Refinaria de Petróleo Ipiranga S.A. issued convertible debentures that subsequently were split into non-convertible debentures and warrants. Under accounting practices adopted in Brazil and U.S. GAAP, the debentures are accounted for at cost plus accrued interest. Under accounting practices adopted in Brazil, the warrants are not recorded in the issuer's financial statements, whereas under U.S. GAAP the warrants are recognized at fair value. We estimate the amount relating to the difference between accounting practices adopted in Brazil and U.S. GAAP for the nine months ended September 30, 2007 for this item to be a loss of approximately R\$18 million, net of deferred taxes and minority interest.

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Distribuidora de Produtos de Petróleo Ipiranga S.A.:

The main reconciling item between the accounting practices adopted in Brazil and U.S. GAAP for the nine months ended September 30, 2007 refers to the accounting of the affiliate Ipiranga Química S.A. This difference existed in 2006 and June 2007.

Under both the accounting practices adopted in Brazil and U.S. GAAP, Ipiranga Química S.A. is accounted for using the equity method. The main differences between accounting practices adopted in Brazil and U.S. GAAP for the nine months ended September 30, 2007 for Ipiranga Química S.A. refer to the accounting for debentures and warrants, accounting for business combination and goodwill, inflation accounting, reversal of property, plant and equipment revaluation, and capitalization of interest. The total amount of these differences for the nine months ended September 30, 2007 corresponds to a loss of approximately R\$9 million, net of deferred taxes and minority interest.

Companhia Brasileira de Petróleo Ipiranga:

The main reconciling item between accounting practices adopted in Brazil and U.S. GAAP for the nine months ended September 30, 2007 refers to the accounting of the affiliate Ipiranga Química S.A. This difference existed in 2006 and June 2007.

Under both the accounting practices adopted in Brazil and U.S. GAAP, Ipiranga Química S.A. is accounted for using the equity method. The main differences between accounting practices adopted in Brazil and U.S. GAAP for the nine months ended September 30, 2007 for Ipiranga Química S.A. refer to the accounting for debentures and warrants, accounting for business combination and goodwill, inflation accounting, reversal of property, plant and equipment revaluation, and capitalization of interest. The total amount of these differences for the nine months ended September 30, 2007 corresponds to a loss of approximately R\$42 million, net of deferred taxes and minority interest.

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QUESTIONS AND ANSWERS ABOUT THE TRANSACTION

The following are some questions that you may have regarding the Share Exchange and the Transaction and brief answers to those questions. Ultrapar, RIPI, DPPI and CBPI urge you to read carefully the remainder of this document because the information in this section does not provide all the information that might be important to you with respect to the Share Exchange and the Transaction. Additional important information is also contained in the documents included as annexes to this prospectus.

Q: Why am I receiving this document?

A: In connection with the Share Exchange, Ultrapar is required by the Securities Act to deliver this document to all preferred shareholders of RIPI, DPPI and CBPI that are U.S. residents. This document is being distributed to you for informational purposes only. You should carefully review it, but you will not be entitled to vote at the shareholder meetings that have been called in order for the common shareholders of RIPI, DPPI and CBPI to approve the Share Exchange. However, RIPI and DPPI preferred shareholders are entitled to appraisal rights in respect of the Share Exchange, as explained below. The Share Exchange will occur automatically following the vote of the common shareholders of each Target Company and, accordingly, you will not be required to take any action in order for your Target Company securities to be exchanged for Ultrapar preferred shares.

Q: What is the purpose of the Transaction?

A: Through the Transaction, Ultrapar is participating in an important step in the reorganization and consolidation of industries that are fundamental to the growth of the Brazilian economy. Ultrapar believes the division of the Ipiranga Group's assets among Ultrapar, Braskem and Petrobras will benefit the Brazilian economy because the Acquiring Companies will be in a position to provide focus, specialized management and strategic alignment to their respective assets. In addition, we believe that the Acquiring Companies will be able to make higher levels of investments in the Ipiranga Group assets they acquire and therefore develop their businesses to a greater extent than under the former owners, thereby stimulating growth in these key areas of the Brazilian economy.

The Ipiranga Group, one of Brazil's largest and most well-established corporate conglomerates, has historically operated in the same business segments as Petrobras, Ultrapar and Braskem. In 2006 the Ipiranga Group was Brazil's second-largest fuel distributor, with a network of 4,240 service stations. It also had a major share of the petrochemical market, with the production of 650,000 tons of petrochemical resins, through IPQ, and shared joint control with Braskem of Copesul, a petrochemical company that produces basic petrochemicals, such as ethylene, from naphtha, located in the southern petrochemical complex of Brazil. The consolidated net revenues of the Ipiranga Group in 2006 amounted to R\$31 billion and net income of R\$534 million.

Ultrapar, the largest LPG distributor in Brazil, became, following the closing of the SPA, the second-largest fuel distributor in Brazil, holding 15% of the market. Ultrapar believes that fuel distribution is a natural extension of LPG distribution because it has similar profitability drivers: logistics efficiency, management of a dealer network and leveraging a well-known brand. In addition, Ultrapar believes that the fuel distribution business presents attractive growth prospects in light of increased fuel consumption in Brazil in the past several years, principally due to increased national income and availability of credit.

Ultrapar believes that by completing the Transaction it will achieve the following objectives:

Operational growth Ultrapar is already the leader in the LPG market and became the second largest fuel distribution company in Brazil, with a market share of approximately 15%;

Obtain larger operating scale and administrative efficiency;

Combine logistics and distribution network management know-how;

Combine the market and consumer awareness of two major brands for the distribution of oil byproducts; and

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Accelerate investment in the growth of Ipiranga's businesses.

See "The Transaction - Ultrapar's Reasons For the Transaction" for more information.

Q: What will happen in the Transaction?

A: The Transaction consists of a series of steps and is governed by the Transaction Agreements. In connection with the Transaction, the businesses and subsidiaries of the Ipiranga Group will be acquired and divided among Ultrapar, Petrobras and Braskem. Ultrapar will retain the fuel and lubricant distribution businesses located in the South and Southeast regions of Brazil; Petrobras will receive the fuel and lubricant distribution businesses located in the North, Northeast and Central West regions of Brazil; and Petrobras and Braskem will receive the petrochemical business, in the proportion of 60% for Braskem and 40% for Petrobras. RIPI's oil refining business will be shared equally among Petrobras, Ultrapar and Braskem.

The principal steps of the Transaction are:

Closing of the SPA on April 18, 2007, whereby Ultrapar acquired a controlling interest in each of the Target Companies;

Closing of mandatory tag-along cash tender offers by Ultrapar for the remaining outstanding common shares of each of the Target Companies, which occurred on November 8, 2007;

The Share Exchange wherein any remaining common and all preferred shares of each Target Company that Ultrapar does not already hold will be exchanged for Ultrapar preferred shares; and

Split-up of the Southern Distribution Business, Northern Distribution Business, the Petrochemical Business and RIPI's oil refining business and the subsequent transfer of the relevant assets to Petrobras and Braskem. See "The Transaction" for more information regarding the steps and agreements involved in the Transaction.

Q: What is the Share Exchange?

A: The Share Exchange is a stock merger (*incorporação de ações*), which is a Brazilian corporate law procedure pursuant to which a company becomes a wholly owned subsidiary of another company and shareholders of the former receive shares of the latter. Upon completion of the Share Exchange described in this prospectus, RIPI, DPPI and CBPI will become wholly owned subsidiaries of Ultrapar and the holders of common and preferred shares of RIPI, DPPI and CBPI will receive Ultrapar preferred shares in exchange for their respective shares in RIPI, DPPI and CBPI.

Q: What type of consideration will I receive for my preferred shares of RIPI, DPPI and CBPI in the Share Exchange?

A: In the Share Exchange, you will receive consideration for each of your shares of RIPI, DPPI and CBPI preferred stock in the form of 0.79850, 0.64048 and 0.41846 shares of Ultrapar's preferred stock, respectively. The aggregate number of Ultrapar preferred shares that will be delivered to RIPI, DPPI and CBPI preferred shareholders in the Share Exchange is 13,846,251, 11,682,147 and 28,133,191, respectively. Ultrapar will issue an additional 269,451, 181,139, and 592,769 preferred shares to the remaining common shareholders of RIPI, DPPI and CBPI, respectively, as part of the Share Exchange.

Q: What is the status of the Transaction?

A: The Investment Agreement entered into by the Acquiring Companies on March 18, 2007 regulates the relationships among these companies during the process of completing the Transaction. As of the date of this prospectus, the SPA has closed, the mandatory tag along cash tender offers have been completed and the shareholder meetings to approve the Share Exchange have been called, as described below.

Q: When do you currently expect to complete the Transaction?

A: In the fourth quarter of 2007. However, Ultrapar, RIPI, DPPI and CBPI cannot assure you when or if all of the steps of the Transaction as described in this prospectus will occur. RIPI, DPPI and CBPI must first

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obtain the required approvals of RIPI, DPPI, CBPI shareholders and CBPI Debenture holders. Ultrapar's shareholders must also approve the Transaction. According to the Investment Agreement, upon the occurrence of certain events which delay completion of certain steps of the Transaction, Ultrapar, Petrobras and Braskem may decide to follow different steps for the completion of the Transaction as described in detail in the Investment Agreement and in The Transaction Transaction Agreements Investment Agreement.

Q: Are shareholder votes required for the Share Exchange?

A: Yes, but only the favorable vote of a majority of the common shareholders of each of RIPI, DPPI and CBPI and of a majority of common shareholders of Ultrapar present at each respective shareholder meeting are required for the Share Exchange to be approved. Ultrapar, RIPI, DPPI and CBPI have called extraordinary shareholder meetings for the purpose of approving the Share Exchange, as described below.

Q: Can I vote on the Share Exchange?

A: No. Only common shareholders of Ultrapar, RIPI, DPPI and CBPI may vote on the Share Exchange. Preferred shareholders of Ultrapar, RIPI, DPPI and CBPI do not have the right to vote on the Share Exchange.

Q: May I attend the Ultrapar, RIPI, DPPI and CBPI extraordinary shareholder meetings regarding the Share Exchange?

A: Yes, you may attend the shareholder meetings of the companies in which you hold shares.

Q: When and where are the Ultrapar, RIPI, DPPI and CBPI extraordinary shareholder meetings regarding the Share Exchange?

A: The RIPI extraordinary shareholder meeting will take place on December 18, 2007 at 9:00 a.m. (São Paulo time) at RIPI's headquarters, located at Rua Engenheiro Heitor Amaro Barcellos, 551, City of Rio Grande, Rio Grande do Sul State, Brazil. The DPPI extraordinary shareholder meeting will take place on December 18, 2007 at 9:00 a.m. (São Paulo time) at DPPI's headquarters, located at Avenida Dolores Alcaraz Caldas, 90, City of Porto Alegre, State of Rio Grande do Sul, Brazil. The CBPI extraordinary shareholder meeting will take place on December 18, 2007 at 5:00 p.m. (São Paulo time) at CBPI's headquarters, located at Rua Francisco Eugênio, 329, City of Rio de Janeiro, State of Rio de Janeiro, Brazil. Ultrapar's extraordinary shareholder meeting will take place on December 18, 2007 at 7:00 p.m. São Paulo time, at Ultrapar's headquarters, located at Av. Brigadeiro Luiz Antonio, 1343 9th Floor, City of São Paulo, State of São Paulo, Brazil.

On November 21, 2007, certain minority preferred shareholders of the Target Companies filed a request with the Sao Paulo district court that it enjoin the holding of the Ultrapar and Target Company shareholder meetings scheduled to occur on December 18, 2007, based on the Brazilian law claim that a public offering, rather than the Share Exchange, is the appropriate legal mechanism for completing the current stage of the Transaction. On November 28, 2007, the district court issued an injunction suspending the holding of the shareholder meetings until a final decision is issued by the district court. We appealed this decision on November 29, 2007 and on December 12, 2007, the district court lifted the injunction.

Q: How will my rights as an RIPI, DPPI or CBPI preferred shareholder change after the Share Exchange?

A:

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Because your RIPI, DPPI or CBPI preferred shares will be exchanged for Ultrapar preferred shares, you will become an Ultrapar shareholder and therefore will have the rights conferred by Ultrapar preferred shares. See Comparison of Your Rights as a Holder of RIPI, DPPI or CBPI Preferred Shares and Your Rights as a Potential Holder of Ultrapar Preferred Shares.

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Q: What other approvals from your shareholders, any governmental authorities, RIPI, DPPI, CBPI or any third parties are required in order to complete the Transaction?

A: In addition to the shareholder approvals required for the Share Exchange, completion of the Transaction is subject to:

Approval of the Share Exchange in respect of CBPI's shares by the holders of debentures issued by CBPI, the meeting for which will be held immediately after the approval of the Share Exchange by CBPI's shareholders;

Approval of the split-up of the Northern Distribution Business by CBPI's shareholders, the meeting for which will be held immediately after the Share Exchange in respect of CBPI's shares;

Approval of the split-up of the Petrochemical Business by CBPI and RIPI's shareholders, the meetings for which will be held immediately after the Share Exchange in respect of CBPI's and RIPI's shares;

Approval of the split-up of the Northern Distribution Business and the Petrochemical Business by the holders of debentures of CBPI; the meeting for which will be held immediately after the approval of such split-ups by CBPI's shareholders; and

Ratification of the Transaction by Ultrapar's shareholders, pursuant to article 256 of Brazilian Corporate Law, which must occur prior to April 18, 2008.

Completion of the Transaction does not depend on obtaining the approval of any regulatory body. The Brazilian antitrust authority, the *Conselho Administrativo de Defesa Econômica* - CADE, is reviewing the Transaction and has the authority, following completion of the Transaction, to require one or more of the Acquiring Companies to dispose of assets acquired in the Transaction. In light of the fact that the assets we are acquiring in the Transaction relate to industries in which we have not historically operated, we do not believe that we will be required to divest any of such assets as a result of the review of the transaction by the Brazilian antitrust regulator. See "The Transaction - Regulatory Approvals Required for the Transaction".

Q: Do I have withdrawal, appraisal or dissenter's rights with respect to the Share Exchange?

A: Holders of RIPI and DPPI preferred shares are entitled to appraisal rights. Holders of CBPI preferred shares are not entitled to appraisal rights because of CBPI preferred shares' high level of liquidity and the dispersion of CBPI's shareholder base. CBPI's preferred shares are included in the IBOVESPA stock index, which is the most actively traded in Brazil. Under Brazilian law, when such conditions are met, as in the case of CBPI's preferred shares, shareholders do not have appraisal rights. RIPI and DPPI shareholders' appraisal rights may be exercised only by owners of record of RIPI and DPPI shares as of the last trading date prior to the first public announcement relating to the Share Exchange, which was March 19, 2007. Holders of DPPI preferred shares who exercise their appraisal rights may choose to receive an amount per share based on book value or market value because the exchange ratio calculated with reference to market value is more favorable to DPPI shareholders than the exchange ratio offered by Ultrapar (which was calculated based on economic value). Because the exchange ratio calculated with reference to market value is not more favorable to RIPI shareholders than the exchange ratio offered by Ultrapar (which was calculated based on economic value), RIPI shareholders may exercise their appraisal rights based on book value only. Book values to be paid to RIPI and DPPI shareholders will be R\$19.50 per RIPI share and R\$25.13 per DPPI share and are based on RIPI's balance sheet as of December 31, 2006 and DPPI's balance sheet as of December 31, 2006, respectively. Market value is R\$33.55 per DPPI share, based on the valuation report prepared by Apsis Consultoria Empresarial S/C Ltda, or Apsis.

Preferred shareholders of RIPI and DPPI are entitled under Brazilian Corporate Law to request that they be provided with book value information for their respective preferred shares updated to a date that is within 60 days of the date of the relevant shareholder meeting. Ultrapar has engaged KPMG to issue a report confirming the book value applicable to RIPI and DPPI preferred shares as of September 30, 2007, which is based on these companies' interim financial information included in this prospectus. A copy of this report is attached as an exhibit to the registration statement of which this prospectus forms a part.

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Q: Are there risks associated with the Share Exchange or the Transaction that I should consider in deciding whether to exercise my appraisal rights?

A: Yes. There are a number of risks related to the Transaction that are discussed in this document. *Please read in particular the detailed description of the risks associated with the Transaction on pages 57 through 59 and in the 2006 Form 20-F included as Annex A hereto.*

Q: When must I exercise my appraisal rights if I decide to do so?

A: Your appraisal rights can only be exercised during the 30 day period following publication of the approval of the Share Exchange by the common shareholders of each of RIPI and DPPI. However, payment will not be due if the Share Exchange is rejected by the shareholders of either Ultrapar or RIPI, in the case of the RIPI Share Exchange, or the shareholders of either Ultrapar or DPPI, in the case of the DPPI Share Exchange, at the applicable shareholders meeting. Once the 30-day period for the exercise of your appraisal rights has expired, you will no longer have any right to compel RIPI or DPPI to purchase your preferred shares. The minutes of the shareholders meetings that approve the Share Exchange, as well as press releases related to the Share Exchange, will be published in the newspapers in which Ultrapar, RIPI and DPPI customarily publish their notices on the business day following the relevant shareholder meeting. Such publications shall constitute your sole notification regarding the commencement of the period to exercise your appraisal rights.

Q: What if I want to cancel the exercise of my appraisal right after I have requested it?

A: Exercise of your appraisal right is irrevocable.

Q: When will I know the outcome of the Share Exchange?

A: You will know if the Share Exchange was approved by the common shareholders of Ultrapar, RIPI, DPPI and CBPI immediately after the applicable extraordinary shareholder meetings. Under Brazilian Corporate Law, Ultrapar, RIPI, DPPI and CBPI must each publish a press release reporting the outcome of these meetings on the day following such shareholder meetings. Following the 30-day period within which you may exercise your appraisal rights, each of Ultrapar and RIPI, DPPI and CBPI will publish an additional press release describing the overall outcome of the Share Exchange.

Q: When will I receive my new Ultrapar preferred shares?

A: If you do not dispose of your RIPI, DPPI or CBPI preferred shares or exercise your appraisal rights, your RIPI, DPPI or CBPI preferred shares will be automatically exchanged for the appropriate number of Ultrapar preferred shares a few days later after the 30th day following publication of the approval of the Share Exchange by the common shareholders of each of RIPI, DPPI and CBPI. If management of any of RIPI, DPPI, CBPI or Ultrapar concludes, within 10 days after the end of the appraisal rights period, that the total value of the appraisal rights exercised by its shareholders could jeopardize the financial stability of their respective companies, such management could call a shareholder meeting to reconsider the approval of the applicable Share Exchange.

Q: What will be the accounting treatment of the Share Exchange?

A:

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In connection with the Share Exchange, we will execute a capital increase, corresponding to the number of new Ultrapar preferred shares that will be required to be issued in order to exchange all of the Target Companies' outstanding common and preferred shares for our preferred shares. Under Brazilian GAAP, we intend to register this capital increase in an amount established in the Transaction Agreements. For U.S. GAAP, we intend to value the new Ultrapar preferred shares based on the market price of the securities over a reasonable period of time before and after the terms of the acquisition were agreed to and announced, in accordance with paragraph 22 of SFAS 141 Business Combination. The capital increase will correspond to an increase in the investment by Ultrapar in the Target Companies. The portion of the investment that corresponds to the net assets to be transferred to Braskem and Petrobras will be added to the

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previous steps amounts that pertain to the two companies. For the portion of the investment that corresponds to the net assets that will remain with Ultrapar, the difference between the value of this investment and its Brazilian GAAP book value will be recorded as goodwill and be amortized over 10 years. Under U.S. GAAP, we will adopt the purchase method of accounting for a step acquisition under SFAS 141 Business Combination. Goodwill will be recognized based on the excess of Ultrapar's acquisition cost over the net amounts assigned to the fair value of assets acquired and liabilities assumed. Goodwill is subject to annual impairment tests.

Q: What will my tax consequences be after the Share Exchange?

A: The exchange of preferred shares of RIPI, DPPI or CBPI for our preferred shares pursuant to the Share Exchange will be a taxable transaction for U.S. federal income tax purposes. Accordingly, U.S. Holders who participate in the Share Exchange generally will recognize gain or loss. For a discussion of certain other U.S. tax matters that may be relevant to U.S. Holders, see Material U.S. Federal Income Tax Consequences. You are urged to consult your own tax advisor with respect to your personal tax consequences of the Share Exchange, which may vary for investors in different tax situations.

Based on the opinion of its external tax advisors, Ultrapar believes that there are good legal grounds to support the position that the receipt of Ultrapar's preferred shares in exchange for RIPI, DPPI or CBPI preferred shares, pursuant to the Shares Exchange, will not be a taxable transaction in Brazil. Gains, if any, resulting from the exercise of appraisal rights, however, will be taxable. You should consult your own tax advisor for a full understanding of the tax consequences of the Share Exchange to you. For a discussion of certain other Brazilian tax consequences, see Brazilian Tax Consequences.

Q: What do I do now?

A: The only thing you need to do now is to carefully read and consider the information contained in, and included as annexes to, this document. You do not need to reply to this document and you are not entitled to vote on the Share Exchange. Following the applicable meeting of the common shareholders of RIPI and DPPI, if you hold RIPI and/or DPPI preferred shares you should consider whether to exercise your appraisal rights.

Q: Whom can I call with questions about the shareholder meetings or the Share Exchange?

A: If you have questions about the Share Exchange or the extraordinary shareholder meetings or you need additional copies of this document, you should contact Ultrapar, RIPI, DPPI or CBPI at the addresses and telephone numbers listed on page i.

Q: Where can I find more information about Ultrapar, RIPI, DPPI, CBPI and the Transaction?

A: You can find more information about Ultrapar, RIPI, DPPI, CBPI and the Transaction from the various sources described under Where You Can Find More Information beginning on page 217.

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SUMMARY

*The following summary highlights material information from this document. It does not contain all of the information that may be important to you. You are urged to read carefully this entire document and other documents which are included as annexes to this document in order to fully understand the Share Exchange and the Transaction. See *Where You Can Find More Information* on page 217. Most items in this summary include a page reference directing you to a more complete description of those items.*

Ultrapar, RIPI, DPPI, CBPI and the Ipiranga Group (see page 110)

Overview of Ultrapar

Ultrapar is one of Brazil's largest corporate groups and is the second largest fuel distributor, a leading chemicals manufacturer and integrated logistics services provider. Our wholly owned subsidiary, Ultragas, is the largest LPG distributor in Brazil, with a market share of approximately 24%. In the chemicals business, our wholly owned subsidiary, Oxiteno, is the largest producer of ethylene oxide and its principal derivatives in South America and a major producer of specialty chemicals. Through our wholly owned subsidiary, Ultracargo, we believe we are a leading provider of integrated road transport, storage, handling and logistics planning services for special bulk cargo. Following the closing of the SPA and Ultrapar's acquisition of a portion of the Ipiranga Group's fuel distribution business, Ultrapar became the second largest Brazilian fuel distributor, with approximately 15% market share.

Overview of the Ipiranga Group

Prior to the Transaction, RIPI, DPPI and CBPI were part of the Ipiranga Group, which, in addition to being Brazil's second largest fuel distributor through DPPI and CBPI as discussed below, had a significant presence in the petrochemical market, with the production of 650 thousand tons of petrochemical resins a year. The Ipiranga Group conducted its petrochemical business through IQ and IPQ and a 29.5% interest in Copesul (with Braskem owning another 29.5%), a petrochemical company that produces basic petrochemicals, such as ethylene, from naphtha, located in the southern petrochemical complex, which is Brazil's second-largest producer of petrochemicals.

Overview of RIPI

RIPI primarily operates an oil refinery in the state of Rio Grande do Sul, in the Southern region of Brazil, and also has interests in other companies in the Ipiranga Group. As of December 31, 2006, RIPI's nominal capacity was 17,000 barrels per day, and its principal products include gasoline, diesel, naphtha, fuel oil, LPG and kerosene. During 2006, RIPI faced difficulties in keeping its operations at full capacity due to an increase in international oil prices, to which its costs are linked, without a corresponding increase in oil derivatives prices in Brazil. This led RIPI to suspend its operations for five months during the year. In 2006, the average production of the refinery was 7,158 barrels per day, which represented 42% of the refinery's nominal capacity, and RIPI's market share reached 0.4% of the Brazilian market.

Overview of DPPI

DPPI is engaged in the distribution and marketing of petroleum products, fuel alcohol and vehicular natural gas in the State of Rio Grande do Sul and the Western portion of the State of Santa Catarina in Brazil. DPPI is also the controlling shareholder of CBPI, the company responsible for the fuel distribution business of the Ipiranga Group throughout the remainder of Brazil. DPPI's share of the Brazilian fuels market was approximately 2.6% as of December 31, 2006. A substantial portion of DPPI's net sales is derived from the sale of diesel and gasoline.

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Overview of CBPI

CBPI is engaged in the distribution and marketing of petroleum products, fuel alcohol and vehicular natural gas in Brazil, with the exception of those regions in which DPPI operates and the States of Roraima and Amapá. CBPI is controlled by DPPI. CBPI's share of the Brazilian fuels market was 16.9% as of December 31, 2006. In addition to selling gasoline and fuel alcohol, CBPI also sells diesel, vehicular natural gas, fuel oil, kerosene and lubricants. Together with DPPI, CBPI forms Brazil's second-largest fuel distributor, with a network of approximately 4,200 service stations and a 19% market share as of December 31, 2006.

The Transaction (see page 60)

On March 19, 2007, Ultrapar, Petrobras and Braskem announced their intention to acquire the Ipiranga Group and that on March 18, 2007, Ultrapar had entered into, and Petrobras and Braskem had acknowledged, a Share Purchase Agreement, or the SPA, with the Key Shareholders of the principal companies comprising the Ipiranga Group: RIPI, DPPI and CBPI. The SPA closed on April 18, 2007, upon payment of total consideration in the amount of R\$2.1 billion, of which R\$0.7 billion was paid by Ultrapar. As discussed below, in connection with the Transaction, Ultrapar is acting on its own behalf and on behalf of Petrobras and Braskem as commission agent.

Before the Transaction there was no corporate relationship among Ultrapar, Braskem and Petrobras. Petrobras and Braskem, however, are principal suppliers to Ultrapar's subsidiaries Ultragaz and Oxiteno: Petrobras supplies LPG to Ultragaz and Braskem is one of the principal suppliers of ethylene to Oxiteno. Petrobras is also the principal supplier of fuels, especially diesel and gasoline, to CBPI and DPPI. Considering the type and size of the different businesses operated by the Ipiranga Group and in light of the interests of Petrobras and Braskem to expand in the petrochemical sector, as well as Petrobras' desire to expand its fuel distribution business in Brazil, Ultrapar, Petrobras and Braskem decided to undertake the Transaction together.

After the completion of the Transaction, the businesses of the Ipiranga Group will be divided among Petrobras, Ultrapar and Braskem. Ultrapar will retain the fuel and lubricant distribution businesses located in the South and Southeast regions of Brazil, as well as the logistics and chemical businesses of the Ipiranga Group. Petrobras will receive the fuel and lubricant distribution businesses located in the North, Northeast and Central West regions of Brazil; and Petrobras and Braskem will receive the petrochemical business, in the proportion of 60% for Braskem and 40% for Petrobras. RIPI's oil refining business will be shared equally among Petrobras, Ultrapar and Braskem.

The Transaction is divided into five phases: (1) acquisition of the shares held by the Key Shareholders by Ultrapar (which closed on April 18, 2007); (2) mandatory cash tender offers (pursuant to tag along rights held by common minority shareholders under Brazilian Corporate Law and CVM rules) for the acquisition of the remaining common shares of RIPI, DPPI, CBPI and IPQ; (3) tender offer by Braskem for the delisting of Copesul's common shares from the BOVESPA; (4) exchange of any remaining common and all preferred shares of RIPI, DPPI and CBPI for preferred shares of Ultrapar; and (5) separation of the Target Companies' assets. See The Transaction Description of the Transaction Phases of the Transaction.

In order to effect the Transaction, Ultrapar entered into certain agreements with Petrobras, Braskem and the Ipiranga Group, which we refer to as the Transaction Agreements, including:

Investment Agreement. The Investment Agreement was executed by Ultrapar, Petrobras and Braskem on March 18, 2007 and amended on April 18, 2007, regulates the relationship among the Acquiring Companies and is the principal agreement governing the Transaction.

Share Purchase Agreement. Entered into on March 18, 2007 among Ultrapar, with the consent of Petrobras and Braskem, and the Key Shareholders, the Share Purchase Agreement, or SPA, sets forth

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the conditions governing the Acquiring Companies' acquisition of a controlling stake in the Ipiranga Group, which occurred on April 18, 2007.

Target Companies' Shareholders Agreement. Ultrapar, Petrobras and Braskem entered into the Target Companies Shareholders Agreement on April 18, 2007 principally to govern the relationships among Ultrapar, Petrobras and Braskem with respect to the management of the Target Company's, IQ's and IPQ's businesses prior to the completion of the Transaction.

RIPI Shareholders Agreement. The RIPI Shareholders' Agreement, entered into among Ultrapar, Braskem and Petrobras on April 18, 2007, governs the relationship among Ultrapar, Petrobras and Braskem regarding how RIPI's operations will be managed prior to completion of the Transaction.

Braskem/Petrobras Asset Security Agreement. Ultrapar, Braskem and Petrobras entered into the Braskem/Petrobras Asset Security Agreement on April 18, 2007 pursuant to which Ultrapar is required to pledge to Braskem and Petrobras, in the proportions of 60% and 40%, respectively, all of the RIPI common shares and 50% of the RIPI preferred shares that it acquired from the Key Shareholders. Under this agreement, the RIPI shares acquired in the Mandatory Tender Offers were required to be pledged in favor of Braskem and Petrobras, in the same proportions.

Petrobras Asset Security Agreement. Under the Petrobras Asset Security Agreement, entered into on April 18, 2007 among Ultrapar and Petrobras, Ultrapar was required to pledge in favor of Petrobras 31% of the common shares and 100% of the preferred shares of DPPI that it acquired from the Key Shareholders, as well as 100% of the common shares of CBPI that it acquired from the Key Shareholders. Following completion of the Mandatory Tender Offers, Ultrapar was required to pledge, in substitution for 1,482,751 common shares issued by DPPI, 3,013,903 common shares issued by CBPI acquired in the Mandatory Tender Offers.

Protocol and Justifications. On November 9, 2007, Ultrapar and each of RIPI, DPPI and CBPI entered into the Protocol and Justifications, which include a description of the Share Exchange and the reasons the management of each company recommends approval of the Share Exchange by such company's board of directors. On November 12, 2007, the boards of directors of Ultrapar, RIPI, DPPI and CBPI examined their respective Protocol and Justification. The Protocol and Justifications will be required to be approved by the common shareholders of each company at the meetings called to approve the Share Exchange.

For more information on the Transaction Agreements, see [The Transaction Agreements](#).

To finance part of the Transaction, on April 11, 2007, we completed an offering of unsecured debentures in the aggregate principal amount of R\$889 million, in two series. The first series, in the aggregate amount of R\$675 million, was issued on April 11, 2007. The second series, in the aggregate amount of R\$214 million was issued on October 22, 2007. The debentures have a term of one year, and a coupon rate of 102.5% of CDI. For more information see our 2006 Form 20-F.

The Share Exchange

You Will Receive Ultrapar Preferred Shares in the Share Exchange (see page 66)

In the Share Exchange, Ultrapar will effect an *incorporação de ações* under Brazilian Corporate Law, where each remaining common and all preferred shares of each of RIPI, DPPI and CBPI that are not already owned by Ultrapar will be exchanged for 0.79850, 0.64048 and 0.41846 Ultrapar preferred shares, respectively. As a result, RIPI, DPPI and CBPI will become wholly owned subsidiaries of Ultrapar.

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Based on the closing price of Ultrapar preferred shares on the BOVESPA:

on March 16, 2007, the last full trading day in São Paulo prior to the announcement of the Transaction, the implied value of the consideration per share of RIPI, DPPI and CBPI preferred stock was R\$39.36, R\$31.57 and R\$20.63, respectively; and

on December 13, 2007, the latest practicable date prior to the date of this document, the implied value of the consideration per share of RIPI, DPPI and CBPI preferred stock was R\$50.07, R\$40.16 and R\$26.24, respectively.

The Ultrapar Preferred Shares to Be Issued in the Share Exchange Will Be Listed and Traded on the BOVESPA Stock Market in Brazil

Ultrapar preferred shares are listed on the BOVESPA stock exchange in Brazil under the symbol UGPA4. Ultrapar's ADSs are listed on the New York Stock Exchange under the symbol UGP, but you will not receive any Ultrapar ADSs in connection with the Share Exchange. In order to convert the Ultrapar preferred shares you receive in the Share Exchange into Ultrapar ADSs, you will need to:

Deliver your Ultrapar preferred shares for deposit at the principal São Paulo, Brazil office of Banco Itaú, S.A., which is the custodian under our deposit agreement for our ADR facility with the Bank of New York, which is the depository thereunder;

Provide any required identifying documentation to the custodian;

Provide any written instructions to the custodian to deliver the relevant ADRs to you at the appropriate address;

Pay applicable fees, including a fee of approximately \$5.00 per 100 American Depositary Shares (or portion thereof) issued to you and any taxes and other governmental charges; and

Satisfy other applicable requirements.

The Rights Associated With Owning Ultrapar Preferred Shares Are Different from Those Associated with Owning RIPI, DPPI or CBPI Preferred Shares (see page 175)

The rights of holders of Ultrapar preferred shares are governed by Brazilian Corporate Law and by Ultrapar's bylaws. The rights of holders of RIPI preferred shares are also governed by Brazilian Corporate Law and by RIPI's bylaws. The rights of holders of DPPI preferred shares are also governed by Brazilian Corporate Law and by DPPI's bylaws. The rights of holders of CBPI preferred shares are also governed by Brazilian Corporate Law and by CBPI's bylaws. Accordingly, upon completion of the Share Exchange, preferred shareholders of each of RIPI, DPPI and CBPI will become holders of Ultrapar preferred shares and their rights as preferred shareholders will be governed by, in addition to Brazilian Corporate Law, Ultrapar's bylaws and not RIPI, DPPI or CBPI's bylaws. For a comparison of the rights of holders of Ultrapar preferred shares with the rights of holders of RIPI, DPPI or CBPI preferred shares, see *Comparison of Your Rights as a Holder of RIPI, DPPI or CBPI Preferred Shares and Your Rights as a Potential Holder of Ultrapar Preferred Shares*.

Deutsche Bank Securities Inc. Has Provided a Valuation Report (see page 71)

Deutsche Bank has provided a valuation report to Ultrapar, dated as of April 4, 2007, in accordance with Brazilian securities law. The report was prepared in connection with the Share Exchange and contains economic valuations of Ultrapar, RIPI, DPPI and CBPI. The original Deutsche Bank valuation report was filed with the CVM and was the subject of several requests from the CVM for additional explanatory disclosure to be included in the report. These requests did not relate to the quantitative information included in the report. Revised

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valuation reports were prepared to address these CVM requests. The full text of the final copy of Deutsche Bank's report, which sets forth, among other things, the assumptions made, matters considered and limits on the review undertaken by Deutsche Bank in connection with the report, has been included as an exhibit to the registration statement of which this prospectus forms a part. You are urged to read the report in its entirety. The report and its conclusions are not recommendations by Deutsche Bank as to whether RIPI, DPPI and CBPI preferred shareholders should take any action in connection with the Share Exchange or the Transaction. The report is not a fairness opinion as such is understood under U.S. law or a recommendation to shareholders relating to the exchange ratio to be offered to the RIPI, DPPI and CBPI preferred shareholders. The report was prepared in connection with Brazilian legal requirements relating to third-party independent valuation reports to be used in connection with merger and acquisition transactions. As compensation for its services in connection with the valuation report, Deutsche Bank will receive US\$3,000,000 net of taxes upon completion of the Share Exchange. See "The Transaction" Deutsche Bank Valuation Report for a summary description of Deutsche Bank's valuation report.

Apsis Consultoria Empresarial S/C Ltda. Has Provided a Valuation Report (see page 81)

Apsis Consultoria Empresarial Ltda., or Apsis, has been engaged by Ultrapar and the Target Companies to conduct a valuation analysis for the purpose of appraising the equity of both Ultrapar and the Ipiranga Group. Apsis's valuation analysis will be used to determine the market value of each of Ultrapar and the Target Companies' preferred shares. These values will be utilized in connection with the RIPI and DIPI preferred shareholders' appraisal rights.

The full text of the Apsis report is included as an exhibit to the registration statement of which this prospectus forms a part. See "The Transaction" Apsis Valuation Report for a summary description of the Apsis valuation report.

Credit Suisse Valuation Report

In connection with the Share Exchange, the managements of each of the Target Companies engaged Credit Suisse to provide a valuation report covering the matters addressed by Deutsche Bank in its valuation report. We have included a summary of the Credit Suisse Valuation Report in this prospectus and a translation of the full text of the Credit Suisse Valuation Report as an exhibit to the registration statement of which this prospectus forms a part.

Appraisal Rights (see page 98)

RIPI and DPPI shareholders will have appraisal rights in connection with the Share Exchange, but CBPI shareholders will not. In the Share Exchange, RIPI preferred shareholders' appraisal rights will provide them with the right to sell their preferred shares to RIPI at their book value. In the Share Exchange, DPPI preferred shareholders' appraisal rights will provide them the right to sell their preferred shares to DPPI at either book value or the market value, at their sole discretion, because the exchange ratio calculated with reference to the market value is more favorable than the exchange ratio offered by Ultrapar, which was calculated with reference to the economic value of such shares.

Appraisal rights can only be exercised in the 30 day period following publication of the approval of the Share Exchange by RIPI and DPPI's common shareholders, as applicable. Once the 30-day period for the exercise of appraisal rights has expired, RIPI or DPPI preferred shareholders will no longer have any right to compel RIPI or DPPI to purchase their preferred shares.

RIPI and DPPI's preferred shareholders may exercise their appraisal rights by sending a written notice to RIPI or DPPI, as applicable, informing them that they intend to exercise their appraisal rights. Upon receipt of

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the notice, RIPI and DPPI are bound to buy the preferred shares, and the shareholder is bound to sell them, unless the management of Ultrapar, RIPI or DPPI decides to reconsider the Share Exchange, as explained below. The exercise of appraisal rights is irrevocable.

RIPI Will Hold Its Extraordinary Shareholder Meeting on December 18, 2007 (see page 108)

RIPI's extraordinary shareholder meeting will be held on December 18, 2007 at 9:00 a.m. (São Paulo time) at RIPI's headquarters, located at Rua Engenheiro Heitor Amaro Barcellos, 551, city of Rio Grande, State of Rio Grande do Sul, Brazil.

You may not vote at RIPI's extraordinary shareholder meeting as a holder of RIPI preferred shares, although you may attend.

DPPI Will Hold Its Extraordinary Shareholder Meeting on December 18, 2007 (see page 108)

DPPI's extraordinary shareholder meeting will be held on December 18, 2007 at 9:00 a.m. (São Paulo time) at DPPI's headquarters, located at Avenida Dolores Alcaraz Caldas, 90, city of Porto Alegre, State of Rio Grande do Sul, Brazil.

You may not vote at DPPI's extraordinary shareholder meeting as a holder of DPPI preferred shares, although you may attend.

CBPI will hold its Extraordinary Shareholder Meeting on December 18, 2007 (see page 108)

CBPI's extraordinary shareholder meeting will be held on December 18, 2007 at 5:00 p.m. (São Paulo time) at CBPI's headquarters located at Rua Francisco Eugênio, no 329, city of Rio de Janeiro, State of Rio de Janeiro, Brazil.

You may not vote at CBPI's extraordinary shareholder meeting as a holder of CBPI preferred shares, although you may attend.

Ultrapar Will Hold Its Extraordinary Shareholder Meeting on December 18, 2007 (see page 108)

The Ultrapar extraordinary shareholder's meeting will be held on December 18, 2007 at 7:00 p.m. (São Paulo time) at Ultrapar's headquarters, located at Av. Brigadeiro Luiz Antonio, 1343, 8th Floor, city of São Paulo, State of São Paulo, Brazil.

Regulatory Approvals Required for the Transaction (see page 98)

The Brazilian antitrust authority, *Conselho Administrativo de Defesa Econômica* CADE, is currently reviewing the Transaction and its potential consequences on competition in the relevant Brazilian industries. Approval of the Transaction by CADE, however, is not required prior to the completion of the Transaction. If, following the completion of the Transaction, CADE determines that the Transaction or part of the Transaction has a material adverse effect on competition in Brazil, it may require that Ultrapar, Braskem or Petrobras divest all or part of the assets acquired in the Transaction. In light of the fact that the assets we are acquiring in the Transaction relate to industries in which we have not historically operated, we do not believe that we will be required to divest any of such assets as a result of the review of the Transaction by the Brazilian antitrust regulator. See The Transaction Regulatory Approvals Required for the Transaction .

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SELECTED CONSOLIDATED HISTORICAL FINANCIAL DATA OF ULTRAPAR

The following is selected consolidated financial data from Ultrapar's consolidated financial statements, for the periods indicated. You should read this selected consolidated financial data in conjunction with Ultrapar's consolidated financial statements and related notes included in Annex A to this prospectus or contained elsewhere in this prospectus. See "Where You Can Find More Information" on page 217.

Ultrapar's consolidated financial statements are prepared in Brazilian *reais* in accordance with accounting practices adopted in Brazil, or Brazilian GAAP, which differ in certain material respects from accounting principles generally accepted in the United States of America, or U.S. GAAP. For a summary of the differences between the accounting practices adopted in Brazil and U.S. GAAP, see Note 24 to Ultrapar's consolidated financial statements appearing in its 2006 Form 20-F. For further information concerning the preparation and presentation of the financial information contained in Ultrapar's 2006 Form 20-F, see "Presentation of Financial Information" in its 2006 Form 20-F.

The following table presents Ultrapar's selected consolidated financial data at the dates and for each of the periods indicated in Brazilian GAAP, and U.S. GAAP where indicated. The consolidated balance sheet information as of December 31, 2006 and 2005 and the consolidated statements of income for the years ended December 31, 2006, 2005 and 2004 are derived from Ultrapar's audited consolidated financial statements included in this prospectus. The consolidated balance sheet information as of December 31, 2004, 2003 and 2002 and the related consolidated statements of income for the years ended December 31, 2003 and 2002 are derived from Ultrapar's audited consolidated financial statements that are not included in this prospectus.

The consolidated balance sheet data as of September 30, 2007 and as of June 30, 2007 and the consolidated statements of income for the nine-month periods ended September 30, 2007 and 2006 and the six-month periods ended June 30, 2007 and 2006 are derived from Ultrapar's unaudited consolidated financial statements included in this prospectus.

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Consolidated Income Statement Data:	Nine-Month Period Ended September 30,			Six-Month Period Ended June 30,		Year Ended December 31,					
	2007(1) US\$	2007 R\$	2006 R\$	2007 R\$	2006 R\$	2006(1) US\$	2006 R\$	2005 R\$	2004 R\$	2003 R\$	2002 R\$
	(in millions, except per share data)										
Gross sales and services	7,689.1	14,139.5	3,914.7	7,726.0	2,499.7	2,844.0	5,229.9	5,158.0	5,250.6	4,603.8	3,795.3
Taxes on sales and services, rebates, discounts and returns	(338.0)	(621.5)	(324.4)	(370.8)	(204.6)	(237.0)	(435.8)	(464.2)	(466.4)	(603.5)	(800.8)
Net Sales and Services	7,351.1	13,518.0	3,590.3	7,355.2	2,295.1	2,607.0	4,794.1	4,693.8	4,784.2	4,000.3	2,994.5
Cost of sales and services	(6,710.2)	(12,339.3)	(2,889.3)	(6,655.1)	(1,859.4)	(2,099.0)	(3,859.9)	(3,783.4)	(3,669.9)	(3,196.4)	(2,247.1)
Gross profit	640.9	1,178.7	701.0	700.1	435.7	508.0	934.2				