

**QGEP Participações S.A.**  
**CNPJ/MF nº 11.669.021/0001-10**  
**Publicly Held Company**

## **MATERIAL FACT**

### **QGEP announces annual profit distribution of R\$0.15 per share**

The Company discloses its dividend policy and a change in its Disclosure and Negotiation Policy

**Rio de Janeiro, March 12<sup>th</sup>, 2015** – QGEP Participações S.A. (BMF&Bovespa: QGEP3, “Company”, “QGEP”) announced that its Board of Directors today approved a Dividend Policy, which suggests management’s proposal for submittal to the General Shareholders’ Meeting of an annual payment of a dividend of R\$0.15 per share.

“This Dividend Policy demonstrates our commitment to creating long-term value for shareholders and reflects our confidence in the quality of QGEP’s assets and the strength of our balance sheet,” said Lincoln Guardado, CEO of QGEP.

As production and cash flow grow in the coming years, the Company may consider revising the annual dividend to ensure holders share fully in the benefits of its progress.

The full Dividend Policy is available on the Company’s Investor Relations (IR) website ([www.qgep.com.br/ri](http://www.qgep.com.br/ri)) and filed with Comissão de Valores Mobiliários (CVM) ([www.cvm.gov.br](http://www.cvm.gov.br)).

The board’s proposal for the dividend distribution will be submitted for approval at the Annual Shareholders Meeting, to be held in the Company’s headquarters on April 17, 2015, with payment up to May 05, 2015, to shareholders as of April 17, 2015.

The Company’s Board of Directors also approved a change in its Disclosure and Negotiation Policy, allowing the Company to disclose Acts and Material Events via an online news portal, in accordance with CVM Instruction nº 547. From this date onwards, the company will disclose its acts on the news portal [www.valor.com.br/valor-ri](http://www.valor.com.br/valor-ri), as well as in the Company’s IR website and through electronic filings with the CVM.

For more information, please contact our Investor Relations team:

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[www.qgep.com.br/ri](http://www.qgep.com.br/ri)

## **About Queiroz Galvão Exploração e Produção**

QGEP Participações S.A. is Brazil’s largest producing company in the Brazilian Exploration and Production (E&P) private sector, and the first and only private Brazilian company to operate in the premium pre-salt area in Brazil. QGEP is qualified by the ANP in the last two auctions in 2007 and 2008 to act as “Operator A” in Deep and Ultra-Deep Waters. The Company has a diversified portfolio of high quality and high potential

exploration and production assets. Furthermore, it owns 45% of the concession for the Manati Field located in the Camamu Basin, which is one of the largest non-associated natural gas fields under production in Brazil. Manati Field has been in operation since 2007, and has average production capacity of approximately 6 million of m<sup>3</sup> per day. For more information, access [www.qgep.com.br/ri](http://www.qgep.com.br/ri)