



QGEP PARTICIPAÇÕES S.A.

CNPJ/MF No. 11.669.021/0001-10

NIRE: 33.300.292.896

NOTICE

ANNUAL SHAREHOLDERS' MEETING

APRIL 16, 2014, at 10 a.m.

Notice is hereby given to the shareholders of QGEP PARTICIPAÇÕES S.A. (“QGEPP” or the “Company”) that an Annual Shareholders’ Meeting will be held on April 16, 2014 at 10 a.m., at the registered office of the Company located at Avenida Almirante Barroso, No. 52, 11th floor, in the City and State of Rio de Janeiro, in order to take action on the following agenda: (a) review of the Management accounts, and review, discussion and vote on the financial statements of the Company for the fiscal year ended December 31, 2013, together with the Management Report and the report of the independent auditors; (b) review, discussion and vote on a proposal of the Management for allocation of the earnings for the fiscal year ended December 31, 2013; (c) definition of the number of the members of the Board of Directors of the Company; (d) election of the members of the Board of Directors of the Company for a term to end at the Annual Shareholders’ Meeting that will approve the accounts for the fiscal year to end on December 31, 2015; and (e) review, discussion and vote on the aggregate compensation payable to the directors and officers of the Company until the Annual Shareholders’ Meeting that will approve the accounts for the fiscal year to end on December 31, 2014, in the aggregate amount of (two million, nine hundred three thousand, five hundred twenty-two Brazilian Reais (R\$ 2,903,522.00)).

The following documents will be available to the shareholders at the Legal Department of the Company located at Avenida Almirante Barroso, No. 52, suite 1301 (part), in the City and State of Rio de Janeiro: (a) the Management Report covering the corporate business and the main management events during the last fiscal year; (b) copies of the financial statements of the Company for the fiscal year ended December 31, 2013; and (c) the report of the independent auditors; in addition to other documents providing information as required by prevailing regulations. Such documents will also be made available on our website (www.qgep.com.br) and the websites of BM&FBovespa (www.bmfbovespa.com.br) and the Brazilian Securities Commission - CVM (www.cvm.gov.br).

The minimum percentage for adoption of cumulative voting for election of the members of the Board of Directors is five percent (5%), in accordance with the terms of Section 1 of CVM Instruction No. 165/91, as amended.

The shareholders of the Company may take part in the Annual Shareholders’ Meeting either directly or through their authorized representatives or attorneys in fact, pursuant to the provision of Section 126 of Law No. 6,404/76, carrying the following documents: (a) if a Natural Person: identification document with photo (Brazilian ID, alien ID, driver’s license, official professional ID); (b) if a

Legal Entity: certified copy of current by-laws or articles of association, and corporate documents evidencing representation authority (minutes of election of executive officers and/or power of attorney), in addition to identification document with photo of authorized representative(s); (c) if an Investment Fund: certified copy of current by-laws of fund as well as current by-laws or articles of association of manager of fund, in addition to corporate documents evidencing representation authority (minutes of election of executive officers and/or power of attorney with certification of signature), and identification document with photo of authorized representative(s). All shareholders must produce evidence of title to their shares of QGEPP in the form of a statement issued by the financial institution serving as registrar and/or custodian dated no later than two (2) business days before the Annual Shareholders' Meeting. A shareholder may be represented by an attorney in fact appointed not earlier than one year prior to date of the meeting, such attorney in fact to be a shareholder, director or officer of QGEPP, a lawyer or a financial institution, provided, further, that an investment fund manager may represent its unitholders. A power of attorney issued in a foreign language must be notarized, consularized and translated into Portuguese before submission to QGEPP. In order to facilitate attendance at the Annual Shareholders' Meeting, QGEPP will start signing up shareholders as of April 1, 2014. To this end, QGEPP requests that the foregoing documentation be delivered at its registered office to the attention of the Legal Department, or be sent by e-mail in electronic form to ri@qgep.com.br, on or before April 15, 2014.

Rio de Janeiro, March 31, 2014.

Mr. Antônio Augusto de Queiroz Galvão
Chairman of the Board of Directors