



QGEP PARTICIPAÇÕES S.A.

CNPJ/MF (Corporate Taxpayer National Register/ Ministry of Finance) n. 11.669.021/0001-10

NIRE (Company Register Identification Number): 33300292896

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS HELD ON NOVEMBER 10TH 2014

1. DATE, TIME, AND VENUE: On the tenth (10th) day of the month of November of 2014, at 02:00 pm, at the main office of QGEP Participações S.A. (“Company”), based in the City and State of Rio de Janeiro, at Avenida Almirante Barroso, n. 52, sala 1301 (parte).

2. ATTENDANCE: The following persons attended the meeting of the Company, representing all the incumbent members of the Board of Directors of the Company: (i) Mr. Antônio Augusto de Queiroz Galvão; (ii) Mr. Ricardo de Queiroz Galvão; (iii) Mr. José Augusto Fernandes Filho; (iv) Mr. Maurício José de Queiroz Galvão; (v) Mr. Leduvy de Pina Gouvêa Filho; (vi) Mr. Luiz Carlos de Lemos Costamilan; and (vii) Mr. José Luiz Alquéres.

3. BOARD: Chairman: Mr. Antônio Augusto de Queiroz Galvão; Secretary: Ms. Tatiana Mortari Fioratti.

4. AGENDA: To resolve on the financial statements of the Company related to the 3rd quarter of 2014.

5. APPROVED RESOLUTIONS: Before beginning the examination of the agenda, the attending Directors agreed, by unanimous vote of the attending members, that the Minutes of this Meeting of the Board of Directors be recorded in the form of summary, in the terms of the law, with the option of presentation of votes and protests, which will be received by the Board and filed at the main office of the Company.

As to the resolutions of the agenda, the members of the Board of Directors resolved, by unanimous vote of the attending members, to approve, without exceptions, the Consolidated Financial Statements of the Company related to the quarter ended September 30th 2014 (3T14), prepared in accordance with the practices adopted in Brazil as established by Law n. 6.404, of December 15th 1976, as amended, and other applicable regulations and laws, which were revised by independent auditors Deloitte Touche Tohmatsu Auditores Independentes, in which case the Executive Board of the Company



was authorized to take all required measures for the disclosure of the documents herein approved by remittance to the Securities Commission, BM&FBOVESPA S.A. - Bolsa de Valores, Mercadorias e Futuros, by making them available on the website of the company (www.qgep.com.br/ri).

6. CLOSING: Having nothing further to be resolved, the Chairman closed the meeting, of which this minutes was recorded and, having been read and agreed with, it was approved and signed by the attending Directors and by the Secretary. Directors: Antônio Augusto de Queiroz Galvão; Ricardo de Queiroz Galvão; Maurício José de Queiroz Galvão; José Augusto Fernandes Filho; Leduvy de Pina Gouvêa Filho; Luiz Carlos de Lemos Costamilan; and José Luiz Alquéres.

This Minutes is a true copy of the minutes recorded on the specific book.

Tatiana Mortari Fioratti.
Secretary



Last page of the Minutes of the Board of Directors of QGEP PARTICIPAÇÕES S.A, enrolled with CNPJ/MF under n. 11. 669. 021/0001-10, held on November 10th 2014, at 02:00 pm.