



## QGEP PARTICIPAÇÕES S.A.

**Brazilian Corporate Taxpayer Register (CNPJ/MF) No. 11.669.021/0001-10**

**Business Register Identification Number (NIRE): 33300292896**

### NOTICE OF MEETING

#### **ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING**

**APRIL 29<sup>th</sup>, 2011, at 10 a.m. and 11:00 a.m.**

The shareholders of **QGEP PARTICIPAÇÕES S.A.**, (“QGEPP”) were called to hold a meeting on April 29<sup>th</sup>, 2011, at Avenida Almirante Barroso, n°. 52, 29° andar, sala 1, in the City and State of Rio de Janeiro, to resolve on the following agenda: at 10 a.m., **I. At the Ordinary Shareholders' Meeting:** (a) Review, discussion and voting of the Financial Statements, the Management Report and the Executive Board's accounts, concerning to the fiscal year ended on December 31<sup>st</sup>, 2010; and (b) Resolve on the proposal of the management to allocate the result assessed in the fiscal year ended on December 31<sup>st</sup>, 2010, at 11 p.m., **II. At the Extraordinary Shareholders' Meeting:** (a) Resolve on the Stock Call Option Plan of the Company; (b) Resolve on the change of address of the registered office of the Company to Avenida Almirante Barroso, n° 52, sala 1301 (parte), Centro, Rio de Janeiro – RJ, CEP. 20.031-918, and, in view of the proposed resolution, amend in article 2., of the Articles of Incorporation of the Company, according to the executive board's proposal; e (c) Review, discussion and voting of the global compensation of managers of QGEPP for the period of 2011.

The following documents will be available to the shareholders at the Legal Management Department located at Av. Almirante Barroso, n° 52, sala 1301 (parte), in the City and State of Rio de Janeiro: The notice of meeting, the management report on the corporate transactions and the main administrative facts of the fiscal year, as well as copies of the financial statements, the independent auditors' opinion and other documents containing information required by regulation in force, being also available on our website ([www.qgep.com.br](http://www.qgep.com.br)), and on the websites of BM&FBovespa ([www.bmfbovespa.com.br](http://www.bmfbovespa.com.br)) and CVM ([www.cvm.gov.br](http://www.cvm.gov.br)).

Shareholders may be represented at the meeting herein called by their legal representatives or attorneys, pursuant to article 126 of Act No. 6.404/76, who shall be provided with the following documents: Natural Person: identity card (RG, RNE, CNH or professional category' card officially acknowledged). Legal entities: authenticated copy of the last articles of incorporation or organization and the corporate documentation, granting power of representation (election minutes of executive officers and/or power of attorney), legal representatives' identity cards. Investment Fund: authenticated copy of the last restated bylaws of the fund and the articles of organization



or incorporation of its manager, in addition to the corporate documents granting powers of representation (election minutes of executive officers and/or power of attorney), legal representatives' identity cards. All shareholders must provide the proof of ownership of the shares issued by QGEPP, the recordkeeping financial institution and/or custody agent in the last five (5) days. Shareholders may be represented by an attorney appointed less than one year, provided that such attorney is a Shareholder, manager of QGEPP, lawyer or financial institution, being the responsibility of the investment fund manager to represent his unit owners. Any powers of attorney drawn up in a foreign language, before being submitted to QGEPP, must be translated to Portuguese. In order to facilitate the access of shareholders at the meetings, QGEPP shall start their registration from 04/15/2011. For such purpose, the above-mentioned documents shall be delivered, up to 04/28/2011, at the registered office of QGEPP, referred above, c/o the Legal Management Department.

Rio de Janeiro, April 14<sup>th</sup>, 2011

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