

**QGEP PARTICIPAÇÕES S.A.**

**CNPJ/MF nº 11.669.021/0001-10**

**NIRE: 33.300.292.896**

**CALL NOTICE**

**SHAREHOLDERS ANNUAL MEETING**

**APRIL 12, 2016 at 10:00 a.m.**

Notice is hereby given to the shareholders of QGEP PARTICIPAÇÕES S.A. (“QGEPP” or the “Company”) that the Shareholders Annual Meeting will be held on April 12, 2016 at 10:00 a.m., at the registered office of the Company located at Avenida Almirante Barroso, No. 52, 11<sup>th</sup> floor, in the City and State of Rio de Janeiro, in order to resolve on the following Agenda: (a) taking of the Management accounts, review, discussion and vote on the Financial Statements of the Company for the fiscal year ended December 31, 2015, together with the Management Report, the opinion of the Fiscal Council and the report of the Independent Auditors; (b) review, discussion and vote on the Management’s Proposal for allocation of the result of the fiscal year ended December 31, 2015; (c) election of the members of the Board of Directors of the Company; (d) review, discussion and vote on the global remuneration of the Company’s Managers to be paid until the date of the Shareholders Annual Meeting approving the accounts for the fiscal year to end December 31, 2016 in the aggregate amount of BRL 3,866,041.91 (three million, eight hundred and sixty-six thousand, forty-one reais, and ninety-one cents); and (e) installation of the Fiscal Council and election of its members, in view of the request made by the controlling shareholders, as well as approval of the aggregate compensation of the elected members, in the amount of up to BRL 592,588.00 (five hundred ninety-two thousand, four hundred and eighty-eight Reais).

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) Management’s Report on the Company’s business and the main management facts of the ended fiscal year; (b) copy of the Financial Statements of the Company referring to the fiscal year ended December 31, 2015; (c) copy of the Fiscal Council’s opinion; (d) the report of the Independent Auditors; in addition to (e) other documents providing information as required by prevailing regulations. Such documents will also be made available on our website ([www.qgep.com.br](http://www.qgep.com.br);) and the websites of BM&FBOVESPA – Bolsa de Valores, Mercadorias e Futuros ([www.bmfbovespa.com.br](http://www.bmfbovespa.com.br)) and of the Brazilian Securities Commission (“CVM”) ([www.cvm.gov.br](http://www.cvm.gov.br)).

For purposes of article 141 of Law nº 6,404 dated December 15, 1976, as amended, and of article 4<sup>th</sup> of CVM Instruction 481 dated December 17, 2009, as amended, the minimum percentage for participation in the voting capital necessary to request the adoption of multiple voting for election of members of the Board of Directors is of five per cent (5%), pursuant to article 1<sup>st</sup> of CVM Instruction 165 dated December 11, 1991, as amended.

Shareholders of the Company may participate in the Shareholders' Annual Meeting either directly or through their authorized representatives or attorneys in fact, pursuant to the provision of article 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 the latest restated by-laws and of the articles of incorporation or association of its administrator, and corporate documents evidencing representation powers (minutes of the meeting resolving on election of executive officers and/or power of attorney with signatures certified by a Notary Public), in addition to 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 Shareholders' Annual Meeting. A shareholder natural person may be represented by an attorney in fact appointed not earlier than one year prior to date of the meeting, provided that such attorney in fact is another shareholder, counsel or manager of the Company, or an attorney at law with a power of attorney bearing the grantor's signature certified by a notary public. A shareholder legal person may be represented by its legal representatives, by a financial institution or by an attorney in fact appointed as provided for in its articles of incorporation; it is incumbent upon the administrator of an investment fund to represent the unitholders of the fund, by means of a power of attorney in which the signature of the grantor(s) must be certified by a notary public. 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 Shareholders' Annual Meeting, QGEPP will start the registration of shareholders as of March 28, 2016. For this purpose, QGEPP requests that the foregoing documentation be delivered at its registered office until April 11, 2016, to the attention of the Legal Department, or be sent by e-mail in electronic form to [ri@qgep.com.br](mailto:ri@qgep.com.br).

Rio de Janeiro, March 24, 2016.

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