



**QGEP PARTICIPAÇÕES S.A.**  
**PUBLICLY-HELD COMPANY**

CORPORATE TAXPAYER'S ID (CNPJ/MF): 11.669.021/0001-10  
COMPANY REGISTRY (NIRE): 33.300.292.896

**MINUTES OF THE EXTRAORDINARY SHAREHOLDERS' MEETING**  
**HELD ON APRIL 16, 2012**

1. **DATE, TIME AND VENUE:** On April 16, 2012, at 10:00 a.m., at Avenida Almirante Barroso, nº. 52, 26º andar, sala 1, in the city and state of Rio de Janeiro.
2. **CALL:** The call notice was published in the Diário Oficial do Estado do Rio de Janeiro and Jornal do Comercio newspapers on March 30, April 4 and 12, 2012.
3. **PREVIOUS PUBLICATIONS:** The Management's Proposal related to the items on the agenda made available on the website of the Brazilian Securities and Exchange Commission (CVM) on March 30, 2012.
4. **ATTENDANCE:** The signatory shareholders on the shareholders' attendance book, representing the necessary percentage of the Company's capital stock to establish legal quorum to install the meeting and resolve on the matters proposed herein. Also attending the meeting were Antônio Augusto de Queiroz Galvão, Chairman of the Board of Directors and members of the Company's Management.
5. **PRESIDING BOARD:** The Extraordinary Shareholders' Meeting was presided over by Antônio Augusto de Queiroz Galvão, who invited José Augusto Fernandes Filho to act as secretary.
6. **AGENDA:**
  - I. To examine, discuss and vote on the Management's overall compensation for fiscal year 2012 until the following Annual Shareholders' Meeting; and
  - II. To amend the Company's Bylaws.
7. **RESOLUTIONS:** The meeting was installed and the shareholders examined the items on the agenda and resolved, unanimously and with no restrictions of valid votes and with the

abstention of one of the minority shareholders present as well as those legally prevented from voting:

- (I) To approve the overall Management compensation for fiscal year 2012 until the following Annual Shareholders' Meeting in up to two million, three hundred fifty-seven thousand, nine hundred and ninety reais (R\$2,357,990.00); This amount will be allocated to the members of the Company's Management and Board of Directors.
- (II) To approve the amendments to the Company's Bylaws, in accordance with the attached Management's Proposal (**Doc. 1**), to (a) adjust them to the new provisions in the Novo Mercado listing Regulations adopted by the Securities, Commodities and Futures Exchange (BM&F Bovespa S.A.); (b) include the investment reserve; and (c) amend the reading of the Company's Bylaws which, after dully consolidated, will be filed in the Company's headquarters (**Doc. 2**).

Some shareholders presented their votes separately which, after being acknowledged by the presiding board, will be filed in the Company's headquarters (**Doc. 3**).

**8. DRAWING UP OF THE MINUTES:** The shareholders unanimously approved the drawing up of these minutes in summary format, pursuant to Article 130, paragraph 1, of Law 6404/76 and its publication with the omission of the signatures of shareholders present, pursuant to Article 130, paragraph 2 of said Law.

**9. CLOSURE:** There being no further matters to address, the Chairman adjourned the Extraordinary Shareholders' Meeting for the drawing up of these minutes, which were read, approved and signed by the Presiding Board and all Shareholders present.

This is a free English translation of the minutes drawn up in the Company's records.

Rio de Janeiro, April 16, 2012.

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José Augusto Fernandes Filho  
Secretary/CEO