



QGEP PARTICIPAÇÕES S.A.

Corporate Taxpayer's ID (CNPJ/MF): 11.669.021/0001-10
COMPANY REGISTRY (NIRE): 33300292896

CALL NOTICE

EXTRAORDINARY SHAREHOLDERS' MEETING

MAY 10, 2012, at 3:00 p.m.

The shareholders of **QGEP PARTICIPAÇÕES S.A.**, ("QGEPP" or "Company") are hereby invited to attend an **Extraordinary Shareholders' Meeting** to be held on May 10, 2012, at 3:00 p.m., at the Company's headquarters, located at Avenida Almirante Barroso, nº. 52, sala 1301 (parte), in the city and state of Rio de Janeiro, to resolve on the following agenda: (a) succession of the members of the Company's Board of Directors; and (b) alteration of the Company's Management compensation for the fiscal year 2012 until the following Annual Shareholders' Meeting, in view of the changes in Management.

The documents related to this call notice, including those required by CVM Instruction 481/09, are at the shareholders' disposal at the Company's Legal Department, located at Av. Almirante Barroso, nº 52, sala 1301 (parte), in the city and state of Rio de Janeiro, as well as on the websites of the Company (www.qgep.com.br), the BM&FBovespa (www.bmfbovespa.com.br) and the CVM (www.cvm.gov.br). The shareholders may participate in the Meeting hereby convened in person or represented by their legal representatives and proxies, pursuant to article 126 of Law 6404/76, and they must present the following documents: I – Individual shareholders: ID document with a photo (RG, Foreigner Identification Card (RNE), driver's license, or an official professional membership card). II – Corporate shareholders: certified copies of the latest version of the Bylaws or of the consolidated Articles of Association, as well as the corporate documents granting representation powers (minutes of the election of the officers and/or proxy instrument), and an ID document with a photo of the legal representative(s). III – Investment funds: certified copies of the latest version of the consolidated regulations of the fund and of Bylaws or Articles of Association of its Administrator, accompanied by the corporate documents granting representation powers (minutes of the election of the officers and/or proxy instrument), and an ID document with a photo of the legal representative(s). All shareholders must present proof of ownership of QGEPP shares issued by the depository institution and/or the custodian agent within five (5) days prior to the meeting. Shareholders may be represented by proxy constituted in the past one year provided that he/she is a Shareholder, part of QGEPP's Management, lawyer or a financial institution. In addition, the investment funds' administrator shall represent their members. Proxy instruments drawn up in a foreign language must be translated into Portuguese before being submitted to QGEPP. In order to facilitate access of the shareholders to the Meetings, QGEPP will start registration on April 27, 2012. Therefore, the required documents must be submitted to



the Company's headquarters mentioned above by May 7, 2012, to the attention of the Legal Department, or electronically via the e-mail ri@qgep.com.br.

Rio de Janeiro, April 26, 2012

Antônio Augusto de Queiroz Galvão
Chairman