

LATINA PARTICIPAÇÕES S.A.  
CNPJ/MF No. 11.669.021/0001-10  
NIRE 33.300.292.896

**MINUTES OF EXTRAORDINARY SHAREHOLDERS' MEETING**  
**HELD ON SEPTEMBER 02, 2010**

1. **DATE, TIME AND PLACE:** On September 02, 2010, at 10:00 a.m., at the headquarters of Latina Participações S.A. ("Company"), located at Rua Candelária, 79, Cobertura 01 (parte), City and State of Rio de Janeiro, CEP: 20.091-020.

2. **CALL NOTICE AND PRESENCE:** The call notice was waived, in the terms of Article 124, § 4, of Law 6.404/76 ("Brazilian Corporate Law or LSA "), having in view the presence of shareholders representing all the capital stock of the Company, according to the signatures set forth in the Shareholders Attendance Book.

3. **PRESIDING OFFICERS:** The Extraordinary Shareholders' Meeting was presided by Mr. Antônio Augusto de Queiroz Galvão, who invited Mr. José Augusto Fernandes Filho, to act as Secretary.

4. **AGENDA:**

- (i) Resolve on the alteration of the corporate name of the Company, with the consequent amendment of Article 1 of the By-laws of the Company;
- (ii) Resolve on the change of address of the corporate headquarters of the Company, with consequent alteration of Article 2 of the By-laws of the Company;
- (iii) Resolve on the change of the corporate purpose of the Company, with the consequent amendment of Article 3 of the By-laws of the Company;
- (iv) Resolve on the hiring a specialized company of independent auditors GWM Auditores e Consultores and approve the Assessment Report of assets carried out;
- (v) Resolve on the increase of the capital stock of the Company, with the consequent amendment of Article 5 of the By-laws of the Company;



- (vi) Resolve on the convening of the Board of Directors of the Company and election of its directors.
- (vii) Resolve on the reform of the By-laws of the Company.

#### **5. RESOLUTIONS:**

The shareholders of the Company, after analysis of the agenda, by unanimous vote and without any restrictions, resolved the following:

- (i) Amend the corporate name of the Company from **Latina Participações S.A.** to **QGEP Participações S.A.** As a consequence of the alteration of the corporate name of the Company, "Article 1 of the By-laws of the Company shall come into effect with the following wording: "**Article 1** - *QGEP Participações S.A. is a joint stock company, which shall be governed by these By-laws and by the legal provisions applicable thereto.*"
- (ii) Change the address of the corporate headquarters of the Company, which passes from Rua Candelária, nº 79, Cobertura 01 (parte), in the City and State of Rio de Janeiro, to Avenida Presidente Antônio Carlos, No. 51, sala 601 (parte), Centro, CEP: 20020-010 in the City and State of Rio de Janeiro. As a consequence of the change of the corporate headquarters of the Company, Article 2 of the By-laws of the Company comes into effect with the following wording: "**Article 2** – *The Company has headquarters and venue at Avenida Presidente Antônio Carlos, No. 51, sala 601 (parte), Centro, CEP: 20020-010, in the City and State of Rio de Janeiro, being able to, by resolution of the Management, create and extinguish branches, offices, agencies and representation warehouses anywhere in the national or foreign territory.*"
- (iii) Change the corporate purpose of the Company, which shall start to comprise the participation in companies substantially devoted to the exploration, production and commercialization of oil, natural gas and byproducts, whether as partner or shareholder or other forms of association, with or without a legal personality. As a consequence of the change of corporate purpose of the Company, Article 3 of the Company's By-laws comes into effect with the following wording "**Article 3** – *The Company's purpose is participation in companies devoted substantially to*



*the exploration, production and commercialization of oil, natural gas and their byproducts, whether as partner or other forms of association, with or without a legal personality".*

- (iv) After the approval of contracting of the specialized company of independent auditors GWM Auditores e Consultores, corporate taxpayer register CNPJ/MF No. 29.427.029/0001-55, according to Article 8, §1 and §2 of Law 6.404/76, which elaborated the Assessment Report of assets of the current controlling shareholder **Queiroz Galvão Óleo e Gás S.A. ("Controlling Shareholder")**, which is accepted in full as attached to these Minutes, (Attachment I), to comply with the purpose of increase in the capital stock of the Company by subscription of assets by transfer of shares, according to item (v) below.

After approval of the increase in the capital stock of the Company, hereby, based on the attached Assessment Report, (**Attachment I**), by the current Controlling Shareholder according to Article 166, IV c/c Article 170, §3 of Law No. 6.404/76, effecting the subscription and paying in of the value of R\$ **558,196,857.00** (five hundred and fifty-eight million, one hundred and ninety-six thousand, eight hundred and fifty-seven reais), there being issued **55,818,966** (fifty-five million, eight hundred and eighteen thousand, nine hundred and sixty-six) nominative common, book shares and without par value, with the issue value of R\$ 10.00 (ten reais) each, for the subscription by transfer of shareholding held by the Controlling Shareholder of 52,351,292 (fifty-two million, three hundred and fifty-one thousand, two hundred and ninety-two) nominative common book shares and without par value, of the subsidiary of the Controlling Shareholder, the company **Queiroz Galvão Exploração e Produção S.A.**, CNPJ/MF: 11.253.257/0001-71, all starting to belong to the Company.

By virtue of the approval above, the capital stock of the Company becomes R\$ 800.00 (eight hundred reais), divided into 800 (eight hundred) common, nominative, book shares without par value to R\$ **558,197,657.00** (five hundred and fifty-eight million, one hundred and ninety-seven thousand, six hundred and fifty-seven reais), divided into **55,819,766** (fifty-five million eight hundred and nineteen thousand, seven hundred and sixty-six) common, nominative, book shares without par value, all with issue value of R\$ 10,00 (ten reais) each. Approving thus, the alteration of the do caput or Article 5 of the Company's By-laws, which will come into effect with the following wording "**Article 5** – *The capital stock of the Company fully subscribed and paid in is 558,197,657.00 (five hundred and fifty-eight million, one hundred and ninety-seven thousand,*



six hundred and fifty-seven reais) *divided into 55,819,766 common, nominative, book shares without par value, all with issue value of R\$ 10.00 (ten reais) each. (...)*".

- (v) After approval of the convening of the Board of Directors, comprised by, at least, 03 (three), to, maximum, 06 (six) members, all shareholders, residing and domiciled in Brazil, with mandate of 03 (three), years, reelection permitted. The members of the Board of Directors shall be elected by the General Meeting, and removable by it, at any time. The Chairman and DEPUTY CHAIRMAN of the Board of Directors are appointed at a General Meeting; it is incumbent upon the DEPUTY CHAIRMAN to substitute the Chairman in his occasional impediments.

By virtue of the provision above, of convening of the Board of Directors remaining Chapters, Sections and Articles, were renumbered in sequence being the new ones included with the numbering 11, 12,13,14,15,16, 17, 18 and 19 to the By-laws of the Company, which come into effect with the following wording:

**Article 11** –*The Company shall have a Board of Directors and a Management – Sole § - The Board of Directors and the Management shall have the powers and attributions conferred upon them by law and by these By-laws.*

#### **SECTION I –BOARD OF DIRECTORS**

**Article 12** –*The Board of Directors shall be comprised by at least 03 (three) to a maximum of 06 (six) members, compulsorily shareholders and residing or not in Brazil, elected by General Meeting and removable by it at any time, with unified mandate of 03 (three) years, reelection permitted.*

*Sole § - Once the mandate of the Directors has expired, the latter shall be considered automatically extended for an indefinite period until the occurrence of a General Meeting, which elects new Directors or reelects those exercising the office.*

**Article 13** – *In the event of vacancy in the office of Director, the deputy shall be elected by the remaining Directors, their mandate being in force until the first General Meeting*



**§ 1** – In the event of a vacancy in the majority of the offices of the Board, a General Meeting shall be called to conduct a new election.

**§ 2** – In the event of expiry of the mandate of the Directors, the latter shall remain in their offices until the election of new members.

**Article 14** – The Board of Directors shall have one Chairman and one DEPUTY CHAIRMAN, elected by the General Meeting.

**§ 1** - The DEPUTY CHAIRMAN shall substitute the Chairman in the cases of occasional impediments, the chairman starting to occupy the Chair in the event of vacancy in the office.

**§ 2** –If there is a vacancy contemplated in the previous §, the other members of the Board of Directors shall elect, among the remaining Directors , a new DEPUTY CHAIRMAN, whose mandate shall be in force until the next Annual Shareholders Meeting.

**§ 3** –In the event of a vacancy in the two offices, the Board of Directors shall elect, among the remaining Directors, a new Chairman and DEPUTY CHAIRMAN, whose mandates shall be in effect until the next Annual Shareholders’ Meeting.

**§ 4** -The acting Chairman of the Board of Directors shall:

- a) Call, by resolution of the Board of Directors, the General Meetings and preside them;
- b) Call and preside the meetings of the Board of Directors.

**Article 15** –The Board of Directors shall meet by call of the acting Chairman.

**Sole §** - The calls to the meetings shall discriminate the agenda of respective meetings and shall be made in writing, by personal delivery, e-mail or fax to the directors in the locations informed by them to the Company.

**Article 16** –Minutes shall be drawn up of the meetings of the Board of Directors and recorded in the Book of Minutes of the Board of Directors.

**Article 17** –The Board of Directors, which is a body of collegiate deliberation, shall convene, when called, with the minimum presence of half of its members, resolving by majority vote, participation by directors at the meeting via telephone call, video conference or other form of communication, which permits to the director to express his opinion to the other directors being admitted.



**Article 18** – *The Directors are waived providing collateral and being invested in their offices upon execution of the Term of Investiture, executed in the Book of Minutes of the Board of Directors, within 30 (thirty) days counted from the Meeting that elected them, with the exception of the assumption of, they being present, signing the Minutes of the General Meeting that elects them and which will be valid, in this case, also as Term of Investiture.*

**Article 19** – *It is the private and exclusive competence of the Board of Directors, without prejudice to the other competences contemplated in these By-laws and in due legal form, to:*

- I. Establish the general orientation of the corporate business;*
- II. Elect and remove, at any time, the Officers of the Company, establishing, at the time of election, their respective attributions;*
- III. Call the General Meetings;*
- IV. Manifest previously on the Administration Report and on the accounts of the Management, proposing to the General Meeting the allocation of profits and distribution of dividends;*
- V. Resolve on: a) drawing up of biannual balance sheets or balance sheets for longer periods, and, based on them, declare dividends; b) declare interim dividends, to the account of the investment reserve (profit reserve) or capital reserves, verified in the last annual balance sheet approved by the Annual Shareholders' Meeting.*
- VI. Authorize:*
  - a) The acquisition, disposal and constitution of real guarantee of property on the permanent assets of the Company of value greater than R\$ 5,000,000.00 (five million reais);*
  - b) the provision of guarantee to third party obligations;*
  - c) the provision of guarantees in favor of the Company, of value greater than R\$ 20,000,000.00 (twenty million reais);*
  - d) formalization of financial, credit and financing transactions in general, in excess of R\$ 20,000,000.00 (twenty million reais);*
  - e) disposal and/or encumbrance of corporate participations in associated companies and subsidiaries.*
- VII. Propose to the General Meeting increase or reduction of the capital stock and the form of subscription, paying in and issuance of shares;*
- VIII. Choose and remove independent auditors;*
- IX. Establish, within the aggregate value determined by the General Meeting, the remuneration of the Directors and Officers.*



*X. Propose the payment or credit of interest, as remuneration on net current assets, according to the legislation in force, it being incumbent upon the Board of Directors to resolve whether to impute them or not to the dividends account."*

The election of 04 (four) members of the Board of Directors has been approved, namely: Messrs. **ANTÔNIO AUGUSTO DE QUEIROZ GALVÃO**, Brazilian, married, civil engineer, residing in the City and State of Rio de Janeiro and domiciled at Av. Presidente Antônio Carlos, No. 51, 5º andar - Centro/RJ, holder of ID No. 7633-D, issued by CREA-2<sup>nd</sup> Region /PE and with individual taxpayer register under CPF/MF No. 173.714.734-3, to the office of CHAIRMAN OF THE BOARD OF DIRECTORS; **RICARDO DE QUEIROZ GALVÃO**, Brazilian, married, civil engineer, residing in the City and State of Rio de Janeiro and domiciled at Av. Rio Branco No. 156 - grupo 3037 - Centro/RJ, holder of ID No. 85-1-04280-6-D, issued by CREA/RJ and CPF/MF No. 784.917.977-34, to the office of DEPUTY CHAIRMAN OF THE BOARD OF DIRECTORS; **MAURÍCIO JOSÉ DE QUEIROZ GALVÃO**, Brazilian, married, civil engineer, residing in the City of Recife/PE and domiciled at Av. Padre Carapuceiro 733 - 9º andar - Boa Viagem/PE, holder of ID No. 10.046-D, issued by CREA/PE and holder of CPF/MF No. 233.110.534-00, to the office of DIRECTOR OF THE BOARD; and **ROBERTO DE QUEIROZ GALVÃO**, Brazilian, married, industrialist, residing in the City of Recife/PE and domiciled at Av. Padre Carapuceiro No. 733 - 9º andar - Boa Viagem/PE, holder of ID No. 1.587.542, issued by SSP/PE and CPF/MF No. 497.104:944-49, to the office of DIRECTOR OF THE BOARD, who shall fulfill the mandate for the period of 03 (three) years, counting from this date, the aggregate monthly remuneration of R\$ 2,040.00 (two thousand and forty reais) being established, which will be distributed among its members as they deem convenient.

The members of the Board of Directors shall receive each, from the Company, in order to hold the office of Directors, a common, nominative share, by registration in the Books of the Company, according to Article 146 of Law 6.404/76. The Directors are invested, in the period contemplated in Article 149 § 1 and § 2 of Law 6.404/76, by signature of the respective Terms of Investiture, which shall be filed in an appropriate Book. The Directors elected declare that they are not involved in any crime which prevents from exercising the commercial activity, in compliance with the provisions of Article 174, § 1 of Law 6.404/76.



- (vi) Taking into consideration all the resolutions of the items above, the reform and consolidation of the Company By-laws is approved, as well as its publication. The By-laws will come into effect according to (Attachment II) of these Minutes.

**6. LIST OF SHAREHOLDERS:**

|                                   |            |
|-----------------------------------|------------|
| Queiroz Galvão óleo e Gás S.A.    | 55,819.762 |
| Antônio Augusto de Queiroz Galvão | 01         |
| Ricardo de Queiroz Galvão         | 01         |
| Maurício José de Queiroz Galvão   | 01         |
| Roberto de Queiroz Galvão         | 01         |
| TOTAL                             | 55,819.766 |

7. **ADJOURNMENT AND DATE:** Having nothing further to discuss, the Chairman adjourned the Special Shareholders Meeting, of which the Secretary drew up these Minutes, which, having read and being accepted in all of its terms unanimously, was signed by all the Shareholders, on this date of September 02, 2010.

Rio de Janeiro, September 02, 2010.

"Matches the original drawn up in the relevant book."

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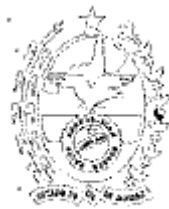
José Augusto Fernandes Filho  
Secretary





**ATTACHMENT I**

**ASSESSMENT REPORT**





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**QUEIROZ GALVÃO EXPLORAÇÃO E  
PRODUÇÃO S.A.**

**ASSESSMENT REPORT**

**GWM - CONSULTORES**

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1717181



## ASSESSMENT REPORT

*GWM AUDITORES E CONSULTORES*, a company providing services of audit, accounting and consulting, with office at Av. Rio Branco, 173, Grupo 1101, Centro, Rio de Janeiro, CNPJ No. 29.417.029/0001-55 and registered in the Regional Accounting Council of the State of Rio de Janeiro under No. 350, designated to assess the net patrimony of the company *QUEIROZ GALVÃO EXPLORAÇÃO E PRODUÇÃO S.A.*, CNPJ No. 11.253.257/0001-71, located at Av. Presidente Antônio Carlos, No. 51, 3º andar - parte, Centro, Rio de Janeiro, RJ, to be subscribed in *QGEP PARTICIPAÇÕES S.A.*, CNPJ No. 669.021/0001-10, located at Av. Presidente Antônio Carlos, nº 51, 6º andar - parte, Centro, Rio de Janeiro, RJ, according to the provisions of Law No. 6.404/76, issues this report.

### **PURPOSE OF THE ASSESSMENT**

The purpose of this assessment is to determine the equity value of 100% of the shares, representing 52,351,296 shares of *QUEIROZ GALVÃO EXPLORAÇÃO E PRODUÇÃO S.A.*, to be subscribed into *QGEP PARTICIPAÇÕES S.A.*

The value of the shares to be subscribed into *QGEP PARTICIPAÇÕES S.A.*, shall be comprised of the equity elements set forth in the attachment, whose values refer to the accounting records of *QUEIROZ GALVÃO EXPLORAÇÃO E PRODUÇÃO S.A.* on 08/31/2010, date to which refers the assessment of the equity elements to be subscribed.

### **ASSESSMENT CRITERIA**

The assessment of the value of 100% of the shares, representing 52,351,296 shares, of *QUEIROZ GALVÃO EXPLORAÇÃO E PRODUÇÃO S.A.* to be subscribed into *QGEP PARTICIPAÇÕES S.A.* was made from the accounting records of *QUEIROZ GALVÃO EXPLORAÇÃO E PRODUÇÃO S.A.* on 08/31/2010, according to international accounting practices.

We conducted the accounting assessment of the equity value, corresponding to 100% of the shares, representing 52,351,296 shares, of *QUEIROZ GALVÃO EXPLORAÇÃO E PRODUÇÃO S.A.*, to be subscribed into *QGEP PARTICIPAÇÕES S.A.* based on the limited review procedures according to the Audit Norms and Procedures, issued by the Brazilian Institute of Independent Auditors - IBRACON, as described below:

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1. Application of analytical review procedures of the balance sheet of the Company in the period comprised between 12/31/2009 and 08/31/2010, to check on the reasonableness of the accounting balances or the existence of individual items that seem abnormal;
2. Reading of the minutes of shareholders meetings, of the board of directors and of management meetings, to become aware of decisions, which may affect significantly the accounting statements under review;
3. Survey the employees, managers and officers responsible for the accounting, operational and financial areas:
  - If the statements under review were prepared according to the international accounting standard;
  - If changes occurred in the accounting practices in relation to those adopted in the previous fiscal year;
  - If in the period under review, there occurred significant changes in the development of the company's business, such as activities and discontinuity of operations;
  - If events or transactions occurred subsequent to the date of the accounting statements under review which could significantly affect their presentation;
4. Checking of the accounting statements against the accounting records;
5. Review of the bases for constitution of provisions, such as: for depreciation, 13<sup>th</sup> salary, holidays, etc.
6. Review of the analyses and conciliations prepared by the Company for the other significant assets and liabilities;
7. Procurement of information from the legal consultants of the Company in connection with the existence of litigation which may represent significant contingent assets and liabilities;
8. Verification if, based on the information obtained during the review, the accounting statements were prepared according to international accounting practices and uniformly in relation to those used in the previous fiscal year;
9. Verification, on a test basis, of payments made to suppliers and other accounts paid on a date subsequent to termination of the balance sheet, with the objective of validation of the liabilities of the company on the base date 08/31/2010;

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10. Survey on the accounting system, to obtain knowledge on how the transactions are recorded, classified and summarized for preparation of the financial statements;
11. Verification if the accounting records are periodically conciliated with the subsidiary records (Fixed Asset and suppliers);
12. Fixed Asset. Check if:
  - The Fixed Asset criteria are reasonable;
  - The bases, criteria and calculations of depreciation are adequate;
  - The items of the Fixed Asset bear relation to the activities that constitute the objects of the company;
  - There are controls to identify obsolete items or items not used;
  - The control of the goods in guarantee is adequate;
13. Intangible assets. Check whether:
  - The criteria for verification and registration of the values are adequate;
  - The expenses with development are effectively recoverable;
14. Salaries and social charges. Check whether:
  - They are properly accounted;
  - The bases, criteria and calculations of the provisions are adequate.

#### **INDEPENDENCE AND LIMITATION OF EXTENSION**

In compliance with Article 5 of CVM Instruction No. 319 of December 3, 1999, we clarify that (a) we are independent in relation to *QUEIROZ GALVÃO EXPLORAÇÃO E PRODUÇÃO S.A.* and to *QGEP PARTICIPAÇÕES S.A.*, according to the rules of the Federal Accounting Council; and (b) the extension of our work was not directed, limited, hindered or impaired by the controlling shareholder or by the administrators of the Company contemplated in our assessment.

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## CONCLUSION

As a result of our work, we concluded that the value of 100% of the shares, representing 52,351,296 shares, of *QUEIROZ GALVÃO EXPLORAÇÃO E PRODUÇÃO S.A.* is R\$ **558,196,857** (five hundred and fifty-eight million, one hundred and ninety-six thousand eight hundred and fifty-seven reais), on 08/31/2010, as demonstrated in the attachment to this report.

Rio de Janeiro, September 02, 2010.

GWM AUDITORES E CONSULTORES  
CRC/RJ 1.350

GIL MARQUES MENDES  
ACCOUNTANT CRC/RJ 39.363

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**ATTACHMENT**

**ASSESSMENT REPORT OF THE VALUE OF THE SHAREHOLDERS' EQUITY  
OF QUEIROZ GALVÃO EXPLORAÇÃO E PRODUÇÃO S.A. TO BE SUBSCRIBED  
INTO QGEP PARTICIPAÇÕES S.A.**

**DETERMINATION OF THE PORTION OF THE SHAREHOLDERS' EQUITY**

|   | Value in R\$       |
|---|--------------------|
| <b>ASSETS</b>   | <b>695.857.626</b> |
| <b>CURRENT ASSETS</b>   | <b>132.592.449</b> |
| Availability  | 132.529.520        |
| Tax Credit  | 11.312             |
| Advances  | 51.617             |
| <b>NON CURRENT ASSETS</b>                                     | <b>563.265.177</b> |
| <b>LONG TERM ASSETS</b>                                       | <b>689.120</b>     |
| Associated Persons  | 689,120            |
| <b>PERMANENT ASSETS</b>                                       | <b>562.575.057</b> |
| <b>Investment</b>   | <b>428.093.438</b> |
| Investment at Manati S/A                                      | 428.093.438        |
| <b>Fixed Asset</b>  | <b>134.482.619</b> |
| Exploitation Cost   | 134.482.619        |
| <b>LIABILITIES</b>  | <b>695.857.626</b> |
| <b>CURRENT</b>  | <b>124.712.385</b> |
| Suppliers   | 1.968.759          |
| Taxes Withheld at Source                                      | 38.445             |
| IR (Income Tax) and CSLL (Social Contribution on Net Profits) | 626.092            |
| Obligations with Personnel                                    | 14.017.673         |
| Loans and Financing   | 105.311.535        |
| Associate Persons   | 2.749.638          |
| Other Obligations   | 243                |
| <b>NON CURRENT</b>  | <b>12.948.384</b>  |
| <b>Long Term Liabilities</b>                                  | <b>12.948.384</b>  |
| Loans and Financing   |                    |
| Associated Persons  | 510.051            |
| <b>SHAREHOLDERS' EQUITY</b>                                   | <b>558.196.857</b> |
| Capital Stock   | 523.505.760        |
| Accrued Profits (Losses)                                      | 34.691.097         |

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## OPERATING CONTEXT

*QUEIROZ GALVÃO EXPLORAÇÃO E PRODUÇÃO S.A.* is a closed capital joint stock company, organized on 10/23/2009 which is basically active on the provision of drilling services of crude oil wells and in the extraction of crude oil and natural gas, developing production projects, with import and export of these products. The value of its shareholders' equity shall be subscribed into the company referred to as *QGEP PARTICIPAÇÕES S.A.*, which will act participating in companies dedicated substantially to the exploration, production and commercialization of crude oil, natural gas and their derivatives, as well as providing related services in the crude oil and gas sector, whether as partner or shareholder or other forms of association with or without legal personality.

## SUMMARY OF THE MAIN ACCOUNTING PRACTICES

- a) Adoption of the accounting accrual basis of fiscal years.
- b) The enforceable rights and obligations to fall due after the twelve months subsequent to the date of the financial statements are considered as long term.
- c) The Fixed Asset is valued at the acquisition cost, less accrued depreciation, calculated by the linear method, at annual rates which take into account the estimated useful life of the property.
- d) The rights and obligations shall be monetarily indexed, when applicable, according to the contractual indexes.

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**ATTACHMENT II**  
**BY-LAWS**  
**QGEP PARTICIPAÇÕES S.A**

**CNPJ/MF N.º 11.669.021/0001-10**  
**NIRE 33.300.292.896**

**CHAPTER I**  
**NAME, HEADQUARTERS, VENUE, DURATION AND PURPOSE**

**ARTICLE 1** - QGEP Participações S.A. is a joint stock company, which shall be governed by these By-laws and by the legal provisions applicable thereto.

**ARTICLE 2** – The Company has headquarters and venue at Avenida Presidente Antônio Carlos, nº 51, sala 601 (parte), Centro, CEP: 20020-010, in the City and State of Rio de Janeiro, being able, by resolution of the Management, to create and extinguish branches, offices, agencies and representative warehouses anywhere in Brazil or abroad.

**ARTICLE 3** – The purpose of the Company is participation in companies dedicated substantially to exploration, production and commercialization of oil, natural gas and their derivatives, whether as partner, shareholder or other forms of association, with or without a legal personality.

**ARTICLE 4** – The duration of the Company shall be indefinite.

**CHAPTER II**  
**CAPITAL STOCK AND SHARES**

**ARTICLE 5** – The capital stock of the Company, fully subscribed and paid in is **R\$ 558,197,657.00** (five hundred and fifty-eight million, one hundred and ninety-seven thousand, six hundred and fifty-seven reais), divided into **55,819,766** (fifty-five million eight hundred and nineteen thousand, seven hundred and sixty-six) common, nominative, book shared without par value, all issued with issue value of R\$ 10.00 (ten reais) each.

**§ 1** – The subscription or placement of shares shall be opened by at least 30 (thirty) days and a maximum of 60 (sixty) days.



**§ 2** – After the period above has elapsed, the shares not subscribed and which have not been the object of reserve of leftovers in the terms of preemptive right conferred by law or by shareholders' agreement could only be issued according to a new resolution by the General Meeting.

**§ 3** – The subscription shall be made upon subscription or in installments to be paid in a period never greater than 02 (two) years.

**§ 4** – When the shares are placed for a value greater than nominal, the amount which exceeds such value shall be registered in the liabilities not enforceable as capital reserve.

**§ 5** – The increase or reduction in the balance of the capital reserve does not affect the amount of subscribed capital.

**§ 6** - The Company, by decision of the General Meeting, may acquire its own shares:

a) by application of the investment reserve or of the capital reserve, except the legal without reduction of the subscribed capital;

b) by donation.

**§ 7** - Such shares in Treasury may be resold and only after the resale shall be entitled to vote.

**§ 8** - The Company may not issue shares of enjoyment or fruition, or beneficiary parts.

**ARTICLE 6** – In any of the events of placement of shares present in these By-laws, there shall always be observed the preemptive rights of the shareholders, as contemplated in the law.

**ARTICLE 7** – Each common, nominate shares shall entitle the holder to one vote in the resolutions of the shareholders' meetings.

**ARTICLE 8** - The Company may issue share certificates in connection with more than one share.

**ARTICLE 9** – The titles or certificates of shares shall be signed by two Officers.



**ARTICLE 10** – In the event of any shareholder willing to sell all or some of its shares, the other shareholders shall have a preemptive right to acquire or appoint third parties to acquire such shares in the proportion of the respective number of shares owned by them.

**§ 1** – Any shareholder who intends to sell all or some of its shares shall inform the Management about its intention to sell and the price for which it wishes to sell. If said shareholder has received a firm offer from third parties, it shall deliver to the Management an authenticated copy of such offer, whereas the price contained in such offer shall apply to the sales of shares, in the terms of this Article. Once such communication has been received by the Management, the latter shall inform the other shareholders this intention to sell, the respective price and conditions.

**§ 2** – Within 20 (twenty) days from the date of this communication, the other shareholders shall inform the Management if they intend to acquire the shares offered at the offer price above or if they indicate a third party interested in such acquisition, and within 10 (ten) days of termination of said period of 20 (twenty) days, the Management shall inform the shareholder who put his shares for sale about the decision of the other shareholder, such shareholder undertaking to sell at the price of said offer, its shares to the interested parties or who they indicate.

**§ 3** – The shares not acquired by the shareholders, as a result of one or more shareholders having ceased to exercise their right to purchase shares or indicate third parties to do so, or of having exercised it only partially, shall be offered to the shareholder who have acquired the shares according to this Article, and they may be acquired by them. The Management shall give notice to the other shareholders in connection with the availability of these shares, and any notification of intention of purchase of the same shall be made to the Management by the interested shareholders, within 10 (ten) days from receipt of the notice from the Management.

**§ 4** – The shares may be sold to third parties only after compliance with the provisions in this Article, within 120 (one hundred and twenty) days after the first preemptive period has elapsed, but in no case the sale price to third parties may be smaller than that price for which such shares were offered to the shareholders in the terms of this Article. Sales made in disobedience to these rules shall remain null and void, and the Company shall not enter the same in its books.



**CHAPTER III**  
**COMPANY MANAGEMENT**

**ARTICLE 11** – The Company shall have one Board of Directors and one Management.

**SOLE §** - The Board of Directors and the Management shall have the powers and attributions conferred by law and by these By-laws.

**SECTION I – BOARD OF DIRECTORS**

**ARTICLE 12** – The Board of Directors shall consist of at least 03 (three) to a maximum of 06 (six) members, who shall be shareholders and resident or not in Brazil, elected by the General Meeting and removable by it at any time, with unified mandate of 03 (three) years, reelection permitted.

**SOLE §** - Once the mandate of the Directors has expired, the same shall be considered automatically extended for an indefinite period until the holding of the General Meeting that elects new Director or reelects those in exercise of office.

**ARTICLE 13** – In the event of vacancy in the office of Director, the deputy shall be elected by the remaining Directors, their mandate being in force until the first General Meeting.

**§ 1** – If a vacancy occurs in the majority of the offices of the Board, a General Meeting shall be called to hold a new election.

**§ 2** – In the event of termination of the mandate of the Directors, the latter shall remain in their offices until the election of new members.

**ARTICLE 14** – The Board of Directors shall have one Chairman and one Deputy Chairman, elected by the General Meeting.

**§ 1** – The Deputy Chairman shall substitute the Chairman in the event of occasional impediments and will start to occupy the chair in the event of vacancy in the office.



**§ 2** – In the event of the vacancy contemplated in the previous §, the other members of the Board of Directors shall elect, from among the remaining Directors, a new Deputy Chairman, whose mandate shall be in effect until the next Annual Shareholders' Meeting.

**§ 3** – If there is a vacancy in both offices, the Board of Directors shall elect, from among the remaining Directors, a new Chairman and Deputy Chairman, whose mandates shall be in force until the next Annual Shareholders' Meeting.

**§ 4** – It is incumbent upon the acting Chairman of the Board of Directors, to:

- a) Call, by resolution of the Board of Directors, the General Meetings and preside them;
- b) Call and preside the meetings of the Board of Directors.

**ARTICLE 15** – The Board of Directors shall meet by call of the acting Chairman.

**SOLE §** - The calls to the meetings shall discriminate the agenda of the respective meetings and shall be made in writing, by personal delivery, e-mail or fax to the directors in the locations informed by them to the Company.

**ARTICLE 16** – Minutes shall be drawn up of the meetings of the Board of Directors in the Book of Minutes of the Board of Directors.

**ARTICLE 17** – The Board of Directors, which is a body of collegiate deliberation, shall be convened, when called, with the minimum presence of half of its members, resolving by majority vote, the participation of directors at the meeting by telephone call, video conference or other form of communication, which permits to the director to express his/her opinion to the other directors being admitted.

**ARTICLE 18** – The Directors are waived providing collateral and shall be invested in their offices upon the execution of the Term of Investiture in the Book of Minutes of the Board of Directors, within 30 (thirty) days counted from the Meeting which elected them, with the exception of the event of, if they are present, signing the Minutes of the General Meeting which elects them and which will be valid, in this case, also as Term of Investiture.



**ARTICLE 19** – It is privately and exclusively incumbent upon the Board of Directors, without prejudice to the other competencies contemplated in these By-laws and in due legal form, to:

- I. Establish the general orientation of the corporate business;
- II. Elect and remove, at any time, the Officers of the Company, establishing, at the time of election, the respective attributions;
- III. Call the General Meetings;
- IV. Manifest previously on the Report of the Administration and of the accounts of the Management, proposing to the General Meeting the allocation of the profits and distribution of dividends;
- V. Resolve on: a) drawing up the biannual balance sheets or balance sheets for smaller periods, and, based thereon, declare dividends; b) declare interim dividends, to the investment reserve account (profit reserve) or of capital reserves, verified in the last annual balance sheet approved by the Annual Shareholders' Meeting.
- VI. Authorize:
  - a) The acquisition, disposal and constitution of in real guarantee of property from the permanent assets of the Company of value greater than R\$ 5,000,000.00 (five million reais);
  - b) The provision of guarantees to third party obligations;
  - c) The provision of guarantees in favor of the Company, of value greater than R\$ 20,000,000.00 (twenty million reais);
  - d) Formalization of the financial, credit and financing transactions in general, which exceed the value of R\$ 20,000,000.00 (twenty million reais);
  - e) Disposal and/or encumbrance of corporate participations in associated companies and subsidiaries.
- VII. Propose to the General Meeting an increase or reduction of the capital stock and form of subscription, paying in and issuance of shares;



VIII. Choose and remove independent auditors;

IX. Establish, within the aggregate value determined by the General Meeting, the individual remuneration of the Directors and Officers.

X. Propose the payment or credit of interest, as remuneration on net current assets, according to the legislation in force, it being incumbent upon the Board of Directors to resolve to impute them or not to the account of dividends.

## SECTION II – MANAGEMENT

**ARTICLE 20** – The administration of the Company is incumbent upon a Management, which shall be comprised by, at least, 02 (two) and, maximum, 06 (six) members, shareholders or not, all of them residing in Brazil, 1 (one) being a Managing Officer and the other Officers not having a special designation, elected by the General Meeting, and removable by it, at any time, for a mandate of 03 (three) years, reelection permitted.

**§ 1** – It is incumbent upon the Officers to represent the Company and to perform regular acts of management attributed to them by law and by these By-laws.

**§ 2** – The Officers shall be invested in their offices, waived from providing collateral, within 30 (thirty) days counted from election, upon execution of the respective term drawn up in the Book of Minutes of Meetings of the Management, with the exception of the event of, they being present, signing the Minutes of the General Meeting that elects them and it shall be valid, in this case, also as Term of Investiture.

**§ 3** – In the event of leave, temporary impediment or vacancy, it shall be incumbent upon the General Meeting to choose the deputy of the person in leave, prevented or holder of the vacant office, in the first meeting which follows the occurrence. The deputy shall remain in office until the cessation of the impediment or expiry of the leave of the deputy, or until the end of the mandate of the Management.

**§ 4** – The mandate of the Directors having expired, the latter shall be considered automatically extended for an indefinite period until the holding of the General Meeting which elects the new Management or reelects the one in exercise.

**§ 5** – The remuneration of the Officers shall be established by the General Meeting, in an aggregate or individual amount.





**ARTICLE 21** – The Management shall administer the Company, complying strictly with the provisions of these By-laws and of the applicable law, it is prohibited to its members, individually or jointly, to practice acts in the name of the Company, foreign to its objectives, such as, for example, transactions as a favor to the benefit of third parties, in compliance with the provisions contained in Article 23 of these By-laws.

**ARTICLE 22** –The Management shall:

- (i) Comply with the provisions of these By-laws and the resolutions of the General Meeting and of the Board of Directors;
- (ii) The practice of all the acts necessary to normal operation of the Company, including representation in or out of Court, in Brazil or abroad; and, moreover
- (iii) By execution always joint of **02** (two) Officers, or the execution of **01** (one) Managing Officer and **01** (one) Officer without special denomination, or execution of **01** (one) Officer with **01** (one) attorney-in-fact, or, execution by **02** (two) attorneys-in-fact:
  - a) Represent the Company before public federal, state and municipal government offices, autarchies, public companies, mixed economy companies and private legal institutions;
  - b) Grant an "**ad judicia**" power of attorney and those that confer powers for judicial representation of the Company, including for purposes of personal deposition;
  - c) Perform all the acts in relation to the registration and issuance of documents related to labor, tax and customs matters;
  - d) Assume obligations in general, including in Brazil or abroad;
  - e) Enter into financial, credit and financial transactions in general, which do not exceed the value of R\$ **20,000,000.00** (twenty million reais);
  - f) Sign checks, bills of exchange, trade bills, promissory notes, being able to issue, accept and endorse;



- g) Operate current accounts of the Company, receive values and amounts giving receipt, giving release;
- h) Provide and accept collateral, bail and other guarantees in the exclusive interest of the Company, provided that in a value smaller than R\$ 20,000,000.00 (twenty million reais);
- i) Contract leasing transactions;
- j) Acquire, dispose of and constitute in real guarantee of property from the permanent assets of the Company of value smaller than R\$ 5,000,000.00 (five million reais);
- k) Execute consortium and joint venture agreements; and
- l) after express authorization by the Board of Directors:
  - (i) Renounce any rights, including preemptive rights in the subscription of shares;
  - (ii) Acquire, dispose of and constitute in real guarantee of property from the permanent assets of the Company of value greater than R\$ 5,000,000.00 (five million reais);
  - (iii) Enter into financial, credit and financing transactions in general which exceed the value of R\$ 20,000,000.00 (twenty million reais);
  - (iv) Dispose of and/or encumber corporate participations in associated and subsidiary companies;
  - (v) Waive any rights, including preemptive rights to the subscription of shares;
  - (vi) Provide and accept collateral, bail and other guarantees in the exclusive interest of the Company, in values greater than R\$ 20,000,000.00 (twenty million reais).

**§ 1** – The meetings of the Management shall be called by any of the Officers, whenever the corporate interest requires it, and the resolutions shall be taken by majority of vote of those present, the Managing Officer having the casting vote in the event of a tie.

**ARTICLE 23** – For the practice of acts contemplated in the previous article, powers of attorney may be granted by the Company, with specific powers, upon the joint execution of two Officers. The powers of attorney granted by the Company shall have their validity fixed in the respective



instruments, and this period may not be greater than 12 (twelve) months, with the exception of the "*ad judicium*" powers of attorney which may be granted for an indefinite period.

**ARTICLE 24** – At the discretion of the Management, there may be opened branches and offices anywhere in Brazil or abroad.

### **SECTION III – AUDIT COMMITTEE**

**ARTICLE 25** – THE Audit Committee shall have non-permanent functions and shall be comprised of 3 (three) incumbent members and 3 (three) deputies and the remuneration of its members and the form of substitution shall be determined by the General Meeting, which elects them.

### **CHAPTER IV THE GENERAL MEETING**

**ARTICLE 26** – The General Meeting shall meet annually in the 4 (four) months subsequent to the expiry of the fiscal year for purposes contemplated by law and, especially, whenever called, in due legal form.

**§ 1** – The General Meetings of Shareholders, Annual or Special shall be called by two members of the Management and shall be presided and shall have a secretary in the shareholders chosen among those present.

**§ 2** – The call notices to the General Meetings of Shareholders shall be held with minimum advance of 15 (fifteen) days, by publication of announcement 3 (three) times, at least, containing, in addition to the location, the date and time of the Meeting, and the agenda.

**§ 3** – Regardless of the formalities contemplated in the previous §, the General Meeting attended by all the shareholders shall be considered regular.

**ARTICLE 27** – It is incumbent upon the General Meeting to resolve and decide on all the matters and business related to the purpose of the Company, taking the resolutions it deems convenient to its defense and development. The Special Meetings shall be held whenever the corporate interest requires it, as determined by the Management, requiring the manifestation of the shareholders.

**SOLE §** - In addition to the matter which, by law and by these By-laws, are of competence of the General Meeting, it is also incumbent upon it to set the individual or aggregate fees of the members of the Board of Directors



and of the Management; the Board of Directors shall determine the distribution among its members and the members of the Management of the aggregate remuneration set by the General Meeting, the accumulation of the remuneration of remuneration, in the event of a member of the Board of Directors being part of the Management.

**ARTICLE 28** – Only the shareholders whose shares are registered in their names in the competent book 03 (three) days before the Date of the General Meeting shall take part in the General Meeting. At all the shareholders’ meetings, the resolutions shall be taken by majority of votes present or represented by power of attorney.

#### **CHAPTER V FISCAL YEAR, RESERVE, LOSS, DIVIDENDS**

**ARTICLE 29** – The fiscal year shall begin on January 1 and end on December 31 of each year. After the balance sheet has been drawn up, in compliance with the absorption of eventual losses and of the legal prescriptions made to the necessary amortizations, the following deductions shall be made from the net profits:

- (i) 5% (five percent) for constitution of the legal reserve, until this fund reaches 20% (twenty percent) of the capital stock;
- (ii) Compulsory dividend to the shareholders of at least 3% (three percent) of the net profits when the results demonstrated in the balance sheet permit; and
- (iii) Amounts from other funds which come to be created by the General Meeting to fulfill the objectives of the Company.

**SOLE §** - THE Company may, at any time, draw up interim balance sheets, as well as, in the event of alteration of the fiscal year, present a declaration of earnings covering a greater or smaller period of 12 (twelve) months.



**CHAPTER VI**  
**LIQUIDATION**

**ARTICLE 30** – The dissolution and liquidation of the Company shall occur according to the resolutions of the General Meeting, in compliance with the legal prescriptions.

Matches the original drawn up in the appropriate book.

Rio de Janeiro, September 02, 2010

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José Augusto Fernandes Filho  
Secretary

