

**QGEP Participações S.A.**  
**CNPJ/MF nº 11.669.021/0001-10**  
**Publicly Held Company**

**NOTICE TO THE MARKET**

**Rio de Janeiro, February 10, 2014** – QGEP Participações S.A. (BMF&Bovespa: QGEP3, "Company") today clarified its position related to the news story published by InfoMoney on February 7, 2014, under the title "QGEP and Barra Energia prefer to remove OGX from the field with good potential", alleging that the Company would seek, jointly with Barra Energia, to acquire OGX's 40% stake in Block BS-4, or to seek the entry of a new partner in the consortium, as follows:

"To:

Ms. Nilza Maria Silva de Oliveira  
Management of Company Monitoring-1  
Supervision of Corporate Relations  
**Comissão de Valores Mobiliários**

Ref.: **Clarifications to CVM / Bovespa,  
Response to Letter CVM/SEP/GEA-1/N.65/2014 of February 7, 2014**

Dear Sirs,

1. **QGEP PARTICIPAÇÕES S.A.**, a company headquartered in the City of Rio de Janeiro, State of Rio de Janeiro, with offices at Avenida Almirante Barroso, 52, room 1301 (part), registered with National Taxpayers' Registry of the Ministry of Finance ("CNPJ/MF") under nº 11.669.021/0001-10 ("**Company**"), hereby, respectfully presents to the *Comissão de Valores Mobiliários* ("**CVM**") the Company's response to the above mentioned Letter ("**Letter**").

2. We clarify initially that the Consortium for the exploration of Block BS-4 ("Block") is formed by the Company's wholly owned subsidiary, Queiroz Galvão Exploração e Produção S.A. (30%), Barra Energia do Brasil Petróleo e Gás Ltda. (30%) and OGX Petróleo & Gás S.A. (40%).

3. In a Notice to the Market of December 20, 2013, the Company informed that OGX had failed to contribute approximately R\$73 million related to its participation in the Block. Following this disclosure, OGX failed to meet a subsequent cash call due January 2014, in the principal amount of approximately R\$26.2 million. These amounts were paid by the remaining members of the Consortium, 50% each. As of today, the Consortium is still awaiting an additional contribution of R\$25.8 million, related to the cash call due to February 8, 2014. From the amount supported by the performing Consortium members, OGX has already reimbursed its members in approximately R\$73 million (principal amount).

4. Specifically in relation to the statement made in an article published by InfoMoney on Friday p.p.<sup>1</sup> that referred to ongoing preparations for the purchase of 40% of OGX's participation rights in Block BS-4, or to promote the sale of these assets to a new partner, without naming sources and attributing this information to "the market", QGEP clarifies that it does not have, as of today, any intention to increase its stake in the Block, and that it is unaware of any negotiation in this direction by of the other member of the Consortium, Barra, nor is there any intermediation promoted by the Company for the sale of OGX's stake to a third party.

5. It is important to emphasize that, considering the current status of OGX, which is under judicial recovery, QGEP, together with members of the Consortium Barra Energia and OGX, has been discussing alternatives to the reimbursement of investments paid by the Consortium in support of OGX, and measures to ensure the continuity of investment by all parties as necessary for the maintenance of the project. Nevertheless, there are no agreements as of this present date.

QGEP is currently awaiting the judgment of the ANP which has given OGX until the beginning of March 2014 the period for OGX to present its defense in response to the decision taken by the executive board of the agency on December 18, 2013, which requires that OGX present proof of its ability to make timely payments in Block BS-4, among others, and its financial ability to meet investment obligations assumed before the agency, under penalty of compulsory assignment of their rights to participate, as broadly disclosed to the market.

We believe that this covers the requested information but we remain available to answer any questions, through our Investor Relations Department:

Phone: 55 21 3509-5959

E-mail: [ri@qgep.com.br](mailto:ri@qgep.com.br)

[www.qgep.com.br/ri](http://www.qgep.com.br/ri)

#### **About Queiroz Galvão Exploração e Produção**

QGEP Participações S.A. is Brazil's largest producing company in the Brazilian Exploration and Production (E&P) private sector, and the first and only private Brazilian company to operate in the premium pre-salt area in Brazil. QGEP is qualified by the ANP in the last two auctions in 2007 and 2008 to act as "Operator A" in Deep and Ultra-Deep Waters. The Company has a diversified portfolio of high quality and high potential exploration and production assets. Furthermore, it owns 45% of the concession for the Manati Field located in the Camamu Basin, which is one of the largest non-associated natural gas fields under production in Brazil. Manati Field has been in operation since 2007, and has average production capacity of approximately 6 million of m3 per day. For more information, access [www.qgep.com.br/ri](http://www.qgep.com.br/ri)

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<sup>1</sup> <http://www.infomoney.com.br/qgepparticipacoes/noticia/3182437/qgep-barra-energia-preferem-tirar-ogx-campo-com-bom-potencial>