

QGEP PARTICIPAÇÕES S.A

Brazilian Register of Corporate Taxpayers (CNPJ/MF) No. 11.669.021/0001-10

Business Register Identification Number (NIRE): 33300292896

**MINUTES OF EXTRAORDINARY SHAREHOLDERS' MEETING,
HELD ON DECEMBER 10th, 2010**

Date, Time and Place:

On December 10th, 2010, at 9:00 a.m., at the registered office of QGEP Participações S.A. ("QGEPP" or "Company"), located in the city and state of Rio de Janeiro, at Avenida Presidente Antonio Carlos, nº. 51, sala 601 (parte).

Call of meeting and attendance:

The call of meeting was waived due to the attendance of all shareholders of QGEPP, as provided in article 124, § 4 of Act No. 6.404/76, according to the signatures contained in the Shareholders Attendance Book.

Board:

Chairman: Antonio Augusto de Queiroz Galvão

Secretary: José Augusto Fernandes Filho

Agenda:

1 – Declaration of interim dividends by QGEPP, based on the balance sheet of the Company prepared on October 31st, 2010.

Resolutions:

The reading of the agenda was waived, and it was resolved by unanimous decision of the attending shareholders that these minutes would be drawn up in summary form, being allowed the submission of any statements and dissents, which shall be filed at the registered office of the Company.

After the preliminary clarifications, the Chairman opened the discussion of the matters contained in the agenda, and the attending shareholders, representing the entire capital of the Company, resolved to approve the declaration of interim dividends arising from the net income account assessed in the balance sheet prepared on October 31st, 2010, according to the proposal presented by the Board of Directors, at the minimum mandatory dividend of the fiscal year in the amount of R\$33,708,573.35 (thirty three million, seven hundred and eight thousand, five hundred and seventy-three reais and thirty-five cents), corresponding to R\$0.60 (sixty cents) per share, whose payment shall be made to the shareholders on this date.



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Adjournment:

The word was given to anyone wishing to speak, but no statements were made. There being no further matters, the meeting was adjourned and these minutes were drawn up, being read, approved by unanimous decision and signed by the attending shareholders.

Rio de Janeiro, December 10th, 2010

"This instrument is a true copy of the original minutes drawn up in proper book."

(There appears signature)
José Augusto Fernandes Filho
Secretary



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