



**TPI - TRIUNFO PARTICIPAÇÕES E INVESTIMENTOS S.A.**

Publicly-held Company

Corporate Taxpayer's ID (CNPJ/MF): 03.014.553/0001-91

Corporate Registry (NIRE): 35.300.159.845

**NOTICE TO SHAREHOLDERS  
PUBLIC PROXY REQUEST**

The management of TPI – Triunfo Participações e Investimentos S.A. (“Company”), in addition to the Notice to Shareholders dated March 16, 2010, in accordance with Article 22 and the following articles of Instruction 481 of December 17, 2009, issued by the Brazilian Securities and Exchange Commission (“CVM”), hereby makes the **Public Proxy Request** for the Annual and Extraordinary Shareholders’ Meeting to be held on April 7, 2010 at 10:00 A.M. (“AGOE”) at the Company’s headquarters, located at Rua Olimpíadas, 205, Vila Olímpia, São Paulo SP, which will deliberate on the following matters:

Annual Shareholders’ Meeting: (a) to acknowledge, examine, discuss and vote on the Company’s Management Report and Financial Statements, as well as the Independent Auditors’ Report for the fiscal year ended December 31, 2009; (b) to deliberate on the proposal for the allocation of net income from the fiscal year ended December 31, 2009; (c) to establish the overall compensation for the Company’s Administrators to be paid by the date of the Annual Shareholders’ Meeting in which the Company’s shareholders will vote on the financial statements for the fiscal year ended December 31, 2010.

Extraordinary Shareholders’ Meeting: (a) to alter article 3 of the Company’s Bylaws (“Bylaws”) to reflect the Company’s correct property deed registration number; (b) to ratify the alteration of the *caput* of article 5 of the Bylaws stating the value of the Company’s capital stock and the number of shares subscribed and paid in as a result of the capital increase approved by the Board of Directors’ Meeting of October 9, 2009 and ratified by the same body on January 19, 2010; (c) to replace, in article 5, paragraph 6; article 15, I, II, III, V, VII, IX, X, XI, XV, XVI, XVII, XXX, XXXII, XXXIV, paragraph 1; article 19; article 23, III; and article 24, “F” of the Bylaws, the terms “companies controlled by the Company”, “any other company controlled by it”, or “its controlled companies”, to “Subsidiaries/Associated Companies” or “Subsidiary/Associated Company”, whichever is the case, in order to improve the clarity of the Bylaws; (d) to alter article 15, II; III; VII; X; XI; XII; XIV; XV; XX; XXXII; XXXIII of the Bylaws dealing with the responsibilities of the Board of Directors; (e) to include a new item in article 15 of the Bylaws, dealing with the Company’s strategic planning; (f) to exclude item XXXIV of article 15 of the Bylaws, dealing with the competence of the Board of Directors to approve substantial alterations to the management model of the Company and or its subsidiaries; (g) to include a new paragraph in article 15 of the Bylaws related to the non-applicability of the obligation referred to in item XVII of the same article regarding agreements entered into between

companies in which the Company retains an identical interest; (h) to consolidate the Bylaws.

**General Information:**

- All supporting documents necessary for attending the AGOE are available on the Company's Investor Relations website ([www.triunfo.com/ir](http://www.triunfo.com/ir)) and on CVM's website ([www.cvm.gov.br](http://www.cvm.gov.br));
- The Company will accept electronic proxies through the internet. In such cases, please observe the information and procedures listed in the "Manual of the Annual and Extraordinary General Meetings to be held on April 7, 2010" available on the Company's Investor Relations website ([www.triunfo.com/ir](http://www.triunfo.com/ir)) and on the CVM's website ([www.cvm.gov.br](http://www.cvm.gov.br)).

**São Paulo, March 30, 2010.**

**Ana Cristina Carvalho**  
Investor Relations Officer