



Triunfo
PARTICIPAÇÕES E INVESTIMENTOS

TPI - TRIUNFO PARTICIPAÇÕES E INVESTIMENTOS S.A.

Publicly Held Company

Corporate Taxpayer ID (CNPJ) 03.014.553/0001-91

Company Registry (NIRE): 35.300.159.845

MATERIAL FACT

**CONCLUSION OF SALE OF ENERGY ASSETS AND
RECEIPT OF SALE PROCEEDS**

São Paulo, November 26, 2015 – Triunfo Participações e Investimentos S.A. (“Company”) (BM&FBOVESPA: TPIS3), one of the Brazilian companies most active in the infrastructure sector, complementing the material fact notice of August 25, 2015 and the notices to the market of September 24, 2015 and October 26, 2015, hereby announces that, upon compliance with all conditions precedent set forth in the Stock Purchase and Sale Agreement between the Company and China Three Gorges Brasil Energia Ltda. (“CTG Brasil”), it concluded today the sale to CTG Brasil of the entire interest held by the Company in its subsidiaries Rio Verde Energia S.A. (“Rio Verde”), which operates the Salto Hydroelectric Plant located on the Verde River basin in the state of Goiás, with installed capacity of 116MW, Rio Canoas Energia S.A. (“Rio Canoas”), which manages the Garibaldi Hydroelectric Plant in the state of Santa Catarina, with installed capacity of 192 MW, and TNE – Triunfo Negócios de Energia (“TNE”).

The transaction amount under the Stock Purchase and Sale Agreement for the acquisition by CTG Brasil of all the shares held by the Company in the three subsidiaries was R\$ 1,776.4 million, divided as follows: i) R\$ 966.7 million paid in cash, subject to adjustments typical to operations of this nature, and ii) the balance through the assumption of short- and long-term gross debt of the three subsidiaries acquired, which on September 30, 2015, came to R\$809.7 million.

On this date, CTG Brasil paid the installment for concluding the transaction, amounting to R\$918.4 million, in accordance with the terms of the Purchase and Sale Agreement. The payment of the outstanding balance related to the final adjustment of the installment for concluding the transaction will be made within 10 business days from the preparation of the balance sheets considering the closing date of the balance sheet as November 30, 2015. The transaction amount is still subject to adjustments upon the occurrence of events. The Company will keep its shareholders and the market informed of each price adjustment.

The divestment of Rio Verde, Rio Canoas and TNE is part of the Company’s constant commitment to improve its capital structure. The proceeds will be used primarily to deleverage the Company. The Company reiterates its commitment to maximizing the creation of value for shareholders and to focusing on segments in which it already has broad expertise.

About Triunfo

Triunfo Participações e Investimentos S.A. (TPIS3) is one of Brazil’s leading infrastructure companies with a strong presence in concessions in the toll road, port and airport administration, and energy generation sectors. Listed since 2007 on the Novo Mercado, the segment of the BM&FBovespa with the highest corporate governance standards, Triunfo bases its growth strategy on diversifying its portfolio through carefully structured projects focused on creating value for its shareholders.

Investor Relations Department

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