

**TPI - TRIUNFO PARTICIPAÇÕES E INVESTIMENTOS S.A.**  
**(the “Company”)**

**Corporate Taxpayer’s ID (CNPJ) no. 03.014.553/0001-91**  
**Corporate Registry ID (NIRE) no. 35.300.159.845**

**Minutes of the Annual General Meeting**

**1. DATE, TIME AND PLACE:** On April 30, 2009, at 10:00 am, at the Company’s headquarters.

**2. CONVOCAÇÃO E PRESENÇAS:** All the shareholders were duly called, and shareholders representing **79.31%** of the capital were present.

**3. PRESIDING BOARD:** Luiz Fernando Wolff de Carvalho, chairman - Paula Paulozzi Villar, secretary.

**4. ORDEM DO DIA: AGO** - (i) To acknowledge the management accounts, examine, discuss and vote on the Management Report, the Company’s Consolidated Financial Statements and Explanatory Notes, as well as the Independent Auditors’ Report relating to the fiscal year ended December 31, 2008; (ii) To resolve on the allocation of the net income from the fiscal year ended December 31, 2008; (iii) To resolve on the number of seats on the Board of Directors for the next term (v) To elect the members of the Board of Directors; (vi) To decide on management compensation; **AGM** – (i) Re-ratify the terms of AGM of 08.08.2008, to rectify the individual taxpayers number (CPF) of Board member Mr. João Villar; (ii) To approve the Company’s planned corporate restructuring aimed at segregating its areas of operation in the port and highway segments.

**6. DECISIONS:** After discussion, the following decisions were taken: **AGM** - (i) by majority vote, to approve the Financial Statements relating to the fiscal year ended December 31, 2008 (ii) by majority vote, that there will be no distribution of dividend, given that the Company did not record profit in 2008; (iii) by majority vote that there will be 8 seats on the Board of Directors for the next two-year term; (iv) to elect the following to the Board of Directors: Messrs. Jorge Michel Lepeltier, Miguel Ferreira de Aguiar, João Villar Garcia, Luiz Fernando Wolff de Carvalho, Antonio José Monteiro da Fonseca de Queiroz, Ricardo Stabille Piovezan, Allyrio de Jesus Dipp Filho, Fernando Xavier Ferreira. The members hereby elected, Messrs. **FERNANDO FERREIRA XAVIER AND JORGE MICHEL LEPELTIER** are deemed Independent Members as per the regulations of BM&FBOVESPA’s Novo Mercado segment and the Company’s Bylaws; (v) To fix the overall management compensation for the year 2009 at up to R\$6,000,000.00 (six million reais). EGM – (i) By majority vote, to approve the re-ratification of the Extraordinary General Meeting on August 8, 2008, to rectify the CPF number of Mr. João Villar Garcia; (ii) By majority vote, shareholders approved the corporate restructuring involving the following events: segregation of the port operations and reorganization of the concession Rodovia Juiz de Fora – Porto Alegre S.A. – Concepa – in accordance with the management proposal presented in the Call Notice of this Meeting.

**THE ABOVE-MENTIONED BOARD MEMBERS HEREBY TAKE OFFICE AND DECLARE THAT THEY HAVE NOT BEEN CHARGED WITH ANY CRIMES THAT MAY PROHIBIT FROM EXERCISING BUSINESS ACTIVITIES.**

**7. CLOSURE:** After analysis, the items on the agenda were approved by the shareholders **(I) THP – TRIUNFO HOLDING DE PARTICIPAÇÕES LTDA.; (II) CARMIGNAC PATRIMOINE; (III) CARMIGNAC EMERGENTS; (IV) CARMIGNAC INVESTISSEMENT; (V) ETON PARK FUND, L.P.**

- BBM AS; **(vi)** EP TISDALE LLC; **(vii)** POLO FUNDO DE INVESTIMENTOS EM AÇÕES; **(viii)** POLO NORTE FUNDO DE INVESTIMENTO MULTIMERCADO **(xi)** CENTRAL STATES SOUTHEAST SOUTHWEST A PE FD; **(x)** GOLDMAN, SACHS AND CO, PROFIT SAHARING MASTER TR; **(xi)** PUBLIC EMPLOYEE RETIREMENT SYSTEM OF IDAHO; **(xii)** STATE OF CALIFORNIA PUBLIC EMPLOYESS RET SYS; **(xiii)** THE BRAZIL VALUE AND GROWTH FUND; **(xiv)** ANTONIO JOSE MONTEIRO DA FONSECA DE QUEIROZ; **(xv)** LUIZ FERNANDO WOLFF DE CARVALHO; **(xvi)** WILSON PIOVEZAN; **(xvii)** MIGUEL FERREIRA AGUIAR; **(xviii)** JOAO VILLAR GARCIA. Shareholders decided to publish these minutes in the summary form. Carlo Alberto Bottarelli – Chairman. Paula Paulozzi Villar – Secretary.

**I certify and attest this is a free English translation of the original instrument drawn up in the Company's records.**

São Paulo, April 30, 2009.

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Luiz Fernando Wolff de Carvalho  
Chairman

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Paula Paulozzi Villar  
Secretary  
Brazilian Bar Association (OAB/SP) 201,610