

TPI - Triunfo Participações e Investimentos S.A.
(“Company” or “Triunfo”)

Publicly Held Company

Corporate Taxpayer ID (CNPJ): 03.014.553/0001-91
Company Registry (NIRE): 35.300.159.845

Minutes of the Extraordinary Shareholders’ Meeting
Held at 10:00 a.m. on June 3, 2016

DATE, TIME AND VENUE: On June 3, 2016, at 10:00 a.m., at the Company’s registered office located at Rua Olimpíadas, 205, Vila Olímpia, in the city and state of São Paulo.

CALL NOTICE: The call notice was published in accordance with Article 124 of Federal Law 6,404 of December 15, 1976, as amended (“Brazilian Corporations Law”): (a) in the State Register *Diário Oficial do Estado de São Paulo* on May 17, 18 and 19, 2016, on pages 28, 38 and 30, respectively, and (b) in the newspaper Valor Econômico on May 17, 18, and 19, 2016 on pages E6, E2 and E4, respectively.

PRESIDING BOARD: Pursuant to Article 23, Sole Paragraph of the Company’s Bylaws (“Bylaws”), Mr. Antonio José Monteiro da Fonseca de Queiroz, chairman of the Board of Directors, presided over the meeting and I, Felipe de Carvalho Bricola, the Company’s counsel, acted as secretary.

ATTENDANCE: Shareholders representing 62.35% of the voting capital of the Company, excluding treasury shares, as per the signatures in the Shareholders Attendance Book. Also present were Mr. Clóvis Ailton Madeira, representing the Company's independent auditors Grant Thornton, Mr. Bruno Shigueyoshi Oshiro, Audit Board member, and Mr. Antonio José Monteiro da Fonseca de Queiroz, member of the Board of Directors of the Company.

PUBLICATIONS: The restated Management Report and Financial Statements, accompanied by the Independent Auditor’s Report, all related to the fiscal year ended December 31, 2015, were published (a) in the State Register *Diário Oficial do Estado de São Paulo*, on May 13, 2016, on pages 3 to 10; and (b) in the newspaper Valor Econômico, on May 13, 2016, on pages E5 to E12.

AGENDA:

(a) To approve the restatement of the Company's Financial Statements for the fiscal year ended December 31, 2015, approved by the Board of Directors in the meeting held on May 11, 2016, in accordance with the opinion of the Audit Board issued on the same date and the adjusted report issued by the independent auditors on May 11, 2016. The restated Financial Statements mentioned herein have already been duly published by the Company in the state register *Diário Oficial do Estado de São Paulo* and in the newspaper Valor Econômico, in both cases on May 13, 2016, and resubmitted to the Securities and Exchange Commission of Brazil (CVM), accompanied by the respective report issued by the independent auditors on May 12, 2016, pursuant to applicable laws, together with the financial statements of the Company for the first quarter of 2016.

RESOLUTIONS: The attending and voting shareholders decided, by majority vote and without reservations, to approve the Management Proposal for restatement of the Company's Financial Statements for the fiscal year ended December 31, 2015, approved by the Board of Directors in the meeting held on May 11, 2016, in accordance with the opinion of the Audit Board issued on the same date and the adjusted report issued by the independent auditors on May 11, 2016.

CLOSURE: With no other matters to be addressed, the Chairman thanked all in attendance and adjourned the meeting for the drawing up of these minutes which were read, discussed, approved and signed in the Company's records by all shareholders, namely: THP-TRIUNFO HOLDING DE PARTICIPAÇÕES S.A.; ACADIAN GLOBAL EQUITY FUND; BOARD OF PENSIONS OF THE EVANGELICAL LUTHERAN CHURCH IN AMER; CC AND L Q 140-40 FUND; CITY OF FRESNO RETIREMENT SYSTEM; FLORIDA RETIREMENT SYSTEM TRUST FUND; IBM DIVERSIFIED GLOBAL EQUITY FUND; OREGON PUBLIC EMPLOYEES RETIREMENT SYSTEM; TEACHER RETIREMENT SYSTEM OF TEXAS; UTAH STATE RETIREMENT SYSTEMS; CAYUGA PARK QVT LLC.

**I HEREBY CERTIFY THAT THIS IS A FREE TRANSLATION OF THE
ORIGINAL MINUTES FILED IN THE COMPANY'S RECORDS**

São Paulo, June 3, 2016.

ANTONIO JOSÉ MONTEIRO DA FONSECA DE QUEIROZ
CHAIRMAN

FELIPE DE CARVALHO BRICOLA
SECRETARY

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Appendix I to the Minutes of the Extraordinary Shareholders' Meeting
Held at 10:00 a.m. on June 3, 2016

Final Voting Summary Statement

Item of the Agenda	Approvals	Rejections	Abstentions
(a) To approve the restatement of the Company's Financial Statements for the fiscal year ended December 31, 2015, approved by the Board of Directors in the meeting held on May 11, 2016, in accordance with the opinion of the Audit Board issued on the same date and the adjusted report issued by the independent auditors on May 11, 2016. The restated Financial Statements mentioned herein have already been duly published by the Company in the state register <i>Diário Oficial do Estado de São Paulo</i> and in the newspaper Valor Econômico, in both cases on May 13, 2016, and resubmitted to the Securities and Exchange Commission of Brazil (CVM), accompanied by the respective report issued by the independent auditors on May 12, 2016, pursuant to applicable laws, together with the financial statements of the Company for the first quarter of 2016.	108.202.069 shares (100%)	0 shares (0%)	0 shares (0%)