



TPI - TRIUNFO PARTICIPAÇÕES E INVESTIMENTOS S.A.

Authorized Capital Publicly-Held Company
Corporate Taxpayer's ID (CNPJ): 03.014.553/0001-91
Company Registry (NIRE): 35.300.159.845

MATERIAL FACT

TPI – Triunfo Participações e Investimentos S.A. (“Triunfo” or “Company”) announces that on February 18, 2012, through its subsidiary Portonaus S.A. Terminais Portuários (“Portonaus”), it entered into an Agreement with the shareholders of Moss Serviços Portuários e Transportes Ltda. a limited-liability company headquartered at Rua Ponta Grossa, nº 303, Colônia Oliveira Machado, in the city of Manaus, in the state of Amazonas, inscribed in the corporate roll of taxpayers (CNPJ/MF) under no. 04.380.267/0001-02 (“MSPTL”), for the Purchase of Shares of MSPTL (“Agreement”), whereby:

- (i) The Agreement sets forth the purchase of all shares in MSPTL, with the immediate transfer of ninety-one percent (91%) of the shares and the transfer of the remaining nine percent (9%) at an opportune time;
- (ii) MSPTL is the holder of the authorization granted by the federal government for the operation, for an undetermined period, of a port terminal under the private and mixed use modality, on the left margin of the Negro river, pursuant to ANTAQ Resolution 888, of October 24, 2007;
- (iii) The share purchase follows the acquisition of the surface right on the area where the terminal is located, in addition to the right of occupation on the 3,000 m² area belonging to the navy registered under RIP 02550100012-50, totaling 87,827 m²;
- (iv) Portonaus will pay four million and five hundred thousand reais R\$4,500,000.00 for the shares;
- (v) The execution of this Agreement will be notified to the competent authorities, namely the Brazilian Competition Defense System (SBDC), pursuant to Law 88884/94, and the National Agency for Waterway Transportation (ANTAQ), pursuant to Law 10233/01.

São Paulo, February 28, 2012

Ana Cristina Carvalho
Investor Relations Officer