



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

NOTICE TO THE MARKET

Triunfo approves new Sustainability Policy

The Board of Directors of Triunfo unanimously approved, on October 15, 2014, the Company's **new Sustainability Policy**. The updated policy consists of a series of measures developed by Triunfo to consolidate its practices in the area of sustainability.

The new Triunfo Sustainability Policy applies to all business units and reinforces Triunfo's commitment to responsibly conduct its interactions with the environment and with society in order to minimize any adverse impacts arising from its activities. The complete version of the Triunfo Sustainability Policy is available in Appendix I.

The Policy was prepared by the Triunfo Sustainability Committee and published on May 8, 2014 to foster and create mechanisms for incorporating sustainability into Triunfo's organizational culture based on best practices of corporate governance. The complete version of the Internal Regulations of the Committee is available in Appendix II.

São Paulo, October 16, 2014.

Sandro Lima
Investor Relations Officer



Appendix I: Triunfo Sustainability Policy

Applicability: Triunfo Participações e Investimentos and the business units of Triunfo or its companies

Sustainability is a fundamental component of the business strategy of Triunfo Participações e Investimentos. As a provider of infrastructure solutions, the Company undertakes to conduct every interaction with the environment and society in a responsible manner, seeking to mitigate any negative impact resulting from its operations and effectively contribute to sustainable development. To ensure the fulfillment of this commitment, this Policy establishes the following guidelines.

Ethics and integrity

An integral part of every action developed by Triunfo, ethics and integrity are primarily reflected in the relationships it maintains with its various stakeholders. Triunfo's Code of Conduct guides all business activities and orients the adoption of practices and procedures to combat corruption, conflicts of interest, abuses of power and discrimination, among other aspects. Legal compliance in all of the activities performed by Triunfo is also a prerequisite of its ethical conduct.

User and client satisfaction

Providing excellent services is a commitment undertaken by all Triunfo companies. Respect for users and clients, characterized by prioritizing their needs, is essential to the construction of fruitful and lasting relationships with them. The Company is also committed to continuously improving processes to ensure the quality and reliability of its services.

Innovation

The Company provides a business environment and culture that inspire innovative and effective solutions to guarantee the excellence of all services rendered to users. To this end, it encourages its professionals and suppliers to share in the challenges and opportunities and find creative ways to overcome them.

Valuing professionals

Triunfo believes that offering service excellence depends on the qualification, performance and safety of its professionals. Towards this end, the Company prioritizes the development of competencies in its professionals and providing them with a healthy and safe workplace.



It also seeks to forge relationships with its professionals based on transparency and cooperation and respect for human rights and diversity.

Environmental conservation

Respect for the environment is one of Triunfo's values and permeates its activities in all industries and regions in which it operates. In addition to complying with all environmental regulations, the Company seeks innovative solutions to reduce the negative impacts of its activities. For this, it prioritizes the rational use of natural resources, reducing emissions and constantly monitoring indicators that enable it to diagnose its environmental performance and in turn take preventive and corrective actions.

Community engagement

Triunfo remains willing to establish transparent and ethical relationships with local communities through open dialogue and involvement in initiatives to benefit local populations. As a private-sector entity, Triunfo seeks to operate on a coordinated basis with government authorities and the community to foster improvements in quality of life in the regions where it operates.

Responsible management

Aware that the perpetuity of its business depends fundamentally on the quality of its management and respecting the interests of its stakeholders, Triunfo dedicates special attention to aspects related to good practices of corporate governance and undertakes to create value for all of its stakeholders. As such, it incorporates sustainability into its business management processes, adequately keeps its stakeholders informed of matters material to their decision-making and systematically assesses the economic, environmental and social risks of its operations. With the goal of becoming a reference in the industries where it operates, Triunfo seeks to disseminate the principles of sustainable development while sharing knowledge and good practices with all of its stakeholders.



Appendix II: Internal Regulations of the Committee

1. Objectives

The Sustainability Committee ("Committee") is a collective support and guidance body created by the Board of Directors ("Board") of Triunfo Participações e Investimentos S/A ("Triunfo" or "Company").

The objective of the Committee is to foster and create mechanisms for incorporating sustainability into Triunfo's organizational culture by planning and proposing actions in the economic, environmental and social dimensions based on corporate governance best practices.

2. Subordination

The Committee is answerable and reports its activities to the Board of Triunfo.

3. Composition

- a) The Committee functions on a permanent basis and is formed by a minimum of thirteen (13) members, all of whom are formally appointed and removed by the Board. The Committee is preferably formed by:
 - i) the Director(s) of Triunfo, preferably independent;
 - ii) the Officer(s) of Triunfo;
 - iii) Employee representative(s);
 - iv) Professional(s) from the Investor Relations Department;
 - v) Professional(s) from the New Business Department;
 - vi) Professional(s) from the Planning and Control Department;
 - vii) Professional(s) from the Communication and Sustainability Department;
 - viii) Professional(s) from the Legal Department;
 - ix) a member representing each of Triunfo's operating segments.
- b) There is no hierarchy among the Committee's members.
- c) The functions of the Committee's members are nontransferable.
- d) The Coordinator is elected in the first meeting of each new term of office of the Committee by a majority of votes.
- e) The Committee's Coordinator is responsible for:
 - i) calling and presiding over the Committee's meetings;
 - ii) assessing and determining the matters to be discussed at meetings;
 - iii) complying with and enforcing compliance with the Committee's Internal Regulations;
 - iv) authorizing the examination of matters not included on the meeting's agenda;



- v) appointing the Secretary, which is a function preferably performed by a professional in the field of law at the company, who is responsible for drafting the Minutes Meetings of the Committee and the reports to be submitted to the Board.

4. Compensation

- a) The Committee's members do not receive any compensation.
- b) The Committee does not constitute an employment relationship.

5. Meetings

- a) The Committee meets ordinarily four (4) times each year or extraordinarily whenever called, with its functioning considered continuous and intermittent.
- b) All meetings are called by the Committee's Coordinator.
- c) The call notices are sent by e-mail, accompanied simultaneously by the meeting's agenda, at least fifteen (15) calendar days in advance, with the exception of meetings called to address matters of an urgent nature.
- d) In the event of his or her absence or temporary impediment, the Committee's Coordinator is substituted by another Committee member indicated thereby.
- e) The meetings may be held at the registered office of the Company or in any other place previously agreed upon by the Committee members, and may also be held via telephone or video conference call.
- f) The Committee may invite to participate in its meetings any director, officer, professional, independent auditor or consultant of Triunfo or of its companies who are pertinent to its activities.
- g) Any meeting of the Committee may be confidential, in whole or part, as determined by the Committee's Coordinator.
- h) The meetings of the Sustainability Committee are effective provided that minimum quorum of seven (7) members is reached.
- i) Votes taken at Committee meetings are based on the majority of its members and constitute recommendations to the Board.
- j) The matters are registered in the Minutes, which are recorded in the Minutes Book and signed by the members in attendance.

6. Term of Office

- a) The term of office of the committee's members is two (2) years, with reelection permitted indefinitely.
- b) In the case of members who represent the Company's operational sectors, it is recommended that the company of origin of the Committee member be alternated every two (2) years.
- c) In the event of a vacancy on the Sustainability Committee, the Board must elect a substitute within thirty (30) days.

7. Duties and Responsibilities



- a) Exercising the functions while respecting the duties of objective good faith, loyalty, ethics and diligence.
- b) Avoiding conflict situations that could affect the interests of the Company and those of its shareholders.
- c) Safeguarding the confidentiality of the information received and addressed during the exercise of functions.
- d) Issuing opinions and providing clarifications to the Board whenever requested.

8. Authority and Powers

- a) Draft and revise the Triunfo Sustainability Policy.
- b) Identify and monitor the main impacts and socio-environmental externalities of the businesses.
- c) Propose to the Board corporate sustainability targets and actions that comply with the Triunfo Sustainability Policy and with the values, vision and mission of the Company.
- d) Propose socio-environmental support policies and initiatives that prioritize the interests of the Company and of society.
- e) Work on a coordinated basis with the executive areas of Triunfo and its subsidiaries to achieve the targets and actions approved by the Executive Board in the area of sustainability.
- f) Propose actions to mitigate any social and environmental risks in the new businesses.
- g) Develop and orient programs to raise awareness on sustainability concepts and practices among the various stakeholders and that contribute to the Company's activities to promote sustainable development.
- h) Contribute to the adoption of best practices in corporate governance, especially in aspects related to business sustainability.
- i) Contribute with suggestions on how to maintain a balance among the interests of the various stakeholders of the Company.
- j) Establish with the Board and the Executive Board methods, channels and other ways of approving and disseminating the Company's commitment to the principles of Sustainability, Sustainable Development and Ethics that are provided for in the Global Compact and in other legal instruments, rules and/or recommendations recognized nationally and/or internationally, such as the Global Reporting Initiative and Guidance on Social Responsibility ISO 26000.
- k) Regularly and whenever requested position the Board on the activities of the Committee and make any recommendations deemed appropriate.

9. Amendments

- a) These Internal Regulations must be reviewed every two (2) years and may be reviewed whenever the majority of the Committee's members deems such action pertinent. Any amendment must be submitted to the Board for its examination and approval.