

**TPI - Triunfo Participações e Investimentos S.A.**  
**(the "Company")**

**CNPJ nº: 03.014.553/0001-91**  
**NIRE nº. 35.300.159.845**

**Minutes of the Ordinary And Extraordinary General Shareholders' Meeting**  
**Held on April 25, 2014**

**DATE, PLACE, AND TIME:** On the 25<sup>th</sup> (twenty fifth) day of the month of April 2014 (two thousand fourteen) at 10:00 am, in the city of São Paulo, State of São Paulo, at the Hotel Caesar Business, Room São Paulo 07, located at Rua Olímpíadas, nr. 205, Vila Olímpia, CEP 04551-000.

**CALL:** The Call Notice was published pursuant to the article 124 of the Law Nr. 6404 of December 15, 1976, as amended ("Corporation Law") (a) in the "Official Gazette of the State of São Paulo" in the editions of 03.25.2014, 03.26.2014 and 03.27.2014, on the pages 80, 101, 138 respectively; and (b) in the newspaper "Valor Econômico" on the issues of 03.25.2014, 03.26.2014 and 03.27.2014, on the pages E38, E15, and E3, respectively.

**COMPOSITION OF THE CHAIR:** Mr. Luiz Fernando Wolff de Carvalho was appointed to preside over the Meeting, and I, Paula Paulozzi Villar, performed as secretary of the works.

**PRESENCES:** Shareholders representing 72.97% of the total and voting capital of the Company attended the meeting, according to signatures on the Shareholders' Attendance Book of the Company. Also present were representatives of the external auditors, Messrs. Ezekiel Litvac, Fernando Ramos, Clovis Madeira, and Mauricio Domenico; members of the Supervisory Board Messrs. Bruno Shigueyoshi Oshiro and Paulo Roberto Franceschi; and Messrs. Luiz Fernando Wolff de Carvalho and Ricardo Stabille Piovezan, Directors of the Board.

**PUBLICATIONS:** The announcement referred to in Article 133, paragraph 5 of the Corporations Law was waived because the Company published the Annual Report and Financial Statements together with the Report of the Independent Auditor for the fiscal year ended on December 31, 2013 on the "Official Gazette the the State of São Paulo," pages 13-22, and on the "Valor Econômico" magazine, pages E25 to E34, issues of March 21, 2014.

**AGENDA:**

**ANNUAL GENERAL SHAREHOLDERS' MEETING:**

- (a) Take the management accounts, discuss and vote the approval of the Financial Statements for the fiscal year ended December 31, 2013;

- (b) Assess the allocation of the net profit for the fiscal year ended December 31, 2013;
- (c) Elect the Supervisory Board of the Company for the fiscal year 2014, and determine their compensation;
- (d) Establish the global compensation of the Company's Directors.

#### **EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING:**

- (a) Deliberate on the amendment to the Article 7 of the Company's Bylaws, in order to update the value of the subscribed and paid-up capital of the Company, due to the Company's capital increase, within the authorized capital approved by the Board of Directors of the Company in meeting held on May 23, 2013, and approved by the Board of Directors of the Company in meeting held on August 13, 2013.

#### **DELIBERATIONS:**

##### **1. Annual General Shareholders' Meeting**

1.1 The Shareholders authorized the drafting of these minutes in summary form, pursuant to the provisions of Article 130, paragraphs 1 and 2 of the Corporations' Law.

1.2 To approve, by majority vote, after discussion, the Management Accounts, as well as the Company's Consolidated Financial Statements and Explanatory Notes, together with the Independent Auditors' Report for the fiscal year ended December 31, 2013, according to the aforementioned publications.

1.3. Therefore, the Shareholders by majority, decided for not distributing dividends because the Company had no income.

1.4 The Parent Company, THP - Triunfo Holding de Participações SA ("THP"), applied for the reinstatement of the Supervisory Board for the financial year comprised between the Annual and Extraordinary General Meeting held today, and the Annual General Ordinary Meeting that approves the accounts for the fiscal year 2014.

1.4.1 To hold the positions of Supervisory Board members of the Company until the Annual General Ordinary Meeting that will approve the accounts for the fiscal year 2013 were elected by a majority of votes, Messrs: (i) **Paulo Roberto Franceschi**, Accountant, Brazilian, enrolled with the Taxpayers' Registry under CPF/MF nr. 171.891.289-72 and ID RG nr. 669.976 SSP-PR, with address at Rua Marechal Deodoro, 630, cj. 1305, Curitiba, PR, CEP 80011-970, as a permanent member of the Supervisory Board; and **Giorgio Bampi**, Accountant, Brazilian, enrolled with the Taxpayers' Registry under CPF/MF nr. 005.167.759-87 and ID RG nr. 535971-6, with address at

Rua Oldemar Guimarães, 189 - Quatro Barras - PR - CEP 83420-000 as his deputy; (ii) **Marcello Joaquim Pacheco**, Brazilian, married, Lawyer, resident and domiciled at Rua Jacaranda, 121 - Bela Vista Ranch, PO Box 185, Cep: 07600-000 - Mairipora (SP), enrolled with the 'Taxpayers' Registry under CPF/MF nr. 112459108-76, and bearer of ID RG: 18.975.204 SSP / SP, as member of the Supervisory Board; and **Murici dos Santos**, Brazilian, married, Lawyer, domiciled in Estrada Santa Inês, s/n, Sitio Belizário, Santa Ines, CEP :07600-000, Mairipora (SP), enrolled with the 'Taxpayers' Registry under CPF/MF nr. 248933788-21, and bearer of the ID RG: 28202126-7 SSP/SP as his deputy; both appointed by Minority Shareholders of the Company; (iii) **Bruno Shigueyoshi Oshiro**, Brazilian, married, accountant, enrolled with the 'Taxpayers' Registry under CPF/MF nr. 074475088-10, RG 17589821 SSP \ SP, Rua Oswaldo Cruz, 783, apt. 123, São Caetano do Sul, SP, as member of the Supervisory Board, and **Alberto Sammarone Silveira Lima**, Brazilian, married, Accountant, enrolled with the 'Taxpayers' Registry under CPF/MF nr. 047435758-93, RG 13393979 (SSP / SP), resident and domiciled at Av Dr. Altino Arantes, 826 - apt 103, 04042-004 - Vila Mariana - São Paulo - SP, CEP 04042-034, as his deputy; appointed by THP, the Parent Company.

1.4.2 The Controlling Shareholder deliberated favorably to the statements made by the Minority Shareholders for the composition of the Company's Supervisory Board.

1.5 The taking of office of each member of the Supervisory Board elected herein is subject to (i) the submittal of a clearance certificate, in accordance with the applicable law; (ii) the signature of the term of office in the Minutes Book of the Company; and (iii) the signing of the Agreement of the Members of the Supervisory Council under the Listing Rules of the Novo Mercado segment of the BOVESPA, as appropriate.

The Shareholders took the opportunity to thank the participation of Messrs. Vanderlei Dominguez da Rosa and Eduardo da Gama Godoy in the Supervisory Board, whose terms end on this date.

1.6 To approve by majority of votes, with the abstention of those legally impeded, the overall annual budget for the remuneration of the Company's Directors, approving the proposed distribution to the Board Members; and the Board of Directors shall individualize the amounts regarding the Executive Board.

1.7 The Shareholders' manifestations of vote were received and initialed by the Chairman, and filed at the Company's headquarters.

## **2. Extraordinary General Shareholders' Meeting**

2.1 The amendment of Article 7 of the Company's Bylaws was approved by majority, in order to update the value of the subscribed and paid-up capital of the Company, because of the capital increase of the Company, within the authorized capital approved by the Board of Directors of the Company in meeting held on May 23, 2013 and approved by the Board of Directors of the Company in meeting held on August 13, 2013.

Thus, Article 7 shall read as follows:

**"Article 7** - The capital stock fully subscribed and paid-up is R\$ 842,979,226.55 (eight hundred forty-two million, nine hundred seventy-nine thousand, two hundred twenty-six reais and fifty five cents) represented by 176,000,000 (one hundred and seventy-six million) common shares, nominative shares, book entry shares, and without par value"

**CLOSURE:** There being no further business, the Chairman thanked everyone for their presences, and closed the works, suspending, before, the assemblies to allow drawing these minutes, which, after being read, discussed, and found correct, were approved and signed in the Company's proper book.

**I CERTIFY AND ATTEST THAT THESE MINUTES ARE A TRUE COPY OF THE  
MINUTES DRAWN IN THE APPROPRIATE BOOK ARCHIVED AT THE  
COMPANY HEADQUARTERS**

São Paulo, April 25, 2014.

---

Luiz Fernando Wolff de Carvalho  
Chairman

---

Paula Paulozzi Villar  
Secretary  
OAB/SP 201.610