



TPI - TRIUNFO PARTICIPAÇÕES E INVESTIMENTOS S.A.
Publicly-Held Company
Corporate Taxpayer's ID (CNPJ): 03.014.553/0001-91
Company Registry (NIRE): 35.300.159.845

MATERIAL FACT

SHAREHOLDER AGREEMENT WITH BNDESPAR

TPI - Triunfo Participações e Investimentos S.A., ("Company", "Triunfo"), in compliance CVM Instruction 358, hereby informs that THP – Triunfo Holding de Participações S.A. ("THP"), BNDES Participações S.A. ("BNDESPar") and the Indirect Controlling Shareholders signed today Shareholder Agreement in order to regulate certain aspects of their relationship as shareholders that holds 14.8% of the Company's equity.

The Shareholder Agreement grants to BNDESPAR, among other things, the following rights: (i) election of 1 (one) member in the Company's Board of Directors, which shall not be counted in the calculation for the minimum percentage of independent directors; (ii) right to be previously noticed about if the Company intends to change its current By-Laws that refers to related parties and also the Transaction with Related Parties Policy; and (iii) grants to BNDESPAR the right to participate in primary or secondary offers to be made by the Company and / or controlling shareholders.

The Shareholder Agreement was signed in accordance with the capital increase announced in the Material Fact released in April 9th, 2013 and other Material Facts and Notice to the Market timely announced and released by the Company, through whom the Company informed the entry of BNDESPAR in the Company's equity by private shares subscription, and the capital increase was ratified by the Board of Directors in a meeting held in August 13, 2013.

The Shareholder Agreement is available in the company files and.

The Shareholders Agreement shall be filed at the Company's headquarters and available under the Brazilian Securities and Exchange Commission.

São Paulo, August 22nd, 2013.
Sandro Antônio de Lima
Chief Financial and Investor Relations Officer