

MULTIPLAN EMPREENDIMENTOS IMOBILIÁRIOS S.A.
Publicly-held Company
CNPJ/MF (Corporate Taxpayers' Registry) No. 07.816.890/0001-53
NIRE (Company Registration ID) No. 33.3.0027840-1

NOTICE OF MATERIAL FACT

Request for Registration of Public Offering in Brazil

In accordance with Article 157, paragraph 4 of Law No. 6,404 of December 15th, 1976, as amended ("**Law 6,404/76**"), and the provisions of Ruling No. 358 enacted by the Brazilian Securities and Exchange Commission – *Comissão de Valores Mobiliários* (the "**CVM**") of January 3rd, 2002, as amended ("**CVM Ruling 358**"), **Multipplan Empreendimentos Imobiliários S.A.** (the "**Company**") hereby informs its shareholders that, on the present date, the Company filed a request for the analysis of the registration of a proposed primary public offering (the "**Offering**") of its common shares (the "**Shares**") by the Brazilian Association of Financial and Capital Markets - *Associação Brasileira das Entidades dos Mercados Financeiro e de Capitais* – **ANBIMA** ("**ANBIMA**"), pursuant to CVM Ruling No. 471 of August 8th, 2008, as amended, and the partnership agreement entered into between the CVM and ANBIMA on August 20th, 2008.

The proposed Offering for which the filing was made was deliberated at a meeting of the Board of Directors of the Company held on February 17, 2013 and is expected to comprise a primary public offering of 9,000,000 common shares issued by the Company (excluding the Additional Shares or Over-Allotment Shares, as defined below), all nominative, with no par value, free and clear of any liens or encumbrances (the "**Shares**"), in Brazil, pursuant to CVM Ruling No. 400 of December 29th, 2003, as amended ("**CVM Ruling 400**"), and to CVM Ruling No. 471, of August 8th, 2008, and other applicable legal provisions, together with a placement of the Shares in the United States of America exclusively to qualified institutional buyers, as defined in Rule 144A of the U.S. Securities Act of 1933, as amended (the "**Securities Act**"), and to non-US persons in countries other than the United States of America and Brazil, pursuant to Regulation S of the Securities Act, who invest in Brazil in compliance with the investment provisions of Law No. 4,131 of September 3, 1962 or Resolution No. 2,689 of the National Monetary Council, of January 26, 2000, and CVM Ruling No. 325 of January 27, 2000, as amended, and in accordance with applicable legislation and regulations of the country of residence of each such investor.

In accordance with Article 24 of CVM Ruling 400, the total number of Shares proposed to be initially offered may be increased by a primary offering of up to 15% pursuant to the same terms and conditions (including the offering price) of the Shares initially offered (the "**Over-Allotment Shares**" or "**Green Shoe**"). Moreover, in addition to the Green Shoe and in accordance with paragraph 2nd of Article 14 of CVM Ruling 400, the number of Shares proposed to be initially offered also may be increased by a primary offering of up to 20% of the total number of Shares initially offered under the same terms and conditions (including the offering price) of the Shares initially offered (the "**Additional Shares**" or "**Hot Issue**").

The price per Share of the Shares proposed to be sold or placed in the Offering will be fixed following the conclusion of a bookbuilding process, as provided for in Article 23, paragraph 1, and in Article 44 of CVM Ruling 400.

In accordance with Article 172 of Law 6,404/76 and Article 9 of the Company's By-laws, the capital increase will not be subject to preemptive rights held by the existing shareholders of the Company, but priority will be given to them to subscribe to the aggregate amount of up to 3,000,000 Shares, or one third of the Shares proposed to be initially offered (excluding the Additional Shares and the Over-Allotment Shares), in proportion to such shareholder's total existing equity interest in the Company as provided for in certain documents issued or executed in connection with the Offering (the "**Priority Offering**").

The Company's controlling shareholders, Mr. José Isaac Peres (directly or indirectly through his stockholdings in Multiplan Planejamento Participações e Administração S.A.) and 1700480 Ontario Inc., have both indicated to the management of the Company their intention to subscribe for Shares in the proposed Priority Offering in the aggregate approximate amount of one hundred million *reais* (R\$100,000,000).

The Company intends to use the net proceeds of the proposed Offering to invest in its growth strategy, strengthen its capital structure and advance the development of new projects.

This notice of material fact is for informational purposes only. The Shares have not been and will not be registered in the United States of America under the Securities Act, and may not be offered or sold in the United States of America or to U.S. persons absent registration or an applicable exemption from registration requirements under the Securities Act. The Company does not intend to register any portion of the Offering or conduct a public offering of the Shares in the United States.

This notice of material fact does not constitute an offer to sell, nor a solicitation for the purchase of, the Shares or any other security and does not constitute an offer, nor a solicitation or sale, in any state or jurisdiction in which, or to any person to whom, such offer, solicitation or sale is prohibited under the securities laws of that state or jurisdiction.

Rio de Janeiro, February 18, 2013.

Armando d'Almeida Neto
Investors Relations Director