

**MULTIPLAN EMPREENDIMENTOS IMOBILIÁRIOS S.A.**

CNPJ/MF: 07.816.890/0001-53

NIRE: 33.3.0027840-1

Publicly-held Company

Minutes of the Annual General Meeting and Extraordinary General Meeting  
Concurrently held on April 29<sup>th</sup>, 2013

Drawn-up in summary form

1. **Date, Time and Place:** On April 29<sup>th</sup>, 2013, at 11:30 am, at the head office of the Company located at Av. das Américas, 4.200, Block 2, 5th floor, Barra da Tijuca, City of Rio de Janeiro, State of Rio de Janeiro.
2. **Call notice:** Call notices published on the Official Gazette of the State of Rio de Janeiro on April 12, 15 and 16, 2013, on pages 49, 59 and 32 respectively, and in the Newspaper “Valor Econômico” on April 12, 15 and 16, 2013, on pages B6, B5 and C8, respectively.
3. **Notice to Shareholders:** Publication of the Notice to Shareholders was not required in accordance with article 133, paragraph 5<sup>th</sup> of Law nr. 6.404/76.
4. **Attendance:** Attendance in the first call had shareholders representing more than 2/3 (two thirds) of the voting capital (minimum legal quorum for approval of amendments to the Bylaws), as evidenced by their signatures on the Attendance List of Company Shareholders. Also present was the representative of the Company’s external auditors, Mr. Roberto Paulo Kenedi, and the Company’s officers, Messrs. Armando d’Almeida Neto and Alberto José dos Santos, according to article 134, paragraph 1 of Law nr. 6.404/76.
5. **Board:** President: Vitor Rogério da Costa  
Secretary: Marcelo Vianna Soares Pinho
6. **Agenda:**
  - 6.1. Annual Shareholders’ Meeting:
    - (a) Examination, discussion and voting of the management accounts, the management report, the financial statements and the report of the independent auditors of the Company, all relative to the fiscal year ended December 31<sup>st</sup>, 2012;

- (b) Destination of the net profits of the fiscal year ended December 31<sup>st</sup>, and the distribution of dividends;

**6.2. Extraordinary Shareholders' Meeting:**

- (a) To determine the annual global compensation of the Company's management for fiscal year 2013; and,
- (b) The amendment and the consolidation of the Company's By Laws, to include the capital increase approved by the Board of Directors within the limits of the authorized capital.

**7. Resolutions:**

**7.1. Annual General Meeting:**

- (a) Approved the drafting of this Minute in summary form, as well as its publication without the signature of the shareholders present, according to Article 130, paragraphs 1 and 2 of Law nr. 6.404/76.
- (b) Approved by the majority of votes of the shareholders present, with the recording of abstentions, the Management Report, the Financial Statements and the Report of the Independent Auditors of the Company, related to fiscal year 2012, all published on the Official Gazette of the State of Rio de Janeiro, on March 27<sup>th</sup>, 2013, part 5, on pages 15 to 30, and on the "Valor Econômico" Gazette, on March 27<sup>th</sup>, 2013, on pages 17 to 24.
- (c) Approved by the majority of votes of the shareholders present, with the recording of abstentions, the allocation of net profit, corresponding to the total amount of R\$ 386,792,226.60, as follows: (i) R\$ 19,339,611.33 for the Legal Reserve; (ii) R\$ 183,726,307.64 for the Expansions Reserve; and (iii) R\$ 165,722,708.98 by ways of allocation of dividends and interests on shareholders' equity, both to be paid within 60 (sixty) days from this date, pursuant to article 205 of Law nr. 6,404/76.

The amount of R\$ 165,722,708.98 to be paid to shareholders as dividends and interest on shareholders' equity, (i) R\$ 125,000,000.00 (or R\$ 0.59569707 per share; totaling R\$ 106,996,401.34 net of taxes) as interest on shareholders' equity approved on December 11<sup>th</sup>, 2012, by resolution of the Company's Board of Directors and hereby ratified; and R\$ 58,726,307.64 (or R\$ 0.329661498 per share) as complementary dividends, as declared on March 6<sup>th</sup>, 2013, by the Company's Board of Directors and hereby ratified.

The interest on shareholders' equity, approved on December 11<sup>th</sup>, 2012, by a Board of

Directors resolution, and hereby ratified, were charged to the minimum mandatory dividends for the fiscal year, according to the amounts aforementioned, and will be paid to the shareholders registered in the records of the Company on December 11<sup>th</sup>, 2012. The additional dividends herein referred to will be paid to shareholders registered on the Company records on March 6<sup>th</sup>, 2013.

**7.2. Extraordinary General Meeting:**

- (a) Approved by the majority of votes of the shareholders present, with abstentions and votes against, the annual global compensation of the management of the Company for fiscal year 2013 for the total amount of R\$ 26,731,241.92, of which R\$ 21,776,973.71 relate to fixed and variable compensation, and R\$ 4,954,268.21 related to compensation in stock options to be granted in 2013 to the Directors of the Company. The Board clarified that the calculation of compensation values approved herein are net of social charges which are the employer's burden.
- (b) It was approved by the majority of votes of the shareholders present, with abstentions, the proposal of the Board of Directors to amend and reform the By-Laws of the Company, to include the capital increase, within the limits of the authorized capital, for the amount of R\$ 626,400,000.00 (six hundred twenty-six million and four hundred thousand reais), through the issuance of 10,800,000 (ten million eight hundred thousand) new registered shares with no par value, due to the public offering of shares issued by the Company, as approved and ratified at the Meetings of the Board of Directors of the Company held on March 27<sup>th</sup> and 28<sup>th</sup>, 2013 and April 3<sup>rd</sup> 2013, in which the caput of Articles 5 and Article 8 of the Company's Bylaws will become effective as follows:

**“Article 5.** *The capital is of R\$ 2,388,062,147.38 (two billion, three hundred eighty-eight million, sixty-two thousand, one hundred forty-seven reais and thirty-eight cents), divided into 189,997,214 (one hundred and eighty nine million, nine hundred and ninety-seven thousand, two hundred and fourteen) registered shares with no par value, being 178,138,867 (one hundred seventy-eight million, one hundred and thirty-eight thousand, eight hundred sixty-seven) common shares and 11,858,347 (eleven million, eight hundred and fifty-eight thousand, three hundred and forty-seven) preferred shares.”*

**“Article 8.** *The Company is authorized to increase its capital, irrespective of amendments to the By-laws, up to the limit of 80,269,118 (eighty million, two hundred sixty-nine thousand, one hundred and eighteen) new common shares, through a decision of the Board of Directors, that shall state, in each case, the amount of shares to be issued, the place of distribution (in the Country and/or abroad), the form of*

*distribution (public or private), the price of issuance and the conditions of subscription and pay in.”*

- (c) In order to allow a better reading of the text of the Bylaws of the Company, it was approved by majority of the votes of the shareholders present with abstentions to the consolidation of said Bylaws, which shall become an integral part of these minutes as Annex I independently of transcription.

**8. Closing:** The President offered the floor to anyone who might wish to express their views. If there are no requests, he suspended the meeting for the preparation of these minutes, which, after being read and approved, and were duly signed by the shareholders hereafter identified and by the members of the board that presided the General Meeting.

Rio de Janeiro, April 29<sup>th</sup>, 2013.

---

Marcelo Vianna Soares Pinho  
Secretário