

**MULTIPLAN EMPREENDIMENTOS IMOBILIÁRIOS S.A.**

CNPJ/MF: 07.816.890/0001-53

NIRE: 33.3.0027840-1

Publicly-held Company

Minutes of the Annual and Extraordinary General Meetings  
cumulatively held on April 29<sup>th</sup>, 2015

Drawn-up in summary form

1. **Date, Time and Place:** On April 29<sup>th</sup>, 2015, at 11:00 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 10<sup>th</sup>, 13<sup>th</sup> and 14<sup>th</sup>, 2015, on pages 55, 36 and 28 respectively, and in the Newspaper “Valor Econômico” on April 10<sup>th</sup>, 13<sup>th</sup> and 14<sup>th</sup>, 2015, on pages C3, C19 and C11, 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 n. 6,404/76.
4. **Attendance:** Shareholders representing more than 2/3 (two thirds) of the voting capital, as evidenced by their signatures on the Shareholder’s Attendance List of the Company. The meeting was also attended by the representative of the Company’s external auditors, Mr. Pedro Lisboa Moreira, the Company’s officers, Messrs. Armando d’Almeida Neto and Alberto José dos Santos, and Mr. Hans Christian Melchers, Investor Relations and Planning Officer, according to article 134, paragraph 1 of Law n. 6,404/76.
5. **Presiding Board:** President: Vitor Rogério da Costa  
Secretary: Fernanda Duarte de Almeida Pitella
6. **Agenda:**
  - 6.1. At Annual General Meeting:
    - (a) To analyze, discuss and vote on the management report, the financial statements and the External Auditor’s Reports of the Company for the fiscal year ended on December 31<sup>st</sup>, 2014;

- (b) To decide on the destination of net income for the fiscal year ended on December 31<sup>st</sup>, 2014 and the distribution of dividends;
- (c) To set the annual aggregate compensation of the Company's management for the 2015 financial year.

**6.2. At Extraordinary General Meeting:**

- (a) To elect member of the Board of Directors.

**7. Resolutions:**

**7.1. At Annual General Meeting:**

- (a) It was approved by totality of the votes of the shareholders attending the meeting, the drafting of this Minutes in summary form, as well as its publication without the signature of the attending shareholders, in accordance with Article 130, paragraphs 1 and 2 of Law n. 6,404/76.
- (b) It was approved by totality of the votes of the shareholders attending the meeting, excluding the votes of those legally prevented and abstentions being recorded, the Management Report, the Financial Statements and the External Auditor's Reports of the Company, relating to fiscal year ended on December 31<sup>st</sup>, 2014, all of which were published on the Official Gazette of the State of Rio de Janeiro, on March 25<sup>th</sup>, 2015, part V, on pages 5 to 17, and on the Newspaper "Valor Econômico", on March 25<sup>th</sup>, 2015, on pages A17 to A24.
- (c) It was approved by totality of the votes of the shareholders attending the meeting the destination of net income, corresponding to the total amount of R\$ 368,201,493.46, as follows: (i) R\$ 18,410,074.67 for the Legal Reserve; (ii) R\$ 174,895,709.40 for the Expansions Reserve; and (iii) R\$ 174,895,709.39 as distribution of dividends and interests on shareholders' equity, being (a) R\$ 155,000,000.00 in the form of interest on shareholders' equity (totaling R\$ 133,033,242.00 net of taxes), as approved by the Board of Directors at the meetings held on June 30, 2014 and December 22, 2014 and hereby ratified, and (b) R\$ 19,895,709.39 (or 0.1053908 per share) in the form of additional dividends, as proposed by the Company's Board of Directors at the meeting held on February 20, 2015 and hereby approved.

The interest on shareholders' equity approved on June 30, 2014 and on December 22, 2014, and hereby ratified, are attributed to the minimum mandatory dividends for the 2014 fiscal year, according to the amounts referred above, pursuant to Article 9, 7<sup>th</sup>

paragraph of the Law No. 9,249/95, of which the gross amount of R\$ 70,000,000.00 were paid to shareholders on November 18, 2014 and the gross amount of R\$ 85,000,000.00 shall be paid to the shareholders by May 31, 2015.

The additional dividends hereby approved, in the amount of R\$ 19,895,709.39, will be paid, up to sixty (60) days from this date, pursuant to article 205 of Law n. 6,404/76, to shareholders registered on the records of the Company on April 29<sup>th</sup>, 2015, so that the shares issued by the Company will be negotiated ex dividends as of April 30<sup>th</sup>, 2015, inclusively.

- (d) It was approved by majority of the votes of the shareholders attending the meeting, the annual aggregate compensation of the Company's management for the period between January 1<sup>st</sup>, 2015 and December 31<sup>st</sup>, 2015, in the total amount of R\$ 29,835,392.36, plus social security burdens which are in charge of the employer in the amount of R\$ 4,774,063.67, totaling the annual amount of R\$ 34,609,456.03.

## **7.2. At Extraordinary General Meeting:**

- (a) It was approved by majority of the votes of the shareholders attending the meeting, abstentions being recorded, the election of Mr. Salvatore Iacono, Canadian, married, engineer, holder of the passport n. QL731009, resident and domiciled in Quebec, Canada, with office at 20 Queen Street West, suite 500, ON M5H 3R4, as member of the Company's Board of Directors, replacing Mr. Russell Todd Goin, with term of office unified with the other members of the Board of Directors, which will expire on April 29, 2016.

Therefore, the Board of Directors will be composed, from the date hereof, by the following members, with term of office until April 29, 2016: (i) **José Paulo Ferraz do Amaral**, Brazilian, married, businessman, holder of the identity card n. 3.036.124-2 issued by SSP/SP, enrolled under Taxpayer Registration number 038.857.128-49, as Chairman of the Board of Directors; (ii) **José Isaac Peres**, Brazilian, married, economist, holder of the identity card n. 01.743.139-6 issued by IFP, enrolled with Taxpayer Registration under n. 001.778.577-49; (iii) **Eduardo Kaminitz Peres**, Brazilian, single, businessman, holder of the identity card n. 04.787.969-7 issued by IFP, enrolled with Taxpayer Registration under n. 013.893.857-10; (iv) **José Carlos de Araújo Sarmiento Barata**, Brazilian, married, engineer, holder of the identity card n. 1.433.927 issued by IFP, enrolled with Taxpayer Registration under n. 009.618.507-44, as an Independent member of the Board of Directors, all aforementioned resident and domiciled in the City and State of Rio de Janeiro, Avenue of the Américas, n. 4.200, Block 2, 5<sup>th</sup> floor, Barra da Tijuca; (v) **John Michael Sullivan**, Canadian, married, engineer, holder of passport n. WQ655902, resident and domiciled at Ontario, Canada, with office at 20 Queen Street West, suite 500, ON M5H 3R4; (vi) **Salvatore Iacono**,

Canadian, married, engineer, holder of the passport n. QL731009, resident and domiciled in Quebec, Canada, with office at 20 Queen Street West, suite 500, ON M5H 3R4; and (vii) **Leonard Peter Sharpe**, Canadian, married, businessman, holder of passport n. WS104095, enrolled with Taxpayer Registration under n. 060.184.007-07, resident and domiciled in 239 Old Yonge Street, Toronto, Ontario - M2P 1R6, Canada.

8. **Closing:** The President offered the floor to anyone who might wish to express their views. As there were no requests, he suspended the meeting for the drawing up of these minutes, which, after being read and approved, 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>, 2015.

I certify that this is a true copy of the original minutes drawn up in the Company's book.

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Fernanda Duarte de Almeida Pitella  
Secretary