



## MATERIAL FACT

### **BANCO BTG PACTUAL S.A.**

Publicly-held Company  
Corporate Taxpayer ID (CNPJ/MF): 30.306.294/0001-45  
Praia de Botafogo nº 501, 6º andar  
Rio de Janeiro, RJ, Brazil

### **BTG PACTUAL PARTICIPATIONS LTD.**

Publicly-held Company  
Corporate Taxpayer ID (CNPJ/MF): 15.073.274/0001-88  
Clarendon House, 2 Church Street  
Hamilton, HM 11, Bermuda

**Banco BTG Pactual S.A.** ("Bank") and **BTG Pactual Participations Ltd.** ("BTGP") and, jointly with the Bank, the "Companies", in compliance with CVM Rule 358 of January 3, 2002, as amended, hereby informs its shareholders and the market in general that Mr. Seek Ngee Huat resigned the position of member of the Companies' Board of Directors, to which he was elected on April 2, 2012. In the resignation letter sent to the Companies, Mr. Seek informs that he resigned to focus his efforts on his duties as advisor of Government of Singapore Investment Corporation (GIC) and that his resignation must not be understood as an institutional decision to change the relationship between GIC and the Companies.

Accordingly, a Bank's Shareholders' Meeting was called today, to be held on August 31, 2012, to resolve on the election of Mr. William T. Royan as member of the Bank's and, consequently, BTGP's Board of Directors.

William T. Royan is Head of Relationship Investing of Ontario Teachers' Pension Plan – OTPP, being shareholder of the Companies' capital stock since December 2010. Mr. Royan joined the OTPP after leaving Lehman Brothers, where he occupied senior positions in its investment segment's merger group and equity strategy unit. Previously he had worked in merger and acquisition areas of JP Morgan and RBC Dominion Securities. Mr. Royan holds an MBA degree from University of Chicago and a bachelor's degree in Commerce by University of Calgary. He was also Board member of several publicly- and privately-held companies, and currently he is member of the Board of Directors of TMX Group (which operates several stock and derivative markets, including the Toronto Stock Exchange, and provides services relating to settlement, clearance and deposit), as well as chairman of its governance committee.



We also inform that the election of Mr. Linbo He (Ludwig) on April 2, 2012 to the position of member of the Board of Directors of each of the Companies was approved by the Brazilian Central Bank. Therefore, he already assumed the respective positions.

Lastly, the Companies are pleased to announce that, according to resolution of the Board of Directors' Meeting, Mr. João Marcello Dantas Leite, the Companies' Executive Officer, also assumed the position of Investor Relations Officer to replace Mr. Marcelo Kalim, who will remain in the Companies' Board of Directors and in the Bank's Board of Executive Officers.

Rio de Janeiro, August 9, 2012.

**João Marcello Dantas Leite**  
**Investor Relations Officer**