



BANCO BTG PACTUAL S.A.

PUBLICLY-HELD COMPANY

CORPORATE TAXPAYER ID

(CNPJ/MF):

30.306.294/0001-45

BTG PACTUAL

PARTICIPATIONS, LTD.

PUBLICLY-HELD COMPANY

CORPORATE TAXPAYER ID

(CNPJ/MF): N.º

15.073.274/0001-88

MATERIAL FACT

BANCO BTG PACTUAL S.A. ("BTG Pactual") and BTG PACTUAL PARTICIPATIONS, LTD. ("BTG Participations" and, jointly with BTG Pactual, "Companies"), in accordance with Article 157, paragraph 4 of Law 6,404/76 and pursuant to Instruction 358 of the Brazilian Securities and Exchange Commission ("CVM"), of January 3, 2002, as amended, and CVM Instruction 567, of September 17, 2015 ("CVM Instruction 567"), hereby announce, following the material facts released by the Companies on November 25, 2015 and December 14, 2015, that the Companies' Board of Directors approved the cancellation of 19,925,230 common shares and 39,850,460 preferred shares issued by BTG Pactual, as well as 19,925,230 Class A preferred shares and 39,850,460 Class B preferred shares of BTG Participations, held in treasury, corresponding to 19,925,230 BBTG11 units ("Units") which were bought back in operations in the Buyback Program ("Cancellation").

In addition, BTG Pactual's Board of Directors approved, as a result of the Cancellation and without prejudice to the total acquisition limit of 93,860.181 Units authorized at the Board Meeting held on November 25, 2015, the acquisition of up to 19,068,708 Units, in compliance, however, with the limit of 10% of the outstanding shares to be held in treasury, as foreseen by CVM Instruction 567 of September 17, 2015 ("ICVM 567") and the following conditions:

- The objective of the Buyback Program is to efficiently allocate the cash available, and also demonstrate the Companies' trust in their capital structure;
- The Companies do not hold, already considering the Cancellation, no Unit or share held in treasury;
- The settlement of the operations authorized by the Board of Directors will be held until May 24, 2017;
- The acquisition transactions will be intermediated by BTG Pactual Corretora de Títulos e Valores Mobiliários S.A.;

- The acquired Units will be, at first, held in treasury or cancelled. Nevertheless, BTG Pactual does not exclude other possible destinations for the Units eventually acquired.

São Paulo, February 15, 2016.

BANCO BTG PACTUAL S.A.
JOÃO MARCELLO DANTAS LEITE
Investor Relations Officer

BTG PACTUAL PARTICIPATIONS,LTD.
JOÃO MARCELLO DANTAS LEITE
Investor Relations Officer