



BANCO BTG PACTUAL S.A.
Publicly-Held Company
Corporate Taxpayer ID (CNPJ/MF): 30.306.294/0001- 45
Praia de Botafogo n.º 501, 6th floor
Rio de Janeiro, RJ, Brazil

**NOTICE TO SHAREHOLDERS
PAYMENT OF DIVIDENDS AND INTEREST ON EQUITY**

Banco BTG Pactual S.A. ("Bank" or "Company") announced today that its Board of Directors has approved the distribution of an aggregate amount of R\$ 106.130.000,00 (one hundred and six million one hundred and thirty thousand Reais) to its shareholders. The distribution shall be effected in the form of dividends, which are exempt from Brazilian withholding tax, in accordance with applicable laws and at the applicable rate.

Set forth below are the specific individual amounts per share:

- a) Dividend amount per common or preferred share: R\$ 0,039091647;
- b) Dividend amount per BBTG11 UNIT: R\$ 0,117274941.

The distributions shall be paid to shareholders registered in the Company's records as of the end of the day of March 02, 2015, with the Company's shares being traded "ex-rights" as of, and including, March 03, 2015. Payment shall be made on March 10, 2015 through the depository of the shares, Banco Bradesco S.A., by automatic credit to shareholders who hold accounts with Banco Bradesco S.A. or shareholders who have provided Banco Bradesco S.A. with their Individual (CPF) or Corporate (CPNJ) Taxpayer ID Number and their account information. The shareholders that have not provided their account information should go to a Banco Bradesco S.A. branch in order to update their registration information.

Furthermore, the Company announces that the payment of the interest on equity distribution approved on December 30, 2014 and announced at the same date through a Notice to Shareholders shall be equally made on March 10, 2015, as per the amounts provided at the date through the depository of the shares, Banco Bradesco S.A., by automatic credit to shareholders who hold accounts with Banco Bradesco S.A. or shareholders who have provided Banco Bradesco S.A. with their Individual (CPF) or Corporate (CPNJ) Taxpayer ID Number and their account information. The shareholders that have not provided their account information should go to a Banco Bradesco S.A. branch in order to update their registration information.

BTG Pactual

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Revenues related to shares/units deposited in the custody of BM&FBOVESPA shall be credited to that institution and the DEPOSITORY BROKERS shall be responsible for passing them on to the respective shareholders and unit holders.

Holders of the Global Depositary Receipts (GDRs) traded on the Alternext – MTF organized by Euronext Amsterdam N.V. shall receive such payment through The Bank of New York Mellon, the depository of the GDRs, which shall inform the market of its respective date of payment.

Information related to the date of payment, as well as additional information, can be obtained through the website www.btgpactual.com.

Rio de Janeiro, February 25, 2015.

João Marcello Dantas Leite
Investor Relations Officer