



BANCO BTG PACTUAL S.A.

A Publicly Held Company
CNPJ/MF
n.º 30.306.294/0001-45

BPMB I

PARTICIPAÇÕES S.A.
A Publicly Held Company
CNPJ/MF
n.º 15.483.430/0001-89

BTG PACTUAL

PARTICIPATIONS, LTD.
A Publicly Held Company
CNPJ/MF
n.º 15.073.274/0001-88

MATERIAL FACT NOTICE

BANCO BTG PACTUAL S.A. ("BTG Pactual"), BTG PACTUAL PARTICIPATIONS, LTD. ("BTG Participations") and BPMB I PARTICIPAÇÕES S.A. ("BPMB I" and, together with BTG Pactual, the "Companies"), in compliance with art. 157, §4 of Law n.º 6.404/76 and with art. 3 of CVM Instruction 358 of January 3, 2002, hereby, further to the Material Fact Notices published on July 14, 2014 and June 3, June 25, July 24, August 26 and September 9 and September 15, 2015, inform their shareholders and the market in general that, on this date, the Brazilian Central Bank approved the merger of BPMB I into BTG Pactual (the "Merger" and "BCB Ratification").

The BCB Ratification was the last condition precedent to the effectiveness of the Merger and the conclusion of the transaction.

In the context of the Merger, Participatie Maatschappij Graafschap Holland NV ("Participatie"), as the sole shareholder of BPMB I came, on the date hereof, to hold 33.634.410 common shares of BTG Pactual and 67.268.820 Class A preferred shares of BTG Pactual. As disclosed in the Material Fact Notice dated June 3, 2015, Participatie must use these shares to form certificates of deposit of securities or units ("Units BBTG11"), consisting of (i) one common share and two Class A preferred shares of BTG Pactual, and (ii) one Class A voting share of BTG Pactual Participations and two Class B non-voting shares of BTG Pactual Participations. The Units BBTG11 held by Participatie will correspond to 3.58% of all Units BBTG11.

São Paulo, November 4th, 2015.

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

BPMB I PARTICIPAÇÕES S.A.
Eduardo Fabiano Alves da Silva
Investor Relations Officer

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