

*The present document is a free translation of the Call Notice for the Extraordinary Meeting of the Shareholders of PDG Realty S.A. Empreendimentos e Participações, to be held on December 18, 2013, and its being distributed for information purposes only.*

## **PDG REALTY S.A. EMPREENDIMENTOS E PARTICIPAÇÕES**

Corporate Taxpayer ID (CNPJ/MF) No. 02.950.811/0001-89

Company Registry (NIRE) 33.300.285.199 | CVM Code 20478

### **CALL NOTICE**

## **EXTRAORDINARY SHAREHOLDERS' MEETING TO BE HELD**

**ON DECEMBER 18, 2013**

**PDG REALTY S.A. EMPREENDIMENTOS E PARTICIPAÇÕES**, a corporation, with headquarter in the City of Rio de Janeiro, State of Rio de Janeiro, at Rua da Quitanda, No. 86, 4<sup>th</sup> floor (part), Center, Zip Code 20.091-005, with its corporate acts filed before Rio de Janeiro's Board of Trade under the Company Registry (NIRE) 33.3.00285.199, enrolled before the Corporate Taxpayer ID (CNPJ/MF) No. 02.950.811/0001-89, registered before the Brazilian Securities Commission ("CVM") as a level "A" public held corporation, under the code 20478, with its shares traded on Novo Mercado, the segment of BM&FBOVESPA S.A. – Bolsa de Valores, Mercadorias e Futuros ("BM&FBOVESPA") under the ticker "PDGR3" (the "Company"), hereby, in accordance with article 124 of Law No. 6,404 of 12/15/1976, as amended ("Brazilian Corporate Law") and articles 3<sup>rd</sup>, 4<sup>th</sup> and 5<sup>th</sup> of CVM Instruction No. 481 of 12/17/2009 ("ICVM 481/09"), **calls** the shareholders to meet in an **Extraordinary Shareholders' Meeting** ("Extraordinary Shareholders' Meeting"), to be held at 10:00 am, on December 18, 2013, at the Company's headquarter to review, discuss and vote the proposal of a new Stock Option Plan of the Company in replacement of the stock option plan approved on the extraordinary shareholders' meeting held on 01/09/2007 and amended on the extraordinary shareholders' meeting held on 12/21/2007.

In accordance with article 126 of the Brazilian Corporate Law, only people who might prove the quality of shareholder or representative of shareholder in accordance with applicable law, may attend and participate on the Extraordinary Shareholders' Meeting.

As evidence of the quality of shareholder it will be demanded the presentation of the original or certified copies of the following documents: (1) proper document to identity the shareholder or his representative, (2) receipt issued by the financial institution depository of the book-entry shares of its property or held in custody, and (3) in the event of shareholder's representation, the notarized power of attorney granted less than one (1) year for an attorney who is a shareholder or manager of the Company, lawyer or a financial institution, being allowed for manager of investment funds to represent the tenants (Brazilian Corporate Law article 126, first paragraph and article 10, first paragraph of the bylaws of the Company).

As identity document, Company will accept the ID card (RG), the Brazilian Driver's License (CNH), passports, identity cards issued by professional councils and civil servants identity cards issued by public agencies, as long as it contains a photo of its holder.

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The representatives of legal entities that hold shares issued by the Company shall submit certified copies of the following documents, duly registered with the competent body (Registration of Legal Entities or Board of Trade, as applicable): (1) articles of association or bylaws, and (2) the corporate act that elected the manager that (a) attend the Extraordinary Shareholders' Meeting as a representative of the legal entity, or (b) grant power of attorney for the third party attorney to represent the legal entity at the Extraordinary Shareholders' Meeting.

The documents of shareholders that were issued abroad shall be notarized by the Public Notary, legalized at the Brazilian Consulate, translated by a sworn translator registered in the Board of Trade, and filed in the Registry of Deeds and Documents, in accordance with the applicable legislation.

For a better organization of the Extraordinary Shareholders' Meeting, the Company recommends the deposit at the Company's headquarter, to the attention of the Department of Investor Relations, three (3) days in advance of the Extraordinary Shareholders' Meeting, of a simple copy of the above mentioned documents in accordance with second paragraph, of article 10 of the Company's bylaws. Copy of such documentation may be forwarded to the email [ri@pdg.com.br](mailto:ri@pdg.com.br) or by fax: +55 (011) 3296-6289.

Please note that the shareholders will be allowed to take part on the Extraordinary Shareholders' Meeting even if the deposit previously mentioned is not made, simply by submitting such documents at the opening of the Extraordinary Shareholders' Meeting, pursuant to second paragraph, of article 5 of CVM's Instruction No. 481/09 and second paragraph, of article 10, *in fine*, of the Company's bylaws.

The management proposal in connection with the agenda to be discussed at the Extraordinary Shareholders' Meeting is available for consultation by the shareholders at the Company's headquarter and at the websites of the Company (<http://www.pdg.com.br/ri>), BM&FBOVESPA (<http://www.bmfbovespa.com.br>) and CVM (<http://www.cvm.gov.br>) on the world wide web, in accordance with the provisions of Brazilian Corporate Law and CVM regulations.

**Gilberto Sayão da Silva**  
Chairman of the Board of Directors