



Construindo qualidade de vida

EZ TEC EMPREENDIMENTOS E PARTICIPAÇÕES S.A.

Av. República do Líbano, nº 1921

São Paulo - SP

Corporate Taxpayer's ID (CNPJ/MF): 08.312.229/0001-73

Publicly-Held Company

MATERIAL FACT

**EZ TEC AND SÃO CARLOS celebrate the sale and purchase agreement of the
EZ Towers - Tower A commercial project for R\$564 million**

EZ TEC EMPREENDIMENTOS E PARTICIPAÇÕES S.A. ("Company"), pursuant to Article 157, paragraph 4º of Law 6404 of December 15th, 1976 and Instruction 358 issued by the Brazilian Securities and Exchange Commission (CVM) on January 3rd, 2002, and amendments thereto, hereby informs its investors and the market in general that:

- (i) at this date, **GARICEMA Empreendimentos Imobiliários Ltda., an enterprise controlled by EZ TEC S.A.**, and SÃO CARLOS Empreendimentos e Participações S/A, celebrate the sale and purchase agreement in which: GARICEMA commits to sell to SÃO CARLOS, for R\$564 million, one of two towers – "Tower A" - of the commercial project called EZ Towers, which is currently under construction. Tower A will be submitted to Risk Segregation accounting regime pursuant to Law 10.931/2004;
- (ii) the sales price will be indexed by the INCC (National Civil Construction Index) and added to a variable amount related to the construction financing expenses further described on item (iii) below. The payment's cashflow will occur throughout time until the granting of the final deed of sale, estimated to end in the first half of 2015, within 120 days after the delivery of Tower A;
- (iii) the Company has entered into an agreement with Banco Bradesco S/A as to provide the financing for the EZ Towers, at this date, for an amount of R\$425 millions, **which will be fully transferred to SÃO CARLOS together with the granting of the final deed of sale.**

São Paulo, January 15th, 2013

Ernesto Zarzur

Chairman of the Board of Directors

Silvio Ernesto Zarzur

Chief Executive Officer

Flavio Ernesto Zarzur

Vice President

Antônio Emílio Clemente Fugazza

Chief Financial and Investor Relations Officer