

GVT (HOLDING) S.A.
NIRE 41.300.071.331 | CNPJ/MF nº 03.420.904/0001-64

MINUTES OF THE EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING
HELD ON JUNE 10, 2010

1. **DATE, TIME AND PLACE:** Held on June, 2010, at 10:00 a.m., at Rua Francisco Nunes, 1395, Prado Velho, in the City of Curitiba, State of Paraná.

2. **CALL NOTICE AND PRESENCE:** Installed with the attendance of the shareholders representing 43.23 % of the capital stock of the Company, duly called pursuant to Article 124 of Law 6,404 of December 15, 1976, as amended ("Law 6,404/76") by notices published in the "Valor Econômico", "Gazeta do Povo" and "Official Gazette of the State of Paraná", newspapers, on June 2, 3, 4, 7 and 8, 2010.

3. **CHAIR:** Chairman: Mr. Gustavo Pinto Gachineiro; Secretary: Mr. Gustavo Oliva Galizzi

4. **AGENDA:** To deliberate about (i) the drawing up of these minutes pursuant to Article 130, paragraph 1 of Law 6,404/1976; and (ii) the proposal to squeeze out the outstanding common shares issued by the Company pursuant to § 5 of Article 4 of Law No. 6,404/76 and item 5.5 of the Notice of Public Tender Offer for the Acquisition of Common Shares of the Company, due to the transfer of control, the increase in participation and for the delisting of the company ("Tender Offer"), as published on March 26th, 2010 ("Notice"), against the capital reserves, without reduction of the capital stock, considering that the percentage of the outstanding shares, after the settlement of the Tender Offer, which occurred on April 30th, 2010 was less than 5% of total of shares issued by the Company.

5. **RESOLUTIONS:** Once convened the meeting by the Chairman, and after discussion of the matters, the shareholders unanimously and without any restriction decided to approve:

I. The drawing up of these minutes in summary form, pursuant to Article 130, paragraph 1 of Law 6,404/76, as well as the publication with the omission of the signatures of the shareholders;

II. The squeeze out and resulting cancellation of all of the remaining common shares issued by the Company, pursuant to § 5 of Article 4 of Law No. 6,404/76, against the capital reserves of the Company, without reduction of the capital stock, whereas the percentage of the outstanding shares after the settlement of the Tender Offer became less than 5% of total of shares issued by the Company. The redemption price shall be, as of June 11, 2009, available to the former holders of the redeemed shares at Banco Itaú S.A. a financial institution duly authorized by the *Comissão de Valores Mobiliários* for such purpose, in accordance with applicable laws and regulations. As per item 5.5 of the Notice, the redemption price shall be equivalent to the price paid to the shareholders who accepted the Tender Offer, adjusted according to the SELIC rate between the

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Tender Offer settlement date and the date of payment of the redemption price, which shall occur within 15 days.

6. **CLOSING:** Considering that there was no further matter to be discussed, the Chairman ended the meeting and these Minutes were extracted, which after read, were approved and executed by all shareholders.

7. **Signatures:** Chair: Chairman: Mr. Gustavo Pinto Gachineiro; Secretary: Mr. Gustavo Oliva Galizzi; Shareholders: VTB PARTICIPAÇÕES S.A.; VIVENDI S.A.; BRAZIL HOLDINGS LLC; EATON VANCE TAX-MANAGED EMERGING MKTS FUND; EATON VAN STR EMERG MARK FUND; VANG A W E U I F S O V I I FDS; COLLEGE RETIREMENT EQUITIES FUND; VANGUARD TOTAL WSI FD, A SOV INTERNATIONAL EQUITY INDEX FDS; TEACHER RETIREMENT SYSTEM OF TEXAS; PPL SERVICES CORPORATION MASTER TRUST; WILMINGTON MULTI-MANAGER INTERNATIONAL FUND; WILMINGTON INTERNATIONAL EQUITY FUND SELECT LP.

Curitiba, June 10, 2010.

Chairman

Gustavo Pinto Gachineiro

Secretary

Gustavo Oliva Galizzi