LUPATECH S.A.

National Corporate Taxpayers Register of the Ministry of Finance CNPJ/MF No. 89.463.822/0001-12
State Registration Number NIRE 35.3.0045756-1
Publicly-held Company – Novo Mercado

NOTICE TO SHAREHOLDERS

INPLIT OF COMPANY SHARES

Nova Odessa, May 15, 2015 – Lupatech S.A. (BMF&BOVESPA: LUPA3) (OTCQX: LUPAY) (Lupatech Finance Limited Notes: ISIN US550436AB54 e ISIN USG57058AC66 "Notes") ("Lupatech" or "Company"), in accordance with the applicable legislation, informs its shareholders and the market in general that in the extraordinary shareholders meeting held today it was approved the inplit of all common shares issued by the Company pursuant to article 12 of Law No. 6,404 / 76, whose characteristics are described below.

1. Shares Inplit

The inplit will comprise all common shares issued by the Company under the proportion of 500:1, so that every 500 (five hundred) common shares is grouped into one common share. Aside from changing the amount of the Company's common shares, the approval of the inplit will not result in the modification of the total amount of capital or rights conferred by the Company's common shares to their holders.

1.1. Deadline for Shareholders to Adjust their Position

The meeting approved a period of thirty (30) days from the date of publication of this notice, until June 17, 2015, to shareholders of the Company to, at its sole and absolute discretion, adjust their shareholding positions, by type, in multiple lots of five hundred (500) shares through trading on BM&FBOVESPA S.A. – Bolsa de Valores, Mercadorias e Futuros ("BM&FBOVESPA"), in order to remain integrating the Company's shareholding structure with at least one share after the inplit. The validity of outstanding locks coincides with the term of the shareholding position adjustment, June 17, 2015.

1.2. Purchase and Sale of Shares

Shareholders may effect purchase and sale transactions of common shares issued by the Company to adjust their positions, through the brokers authorized to operate in BM&FBOVESPA.

1.3. Unit Trading

After a period of thirty (30) days established for the adjustment of positions by the Company's shareholders, as of June 18, 2015, the common shares representing the Company's share capital will be traded grouped according to the ratio from the inplit of the Company's shares.

1.4. Sale of Fractions of Shares

After a period of thirty (30) days established for the adjustment of positions by the Company's shareholders, any fractional shares resulting from the inplit will be separated, grouped in whole numbers and sold in many auctions as needed, to be held in BM&FBOVESPA, and the amounts resulting from the sale will be made available to the corresponding shareholder holder of the fractions, after the settlement of the sale, as follows: (a) the accountholders of Banco Bradesco S.A. will have the corresponding amount credited directly into their bank account; (B) the remaining shareholders shall attend a branch of Banco Bradesco S.A. of their choice to provide to receive the corresponding amounts; (C) the amount corresponding to the shares deposited in the Central Depository of BM&FBOVESPA will be credited directly, and the Central Depository of BM&FBOVESPA will be responsible for transferring it to the respective shareholders through the Depository Agents; and (d) to the shareholders whose shares are blocked or with outdated record, the value is retained by the Company and made available to the respective shareholder for payment, only upon submission of supporting documentation or identification, as appropriate. The date of the auction of fractional shares and the date on which the result of the auction proceeds will be available to shareholders will be notified after the expiration of the period for adjustment of shareholding positions, by notice to be timely disclosed.

1.5. Notice to Holders of ADSs

The Company's common shares underlying American Depositary Shares ("ADSs") will also be grouped, according to the proportion set for the inplit of shares in Brazil, so that the ADSs will continue to be listed at the ratio of one ADS for each share.

2. Changes in capital

The Company's shareholders also approved the change of the heading and the first paragraph of Article 5 and the consolidation of the Company's Bylaws to reflect the following changes: (i) change in the amount of capital and the amount of the Company's shares due to the approval of the capital increase approved by the Board of Directors held on September 30, 2014, (ii) change in the number of shares due to the inplit, and (iii) update the amount of the Company's authorized capital shares due to the approval of the capital increase approved by the Board of Directors held on September 30, 2014. Thus, the updated Company's share capital is of R$1,853,683,959.73, represented by 9,393,834 common shares, and the authorized capital of 3,950,134 common shares.

Nova Odessa, May 15, 2015

Ricardo Doebeli
Investor Relations Officer

CONTACTS – INVESTORS RELATIONS

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ABOUT LUPATECH - We are one of the **largest Brazilian providers of high value-added products and services focused on the oil and gas industry**. Our businesses are organized in two segments: **Products and Services**. The **Products** segment provides, especially to the oil and gas industry, cables for anchorage of production platforms, valves,

equipment for well completion and natural vehicle gas compressors. The **Services** segment provides workover, drilling, intervention on wells, coating and piping inspection services.

We make statements about future events that are subject to risks and uncertainties. Such statements are based on estimates and suppositions by our Administration and information to which the Company currently has access. Statements about future events include information about our intentions, estimates or current expectations, as well as those of the Company's Board of Directors and Officers. Reservations in regards to declarations and information on the future also include information on possible or presumed operational results, as well as statements that are preceded by, followed by or which include the words "believes", "may", "will", "continues", "expects", "provides for", "wishes", "plans", "estimates", or similar expressions. Statements and information on the future are not performance guarantees. They involve risks, uncertainties and suppositions because they relate to future events, and thus they depend on circumstances that may occur or not. Future results and value creation to Shareholders may significantly differ from those expressed or estimated by the statements in relation to the future. Many factors that will determine such results and values are beyond Lupatech's control or prediction ability.