

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

MATERIAL FACT

COURT-SUPERVISED REORGANIZATION

Nova Odessa, May 25, 2015 – Lupatech S.A. (BMF&BOVESPA: LUPA3) (OTCQX: LUPAY) (Lupatech Finance Limited Notes: ISIN US550436AB54 e ISIN USG57058AC66 “Notes”) (“Lupatech” or “Company”), informs its shareholders and the market in general that on this date, filed jointly with other subsidiaries of the Lupatech Group for court-supervised reorganization before the Court of São Paulo, State of São Paulo, pursuant to article 51 and following of Law No. 11,101/05. The Company also informs that the request for court-supervised reorganization was filed on an urgent basis, based on Article 122, sole paragraph, of Law 6,404/76, and it has been called an Extraordinary General Meeting to ratify the decision taken by its Board of Directors.

The Management has been making efforts in negotiating with creditors, demobilizing non-core assets and searching for potential investors in order to balance the working capital demands and the Company's CAPEX to resume its operations. However, the scenario was worsened by the adverse conditions in the oil and gas field created from the drastic reduction of the oil barrel price in the international market and the considerable increase on the perception of risk to the products and services chain in Brazil, with negative effects on the whole supply chain sector, which contributed to thwart some expectations and cause the Company to request for court-supervised reorganization today.

The decision to request for court-supervised reorganization aims to protect the value of the Company's assets, its social function, and stimulation of economic activity and to meet the interests of the collectivity of creditors and shareholders in a rational and organized manner to preserve the Company's assets.

For further information, please contact the Investor Relations Department.

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.

“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.