



DRAFT
AUGUST 31, 2012

MANABI S.A.

CNPJ/MF No. 13.444.994/0001-87
NIRE 33.3.0029745-6
Publicly-held Corporation

**MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS
HELD ON SEPTEMBER 10, 2012**

1. Date, Time and Place

On September 10, 2012, at 11:00 a.m. Rio de Janeiro time, via conference call.

2. Call Notice

Call notices were waived, due to the attendance of all members of the Board of Directors (the “Board”) of Manabi S.A. (the “Company”), via conference call, as permitted by Article 11, Paragraph 3, of the Company’s By-laws.

3. Attendance

- (i) Directors: Ricardo Antunes Carneiro Neto (Chairman), Marcos de Campos Ludwig, Mathew Todd Goldsmith, Michael Stephen Vitton, Inês Corrêa de Souza, John Christopher Sheedy and Charles Laganá Putz; and
- (ii) Observers: Josh Shores, Kenneth Kook and Guy Bentinck.

4. Presiding Officers

Ricardo Antunes Carneiro Neto, as the Chairman of the meeting, and Fábio Fernandes Medeiros, as the Secretary of the meeting.

5. Agenda

To discuss and deliberate on the following items: (a) approval of an increase to the Company’s corporate capital within the limit of the authorized capital set forth in Article 7 of the Company’s By-laws, for private subscription and upon the issuance of new class B convertible preferred share of Manabi with no par value (*ações preferenciais classe B sem valor nominal*); (b) approval of the terms and of the publication of the Notice to Shareholders (*Aviso aos Acionistas*), which will contain additional information on the shareholders’ preemptive rights, as well as the terms and conditions for subscribing and paying-in the new

shares to be issued due to the capital increase; and (c) reelection of all members of the Company's Board of Officers and unifying the date on which their terms of office will expire.

To assist the Board members to reach a decision on the matters of the agenda, the Company's management submitted previously to all Board members and Observers a copy of the presentation with the agenda containing clarifications about the items above for the Board approval. All Directors and Observers have analyzed such document prior to the meeting.

6. Resolutions approved by unanimous vote of the Directors:

I. Capital Increase – The members of the Board approved a capital increase within the authorized capital limit, as set forth in Article 7 of the By-laws of the Company, for the private subscription of R\$[] ([])¹ ("Investment Amount"), upon the issuance of 240,000 (two hundred and forty thousand) new class B convertible preferred share of Manabi with no par value (*ações preferenciais classe B sem valor nominal*), granting to their holders the rights and obligations conferred to class B preferred shares in the Company's Bylaws, for private subscription upon payment in Brazilian currency.

The total and definitive amount of the capital increase approved herein and the number of class B preferred shares issued due to such capital increase will be determined at a future Board meeting, in line with the exercise of the preemptive rights to subscribe the new shares, which right shall be ensured to all shareholders of the Company (i.e., the holders of common and class A preferred shares) in the proportion of the quantity of shares currently held by them, pursuant to Article 171 of Law No. 6.404/76 ("Corporations Law").

The terms and conditions of the capital increase approved herein are the following:

- (i) Subscription Price: R\$[]² per class B preferred share of the Company, fixed as per the criteria under subitem I, Article 170, § 1, of the Corporations Law ("Price per Share"). Such price is equivalent to the price per share of US\$1,250.00 converted to Reais on the basis of the sale and purchase average exchange rate of the United States dollar on September 6, 2012, as published in the Brazilian Central Bank Information System, PTAX 800, option 5, currency 220.
- (ii) Payment: The payment for the subscribed shares will be made at sight (*à vista*), in Reais, at the time the preemptive right is exercised.
- (iii) Preemptive Right Term: The right to exercise the preemptive rights will commence on the date following publication of the *Aviso aos Acionistas*, that

¹ NTD: Amount in Reais to be determined by (i) US\$300,000,000 multiplied by (ii) the *Aviso* Exchange Rate.

² NTD: Amount in Reais equivalent to USD 1,250 multiplied by the *Aviso* Exchange Rate.

is, September 12, 2012, and will expire within thirty (30) days thereafter, on October 11, 2012 (the "Preemptive Rights Term").

- (iv) Proportion of Preemptive Right: The shareholders will have the right to subscribe for class B preferred shares of the Company, in the proportion (calculated on an as-converted basis under the terms of the Shareholders Agreement, as defined below) of 0.3 new class B preferred share per common share and of 0.3 new class B preferred share per one class A preferred share. Fractional shares resulting from the exercise of the preemptive right in connection with the subscription for class B preferred shares will be disregarded for purposes of the exercise of the preemptive right. Fractional shares will be grouped into whole shares, which will be included in the unsubscribed shares (*sobras*), and which may be subscribed for by the investors that indicated their interest in subscribing for unsubscribed shares (*sobras*) during the Preemptive Rights Term.
- (v) Negotiation Ex-Subscription Right: Investors that acquire shares on or after the date of publication of the *Aviso aos Acionistas*, will not be granted the preemptive rights regarding such shares.
- (vi) Assignment of Preemptive Rights: The preemptive rights may be freely assigned by the shareholders to other shareholders or other third parties, under the terms of article 171, §6 of the Corporations Law and under the terms of a certain shareholders agreement dated as of May 31, 2011 and effective as of June 8, 2011, as amended (the "Shareholders Agreement"). Certain shareholders of the Company agreed to assign, without financial consideration, their preemptive rights to certain Backstop Investors, to allow the subscription by such investors for their committed class B preferred shares.
- (vii) Procedure to Exercise the Preemptive Right, to Subscribe and Pay-in the Class B Preferred Shares: Upon publication of the *Aviso aos Acionistas*, preemptive rights will be issued for the subscription and payment for class B preferred shares in the capital increase. Holders of Company shares deposited at Itaú Corretora de Valores S.A. ("Itaú Corretora") will have their preemptive rights issued within Itaú Corretora and holders of Company shares deposited at the *Central Depositaria de Ativos* of BM&FBOVESPA S.A. – Bolsa de Valores, Mercadorias e Futuros ("BM&FBOVESPA"), will have their preemptive rights issued within BM&FBOVESPA. Investors whose investments were made under Resolution 2,689/00 of the Brazilian Monetary Council may assign their preemptive rights outside BM&FBovespa only if such assignment is made for no consideration, as per article 8 of such rule. The negotiation of subscription receipts is not allowed.

As of the expiration date of the Preemptive Rights Term, the Company will carry out one apportionment of unsubscribed shares (*sobras*). Investors will indicate their agreement to subscribe for unsubscribed class B preferred shares of the Company (*sobras*) at their respective *boletim de subscrição*, which will be submitted to the Company within the Preemptive Rights Term. The investors that stated their interest to subscribe for unsubscribed shares (*sobras*) will have five (5) business days, following two (2) business days after expiration of the Preemptive Rights Term and publication of a Notice to the Market (*Comunicado ao Mercado*) (the “Unsubscribed Shares Allocation Term”), to exercise their respective right to subscribe for unsubscribed shares (*sobras*). If, following the Unsubscribed Shares Allocation Term there still exist unsubscribed shares (*sobras*) available, then, at its sole discretion, the Company may (i) allocate, issue and sell to any investors who indicated their agreement to subscribe for unsubscribed class B preferred shares of the Company (*sobras*) in their respective *boletim de subscrição* additional class B preferred shares, and/or (ii) sell the unsubscribed shares (*sobras*) on the stock exchange pursuant to Brazilian Law (“Additional Procedures”).

Upon expiration of the Unsubscribed Shares Allocation Term (and if there still existed unsubscribed shares (*sobras*) available following such term, upon expiration of Additional Procedures), the Board of Directors will convene a meeting to (i) verify the total number of shares subscribed during the Preemptive Rights Term and during the Unsubscribed Shares Allocation Term (and during the Additional Procedures, if applicable), and (b) approve (*homologar*) the capital increase (“Homologation”). In case the Investment Amount is not paid to the Company and the other conditions under the Subscription Agreement are not met or waived in accordance thereto, the Board of Directors shall cancel the capital increase, and, in such case, the investors will be fully reimbursed for their respective investment amounts.

Within two (2) business days after such Board of Directors meeting approving the Homologation of the capital increase and issuing the shares, the shares subscribed in the capital increase will be delivered to the respective holders, which will be entitled to, as from the date of the respective issuance, the rights granted to the class B preferred shares of the Company.

II. Approval and Publication of the Notice to Shareholders – In line with the capital increase approved above, the members of the Board approved the wording of the *Aviso aos Acionistas* attached hereto in the form of **Exhibit I**, which reflects the terms and conditions approved herein. The Board also authorizes the Company to take all acts required for the publication of the *Aviso aos Acionistas*, pursuant to applicable legislation.

III. Reelection of the Officers and Unifying Terms of Offices – The members of the Board approved the reelection of the current members of the Company’s Board of Officers, composed of: (a) Mr. **Ricardo Antunes Carneiro Neto**, Brazilian, married, engineer, bearer of the Identity Card No. 380196-8 (IFP/RJ) and enrolled with the Individual Taxpayers’ Registry of the Ministry of Finance (“CPF/MF”) under No. 548.349.887-91, resident and

domiciled in the City and State of Rio de Janeiro, with professional address at Rua Humaitá, 275, 10th floor, Part 1 (part), Humaitá, Zip Code 22261-005, as the Chief Executive Officer; (b) Mr. **Joaquim Martino Ferreira**, Brazilian, married, engineer, bearer of the Identity Card No. MG18258 (SSP/MG) and enrolled with the CPF/MF under No. 164.832.356-15, resident and domiciled in the City of Belo Horizonte, State of Minas Gerais, at Rua Elza Brandão Rodarte, 330, Apartment 1400, Belvedere, Zip Code 30320-630, as Chief Development and Technical Officer; (c) Mr. **Antonio Borges Leal Castello Branco**, Brazilian, divorced, engineer, bearer of the Identity Card No. 04209832-7 (IFP/RJ) and enrolled with the CPF/MF under No. 627.517.197-91, resident and domiciled in the City and State of Rio de Janeiro, at Rua Paulo César de Andrade, 240, Apartment 901, Laranjeiras, Zip Code 22221-090, as Chief Financial Officer and Chief Investor Relations Officer; (d) Mr. **Ricardo Abramof**, Brazilian, married, engineer, bearer of the Identity Card MG-1.559.616 (SSP/MG) and enrolled with the CPF/MF under No. 388.290.886-68, resident and domiciled in the City and State of Rio de Janeiro, with professional address at Rua Humaitá, 275, 10th floor, Part 1 (part), Humaitá, Zip Code 22261-005, as Chief Commercial Officer; and (e) Mr. **José Tadeu de Moraes**, Brazilian, married, engineer, bearer of the Identity Card No. MG-467967 (SSP/MG) and enrolled with the CPF/MF under No. 327.471.956-00, resident and domiciled in the City of Belo Horizonte, State of Minas Gerais, with professional address at Rua Bernardo Guimarães, 245, 11th / 15th floors, Funcionários, Zip Code 30140-080, as Chief Operational Officer. All reelected members of the Company's Board of Officers take their respective offices by executing their respective Terms of Investiture (*Termos de Posse*) drawn up in the proper book.

In view of the reelection of all current members of the Board of Officers, the Board decided to unify their terms of investiture, so that they all expire concurrently on September 10, 2013.

All attending members agreed to execute or have its attorneys-in-fact to execute the Portuguese version of these minutes for the registration with the Company's corporate books.

7. Closing

Having nothing else to decide, the Chairman recessed by the necessary time to draw up these minutes. These minutes were then read and approved by all attendants.

8. Signatures

Chairman of the meeting: Ricardo Antunes Carneiro Neto. Secretary of the meeting: Fábio Fernandes Medeiros. Directors: Ricardo Antunes Carneiro Neto (Chairman of the Board), Marcos de Campos Ludwig, Mathew Todd Goldsmith, Michael Stephen Vitton, Inês Corrêa de Souza, John Christopher Sheedy and Charles Laganá Putz. Observers: Josh Shores, Kenneth Kook and Guy Bentinck.

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Rio de Janeiro-RJ, September 10, 2012.

We hereby certify that this is a true copy of the minutes drawn up in the proper book.

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(Signature page of the Minutes of Board of Directors' Meeting of Manabi S.A. held on September 10, 2012).

Chairman:

Ricardo Antunes Carneiro Neto

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(Signature page of the Minutes of Board of Directors' Meeting of Manabi S.A. held on September 10, 2012).

Secretary:

Fábio Fernandes Medeiros

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EXHIBIT I

**NOTICE TO SHAREHOLDERS
(AVISO AOS ACIONISTAS)**

[see attached]