

MANABI S.A.

Publicly-held Company

CNPJ/MF No. 13.444.994/0001-87

NIRE 33.3.0029745-6

Material Fact

Manabi S.A., a publicly-held corporation with head office in the city of Rio de Janeiro, State of Rio de Janeiro, at Rua Humaitá, 275, 10th floor, CEP 22261-005 ("**Company**"), in accordance with article 157, paragraph 4 of Law 6,404, dated December 15, 1976 ("**Law 6,404/76**"), of the provisions of Instruction 358, dated January 3, 2002 issued by the Brazilian Securities and Exchange Commission (*Comissão de Valores Mobiliários* - "**CVM**"), and, in addition to the Notice of Material Fact disclosed by the Company on August 10, 2015, informs its shareholders and the market in general that the Extraordinary Shareholders' Meeting held on the date hereof ("**Redemption Shareholders' Meeting**") unanimously approved (in accordance with the provisions of the Company's Shareholders' Agreement, dated August 22, 2012) the resolutions related to the Manabi Restructuring comprising: (i) creation of class "C" preferred shares; (ii) conversion of the class "A" and class "B" preferred shares issued by the Company into class "C" preferred shares and common shares; (iii) redemption of all class "C" preferred shares and subsequent reduction of the Company's share capital in the amount of three hundred and fifty three million, three hundred and sixty one thousand, five hundred and fifty six reais and fifty cents (R\$353,361,556.50) ("**Redemption of Shares**" and "**Manabi Restructuring**", respectively).

The resolutions related to the Manabi Restructuring were also approved, unanimously (in accordance with the provisions of the Company's Shareholders' Agreement, dated August 22, 2012), by the Special class "A" and class "B" Shareholders' Meetings, pursuant to article 136, paragraph one of Law 6,404/76.

The Company would like to reinforce that the Redemption of Shares will become effective on the date in which the last of the following conditions is met: (i) lapse of the period of 60 days from the date of publication of the minutes of the Redemption Shareholders' Meeting; (ii) date on which the Company fully pays the redemption price for all class "C" preferred shares; or (iii) date on which all class "C" preferred shares are canceled and the Company's share capital is reduced ("**Date of Effectiveness of the Redemption of Shares**"). If the Redemption of Shares does not become effective within one hundred and twenty (120) days from publication of the minutes of the Redemption Shareholders' Meeting ("**Deadline**"), the resolution approving the Redemption of Shares shall have no effect.

The resolutions related to the Manabi Restructuring shall not be subject to right of withdrawal, since such resolutions were approved with the affirmative vote of shareholders representing 100% of the Company's share capital.

The Company further informs that the Extraordinary Shareholders' Meeting held on the date hereof ("**Merger Shareholders' Meeting**") unanimously approved (in accordance with the provisions of the Company's Shareholders' Agreement, dated August 22, 2012) the resolutions related to the Merger comprising (i) Merger, into the Company, of Maverick Logística S.A.

("Maverick Logística" and "Merger", respectively), in accordance with the Protocol and Justification of Merger ("Protocol"), executed on August 10, 2015 by the management of the Company and of Maverick Logística; (ii) the increase of the Company's share capital resulting from the Merger, upon contribution of Maverick Logística's net equity, in the amount of forty four million, five hundred and sixty four thousand, eight hundred and seventy eight reais and fifty two cents (R\$44,564,878.52) and issuance of one million, nineteen thousand, six hundred and fifty (1,019,650) common, registered shares without par value issued by the Company, subscribed by Maverick Holding S.A.; e (iii) issuance of a share subscription warrant issued in favor of Maverick Holding S.A., as an added benefit of the subscription of the capital increase resulting from the Merger ("**Share Subscription Warrant**").

In light of the fact that the Redemption of Shares is a condition precedent for the Merger, the resolution that approved the Merger by the Merger Shareholders' Meeting shall be effective on the Date of Effectiveness of the Redemption of Shares ("**Date of Effectiveness of the Redemption of Shares**"), provided that if the Merger does not become effective by the Deadline, the resolution approving the Merger shall have no effect.

Furthermore, the Merger Shareholders' Meeting approved, subsequently to the Merger and subject to effectiveness thereof, an increase of the Company's share capital by private subscription in the amount of two hundred and nine million, four hundred and ninety two thousand and ninety one reais (R\$209,492,091.00), upon issuance of seven hundred and fifty thousand eight hundred (750,800) common shares, at an issue price of R\$279.25161161428 per share, established in accordance with article 170, paragraph 1, item I of Law 6,404/76, to be fully allocated to the Company's share capital ("**Post Merger Capital Increase**"). The resolution that approved the Post Merger Capital Increase shall become effective on the Date of Effectiveness of the Merger ("**Date of Effectiveness of the Post Merger Capital Increase**"), provided that if such resolution does not become effective by the Deadline, it shall have no effect.

The procedures to be observed for the Post Merger Capital Increase shall be disclosed by the Company in due course, through a Notice to Shareholders, promptly upon verification of the Date of Effectiveness of the Post Merger Capital Increase.

Furthermore, as a result of the approval of the resolution related to change in the composition of the Board of Directors, the Company informs that all members of the Company's Board of Directors were dismissed, with the exceptions of Messrs. Charles Laganá Putz and Guy Ian Benrick, and that the following persons were appointed to occupy the positions of the vacating members of the Board of Directors, for a term to end on the date of the Ordinary Shareholders' Meeting that votes on the accounts of the fiscal year ended December 31st, 2015: (i) **Patrícia Tendrich Pires Coelho**; (ii) **Armando de Oliveira Santos Neto**; (iii) **João Cox Neto**; (iv) **Otávio Augusto de Paiva**; (v) **Samir Zraick**; (vi) **Wilson Nélio Brumer**; and (vii) **Inês Corrêa de Souza**, who were invested in office on the date of the Merger Shareholders' Meeting that approved such resolution.

The Company further informs that a Supervisory Board was installed and that the following persons were appointed to occupy the positions of effective members of the Supervisory Board and their respective alternates: (i) **Ricardo Scalzo**, as effective member, and **Marcelino**

Bispo do Sacramento as his alternate; (ii) **Helio Rodrigues Guimarães**, as effective member, and **Adir Keddy**, as his alternate; and (iii) **Haroldo Reginaldo Levy Neto**, as effective member, and **Milton Luiz Milioni** as his alternate.

Finally, the resolutions related to the amendments to the Company's Bylaws resulting from the resolutions taken in the context of the Redemption Shareholders' Meeting and Merger Shareholders' Meeting were approved.

The minutes of the Redemption Shareholders' Meeting and the minutes of the Merger Shareholders' Meeting shall be made available in due course, in accordance with CVM Instruction 480, dated December 7, 2009, on the websites of the Company, of CVM (www.cvm.gov.br), and of BM&FBOVESPA.

The Company also informs its shareholders and the market in general that, due to approval of the Merger as by virtue of the resolution of the Board of Directors taken on August 10, 2015, all members of the Company's Executive Board were dismissed on the date hereof. The new members of the Board of Directors appointed by the Merger Shareholders' Meeting unanimously decided (in accordance with the provisions of the Company's Shareholders' Agreement, dated August 22, 2012), on the date hereof, (1) to elect Board member **Wilson Nélio Brumer** as Chairman of the Board of Directors, pursuant to the Company's Bylaws; and (2) to appoint the new members of the Company's Executive Board, as follows: (i) **Patrícia Tendrich Pires Coelho** as Chief Executive Officer; (ii) **Julia Souza de Paiva** as Chief Financial Officer and Investor Relations Officer; (iii) **Augusto Alves Tannure** as Development Officer, and (iv) **Elias David Nigri** as Logistics Officer. All Executive Officers were invested in office on the date hereof.

Rio de Janeiro, August 26, 2015.

Julia Paiva

Chief Financial Officer and Investor Relations
Officer

Manabi S.A.