

MANABI S.A.

Public Company

CNPJ/MF No. 13.444.994/0001-87

NIRE 33.3.0029745-6

MATERIAL FACT

Manabi S.A. ("**Company**"), in compliance with CVM Instruction nº 358/02 and in line with the Material Fact disclosed by the Company on November 6th 2015, considering the closure on December 9th 2015 of the the preemptive right exercise period to subscribe for shares issued by the Company under the Capital Increase approved in the Extraordinary General Meeting of the Company held on 26 August 2015 ("Post-Merger Capital Increase"), hereby informs its shareholders and the market in general the following:

In accordance with the provisions of the Voting Agreement of August 10th 2015, shareholders representing 40.65% of the capital transferred, in favor of shareholder Maverick Holding S.A. ("**Maverick Holding**"), preemptive rights for the subscription of all of the shares to which they would be entitled to under the Post-Merger Capital Increase.

Due to the preemptive right of Maverick Holding and the aforementioned assignment, Maverick Holding subscribed on December 9th 2015, 637,824 (six hundred and thirty-seven thousand, eight hundred and twenty four) common shares, consolidating ownership, until present date, of 1,657,474 (one million, six hundred fifty seven thousand, four hundred seventy four) common shares issued by the Company, representing 56.30% of the Company's share capital.

Therefore, Maverick Holding became the owner of the majority of the share capital and thus the controlling shareholder of the Company.

Finally, the Company announces that the post-merger Capital Increase is being carried out in accordance with the notices appropriately disclosed and as per the Notice to Shareholders released today.

Rio de Janeiro, December 11th 2015.

Ricardo de Souza Assef

Chief Financial Officer and Investor Relations Officer

Manabi S.A.