

MANABI S.A.
CNPJ/MF Nº 13.444.994/0001-87
NIRE 33.3.0029745-6
Public Company

**CALL NOTICE TO THE EXTRAORDINARY GENERAL MEETING AND TO
SPECIAL GENERAL MEETINGS OF CLASS A AND CLASS B PREFERRED
SHAREHOLDERS**

The Chairman of the Board of Directors of Manabi S.A. (“Company”), with headquarters at Rua Humaitá, 275, Ground Floor, Auditorium, Humaitá, Zip Code 22261-005, City and State of Rio de Janeiro, under the terms of Article 23 of its Bylaws, summons all shareholders of the Company to meet, on first call, to deliberate:

1. On the Extraordinary General Meeting, to be held on August 26, 2015, at 10 a.m., at the headquarters of the Company, upon the following agenda: (i) the creation of Class “C”, a new class of preferred shares (“PNC Shares”); (ii) the conversion of the totality of Class “A” preferred shares issued by the Company (“PNA Shares”), by the conversion of each PNA Share into 1 PNC Share and 1.189298 common share of the Company; (iii) the conversion of the totality of Class “B” preferred shares issued by the Company (“PNB Shares”), by the conversion of each PNB Share into 1.616275 PNC Shares and 1.574738 common share of the Company; (iv) the redemption with the respective and later cancellation of the totality of PNC Shares with the subsequent decrease of the Company’s corporate capital in the value of R\$353,361,556.50 (three hundred and fifty three million, three hundred sixty one thousand, five hundred fifty six reais and fifty cents); (v) Discuss the proposal for the amendment to the arbitration clauses (Clauses 36 and 38) of the Company’s Bylaws, as well as the amendment to the general provisions of the Company’s bylaws in order to provide for the Compliance Program of the Company; (vi) the amendment to the Company’s Bylaws, so as to reflect the resolutions taken with respect to items (i) and (v), if approved

In the event that items (i), (ii) and (iii) of the Agenda are approved on the referred Extraordinary General Meeting, the shareholders of the Company that hold PNA Shares and PNB Shares are hereby summoned to meet, on Special Class “A” and Class “B” Preferred Shareholders’ Meeting, under the terms of Article 136, § 1st, of Law no. 6.404/76, as amended (“Brazilian Corporate Law”), to be held on August 26, 2015 at 10:30 a.m. and 11 a.m., respectively, to deliberate and ratify upon the following matters: (a) creation of the abovementioned PNC Shares shares; (b) conversion of each PNA Share into 1 (one) PNC Share and 1,189298 common share of the Company; and (c) conversion of each PNB Share into 1.616275 PNC Share and 1.574738 common share of the Company.

The dissenting shareholders of the resolutions taken on items (i), (ii) and (iii) of the Extraordinary General Meeting, owners of PNA Shares and PNB Shares of the Company, may exercise their withdrawal right, under the terms of Article 137, I, of the Brazilian Corporate Law.

2. On the Extraordinary Shareholders' Meeting, to be held on August 26, 2015 at 11:30 a.m., at the Company's headquarters, upon the following agenda: **(i)** the examination, discussion and approval of the Protocol and Justification of Merger by the Company of Maverick Logística S.A., enrolled with the CNPJ under no. 20.747.031/0001-18, with its bylaws duly registered with the Board of Trade of São Paulo under NIRE no. 35.300.468.031, with headquarters at Rua Fernando de Albuquerque, 31, suite 72, Consolação, Zip Code 01.309-030, in the City of São Paulo, State of São Paulo ("Maverick Logística"), executed on August 10, 2015 by the management of the Company and of Maverick Logística ("Protocol and Justification"); **(ii)** the ratification of the appointment of a specialized company, responsible for the valuation of Maverick Logística's net worth, as well as for the preparation of the corresponding valuation report ("Merger Valuation Report"); **(iii)** the examination, discussion and approval of the Merger Valuation Report; **(iv)** the approval of the Merger, under the terms of Article 227 of the Brazilian Corporate Law, of Maverick Logística into the Company, under the terms of the Protocol and Justification ("Merger"); **(v)** the increase of the Company's corporate capital as a result of the Merger; **(vi)** the issuance of the Stock Purchase Warrant by the Company to the subscribing party of the issued shares derived from the increase of the Company's corporate capital as a result of the Merger, as an additional advantage and in consideration to such Merger, under the terms of the Protocol and Justification; **(vii)** the ratification of the appointment of a specialized company, responsible for the preparation of the a valuation report of the credits, which shall be used to pay-in new shares issued by the Company ("Credits Valuation Report"); **(viii)** the examination, discussion and approval of the Credits Valuation Report; **(ix)** the capital increase of the Company for the private subscription in the amount of R\$209,492,091.00 (two hundred and nine million, four hundred and ninety two thousand and ninety one *reais*), through the issuance of 750,800 (seven hundred and fifty thousand and eight hundred) common shares of the Company ("Post Merger Capital Increase"); **(x)** the amendment to the Company's Bylaws in order to reflect the resolutions taken herein, if approved; **(xi)** the dismissal of the current members of the Board of Directors and appointment of the new members of the Board of Directors; **(xii)** the establishment of a Fiscal Council and the appointment of members to the Fiscal Council; and **(xiii)** authorize the Officers to take all necessary measures and actions for the implementation of the resolutions set out above.

The documents and information related to the matters to be discussed on the Extraordinary General Meetings and on the Special General Meetings, hereby summoned, are available for the shareholders at the headquarters of the Company, as well as on the website of the Brazilian

Securities Commission – CVM (www.cvm.gov.br), in accordance with the terms of Law 6.404/76, as amended, and CVM's Instruction 481/09.

In consideration to the terms of CVM's Instruction no. 165 of December 11, 1991, as amended by CVM's Instruction no. 282 of June 26, 1998, notwithstanding the existing rules of the Company's Bylaws, the election of the members of the Board of Directors shall follow the adoption of the multiple vote procedure if: (i) the Company receives a request, in writing, requiring the election of the Board of Directors by means of the multiple vote procedure, signed by shareholders that represent, at least, 5% (five per cent) of the capital stock; and (ii) the referred request is received by the Company with a minimum prior notice of 48 (forty-eight) hours to the Meeting, jointly with the information required by article 10 of ICVM 481/2009.

It is hereby requested that the shareholders submit, with at least 48 (forty-eight) hours in advance to the Meeting, the power-of-attorney, duly legalized under the terms of the law, in the event that such shareholders are being represented. The shareholder or their legal proxy shall attend the Extraordinary General Meeting bearing documents evidencing their identity and, in the event of representation of a corporate shareholder, the documents that prove the respective powers (including powers to grant power-of-attorneys, if applicable). On the same period, the shareholders owners of book-entry shares or custody shares shall deposit copies of their respective shares' extract issued at least 2 (two) commercial days prior to the respective Extraordinary General Meeting. The shareholder that attends the meeting bearing the required documents will be able to participate and vote, even if it failed to deposit such documents in advance.

Rio de Janeiro, August 11, 2015.

Charles Laganá Putz
Chairman of the Board of Directors