

SUL AMÉRICA S.A.

Corporate Taxpayer's Registry (CNPJ/MF) no. 29.978.814/0001-87

Company Registry Number (NIRE) 3330003299-1

Brazilian Securities Commission (CVM) no. 02112-1

Publicly-held Company with Authorized Capital

Call Notice – Annual and Extraordinary General Shareholders' Meetings – The Company's shareholders are hereby called to the Annual and Extraordinary General Meetings to be held cumulatively on March 29, 2017 at 3:00 p.m., at the Company's headquarters located at Rua Beatriz Larragoiti Lucas 121, 6th floor - Cidade Nova, Rio de Janeiro, RJ, to consider and deliberate on the following Agenda:

At the Annual General Meeting:

- I. verify the management accounts, examine, discuss and vote on the financial statements for the fiscal year ended on December 31, 2016;
- II. approve the allocation of net income from the fiscal year ended on December 31, 2016;
- III. establish the number of members of the Board of Directors for the 2017 term;
- IV. appoint the members of the Board of Directors; and
- V. establish the management compensation (Board of Directors and Board of Executive Officers).

At the Extraordinary General Meeting:

- I. approve the increase of the Company's capital stock, in the amount of BRL 1,000,000,000.00, through the capitalization of part of the balance of the Statutory Reserve balance, with new shares attributed to shareholders as bonus and the consequent amendment of article 5 of the Company's bylaws;
- II. approve the adjustment of the Article 16 of the bylaws, in order to record that the Compensation Committee of the Company is now called Human Capital Committee; and
- III. approve the consolidation of the Company's bylaws.

Pursuant to CVM Instruction 165/91, as amended by CVM Instruction 282/90 and Article 4 of CVM Instruction CVM 481/09, it is hereby stated that the minimum percentage to request the adoption of cumulative voting is 5% (five percent) of the Company's voting capital.

The rights provided for in items I and II of Paragraphs 4 and 5 of Article 141 of Law 6,404/76 are hereby assured for the election of members of the Company's Board of Directors.

In order to participate in the Meeting, shareholders must present the following documents, either in original or certified copy:

Any shareholder (individual or legal entity):

- evidence of the custody agent of the shares or units of Sul América S.A. containing information on ownership and number of shares or units of the Company and identity document; and
- in case the shareholder is represented by proxy, identity document of the attorney-in-fact present at the Meetings and power-of-attorney with specific powers, granted under the

terms of Paragraph 1 of Article 126 of Law 6,404/76, by public or private instrument, in the latter case with the grantor's signature recognized in a notary's office.

In the case of a shareholder which is a legal entity, the following documents must also be submitted:

- updated bylaws or articles of association, duly registered with the competent registration body;
- document which evidences the powers of representation (minutes of meeting at which the legal representative(s) was(were) appointed, whether they are present at Meetings or have signed a representation proxy, if this is the case); and
- in case of investment funds, its regulation and the documents referred to above in relation to the administrator.

The Company also informs that it will adopt the remote voting system, allowing shareholders to attend the Meetings by delivering the Distance Voting Bulletin to the custodian agents, the book-keeper or directly to the Company, according to the instructions contained in the Participation Manual and in the Management Proposal.

In compliance with Instruction CVM 481/09, as amended, the documents pertinent to the Agenda are available to the shareholders at the Company's headquarters and can be viewed both on CVM's website (www.cvm.gov.br) and the Company's investors relations page (www.sulamerica.com.br/ri).

Rio de Janeiro, February 21, 2017 – The Board of Directors.