

## **SUL AMÉRICA S.A.**

National Registry of Corporate Taxpayers' (CNPJ/MF) 29.978.814/0001-87

Number of Corporate Registry Identification (NIRE) 3330003299-1

**Publicly Held Company with Authorized Share Capital**

**Publicly held company registration number 02112-1**

### **MATERIAL FACT**

**SUL AMÉRICA S.A.** (B3: SULA11) ("Company"), in compliance with the provisions of paragraph 4<sup>th</sup> of article 157 of the Law No. 6,404/76, as amended ("Law No. 6,404/76") and of the Brazilian Securities and Exchange Commission ("Comissão de Valores Mobiliários" or "CVM") Rule No. 358/2002, as amended, informs its shareholders and the market in general that on this date the Company's Board of Directors approved its fifth (5<sup>th</sup>) issuance of simple, non-convertible, unsecured debentures in up to 2 (two) series, in the communicating vessels system ("Issuance" and "Debentures", respectively).

The Issuance will be composed of five hundred thousand (500,000) Debentures, with a unit face value of one thousand *reais* (R\$1,000.00), totaling five hundred million *reais* (R\$500,000,000.00) on the issuance date. The Debentures of the first series and the Debentures of the second series will mature on October 2022 and October 2024, respectively.

The Debentures will be carried out by means of a public offering with restricted placement efforts, pursuant to Law No. 6,385/76, as amended, and CVM Rule 476/09, as amended ("ICVM 476"), and other applicable legislation and regulations ("Offer"), targeting exclusively professional investors, as defined under Article 9-A of CVM Rule No. 539/13, as amended.

The Issuance of the Debentures in a single series or in two (2) series, the number of Debentures of the first series of Debentures and/or of the second series of Debentures, as well as the remuneration interest of the Debentures will be defined according to the bookbuilding procedure, under the terms set forth in the indenture of the Debentures and in the placement agreement to be entered into between the Company and the underwriters.

The net proceeds from the Issuance will be used in their entirety for reinforcement and adequacy of liquidity levels available to the Company as well as for general corporate purposes.

The effective placement of the Offer is subject to favorable capital market conditions and the Offer is automatically exempted from registration with the CVM, under article 6 of ICVM 476. The Debentures will be subscribed and paid-up through the MDA - *Módulo de Distribuição de Ativos* (Asset Distribution Module) and will be registered for trading in the secondary market through the CETIP21 - *Títulos e Valores Mobiliários*, both of which are operated by B3 S.A. – *Brasil, Bolsa Balcão – Segmento CETIP UTVM*.

The minutes of the Meeting of the Board of Directors of the Company at which the terms and conditions of the Offer were approved, as provided for in article 59, paragraph 1<sup>st</sup> of Law 6404/76, is available on the Company's website ([www.sulamerica.com.br/ri](http://www.sulamerica.com.br/ri)), the CVM's website ([www.cvm.gov.br](http://www.cvm.gov.br)), and B3 S.A. – *Brasil, Bolsa, Balcão* website ([www.b3.com.br](http://www.b3.com.br)).

**The statement of material fact is for information only, in accordance with applicable regulation, and does not constitute, and must not be interpreted as, an effort to sell the Debentures.**

Rio de Janeiro, September 20, 2017.

**SUL AMÉRICA S.A.**

Ricardo Bottas Dourado dos Santos

Vice-President of Control and Investor Relations Officer