

SUL AMÉRICA S.A.

Corporate Taxpayers' ID (CNPJ/MF): 29.978.814/0001-87
Company Registry (NIRE) 3330003299-1

**Publicly held company
CVM Nº 02112-1**

Material Fact

Pursuant to article 157, §4 of Law No 6,404/76 and CVM Instruction 358/02, Sul América S.A. (BM&FBovespa: SULA11) ("Company" or "SulAmérica") hereby announces to its shareholders and to the market in general that its subsidiary Sul América Santa Cruz Participações S.A. ("Santa Cruz") on this date, pursuant to the formalities and procedures for transactions with related parties, including those set forth on the respective Company's Policy and with the approval of the Board of Directors, entered into an agreement with Saspar Participações S.A. ("Saspar" or "Seller") aiming at the acquisition of the total participation held by Saspar into Sul América Capitalização S.A. – SULACAP ("Sulacap"), corresponding to 83.27% of Sulacap capital stock, for the base price of R\$ 214 million, which can be increased by up to R\$71 million provided certain contractual conditions are satisfied. The Seller is controlled by Sulasa participações S.A. ("Sulasa"), a company which also controls SulAmérica.

According to April 2012 data from SUSEP – Private Insurance Superintendency, Sulacap ranked 4th among capitalization companies, with 8.9% market share in terms of revenues, which came to R\$1.2 billion in 2011. Sulacap holds, since 1996, a participation of 24.5% in the capital stock of Caixa Capitalização S.A. ("Caixacap"), a company controlled by Caixa Seguradora S.A.

This acquisition, when concluded, will allow SulAmérica to gain access to new markets and customers, expanding the Company's activities in business segments that are complementary to its current business lines. The capitalization business in Brazil has a market size of R\$14.1 billion (2011), which grew 19.6% compared to 2010.

At an appropriate time, the acquisition will be submitted to the General Shareholders Meeting for approval. The transaction is subject to regulatory approvals and other customary closing conditions.

The Company will inform its shareholders and the market of any new relevant information concerning the operation.

Rio de Janeiro, May 28, 2012

Arthur Farme d'Amoed Neto
Investor Relations Officer