

**PUBLIC TENDER OFFER FOR THE ACQUISITION OF COMMON SHARES ISSUED BY SOUZA CRUZ S.A.**

**INTEREST FORM**

Interest form ("Interest Form") regarding the public tender offer for the acquisition of up to all free float common shares of SOUZA CRUZ S.A. ("Souza Cruz"), other than those held directly by British American Tobacco International (Holdings) B.V., corresponding on September 1, 2015 to approximately 24.73% of the common shares issued by Souza Cruz aiming the cancellation of Souza Cruz's registration with the Brazilian Securities and Exchange Commission (*Comissão de Valores Mobiliários*) and the delisting of Souza Cruz's stock from trading on BM&FBOVESPA S.A. - Bolsa de Valores, Mercadorias e Futuros ("BM&FBOVESPA") of Souza Cruz ("Offer") to be conducted in accordance with the provisions of the Form of Notice of a Mandatory Public Tender Offer for the Acquisition of Common Shares Issued by Souza Cruz S.A. ("Form") published in September 10, 2015 in the Valor Econômico.

This Interest Form shall not constitute an offer to sell securities in the United States of America. The Shares that are object of the Offer shall not be offered or sold in the United States of America absent registration or an exemption from registration under the Securities Act.

Unless otherwise stipulated specifically in this Interest Form, the terms used herein, which begin with capital letters, whether on the singular or in the plural, will have the meaning attributable to them in the Form.

**"CVM's registration of the Offer does not imply, on the part of the CVM, a guarantee of the veracity of this information, nor judgment regarding the quality of the Souza Cruz or its shares"**

<b>1. SHAREHOLDER</b>				
Full Name/Corporate Name				
Address (Rua, Av., Alameda, Praça, etc.)		Number	Supplement	Zip Code
District	City	State	Country	Phone
CNPJ/CPF	Birth/Incorporation Date	Nationality		Marital Status
Occupation/Activity	E-mail	Identity Document		Issuing Agency
Name of legal representative (if applicable)				
Identity Document	Issuing Agency	CPF	Phone/Fax	
<b>2. SHARES HELD</b>				
Issuer Company: <b>SOUZA CRUZ S.A.</b>				
Class and Type	Quantity	Quantity in full		
Common Shares				

**3. EXPRESSION WITH REGARDS TO THE OFFER**

(choose any of the options below)

- a) ( ) expressly consent with the cancellation of Souza Cruz’s registration as a publicly-held company, despite not want to sell its shares in the Auction.
- b) ( ) expressly disagree with the cancellation of Souza Cruz’s registration as a publicly-held company.

**4. SHAREHOLDER’S REPRESENTATION**

The SHAREHOLDER of the Shares who qualify to participate in the Offer, under the terms described in this Form, represent and warrant to the Offeror that (a) is the holder of the Shares to be sold under the Offer; (b) is capable of and qualified to participate in the Offer, under the terms of the laws of their jurisdictions, and to transfer the Shares, pursuant to the terms and conditions established in this Form; and (c) that the Shares to be sold at the Offer, including all the rights attached to them, are free and clear of any liens, rights of guarantee, preference, priority, encumbrances, collaterals, usufruct or any other restriction that may prevent or interfere with the exercise by the Offeror of all rights pertaining to, attached to or arising out of the Shares, or that may prevent or restrict the Offeror in complying with and abiding by all rules and regulations issued by the CVM and/or BM&FBOVESPA

**5.** The SHAREHOLDER that fills in the agreement or disagreement option regarding the Delisting (**fields 3(a) and 3(b) above**) is aware that:

- a) its shares will not be available for sale until the Date of Financial Settlement; and
- b) after Delisting, it will not be possible to sell their Shares over the BM&FBOVESPA, but the shareholders may, however, make use of the provision set forth in item 5.8 of the Form.

**6.** This Interest Form is irrevocable and immutable, subject to the terms and provisions set forth herein and in the Form.

**7.** It is hereby agreed that the courts of the City of Rio de Janeiro, State of Rio de Janeiro, will have jurisdiction to settle any dispute arising from this Interest Form.

**8. I HEREWITH CERTIFY THAT (I) I AGREE WITH THE CONTRACTUAL TERMS AND OTHER CONDITIONS MENTIONED IN THIS INTEREST FORM; (II) OBTAINED A COPY OF THE FORM AND OF THE APPRAISAL REPORT, DESCRIBING ALL THE TERMS AND CONDITIONS OF THE OFFER, AND I AM AWARE OF ITS ENTIRE CONTENT; AND (III) I AM RESPONSIBLE FOR THE FAIRNESS, ACCURACY, PRECISION AND SUFFICIENCY OF THE INFORMATION PROVIDED HEREIN AND ALL OTHER RELATED DOCUMENTATION.**

\_\_\_\_\_  
LOCAL

\_\_\_\_\_  
DATE

\_\_\_\_\_  
SHAREHOLDER

*This Interest Form shall be filled in full and executed by the shareholder or its duly authorized attorney in fact, with notarized signatures. After filled, the form shall be delivered to its Brokerage Company until 12h00 (Brasilia time) on the business day prior to the Auction Date, in two (2) copies.*