

Grendene S.A.

LISTED COMPANY – CNPJ No. 89.850.341/0001-60 – NIRE nº. 23300021118-CE

NOTICE TO STOCKHOLDERS

Candidate for election at Annual General Meeting

Grendene S.A. (BM&FBOVESPA: GRND3) informs stockholders and the market in general, in accordance with Article 6, Sub-item II of CVM Instruction 481 of December 17, 2009, as amended ('ICVM 481/09') and the orientations in CVM Circular SEP/02/2016 as follows:

Grendene has received a proposal from its minority stockholders **FTIF – Templeton Emerging Markets Smaller Companies Fund** and **Templeton Emerging Markets Small Cap Fund** for the person named below to be included in the candidates who will participate in the process of election of a member of the Board of Directors, in the Annual General Meeting of Stockholders of the Company to be held on April 11, 2016 at 9.30 a.m. at the Company's head office:

- **Ms. Isabella Saboya de Albuquerque** – Brazilian, divorced, economist, bearer of Identity Card 08423778-3 issued by IFP/RJ, and registered in the CPF/MF under N° 017.919.007-55 (further information is in Appendix I below).

We remind stockholders that any other minority stockholder wishing to propose candidates for election to the Board of Directors should send the information about such candidate, in the form shown in Appendix III of the Proposal of Management, including the résumés and statements required by CVM Instruction 367/02, by email to dri@grendene.com.br or to the Company's head office.

We further remind stockholders that under the applicable legislation, the names and résumés of the candidates proposed by the controlling stockholder for membership of the Board of Directors are available in the Proposal of Management to the Annual General Meeting of Stockholders, which has been placed at the disposal of stockholders at the Company's head office and has been available since March 8, 2016 on the websites of the Company, (<http://ri.grendene.com.br>), of BM&FBovespa S.A. (the São Paulo Stock, Commodities and Futures Exchange), and of the CVM (the Brazilian Securities Commission).

Sobral, Ceará, Brazil, March 18, 2016.

Grendene S.A.
Francisco Olinto Velo Schmitt
Investor Relations Director

Appendix I

The information indicated in Item 12.5 to 12.10 of the Reference Form, on the candidate proposed by the minority stockholder **Franklin Templeton Investments Fund**

12.5 – Composition and professional experience of management

Name:	Isabella Saboya de Albuquerque
Date of birth:	August 25, 1970
Profession:	Economist
CPF or passport number:	017.919.007-55
Elected position proposed:	Independent member of the Board of Directors
Date of election:	April 11, 2016
Date of swearing in:	April 11, 2016
Period of office:	2 years
Other positions held or functions exercised in the Issuer:	Does not occupy any function in the Issuer.
Elected by the controlling stockholder?	No
Independent member?	Yes
Criterion used by the Issuer to determine independence	Criterion established by Item 4.3. of the Regulations of the <i>Novo Mercado</i> of BM&FBovespa S.A. – Bolsa de Valores, Mercadorias e Futuros.
Consecutive periods of office	(First nomination.)
Professional experience	
Degree in Economics from Pontifícia Universidade Católica do Rio de Janeiro – PUCRJ (1993). Substitute member of the Board of Directors of PAR Corretora. Served as joint manager of Jardim Botânico Investimentos (2009–2015), and analyst and joint manager of <i>Investidor Profissional</i> (2001–2009); Member of the Board of Directors of Dimed/Panvel (2004–2005 and 2006–2007) and Casa Show (2008–2009); Substitute Member of the Board of Directors of Mills S.A. (2008–2009); Member of the Audit Board of Café Iguaçú (2002–2004); Advisor to the office of the president of the CVM (2000 and 2001). She took part in the formulation of the proposal to amend the Corporate Law, and in the GTMC (Capital Markets Workgroup). She worked on the formulation of a Corporate Governance Code issued by the CVM. Was head of the research department of Banco Icatu (1999–2000), and senior analyst at Banco Icatu (1995–2000). She is a member of the Council of IBGC (Brazilian Corporate Governance Institute)	
Statement of any convictions	
Ms. Isabella Saboya de Albuquerque declares that she has not been accused of any offense that would prevent her from carrying out the activities for which he has been appointed, that she does not occupy any position in any company that could be considered to be a market competitor of the Company, and that he has no interest conflicting with that of the Company.	

12.6 – For each of the people who acted as members of the Board of Directors or the Audit Board in the last business year, state, in the form of a table, the percentage of participation in meetings held by each body in the same period, that have taken place after being sworn into the position.

Not applicable, because this is the first nomination of the candidate for election to the Board of Directors.

12.7 – Please supply the information mentioned in item 12.5 in relation to the members of the committees formed under the by-laws, and also of the audit committee, the risk committee, the

finance committee and the remuneration committee, even if such committees or structures are not created by the Bylaws.

The Company does not have committees under the by-laws, nor audit, risk, financial or remuneration committees.

12.8 – For each of the people who acted as members of the committees established under the by-laws, and the audit, risk, financial and remuneration committees, even if such committees are not required to exist under the bylaws, please state, in the form of a table, the percentage of participation in meetings held by each body in the same period, that have taken place after being sworn into the position.

The Company does not have committees under the by-laws, nor audit, risk, financial or remuneration committees.

12.9 – State whether the candidate has a conjugal relationship, stable union or family relationship up to the second degree with the Issuer, or any of its subsidiaries or controlling stockholders

a) Managers of the Issuer

None.

b) (i) managers of the Issuer and (ii) managers of direct or indirect subsidiaries of the Issuer

None.

c) (i) managers of the Issuer or of its direct or indirect subsidiaries and (ii) direct or indirect controlling stockholders of the Issuer

None.

d) (i) managers of the Issuer and (ii) managers of direct or indirect controlling stockholders of the Issuer

None.

12.10 – Relationships of subordination, provision of service or control between managers and subsidiaries, controlling stockholders or others

a) Direct or indirect subsidiary of the Issuer, except where the Issuer directly or indirectly holds 100% of the share capital

None.

b) Direct or indirect controlling stockholder of the Issuer

None.

c) If material: any supplier, client, debtor or creditor of the Issuer, or of any of its subsidiaries, or of the parent companies or subsidiaries of any of these

None.