

GRENDENE S.A. LISTED COMPANY

CNPJ/MF Nº. 89.850.341/0001-60 | NIRE Nº. 23300021118-CE

CONVOCAÇÃO

EXTRAORDINARY AND ORDINARY GENERAL MEETINGS OF STOCKHOLDERS

We invite the stockholders of this Company to meet in an Extraordinary and Ordinary General Meeting to be held on April 7, 2014 at 9.30 a.m. and 10 a.m. respectively, at its head office at Av. Pimentel Gomes 214, in the city of Sobral, State of Ceará, Brazil, for the purpose of deciding on the following Agenda:

I – IN EXTRAORDINARY GENERAL MEETING OF STOCKHOLDERS

To consider the Proposal made by the Executive Board and the Board of Directors, comprising the following items:

- a) Change in the By-laws with alterations to Articles: 15, 21, 23, 32 and 3, to: (i) include the prohibition on a single person holding the positions of both Chairman of the Board of Directors and Chief Executive Officer or Principal Executive of the Company, in accordance with the Listing Regulations of the *Novo Mercado* of the BM&FBOVESPA; (ii) to update the amounts defining the autonomy of action of the Executive Board; (iii) to reformulate the positions on the Company's Executive Board; (iv) to create a reserve established under the By-laws to redeem, repurchase and/or acquire shares issued by the Company; (v) to adapt the drafting relating to the reserve for tax incentive amounts in the light of the changes made by Laws 11638/07 and 11941/09.
- b) To approve a new consolidated version of the By-laws containing the above changes.
- c) Re-ratification of Ordinary General Meeting No. 71, held on April 8, 2013, to re-ratify the remuneration of the Audit Board for the business year 2013, and to attach an appendix containing the Company's capital budget for the business year 2013, as approved by that Meeting.

II – IN ORDINARY GENERAL MEETING OF STOCKHOLDERS

- a) To receive the accounts of the managers, and to examine, discuss and vote on the accounting and/or financial statements of the business year ended December 31, 2013.
- b) To decide on the allocation of the net profit for the business year 2013 and the ratification of any payments of dividends made in advance, and distribution of the balance of dividends, in accordance with the Proposal made by the Company's Management Bodies.
- c) To elect the members of the Board of Directors for a period of office of two years, setting the number of members to be elected and the global remuneration of the managers in accordance with Article 14 of the By-laws.

General Information:

To take part in and vote at the General Meeting of Stockholders, stockholders must prove their status as such, presenting, at least **2 (two) days** prior to the date of the meeting, an identity

(A free translation of the original in Portuguese)

document, and a proof issued by the depositary institution, in original or copy sent by fax, to telephone number +55 XX-54-2109-9991, and/or a digital copy sent by email to dri@grendene.com.br.

Stockholders represented by persons holding powers of attorney must exhibit those powers of attorney by the same deadline and by the same means referred to above.

The originals of the above-mentioned documents, or their copies, authentication and recognition of signature not being required, should be shown to the Company at the moment of opening of the proceedings of the General Meeting (Clause 10 of the By-laws).

In compliance with CVM Instruction 481/09, Article 5, Paragraph 2, stockholders attending the meeting in possession of the required documents may participate and vote in it, even if they have not deposited them previously.

In compliance with CVM Instruction 165, of December 11, 1991, as amended by CVM Instruction 282 of June 26, 1998, stockholders are advised that the minimum percentage of holding in the Company's voting stock necessary for requisition of a multiple vote in the election of members of the Board of Directors is 5% (five per cent).

The Proposal of the Board of Directors to the Ordinary General Meeting of Stockholders, in the form specified in CVM Instruction 481/09, and the related documents, are available to stockholders on the CVM/BOVESPA website and on the Company's website, <http://ri.grendene.com.br>.

Sobral, Ceará, Brazil, march 18, 2014.

Alexandre Grendene Bartelle
Chairman of the Board of Directors