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Marfrig Alimentos S.A. - CNPJ/MF nº 03.853.896/0001-40 - Companhia Aberta



GUIDE TO THE EXTRAORDINARY SHAREHOLDERS' MEETING OF MARFRIG ALIMENTOS S.A.

JUNE 30th, 2010



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BOARD OF DIRECTORS MESSAGE

Dear shareholders,

Marfrig Alimentos S/A in compliance with its policy on corporate governance and respecting the transparency to its investors, has the honor to invite you to attend the Extraordinary General Meeting to be held on June 30th 2010, at 10 AM, in our headquarters, located at Avenida Brigadeiro Faria Lima nº 1912 – Conjunto 7B, Bairro Cerqueira César – São Paulo – SP.

The subjects to be deliberated at this Extraordinary General Meeting are listed hereinafter in this Manual. Furthermore the documents pertaining to such deliberations are fully available to the shareholders, in the Company's headquarters, with the Investors Relations Director, as well as on the Investors Relations website www.marfrig.com.br/ri

Sincerely yours,

Marcos Antonio Molina dos Santos
Chairman of the Board of Directors



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Place, date and time of the Extraordinary General Meeting

1. In first call:

Date: June 30th 2010 (wednesday)

Time: 10 AM

Place: Registered Office Address of the Company located at Avenida Brigadeiro Faria Lima nº 1912 – Conjunto 7B, Cerqueira César – São Paulo – SP.

2. Call Notice:

The Extraordinary Shareholders' Meeting Call Notice was published in the newspapers: (a) Valor Econômico and (b) Official Gazette of the State of São Paulo on April 15, 16 and 17, 2010.



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Guidance on the participation at the Extraordinary Shareholders' Meeting

Aiming to participate at the Extraordinary Shareholders' Meeting, the shareholders must present, preferably two (2) days in advance i.e., up to 06:00 (six) PM of June 28th, the following documents:

Shareholders

Natural person shareholders

- ID document with picture;
- Bank statement with the respective equity holding, issued in the last two (2) days by the financial institution responsible for the custody of Company's stocks.

Legal entity shareholders

- Legalized copy of the latest Company's consolidated Article of Association or Partnership Agreement and of the corporate documentation granting power of attorney (i.e.: Board of Directors election meeting minutes);
- ID document of the legal representative(s) with picture;
- Bank statement with the respective equity holding, issued in the last two (2) days by the financial institution responsible for the custody of Company's stocks.

Shareholders represented by power of attorney

- Besides the documents above stated, power of attorney with legalized signature, which must have been granted less than one year ago to a representative who shall either be a shareholder, an officer to the company or a lawyer;
- Attorney at law ID document with picture;

Note.: The corporate documents must prove the legal representative powers of those granting the power of attorney on behalf of the legal person.

Foreign Shareholders

The foreign shareholders must present the same documents as the Brazilian shareholders, except that the corporate documents of the legal person and the power of attorney must be notarized and certified by the competent consulate.



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Documents Availability

The following documents regarding the matters to be deliberated in the above stated meeting are available at the Company's headquarters and on the website site www.marfrig.com.br/ri :

- i. The present Manual, with the Board of Directors' proposal for the deliberations to be discussed at the meeting;
- ii. Call Notice;
- iii. Information on the issuance of debentures – Exhibit 15 of CVM Instruction 481/2009.



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Management Proposal for the Extraordinary Shareholders' Meeting

Dear shareholders,

We, the board of directors, and Management hereby submit to you, for deliberations and your decision at the extraordinary shareholders' meeting called to convene on June 30, 2010, a proposal for private issuance of unsecured debentures of a single series, convertible into common stock, comprising the First Issuance of the Company's Debentures Program ("First Issuance"), which as of the issue date should total two billion and five hundred million Brazilian reais (R\$2,500,000,000.00). For additional information on the First Issuance of the Debentures Program, you are advised to read the documents required under CVM Instruction No. 481 dated December 17, 2009, which are available for perusal at the registered office of the Company, under care of the investor relations officer, and at our investor relations website at www.marfrig.com.br/ri.

São Paulo, June 15, 2010.

Marcos Antonio Molina dos Santos
Chairman of the Board of Directors



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Call Notice

MARFRIG ALIMENTOS S.A.
Publicly Held Company WITH AUTHORIZED CAPITAL
Corporate Taxpayer's ID (CNPJ/MF) 03.853.896/0001-40
Company Registry (NIRE): 35.300.341.031

EXTRAORDINARY SHAREHOLDERS' MEETING CALL NOTICE

The Chairman of the Board of Directors of Marfrig Alimentos S.A. ("Company"), Mr. Marcos Antonio Molina dos Santos, on June 15, 2010, in accordance with Article 123 of Law 6,404/76, hereby invites the Company's shareholders to attend the Extraordinary Shareholders' Meeting, to be held on June 30, 2010, at 10:00 A.M., at the Company's headquarters, located at Avenida Brigadeiro Faria Lima, 1912, conjunto 7B, in the City and State of São Paulo, to resolve on the following Agenda: (a) proposal for the issue of Unsecured Debentures mandatorily convertible into Common Shares, in a single Series, for private distribution, totaling two billion and five hundred million reais (R\$2,500,000,000.00) on the issue date, which will comprise the 1st issue of debentures of the Company ("1st Debenture Issue"); (b) empowering of the Company's Board of Directors to resolve on items VI to VIII of Article 59 of Law 6,404/1976, as amended, as well as on the opportunity for the 1st Debenture Issue, in addition to empowering the Board of Directors to cancel the debentures that will possibly be acquired by the Company itself; and (c) authorizing the Company's Board of Executive Officers to carry out any and all acts necessary for the implementation of the 1st Debenture Issue, including the power to hire the agent bank, depositary bank and trustee for the 1st Debenture Issue, and to execute the deed of issue and any subsequent addenda within the limits established by the Shareholders' Meeting and the Board of Directors, pursuant to items (a) and (b) above. Copies of all documents related to the matters on the agenda, including those required by CVM Rule 481/2009, are available to shareholders at the Company's headquarters, under the responsibility of the Investor Relations Officer, as well as on the Company's Investor Relations website (www.marfrig.com.br/ri). Shareholders must present identification document/corporate documents and proof of custody of their shares in the Company issued by the depositary institution or by the custody agent in order to substantiate their status as shareholder and attend said Extraordinary Shareholders' Meeting. Shareholders who wish to be



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represented by proxy, as set forth in Article 126, paragraph 1 of Law 6,404, shall file their respective power of attorney or identification document, as well as an updated statement, issued in the last two (2) days, of their custody of Company's book-entry shares provided by the depositary financial institution, at the Company's headquarters preferably at least two (2) days before the Extraordinary Shareholders' Meeting. São Paulo, June 15, 2010. Marcos Antonio Molina dos Santos - Chairman of the Board of Directors.

Information on the Issuance of Debentures – Exhibit 15 of CVM Instruction 481/2009

Dear Shareholders,

Pursuant to Exhibit 15 of CVM Instruction 481/2009, the Management of Marfrig Alimentos S.A. ("Company") hereby submits to the Extraordinary Shareholders Meeting called to convene on June 30, 2010, the following debenture issuance proposal:

a) State the maximum issuance amount.

The total issuance will amount to two billion and five hundred million Brazilian reais (R\$2,500,000,000.00).

b) State whether the issuance will be carried out in a single series.

The issuance will be carried out in a single series.

c) State the number and par value of the debentures in each series.

It is anticipated the Company will issue twenty-five thousand (25,000) debentures at a par value per unit of one hundred thousand Brazilian reais (R\$100,000.00) as of the issue date.

The number of debentures and their par value may be altered upon a decision of the Board of Directors.

d) State the use of proceeds.

The proceeds from this issuance will be allocated primarily to financing recent acquisitions the Company plans to make.

e) Detail the reasons for the issuance and the effects thereof.



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As previously discussed, Management believes this debenture issuance will give the Company the ability to finance certain planned acquisitions (previously disclosed in a notice of material fact) without need for incurring additional indebtedness. Accordingly, these are the prospective target acquisitions: (i) Keystone, an international company with strong presence in the United States and in the European Union, which operates as a McDonald's supplier and logistics provider, which will be announced in a notice of material fact set for publication on June 16, 2010; and (ii) O'Kane, a vertically integrated poultry producer based in Northern Ireland, which was announced in a notice of material fact published on May 25, 2010.

f) State the remuneration attributable to the debentures.

Starting from the issue date, the debentures will accrue interest at a rate of 100% of the CDI (Interbank Deposit Certificates) plus a one percent (1.0%) spread per annum. Interest earned on the debentures will be paid annually, commencing after the last disbursement by debenture holders.

g) State the type of debentures in the issuance and describe the guarantees, if any.

These will be unsecured debentures.

h) State the term and conditions of maturity, amortization and redemption, including in the event of acceleration, if any.

The debentures will mature within sixty (60) months from the issue date, and will be cancelled if converted into shares.

The Company shall be required to pay the debentures in full, at the par value per unit, by converting them into shares. In no event shall the debentures be paid in cash for the unit par value.

The debentures will be amortized in one lump sum payable as of the maturity date.

The debentures shall accelerate upon occurrence of any of the following events.

- a) default on any payment obligation related to the debentures;
- b) repeated protest of notes or bills issued by the Company;
- c) a petition for judicial or extrajudicial reorganization or self-bankruptcy filing by the Company or a bankruptcy decree issued against the Company;



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- d) dissolution or winding up of the issuer;
- e) a delisting from the Novo Mercado segment of BM&FBovespa;
- e) a breach of any non-monetary obligation established in the debenture deed;
- f) the acceleration of any of debt of the Company;
- h) any of the representations made by the Company in the debenture deed being proved untruthful, or materially inaccurate or incomplete as of the date they were made;
- i) a change of the corporate purpose of the Company, except if previously approved by a majority of the holders of outstanding debentures;
- k) the Company issuing redeemable shares or participation certificates without prior and express consent having been given by a majority of the holders of outstanding debentures;
- l) unless previously approved by a majority of the holders of outstanding debentures, a disposition of the Company's controlling ownership, directly or indirectly, by any means whatsoever;
- o) any unjustified failure to meet any of the deadlines set forth in any provision of the debenture deed;
- p) a failure to observe the financial indices set forth in the debenture deed;
- q) the rendering of any final and unappealable adverse decision under which the Company is found to have breached local legislation against discrimination of race or gender, labor exploitation and child labor;
- r) allocation of the net debenture proceeds in any way other than as specified in the debenture deed;
- s) additional conditions and changes to said conditions, as long as approved by the Board of Directors of the Company.

i) State whether the relevant transaction is a private issuance or public offering of debentures.



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This proposal is for a private issuance of debentures, which thus would not require registering the issuance with the Brazilian Securities Commission (Comissão de Valores Mobiliários), or CVM.

j) State the topics regarding which the board of directors is delegated authority to decide.

The Board of Directors will have authority to decide on the matters listed under items VI to VIII of article 59 of Brazilian Corporate Law (Law No. 6.404/1976, as amended), in addition to deciding on the timing of the first issuance of debentures and, further, to decide on the cancellation of debentures which the Company may acquire in the future.

k) Identify the fiduciary agent.

The fiduciary agent has yet to be retained.

l) State the risk rating for the issuance, if any.

Not applicable.

m) State the secondary market on which the debenture will trade, if any.

The debentures will not be marketable securities.

n) In the event of issuance of convertible debentures

i. State the conversion ratio.

The conversion ratio will be determined by means of application of the conversion price over the outstanding balance due under the debentures as of the conversion date. For additional information, see sub-item (v) below.

ii. Justify in detail the economic aspects determining conversion parity.

Management used a set of economic and financial criteria in order to determine conversion parity, in particular taking the following into account:

- (a) The average market price of the shares in the sixty (60) most recent trading sessions, determined as an average per share of eighteen Brazilian reais and fifty centavos (R\$18.50);

- (b) The highest closing price in 2010 was twenty-three Brazilian reais and eighty-five centavos (R\$23.85), as at the close of the session on January 19, 2010; and
- (c) The level of acceptance of the share issuance implemented by the Company pursuant to a Notice to Shareholders dated August 18, 2008, at which time the issue price was twenty-one Brazilian reais and fifty centavos (R\$21.50).

As a result, based on the above set of factors, and given current market conditions, in particular present volatility in the capital markets, Management understands it is appropriate to establish parity and, thus, the conversion ratio on the basis of twenty-one Brazilian reais and fifty centavos (R\$21.50) per unit.

iii. Provide management's opinion on the effects of the capital increase, in particular on ensuing dilution.

The conversion of debentures into common shares will imply increasing the capital stock by approximately two billion and five hundred million Brazilian reais (R\$2,500,000,000.00) because the conditions for adjustment of the conversion base will mimic the net financial effects of purchasing shares of stock at a price of R\$21.50 per share. Management believes this capital increase will not entail unjustified dilution for existing shareholders because on issuing the debentures the Company will offer shareholders the opportunity to exercise preemptive rights to subscribe for these securities and, in addition, because the calculation of the conversion price will be based on a formula that takes into account the market price of the shares of stock.

iv. Provide copies of all reports and other research used to support the decision-making process which set the conversion parity.

For fulfillment of the above requirements, the following documents are attached hereto:

- (a) Calculation chart for the average market price of Marfrig shares in the 60 most recent trading sessions;
- (b) Copy of the Notice to Shareholders dated August 18, 2008, which set the issue price of Marfrig shares at twenty-one Brazilian reais and fifty centavos (R\$21.50).
- (c) The record of stock quotes indicating the highest closing price for 2010;
- v. Provide information on the terms and conditions regulating the conversion.

Each debenture will be individually convertible into a number of common shares issued by the Company, with parity determined by dividing (a) the debenture par value per unit, and (b) R\$21.50 (“Conversion Price”), in either case as adjusted pursuant to the formula set forth below.

$$P_{Formula} = 21.50 \times Factor_{CDI+1\%} - Factor_{Dividends}$$

The Conversion Price, or ratio, shall further be adjusted as follows:

- Added by interest paid to debenture holders over the period;
- Reduced by the total remuneration paid to shareholders; and
- Adjusted to reflect stock splits, reverse splits and bonus share distributions.

If the conversion ratio thus determined exceeds the market price of the shares, capped at the amount of R\$24.50 (as adjusted to reflect stock splits, reverse splits and bonus share distributions but not any index or remuneration), then the conversion price shall correspond to the market value of the shares, determined pursuant to the formula set forth below.

$$P_{Conversion} = \min(\max(P_{Market} ; 24.50); P_{Formula})$$

vi. State the rights, prerogatives and restrictions assigned to the shares for which debentures are converted.

The debentures will be convertible into common shares that (i) will have the same characteristics and restrictions, and the same rights and prerogatives established for the shares as of the conversion date; and (ii) will be entitled to participate fully in any earnings distributions, including distributions of dividends and interest on shareholders’ equity declared by the Company starting from the issue date of the shares upon conversion.

vii. State whether shareholders will have preemptive rights to subscribe for the debentures, detailing the terms and conditions of exercise.

Shareholders are assured preemptive rights to subscribe for the debentures proportionally to their holdings in shares of the Company, as provided by Brazilian Corporate Law, on the basis of the ownership structure as of the date of publication of the related notice to shareholders (the “Preemptive Right”), which right will be exercisable for a period of thirty

(30) days starting from the publication of the notice to shareholders (“Notice to Shareholders”) regarding the debenture issuance and said Preemptive Right (“Exercise Period”).

Shareholders wishing to subscribe for debentures, as set forth in the preceding paragraph, should direct themselves to any branch of the bank designated to act as bookkeeping agent for the debentures, at locations identified in the Notice to Shareholders which will be published in due course, at which time they will sign the debenture subscription list. Where a shareholder is represented by delegate, said delegate will be required to present evidence of the representation powers granted for subscription of the debentures. Shareholders whose shares are under custody at the central securities depository operated by BM&FBOVESPA shall be represented in the debenture subscription act by the relevant custody agent, according to applicable BM&FBOVESPA rules.

viii. Indicate the dilution ratio potentially resulting from the issuance.

As of March 31, 2010, the shareholders’ equity of the Company totaled R\$4,061.768 million, with shareholders’ equity per share of R\$11.70 as of that date. Shareholders’ equity per share is obtained by dividing shareholders’ equity by the total number of shares issued and outstanding as of March 31, 2010.

Upon conversion, assuming issuance of 68,247,400 shares at an assumed market price of R\$36.63 (or higher), the conversion price per share would be R\$ 36,63, whereas the March 31, 2010 shareholders’ equity per share, as adjusted, would be R\$6,118.768 million, or R\$14.74 per share.

Assuming upon conversion the shares trade at a market price of R\$24.50 (or lower), the conversion price per share would be R\$24.50 for total issuance of 102,040,816 shares, whereas the March 31, 2010 shareholders’ equity per share, as adjusted, would be R\$6,118.768 million, or R\$13.63 per share.

Dilution in this case would equate to difference between the price per share issued upon conversion of the debentures and the book value of shareholders’ equity per share promptly upon conversion of the convertible securities resulting from the first debenture issuance. The table below sets forth the calculations of dilution based on the above simulations.

Dilution at a price per share of R\$36.63 – assumes conversion within 5 years at the higher market price and average CDI rate of 12%.



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	R\$
Price per share upon conversion	36.63
Shareholders' equity per share as of March 31, 2010	11.70
Increase in shareholders' equity per share attributable to existing shareholders	3.04
Shareholders' equity per common share after giving effect to the debenture conversion	14.74
Dilution per share for existing shareholders	21.89
Dilution ratio per common share for debenture holders	59.8%

Dilution at a price per share of R\$ 24,50 – assumes conversion within 5 years at the lower market price of R\$24.50.

	R\$
Price per share upon conversion	24.50
Shareholders' equity per share as of March 31, 2010	11.70
Increase in shareholders' equity per share attributable to existing shareholders	1.93
Shareholders' equity per common share after giving effect to the debenture conversion	13.63
Dilution per share for existing shareholders	10.87
Dilution ratio per common share for debenture holders	44.4%



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Power of attorney models

Herein below you will find a model for a **Power of Attorney without instructions about voting** for your participation at the shareholders meeting.

POWER OF ATTORNEY

[SHAREHOLDER - PERSONAL DATA] (hereinafter the "Grantor"), hereby grants full powers of attorney to [NAME], [NATIONALITY], [CIVIL STATUS], [PROFESSION], bearer of the Identity Card GR No. [...], registered on the Tax Roll of the Ministry of Treasury under No. [..], resident and domiciled in the city of [...], State of [..], at Rua [..], to represent him in his capacity as a Shareholder of MARFRIG ALIMENTOS S/A (the "Company"), at the Extraordinary Shareholders' Meeting of the Company, which will be held in first call on June 30, 2010 at 10 am, at the Company's headquarters, Avenida Brigadeiro Faria Lima No. 1912, Cj. 7B, Cerqueira Cesar, in the city of São Paulo, State of São Paulo, in order to examine, discuss and vote in the name of the Grantor the subject matters of the Agenda of said Extraordinary Shareholders' Meeting, being also empowered to perform all other acts that shall be necessary for the faithful fulfillment of this power of attorney.

This power of attorney shall be valid for 15 (fifteen) days as of this date.

[City], [month], [day], 2010

Grantor
(Signature legalized by notary public)



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Herein below you will find a model for a Power of Attorney with voting orientation for your participation at the shareholders meeting.

POWER OF ATTORNEY

[SHAREHOLDER - PERSONAL DATA] (hereinafter the "Grantor"), hereby grants full powers of attorney to [NAME], [NATIONALITY], [CIVIL STATUS], [PROFESSION], bearer of the Identity Card GR No. [...], registered on the Tax Roll of the Ministry of Treasury under No. [...], resident and domiciled in the city of [...], State of [...], at Rua [...], to represent him in his capacity as a Shareholder of MARFRIG ALIMENTOS S/A (the "Company"), at the Extraordinary Shareholders' Meeting of the Company, which will be held in first call on June 30, 2010 at 10 am, at the Company's headquarters, Avenida Brigadeiro Faria Lima No. 1912, Cj. 7B, Cerqueira Cesar, in the city of São Paulo, State of São Paulo, in order to examine, discuss and vote in the name of the Grantor and pursuant to the orientation below established the following subject matters of the Agenda of said Extraordinary Shareholders' Meeting:

Agenda

Extraordinary Shareholders' Meeting:

- (a) proposal for the issue of Unsecured Debentures mandatorily convertible into Common Shares, in a single Series, for private distribution, totaling two billion and five hundred million reais (R\$2,500,000,000.00) on the issue date, which will comprise the 1st issue of debentures of the Company ("1st Debenture Issue");

In favour [] Against [] Abstain []

- (b) a empowering of the Company's Board of Directors to resolve on items VI to VIII of Article 59 of Law 6,404/1976, as amended, as well as on the opportunity for the 1st Debenture Issue, in addition to empowering the Board of Directors to cancel the debentures that will possibly be acquired by the Company itself; and

In favour [] Against [] Abstain []

- (c) authorizing the Company's Board of Executive Officers to carry out any and all acts necessary for the implementation of the 1st Debenture Issue, including the power to hire the agent bank, depositary bank and trustee for the 1st Debenture Issue, and to execute the deed of issue and



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any subsequent addenda within the limits established by the Shareholders' Meeting and the Board of Directors, pursuant to items (a) and (b) above.

In favour [] Against [] Abstain []

For purposes of mandate granting, the attorney at law will have his Powers limited to attending the Extraordinary General Meeting and voting in full compliance with the voting instruction above mentioned, not having the right or being bound to take any measures other than the necessary to proceed this mandate. The representative with power of attorney is authorized to abstain at any deliberation or issue to which he has not received, at his discretion, enough voting instruction for the specific matter.

The present mandate is valid for 15 (fifteen) days, as of the present date.

[City], [day] [month] [2010]

Grantor
(legalized signature)
