

**TRISUL S.A.**

Corporate Taxpayer's ID (CNPJ/MF): 08.811.643/0001-27

Company Registry (NIRE): 35.300.341.627

PUBLICLY-HELD COMPANY

**MATERIAL FACT**

**Trisul S.A.** ("Trisul"), pursuant to CVM Instruction 358 of January 3, 2002, as amended, hereby informs its shareholders and the market in general that, on this date, its Board of Directors approved, unanimously and without reservations:

(i) the **cancellation of the share buy-back program** approved by the Board of Directors' meeting of June 25, 2013 ("2013 Share Buyback Program"). From the creation of the 2013 Share Buyback Program to this date, one million, seven hundred and ninety-two thousand and five hundred **(1,792,500)** common shares issued by the Company were acquired to be held in treasury for subsequent cancellation or disposal. Due to the anticipated cancellation, the 2013 Share Buyback Program was concluded on this date, May 14, 2014.

(ii) the creation of a new buy-back program for shares issued by the Company ("Share Buyback Program"), pursuant to CVM Instruction 10 of February 14, 1980, as amended, under the following limits and conditions:

**Purpose:** the acquisition of shares to be held in treasury or cancelled, in order to promote the efficient application of the Company's available cash, aiming to maximize the creation of shareholder value.

**Number of shares to be acquired:** Up to one million and three hundred thousand (1,300,000) registered, book-entry, non-par common shares which, added to the one million, seven hundred and ninety-two thousand and five hundred (1,792,500) shares issued by the Company and held in treasury, represent approximately nine and ninety-one hundredths of a percent (9.91%) of the free float.

**Duration:** Up to three hundred and sixty-five (365) days as of May 15, 2014.

**Number of outstanding shares:** Thirty-one million, two hundred and one thousand, nine hundred and eleven (31,201,911) registered, book-entry, non-par common shares.

**Financial institutions acting as brokers:** the Share Buyback Program will be brokered by the following brokerage firms: XP Investimentos CCTVM S/A, headquartered at Avenida das Américas, 3.494, Bloco 7, 2º andar, salas 201 a 208 (parte), in the city and state of Rio de Janeiro, inscribed in the roll of corporate taxpayers (CNPJ/MF) under number 02.332.886/0001-04; Fator S/A Corretora de Valores, headquartered at Rua Dr. Renato Paes de Barros, nº 1017, 11º e 12º andares, in the city and state of São Paulo, inscribed in the roll of corporate taxpayers (CNPJ/MF) under number 63.062.749/0001-83; and (iii) Bradesco S/A Corretora de Títulos e Valores Mobiliários, headquartered at Av. Paulista, 1.450, 7º andar, in the city and state of São Paulo, inscribed in the roll of corporate taxpayers (CNPJ/MF) under number 61.855.045/0001-32.

**Program Implementation:** the Board of Executive Officers was granted all powers to take the necessary measures for the implementation of the Program and is responsible for establishing the number of shares to be acquired and the timing of the purchases, in a single operation or

in a series of operations, in compliance with the limits established by the prevailing regulations and this Share Buyback Program.

São Paulo, May 14, 2014.

Fernando Salomão  
Investor Relations Officer