

**Sonae Sierra Brasil S.A. (SSBR3)**

CNPJ nº 05.878.397/0001-32

NIRE 5300358325

**Third Issuance of Debentures**

**Sonae Sierra Brasil S.A. (“Company”)**, pursuant to CVM Instruction #358, from January 3, 2002, as amended, announces to its shareholders and the market that the Company’s Board of Directors has approved, on this date, the third issuance of simple debentures, non-convertible into shares, unsecured, in up to two series (“Offer” and “Debentures”, respectively), for distribution with limited placement efforts, pursuant to CVM Instruction #476/09, from January 16, 2009, as amended (“Limited Offer”). It will be issued 200,000 (two hundred thousand) Debentures with unit par value of R\$1,000.00 (one thousand reais), totaling, on the Issue Date (as defined bellow), R\$200,000,000.00 (two hundred million reais).

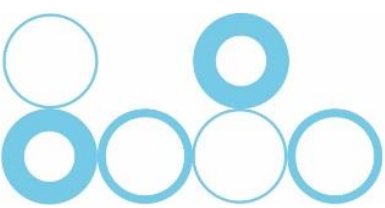
For all legal purposes, the date of issuance of the debentures will be January 15, 2019 (“Issue Date”). The Debentures of the 1<sup>st</sup> series will have a term of five (5) years from the Issue Date, therefore, with maturity on January 15, 2024; and the Debentures of the 2<sup>nd</sup> Series will have a term of 8 (eight) years from the Issue Date, therefore, with maturity on January 15, 2027. The amount of the debentures of the 1<sup>st</sup> and 2<sup>nd</sup> series it will be set on the bookbuilding process. The net funds raised by the Company with the Issue will be used to reinforce the cash position of the Company as well as to additional investments according to the Company’s discretion.

The Limited Offer will be automatically exempted from registration of public distribution with CVM, pursuant to Article 6 of CVM Instruction #476/09.

In addition, the Company informs that it has formally expressed its interest in exercising its preemptive right in the acquisition of a 30% (thirty percent) ideal fraction of Plaza Sul Shopping, located in the City of São Paulo, State of São Paulo, due to the ideal fraction’s owner intention of selling it for the amount of R\$158,500,000.00 (one hundred fifty-eight million five hundred thousand reais).

Notwithstanding, the effective exercise of said preemptive right as well as the consequent acquisition of the aforementioned ideal fraction is subject to the verification of the usual precedent conditions to this type of deal. In any event, if the acquisition is concluded, the Company may use part of the proceeds obtained from the Restricted Offer as payment for the agreed price.

The Company will keep its shareholders and the market in general informed about the aforementioned transaction, in the form of applicable law and regulation.



This material fact has exclusively informational purposes, in accordance with the regulations in force, and should not be interpreted as material of sales of the Debentures.

São Paulo, January 14, 2019.

**Sonae Sierra Brasil S.A.**

**Carlos Alberto Correa**

CFO and Investor Relations Officer

