

EMBRAER

TO THE REGISTERED HOLDERS OF AMERICAN DEPOSITARY RECEIPTS ("ADRs") REPRESENTING COMMON SHARES OF EMBRAER

Please refer to the reverse side of this card for the Resolutions to be voted on at the Meeting.

FOLD AND DETACH HERE

Annual Shareholders Meeting

Special Shareholders Meeting

	FOR	AGAINST	ABSTAIN
Res. 1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res. 2	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res. 3	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

	FOR	AGAINST	ABSTAIN
Res. 4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res. 5	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

	FOR	AGAINST	ABSTAIN
Res. 6	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res. 7	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Address Change Mark box, sign and indicate changes/comments below:

Mark box at right if you wish to give a discretionary proxy to a person designated by the Company. PLEASE NOTE: Marking this box voids any other instructions marked above.

Please be sure to sign and date this Voting Instruction Card.

Sign Below Date: _____

Please sign this Voting Instruction Card exactly as your name(s) appear(s) on the face of this card and on the books of the Depository. Joint owners should each sign personally. Trustees and other fiduciaries should indicate the capacity in which they sign, and where more than one name appears, a majority must sign. If a corporation, this signature should be that of an authorized officer who should state his or her title.

ANNUAL SHAREHOLDERS MEETING

Regular Resolutions

1. Analysis of the management accounts, with examination, discussion and vote on the financial statements related to the year ended December 31st, 2015
2. Allocation of net profits for the fiscal year ended December 31st, 2015 and distribution of dividends
3. Election of the members of the Fiscal Council
4. Establishing the overall compensation of the management Company and the members of the Committees of the Board of Directors
5. Establishing the remuneration of the members of the Fiscal Council

SPECIAL SHAREHOLDERS MEETING

Special Resolutions

6. Amendment of the following articles of the Company's By-laws: (i) **art. 2, items XVI, XVII and XVIII of art. 33 and items VI, IX, X, XI and XII of art. 39**, to replace certain terminology and to correct others, including cross-reference; (ii) **art. 19**, which contains the procedures for calling of the general meetings; (iii) **art. 21**, which contains the quorum for general meetings; and (iv) **§ 4º of art. 27**, which contains rules regarding the Board of Directors' meeting; and
7. Cancellation of a Program for Grant of Embraer S.A. Stock Options to Members of the Board of Directors.

In accordance with paragraph 6 of Article 124 and paragraph 3 of Article 135 of Law No. 6404/76, the document subject of the resolutions of the Annual and Special Shareholders Meeting called herein, including those referred to in Articles 9, 10, 11 and 12 of Securities Commission (CVM) Ruling 481/09 are available to the shareholders at the Company's headquarters and on the websites of the Company (ri.embraer.com.br), the Brazilian Securities Commission - CVM (www.cvm.gov.br) and BM&FBovespa S.A. - Bolsa de Valores, Mercadorias e Futuros (www.bmfbovespa.com.br) on the World Wide Web

Embraer

JPMorgan Chase Bank, N.A., Depository
P.O. Box 64507, St. Paul, MN 55164-0507

Voting Instruction Card

JPMorgan Chase Bank, N.A. (the "Depository") has received advice that an Annual Shareholders Meeting and a Special Shareholders Meeting (the "Meetings") of Embraer (the "Company") will be held at the Company's head office, located at Avenida Brigadeiro Faria Lima 2170, in the city of São José dos Campos, State of São Paulo, Brazil, on April 13, 2016, at 10:00 a.m., for the purposes set forth on this card.

If you are desirous of having the Depository, through its Nominee or Nominees, vote or execute a proxy to vote the Common Shares represented by your ADRs FOR or AGAINST or to ABSTAIN from the Resolutions to be proposed, or any of them, at the Meetings, kindly execute and forward to the Depository, the attached Voting Instruction Card. The enclosed postage paid envelope is provided for this purpose. The Voting Instruction Card should be executed in such a manner as to show clearly whether you desire the Nominee or the Nominees of the Depository to vote FOR or AGAINST or to ABSTAIN from the Resolutions, or any of them, as the case may be. You may include instructions to give a discretionary proxy to a person designated by the Company. The Voting Instruction Card MUST be forwarded in sufficient time to reach the Depository before 12:00 p.m., April 11, 2016. Only the registered holders of record at the close of business on March 24, 2016 will be entitled to execute the attached Voting Instruction Card.

The signatory, a registered holder of ADRs representing Common Shares of the Company, of record as of March 24, 2016, hereby requests and authorizes the Depository, through its Nominee or Nominees, to vote or execute a proxy to vote the underlying Common Shares of the Company represented by such ADRs, on the Resolutions at the Meetings, or to abstain or provide a discretionary proxy, as the case may be, in each case in accordance with the instructions set forth hereon.

These instructions, when properly signed and dated, will be voted in the manner directed herein. If you do not check any boxes on a particular Resolution, no action will be taken with respect to the Shares represented by your ADSs on such Resolution.

NOTE: In order to have the aforesaid shares voted, this Voting Instruction Card MUST be received by the Depository before 12:00 p.m., April 11, 2016.

For more information on the Meetings, please visit the Investor Relations section of the Company's website at <http://ri.embraer.com.br>
JPMorgan Chase Bank, N.A., Depository

PLEASE MARK, DATE AND SIGN ON REVERSE SIDE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE.

Please see reverse side for Voting Instructions.