

## **TEGMA GESTÃO LOGÍSTICA S.A.**

N.I.R.E. 35.300.340.931

CNPJ/MF nº 02.351.144/0001-18

**Public company**

### **MATERIAL FACT**

**TEGMA GESTÃO LOGÍSTICA S.A.** ("Tegma" or the "Company"), concerning the article 157, Paragraph 4th, of Law No. 6,404/1976 and CVM Instruction No. 358/2002, as amended, hereby inform its shareholders and the market in general as follows:

#### **I. Corporate Reorganization of SINIMBÚ PARTICIPAÇÕES SOCIETÁRIAS E EMPREENDIMENTOS S.A. ("Sinimbú")**

(i) Sinimbú, owner shareholder of 20.722.532 common shares, nominative and without nominal value, representative of 31.40% the share capital of the Company ("Tegma Shares"), implemented in 1.12.2018 corporate reorganization involving the following operations:

(a) transfer by Sinimbú from all its 20,722,532 Tegma Shares to the Sinimbú's shareholders in refund to shareholders by means of capital reduction of Sinimbú accomplished at the AGE held on 1.12.2018; and

(b) transfer (b.i) of 15,904,898 Tegma Shares received in the scope with the transfer described in the item (a) aforementioned by the shareholders of Sinimbú, except those received by the shareholder Fernando Luiz Schettino Moreira ("Moreira Franco Family Shareholders"), for the MOPIA PARTICIPAÇÕES E EMPREENDIMENTOS LTDA. ("Mopia"), by virtue of payment of the quotas of issuance of Mopia subscribed in the scope of the capital increase of the Mopia approved in 1.12.2018, and (b.ii) of the 4,817,704 Tegma Shares received within the transfer described in the item (a) aforementioned by the shareholder Fernando Luiz Schettino Moreira to the CABANA EMPREENDIMENTOS E PARTICIPAÇÕES LTDA. ("Cabana"), in payment of the quotas of issuance of the Cabana subscribed within the Cabana capital increase approved in 1.12.2018.

(ii) after the implementation of Tegma Shares transfer described in item (i), the totality of the quotas issued by Mopia continue to be wholly owned by the Shareholders of the Family Moreira Franco Shareholders and 99.8743% of the Cabana issuance quotas, with the consequent control, continue to be wholly-owned by Fernando Luiz Schettino Moreira, in such a way that the current final beneficiaries of the Tegma shares remained unchanged, since the purpose of Sinimbú Corporate Reorganization was not to change the composition of the control or the administrative structure of the Company, but simply to segregate the ownership of these Tegma shares among its final beneficiaries.

#### **II. Tegma Shareholders agreements**

In order to reflect the transactions described in item I, were concluded on 1.12.2018: (i) by Mopia, Cabana and COIMEX EMPREENDIMENTOS E PARTICIPAÇÕES LTDA. the 7th Amendment to the Shareholders Agreement of the Company, and (ii) by Mopia and Cabana the Shareholders Agreement of the Company concerning the Block Mopia/Cabana.

São Bernardo do Campo, January 15, 2018.

Gennaro Oddone

**CEO and Investor Relations officer**