



RUMO S.A.

Publicly-held Company (Category "A")
Rua Emílio Bertolini, nº 100, sala 1
CEP 82920-030, Curitiba, PR
Corporate Taxpayer's ID (CNPJ/MF) No. 02.387.241/0001-60
Company Registry (NIRE) No.413.000.19886

MATERIAL FACT

RUMO S.A. ("Company"), in compliance with provisions of rules issued by Instruction of the Brazilian Securities and Exchange Commission ("**CVM**") No. 358 of January 3, 2002, as amended, CVM Instruction No. 476 of January 16, 2009, as amended ("**CVM Instruction 476**") and for the purposes of Paragraph 4 of Article 157 of Law No. 6.404 of December 15, 1976, as amended ("**Brazilian Corporation Law**"), complementing the material fact released on September 22, 2017 ("**Material Fact on the Offering**") and the material fact released on September 24, 2017, hereby informs its shareholders and the market in general the approval, in a meeting of the Company's Board of Directors held on this date, of the Price per Share (as defined below) at R\$ 12.00 ("**Price per Share**"), the effective increase of the Company's capital stock in the total amount of R\$ R\$2,640,000,000.00, as well as its ratification, within the scope of the primary offering of 220,000,000 non-par, registered, book-entry common shares issued by the Company, all of them free and unencumbered of any burden or encumbrance ("**Shares**"), with restricted placement efforts, pursuant to CVM Instruction No. 476 ("**Offering**").

In view of the Company's capital increase within the scope of the Offering, the new capital stock of the Company shall be R\$ 9,654,897,097.82, divided into 1,559,015,898 non-par, registered, book-entry common shares.

The Shares issued within the scope of the Offering shall be traded at B3 S.A. – Brasil, Bolsa, Balcão ("**B3**") on October 6, 2017, and the physical and financial settlement of Shares shall take place on October 10, 2017.

Offering

The Offering consisted of the primary offering of Shares, with restricted placement efforts in Brazil, in the non-organized over-the-counter market, pursuant to the Placement Agreement of Law No. 6.385 of December 7, 1976, as amended, and pursuant to procedures of CVM Instruction No. 476 and other legal and applicable provisions and regulations, coordinated by Banco Bradesco BBI S.A., Banco Morgan Stanley S.A., Banco Santander (Brasil) S.A., BB-Banco de Investimento S.A., Banco Itaú BBA S.A., Bank of America Merrill Lynch Banco Múltiplo S.A., Banco BTG Pactual S.A., Banco de Investimentos Credit Suisse (Brasil) S.A. and Goldman Sachs do Brasil Banco Múltiplo S.A.

Price per Share

The Price per Share was defined by the Company's Board of Directors after conclusion of the Bookbuilding Procedure, having as parameter (i) the quote of the Company's common shares at B3; and (ii) the indications of interest due to the quality and quantity of demand (per volume and price) collected

with Professional Investors (“**Bookbuilding Procedure**”). The Price per Share is not an indication of prices to prevail on the market after conclusion of the Offering. Pursuant to Article 170, Paragraph 1, item III of the Brazilian Corporation Law, the criterion selected to determine the Price per Share was justified by the fact that the Price per Share did not envisage the unjustified dilution of the Company’s shareholders.

The participation of Cosan Logística S.A. in the Offering was not considered for the purposes of setting the Price per Share. Shareholders who exclusively participated in the Priority Offering did not participate in the Bookbuilding Procedure, therefore, they did not participate in the process to determine the Price per Share.

The participation of Professional Investors was accepted, pursuant to Article 1, item VI of CVM Instruction No. 505, if Parties Relating to the Bookbuilding Procedure. Since we verified demand exceeding one third (1/3) of the quantity of Shares tendered, the placement of Shares with Professional Investors who are Related Parties was restricted to twenty percent (20%) of total Shares tendered (including the Supplementary Shares).

Investment Interest

The Company’s controlling shareholder, Cosan Logística S.A. (“**Cosan**”), subscribed and will fully pay, by the Price per Share, the Shares in quantity corresponding to its Priority Right, within the scope of the Priority Offering.

Cosan did not subscribe for Shares in the scope of the Institutional Offering.

Allocation of Funds

For further information about the use of proceeds from the Offering, see item “18.12. *Securities - Other Relevant Information*” of the Company’s Reference Form.

Capitalization

For further information about the impacts as regards the realization of the Offer to the Company’s capital, see item “18.12. *Securities - Other Relevant Information*” of the Company’s Reference Form.

Dilution

The shareholder who did not exercise its priority to subscribe, or subscribed a quantity of Shares inferior to its respective proportion in the shareholding position or, further, exercised its Priority Right by subscribing to a quantity of Shares inferior to the stakeholding to which it would be entitled if it also subscribed the Supplementary Shares, will be diluted in its interest in the Company’s capital stock.

For further information about the dilution in the value of the Shares derived from the realization of the Offer, see item “18.12. *Securities - Other Relevant Information*” of the Company’s Reference Form.

Costs of Allocation

For further information about the costs of allocation of the Offering, see item “18.12. *Securities - Other Relevant Information*” of the Company’s Reference Form.

Additional Information

Unless when otherwise specifically defined in this material fact, the terms employed herein in capital letters shall have the meaning assigned thereto in the Material Fact on the Offering. Other terms,

conditions and procedures referring to the Offering shall remain unaltered in relation to those released by the Company by means of the Material Fact on the Offering.

Any notices related to the Offering will be disclosed by means of a notice to the market or material fact on the Web pages of CVM (<http://www.cvm.gov.br>), B3 (<http://www.bmfbovespa.com.br>) and of the Company (<http://ri.rumolog.com>).

The Company will keep its shareholders and the market in general informed about the process of the Offering, in accordance with the applicable regulations. Additional information about the Offering may be obtained from the Company's Investor Relations Department, in the City of Curitiba, State of Paraná, at Rua Emílio Bertolini, no. 100, sala 1, CEP 82920-030 or at the Company's website(<http://ri.rumolog.com>).

Curitiba, October 4, 2017.

RUMO S.A.

Ricardo Lewin

Chief Financial and Investor Relations Officer