

## **MATERIAL FACT**

### **JOINT VENTURE AGREEMENT BETWEEN RAÍZEN COMBUSTÍVEIS S.A. AND FEMSA COMERCIO, S.A. DE C.V.**

**São Paulo, August 6<sup>th</sup>, 2019 – RAÍZEN ENERGIA S.A.** (“Raízen” or “Company”), in compliance with CVM Instruction 358/02, hereby informs the market that Raízen Combustíveis S.A. (“Raízen Combustíveis”) and its subsidiary Raízen Conveniências S.A. (“Raízen Conveniências”), both part of the Raízen Group of companies, entered, on this date, into a Share Purchase and Investment Agreement with Femsa Comercio, S.A. de C.V. and companies pertaining to its economic group (together, “Femsa Comercio”), which establish the terms and conditions for the acquisition of interest in Raízen Conveniências by Femsa Comercio, as well as the formation of a joint venture in Brazil (“Transaction”).

#### **Transaction Summary**

Upon the closing of the Transaction, Femsa Comercio will hold 50% of the capital stock of Raízen Conveniências, through the subscription of new shares and also the direct purchase of existing shares of the company's capital stock currently held by Raízen Combustíveis. For the Transaction, an Enterprise Value of R\$1,122 million was considered, based on the acquisition of interest in a company free of any debt or cash.

Following the implementation of the Transaction, Raízen Combustíveis and Femsa Comercio will be shareholders of Raízen Conveniências in the proportion of 50/50 of the share capital. The joint venture will have its own professional and corporate governance structure.

The closing of the Transaction will be subject to approval by the Administrative Council for Economic Defense (CADE) and the implementation of certain usual precedent conditions.

#### **Transaction Purpose**

The purpose of this Transaction is the expansion of the convenience franchise store business in service stations under the “Shell Select” brand and the development of the proximity store business outside service stations under the “OXXO” brand.

This partnership with Femsa Comercio represents an important step towards expanding the convenience and proximity market in Brazil, ensuring even more efficiency in Raízen Group's investments and in its operations, as well as offering a better value proposition to our franchisees.

**About FEMSA:**

Femsa Group has proven track record of profitable growth in Latin America. It participates in the retail industry through Femsa Comercio, comprising a Proximity Division operating under OXXO, with more than 18,000 stores in Mexico, Chile, Colombia and Peru, a Health Division, which includes drugstores and related activities, and a Fuel Division, which operates the OXXO GAS chain of retail service stations. Through its business units, Femsa Group has more than 297,000 employees in 13 countries.

Sincerely,

Guilherme José de Vasconcelos Cerqueira  
Chief Financial and Investor Relations Officer