

**COMPASS GÁS E ENERGIA S.A.**

Publicly-held Company

Corporate Taxpayer's ID (CNPJ/ME) 21.389.501/0001-81

Company Registry (NIRE) 35.300.472.659

**MATERIAL FACT**

A **COMPASS GÁS E ENERGIA S.A.** ("Compass" or "Company"), in compliance with provisions of the Instruction No. 358 issued by the Brazilian Securities and Exchange Commission of January 3, 2002, hereby informs that, with the approval of its Board of Directors, it has submitted on this date its proposal for the bidding process promoted by Petróleo Brasileiro S.A. – Petrobras to divest its 51% equity interest in the equity of Petrobras Gás S.A. – Gaspetro ("Gaspetro"). The Company's proposal is guaranteed by its controlling shareholder, Cosan S.A. Any other terms and conditions are confidential, due to the nature of the bidding process conducted by Petrobras.

The implementation of this potential transaction is subject to various factors, including the selection of Compass' proposal as winner of the bidding process, the successful completion of negotiations deriving therefrom, and the execution of related purchase and sale agreement for the acquisition of 51% equity interest in Gaspetro's capital stock, which will foresee usual condition precedents in transactions of this nature, including regulatory and antitrust approvals.

Gaspetro is a holding company that owns stakes in 19 gas distribution companies, which exclusively explore local piped natural gas distribution services in the various Brazilian States.

Compass will keep its shareholders and the market in general informed of any developments relating to this potential transaction.

São Paulo (SP), October 26 2020.

**Rafael Bergman**

CFO and IRO