

METALFRIO S.A.

(Publicly-held Corporation)
CNPJ/MF nº 04.821.041/0001-08
NIRE 35.300.339.436

MATERIAL FACT

METALFRIO SOLUTIONS S.A., in compliance with the provisions of article 157, paragraph 4 of Law 6,404/76, and as required by the Brazilian Securities and Exchange Commission Instruction 358/02, informs its shareholders and the market that it received, on this date, the following correspondence of its controlling shareholder, Mr. Marcelo Faria de Lima:

"Mr. Marcelo Faria de Lima ("Shareholder") informs the Board of Directors of Metalfrío Solutions S.A. ("Metalfrío") that he intends to, directly or through controlled companies, acquire the shares of Metalfrío's non-controlling shareholders, through a unified public tender offer for the cancellation of Metalfrío's publicly-traded company registration and withdrawal from B3 S.A - BRASIL, BOLSA, BALCÃO's *Novo Mercado* segment ("Novo Mercado"), in the terms of paragraph 4 of article 4 of Law No. 6,404/76, Brazilian Securities Commission Instruction No. 361/02 and Sections X and XI of the Novo Mercado Regulation ("Public Tender Offer"). I inform that the Public Tender Offer will be aimed at 1,960,396 common shares issued by Metalfrío ("Shares"), representing 47.7359% of Metalfrío's capital. The maximum price to be offered will be of R\$41,40 (forty-one reais and forty cents) per share, to be paid in local currency. I also inform that if the necessary agreement percentage, as well as other legal requirements for the delisting, is not achieved, the offer, within the limits allowed, and the removal of the Company from the Novo Mercado segment remain valid".

It was also requested by the Shareholder that a Metalfrío Board of Directors meeting takes place and that shareholders be summoned to gather in an Extraordinary General Meeting, in which (i) the holders of outstanding shares, as defined in the Novo Mercado regulation, shall deliberate on the hiring of a specialized company to prepare the Shares' appraisal report, based on a three-name list to be submitted by Metalfrío's Board of Directors, and (ii) the shareholders shall deliberate on Metalfrío's withdrawal from the Novo Mercado.

The realization of the Public Tender Offer shall be subject to approval by the regulatory agencies and the other terms and conditions of the offer shall be timely disclosed to the market, in accordance with the applicable standards. The Company's Board of Directors will meet to take the appropriate measures.

São Paulo, October 2, 2017.

Frederico da Silveira Moraes

Chief Financial and Investor Relations Officer