

COMPANHIA DE SANEAMENTO DO PARANÁ – SANEPAR

A PUBLICLY-HELD COMPANY

CVM Code No. 01862-7

CNPJ No. 76.484.013/0001-45

MATERIAL FACT

Companhia de Saneamento do Paraná – Sanepar (“Company”), in compliance with the provisions of article 157, paragraph 4th, of Law No. 6,404, of December 15, 1976, as amended and currently in force, and Brazilian Securities Exchange Commission (“CVM”) Rule No. 358, of January 03, 2002, as amended and currently in force, hereby publicly informs to its shareholders, investors and the public in general that the Company’s Board of Directors, during a meeting held on November 27, 2019, approved the structuring of the Restricted Offering (as described below) and on February 17, 2020, approved the terms and conditions of the tenth (10th) issuance, by the Company, of debentures not convertible into shares, in up to two series, with restricted placement efforts (“Issuance” and “Debentures”, respectively), in the amount of three hundred and fifty million *reais* (R\$ 350,000,000.00), which are subject to public distribution with restricted efforts, under a firm of guarantee of placement under the terms of CVM Instruction No. 476, of January 16, 2009, as amended and currently in force (“Restricted Offering” and “CVM Instruction 476”, respectively).

The Debentures will be issued according to the article 2, of Law No. 12,431, of June 24, 2011, as amended (“Law 12.431”), the Decree No. 8.874, of October 11, 2016, (“Decree 8.874”) and by the *Conselho Monetário Nacional* Resolution No. 4.751, of September 26, 2019, or by subsequent norms that changes, replace or complement them in a way that the holders can claim their tax benefits as set forth under the law.

The Restricted Offering is exclusively reserved for professional investors, as defined in article 9-A of CVM Instruction No. 539, of November 13,

2013, as amended and currently in force, and it is automatically exempt from registration of public distribution in the CVM

Shall be issued thirty five thousands (35.000) Debentures, given that the quantity of Debentures to be allocated in each series will be defined as demanded by the Bookbuilding Process (as described below). The nominal value per Debenture shall be ten thousand *reais* (R\$ 10,000.00), on the Date of Issuance (as described below). For all legal purposes and effects, the date of issuance of the Debentures shall be on March 15, 2020 (“Date of Issuance”).

The Issuance shall be implemented in up to two series. The procedure for collecting the investment intentions of the potential investors in the Debentures, organized by the underwriters of the Restricted Offering, without receiving advance reservations, without minimum or maximum lots, in compliance with the provisions of article 3 of CVM Instruction 476, shall be adopted, to define: **(i)** the remuneration of the Debentures; **(ii)** the quantity of Debentures to be allocated in each series; and/or **(iii)** the existence of each series (“Bookbuilding Process”), considering that the allocation of the Debentures between the series will occur in the system of “*vasos comunicantes*”, being certain that any series may not be issued, in which case all Debentures will be issued in a single series, depending on the results of the Bookbuilding Process. The result of the Bookbuilding Process shall be ratified by amending to the debentures deed, which shall be registered before the Board of Trade of the State of Paraná, without the need for new corporate approval by the Company or a general meeting of debentureholders.

The final maturity of the first series Debentures, if issued, shall occur at the end of the term of seven (7) years as of the Date of Issuance, therefore, with maturity on March 15, 2027. The final maturity of the second series Debentures, if issued, shall occur at the end of the term of nine (9) years as of the Date of Issuance, therefore, with maturity on March 15, 2029.

The Debentures shall be deposited for: **(i)** public distribution in the primary market by the *MDA – Módulo de Distribuição de Ativos* (MDA), managed and operated by *B3 S.A. – Brasil, Bolsa, Balcão – Segmento Cetip UTVM* (“B3”); **(ii)** trading in the secondary market with *CETIP21 – Títulos e Valores Mobiliários* (CETIP21), managed and operated by B3, with the negotiations settled financially and the Debentures electronically held in



custody at B3; and **(iii)** electronically held in custody at B3.

According to the article 2, paragraphs 1 and 1-B, of Law 12.431, Decree 8.874, the ordinance of the Ministry of Regional Development (*Ministério do Estado do Desenvolvimento Regional*) No. 1.917, of August 09, 2019, and the applicable regulation, in the totality of the resources raised by the Company by this Issuance will be destined: **(i)** for the payment of future expenses, expenditures or debts to be disbursed within the scope of the Projects (as defined in the debentures deed) and, while not destined directly under the terms described in the debentures deed, will be kept in cash instruments or cash equivalent until its actual disbursement under the terms of in the debentures deed; **(ii)** reimbursement of expenses or debt repayment, in the scope of the Projects (as defined in the debentures deed), incurred in the period of twenty-four (24) months prior to the sending of the closing communication of the Offering to CVM, related to the development, construction and operation of the Projects (as defined in the debentures deed).

This Material Fact is only for information purposes, under the terms of the currently legislation, and shall not be interpreted or considered, for all legal purposes, as a material for the sale and / or disclosure of the Debentures.

Curitiba, February 17th, 2020.

Abel Demetrio
Chief Financial and Investor Relations Officer