



COSAN S.A. INDÚSTRIA E COMÉRCIO

Corporate Taxpayer ID (CNPJ):

50.746.577/0001-15

Company Registry (NIRE): 35.300.177.045

Publicly Traded Company

MATERIAL FACT

Cosan S.A. Indústria e Comercio (BM&FBovespa: CSAN3) ("Cosan" or "Company"), complementing the Material Fact notices dated July 5, 2010 and September 8, 2014, announces that GIF Rumo Fundo de Investimentos em Participações ("GIF"), a subsidiary of Gávea Investimentos and shareholder of Rumo Logística Operadora Multimodal S.A. (BM&FBovespa: RUMO3) ("Rumo"), exercised its right to exchange or swap twelve million, eight hundred thirty-one thousand, one hundred and two (12,831,102) shares issued by Rumo – representing the entirety of its equity interest in said company and its shares bound by the Shareholders' Agreement of Rumo ("Bound Shares") – for shares issued by Cosan and shares issued by Cosan Logística S.A. (BM&FBovespa: RLOG3) ("Cosan Log"), pursuant to the shareholders' agreement entered into in 2010, as amended, between Cosan Log, TPG VI Fundo de Investimento em Participações ("TPG"), GIF, Cosan and Cosan Limited.

The exchange ratio established is of 19.246654 Bound Shares to one (1) share in the Company and one (1) share in Cosan Log ("Exchange Ratio"), subject to the customary adjustments to be determined within the contractual terms, such as Rumo's share grouping. The liquidation of such transaction can be made based on shares swap, as provisioned, or through alternative instruments to be agreed between the parties.

Cosan has 120 days, as of April 22, 2016, to complete the transaction.

Cosan further announces that, on the date hereof, it was notified by TPG that it will not exercise its exchange right at this time, which is valid through April 1, 2018 or in the event of transfer of control of Cosan. The full contents of the Shareholders' Agreement are available on the Investor Relations website of Rumo and of the Securities and Exchange Commission of Brazil (CVM).

Cosan will keep its shareholders informed of any developments in the process described above.

São Paulo, April 28, 2016

Paula Kovarsky

Investor Relations Officer