



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 ("Cosan" or "Company") ("BM&FBovespa: CSAN3), in compliance with the disposal of CVM Instruction No. 358/02, and in continuity with the notice to the market dated October 24th, 2016, announces to its Shareholders and the market in general that the Company and Shell International Petroleum Company Limited ("Shell"), have concluded negotiations to remove the fixed date call options over Raízen Energia S.A. and Raízen Combustíveis S.A. (jointly only "Raízen") shares exercisable in 2021 and 2026 by executing an amendment to the relevant agreements.

This new shareholder arrangement between Cosan and Shell intends to strengthen the long term partnership in Raízen, eliminating the options with fixed dates and replacing them with certain call options exercisable by Shell or Cosan in specific circumstances (detailed in the Reference Form of the Company). The Parties have also agreed to renew the existing lock up period, for 5 years from the present date. After this period, the Parties may sell their Raízen's shares subject to compliance with certain preemptive rights in favor of the other.

São Paulo, November 23, 2016

Paula Kovarsky

Investor Relations Officer