



**COSAN S.A. INDÚSTRIA E COMÉRCIO**  
Corporate Taxpayer ID (CNPJ) 50.746.577/0001-15  
Company Registry (NIRE): 35.300.177.045  
Publicly Held Company

### **MATERIAL FACT**

**Cosan S.A. Indústria e Comércio (BM&FBovespa: CSAN3)** (“**Cosan**” or “**Company**”), continuing the Material Fact notices of July 5, 2010, September 8, 2014 and April 28, 2016, hereby announces that TPG VI Fundo de Investimento em Participações (“**TPG**”), a shareholder of Rumo S.A. (**BM&FBovespa: RUMO3**) (“**Rumo**”), exercised its right to exchange 12,831,102 shares issued by Rumo – all its shares bound by the shareholders’ agreement of Rumo, entered into by and between Cosan, Cosan Logística S.A., GIF Rumo Fundo de Investimento em Participações, TPG and Cosan Limited in 2010, as amended (“**Bound Shares**” and “**Shareholders Agreement**”) for shares issued by Cosan and shares issued by Cosan Logística S.A. (**BM&FBovespa: RLOG3**) (“**Cosan Log**”).

The exchange ratio established is 1.9238741 Bound Shares for each share of Cosan and 8.2463021 Bound Shares for each share of Cosan Log. TPG, the Company and Cosan Log agreed to financially settle the share exchange obligation as follows: **(i)** Cosan will pay TPG, in cash, R\$ 275,780,038.00, within 5 business days from this date in consideration for 11,479,987 common shares of Rumo held by TPG; and **(ii)** Cosan Log will pay TPG, the amount resulting from the multiplication of 1,555,983 by the average closing price of Cosan Log shares over a period of 20 days including 15 consecutive trading days immediately prior to this date and 5 consecutive trading days immediately following this date, plus interest, if applicable, in accordance with the Shareholders Agreement, in consideration for 1,351,115 common shares of Rumo held by TPG, in accordance with the Material Fact notice published by Cosan Log on the date hereof.

After the settlement of the share exchange obligations, the Shareholders Agreement will automatically be terminated.

São Paulo, February 23, 2017.

**Paula Kovarsky**

Investor Relations Officer