



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 Comercio (B3: CSAN3) (“Cosan” or “Company”), hereby announces that its Board of Directors amended, on this date, the Share Buyback Program of the Company, as follows:

Share Buyback Objective:	Acquisition of shares to be held in treasury, canceled or sold.
Period to carry out the operation:	By Dec. 12, 2018
Maximum number of shares to be repurchased in the period:	15,388,000 shares (representing approximately 3.77% of all outstanding shares).
Free Float on the date hereof:	169,778,142 shares
Company’s Profit Reserve (Retained Earnings + Statutory Reserve) on Dec. 31, 2017:	R\$ 4,556,087 (in thousands)

Intermediary financial institutions:

- (i) Credit Suisse (Brasil) S/A CTVM, CNPJ 42.584.318/0001-07
- (ii) Bradesco S/A CTVM, CNPJ 61.855.045/0001.32
- (iii) Merrill Lynch S.A. Corretora de Títulos e Valores Mobiliários, CNPJ 02.670.590/0001-95; and
- (iv) XP Investimentos CCTVM S/A, CNPJ 02.332.886/0001-04

São Paulo, March 1, 2018

Guilherme Lelis Bernardo Machado
Investor Relations Officer

**Appendix 30-XXXVI of CVM Instruction no. 480/09, as amended by
CVM Instruction 567/15
(Trading on Own Shares)**

1. Justify in details the objective and expected economic impacts of the operation;

The share buyback program has the objective of acquiring shares issued by the Company to be held in treasury, canceled or sold. Repurchased shares that are held in treasury may, at the discretion of the management, be used to meet obligations arising from stock option plans used to retain executives, in accordance with the terms approved by shareholders' meetings and by the Board of Directors.

2. Provide the number of shares (i) in the free float and (ii) already held in treasury;

The Company has one hundred sixty-nine million, seven hundred seventy-eight thousand, one hundred and forty-two (169,778,142) shares in the free float, and (ii) one million, five hundred eighty-nine thousand, two hundred thirty-nine (1,589,239) treasury shares.

3. Provide the number of shares that may be acquired or sold;

Under the approved plan, the Company may repurchase up to fifteen million, three hundred eighty-eight thousand (15,388,000) common shares, representing 3.77% of the total shares issued by the Company.

4. Describe the main characteristics of derivative instruments the Company may use, if any;

No derivative instruments will be used in this operation.

5. Describe, if applicable, any agreements or voting instructions between the company and the counterparties of the transactions;

Not applicable. The Company will conduct the transactions in the stock exchange, without knowing the counterparties thereof, and it does not have or will have any agreements or voting instructions signed with such counterparties.

6. In the event the transaction is conducted outside organized stock markets, please provide:

- a. the maximum (minimum) acquisition (sale) price of the shares; and**
- b. if applicable the reasons justifying the operation at prices more than ten percent (10%) higher, in the case of acquisitions, or more than ten percent (10%) lower, in the case of sale, than the volume-weighted average price of the shares in the last ten (10) trading sessions;**

Not applicable, since all transactions will be conducted in the stock exchange and at market prices.

7. Please provide, if applicable, any impacts of the trading on the composition of the controlling interest or administrative structure of the company;

There will be no significant changes in the controlling interest or in the Company's administrative structure.

8. Identify the counterparties, if known, and, if they are related parties to the company, as defined in the accounting standards addressing this matter, provide the information required under Article 8 of CVM Instruction 481 of December 17, 2009;

All transactions will be carried out in the stock exchange and at market prices and, therefore, the Company has no knowledge of the future counterparties of the operations. Additionally, the Company will not transact with its related parties.

9. Describe the allocation of proceeds, if applicable;



The shares will be held in treasury, to be later sold and/or canceled, and used to meet stock option plans. Any proceeds will be kept in the Company's cash.

10. Provide the deadline for completing the authorized transactions;

The deadline for acquiring the shares is within 12 months from December 12, 2017, i.e. December 12, 2018.

11. Provide the financial institutions acting as brokers, if any;

The intermediary financial institutions are:

- (i) Credit Suisse (Brasil) S/A CTVM, CNPJ 42.584.318/0001-07
- (ii) Bradesco S/A CTVM, CNPJ 61.855.045/0001-32
- (iii) Merrill Lynch S.A. Corretora de Títulos e Valores Mobiliários, CNPJ 02.670.590/0001-95; and
- (iv) XP Investimentos CCTVM S/A, CNPJ 02.332.886/0001-04

12. Provide the origin of available funds to be used, in accordance with Article 7, Paragraph 1 of CVM Instruction 567 of September 17, 2015.

The transactions to be conducted in connection with the Share Buyback Plan will be supported by amounts available in the Company's Profit Reserves (Retained Earnings and Statutory Reserve), with the exception of the reserves set forth in Article 7, Paragraph 1 of CVM Instruction 567/15. The balance available on the Retained Earnings Reserve and Statutory Reserve, in accordance with the Company's Interim Financial Statements as of September 30, 2017 is three billion, six hundred and eighteen million, nine hundred and seventeen thousand reais (R\$3,618,917).

13. Specify the reasons why the members of the board of directors feel comfortable that that the share buyback will not hinder the compliance with obligations assumed before creditors or the payment of fixed or minimum mandatory dividends. (NR)



The Board of Directors of the Company believes that carrying out this repurchase program will not affect the capacity to meet obligations assumed before the Company's creditors or the payment of the minimum mandatory dividends. The Company enjoys a comfortable liquidity position with a controlled leverage level that supports the execution of the plan.