



**COSAN S.A.**

Corporate Taxpayer ID (CNPJ) 50.746.577/0001-15  
Company Registry (NIRE) 35.300.177.045  
Publicly Held Corporation  
CVM 19836

**MATERIAL FACT**

**COSAN S.A. (B3: CSAN3)** ("Cosan") and Cosan Logística S.A. (B3: RLOG3) ("Cosan Log" and, jointly with Cosan, the "Companies"), both directly controlled by Cosan Limited (NYSE: CZZ), in compliance with Article 157, Paragraph 4 of Law No. 6.404 of December 15, 1976, as amended ("Law No. 6.404/76"), and provisions of Instruction issued by the Brazilian Securities and Exchange Commission ("CVM") No. 358 of January 3, 2002, as amended ("CVM Instruction No. 358/02"), informs its shareholders and the market in general that the Companies' executive boards will assess the feasibility of Cosan Log being incorporated by Cosan, pursuant to Article 264, Paragraph 4 of Law No. 6.404/76, by which Cosan would become Cosan Log's universal successor, and therefore, the direct controlling shareholder of Rumo S.A. (B3: RAIL3), maintaining CZZ's indirect control ("Intended Transaction").

The referred feasibility study will envisage evaluating the authorizations, conditions, and processes required to execute the Intended Transaction in up to twelve (12) months, including the eventual setup of independent committees to negotiate the swap ratio, pursuant to prevailing rules.

By means of the Intended Transaction, Cosan and Cosan Log seek to simplify and optimize the group's corporate structure and reduce operating expenses.

Cosan and Cosan Log will keep its shareholders and the market in general updated on the Intended Transaction developments.

São Paulo, October 24<sup>th</sup>, 2018

**Marcelo Eduardo Martins**  
**Chief Financial and Investor Relations Officer**