



**COSAN S.A.**  
**Corporate Taxpayer ID (CNPJ/MF): 50.746.577/0001-15**  
**Company Registry (NIRE): 35.300.177.045**  
**Publicly Held Company**  
**CVM 19836**

### **MATERIAL FACT**

**COSAN S.A.** (B3: CSAN3) ("Cosan" or "Company"), in compliance with provisions of Instruction issued by the Brazilian Securities and Exchange Commission ("CVM") No. 358 of January 3, 2002, informs the market in general that, on this date, it has entered into an Investment Agreement with affiliates of CVC Fund VII ("Investor"), through which the Investor will make a primary capital increase into Cosan Lubes Investments Limited ("Moove"), a subsidiary of the Company with its registered office in England. The total amount of the capital increase will be up to R\$562 million, through the issuance of new common shares representing approximately 30% (thirty percent) of Moove's capital, subject to customary working capital and net debt adjustments ("Transaction"), implying a total EV of R\$1,980 million. Of the total capital increase, Moove will receive R\$434 million on the closing of the Transaction and up to R\$128 million until 2021 if certain targets defined in the Investment Agreement are met, without any change in the respective ownership interests.

Moove produces and distributes mainly Mobil-branded lubricants, and has a relevant presence in Brazil, as well as operations in other countries in South America and Europe. The association with a strategic partner will allow the expansion of Moove's lubricants business in addition to optimizing its capital structure.

The Transaction will be subject to prevailing market conditions including applicable regulatory and competition approvals.

São Paulo, December 21 of 2018

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