



Cosan S.A.

CNPJ/ME No. 50.746.577/0001-15

NIRE 35.300.177.045

Publicly-Held Company

MATERIAL FACT

Cosan S.A. ("Cosan" or "Company") (B3: CSAN3) informs its shareholders and the market in general that its Board of Directors has approved on the date hereof a new share buyback program for the common shares issued by the Company ("Cosan's Share Buyback"), which shall have the following characteristics:

Purpose of the Transaction:	Acquisition of shares as treasury, for cancellation or disposal.
Outstanding shares and treasury shares:	Considering the mergers approved in the Extraordinary Shareholders' Meeting of the Company, held on January 22, 2021, and further subject to any adjustment due to the withdrawal right to be exercised by the shareholders of any of the merged companies, the Company has 298,601,755 (two hundred and ninety-eight million, six hundred and one thousand, seven hundred and fifty-five) outstanding registered, book-entry common shares, with no par value, issued by the Company (" <u>Outstanding Shares</u> ") and, after the cancellation of 10,000,000 (ten million) shares held in treasury, as approved in resolution (ii) on the agenda of the Board of Directors' Meeting held on this date, 1,749,038 (one million, seven hundred and forty-nine thousand, and thirty-eight) registered, book-entry common shares, with no par value, issued by the Company and held in treasury (" <u>Treasury Shares</u> ").
Maximum number of shares that can be repurchased within the	10,000,000 shares (representing approximately 2.13% of the total shares and up to 3.35% of the Outstanding



period:	Shares).
Price and method of acquisition	The acquisitions of shares shall be carried out at B3 S.A. - Brasil, Bolsa, Balcão (“ <u>B3</u> ”), at the market price, being the Company's management liable to decide the time and the quantity of shares to be acquired, either in a single transaction or in a series of transactions, subject to the limits provided for in the applicable regulation.
Term to settle the transaction:	Up to 18 months.
Brokers used:	(i) Bradesco S/A CTVM, CNPJ 61.855.045/0001-32 (ii) Citigroup GMB CCTVM S.A., CNPJ 33.709.114/0001-64; (iii) Credit Suisse (Brasil) S/A CTVM, CNPJ 42.584.318/0001-07; (iv) Itaú CV S/A, CNPJ 61.194.353/0001-64; (v) Merrill Lynch S.A. CTVM, CNPJ 02.670.590/0001-95; (vi) Morgan Stanley CTVM S/A, CNPJ 04.323.351/0001-94; (vii) Santander CCVM S/A, CNPJ 51.014.223/0001-49; and (viii) XP Investimentos CCTVM S/A, CNPJ 02.332.886/0001-04;
Available funds	The repurchase of shares shall be made using funds available in the Company's Profit Reserves (Profit Retention and Statutory Reserve) account, with the exception of reserves specified in art. 7, §1, of CVM Instruction No. 567, of September 17, 2015 (“ <u>CVM Instruction 567/15</u> ”). The balance of the Profit Retention and Statutory Reserve account, according to the Company's Financial Statements as of September 30, 2020, is R\$ 6,075,522 (in thousands).
Verification of available funds	The ongoing existence of funds available to support the transactions for acquisition of own shares shall be verified based on the latest annual, interim or quarterly financial statements disclosed by the Company prior to

	the actual transfer to the Company of the ownership of shares of its own issuance.
Amounts estimated for the profit and loss of the year	The use of amounts estimated for the result of the current year shall not be allowed to support the transactions made under the Share Buyback Program.
Verification of the board of executive officers	The Board of Executive Officers shall only carry out acquisitions if it has taken all necessary steps to ensure that: (a) the settlement of the transaction, or of each transaction, as the case may be, on the due date is compatible with the Company's financial situation, without affecting the fulfillment of obligations undertaken with creditors or the payment of the mandatory dividend; and (b) in the event it is verified the existence of available funds based on interim financial statements, or reflected in the quarterly information forms - ITR, there are no foreseen facts capable of causing significant changes in the amount of such funds over the remaining of the fiscal year.
Rights of shares held in treasury	Under the terms of applicable law, shares held in treasury shall have no equity or political rights. According to §2 of art. 10 of ICVM 567/15, treasury shares shall be disregarded in the calculation of the quorum required for convening and resolution, as provided for in the Brazilian Corporation Law and in the securities market regulations.
Bonus shares, grouping and split-up	In the event of any combination, split-up or bonus of shares of the Company is approved, the number of treasury shares shall be changed in order to adjust the numerical representation of volume of shares of its own issuance held by the Company, without having as consequence to modify the balance in the balance sheet account that supported the acquisition.
Disposal of shares within the scope of the Company's stock option plan	The shares acquired under the Share Buyback Program may, at the discretion of the Board of Directors, be allocated to any exercise of stock options within the



	scope of the stock option plan that may be approved by the Company.
Disposal or cancellation of exceeding shares	The Company shall cancel or dispose of shares that exceed the balance of available profits and reserves, within 6 (six) months from the disclosure of the annual and interim financial statements, or the quarterly financial information in which the excess is determined.

Additional Information

In accordance with the provisions of item 7.12.1 of CVM/SEP Official Letter No. 02/20, Annex 30-XXXVI to the Brazilian Securities and Exchange Commission Instruction No. 480, of December 7, 2009, specifying the terms for the Cosan's Repurchase, is available as an exhibit to the minutes of the Board of Directors' meeting held on the date hereof. The Company's Board of Executive Officers shall define the time and the number of shares to be acquired in compliance with the limits and the term established under Cosan's Repurchase and in the applicable regulation.

Cosan notifies that, for the information described above, it was based on the shares issued by the Company as a result of the mergers of Cosan Limited and Cosan Logística S.A. by Cosan, approved at the Extraordinary Shareholders' Meeting held on January 22, 2021, even if the shareholders bases of the merged companies have not yet migrated to the Company's shareholders' base. In addition, such information remains subject to any adjustment as a result of the withdrawal right to be exercised by the shareholders of Cosan Logística S.A.

São Paulo, February 05, 2021

Marcelo Eduardo Martins
Chief Financial Officer and Investors Relations Officer



Annex I

Annex 30-XXXVI of CVM Instruction No. 480/09, as amended by CVM Instruction No. 567/15 (Trading of Shares of its Own Issuance)

Cosan S.A. ("Cosan" or "Company"), in compliance with CVM Instruction No. 480, of December 7, 2009, as amended, presents below the information provided for in Annex 30-XXXVI regarding the trading of shares of its own issuance.

1. Justify in details the purpose and the economic effects expected from the transaction.

The purpose of the share buyback program is to acquire common shares issued by the Company to maintain such acquired shares in treasury, for cancellation or disposal. Shares repurchased and held in treasury may, at management's discretion, be used to meet obligations arising from the stock option plans for executive officers, under the terms approved by the Shareholders' Meeting and the Board of Directors of the Company.

In addition, the share buyback program will also allow the Company to succeed the position of Cosan Limited, a company which merger with the Company was approved in the Extraordinary Shareholders' Meeting held on January 22, 2021, in an Equity Swap agreement that has as reference shares of the Company, as well as to enter into other derivative transactions referenced in shares issued by the Company itself.

2. Inform the number of (i) outstanding shares and (ii) shares already kept in treasury.

The Company has (i) 298,601,755 (two hundred and ninety-eight million, six hundred and one thousand, seven hundred and fifty-five) outstanding, registered, book-entry common shares, with no par value, issued by the Company ("Outstanding Shares"); and (ii) after the cancellation of 10,000,000 (ten million) shares held in treasury, as approved in resolution (ii) on the agenda of the Board of Directors' Meeting held on the date hereof, 1,749,038 treasury shares.

3. Inform the number of shares that may be purchased or sold;



Under this plan, up to 10,000,000 common shares may be repurchased, representing 2.13% of the total shares issued by the Company, and up to 3.35% of the Outstanding Shares).

4. Describe the main characteristics of the derivative instruments that the company may use, if applicable.

If derivatives are used under this program, swaps will be used in which the Company receives the price variation of the shares of its own issuance traded on the stock exchange *plus* the proceeds (active end) and pays the CDI rate plus a fixed rate (passive end). The agreements shall have a financial settlement and a maximum term of up to 18 months. The active end shall be backed by transactions carried out on the stock exchange at the market price disclosed by the hired bank.

The agreements shall be traded over the counter, and shall be subject to a financial settlement. The instruments may provide for the need for giving collateral for net exposures above a certain level.

5. Describe, if applicable, any agreements or voting guidance between the company and the counterparty in the transactions.

Not applicable. The Company or the hired bank shall carry out the transactions on the stock exchange and, therefore, it is not aware of who will be the counterparties in the transactions, and does not have or shall not have agreements or voting guidelines with such counterparties.

6. In case of transactions carried out from organized markets of securities, inform:
a. the maximum (minimum) price at which the shares will be acquired (disposed of); and
b. if applicable, the reasons that justify the transaction at prices more than 10% (ten percent) higher, in the case of acquisition, or more than 10% (ten percent) lower, in the case of disposal, than the average price, weighted by the volume, in the 10 (ten) previous trading sessions;

Not applicable, since the purchase transactions by the Company or the hired bank will be made on a stock exchange at market price.

7. Inform, if applicable, the impacts of the transaction on the structure of the shareholding's control or in the company's administrative structure.



There are no relevant changes on the shareholding's control and neither on the Company's administrative structure.

8. Identify the counterparties, if known, and, in relation to the related party to the company, as defined by the accounting rules regarding this matter, provide information requested by article 8 of CVM Instruction No. 481, as of December 17, 2009;

The purchase transactions by the Company or the hired bank will be carried out on a stock exchange and at a market price, and therefore, the Company is not aware of who will be the counterparties of the transactions. In addition, the Company will not conduct transactions between parties related to the Company.

9. Inform the use of the proceeds, if applicable.

The acquired shares will be held in treasury for disposal and/or cancellation and maintenance of long-term executive officers retention plans. Any proceeds raised will be kept in the Company's cash.

10. Indicate the maximum term for liquidating the authorized transactions.

The maximum term for carrying out the acquisitions is 18 months, starting on February 5, 2021 and ending on August 5, 2022.

11. Identify the institutions that shall act as agents, if applicable.

The brokers for the physical purchase will be:

- (i) Bradesco S/A CTVM, CNPJ 61.855.045/0001-32;
- (ii) Citigroup GMB CCTVM S.A., CNPJ 33.709.114/0001-64;
- (iii) Credit Suisse (Brasil) S/A CTVM, CNPJ 42.584.318/0001-07;
- (iv) Itaú CV S/A, CNPJ 61.194.353/0001-64;
- (v) Merrill Lynch S.A. CTVM, CNPJ 02.670.590/0001-95;



(vi) Morgan Stanley CTVM S/A, CNPJ 04.323.351/0001-94;

(vii) Santander CCVM S/A, CNPJ 51.014.223/0001-49; and

(viii) XP Investimentos CCTVM S/A, CNPJ 02.332.886/0001-04.

12. Specify the available funds to be used, pursuant to article 7, § 1, of CVM Instruction No. 567, as of September 17, 2015.

The transactions made under the Share Buyback Program shall be supported by the aggregate amount of funds available in the Company's Profit Reserves (Profit Retention and Statutory Reserve), with the exception of reserves specified in art. 7, §1, of CVM Instruction No. 567. The balance of the Profit Retention and Statutory Reserve account, according to the Company's Financial Statements as of September 30, 2020, is R\$ 6,075,522 (in thousands).

13. Specify the reasons why the members of the board of directors feel comfortable that the repurchase of shares shall not jeopardize the compliance with the obligations undertaken with the creditors nor the payment of the fixed or minimum mandatory dividends. (NR)

The Company's Board of Directors understands that the execution of this share buyback program will not affect the Company's ability to pay in relation to the obligations undertaken with its creditors, nor the payment of minimum mandatory dividends. The Company has a comfortable liquidity position, with a controlled level of leverage, which would support the execution of the plan.