



COSAN S.A.

Corporate Taxpayer ID (CNPJ): 50.746.577/0001-15

Company Registry (NIRE): 35.300.177.045

Publicly Held Company

MATERIAL FACT

Investment Agreement at Compass

COSAN S.A. (B3: CSAN3; NYSE: CSAN) (“Cosan” or “Company”), in compliance with Instruction 358/02 issued by the Securities and Exchange Commission of Brazil (CVM), announces to the market in general that it signed, on this date, an Investment Agreement with Atmos Illiquids 1 Equity Investment Fund, Atmos Master Equity Investment Fund, Manzat Inversões Auu S.A. and Ricardo Ernesto Correa da Silva (together “Investors”), through which the Investors commit to invest R\$ 810 million through a capital increase at Compass Gás e Energia S.A. (“Compass”) - subsidiary of the Company, which operates in the Gas&Power segment, through the Issuance of new preferred shares representing 4.68% of Compass's equity (“Transaction”). The Transaction was based on a pre-money Equity Value of R\$ 16.5 billion for Compass.

In addition, a Shareholders' Agreement between Compass, the Company and the Investors was signed today, with effectiveness contingent upon the conclusion of the Transaction.

The Transaction is subject to usual conditions precedent, including the listing of Compass as an issuer in B3 S.A. - Brasil, Bolsa, Balcão, and the admission to trading of preferred shares, to be issued exclusively for this Transaction.

São Paulo, May 31, 2021

Marcelo Eduardo Martins

Chief Financial and Investor Relations Officer