

**RAÍZEN S.A.**

Category A publicly-held company  
 CNPJ/ME nº 33.453.598/0001-23  
 NIRE 33300298673

**MATERIAL FACT**

**RAÍZEN S.A. (B3: RAIZ4)** ("Raízen" or "Company"), in accordance with Resolution nº. 44, dated as of August 23, 2021, issued by the Brazilian Securities Exchange Commission ("CVM"), hereby informs to its shareholders and to the marked in general that B3 SA – Brasil, Bolsa, Balcão ("B3") approved the Company's request to reduce the minimum percentage of outstanding shares which currently amounts to 12% of Raízen's shares ("free float").

The Company also informs that, due to this authorization granted by B3, its Board of Directors approved on this date a buyback program of the Company's shares ("Raízen Buyback"), subjected to the ratification of the Shareholders Meeting, which shall have the following characteristics:

<p><b>Purpose of the Transaction</b></p>	<p>The purpose of the shares buyback program is attend the obligations related to the long term compensation plan of the Company and maximize value to its shareholders through an efficient capital structure. The buyback shares may, at management's discretion, be transferred to the beneficiaries of the long term compensation plan of the Company, cancelled, sold or kept in treasury.</p>
<p><b>Outstanding shares and Treasury shares on the date hereof</b></p>	<p>The Company has on the date hereof 1,246,412,032 preferred outstanding shares and does not have shares held in treasury.</p>
<p><b>Maximum number of shares to be repurchased during the program</b></p>	<p>40,000,000 preferred shares will be part of the Buyback Program, representing 0.39% of the total capital stock of the Company and 3.21% of the total preferred shares of the Company.</p>
<p><b>Price and method of acquisition</b></p>	<p>The acquisitions of shares shall be carried out at B3 S.A. – Brasil, Bolsa, Balcão, at the market price, being the Company's management responsible 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.</p>
<p><b>Term to settle the Program</b></p>	<p>Up of to 18 months, according to the applicable legislation, commencing on January 07, 2022 and expiring on July 07, 2023.</p>
<p><b>Brokers</b></p>	<p>I. Bradesco S/A CTVM, CNPJ 61.855.045/0001-32          II. Citigroup GMB CCTVM S.A., CNPJ 33.709.114/0001-64          III. Itaú CV S/A, CNPJ 61.194.353/0001-64</p>

	IV. JP MORGAN CCVM S/A, CNPJ: 32.588.139/0001-94 V. Merrill Lynch S.A. CTVM, CNPJ 02.670.590/0001-95 VI. Santander CCVM S/A, CNPJ 51.014.223/0001-49 VII. XP Investimentos CCTVM S/A, CNPJ 02.332.886/0001-04
<b>Available Funds</b>	The buyback of shares shall be made using funds available in the Company's capital reserve, with the exception of reserves specified in art. 7º, § 1º of ICVM 567. The balance of the Capital Reserves, according to the Company's Financial Statements as of December September 30, 2021, is R\$ 10,319,615,000.00.

### **Additional Information**

Pursuant to the provisions of item 7.20 of Circular Letter/CVM/SEP No. 01/2021, Annex 30-XXXVI to Instruction of the Brazilian Securities Commission No. 480/09, specifying the conditions of the Raízen Buyback are available in the form of attachment to the minutes of the Board of Directors' meeting held on this date. The Company's Executive Board will establish the opportunity and the number of shares to be acquired in compliance with the limits and term established in the Raízen Buyback and in the applicable regulations.

In return of B3's authorization for the momentary reduction of the minimum percentage of outstanding shares, Raízen must maintain the commitment to reach, by December 31, 2022, a minimum percentage of outstanding shares of 15%, as well as maintain the hiring of a market maker until such percentage is reached.

São Paulo, January 6th, 2022

**Guilherme José de Vasconcelos Cerqueira**  
CFO and Investor Relations Officer

**ANNEX I**

**NOTICE TO THE MARKET OF TRADING ITS OWN SHARES**

**Raízen S.A.**, publicly held company, registered under A category (“Raízen” or “Company”), in accordance with Annex 30, XXXVI of CVM Instruction N° 480/09, as amended, inform hereby a Buyback Program of its own shares, describing below the required legal information:

<p><b>Justify in details the purpose and the economic effects expected from the transaction.</b></p>	<p>The purpose of the shares buyback program is attend the obligations related to the long term compensation plan of the Company and maximize value to its shareholders through an efficient capital structure. The buyback shares may, at management’s discretion, be transferred to the beneficiaries of the long term compensation plan of the Company, cancelled, sold or kept in treasury.</p>
<p><b>Inform the number of (i) outstanding shares and (ii) shares already kept in treasury.</b></p>	<p>The Company has on the date hereof 1,246,412,032 preferred outstanding shares and does not have shares held in treasury.</p>
<p><b>Inform the number of shares that may be purchased or sold.</b></p>	<p>40,000,000 preferred shares of the Company.</p>
<p><b>Describe the main characteristics of the derivative instruments that the company may use, if applicable.</b></p>	<p>The Company will not use derivative instruments in the Buyback Program.</p>
<p><b>Describe, if applicable, any agreements or voting guidance between the company and the counterparty in the transactions.</b></p>	<p>N/A, considering the acquisitions of shares shall be carried out at B3, at the market price, being the Company’s management responsible to decide the time and the quantity of shares to be acquired.</p>
<p><b>In case of transactions carried out from organized market 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</b></p>	<p>The purchase transactions by the Company or the hired bank will be made on a stock exchange at market price.</p>

<p><b>case of disposal, than the average price, weighted by the volume, in the 10 (ten) previous trading sessions</b></p>	
<p><b>Inform, if applicable, the impacts of the transaction on the structure of the shareholding's control or in the company's administrative structure.</b></p>	<p>The control of the Company will not be impacted considering the buyback shares will consider only preferred shares, without voting rights.</p>
<p><b>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</b></p>	<p>The acquisitions of shares shall be carried out at B3, at the market price, not having known counterparties.</p>
<p><b>Inform the use of the proceeds, if applicable</b></p>	<p>The shares acquired in the context of the Buyback Program will be kept in treasury and may be used timely to attend the obligations related to the Long Term Compensation Plan. The decision of cancellation or selling may be taken by the Management, and in this case, the funds will be used to the Company's operations.</p>
<p><b>Indicate the maximum term for liquidating the authorized transactions.</b></p>	<p>The term of the Buyback Program will be up of to 18 months, according to the applicable legislation, commencing on January 07, 2022 and expiring on July 07, 2023</p>
<p><b>Identify the institutions that shall act as agentes/brokers, if applicable.</b></p>	<ul style="list-style-type: none"> <li>I. Bradesco S/A CTVM, CNPJ 61.855.045/0001-32</li> <li>II. Citigroup GMB CCTVM S.A., CNPJ 33.709.114/0001-64</li> <li>III. Itaú CV S/A, CNPJ 61.194.353/0001-64</li> <li>IV. JP MORGAN CCVM S/A, CNPJ: 32.588.139/0001-94</li> <li>V. Merrill Lynch S.A. CTVM, CNPJ 02.670.590/0001-95</li> <li>VI. Santander CCVM S/A, CNPJ 51.014.223/0001-49</li> <li>VII. XP Investimentos CCTVM S/A, CNPJ 02.332.886/0001-04</li> </ul>
<p><b>Specify the available funds to be used, pursuant to article 7, § 1, of CVM Instruction</b></p>	<p>The buyback of shares shall be made using funds available in the Company's capital reserve, with the exception of reserves specified in art. 7º, § 1º of CVM Instruction No. 567, of September 17, 2015 ("CVM Instruction 567/15"). The balance of the Capital</p>

<b>No. 567, as of September 17, 2015</b>	Reserves, according to the Company's Financial Statements as of September 30, 2021, is R\$ 10,319,615,000.00.
<b>Specify the reasons why the members of the board of directors feel comfortable that the buyback of shares shall not jeopardize the compliance with the obligations undertaken with the creditors nor the payment of the fixed or minimum mandatory dividends.</b>	The Board of Directors understand that the Company's current financial situation is compatible with the execution of the Buyback Program, under the approved terms and conditions, considering the comfortable liquidity position with a controlled level of leverage, which would support the execution the execution of the program without harming the compliance with the obligations assumed with the creditors, in the investment plan nor the payment of the fixed or mandatory dividends, specified by the applicable legislation.