

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 market in general that considering the reach of the maximum number of shares repurchased within the scope of the share buyback program approved by the Company's Board of Directors on January 6, 2022, and its consequent termination, the members of the Board of Directors decide to approved on this date a new buyback program of the Company's shares ("Raízen Buyback"), subjected to the ratification of the Shareholders Meeting, which shall have the following characteristics:

Purpose of the Program	The purpose of this Shares Buyback Program is maximize value to its shareholders through an efficient capital structure, which may also attend the obligations related to the Shares Based Compensation Plan of the Company. The repurchased shares may, at management's discretion, be cancelled, sold or kept in treasury.
Outstanding shares and Treasury shares on the date hereof	The Company has on the date hereof 1,204,960,180 preferred outstanding shares and 34,343,149 shares held in treasury.
Maximum number of shares to be repurchased during the program	100,000,000 preferred shares will be part of the Shares Buyback Program, representing 0,97% of the total capital stock of the Company and 8,29% of the total preferred shares of the Company.
Price and method of acquisition	The acquisitions of shares shall be carried out at B3 S.A. – Brasil, Bolsa, Balcão, or through over-the-counter derivatives, 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.
Term to settle the Program	Up of to 18 months, according to the applicable legislation, commencing on August 12, 2022 and expiring on February 12, 2024.
Brokers	<ul style="list-style-type: none"> 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 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
Available Funds	The repurchase of shares shall be made using funds available in the Company's capital reserve, with the exception of reserves specified in art. 8º, § 1º of CVM Resolution No. 77/2022. The balance of the Capital Reserves, according to the Company's Financial Statements as of June 30, 2022, is R\$10.240.724.000,00.

Additional Information

Pursuant to the provisions of item 7.14 of Circular Letter/CVM/SEP 2022, Annex G to Resolution of the Brazilian Securities Commission No. 80/22, 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.

São Paulo, august 11th, 2022.

Carlos Alberto Bezerra de Moura
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 Article 33, XXXV of CVM Resolution N° 80/2022, as amended, inform hereby a Buyback Program of its own shares, describing below the required legal information:

Justify in details the purpose and the economic effects expected from the transaction.	The purpose of this Shares Buyback Program is maximize value to its shareholders through an efficient capital structure, which can also attend the obligations related to the Shares Based Compensation Plan of the Company. The repurchased shares may, at management’s discretion, be cancelled, sold, or kept in treasury.
Inform the number of (i) outstanding shares and (ii) shares already kept in treasury.	The Company has on the date hereof 1,204,960,180 preferred outstanding shares and 34,343,149 shares held in treasury.
Inform the number of shares that may be purchased or sold.	100,00,000 preferred shares of the Company.
Describe the main characteristics of the derivative instruments that the company may use, if applicable.	<p>In case of using derivatives within the scope of this Program, swaps will be used in which the Company receives the price variation of the shares issued by it traded on the stock exchange plus the proceeds (active) and pays CDI plus a pre-fixed rate (passive). The contracts will have financial settlement and a maximum term of up to 18 months. The active end will be backed by operations carried out on the stock exchange at market price by the contracted bank.</p> <p>The contracts will be traded on the over-the-counter market and will be settled in cash. The instruments may provide the need for collateralization of net exposures arising above a certain level.</p>
Describe, if applicable, any agreements or voting guidance between the company and the counterparty in the transactions.	N/A
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 case of disposal, than the average price, weighted by the volume, in the 10 (ten) previous trading sessions	N/A, since the purchase transactions by the Company or the hired bank will be made on a stock exchange at market price.
Inform, if applicable, the	N/A, considering the Shares Buyback Program is to purchase

<p>impacts of the transaction on the structure of the shareholding's control or in the company's administrative structure.</p>	<p>preferred shares without voting rights.</p>
<p>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 9 of CVM Instruction No. 81, as of March 29, 2022</p>	<p>The acquisitions of shares shall be carried out at B3, at the market price, not having known counterparties.</p>
<p>Inform the use of the proceeds, if applicable</p>	<p>N/A, considering that, in principle, the repurchased shares in the context of this Program will be kept in treasury or used to attend certain obligations related to the shares based compensation plan of the Company. The decision to cancel or sell shares held in treasury may be taken in due course.</p>
<p>Indicate the maximum term for liquidating the authorized transactions.</p>	<p>The term of the Shares Buyback Program will be up of to 18 months, according to the applicable legislation, commencing on August 12, 2022 and expiring on February 12, 2024.</p>
<p>Identify the institutions that shall act as agentes/brokers, if applicable.</p>	<ul style="list-style-type: none"> 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 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
<p>Specify the available funds to be used, pursuant to article 8, § 1, of CVM Resolution No. 77, as of March 29, 2022</p>	<p>The repurchase of shares shall be made using funds available in the Company's capital reserve, with the exception of reserves specified in art. 8º, § 1º of CVM Resolution No. 77/2022. The balance of the Capital Reserves, according to the Company's Financial Statements as of June 30, 2022, is R\$10.240.724.000,00.</p>
<p>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.</p>	<p>The Board of Directors understand that the Company's current financial situation is compatible with the execution of the Shares 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 nor the payment of the fixed or mandatory dividends, specified by the applicable legislation.</p>