



COSAN S.A. INDÚSTRIA E COMÉRCIO

CNPJ/MF n° 50.746.577/0001-15

NIRE 35.300.177.045

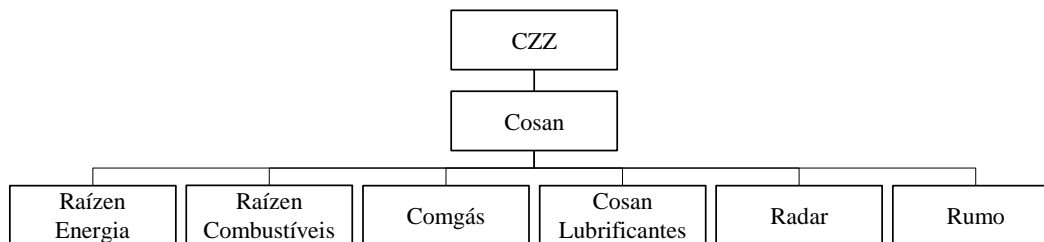
Public Company

CVM 19836

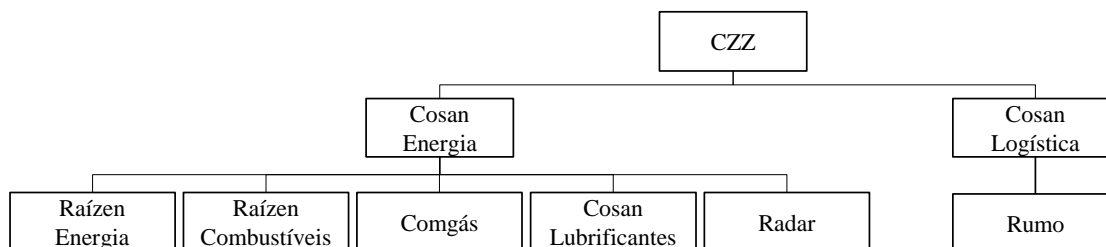
Material Fact

COSAN S.A. INDÚSTRIA E COMÉRCIO (BM&FBOVESPA: CSAN3) (“Companhia”), under the terms of CVM Instruction n° 358/02, communicates its shareholders and the market in general that the company’s administration will propose to its shareholders spin-off of its assets for the creation of Cosan Logística, company responsible for the investment in Rumo Logística, and Cosan Energia, company responsible for the investments in Raízen, Comgás, Cosan Lubrificantes and Radar (“Spin-off”). Both companies will be public and listed in the segment of Novo Mercado of Bovespa (“New Companies”).

CURRENT SIMPLIFIED STRUCTURE



SIMPLIFIED STRUCTURE RESULTING FROM THE PROPOSED DIVISION



The New Companies will have strategic, operational and capital structured distinct profiles. Cosan Energia will be a company of established business and management models with participation in leader companies of the sector where they act. Cosan Logística should be the investment vehicle of the current shareholders of Cosan in Rumo Logística, and in the future, if approved the association between Rumo Logística and ALL – América Latina Logística, the investment vehicle resulted from this association.



The spin-off seeks a segregation of the Company's activities in order that each business segment will focus in its job specialty, establishing suitable capital structures for each company. Besides that, it will provide to the market a bigger visibility on each company's performance, which will allow a better evaluation from the shareholders and investors about each business specialty individually, allowing its resources allocation accordingly to its interests and investments strategy.

Other information about the Company assets spin-off required under the terms of CVM Instruction n° 319/99 and other applicable rules will be object of a new material fact to be published in a near future.

São Paulo, February 24th, 2014.

Marcelo Eduardo Martins

Vice-President of Finances and Director of Investors Relations