



COSAN S.A. INDÚSTRIA E COMÉRCIO
Corporate Taxpayer's ID (CNPJ/MF) 50.746.577/0001-15
CORPORATE REGISTRY (NIRE) 35.300.177.045
Publicly Held Company
CVM 19836

MATERIAL FACT

COSAN S.A. INDÚSTRIA E COMÉRCIO (BM&FBOVESPA: CSAN3) (“Cosan” or “Company”), under article 157 of Law 6,404/76 and CVM Rule 358/02, hereby informs its shareholders and the market that, following the Material Facts dated February 24, 2014, April 01, 2014 and April 15, 2014, the merger of shares issued by **ALL – AMÉRICA LATINA LOGÍSTICA S.A. (“ALL”)** into **RUMO LOGÍSTICA OPERADORA MULTIMODAL S.A. (“Rumo”)**, Company's subsidiary, pursuant to article 252 of Law 6,404/76 (“Stock Merger”), was approved at the Extraordinary General Meetings of Rumo and ALL, held on this date.

The execution of the Stock Merger is still conditional upon approval by the Brazilian Antitrust Board (“CADE”), the National Transportation Agency (“ANTT”), as well as any other public administration agencies whose prior authorizations are necessary and other conditions precedent contained in the association proposal presented by Rumo to ALL on February 24, 2014 (“Proposal”).

In addition to approving the Stock Merger by the Extraordinary General Meetings, its subsidiary Cosan Infraestrutura S.A. has entered, along with the intervention of the Company and some of its subsidiaries and parent company, into a Shareholders' Agreement with BNDES PARTICIPAÇÕES S.A. - BNDESPAR, whose effectiveness is also subject to conditions precedent to the fulfillment of the Stock Merger.

In addition to the Shareholders' Agreement with BNDESPAR, the Shareholders Agreement originally signed by Cosan with the funds managed by Gávea Investments and TPG in June 30, 2011, remains valid.

Cosan will keep the shareholders and the market informed about the implementation of this transaction.

São Paulo, May 08, 2014.

Marcelo Eduardo Martins
Finance Vice-President and Investor Relations Officer