

RUMO S.A.
Publicly Held Company
Corporate Taxpayer ID
(CNPJ/MF): 02.387.241/0001-60
Company Registry (NIRE):
413.000.19886

MATERIAL FACT

Rumo S.A. (BM&FBovespa: RUMO3) (“**Rumo**” or “**Company**”), with reference to the Material Fact notices released today by Cosan S.A. Indústria e Comércio (“**Cosan**”) and Cosan Logística S.A. (“**Cosan Log**”), hereby informs that TPG VI Fundo de Investimento em Participações (“**TPG**”), a shareholder of the Company, exercised its right to exchange 12,831,102 shares issued by Rumo – that is, all the shares held by it and bound by the shareholders agreement of Rumo, entered into by and between Cosan, Cosan Log, GIF Rumo Fundo de Investimento em Participações, TPG and Cosan Limited in 2010, as amended (“**Shareholders Agreement**”) for shares issued by Cosan and shares issued by Cosan Log, to be settled as agreed between the shareholders. After the settlement of the share exchange obligations, the Shareholders Agreement will automatically be terminated.

São Paulo, February 23, 2017.

José Cezário Menezes de Barros Sobrinho
Investor Relations Officer