



### **COSAN S.A.**

CNPJ nº 50.746.577/0001-15

NIRE 35.300.177.045

Publicly Held Company

CVM Code 19836

### **MATERIAL FACT**

**COSAN S.A. (B3: CSAN3; NYSE: CSAN)** ("Cosan" or the "Company"), in compliance with article 157, paragraph 4, of Law No. 6,404, of December 15, 1976, and with Resolution No. 44 of the Brazilian Securities and Exchange Commission ("CVM"), of August 23, 2021, and further to the Material Facts disclosed by the Company on September 21, 2025 and on October 23, 2025, hereby informs its shareholders and the market in general that, in relation to the Company's primary offering of its common shares announced on October 23, 2025 ("Shares" and "Offering", respectively) the Board of Directors approved on this date ("Board Meeting"), the offering price per Share of R\$5.00 (the "Price per Share"), resulting in gross proceeds from the issuance of 1,812,500,000 Shares in the Offering of **R\$9,062,500,000.00**.

Out of the price per share of R\$5.00, (i) R\$1.00 per share will be allocated to the share capital account, resulting in an increase in our capital stock of R\$1,812.5 million, and (ii) the remaining amount of R\$4.00 per share will be allocated to the capital reserve.

The Shares issued in connection with the Offering will be traded on B3 S.A. – Brasil, Bolsa, Balcão as from November 5, 2025, and the financial settlement of the Shares will take place on November 10, 2025.

The Offering was directed (i) in Brazil, to the general investing public, pursuant to CVM Resolution No. 160, dated July 13, 2022, as amended ("CVM Resolution 160"), (ii) within the United States, to a limited number of qualified institutional buyers, residents and domiciled in the United States of America, as defined in Rule 144A under the U.S. Securities Act of 1933, as amended, (the "Securities Act") promulgated by the U.S. Securities and Exchange Commission ("SEC") pursuant to procedures consistent with, and in reliance on, Section 4(a)(2) of the Securities Act in transactions exempt from, or not subject to, registration under the Securities Act and the rules thereunder, and (iii) outside of the United States and Brazil, to institutional and other investors that are not U.S. persons (as defined in Regulation S of the Securities Act) in reliance on Regulation S under the Securities Act and exemptions from United States securities registration requirements.

**THE COMPANY IS NOT MAKING AN OFFERING OF ANY AMERICAN DEPOSITARY RECEIPTS REPRESENTING ITS SHARES, AND THE SHARES WILL BE SUBJECT TO CERTAIN RESTRICTIONS ON DEPOSIT IN THE AMERICAN DEPOSITARY RECEIPT FACILITY OF THE COMPANY.**

**The Offering of the Shares has not been and will not be registered under the Securities Act, or any other U.S. federal and state securities laws, and the Shares may not be offered, sold, pledged or otherwise transferred in the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the Securities Act), unless pursuant to a registration statement or in transactions exempt from, or not subject to, the registration requirements of the Securities Act.**

**Any information contained herein shall not be taken, transmitted, disclosed, distributed, or disseminated in the United States of America. The distribution of announcements and the offering and sale of securities in certain jurisdictions may be prohibited by law.**

This material fact is disclosed for informative purpose only and shall not, under any circumstances, be interpreted as, nor constitute, an investment recommendation, or offer to sell, advertise, solicit, or offer to buy or an announcement of a public offering of or an invitation to purchase or subscribe for any securities issued by the Company, and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of that jurisdiction.

The Company will maintain its shareholders and the market informed of any relevant updates regarding the Offering through the communication channels the Company regularly uses for the disclosure of relevant information.

### **Forward Looking Statements**

This material fact may contain forward-looking statements which reflect Cosan's current view on future events and financial and operational development. Words such as "intend", "expect", "anticipate", "may", "believe", "plan", "estimate" and other expressions which imply indications or predictions of future development or trends, and which are not based on historical facts, are intended to identify forward-looking statements. Forward-looking statements inherently involve both known and unknown risks and uncertainties as they depend on future events and circumstances. Forward-looking statements do not guarantee future results or development, and the actual outcome could differ materially from the forward-looking statements. Any forward-looking statements contained in this material fact speak only as at the date hereof, and Cosan does not assume or undertake any obligation or responsibility to update any forward-looking statement to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.

São Paulo, November 3, 2025.

**Rodrigo Araujo Alves**  
Chief Financial and Investor Relations Officer