

COSAN LUXEMBOURG S.A. ANNOUNCES EARLY TENDER RESULTS OF CASH TENDER OFFER OF UP TO U.S.\$250 MILLION AGGREGATE PRINCIPAL AMOUNT OF THE OUTSTANDING U.S.\$650 MILLION AGGREGATE PRINCIPAL AMOUNT OF ITS 7.000% SENIOR NOTES DUE 2027 (CUSIP Nos. 22112E AC2/L20041 AD8)

NEWS PROVIDED BY

Cosan Luxembourg S.A. →

03 Jul, 2023, 20:59 ET

SAO PAULO, July 3, 2023 /PRNewswire/ -- Cosan Luxembourg S.A., a public limited liability company (*société anonyme*) organized under the laws of the Grand Duchy of Luxembourg, having its registered office at 6, rue Eugène Ruppert, L-2453 Luxembourg, Grand Duchy of Luxembourg and registered with the Luxembourg Register of Commerce and Companies (*Registre de Commerce et des Sociétés*) under number B 175.646 ("Cosan Luxembourg") announced today the early tender results in connection with its previously announced offer to purchase for cash up to U.S.\$250 million (such amount, as it may be increased by Cosan Luxembourg in its sole discretion, the "Maximum Principal Amount") of the outstanding U.S.\$650,000,000 7.000% Senior Notes due 2027 issued by Cosan Luxembourg (the "Notes") upon the terms and subject to the conditions set forth in the offer to purchase dated June 20, 2023 (the "Offer to Purchase"), for a purchase price for the Notes equal to the applicable Purchase Price (the "Tender Offer"). Capitalized terms not defined herein shall have the meaning ascribed to them in the Offer to Purchase.

The early tender date for the Notes was 5:00 p.m., New York City time, on July 3, 2023 (the "Early Tender Date"). Cosan Luxembourg has been advised by D.F. King & Co., Inc., the tender and information agent (the "Tender and Information Agent"), that, as of the Early Tender Date, U.S.\$271,830,000 in aggregate principal amount of the Notes, or approximately 41.82% of the outstanding Notes, had been validly tendered (and not validly withdrawn) pursuant to the Tender Offer. Because the Early Tender Date has passed, the Notes that have been validly tendered and not validly withdrawn can no longer be withdrawn, except in certain limited circumstances where additional withdrawal rights are required by law. Cosan Luxembourg has accepted U.S.\$250,000,000 in aggregate principal amount of the Notes validly tendered in the Tender Offer.

Subject to proration as described in the Offer to Purchase, Holders who validly tendered their Notes at or prior to the Early Tender Date in the manner described in the Offer to Purchase will be eligible to receive the Total



Consideration, which includes the Tender Offer Consideration and the Early Tender Payment, plus Accrued Interest, on the Early Settlement Date, which is expected to be on or about July 6, 2023.

The table below summarizes certain payment terms for the Notes:

Notes	CUSIP and ISIN Number(s)	Principal Amount Outstanding	Maximum Principal Amount	Aggregate Principal Amount Tendered	Aggregate Principal Amount Accepted	Approximate Proration Factor	Total Consideration
7.000% Senior Notes due 2027	CUSIP: 22112E AC2/L20041 AD8 ISIN:US22112EAC21/USL20041AD89	U.S.\$650,000,000	U.S.\$250,000,000	U.S.\$271,830,000	U.S.\$250,000,000	84.7 %(3)	U.S.\$1,013.75 (1)(2)

(1) Per U.S.\$1,000 principal amount of Notes, validly tendered and accepted for purchase (and not validly withdrawn, plus Accrued Interest (as defined in the Offer to Purchase)).

(2) Includes an Early Tender Payment of U.S.\$30 per U.S.\$1,000 principal amount of Notes, validly tendered and accepted for purchase (and not validly withdrawn, plus Accrued Interest (as defined in the Offer to Purchase)). Holders who tender their Notes after the Early Tender Date will not be eligible to receive the Early Tender Payment.

(3) The proration factor has been rounded to the nearest tenth of a percentage point for presentation purposes.

Cosan Luxembourg's obligation to purchase Notes in the Tender Offer is subject to and conditioned upon the satisfaction or waiver of certain conditions described in the Offer to Purchase. Cosan Luxembourg reserves the right, in Cosan Luxembourg's sole discretion, to amend or terminate the Tender Offer at any time. The terms and conditions of the Tender Offer are described in the Offer to Purchase.[mailto:](#)

The Tender Offer will expire at 5:00 p.m., New York City time, on July 18, 2023, unless extended, terminated early or withdrawn (such date and time, as the same may be extended, the "Expiration Time"). Cosan Luxembourg will only accept for purchase Notes in an aggregate principal amount that will not exceed the Maximum Principal Amount of U.S.\$250 million. Because the Tender Offer is oversubscribed, the amount of Notes purchased by us from a tendering Holder will be subject to proration as described in "Principal Terms of the Tender Offer—Maximum Tender Offer: Maximum Principal Amount and Proration" in the Offer to Purchase. In addition, because the Tender Offer is oversubscribed, Cosan Luxembourg does not expect to accept for purchase any Notes tendered after the Early Tender Date.

Cosan Luxembourg reserves the right, but is under no obligation, to increase the Maximum Principal Amount at any time, subject to compliance with applicable law, which could result in the purchase of a greater aggregate principal amount of Notes in the Tender Offer. If Cosan Luxembourg increases the Maximum Principal Amount, it does not expect to extend the withdrawal deadline, subject to applicable law. There can be no assurance that Cosan Luxembourg will increase the Maximum Principal Amount.

Contact information of the Tender and Information Agent is set forth below.

D.F. King & Co., Inc.

48 Wall Street, 22nd Floor
New York, New York 10005
Attn: Michael Horthman

By Facsimile (For Eligible Institutions Only):

+1 (212) 709-3328
Attn: Michael Horthman

Confirmation by Telephone:

+1 (212) 232-3233

Banks and Brokers call: +1 (212) 269-5550 (collect)

All others call toll-free: +1 (800) 487-4870

E-mail: cosan@dfking.com

Any questions regarding the terms of the Tender Offer may be directed to the Dealer Managers and requests for additional copies of this Offer to Purchase may be directed to the Tender and Information Agent at their respective telephone numbers and locations listed below. You may also contact your broker, dealer, commercial bank, trust company or other nominee for assistance concerning the Tender Offer.

The Dealer Managers for the Tender Offer are:

Itau BBA USA Securities, Inc.

540 Madison Avenue, 24th Floor
New York, New York 10022
United States of America
Attn: Debt Capital Markets
Toll Free: +1 (888) 770-4828
Collect: +1 (212) 710-6749

Banco Bradesco BBI S.A.

Av Presidente Juscelino Kubitschek, n.º 1309, 10th floor
São Paulo, SP, 04543-011
Brazil
Attn: International Fixed Income Department
Collect: +1 (646) 432-6642

Citigroup Global Markets Inc.

388 Greenwich Street, Trading 4th Floor
New York, New York 10013
United States of America
Attn: Liability Management Group
Collect: +1 (212) 723-6106
Toll-Free: +1 (800) 558-3745

Santander US Capital Markets LLC

437 Madison Avenue, 7th Floor
New York, New York 10022
United States of America
Attn: Liability Management Group
Toll Free: +1 (855) 404-3636
Collect: +1 (212) 940-1442

Morgan Stanley & Co. LLC

1585 Broadway, 6th Floor
New York, New York 10036
United States of America
Attn: Global Debt Advisory Group
Toll Free: +1 (800) 624-1808
Collect: +1 (212) 761-1057

Banco BTG Pactual S.A. – Cayman Branch

601 Lexington Avenue, 57th floor
New York, New York 10022
United States of America
Attn: Debt Capital Markets
Collect: +1 (212) 293-4600

J.P. Morgan Securities LLC

383 Madison Avenue
New York, New York 10179
United States of America
Attn: Latin America Debt Capital Market
Toll Free: +1 (866) 846-2874
Collect: +1 (212) 834-7279

UBS Securities LLC

1285 Avenue of the Americas
New York, New York 10019
United States of America
Attn: Liability Management Group
Collect: +1 (212) 713-4715

Neither the Offer to Purchase nor any related documents have been filed with or reviewed by any federal or state securities commission or regulatory authority of any country. No authority has passed upon the accuracy or

adequacy of the Offer to Purchase or any related documents, and it is unlawful and may be a criminal offense to make any representation to the contrary.

This notice does not constitute or form part of any offer or invitation to purchase, or any solicitation of any offer to sell, the Notes or any other securities in the United States or any other country, nor shall it or any part of it, or the fact of its release, form the basis of, or be relied on or in connection with, any contract therefor. The Tender Offer is made only by and pursuant to the terms of the Offer to Purchase, and the information in this notice is qualified by reference to the Offer to Purchase. None of Cosan Luxembourg, the Dealer Managers or the Tender and Information Agent makes any recommendation as to whether Holders should tender their Notes pursuant to the Tender Offer.

Cosan Luxembourg S.A. and Cosan S.A. Investor Relations

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