Unaudited Pro-forma Combined Financial Statements

Raízen Energia Participações S.A

March 31, 2012

Raízen Energia Participações S.A

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Raízen Energia Participações S.A

Unaudited Pro-forma Combined Statements of Financial Position
March 31, 2012
(In Thousands of Brazilian Reais)

Basis of preparation and presentation of the pro-forma combined balance sheet

The pro-forma combined balance sheet as of March 31, 2012, was prepared in accordance with the generally accepted accounting principles in Brazil ("Brazilian GAAP"), which are based on the Brazilian Law No. 6,404 of December 15, 1976, as amended, as well as the provisions introduced by Law 11,638 of December 28, 2007 and Law 11,941 of December 3, 2008, and the accounting standards issued by Brazilian Accounting and Standards Board ("Comitê de Pronunciamentos Contábeis" or "CPC").

The pro-forma combined balance sheet does not represent a legally formed entity and it is not a basis for evaluation of future results of the entity to be incorporated.

The pro-forma combined balance sheet has been prepared on a historical cost basis, except for derivative financial instruments and biological assets that have been measured at fair value.

The pro forma combined balance sheet for the Sugar & Ethanol Business was prepared according to the balance sheets as of March 31, 2012, considering the results of 10 months audited and 2 months pro forma unaudited results excluding all effects assets and liabilities that were under the management of shareholders in accordance with the requirements of the Framework Agreement as amended. In preparing the balance sheet were excluded as follows: (i) the balances of the operations of retail businesses historical transactions (ii) intercompany transactions, (ii) the balances related to judicial deposits and contingent liabilities, (iv) the balance of taxes payable and (iv) other assets and liabilities in accordance with the Framework Agreement as amended.

Raízen Energia Participações S.A

Pro-forma Combined Statements of Financial Position
March 31, 2012
(In Thousands of Brazilian Reais)

	Unaudited March 31,2012
Assets	
Current	
Cash and cash equivalents	**1,200,483**
Restricted cash	**152,069**
Accounts receivable	**350,846**
Derivatives	**39,180**
Inventories	**453,968**
Advances to suppliers	**252,976**
Related parties	**1,464,064**
Recoverable taxes	**307,862**
Other current assets	**60,417**
	4,281,865
Non-current	
Accounts receivable from federal government	**357,967**
CTNs-Restricted Brazilian Treasury Bills	**298,875**
Deferred income taxes	**236,303**
Advances to suppliers	**43,729**
Related parties	**1,107,056**
Recoverable taxes	**26,793**
Judicial deposits	**211,255**
Other non-current assets	**88,117**
Investments	**169,912**
Biological assets	**1,962,801**
Property, plant and equipment	**6,153,605**
Intangible assets	**1,191,949**
	11,848,362
Total assets	**16,130,227**

Raízen Energia Participações S.A

Pro-forma Combined Statements of Financial Position
March 31, 2012
(In Thousands of Brazilian Reais)

	Unaudited March 31,2012
Liabilities	
Current	
Current portion of long-term debt	**921,464**
Derivatives	**8,657**
Trade accounts payable	**571,999**
Salaries payable	**209,700**
Taxes payable	**136,666**
Dividends payable and Interest on capital	**193,200**
Related parties	**919,429**
Other current liabilities	**84,273**
	3,045,388
Non-current	
Long-term debt	**4,758,158**
Taxes and social contributions payable	**646,845**
Legal proceedings	**320,050**
Related parties	**945,426**
Deferred income taxes	**308,971**
Other non-current liabilities	**147,095**
	7,126,545
Net assets attributable to owners of the Company	**5,941,401**
Net assets attributable to non-controlling interest	**16,893**
Total net assets	**5,958,294**
Total Liabilities and net assets	**16,130,227**

Raízen Energia Participações S.A

Pro-forma Combined Income Statements
Year ended March 31, 2012
(In Thousands of Brazilian Reais)

	Unaudited March 31,2012
Net sales	**7,015,504**
Cost of goods sold	**(5,221,520)**
Gross profit	**1,793,984**
Operational income /(expenses)	
Selling	**(489,107)**
General and administrative	**(405,946)**
Other, net	**50,169**
	(844,884)
Income before financial results, equity income of associates and income taxes	**949,100**
Financial results, net	**(226,861)**
Equity income of associates	**(11,857)**
	(238,718)
Income before income taxes	**710,382**
Income Taxes	**(152,562)**
Income for the period	**557,820**
Net income attributable to non-controlling interest	**(501)**
Net income attributable to Raízen Energia Participações S.A	**557,319**
EBITDA *	**2,388,062**

*EBITDA is not an indicator calculated in accordance with accounting principles generally accepted in Brazil, and possibly it may not serve as a basis for comparison with indicators with the same name, presented by other companies. EBITDA should not be considered as a substitute indicator to measure operating income, or even as a better form for measuring the liquidity and cash flow of the operating activities.

Raízen Energia Participações S.A

Pro-forma Combined Statements of Cash Flows
Year ended March 31, 2012
(In Thousands of Brazilian Reais)

	Unaudited March 31,2012
Operating Activities:	
Net income for the period	**557.319**
Adjustments to reconcile net income for the period to cash from operating activities:	
Depreciation and amortization	**1.362.476**
Biological assets	**(111.087)**
Loss on disposal of property, plant and equipment of sugar retail business	**(2,793)**
Capital loss on sale of the retail business of sugar	**3,434**
Equity loss of associates	**11.857**
Provision for non-performance and obsolescence	**(7,250)**
Deferred income taxes	**171.814**
Gain, net - Adjustments FWA	**(167,994)**
Interest, monetary and exchange variation, net	**311.661**
Others	**19.952**
	2.149.389
Changes in assets and liabilities	
Restricted cash	**11,047**
Accounts receivable	**(158.474)**
Derivative financial instruments	**(51.079)**
Inventories	**65,189**
Advances to suppliers	**(69,049)**
Judicial deposits	**(64,978)**
Taxes recoverable	**(120.191)**
Taxes payable	**(54.120)**
Trade accounts payable	**157,286**
Salaries payable	**81,555**
Other assets and liabilities, net	**80,253**
Net cash flows from operating activities	**2.026.828**
Investing Activities	
Acquisitions and additions to investments	**(46.170)**
Sugar cane planting and growing costs	**(963.102)**
Cash proceeds from sale of P, P&E	**5.527**
Purchase of property, plant and equipment, software and intangible assets	**(1,556.189)**
Cash received on sale of the retail business of sugar	**146,864**
Net cash flows provided by in investment activities	**(2.413.070)**
Financing Activities	
Proceeds from long-term debt	**1,367.736**
Repayment of long-term and short-term debt	**(1.750.410)**
Capital increase	**1,278.013**
Dividends paid and Interest on capital	**(4,418)**
Related parties	**315.933**
Net cash flows used in financing activities	**1,206.854**
Net decrease in cash and cash equivalents	**820.612**
Cash and cash equivalents at the beginning of the period	**379,871**
Cash and cash equivalents at the end of the period	**1,200.483**
Supplemental disclosure of cash flow information	
Financial interest expenses paid	**310.633**
Income taxes paid	**86.064**