

COSAN LOGÍSTICA S.A.
CNPJ/MF 17.346.997/0001-39
NIRE 35.300.447.581

**MINUTES OF THE MEETING OF THE BOARD OF
DIRECTORS HELD ON APRIL 29, 2015**

- 1. DATE, TIME AND PLACE:** Held on April 29, 2015 at 9:30 a.m. at the headquarters of Cosan S.A. located at Avenida Presidente Juscelino Kubitscheck 1327, 4th Floor, Room 18, Vila Nova Conceição, in the City and State of São Paulo, (“Company”).
- 2. ATTENDANCE:** Present all the members of the Company's Board of Directors: Messrs. Rubens Ometto Silveira Mello, Chairman of the Board of Directors; Marcos Marinho Lutz, Vice Chairman of the Board of Directors; Burkhard Otto Cordes, Julio Fontana Neto, Guilherme Rehder Quintella and Hélio Franca Filho, members.
- 3. CALL:** Call made via electronic message and waived given the attendance of all members.
- 4. PRESIDING:** Rubens Ometto Silveira Mello, Chairman; Maria Rita Drummond, Secretary.
- 5. AGENDA:** (i) Review, discuss and approve the publication of the Company's results and financial statements for the first quarter of Fiscal Year 2015, ended March 31, 2015; (ii) Establish the Company's Compensation Committee; and (iii) Elect the members of the Company's Compensation Committee.
- 6. RESOLUTIONS:** Having called the Meeting to order and after reviewing related documents and discussing the matters on the agenda, the members of the Board of Directors unanimously and without reservations approved:

6.1 The publication of the Company's results and financial statements for the first quarter of Fiscal Year 2015, ended March 31, 2015;

6.2 The establishment of the Company's Compensation Committee, which shall be composed of a minimum of three (3) and a maximum of five (5) members, serving for a continuous term of two (2) years from any given election date.

6.3 Election of the following members who will constitute the Company's Compensation Committee and will serve for a continuous term of two (2) years from the present date:

(i) **Rubens Ometto Silveira Mello**, Brazilian citizen, married, engineer, bearer of Identity Card RG/SSP/SP No. 4.170.972-X and Individual Taxpayer Registration (CPF/MF) No. 412.321.788-53, resident and domiciled in the City of São Paulo, State of São Paulo, with business address at 1327 Avenida Presidente Juscelino Kubitschek, 4th Floor;

(ii) **Burkhard Otto Cordes**, Brazilian citizen, married, manager, bearer of Identity Card No. RG/SSP/SP 13.255.194-9 and Individual Taxpayer Registration (CPF/MF) No. 286.074.808-39, resident and domiciled in the City of São Paulo, State of São Paulo, with business address at 1327 Avenida Presidente Juscelino Kubitschek, 2nd Floor, and;

(iii) **Marcos Marinho Lutz**, Brazilian citizen, married, engineer, bearer of Identity Card RG/SSP/SP No. 15.649.492-9 and Individual Taxpayer Registration (CPF/MF) No. 147.274.178-12, resident and domiciled in the City of São Paulo, State of São Paulo, with business address at 1327 Avenida Presidente Juscelino Kubitschek, 3rd Floor.

7. **ADJOURNMENT:** With no further business to be discussed, the Chairman adjourned the meeting for the drawing up of these minutes which, after being read and found to be accurate, were signed by all members and filed in the Company's records. Signed: Rubens Ometto Silveira Mello, Presiding Officer and Chairman of the Board of Directors; Maria Rita Drummond, Secretary; Marcos Marinho Lutz, Vice Chairman of the Board of Directors; Burkhard Otto Cordes, Julio Fontana Neto, Guilherme Rehder Quintella and Hélio França Filho, Members.

This is a free translation of the original minutes drawn up and recorded in the Company's records.

São Paulo, April 29, 2015

MARIA RITA DRUMMOND

Secretary