

## **COSAN LOGÍSTICA S.A.**

Corporate Taxpayer ID (CNPJ/MF): 17.346.997/0001-39

Company Registry (NIRE): 35.300.447.581

Publicly Held Company

### **NOTICE TO SHAREHOLDERS**

**COSAN LOGÍSTICA S.A.** (BM&FBovespa: RLOG3) (“Cosan Logística” or “Company”) hereby announces to its shareholders that the Extraordinary Shareholders Meeting held on this date approved the capital increase of the Company, under the following terms and conditions:

#### **1. Capital increase and number of shares to be issued**

The capital increase will be carried out through the issue, for private subscription, of one billion, fifty-four million, five hundred forty-five thousand, four hundred fifty-five (1,054,545,455) registered common shares with no par value (“Shares”) at the issue price of fifty-five centavos (R\$0.55) per common share, resulting in an increase of five hundred eighty million reais (R\$580,000,000.00) in the capital stock of the Company (“Capital Increase”).

After the Capital Increase, the Company’s capital will increase from nine hundred forty million, seven hundred fifty-three thousand, one hundred seventy-six reais (R\$940,753,176.00) to one billion, five hundred twenty million, seven hundred fifty-three thousand, one hundred seventy-six reais (R\$1,520,753,176.00), divided into one billion, four hundred sixty million, four hundred two thousand, two hundred sixty-nine (1,460,402,269) registered, book-entry common shares with no par value.

The shareholder Cosan Limited undertook to inject up to the full amount of the Capital Increase by exercising its preemptive right, while subscribing to any unsubscribed shares and during the auction of unsubscribed shares, if any, in order to ensure the full ratification of the Capital Increase.

#### **2. Issue price**

The issue price of Shares issued under the Capital Increase is fifty-five centavos (R\$ 0.55) per share (“Issue Price”).

The Issue Price was determined based on item III, Article 170, Paragraph 1 of Brazilian Corporations Law, considering the weighted average price of the Company’s shares traded on the São Paulo Stock Exchange (BM&FBovespa) in the thirty (30) trading sessions prior to February 24, 2016 (inclusive), the date of publication of the Capital Increase proposal.

### **3. Reasons for Capital Increase**

The capital increase is to meet the commitment undertaken by the Company to invest at least five hundred million reais (R\$500,000,000.00) in the capitalization being structured by the management of its investee, Rumo Logística Operadora Multimodal S.A. (“Rumo”), as approved in the Meeting of the Board of Directors of the Company held on February 18, 2016.

The purpose of the Capital Increase is to support the financing and investment strategies of Rumo, in which the Company holds 26.26% interest, to enable it overcome the current financial and economic situation faced by it.

### **4. Rights of Shares issued under the Capital Increase**

The Shares to be issued under the Capital Increase will entitle their holders to all the rights offered by existing shares, including dividends, interest on equity and any remuneration on capital that may be declared by the Company after approval of the capital increase.

### **5. Preemptive rights**

In accordance with the procedures established by Itaú Corretora de Valores S.A. (“Itaú Corretora”), the bookkeeping agent for Company shares, and by BM&FBovespa S.A. – Securities, Commodities and Futures Exchange (“BM&FBovespa”), shareholders will have preemptive rights to subscribe to the new shares under the Capital Increase, in proportion to the number of common shares they held on March 14, 2016, the date of approval of the Capital Increase by the Shareholders Meeting.

Therefore, one (1) common share will give its holder the right to subscribe to 2.629991077071 new common shares.

Shareholders may exercise their preemptive rights during a period of thirty (30) days from the publication of this Notice to Shareholders, starting on March 16, 2016 and ending on April 14, 2016 (inclusive), by signing the subscription order to be provided to shareholders by the bookkeeping agent.

The percentage dilution of interest held by shareholders who do not subscribe to any of the shares during the period for exercise of their preemptive right in the Capital Increase will be 72.2092451775%.

## **6. Trading ex-subscription rights**

Company shares acquired in any trading session after March 15, 2016 (inclusive) will not be entitled to preemptive rights to subscription to the Capital Increase and, as of said date, the shares of the Company will be traded ex-subscription rights.

## **7. Assignment of subscription rights**

The preemptive rights to subscription of Shares may be negotiated on the stock exchange or in a private trading environment and may be freely assigned to third parties or other shareholders by the holder of the common shares of the Company who so wishes, pursuant to Article 171, Paragraph 6 of Brazilian Corporations Law.

Common shareholders of the Company who wish to trade their preemptive right to subscription may do so within the deadline for exercising preemptive rights, specified in item 5, with sufficient time in advance to enable the exercise of subscription rights granted during said period.

Holders of Company shares registered in the records of Itaú Corretora may assign their respective preemptive rights (including the right to subscribe to any unsubscribed shares) by completing the respective form for assignment of rights, available in any of the specialized branches of Itaú Unibanco S.A. ("Banco Itaú") listed at the end of this Notice. Shareholders

whose shares are under custody with the Central Securities Depository of BM&FBovespa (“Central Depository”) and who wish to assign their subscription rights should contact their custody agents.

Shareholders who had exercised their preemptive right cannot assign the right to subscribe to unsubscribed shares.

## **8. Method for payment of Shares subject to preemptive rights**

Shares subscribed to in the Capital Increase must be paid in cash, in domestic currency, or through capitalization of advances for future capital increase (AFAC), whether existing or that may be constituted during the period for exercise of preemptive rights, at the time of subscription, and should comply with the specific rules and procedures of Itaú Corretora and the Central Depository.

## **9. Procedure for exercising preemptive rights**

### **(i) Shares held in custody at Itaú Corretora**

Shareholders whose subscription rights are held in custody at Itaú Corretora and who wish to exercise their preemptive right to subscribe to the Shares must, within the period for exercising their preemptive rights, visit one of the branches of Banco Itaú specializing in shareholder services listed at the end of this Notice to Shareholders.

Shareholders will exercise their preemptive rights by signing the subscription order, as per the template provided by Itaú Corretora, and the shareholder or assignee of the preemptive rights to subscription must submit the documents described in item 10 below, to exercise their preemptive rights through Itaú Corretora.

The Issue Price must be paid at the time of subscription. The service will be available on business days, from 9:00 a.m. to 6:00 p.m., from March 16, 2016 to April 14, 2016.

### **(ii) Shares held in custody at the Central Depository of BM&FBovespa**

Holders of subscription rights held in custody at the Central Depositary must exercise their respective rights through their custody agents and in accordance with the rules determined by the Central Depositary.

#### **10. Documentation for subscription of Shares and assignment of subscription rights**

Holders of subscription rights held in custody at the Central Depositary who wish to exercise their preemptive rights or assign such rights must contact their custody agents for information about the required documents.

Holders of subscription rights held in custody at Itaú Corretora who wish to exercise their preemptive rights or assign such rights, must submit the following documents, directly through Itaú Corretora:

Individuals: Identity card, Individual Taxpayer ID (CPF) and proof of residence and income.

Legal Entities: originals and copies of Bylaws and minutes of election of current executive officers or consolidated articles of association in force, Corporate Taxpayer ID (CNPJ), corporate documents granting powers of representation, and originals of Identity card, Individual Taxpayer ID (CPF) and proof of residence of the representatives.

#### **11. Procedures for subscription to unsubscribed shares and auction of unsubscribed shares**

At the time of exercising preemptive rights, shareholders who wish to subscribe to the unsubscribed Shares that were not subscribed during the period for exercising preemptive rights, must express in the subscription order their intention to subscribe to the unsubscribed shares. Within four (4) business days from the end of the period for exercising preemptive rights, the Company will publish a new Notice to Shareholders informing the procedures for apportionment of any unsubscribed shares that may be determined by the custodian agent. Note that, for the purpose of this Capital Increase, unsubscribed shares are any shares not subscribed to by shareholders of the Company by failing to exercise their preemptive rights envisaged by law.

In case of apportionment of unsubscribed shares, shareholders who express their interest in reserving unsubscribed shares will have up to five (5) business days from the publication of

said Notice to Shareholders about calculating the number of unsubscribed shares, to inform the number of unsubscribed Shares to which they wish to subscribe, which may not exceed the number of unsubscribed shares to which each shareholder is proportionally entitled.

The maximum number of unsubscribed shares that each shareholder or assignee of preemptive rights to subscription is entitled to subscribe to will be calculated by multiplying the number of new Shares that remain unsubscribed after the deadline for exercising the preemptive rights by the number of Shares subscribed to by the respective shareholder or assignee of preemptive rights to subscription during the period for exercising preemptive rights, and dividing the result by the total number of Shares subscribed to by all shareholders and assignees of preemptive rights to subscription who expressed interest in subscribing to the unsubscribed shares during that period.

Subscription to unsubscribed shares is expected to start on April 22, 2016, inclusive, and end on April 28, 2016, inclusive.

If there still remain unsubscribed Shares after the end of subscription to unsubscribed shares, the Company may conduct an auction of such unsubscribed Shares on the stock exchange.

More details on the procedures for subscribing to any unsubscribed shares will be announced after the end of the period for exercising preemptive rights, through a Notice to Shareholders.

## **12. Ratification of Capital Increase**

After the end of the period for exercising preemptive rights, subscribing to unsubscribed shares and the auction of unsubscribed shares, if applicable, the Board of Directors of the Company will ratify the Capital Increase.

## **13. Service locations**

Shareholder services for holders of subscription rights of shares held in custody at Itaú Corretora are provided at the following Banco Itaú branches:

**Brazil:** SCS Quadra 2 - Ed. Palácio do Comércio Bloco B - loja 9 - Térreo

**Belo Horizonte:** Av. João Pinheiro, 195 – Subsolo - Centro

**Curitiba:** R. João Negrão, 65 - Sobreloja - Centro

**Porto Alegre:** R. Sete de Setembro, 1,069 – 3º andar - Centro

**Rio de Janeiro:** Av. Almirante Barroso, 52- 2º andar - Centro

**São Paulo:** R. Boa Vista, 176 – 1º Subsolo - Centro

**Salvador:** Av. Estados Unidos, 50 - 2º andar - Comércio

São Paulo, March 14, 2016

**Marcelo Eduardo Martins**

Chief Financial and Investor Relations Officer

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