



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
RATIFICATION OF CAPITAL INCREASE AND
REVERSE STOCK SPLIT**

COSAN LOGÍSTICA S.A. (BM&FBOVESPA: RLOG3) (“Cosan Logística” or “Company”), continuing the disclosure of information through Notices to Shareholders dated March 14, April 14 and 20, and May 2, 2016 and the Material Fact notice dated March 14, 2016, hereby announces to its shareholders the following:

1. Capital Increase.

On March 14, 2016, the Company held an Extraordinary Shareholders Meeting (Shareholders Meeting), which approved a capital increase of five hundred eighty million reais (R\$ 580,000,000.00) through the issue of one billion, fifty-four million, five hundred forty-five thousand, four hundred fifty-five (1,054,545,455) new book-entry common shares with no par value at the issue price of fifty-five centavos (R\$ 0.55) per share, fixed pursuant to item III of article 170, paragraph 1 of the Brazilian Corporations Law.

After the exercise of preemptive rights on subscription to new Shares, apportionment and auction of unsubscribed shares, the capital increase was subscribed for five hundred eighty million, two hundred sixty-three thousand, nine hundred ninety-two reais (R\$ 580,263,992.00), that is, two hundred sixty-three thousand, nine hundred ninety-two reais (R\$ 263,992.00) more than was authorized by the Shareholders Meeting, due to the appreciation of the shares during the auction of unsubscribed shares at the BM&FBovespa S.A. – Securities, Commodities and Futures Exchange (“BM&FBovespa”) on May 4, 2016. The excess subscription of two hundred sixty-three thousand, nine hundred ninety-two reais (R\$ 263,992.00) will be allocated to the capital reserve of the Company in accordance with article 182, paragraph 1 of the Brazilian Corporations Law.

As authorized by the Shareholders Meeting, the Board of Directors of the Company ratified, on May 10, 2016, the capital 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.

2. Reverse Stock Split.

As per the proposal approved by the Shareholders Meeting, and after ratification of the capital increase by the Board of Directors at a meeting to be held today for this purpose, all the book-entry common shares with no par value issued by the Company will be grouped at the ratio of four (4) shares to one (1) share, such that the capital stock that is currently represented by one billion, four hundred sixty million, four hundred two thousand, two hundred sixty-nine (1,460,402,269) shares will be represented by three hundred sixty-five million, one hundred thousand, five hundred sixty-seven (365,100,567) book-entry common shares with no par value, without any change in the value of the Company's capital stock.

Shareholders of the Company holding shares in a number that is not a multiple of four (4) or holding fewer than four (4) shares may, at their own free will, adjust their shareholdings through the market within thirty (30) days from May 11, 2016 to June 9, 2016. After the above period, any fractions of shares resulting from the reverse split will be identified, separated, grouped into whole numbers and sold at an auction to be held on the BM&FBovespa and the net proceeds will be paid to eligible shareholders, as follows:

(i) For shareholders whose records are updated and include the checking account for the receipt of earnings, the amount will be deposited in the checking account;

(ii) For shareholders whose shares are held at the Central Securities Depository of BM&FBovespa, the amount will be credited directly at the depository, which will transfer them to the respective shareholders through their custody agents;

(iii) For other shareholders whose records are not updated or who do not have an account at Itaú Unibanco S.A., the amounts will be credited after they update their records by visiting any of the



Itaú Unibanco S.A. branches in Brazil carrying documents proving their ownership and/or release of the shares, as applicable.

(iv) Locks for deposit that are outstanding with non- grouped position will be valid only until June 8, 2016 .

The auction date of the fractions of shares will be announced after the expiry of the period for adjusting the shareholdings, through a Notice to be published by the Company.

São Paulo, May 10, 2016.

Paula Kovarsky

Investor Relations Officer

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