



COSAN LOGÍSTICA S.A.

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

Company Registry (NIRE): 35.300.447.581

**MINUTES OF THE BOARD OF DIRECTORS' MEETING
HELD ON JUNE 10, 2016**

- 1. Date, Time and Venue:** On June 10, 2016 at 4:00 p.m., at the registered office of Cosan Logística S.A., located at Avenida Presidente Juscelino Kubitschek, 1327, 4º andar, sala 18, Bairro Vila Nova Conceição, in the city and state of São Paulo ("Company")
- 2. Attendance:** All members of the Company's Board of Directors, namely Messrs. Rubens Ometto Silveira Mello, Chairman of the Board of Directors, Marcos Marinho Lutz, Vice-Chairman of the Board of Directors, Marcelo Eduardo Martins, Burkhard Otto Cordes and Mailson da Nobrega, Directors. All directors participated in the meeting via conference call, as permitted under the Sole Paragraph, Article 18 of the Company's Bylaws.
- 3. Call notice:** The requirement to send a call notice was waived in view of the attendance of all members of the Board of Directors.
- 4. Presiding board:** Chairman: Rubens Ometto Silveira Mello; and Secretary: Maria Rita de Carvalho Drummond.
- 5. Agenda:** To approve (i) the execution of the notice to be sent to GIF Rumo Fundo de Investimento em Participações ("**GIF**"), regarding the exercise of the Substitution Right under the Shareholders' Agreement of Rumo Logística Operadora Multimodal S.A. ("**Rumo**"), entered into by and between the Company, Cosan S.A. Indústria e Comércio, GIF, TPG VI Fundo de Investimento em Participações and Cosan Limited, on September 5, 2014 ("**Shareholders' Agreement**") ("**GIF Notice**"); and (ii) the issue, by the Company, of one million, three hundred and ninety thousand and twenty-six (1,390,026) common shares, to be transferred to GIF by September 3, 2016, in consideration for the transfer by GIF to the Company of one million, three hundred fifty-one thousand, one hundred and fifteen (1,351,115) common shares issued by Rumo, pursuant to the Shareholders' Agreement.



6. Decisions: Once the meeting was brought to order, and after examining the matter in the agenda, the members of the board of directors approved the following, by unanimous vote and without reservations: (i) the execution and delivery to GIF by the Company of the GIF Notice, under which the parties agreed upon the conditions and transfer of shares in connection with the exercise of the Substitution Right by GIF; and (ii) the issue, by the Company, of one million, three hundred and ninety thousand and twenty-six (1,390,026) common shares, to be transferred to GIF by September 3, 2016, in consideration for the transfer by GIF to the Company of one million, three hundred fifty-one thousand, one hundred and fifteen (1,351,115) common shares issued by Rumo, pursuant to the Shareholders' Agreement. The conditions of the Company's capital increase required to issue the shares to be delivered to GIF will be approved by the Board as soon as the reverse stock split approved in the Extraordinary Shareholders' Meeting of the Company held on March 14, 2016 is concluded.

As of the date hereof, the management of the Company is hereby authorized to carry out all acts deemed necessary to consummate the decisions approved herein.

The GIF Notice, as approved herein, was signed by the chairman of the presiding board and filed at the Company's headquarters.

7. Closure: There being no further business to address, the Chairman adjourned the meeting, these minutes were drawn up, read, approved and signed by all those present. Attendance: Rubens Ometto Silveira Mello – Chairman of the Meeting and of the Board of Directors; Maria Rita de Carvalho Drummond – Secretary of the Meeting; Marcos Marinho Lutz, Vice-Chairman of the Meeting and of the Board of Directors, Marcelo Eduardo Martins, Burkhard Otto Cordes and Maílson da Nobrega - Directors.

This is a true copy of the original minutes drawn up in the Company's records.

São Paulo, June 10, 2016

MARIA RITA DE CARVALHO DRUMMOND

Secretary