

COSAN LOGÍSTICA S.A.

Publicly Held Corporation

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

Company Registry (NIRE) 35.300.447.581 / CVM Code
2348-5

MINUTES OF THE ANNUAL AND EXTRAORDINARY SHAREHOLDERS' MEETING
HELD ON APRIL 26, 2019

- DATE, TIME AND VENUE:** On April 26, 2019, at 2 p.m. at the registered office of Cosan Logística S.A. (“Company”) located at Avenida Brigadeiro Faria Lima, 4100, 16º andar, sala 02, Itaim Bibi, CEP: 04538-132, in the City of São Paulo, State of São Paulo, Brazil.
- CALL NOTICE:** The call notice was published, in accordance with Article 124 of Federal Law 6,404, of December 15, 1976, as amended (“Brazilian Corporation Law”), in the state register *Diário Oficial do Estado de São Paulo* and in the *Diário Comércio Indústria & Serviços*, in the editions of March 28, 29 and 30, 2019.
- ATTENDANCE:** Shareholders holding four hundred and ten million, eight hundred and two thousand, eight hundred and thirty-seven (410,802,837) common shares, all registered, book-entry and without par value, issued by the Company were in attendance, representing 88.74% of the Company’s total capital stock and voting capital, excluding treasury shares, as per the signatures in the Company’s Shareholder Attendance Book. Also in attendance, (i) Mr. Marcelo de Souza Scarcela Portela, Vice-President Legal Officer and representative of the Company’s management; (ii) Mr. Thiago Costa Jacinto, member of the Company’s Fiscal Council; (iii) Mr. Fabian Junqueira Sousa, representing KPMG Auditores Independentes; and (iv) Mr. Felício Mascarenhas de Andrade, member of the Company's Statutory Audit Committee.
- PRESIDING:** The meeting was presided over by Marcelo de Souza Scarcela Portela, which was nominated in writing by the Chairman of the Board of Directors, in accordance with Article 10 of the Bylaws of the Company, and Maria Rita de Carvalho Drummond as Secretary.
- PUBLICATIONS AND DISCLOSURE:** In accordance with Article 133 of The Brazilian Corporation Law, the Management Report, the financial statements accompanied by the respective notes, the Independent Auditor's Report, the reports of the Audit Board and Audit

Committee, for the fiscal year ended in 2018, were published in the state register *Diário Oficial do Estado de São Paulo* and *Diário Comercio Indústria & Serviços*, in the issue of February 20, 2019. The aforementioned documents and the other documents pertaining to the matters on the agenda, including the Management Proposal to the Shareholders Meeting, were also made available to shareholders at the registered office of the Company and published on the websites of the Securities and Exchange Commission of Brazil (“CVM”), of B3 S.A. – Brasil, Bolsa e Balcão (“B3”) and of the Company, at least one (1) month in advance of the date hereof, in accordance with Brazilian Corporation Law and the applicable CVM regulations.

6. **AGENDA:** The Company’s shareholders convened to examine, discuss and vote on the following agenda: **(A) In the Annual Shareholders Meeting:** (i) the managers' accounts, management report and financial statements of the Company, accompanied by the independent auditor’s report, the Audit Board’s report and the Statutory Audit Committee’s report for the fiscal year ended on December 31, 2018; (ii) the Management proposal for allocation of the Company’s income from the fiscal year ended on December 31, 2018; (iii) the installation of the Board of Directors of the Company; (iv) occupation of the positions of independent members of the Board of Directors; (v) the election of members to the Board of Directors; and (vi) the installation of the Company’s Fiscal Council; (vii) the establishment of the number of members of the Company’s Fiscal Council; (viii) the election of member and alternate members to the Company’s Fiscal Council; (ix) the definition of the overall annual compensation of managers and of the members of the Fiscal Council for fiscal year 2018; (x) change the newspaper used by the Company for the publications ordered by Law 6,404/76. **(B) In the Extraordinary Shareholders Meeting:** (i) the name of the Compensation Committee of the Company to the Personnel Committee, and consequently amend articles 26 and 29 of the Company's Bylaws; (ii) the consolidation of the Company's Bylaws.

7. **DECISIONS:** After convening the meeting and examining and discussing the matters on the agenda, the shareholders in attendance resolved as follows:

In the Annual Shareholders Meeting:

7.1. To approve, by unanimous vote, as per the voting resulting in Appendix I hereto, the managers' accounts, management report and financial statements of the Company, accompanied by the independent auditor’s report, the report of the Fiscal Council and the report of the Statutory Audit Committee for the fiscal year ended December 31, 2018.

7.2. To approve, by unanimous vote, as per the voting resulting in Appendix I hereto, for the allocation of the Company’s net income for the fiscal year ended on December 31, 2018, in the aggregate amount of seventy-four million, six hundred and forty-three thousand, thirty-seven reais and ninety-nine cents (R\$74,643,037.99), to amortize the losses accumulated in previous fiscal years.

7.3. To approve, by unanimous vote, as per the voting results in Appendix I hereto, the determination of five (6) members of the Company’s Board of Directors, with term of office until the date of the Annual Shareholders' Meeting to consider and vote on the Company’s financial statements for the fiscal year ending December 31, 2021.

7.4. To approve, by unanimous vote, as per the voting results in Appendix I hereto, Mr. Luiz Alves Paes de Barros and Maílson Ferreira da Nóbrega as candidates for independent members of the Board of Directors, as recommended by the Company's management.

7.5. To elect the following as members of the Company's Board of Directors, with term of office until the date of the Annual Shareholders' Meeting to consider and vote on the Company's financial statements for the fiscal year ending December 31, 2021:

- (i) by majority vote, as per the voting results in Appendix I hereto, **Rubens Ometto Silveira Mello**, Brazilian, married, engineer, bearer of Identity Document (RG) number 4.170.972-X SSP/SP, inscribed in the individual taxpayer register (CPF/MF) under no. 412.321.788-53, resident and domiciled in the City of São Paulo, State of São Paulo, with business address at Avenida Brigadeiro Faria Lima, 4.100, 16° floor, to the position of President of the Board of Directors;
- (ii) by majority vote, as per the voting results in Appendix I hereto, **Marcos Marinho Lutz**, Brazilian, married, engineer, bearer of Identity Document (RG) number 15.649.492-9, inscribed in the individual taxpayer register (CPF/MF) under no. 147.274.178-12, resident and domiciled in the City of São Paulo, State of São Paulo, at Avenida Brigadeiro Faria Lima, 4.100, 16° floor, to the position of Vice-President of the Board of Directors;
- (iii) by majority vote, as per the voting results in Appendix I hereto, **Burkhard Otto Cordes, Brazilian**, married, business administrator, bearer of Identity Document (RG) number 13.255.194-9, inscribed in the individual taxpayer register (CPF/MF) under no. 286.074.808-39, resident and domiciled in the City of São Paulo, State of São Paulo, at Avenida Brigadeiro Faria Lima, 4.100, 16° floor, to the position of member of the Board of Directors;
- (iv) by majority vote, as per the voting results in Appendix I hereto, **Marcelo de Souza Scarcela Portela**, Brazilian, married, lawyer, enrolled in the OAB/SP under No. 75,709, bearer of Identity Document (RG) number 6.762.668-3, inscribed in the individual taxpayer register (CPF/MF) under no. 023.502.188-13, resident and domiciled in the City of São Paulo, State of São Paulo, at Avenida Brigadeiro Faria Lima, 4.100, 16° floor, to the position of member of the Board of Directors;
- (v) by majority vote, as per the voting results in Appendix I hereto, **Maílson Ferreira da Nóbrega**, Brazilian, divorced, economist, bearer of Identity Document (RG) number 214.106, inscribed in the individual taxpayer register (CPF/MF) under no. 043.025.837-20, resident and domiciled in the City of São Paulo, State of São Paulo, with business address at Rua Estados Unidos, nº 498, to the position of independent member of the Board of Directors; and
- (vi) by majority vote, as per the voting results in Appendix I hereto, **Luiz Alves Paes de**

Barros, Brazilian, divorced, economist, bearer of Identity Document (RG) number 3.472.461, inscribed in the individual taxpayer register (CPF/MF) under no. 272.014.578-53, resident and domiciled in the City of São Paulo, State of São Paulo, with business address at Avenida Brigadeiro Faria Lima, 1982, 6º floor, cj. 603, to the position of independent member of the Board of Directors.

7.5.1. Based on the information received by the Company's management, in accordance with the applicable laws, the members of the Board of Directors elected herein meet the requirements set forth in Article 147 of Brazilian Corporation Law, which will be filed at the Company's registered office.

7.5.2. The Board of Directors members elected herein will take office in their respective positions within thirty (30) days as from the date hereof, upon signing the respective instrument of investiture to be drawn up in the Company's records and accompanied by the certificate of clearance as provided for in the item above.

7.6. To approve, by majority vote, as per the voting results in Appendix I hereto, the installation of the Company's Fiscal Council for the fiscal year of 2019.

7.7. To approve, by majority vote, as per the voting results in Appendix I hereto, the establishment of the number of three (3) effective members and their respective alternates to be part of the Company's Fiscal Council, with a mandate up to the date of the Annual Shareholders' Meeting to deliberate on the Company's financial statements for the fiscal year to be closed on 31 December 2019.

7.8. To elect the following as members of the Company's Fiscal Council, with term of office until the date of the Annual Shareholders' Meeting to consider and vote on the Company's financial statements for the fiscal year ending December 31, 2019:

Ⓐ by majority vote, as per the voting results in Appendix I hereto, **Luiz Carlos Nannini**, Brazilian, married, accountant, bearer of Identity Document (RG) number 9.221.586-5 SSP/SP, inscribed in the individual taxpayer register (CPF/MF) under no. 038.563.538-95, resident and domiciled in the City of São Paulo, State of São Paulo, with business address at Rua Gomes de Carvalho, 1050, to the position of effective member of the Fiscal Council, having as alternate **Carla Alessandra Trematore**, Brazilian, single, Bachelor of Science in Computer Science, bearer of Identity Document (RG) number 21.880.357-6, inscribed in the individual taxpayer register (CPF/MF) under no. 248.855.668-86, resident and domiciled in the City of São Paulo, State of São Paulo, with address at Rua Apinajés, 868, Apartamento 71, Perdizes;

Ⓐ by majority vote, as per the voting results in Appendix I hereto, **Marcelo Curti**, Brazilian, married, economist, bearer of Identity Document (RG) number 10.306.522 SSP/SP, inscribed in the individual taxpayer register (CPF/MF) under no. 036.305.588-60, resident and domiciled in the City of São Paulo, State of São Paulo, with business address at Avenida Marquês de São Vicente, nº 446, cj. 913

and 914, to the position of effective member of the Fiscal Council, having as alternate **Henrique Aché Pillar**, Brazilian, married, engineer, bearer of Identity Document (RG) number 3444145, inscribed in the individual taxpayer register (CPF/MF) under no. 309.194.367-49, resident and domiciled in the City of Curitiba, State of Paraná, with business address at Rua Emílio Bertolini, 100;

- (m) by majority vote, as per the voting results in Appendix I hereto, **Thiago Costa Jacinto**, Brazilian, single, entrepreneur, bearer of Identity Document (RG) number 38.347.877 SSP/SP, inscribed in the individual taxpayer register (CPF/MF) under no. 010.562.761-50, resident and domiciled in the City of São Paulo, State of São Paulo, with address at Rua Bandeira Paulista, nº 600, cj. 73, to the position of effective member of the Fiscal Council, having as alternate **Vanessa Claro Lopes**, Brazilian, divorced, accountant, bearer of Identity Document (RG) number 23.669.532-0, inscribed in the individual taxpayer register (CPF/MF) under no. 162.406.218-03, resident and domiciled in the City of Rio de Janeiro, State of Rio de Janeiro, with address at Avenida Lucio Costa 3604, Apartment 2701, Block 2, Barra da Tijuca.

7.8.1 Based on the information received by the Company's management, in accordance with the applicable laws, the shareholders were informed that the members of the Fiscal Council meet the requirements set forth in Article 162 of Brazilian Corporation Law and are able to sign, without any qualification, the certificate mentioned in Articles 147 and 162, Paragraph 2 of Brazilian Corporation Law, which will be filed at the Company's registered office.

7.8.2. The members of the Fiscal Council elected herein will take office in their respective positions within thirty (30) days as from the date hereof, upon signing the respective instrument of investiture to be drawn up in the Company's records and accompanied by the certificate of clearance as provided for in the item above.

7.9. To approve, by majority vote, as per the voting results in Appendix I hereto, the setting of the overall compensation at up to three million, two hundred and thirty-six thousand, one hundred and fifty-two reais and thirty-four centavos (R\$3,236,152.34), for the Company's managers and members of the Fiscal Council for fiscal year 2019, of which up to (i) four hundred and thirty five thousand, four hundred and seventy five reais and twenty centavos (R\$435,475.20) will be attributed to the Board of Directors; and (ii) two million, two hundred and eighty-four thousand, three hundred and twenty reais and ninety-three centavos (R\$2,284,320.93) will be attributed to the Company's managers; and (iii) five hundred and sixteen thousand, three hundred and fifty-six reais and twenty-one centavos (R\$516,356.21) will be attributed to the Fiscal Council, with the Company's Compensation Committee responsible for determining the individual amounts. The amount of the overall compensation approved above includes the amounts corresponding to social security contributions applicable to the compensation of managers and which are the responsibility of the Company.

7.10. To approve, by majority vote, as per the voting results in Appendix I hereto, the change in the newspaper used by the Company for the publications ordered by Law 6,404/76, of the Diário

Comércio Indústria & Serviços - DCI, for Folha de São Paulo - Circulação Regional. In this way, the Company's legal publications will be made in the *Diário Oficial do Estado de São Paulo* – State Register and in *Folha de São Paulo* – Regional Circulation.

In the Extraordinary Shareholders Meeting:

7.11. To approve, by unanimous vote, as per the voting results in Appendix I hereto, the change of the name of the Compensation Committee of the Company to the Personnel Committee, consequently amending Articles 26 and 29 of the Company, which shall be in force with the following wording:

“Article 26 - The Company will have two statutory committees, these being the audit committee ("Audit Committee") and the people committee ("People Committee"), which are advisory bodies and report directly to the Board of Directors, with the duties and responsibilities established in the regulations in force and in their internal regulations.

Paragraph 1 - The Board of Directors may create additional committees for the advisory services of the Company's management, with specific and limited objectives and term, designating their respective members.

Paragraph 2 - The same obligations and prohibitions imposed by law, by these Bylaws and by the Board of Directors shall be applicable to the members of the Audit Committee, the Personnel Committee and other committees that may be created by the Board of Directors for the advisory services of the Company's management. by the New Market Regulations to the Company's management.

Article 29 - The Personnel Committee shall be composed of 3 (three) members, elected and dismissed by the Board of Directors and chosen from among the members of the Board of Directors, all with a term of two (2) years.

Sole Paragraph - The Personnel Committee is responsible for allocating the amount allocated as a global amount to the managers, defined by the Shareholders' Annual Meeting, between the members of each body and its division according to the nature of the benefits and in accordance with the provisions of these Bylaws and your inner regiment.”

7.12. To approve, by unanimous vote, as per the voting results in Appendix I hereto, the consolidation of the Company's Bylaws, which shall become effective with the wording of Appendix II hereto.

8. **DOCUMENTS:** The documents and proposals submitted to the Meeting, as well as the statements and votes cast, protests, abstentions or dissent submitted in writing by the shareholders were numbered sequentially, authenticated by the Board and requesting shareholders and filed at the Company's registered office.

9. **CLOSURE:** There being no further matters to address, the Chairman adjourned the Meeting for the time necessary to draw up these minutes, with authorization given for their publication with the omission of shareholders' signatures. After being read and approved, they were signed by all present.

São Paulo, 26 de abril de 2019

Marcelo de Souza Scarcela Portela
Chairman of the Board and
Vice-Presidente Legal Officer

Maria Rita de Carvalho Drummond
Secretary

Felício Mascarenhas de Andrade
Fiscal Council Member

Fabian Junqueira Sousa
KPMG Auditores Independentes

Thiago Costa Jacinto
Fiscal Council Member

Shareholders present by sending voting by distance:

- 1 LEGAL AND GENERAL ASSURANCE PENSIONS MNG LTD
- 2 OREGON PUBLIC EMPLOYEES RETIREMENT SYSTEM
- 3 NORGES BANK
- 4 PUBLIC EMPLOYEES RETIREMENT ASSOCIATION OF NEW MEX
- 5 STATE ST GL ADV TRUST COMPANY INV FF TAX EX RET PLANS
- 6 THE DFA INV T CO ON BEH ITS S THE EM SLL CAPS
- 7 FORD MOTOR CO DEFINED BENEF MASTER TRUST
- 8 FORD MOTOR COMPANY OF CANADA, L PENSION TRUST
- 9 INTERNATIONAL MONETARY FUND
- 10 THE BOARD OF A.C.E.R.S.LOS ANGELES,CALIFORNIA
- 11 UTAH STATE RETIREMENT SYSTEMS
- 12 THE REGENTS OF THE UNIVERSITY OF CALIFORNIA
- 13 EMER MKTS CORE EQ PORT DFA INVEST DIMENS GROU
- 14 CITY OF NEW YORK GROUP TRUST
- 15 ISHARES PUBLIC LIMITED COMPANY
- 16 PINEBRIDGE GLOBAL FUNDS
- 17 ISHARES II PUBLIC LIMITED COMPANY
- 18 SPDR SP EMERGING MARKETS ETF

- 19 PARTNER FI EM ACOES INVESTIMENTO NO EXTERIOR
- 20 VIRGINIA RETIREMENT SYSTEM
- 21 ALPINE GLOBAL DYNAMIC DIVIDEND FUND
- 22 ALPINE DYNAMIC DIVIDEND FUND
- 23 ISHARES MSCI EMERGING MARKETS SMALL CAP ETF
- 24 COLLEGE RETIREMENT EQUITIES FUND
- 25 SPDR SP EMERGING MARKETS SMALL CAP ETF
- 26 SSGATC I. F. F. T. E. R. P. S. S. M. E. M. S. C. I. S. L.F.
- 27 VANGUARD TOTAL WORLD STOCK INDEX FUND, A SERIES OF
- 28 ISHARES III PUBLIC LIMITED COMPANY
- 29 NTGI-QM COMMON DAC WORLD EX-US INVESTABLE MIF - LENDING
- 30 ST ST MSCI EMERGING MKT SMALL CI NON LENDING COMMON TRT FUND
- 31 ABERDEEN GLOBAL INFRASTRUCTURE FUND
- 32 BRASIL CAPITAL MASTER FIA
- 33 ISHARES MSCI BRAZIL SMALL CAP ETF
- 34 MANASLU LLC
- 35 SSGA SPDR ETFS EUROPE I PLC
- 36 BRASIL CAPITAL 30 MASTER FIA
- 37 EMERGING MARKETS EQUITY FUND S OF M P F WORLD FUNDS, LLC
- 38 ISHARES CORE MSCI EMERGING MARKETS ETF
- 39 ADVANCED SERIES TRUST - AST GOLDMAN SACHS MULTI-ASSET PORTFO
- 40 CCL Q GLOBAL EQUITY FUND
- 41 CCL Q GROUP GLOBAL EQUITY FUND
- 42 NORTHERN TRUST COLLECTIVE EAFE SMALL CAP INDEX FUND-NON LEND
- 43 SSGA SPDR ETFS EUROPE II PUBLIC LIMITED COMPANY
- 44 BC RAIL FUNDO DE INVESTIMENTO EM ACOES
- 45 FIDELITY SALEM STREET T: FIDELITY TOTAL INTE INDEX FUND
- 46 ISHARES IV PUBLIC LIMITED COMPANY
- 47 CCL Q GLOBAL EQUITY MARKET NEUTRAL MASTER FUND LTD.
- 48 ANNAPURNA PSE FIA
- 49 STICHTING BLUE SKY PASSIVE EQUITY EMERGING MARKETS GLOBAL FU
- 50 LEGAL GENERAL GLOBAL INFRASTRUCTURE INDEX FUND
- 51 BRASIL CAPITAL PREV I MASTER FUNDO DE INVESTIMENTO EM ACOES
- 52 CALIFORNIA PUBLIC EMPLOYEES RETIREMENT SYSTEM

Shareholders represented by Ana Clara Machado Correa:

- 53 COSAN LIMITED
- 54 ISLAND SERVICES MANAGEMENT CORP
- 55 COMMONWEALTH CARRIERS SA
- 56 REZENDE BARBOSA S A ADM E PART
- 57 RENATO E R BARBOSA
- 58 ALASKA 70 ICATU PREV FIFE FIM
- 59 ALASKA RANGE FUNDO DE INVESTIMENTO MULTIMERCADO
- 60 ALASKA BLACK MASTER FIA - BDR NIVEL I
- 61 ALASKA BLACK INSTITUCIONAL FIA
- 62 ALASKA POLAND FIA - BDR NIVEL 1
- 63 JATLAN FUNDO DE INVESTIMENTO EM ACOES

Shareholders represented by Michele da Silva Gonsales:

64 PUBLIC EMPLOYEES RETIREMENT SYSTEM OF OHIO

65 VANGUARD EMERGING MARKETS STOCK INDEX FUND

66 VANGUARD TOTAL INT STOCK INDEX FUND, A SERIES OF VANGUARD STAR FUNDS