

**COSAN S.A. INDÚSTRIA E COMÉRCIO**  
**Corporate Taxpayer ID (CNPJ/MF): 50.746.577/0001-15**  
**Company Registry (NIRE): 35.300.177.045**  
**Publicly Traded Company**

**MANAGEMENT PROPOSAL**

**ANNUAL SHAREHOLDERS MEETING**

**APRIL 29, 2016**

**COSAN S.A. INDÚSTRIA E COMÉRCIO**

Corporate Taxpayer ID (CNPJ/MF): 50.746.577/0001-15

Company Registry (NIRE): 35.300.177.045

**Publicly Traded Company**

Dear Shareholders,

We hereby submit the Management Proposal regarding the items on the agenda of the Annual Shareholders Meeting to be held on April 29, 2016, at 10 a.m. at the head office of the Company:

***Ordinary Business:***

***(i) To analyze the management accounts, examine, discuss and vote on the financial statements related to the fiscal year ended December 31, 2015.***

We propose approval of the management accounts and financial statements related to fiscal year ended December 31, 2015, as disclosed on February 18, 2016 in the websites of the Securities and Exchange Commission of Brazil (CVM) and BM&FBovespa S.A. – Securities, Commodities and Futures Exchange, through the Empresas.NET system, and on February 23, 2016 in the newspapers *Diário Oficial do Estado de São Paulo* in the *Caderno Empresarial* section and *Folha de São Paulo* (Financial Statements), considering the proposal for allocation of net income described in item (ii) below.

Note that pursuant to clause III, article 9 of CVM Instruction 481 of December 17, 2009 (CVM Instruction 481/09), the information provided in **Appendix I** reflect our comments on the financial situation of the Company.

***(ii) To allocate the net income from the fiscal year ended December 31, 2015.***

We propose that net income from the fiscal year ended December 31, 2015 be allocated as described in **Appendix II** to this proposal, prepared in accordance with clause II, paragraph 1 of article 9 of CVM Instruction 481/09.

The net income of six hundred sixty-six million, five hundred eighty-four thousand, seven reais and sixty-eight centavos (R\$ 666,584,007.68) will be allocated as follows: (i) payment of minimum mandatory dividends in the amount of one hundred sixty-six million, six hundred forty-six thousand, one reais and ninety-two centavos (R\$ 166,646,001.92); (ii) additional dividends of two hundred fifty-five million, nine hundred sixty-three thousand, seven hundred nineteen reais and ninety-nine centavos (R\$ 255,963,719.99); and (iii) constitution of Statutory Reserve (Special Reserve) in the amount of two hundred forty-three million, nine hundred seventy-four thousand, two hundred eighty-five reais and seventy-seven centavos (R\$ 243,974,285.77).

Management proposes the payment of dividends amounting to four hundred eighty-five million reais (R\$ 485,000,000.00) as follows: (i) four hundred twenty-two million, six hundred nine thousand, seven hundred twenty-one reais and ninety-one centavos (R\$ 422,609.721.91), from dividends relating to fiscal year ended December 31, 2015; and (ii) sixty-two million, three hundred ninety thousand, two hundred seventy-eight reais and nine centavos (R\$ 62,390,278.09) from the unearned profits reserve.

Of the dividend amount proposed by Management, a sum of two hundred eighty-five million reais (R\$ 285,000,000.00) was paid as interim dividend, as per the resolution of the Board of Directors on February 18, 2016, and the balance amount of two hundred million reais (R\$ 200,000,000.00) should be paid in up sixty (60) days after approval by the Annual Shareholders Meeting, pursuant to article 205, paragraph 3 of Federal Law 6,404/76.

***(iii) To ratify the payment of interim dividends made by the Board of Directors of the Company in 2015.***

Pursuant to article 31, paragraph 1 of the Bylaws of the Company, the Board of Directors approved on September 10, 2015, the payment of interim dividends amounting to one hundred fifty million reais (R\$ 150,000,000.00) to the debit of retained earnings of previous years, in accordance with article 204, paragraph 2 of Federal Law 6,404/76.

***(iv) To fix the overall management compensation for the fiscal year started January 1, 2016.***

In accordance with article 152 of Federal Law 6,404/76<sup>1</sup> and article 12, clause I of CVM Instruction 481/09, we propose that the overall management compensation for the fiscal year started on January 1, 2016 and ending on December 31, 2016, be up to twenty-eight million, nine hundred twenty-three thousand, four hundred fifteen reais and ninety-nine centavos (R\$ 28,923,415.99), broken down as: (i) nineteen million, two hundred forty-one thousand, four hundred eighty-two reais and sixty-six centavos (R\$ 19,241,482.66) corresponding to fixed and variable compensation, payroll charges and benefits; and (ii) nine million, six hundred eighty-one thousand, nine hundred thirty-three reais and thirty-three centavos (R\$ 9,681,933.33) corresponding to the acquisition of shares as part of the Stock Option Plan in 2016.

We also inform that the Annual and Extraordinary Shareholders Meeting of the Company held on April 30, 2015, approved the overall management compensation limit at forty-three million reais (R\$ 43,000,000.00), while the actual amount was twenty-three million, one hundred eighty-eight thousand, eight reais and eighty-three centavos (R\$ 23,188,008.83). The difference between the amount approved and the amount actually paid is mainly due to the fact that the Company had transferred some of its managers to its parent company Cosan Limited.

Note that the information required to duly analyze the proposed management compensation, as established by article 12, II, of CVM Instruction 481/09, is available in **Appendix III** to this proposal.

*(v) To elect members of the Audit Board of the Company.*

Pursuant to the Bylaws of the Company and the laws in force, we suggest reelecting the following Audit Board members for a term of office until the Annual Shareholders Meeting that will approve the financial statements for the fiscal year ending December 31, 2016:

**NADIR DANCINI BARSANULFO**, Brazilian, divorced, lawyer, bearer of identity card RG/SSP/SP 11.767.161-7 and inscribed in the individual taxpayer register (CPF/MF) under no. 276.175.488-34, resident and domiciled in the city and state of São Paulo, with business address at Avenida Presidente Juscelino Kubitschek, 1327, 3° andar, **as member**; and as

---

<sup>1</sup> Also as per the understanding of the Board of CVM in CVM proceeding no. RJ2014/6629

alternate member, **SÉRGIO ROBERTO FERREIRA DA CRUZ**, Brazilian, divorced, economist, bearer of identity card RG/SSP/RJ 3.652.154-0 and inscribed in the individual taxpayer register (CPF/MF) under no. 352.453.107-59, resident and domiciled in the city and state of Rio de Janeiro, with residence address at Avenida Prefeito Dulcideo Cardoso, 1.100, bloco 1, apto. 2202;

**CELSO RENATO GERALDIN**, Brazilian, married, accountant, bearer of identity card RG/SSP/SP 19.924.565 and inscribed in the individual taxpayer register (CPF/MF) under no. 154.808.738-05, resident and domiciled in the city of Piracicaba, state of São Paulo, with business address at Avenida Limeira, 222, 5° andar, sala 507, **as member** ; and as alternate member, **MARCOS AURÉLIO BORGES**, Brazilian, married, accountant, bearer of identity card RG/SSP/SP 21.888.693 and inscribed in the individual taxpayer register (CPF/MF) under no. 131.026.448-13, resident and domiciled in the city of Piracicaba, state of São Paulo, with business address at Avenida Limeira, 222, 5° andar, sala 507;

**ALBERTO ASATO**, Brazilian, married, administrator, bearer of identity card RG/SSP/SP 6.232.223-0 and inscribed in the individual taxpayer register (CPF/MF) under no. 710.704.198-34, resident and domiciled in the city of Assis, state of São Paulo, at Rua Raimundo Recco, 212, **as member**; and as alternate member, **EDISON ANDRADE DE SOUZA**, Brazilian, married, accountant, bearer of identity card RG/SSP/SP 6.157.469-7 and inscribed in the individual taxpayer register (CPF/MF) under no. 710.864.398-72, resident and domiciled in the city of Tarumã, state of São Paulo, with business address at Fazenda Nova América, s/n°, Água da Aldeia;

**MARCELO CURTI**, Brazilian, married, economist, bearer of identity card RG/SSP/SP 10.306.522 and inscribed in the individual taxpayer register (CPF/MF) under no. 036.305.588-60, resident and domiciled in the city and state of São Paulo, with business address at Avenida Marquês de São Vicente, 446, conjuntos 913 e 914, Barra Funda, **as member**; and as alternate member, **EDGARD MASSAO RAFFAELLI**, Brazilian, married, administrator, bearer of identity card RG/SSP/SP 12.270.465 and inscribed in the individual taxpayer register (CPF/MF) under no. 050.889.138-85, resident and domiciled in the city and state of São Paulo, with business address at Avenida Marquês de São Vicente, 446, conjuntos 913 e 914, Barra Funda; and

**JOSÉ MAURICIO D'ISEP COSTA**, Brazilian, married, accountant, bearer of identity card RG 669.745 SPTC/ES and inscribed in the individual taxpayer register (CPF/MF) under no. 915.613.707-97, resident and domiciled in the city and state of São Paulo, with address at Rua André Dreyfus, 180, Casa 01, Perdizes, **as member**; and as alternate member, **NORTON DOS SANTOS FREIRE**, Brazilian, married, accountant, bearer of identity card RG/SSP/SP 7.186.759-4 and inscribed in the individual taxpayer register (CPF/MF) under no. 900.432.518-20, resident and domiciled in the city and state of São Paulo, with address at Rua Loureiro da Cruz, 296, apto 04, Aclimação.

In **Appendix IV** to this proposal, the Company has provided the information mentioned in items 12.5 to 12.10 of the reference form for candidates nominated by Management, in accordance with article 10 of CVM Instruction 481 of December 17, 2009.

***General Information:***

Shareholders holding registered common shares issued by the Company can attend the Meeting either personally or through their legal representatives or proxies, provided said shares are registered in their name at the stock transfer agent responsible for providing book-entry services for the Company's shares, and/or the custody agent, pursuant to article 126 of Federal Law 6,404/76 (Brazilian Corporations Law). Shareholders must arrive before the scheduled Meeting time mentioned in the Call Notice, bearing the following documents:

- Individual shareholders: Identification document with photo (Brazilian or foreigner identity card (RG or RNE), driver's license (CNH) or membership cards of officially recognized professional associations) and proof of ownership of shares issued by the Company, duly updated and issued by the bookkeeping institution and/or custody agent;
- Legal entity shareholders: certified copy of the latest restated bylaws or articles of incorporation and corporate documentation granting power of attorney (minutes of election of executive officers and/or power of attorney); identity document with photo of legal representative(s) and proof of ownership of shares issued by the Company, duly updated, issued by the bookkeeping institution and/or custody agent;
- Investment funds: certified copy of the latest consolidated rules of the fund and bylaws or articles of incorporation of its administrator, as well as corporate documentation granting power of attorney (minutes of election of executive officers and/or power of attorney); identity document with photo of legal representative(s) and proof of ownership of shares issued by the Company, duly updated, issued by the bookkeeping institution and/or custody agent;

Pursuant to article 11 of the Bylaws, shareholders who will be represented by proxy must submit at the head office of the company, the respective proxy and representation documents **up to two (2) days before the scheduled Meeting date** and said proxies must meet the requirements established in law and the Bylaws of the Company. The original documents or their certified copies must be sent to Ana Clara Machado Correa, Legal Department, at the head office of the Company located at Avenida Presidente Juscelino Kubitschek, 1327, 4º andar, sala 1, São Paulo, SP., São Paulo and copies may be emailed to [dep.ri@cosan.com](mailto:dep.ri@cosan.com).

If shareholders have not submitted the proxy and representation documents within the deadline established in article 11 of the Bylaws of the Company, their representatives or proxies can attend the Meeting provided they submit, on or before the Meeting date, the original documents attesting to their powers.

São Paulo (SP), March 30, 2016

**The Management**  
**Cosan S.A. Indústria e Comércio.**