

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

MINUTES OF THE BOARD OF DIRECTORS' MEETING
HELD ON APRIL 19, 2016

1. **DATE, TIME AND VENUE:** On April 19, 2016 at 10:00 a.m., at the registered office of Cosan S.A. Indústria e Comércio located at Avenida Presidente Juscelino Kubitschek, 1327, 4º andar, sala 01, Bairro Vila Nova Conceição, CEP 04543-011, 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 DE SOUZA SCARCELA PORTELA, BURKHARD OTTO CORDES, MARCELO EDUARDO MARTINS, SERGE VARSANO and DAN IOSCHPE, Directors. All the members participated in the meeting via conference call, as permitted under the Sole Paragraph, Article 18 of the Company’s Bylaws.

3. **CALL NOTICE:** Call 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: ANA CLARA MACHADO CORREA.

5. **Agenda:** (i) to record the resignation of Mr. Nelson Roseira Gomes Neto from the positions of Chief Executive Officer and Investor Relations Officer; and (ii) to elect new members for the positions of Chief Executive Officer and Investor Relations Officer.

6. **Resolutions:** Once the meeting was brought to order and after examining the matters in the agenda, the members of the Board of Directors decided by unanimous vote and without restrictions:

6.1.1 To record the resignation of Mr. **Nelson Roseira Gomes Neto**, presented on the date hereof, from the positions of Chief Executive Officer and Investor Relations Officer;

The Company and Mr. Nelson Roseira Gomes Neto granted each other full and irrevocable release and agreed not to make any further claims whatsoever in relation to the positions object of the resignation above.

6.2. To elect the following new members to the positions of Chief Executive Officer and Investor Relations Officer:

(i) **Mario Augusto da Silva**, Brazilian, married, business administrator, identification document (RG/SSP/BA) no. 07709192-27 and individual taxpayer ID (CPF/MF) no. 925.760.875-15, resident and domiciled in the city and state of São Paulo, with business address at Avenida Presidente Juscelino Kubitschek, 1327, 3º andar, to the position of **Chief Executive Officer**; and

(ii) **Paula Kovarsky Rotta**, Brazilian, married, engineer, identification document (RG/SSP/SP) no. 09.539.813-7 and individual taxpayer ID (CPF/MF) no. 023.612.507-99, resident and domiciled in the city and state of São Paulo, with business address at Avenida Presidente Juscelino Kubitschek, 1327, 3º andar, to the position of **Investor Relations Officer**.

The Executive Officers elected herein shall serve a unified tenure along with the other members of the Company's Board of Executive Officers starting today and ending April 1, 2017, or until new members are elected to replace them. The Board of Directors records that it received from the Executive Officers elected herein a statement declaring that they are not incurred in any of the situations provided by law that may prevent them from exercising business activities, pursuant to Article 147 of Federal Law 6,404/76.

Given the decisions approved herein, the Company's Board of Executive Officers shall be composed as follows: (i) **Mario Augusto da Silva** - Chief Executive Officer; (ii)

Ricardo Dell Aquila Mussa – Chief Lubricants Officer; **(iii) Marcelo de Souza Scarcela Portela** – Chief Legal Officer; and **(iv) Paula Kovarsky Rotta** – Investor Relations Officer.

7. **CLOSURE:** There being no further business to address, the meeting was adjourned, these minutes were drawn up, read, approved and signed by all those present. São Paulo, April 19, 2016. (signed) RUBENS OMETTO SILVEIRA MELLO – Chairman of the Meeting and of the Board of Directors; ANA CLARA MACHADO CORREA – Secretary of the Meeting; MARCOS MARINHO LUTZ, Vice-Chairman of the Board of Directors, MARCELO DE SOUZA SCARCELA PORTELA, BURKHARD OTTO CORDES, MARCELO EDUARDO MARTINS, SERGE VARSANO and DAN IOSCHPE – Directors.

This is a free English translation of the original minutes drawn up in the Company's records.

São Paulo, April 19, 2016

ANA CLARA MACHADO CORREA

Secretary of the Meeting