

RULES AND PROCEDURES

Anti-Corruption Policy

1. OBJECTIVE

To establish guidelines to comply with the American Foreign Corrupt Practices Act (“Anti-corruption Law”).

2. USE AND VALIDITY

It shall be applicable to the companies controlled by Cosan, from **November 01, 2012**.

3. CONSIDERATIONS

3.1. BASIC ASSUMPTIONS

- 3.1.1. The purpose of the guidelines hereof is to make everyone aware of the North-American Anti-corruption Law. Any violation of this law may result in civil and criminal penalties, including the payment of fines and imprisonment, applicable both to the individuals and to the company, and which may be imposed by American governmental entities even when the action giving rise to the violation has occurred in another country.
- 3.1.2. It is the duty of all executives and employees of Cosan and its controlled companies, in all units and countries where they operate, to conduct all businesses with integrity, avoiding any form of fraud, bribery, corruption, forgery, dishonesty or money laundering.
- 3.1.3. Cosan and all its controlled companies, regardless of the place of operation, shall keep a system of internal controls and records that, with reasonable details, accurately reflects all relevant accounting operations.
- 3.1.4. It is prohibited under any circumstance to offer, promise, authorize or pay for any “valuable item” to any public employee, candidate, political party, or affiliated person thereof, of any nationality, with the purpose

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of influencing or inducing in order to obtain any business, retain any business, or gain any other type of advantage. The employees of any governmental commercial entity, or of entities controlled by the government, shall also be characterized as public organizations.

3.1.5. "Valuable items" shall mean, regardless of the amount involved:

- Any values in cash and/or shares
- Entertainment and/or meals.
- Discounts in the acquisition of products.
- Refund of travel expenses, or any other expenses.
- Presents or purchases, and the like (e.g.: "gift vouchers").
- Donations or contributions to public or private entities.
- Personal favors or contracting of family members.

3.1.6. The adoption of any actions considered as violations to the Anti-corruption Law by any broker, service provider, contractor, distributor, supplier, shareholder or partner, whether they are individuals or entities, related to Cosan and its controlled companies under any contract and/or commercial relationship, are under the responsibility of Cosan Group, and therefore, the Managers in charge shall check the reputation of these entities and formally instruct them as to the practices adopted and encouraged by the Group for full compliance with the Anti-corruption Law (e.g.: contractual clauses, representations and warranties).

3.1.7. In order to check the reputation of the entities with whom the relationship will be kept, the following examples of situations shall be considered as warnings as to any potential violations to the Anti-corruption Law by the contractor or trading partner:

- The other party is known to violate local laws.
- Refusal to sign any anti-corruption clauses in contracts or agreements.

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- Request of any unusual terms of contract or payments that are contrary to local laws.
- Contracting of another party suggested by any Government authority.

3.1.8. Any question regarding the situations that may violate the Anti-corruption Law shall be clarified in advance with the Legal Department or Internal Audit and Compliance.

4. REVIEW AND APPROVAL

Marcelo Martins	Financial Vice President
Marcelo Portela	Legal Vice President
José Cezário M. B. Sobrinho	Financial Officer
Leonardo Pinto Neto	Compliance and Audit Manager