

STANDARDS AND PROCEDURES

Policy for Disclosure of Material Information and Trading of Securities

1. PURPOSE

To establish the STANDARDS AND PROCEDURES that must be complied with by Related Persons for disclosing Material Information, maintenance of confidentiality about Material Information not yet disclosed to the public and trading of Securities, pursuant to CVM Instruction 358/02.

2. SCOPE AND VALIDITY

This Policy applies to Cosan S/A Indústria e Comércio, Cosan Limited and Subsidiaries as of **6/1/2014**.

3. CONSIDERATIONS

3.1. TERMS AND DEFINITIONS

- **Companies:** Cosan S/A Indústria e Comércio and Cosan Limited.
- **Stock Exchanges:**
São Paulo Stock Exchange (Bovespa), New York Stock Exchange (NYSE) and other stock exchanges or organized trading markets in which the Securities of the Companies or subsidiaries are admitted for trading.
- **Securities:** Stock, debentures, subscription warrants, derivatives, subscription rights and promissory notes issued by Cosan Limited (CZZ and CZLT33), Cosan S.A. Indústria e Comércio (CSAN3) and subsidiaries that are publicly held corporations.
- **Material Information:** Information related to any fact or event, whether internal or external to the Companies, which could considerably influence the price of Securities, decision of investors to trade on the Securities or to exercise any rights inherent to their status as holders of Securities.

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- **Related Persons:** The Companies; controlling shareholders; members of the Board of Directors of the Companies and subsidiaries, Board of Executive Officers (pursuant to Bylaws or not), Audit Board, Audit Committee and bodies with technical or advisory functions created pursuant to the Bylaws; parent companies; subsidiaries or associated companies; managers and employees that frequently access Material Information and others that the management of the Companies deems necessary or appropriate, as defined by the Investor Relations (IR) area.
- **Statement of Adhesion:** Formal instrument signed by Related Persons and recognized by the Companies, whereby the Related Persons express their knowledge of the rules contained here and undertake to comply with them, also ensuring that persons reporting to them comply with the rules herein, including subsidiaries, associated companies or joint ventures, spouses and dependents, whether direct or indirect.

3.2. BASIC ASSUMPTIONS

- 3.2.1. The Related Persons must sign the Statement of Adhesion (Appendix I) to this Policy.
- 3.2.2. The Statements of Adhesion mentioned here must be filed with the IR department, which must keep them for at least five (5) years from the date of termination of the Related Party.
- 3.2.3. Any doubts about the provisions of this Policy or applicable legislation must be clarified with the IR area.

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4. POLICY FOR DISCLOSURE OF MATERIAL INFORMATION

4.1. SCOPE

4.1.1. The Companies must disclose to the public any facts or events of strategic, administrative, technical, business or economic nature that may affect the prices of their Securities and influence the decision of investors to hold, buy or sell them and exercise any rights inherent to their status as holders of securities, pursuant to CVM Instruction 358/02 and this Policy.

4.2. INTERNAL PROCEDURES FOR DISCLOSURE

4.2.1. Following are the responsibilities of the IR Officer of the Companies:

- Disclose and report to the SEC, CVM and Stock Exchanges, immediately after becoming aware of it, any material fact or event that took place or is related to the Companies' businesses that is considered Material Information; and
- Provide to competent authorities, whenever requested by them, additional clarifications on any material fact or event already disclosed;

4.2.2. Material Information must be disclosed to the SEC, CVM and the Stock Exchanges through a material fact notice to the market, pursuant to applicable laws.

4.2.3. Whenever any Material Information is disclosed by any means of communication, including information to the press or at meetings of professional associations, investors, analysts or selected public, in Brazil or abroad, the Material Information must be disclosed simultaneously to the SEC, CVM, Stock Exchanges and investors in general.

4.2.4. Related Persons who are aware of any Material Information must inform such Material Information directly to CVM whenever they are certain about any omission in its disclosure.

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4.3. DISCLOSURE OF TRADES MADE BY MANAGERS AND RELATED PERSONS

4.3.1.

- Immediately after taking office, the number of securities issued by the Companies and their subsidiaries or parent companies that are publicly held companies that they may hold at that time, as well as those held by their spouse, except in case of *de facto* or judicial separation, and any dependent included in the annual income tax return.
- Any changes in the above positions, within 10 (ten) days after the end of the month in which there was a change in the position held, indicating the balance of the position in the period.

4.4. COMMUNICATION AND FORMS OF DISCLOSURE

4.4.1. The information on Material Fact or Event must be simultaneously informed to:

- Securities and Exchange Commission of Brazil (CVM).
- BM&FBovespa.
- Stock Exchanges and Over-the-Counter Market, if applicable.
- U.S. Securities and Exchange Commission (SEC), if applicable.
- Pursuant to CVM Instruction 547, the disclosure of Material Fact or Event involving the Company must be made in widely circulated newspapers customarily used by the Company or at least one (1) online news portal that provides, in a free access section, the entire information.

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4.4.2. As per item 4.4.2 above, the Company chose to disclose Material Information in the following link: <http://www1.folha.uol.com.br/mercado/publicidadelegal/>

4.5. EXCEPTION TO THE DISCLOSURE OF MATERIAL INFORMATION

4.5.1. Facts or events that constitute Material Information cannot be disclosed immediately if their disclosure could harm the legitimate interests of the Companies.

4.5.2. The Companies may choose to submit to CVM's appreciation any issue related to the disclosure of Material Information to the public that could harm the legitimate interests of the Companies.

4.6. DUTY OF CONFIDENTIALITY OF MATERIAL INFORMATION

4.6.1. The Related Persons must keep confidential any Material Information not yet disclosed to which they have access by virtue of their office or position, until such Material Information is disclosed to the public, and must ensure that any subordinates and third parties of their trust do so as well.

4.6.2. Until the business day immediately after the day of disclosure to the public, the Material Information must be considered undisclosed so that market players may process the Material Information.

4.6.3. Only the IR Officer or any person designated by them or, in their absence, any person designated by the CEO of the Companies, is authorized to comment, clarify or explain the contents of any material fact or event.

4.6.4. Any Related Person that leaves the Companies remains bound by the duty of confidentiality until such information is disclosed to competent authorities and the market.

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4.6.5. Any violations of this Policy verified by the Related Persons must be immediately reported to the IR Officer.

5. POLICY ON TRADING OF SECURITIES

5.1. PROHIBITIONS TO TRADING

- 5.1.1. Prior to disclosure of any Material Information to the public, as per the Disclosure and Trading Policy adopted by the Companies, Related Persons aware of such Material Information and/or the date of its disclosure are prohibited from trading or offering advice or assistance on investment in Securities.
- 5.1.2. Whenever any process of acquisition or disposal of stock issued by the Companies by a Related Party is under way and is public knowledge, and whenever an agreement for the transfer of controlling interest in the Companies has been signed, or if any option to acquire controlling interest in the Companies has been granted, or if the managers have signed an agreement for the merger, full or partial spin-off, consolidation or transformation of the Companies, or if a proposal for corporate reorganization of the Companies has been submitted for deliberation of the Board of Directors, the trading of Securities by Related Persons is prohibited until the respective process is concluded.
- 5.1.3. The IR Officer may establish exceptions to the prohibitions on trading, informing the Related Persons of such exceptions and their duration.
- 5.1.4. The Companies cannot acquire treasury stock in the events of prohibition of trading.

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5.1.5. The Companies and the persons impeded may neither lend nor borrow securities (called "securities lending") issued by the Companies.

5.2. BLACKOUT PERIOD

5.2.1. In addition to the prohibitions established in CVM Instruction 358/02, Related Persons may not trade securities issued by the Companies in the fifteen (15) days prior to the disclosure of quarterly financial information (ITR) and annual financial information (DFP and IAN) required by CVM, and the IR Officer must inform the Related Persons in advance of the dates such information will be disclosed.

5.3. TRADING PRACTICES

5.3.1. Subject to the blackout periods mentioned in item 5.2, Related Persons may trade securities issued by the Companies as a long-term investment. It is recommended that the Related Persons retain ownership of the securities issued by the Companies for at least six (6) months.

5.3.2. The restrictions established in item 5.1 do not apply to securities traded by investment funds of which the Related Persons are shareholders, provided these funds are not exclusive investment funds or investment funds in which the Related Persons may directly influence the trading decisions made by the fund manager or portfolio manager.

5.3.3. The Related Persons will always be allowed to privately acquire shares issued by the Companies by exercising Stock Options, in accordance with the stock option plans approved by the Shareholders Meeting. The acquisition, maintenance and disposal of shares acquired under these conditions must comply with the approved stock option plan.

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- 5.3.4. The IR Officer may, in exceptional cases and upon justification provided by the Related Persons, allow the trading of securities during the periods when trading is prohibited.
- 5.3.5. All communications from the IR Officer to the Related Persons must be made via letter, fax and/or email.

5.4. OBLIGATION TO INDEMNIFY

- 5.4.1. Any violation of this Policy will be subject to applicable procedures and penalties. Related Persons who violate this Policy are subject to sanctions established in law and undertake to reimburse the Companies and/or other Related Persons, fully and without limitation, for all losses the Companies and/or Related Persons may incur that result, directly or indirectly, from such violation.

5.5. REVIEW AND APPROVAL

Marcos Marinho Lutz	Chief Executive Officer
Marcelo Eduardo Martins	Chief Financial and Investor Relations Officer
Marcelo Portela	Chief Legal Officer
Guilherme L. B. Machado	Investor Relations Manager
Leonardo Pinto Neto	Superintendent of Audit and Compliance

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6. APPENDIX I

STATEMENT OF ADHESION

POLICY FOR DISCLOSURE OF MATERIAL INFORMATION AND TRADING OF SECURITIES

I, [name], [nationality], [marital status], [profession], [function or position] of [company name], hereby declare that I am aware of the terms and conditions of the Policy for Disclosure of Material Information and Trading of Securities of Cosan, in compliance with CVM Instruction 358/02.

I hereby formalize my adhesion to said Policy and undertake to comply with all its terms and conditions and, in situations of doubt, adopt the most conservative stance.

[city], [date]

[signature]