

RUMO S.A

Corporate Taxpayer's ID (CNPJ/MF) 02.387.241/0001-60

Company Registry (NIRE) 413.000.19886

Publicly-held Company

MINUTES OF THE BOARD OF DIRECTORS' MEETING

HELD ON DECEMBER 6, 2018

1. **DATE, TIME AND PLACE:** December 6, 2018, at 2:00 p.m., at the headquarters of Rumo S.A. at Rua Emílio Bertolini, 100, Cajuru, in the city of Curitiba, State of Paraná ("Company").
2. **ATTENDANCE:** All members of the Company's Board of Directors attended the meeting, 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; Julio Fontana Neto; Marcelo Eduardo Martins; Gustavo Diniz Junqueira, Abel Gregorei Halpern, Riccardo Arduini, Mailson Ferreira da Nóbrega and Sameh Fahmy – Board members.
3. **CALL NOTICE:** Call notice is waived in view of the attendance of all members of the Board of Directors.
4. **PRESIDING BOARD:** Chairman: Rubens Ometto Silveira Mello; and Secretary: Beatriz Primon de Orneles Cereza.
5. **AGENDA:** Approve the commencement of the transition period of the Company's chief executive officer succession.
6. **RESOLUTIONS:** Once installed the meeting after analysis of item of the agenda, members of the Board of Directors unanimously approved and without reservations, the commencement of the transition period of the Company's chief executive officer, Mr. Julio Fontana Neto to be succeeded by Mr. João Alberto Fernandez de Abreu.

Mr. Julio Fontana will act as chief executive officer and as a member of the Company's disclosure and trading committee until April 1, 2019, when he will be succeeded by Mr. João Alberto Abreu. After this date, Mr. Julio Fontana will continue as the Company's advisor until November 2019, ensuring the transition process is safely implemented, on schedule and in accordance with the Company's Chief Executive Officer Succession Plan. The Vice Chief Executive Officers of the South and North Networks, with large experience in the railway sector, will also assist in the transition process.

During and after transition period, Mr. Julio Fontana will continue as a member of this Board of Directors, and from April he will act as chairman of the Operational Committee, participating in all relevant strategic and operational decisions involving the Company.

During his tenure, Mr. Julio Fontana successfully headed the Company's transformational process, both operationally and financially, culminating in a significant improvement of results and recognized value creation for its shareholders. The Board of Directors thanks for his valuable services and his dedication in the conduction of the Company's businesses.

Mr. João Alberto is a vice chief executive officer at Raízen Energia S.A.'s Ethanol, Sugar and Bioenergy and a board member of the companies: Iogen Energy, WX Energy, and CTC – Centro de Tecnologia Canavieira. He worked for 18 years at Shell Group, holding several positions at retail in Brazil, England, and Argentina. In 2012, he became Bioenergy and Technology officer of Raízen Energia S.A.'s Ethanol, Sugar and Bioenergy business unit. Two years later, he headed the agroindustry executive board and became the vice chief executive officer of Ethanol, Sugar, and Bioenergy, coordinating over 23,000 employees at the 26 sugarcane mills. Mr. João Alberto holds a degree in Mechanical Engineering and Production from the Pontifical Catholic University of Rio de Janeiro (PUC/RJ) with an MBA from Dom Cabral Foundation.

7. CLOSURE: There being no further business to discuss, the meeting was adjourned to draw up these minutes, which were then read, approved and signed by all attending board members. Curitiba, December 6, 2018. (signed) Rubens Ometto Silveira Mello – Chairman of the Presiding Board and of the Board of Directors; Beatriz Primon de Orneles Cereza – Secretary; Marcos Marinho Lutz – Vice Chairman of the Board of Directors; Marcelo de Souza

Scarcela Portela; Burkhard Otto Cordes; Julio Fontana Neto; Marcelo Eduardo Martins; Gustavo Diniz Junqueira, Abel Gregorei Halpern, Riccardo Arduini, Mailson Ferreira da Nóbrega e Sameh Fahmy – Board members.

I certify this is a faithful copy of the original minutes drawn up in the Company's records.

Curitiba, December 6, 2018.

BEATRIZ PRIMON DE ORNELES CEREZA

Secretary