

COSAN S.A.
CNPJ/ME 50.746.577/0001- 15
NIRE 35.300.177.045

MINUTES OF THE BOARD OF DIRECTORS' MEETING
HELD ON FEBRUARY 05, 2021

- 1. DATE, TIME AND PLACE:** On February 5, 2021, at 9:00 am, at the Company's headquarters, located at Avenida Brigadeiro Faria Lima, No. 4.100, 16th floor, room 01, in the City of São Paulo , State of São Paulo, Zip Code 04538-132.
- 2. ATTENDANCE:** All members of the Company's Board of Directors, Mr. Rubens Ometto Silveira Mello, Chairman of the Board of Directors, Mr. Marcelo Eduardo Martins, Vice-Chairman of the Board of Directors, Mr. Luis Henrique Cals de Beauclair Guimarães, Mr. Burkhard Otto Cordes, Mr. Pedro Isamu Mizutani, Mr. Vasco Pinto da Fonseca Dias Júnior, Mr. José Alexandre Scheinkman, Mrs. Ana Paula Pessoa and Mr. Dan Ioschpe, members of the Board of Directors attended the meeting.
- 3. CALL:** Waived due to the presence of all members of the Board of Directors.
- 4. Board:** Chairman: RUBENS OMETTO SILVEIRA MELLO; and Secretary: JEFFERSON DE VASCONCELOS MOLERO.
- 5. AGENDA:** To resolve on: (i) the election of members of the Company's Audit Committee; (ii) the cancellation of 10,000,000 (ten million) shares issued by the Company that are held in treasury; (iii) the creation of a new share buyback program of the Company to replace the current share buyback program, as approved at a meeting of the Company's Board of Directors held on March 16, 2020; and (iv) the authorization for the Board of Executive Officers and the Company's management to adopt all measures and perform all acts necessary to carry out the share repurchase, as well as the ratification of the other acts already performed by the Company's Board of Executive Officers related to the matter.

6. **RESOLUTIONS**: After the meeting was convened, and the analysis of the matters included in the agenda, the members of the Board of Directors unanimously approved the votes, without reservations:

6.1 The election of the following members to compose the Company's Audit Committee, with a two-year term, or until new members are elected to replace them:

(i) **João Ricardo Ducatti**, Brazilian, married, manager, bearer of Identity Card RG No. 6.282.479, and CPF/ME No. 513.139.448-15, resident and domiciled in São Paulo, State of São Paulo, with business address at Rua Estela, No. 515, Block 11, room 202, Vila Mariana;

(ii) **José Alexandre Scheinkman**, Brazilian, married, economist, bearer of identity card RG/SSP/RJ No. 02.987.446-7 and enrolled with CPF/ME under No. 012.415.167-15, resident and domiciled in the City of New York, State of New York, at 220 Madison Ave., apartment 11H; and

(iii) **Felício Mascarenhas de Andrade**, Brazilian, single, business owner, bearer of identity card, RG No. 23.134.687-6 and do CPF/ME No. 159.659.608-24, resident and domiciled in São Paulo, State of São Paulo, with business address at Avenida Paulista, No. 2300, Andar Pilotis, Bela Vista.

6.2. The cancellation of 10,000,000 (ten million) shares issued by the Company that are held in treasury, as provided for in item (viii) of article 21 of the Company's Bylaws, with the increase of the capital stock of R\$ 6,365,852,559.62 (six billion, three hundred and sixty-five million, eight hundred and fifty-two thousand, five hundred and fifty-nine Reais and sixty-two cents), totally subscribed and paid in, to be divided into 468,517,733 (four hundred and sixty-eight million, five hundred and seventeen thousand, seven hundred and thirty-three) common shares, registered, book-entry and with no par value. As a result of the resolution approved herein, the caput of Article 5 of the Bylaws shall effective with the following wording, ad referendum of the next shareholders' meeting of the Company:

“Article 5 - The Company's capital stock is R\$ 6,365,852,559.62 (six billion, three hundred and sixty-five million, eight hundred and fifty-two thousand, five hundred and fifty-nine Reais and sixty-two cents), totally subscribed and paid up, divided into 468,517,733 (four hundred

and sixty-eight million, five hundred and seventeen thousand, seven hundred and thirty-three) common shares, all registered, book-entry and with no par value”.

6.3. The creation of a new repurchase plan of shares of the Company, replacing the current repurchase plan, under the terms described below (“Cosan Repurchase”):

Purpose of the Operation:	Acquisition of shares as treasury, cancellation or disposal.
Outstanding shares and treasury shares:	Considering the mergers approved in the Extraordinary Shareholders’ Meeting of the Company, held on January 22, 2021, and further subject to any adjustment due to the withdrawal right to be exercised by the shareholders of any of the merged companies, the Company has 298,601,755 (two hundred and ninety-eight million, six hundred and one thousand, seven hundred and fifty-five) outstanding registered, book-entry common shares, with no par value, issued by the Company (“ <u>Outstanding Shares</u> ”) and, after the cancellation of 10,000,000 (ten million) shares held in treasury, as approved in resolution (ii) of the above agenda, 1,749,038 (one million, seven hundred and forty-nine thousand, and thirty-eight) registered, book-entry common shares, with no par value, issued by the Company and held in treasury (“ <u>Treasury Shares</u> ”).
Maximum number of shares that can be repurchased within the period:	10,000,000 shares (representing approximately 2.13% of the total shares and up to 3.35% of the Outstanding Shares).
Price and manner of acquisition	The acquisitions of shares shall be carried out at B3 S.A. – Brasil, Bolsa, Balcão (“B3”), at the market price, being the Company's management liable to decide the time and the quantity of shares to be acquired, either in a single transaction or in a series of transactions, subject to the limits provided for in the applicable regulation.

Term to settle the operation:	Up to 18 months.
Brokers used:	<p>(i) Bradesco S/A CTVM, CNPJ 61.855.045/0001-32</p> <p>(ii) Citigroup GMB CCTVM S.A., CNPJ 33.709.114/0001-64;</p> <p>(iii) Credit Suisse (Brasil) S/A CTVM, CNPJ 42.584.318/0001-07;</p> <p>(iv) Itaú CV S/A, CNPJ 61.194.353/0001-64;</p> <p>(v) Merrill Lynch S.A. CTVM, CNPJ 02.670.590/0001-95;</p> <p>(vi) Morgan Stanley CTVM S/A, CNPJ 04.323.351/0001-94;</p> <p>(vii) Santander CCVM S/A, CNPJ 51.014.223/0001-49; and</p> <p>(viii) XP Investimentos CCTVM S/A, CNPJ 02.332.886/0001-04;</p>
Available funds	<p>The repurchase of shares shall be made using funds available in the Company's Profit Reserves (Profit Retention and Statutory Reserve) accounts, with the exception of reserves specified in art. 7, §1, of CVM Instruction No. 567, of September 17, 2015 (“<u>CVM Instruction 567/15</u>”). The balance of the Profit Retention and Statutory Reserve account, according to the Company's Financial Statements as of September 30, 2020, is R\$ 6,075,522 (in thousands).</p>
Verification of available funds	<p>The ongoing existence of funds available to support the operations for acquisition of own shares shall be verified based on the latest annual, interim or quarterly financial statements disclosed by the Company prior to the actual transfer to the Company of the ownership of shares of its own issuance.</p>
Amounts estimated for the profit and loss of the year	<p>The use of amounts estimated for the result of the current year shall not be allowed to support the transactions made under the Share Buyback Program.</p>

Verification of the board of executive officers	The Board of Executive Officers shall only carry out acquisitions if it has taken all necessary steps to ensure that: (a) the settlement of the operation, or of each operation, as the case may be, on the due date is compatible with the Company's financial situation, without affecting the fulfillment of obligations undertaken with creditors or the payment of the mandatory dividend; and (b) in the event it is verified the existence of available funds based on interim financial statements, or reflected in the quarterly information forms – ITR, there are no foreseen facts capable of causing significant changes in the amount of such funds over the remaining of the fiscal year.
Rights of shares held in treasury	Under the terms of applicable law, the shares held in treasury shall have no equity or political rights. According to §2 of art. 10 of ICVM 567/15, the treasury shares shall be disregarded in the calculation of the quorum required for convening and resolution, as provided for in the Brazilian Corporation Law and in the securities market regulations.
Bonus shares, grouping and split-up	In the event of any combination, split-up or bonus of shares of the Company is approved, the number of treasury shares shall be changed in order to adjust the numerical representation of volume of shares of its own issuance held by the Company, without having as consequence to modify the balance in the balance sheet account that supported the acquisition.
Disposal of shares within the scope of Company's stock option plan	The shares acquired under the Share Buyback Program may, at the discretion of the Board of Directors, be allocated to any exercise of share call options within the scope of the stock option plan that may be approved by the Company.
Disposal or cancellation of	The Company shall cancel or dispose of shares that

exceeding shares	exceed the balance of available profits and reserves, within 6 (six) months from the disclosure of the annual and interim financial statements, or the quarterly financial information in which the excess is determined.
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6.3.1 The conditions of the Cosan Repurchase are specified in **Annex I** to these Minutes, for the purpose of disclosing the information contained in Annex 30-XXXVI to the Brazilian Securities and Exchange Commission Instruction No. 480, of December 7, 2009.

6.4 The numbers provided under items 6.2 and 6.3 above, as well as under **Annex I** to these minutes, have taken into account the shares issued by the Company as a result of the mergers of Cosan Limited and Cosan Logística S.A. into the Company, approved by the Company's Special Shareholders' Meeting held on January 22, 2021, even if the shareholders bases of the merged companies have not yet migrated to the Company's shareholders' base. In addition, such information remains subject to any adjustment as a result of the withdrawal right to be exercised by the shareholders of Cosan Logística S.A.

6.5. The authorization for the Company's Board of Executive Officers and management to adopt all measures and perform all the acts necessary to carry out the share buyback program, as well as the ratification of the other acts already performed by the Company's Board of Executive Officers or management, aiming at the share buyback program.

7. CLOSING: There being no further business to be transacted, the meeting was closed and these minutes were drawn up, which, after being read, verified and found to be in compliance, were signed. São Paulo (SP), February 05, 2021. (aa) Rubens Ometto Silveira Mello – Chairman of the Board and the Board of Directors; Mr. Jefferson de Vasconcelos Molero – Secretary of the Board; Mr. Marcelo Eduardo Martins – Vice-Chairman of the Board of Directors, Mr. Luis Henrique Cals de Beauclair Guimarães, Mr. Burkhard Otto Cordes, Mr. Pedro Isamu Mizutani, Mr. Vasco Pinto da Fonseca Dias Júnior, Mr. José Alexandre Scheinkman, Mr. Ana Paula Pessoa and Mr. Dan Ioschpe – Directors.

I declare that this is a true copy of the minutes drawn up in the proper book.

São Paulo (SP), February 05, 2021.

JEFFERSON DE VASCONCELOS MOLERO

Secretary of the Board

Annex I to the meeting of the Board of Directors of Cosan S.A., held on February 05, 2021.

Annex 30-XXXVI of CVM Instruction No. 480/09, as amended by CVM Instruction No. 567/15 (Trading of Shares of its Own Issuance)

Cosan S.A. ("Company"), in compliance with CVM Instruction No. 480, of December 7, 2009, as amended, presents below the information provided for in Annex 30-XXXVI regarding the trading of shares of its own issuance.

1. Justify in details the purpose and the economic effects expected from the transaction.

The purpose of the share buyback program is to acquire common shares issued by the Company to maintain such acquired shares in treasury, for cancellation or disposal. Shares repurchased and held in treasury may, at management's discretion, be used to meet obligations arising from the stock option plans for executive officers, under the terms approved by the Shareholders' Meeting and the Board of Directors of the Company.

In addition, the share buyback program will also allow the Company to succeed the position of Cosan Limited, a company which merger with the Company was approved in the Special Shareholders' Meeting held on January 22, 2021, in an Equity Swap agreement that has as reference shares of the Company, as well as to enter into other derivative transactions referenced in shares issued by the Company itself.

2. Inform the number of (i) outstanding shares and (ii) shares already kept in treasury.

The Company has (i) 298,601,755 (two hundred and ninety-eight million, six hundred and one thousand, seven hundred and fifty-five) outstanding, registered, book-entry common shares, with no par value, issued by the Company ("Outstanding Shares"); and (ii) after the cancellation of 10,000,000 (ten million) shares held in treasury, as approved in resolution (ii) on the agenda of the Board of Directors' Meeting held on the date hereof, 1,749,038 treasury shares.

3. Inform the number of shares that may be purchased or sold;

Under this plan, up to 10,000,000 common shares may be repurchased, representing 2.13% of the total shares issued by the Company, and up to 3.35% of the Outstanding Shares).

4. Describe the main characteristics of the derivative instruments that the company may use, if applicable.

If derivatives are used under this program, swaps will be used in which the Company receives the price variation of the shares of its own issuance traded on the stock exchange *plus* the proceeds (active end) and pays the CDI rate plus a fixed rate (passive end). The agreements shall have a financial settlement and a maximum term of up to 18 months. The active end shall be backed by transactions carried out on the stock exchange at the market price disclosed by the hired bank.

The agreements shall be traded over the counter, and shall be subject to a financial settlement. The instruments may provide for the need for giving collateral for net exposures above a certain level.

5. Describe, if applicable, any agreements or voting guidance between the company and the counterparty in the transactions.

Not applicable. The Company or the hired bank shall carry out the transactions on the stock exchange and, therefore, it is not aware of who will be the counterparties in the transactions, and does not have or shall not have agreements or voting guidelines with such counterparties.

6. In case of transactions carried out from organized markets of securities, inform:

**a. the maximum (minimum) price at which the shares will be acquired (disposed of);
and**

b. if applicable, the reasons that justify the transaction at prices more than 10% (ten percent) higher, in the case of acquisition, or more than 10% (ten percent) lower, in the case of disposal, than the average price, weighted by the volume, in the 10 (ten) previous trading sessions;

Not applicable, since the purchase transactions by the Company or the hired bank will be made on a stock exchange at market price.

7. Inform, if applicable, the impacts of the transaction on the structure of the shareholding's control or in the company's administrative structure.

There are no relevant changes on the shareholding's control and neither on the Company's administrative structure.

8. Identify the counterparties, if known, and, in relation to the related party to the company, as defined by the accounting rules regarding this matter, provide information requested by article 8 of CVM Instruction No. 481, as of December 17, 2009;

The purchase transactions by the Company or the hired bank will be carried out on a stock exchange and at a market price, and therefore, the Company is not aware of who will be the counterparties of the transactions. In addition, the Company will not conduct transactions between parties related to the Company.

9. Inform the use of the proceeds, if applicable.

The acquired shares will be held in treasury for disposal and/or cancellation and maintenance of long-term executive officers retention plans. Any proceeds raised will be kept in the Company's cash.

10. Indicate the maximum term for liquidating the authorized transactions.

The maximum term for carrying out the acquisitions is 18 months, starting on February 5, 2021 and ending on August 5, 2022.

11. Identify the institutions that shall act as agents, if applicable.

The brokers for the physical purchase will be:

(i) Bradesco S/A CTVM, CNPJ 61.855.045/0001-32;

(ii) Citigroup GMB CCTVM S.A., CNPJ 33.709.114/0001-64;

- (iii) Credit Suisse (Brasil) S/A CTVM, CNPJ 42.584.318/0001-07;
- (iv) Itaú CV S/A, CNPJ 61.194.353/0001-64;
- (v) Merrill Lynch S.A. CTVM, CNPJ 02.670.590/0001-95;
- (vi) Morgan Stanley CTVM S/A, CNPJ 04.323.351/0001-94;
- (vii) Santander CCVM S/A, CNPJ 51.014.223/0001-49; and
- (viii) XP Investimentos CCTVM S/A, CNPJ 02.332.886/0001-04.

12. Specify the available funds to be used, pursuant to article 7, § 1, of CVM Instruction No. 567, as of September 17, 2015.

The transactions made under the Repurchase Plan shall be supported by the aggregate amount of funds available in the Company's Profit Reserves (Profit Retention and Statutory Reserve), with the exception of reserves specified in art. 7, §1, of CVM Instruction No. 567. The balance of the Profit Retention and Statutory Reserve account, according to the Company's Financial Statements as of September 30, 2020, is R\$ 6,075,522 (in thousands).

13. Specify the reasons why the members of the board of directors feel comfortable that the repurchase of shares shall not jeopardize the compliance with the obligations undertaken with the creditors nor the payment of the fixed or minimum mandatory dividends. (NR)

The Company's Board of Directors understands that the execution of this share buyback program will not affect the Company's ability to pay in relation to the obligations undertaken with its creditors, nor the payment of minimum mandatory dividends. The Company has a comfortable liquidity position, with a controlled level of leverage, which would support the execution of the plan.