



**COSAN S.A.**

*Publicly-held Company*

CNPJ No. 50.746.577/0001-15

NIRE 35.300.177.045 | CVM Code 19836

**CALL NOTICE TO THE  
EXTRAORDINARY GENERAL MEETING  
TO BE HELD ON JANUARY 22, 2021**

The Board of Directors of **COSAN S.A.**, corporation, headquartered in the City of São Paulo, State of São Paulo, at Avenida Brigadeiro Faria Lima, n° 4.100, 16th floor, Suite 01, Itaim Bibi, Zip Code 04538-132, whose articles of incorporation are filed in the Board of Trade of the State of São Paulo (“JUCESP”) under NIRE 35.300.177.045, enrolled with the National Taxpayers’ Registry of the Ministry of Economics (“CNPJ/ME”) under No. 50.746.577/0001-15, registered with the Brazilian Securities Commission (“CVM”) as publicly-held company category “A” under code 19836 (“Company”), hereby, pursuant to article 124 of Law No. 6,404, of December 15, 1976, as amended (“Brazilian Corporate Law”), and CVM Instruction No. 481, of December 17, 2009, as amended (“ICVM 481/09”), call the shareholders of the Company to gather at Extraordinary Shareholders’ Meeting (“Shareholders’ Meeting”), to be held on January 22, 2021, at 11 a.m., exclusively on digital format, to examine, discuss and vote on the following agenda:

(i) changes in the Company’s Bylaws, to reflect the: (a) inclusion of the new article 7 and its respective paragraphs, so as to provide for the obligation of communication to the Company by the shareholder that exceeds the levels of interest set out in the article; (b) partial review of article 11, to include criterion for definition of the Chairman of the General Meeting in case of absence of the Vice-Chairman and impediment of the Chairman of the Board of Directors; (c) partial review of article 13, so as to exclude certain matters under competence of the General Meeting; (d) partial review of article 15, so as to exclude the excess part; (e) partial review of the caput of article 17, to establish criterion that should be adopted when there is no agreement on the substitute for the Chairman of the Board of Directors in case of absence or temporary impediment; (f) partial review of sole paragraph of article 17, to clarify that the vacancy in the positions of Chairman and Vice-Chairman should be simultaneous; (g) partial review of article 19, sole paragraph to adjust the means of transmission of the minutes of the Board of Directors’ meeting; (h) partial review of article 21, so as to exclude certain competences of the Board of Directors in connection with the subsidiaries of the Company, as well as substitute the wording



of item “xxiv”, adapting it to meet the new requirements of the new article 37; **(i)** partial review of article 22, to eliminate the part that was excluded from the legal standards, as well as establish limit number of Executive Officers, clarifying that such position has no specific designation; **(j)** partial review of article 28, to clarify that the Audit Committee also observes the applicable regulations of B3; **(k)** partial review of article 33, so that the wording is in conformity with the denomination used in article 202 of the Brazilian Corporate Law; **(l)** partial review of the title of the chapter formerly titled “Chapter VIII – Sale of Control”, inclusion of a section titled “Section I – Sale of Share Control” and exclusion of sole paragraph of article 36 and subsequent articles formerly provided for in that chapter, so as to eliminate provisions that are not required by the Novo Mercado Regulation; **(m)** exclusion of the chapters titled “Chapter IX – Cancellation of Publicly-held Company Registration” and “Chapter X – Withdrawal from Novo Mercado and Corporate Reorganization”, so as to exclude from the Bylaws provisions that are no longer required by the Novo Mercado Regulation; **(n)** inclusion of article 37 regulating the (a.1) direct or indirect acquisition of Material Interest in the Company, representing at least 10% of its capital stock, until January 31, 2028, and at least 15% of its capital stock as of February 1, 2028, either through a single operation or a series of operations (“Material Interest”), as well as (a.2) public offer of acquisition of total shares and securities convertible into shares held by the other shareholders of the Company, which the acquirer of such Material Interest should make; and **(o)** inclusion of a new chapter titled “Chapter XIV – Transitional Provisions”, under Article 41, which provides for the rules applicable to the installation, designation and operation of the Independent Special Committee addressed by CVM Guiding Opinion No. 35, of September 1, 2008, which was responsible for, in the scope of the proposal of Corporate Reorganization to streamline the structure of the economic group of the Company (“Intended Operation”), reviewing and negotiating the exchange ratio of the shares issued by (1) of the parent company of the Company, the Cosan Limited, limited company incorporated and duly existing according to the laws of the Bermudas Island, enrolled with CNPJ/ME under the n° 08.887.330/0001-52, headquartered at Crawford House 50, Cedar Avenue, Hamilton HM 11, Bermudas Island (“CZZ”), for shares issued by the Company, in the context of the proposal of CZZ merger by the Company; and (2) of **Cosan Logística S.A.**, enrolled with CNPJ/ME under the No. 17.346.997/0001-39, headquartered at Avenida Brigadeiro Faria Lima, 4.100, 16th floor, suite 02, Bairro Itaim Bibi, in the City and State of São Paulo (“Cosan Log”), for shares issued by the Company in the context of the proposal of Cosan Log merger by the Company, being ratified the acts performed by the Independent Special Committee; and **(p)** other changes required so as to adjust to the new numbering of the articles of the Bylaws, as well as adjustments of the terms defined and agreement, as well as update of the denomination of certain regulatory and self-regulatory bodies.



- (ii) establishment of the number of members of the Company's Board of Directors;
- (iii) occupation the positions of independent members of the Board of Directors;
- (iv) appointment of the members of the Board of Directors.
  
- (v) in case the shareholders of CZZ approve the merger of CZZ by the Company ("CZZ Merger"), the approval of the following acts related to CZZ Merger, subject to further approval of the subsequent item of the agenda: (a) approve the "Protocol and Justification of Merger of Cosan Logística by Cosan S.A.", entered into on December 17, 2020 by the managements of the Company and of CZZ ("Protocol and Justification of CZZ Merger"); (b) approve the "Deed of Merger", which sets out the terms and conditions of CZZ Merger in compliance with Section 104B of the Bermudas Companies Act of 1981 ("Companies Act"); (c) ratify the hiring of Apsis Consultoria Empresarial Ltda., for preparation of the (c.1) Appraisal Report of net worth, at book value, of the CZZ ("CZZ Accounting Appraisal Report"); and (c.2) Appraisal Report of net worth at market prices of the CZZ ("CZZ Appraisal Report at Market Price" and, in conjunction with the CZZ Accounting Appraisal Report, "CZZ Appraisal Reports"); (d) approve the CZZ Appraisal Reports; (e) approve CZZ Merger; and (f) approve the issuance of new shares issued by the Company as result of CZZ Merger, based on the exchange ratio negotiated, with the consequent change in the *caput* of article 5 of the Company's Bylaws; and (g) authorize the CZZ's officers to perform all acts required to consummate the CZZ Merger, as well as ratify all the acts performed to date in order to implement the CZZ Merger;
  
- (vi) in case CZZ Merger has been approved by the shareholders of CZZ and of the Company in the prior item of the agenda, the approval of the following acts related to the merger of Cosan Log by the Company ("Cosan Log Merger" and, in conjunction with CZZ Merger, the "Mergers"), in act subsequent to CZZ Merger: (a) approve the "Protocol and Justification of Merger of Cosan Logística by Cosan S.A.", entered into on December 17, 2020 by the managements of the Company and of Cosan Log ("Protocol and Justification of Merger of Cosan Log"); (b) ratify the hiring of Apsis Consultoria Empresarial Ltda., for preparation of the (b.1) Appraisal Report of net worth, at book value, of Cosan Log ("Accounting Appraisal Report of Cosan Log"); and (b.2) Appraisal Report of net worth at market prices of Cosan Log ("Appraisal Report at Market Price of Cosan Log" and, in conjunction with the Accounting Appraisal Report of Cosan Log, "Appraisal Reports of Cosan Log"); (c) approve the Appraisal Reports of Cosan Log; (d) approve Cosan Log Merger; (e) approve the capital stock increase as



result of Cosan Log Merger to be subscribed and paid up by the administrators of Cosan Log in benefit of its shareholders, with consequent change in the *caput* of article 5 of the Company's Bylaws; and (f) authorize the Company's officers to perform all the acts required to consummate Cosan Log Merger, as well as ratify all the acts performed to date in order to implement Cosan Log Merger; and

(vii) approve the consolidation of the Company's Bylaws.

The proposals of deliberation described in items (i) to (vii) of the aforementioned Agenda are interdependent legal businesses, assuming that each of the deliberations on these items have no effectiveness individually, without the others having too. Accordingly, in case such Meeting rejects any of the matters contained in such items or in the event of failure in obtaining the corporate approvals from the shareholders of CZZ and Cosan Log, any matters approved in this Meeting in relation to this item will not produce effects.

## **General**

The Company informs that, due to the coronavirus pandemic (COVID-19) and the measures recommended by the authorities to prevent its dissemination, including to avoid crowded places, the Shareholders' Meeting will be held exclusively in digital form, under the terms da CVM Instruction No. 622 of April 17, 2020 ("ICVM 622/20") which amended a few provisions of ICVM 481/09.

The Company will provide an electronic system for remote attendance which will permit that the shareholders attend the Shareholders' Meeting without having to be physically present (meeting exclusively digital). To attend the Meeting, it will be required to present the documents described below.

Pursuant to article 4, paragraph 3 of ICVM 481/09, the Shareholders' Meeting will be considered as held in the head office of the Company.

The Company points out that there will be no possibility to physically attend the Shareholders' Meetings, since it will be held in the digital form.

The electronic system for remote attendance will be available for access from 01:30 p.m. of July 22, 2021. Through the digital platform, the shareholders will have access to the video of the table



and audio of the conference room where the Shareholders' Meeting will be held and they will be able to speak up via audio. The guidelines and data for connection to the electronic system, including the necessary password, will be sent to the shareholders who express interest in attending the meeting on remote basis through the e-mail [AGECosan2021@cosan.com](mailto:AGECosan2021@cosan.com), to the attention of the Company's Investor Relations Department by July 20, 2021 (including).

In case the shareholder fails to receive the access passwords up to 24 (twenty-four) hours prior to the time of beginning of the Shareholders' Meeting, the shareholder must contact the Investor Relations Department, through the e-mail [dep.ri@cosan.com](mailto:dep.ri@cosan.com) or by telephone (5511) 3897-9797 so as to provide the necessary support.

Pursuant to article 21-C, paragraph 1 of ICVM 481/09, the electronic system will assure the record of attendance of the shareholders and their respective votes, as well as: (i) the possibility of speaking up and simultaneous access to documents presented during the meeting which had not been formerly provided; (ii) the full recording of the Shareholders' Meeting; and (iii) the possibility of communication among the shareholders.

The Company points out that the shareholder will be solely responsible for ensuring the compatibility of its equipment with the use of the electronic system and with access to the conference call. The Company shall not be held liable for any difficulty of viability and/or maintenance of connection and of use of the electronic system that are not under the control of the Company.

Pursuant to article 126 of the Brazilian Corporate Law and article 11 of the Company's Bylaws, to attend the Shareholders' Meeting, the shareholders should send by the e-mail [AGECosan2021@cosan.com](mailto:AGECosan2021@cosan.com), to the attention of the Investor Relations Department of the Company, by January 20, 2021 (including) the following documents: **(i)** identity card (General Registry (RG), National Driving License (CNH), passport, identity cards issued by professional class associations or functional cards issued by Public Administration Bodies, provided that they contain the holder's photograph) and proper corporate acts that evidence the legal representation, where appropriate; **(ii)** evidence issued by the institution responsible for the bookkeeping of the Company's shares; **(iii)** power of attorney with notarized signature of the grantor or digitally signed via digital certificate (ICP-Brasil), in case of attendance through representative; and/or **(iv)** in connection with shareholders participating in the fungible custody of registered shares, the statement containing the respective shareholding interest, issued by the proper body.



The legal entity's representative of the shareholder shall provide the following documents, as duly registered with the proper body (Registrar of Corporate Affairs or Board of Trade, if applicable): (a) agreement or bylaws; and (b) corporate act related to the election of the administrator that (b.i) attended to the Shareholders' Meeting as the legal entity's representative; or (b.ii) granted the power of attorney so that the third party is able to represent the legal entity's shareholder.

With respect to investment funds, shareholders may be represented at Shareholders' Meeting by their administrators or managers, subject to the provisions set forth in fund's bylaws with respect to those who have powers to exercise the voting right of the shares and assets comprising fund's portfolio. In this case, the representative of funds' administrators or manager, in addition to the corporate documents referred to above related to such administrators or executive officers, must provide a copy of fund's bylaws, duly registered with the relevant body.

With respect to attendance through an attorney-in-fact, such attorney-in-fact must have been granted with representation powers to attend the Shareholders' Meeting less than one (1) year ago, pursuant to article 126, paragraph 1, of the Brazilian Corporate Law

In addition, in compliance with provisions of article 654, paragraphs 1 and 2 of the Brazilian Civil Code, the power of attorney shall indicate the place where the power of attorney was granted, full identification of the grantor and grantee, the date and purpose of the grant, including the designation and extension of powers conferred.

It is worth mentioning that (i) individual Company's shareholders can only be represented by attorney-in-fact who is shareholder, manager of the Company, lawyer or financial institution, as set out in article 126, paragraph 1 of the Brazilian Corporate Law; and (ii) legal entities that are Company's shareholders can, pursuant to the CVM decision under Process CVM RJ2014/3578, judged on November 4, 2014, be represented by attorney-in-fact constituted in conformity with their articles of organization or articles of incorporation and pursuant to the Brazilian Civil Code, and such person does not have to be manager of the Company, shareholder or lawyer.

The Company will not require (i) authenticated copy of the documents necessary to attend the Shareholders' Meeting, being admitted the presentation through digital protocol; and (ii) sworn translation of documents originally drawn in Portuguese, English or Spanish or which are submitted jointly with the respective translation in those languages.



Pursuant to article 11 of the Company's Bylaws, as well as article paragraph of ICVM 481/09, the Senior Shareholders should send the documents necessary to attend the Shareholders' Meeting with at least 2 (two) days in advance, to the attention of the Investor Relations Department to the e-mail [AGECosan2021@cosan.com](mailto:AGECosan2021@cosan.com). The shareholders that present the documentation of identification after January 20, 2021 will not be allowed to attend the Shareholders' Meeting.

The documents and information related to the matters to be deliberated at the Shareholders' Meeting are available to the shareholders in the Company's head office or on the Company's electronic page on the internet ([ri.cosan.com.br](http://ri.cosan.com.br)), which were also sent to the CVM ([www.cvm.gov.br](http://www.cvm.gov.br)) and B3 – Brasil, Bolsa, Balcão ([www.b3.com.br](http://www.b3.com.br)).

São Paulo, December 18, 2020

**Rubens Ometto Silveira Mello**  
Chairman of the Board of Directors