

PEOPLE AND NOMINATING COMMITTEE OF COSAN S.A.
FINAL REPORT FOR NOMINATION OF MEMBERS TO THE BOARD OF DIRECTORS FOR 2023 TO
2024

MARCH 27, 2023

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FINAL REPORT FOR NOMINATION OF MEMBERS TO THE BOARD OF DIRECTORS FOR 2023 TO 2024

1. INTRODUCTION

The People and Nominating Committee of Cosan S.A. ("Committee" and "Company," respectively), which was assigned by the Board of Directors of the Company, on January 27, 2022, the duty of, always supported by the Company's Human Resources area and, if needed, by specialized companies, identifying, recruiting, screening, interviewing and selecting candidates to the Board of Directors, recommending the election of such individuals in the Shareholders Meeting, hereby presents, through this report ("Report"):

- A. Recommendation for composition of the Board of Directors, number of members and profiles between "dependent" and "independent" to the Board of Directors of the Company for the two-year period 2023 to 2024;
- B. The profile of the candidates presented in this Report, including all the information that could be evaluated in the résumé of each candidate.

The opinions expressed below are exclusively the opinions of the members of this Committee based on the analyses conducted during their work. The Company's management will accept or not such recommendation, while the Shareholders Meeting, scheduled for April 27, 2023 ("Meeting"), will examine the activities of this Committee and elect or not the members nominated herein to the Board of Directors of the Company for the next term of office.

2. CONTEXT OF THE COMPANY

On January 22, 2021, the Extraordinary Shareholders Meeting of the Company, as well as the shareholders meetings of Cosan Logística S.A. ("Cosan Log") and Cosan Limited ("CZZ") held on the same date, approved the proposal for the ownership restructuring that consisted of the merger of CZZ and Cosan Log by the Company ("Merger").

Such Merger, which aimed to simplify the structure of the Cosan Group, combining and consolidating the various free-floats of the companies involved, increasing the liquidity of

their securities and unlocking the value existing in the Cosan Group, proved extremely successful.

With the approval of the Merger, the Cosan Group, whose only holding company is the Company, is able to manage its portfolio in a more cohesive and simplified manner, having eliminated various costs and regulatory obligations that needed to be fulfilled by three different publicly-held companies.

On the same date on which the Merger was approved, the Shareholders Meeting elected the current Board of Directors, which had the challenge of concluding implementation of the Merger and defining, with the support from Cosan's executive board, the next steps in the future of the Company.

Today, after two years, the challenges faced by Cosan and its group are different, although they are just as complex as the previous ones. However, the Cosan Group has grown even more through each of its businesses. Through both relevant acquisitions and organic growth, important steps have been taken by Raízen, Compass, Rumo and Moove, the group's main assets.

In addition, Cosan made a move that has transformed its history: the acquisition of a non-controlling interest in Vale S.A., global mining company, a unique and irreplaceable asset that focuses on natural resources that are key to the energy transition and decarbonization.

With this acquisition, and considering the entire macroeconomic context of Brazil and the world in this post-pandemic year, this Committee understands that the Board of Directors will face new challenges that includes, but are not limited to: (i) consolidating this acquisition of a non-controlling interest, with the required management of the Company's financial resources efficiently, considering all the capital allocated and still committed to this specific transaction; (ii) advances in the ESG agenda of Cosan and the group, with an increase in actions focusing on the sustainability of the businesses, the diversity of its people and the social impacts caused on the areas where we operate; and (iii) portfolio management, which ensures adequate investments in each business and the elimination of positions that no longer represent the best interests of the Company.

3. COMPOSITION OF THE BOARD OF DIRECTORS, NUMBER OF MEMBERS AND PROFILES

Under article 16 of the Bylaws of the Company, the Board of Directors must be composed of at least five (5) and at most twenty (20) members, one of whom the chair and another the vice-chair of the Board of Directors, to serve a term of two (2) years.

Furthermore, of the members of the Board of Directors, at least, two (2) or twenty percent (20%), whichever is greater, must be independent members, as defined by the Novo Mercado Regulations of B3 ("Novo Mercado Regulations"), and the characterization of those nominated to the Board of Directors as independent members will be resolved in the Shareholders Meeting electing them. If due to the observance of the aforementioned percentage the result is a fractional number, the Company will round it up to the next highest whole number.

Currently, the Board of Directors of the Company is composed of nine (9) members, five (5) of whom are dependent and four (4) independent.

The Committee understands that the number of independent members could be increased to match the number of dependent members of the Board, even though the four (4) current independent members on the Board of Directors already represent twice the number required under Novo Mercado Regulations.

To avoid any doubts, this Committee is responsible only for suggesting the names to be nominated to the Board of Directors and for classifying them as "dependent" and "independent," in accordance with the guidelines of the Novo Mercado Regulations. The Shareholders Meeting may or may not agree with the understanding proposed by this Committee.

Therefore, the Committee thought it prudent to recommend that the number of Board members be increased from nine (9) to ten (10) to equalize the number of dependent and independent members.

The Committee clarified that despite the new composition suggested for the Board, i.e. an even number of ten (10) members, the Bylaws of the Company does not provide that the

Chair holds the casting vote. The Board will maintain its sound decision-making processes with this composition, and the even number of members will potentially encourage members to exercise persuasion, with decisions possibly being discussed more and endorsed by the collective body as a whole. Furthermore, even with an odd number of members in the Board, the Company is always subject to the risk of absences or abstentions from voting (by legal obligation), which would result in the number of voting members being an even number. For such reasons, the Committee understands the Company will be in a good position with ten (10) members on its Board of Directors.

The Committee verified that the candidates for independent members of the Board of Directors meet the independence criteria established in the Novo Mercado Regulations and received from the candidates declarations stating that: (i) they are not direct or indirect controlling shareholders of the Company; (ii) their voting rights in meetings of the Board of Directors are not bound by a shareholders agreement whose scope includes matters related to the Company; (iii) they are not a spouse, partner or direct or collateral first- or second-degree relative of the controlling shareholder or of any officer or director of the Company or of the controlling shareholders; (iv) they were not an employee or director of the Company or of its controlling shareholders or subsidiaries, affiliates or joint ventures in the last three (3) years; (v) they do not have a business relationship with the Company, its controlling shareholders or its subsidiaries, affiliates or joint ventures; (vi) they do not hold a position in a company or entity that has a business relationship with the Company or with its controlling shareholder in which they have decision-making power regarding the activities of said company or entity; and (vii) they do not receive any compensation from the Company, its controlling shareholders, subsidiaries, affiliates or joint ventures in addition to that pertaining to the position of member of the Board of Directors or Committees of the Company or of its controlling shareholder.

4. COMPETENCIES REQUIRED FOR THE BOARD OF DIRECTORS OF THE COMPANY

The Committee, during the preparation of this Report, considered the competencies deemed necessary in the composition of the Board of Directors in a detailed and analytical manner. Such work was based on:

- A. The current composition of the Board of Directors, considering the profiles listed today and the experiences of each member;
- B. The result of the work carried out by the consulting firm Demandolx Furtado, which conducted interviews and assessments of the Board of Directors in line with the best market governance practices; and
- C. The main projects of the Company for the coming years and the competencies required to execute the plan in the medium and long term.

This work demonstrated that the members of the Board must hold experience and technical expertise in the following fields:

- A. The activities of the Cosan Group, notably gas and energy, logistics, agribusiness and mining;
- B. Finance, economics, risk and people management, as well as governance and compliance;
- C. Regulatory, considering the highly regulated environment in which the Company and its subsidiaries conduct their business activities;
- D. ESG, with each component of the acronym being the expertise of different people;
- E. Strategy, considering the complexity involved in the Company's operations and its development in the short, medium and long term; and
- F. Innovation, information security and cybersecurity, considering the prospects for the future and the risks associated with information security to which a group with the scale of Cosan is subject.

Considering these desirable competencies, the Committee assessed each item for the candidates under analysis, most of whom are already members of the Board of Directors of the Company.

5. PROPOSED CANDIDATES TO MEMBERS OF THE BOARD OF DIRECTORS OF THE COMPANY FOR 2023 TO 2024

In view of the above, below is a list of the ten (10) members referred by this Committee for election in the Shareholders Meeting, in accordance with the guidelines outlined in this Report:

Rubens Ometto Silveira Mello	Chair of the Board of Directors
Luis Henrique Cals de Beauclair Guimarães	Vice-Chair of the Board of Directors
Marcelo Eduardo Martins	Member of the Board of Directors
Burkhard Otto Cordes	Member of the Board of Directors
Pedro Isamu Mizutani	Member of the Board of Directors
Dan Ioschpe	Independent member of the Board of Directors
Vasco Augusto Pinto da Fonseca Dias Júnior	Independent member of the Board of Directors
José Alexandre Scheinkman	Independent member of the Board of Directors
Ana Paula Pessoa	Independent member of the Board of Directors
Silvia Brasil Coutinho	Independent member of the Board of Directors

Note that the decisions of this Committee took into account the highest corporate governance standards with the aim of mitigating any conflicts of interests and ensuring that nothing compromises the independence of the independent members.

In addition, this Committee considered the inclusion of members who bring greater diversity to the Board in terms of not only their profile, but also their ideas and fields. Accordingly, the name of Silvia Coutinho was suggested due to her impressive experience working in various major banks and her degree from the Agricultural School of the University of São Paulo (USP – ESALQ).

When contacted by the Committee to discuss the terms of this referral, Silvia Coutinho noted that she has undertaken commitments until June 2023. Therefore, we propose that, if she is elected, her term of office be postponed to start on July 1, 2023.

6. PROFILE OF THE CANDIDATES PRESENTED IN ITEM 5 OF THIS REPORT

Below is a summary of the profile of each candidate to the Board of Directors and a description of why this Committee understands that they are apt to serve on the Board of Directors of the Company.

Furthermore, to demonstrate with prior and current experiences that the candidate has the skills desired and attributed to them in this Report, we included in [Appendix A](#) their résumés.

Also note that the candidates serve an average term of office of seven point six (7.6) years (excluding the new candidate indicated above, who does not have any term of office) and have

on average thirty-nine (39) years of experience in their fields. All members nominated to the board are executives with some type of experience in C-level positions, in different areas.

Rubens Mello

Founder, chair and member of the Controlling Group of the Company, one of Brazil's most recognized businessmen and the reference of the Cosan Group. Nonconformist, Rubens monitors the developments and decisions of the Company on a daily basis, interacts with the other directors and executive officers and complies with his Chair obligations diligently. He has vast experience in executive positions and a comprehensive vision that drives the development of not only Cosan but also the sectors in which the group operates in Brazil.

Luis Henrique Guimarães

Chief Executive Officer and member of the Strategy and Sustainability Committee of the Company, Luis Henrique has held key executive positions in subsidiaries of Cosan over his career and currently serves on the Board of Directors of some of them. This experience contributes to a broad and necessary vision to conduct the businesses of the Company as a portfolio manager. A dynamic team leader with strong people management and interpersonal skills, he always presents to the Board how the Company's businesses are conducted and demonstrating the strategic and operational aspects intrinsic to all decisions.

Marcelo Martins

Currently the Vice-Chair of the Board of Directors, Marcelo Martins joined the Company in 2007 and is one of Cosan's main recognized executives, and also currently serves as Chief Strategy Officer and member of the Strategy and Sustainability Committee. Over this career at Cosan, he has participated in all major M&A processes, including the creation of Raízen and Compass, the acquisition of the shares in Esso and Comgás and the merger of Rumo and ALL. A dedicated leader with exemplary conduct and a strategic vision, he maintains close relationships of trust with Cosan's stakeholders and external business partners. He knows the entire history of Cosan and its corporate culture as few do and is a proactive representative of diversity.

Burkhard Cordes

Burkhard Cordes has worked in the financial industry for over 20 years and has long professional experience. He is the Chief Executive Officer of Aguassanta, the parent company of the Company. He is an inquisitive professional driven by long-term results. At the Company, he also serves on the People and Nominating Committee.

Pedro Mizutani

With vast experience managing companies in the sugar and ethanol industry, Pedro Mizutani has over 30 years of experience in the administrative, financial and production processes areas. He was an executive at Raízen and is an expert in sustainability and energy. He brings to the Board discussions on the sector and has extensive operational expertise.

Dan Ioschpe

An entrepreneur and executive with experience serving on the Board of Directors of various publicly-held companies, Dan Ioschpe has a strategic and macro business vision. He is diligent, encourages debate and brings a fresh and enriching vision of the market. Ioschpe has been a reference on Cosan's Board and People and Nominating Committee, of which he is a member, adding significant value in topics related to people and compensation. He is always available to meet the Company's demands and is a detail-oriented professional.

Vasco Dias

Vasco Dias is an executive with experience in the energy sector, having served as CEO of Raízen until 2016, CEO of Shell Brazil and chairman of GalvaSud. In addition to being a member of the Board of Directors, he also serves on the Strategy and Sustainability Committee of the Company. He has operational expertise and contributes with his practicality and vast experience as a CEO as well as in international positions. As chair of GalvaSud, a steelmaker, he brings his experience in the mining sector.

José Scheinkman

Recognized for his work in finance, economics and practical risk management, José Scheinkman is a unique, experienced professional with active role on the Board of Directors and Audit Committee. He brings the latest financial perspectives of the market, contributes to the financial and risk strategies of the Company and fosters discussions in other areas, such as information security, financial statements and audit.

Ana Paula Pessoa

Ana Paula Pessoa's vast experience as an executive and board member both in the private sector and in initiatives such as the United Nations Development Programme, in the Inter-American Development Bank and the World Bank in the USA, Mexico and Africa, has been of great value to Cosan's Board of Directors. With a strategic vision and focus on governance, diversity and sustainability, she is also chair of the Company's Strategy and Sustainability Committee and has been guiding the Board in practices and initiatives of great value. In addition to her extensive knowledge in financial matters, Ana Paula has experience in the technology and data & communication areas, since she was the founder and partner of Brunswick São Paulo (international strategic communication consulting firm focusing on critical issues of its clients and stakeholders) and because she worked for 18 years in various companies of Organizações Globo.

Silvia Coutinho

With a strong background and vast experience in the financial market of over 20 years, Silvia Coutinho has been an executive in major financial institutions in Latin America and the United States, a background that is less represented in the current composition of the Board. With this profile, she will be of great value to the Board in matters involving risk and portfolio management, which have been increasingly important given the consistent growth of the Company and the complexity of the markets where it operates.

7. CONCLUSION

To define the list of names described in this Report, the Committee concluded that the Board of Directors of the Company, in its current composition, has been key to the development of the Company in recent years. In a diligent and responsible manner, while always reflecting the entrepreneurial and ethical values of the Cosan Group, the Committee believes that the reelection of the current Board, with the addition and reinforcement of one more independent member, are the elements the Company needs to ensure the continuity of its growth path.

The Committee hopes that this Report is enlightening and informs that it will continue to carry out its activities, as designated by the Board of Directors, and fulfill its duties established in its Charter (available at <https://www.cosan.com.br/en/about-cosan/bylaw-policies-and-code-of-ethics/>).

São Paulo, March 27, 2023

RUBENS OMETTO SILVEIRA MELLO

BURKHARD OTTO CORDES

DAN IOSCHPE

APPENDIX A



Rubens Ometto Silveira Mello
Chairman of the Board

73 years
52 years of experience

Education

- Undergraduate degree in Production Engineering from the Polytechnic School of São Paulo (USP)
- Graduate degree in Finance from UNIMEP
- MBA in Corporate Management from FGV with an extension program from Ohio University

Social Work

- Member of the Board of Directors of Gerando Falcões; and
- Member of the Advisory Board of Instituto de Cidadania Empresarial (ICE).

Professional Background

- Advisor to the Executive Board of Unibanco;
- Chief Financial Officer of Votorantim;
- Member of the Board of Directors of Única; and
- CEO of Cosan.

Current Positions

- Chairman of the Board of Directors of Cosan since 2000;
- Chairman of the People and Nominating Committee of Cosan;
- CEO of Aguassanta Participações (parent company of Cosan);
- Chairman of the BoD of Rumo;
- Chairman of the BoD of Compass;
- Chairman of the BoD of Comgás;
- Chairman of the BoD of Raízen; and
- Chairman of the BoD of Moove.



Luis Henrique Cals de Beauclair Guimarães
Vice-Chairman of the Board of Directors

56 years
36 years of experience

Education

- Undergraduate degree in Statistics from Escola Nacional de Ciências Estatísticas - IBGE
- MBA in Marketing from Coppead - UFRJ

Social Work

- Member of the Comunitas National Governance Committee.

Professional Background

- Various positions at Shell in Brazil, USA and England;
- CEO of Raízen S.A.;
- Chief Executive and Investor Relations Officer of Comgás;

Current Positions

- Member of the Board of Directors of Cosan since 2021;
- CEO of member of the Strategy and Sustainability Committee of Cosan S.A.;
- Member of the BoD of Raízen; and
- Chairman of Associação Brasileira das Companhias Abertas (ABRASCA).



Marcelo Eduardo Martins
Member of the Board of Directors

56 years
35 years of experience

Education

- Undergraduate degree in Management from FGV, with specialization in Finance

Professional Background

- Leader of the Latin American Fixed Income department at Salomon Smith Barney, in New York.
- Chief Financial and Business Development Officer of Votorantim Cimentos.

Current Positions

- Member of the Board of Directors of Cosan since 2021 and before 2010 to 2019;
- Vice Chairman of the Board of Directors, Strategy Vice President and member of the Strategy and Sustainability Committee of Cosan S.A.;
- Member of the Board of Directors of Eurofarma Group;
- Member of the Financial, People, and Strategy and Sustainability Committees of Rumo.
- Member of the BoD and People Committee of Compass;
- Member of the BoD of Comgás;
- Member of the BoD of Raízen; and
- Member of the BoD of Moove.



Burkhard Otto Cordes
Member of the Board of Directors

47 years
25 years of experience

Education

- Undergraduate degree in Business Administration from FAAP
- MBA in Finance from IBMEC-RJ

Social Work

- Advisor to Instituto Sol

Professional Background

- Experience in the sales area focusing on Middle Market and Corporate at Banco BBM S.A.

Current Positions

- Member of the Board of Directors of Cosan since 2005;
- Member of Cosan's People and Nomination Committee;
- Vice-president of companies of the Aguassanta Group (parent company of Cosan);
- Member of the BoD and People Committee of Comgás;
- Member of the BoD and Financial Committee of Rumo; and
- Member of the BoD of Mitre Realty Empreendimentos e Participações S.A.



Pedro Isamu Mizutani
Member of the Board of Directors

63 years
40 years of experience

Education

- Undergraduate degree in Production Engineering from the Polytechnic School of São Paulo (USP)
- Graduate degrees in Finance from UNIMEP and Business Administration from Kellogg School of Management
- MBA in Corporate Management from FGV with an extension program from Ohio University
- Master's degree from Fundação Getúlio Vargas

Professional Background

- Planning Supervisor, Financial Manager and Administrative and Financial Superintendent at Costa Pinto S.A.;
- Administrative and Financial Director and General Director of Cosan Group; and
- Chief Operating Officer at Raízen.

Current Positions

- Member of the Board of Directors of Cosan since 2021;
- Member of the Board of Directors of Centro de Tecnologia Canavieira (CTC)



Dan Ioschpe
Independent member of the Board of Directors

58 years
37 years of experience

Education

- Undergraduate degree in Journalism from Universidade Federal do Rio Grande do Sul
- Graduate degree in Marketing from ESPM-SP
- MBA from Amos Tuck School of Business at Dartmouth College (USA)

Social Work

- Member of the Board of Fundação Ioschpe;
- Member of the Board of the Symphonic Orchestra of São Paulo (OSESF); and
- Member of the Board of Museu de Arte de São Paulo Assis Chateaubriand.

Professional Background

- CEO of AGCO Corporation; and
- CEO of Ioschpe-Maxion.

Current Positions

- Member of the Board of Directors since 2014;
- Member of the People and Nomination Committee of Cosan S.A.;
- Chairman of the Board of Instituto de Estudos para o Desenvolvimento Industrial (IEDI);
- Vice President of Federação das Indústrias do Estado de São Paulo (FIESP);
- Member of the Board of Sindipecas;
- Member of the Board of Agência Brasileira de Desenvolvimento Industrial (ABDI);
- Chairman of the Board of Directors of Ioschpe-Maxion;
- Member of the Board of Directors and the Audit Committee of WEG S.A.;
- Member of the Board of Directors of Marcopolo S.A.; and
- Member of the Board of Directors and the Strategy Committee of Embraer S.A.



Vasco Augusto Pinto da Fonseca Dias Júnior

Independent member of the Board of Directors

66 years

44 years of experience

Education

- Undergraduate and graduate degrees in Information Systems from PUC-RJ;
- Executive training from the University of Michigan (USA).

Professional Background

- Chief Commercial Officer, CEO and Chief Operating and Sales Officer of Shell;
- CEO of Companhia Siderúrgica Nacional (CSN);
- Chairman of the Board of Directors of GalvaSud; and
- CEO of Raízen.

Current Positions

- Independent member of the Board of Directors of Cosan since 2021; and
- Member of Cosan's Strategy and Sustainability Committee.



José Alexandre Scheinkman

Independent member of the Board of Directors

75 years

49 years of experience

Education

- Undergraduate degree in Economics from UFRJ
- Master's degree in Mathematics from Instituto de Matemática Pura e Aplicada (IMPA).
- Master's and doctorate degrees in Economics from the University of Rochester
- Postdoctoral degree from the University of Chicago.

Professional Background

- Vice-president of Financial Strategies at Goldman, Sachs and Co.;
- Member of the editorial council of the Journal of Political Economy and Proceedings of the National Academy of Sciences

Current Positions

- Independent Member of the Board of Directors of Cosan (since 2021) and independent member coordinator of the Audit Committee of Cosan S.A.;
- Member of the Board of Directors of TAG IMF;
- Professor of Economics of the University of Columbia (Charles and Lynn Zhang) and of Theodore A. Wells '29 (distinguished) in the University of Princeton;
- Member of the Research Association and Group of the National Bureau of Economic Research, National Academy of Sciences (US), American Academy of Arts and Sciences and Fellow American Finance Association; and
- Member of the Scientific Council of the Europlace Institute of Finance (Paris).

Social Work

- Advisor to the 2030 Amazon Project of Instituto Internacional para Sustentabilidade (IIS).



Ana Paula Pessoa

Independent member of the Board of Directors

56 years

35 years of experience

Education

- B.Sc. in Economics, International Affairs from the University of Stanford
- Master's degree in Development Economics from the University of Stanford.

Social Work

- Founder of Conselheira 101, for the development of Black women on boards;
- Global Advisory Council (GAC) of the University of Stanford, California; and
- Instituto Atlántico de Gobierno, Madrid.

Professional Background

- Chairman of the Board of Directors of Neemu Internet;
- Founder of Brunswick São Paulo;
- CFO of Infoglobo and other positions held in various companies of the Globo Organizations for 18 years;
- Member of the UN Development Programme.
- Worked for the World Bank in the USA and Africa; and
- Financial director of the Organizing Committee of the Olympic and Paralympic Games Rio 2016.

Current Positions

- Member of the Board of Directors of Cosan S.A. since 2021;
- Member of the Global Council of News Corporation, of its Audit Committee and Nominating and Corporate Governance in New York;
- Member of the Global Council of Credit Suisse, in Zurich; and
- Member of the Board of Directors and coordinator of the Audit Committee of Suzano.



Silvia Brasil Coutinho

Independent member of the Board of Directors

61 years

45 years of experience

Education

- Undergraduate degree in Agricultural Engineering from Universidade de São Paulo (ESALQ)
- Graduate degree in Economics from the University of São Paulo
- MBA from University of Columbia

Professional Background

- Worked for over 20 years at Citibank in various areas;
- Worked at HSBC for 10 years in several areas.

Current Positions

- Member of the Board of Directors of Edenred;
- Head of Wealth Management for Latin America at UBS bank.