

Code of **Conduct**

rumo
WE'RE BRAZIL IN FORWARD MOVING

LETTER FROM THE CEO OF RUMO S.A.

Dear all,

Our greatest capital consists of our people and our corporate ethics. We have built a major group based on values and commitment to the communities where we operate.

Our Code of Conduct reflects Rumo's dedication to achieving its goals by adopting the highest moral and ethical standards based on three pillars: respect, transparency and integrity.

Doing the right thing in the right manner is our motto to ensure the sustainability of Rumo.

Read and practice this Code as a valuable tool!

Sincerely,

Beto Abreu
CEO of Rumo S.A.

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I. Introduction to the CODE OF CONDUCT

Rumo conducts its business guided by corporate governance best practices, adopting the highest moral and ethical standards and in strict compliance with Brazilian and international laws.

The values described in this Code of Conduct will guide the Company's relations with its employees, business partners, suppliers, clients, shareholders and the community.

All of us are responsible for learning the applicable policies and procedures, putting them into practice and using this Code as constant reference for their attitudes and decisions.

II. Who must comply with the CODE OF CONDUCT?

Our Code of Conduct applies to all Employees and Third Parties that have contractual relations with the Company ("Our People"). The following are considered **Our People**:

Employees: Each person that has a statutory or employment relationship with the Company ("Employees"). Members of the Board of Directors, Audit Board, Statutory or Non-Statutory Committees, as well as outsourced or temporary workers, interns and apprentices are also Employees.

Third Parties: Our clients, business partners, intermediaries, attorneys-in-fact, subcontractors and suppliers of goods and services, whether directly or indirectly ("Third Parties").

III. Our Values

Our Values define the Company and the right way to conduct our business. These are:

AGILITY AND DISCIPLINE: Agility in decision-making, valuing security, diligence and compliance with processes and rules of the Company.

INNOVATION AND INCLUSION: Our ideas and our relentless pursuit of creative solutions, valuing team work and the diversity of Our People and their experiences.

OVERCOMING CHALLENGES AND EXCELLENCE: Constantly overcoming challenges and striving for better performance every day, in an ethical and sustainable manner.

PERSONAL DEVELOPMENT: Training, educating and recognizing Our People, with the focus on the development of each professional so that they constantly overcome challenges.

INTEGRITY AND ETHICS: Integrity in our conduct and corporate processes, in compliance with legal rules, contractual provisions and corporate practices, condemning fraudulent practices, acts of corruption and illegal conduct.

DIVERSITY: Respect for and recognition of the value obtained by summing up differences related to culture, origin, physical and mental skills, ideas, color, ethnicity, religion, sexual orientation, economic class, gender and academic background.

RESPECT: Respect for individuality, dignity, privacy, fundamental rights and freedom of Our People so that we have a workplace free of any type of discrimination, prejudice, violence, and moral or sexual harassment.

HEALTH AND SAFETY: Performing our tasks in compliance with applicable labor and occupational safety laws. We guarantee everyone a healthy and inspiring work environment that values health and safety.

SUSTAINABILITY: Social and environmental responsibility through the protection of natural resources, actions that seek business perpetuity and creation of value for the community.

IV. General guidelines

1. Use of social media and public communication

We respect freedom of expression of all, in its various forms, provided it is exercised with responsibility, ethics and within the legal limits. We repudiate any abuse or illegal act while using social media, as well as political activism in the Company premises or using Company assets. The use of social media for personal purposes is allowed, provided it does not violate the laws in force (prejudice, discrimination, racism, slander, among others) and does not bring damages to the Company, Employees and Third Parties. All Company communications must be clear, true, timely and accurate. We should avoid exaggerations, suppositions, conclusions, observations or depreciative comments about people or companies. Employees and Third Parties are expressly prohibited from providing Company information to authorities, media or government bodies, or from granting interviews on behalf of Rumo without prior consent from their direct manager and support from the Corporate Communications department of the company.

2. Alcohol and drugs

We value a healthy, safe and productive work environment for all. As such, the Company prohibits any person from performing any task under the influence of alcoholic beverages or illegal drugs since these are considered extremely harmful to health, safety and productivity. We encourage those that consume drugs or alcoholic beverages, even if outside our facilities, to contact the Human Resources department to receive specialized help.

3. Conflict of interests

We value transparency and specifically address any situation that could create a conflict of interests, i.e., a circumstance or business situation in which the personal interest, either direct or indirect, of an Employee or Third Party interferes or appears to interfere with the Company's interests. Any potential conflict of interests must be reported in accordance with the "Policy on Related Party Transactions and Conflict of Interests," and the party involved in such conflicting situation must refrain from participating in the related decision-making process.

4. Related party transactions

We conduct our Related Party transactions transparently, adopting the best market practices and in accordance with the “Policy on Related Party Transactions and Conflict of Interests” and the Bylaws of the Company. The following are considered Related Parties:

- (i) direct or indirect controlling shareholder or co-controlling shareholder;
- (ii) natural person or legal entity that is part, directly or indirectly, of Rumo’s controlling group;
- (iii) members of the Board of Directors, Audit Board, Statutory Committees and Statutory Executive Board;
- (iv) any immediate relative of the persons listed in item (ii) above;
- (v) legal entities in which any of the individuals listed in item (ii) above is a partner, executive officer, executive or holds a decision-making position.

5. Relationship with third parties

We value ethics, transparency, impartiality and professional conduct while dealing with Third Parties. We repudiate attitudes or conduct that may damage our reputation and credibility. In this regard, bribery, illegal commissions or any other improper payments, even if refusal to engage in such practices means losing a business opportunity, are absolutely unacceptable. We comply with international anti-corruption laws, including the Foreign Corrupt Practices Act (FCPA), UK Bribery Act 2010, Brazilian Anti-Corruption Law 12,846/2013 and the Brazilian Anti-Money Laundering Law 9,613/1998, as per our “Anti-Corruption and Money Laundering Policy.”

6. Relationship with the government

Our relations with Government Bodies, their agents or related third parties are based on transparency, ethics and morality. Any act of corruption and bribery, whether directly or indirectly, in such relations is absolutely unacceptable. As such, we do not offer money or any other benefit, much less through third parties, to any government authority to influence any decisions, obtain or retain business deals or ensure any improper advantage, in accordance with our “Policy on Relationship with Government Bodies.”

7. Political contributions

We do not make political donations, pursuant to applicable laws. However, our Employees may individually participate in political activities and/or make political contributions.

8. Offering or receiving gifts, presents and hospitalities

We allow offering or receiving gifts, presents, freebies, entertainment and hospitality, provided these occur during the course of business in a transparent, ethical and reasonable manner and within the monetary limits and approval authorities established in the “Policy on Offering or Receiving Gifts, Presents and Hospitalities” in force. We prohibit the receipt of gifts, presents, freebies, entertainment and hospitality that could be characterized as exchange of favors. Also, Employees or Third Parties that participate in transactions with government authorities must be aware of the laws applicable to offering or receiving gifts, presents and hospitalities.

9. Use and protection of assets

We allow the use of equipment, vehicles, supplies and electronic resources of the Company (including hardware, software, cell phones, smartphones, e-mail, chat, respective data, including instant messaging and voice message apps for smartphones) while doing business and performing our tasks, in accordance with the guidelines and policies in force. The use of Company assets for personal purposes will be allowed upon special authorization. The assets of the Company are monitored and audited periodically, irrespective of any authorization. Use of the Company's electronic resources mentioned above to disseminate any content that somehow violates Our Values and applicable laws is expressly prohibited.

10. Protection of data and confidential information

Our projects, ideas, know-how, trade secrets, copyrights, registration data and sensitive and business-related confidential information are some of the most valuable assets of the Company. Therefore, we undertake to keep them confidential and protect them against loss, theft or any other improper use, in accordance with the "Policy on Trading of Securities and Disclosure of Material Information."

11. Accounting, tax and financial records

We comply with Brazilian and international accounting standards, financial controls and internal and tax reports. As such, the accounting, financial and tax books, records and accounts of the Company must accurately reflect the transactions and events, and comply with applicable accounting principles, the internal controls systems of the Company, as well as Brazilian and international laws. In this regard, it is illegal and prohibited to distort or manipulate, directly or indirectly, any accounting, financial and tax data in order to conceal, disguise or change the financial position and results of the Company, which must be real, complete and accurate.

V. What to do if you learn about or suspect any improper conduct

Ethics Channel

We offer Our People and the community the Ethics Channel, an important communication tool to clarify doubts, report concerns regarding illegal or unethical corporate conduct, as well as improper conduct, discrimination, questionable accounting practices, violation of internal controls, audit, laws or this Code. Apart from the Ethics Channel, Our People may contact any of the following:

- Direct manager;
- Indirect manager;
- Human Resources;
- Internal Controls;
- Legal Compliance;

We encourage Our People to report inappropriate conduct or suspected misconduct or even ask questions about compliance because, although it takes courage, it is always the right thing to do.

The Ethics Channel is managed by a contractor, ICTS, which guarantees anonymity to the whistleblower and confidentiality of the information reported. The channel is accessible online: canaldeetica.com.br/cosan/ and by telephone: 0800-725-0039. ICTS classifies and submits the reports to the Company for due treatment.

VI. Prohibition on retaliation

We do not tolerate any retaliation against any person who questions or demonstrates any concern or, in good faith, reports possibly improper behavior. Harassment and intimidation at work place are strictly forbidden. However, we warn Our People about the disciplinary and legal consequences in case of false accusations or provision of false information.

VII. Disciplinary sanctions and measures

Note that violations of laws in force, Values in this Code, policies or any other rules of the Company may result in disciplinary measures as per with the “Policy on Disciplinary Measures” in force, such as: verbal warning, written warning, suspension, termination without cause, termination with cause, among others. Without prejudice to the application of disciplinary measures, any illegal conduct duly investigated and proven will be reported to competent authorities and subject to applicable civil and criminal proceedings.

VIII. Management of the CODE OF CONDUCT

This Code is managed jointly by the Legal Compliance and Internal Controls areas of Rumo, and the chain of approval includes the Corporate Compliance Committee, Statutory Audit Committee and Board of Directors of Rumo.

However, it is the duty of each leader across all levels of the Company to be the role model for ethical conduct, ensuring that Our People under their management comply with the provisions of this Code. Leaders must also ensure that employees in their team are properly trained on this Code and other internal policies of Rumo, which must be done periodically.

This Code was approved by the Board of Directors of the Company and will be updated in line with the current characteristics and risks of Rumo's operations, ensuring its constant improvement and effectiveness.



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ETHICS CHANNEL

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