

**SUZANO PAPEL E CELULOSE S.A.**

CNPJ/MF nº 16.404.287/0001-55

**MATERIAL FACT**

**Suzano Papel e Celulose S.A.** (“Company”), pursuant to the provisions of Paragraph 4 of Article 157 of Law 6, 404/76 and CVM Rule 358/02, announces to its shareholders and to the market in general that:

The Company has submitted an offer (the “Offer”) to acquire the shares representing Futuragene Plc.’s (“Futuragene”) issued and to be issued equity, which is listed on the AIM Market of the London Stock Exchange under the ticker symbol FGN.L.

The Offer for the acquisition of 92,875 % of Futuragene’s existing and to be issued shares amounts to approximately £55 million (or around US\$ 82 million), provided that the Company already holds an indirect participation of 7,125 % of Futuragene’s equity since 2001.

Futuragene is pioneer in biotechnology research and development, targeting forest and biofuel plantation markets, among others. Futuragene develops solid environmentally-oriented sustainable technologies that meet growing demand for fibers, fuels, food, and better utilization of natural resources, such as soil and water resources.

Among the Futuragene’s technologies that are in a more advanced stage, there are the techniques that improve forest productivity related to the sustainable timber production for industrial utilization. Since 2001, the Company has had a technological cooperation agreement with Futuragene to develop such technology.

Company’s Management believes that the transaction will enable to carrying on the development of technologies composing Futuragene’s current portfolio. Additionally, the combination of expertise and technologies of both companies will enable to obtain synergies in the research and development forest efforts, which is one of Company’s main competitiveness factors on the pulp and paper markets.

The Offer is subject to the approval of Futuragene’s shareholders and the High Court of England and Wales.

São Paulo, May 12, 2010.

André Dorf  
Investor Relations Officer