



SUZANO PAPEL E CELULOSE S.A.
Publicly Held Company
Corporate Taxpayer ID (CNPJ/MF): 16.404.287/0001-55
Company Registry (NIRE): 29.300.016.331

CALL NOTICE
ANNUAL AND EXTRAORDINARY SHAREHOLDERS' MEETING

Shareholders of Suzano Papel e Celulose S.A. ("Company") are invited to convene at the Annual and Extraordinary Shareholders' Meeting on April 29, 2011 at 11:00 a.m., at the Company's headquarters located at Avenida Professor Magalhães Neto, 1,752 – auditório, in the city of Salvador, state of Bahia, to discuss the following agenda:

At the Annual Shareholders' Meeting:

- 1) the management report and financial statements for the fiscal year ended December 31, 2010, together with the reports from the Independent Auditors and the Fiscal Council;
- 2) the allocation of the net income for the fiscal year ended December 31, 2010;
- 3) the election of the Fiscal Council members and the setting of their compensation; and
- 4) the setting of the overall annual compensation of the administrative bodies (Board of Directors and Executive Board).

At the Extraordinary Shareholders' Meeting:

Amendment of the following provisions of the Company's Bylaws:

- (i) the approval of the capital increase resolved on at the Board of Directors' Meeting held on January 28, 2011, as well as the proportional adjustment to the authorized capital in the preferred class A stock and the subsequent amendment to the caput and to Paragraph 1, both Article 5;
- (ii) the powers for installing the Annual Shareholders' Meeting and the subsequent amendment to Article 13;
- (iii) the elimination of the position of Adjunct Officer and the subsequent amendment to Article 24, Paragraph 3; and
- (iv) the inclusion of the granting of powers to appoint subagents for administrative litigation and the subsequent amendment to Article 28, Paragraph 2.

Salvador, April 13, 2011

David Feffer
Chairman of the Board of Directors