

SUZANO BAHIA SUL PAPEL E CELULOSE S.A.
CNPJ/MF nº. 16.404.287/0001-55 - NIRE 29.300.016.331
Publicly held company

CONVOCATION
TO
ORDINARY AND EXTRAORDINARY
GENERAL MEETINGS OF STOCKHOLDERS

Stockholders are hereby called to Ordinary and Extraordinary General Meetings, to be held at 2 p.m. on April 26, 2006 at the company's head office, at Avenida Tancredo Neves 274, Centro Empresarial Iguatemi II, Bloco B, Sala 121, Pituba, Salvador, Bahia, Brazil, to decide on the following matters:

I) In Ordinary General Meeting:

- 1) The Report of Management and the financial statements for the year ended December 31, 2005, accompanied by the opinions of the company's Auditors and of the Audit Board.
- 2) Allocation of the net profit for the year: ratification of the payment of Interest on Equity made on January 4, 2006, totaling R\$ 138,438,056.55, made up of R\$ 0.45815 per common share, R\$ 0.50397 per Class "A" preferred share, R\$ 0.50397 per Class "B" preferred share carrying the right to the full dividend, and R\$ 0.24991 per Class "B" preferred share issued on July 4, 2005, such payments to be imputed on account of the obligatory dividend.
- 3) Election of the Board of Directors.
- 4) Election of the Audit Board and setting of the remuneration of its members.
- 5) Setting of the annual global remuneration of the Management Bodies (Board of Directors and Executive Officers).

II) In Extraordinary General Meeting:

- 1) Homologation of the capital increase decided at the Meetings of the Board of Directors held on July 4, 2005 and consequent alteration of the head paragraph of Article 5 of the Bylaws.
- 2) Proposal by the Executive Officers for redrafting and consolidation of the Bylaws, to reflect, among other matters, the creation of the Audit Committee and the change of the name of the Strategy Committee to the Sustainability and Strategy Committee, altering, principally, Clauses 17, 19, 21, 23, 24 and 25.

Under Instruction 282, of June 26, 1998 of the CVM (*Comissão de Valores Mobiliários* – the Brazilian Securities Commission), adoption of a requisition to elect members of the Board by the cumulative voting method requires the affirmative vote of stockholders representing in aggregate a minimum of 5% (five percent) of the company's total voting stock.

São Paulo, April 10, 2006.

David Feffer
Chairman of the Board of Directors