

SUZANO PAPEL E CELULOSE S.A.

A Publicly-Held Company with Authorized Capital
Corporate Taxpayers' ID No. 16.404.287/0001-55
State Enrolment NIRE No. 29.300.016.331

BOARD OF DIRECTORS MEETING MINUTES

The undersigned members of the Board of Directors of Suzano Papel e Celulose S.A. (Company) met on April 29, 2009, at 6:00 pm, at Av. Brigadeiro Faria Lima, 1355 – 9th floor, city of São Paulo, state of São Paulo. Mr. David Feffer, Chairman of the Board of Directors, presided over the meeting, calling upon me, André Hirschheimer, to sit in as Secretary. The Chairman subsequently called the meeting to order, stating that the objective thereof was to discuss the following order of business: **a)** the reelection of the Company's Executive Board members, and **b)** reappointment and appointment, as detailed below, of Officers, pursuant to paragraph six of article 18 of the Corporate By-Laws. Having discussed and voted on the mentioned subject matters, the Board of Directors, through unanimous vote, decided as follows: **a)** to re-elect the following individuals to sit on the Company's Executive Board, whose term in office will end after the Board of Directors meeting to be held immediately after the 2010 Annual General Shareholders' Meeting: as Chief Executive Officer, Mr. **ANTONIO DOS SANTOS MACIEL NETO** (Individual Taxpayers' Registry No ("CPF/MF") under No 532.774.067-68 – Brazilian Identity (RG) SSP/PR No. 1.004.997-0), Brazilian, married, engineer; as Head of the Pulp Business Unit, Mr. **ALEXANDRE YAMBANIS** (CPF/MF No. 563.561.458/20 – RG IFP/RJ No 09.972.012-0), Brazilian, business manager; as Officer responsible for the Strategy, Business Development and Investor Relations Management Divisions, Mr. **ANDRÉ DORF** (CPF/MF No. 170.751.778-93 – RG SSP/SP No. 14.379.624-0), Brazilian, married, business manager; as the Chief Financial Officer, Mr. **BERNARDO SZPIGEL** (CPF/MF No. 069.291.337-87 – RG IFP/RJ No. 2.397.570), Brazilian, divorced, engineer; as Chief People Officer, Mr. **CARLOS ALBERTO GRINER** (CPF/MF No. 919.803.137-68 - RG IFP/RJ No. 04.824.352-1), Brazilian, married, engineer; as Head of the Paper Business Unit, Mr. **CARLOS ANÍBAL FERNANDES DE ALMEIDA JÚNIOR** (CPF/MF No. 910.169.166-04 - RG SSP/MG No. M-4.379.898), Brazilian, married, engineer; as the Chief Operations Officer, Mr. **ERNESTO PERES POUSADA JUNIOR** (CPF/MF No. 125.547.758-00 - RG SSP/SP No. 13.196.844), Brazilian, married, engineer, and as the Head of the Forestry Business Unit, Mr. **JOÃO COMÉRIO** (CPF/MF No. 817.893.007-20 - RG SGPC/ES No. 701.750), Brazilian, married, engineer, all of which are domiciled in the capital city of São Paulo, with head offices at Av. Brigadeiro Faria Lima No. 1355 – 8th floor – CEP 01452-919, having additionally noted that the members hereby re-elected, to take office on this date, have no legal impediments as provided by Law; and **b)** reappointed, whose term in office will end after the Board of Directors meeting to be held immediately after the 2010 Annual General Shareholders' Meeting, as the Legal Director, reporting directly to the Chief Financial Officer, Mr. **LUIZ CESAR PIZZOTTI** (OAB/SP No. 77.397 – CPF/MF No. 011.727.138-12), Brazilian, married, attorney, as Audit Director, reporting directly to the Chairman of the Board of Directors and operationally to the Chief Executive Officer and Mr. **RICARDO HENRIQUE BARAS** (CPF/MF No. 103.564.968-30 - RG SSP/SP No. 17.265.815-9), Brazilian, married, business manager, who will take office on this date, and appointed as Industrial Division Director, reporting directly to the Chief Operations Officer, Mr.

(continuation of Board of Directors meeting minutes of Suzano Papel e Celulose S.A., held on April 29, 2009, at 6 pm).

LUCIANO FERNANDES LOPES (RG No. 04086521-4 IPF/RJ – CPF/MF No. 736.208.407-25), Brazilian, married, metallurgy engineer, who will take office on May 4, 2009, all with head offices at Avenida Brigadeiro Faria Lima, 1355 – 8th floor, in the capital city of São Paulo. Having no further matters to discuss, the meeting was adjourned for the drawing up of these minutes, which, after being read, were approved and signed by those in attendance. São Paulo, April 29, 2009

David Feffer
Chairman of the Board

André Hirschheimer
Secretary

Boris Tabacof
Vice-Chairman of the Board

Daniel Feffer
Vice-Chairman of the Board

Antonio de Souza Corrêa Meyer
Board Member

Claudio Thomaz Lobo Sonder
Board Member

Jorge Feffer
Board Member

Marco Antonio Bologna
Board Member

Nildemar Secches
Board Member

Oscar de Paula Bernardes Neto
Board Member