

## **SUZANO PAPEL E CELULOSES.A.**

Listed Company

CNPJ/MF nº 16.404.287/0001-55

NIRE 29.300.016.331

### **MINUTES OF THE EXTRAORDINARY GENERAL MEETING**

**DATE, TIME AND PLACE:** August 29, 2008, at 11:30 A.M., at the head office of Suzano Papel e Celulose S.A. ("Company"), located at Avenida Professor Magalhães Neto, 1.752, 2<sup>nd</sup> floor, Suites 206, 207 and 208, in Pituba, Salvador-BA.

**CALL:** pursuant to call notice published in newspapers as follows: Diário Oficial do Estado da Bahia (dates: 14, 15 and 16), A Tarde (dates: 14, 15 e 16) and Gazeta Mercantil (dates: 14, 15 e 18), all of which in August 2008.

**ATTENDANCE:** shareholders representing more than two thirds of voting capital and holders of preferred shares not carrying voting right, according to signatures included in the Shareholders' Book of Attendance. The representative of the appraising company, Mr. Geovani da Silveira Fagundes, and Mr. Rubem Barletta, member of the Company's Fiscal Council, also attended the meeting.

**OFFICERS FOR THE MEETING:** Chairman: Bernardo Szpigel; Secretary: Luiz Cesar Pizzotti.

**AGENDA:** (a) discuss and approve the Company's management proposal for proceeding with the split-up of Ripasa S.A. Celulose e Papel ("Ripasa") and receipt by the Company of a part of its collection; (b) ratify the hiring of expertise company for drafting the appraisal report on the accounting net equity of Ripasa; (c) approve the appraisal report regarding the accounting net equity of Ripasa as referred to in item (b) above ("Appraisal Report"); (d) discuss and approve the "Private Instrument of Protocol and Reason for the Split-up of the equity of Ripasa S.A. Celulose e Papel" ("Protocol"), executed on 08/13/2008, by the managements of the Company,

(minutes of the Extraordinary General Meeting of Suzano Papel e Celulose S.A., held on August 29, 2008, at 11:30 A.M. continued).

Ripasa, Asapir Produção Florestal e Comércio Ltda. ("ASAPIR") and Votorantim Celulose e Papel S.A. ("VCP"); and **(e)** discuss and approve the share purchase option grant plan ("Option Plan").

**DOCUMENT READING:** shareholders with voting rights attending the meeting unanimously waived the reading of documents relating to matters to be discussed and approved at the Extraordinary General Meeting, since said shareholders fully acknowledged those matters, as follows: **(i)** Call Notice; **(ii)** Company's management proposal for performing the split-up of Ripasa; **(iii)** Protocol and accompanying schedules, executed on August 13, 2008, among the managements of the Company, Ripasa, VCP and ASAPIR; **(iv)** Ripasa Appraisal Report and **(v)** Option Plan for the Purchase of Company's class "A" preferred shares.

**RESOLUTIONS:** subsequent to discussing the matters included in the Agenda, shareholders present unanimously decided what follows:

**(a) approve** the proposal by the Company's management to perform the split-up of Ripasa, and receipt by the Company of a part of its collection, pursuant to provisions anticipated in the Protocol, effects of which to be enforced as of 09/01/2008, being the Company's management authorized to proceed with all acts supplementary to Ripasa's split-up;

**(b) ratify** the hiring of Pricewaterhousecoopers Independent Accountants, for drafting the Appraisal Report for the purpose of the split-up of Ripasa;

**(c) approve** the Appraisal Report containing the initials of those attending the meeting, which will be filed in the Company's head office;

**(d) approve** the Protocol, containing the initials of those attending the meeting, which will be filed in the Company's head office; and

(minutes of the Extraordinary General Meeting of Suzano Papel e Celulose S.A., held on August 29, 2008, at 11:30 A.M. continued).

**(e) approve** the Option Plan for the Purchase of Company's class "A" preferred shares, containing the initials of those attending the meeting, which will be filed in the Company's head office

**CLOSURE** Prior to closing the meeting, participants expressed their thanks to Mr. Bernardo Szpigel, until then Director of Investor Relations, in light of his dedication and huge ability in conducting the Company's General Meetings for many years, and who, as of the coming month of September, will take up new duties in the Company. There being no further business, the publishing of these minutes were approved, omitting shareholders' signatures, pursuant to Article 130, Paragraph 2 of Law n°. 6.404/76. The terms of these minutes were approved by the undersigned shareholders who attended the meeting. Salvador, August 29, 2008.

Bernardo Szpigel  
Chairman

Luiz Cesar Pizzotti  
Secretary

IPLF HOLDING S.A  
p.p. Luiz Cesar Pizzotti

SUZANO HOLDING S.A  
p.p. Luiz Cesar Pizzotti