

SUZANO PAPEL E CELULOSES.A.

Listed company
CNPJ/MF n°. 16.404.287/0001-55
NIRE n°. 29.300.016.331

MINUTES OF THE BOARD OF DIRECTORS' MEETING

The Board of Directors of Suzano Papel e Celulose S.A (“Company”) met on August 5, 2008, at 03:30 p.m., at Av. Brigadeiro Faria Lima, 1355 – 9th floor, in the capital city of São Paulo, the undersigned members being present. Mr. David Feffer, Chairman of the Board of Directors, assumed the chairmanship, and invited me, André Hirschheimer, to be secretary. The chairman then explained that the agenda would consist of: **a)** the appointment of members of the Company’s Management Committee and selection of its coordinator; **b)** the appointment of the members of the Company’s Sustainability and Strategy Committee and selection of its coordinator; and **c)** the appointment of members of the Company’s Audit Committee and selection of its coordinator. The matters were examined and voted, and by unanimous vote of those present the Board of Directors decided what follows: **a)** to appoint Mr. **DAVID FEFFER** (CPF/MF n° 882.739.628-49 – RG SSP/SP n° 4.617.720-6), Brazilian citizen, married, industrialist, residing in this Capital city, with business address at Av. Brigadeiro Faria Lima n°. 1355 – 9th floor – Zip Code 01452-919; Mr. **ANTONIO DOS SANTOS MACIEL NETO** (CPF/MF n°. 532.774.067-68 – RG SSP/PR n° 1.004.997-0), Brazilian citizen, married, engineer, residing in this Capital city, with business address at Av. Brigadeiro Faria Lima n°. 1355 – 8th floor – Zip Code 01452-919; and Mr. **MURILO CESAR LEMOS DOS SANTOS PASSOS** (CPF/MF n° 269.050.007-87 – RG IFP/RJ n°. 762.280), Brazilian citizen, married, engineer, residing in this Capital city, with business address at Av. Brigadeiro Faria Lima n°. 1355 – 10th floor – Zip Code 01452-919, as members of the Company’s **Management Committee**, whose mandates expire at the Board meeting to be held immediately after the 2010 General Ordinary Meeting, being that Mr. David Feffer has been elected coordinator of that Committee; **b)** to appoint as members of the Company’s **Sustainability and Strategy Committee**, Mr. **CLÁUDIO THOMAS LOBO SONDER** (CPF/MF n°. 066.934.078-20 – RG SSP/SP n°. 2.173.952), Brazilian citizen, married, engineer, residing in this Capital city, at Rua Elias Cutait n°. 325 – Zip Code 05672-020; Mr. **DANIEL FEFFER** (CPF/MF n°. 011.769.138-08 - RG SSP/SP n°. 4.617.718), Brazilian citizen, married, lawyer, residing in this Capital city, with business address at Av. Brigadeiro Faria Lima n°. 1355 – 9th floor – Zip Code 01452-919; Mr. **DAVID FEFFER**, qualified above; and Mr. **JORGE FEFFER** (CPF/MF n°. 013.965.718-50 – RG SSP-SP n°. 4.617.719-X), Brazilian citizen, judicially separated, business administrator, residing in this Capital city, with business address at Av. Brigadeiro Faria Lima n°. 1355 – 9th floor – Zip Code: 01452-919, whose mandates expire at the Board meeting to be held immediately after the 2010 General Ordinary Meeting, being that Mr. Cláudio Thomaz Lobo Sonder has been elected coordinator of the referred to Committee; and **c)** to appoint as members of the Company’s **Audit Committee**, Mr. **CLÁUDIO THOMAS LOBO SONDER** and **DAVID FEFFER**, above qualified; **MARCO ANTONIO BOLOGNA** (CPF/MF n°. 685.283.378-04 - RG SSP/SP n° 6.391.996), Brazilian citizen, married, engineer, residing in this Capital city, with business address at Rua George Aestman, 280 – Zip Code 05690-000; and **OSCAR DE PAULA BERNARDES NETO** (CPF/MF n°. 037.057.307-20 – RG SSP/SP n°. 7.158.672-6), Brazilian citizen, married, chemical engineer, residing in this Capital city, with business address at Av. Dr. Cardoso de Melo, 1460 – Suite 84, Zip Code 04548-005, whose mandates

(minutes of Suzano Papel e Celulose S.A Board of Directors' Meeting, held on 08.05.2008, at 03:30 p.m. continued).

expire at the Board meeting to be held immediately after the 2010 General Ordinary Meeting, being that Mr. Marco Antonio Bologna has been selected as the coordinator for the referred to Committee. There being no further business, the meeting was closed and these minutes were written, read, approved and signed by those present. São Paulo, August 5, 2008.

David Feffer
Chairman of the Meeting and Chairman of
the Board

André Hirschheimer
Secretary

Other members of the Board of Directors:

Boris Tabacof

Daniel Feffer

Antonio de Souza Corrêa Meyer

Claudio Thomaz Lobo Sonder

Jorge Feffer

Oscar de Paula Bernardes Neto

Marco Antonio Bologna

Nildemar Secches