

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

MINUTES OF THE BOARD OF DIRECTORS' MEETING

On April 29, 2011, at 7:00 p.m., the Board of Directors of Suzano Papel e Celulose S.A. (“Company”) held a meeting at Av. Brigadeiro Faria Lima, 1355 – 9th floor, in the city and state of São Paulo, with the attendance of the undersigned members. David Feffer, Chairman of the Board of Directors, presided over the meeting and invited me, André Hirschheimer, to act as Secretary. The Chairman then explained that the meeting’s agenda included **a)** the election of members to compose the Company’s Executive Board and **b)** the appointment of the Executive Officers, in accordance with Paragraph 6, of Article 18 of the Company’s Bylaws. The Board of Directors discussed and voted on the matters on the agenda and unanimously resolved: **a)** to elect, to the Company’s Executive Board, with term of office ending on the Board of Directors’ Meeting to be held immediately after the Annual General Shareholders’ Meeting in 2012: as Chief Executive Officer and IR Executive Officer, also responsible for the Strategy Department, Mr. **ANTONIO DOS SANTOS MACIEL NETO**, bearer of identification document (RG) number 1.004.997-0 SSP/PR, inscribed in the roll of individual taxpayers (CPF/MF) under number 532.774.067-68, Brazilian, married, engineer; as Executive Officer, responsible for the New Business Department, Mr. **ANDRÉ DORF**, bearer of identification document (RG) number 14.379.624-0 SSP/SP, inscribed in the roll of individual taxpayers (CPF/MF) under number 170.751.778-93, Brazilian, married, business administrator; as Executive Officer, responsible for the Finance Department, Mr. **BERNARDO SZPIGEL**, bearer of identification document (RG) number 2.397.570 IFP/RJ, inscribed in the roll of individual taxpayers (CPF/MF) under number 069.291.337-87, Brazilian, divorced, engineer; as Executive Officer, responsible for the Human Resources Department, Mr. **CARLOS ALBERTO GRINER**, bearer of identification document (RG) number 04.824.352-1 IFP/RJ, inscribed in the roll of individual taxpayers (CPF/MF) under number 919.803.137-68, Brazilian, married, engineer; as Executive Officer, responsible for the Paper Business Unit, Mr. **CARLOS ANÍBAL FERNANDES DE ALMEIDA JÚNIOR**, bearer of identification document (RG) number M-4.379.898 SSP/MG, inscribed in the roll of individual taxpayers (CPF/MF) under number 910.169.166-04, Brazilian, married, engineer;

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as Executive Officer, responsible for the Operations Department, Mr. **ERNESTO PERES POUSADA JUNIOR**, bearer of identification document (RG) number 13.196.844 SSP/SP, inscribed in the roll of individual taxpayers (CPF/MF) under number 125.547.758-00, Brazilian, married, engineer; as Executive Officer, responsible for the Forestry Business Unit, Mr. **JOÃO COMÉRIO**, bearer of identification document (RG) number 701.750 SGPC/ES, inscribed in the roll of individual taxpayers (CPF/MF) under number 817.893.007-20, Brazilian, divorced, engineer, all domiciled in the city and state of São Paulo, with commercial address at Av. Brigadeiro Faria Lima nº 1355 – 8th floor – CEP 01452-919, registering that the members elected, who will take office on this date, have no legal impediment preventing them from being appointed to said positions; and **b)** to appoint, with term of office ending on the Board of Directors' Meeting to be held immediately after the Annual General Shareholders' Meeting in 2012: as head of the Legal Department, reporting to the Executive Officer responsible for the Finance Department, Mr. **LUIZ CESAR PIZZOTTI**, member of the Brazilian Bar Association (OAB/SP) under number 77.397, inscribed in the roll of individual taxpayers (CPF/MF) under number 011.727.138-12, Brazilian, married, lawyer; as head of the Audit Department, reporting to the Chief Executive Officer, Mr. **MARIANO ZAVATTIERO**, bearer of foreigner registration document (RNE) number W381634-0 CGPI/DIREX/DFP, inscribed in the roll of individual taxpayers (CPF/MF) under number 213.154.408-14, Argentinean, with steady union, accountant; as head of the Commercial Operations Department of the Paper Business Unit, reporting to the Executive Officer responsible for the Paper Business Unit, Mr. **LEONARDO BARRETTO DE ARAUJO GRIMALDI**, bearer of identification document (RG) number 337.977.07 SSP/SP, inscribed in the roll of individual taxpayers (CPF/MF) under number 650.128.445-72, Brazilian, married, business administrator; and as head of the Forestry Operations Department, reporting to the Executive Officer responsible for the Forestry Business Unit, Mr. **MAURÍCIO BUENO PENTEADO**, bearer of identification document (RG) number 4.233.947-4 SSP/SP, inscribed in the roll of individual taxpayers (CPF/MF) under number 017.582.969-17, Brazilian, married, forestry engineer; as head of the Project Implementation Department of the Pulp Industrial Units in the States of Maranhão and Piauí, reporting to the

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Chief Executive Officer, Mr. **LUÍS EDUARDO SIMONETTI BARONI**, bearer of identification document (RG) number 13.442.820-1 SSP/SP, inscribed in the roll of individual taxpayers (CPF/MF) under number 047.695.448-71, Brazilian, divorced, engineer, all domiciled in the city and state of São Paulo, with commercial address at Avenida Brigadeiro Faria Lima, 1355 – 8th floor – CEP 01452-919; as head of the Industrial Department, reporting to the Executive Officer responsible for the Operations Department, Mr. **JOSÉ ALEXANDRE DE MORAES**, bearer of identification document (RG) number 13.212.732 SSP/SP, inscribed in the roll of individual taxpayers (CPF/MF) under number 052.779.948-31, Brazilian, married, engineer, domiciled in the city of Suzano, state of São Paulo, with commercial address at Rua Prudente de Moraes nº 4.006, - Areião, Suzano, São Paulo; as head of the Technical Department, reporting to the Executive Officer responsible for the Operations Department, Mr. **PAULO CELSO BASSETTI**, bearer of identification document (RG) number 5.321.805 SSP/SP, inscribed in the roll of individual taxpayers (CPF/MF) under number 071.453.308-49, Brazilian, married, business administrator, domiciled in the city of Limeira, state of São Paulo, with commercial address at Estrada 391, S/N, who will take office on this date. There being no further matters to address, the meeting was adjourned for the drawing up of these minutes, which were read, approved and signed by all present. São Paulo, April 29, 2011.

David Feffer
Chairman and 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

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Jorge Feffer
Board Member

Marco Antonio Bologna
Board Member

Nildemar Secches
Board Member

Oscar de Paula Bernardes Neto
Board Member