



SUZANO PAPEL E CELULOSE S.A.

Publicly-Held Company

Taxpayer's Registry (CNPJ/MF) No. 16.404.287/0001-55

Company Registry (NIRE) No. 29.3.0001633-1

MATERIAL FACT

SUZANO PAPEL E CELULOSE S.A. (BM&FBOVESPA: SUZB5) (the "Company"), pursuant to the provisions of article 157, paragraph 4, of Law No. 6,404/76 ("Brazilian Corporate Law"), the Brazilian Securities and Exchange Commission's (*Comissão de Valores Mobiliários*) (the "CVM") Instruction No. 358/02 and article 7, paragraph 1, of CVM Instruction No. 471/08, informs the following:

(I) on May 15, 2012, the Company filed with the Brazilian Association of Financial and Capital Markets (*Associação Brasileira das Entidades dos Mercados Financeiro e de Capitais*) ("ANBIMA") a request to register an offering of common shares and class A and B preferred shares (collectively, the "Shares" or the "Offered Shares") to be issued by the Company (the "Offer") under the terms of the simplified procedure for registration of a public offering to distribute securities pursuant to CVM Instruction No. 471/08 and the agreement entered into between ANBIMA and the CVM on August 20, 2008, as amended on January 25, 2010, under the following terms:

The Offer will be carried out subject to favorable conditions in the Brazilian and international markets. The amount of the Offer will be determined in accordance with market conditions at the time of pricing, with the price of the Shares to be determined based on the bookbuilding process to be conducted pursuant to article 23, paragraph 1; and article 44 of CVM Instruction No. 400/03.

It is estimated that the Offer may total approximately R\$1,500,000,000.00 (one billion, five-hundred million *reais*). This amount does not take into consideration the subscription of additional shares that may be issued pursuant to the overallotment option in accordance with the terms of article 24 of CVM Instruction No. 400/03. It should be noted, however, that the actual amount of the Offer may be higher or lower than the estimate provided above.

The issuance of the Offered Shares is subject to the approval of the board of directors of the Company, and will be based on the authorized capital set forth in the Bylaws of the Company, which limit may be increased for this Offer. On the date hereof, a notice was published calling for an Extraordinary Shareholders' Meeting to be held, at first call, on May 30, 2012.

As provided for in article 172 of Brazilian Corporate Law, and article 5, paragraph 4, of the Company's Bylaws, the Company's shareholders will not have preferential rights in connection with the capital increase; however they will have priority subscription rights to subscribe for a number of Shares proportional to their interests in the share capital of the Company, as set forth in the Offer documents (the "Priority Offer"). The Priority Offer will be carried out under the terms of article 21 of CVM Instruction No. 400/03, and will be based on the shareholders of record in the custodial account registered with the BM&FBOVESPA or with the Company's share depository institution, as the case may be, (a) at the end of the day on May 18, 2012, (the "First Cut-Off Date"); and (b) at the end of the day on June 22, 2012, (the "Second Cut-Off Date"). The Priority Offer will be offered exclusively to shareholders of record at the First Cut-Off Date. In the event that shareholders' custodial positions change between the First Cut-Off Date and the Second Cut-Off Date, their respective proportional subscription limit will be proportionately revised to reflect this change in custodial position between the First Cut-Off Date and the Second Cut-Off Date. Shareholders may, within the period set forth in the Priority Offer, notify the Company of their intention to acquire any surplus Shares unsubscribed for in the Priority Offer. Suzano Holding S.A., the controlling shareholder of the Company, has notified the management of the Company that it intends to subscribe to all Common Shares and class A and B Preferred Shares that it is entitled to, based on its proportional share of the Company's share capital, as well as any surplus Common Shares and class B Preferred Shares unsubscribed to in the Priority Offer.

The Offered Shares will be distributed in Brazil, on the over-the-counter market, in accordance with the terms of CVM Instruction No. 400/03, as amended, and other applicable statutory provisions, and efforts will be made to place the Shares internationally with foreign institutional investors, respecting the laws in force of the country of residence of each investor.

The publication of this Material Fact does constitute an offer to sell or solicitation of an offer to purchase shares issued by the Company. The shares may not be offered for sale or purchase prior to registration of the Offer with the CVM.

The Company will keep the market informed of matters related to the Offer, when applicable, in accordance with applicable law.

(II) the Company was provided a line of credit pursuant to a Stand-by Facility entered into with Banco BTG Pactual S.A. in the amount of R\$2,000,000,000.00 (two billion *reais*) that may be released

in one or more tranches. The credit line will be available through March 31, 2014, and any outstanding principal amount, equal to the amount of each tranche withdrawn, shall be amortized in two equal installments on June 30, 2016, and July 31, 2017.

In addition to the items mentioned above, and as the Company has previously announced, the Company continues to work on other initiatives, including asset sales and partnerships.

This Material Fact is for informational purposes only and is neither an offer to purchase nor a solicitation of an offer to sell securities of Suzano Papel e Celulose S.A. The securities of Suzano Papel e Celulose S.A. have not been, and will not be, registered under the Securities Act of 1933, as amended (the "Securities Act"), and may not be offered or sold in the United States absent registration or an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and other applicable securities laws. This Material Fact shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the securities of Suzano Papel e Celulose S.A., in the United States of America or in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

São Paulo, May 15, 2012.

Alberto Monteiro de Queiroz Netto

Investor Relations Officer