



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

**CALL NOTICE
ANNUAL AND EXTRAORDINARY SHAREHOLDERS' MEETING**

Shareholders of Suzano Papel e Celulose S.A. ("Company") are invited to convene at the Annual and Extraordinary Shareholders' Meeting on April 30, 2013 at 10:00 a.m. at the Company's registered office located at Avenida Professor Magalhães Neto, no. 1752 – 10º andar, salas 1009, 1010 e 1011, in the City of Salvador, State of Bahia, to discuss and decide on the following agenda:

At the Annual Shareholders' Meeting:

- 1) the Management report and financial statements for the fiscal year ended December 31, 2012, together with the reports from the Independent Auditors and Audit Board;
- 2) the allocation of net income for the fiscal year ended December 31, 2012;
- 3) the election of the Board of Directors;
- 4) the election of members to the Audit Board and the determination of their compensation; and
- 5) the determination of the overall annual compensation of the administrative bodies (Board of Directors and Executive Board).

At the Extraordinary Shareholders Meeting:

- 1) the amendment of the following provisions of the Bylaws of the Company: a) inclusion of the activity of power generation and trading in the corporate purpose and the subsequent amendment to the wording of Article 4; and b) the recording of the capital increase, as per the decision of the Board of Directors in the meetings held on June 27, July 27 and September 19, 2012, with the subsequent amendment to the head paragraph of Article 5; and
- 2) the payment of dividends in the aggregate amount of one hundred million Brazilian real (R\$100,000,000.00), to be calculated towards the Special Bylaws Reserve.

We request that the proxy instruments and proof of share ownership for participation in the meeting are delivered to the registered office of the Company at least 48 hours prior to the meeting.

In compliance with Article 3 of CVM Instruction 165 of December 11, 1991, as amended, we inform that the minimum percentage of voting capital for adoption of a multiple vote procedure is five percent (5%).

Salvador, April 12, 2013

David Feffer
Chairman of the Board of Directors