

**SUZANO PAPEL E CELULOSE S.A.**  
**Publicly Held Company**  
**Corporate Taxpayer ID. (CNPJ): 16.404.287/0001-55**  
**Company Registry No. (NIRE): 29.300.016.331**  
**MINUTES OF THE ANNUAL AND EXTRAORDINARY SHAREHOLDERS’**  
**MEETING**

**DATE, TIME AND VENUE:** April 30, 2013, at 10:00 a.m., at the registered office located at Avenida Professor Magalhães Neto, n° 1752, 10<sup>th</sup> floor, rooms 1009, 1010 and 1011, Pituba, in the city of Salvador, state of Bahia, CEP 41810-012. **ATTENDANCE:** shareholders representing more than two-thirds (2/3) of the voting capital and preferred shareholders without voting rights, the external auditors KPMG Auditores Independentes (Regional Accounting Council (CRC) no: SP 014428/F-7), represented by Mr. Antomar de Oliveira Rios (CRC 1BA017715/O-5) and Auditor Board member, Mr. Rubens Barletta. **INSTALLATION:** Alberto Monteiro de Queiroz Netto. **PRESIDING BOARD:** Chairman: Rubens Barletta; Secretary: Giulianna Daibem Bazalia Gori.

**PUBLICATIONS AND DOCUMENTS READ:**

- a) Call notice published in the newspapers Valor Econômico, on April 15, 16 and 17, and A Tarde, on April 13, 15 and 16, as well as in the Official Gazette of the State of Bahia, on April 13, 16 and 17;
- b) Management report, financial statements and consolidated financial statements for the fiscal year ended December 31, 2012, together with the reports from the Independent Auditors and Audit Board, published in Valor Econômico, A Tarde and the Official Gazette of the State of Bahia, on March 13, 2013;
- c) Management’s proposal to amend the following provisions in the Company’s Bylaws (“Bylaws”): (i) inclusion of the activity of power generation and trading in the corporate purpose and the subsequent amendment to the wording of Article 4; and (ii) 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
- d) Management’s proposal for the payment of dividends in the aggregate amount of one hundred million reais (R\$100,000,000.00).

**RESOLUTIONS TAKEN:**

**At the Annual Shareholders’ Meeting:**

**FIRST:** the common shareholders present unanimously approved the management report, financial statements and consolidated financial statements for the fiscal year

ended December 31, 2012, together with the reports from the Independent Auditors and Audit Board. It was recorded that among the common shareholders present, nobody was impeded from voting, pursuant to paragraph 1, article 134 of the Brazilian Law of Corporations;

**SECOND:** the common shareholders present unanimously resolved that the loss incurred in the fiscal year ended December 31, 2012, amounting to one hundred eighty-two million, one hundred twenty-five thousand, six hundred ninety-two reais and fifty-three cents (R\$182,125,692.53), be allocated as follows: Thirty-two million, seven hundred thirty thousand, five hundred thirteen reais and ninety-one cents (R\$32,730,513.91) to be absorbed by the Other Comprehensive Income /(Loss) account, and one hundred forty-nine million, three hundred ninety-five thousand, one hundred seventy-eight reais and sixty-two cents (R\$149,395,178.62) to be absorbed by the Special Statutory Reserve. It was recorded that among the common shareholders present, nobody was impeded from voting, pursuant to paragraph 1, article 134 of the Brazilian Law of Corporations;

**THIRD:** by unanimous vote of the common shareholders present, the following were elected to the Board of Directors, with term of office until the Annual Shareholders' Meeting of 2016: **President - DAVID FEFFER** (CPF/MF: 882.739.628-49 – RG: 4.617.720-6 SSP/SP), Brazilian, married, businessman, domiciled in São Paulo/SP, with business address at Av. Brigadeiro Faria Lima, 1355, 9º andar, Bairro Pinheiros, São Paulo/SP, CEP 01452-919; **Vice-President – CLAUDIO THOMAZ LOBO SONDER** (CPF/MF: 066.934.078-20 – RG 2.173.952 SSP/SP), Brazilian, married, chemical engineer, domiciled in São Paulo/SP, with business address at Av. Brigadeiro Faria Lima, 1355, 9º andar, Bairro Pinheiros, São Paulo/SP, CEP 01452-919, São Paulo/SP; **Vice-President – DANIEL FEFFER** (CPF/MF: 011.769.138-08 – RG: 4.617.718-SSP/SP), Brazilian, married, lawyer, domiciled in São Paulo/SP, with business address at Av. Brigadeiro Faria Lima, 1355, 9º andar, Bairro Pinheiros, São Paulo/SP, CEP 01452-919; **Other members: ANTONIO DE SOUZA CORRÊA MEYER** (CPF/MF: 215.425.978-20 – RG: 3.334.695-1 SSP/SP), Brazilian, married, lawyer, domiciled in São Paulo/SP, with business address at Av. Brigadeiro Faria Lima, 3144, 12º andar, Bairro Vila Olímpia, São Paulo/SP, CEP 01451-000; **ANTONIO DOS SANTOS MACIEL NETO** (CPF/MF: 532.774.067-68 – RG: 1.004.997-0 SSP/PR), Brazilian, married, engineer, domiciled in São Paulo/SP, with business address at Av. Ibirapuera 2822, 1º andar, Bairro Moema, São Paulo/SP, CEP 04028-002; **JORGE FEFFER** (CPF/MF: 013.965.718-50 – RG: 4.617.719-X SSP/SP), Brazilian, divorced, business manager, domiciled in São Paulo/SP, with business address at Av. Brigadeiro Faria Lima, 1355, 9º andar, Bairro Pinheiros, São Paulo/SP, CEP 01452-919; **MARCO ANTONIO BOLOGNA** (CPF/MF: 685.283.378-04 – RG: 6.391.996 SSP/SP), Brazilian, divorced, production engineer, domiciled in São Paulo/SP, with business address at Av. Jurandir, 856, hangar 7, 7º andar, Bairro Jardim Ceci, São Paulo/SP, CEP 04072-000; **NILDEMAR SECCHES**, (CPF/MF: 589.461.528-34 – RG: 3.997.339-6

SSP/SP), Brazilian, widower, mechanical engineer, domiciled, with business address at Rua Viradouro, 63, conjunto 132, Bairro Itaim Bibi, São Paulo/SP, CEP 04538-110; and **OSCAR DE PAULA BERNARDES NETO** (CPF/MF: 037.057.307-20 – RG: 7.158.672-6 SSP/SP), Brazilian, married, chemical engineer, domiciled in São Paulo/SP, at Rua José de Cristo Moreira, 110, apto. 71, Bairro Real Parque Morumbi, CEP 05688-090. It was recorded that the elected members will take office at an opportune moment, respecting the applicable legal timeframe, and are not subject to any of the impediments set forth by law;

**FOURTH:** the preferred shareholders present, identified at the end of these Minutes by numbers 3 to 11, 18 to 25, 27 to 35, and 37 to 55, with the abstention of shareholders numbered 12 to 17 and 36, and dissenting vote by the shareholder identified by the number 26, elected to the Audit Board, Messrs. **AMAURI SEBASTIAO NIEHUES**, and **MARCOS LUIZ GALLES**, identified below, as member and alternate member, respectively; and the controlling shareholders elected the following members to the Board. Messrs: **LUIZ AUGUSTO MARQUES PAES** and **RUBENS BARLETTA** and, their respective alternate members, Messrs. **ROBERTO FIGUEIREDO MELLO** and **LUIZ GONZAGA RAMOS SCHUBERT**, identified below, all with term of office until the Annual Shareholders' Meeting of 2014. Thus, the Audit Board is composed as follows: Members: **LUIZ AUGUSTO MARQUES PAES** (CPF/MF: 045.320.388-47 – RG: 12.605.359-5 SSP/SP), Brazilian, married, lawyer, domiciled in São Paulo/SP, with business address at Rua Gomes de Carvalho, 1306, 2º andar, conjunto 22, Bairro Vila Olímpia, São Paulo/SP, CEP 04547-005; **RUBENS BARLETTA** (CPF/MF: 397.909.328-04 – RG: 3.540.429-2 SSP/SP), Brazilian, divorced, lawyer, domiciled in São Paulo/SP, with business address at Praça Ramos de Azevedo, 209, 5º andar, conjunto 52, Bairro República, São Paulo/SP, CEP 01037-010; and **AMAURI SEBASTIAO NIEHUES**, (CPF/MF: 424.473.649-20 – RG: 1.326.708-1 SSP/PR) Brazilian, married, employee of Caixa Econômica Federal, domiciled in Curitiba/PR, with business address at Rua Angelo Sampaio, 967 Apto 501, Bairro Batel, Curitiba/PR, CEP 80250-120, and their respective alternate members: **ROBERTO FIGUEIREDO MELLO** (CPF/MF: 532.755.358-20 – RG: 3.922.596 SSP/SP), Brazilian, married, lawyer, domiciled in São Paulo/SP, with business address at Rua Líbero Badaró, 293 – 27º andar, São Paulo/SP, CEP 01009-907; **LUIZ GONZAGA RAMOS SCHUBERT** (CPF/MF: 080.501.128-53 – RG: 2.560.033-3 SSP/SP), Brazilian, widower, domiciled in São Paulo/SP, with business address at Praça Ramos de Azevedo nº 209 – 5º andar, conjunto 52, Bairro República, São Paulo/SP, CEP 01037-010; and **MARCOS LUIZ GALLES** (CPF/MF: 204.220.839-68 – RG: 915.346-2 SSP/PR), Brazilian, married, employee of Caixa Econômico Federal, domiciled in Cornélio Procópio/PR, at Avenida Santos Dumont nº 404, Bairro Centro, CEP 86300-000. It was recorded that the elected members will take office at an opportune moment, respecting the applicable legal timeframe, and are not subject to any of the impediments set forth by law. Each Audit

Board member will receive the minimum compensation stipulated in paragraph 3, article 162 of the Brazilian Law of Corporations; and

**FIFTH:** The common shareholders present unanimously fixed the overall annual compensation of the Company's managers at up to forty-eight million, six hundred thousand reais (R\$ 48,600,000.00), with the Board of Directors being responsible, pursuant to the Bylaws, for fixing the individual compensation of its members and members of Management.

**At the Extraordinary Shareholders Meeting:**

**FIRST:** The common shareholders present unanimously approved the inclusion of the activity of power generation and trading in the corporate purpose. Accordingly, article 4 of the Bylaws will now read as follows: Article 4 - The Company's corporate purposes are: a) manufacture, trade, import and export of pulp, paper and other products originated from the transformation of forest materials, including their recycling, and products related to the printing industry; b) formation and commercial operation of homogenous forests, company-owned or owned by third parties, directly or through contracts with companies specializing in forest cultivation and management; c) provision of services, and import, export and commercial operation of assets related to the Company's purposes; d) transportation, by itself or by third parties; e) holding interest as a partner or shareholder in any other company or project; f) operation of port terminals; and g) power generation and trading;

**SECOND:** the common shareholders present unanimously approved increasing the capital of the Company, as per the decision of the Board of Directors in the meetings held on June 27, July 27 and September 19, 2012, occurred within the authorized capital, by virtue of the primary offering of shares and the ratifications of the capital increase through requests for the conversion of debentures of the 4<sup>th</sup> and 5<sup>th</sup> issue, which resulted in the issue of 698,784,912 shares, of which 231,088,160 were common shares, 467,682,032 were class "A" preferred shares and 14,720 were class "B" preferred shares of the Company. Accordingly, the head paragraph of Article 5 of the Bylaws will now read as follows: **Article 5** - The subscribed capital is six billion, two hundred forty million, seven hundred eight thousand, six hundred sixteen reais and forty-eight cents (R\$6,240,708,616.48), divided into one billion, one hundred seven million, six hundred seventy-seven thousand, three hundred thirteen (1,107,677,313) shares, with no par value, of which three hundred seventy-one million, one hundred twenty-eight thousand, sixty-four (371,128,064) are registered, common shares, seven hundred thirty-four million, six hundred eight thousand, four hundred thirty (734,608,430) are class "A" preferred shares, and one million, nine hundred forty thousand, eight hundred nineteen (1,940,819) are class "B" preferred shares, both of book-entry type.

**THIRD:** the common shareholders present unanimously the payment of dividends totaling one hundred million reais (**R\$ 100,000,000.00**), to be distributed to shareholders and debited to the Special Statutory Reserve, in the following manner: **R\$ 0.08655** (zero point zero eight six five five reais) for full dividend common shares; **R\$ 0.09521** (zero point zero nine five two one reais) for full dividend class “A” preferred shares, **R\$ 0.34519** (zero point three four five one nine reais) for full dividend class “B” preferred shares; **R\$ 0.03984** (zero point zero three nine eight four reais) for pro rata common shares issued on July 16, 2012, and **R\$ 0.04669** (zero point zero four six six nine reais) for pro rata class “A” preferred shares issued on July 5, 2012. The dividends proposed herein will be paid (credit to account) to shareholders on May 10, 2013, based on the shareholding position on this date, and shares will be traded “ex-rights” starting from May 2, 2013.

**CLOSURE:** There being no further business to discuss, these minutes were read and approved, signed by all present and their publication pursuant to paragraph 2, article 130 of the Brazilian Law of Corporations was authorized. Salvador, April 30, 2013.

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Rubens Barletta  
Chairman of the Meeting

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Giulianna Daibem Bazalia Gori  
Secretary

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1) SUZANO HOLDING S.A.  
pp. Giulianna Daibem Bazalia Gori

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2) IPLF HOLDING S.A  
pp. Giulianna Daibem Bazalia Gori

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3) CAIXA DE PREVIDÊNCIA DOS FUNCIONÁRIOS DO BANCO DO  
BRASIL

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4) BNY MELLON ARX INCOME FUNDO DE INVESTIMENTO DE AÇÕES

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5) BNY MELLON CELOS FUNDO DE INVESTIMENTO MULTIMERCADO

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6) BNY MELLON ARX MODENA INSTITUCIONAL GEAP FUNDO DE INVESTIMENTO DE AÇÕES

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7) FUNDO DE INVESTIMENTO EM AÇÕES SABESPREV BMA INCOME

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8) FUNDO DE INVESTIMENTO EM AÇÕES TOP ATLAS

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9) NUCLEOS III BNY MELLON ARX FUNDO DE INVESTIMENTO EM AÇÕES

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10) BNY MELLON CAPIBARIBE FUNDO DE INVESTIMENTO EM AÇÕES

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pp. Felipe de Abreu Cáceres (representing the shareholders identified by numbers 3 to 10)

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11) Rubens Barletta

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12) ORBE VALUE MASTER FUNDO DE INVESTIMENTO DE  
AÇÕES

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13) ORBE ICATU SEG PREVIDENCIA FUNDO DE INVESTIMENTO  
MULTIMERCADO

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14) AVATAR FUNDO DE INVESTIMENTO DE AÇÕES

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15) FUNDO DE INVESTIMENTO EM AÇÕES VITORIA

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16) OPERA VALOR FUNDO DE INVESTIMENTO EM AÇÕES

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pp. Alexandre Fernandes de Melo Lopes (representing the shareholders identified by  
numbers 12 to 16)

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17) FUNDO DE INVESTIMENTO EM AÇÕES - PAULISTA  
pp Daniel Jose Lemos

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18) ADVANCED SERIES TRUST - AST PARAMETRIC EMERGING MARKETS  
EQUITY PORTFOLIO

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19) CANADA PENSION PLAN INVESTMENT BOARD

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20) CITY OF NEW YORK GROUP TRUST

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21) DREYFUS INTERNATIONAL FUNDS, INC. - DREYFUS BRAZIL EQUITY FUND

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22) EATON VANCE COLLECTIVE INVESTMENT TRUST FOR EMPLOYEE BENEFIT PLANS EMERGING MARKET EQUITY FUND

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23) EATON VANCE PARAMETRIC TAX-MANAGED EMERGING MARKETS FUND

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24) EATON VANCE PARAMETRIC STRUCTURED EMERGING MARKETS FUND

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25) FIRST TRUST BRAZIL ALPHADDEX FUND

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26) FLORIDA RETIREMENT SYSTEM TRUST FUND

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27) FORD MOTOR COMPANY DEFINED BENEFIT MASTER TRUST

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28) FORD MOTOR COMPANY OF CANADA, LIMITED PENSION TRUST

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29) GMO FUNDS PLC

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30) GMO MEANE REVERSION FUND (ONSHORE) A SERIES OF GMO  
MASTER PORTIFOLIOS (ONSHORE), L.P.

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31) HAND COMPOSITE EMPLOYEE BENEFIT TRUST

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32) IBM DIVERSIFIED GLOBAL EQUITY FUND

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33) LETKO BROUSSEAU EMERGING MARKETS EQUITY FUND

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34) MANAGED PENSION FUNDS LIMITED

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35) MINISTRY OF STRATEGY AND FINANCE

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36) NATIONAL PENSION SERVICE

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37) PICTET - TIMBER

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38) PPL SERVICES CORPORATION MASTER TRUST

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39) SPDR S&P EMERGING MARKETS SMALL CAP ETF

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40) STATE OF CALIFORNIA PUBLIC EMPLOYEES RETIREMENT  
SYSTEM

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41) STATE OF CONNECTICUT RETIREMENT PLANS AND TRUST  
FUND

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42) STATE STREET EMERGING MARKETS

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43) TEACHER RETIREMENT SYSTEM OF TEXAS

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44) TEACHERS RETIREMENT SYSTEM OF THE STATE OF ILLINOIS

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45) THE GMO EMERGING MARKETS FUND

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46) THE MONETARY AUTHORITY OF SINGAPORE

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47) THE PENSION RESERVES INVESTMENT MANAGEMENT BOARD

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48) VANGUARD FTSE ALL-WORLD EX-US SMALL-CAP INDEX FUND A  
SERIES OF VANGUARD INTERNATIONAL EQUITY IINDEX FUNDS

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49) VANGUARD TOTAL WORLD STOCK INDEX FUND, A SERIES OF  
VANGUARD INTERNATIONAL EQUITY INDEX FUNDS

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50) FLEXSHARES MORNINGSTAR EMERGING MARKETS FACTOR TILT  
INDEX FUND

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51) FRANKLIN TEMPLETON INVESTMENT FUNDS

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52) NORGES BANK

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53) PUBLIC EMPLOYEES RETIMENT ASSOCIATION OF NEW MEXICO

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54) AMUNDI FUNDS

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55) AMUNDI ACTIONS EMERGENTS

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pp. Marco Antonio Iamnhuk (representing the shareholders identified by numbers 18  
to 55)

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56) TEJO - FUNDO DE INVESTIMENTO EM AÇÕES  
pp. Daniel Jose Lemos