

SUZANO PAPEL E CELULOSE S.A.

Publicly Held Company

Corporate Taxpayer's ID (CNPJ/MF): 16.404.287/0001-55

Company Registry (NIRE): 29.300.016.331

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS

The Board of Directors of Suzano Papel e Celulose S.A. ("Company") met on May 9, 2013 at 4:30 p.m. at Avenida Brigadeiro Faria Lima, 1355 - 9º andar, Bairro Pinheiros, CEP 01452-919, in the city and state of São Paulo, with the undersigned members in attendance. Mr. David Feffer, Chairman of the Board of Directors, presided over the meeting and invited me, Maria Cecilia Castro Neves Ipiña, to act as Secretary. The Chairman then announced the agenda of the meeting, which was: **a)** to elect the members of the Company's Executive Board; **b)** to appoint the members of the Company's Management Committee and its coordinator; **c)** to appoint the members of the Company's Sustainability and Strategy Committee and its coordinator; **d)** to appoint the members of the Company's Audit Committee and its coordinator; and **e)** to appoint the members of the Executive Board, in accordance with paragraph 6, 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 at the Board of Directors' Meeting to be held immediately after the Annual Shareholders' Meeting of 2014: as Chief Executive Officer, Mr. **WALTER SCHALKA** (Individual Taxpayer ID - CPF-MF no. 060.533.238-02 - Identification Document - RG no. 6.567.956-8 SSP/SP), Brazilian, married, engineer; as Chief Financial and Investor Relations Officer, Mr. **ALBERTO MONTEIRO DE QUEIROZ NETTO** (Individual Taxpayer ID - CPF-MF no. 843.603.807-04 - Identification Document - RG no. 07578580-8 IFP/RJ), Brazilian, married, business administrator; as Executive Officer - Human Resources, Mr. **CARLOS ALBERTO GRINER** (Individual Taxpayer ID - CPF-MF no. 919.803.137-68 - Identification Document - RG no. 04.824.352-1 IFP/RJ), Brazilian, married, engineer; as Executive Officer - Paper Business Unit, Mr. **CARLOS ANÍBAL FERNANDES DE ALMEIDA JÚNIOR** (Individual Taxpayer ID - CPF-MF no. 910.169.166-04 - Identification Document - RG no. M-4.379.898 SSP/MG), Brazilian, married, engineer; as Chief Operations Officer, Mr. **ERNESTO PERES POUSADA JUNIOR** (Individual Taxpayer ID - CPF-MF no. 125.547.758-00 - Identification Document - RG no. 13.196.844 SSP/SP), Brazilian, married, engineer, as Executive Officer - Forest Business Unit, Mr. **PAULO CELSO BASSETTI** (Individual Taxpayer ID - CPF-MF no. 071.453.308-49 - Identification Document - RG no. 5.321.805 SSP/SP), Brazilian, married, business administrator, all domiciled in São Paulo, with business address at Av. Brigadeiro Faria Lima, 1355 - 8º andar, Bairro Pinheiros, CEP 01452-919, São Paulo-SP, after duly recording that the members elected, who will take office on this date, are not legally impeded from being appointed to said positions; **b)** to appoint, with term of office ending at the Board of Directors' Meeting to be held after the Annual Shareholders' Meeting of 2016, the following members of the Company's Management Committee: Mr. **DAVID FEFFER** (Individual Taxpayer ID - CPF-MF no. 882.739.628-49 - Identification Document - RG SSP/SP no. 4.617.720-6), Brazilian, married, businessman; Mr. **CLAUDIO THOMAZ LOBO SONDER** (Individual Taxpayer ID - CPF-MF no. 066.934.078-20 - Identification Document - RG no. 2.173.952 SSP/SP), Brazilian, married, engineer, and Mr. **MARCELO FERIOZZI BACCI** (Individual Taxpayer ID - CPF-MF no. 165.903.168-05 - Identification

(Minutes of the Meeting of the Board of Directors of Suzano Papel e Celulose S.A., held on May 9, 2013 at 4:30 p.m. - continued).

Document - RG no. 18.153.504 SSP/SP), Brazilian, married, business administrator, all domiciled in São Paulo, with business address Av. Brigadeiro Faria Lima, 1355 – 9^o andar, Bairro Pinheiros, CEP 01452-919, São Paulo-SP; Mr. **MURILO CESAR LEMOS DOS SANTOS PASSOS** (Individual Taxpayer ID - CPF-MF no. 269.050.007-87 – Identification Document - RG no. 762.280), Brazilian, married, engineer, domiciled in São Paulo, with business address at Av. Brigadeiro Faria Lima, 1355 – 10^o andar, Bairro Pinheiros, CEP 01452-919; and Mr. **WALTER SCHALKA**, as identified above, with Mr. **DAVID FEFFER** elected as coordinator of the Committee; c) to appoint, with term of office ending at the Board of Directors' Meeting to be held after the Annual Shareholders' Meeting of 2016, the following members of the Company's Sustainability and Strategy Committee: Mr. **DAVID FEFFER** and Mr. **CLAUDIO THOMAZ LOBO SONDER**, as identified above; Mr. **DANIEL FEFFER** (Individual Taxpayer ID - CPF-MF no. 011.769.138-08 - Identification Document - RG SSP/SP no. 4.617.718), Brazilian, married, lawyer; Mr. **JORGE FEFFER** (Individual Taxpayer ID - CPF-MF no. 013.965.718-50 – Identification Document - RG SSP-SP no. 4.617.719-X), Brazilian, divorced, business administrator, both with business address at Av. Brigadeiro Faria Lima n^o 1355 – 9^o andar - CEP 01452-919; and Mr. **NILDEMAR SECCHES**, (Individual Taxpayer ID - CPF-MF no. 589.461.528-34 – Identification Document - RG no. 3.997.339-6 SSP/SP), Brazilian, widower, mechanical engineer, domiciled in São Paulo, with business address at Rua Viradouro, 63, conjunto 132, Bairro Itaim Bibi, São Paulo/SP, CEP 04538-110, with Mr. **CLAUDIO THOMAZ LOBO SONDER** elected as coordinator of the Committee; d) to appoint, with term of office ending at the Board of Directors' Meeting to be held after the Annual Shareholders' Meeting of 2016, the following members of the Company's Audit Committee: Mr. **DAVID FEFFER** and Mr. **CLAUDIO THOMAZ LOBO SONDER**, as identified above; Mr. **MARCO ANTONIO BOLOGNA** (Individual Taxpayer ID - CPF-MF no.: 685.283.378-04 – Identification Document - Identification Document - RG SSP/SP no. 6.391.996), Brazilian, divorced, engineer, domiciled in São Paulo, with business address at Av. Jurandir, 856, hangar 7, 7^o andar, Bairro Jardim Ceci, São Paulo/SP, CEP 04072-000 and Mr. **OSCAR DE PAULA BERNARDES NETO** (Individual Taxpayer ID - CPF-MF no. 037.057.307-20 – Identification Document - RG SSP/SP no. 7.158.672-6), Brazilian, married, chemical engineer, domiciled in São Paulo, at Rua José de Cristo Moreira, 110, apto. 71, Bairro Real Parque Morumbi, CEP 05688-090, with Mr. **MARCO ANTONIO BOLOGNA** elected as coordinator of the Committee; and e) to appoint, with term of office ending at the Board of Directors' Meeting to be held after the Annual Shareholders' Meeting of 2014: as head of the Legal Department, reporting to the Chief Financial and Investor Relations Officer, Mr. **LUIZ CESAR PIZZOTTI** (Individual Taxpayer ID - CPF-MF no. 011.727.138-12 – identification Document - OAB/SP n^o 77.397), Brazilian, married, lawyer; as responsible for Controllershship and Performance, reporting to the Chief Financial and Investor Relations Officer, Mr. **RENATO TYSZLER** (Individual Taxpayer ID - CPF-MF no. 082.109.987-65 - Identification Document - RG no. 09.937.851-5 IFP/RJ), Brazilian, married, business administrator; as head of Investor Relations, Strategic Planning and Internal Controls, reporting to the Chief Financial and Investor Relations Officer, Mr. **TIAGO DOMINGUES FERNANDES** (Individual Taxpayer ID - CPF-MF no. 051898717-54 - Identification Document - RG no. 10647712-8 IFP/RJ), Brazilian, married, economist; as head of the Audit Department, reporting to the Chief Executive Officer, Mr. **MARIANO ZAVATTIERO**

(Minutes of the Meeting of the Board of Directors of Suzano Papel e Celulose S.A., held on May 9, 2013 at 4:30 p.m. - continued).

(Individual Taxpayer ID - CPF-MF no. 213.154.408-14 – Foreigner Identification Document - RNE W381634-0 CGPI/DIREX/DFP), Argentinean, living in stable union, accountant; as head of Human Resource Operations, reporting to the Executive Officer - Human Resources; Mr. **ODOARDO CARSUGHI** (Individual Taxpayer ID - CPF-MF no. 125.726.498-29 - Identification Document - RG no. 151102107 SSP/SP), Brazilian, married, engineer; as head of Indirect Sales of the Paper Unit, reporting to the Executive Officer - Pulp Business Unit, Mr. **LEONARDO BARRETTO DE ARAUJO GRIMALDI** (Individual Taxpayer ID - CPF-MF no. 650.128.445-72 - Identification Document - RG no. 337.977.07 SSP/SP), Brazilian, married, business administrator; as head of Commercial Operations of the Pulp Unit, reporting to the Executive Officer - Pulp Business Unit, Mr. **ANTONIO FERNANDO ELIAS** (Individual Taxpayer ID - CPF-MF no. 866.019.898-00 - Identification Document - RG no. 67020628 SSP/SP), Brazilian, married, engineer; as responsible for the Forest Operations in São Paulo, reporting to the Executive Officer - Forest Business Unit, Mr. **CESAR AUGUSTO GRAESER** (Individual Taxpayer ID - CPF-MF no. 470.138.189-68 - Identification Document - RG no. 3.008.454 SSP/SP), Brazilian, married, engineer; as head of the Forest Operations in Bahia, reporting to the Executive Officer - Forest Business Unit, Mr. **OSNI APARECIDO SANCHEZ** (Individual Taxpayer ID - CPF-MF no. 004.213.968-65 - Identification Document - RG no. 8.991.615 SSP/SP), Brazilian, married, engineer; as head of the Grandis Project, reporting to the Chief Operations Officer, Mr. **ADRIANO CANELA OLIVEIRA** (Individual Taxpayer ID - CPF-MF no. 948.069.936-20 - Identification Document - RG no. 23.512.243-39 SSP/SP), Brazilian, legally separated, engineer; as head of Integrated Logistics, reporting to the Chief Operations Officer, Mr. **FÁBIO ALMEIDA DE OLIVEIRA** (Individual Taxpayer ID - CPF-MF no. 142.667.458-93 - Identification Document - RG no. 22.797.002-0 SSP/SP), Brazilian, married, engineer; as head of the Industrial Department, reporting to the Chief Operations Officer, Mr. **JOSÉ ALEXANDRE DE MORAES** (Individual Taxpayer ID - CPF-MF no. 052.779.948-31 – Identification Document - RG no. 13.212.732 SSP/SP), Brazilian, married, engineer, all domiciled in São Paulo, with business address at Av. Brigadeiro Faria Lima, 1355 – 8º andar, Bairro Pinheiros, CEP 01452-919, São Paulo-SP; as head of Institutional Relations and Certification, reporting to the Executive Officer - Human Resources, Mr. **JORGE EMANUEL REIS CAJAZEIRA** (Individual Taxpayer ID -CPF/MF 167.509.775-53 - Identification Document - RG no. 1867946 SSP/BA), Brazilian, married, engineer, domiciled in the city of Salvador, state of Bahia, with business address at Avenida Professor Magalhães Neto, 1752, 10º andar, salas 1009 à 1011, Bairro Pituba, Salvador/BA, CEP 41810-012; and as head of the Forest Operations in Maranhão and Piauí, reporting to the Executive Officer - Forest Business Unit, Mr. **JULIO CESAR OHLSON** (Individual Taxpayer ID - CPF-MF no. 664.170.159-04 – Identification Document – RG no. 2.273.710-2 SSP/PR), Brazilian, married, engineer, domiciled in the city of Imperatriz, state of Maranhão, with business address at Rua Rafael de Almeida Ribeiro, 600, Bairro São Salvador, Imperatriz/MA, CEP 65916-193, who will be invested on this date. It was also recorded that the election of the Executive Officers is in accordance with the Company's succession plan for executives and in accordance with their performance appraisal criteria. 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, May 9, 2013.

(Minutes of the Meeting of the Board of Directors of Suzano Papel e Celulose S.A., held on May 9, 2013 at 4:30 p.m. - continued).

David Feffer
Chairman of the Meeting and Chairman of the
Board

Maria Cecilia Castro Neves Ipiña
Secretary

Claudio Thomaz Lobo Sonder
Vice-Chairman of the Board

Daniel Feffer
Vice-Chairman of the Board

Antonio de Souza Corrêa Meyer
Director

Antonio dos Santos Maciel Neto
Director

Jorge Feffer
Director

Marco Antonio Bologna
Director

Nildemar Secches
Director

Oscar de Paula Bernardes Neto
Director