



**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, 2014 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:

**In the Annual Shareholders' Meeting:**

- 1) the Management report and financial statements for the fiscal year ended December 31, 2013, together with the reports from the Independent Auditors and Audit Board;
- 2) the allocation of net income for the fiscal year ended December 31, 2013;
- 3) the election of members to the Audit Board and the determination of their compensation; and
- 4) the determination of the overall annual compensation of the management (Board of Directors and Executive Board).

**In the Extraordinary Shareholders Meeting:**

- 1) the amendment to the Bylaws of the Company and its subsequent restatement for the purpose of: (a) adapting it to the Level 1 Regulations of the BM&FBovespa with regard to the change in the term of office of the Directors and the inclusion of the prohibition of the same person cumulatively holding the positions of Chairman of the Board of Directors and Chief Executive Officer or the main executive of the Company; and (b) register the rights issue, as approved in the meeting of the Board of Directors of December 26, 2013; and
- 2) the payment of dividends in the aggregate amount of one hundred and twenty-two million reais (R\$122,000,000.00), to be calculated towards the Reserve account.

We request that the proxy appointments 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.

Salvador, April 11, 2014

David Feffer  
Chairman of the Board of Directors