



**SUZANO PAPEL E CELULOSE S.A.**  
**Publicly Held Company**  
**Corporate Taxpayer ID. (CNPJ): 16.404.287/0001-55**  
**Company Registry (NIRE): 29.300.016.331**

## **MANAGEMENT PROPOSAL**

Dear Shareholders:

This management proposal is being presented in light of the letter received from Mr. Antonio dos Santos Maciel Neto announcing his resignation from the Board of Directors of Suzano Papel e Celulose S.A. ("Company").

In compliance with the first paragraph of article 23 of the Company's Bylaws, the Extraordinary Shareholders Meeting ("ESM") of the Company will be held on June 19, 2015, at 9:00 a.m., to elect a new member to the Company's Board of Directors to replace Mr. Maciel Neto.

We hereby propose the election of Mr. Rodrigo Kede de Freitas Lima to serve the remainder of the current term of the Board of Directors, which will end on the date of the Annual Shareholders Meeting to be held in 2016.

Furthermore, in compliance with Article 10 of CVM Instruction 481/09, all the information required under items 12.6 to 12.10 of the Reference Form regarding the candidate is available in Appendix I. This information is also available on the websites of the Company ([www.suzano.com.br/ri](http://www.suzano.com.br/ri)), the Securities and Exchange Commission of Brazil - CVM ([www.cvm.gov.br](http://www.cvm.gov.br)) and the São Paulo stock exchange – BM&FBovespa ([www.bmfbovespa.com.br](http://www.bmfbovespa.com.br)).

After the ESM, the Board of Directors will be as follows:

**David Feffer - Chairman**

**Claudio Thomaz Lobo Sonder - Vice Chairman**

**Daniel Feffer - Vice Chairman**

**Antonio de Souza Corrêa Meyer**

**Jorge Feffer**



**Marco Antonio Bologna**

**Nildemar Secches**

**Oscar de Paula Bernardes Neto**

**Rodrigo Kede de Freitas Lima**

Given that the election is for only one member of the Board of Directors, to occupy a position that is regularly elected by the controlling shareholder in the Shareholders Meeting, the provisions for adoption of cumulative voting or separate voting shall not apply.

**Marcelo Feriozzi Bacci**  
**Investor Relations Officer**



**APPENDIX I**

**FOR THE PURPOSES OF ARTICLE 10 OF CVM INSTRUCTION 481/09**

**Information required under items 12.6 to 12.10 of the reference form, in accordance with Annex 24 of CVM Instruction 480/09.**

**12.6 Candidate for replacement of position on the Board of Directors due to resignation**

| <b>BOARD OF DIRECTORS</b>                               |  |
|---|--|
| <b>Name:</b>  | Rodrigo Kede de Freitas Lima               |
| <b>Age:</b>   | 43   |
| <b>Profession:</b>                                      | Engineer                                   |
| <b>Individual Taxpayer ID. (CPF):</b>                   | 013.620.537-24                             |
| <b>Position to be held:</b>                             | Director                                   |
| <b>Expected date of election:</b>                       | June 19, 2015                              |
| <b>Expected date of investiture:</b>                    | June 22, 2015                              |
| <b>Term of office:</b>                                  | Until the 2016 Annual Shareholders Meeting |
| <b>Other positions or functions held at the issuer:</b> | None                                       |
| <b>Nominated by controlling shareholder:</b>            | Yes  |

The nominee for the position of director of the Company was not subject, in the last five (5) years, to the effects of any criminal conviction or any conviction or penalties in any administrative proceeding by the Securities and Exchange Commission of Brazil (CVM) or any final and unappealable court or administrative ruling that suspended or disqualified him from carrying out any professional or business activity.

**12.7. Provide the information mentioned in 12.6 regarding members of Bylaws committees, as well as audit, risk, financial and compensation committees, even if such committees or structures are not provided for in the Bylaws:**

Not applicable.



## 12.8 Résumé of the director nominated:

Mr. Rodrigo Kede de Freitas Lima is currently Global Vice President of Strategy and Transformation at IBM Brasil (“IBM”).

In July 2012 he was appointed President of IBM. His mission included sustaining the growth trajectory of IBM, developing strategic initiatives that place technology at the service of society, and supporting the development and retention of talent.

Previously, Mr. Lima was Vice President of Global Technology Services at IBM, a position he held since 2011. He has also served as CFO of IBM Latin America and, from 2007 to 2010, as CFO of IBM Brasil.

He has been working at IBM since 1993, which he joined as an intern in Rio de Janeiro. During his career at the company, Mr. Lima has worked mostly in the Services unit, always in Finance, and had three different international stints in the United States, in the finance and service areas.

Mr. Lima is a member of the Board of Directors of TOTVS, member of the boards of the Brazilian Institute of Finance Executives (IBEF) and the American Chamber of Commerce (AmCham) and member of the International Advisory Council of Fundação Dom Cabral (FDC).

Mr. Lima holds a bachelor’s degree in mechanical engineering from Universidade Pontifícia Católica (PUC-RJ) and an MBA in finance from the Brazilian Institute of Capital Markets (IBMEC-SP).

## 12.9 Marital relations, stable union or kinship up to second degree between:

|   |
|---|
| a) Nominees to management positions and managers of the Company |
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|---|
| There is no marital relation, stable union or kinship up to second degree between the nominee to the management position and the managers of the Company. |
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|  |
|--|
| b) Nominees to management positions and managers of direct or indirect subsidiaries of the Company |
|--|



There is no marital relation, stable union or kinship up to second degree between the nominee to the management position and the managers of direct or indirect subsidiaries of the Company.

c) Nominees to management positions of the Company or of its direct or indirect subsidiaries and direct or indirect controlling shareholders of the Company

Relationship between managers and controlling shareholders of the Company

There is no marital relation, stable union or kinship between the nominee to the management position and the controlling shareholders of the Company.

Relation between (i) managers of direct or indirect subsidiaries of the Company and (ii) direct or indirect controlling shareholders of the Company

There is no marital relation, stable union or kinship between the nominee to the management position and (i) the managers of direct or indirect subsidiaries of the Company and (ii) the direct or indirect controlling shareholders of the Company.

d) Nominees to management positions and managers of direct or indirect parent companies of the Company

There is no marital relation, stable union or kinship between the nominee to the management position and the managers of direct or indirect parent companies of the Company.

**12.10 Relations of subordination, provision of service or control, in the last three fiscal years, between the nominees to management positions of the Company and:**

a) Direct or indirect subsidiaries of the Company

There is no relation of subordination, provision of service or control between the nominee to the management position at the Company and any direct or indirect subsidiary of the Company.

b) Direct or indirect controlling shareholder of the Company

There is no relation of subordination, provision of service or control between the nominee to the management position at the Company and the direct or indirect controlling shareholder of the Company.

c) Supplier, client, debtor or creditor of the Company, its subsidiaries or parent companies, or subsidiaries of any of these persons, if material.



There is no relation of subordination, provision of service or control, in the last 3 fiscal years, between the nominee to the management position of the Company and any supplier, client, debtor or creditor of the Company, its subsidiaries or parent companies, or subsidiaries of any of these persons.