

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

**MINUTES OF THE BOARD OF DIRECTORS' MEETING
HELD ON APRIL 26, 2016**

DATE, TIME AND PLACE: On April 26, 2016, at 3:30 p.m., at Av. Brigadeiro Faria Lima, 1.355 - 9º andar, Bairro Pinheiros, CEP 01452-919, in the city and state of São Paulo.

PRESIDING: David Feffer – Chairman; Maria Cecília Castro Neves Ipiña – Secretary.

CALL NOTICE AND ATTENDANCE: Call notice was sent by email to the Directors of Suzano Papel e Celulose S.A. ("Company") and waived since all the Directors were present.

AGENDA: a) election of the members of the Board of Executive Officers of the Company; b) appointment of the members of the Company's Management Committee and election of its coordinator; c) appointment of the members of the Company's Sustainability and Strategy Committee and election of its coordinator; b) appointment of the members of the Company's Audit Committee and election of its coordinator; and e) appointment of Officers, in accordance with paragraph 6, Article 18 of the Bylaws of the Company.

RESOLUTIONS TAKEN UNANIMOUSLY: After analyzing and discussing the items on the agenda, the Directors unanimously decided on the following:

- a) to elect to the Company's Board of Executive Officers, to serve a term of office ending at the Board of Directors' Meeting to be held immediately after the Annual Shareholders' Meeting of 2017: 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. **MARCELO FERIOZZI BACCI** (Individual Taxpayer ID (CPF/MF) no. 165.903.168-05 – Identification Document (RG) no. 18.153.504 SSP/SP), Brazilian, married, business administrator; as Executive Officer, responsible for the Pulp and 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 Executive Officer, responsible for the Forest Business Unit, Mr. **ALEXANDRE CHUERI NETO** (Individual Taxpayer ID (CPF/MF) no. 022.744.468-06 - Identification Document (RG) no. 10.869.463 SSP/SP), Brazilian, divorced, forest engineer; and as Executive Officer, responsible for Human Resources, Mr. **CARLOS ALBERTO GRINER** (Individual Taxpayer ID (CPF/MF) no.

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919.803.137-68 - Identification Document (RG) no. 04.824.352-1 IFP/RJ), Brazilian, married, engineer, all of whom domiciled in the city and state of São Paulo, with business address at Av. Brigadeiro Faria Lima, 1355 – 8º andar, Bairro Pinheiros, CEP 01452-919, São Paulo-SP, placing on record that all the officers elected herein, who shall take office on the date hereof, have no legal impediment preventing them from holding said positions;

- b) to appoint, to serve a term of office ending at the Board of Directors' Meeting to be held immediately after the Annual Shareholders' Meeting of 2018, the following members of the Company's Management Committee: Messrs. **DAVID FEFFER** (Individual Taxpayer ID (CPF/MF) no. 882.739.628-49 – Identification Document (RG) no. 4.617.720-6 SSP/SP), Brazilian, married, businessman; **CLAUDIO THOMAZ LOBO SONDER** (Individual Taxpayer ID (CPF/MF) no. 066.934.078-20 – Identification Document (RG) no. 2.173.952-3 SSP/SP), Brazilian, married, engineer; **GUSTAVO KEHL JOBIM** (Individual Taxpayer ID (CPF/MF) no. 075.913.208-90 – Identification Document (RG) no. 9.560.035-8 SSP/SP), Brazilian, married, business administrator, all of whom domiciled in the city and state of São Paulo, with business address at Av. Brigadeiro Faria Lima, 1355 – 9º andar, Bairro Pinheiros, CEP 01452-919, São Paulo-SP; **MURILO CESAR LEMOS DOS SANTOS PASSOS** (Individual Taxpayer ID (CPF/MF) no. 269.050.007-87 – Identification Document (RG) no. 53.080.291-0 SSP/SP), Brazilian, married, engineer, domiciled in the city and state of São Paulo, with business address at Av. Brigadeiro Faria Lima, 1355 – 10º andar, Bairro Pinheiros, CEP 01452-919, São Paulo-SP; and **WALTER SCHALKA**, as qualified above, electing Mr. **DAVID FEFFER** as coordinator of said Committee;
- c) to appoint, to serve a term of office ending at the Board of Directors' Meeting to be held immediately after the Annual Shareholders' Meeting of 2018, the following members of the Company's Sustainability and Strategy Committee: Messrs. **DAVID FEFFER** and **CLAUDIO THOMAZ LOBO SONDER**, as qualified above; **DANIEL FEFFER** (Individual Taxpayer ID (CPF/MF) no. 011.769.138-08 - Identification Document (RG) no. 4.617.718-8 SSP/SP), Brazilian, married, lawyer; **JORGE FEFFER** (Individual Taxpayer ID (CPF/MF) no. 013.965.718-50 – Identification Document (RG) no. 4.617.719-X SSP-SP), Brazilian, divorced, business administrator, both with business address at Av. Brigadeiro Faria Lima nº 1355 – 9º andar, Bairro Pinheiros, CEP 01452-919, São Paulo-SP; and **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 the city and state of São Paulo, with business address at Rua Viradouro, 63, conjunto 132, Bairro Itaim Bibi, CEP 04538-110, São Paulo-SP, electing Mr. **CLAUDIO THOMAZ LOBO SONDER** as coordinator of said Committee;

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- d) to appoint, to serve a term of office ending at the Board of Directors' Meeting to be held immediately after the Annual Shareholders' Meeting of 2018, the following members of the Company's Audit Committee: Messrs. **CLAUDIO THOMAZ LOBO SONDER**, as qualified above; **MARCO ANTONIO BOLOGNA** (Individual Taxpayer ID (CPF/MF) no. 685.283.378-04 - Identification Document (RG) no. 6.391.996 SSP/SP), Brazilian, divorced, production engineer, domiciled in the city and state of São Paulo, with business address at Rua Dr. Renato Paes de Barros, 1.017, 12º andar, Bairro Itaim Bibi, CEP 04530-001, São Paulo-SP; and **CARLOS BIEDERMANN** (Individual Taxpayer ID (CPF/MF) no. 220.349.270-87- Identification Document (RG) no. 9003183911 SSP/RS), Brazilian, married, administration technician, domiciled at Rua João Caetano, 507, apt. 301, Bloco 02, Três Figueiras, CEP 90470-260, Porto Alegre-RS, electing Mr. **MARCO ANTONIO BOLOGNA** as coordinator of said Committee; and
- e) to appoint, to serve a term of office ending at the Board of Directors' Meeting to be held after the Annual Shareholders' Meeting of 2017: (i) as responsible for the Legal Department, reporting to the Chief Financial and Investor Relations Officer, Mr. **PABLO FRANCISCO GIMENEZ MACHADO** (Individual Taxpayer ID (CPF/MF) no. 271.385.948-44 - Identification Document (RG) no. 28.209.659-0), Brazilian, married, lawyer; (ii) as responsible for the Treasury Department, reporting to the Chief Financial and Investor Relations Officer, Mr. **DIEGO CARNEIRO BARRETO** (Individual Taxpayer ID (CPF/MF) no. 057.140.166-02 - Identification Document (RG) no. MG 11977769 SSP/MG), Brazilian, married, graduated in Law; (iii) as responsible for the Audit Department, reporting to the Chief Executive Officer, Mr. **MARIANO ZAVATTIERO** (Individual Taxpayer ID (CPF/MF) no. 213.154.408-14 - foreigner identification document (RNE) no. W381634-0 CGPI/DIREX/DFP), Argentinean, living under consensual marriage, accountant; (iv) as responsible for the Integrated Logistics Department, reporting to the Chief Executive 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; (v) as responsible for the Department of Commercial Operations of Paper – Domestic Market, reporting to the Executive Officer of the Pulp and Paper Business Unit, Mr. **LEONARDO BARRETO 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; (v) as responsible for the Department of Commercial Operations and Marketing, reporting to the Executive Officer of the Pulp and Paper Business Unit, 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; (vii) as responsible for the Forestry

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Operations Department, reporting to the Executive Officer responsible for the Forestry Business Unit, Mr. **CESAR AUGUSTO GRAESER** (Individual Taxpayer ID (CPF/MF) no. 470.138.189-68 - RG nº 5.067.953-9 SSSP/SP), Brazilian, married, engineer; (viii) as responsible for the Industrial Department, reporting to the Chief Executive 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, and (x) as responsible for the Institutional Relations and Certification Department, reporting to the Executive Officer responsible for Human Resources, Mr. **JORGE EMANUEL REIS CAJAZEIRA** (Individual Taxpayer ID (CPF/MF) no. 167.509.775-53 - Identification Document (RG) no. 1867946 SSP/BA), Brazilian, married, engineer, domiciled in Salvador-BA, with business address at Avenida Professor Magalhães Neto, 1752, 10º andar, salas 1009 à 1011, Bairro Pituba, CEP 41810-012, Salvador-BA, who shall be invested in their positions on the date hereof.

CLOSURE: There being no further business on the agenda, the meeting was adjourned and these minutes were drawn up, read, approved and signed by all present.

São Paulo, April 26, 2016.

David Feffer
Chairman of the Meeting and of the Board

Maria Cecilia Castro Neves Ipiña
Secretary

Claudio Thomaz Lobo Sonder
Vice Chairman

Daniel Feffer
Vice Chairman

Antonio de Souza Corrêa Meyer
Director

Jorge Feffer
Director

Marco Antonio Bologna
Director

Nildemar Secches
Director

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Rodrigo Kede de Freitas Lima
Director