



**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:

Suzano Papel e Celulose S.A. ("Company") hereby presents to its shareholders the following proposals to be considered and voted on in the Extraordinary Shareholders' Meeting to be held on July 1, 2016:

**1) Establishing that the Board of Directors of the Company shall be composed of nine (9) members.**

In accordance with Article 17 of the Company's Bylaws, the Board of Directors shall be composed of at least five (5) and no more than nine (9) members. The Annual and Extraordinary Shareholders' Meeting held on April 25, 2016 decided that the Board of Directors would be composed of eight (8) members.

The current management proposes that the Board of Directors be composed of nine (9) members, all of whom serving a term ending on the date of the Annual Shareholders' Meeting that considers and votes on the financial statements for the fiscal year ending December 31, 2017.

The proposed change is aligned with the best corporate governance practices, as it will enable the Board of Directors to be composed of members with an even more diverse background.

**2) Electing the new member to compose the Board of Directors of the Company**

The current management proposes the nomination of Mrs. Maria Priscila Rodini Vansetti Machado to the position of member of the Board of Directors of the Company,



to serve a term ending on the date of the Annual Shareholders' Meeting that considers and votes on the financial statements for the fiscal year ending December 31, 2017.

Furthermore, in compliance with Article 10 of CVM Instruction 481/09, the information required under items 12.5 to 12.10 of the Reference Form regarding the nominee is available in Appendix I hereto. Such 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 Extraordinary Shareholders' Meeting, the Board of Directors will be composed 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**

**Maria Priscila Rodini Vansetti Machado**

**Nildemar Secches**

**Rodrigo Kede de Freitas Lima**

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



**APPENDIX I**

**Information of the nominee to the Board of Directors (items 12.6 to 12.10 of the reference form, in accordance with Annex 24 of CVM Instruction 480/09).**

**12.5 Nominee to the position of member of the Board of Directors**

<b>BOARD OF DIRECTORS</b>	
<b>Name:</b>	Maria Priscila Rodini Vansetti Machado
<b>Birth:</b>	May 4, 1958
<b>Profession:</b>	Engineer
<b>Individual Taxpayer ID (CPF):</b>	036.618.448-22
<b>Position to be held:</b>	Member of the Board of Directors
<b>Expected date of election:</b>	July 1, 2016
<b>Expected date of investiture:</b>	Within 30 days from election
<b>Term of office:</b>	Until the 2018 Annual Shareholders' Meeting
<b>Other positions or functions held at the issuer:</b>	None
<b>Nominated by the controlling shareholder:</b>	Yes
<b>Independent member:</b>	Yes, in accordance with the criteria of the Listing Regulation of the Level 2 Corporate Governance Segment of the São Paulo Stock Exchange (BM&FBOVESPA).
<b>Number of consecutive terms:</b>	-
<b>Positions held in other companies or non-profit organizations:</b>	CEO of DuPont Brasil and Vice-President of the division of Crop Protection for Latin America of Du Pont.
<b>Professional experience / Declaration of any criminal conviction:</b>	
<p>Mrs. Priscila Vansetti graduated in Agronomic Engineering from Escola Superior de Agricultura "Luiz de Queiróz" of the University of São Paulo (ESALQ/USP) and specialized in Executive Management from Wharton School (University of Pennsylvania). She started her career at DuPont Brasil in 1981, in the agricultural division, holding leadership positions in the areas of Regulatory Affairs, Institutional Relations and Research &amp; Development. In 1996, she was transferred to Wilmington, DE, USA, where she held various positions in the areas of Development and Marketing. In 2008, she was promoted to Business Director of DuPont Canada, and was relocated to the Mississauga unit, ON, Canada. Between</p>	



September 2014 and September 2015, she served as Global Director of Strategic Planning of the Crop Protection division. She has served as Chief Executive Officer of Dupont Brasil since October 2015.

Mrs. Priscila Vansetti declared for all purposes of law that, in the last five (5) years, she has not been subject to the effects of (a) any criminal conviction or (b) any ruling against or application of penalties in any administrative proceeding at the Securities and Exchange Commission of Brazil (CVM) or (c) any unappealable judicial or administrative ruling that suspended or prohibited the practice of any professional or commercial activity.

**12.6. In relation to each of the persons who served as members of the board of directors or audit board in the previous fiscal year, provided a table informing the percentage of attendance in the meetings held by the respective management body since said member's investiture in the position:**

Not applicable, as only one member is being elected to the Board of Directors, and she did not previously hold any positions in the Company.

**12.7. Provide the information mentioned in 12.5 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, as there will not be elections for members of the committees.

**12.8. In relation to each of the persons who served as 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, provide a table informing the percentage of attendance in the meetings held by the respective management body since said member's investiture in the position**

Not applicable, as there will not be elections for members of the committees.

**12.9. Any marital relations, stable union or kinship up to second degree between:**

There are no marital relations, stable union or kinship up to second degree between Mrs. Priscila Vansetti and: (i) managers of the Company; (ii) managers of direct and indirect subsidiaries of the Company; (iii) direct or indirect controlling shareholders of the Company; and/or (iv) managers of direct and indirect parent companies of the Company.

**12.10. Relations of subordination, provision of service or control, in the last three fiscal years, between the nominee and:**

There is no relation of subordination, provision of service or control in the last three fiscal years between Mrs. Priscila Vansetti and any direct or indirect subsidiary of the Company.