

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 JULY 7, 2016**

DATE, TIME AND PLACE: At 9:00 a.m. on July 7, 2016, at Av. Brigadeiro Faria Lima, 1.355 - 9º andar, Jardim Paulistano, 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: Authorize (i) the Company's subsidiary Bahia Sul Holding GmbH, which is in the process of changing its company name to Suzano Áustria GmbH ("SPC Áustria"), to carry out an issue of notes ("Notes") for placement abroad; and (ii) the Company to offer guarantee to the Notes.

RESOLUTIONS TAKEN UNANIMOUSLY: Once the matters on the agenda were examined and discussed, the Directors unanimously approved (i) the issue, by SPC Áustria, of the Notes for placement abroad, under the following main terms and conditions: (a) principal value of up to seven hundred million U.S. dollars (US\$700,000,000.00); (b) interests due and paid semiannually, based on a year of 360 days and months of 30 days; (c) the Notes will be due in ten (10) years and will be guaranteed by the Company and/or by other subsidiaries of the Company; (d) the following banks were engaged for the operation: J.P Morgan Securities LLC, Santander Investment Securities Inc., BB Securities Limited, Bradesco BBI S.A., BTG Pactual S.A. – Cayman Branch and Itaú BBA USA; and (e) the attorney-in-fact that will receive the legal notices pursuant to the documents related to the Notes issue will be determined by the Board of Executive Officers of the Company, with such power-of-attorney remaining valid for the length of the obligations under the Notes; and (ii) the offering by the Company of guarantee to the Notes. Finally, the Board of Directors (a) authorized the Board of Executive Officers to negotiate and establish the terms and conditions for all contracts and documents related to the Notes issue, including defining the coupon and events of default governing the Notes; and (b) authorized SPC Áustria, the Company and other subsidiaries of the Company to take all measures necessary to formalize the Notes issue, which include preparing and executing all contracts and documents related thereto, including the Indenture, the Purchase Agreement and the Notes.

(Minutes of the Meeting of the Board of Directors of Suzano Papel e Celulose S.A., held at 9:00 a.m. on July 7, 2016 – continued)

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, July 7, 2016. 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. Other Directors: Antonio de Souza Corrêa Meyer, Jorge Feffer, Marco Antonio Bologna, Nildemar Secches and Rodrigo Kede de Freitas Lima.

This is a true copy of the original minutes drawn up in the records of the Company.

Maria Cecilia Castro Neves Ipiña
Secretary