



# Material Fact



**SUZANO PAPEL E CELULOSE S.A.**  
Publicly Held Company  
Corporate Taxpayer ID (CNPJ/MF): 16.404.287/0001-55  
Company Registry (NIRE): 29.3.0001633-1

**São Paulo, September 28, 2017** – SUZANO PAPEL E CELULOSE S.A. (B3: SUZB5) (“**Company**”), in accordance with Paragraph 4, Article 157 of Federal Law 6.404/76 and with CVM Instruction 358/02, as amended, informs that it received, on the date hereof, correspondence from its controlling shareholders, Messrs. David Feffer, Daniel Feffer, Jorge Feffer, Ruben Feffer and Suzano Holding S.A. (“**Shareholders**”), through which they informed the Company that, on the date hereof, (i) David Feffer, Daniel Feffer, Jorge Feffer and Ruben Feffer entered into a Stock Transfer Agreement (the “**Transfer Agreement**”) to regulate, among other covenants, the transfer and the prohibition on the encumbrance of the shares issued by the Company of its ownership and bound by said Transfer Agreement, which represent, in aggregate, on the date hereof, 16.792% of the capital stock of the Company, in accordance with the Transfer Agreement; and (ii) David Feffer, Daniel Feffer, Jorge Feffer, Ruben Feffer and Suzano Holding S.A. entered into a Voting Agreement (the “**Voting Agreement**”, and, jointly with the Transfer Agreement, the “**Agreements**”) to regulate, among other covenants, the exercise of voting rights related to the shares issued by the company of its ownership and bound by said Voting Agreement, which represent, in aggregate, on the date hereof, 50.035% of the capital stock of the Company, in accordance with the Voting Agreement.

As requested by the Shareholders, the Agreements were filed at the registered office of the Company and will be registered in the records maintained with the depository institution of the stock of the Company, in accordance with Article 118 of Federal Law 6.404/76, as amended.

In accordance with applicable legislation, copies of the Agreements are available for consultation on the websites of the Company, of B3 ([www.bmfbovespa.com.br](http://www.bmfbovespa.com.br)) and of the Securities and Exchange Commission of Brazil ([www.cvm.gov.br](http://www.cvm.gov.br)).

The Company was informed, further, that, on the date hereof, a shareholders’ agreement was entered into for the shares issued by Suzano Holdings S.A. by and between David Feffer, Daniel Feffer, Jorge Feffer and Ruben Feffer, with the intervenience and consent of Suzano Holding S.A., whose purpose includes, among other matters, the consolidation and control of Suzano Holding S.A., to be exercised by the signatories of said agreement and their respective successors and authorized assignees (in accordance with the agreement). The aforementioned agreement was filed at the registered office of Suzano Holding S.A. and is available for consultation on its website ([www.suzano.com.br/grupo](http://www.suzano.com.br/grupo)).

São Paulo, September 28, 2017  
Marcelo Feriozzi Bacci  
Investor Relations Officer