



# Material Fact



## SUZANO PAPEL E CELULOSE S.A.

Publicly Held Company

Corporate Taxpayer ID (CNPJ/MF): 16.404.287/0001-55

Company Registry (NIRE): 29.300.016.331

**São Paulo, September 29, 2017** - SUZANO PAPEL E CELULOSE S.A. ("Company"), (SUZB5), in compliance with the Paragraph 4, Article 157 of Federal Law 6,404/76, as amended ("Brazilian Corporation Law") and with CVM Instruction 358 of January 3, 2002, hereby announces to its shareholders, the general market and other stakeholders the following.

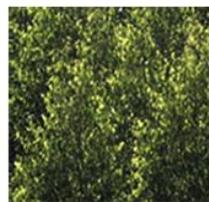
At the Extraordinary Shareholders' Meeting of the Company held on the date hereof, the shareholders approved (1) the migration of the Company to the special listing segment called Novo Mercado of B3 S.A. – Brasil, Bolsa, Balcão ("B3") and the consequent admission of its shares for trading on the Novo Mercado; (2) the conversion of all preferred shares issued by the Company into common shares, at the ratio of one (1) preferred share, class "A" or class "B", for each one (1) common share; (3) the restatement of the Bylaws of the Company to adapt them to the Novo Mercado Regulations, to modify the methodology for calculating the mandatory dividends and to reflect the best practices of corporate governance ("Restatement of Bylaws"); and (4) the authorization of management to take all measures necessary to implement and formalize the aforementioned decisions, including the execution of the Novo Mercado Listing Agreement.

Furthermore, the Company held, on the date hereof, the Special Meeting for Class "A" Preferred Shareholders ("PN-A Special Meeting") and the Special Meeting for Class "B" Preferred Shareholders ("PN-B Special Meeting" and, jointly with the PN-A Special Meeting, the "Special Meetings"), in which unanimous approval was given for the proposal to convert all preferred shares issued by the Company into common shares, at the ratio of one (1) preferred share, class "A" or "B", into one (1) common share, in accordance with the new terms of the Bylaws of the Company. The controlling shareholders of the Company followed the vote of the majority of other shareholders attending the PN-A Special Meeting.

Except in the case of the exercise of the option described in Paragraph 3, Article 137 of Brazilian Corporation Law, the effectiveness of all resolutions approved in all said meetings is conditioned upon the admission of shares issued by the Company for trading in the Novo Mercado special segment of B3.

The effective conversion of preferred shares into common shares and the consequent admission of the Company into the Novo Mercado listing segment, as well as the effective listing and start of trading of shares issued by the Company on the Novo Mercado listing segment, shall occur on a date to be disclosed opportunistically by the Company, after (i) the expiration of the period for the exercise of withdrawal rights mentioned above in accordance with the terms and conditions of the Notice to Shareholders to be disclosed opportunistically by the Company, and (ii) the expiration of the period for retraction by the Company described in Paragraph 3, Article 137, if management understands that payment of the share reimbursement price to dissenting shareholders exercising their withdrawal rights would compromise the Company's financial stability, or of the period for confirmation of the option to not exercise such right.

In accordance with Article 137 of Brazilian Corporation Law and upon unanimous approval of the resolution by all those attending the aforementioned meetings, withdrawal rights shall be granted to the shareholders of preferred



shares who did not attend the respective Special Meetings; and to the shareholders of common shares who did not attend the Extraordinary Shareholders' Meeting.

São Paulo, September 29, 2017.

Marcelo Feriozzi Bacci  
Investor Relations Officer