



# 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, November 6, 2017** – Suzano Papel e Celulose S.A. (“Company”), in accordance with Instruction 358 issued by the Securities and Exchange Commission of Brazil (CVM) on January 3, 2002, and with Paragraph 4 of Article 157 of Federal Law 6,404/76 (“Brazilian Corporation Law”), as amended, and complementing the information disclosed previously, hereby announces to its shareholders, the market and other stakeholders the following.

November 3, 2017, the period expired for exercising the withdrawal rights described in the Notice to Shareholders published by the Company on October 3, 2017, with such right exercised by shareholders of 8,878 class “A” preferred shares, representing therefore a total amount of reimbursement of eighty-two thousand, five hundred sixty-five reais and forty centavos (R\$82,565.40). As announced in said Notice to Shareholders, payment to the respective dissenting shareholders who exercised their withdrawal rights shall be made on November 10, 2017.

Considering the aforementioned result, the Company confirms that it shall not exercise the right to retraction described in Paragraph 3 of Article 137 of Brazilian Corporation Law.

Therefore, due to the fulfillment of the conditions for the effective conversion of the Company's preferred shares into common shares and the consequent inclusion of the Company on the Novo Mercado listing segment of B3 S.A. – Brasil, Bolsa, Balcão (“Novo Mercado”), the Company informs that, on November 10, 2017, it will convert each class “A” or class “B” preferred share into one common share and that its stock will start trading on the Novo Mercado listing segment.

Lastly, the Company informs that, due to its listing on the Novo Mercado: (i) the Company's Shareholders Agreement, entered into on May 30, 2011 with BNDES Participações S.A. – BNDESPAR and filed at its registered office (“Shareholders’ Agreement”) shall be automatically terminated in accordance with Clause 5.1.1 of this Shareholders’ Agreement; and (ii) the resolutions taken at the Company's Special Meeting of Class A Preferred Shareholders, the Special Meeting of Class B Preferred Shareholders and the Extraordinary Shareholders’ Meeting, all held on September 29, 2017, shall take effect.

São Paulo, November 6, 2017.

Marcelo Feriozzi Bacci  
Investor Relations Officer