



# 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, December 4, 2017** - SUZANO PAPEL E CELULOSE S.A. ("Suzano" or "Company"), in compliance with CVM Instruction 358 of January 3, 2002, as amended, hereby announces to its shareholders, the market and other stakeholders the following.

On December 3, 2017, the Company and members of the Farah family ("Sellers") entered into a Purchase Agreement and Other Covenants ("Agreement") for the direct and indirect acquisition of approximately 92.84% of the total capital and 99.99% of the common stock of FACEPA Fábrica de Papel da Amazônia S.A. ("FACEPA"), which is subject to certain contractual and legal conditions that are typical to transactions of this nature, including approval from Brazil's antitrust authorities.

The total consideration to be paid for the shares acquired is three hundred ten million reais (R\$ 310,000,000.00), subject to adjustments.

FACEPA produces and markets a wide range of paper products including, but not limited to, paper towels, napkins, diapers, toilet paper and tissues under various brands, with a strong presence in the Northern and Northeastern regions of Brazil. FACEPA has plants located in the cities of Belém in Pará and Fortaleza in Ceará, with installed capacity of around 50,000 tons/year.

The acquisition is in line with Suzano's goals of expanding its operations in pulp adjacent markets and will strengthen its consumer goods business unit in the tissue segment.

The Company clarifies that this acquisition will not entitle shareholders to withdrawal rights as it does not meet any of the conditions set forth in article 256 of Federal Law 6,404/76, as amended.

The Company will keep its shareholders and the market duly informed of the conclusion of the transaction, as applicable. The Investor Relations team remains available for any further clarifications, by telephone at 55 11 3503-9061 or by e-mail at [ri@suzano.com.br](mailto:ri@suzano.com.br).

São Paulo, December 4, 2017.

Marcelo Feriozzi Bacci  
Investor Relations Officer