



# 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, July 26, 2018** – The Management of Suzano Papel e Celulose S.A. (“Suzano” or “Company”) (B3 | SUZB3), in compliance with article 157, paragraph 4 of Federal Law 6,404, of December 15, 1976, as amended (“Brazilian Corporations Law”) and Instruction 358 issued by the Securities and Exchange Commission of Brazil (“CVM”) on January 3, 2002, as amended (“ICVM 358”), hereby informs its shareholders and the market that on this date, the Board of Directors of Suzano, among other matters, approved the execution of the Merger Agreement (“Merger Agreement”) between Suzano, Fibria Celulose S.A. (“Fibria”), and Eucalipto Holding S.A. (“Holding”), which establishes the terms and conditions of the corporate restructuring that will enable the combination of the operations and shareholding bases of Suzano and Fibria, which is the object of the Commitment to Vote and Assumption of Obligations signed on March 15, 2018 and announced by the Company through a Material Fact notice on March 16, 2018 (“Operation”). The Operation, whose consummation is still subject to the usual conditions already announced, including approval by antitrust authorities in Brazil and abroad, will be submitted for approval by shareholders of Suzano at an extraordinary shareholders' meeting to be called and held at an opportune moment.

The Merger Agreement and appendices will be available to shareholders of the Company, as of this date, at the registered office of the Company, the Company’s Investor Relations website ([ri.suzano.com.br](http://ri.suzano.com.br)), as well as the websites of CVM (<http://www.cvm.gov.br>) and B3 – Brasil, Bolsa, Balcão ([www.b3.com.br](http://www.b3.com.br)).

Additional information will be disclosed to the market in a timely manner in accordance with applicable laws.

The Investor Relations team remains available for any further clarifications by telephone at +55 11 3503-9061 or by e-mail [ri@suzano.com.br](mailto:ri@suzano.com.br).

São Paulo, July 26, 2018.

**Marcelo Feriozzi Bacci**  
Chief Financial and Investor Relations Officer