

SUZANO PAPEL E CELULOSE S.A.

Internal Regulations of the Board of Directors

These Internal Regulations were approved by the Board of Directors of Suzano Papel e Celulose S.A. on February 18, 2016.

Chapter I – Nature and Principles of the Board

Article 1. The Board of Directors of Suzano Papel e Celulose S.A. (the “Company”) is a collective deliberative body that is responsible for, jointly with the Executive Board and among other duties, the management of the Company.

Article 2. In addition to the duties conferred to it by Federal Law 6,404/76, by the Bylaws (“Bylaws”) and by these Internal Regulations, the Board of Directors also is responsible for, by its independent posture, supporting the long-term sustainability and profitability of the business, always considering the interests of the shareholders and the Company’s strategic direction.

Article 3. The Board of Directors, based on the Company’s vision, mission and values, upholds the following principles:

- a) giving equal treatment to all shareholders with regard to decisions that could affect differently the distinct groups of shareholders;
- b) defining long-term strategies that ensure the sustainability and profitability of the Company’s business activities;
- c) considering the needs of all stakeholders of the Company in the decision-making process;
- d) preventing and managing conflicts of interests or differences of opinion so that the Company’s interests always prevail;
- e) ensuring compliance with corporate governance practices, making changes in the Company whenever necessary;
- f) promoting compliance with the Company’s environmental, safety, health and ethical rules; and
- g) evaluating the performance of and defining the compensation of the Company’s senior executives.

Chapter II – Qualifications of the Board of Directors

Article 4. The members of the Board of Directors should ideally meet the following requirements:

- a) personal integrity;
- b) lack of conflicts of interests;
- c) availability of time;
- d) motivation;
- e) alignment with the Company's values;
- f) knowledge of the best practice of corporate governance.

Article 5. The Board of Directors also must strive to attain a diversity of experiences and knowledge in its composition, seeking members who present the following qualities:

- a) experience in executive positions;
- b) knowledge of finance, compliance and accounting;
- c) specific knowledge of the pulp and paper industry;
- d) general knowledge of domestic and international markets;
- e) strategic vision; and
- f) experience in people management.

Article 6. The Director must ensure the sufficient availability of time for analyzing the proposed agendas in order to ensure effective participation on the Board of Directors.

Chapter III - Duties

Article 7. The Board of Directors is responsible for:

- a) determining the general orientation of the business activities, always respecting the ethical values adopted by the community in which it operates, in particular respect for human rights and the environment;
- b) electing, assessing and removing, at any time, the Executive Officers and determining each of their duties and responsibilities when not provided for in the Bylaws;
- c) supervising the management of the Executive Officers; examining, at any time, the Company's books and documents; requesting information on the agreements executed or in negotiation, and any other acts;
- d) deciding on the issue of preferred shares, in accordance with the Bylaws;

- e) expressing an opinion on the management report and accounts of the Executive Board;
- f) selecting and removing the independent auditors, notwithstanding the veto right provided for by law;
- g) approving the accounting criteria and practices;
- h) approving the long-term global strategy to be followed by the Company and its subsidiaries, as well as that to be proposed for the associated companies;
- i) examining, approving and controlling the execution of the annual and multi-year investment and operating budgets to be prepared by the Executive Board;
- j) monitoring and assessing the Company's economic and financial performance;
- k) issuing an opinion on any proposals or recommendations made by the Executive Board to the Shareholders' Meeting;
- l) deciding on whether to grant preemptive rights to former shareholders, or even reducing the period for the exercise of said rights, in the issuance of shares, convertible bonds and warrants, whose placement adopts one of the methods provided for in Article 172 of Federal Law 6,404/76;
- m) in accordance with item l above, deciding on the issuance of securities, including promissory notes, for public or private distribution, in Brazil and/or abroad, in accordance with the applicable legislation;
- n) authorizing the participation, initially or subsequently, by the Company as partner, shareholder or consortium member in other company or enterprise, the pledging of this interest as collateral to third parties in the Company's operations, and the disposal for any purpose and in any form of any interest included in the Company's assets;
- o) authorizing the acquisition of shares issued by the Company, for cancellation, holding in treasury or subsequent sale;
- p) appointing the Investor Relations Officer;
- q) authorizing the Executive Board, with the establishment of powers determined by a resolution approved by the Meeting of the Board of Director, whose minutes shall be duly filed at the Commercial Registry of the State of Bahia, to:
 - q.1) selling, encumbering and acquiring assets related to property, plant and equipment and those assets referred to in letter "n" of this article;
 - q.2) pledging a security interest of any kind and secured fiduciary transfer;
 - q.3) entering into funding or borrowing operations, including vendor operations in which the Company acts as guarantor for its clients;
 - q.4) entering into any agreements in accordance with the established limits;
 - q.5) practicing, or ordering the practice of, any acts not expressly set forth in the Bylaws, provided said acts are legally within their rights;
 - q.6) filing, transacting, settling or removing lawsuits, procedures, measures or any other legal, administrative or arbitration action, as well as effect voluntary tax offsets that result or could result in obligations or rights for the Company, or which damage or could come to damage the Company's reputation or image;

- r) deciding on the creation of an Advisory Board to give advice to the members of the Board of Directors, including establishing the positions, compensation and rules for said body;
- s) creating, if and when deemed convenient, other Committees of the Board of Directors, in accordance with Chapter VI below.

Chapter IV – Composition, Investiture and Functioning

Article 8. The Board of Directors is formed by five (5) to nine (9) members, residents or not of Brazil, elected by the Shareholders' Meeting, who appoint from among them the Chairman and up to two (2) Vice-chairmen. The term of office of the members of the Board of Directors is two (2) years, but is extended until the newly elected members are invested. Reelection is permitted.

Article 9. The Board of Directors convene by means of a call notice issued by the Chairman, any of the Vice-Chairmen or the Chief Executive Officer, at least two (2) days in advance and including the matters on the agenda, which may be sent via electronic mail, with quorum for convening the meeting of at least two-thirds (2/3) of its members on first call and a majority of its members on second call. The decisions of the Board of Directors are taken by the majority of members attending the meeting, which must include the Chairman or one of the Vice-Chairmen. In the event of a tie, the Chairman of the Board of Directors holds the deciding vote.

Article 10. The Directors may attend the meeting via telephone, videoconference or another means of communication, as provided for in the Bylaws.

Article 11. The members of the Board of Directors have the right to be represented by one of their peers at the meetings of the Board of Directors, either for achieving quorum or for voting, with the option of indicating their vote. This representation is extinguished simultaneously with the closure of the meeting of the Board of Directors.

Article 12. Similarly, votes by letter, telegram, electronic mail or facsimile are permitted when received by the Chairman of the Board of Directors or their substitute by the time of the meeting.

Article 13. The Chairman of the Board of Directors may invite to participate in the meetings, but without voting rights, any member of the Committees of the Board of Directors or of the Executive Board who are not members of the Board of Directors, any other executive of the Company or a representative of its independent auditor or any third party who can contribute by giving opinions, information or suggestions that can be used to support the decisions of the Board members.

Article 14. The Board of Directors also may appoint an honorary member, a person of recognized professional competence and with a history of dedication to the Company who can be consulted for informative purposes at the meetings of the Board of Directors, in accordance with the rules and conditions established by the Board of Directors.

Article 15. The Chairman of the Board of Directors, with the support, at their discretion, of the respective Committees of the Board of Directors, with regard to items “b,” “c” and “d” below, is responsible for:

- a) representing the Board of Directors before third parties;
- b) suggesting to the Board of Directors the general business orientation to be conveyed to the Executive Board;
- c) preparing all of the elements required for the practice of the duties of the Board of Directors;
- d) monitoring and supporting the actions of the Executive Board and/or any of its members.

Article 16. In the event of their temporary absence, the Chairman of the Board of Directors is replaced by one of the body’s Vice-Chairmen, with the person substituted responsible for appointing a substitute; and if one has not been appointed, the Board of Directors is responsible for doing so. The same criterion is adopted in the event of the absence of any other member, who is replaced by one of their peers.

Article 17. In the event of a vacancy on the Board of Directors, an Extraordinary Shareholders’ Meeting is called within a maximum of twenty (20) days to decide on the respective appointment if needed to maintain the minimum number of members on the body or if the filling of the vacancy is deemed convenient.

Article 18. The substitutions provided for in this article result in the accumulation of functions and of voting rights at the meetings of the Board of Directors, but not of the fees and other advantages of the person substituted.

Article 19. The Directors may require the Board of Directors to engage external professionals to improve the understanding of certain matters to be addressed in the meetings. The Directors also must have direct access to the Company’s executives to obtain additional clarifications and any corporate documents.

Article 20. All decisions taken by the Board of Directors are included in the minutes to be drafted at the end of the respective session, which contain the votes cast and a summary of the decisions adopted.

Chapter V – Performance Assessment

Article 21. With the purpose of improving its performance, the Board of Directors must assess its activities annually, in accordance with the guidelines established thereby.

Article 22. The Board of Directors assesses the performance of the Company's Executive Officers annually, in accordance with the objective criteria that consider the targets set by the Board and that ensure the alignment of the interests of the Officers with the long-term interests of shareholders. The performance expected from the Executive Officers must be compatible with that required from the senior executives of companies of the same scale and industry.

Chapter VI - Committees

Article 23. With the purpose of: (i) increasing the level of interaction and cooperation between the Executive Board and the Board of Directors; (ii) providing in-depth analyses of material and strategic matters and ensuring adequate, quality and efficient information for the decision-making process of the Board of Directors; and (iii) adopting the most modern practices of corporate governance, Committees are created to support the Board of Directors whose function is to give opinions on the matters under their scope, in accordance with the Bylaws of the Company and the decisions of the Board of Directors.

Article 24. Each Committee is formed by two (2) to nine (9) people, who may be members or non-members of the Board of Directors, appointed by said body and with the same term of office of its members, with the Chairman of the Board of Directors appointing a Coordinator for each Committee. The members of the Committees may participate on more than one Committee, at the discretion of the Board of Directors, and have the same duties and legal responsibilities as the managers of a corporation. The Board of Directors may remove or substitute the members of the Committees at any time. The Committees decide by a majority of its members, with the Coordinator holding the deciding vote when the Committee is formed by an even number of members.

Article 25. The Committees meet ordinarily at least once a year and extraordinarily when a call notice is issued by the respective Coordinators or by the respective Secretaries appointed by the Committees when requested by the Coordinator.

Article 26. The Committees meet when a call notice is issued by the respective Coordinators or Secretaries at least five (5) days in advance, which must include the matters on the agenda of the meeting and may be sent via electronic mail.

Article 27. The Committees may receive support from other professionals or working groups to be formed and may have an administrative support structure. The compensation of these

professionals, including that of the members of the Committees and the expenses with the administrative support structure, is borne by the Company. When deemed necessary, the Committees also may decide to engage the consulting services of external professionals, whose fees are borne by the Company.

Article 28. Without prejudice to the creation of other Committees by the Board of Directors, the following Committees already created have the following functions, as well as any others that may come to be established by the Board of Directors:

- a) Management Committee: advising the Board of Directors on the performance of their responsibilities related to the areas of finance, budget and control, talent management, executive compensation, legal affairs, new business, investments, market and investor relations, monitoring of the Company's results and executive performance, and striving to formulate specific corporate policies for the areas of environment, health and safety and to prepare the Annual Sustainability Report. Said Committee must give an opinion prior to any decision by the Board of Directors on the matters provided for in Article 7 herein, with the exception of item "h."
- b) Sustainability and Strategy Committee: advising the Board of Directors on the performance of its responsibilities related to the area of long-term strategy and planning and advising the Board of Directors on disseminating the strategic concept of sustainability in order to attain globally accepted standards as a reference for excellence. Said Committee must give an opinion prior to any decision by the Board of Directors on the matters provided for in Article 7 herein, with the exception of item "h."
- c) Audit Committee: advising the Board of Directors on the performance of its responsibilities related to the analysis of the financial statements, the development of internal controls and the oversight and coordination of internal and external audit works, as well as striving to ensure compliance with the Code of Conduct and the corporate policies for safety, environment and health.

Chapter VII - Compensation

Article 29. The Annual Shareholders' Meeting sets annually the amount of the overall compensation of the Board of Directors and the Executive Board, with the former body responsible for deciding on the method for distributing the amount among its member and those of the Executive Board.

Chapter VIII –Additional Duties of the Directors

Article 30. Transactions whose analysis and approval are under the scope of authority of the Board of Directors and that involve the commercial, financial or economic interests of the Directors or of the members of the Committees that could create a conflict with the interests of the Company are decided by the Board of Directors, with said Director or Committee member required to declare in advance said conflict and to abstain from the discussions and voting.

Sole Paragraph: Transactions whose analysis and approval are not under the scope of authority of the Board of Directors but are submitted to the Board by the Executive Board of the Company, by a Director or by a Committee member due to the fact that they involve the commercial, financial or economic interests of the Directors or of Committees members that could create a conflict of interest with the Company, also are decided by the Board of Directors, in accordance with the procedure described in the head paragraph of this Article.

Chapter IX - Miscellaneous

Article 31. Cases not provided for in these Internal Regulations are decided by the Board of Directors in accordance with its scope of authority.

Article 32. These Internal Regulations may be amended only by a decision of the Board of Directors.

Article 33. These Internal Regulations come into force on the date of their approval by the Board of Directors.