

**BYLAWS
KLABIN S.A.**

**Approved and Restated in the Regular and Stockholders Special Meeting (AGEO) held on
03/20/2014**

**Article 5 modified in the Regular and Stockholders Special Meeting (AGEO) held on
03/19/2015**

**Article 5 modified in the Regular and Stockholders Special Meeting (AGEO) held on
03/10/2016**

**Article 5 modified in the Regular and Stockholders Special Meeting (AGEO) held on
03/08/2017**

CHAPTER I

Corporate Name, Purpose, Registered Office and Duration

Article 1. KLABIN S.A. is a joint-stock company (“Company”), governed by these Bylaws (“Bylaws”) and the applicable legal provisions.

Paragraph 1. The Company, its Stockholders, Administrators and members of the Fiscal Council shall be subject to the provisions set forth in the “Nível 2” Corporate Governance Listing Rules of BM&FBOVESPA S.A. (“Nível 2” Rules”), considering the admission of the Company to the special listing segment named “Nível 2” Corporate Governance of the Stock, Commodities and Futures Exchange (“BM&FBOVESPA”).

Paragraph 2. The provisions set forth in the “Nível 2” Rules shall prevail over the statutory provisions in case of damage to the rights of those who receive public offers set forth in these Bylaws.

Paragraph 3. The terms set forth in capital letter in these Bylaws, when not defined herein, shall bear in the plural or singular form the meanings assigned to them in the Section II, Item 2.1 of the “Nível 2” Rules.

Article 2. The registered office and jurisdiction of the Company are established in the City of São Paulo, State of São Paulo, and the Company shall be allowed to open or close branches, offices and any other establishment in the Country or abroad, at its convenience, by means of decision of the Board of Directors.

Article 3. The purposes of the Company comprehend the following activities:

a) Industrial and commercial exploitation, including import and export of cellulose, wood pulp, paper, cardboard and similar products, byproducts and derivatives; packages for any

purposes, wood products in all its forms, forest and farming and cattle raising products, including seeds, machinery and raw materials;

- b) Forestry, agriculture and livestock breeding, including afforestation and reforestation by any of the forms promoted by Law, comprehending the raising of funds from third parties;
- c) Mining, including research and mining of minerals, their industrialization and trade;
- d) Technology and services related to the corporate purpose;
- e) Transportation, fuel and lubricant supply stations, generation and sale of electric power, and other secondary activities made necessary as a result of its integrated industrial characteristic; and
- f) Participation in other companies.

Article 4. The Company was incorporated to operate for undetermined period of time.

CHAPTER II Capital, Stocks and Units

Article 5. The capital stock of the Company, entirely subscribed and fully paid, amounts to two billion, three hundred and eighty four million, four hundred and eighty three thousand, six hundred and eighty eight Brazilian reais and forty cents (R\$ 2,384,483,688.40), divided into four billion, seven hundred and thirty-three million, one hundred and eighty one thousand, one hundred and forty (4,733,181,140) registered stocks with no par value, of which one billion, eight hundred and forty-nine million, two hundred and seventy thousand, five hundred and fifteen (1,849,270,515) are common stocks and two billion, eight hundred and eighty-three million, nine hundred and ten thousand, six hundred and twenty-five (2,883,910,625) are preferred stocks.

Paragraph 1. The capital may be increased regardless of the proportion between the existing types and classes of stocks, provided that the number of preferred stocks without voting rights does not surpass two-thirds (2/3) of the total stocks issued.

Paragraph 2. The Company shall be allowed to issue stocks and debentures convertible into stocks, without preemptive rights to existing Stockholders, with the observance of the restrictions set forth in Law.

Paragraph 3. All stocks of the Company shall be book-entry stocks and they shall be kept in deposit account, in the name of their owners, in financial institution authorized by the Brazilian Securities and Exchange Commission, with which the Company maintains Booking Agreement, without the issue of certificates, with the observance of the provisions set forth in the Articles 34 and 35 of the Act 6.404/76 and further applicable legal provisions at all times.

Paragraph 4. The preferred stocks shall be entitled to: (a) priority in the reimbursement, in case of liquidation of the Company; (b) be included in public offer of stocks as a result of Sale of Control of the Company for the same price and under the same conditions offered to the Selling Controlling Stockholder; and (c) restricted voting rights, in the cases set forth in the Article 15 of these Bylaws.

Paragraph 5. The common stocks shall ensure their holders the right to vote in the General Meetings, with the observance of legal restrictions.

Paragraph 6. The owners of stocks of the same class shall be ensured with equal rights.

Paragraph 7. The Board of Directors may authorize the purchase of stocks of the Company to be kept in treasury for subsequent sale or cancellation, with the observance of applicable provisions.

Paragraph 8. The capital stock of the Company may be increased up to the limit of five billion and six hundred million (5,600,000,000) common and/or preferred stocks, regardless of amendment to the Bylaws, by means of decision of the Board of Directors, which shall determine the issue price and remaining conditions of the corresponding subscription and payment in full of the stocks to be issued (“Authorized Capital”).

Paragraph 9. The Board of Directors of the Company may determine the issue of subscription warrants or debentures convertible into common, preferred or common and preferred stocks intended to form stock deposit certificates within the limits of the Authorized Capital.

Paragraph 10. The stocks issued may be subscribed and paid in cash or by means of transfer of properties or credits, with the observance of legal provisions.

Paragraph 11. The Company shall not be allowed to issue Participation Certificates.

Article 6. The Stockholders shall be allowed to convert common stocks in to preferred stocks and preferred stocks into common stocks, exclusively to form stock deposit certificates (“Units”), at the ratio of one common stock to one preferred stock and vice-versa, provided that they are fully paid, with the observance of the limit set forth in the Article 5, Paragraph 1 of these Bylaws and the chronological order of the requests.

Article 7. Requests for conversion shall be submitted by the Stockholders, according to procedures and deadlines established by the Board of Directors. Requests for conversion which execution results in violation of the legal proportion between common and preferred stocks shall be subject to proration or draw to be structured by the Board of Directors.

Article 8. The Company shall be allowed to hire financial institution to issue Units.

Paragraph 1. The issue of the Units with the observance of legal limits shall be approved by the Board of Directors, which shall define the terms and conditions for their issue, respecting at all times the equal treatment to the holders of stocks of the same class or type.

Paragraph 2. The Units shall be book-entry Units. Each Unit shall represent one (01) common stock and four (04) preferred stocks issued by the Company in relation to the stocks held in deposit, and they shall only be issued by request of the Stockholders, with the observance of the rules to be established by the Board of Directors, according to the provisions set forth in these Bylaws.

Paragraph 3. Upon the issue of the Units, the stocks held in deposit shall be registered in deposit account to be opened in the name of the holder of the stocks with depository financial institution.

Article 9. As long as they are bound to the stock deposit certificate program referred to in this Article, the stocks issued by the Company used to form Units shall be transferred solely by means of transfer of the Units.

Paragraph 1. With exception of the cases set forth in the Paragraphs 2 and 3 of this Article, the holder of Units shall be entitled to request, at any time, to the issuing and bookkeeping financial institution the cancellation of the Units and delivery of the corresponding stocks held in deposit, with the observance of the rules to be established by the Board of Directors, according to the provisions set forth in these Bylaws.

Paragraph 2. The Board of Directors of the Company shall be allowed to suspend at any time, for a specific period of time, the possibility of cancellation of Units referred to in the Paragraph 1 of this Article, in case of beginning of public offer for primary and/or secondary distribution of Units, in the local and/or international market. In such case, the period of suspension shall not exceed thirty (30) days.

Paragraph 3. The Units backed by stocks that are subject to liens, encumbrances or burdens may not be cancelled.

Article 10. The Units shall entitle their holders to the same rights, advantages and restrictions of the stocks issued by the Company which they represent.

Paragraph 1. The holder of Units shall be entitled to participate in the General Meetings of the Company and exercise all prerogatives ensured to the stocks represented by the Units, by means of substantiation of ownership.

Paragraph 2. The holders of Units may be represented in the General Meetings of the Company by Attorney-in-fact appointed according to the provisions set forth in the Article 126 of the Corporation Law.

Article 11. The following rules shall be observed in relation to the Units in case of stock split, stock reverse split, stock dividend or issue of new stocks by means of capitalization of profits or reserves:

(a) In case of increase in the number of stocks issued by the Company, the issuing and bookkeeping financial institution shall register the deposit of new stocks and credit new Units in

the account of the corresponding holders, in order to reflect the new number of stocks held by the holders of Units, respecting at all times the proportion of one (01) common stock and four (04) preferred stocks issued by the Company for each Unit, and the stocks that are not sufficient to form Units shall be credited directly to the Stockholders, without the issue of Units; and

(b) in case of reduction in the number of stocks issued by the Company, the issuing and bookkeeping financial institution shall make deduction from the deposit accounts of the Units of grouped stocks, automatically cancelling the Units in number sufficient to reflect the new number of stocks held by the holders of Units, respecting at all times the proportion of one (01) common stock and four (04) preferred stocks issued by the Company for each Unit, and the remaining stocks that are not sufficient to form Units shall be delivered directly to the Stockholders, without the issue of Units.

Article 12. The following rules shall be observed in relation to the Units in the event of capital increases by means of subscription of stocks in which preemptive right has been granted to the Stockholders of the Company:

I - In case the capital increase is carried out by means of issue of common and preferred stocks of the Company in number sufficient to form new Units, the holders of Units shall be allowed to exercise the preemptive rights ensured by the stocks represented by the Units, as follows:

(a) in case the Stockholder subscribes new common and preferred stocks issued by the Company, according to the proportion of one (01) common stock for every four (04) preferred stocks issued by the Company, new Units corresponding to the stocks subscribed by the Stockholder shall be issued in his name, unless otherwise stated by the Stockholder; and

(b) the Stockholder shall be allowed to subscribe common and preferred stocks issued by the Company without the issue of Units, or only common or preferred stocks issued by the Company; and he shall inform said intention in the stock subscription list.

II - In case only common or preferred stocks are issued without the possibility of forming new Units, the holder of the Units shall be allowed to directly exercise the preemptive right ensured by each one of the stocks represented by the Units and, in such case, the issue of new Units may not be requested.

Article 13. Each common stock entitles its holder to one (01) vote in the corporate decisions.

Paragraph 1. The decisions of the General Meeting shall be taken by majority of votes, disregarding the blank votes, apart from the exceptions established by Law and the provisions set forth in the Article 36 of these Bylaws.

Paragraph 2. The approval of agreements between the Company and its Controlling Stockholders and/or companies in which they hold interest shall be taken in General Meeting, in which the voting rights shall be extended to the holders of preferred stocks.

Article 14. Each preferred stock entitles its holder to restricted vote, exclusively in relation to the following matters:

- (a) transformation, merger, consolidation or split-off of the Company;
- (b) approval of agreements between the Company and the Controlling Stockholder, directly or by means of third parties, and other companies in which the Controlling Stockholder has interest whenever they are approved in General Meeting as a result of legal or statutory provision;
- (c) appraisal of properties intended to be used in the payment of increase of capital of the Company;
- (d) choice of specialized institution or company to determine the Economic Value of the Company, according to the provisions set forth in the Article 36 of these Bylaws;
- (e) amendment to or revocation of provisions of the Bylaws, which amend or change any of the requirements set forth in the Item 4.1 of the “Nível 2” Rules, exception made to the fact that said voting rights shall prevail as long as the “Nível 2” Corporate Governance Participation Agreement is in force; and
- (f) amendment to or revocation of the provisions set forth in the Article 41 of these Bylaws.

CHAPTER III General Meeting

Article 15. The General Meeting shall be held ordinarily within the four (04) months following the end of the fiscal year and, extraordinarily, as required by the corporate interests.

Paragraph 1. Only the holders of stocks whose names are recorded on the corresponding register up to three (03) days before the date of the Meeting shall be allowed to participate in it.

Paragraph 2. Without prejudice to the provisions set forth in the previous Paragraph, the Stockholder who attends the General Meeting with Identity Card and evidential document that substantiates the corresponding interest issued by the bookkeeping institution until the opening of the Meeting shall be allowed to participate in it and vote, in case he is entitled to do so.

Paragraph 3. The General Meetings shall be chaired by the Chairman of the Board of Directors and, in case of absence, by any other member of the Board of Directors chosen by the Meeting.

Paragraph 4. The Chairman of the Meeting shall choose, amongst the attending Stockholders, one or more Secretaries.

CHAPTER IV Administration

Article 16. The bodies of administration of the Company shall be the Board of Directors and the Executive Board.

Paragraph 1. The General Meeting shall establish the total remuneration of the members of the Board of Directors and Executive Board, and the Board of Directors shall distribute it among its members and the members of the Executive Board.

Paragraph 2. The Directors and Officers shall be inducted in office by means of signature of the Instrument of Investiture transcribed in the Book of Minutes of the Board of Directors or Executive Board, as applicable.

Paragraph 3. The installation of the members of the Board of Directors and the Executive Board shall be conditioned to the prior signature of the Declaration of Consent of the Administrators, according to the provisions set forth in the “Nível 2” Rules, in addition to the observance of applicable legal requirements.

Paragraph 4. The term of office of the members of the Board of Directors and the Executive Board shall last until the installation of new administrators elected.

Section I Board of Directors

Article 17. The Board of Directors shall be comprised of no less than thirteen (13) and no more than eighteen (18) members, who shall be elected and may be removed by the General Meeting, according to the laws in force, to perform for a unified term of office of one (01) year, reelection allowed. For each Director elected, one (01) specific deputy member shall also be elected.

Paragraph 1. The Chairman of the Board of Directors shall be elected by the Board of Directors itself, among the Directors elected by the Controlling Stockholder. The choice of the Chairman shall respect the principle of rotation, except for the reelection by means of favorable vote of all Directors elected by proposal of the Controlling Stockholder.

Paragraph 2. In the events of impediment, absence and vacancy, the deputy of the Chairman of the Board of Directors shall be elected with the observance of the criteria set forth in the previous Paragraph.

Paragraph 3. With the observance of the provisions set forth in the *caput* of this Article, the number of members that shall comprise the Board of Directors in each term of office shall be established in each General Meeting, which agenda shall be the election of members of the Board of Directors, and said matter shall be submitted by the Chairman of the Presiding Board.

Paragraph 4. Exceptionally and for the purposes of transition, when the Controlling Stockholder holding more than fifty percent (50%) of the capital with voting rights of the Company ceases to

exist, the members of the Board of Directors may be elected once, to perform for a unified term of office of up to three (03) years.

Article 18. The Meetings of the Board of Directors shall be held ordinarily once every two (2) months and, extraordinarily, whenever necessary. The Meetings of the Board of Directors may be convened by its Chairman or two (02) of its members, eight (08) days in advance, by means of letter, fax, electronic mail or telegram. In case the Meeting is not held, a new notice of call shall be sent five (05) days in advance.

Paragraph 1. The members of the Board of Directors may not be elected to perform as members of the Executive Board of the Company and its controlled companies, exception made to the cases of vacancy, which shall be specifically disclosed to the market, and which shall allow a term of one hundred and eighty (180) days so that the measures to fill the corresponding positions are taken.

Paragraph 2. In case of vacancy in the positions of the Board of Directors, the corresponding Deputy shall occupy the position until the following General Meeting.

Paragraph 3. In the events of absence or impediment, the members of the Board of Directors shall be substituted by the corresponding Deputies, or another Director by means of specific appointment of the absent member, who, in addition to his own vote shall cast the vote of the absent Director. Each Director shall be allowed to represent one (01) absent Director in the same Meeting.

Paragraph 4. The decisions of the Board of Directors shall be taken by majority of votes, in Meeting which relies on the attendance of no less than half plus one of its members. The Chairman shall hold the casting vote in addition to his own vote.

Paragraph 5. The Meetings of the Board of Directors shall be transcribed in minutes registered in appropriate book, after being signed by all attendees. The Meetings that are not held due to lack of quorum shall be registered in the Book.

Article 19. At least twenty (20%) of the members of the Board of Directors shall be Independent Directors, as defined by the “Nível 2” Rules, and they shall be expressly declared as such in the Minutes of the General Meeting that elects them. The Directors elected according to the provisions set forth in the Article 141, Paragraphs 4 and 5 of the Corporation Law shall be also considered as Independent Directors.

Sole Paragraph. When, as a result of the observance of the percentage set forth in the previous Paragraph, the number of Directors results in a fraction, the number shall be rounded according to the provisions set forth in the “Nível 2” Rules.

Article 20. The Board of Directors shall be responsible for the following activities:

a) Establish the business objectives of the Company and its controlled companies:

- I - guiding the Executive Board in the preparation of medium and long term plans;
 - II - approving development and expansion plans and investments necessary for their implementation;
 - III - approving annual budgets for operations and investments;
- b) Elect and remove the Officers of the Company, establishing their duties, with the observance of the provisions set forth in the Bylaws;
 - c) Elect and remove the Advisory Directors of the Company;
 - d) Permanently monitor the development and the performance of the Company;
 - e) Inspect the management of the Officers; examine at any time the books and documents of the Company; request information about agreements executed or to be executed, in addition to any other acts;
 - f) Convene the General Meeting in the cases set forth in Law or whenever deemed advisable;
 - g) Present opinion on the reports of the Administration, the financial statements and the accounts of the Executive Board;
 - h) Establish the debt polity of the Company;
 - i) Authorize acts that surpass the regular administration acts, such as:
- I - holding of equity interests, including the increase and sale of equity interests in other companies;
 - II - incorporation, merger, consolidation, spin-off, transformation and extinction of subsidiary companies, amendment of articles of association or bylaws;
 - III - acquisition, sale and encumbrance of real estate properties;
 - IV - sale of movable property part of the fixes assets, involving sums higher than the sum established by the Board of Directors;
 - V - opening and closing of branches and other establishments;
 - VI - creation of encumbrances and granting of guarantees or sureties, except the ones intended to secure the purchase of the asset itself;
 - VII - investments in expansion and improvement projects involving sums higher than the sums established by the Board of Directors;

VIII - hiring of services involving sums higher than the sum established by the Board of Directors;

IX - commercial lease involving sums higher than the sum established by the Board of Directors;

X - acceptance of long-term debts;

XI - purchase of stocks issued by the Company to be cancelled or kept in treasury for subsequent sale;

XII - sale, encumbrance or assignment for use of patents and trademarks;

XIII - establishment of pension plans for the employees of the Company;

XIV – issue of securities intended for public distribution, with the observance of the laws in force; and

XV – waiver of rights or settlement in lawsuits involving sums higher than the sum established by the Board of Directors;

j) Decide upon the proposals presented by the Executive Board to be submitted to the General Meeting;

k) Choose and remove independent auditors;

l) Decide upon, *ad referendum* of the General Meeting that approves the accounts of the fiscal year, on the payment of dividends, based on interim or annual balance sheets, and on the payment of interests on own capital, according to the provisions of applicable laws;

m) Decide upon the division of the remuneration of the Administrators of the Company, established by the General Meeting, as well as the participation of the Administrators in the profits of the Company;

n) Decide upon proposal presented by the Executive Board regarding acts of subsidiary companies, in the cases that require decision of the Controlling Company;

o) Decide upon the issue of stocks within the limit of the Authorized Capital;

p) Decide upon the issue of subscription warrants or debentures convertible into common, preferred or common and preferred stocks intended to form stock deposit certificates within the limits of the Authorized Capital at all times;

- q) Provide favorable or unfavorable opinion about any public offer for the acquisition of stocks issued by the Company, by means of prior substantiated opinion disclosed within up to fifteen (15) days as of the publication of the Notice of Public Offer for Acquisition of Stocks, which shall comprehend at least the following information: (i) the convenience and timing of the public offer for the acquisition of stocks regarding the interest of all Stockholders and in relation to the liquidity of their securities; (ii) the impacts of the public offer for the acquisition of stocks on the interests of the Company; (iii) the strategic plans disclosed by the Offeror in relation to the Company; and (iv) other matters deemed relevant by the Board of Directors, in addition to the information required by applicable rules established by the Brazilian Securities Exchange Commission (CVM);
- r) Define list with three (03) companies specialized in economic appraisal of companies to prepare Appraisal Report of the stocks of the Company, in cases of Public Offer for Acquisition for cancellation of registration of listed company or delisting from the “Nível 2” Corporate Governance;
- s) Establish the rules of the plan of Units of the Company, including rules on the issue and cancellation of Units and approve the hiring of institution that provides stock and Units bookkeeping services;
- t) Authorize the issue, conversion, early redemption and remaining conditions of debentures not convertible into stocks, commercial papers, bonds and other securities intended for primary or secondary distribution on the stock market;
- u) Decide upon the appraisal of properties intended for the payment of the capital stock of subsidiary and controlled companies, with exception of wholly-owned subsidiaries, which shall be incumbent upon the General Meeting of the Company;
- v) Previously decide upon the presentation, by the Company, of request for bankruptcy or court-ordered or out-of-court reorganization;
- x) Grant and establish the rules and conditions for the option to purchase or subscribe stocks to the Administrators or employees of the Company, or individuals who provide services to the Company or the companies under its control, without preemptive rights to the Stockholders, within the limit of the Authorized Capital and according to plan previously approved by the General Meeting;
- y) Establish permanent or temporary committees and commissions, and elect their members in order to provide support to the Board of Directors of the Company;
- z) Decide upon any association to be established by the Company, and its participation in Stockholders Agreements;
- aa) In addition to the cases provided for in the Paragraph 2 of the Article 26, authorize the representation of the Company by a single member of the Executive Board or an Attorney-in-fact, whenever deemed necessary;

- bb) Establish the policies for trading the securities of the Company, disclosure of material event or fact, and transactions with related parties;
- cc) Establish policies and limits, according to value, term or type of operation, for derivative financial instruments of any sort, whether involving or not futures and options, and procedures for the management and control of the exposition of the Company to the corresponding risks involved in said transactions;
- dd) Decide upon the suspension of the activities of the Company and its controlled companies;
- ee) Request at any time the examination of any matter regarding the businesses of the Company and its controlled companies, even in case said matter is not covered in the foregoing items, and render decision about it to be mandatorily implemented by the Executive Board;
- ff) Decide upon any other matter submitted by the Executive Board and/or committees, and convene the members of the Executive Board and the committees to hold joint meetings whenever deemed advisable; and
- gg) Establish the duties and responsibilities of the Advisory Board of the Company.

Article 21. In the Regular Meetings of the Board of Directors, the Chief Executive Officer shall present the report on events and performance of the Company in the preceding months, including trial balances and monthly reports. The remaining Officers of the Company, when convened, shall present summarized report on the areas under their responsibility.

Section II Executive Board

Article 22. The Executive Board, elected by the Board of Directors, shall be comprised of up to ten (10) members, resident in the Country, whether Stockholders or not, elected to perform for a term of office of one (01) year, reelection allowed. The Executive Board shall rely on a Chief Executive Officer and the remaining Officers. The duties and responsibilities of the members of the Executive Board shall be established by the Board of Directors.

Paragraph 1. The Board of Directors may refrain from electing up to four (04) Officers and, in such case, it shall determine the new distribution of duties.

Paragraph 2. The Officers shall substitute one another in cases of temporary absence. In case of vacancy, the Board of Directors shall appoint a substitute to perform for the remaining term of office.

Paragraph 3. By means of proposal presented by the Executive Board and as necessary, the Board of Directors may appoint other Officers and establish their duties and responsibilities.

Article 23. The elected Executive Board shall hold Meeting ordinarily, once a month and extraordinarily, as deemed required, by means of call of the Chief Executive Officer, with the observance of the minimum quorum of half plus one of its members. The Chief Executive Officer shall hold the casting vote, in addition to his own vote.

Sole Paragraph. The Meetings of the Executive Board shall be transcribed in minutes registered in appropriate book, after being signed by all attendees.

Article 24. The Executive Board shall have the duties and powers of management established by Law and these Bylaws, in order to ensure the faithful and efficient attainment of the purposes of the Company.

Paragraph 1. The Officers shall be responsible for providing to the Board of Directors and the Fiscal Council, or at the request of any of its members, information requested and others they deem relevant.

Paragraph 2. The Executive Board shall act collectively in order to perform acts that exceed the acts of regular administration, according to the provisions set forth in the Article 23, particularly in relation to all acts that, as a result of these Bylaws, shall be submitted to the Board of Directors.

Article 25. In addition to the regular duties established by these Bylaws:

- a) the Chief Executive Officer shall be specifically responsible for overseeing all activities of the Company; coordinating the performance of the remaining Officers; implementing the corporate policy established by the Board of Directors for the Company and its controlled companies; and overseeing the internal audit; and
- b) the remaining Officers shall be specifically responsible for performing the duties established by the Board of Directors.

Article 26. The following acts shall depend upon the signature of two (02) Officers signing together; one (01) Officer signing together with one (01) Attorney-in-fact with sufficient powers; or two (02) Attorneys-in-fact signing together with sufficient powers:

- a) representation of the Company as plaintiff or defendant;
- b) celebration of agreements and acceptance of obligations; management of bank accounts, including the issue and endorsement of checks; settlement; establishment of commitments; withdrawal, endorsement for deposit or discount; or acceptance of trade bills and any other negotiable instruments; and
- c) provision of guarantee or surety in transactions authorized by the Board of Directors.

Paragraph 1. One (01) Officer acting individually shall be allowed to provide testimony in Court.

Paragraph 2. The following acts may be performed by one (01) Officer acting individually or one (01) Attorney-in-fact with express powers:

- i) issue trade bills and endorse them for bank collection, deposit and/or discount; endorse checks for deposit into bank account held by the Company; enter into foreign exchange agreements; issue purchase orders within the limits established by the Board of Directors; and
- ii) represent the Company before any federal, state or municipal government office, governmental agency or public and private joint stock companies, on condition that they do not accept obligation in the name of the Company or release third parties from obligations to the Company.

Paragraph 3. The Company may appoint Attorneys-in-fact to represent it individually or jointly with one (01) Officer or another Attorney-in-fact, as determined in the Power of Attorney. The Attorneys-in-fact shall be appointed at all times for specific purposes and for a pre-established period of time, except in case of instruments of Power of Attorney with an *ad judicium* clause or for the defense of the corporate interests in administrative proceedings. The appointment shall be made by two (02) Officers jointly, one of them being the Chief Executive Officer and, in the event of impediment or absence of the Chief Executive Officer, by another Officer appointed by the Board of Directors.

CHAPTER V Fiscal Council

Article 27. The Company shall rely on a Fiscal Council, which shall operate permanently, comprised of three (03) to five (05) permanent members, whether Stockholders or not, elected by the General Meeting to perform for a term of office of one (01) year, reelection allowed. The General Meeting shall also elect one (01) specific deputy for each one of the members of the Fiscal Council and establish the corresponding remuneration.

Paragraph 1. The Fiscal Council shall have the powers, duties and responsibilities established by Law.

Paragraph 2. The installation of the members of the Fiscal Council shall be conditioned to the prior signature of the Declaration of Consent of the Members of the Fiscal Council, according to the provisions set forth in the “Nível 2” Rules, in addition to the observance of applicable legal requirements.

CHAPTER VI Advisory Board

Article 28. The Board of Directors of the Company shall be assisted by an Advisory Board comprised of up to five (05) members.

Paragraph 1. The members of the Advisory Board and its Chairman shall be elected by the Board of Directors, to perform for a term of office of one (01) year, and the reelection shall be limited to five (05) terms of office.

Paragraph 2. The Advisory Board shall be responsible for the following activities:

- a) provide opinion on the subjects forwarded by the Board of Directors; and
- b) provide opinion on the annual report of the Company.

Paragraph 3. The Advisory Board shall hold Meetings on a quarterly basis by means of call of its Chairman or the Chairman of the Board of Directors, through notice of call sent no less than eight (08) days in advance.

Paragraph 4. The recommendations and opinions of the Advisory Board shall be approved by majority, with the attendance of no less than half of its members.

Paragraph 5. The remuneration of the members of the Advisory Board shall be established by the Board of Directors in annual total amount, which shall also decide upon its division.

CHAPTER VII

Fiscal Year, Financial Statements and Distribution of Profits

Article 29. The fiscal year begins on January 1st and it ends on December 31st of each year, when the corresponding financial statements required by Law shall be prepared with the observance of the following rules in relation to the allocation of the net income:

- a) The accrued losses and the provision for the Income Tax shall be deducted from the profits of the fiscal year.
- b) The net income verified shall be allocated as follows:
 - i) five percent (5%) shall be allocated to the creation of Legal Reserve, until it reaches twenty percent (20%) of the capital stock;
 - ii) creation of other reserves required by Law;
 - iii) allocation to the Stockholders, in each fiscal year, of dividend of no less than twenty-five percent (25%) of the net income adjusted according to the Law and adjusted by the creation, realization and reversal, in the corresponding fiscal year, of the Biological Assets Reserve (subsections v), vi) and vii) and realization of the “Asset Valuation Adjustment” account;
 - iv) creation of Working Capital and Investment Reserve, consisting of variable portion of five percent (5%) to seventy-five percent (75%) of the net income adjusted according to the Law, with

the observance of the limit set forth in the Article 199 of the Corporation Law, in order to ensure financial resources for investment in assets part of the fixed assets, increases of the working capital, also by means of amortization of debts, regardless of retained profits bound to capital budgets; its balance may be used in the absorption of losses whenever necessary, in the distribution of dividends, at any time, in transactions of redemption, reimbursement or purchase of stocks, when authorized by the provisions set forth in these Bylaws, or for incorporation into the capital stock;

v) creation, in each fiscal year, of the Biological Assets Reserve by means of allocation of the profits of the period, which shall contain, net of taxes, revenues of valuation, at fair value, of biological assets owned by the Company itself and revenues of valuation, at fair value, of biological assets owned by controlled companies contained in the profits under the equity accounting method acknowledged by the controlling company; the amount to be used for the creation of the Biological Assets Reserve shall be limited to the balance of the “Retained Earnings or Accrued Losses” account, after the creation of the Legal Reserve, Contingency Reserve, Tax Incentives Reserve and Realizable Profits Reserve, in case they are created;

vi) in case of expenditure as a result of reduction in the fair value of the biological assets (owned by the Company itself and by controlled companies included in the profits under the equity accounting method) contained in the profits of the fiscal year, the corresponding value, net of taxes, shall be transferred from the Biological Assets Reserve to “Retained Earnings or Accrued Losses”;

vii) the realization of the Biological Assets Reserve shall correspond to the value of exhaustion of the fair market value of the biological assets (owned by the Company itself and by controlled companies included in the equity accounting method) verified in the profits of each fiscal year, net of taxes; the realization of profit balances existing in the Biological Assets Reserve shall provoke the reversal of the corresponding values to “Retained Earnings or Accrued Losses” for allocation;

viii) the Biological Assets Reserve shall not surpass the value of the capital stock;

ix) in the event of loss in the fiscal year and, if after the realizations and reversals referred to in the Subsections vi) and vii) above, there is still debit balance in the “Retained Earnings or Accrued Losses”, the balances of the profits reserve shall be used to offset said debt balance according to the provisions of the Law, and the Biological Assets Reserve shall be the second-to-last to be used for such purpose and the Legal Reserve shall be the last one to be used for such purpose; in case the debt balance remains, Capital Reserves may be used for such purpose;

c) The General Meeting shall decide upon the form to allocate any balance of the net income verified in the fiscal year.

Paragraph 1. The Administration of the Company may prepare balance sheets twice a year or within shorter periods, and declare, *ad referendum* of the General Meeting, interim dividends to the Retained Earnings account or Profits Reserves existing in the last balance sheet, with the observance of legal provisions.

Paragraph 2. The General Meeting may determine the distribution of share of the net income to the Administrators of the Company, which shall be neither higher than half of the corresponding annual remuneration, nor higher than one-tenth (1/10) of the profits, whichever is lower.

Paragraph 3. The payment of dividends shall be made within sixty (60) days as of the date on which they are declared and, in any case, within the fiscal year, except in case of decision to the contrary of the General Meeting.

Article 30. After the end of each fiscal year and each quarter, the Company shall disclose the set of consolidated or individual financial statements, accompanied by the Administration report or comments on the performance and opinion or report of special review of independent auditors, as established by Law and the “Nível 2” Rules.

Sole Paragraph. The financial statements shall be also presented in the English language, and said disclosure shall take place within no longer than fifteen (15) days as of the disclosure of the financial statements in the Portuguese language, with the observance of the term established by the laws in force.

CHAPTER VIII Liquidation

Article 31. The Company shall be dissolved and liquidated in the cases established by Law, as determined by the General Meeting, which shall appoint the liquidators to perform during the period of liquidation.

CHAPTER IX Sale of Control of the Company

Article 32. The Sale of Company Control, whether by means of a single transaction or successive transactions shall be carried out under the precedent or subsequent condition that the Purchaser shall make a public offer to acquire the stocks of the remaining Stockholders of the Company, with the observance of the conditions and terms set forth in the applicable laws in force and the “Nível 2” Rules in order to ensure treatment equal to the one given to the Selling Controlling Stockholder.

Sole Paragraph. The public offer referred to in this Article shall also be required: (i) in case of assignment for valuable consideration of rights to subscribe stocks or other securities or rights related to securities convertible into stocks, which may result in the Change of Control of the Company; or (ii) in case of sale of control of company that holds the Power of Control of the Company; in such case, the Selling Controlling Stockholder shall be required to declare to BM&FBOVESPA the value assigned to the Company in the sale and enclose documentation that substantiates said value.

Article 33. The one who acquires the Power of Control as a result of Stock Purchase Agreement entered into with the Controlling Stockholder, involving any number of stocks, shall be compelled to: (i) make the public offer referred to in Article 32 above; (ii) pay, according to the terms set forth below, amount equivalent to the difference between the public offer price and the amount paid per stock acquired on the stock exchange within six (6) months prior to the date of acquisition of Power of Control, duly restated until the date of payment. Such amount shall be distributed among all the individuals who sold stocks of the Company on the trading days in which the Purchaser made the purchases, proportionally to the daily selling balance of each one, and BM&FBOVESPA shall be responsible for the distribution, according to its regulations; and (iii) accept the commitment set forth in the Article 41 of these Bylaws.

Article 34. The Company shall not record any transfer of Stocks to the Purchaser or to whoever comes to hold Power of Control, while they have not signed the Declaration of Consent referred in the “Nível 2” Rules and/or do not accept the commitment set forth in the Article 41 of these Bylaws.

Article 35. No Stockholders Agreement that provides for the exercise of Power of Control shall be registered at the registered office of the Company while their signatories have not signed the Declaration of Consent of the Controlling Stockholders, referred to by the “Nível 2” Rules and/or do not accept the commitment set forth in the Article 41 of these Bylaws.

CHAPTER X

Cancellation of Registration as a Listed Company

Article 36. In the public offer for the purchase of stocks to be made by the Controlling Stockholder or the Company for cancellation of registration as a listed company, the minimum price to be offered shall correspond to the Economic Value assessed in appraisal report prepared according to the terms set forth in the Paragraphs 1 and 2 of this Article, with the observance of applicable laws and rules.

Paragraph 1. The appraisal report referred to in the *caput* of this Article shall be prepared by specialized institution or company with substantiated experience and independence in relation to the power of decision of the Company, its Administrators and/or Controlling Stockholder, in addition to satisfying the requirements set forth in the Paragraph 1 of Article 8 of the Corporations Law, and containing the responsibility referred to in the Paragraph 6 of the same Article.

Paragraph 2. The choice of the specialized institution or company responsible for determining the Economic Value of the Company shall be exclusively incumbent upon the General Meeting, based on the presentation, by the Board of Directors, of a three-name list. Said decision shall be made by the majority of the votes of the Stockholders that represent Outstanding Stocks attending the Meeting, regardless of blank votes, and with each stock having the right to one vote, regardless of type or class. In case the Meeting is opened on first summons, it shall rely on the attendance of Stockholders that represent no less than twenty percent (20%) of the total Outstanding Stocks or,

in case it is opened on second summons, it may be held with the attendance of any number of Stockholders that represent the Outstanding Stocks.

CHAPTER XI Delisting from “Nível 2” Corporate Governance

Article 37. In case the delisting of the Company from “Nível 2” Corporate Governance is approved so that the securities issued by it are registered for trading outside the “Nível 2” Corporate Governance, or due to corporate reorganization, in which the securities of the company resulting from the restructuring are not admitted for trading on “Nível 2” Corporate Governance within one hundred and twenty (120) days as of the date of the General Meeting that approved the transaction, the Controlling Stockholder shall make public offer to acquire the stocks that belong to the remaining Stockholders of the Company, for at least the corresponding Economic Value to be determined in Appraisal Report prepared according to the provisions set forth in the Paragraphs 1 and 2 of Article 36, in addition to applicable laws and regulations.

Sole Paragraph. The Controlling Stockholder shall be released from the obligation to make public offer of stocks referred to in this Article in case the Company delists from the “Nível 2” Corporate Governance due to execution of agreement of participation of the Company in the special segment of BM&FBOVESPA named “Novo Mercado” (“Novo Mercado”) or in case the company that results from the corporate reorganization obtains authorization to trade securities in Novo Mercado within one hundred and twenty (120) days as of the date of the General Meeting that approved the transaction.

Article 38. In case there is no Controlling Stockholder, in the event the delisting of the Company from “Nível 2” Corporate Governance is approved so that the securities issued by it are registered for trading outside the “Nível 2” Corporate Governance, or due to corporate reorganization, in which the securities of the company resulting from this restructuring are not admitted for trading on “Nível 2” Corporate Governance within one hundred and twenty (120) days as of the date of the General Meeting that approved the transaction, the delisting shall be conditioned to public offer for purchase of stocks in the same conditions established in the Article above.

Paragraph 1. Said General Meeting shall define those responsible for making the public offer for the acquisition of Stocks, who, being present in the Meeting, shall expressly accept the obligation to make the offer.

Paragraph 2. In case there is no definition of the ones responsible for the public offer for the acquisition of stocks, in the event of corporate reorganization, in which the securities of the company resulting from this reorganization are not admitted for trading on “Nível 2” Corporate Governance, the Stockholders who voted in favor of the reorganization make the referred offer.

Article 39. The delisting from “Nível 2” Corporate Governance as a result of disregard of the obligations set forth in the “Nível 2” Rules is conditioned to the public offer for the purchase of stocks, for no less than the Economic Value of the stocks, to be determined in Appraisal Report

referred to in the Article 36 of these Bylaws, with the observance of applicable laws and regulations.

Paragraph 1 The Controlling Stockholder shall make public offer of stocks set forth in the *caput* of this Article.

Paragraph 2. In the event there is no Controlling Stockholder and the delisting from the “Nível 2” Corporate Governance referred to in the *caput* results from decision of the General Meeting, the Stockholders who voted in favor of the decision that led to the corresponding non-observance shall make the public offer for the acquisition of stocks set forth in the *caput*.

Paragraph 3. In the event there is no Controlling Stockholder and the delisting from “Nível 2” Corporate Governance referred to in the *caput* results from act or fact of the Administration, the Administrators of the Company shall convene the General Meeting of Stockholders, which agenda shall be the decision on how to solve the non-compliance of obligations set forth in the “Nível 2” Rules or decide on the delisting of the Company from the “Nível 2” Corporate Governance.

Paragraph 4. In case the General Meeting set forth in the Paragraph 3 above determines the delisting from the “Nível 2” Corporate Governance, said General Meeting shall define the ones responsible for the public offer for the acquisition of stocks set forth in the *caput*, who, being present in the Meeting, shall expressly accept the obligation to make the offer.

CHAPTER XII

Arbitration

Article 40. The Company, its Stockholders, Administrators and the members of the Fiscal Council undertake to settle by means of arbitration, before the Market Arbitration Chamber, any and all dispute or controversy that may arise, which is related to or resulting from particularly the application, validity, effectiveness, interpretation, violation and its effects, of the provisions set forth in the Corporation Law, the Bylaws of the Company, the rules issued by the National Monetary Council, the Central Bank of Brazil and the Brazilian Securities Exchange Commission, in addition to further rules applicable to the transactions of the stock market in general, the “Nível 2” Rules, Arbitration Rules, Sanction Rules and the “Nível 2” Corporate Governance Participation Agreement.

CHAPTER XIII

Transitory Provisions

Article 41. The Controlling Stockholders undertake, on their behalf and on behalf of their successors, to exercise their voting rights so that, in case the migration of the Company to the special listing segment of BM&FBOVESPA named “Novo Mercado” is approved, the conversion of preferred stocks issued by the Company into common stocks is mandatorily carried out

according to the proportion of one (01) preferred stock for each new common stock, without payment or grating of any sort of premium to any Stockholder, regardless of type, class or ownership of their stocks. In addition, the approval of any proposal or transaction which effect is the conversion of preferred stocks into common stocks in any way or the migration to the “Novo Mercado” without the observance of such equality relationship between all stocks issued by the Company shall not be allowed.

Article 42. The term of office of the Directors of the Board of Directors of the Company in progress on the date of the Meeting that approves these Bylaws shall end at the Regular Meeting that approves the financial statements related to the fiscal year of 2014, exception made to the election of Directors who represent minority Stockholders which is required and held in the first Regular Meeting that takes place after the approval of these Bylaws.