



FIBRIA CELULOSE S.A.

CNPJ/MF n.º 60.643.228/0001-21

NIRE 35.300.022.807

(a publicly held company)

**MINUTES OF THE EXTRAORDINARY BOARD OF DIRECTORS MEETING
HELD ON MAY 2nd, 2012**

Date, Time and Place: Held on May 2nd, 2012, at 3:00P.M., by teleconference centralized at the Company's headquarters at Alameda Santos, no. 1.357, 6th floor, in the City of São Paulo, State of São Paulo.

Call notice: Call notice dismissed due to the attendance of the totality of the members of the Board of Directors.

Attendance: All Board of Directors' members in office were present: José Luciano Duarte Penido (Chairman of the Board); Alexandre Gonçalves Silva; Alexandre Silva D'Ambrósio; Carlos Augusto Lira Aguiar; Eduardo Rath Fingerl; João Carvalho de Miranda; José Armando de Figueiredo Campos; Julio Cesar Maciel Ramundo; and Raul Calfat.

Presiding: José Luciano Duarte Penido – Chairman of the Board of Directors.
Claudia Elisete Rockenbach Leal – Secretary

Agenda: (i) Approve the dismissal, without cause, of Mr. João Felipe Carsalade from the duty of Executive Officer; and (ii) Appoint a new member to the Board of Officers of the Company.

Resolutions: After discussion and analysis of the matters included on the agenda, the following resolutions were passed without reservations and/or qualifications, by the unanimous vote of the Directors:

(i) Approve the dismissal, without cause, of Mr. **João Felipe Carsalade**, Brazilian Citizen, married, businessman, bearer of ID card RG no. 3.154.651, of IFP-RJ, enrolled with the CPF/MF. under no. 468.913.667-04, resident and domiciled in the City of São Paulo, State of São Paulo, with business address at Alameda Santos, no. 1.357, 6th floor, Zip Code 01419-908, from the duty of Officer without specific title, to exercise the functions of managing the commercial and international logistics, to which he was reelected under the terms set forth in the Minutes of the Ordinary

Meeting of the Board of Directors held on August 23rd, 2011 and registered with the Trade Board - *Junta Comercial do Estado de São Paulo* on September 20th, 2011, under no. 379.376/11-8 effective from this date.

At the opportunity, Mr. João Felipe Carsalade was recognized by the Board the Directors for his significant contribution during the 36 years he had been working with the Company, which was key for the consolidation of Fibria as a eucalyptus market pulp leader.

(ii) As per the above, the Board of Directors appointed Mr. **Henri Philippe Van Keer**, Brazilian Citizen, married, engineer, bearer of ID card RG no. 21.067.471-9, of SSP/RJ, enrolled with the CPF/MF. under no. 228.771.688-24, resident and domiciled in the City of São Paulo, State of São Paulo, with business address at Alameda Santos, no. 1.357, 6th floor, Zip Code 01419-908, as the new Company's Officer without specific designation, to exercise the functions of managing the commercial and international logistics. The Officer appointed herein will be in his duty as from May 2nd, 2012.

The Officer appointed herein declares, under penalty of law, that he is not involved in any of the crimes established in law that would prevent him from exercising commercial activities, and that he complies with all the requirements as provided in article 1.011 of Law no. 10.406/2002, article 147 of Law no. 6.404/76 and CVM Instruction no. 367/02 for his investiture as member of the Company's Board of Executive Officers. The Officer will take possession of his respective duty, on May 2nd, 2012, upon execution of the Instrument of Appointment as transcribed in the Minutes Book of the Company's Board of Executive Officers, as well as he will sign the Declaration referred to in CVM Instruction no. 367/02 and the Instrument for Adhesion to the Listing Regulations of the *Novo Mercado* segment of the *BM&FBOVESPA S.A. – Bolsa de Mercadorias, Futuros e Valores*.

Closing: There being nothing else to address, the meeting was closed and these minutes were transcribed, read, found to be accurate, approved and signed by all the members of the Board. Attendance: José Luciano Duarte Penido (Chairman of the Board); Alexandre Gonçalves Silva; Alexandre Silva D'Ambrósio; Carlos Augusto Lira Aguiar; Eduardo Rath Fingerl; João Carvalho de Miranda; José Armando de Figueiredo Campos; Julio Cesar Maciel Ramundo; Raul Calfat; and Claudia Elisete Rockenbach Leal – Secretary.



We certify that the present instrument is a true copy of the Minutes of the Ordinary Board of Directors Meeting held on May 2nd, 2012, recorded in the appropriate book.

José Luciano Duarte Penido
Chairman

Claudia Elisete Rockenbach Leal
Secretary