



## **FIBRIA CELULOSE S.A.**

**A publicly held company**  
**CNPJ/MF nº 60.643.228/0001-21**  
**NIRE: 35.300.022.807**

### **MATERIAL FACT**

**Fibria Celulose S.A.** (BM&FBOVESPA: FIBR3) ("**Fibria**"), in compliance with the provisions of article 157, § 4, of Law nº 6,404 of December 15, 1976 (the "Brazilian Corporation Law"), and the Brazilian Securities and Exchange Commission (*Comissão de Valores Mobiliários* or *CVM*) Instructions ns. 358, dated of January 3<sup>rd</sup>, 2002 and 319, dated of December 3<sup>rd</sup>, 1999, informs its shareholders and the market that:

1. In order to result in a financial and operational costs reduction and to simplify **Fibria's** corporate structure, **Normus Empreendimentos e Participações Ltda.** ("**Normus**") was merged into **Fibria** ("Merger"), which holds the totality of its capital quotas, in accordance with the terms and conditions of the Protocol and Justification which was submitted to the Shareholders' General Meeting, to deliberate on the referred merger.
2. The merger of **Normus** into the Company, proposed by **Fibria's** management, was approved by the Board of Officers and by the Board of Directors, and received a favorable opinion from **Fibria's** Fiscal Council, according to the corresponding meetings held on September 12, 2013, and submitted to the Extraordinary Shareholders' Meeting, held at **Fibria's** headquarters on September 30, 2013.
3. The total estimated cost of the Merger is R\$ 94.000,00 (ninety-four thousand *reais*), including consultant and legal fees, operating infrastructure, communications, and a variety of other expenses.
4. The Merger was processed by **Normus's** net worth of, based on its book value, equivalent to R\$ 1.349.762.114,82 (one billion, three hundred and forty-nine million, seven hundred and sixty-two thousand, one hundred and fourteen *reais* and eighty-two cents), all in accordance with the corresponding Appraisal Report prepared by the specialized company PricewaterhouseCoopers Auditores Independentes ("**PwC**"), established in the City of São Paulo, State of São Paulo, at Avenida Francisco Matarazzo, no. 1.400, Torre Torino, Água Branca, enrolled with the CNPJ/MF under the



no 61.562.112/0001-20, and registered at the Regional Accounting Council of São Paulo under the no. 2SP000160/O-5, duly represented by the partner Carlos Eduardo Guaraná Mendonça, Brazilian Citizen, married, accountant, bearer of ID card RG no 06.752.188-0, enrolled with the CPF/MF under the no. 401.371.636-49 and registered at the Regional Accounting Council of São Paulo under the no. 1SP196994/O-2, resident and domiciled in the City of São Paulo, State of São Paulo with business address at Avenida Francisco Matarazzo, no 1.400, Torre Torino, Água Branca, based on the balance sheet as of August 31, 2013. Fluctuations in **Normus'** assets occurring after the referred balance sheet, will not be reflected on the valuation report and will be considered as a result of **Fibria**. **Normus'** balance sheet contains no unrecorded liabilities to be assumed by **Fibria**.

5. In accordance with the Appraisal Report, there is no actual or potential conflict or collusion of interests between **Fibria's** and **Normus'** direct or indirect controlling shareholder, nor with respect to minority shareholders, nor relative to the other company involved or its partners, nor with regard to the Merger.
6. The Merger will not be submitted to the regulatory and competition authorities, in Brazil or abroad.
7. The following documents are available to shareholders at **Fibria's** headquarters and on its website ([www.fibria.com.br/ri](http://www.fibria.com.br/ri)), CVM's website ([www.cvm.gov.br](http://www.cvm.gov.br)) and BM&FBovespa's website ([www.bmfbovespa.com.br](http://www.bmfbovespa.com.br)): (i) the protocol and justification of the merger, (ii) the Appraisal Report of **Normus'** Net Worth, (iii) the minutes of **Fibria's** Board of Directors and Fiscal Council, and (iv) the Management's Proposal; and (v) the information about the specialized company, as required by article 21 of CVM Instruction 481 of December 17, 2009.

São Paulo, September 30, 2013

**FIBRIA CELULOSE S.A.**  
Guilherme Perboyre Cavalcanti  
Investor Relations Officer