



**FIBRIA CELULOSE S.A.**

**CNPJ/MF n.º 60.643.228/0001-21**

**NIRE 35.300.022.807**

**(A Publicly Held company)**

**MINUTES SUMMARIZING THE FISCAL COUNCIL MEETING**

**HELD ON DECEMBER 12, 2013**

**Date, time and place:** Held on December 12, 2013, at 11:00AM, at the Company's headquarters at Alameda Santos, 1.357/6<sup>th</sup> floor, City of São Paulo, State of São Paulo.

**Call Notice:** The call notice was dismissed, since all of the members of the Fiscal Council were present.

**Attendance:** All members of the Fiscal Council of the Company in office were present: Messrs. Maurício Aquino Halewicz (Chairman of the Council); Gilsomar Maia; Sergio Mamede Rosa do Nascimento, and Adjarbas Guerra Neto - General Manager for Controllershship and Secretary of the Meeting.

**Presiding:** Mr. Maurício Aquino Halewicz – Chairman.  
Mr. Adjarbas Guerra Neto – Secretary.

**Agenda:** Analyze the complement to the Appraisal Reports prepared by PricewaterhouseCoopers Independent Auditors and Baker Tilly Brazil - ES Independent Auditors, specialized firms responsible for the valuation of the net worth of Aracruz Celulose S.A. and Mucuri Agroflorestral Ltda., respectively, for the purpose of their merger into the Company, which were rectified and ratified in order to include the description of the individual properties and their enrollments that were part of the net assets of the merged companies.

**Resolutions:** After discussion and analysis of the matters included on the agenda, the following resolutions were passed by the unanimous vote of the members of the Fiscal Council:



(i) After analyzing the complement of the Appraisal Reports prepared by PricewaterhouseCoopers Independent Auditors and Baker Tilly Brazil - ES Independent Auditors, specialized firms responsible for the valuation of the net worth of Aracruz Celulose S.A. and Mucuri Agroflorestral Ltda., respectively, for the purpose of their merger into the Company, which were rectified and ratified in order to include the description of the individual properties and their enrollments that were part of the net assets of the merged companies, the Fiscal Council opined favorably on the submission of such Appraisal Reports for approval of the Extraordinary General Meeting to be held December 30, 2013.

**Closing:** There being nothing else to address, the meeting was closed, these minutes were drawn up, which read and found to be accurate, was approved and signed by all present. Attendance: Maurício Aquino Halewicz (Chairman of the Fiscal Council); Gilsomar Maia; Sergio Mamede Rosa do Nascimento, and Adjarbas Guerra Neto - Secretray.

São Paulo, December 12, 2013.

We hereby certify that this is a true copy of the minutes of the Fiscal Council Meeting held on December 12, 2013 recorded at the proper book

Signatures:

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**Maurício Aquino Halewicz**  
Chairman

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**Adjarbas Guerra Neto**  
Secretary



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**Opinion of the Fiscal Council:**

The Fiscal Council of **FIBRIA CELULOSE S.A.** ("Fibria" or "Company"), in the use of the attributions conferred to it under Article 163 of the Brazilian Corporate Law (Law n. 6,404/76), according to the meeting held on December 12, 2013 in the Company's headquarter, examined the complement of the Appraisal Reports prepared by PricewaterhouseCoopers Independent Auditors and Baker Tilly Brazil - ES Independent Auditors, specialized firms responsible for the valuation of the net worth of Aracruz Celulose S.A. and Mucuri Agroflorestal Ltda., respectively, for the purpose of their merger into the Company, which were rectified and ratified in order to include the description of the individual properties and their enrollments that were part of the net assets of the merged companies. Based on the analysis carried out, the members of the Fiscal Council unanimously concluded, in accordance with the provisions of Article 163 of Law 6.404/76, to opine favorably on the submission of such Appraisal Reports for approval of the Extraordinary General Meeting to be held December 30, 2013.

São Paulo, December 12, 2013.

Maurício Aquino Halewicz  
(Chairman)

Gilsomar Maia

Sergio Mamede Rosa do  
Nascimento