

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

### **INTERNAL RULES OF THE STATUTORY AUDIT COMMITTEE**

#### **CHAPTER I THE STATUTORY AUDIT COMMITTEE**

1. The Statutory Audit Committee is a collegiate body for assisting and instructing, directly linked to the Board of Directors ("Board") of Fibria Celulose S.A. ("Fibria" or "Company"), and set forth in the Article 29 of the Company Bylaws.
  - 1.1. The Statutory Audit Committee has the purposes of supervise the quality and integrity of the financial reports, the compliance with the legal - statutory and regulatory - standards, the adequacy of procedures related to risks management and the activities of internal and independent auditors.
2. For being an advisory body to the Board of Directors, the decisions of the Statutory Audit Committee are recommendations to the Board. The Statutory Audit Committee recommendations shall be accompanied by analysis supporting its decisions.
3. In carrying out its responsibilities, the Statutory Audit Committee shall maintain an effective relationship with the Board of Directors, the Board of Officers, internal and independent audits, and, when convened, the Fiscal Council of the Company.

#### **CHAPTER II MEMBERSHIP AND OPERATION OF THE STATUTORY AUDIT COMMITTEE**

4. The Statutory Audit Committee shall operate on a permanent basis, reporting to the Board and shall be composed by at least three (3) and a maximum of five (5) members, elected by the Company Board of Directors, and such members shall also be independent members of the Board, with at least one of them having proven qualification in finances ("financial literacy"), pursuant to the provisions of this Rules, the applicable legislation (particularly in the Section 10A of the "Securities Exchange Act of 1934" and the respective regulations), and the rules issued by the regulatory agencies of capital markets and stock exchanges where the Company's securities are listed, as well as the requirements set forth in the Article 147 of the Law no. 6.404/76.

4.1. To comply with the independence requirement, the Statutory Audit Committee member (i) may not be, or have been, in the last five (5) years, (a) officer or employee of the Company or of its direct or indirect controlling shareholders, controlled companies, related companies or joint control companies – directly or indirectly, or (b) technical manager for the team involved in the institution's audits; and (ii) may not be spouse, direct or collateral to the 3<sup>rd</sup> degree relative, and, by affinity, to the 2<sup>nd</sup> degree relative, of the persons referred to in the item (i) of the section hereof.

4.1.1 Notwithstanding the provisions set forth in this section 4, a person holding directly or indirectly upper to ten percent (10%) of interest in the Company or in any of its subsidiaries voting capital stock is not eligible to be a Statutory Audit Committee member.

4.2. The Statutory Audit Committee shall have in its composition at least one financial expert, with recognized experience in corporate accounting matters. Financial expert ("Financial Expert") is understood as the Statutory Audit Committee's member who, by academic background or proven professional experience in the areas of accounting, independent audit or financial management, has, cumulatively: (i) knowledge on the accounting principles generally accepted in Brazil and in the United States of America that are applicable to the Company and the financial statements; (ii) ability in applying such principles to the main accounting estimates and reserves; (iii) experience in drafting, auditing, assessing or evaluating financial statements of scope and complexity similar to those of Fibria; (iv) educational background consistent with the corporate accounting knowledge required for the activities of the Statutory Audit Committee; (v) knowledge on internal controls and corporate accounting procedures; (vi) knowledge on the rules and procedures related to the internal controls used in drafting financial statements and (vii) knowledge about the Statutory Audit Committee's charges and operation, especially concerning the provisions set forth by the "US Securities & Exchange Commission".

4.2.1. In addition to the provisions of the sections 4.1 and 4.1.1 above, to achieve the independence requirement, the Finance Expert of the Statutory Audit Committee:

I – may not be, or have been, in the last five (5) years, (a) partner or employee of the external audit firm providing services to the Company, (b) relative of a member of the external audit firm providing services to the Company; or (c) relative of an employee of the external audit firm providing services to the Company who has directly engaged activities in the Company's audit;

II – may not, directly or indirectly, control the Company or any of its subsidiaries;

III – as well as their spouse, direct or collateral relatives, 1<sup>st</sup> degree relatives by affinity, and people living together with the Financial Expert shall not have received, for a full period of twelve (12) months in the last three (3) years, more than USD 120,000.00 (one hundred and twenty thousand United States dollars) from the Company in direct financial compensations unrelated to payments received as a member of the Board and committees and pensions, or for other services provided previously;

IV – as well as their spouse, direct or collateral relatives, 1<sup>st</sup> degree relatives by affinity, and people living together with the Financial Expert may not be, or have been, in the last three (3) years, officers in any company in which any of the current Officers have engaged activities as member of the compensation committee; and

V – may not be currently employed, as well as their spouse, direct or collateral relatives, 1<sup>st</sup> degree relatives by affinity, and people living together with the Financial Expert may not be currently Officers in a company that have made payments to or received payments from the Company related to goods or services in an amount that, in any of the last three (3) years, exceeded one million United States dollars or two percent (2%) of the gross revenue of the concerned company.

4.2.2. The compliance with the requirements set forth in the sections 4.2 and 4.2.1 must be supported by documents maintained at the Company's headquarters, made available to the Brazilian Securities Commission ("CVM"), the United States of America Securities & Exchange Commission ("SEC") and any other regulatory agents for a term of five (5) years as of the last day of the term of office of the Statutory Audit Committee's member.

4.3. Each Committee's member shall, through the attendance in lectures, seminars, workshops or alike, devote a minimum of eight (8) hours per year to their updating on accounting, fiscal and tax issues, as well as in the ones related to the requirements of regulatory bodies and independent audits. The Committee Coordinator shall be entitled of the approval, in advance, of the annual update plan of each of its members, submitting the costs' forecast to the Chairman of the Board for its preliminary inclusion in the Company Budget. The costs arising from such continuous

qualification shall be borne by the Company and should be pre-approved by the Chairman of the Board.

- 4.4. The Statutory Audit Committee, among its members, shall appoint a Coordinator who shall be in charge of the duties set forth in the Rules hereof, in the applicable legislation and others that may be established by the Statutory Audit Committee.

4.4.1. The Statutory Audit Committee shall appoint a Secretary, who shall not be a member or have voting rights.

- 4.5. The term of office of the Statutory Audit Committee members shall be of five (05) years, re-electable for equal period. The Committee members shall be limited to a maximum period of ten (10) years in office.

4.5.1 Upon having exercised their office for any given period, the members of the Statutory Audit Committee may only be part of such body again after at least three (3) years of the end of the term of office.

- 4.6. It is forbidden to members of the Statutory Audit Committee to receive, directly or indirectly, any kind of compensation from the Company or its subsidiaries, controlled companies and consolidated related companies due to the provision of services, supply of products or operations of any nature, except for (i) the compensation due to the exercise of their duties as member of the Board of Directors, Fiscal Council, if convened, or Statutory Audit Committee of the Company, in the amount set forth by the Company's Board; and (ii) fixed amounts due to retirement plans for services rendered to the Company, provided that not tied to the continuity of the services provision.

4.6.1. The Board shall establish the compensation of the Committee's members, as well as the budget directed to cover the expenses of its operation.

- 4.7. The replacement of a Statutory Audit Committee member shall be reported to CVM, SEC and the stock exchanges in which Company's securities are listed within 10 days as of their replacement.

5. The Coordinator shall be responsible for the supervision and administrative organization of the Statutory Audit Committee's activities, being responsible – with the assistance of the Secretary – for the preparation, organization, development, and distribution of meetings' agendas and minutes and the information necessary for the discussion of matters contained on the agenda. The Coordinator shall also be

responsible for forwarding the Committee's recommendations to the Chairman of the Board.

- 5.1. The Statutory Audit Committee Coordinator, together with other Committee's members, if necessary or convenient, shall (i) meet with the Board of Directors with a quarterly minimum frequency; and (ii) attend the Company's Annual Meeting.
6. The Statutory Audit Committee's Secretary shall attend all the meetings, having, however, no participation in the discussions or voting rights.
  - 6.1. The Secretary's duties are the following:
    - (i) to prepare the annual agenda of the Statutory Audit Committee's activities;
    - (ii) to monitor the established deadlines and the information flow, ensuring the forwarding of the Committee's requests to the relevant parties in a timely manner;
    - (iii) to maintain permanent access channels to updated information about the Company and the decision making process of the Board of Officers to the Statutory Audit Committee's members;
    - (iv) to prepare support materials and agendas of the necessary people for the discussion of subjects aiming at decisions that require a better understanding;
    - (v) to set deadlines for the disclosure of information, pursuant to the Management's members' needs, enable the interaction with the executives for any required clarifications;
    - (vi) to provide arrangements for the Statutory Audit Committee's meetings, from the required infrastructure to the support material, ensuring that the Committee's members receive precise and sufficient information to take their decisions in a timely manner; and
    - (vii) to document the Committee's decisions and recommendations, as well as to maintain such Statutory Audit Committee's files organized.
  - 6.2. For the good performance of the assigned duties, the Secretary of the Statutory Audit Committee shall be supported by the Secretary of the Board of Directors.
7. Except in the event of conflict of interests, as set forth in the section 18 below, all information and documents shall only be supplied or made available to all Statutory Audit Committee members, being forbidden to any of its members to access information, which was not provided to the others.

### **CAPÍTULO III DUTIES AND RESPONSIBILITIES**

8. The Statutory Audit Committee shall have the following duties and responsibilities, as well as any others as may be assigned by the Board:

#### **To supervise the integrity and quality of the financial statements**

- I. To review, prior to its disclosure, and monitor the integrity and quality of the quarterly, interim and annual financial statements of the Company, as well as related documents, including the information contained in the Management's report;
- II. To assist the Board of Directors in the supervision of the process for the drafting of the Company's financial statements and other reports required by law, in order to ensure that such statements and reports comply with the applicable legal requirements;
- III. To assess, together with the independent auditors:
  - the critical accounting practices and policies adopted by the Company in drafting and releasing its financial statements;
  - Alternative treatments selected for the adoption of accounting principles and practices or for the method of its application, as per accounting practices adopted in Brazil and United States, which have been discussed with the Management, as well as the effects arising out of such treatments;
  - adequacy of the accounting estimates and reserves and relevant judgments used by the Management in drafting financial statements;
  - adequacy of the risks assessment methods used by the Management and of the results of the conducted assessments;
  - obstacles found during the audit, including limitations in the performance of the proposed activities, restrictions on access to information and disagreement with the Management regarding the drafting and releasing of financial statements and corresponding reports;
- IV. To assess and supervise, together with the management and the internal audit department, the reasonableness and adequacy of transactions with related parties undertaken by the Company and the respective evidences;

V. To monitor the quality and integrity of the released information and measurements based on accounting data set and non-accounting data that add elements not covered by the structure of the usual reports of the financial statements;

VI. To assess and discuss with the Company's Management and independent auditors the conflict cases related to the financial statements or the application of the generally accepted accounting principles;

#### **To ensure compliance with the legal, statutory and regulatory rules**

VIII. To assess the monitoring, by the Company, of laws, rules and regulations applicable to it and the involvement of the Board of Officers in pursuing such goal;

IX. To independently assess potential conflicts of interest involving shareholders, Board members, officers, managers, auditors and others, as well as to propose to the Board of Directors appropriate corrective actions, if applicable;

X. To monitor, within the scope of the Statutory Audit Committee's attributions, the actions of regulatory and supervisory bodies in relevant subjects, as well as the information, communications and reports addressed to them;

XI. The Statutory Audit Committee must ensure the implementations by the Company of practical arrangements to receive, retain and address information and complaints, internal and external to the Company, including complaints on accounting, internal controls and audit matters. Such arrangements shall ensure confidentiality and anonymity, as applicable, of those taking initiative to use the channel;

XII. The Statutory Audit Committee shall be regularly informed about the received complaints, the means by which they were addressed and the respective results; and

XXIII. The internal audit shall include among its activities the verification of the broad and effective disclosure of the means of accessing and using the reporting channel.

#### **Internal controls and adequacy of the procedures relating to risks management**

XI. To monitor the quality and integrity of the internal controls' arrangements;

- XII. To supervise the activities of the functions of Internal Controls and risk management of the Company, as well as the compliance with the applicable legislation, policies, rules and internal procedures of the Company, at all levels;
- XIII. To assess the adequacy of management reports issued by the Management and those relating to accounting aspects, financial results and risks management, with regard to its integrity, form, content and distribution;
- XIV. To participate in the establishment of a structure of the relevant Internal Controls procedures of the Company and to assist the Board of Officers in its periodic review, in order to obtain good efficacy thereof;
- XV. To assess the effectiveness of Internal Controls, as provided for in Chapter VI of these Rules, in order to ensure the compliance of the Company with legal, statutory and regulatory requirements to which it is subject;
- XVI. To assess the conclusions of the Annual Assessment, the impacts of the deficiencies reported therein, its timely communication to the Board of Directors and the corrective actions implemented or to be implemented in order to eliminate such deficiencies;
- XVII. To regularly assess the results of plans, projects and strategic investments implemented by the Company (“post-audits”), and to recommend its revision, when applicable, in order to ensure the fulfillment of the goals set by the Board of Directors;
- XVIII. To examine and evaluate the recommendations for improvements in internal controls and risk management systems performed by internal and independent auditors, review them with the Board of Directors and monitor their implementation in order to eliminate or mitigate identified material weaknesses;
- XIX. To assess the determination of parameters of the financial risk management model of the Company and the risk management policies, their resources and the maximum tolerance determined by the Management;
- XX. To assess the adequacy of human and financial resources applied in the risk management of the Company;
- XXI. To assess and monitor the Company's risk exposures, being able to even require detailed information on policies and procedures related to (i) the compensation of the management; (ii) the use of the company's assets; and (iii) the expenses incurred on behalf of the Company;

**To supervise the activities of internal and independent auditors**

- XXII. To recommend to the Board of Directors the hiring or dismissal of the independent auditors for the preparation of independent external audit or any other service, issuing opinions about their fees, as well as to assess the results of the services provided by them;
- XXIII. To supervise the activities of the independent auditors in order to assess (a) their independence, (b) the quality of the provided services, and (c) the adequacy of the provided services to the needs of the Company;
- XXIV. To examine, previously, the proposals and the scope of the services performed by the Company's independent auditors, and to prepare recommendations regarding the acceptance or rejection of thereof to the Board of Directors;
- XXV. To revise, at last yearly, together with the independent auditors:
- The internal procedures of the independent audit firm regarding quality control;
  - Any relevant issues identified in the most recent review of quality control to which the independent auditors were subject, performed by other independent auditors or deriving from an internal program for such reviews;
  - Any questions or inquiries related to the independent auditors, conducted by the governmental or professional authorities or regulatory bodies within the five years preceding the current year.
- XXVI. To monitor the activities of the internal audit department of the Company;
- XXVII. To examine, previously, the proposals and the scope of the Annual Plan of Internal Audit, prepared by the Internal Audit department, and to prepare recommendations regarding the acceptance or rejection of thereof to the Board of Directors; and
- XXVIII. To revise the organizational structure and qualifications of the Internal Audit members, their annual plan of activities and the results achieved in the development of their duties.

## **CHAPTER IV MEETINGS**

9. The meetings of the Statutory Audit Committee shall be chaired by its Coordinator and shall be called by the Coordinator by mean of letter, email, telegram or facsimile, with at least five (5) days in advance. The meeting agenda shall be set and disclosed to the members and other attendees together with the call. Regardless of the formalities of notice of meeting, meetings shall be considered effective when attended by all members of the Statutory Audit Committee.
  - 9.1. The Statutory Audit Committee meetings shall be recorded in minutes and the decisions shall be taken by majority vote of its members.
  - 9.2. The Statutory Audit Committee shall meet bimonthly ordinarily, and extraordinarily when necessary to the corporate interests, called by its Coordinator, through its Secretary. The request of a special meeting shall be sent to the Coordinator of the Statutory Audit Committee, who shall adopt the necessary measures for the call of the meeting. Preferably, the meetings of the Statutory Audit Committee shall be held prior to the meetings of the Board of Directors, in accordance with the corporate calendar, which shall be disclosed at the beginning of each fiscal year, so that the accounting information is always appreciated before its disclosure.
10. The Statutory Audit Committee meetings may be held at the Company's headquarters or any other place previously agreed by the Committee's members, and may also be held by teleconference or videoconference.
11. The remaining Board members, Officers, employees, independent auditors, internal auditors or consultants of the Company shall attend the meetings of the Statutory Audit Committee, whenever called by it, but with no voting rights. The Officers of the Company may be called upon to provide explanations according to the meeting agenda, communicated in advance or at any time, in accordance with the discretion of the Statutory Audit Committee.
12. Any meeting of the Statutory Audit Committee may be confidential, in whole or in part, if, at the discretion of the Coordinator, there is a matter whose nature requires doing so, even with regard to the disclosure of the conclusions reached.
13. Meetings aiming at reviewing and discussing the quarterly and annual results and related reports to be issued by the Company may be held together with Fiscal Council, if convened.

**CHAPTER V  
DUTIES AND PRIVILEGES OF THE STATUTORY AUDIT COMMITTEE  
AND ITS MEMBERS**

14. The members of the Statutory Audit Committee are subject to the same responsibilities as the members of the Board of Directors of the Company, pursuant to the provisions of Law no. 6.404/76 of the Bylaws and the Rules hereof.
15. The members of the Statutory Audit Committee may also be entitled to, even if separately, but always in a reasonable manner and for the sole purpose of performing the duties set forth in these Internal Rules, require directly from the Company, through the Coordinator of the Statutory Audit Committee, the corporate documents and any information they deem necessary to the effective development of the activities of the Statutory Audit Committee.
  - 15.1. The Statutory Audit Committee Coordinator shall report in writing to the Board of Directors, through its Chairman, the content of any information required from the Company, subject to the restrictions on any possible conflict of interest, according to the provisions of sections 18 and 19 of these Internal Rules.
16. The Statutory Audit Committee, through its Coordinator, shall require, at any time, a meeting with the Chairman of the Board of Directors.
17. Regardless of any prior consultation with the Board of Directors, the Statutory Audit Committee may indicate to the Board of Directors the hiring of independent professionals to conduct external audits and/or to obtain opinions on matters within their competence, and the Coordinator shall, however, give written notice to the Board of Directors, through its Chairman, of any such action.
  - 17.1. For the purposes and effects of the head of this section 17, the Statutory Audit Committee shall have annual funds, reflected on the Company's annual budget, sufficient to perform its activities, including for the payment of fees and expenses related to hiring those professionals listed on the heading of this article 17. The annual funds of the Statutory Audit Committee shall be established by the Board of Directors with a favorable opinion of the Statutory Audit Committee.
18. Regarding the occurrence of any conflict of interests of the Statutory Audit Committee's members, the same rules contained in the Internal Rules of the Board of Directors of the Company shall apply.
19. The members of the Statutory Audit Committee have a duty of loyalty towards the Company, and may not disclose to third parties any material,

privileged or strategic information of the Company that has been obtained by virtue of their office, as well as to ensure that third parties do not have access to it, and shall also be forbidden to use such information to obtain, either for themselves or for third parties, any advantage.

19.1. For the effects of the provisions of the head of this article, the following applies:

- (i) privileged: any information provided to a specific person or group before its public disclosure;
- (ii) material: any decision of the General Meeting or the management bodies of the Company or any other act or fact occurred in its business that may significantly impact (a) the price of securities issued by the Company; or (b) the decision of investors to trade such securities; or (c) the decision of investors to exercise any rights inherent to the condition of holder of securities issued by the Company;
- (iii) strategic: any information that may grant the Company a competitive benefit or advantage towards its competitors and that, due to its relevance, should be kept confidential.

20. With a minimum quarterly frequency and in accordance with the forecast of the Thematic Agenda of the Board of Directors, the Coordinator of the Statutory Audit Committee shall report to the meetings of the Board of Directors the activities and recommendations of the Finance Committee.

## **CHAPTER VI ANNUAL ASSESSMENTS**

21. The Statutory Audit Committee shall monitor the Company's Board of Officers in preparing the annual assessment as to the effectiveness of the Internal Controls (the "Annual Assessments"), including as to any changes in the internal controls regarding the preparation and disclosure of the financial statements ("Financial Internal Controls") held during the period, and that have materially affected, or may materially affect, the Financial Internal Controls.

22. The conclusions of the Annual Assessment shall be submitted to the Board of Directors and, if necessary, disclosed by the Company in the format required by the legislation in force at the period, as part of the annual report form ("Annual Report") corresponding to the year to which the assessment relates.

23. The Statutory Audit Committee shall recommend any measures it deems should be taken in the Annual Assessment procedure, with no limitations, interviews, forms submitting and revision of the relevant documents.
24. The General Manager of Governance, Risks and Compliance shall inform the Statutory Audit Committee and the external auditors of the Company about the conclusions of the Annual Assessment, including, without limitation and as applicable:
  - (i) any relevant deficiency in the format or operation of the Financial Internal Controls that may reasonably impact the Company's ability of archiving, processing, summarizing and reporting financial information;
  - (ii) any significant change in the Financial Internal Controls, including any corrective actions taken or planned by the Company to suppress significant deficiency in the preparation or operation of the Financial Internal Controls;
  - (iii) any fraud, whether or not material, that involves the Board of Officers or employees of the Company who have a significant role in the Financial Internal Controls;
  - (iv) changes in the legislation applicable to the capital markets in Brazil or abroad, changes in generally accepted accounting principles in Brazil or abroad, establishment of policies to be complied with by the Company, or modification in any circumstances or perspectives that determine the need of changes in the Internal Controls;
  - (v) whether the professionals involved in the development, implementation and revision of the Internal Controls have the proper experience or whether there is a need for additional training.
25. The Internal Controls are regularly revised by the General Manager of the Governance, Risks and Compliance under the coordination of the Company's CEO, with the support of the Statutory Audit Committee, in order to incorporate into them, as necessary, the conclusions obtained in the Annual Assessment.
26. In addition to the Annual Assessment, the CEO or the Statutory Audit Committee may decide to carry out interim assessments of Internal Controls as deemed appropriate, including if there is any significant change:
  - (i) in the legislation applicable to the Brazilian and American capital markets;
  - (ii) in the legislation related to Internal Controls;

- (iii) in any other rules that should be complied with by the Company and that may have impact on the Internal Controls.
27. The Statutory Audit Committee shall also be entitled of drafting a summary annual report, to be submitted along with the financial statements, containing the description of (i) its activities, the results and conclusions reached and the recommendations made; and (ii) any situation in which there is a significant divergence between the Company management, the independent auditors and the Statutory Audit Committee in relation to the financial statements of the Company.
- 27.2. The Company shall keep at its registered headquarters and available to CVM, SEC and the stock exchanges where securities of the Company are listed, for a period of 5 (five) years, the annual report referred to in the section 27 above.

## **CHAPTER VII TRANSITIONAL AND FINAL PROVISIONS**

28. These Rules shall enter into force on the date of its approval by the Board of Directors and revokes any rules and procedures to the contrary.
29. Once these Rules are approved, they shall be promptly complied with by the Company, its Board of Officers and employees; by the Statutory Audit Committee's members; and by the effective and alternate members of the Board of Directors; and can only be amended through the affirmative vote of the majority of the Board members.
30. These Rules were approved by the Board of Directors at its meeting held on July 28<sup>th</sup>, 2016 and may be revised by the Board of Directors as and when necessary to improve the Company in the application of the best practices in Corporate Governance and effective compliance with the legislation and regulations to which it is subject.

São Paulo, July 28<sup>th</sup>, 2016.