



CELULOSE IRANI S.A.

CNPJ/MF No. 92.791.243/0001-03 NIRE 43.300.002.799

PUBLICLY-HELD COMPANY

MINUTES OF THE BOARD OF DIRECTORS' MEETING

1. **DATE, TIME AND PLACE:** The meeting was held on the 30th day of November 2012, at 14:00 hours, at the headquarters of Celulose Irani S.A. ("Company"), located at Rua General João Manoel, 157, 17th Floor, in the City of Porto Alegre, State of Rio Grande do Sul.

2. **ATTENDANCE AND PRESIDING BOARD:** The meeting was attended by most members of the Board of Directors, and was presided over by Péricles de Freitas Druck, who also acted as secretary.

3. **AGENDA:** The meeting deliberated on: (i) the 2nd (second) public issue of simple debentures, not convertible into shares, in a single series, with collateral, issued by the Company ("Issue" and "Debentures" respectively) in the amount of R\$ 60,000,000.00 (sixty million reais), which will be subject to public distribution with restricted placement efforts, pursuant to CVM Resolution No. 476, of January 16, 2009, as amended ("CVM Resolution 476" and "Restricted Offer", respectively); and (ii) authorization for the Company's Board of Directors to enable it to take any and all actions necessary to formalize item (i) above.

4. **RESOLUTIONS:** After analyzing and discussing the matter, it was approved by unanimous vote of the attending Board members and without any restrictions, the Issue, in accordance with the provisions of Articles 52 et seq. of Law No. 6.404, of December 15, 1976, as amended ("Corporations Law"), subject to the Restricted Offer. The Issue and the Debentures will have the following characteristics and conditions: (a) **Total Issue Amount:** the total amount of the Restricted Offer will be up to R\$ 60,000,000.00 (sixty million reais) on the Issue Date (as defined below); (b) **Number of Series:** the Issue will be made in a single series; (c) **Number of Debentures and Unit Par Value:** sixty (60) Debentures will be issued, with the unit par value of R\$ 1,000,000.00 (one million reais) ("Unit Par Value") on the Issue Date; (d) **Guarantee:** The Debentures will be subject to collateral embodied (I) in mortgages (i) first

degree, on property owned by the Company object of registration Nos. 272, 403, 2520, 2524, 2525, 3680, 3682, 3683, 9406 and 267; and (ii) second degree, on property owned by the Company object of registration Nos. 209, 3745, 3746, 8537, 2527, 2095, 3625, 3626 and 2480; (II) in the fiduciary sale of Pine and Eucalyptus forests owned by the Company, grown in properties owned by the Company, object of registration Nos. 272, 403, 2520, 2524, 2525, 3680, 3682, 3683, 9406 and 267; and (III) in the fiduciary assignment of receivables held by the Company; **(e) Reinstatement:** the Unit Par Value of the Debentures will not be reinstate; **(f) Convertibility:** The Debentures are not convertible into shares issued by the Company; **(g) Term:** The Debentures will have a term of five (5) years from the Issue Date, as defined below, maturing on November 30, 2017 ("Maturity Date"); **(h) Early Redemption:** The Debentures cannot be redeemed; in whole or in part, except in the case of unavailability of application of the DI Rate (as defined below), and if there is no agreement on a new pay rate of the Debentures, under the indenture ("Indenture"); **(i) Yield:** the Unit Par Value will yield interest corresponding to the variation accrued of 100% (one hundred percent) of the average daily interbank deposit DI of one day, over extra group, expressed as a percentage per year of 252 (two hundred and fifty-two) business days, calculated and published by CETIP S.A. - Organized Markets ("CETIP"), in the daily report available on its website (www.cetip.com.br), compounded exponentially of 2.75% (two point seventy-five percent) spread per year, based on 252 (two hundred and fifty-two) business days ("Yield"), assessed on the Unit Par Value from the Issue Date or the date of maturity of each capitalization period of yield until the date of actual payment (excluded) or the date of early settlement resulting from the acceleration of the Debentures or redemption thereof, as applicable, pursuant to the Indenture ("Yield"); **(j) Payment of Yield:** Yield will be paid annually on November 30th, with the first payment due on November 30, 2013 and the last on the Maturity Date or on the date of early settlement resulting from acceleration or early redemption of the Debentures as defined in the Indenture; **(k) Amortization of Unit Par Value:** The Unit Par Value of the Debentures will be paid in five (5) equal annual installments, with the first installment due on November 30, 2013 and the last on the Maturity Date; **(l) Distribution Procedures:** The Debentures will be subject to public distribution with restricted placement efforts, aimed exclusively at qualified investors, as defined in the Indenture, subject to the provisions of article 109 of Ruling No. 409, dated August 18, 2004, as amended, and pursuant to Article 4 of CVM Resolution No. 476; **(m) Placement Scheme:** The Debentures will be subject to public distribution with restricted placement efforts, with the intermediation of financial institutions included in the distribution system of securities responsible for the placement of Debentures ("Underwriters"), under the regime of committed underwriting, provided on a non-supportive basis by the Underwriters; **(n) Registration for Placement and Trading:** The Debentures will be

registered for distribution in the primary market through the SDT - Securities Distribution Module ("SDT"); and (b) trading in the secondary market trading through the SND - National Debentures Module ("SND"), with trades settled financially and the Debentures held in custody electronically with CETIP. The SDT and SND modules, respectively, are managed and operated by CETIP; **(o) Price and Payment Terms and Subscription:** All Debentures shall be subscribed and paid in a single day. The payment will be in cash, upon subscription, in local currency, according to the settlement rules of CETIP, at the subscription price of the Debentures, which will be their Unit Par Value plus yield, calculated *pro rata temporis* from the Issue Date until the date of actual subscription and payment, and they may be placed at a premium or discount, to be determined, if applicable, upon subscription of the respective Debentures; **(p) Structure:** the Debentures will be issued in book registration system, without issuance of warrants or certificates, and, for all legal purposes, the ownership of the Debentures will be evidenced by the register made by the Depositary Agent, and additionally for the Debentures held in custody electronically in the SND, managed and operated by CETIP, a statement will issued in the name of the holder of the Debentures, which will serve as proof of ownership of such Debentures; **(q) Species:** The Debentures will be collateralized in accordance with Article 58 of the Corporations Law; **(r) Issue Date:** for all legal purposes, the date of issuance of the Debentures will be November 30, 2012 ("Issue Date"); **(s) Acceleration:** the Indenture will establish the events that will lead to acceleration of the Debentures, to be negotiated and defined by mutual agreement between the Company, the Fiduciary Trustee (as defined below) and the Underwriters, in accordance with usual market practices for transactions of this nature; **(t) Use of Proceeds:** all proceeds obtained through the Issue of Debentures will be used for planting, extraction, purchase of wood "*in natura*" and / or its byproducts directly from producers of wood for pulp, other pastes and resins, for the manufacture of paper, tar or turpentine. All byproducts from the wood "*in natura*" acquired with the resources of the Debentures shall necessarily have been produced by the same people producing the wood "*in natura*"; **(u) Fiduciary Agent:** The Fiduciary Agent to be retained as representative of the holders of Debentures is Pentágono S.A. Distribuidora de Títulos e Valores Mobiliários S.A. ("Fiduciary Agent"); **(v) Renegotiation:** There will be no renegotiation of the Debentures; **(w) Payment Venue:** The payments to which the Debentures are entitled, as well as those relating to any other amounts due under this Indenture, shall be made by the Company through CETIP as the Debentures are held in custody at CETIP. The Debentures that are not held in custody electronically with CETIP will have their payments made by the Depositary Agent; **(x) Delegation of Powers to the Executive Board of the Company:** The Board of Directors delegates powers to the Executive Board of the Company to: (i) engage one or more financial institutions authorized to operate in the capital market

for public distribution with restricted efforts for placement of the Debentures object of the Restricted Offer; (ii) hire the service providers object of the Restricted Offer, such as the custodian agent, depositary agent, fiduciary agent and legal advisors, among others; (iii) execute all documents and take all actions necessary to enforce the Restricted Offer, including without limitation, the Indenture, the contract for placement of the Restricted Offer, the letters of intent sent to CETIP and all other documents related to the Restricted Offer, including their respective amendments as required; and (iv) negotiate the final terms and conditions of the Restricted Offer documents, including the Company's obligations, events of default, conditions of acceleration of the Debentures and statements to be provided.

5. **CLOSING:** Having nothing further to discuss, the meeting was closed and these minutes were drawn up, read, approved and signed by all those present. (Signatures: Péricles de Freitas Druck, Péricles Pereira Druck, Eurito de Freitas Druck and Paulo Sérgio Viana Mallmann).

6. **REPRESENTATION:** I certify that these minutes correspond to the original minutes drawn up in the proper book.

Porto Alegre, November 30, 2012.

PÉRICLES DE FREITAS DRUCK
Chairman of the Board of Directors