



CELULOSE IRANI S.A.

National Registry of Legal Entities (CNPJ)/MF No. 92.791.243/0001-03
NIRE 43.300.002.799 PUBLICLY HELD COMPANY

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS

1. **DATE, TIME AND PLACE:** December 12, 2014, at 03:00 PM, at the registered office of Celulose Irani S.A. ("Company"), located in the city of Porto Alegre, State of Rio Grande do Sul, in Rua General João Manoel, 157, 9º andar, sala 903, CEP 90010-030.
2. **SUMMONS AND ATTENDANCE:** Summons duly held pursuant to the terms of Art. 11 of the Company's Bylaws. Present the totality of the members of the Board of Directors.
3. **QUORUM:** Chairman: Péricles de Freitas Druck; Secretary: Péricles Pereira Druck.
4. **THE AGENDA:**
 - 4.1. To examine and deliberate, *ad referendum* the general meeting of the Company, the terms and conditions of the Incorporation Protocols and Justification Instruments of Indústria de Papel e Papelão São Roberto S.A. ("São Roberto") and Irani Trading S.A. ("Irani Trading" and in conjunction with São Roberto "Acquirec Companies") by the Company, entered between the directors of the Company and the Acquired Companies in December 10, 2014, having as object the incorporation of both by the Company;
 - 4.2. To take the acknowledgements and ratify, *ad referendum* the general meeting of the Company, the appointment made by the directors of the Company of an expert assessment company, Nardon, Nasi–Auditores Independentes S/S, society established in the city of Porto Alegre, State of Rio Grande do Sul, in Rua General Couto de Magalhães, nº 1.079, registered under the National Registry of Legal Entities No. 92.838.150/0001-97 and registered originally in the Regional Accounting Council of the State of Rio Grande do Sul under No. CRC/RS – 542, responsible for the preparation of appraisal reports, at book value of the net assets of the Acquirec Companies to be shed to the Company, on the basis of special balances raised in November 30, 2014 by São Roberto and Irani Trading;
 - 4.3. To judge and deliberate, *ad referendum* the general meeting of the Company, on the evaluation reports referred to in item 4.2 above;
 - 4.4. To resolve, *ad referendum* the general meeting of the Company, on the incorporations of São Roberto and Irani Trading by the Company, as well as, its implementation;
 - 4.5. To resolve on the summoning of the shareholders to a general meeting of the Company, which shall decide about operations above provided for, to be published in accordance with the legal requirements.

5. DELIBERATIONS: The Chairman of the Company's Board of Directors, Pericles de Freitas Druck, clarified that the meeting's main objective was to discuss and deliberate on the incorporation, by the Company, of the subsidiaries of the Company (i) Indústria de Papel e Papelão São Roberto S.A., closed joint-stock company, with headquarters in Rua Alcântara, nº 328, in the city of São Paulo, in the State of São Paulo, CEP 02110-010, registered under the National Registry of Legal Entities No. 60.432.648/0001-69; and (ii) Irani Trading S.A., closed joint-stock company, with headquarters in Rua General João Manoel, nº 157, 9º andar, sala 902 (parte), in the city of Porto Alegre, in the State of Rio Grande do Sul, CEP 90010-030, registered under the National Registry of Legal Entities No. 89.612.337/0001-63. He also pointed out that the incorporation of São Roberto and Irani Trading, with its immediate extinctions, aim to consolidate the activities and assets of the Company and the Acquiree Companies, as well as simplify the organizational and corporate structure of the companies, providing thus a reduction of the administrative and operational costs.

After the presentation, the Board took the acknowledgements of the reports of evaluation of net assets of São Roberto and Irani Trading, and protocols of Incorporation and Justification Instrument of São Roberto and Irani Trading by the Company ("Protocols"), signed by the directors of the Company and of the Acquired Companies.

After clarification, the members of the Board of Directors, by unanimous vote, approved:

5.1. To approve, *ad referendum* the general meeting of the Company, the protocols entered between São Roberto and Irani Trading and the Company, which predict the incorporation of both by the Company. The Protocols set out the general terms and conditions of the intended operations, their justifications, and the criterion of evaluation of actions and of the patrimony to be absorbed by the Company. As savvy and constant in the Protocols, the mergers will cause no increase in the Company capital, given that the assets of the Acquired Companies are already reflected in the Company's patrimony. Finally, the Chairman reported that, as savvy and constant in the Protocols, there will be no replacement relation of stockholdings, considering that the Company is the only shareholder of both Acquired Companies. Therefore, as recent understandings of the CVM already demonstrated in queries formulated in similar corporate transactions and, yet, in accordance with the provisions of CVM deliberation # 559/08, there shall not apply to the present case the provisions of article 264 of the Brazilian corporate law, as well as in articles 2 and 12 of CVM Instruction No. 319, of December 3, 1999. As a result of the approval of terms and conditions of the Protocols then analyzed, as well as the clarifications made regarding corporate restructuring, the members of the Board of Directors have expressed themselves in favor of the implementation of the operations reviewed and authorized the practice of all acts necessary for the implementation of the same, including, but not limited to, the convening of the shareholders of the Company to the general meeting, which will deliberate on the operations;

5.2. To ratify, *ad referendum* the general meeting of the Company, the hiring of a specialized assessment company, Nardon, Nasi – Auditores Independentes S/S, society established in the city of Porto Alegre, State of Rio Grande do Sul, in Rua General Couto de Magalhães, nº 1.079, registered under the National Registry of Legal Entities No. 92.838.150/0001-97 and registered originally in the Regional Accounting Council of the State of Rio Grande do Sul under No. CRC/RS – 542, for

evaluation, at book value, of the net assets of São Roberto and Irani Trading to be incorporated by the Company;

- 5.3. To approve, ad referendum the general meeting of the Company, the appraisal report of the shareholders' equity (i) of São Roberto, evaluated based on their book value, on the date of November 30, 2014; and (ii) of Irani Trading, evaluated based on their book value, on the date of November 30, 2014.
- 5.4. To approve the minutes of the Summoning of shareholders to the Company's general meeting, which shall decide on the operations above, to be published in accordance with the legal requirements.
6. **CLOSURE:** There being no further business, the meeting was ended, whose minutes were drawn up, and after been read, approved and signed by all those in attendance. (Signed by: Péricles da Freitas Druck, Eurito de Freitas Druck, Péricles Pereira Druck, Paulo Sérgio Viana Mallmann and Paulo Rabello de Castro).
7. **DECLARATION:** I hereby declare the present copy matches the original drawn up instrument.

Porto Alegre, December 12, 2014.

Péricles de Freitas Druck
Chairman of the Board of Directors