



CELULOSE IRANI S.A.

CNPJ Nº 92.791.243/0001-03 NIRE Nº 43300002799 Publicly-Held Company

MINUTES OF THE ORDINARY AND EXTRAORDINARY GENERAL MEETING

HELD ON APRIL 29, 2013

1. DATE, TIME AND PLACE: April 29, 2013, at 10:00 AM, at Rua General João Manoel, 157, 17º floor, in Porto Alegre, RS.

2. ATTENDANCE: Shareholders representing over two thirds of the share capital with voting rights, as verified from the Attendance List of Attending Shareholders, as well as the Directors Odivan Carlos Cargnin, Sergio Luiz Cotrim Ribas and Tulio Cesar Reis Gomes and the representative of the PricewaterhouseCoopers - Independent Auditors, Srs. Carlos Biedermann e Cristell Justen.

3. OFFICERS: Eurito de Freitas Druck – President and Péricles Pereira Druck – Secretary.

4. PUBLICATIONS: All publications pursuant to articles 124 and 133 and Law No. 6.404/1976 (Brazilian Corporate Law) were made in the Official Gazette of the State, Journal of Commerce of Porto Alegre and in the Valor Econômico São Paulo / SP, on the following dates: a) Management Report, Financial Statements and Independent Auditors Opinion, on March 20, 2013; and (b) Call Notice, on April 12, 15 and 16, 2013.

5. DECISIONS: The shareholders unanimously approved, with the abstention of those legally restricted:

5.1. In the Ordinary Meeting:

(a) To approve the Management Report, Financial Statements, Independent Auditors Opinion and other documents related to the fiscal period ended on December 31, 2012;

(b) Approve the destination of the net adjusted profit related to the fiscal period of 2012, in the amount of R\$ 40,472,351.19 (consisting of the net profit in the amount of R\$ 26,380,599.98, reserve biological assets and reserve asset valuation adjustment in the amount of R\$ 14,091,751.21), as follows: (i) R\$ 1,319,030.00 to the Legal Reserve; (ii) R\$ 9.788.330,30 will be distributed to shareholders as interest over equity and minimum mandatory dividend, pursuant to article 26 of Company's Bylaws, to the ration of R\$ 0.0619 per common share and per preferred share. Dividends will be placed at shareholders disposal until sixty (60) days of this date, free of withholding income tax in accordance with article 10º of Law 9.249/95; iii) R\$ 29.364.990,89 to Retained Profit Earnings, intended to finance the operational activities and new investments the Company;

(c) To reelect for the Board of Directors, with a term of office of 02 (two) years, until the General Meeting approving the annual accounts for fiscal year 2014, the following members



Mrs. **PERICLES DE FREITAS DRUCK**, a Brazilian citizen, lawyer, divorced, resident and domiciled at Rua Therezia Kisslinger 111 – Casa 03, Condomínio Residencial Stanza, Bairro Três Figueiras, CEP 91330-145, City of Porto Alegre, State of Rio Grande do Sul, bearer of Taxpayer Card # 000.548.360-34 and ID Card # 8009292999 CI-SJS/RS issued on 12/09/2004, as Chairman; **EURITO DE FREITAS DRUCK**, a Brazilian Citizen, business administrator, married in community property, resident and domiciled at Rua Coronel Lucas de Oliveira 1133, Apt. 1201, Bairro Bela Vista, CEP 90440-011, City of Porto Alegre, State of Rio Grande do Sul, bearer of Taxpayer Card # 032.111.427-20 and ID Card # 8004132968 CI-SJS/RS issued on 12/21/2001, as Vice-Chairman; **PERICLES PEREIRA DRUCK**, a Brazilian citizen, agronomist, married in partial community property, resident and domiciled at Rua Ildefonso Simões Lopes 201 – Casa 05, Bairro Três Figueiras, CEP 91330-180, bearer of Taxpayer Card # 432.252.410-91 and ID Card 9002052489 CI-SSP/RS issued on 10/21/2005, as Member of the Board; **PAULO SÉRGIO VIANA MALLMANN**, a Brazilian citizen, lawyer, married in community property, resident and domiciled at Rua 14 de Julho 233, Bairro Boa Vista, CEP 91330-000, City of Porto Alegre, State of Rio Grande do Sul, bearer of Taxpayer Card # 228.565.950-49 and ID Card # 6003134721 CI-SSP/RS issued on 03/05/2007, as Member of the Board; and **PAULO RABELLO DE CASTRO**, a Brazilian citizen, divorced, lawyer and economist, bearer of Driver License # 00070570833 issued by the Brazilian Department of Traffic on 11/04/1969 and Taxpayer Card # 202.955.617-34, resident and domiciled at Rua General Urquiza 39, Apt. 501, Leblon, CEP 22431-040, City of Rio de Janeiro (RJ), as Independent Member of the Board, pursuant to the provisions of Article 9, Paragraph 1 in the Bylaws. The elected members hereby state and represent, under the penalties of law, that they are neither prevented from conducting business, due to special laws or because of criminal conviction, under Article 1011, Paragraph 1 in Law 10406/02, nor involved in such events of disallowed filing as specified in Law 8934/94.

(d) To set the overall annual compensation to officers, up to BRL 10,000,000.00 (ten million BRL). Such amount covers compensation to Board of Directors and to Board of Officers of the Company, until next resolution on their compensation, comprising: (i) fixed compensation and benefits; and (ii) short-term variable compensation subject to goals to be achieved.

5.2. In Extraordinary General Meeting:

(a) To ratify distributions of interim dividends to the account of Profits Reserve contained in the balance sheet dated December 31, 2011, as follows: (i) BRL 14,266,515.58 corresponding to BRL 0.090223 per common and preferred share to shareholders holding shares on 07/23/2012, according to resolution by the Board of Directors dated 07/20/2012, and credited to shareholders as of 08/08/2012; (ii) BRL 14,266,515.57 corresponding to



BRL 0.090223 per common and preferred share to shareholders holding shares on 01/24/2013, according to resolution by the Board of Directors dated 01/24/2013, and credited to shareholders as of 02/15/2013.

6. FORM OF THE MINUTES AND PUBLICATION: The Meeting decided to approve the drafting of these minutes in summarized form and authorize its publication with the omission of the signing of the shareholders, pursuant to article 130, paragraphs 1 and 2 of Law 6.404/76.

7. CLOSURE: Having terminated the Agenda and having nothing further to discuss, the Chairman closed the meeting, requesting the reading of these minutes, which was confirmed in all terms, were signed by the board and shareholders present. Eurito de Freitas Druck - President and Péricles Pereira Druck - Secretary. Attendance: Irani Participações S.A., through its legal representatives; Companhia Comercial de Imóveis, through its legal representatives; Companhia Habitasul de Participações, through its legal representatives; Habitasul Empreendimentos Imobiliários Ltda, through its legal representatives; Habitasul Desenvolvimentos Imobiliários S.A., through its legal representatives; Empresa Riograndense de Desenvolvimento Urbano Ltda, through its legal representatives; Eurito de Freitas Druck, Péricles Pereira Druck, Odivan Carlos Cargnin, Sérgio Luiz Cotrim Ribas, Túlio Cesar Reis Gomes, Paulo Sérgio Viana Mallmann, Ademar Alfredo Nitschke, Flávio Arruda Dutra, Ernani Medaglia Muniz Tavares, Fabiano Alves de Oliveira and Paulo Fernando Gross.

8. DECLARATION: We hereby declare that this a true copy of the minutes drawn up in the original book.

Eurito de Freitas Druck
President

Péricles Pereira Druck
Secretary