



**ELDORADO BRASIL CELULOSE S.A.**

CNPJ/MF Nº 07.401.436/0002-12

PUBLICLY-HELD CORPORATION

**MATERIAL FACT**

In addition to the Material Fact released by Eldorado Brasil Celulose S.A. (“**Company**” or “**Eldorado**”) on September 2, 2017, the Company communicates to its shareholders and to the market in general, under the terms of CVM Instruction No. 358/02, that, on the date hereof, it was informed by its controlling shareholder, J&F Investimentos S.A. (“**J&F**”), that, as a result of the share purchase agreement (“**Share Purchase Agreement**”) entered into on September 2, 2017, among, on one side, J&F, and, on the other side, CA Investment (Brazil) S.A. (“**CA Investment**”) and Paper Excellence B.V. (“**Paper Excellence**”), among others, on the date hereof, 198,332,594 shares issued by Eldorado and previously held by J&F were transferred to CA Investment, representing 13% of Eldorado’s share capital, for the total amount of BRL 1,006,000,000.00 (“**Initial Purchase**”). The Initial Purchase was done under a condition (*condição resolutive*) in case Florestal Fundo de Investimentos em Participações Multiestratégia (“**FIP Florestal**”), a minority shareholder of the Company, exercises its preemptive right provided for in the Company’s Shareholders’ Agreement.

The Share Purchase Agreement also provides for two additional transfers of shares issued by Eldorado to CA Investment. In the first transfer, there will be a transfer of a number of shares enough to make CA Investment become holder of up to 34.45% of the shares issued by Eldorado. The exact number of shares to be transferred shall be determined as a result of the exercise or non-exercise by FIP Florestal (and/or by its quotaholders Petros and Funcef) of their tag-along right provided for in the Company’s Shareholders’ Agreement. In the subsequent transfer, which shall occur within up to 12 months as of the date of execution of the Share Purchase Agreement, up to 100% of the shares issued by Eldorado shall be transferred. The consummation of the additional transfers mentioned above shall depend on the fulfillment of certain conditions set forth in the Share Purchase Agreement.

Moreover, as informed by J&F to the Company, on the date hereof, a shareholders’ agreement entered into by J&F and CA Investment came into force to regulate the relationship between the two entities as shareholders of the Company, which was registered, on the date hereof, in the Company’s share registry book.

The Company’s management will keep the market informed about the additional follow-ups on the transaction.

São Paulo, September 25, 2017

**ELDORADO BRASIL CELULOSE S.A.**

José Carlos Grubisich Filho

Investor Relations’ Officer