

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 20-F

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended DECEMBER 31, 2024

Commission file number 001-38755

Suzano S.A.

(Exact name of Registrant as specified in its charter)

Suzano Inc.

(Translation of Registrant's name into English)

Federative Republic of Brazil

(Jurisdiction of incorporation or organization)

**Av. Professor Magalhães Neto, 1,752
10th Floor, Rooms 1009, 1010 and 1011
Salvador, Brazil 41810-012**

(Address of principal executive offices)

**Marcos Moreno Chagas Assumpção
Chief Financial and Investor Relations Officer
Telephone: +55 11 3503-9330
Email: ri@suzano.com.br**

**Av. Brigadeiro Faria Lima, 1,355 - 7th Floor
São Paulo, Brazil, 01452-919**

(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act.

	Trading Symbol	Name of each exchange on which registered:
Our common shares without par value*	SUZB3/SUZ	New York Stock Exchange*
American Depositary Shares, or ADSs,** each representing one of our common shares	SUZB3/SUZ	New York Stock Exchange
4.000% Notes due 2025, issued by Suzano International Finance B.V. (successor to Fibria Overseas Finance Ltd.)	FBR/25	New York Stock Exchange
5.500% Notes due 2027, issued by Suzano International Finance B.V. (successor to Fibria Overseas Finance Ltd.)	FBR/27	New York Stock Exchange
6.000% Notes due 2029, issued by Suzano Austria GmbH	SUZ/29	New York Stock Exchange
5.000% Notes due 2030, issued by Suzano Austria GmbH	SUZ/30	New York Stock Exchange
3.750% Notes due 2031, issued by Suzano Austria GmbH	SUZ/31	New York Stock Exchange
2.500% Notes due 2028, issued by Suzano Austria GmbH	SUZ/28	New York Stock Exchange
3.125% Notes due 2032, issued by Suzano Austria GmbH	SUZ/32	New York Stock Exchange

* Not for trading purposes but only in connection with the registration on the New York Stock Exchange of American Depositary Shares representing those common shares.

** Evidenced by American Depositary Receipts, or ADRs.

Securities registered or to be registered pursuant to Section 12(g) of the Act: None

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: None

The number of outstanding shares of stock of Suzano S.A. as of December 31, 2024 was:

1,264,117,615 common shares, without par value

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes

No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes

No

Note — Checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 from their obligations under those Sections.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes

No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

Yes

No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or an emerging growth company. See definition of "large accelerated filer," "accelerated filer," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Emerging growth company

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards† provided pursuant to Section 13(a) of the Exchange Act.

† The term "new or revised financial accounting standard" refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

Yes

No

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b)

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

US GAAP

International Financial Reporting Standards as issued by the International Accounting Standards Board

Other

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow.

Item 17

Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes

No

TABLE OF CONTENTS

	<u>Page</u>		<u>Page</u>
FORWARD-LOOKING STATEMENTS	1	Foreign Currency Impact in Our Operations	54
	2	Pulp Segment	54
GLOSSARY OF CERTAIN TERMS USED IN THIS ANNUAL REPORT	4	Paper Segment	55
PRESENTATION OF FINANCIAL AND OTHER INFORMATION	5	Off-Balance Sheet Arrangements	55
PART I			
ITEM 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS	5		
	5	A. Operating Results	56
ITEM 2. OFFER STATISTICS AND EXPECTED TIMETABLE	5	Results of operations	56
	5	Year ended December 31, 2022 compared to year ended December 31, 2021	56
ITEM 3. KEY INFORMATION	5		
	5	B. Liquidity and Capital Resources	58
A. Financial Data	5	Sources and Uses of Funds	58
Operational Data	5	Operating Activities	59
	5	Investing Activities	59
Special Note Regarding Non-IFRS Financial Measures	7	Financing Activities	60
	7	Capital Expenditures	60
B. Capitalization and Indebtedness	7	Indebtedness	60
	7	Debt	#
C. Reasons for the Offer and Use of Proceeds	7	Export Prepayment Agreements (EPPs)	#
	7	Revolving Credit Facility (RCF)	62
D. Risk Factors	8	Covenants	62
	8	C. Research and development, patents and licenses, etc.	62
Risks Relating to the Pulp and Paper Industry	14	Research and Development	64
	14	Intellectual Property	65
Risks Relating to Our Company	22	Trademarks	65
	22	D. Trend Information	65
Risks Relating to Brazil	24	E. Critical Accounting Estimates	65
	24	ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES	65
Risks Relating to Our Shares and ADSs	29		
	29	A. Directors and Senior Management	65
ITEM 4. INFORMATION ON THE COMPANY	29	Board of Directors	69
	29	Executive Officers	72
A. History and Development of the Company	30	Fiscal Council	74
	30	Audit Committee	76
B. Business Overview	30	B. Compensation	78
Industry	33		
	33		
Our Company	38		
	38		
Seasonality	39		
	39		
Raw Materials	40		
	40		
Transportation	41		
	41		
Port Operations	41		
	41		
Marketing and Distribution	43		
	43		
Competition	43		
	43		
Environmental Matters	47		
	47		
Brazilian Environmental Regulation	48		
	48		
Insurance	49		
	49		

Organizational Structure	51
Property, Plant and Equipment	51
Eucalyptus Planted Forests	53
Plant Locations and Capacity	53
ITEM 4.A. UNRESOLVED STAFF COMMENTS	54
ITEM 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS	54
Overview	

Phantom Shares Plan	79
Share Appreciation Rights Plan	79
Maximum, Minimum and Average Individual Remuneration of our Board of Directors, Board of Executive Officers and Fiscal Council	80
Employee Compensation Policies	81
C. Board Practices	82
D. Employees	82
E. Share Ownership	
F. Disclosure of a Registrant's Action to Recover Erroneously Awarded Compensation	82

[Table of Contents](#)

	<u>Page</u>		<u>Page</u>
ITEM 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS	82		
A. Major Shareholders	82	C. Material Contracts	101
Shareholders' Agreements	83	Financing Agreements	101
B. Related-Party Transactions	84	D. Exchange Controls	102
Transactions with Suzano Holding S.A.	84	E. Taxation	102
Other transactions	84	Brazilian Tax Considerations	106
C. Interests of Experts and Counsel	84	U.S. Federal Income Tax Considerations	106
ITEM 8. FINANCIAL INFORMATION	84	Treatment of our ADSs for U.S. Federal Income Tax Purposes	107
A. Consolidated Statements and Other Financial Information	84	Taxation of Dividends	108
Legal Proceedings	84	Taxation of Dispositions of our Shares or ADSs	109
Tax Proceedings	85	Passive Foreign Investment Company Status	110
Labor Proceedings	88	Foreign Financial Asset Reporting	110
Civil, Land and Environmental Proceedings	88	Backup Withholding and Information Reporting	111
Updates on Other Proceedings	#	ITEM 11. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK	111
Dividends	90	Exchange Rate Risk	111
B. Significant Changes	92	Sensitivity Analysis – Foreign Exchange Exposure	111
ITEM 9. THE OFFER AND LISTING	92	Commodity Price Risk	112
A. Offer and Listing Details	92	Sensitivity Analysis – Exposure to Commodity Prices	112
B. Plan of Distribution	92	Derivatives by Contract Type	112
C. Markets	92	ITEM 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES	112
Trading on the São Paulo Stock Exchange	93	PART II	113
B3 Corporate Governance Standards	93	ITEM 13. DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES	113
Significant Differences between our Corporate Governance Practices and NYSE Corporate Governance Standards	95	ITEM 14. MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS	113
D. Selling Shareholders	95	ITEM 15. CONTROLS AND PROCEDURES	114
E. Dilution	95	ITEM 16. A. AUDIT COMMITTEE FINANCIAL EXPERT	114
F. Expenses of the Issue	95	ITEM 16. B. CODE OF ETHICS	114
ITEM 10. ADDITIONAL INFORMATION	95	ITEM 16. C. PRINCIPAL ACCOUNTANT FEES AND SERVICES	115
A. Share Capital	96	Audit Fees	115
B. Memorandum and Articles of Association	96	Tax Fees	115
Voting Rights	96	Pre-Approval Policies and Procedures	115
Shareholders' Meetings	96	ITEM 16. D. EXEMPTIONS FROM THE LISTING STANDARDS FOR AUDIT COMMITTEES	119
Dividends	97	ITEM 16. F. CHANGES IN REGISTRANT'S CERTIFYING ACCOUNTANT	119
	97	ITEM 16. G. CORPORATE GOVERNANCE	119
		Significant Differences between our Corporate Governance Practices	119

Acquisition of a Relevant Interest	98
Disclosure of Significant Interest	98
Sale of Control	98
Delisting from the Novo Mercado	99
Delisting as Publicly-Held Company	99
Preemptive Rights	100
Right of Withdrawal	101
Arbitration	101

and NYSE Corporate Governance Standards	120
Majority of Independent Directors	120
Executive Sessions	120

[Table of Contents](#)

	<u>Page</u>
Nominating/Corporate Governance Committee	120
Compensation Committee	121
Audit Committee	121
Shareholder Approval of Equity Compensation Plans	121
Corporate Governance Guidelines	122
Code of Business Conduct and Ethics	122
Internal Audit Function	122
ITEM 16. H. MINE SAFETY DISCLOSURE	122
ITEM 16. I. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS	122
ITEM 16.J. INSIDER TRADING POLICIES	122
ITEM 16.K. CYBERSECURITY	125
PART III	
ITEM 17. FINANCIAL STATEMENTS	125
ITEM 18. FINANCIAL STATEMENTS	125
ITEM 19. EXHIBITS	126
SIGNATURES	126

FORWARD-LOOKING STATEMENTS

This annual report includes forward-looking statements, mainly in “Item 3. Key Information — D. Risk Factors,” “Item 4. Information on the Company — Business Overview” and “Item 5. Operating and Financial Review and Prospects.” We have based these forward-looking statements largely on our current expectations about future events and financial trends affecting our business. These forward-looking statements are subject to risks, uncertainties and assumptions, including among other things:

- our management and future operation;
- the implementation of our main operational strategies, including our potential participation in acquisitions, joint venture transactions or other investment opportunities;
- general economic, political and business conditions, both in Brazil and in our principal export markets;
- industry trends and the general level of demand for, and change in the market prices of, our products;
- existing and future governmental regulation, including tax, labor, pension and environmental laws and regulations and import tariffs in the United States, in Brazil and in other markets in which we operate or to which we export our products;
- the competitive nature of the industries in which we operate;
- our level of capitalization, including the levels of our indebtedness and overall leverage;
- the cost and availability of financing;
- our compliance with the covenants contained in the instruments governing our indebtedness;
- the implementation of our financing strategy and capital expenditure plans;
- the impact of the ongoing wars in Ukraine and in the Middle East, the ongoing economic sanctions imposed on Russia and their impact on the global economy, and tensions between China and Taiwan and the global security concerns and market volatility which are highly uncertain and difficult to predict;
- changes in global market conditions, impacting demand and pricing stability, including uncertainties related to global trade as a result of the imposition of tariffs by the United States in current administration;
- inflation and fluctuations in currency exchange rates, including the Brazilian real and the U.S. dollar;
- legal and administrative proceedings to which we are or may become a party;
- the volatility of the prices of the raw materials we sell or purchase to use in our business;
- our ability to comply with our ESG targets and commitments;
- the implementation of new technologies to mitigate operational risks;
- other statements included in this annual report that are not historical; and
- other factors or trends affecting our financial condition or results of operations, including those factors identified or discussed in “Item 3. Key Information — D. Risk Factors.”

The words “anticipate,” “believe,” “continue,” “could,” “estimate,” “expect,” “hope,” “intend,” “may,” “might,” “should,” “would,” “will,” “understand” and similar words are intended to identify forward-looking statements. We undertake no obligation to update publicly or revise any forward-looking statements because of new information, future events or otherwise. In light of these risks and uncertainties, forward-looking information, events and circumstances discussed in this annual report might not occur and are not guarantees of future performance. Our actual results and performance may differ substantially from the forward-looking statements included in this annual report.

GLOSSARY OF CERTAIN TERMS USED IN THIS ANNUAL REPORT

Herein, “Suzano”, the “Company”, “we”, “us” and “our” refer to Suzano and its consolidated subsidiaries, unless the context otherwise requires. References to “Fibria” refer to former “Fibria Celulose S.A.”. All references herein to the “real,” “reais” or “R\$” are to the Brazilian *real*, the official currency of Brazil. All references to “U.S. dollars,” “dollars” or “US\$” are to United States dollars, the official currency of the United States.

ABTCP	Brazilian Technical Association of Paper and Pulp, or <i>Associação Brasileira Técnica de Papel e Celulose</i>
ADR	American Depositary Receipts.
ADS	American Depositary Shares.
ANTAQ	Brazilian regulatory agency regulating aquatic transportation, or <i>Agência Nacional de Transportes Aquaviários</i> .
B3	B3 S.A. – <i>Brasil, Bolsa, Balcão</i> , the São Paulo Stock Exchange.
BNDES	The Brazilian Development Bank, or <i>Banco Nacional de Desenvolvimento Econômico e Social</i> .
BNDESPAR	BNDES Participações S.A.
Brazilian Corporation Law	Brazilian Law No. 6,404/76, as amended.
CADE	Brazilian antitrust authority, or <i>Conselho Administrativo de Defesa Econômica</i> .
CDI	Interbank deposit certificate, or <i>Certificado de depósito interbancário</i>
COFINS	Contribution for the Financing of Social Security, or <i>Contribuição para o Financiamento da Seguridade Social</i> .
CMN	National Monetary Council, or <i>Conselho Monetário Nacional</i>
CONFAZ	National Board of Financial Policy, or <i>Conselho Nacional de Política Fazendária</i> .
CSLL	Social Contribution on Net Income, or <i>Contribuição Social Sobre o Lucro Líquido</i> .
CVM	Brazilian Securities Commission, or <i>Comissão de Valores Mobiliários</i> .
EMAP	Maranhão Port Administration Company, or <i>Empresa Maranhense de Administração Portuária</i>
Exchange Act	U.S. Securities Exchange Act of 1934, as amended.
FGTS	Government Severance Indemnity Fund for Employees, or <i>Fundo de Garantia do Tempo de Serviço</i> .
GHG	Greenhouse gas.
IBÁ	Brazilian Tree Industry, or <i>Indústria Brasileira de Árvores</i> .
IBAMA	Brazilian Federal Environmental Agency, or <i>Instituto Brasileiro do Meio Ambiente e dos Recursos Naturais Renováveis</i> .
ICMS	Tax on Sale of Goods and Services, or <i>Imposto sobre Circulação de Mercadorias e Serviços</i> .
IFC	International Finance Corporation.
INCRA	Brazilian Institute for Land Reform, or <i>Instituto Nacional de Colonização e Reforma Agrária</i> .

[Table of Contents](#)

INPI	National Industrial Property Institute, or <i>Instituto Nacional da Propriedade Industrial</i> .
INSS	Social Security Contributions, or <i>Instituto Nacional do Seguro Social</i> .
IPCA	Inflation Rate Index for Consumer Goods, or <i>Índice Nacional de Preços ao Consumidor Amplo</i> .
IPI	Tax on Manufactured Products, or <i>Imposto sobre Produtos Industrializados</i> .
IRPJ	Corporate Income Taxes, or <i>Imposto de Renda Pessoa Jurídica</i> .
ISS	Tax on Services, or <i>Imposto Sobre Serviços</i> .
LGPD	Personal Data Protection Law, or <i>Lei Geral de Proteção de Dados Pessoais</i>
MAI	Mean annual increment
MAICel	Mean annual increment of pulp per hectare per year
PFIC	Passive foreign investment company
PIS	Social Integration Program, or <i>Programa de Integração Social</i> .
PPPC	Pulp and Paper Products Council.
RFB	Brazilian Internal Revenue Service, or <i>Receita Federal do Brasil</i> .
Securities Act	U.S. Securities Act of 1933, as amended.
SUDENE	Superintendence for Development of the Northeast, or <i>Superintendência do Desenvolvimento do Nordeste</i> .
TJLP	Brazilian Long-Term Interest Rate, or <i>Taxa de Juros de Longo Prazo</i> .

PRESENTATION OF FINANCIAL AND OTHER INFORMATION

We have prepared our consolidated financial statements as of December 31, 2024 and 2023, and for each of the three years ended December 31, 2024 included herein (our audited consolidated financial statements), in compliance with the International Financial Reporting Standards as issued by the International Accounting Standards Board (IFRS Accounting Standards). The selected financial information should be read together with our audited consolidated financial statements, including the notes thereto.

Our functional currency and that of all our subsidiaries is the *real*, which is also the currency used for the preparation and presentation of our consolidated financial statements, except for Suzano Packaging and investments in associates abroad related to Ensyn Corporation, F&E Technologies LLC, Celluforce, Woodspin OY and Spinnova OY. See note 3.2.5. of our audited consolidated financial statements, included in this Annual Report.

We make statements in this annual report about our competitive position and our market share in, and the market size of, the market pulp and paper industry. We have made these statements on the basis of statistics and other information from third-party sources that we believe are reliable.

The financial information and certain other information presented in a number of tables in this annual report have been rounded to the nearest whole number or the nearest decimal. Therefore, the sum of the numbers in a column may not conform exactly to the total figure given for that column. In addition, certain percentages presented in the tables in this annual report reflect calculations based upon the underlying information prior to rounding and, accordingly, may not conform exactly to the percentages that would be derived if the relevant calculations were based on the rounded numbers.

PART I**ITEM 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS**

Not applicable.

ITEM 2. OFFER STATISTICS AND EXPECTED TIMETABLE

Not applicable.

ITEM 3. KEY INFORMATION**A. Financial Data**

For a discussion of our financial and operating data as of and for the years ended December 31, 2024 and 2023, see “Item 5. Operating and Financial Review and Prospects.” For a discussion of our results of operations for the year ended December 31, 2023 compared to the year ended December 31, 2022, please see “Item 5. Operating and Financial Review and Prospects—A. Operating Results—Results of Operations— Year ended December 31, 2023 Compared to Year Ended December 31, 2022” of our annual report on Form 20-F for the year ended December 31, 2023.

Operational Data

	As at and for the year ended December 31,		
	2024	2023	2022
Number of employees	23,980	20,907	18,543
Nominal production capacity (millions of tons)			
Pulp	13.44	10.90	10.90
Paper	1.95	1.53	1.53
Sales volumes (thousand metric tons)			
Domestic market pulp	696,971	700,823	751,212
Export market pulp	10,167,658	9,514,617	9,848,441
Total market pulp	10,864,629	10,215,440	10,599,653
Sales volumes (thousand metric tons)			
Domestic market paper	1,003,346	923,512	951,276
Export market paper	432,456	367,785	354,788
Total market paper	1,435,802	1,291,297	1,306,064
Total sales volumes market paper and pulp	12,300,431	11,506,737	11,905,717

Special Note Regarding Non-IFRS Financial Measures

Our management uses certain non-IFRS measures as an additional measure of operational performance of our business.

A non-IFRS financial measure is any financial measure that is presented other than in accordance with all relevant IFRS Accounting Standards. We disclose our EBITDA and Adjusted EBITDA in this annual report, which are considered to be non-IFRS financial measures. EBITDA is calculated as Net income (loss) plus Net financial result, Income and social contribution taxes, and Depreciation, amortization and depletion. Our Adjusted EBITDA is defined as EBITDA as further adjusted to add or exclude the following items, as specifically indicated in the table further below:

(i) Exceptional adjustments, such as penalties for termination of a specific barge contract with Norsul; and

(ii) Other non-cash adjustments or specific adjustments that by their nature and scope, do not reflect our operational performance for the specific period, in our management's view. This includes (a) Fair Value Update - Biological Asset, (b) results from sale and disposal of property, plant and equipment and biological assets, (c) Accrual (reversal) of losses on ICMS credits, and (d) other items indicated in the table below.

The non-IFRS financial measures described in this annual report are not a substitute for the IFRS Accounting Standards measures of net income or other performance measures. Our management believes that disclosure of our EBITDA and Adjusted EBITDA provide useful information to investors, financial analysts and the public in their review of our operating performance and their comparison of our operating performance to the operating performance of other companies in the same industry and other industries. For example, interest expense is dependent on the capital structure and credit rating of a company. However, debt levels, credit ratings and, therefore, the impact of interest expense on earnings vary significantly between companies. Similarly, the tax positions of individual companies can vary because of their differing abilities to take advantage of tax benefits and the differing jurisdictions in which they transact business. Finally, companies differ in the age and method of acquisition of productive assets, and thus the relative costs of those assets, as well as in the depreciation method (straight-line, accelerated or units of production), which can result in considerable variation in depreciation and amortization expenses between companies. Therefore, for comparison purposes, our management believes that our EBITDA and Adjusted EBITDA are useful measures of operating profitability because they exclude these elements of earnings that do not provide information about the current operations of existing assets.

Other companies may calculate EBITDA and Adjusted EBITDA differently, and therefore our presentation of EBITDA and Adjusted EBITDA may not be comparable to other similarly titled measures used by other companies. Each of these non-IFRS financial measures are important measures to assess our financial and operating performance. We believe that the disclosure of EBITDA and Adjusted EBITDA provides useful supplemental information to investors and financial analysts in their review of our operating performance and in the comparison of such operating performance to the operating performance of other companies in the same industry or in other industries that have different capital structures, debt levels and/or income tax rates. The presentation of non-IFRS financial information is not meant to be considered in isolation or as a substitute for the directly comparable financial measures prepared in accordance with IFRS Accounting Standards.

[Table of Contents](#)

See below for a reconciliation of our net income (loss) to EBITDA and Adjusted EBITDA.

Adjusted EBITDA (R\$ million)	2024	2023
EBITDA Reconciliation		
Net income (loss)	(7,044.7)	14,106.4
(+/-) Net financial result	28,802.1	(5,780.9)
(+/-) Income and social contribution taxes	(6,066.3)	3,890.8
(+) Depreciation, amortization and depletion	9,224.0	7,321.1
EBITDA	24,915.1	19,537.4
Fair value adjustment of biological assets ⁽¹⁾	(1,431.5)	(1,989.8)
Result from sale and disposal of property, plant and equipment and biological assets ⁽⁵⁾	169.3	232.1
Provision for loss of ICMS credits, net ⁽¹⁾	130.7	348.6
Income from associates and joint ventures - Biomas, Ensyn, F&E, Ibema, Spinnova and Woodspin ⁽¹⁾	13.8	19.4
Donations for catastrophes and pandemics ⁽²⁾	0.4	—
Expenses on Asset Acquisition, Business Combinations and Investments ⁽³⁾	34.1	25.2
Penalties for termination of the barge contract with Norsul ⁽⁴⁾	—	49.7
Tax credits - Exclusion of ICMS in the PIS and COFINS calculation base ⁽⁶⁾	(0.3)	15.1
Termination of packaging subsidiary ⁽⁷⁾	1.2	9.0
Write-off of the development contract advance program ⁽¹⁾	4.4	3.3
Write-off of wood inventory ⁽¹⁾	11.9	23.0
Adjusted EBITDA	23,849.2	18,273.0

(1) Non-cash adjustments.

(2) Exceptional: Disbursements made for carrying out social actions implemented by the Company, primarily including donations of essential materials and administrative materials, intended for the victims of the disaster in the state of Rio Grande do Sul.

(3) Specific adjustments relating to administrative expenses related to asset acquisitions, business combinations and investments. In 2024, these expenditures were mostly from Lenzing and Pactiv, covering costs with consultancy, advisory services, and other expenses associated with the integration and structuring of the acquisitions.

(4) Exceptional: Refers to the penalties for contractual termination of a specific barge agreement.

(5) Specific adjustment for losses or gains on realization (write-off of sale, scrap, loss, decommissioning, dismantling or property, plant and equipment inventory adjustment) of fixed, intangible and biological assets whose economic benefits may no longer be obtained or that do not relate to the core business of the Company.

(6) Specific adjustment for the total PIS and COFINS tax credits to be recovered recognized by the Company, following a decision by the Federal Supreme Court (STF) regarding the exclusion of ICMS (ICMS) of the PIS and COFINS calculation base. These amounts refer to tax credits for amounts paid in prior fiscal years.

(7) Specific adjustment for the termination of a packaging subsidiary.

B. Capitalization and Indebtedness

Not applicable.

C. Reasons for the Offer and Use of Proceeds

Not applicable.

D. Risk Factors

We are subject to various risks and uncertainties resulting from changing competitive, economic, political, environmental and social conditions that could harm our business, results of operations or financial condition. The risks described below, although not being the only ones we face are the most important ones according to our ability to identify material risks. Other risks that we presently believe are not material could also adversely affect us.

Risks Relating to the Pulp and Paper Industry

Our products' prices are greatly affected by international market prices, which vary depending on a number of factors that are beyond our control and could adversely affect our results of operations and financial conditions and our ability to operate our plants in an economically viable manner.

Pulp markets are typically cyclical, and our pulp prices follow international market prices, which are determined by supply and demand, global pulp production capacity and global economic conditions. Such prices can also be affected by exchange rate fluctuations between the currencies of main producing and consuming countries, movement of inventories, diverging price expectations, business strategies adopted by other producers and availability of substitutes for our products, among others. All of these factors are beyond our control and may have a significant impact on the prices for pulp and, consequently, on our operational margins, profitability and Return On Invested Capital (ROIC). Fluctuations in pulp price may lead us to adopt changes in our commercial strategy or production, which also may adversely affect our financial condition and results of operation.

Paper prices are also determined by supply and demand conditions in the markets in which they are sold, and are affected by various factors, including the fluctuation in pulp prices and the specific characteristics of the markets in which we operate.

We cannot assure that pulp and paper market prices and demand for our products will remain favorable to us, and any adverse price or demand fluctuations, which may occur rapidly in our markets, could adversely affect our results of operations and financial conditions and our ability to operate our plants in an economically viable manner.

We are highly dependent on our planted forest areas for the supply of wood, which is essential to our production processes, and any damage to our forest areas or impact on prices of land we seek to purchase for our forests may adversely affect us.

Most of the wood used in our production processes is supplied by our own forestry operations, which include planted forest areas located in close proximity to our production facilities. The wood market in Brazil is very regional and limited in wood availability, as most pulp and paper producers are integrated and utilize wood grown in their own planted forests to meet their wood requirements.

Our planted forests are subject to natural threats, such as drought, fire, pests and diseases, which may reduce our supply of wood or increase the price of wood we acquire. Our planted areas are also subject to other threats, considering their wide territorial coverage and proximity to a significant number of neighbors and local communities, including loss of possession due to social unrest or squatter invasion, land title disputes, wood theft, or arson, which may result in real damage to our planting and transit areas and may adversely affect our results.

In addition, the physical effects of climate change may materially and adversely affect our operations, for example by changing air temperature and water levels, and subjecting us to unusual or different weather-related risks. Any climate changes that negatively affect the favorable climate conditions in Brazil may adversely affect the growth rate and quality of our plantations, or our production costs. Although we cannot predict the impact of changing global climate conditions, any such occurrences may increase our liabilities and capital expenditures and adversely affect our business, financial condition and results of operations.

Additionally, in acquiring land for our timber plantations, we compete with other crops, as well as with cattle breeders, which could ultimately raise land prices or make it more difficult for us to contract independent third parties to cultivate eucalyptus.

Drought in some regions of Brazil, resulting in water scarcity and related rationing, may adversely affect our business and results of operations.

In Brazil, some regions might have drought conditions during some seasons of the year, which could result in acute shortages of water and implementation of rationing to restrict usage. Some of our units are located in the affected areas and we cannot assure that our processes for efficient use of water and contingency plans will be able to avoid impacts from severe droughts or governmental measures to address drought conditions on our units' operations, which could have an adverse effect on our business and results of operations.

We face significant operational risks that can result in the shutdown of our operations, which may adversely affect our financial condition and results of operations.

We face operational risks that may result in partial or temporary suspension of our operations and in loss of production. Such outages may be caused by factors associated with equipment failure, information system disruptions or failures (including due to cyber-attacks), accidents, fires, strikes, invasions, acts of war, armed conflicts, weather, exposure to natural disasters, regional water crisis, electricity power outages and chemical product spills, accidents involving water reservoirs, landfills, revocation of licenses, labor restrictions by pandemics, among other operational and environmental hazards. The occurrence of these events may, among other impacts, result in serious damage to our property, assets and reputation, liability for damages to the environment and third parties, a decrease in production or an increase in production costs, any of which may adversely affect our financial condition and results of operations. Increasing geopolitical tensions and hostilities in connection with the ongoing conflicts in Ukraine and in the Middle East, and tensions between China and Taiwan and the global security concerns and market volatility and the trade and monetary sanctions that have been imposed in connection with those developments, have affected, and could affect, worldwide markets, cause turmoil in the global financial system and negatively impact our operations.

Certain of our assets, notably biological assets measured at fair value, property, plant and equipment and intangible assets, may be impacted by climate events. Effects of climate change, such as rising temperatures, scarcity of water resources, fires and impacts arising from the greater presence and resistance of pests and other forest diseases favored by the gradual increase in temperature, as well as other adverse weather events, may impact the determination of fair value of biological assets, cause the loss of biological assets, reduce productivity or event result in interruptions of our production. In addition, regulatory and legal changes related to a transition to a low-carbon economy and/or with greater biodiversity might impose additional costs and create greater risk of litigation and/or commercial restrictions to our business.

During the normal course of our business, we depend on the continuous availability of logistics and transportation networks, including roads, railways, warehouses and ports, among others. Such operations may be disrupted by factors beyond our control, such as social movements, geopolitical conflicts, natural disasters, electricity shortages strikes and shutdowns (such as, for instance, trucker strikes). Any interruption in the supply of inputs for the operation of our industrial and forestry units or in the delivery of our finished products to clients could cause a material adverse impact on our results of operations.

We have entered into contracts with third parties to provide transportation and logistics services. The early termination of these contracts or our inability to renew them or negotiate new contracts with other service providers with similar conditions could adversely affect our financial and operating condition. In addition, most of our suppliers of transportation operate under concessions granted by the Brazilian government. The loss or non-renewal of such concessions without timely replacement for new concessions to third parties that can continue the services provided and willing to do so on similar terms as the previous service providers may also adversely affect our results of operations and financial condition.

Additionally, we are subject to quality control risks associated with our products, which may affect our consumer market and customers. In this sense, we note that our products have several properties that influence the processes of our customers, as well as the quality of the products they produce. Accordingly, we are also subject to any potential claims relating to the quality of our products, which may have a material adverse effect on our results of operations and financial condition.

We depend on third-party suppliers and service providers for a significant portion of our wood, other essential raw materials and certain critical services.

Our wood resources are not sufficient to satisfy our production needs, and accordingly we seek additional wood supply from third parties through agreements to purchase standing forests or for purchases of wood delivered to our factories. Medium and long-term supply agreements with wood suppliers may vary between one to three forest cycles, each cycle lasting approximately seven years. Lease agreements or forest partnerships have an average term of 14 years. Wood price conditions are subject to cyclical and circumstantial variations of wood demand in the different regions where we operate. A material failure to obtain wood from third party suppliers or a material interruption in our current supply arrangements may result in a significant reduction in available wood for processing at our plants, which may adversely affect our production and, accordingly, our results of operations and financial condition.

In addition, we have few sources for certain raw materials and services that are essential for the production of pulp and paper, including fuel oil, bleached chemothermomechanical pulp, peroxide, caustic soda, natural gas and third-party industry technology (maintenance). We enter into medium and long-term supply agreements with such suppliers or service providers. Any significant reduction in the supply or increase in prices, on behalf of the relevant supplier or service provider, of any of these raw materials or services, as well as our inability to maintain the relationship or find suitable substitutes for these suppliers or service providers, could adversely affect our products' mix, margin or availability and, consequently, our results of operations.

We cannot guarantee that our supplies and service providers will comply with all applicable laws and regulations relating to working conditions, sustainability, production chain assurance and appropriate safety conditions. Brazilian law may impose liability on us for improper practices of our supplies and service providers. If our suppliers or service providers engage in improper business practices (particularly improper or illegal environmental or labor practices), our business, results of operations and reputation may be adversely affected.

Investments by us or our competitors to enhance pulp and paper production capacity in the future may adversely affect the market price for our products.

New capacity projects developed by us or our competitors may create an imbalance between supply and demand of pulp and paper, which may cause a reduction in pulp and paper prices. Investments in new capacity may have a negative impact on pulp and paper prices and, consequently, on our financial condition or results of operations.

We face significant competition in some of our lines of business, which may adversely affect our market share in the pulp and paper industries and our profitability.

The pulp and paper markets are extremely competitive. We face substantial competition in both domestic and international markets from a large number of companies, some of which have extensive access to financial resources and low capital costs. In the domestic market, we face competition from national products, produced by companies of Brazilian and international groups, and imported products. In the international market, we compete against companies with large production and distribution capacities, significant consumer base and great variety of products.

In addition, the oversupply of coated paper and paperboard in the world market, the antidumping measures adopted in other countries and the use of imported coated paper for alternative purposes, especially during periods of prolonged appreciation of the *real* against the U.S. dollar, may increase competition in Brazil from producers of imported paper. If the Brazilian federal government were to decrease import taxes, or in the event of sustained appreciation of the *real* against the U.S. dollar, competition in Brazil from international producers may increase. The occurrence or continuation of any of the foregoing events could adversely affect us.

Additionally, the pulp and paper markets are served by numerous companies located in different countries. If we are unable to remain competitive against these producers in the future, our market share may be adversely affected. Other companies operating in the same segments may compete with us for acquisition and alliance opportunities. Strategic acquisitions or alliances by our competitors could affect our ability to enter into or consummate acquisitions and alliances that are necessary to expand our business. We may also face elevated costs associated with restructuring and financing in relation to acquisitions or strategic partnerships in comparison to our competitor companies. Companies that are better positioned to enter into acquisitions or alliances may benefit from preferable production costs, which may affect our competitiveness and market share.

Other factors affecting our ability to compete include the entry of new competitors into the markets we serve, increased competition from overseas producers, our competitors' pricing strategies, the introduction by our competitors of new technologies and equipment, our ability to anticipate and respond to changing customer preferences and our ability to maintain the cost-efficiency of our facilities. In addition, changes within these industries, including the consolidation of our competitors and our customers, may impact competitive dynamics.

Periods of limited or unavailable financing may increase our financial costs and restrict the terms or availability of market funding, potentially adversely impacting our operations.

Brazilian paper and pulp companies have made significant investments overtime in order to compete more efficiently and on a larger scale in the international market. This trend has enhanced the need for resources and diversification of financing sources among national and foreign financial institutions.

In this context, we depend on third-party capital to conduct our business, by means of financing transactions to support our investments and working capital. We cannot assure that our current sources of funds will be sufficient or that they will remain available to meet our capital needs, which may require us to seek additional funds in the financial and capital markets. In liquidity restriction periods, such as the ones of 2008 and 2009 that occurred due to the international financial crisis, credit lines may become excessively short, expensive or even unavailable. Under these circumstances, there is a higher risk of not achieving success in financing and refinancing transactions, meaning that there is a higher possibility of failure in obtaining financing in the market in order to pay down existing indebtedness, as well as a higher risk of raising these funds at an elevated cost or subject to posting collateral, which may adversely affect our results of operations or financial condition.

More stringent environmental regulations could increase our expenditures and noncompliance with such regulation may result in administrative, civil and criminal liability, which may adversely affect us, our results of operations or financial condition.

Our activities are subject to extensive environmental regulation, including in relation to gas emissions, liquid effluents and solid waste management, reforestation and odor control, as well as maintenance of Land Reserve (*Reserva Legal*) and Permanent Preservation Areas (*Área de Preservação Permanente*). Our industrial and forestry activities also require periodic renewal of environmental permits.

Environmental standards that are applicable to us are issued at the federal, state and municipal levels, and changes in the laws, rules, policies or procedures adopted in the enforcement of the current laws may adversely affect us. In Brazil, violations of environmental laws, regulations and authorizations could result in administrative, civil or criminal penalties for us, our management and our employees, including fines, imprisonment, interruption of our activities and dissolution of our corporate entity.

Governmental agencies or other competent authorities may provide new rules or additional regulations even stricter than the ones in force, or they may pursue a stricter interpretation of the existing laws and regulations, which could require us to invest additional resources in environmental compliance or to restrict our ability to operate as currently done. Additionally, noncompliance with or a violation of any such laws and regulations could result in the revocation of our licenses and suspension of our activities or in our liability for environmental remediation costs, which could be substantial. Moreover, failure to comply with environmental laws and regulations could restrict our ability to obtain financing from financial institutions.

In December 2015, several countries (including Brazil) signed the Paris Agreement, a global environmental agreement adopting the Intended Nationally Determined Contributions, or INDCs, as the measures taken to reduce its emissions after 2020. The INDC that applies to Brazil provides for an increase in the share of sustainable biofuels and other sources of renewable energy in the Brazilian national energy mix, as well as zero deforestation, reforestation, forest restoration and enhancement of the native forest management. Considering the amplitude of the operation, we may be materially affected by more restrictive national or foreign environmental laws and regulations related to greenhouse gases and climate change, to the extent that such new laws or regulations may cause an increase in capital expenditures and investments to comply with such laws, and indirectly, by changes in prices for transportation, energy and other inputs. Both the regulations related to climate change and the changes in existing regulations, as well as the physical effects of climate change generally, could result in increased liabilities and capital expenditures, all of which could have a material adverse effect on our business and results of operations.

Failure to obtain, timely renew or maintain permits, licenses and concessions, grants and registrations necessary to develop our activities, as well as any cancellation thereof, could adversely affect our operations.

Our operations depend on the issuance of permits, licenses, concessions, grants and registrations from numerous federal, state and municipal agencies. In addition, obtaining licenses for certain activities, in which significant environmental impacts are expected, requires investments in conservation and/or recovery to compensate such impacts. We have permits, licenses, concessions, grants and registrations necessary to operate our factories, which usually have predetermined validity. In order to renew them, we must periodically report our compliance to the standards required by government agencies.

The expansion of our operations and/or changes in the current regulation may cause us to request for new permits, licenses, concessions, grants and registrations along with government authorities, and we cannot guarantee that we will be able to obtain them in a timely manner. The failure to obtain such permits, licenses, concessions, grants and registrations, or to obtain them in a timely manner, may delay the implementation of new activities, in addition to increase costs, and financial fines or sentences for payment of compensation.

In case we fail to obtain, timely renew or have our authorizations, licenses, grants or registrations cancelled, or fail to comply with environmental legislation, our financial and operational results and our reputation may be adversely affected. In addition, non-compliance with applicable environmental legislation may result in partial or total shutdowns of our operational activities, which may also adversely affect our financial position and reputation.

Global or regional economic conditions and events may adversely affect the demand for and the price of our products.

Demand for pulp and paper is directly related to the growth of the world economy and economic conditions. Currently, Europe, China and North America are the main consumer markets of the industry. Fluctuations in the value of local currency versus the U.S. dollar, downturns in economic activity, nationalization or any change in social, political or labor conditions in any of these countries or regions impacting matters such as sustainability, environmental regulations and trade policies and agreements, could negatively affect our financial results. Any slowing of economic growth in Europe, China and North America could adversely affect the price and volume of our exports and thus impact our operating performance.

According to market statistics (PPPC), Chinese demand represented 39% of the global market pulp demand in 2024 and 42% in 2023 (compared to 35% in 2022 and 36% in 2021), and this demand has increased at a compound annual growth rate of 6.9% since 2010, above the global average of 2.2%.

The outbreak of communicable diseases worldwide may lead to increased volatility in the global capital markets, impacting the trading market for the securities issued by us.

Outbreaks or potential outbreaks of diseases may have an adverse effect on global capital markets (including the capital markets in which our securities are traded), on the global economy (including the Brazilian economy) and on the price of our shares. Historically, pandemics, as well as regional or global epidemics and outbreaks, have affected sectors of the economy in countries where these diseases have spread, adversely impacting global commercial activity and contributing to significant volatility in the market. In light of our activities in the foreign market, such events or potential reactions and mandates from government authorities could cause disruption of regional and global supply chains and economic activity, including significant volatility in demand, which could adversely affect our operations and financial results. Prolonged closures, stoppages and shutdowns, if continuing, may disrupt our operations and the operations of our suppliers, service providers and customers and could materially, adversely affect our revenues, financial condition, profitability, and cash flows.

Further, additional waves of outbreaks — including new variants that are more or less aggressive and contagious — may occur, and the intensity of the economic slowdown resulting from actions taken or to be taken by government authorities in response to the pandemic are unpredictable, especially considering that both the severity of the disease and the action plan of local authorities will depend on various unknown factors.

Our exports are subject to special risks that may adversely affect our business.

We export to different regions of the world, which makes us subject to special political and regulatory risks, including currency controls in countries where we have payments receivable, possible formal or informal trade barriers and incentive policies and subsidies favoring local producers in many regions.

Thus, our future financial performance will depend on the economic, political, environmental and social conditions of our main export markets (Europe, Asia and North America). As a result, factors that are beyond our control include:

- imposition of barriers to trade by certain countries to limit the access of Brazilian companies to their markets or even to subsidize local producers, particularly with respect to paper products, or the granting of commercial incentives in favor of local producers;
- changes in economic policies and/or conditions of the countries to which we export, which may affect our export capacity and, consequently, our business and operating results;
- logistics costs, including disruptions in shipping or reduced availability of freight transportation;
- significant fluctuations in global demand for pulp products, which could impact our sales, operating income and cash flows;
- the deterioration of global economic conditions, which could impair the financial condition of some of our customers or foreign suppliers, thereby increasing bad debts or non-performance by our foreign suppliers, as well as increasing our costs for financing and refinancing;
- changes in revenues due to variations in foreign currency exchange rates;
- controls on currency exchange; and
- adverse consequences deriving from the need to comply with more stringent regulatory requirements in foreign countries, including environmental rules, regulations and certification requirements.

Risks Relating to Our Company

Failure to meet our stakeholders' expectations regarding ESG matters may and expose us to various risks.

There is an increasing focus of our customers, investors, regulators and other key stakeholders on environmental, social and corporate governance (ESG) matters. New regulations and standards have been approved in multiple jurisdictions and investors have been imposing specific requirements. Regulatory and industry standards and expectations from global forums and stakeholders relating to ESG matters, including with respect to internal controls, assumptions and estimates, are still evolving. As these standards and expectations evolve, our previously acceptable practices may become outdated. This results in increased expenses and increased management time and attention dedicated to ESG-related requirements. If our practices and policies fail to meet our key stakeholders' expectations in respect of ESG matters, our revenue, ability access to capital and our reputation may be adversely impacted. We have publicly shared our ESG initiatives and goals, which makes us subject to enhanced scrutiny from our investors, regulators and the public in general. A number of risks and factors may prevent us from achieving these goals, including our ability to meet the key performance indicators required by our debt instruments with ESG targets. Our failure to make progress in these areas on a timely basis, or revisions of our initiatives and goals, could adversely affect our financial condition and operations.

At the same time, stakeholder expectations are not uniform, including the recent growing "anti-ESG" sentiment in some regions. Through ESG and/or anti- ESG expectations could result in us facing additional compliance obligations, becoming the subject of investigations or litigation and could adversely affect our financial condition and operations.

Navigating varying expectations of policymakers and other stakeholders demand internal and external engagement from management and has inherent costs and uncertainties, and any failure to successfully do so may expose us to negative publicity, shareholder activism, and litigation or other engagement from pro- and anti-ESG/DEI stakeholders, exposing us to reputational harm with our existing and prospective customers, employees and third parties with which we do business and could adversely affect our employee retention, brand and reputation.

We may not be able to successfully implement our strategy relating to acquisitions, joint ventures or similar transactions or manage risks derived from these transactions.

As part of our business strategy, we may enter into mergers, acquisitions and divestment from time to time. We may not be able to identify targets for our acquisition strategy or to successfully implement our divestment strategy, to successfully negotiate or close our merger and acquisition transactions, including by not receiving required regulatory approval in Brazil or abroad, or our newly acquired assets and facilities may not meet our financial, operational or performance expectations, which may adversely impact our business strategy and the trading price of our securities.

We enter from time to time into strategic alliances, joint ventures, divestitures and other strategic partnerships in Brazil or other countries. Conflicts and disagreements with our partners or counterparties, unexpected events or changes in market conditions or failure to manage strategic alliances could adversely affect our results of operations and financial condition or prevent us from realizing expected gains of these acquisitions or alliances.

In addition, some of our assets may be controlled and managed by joint venture partners that may not fully comply with our standards, controls and procedures, including our health, safety, environment and community standards. Failure by any of our partners to adopt standards, controls and procedures equivalent to ours could lead to higher costs, reduced production or environmental, health and safety incidents or accidents, which could adversely affect our results and reputation.

We may not successfully integrate our acquired companies or capture the synergies expected from our mergers and acquisitions.

We may not be able to successfully integrate our acquired companies or to obtain synergies anticipated from our mergers or acquisitions. In particular, we may not be able to realize anticipated cost savings from combination of companies' production facilities, or anticipated synergies from joint acquisitions of raw materials, sharing of improved production techniques and integration of administrative departments. If we fail to achieve the synergies from our mergers or acquisitions, our results of operations and financial condition and the trading price for our securities may be adversely affected. Even if we achieve the expected synergies eventual future mergers, we may not be able fully realize them within the anticipated timeframe.

We recorded a significant amount of goodwill and other intangible assets with a determined useful life, which may be subject to impairment charges under certain circumstances in future periods, in accordance with applicable accounting regulations. These charges could negatively impact our financial condition, results of operations, or the trading price of our securities.

As of December 31, 2024, the value of our goodwill and other intangible assets with determined useful life was R\$8,192.3 million and R\$5,710.0 million, respectively. For further information, see note 16 to our audited consolidated financial statements, included in this Annual Report. Under IFRS Accounting Standards, goodwill and intangible assets with undetermined useful life are not subject to amortization and are tested annually to identify possible need for impairment, or more often if any event or circumstance indicates that an impairment loss may have been incurred. Other intangible assets that have determined useful lives are amortized on a straight-line basis over their estimated useful lives and reviewed for impairment whenever there is an indication of impairment. In addition, under IFRS Accounting Standards we are required to perform an impairment analysis of assets with undetermined useful life when the book value of our net assets exceeds our market capitalization. As a result, we may be required to record an impairment charge for goodwill or other intangible assets in future periods if required under IFRS Accounting Standards, which could lead to decreased assets and reduced net income. If a significant write down were required, the charge could adversely affect our financial condition and results of operations or the trading price of our securities.

The level of our indebtedness could adversely affect our financial condition and a material portion of our cash flow may need to be used to service our debt obligations, which could impair our ability to operate our business.

As of December 31, 2024, we had R\$101.4 billion of total consolidated outstanding indebtedness (which includes current and non-current loans, financing and debentures). We are subject to the risks normally associated with significant amounts of debt, which could have important consequences to investors. Our indebtedness could, among other things: (i) require us to use a substantial portion of our cash flow from operations to pay our obligations, thereby reducing the availability of our cash flow to fund working capital, operations, capital expenditures, dividend payments, strategic acquisitions, expansion of our operations and other business activities; (ii) increase our vulnerability to a downturn in general economic and industry conditions, and may make us unable to carry out capital spending that is important to our growth; (iii) limit, along with financial and other restrictive covenants in our debt instruments, our ability to incur additional debt or equity financing or dispose of assets; and (iv) decrease our ability to deleverage and place us at a competitive disadvantage compared to our competitors that have less debt.

A significant or prolonged downturn in general business and economic conditions, or other significant adverse developments with respect to our results of operations or financial condition, may affect our ability to comply with these covenants or meet those financial ratios and tests and could require us to take action to reduce our debt or to act in a manner contrary to our current business objectives. Moreover, the restrictions associated with these covenants and financial ratios may prevent us from taking actions that we believe would be in the best interest of our business and may make it difficult for us to execute our business strategy successfully or effectively compete with companies that are not similarly restricted. Additionally, despite these restrictions, we may be able to incur substantial additional indebtedness in the future, which might subject us to additional restrictive covenants that could affect our financial and operational flexibility and otherwise increase the risks associated with our indebtedness as noted above. We may also need to refinance all or a portion of our debt on or before maturity, and we may not be able to do this on commercially reasonable terms or at all.

Additionally, a default under our financial agreements that is not waived by the relevant creditors may result in an acceleration of the maturity of the outstanding balance of such debt and may also accelerate the maturity of other debt that benefits from cross-default or cross-acceleration provisions. For more information, see “Item 5. Operating and Financial Review and Prospects —Indebtedness.” If such events were to occur, our financial condition and share price could be adversely affected.

We operate under certain tax regimes in Brazil and abroad that may be suspended, cancelled or not renewed, any of which may adversely affect our financial condition and free cash flow generation.

We receive certain tax benefits by virtue of our investment projects in underdeveloped regions in Brazil such as “SUDAM/SUDENE”, which are covered by the Brazilian Internal Revenue Service, or *Receita Federal do Brasil* (RFB). We also benefit from tax incentives granted by states based on state laws. The program “PROMARANHAO” in the state of Maranhão and the program “Desenvolve” in the state of Bahia, published through Special Regime nº 004/2012 and Decree No. 18,270/18, respectively, are the most relevant ones for our operations. We cannot assure you that the tax incentives we currently benefit from will be maintained or renewed, particularly, but not exclusively, in light of deteriorating macroeconomic conditions that may lead to changes in current material incentives, such as the “*Regime Especial de Aquisição de Bens de Capital para Empresas Exportadoras*”, which is a special regime for the acquisition of capital goods by exporting companies, and “*Preponderante Exportador*” (i.e. RECAP and REIDI), among others. If such tax benefits are not effectively renewed, this could have a material adverse effect on our generation of net cash flow. In the event of constitutional challenges or if we fail to comply with specific obligations to which we are subject in connection with the tax benefits described above, such benefits may be suspended or cancelled, and we may be required to pay the taxes deferred in the last five years in full, plus penalties and interest, which may adversely affect us.

Our exports and international trading activities are also conducted under certain tax regimes, including rulings and incentives in some foreign countries, including Austria. These tax rulings or benefits expire and have to be renewed from time to time. We cannot assure you that the tax regimes and incentives from which we currently benefit will be renewed or maintained in the future. In addition, we also benefit from provisions of international treaties entered by the Brazilian federal government, such as the Treaty to avoid Double Taxation between Brazil and Austria, pursuant to which profit earned by our wholly-owned subsidiary in Austria is not subject to taxation in Brazil.

Our interpretation of international treaty provisions may differ from that of the Brazilian Federal Revenue Service (RFB). We filed a writ of mandamus in Brazil to enforce certain interpretations related to the Brazil-Austria Treaty. The trial court ruled in our favor, granting the writ and prohibiting the RFB from taxing the profits of the Austrian entity. This decision is subject to appeal, and we are awaiting the appellate court's decision. If the final ruling determines that the Brazil-Austria treaty does not prevent the RFB from taxing the profits of the Austrian entity, our financial position could be materially adversely affected.

In June 2023, Brazil adopted rules for a transfer pricing (TP) model aligned with the OECD's guidelines. This new TP system became mandatory for all taxpayers on January 1, 2024. As a result, the current transfer pricing practices between us and our Austrian entities has changed and may lead to a material impact on our financial condition and operational results.

Changes in fiscal policies and tax laws in Brazil and other jurisdictions may adversely affect us.

Governments from time to time implement changes to tax laws and regulations. Any such changes, as well as changes in the interpretation of such laws and regulations, or changes to former precedents on tax decisions by authorities or courts, may result in increases to our overall tax burden, which would negatively affect our profitability.

In Brazil, Constitutional Amendment (EC) No. 132 was enacted in 2023, establishing a Tax Reform on consumption. This reform adopts a Value Added Tax (VAT) model with dual competencies, consisting of a federal tax (Contribution on Goods and Services - CBS) and a subnational tax (Tax on Goods and Services - IBS), which will replace the existing PIS, COFINS, ICMS, and ISS taxes. Additionally, a Selective Tax (IS - "Imposto Seletivo") has been introduced under federal jurisdiction, targeting the production, extraction, commercialization, or importation of goods and services detrimental to health and the environment, as defined by law. In January, 2025 Complementary Law No.214/2025 was enacted, creating the IBS, CBS and IS, and establishing the IBS Management Committee, in line with Constitutional Amendment No. 132. Several aspects of the Tax Reform, including new taxes rates, still shall be regulated through infraconstitutional legislation. A transition period is set from 2026 to 2032, during which both the old and new tax systems will coexist. The broad taxation and the estimated tax percentage may have an impact on our cash flow which may result in an increase in the tax burden and loss of tax benefits from 2032 onwards.

The Brazilian federal government still maintains on its agenda the willingness for (i) revoking the income tax exemption over the distribution of dividends, which, if promulgated, would increase tax expenses associated with any dividends or distributions and (ii) decreasing import tax (which would increase competition and the role of international competitors), both of which could impact on our ability to pay future dividends. Any purported tax reform or change in fiscal policies, if proposed and implemented, may also significantly impact our business. If there is a tax reform or any changes in applicable laws and regulations that alter the applicable taxes or tax incentives/special regimes, either during or after their terms of validity, our business and results may be affected.

Indeed, the Brazilian federal government has frequently implemented, and may continue to implement, changes in its fiscal policies, including, but not limited to, changes to tax rates, fees, sectorial charges and occasionally the collection of temporary contributions. Some of these measures may result in tax hikes that may negatively affect our business. Increases in taxes could also materially adversely impact industry profitability and the prices of our services, restrict our ability to do business in our existing and target markets and cause our financial results to be negatively impacted. If we are unable to pass on the additional costs associated with such fiscal policy changes to our clients through the prices we charge for our services, we may be adversely affected. Uncertainty over whether the acting Brazilian federal government will implement changes in policy or regulation affecting these or other factors in the future may contribute to economic uncertainty in Brazil and to heightened volatility in the securities issued abroad by Brazilian companies.

In October 2021, over 135 jurisdictions agreed on a plan to modernize the international tax system, introducing the Global Anti-Base Erosion Rules. These rules ensure that multinational enterprises with annual revenues of EUR 750 million or more pay a minimum 15% effective tax rate (ETR) in each jurisdiction where they operate. Several jurisdictions have already enacted the rules, including all EU member states (effective January 1, 2024), while others, such as Brazil, was implemented partially from January 1, 2025. However, some countries, such as the United States and China, have not taken any steps toward implementation.

Fluctuations in interest rates, as well as our inability to manage risks associated with the replacement of benchmark indices, could increase the cost of servicing our debt and negatively affect our overall financial performance.

Our financial results are affected by changes in interest rates, such as the Secured Overnight Financing Rate (SOFR), the Brazilian Interbank Deposit Certificate Rate (*Certificado de Depósito Interbancário*, or CDI) and the Brazilian Long-Term Rate (*Taxa de Longo Prazo*, or TLP). The CDI rate has fluctuated significantly in the past in response to the expansion or contraction of the Brazilian economy, as it is an instrument for Brazilian Central Bank to manage inflation and pursuit its policies targets. The CDI rate was 12.15% p.a. as of December 31, 2024, while it was 11.65% p.a. and 13.65% p.a. as of December 31, 2023 and 2022, respectively. The TLP rate was 6.66% p.a., 5.56% p.a. and 5.23% p.a. as of December 31, 2024, 2023 and 2022, respectively.

A significant increase in interest rates may impact our ability to secure financing in acceptable terms and an increase in interest rates, particularly TLP, CDI, the Secured Overnight Financing Rate (SOFR), or the inflation rate index for consumer goods (IPCA), could have a material adverse effect on our financial expenses since a significant part of our debt (BNDES loans, debentures and Export Prepayment Facilities) is linked to those rates. On the other hand, a significant reduction in the CDI rate could adversely impact our financial revenues derived from investment activities, since a material portion of our cash is invested in Brazilian money market instruments that are linked to the CDI rate.

A failure of our information technology systems or automated machinery may interrupt our business and negatively impact our operations. We are exposed to external actions such as cyber-attacks, improper access of confidential information and disruption of our systems.

Our operations are heavily reliant on information technology systems to efficiently manage business processes. Therefore, disruptions to these systems may impact or even paralyze our business and negatively impact our operations. The sophistication of the threats continues to evolve and grow, including the risk associated with the use of emerging technologies, such as artificial intelligence, robotics, smart devices and remote working solutions. Additionally, we collect and store data, including proprietary business information, and may have access to confidential or personal information in certain activities of our businesses that is subject to privacy and security laws, regulations, and customer-imposed controls. Moreover, any failure of our systems or those of our third-party suppliers related to confidential information, caused by external cyber-attacks or internal actions, including negligence and misconduct of our employees, can negatively impact our reputation among competitors and external stakeholders (government, regulators, suppliers, and others).

Our third-party suppliers' and our information technology systems may have vulnerabilities that may be impacted through external actions such as natural disasters, viruses, cyberattacks and other security breaches. Damage to or disruptions to certain critical systems could have a materially adverse effect on our business results, including fines, customer liabilities or legal litigation. Both we and our third-party suppliers may be subject to breaches of automation systems that can cause partial and temporary shutdowns of operations and unauthorized access to strategic information, in addition to changes or loss of relevant data. The costs associated with addressing these vulnerabilities and related issues may be significant, depending on the criticality and relevance of the information affected.

We cannot fully guarantee that our measures to deter unauthorized activities in our systems or the procedures adopted by third-party suppliers will protect us from certain types of attacks, which may have a material adverse effect on our business and reputation.

Any failure to adapt to or comply with global regulations on data privacy may adversely affect our results and reputation.

We are subject to various data protection laws in the jurisdictions where we operate, such as the European General Data Protection Regulation (GDPR), Brazil's General Data Protection Law (LGPD), China's Personal Information Protection Law (PIPL), and state laws in the United States. These laws establish rules that companies must follow whenever they process personal data, whether collecting, storing, using, transferring, or sharing data internally or with third parties.

These laws impact the relationship between customers and suppliers of goods and services, employees and employers and other relationships in which personal data is collected, both in the digital and physical environment. Pursuant to these laws, security breaches that may result in significant risk or damage to personal data must be reported to the data protection authorities (DPA) of each jurisdiction, within a reasonable time period. In light of the privacy and personal data protection laws, our practices related to personal data processing may undergo significant changes, generating additional costs to us due to the need to adapt such processing to the legal requirements and the applicable DPA's guidelines.

Failure to comply with these laws may result in administrative sanctions and litigation. As a result, failure by us to adhere to the laws enacted or approved in different jurisdictions in which we operate could adversely impact our business, financial condition or results of operations.

Although we have sought to adjust our business processes that include personal data processing in order to comply with all applicable privacy and data protection requirements, we cannot assure that our personal data protection program will be deemed sufficient by the data protection authorities to meet the provisions of the laws, given the lack of orientation about specific requirements, nor that our practices will prevent any failures in the protection of personal data processed by us, including with respect to cybersecurity incidents.

A downgrade in our credit ratings may increase our borrowing costs and/or restrict the availability of new capital or financings and have a material adverse effect on us.

The ratings address the likelihood, according to the respective evaluation methodology of each rating agency, of payment of our debt and obligations at their maturity. The ratings also address the timely payment of interest and other costs on each interest payment date. The assigned ratings to us may be raised, lowered or held constant depending, among other factors, on the rating agencies' respective assessment of our financial strength or a change in methodology of credit assessment adopted by the credit risk agencies. We cannot assure you that our rating will remain for any given period of time or that the rating will not be lowered or withdrawn.

If our credit ratings are downgraded and the market were to perceive any such downgrade as a deterioration of our financial strength, our cost of borrowing would likely increase and our net income could decrease and our ability to obtain new financing may be adversely affected, all of which could have a material adverse effect on us.

In addition, credit rating is sensitive to any change in Brazilian sovereign credit ratings. The credit ratings of the Brazilian sovereign were downgraded in 2016 and 2018 and, despite of a upgrade of the credits ratings in 2023, are no longer investment grade according to the methodologies of the major global rating agencies. Any further decrease in Brazilian sovereign credit ratings may have additional adverse consequences on our ability to obtain financing or our cost of financing and, consequently, on our results of operations and financial condition.

Unfavorable outcomes in litigation may negatively affect our results of operations, cash flows and financial condition.

In the ordinary course of our business, we and our officers are, and may become, party to numerous tax, civil (including environmental) and labor disputes involving, among other remedies, significant monetary claims. An unfavorable outcome against us may require us to pay substantial amounts of money, which could materially adversely affect our reputation, results of operations, cash flows and financial condition. Additionally, the amounts provisioned for legal proceedings may increase and existing provisions may become insufficient due to unfavorable outcomes in disputes against us. For more information on tax, civil (including environmental), labor and other proceedings, see "Item 8. Financial Information—Consolidated Statements and Other Financial Information—Legal and Administrative Proceedings."

Changes in the credit risk of customers and suppliers to whom we have made advances, sales through credit lines or loans may adversely affect us.

In the markets in which we operate, it is typical, and often a condition for competitive participation, for pulp and paper producers to make advances to suppliers or to make sales to customers on credit. When we make advances, sales on credit or loans to our suppliers or customers, we assume their credit risk. Additionally, we assume additional risks when using debt instruments to make advances and sales on credit to our customers. Therefore, changes in the macroeconomic environment or the market conditions under which our suppliers and our customers operate, in addition to problems related to the management of our suppliers and clients, may significantly affect their ability to make payments to us, directly impacting our assets and working capital.

These practices also expose us to the risk of a significant divergence between the rates under which we obtain financing from third parties and the rates that we grant to our customers and suppliers. We cannot assure you that we will always be able to match the terms under which we provide financing to our customers and suppliers with the terms of financing provided to us. Any increase in our customers' and suppliers' credit risk or divergence between their and our capital costs may materially adversely affect our shareholders' equity and results of operations.

Social crisis in the relationship with communities and class entities, as well as expropriation of any of our properties by the government, affect the regular use, cause damage, or deprive us of the use of or fair value compensation of our properties.

Organized social movements in Brazil advocate for agrarian reform and the redistribution of property, often engaging in irregular occupations in rural areas. In addition, taking advantage of the cover provided by social movements, other groups also illegally occupy rural properties through fraud or other criminal actions. Such occupations when in our operations areas may interrupt our forestry or industrial activities and, consequently, negatively affect our productive and operational results.

Land conflicts can also cause a series of risks to the integrity of our employees who work in the field, possible damage to areas of high environmental value such as Permanent Preservation Areas and buffer zones of Environmental Conservation Units, in addition to reputational damage.

We actively engage in negotiations with state or federal governments and social movements as an alternative approach, in addition to safeguarding our property rights within legal frameworks. The aim is to find permanent solutions for existing unauthorized occupations and prevent the occurrence of new ones.

In Brazil, with limited exceptions provided by law, only the Union, States, Municipalities, Federal District, and Territories have the authority to directly engage in the expropriation of land. Typically, the expropriation of rural areas arises from a failure to fulfill the social function of the property, which is a fundamental principle of property rights in Brazil. If a property owned by us is expropriated, our equity may be negatively impacted, as there is no guarantee that the compensation provided by the government will be sufficient to cover our losses. A significant risk associated with this scenario is that the financial compensation offered by the governments may prove to be inadequate, or we may be compelled to accept compensation in the form of public debt securities, which have limited liquidity.

The deterioration in labor relations with employees could adversely affect us.

We depend on intensive use of labor in our activities. Most of our employees are represented by unions, and their employment contracts are regulated by collective bargaining agreements. New collective bargaining agreements may have shorter terms than our previous agreements, and, if we are not able to negotiate collective bargaining agreements on acceptable terms to us, we may be subject to a significant increase in labor costs, deterioration of employee relations, slowdowns or work stoppages, which could have a material adverse effect on us.

Additionally, changes in safety and outsourcing regulations may result in an increase in our labor-related costs. We may be considered secondarily liable for any employment obligations relating to such employees or a direct employment relationship may be established by the labor courts with the outsourced employees and us, according to the current regulation in force.

The introduction of a stricter legal framework regarding the use of outsourced employees or third-party subcontractors, and/or the imposition of additional obligations on the contractor of outsourced services, may increase our labor-related costs and may adversely affect our business and operations.

In accordance with existing labor laws and regulations, we are required to provide and ensure the proper use of safety equipment for our employees and other individuals working on our worksites. If we fail to provide all necessary safety equipment and ensure the proper use of the safety equipment, or if we work with companies that are not sufficiently committed to ensuring the safety of their own employees, we may be held liable for any accidents that take place at our worksites. Any accidents at our worksites may expose us to the payment of indemnifications, fines and penalties.

In addition, any changes to existing safety regulations may impose additional obligations on us and result in an increase in our expenses with respect to safety equipment and procedures. For instance, changes imposing a reduced workday for safety reasons may result in reduced productivity, forcing us to hire additional staff. Similarly, provisions requiring us to install or buy additional safety equipment could increase our labor-related costs and adversely affect our operating costs and results.

Our hedging activities may expose us to losses due to fluctuations in currency exchange rates or interest rates, which could have a material adverse effect on our results and financial condition.

We regularly enter into currency, interest rate, commodity price and inflation hedging transactions using financial derivatives instruments, such as future contracts, options and swaps, in accordance with our policies. We have traditionally used hedging transactions to, among others, (i) protect our revenue (which is primarily denominated in U.S. dollars) when converted to reais (our functional currency), (ii) convert part of our debt which is denominated in reais into U.S. dollars, (iii) swap floating interest rates of our debt to fixed interest rates, (iv) swap floating monetary variation of our debt to fixed rate, and swap part of our IPCA indexed debt to CDI.

We account for our derivative instruments at fair value, in accordance with IFRS Accounting Standards. The fair value of such instruments may increase or decrease due to fluctuations in currency exchange rates or interest rates, among others, prior to their settlement date. We may incur losses due to these market risk factors. Fluctuations may also result from changes in economic conditions, investor sentiment, monetary and fiscal policies, the liquidity of global markets, international and regional political events, acts of war, terrorism, among others.

In the event that we cease to undertake hedging transactions to the extent necessary, we may be exposed to currency exchange, interest rate and inflation risks, which could materially adversely affect our results of operations and financial condition.

Delays in the expansion of our facilities, building new facilities or the ramp up of new or expanded facilities may increase our costs and adversely affect our results of operations and financial condition.

As part of our strategy, we may decide to expand our existing production facilities or build new production facilities. The expansion or construction of a production facility involves various risks, such as engineering, construction, operational systems, integration with the existing mill on brownfield projects, regulatory and other expected or unexpected significant challenges. These risks delay or prevent the successful operation of the project or significantly increase our costs. Our ability to complete successfully any expansion or new construction project subject to risks, including:

- we may either not be able to complete any expansion or new construction project on time or within the expected budget or be required by market conditions or other factors to delay the initiation of construction or the timetable to complete new projects or expansions, including adverse weather conditions, natural disasters, pandemics, fires, delays in supply, inputs or labor and accidents that impair or prevent the development of ongoing projects;

- our new or modified facilities may not operate at designed capacity, ramp up its learning curve as planned or may cost more to operate than we expect;
- we may not be able to sell our additional production at competitive prices;
- we may not have cash, or be able to acquire financing, to implement our growth plans;
- variations on exchange rate or product price may decrease significantly generated value by expansion project or new facilities;
- climate changes could affect our forest base for new projects or brownfield, and significantly increase our wood cost;
- we may have a negative impact on existing mills that can result on operational instability;

Any of the above events could have a negative impact in our business and financial and operating results.

Our insurance coverage may be insufficient to cover our losses, especially in case of damage to our planted forests, which may cause a material adverse effect on our results and financial condition.

Our insurance coverage, including the general third party liability, may be insufficient to cover losses to our forests, mills, dams, hydroelectric plants and other operating facilities for accidents, operational risks and international and domestic transportation if we suffer any catastrophic claim or if there is a particular clause excluding the coverage. In addition, we do not maintain insurance coverage against wars, unforeseeable fortuitous events, force majeure, interruption of certain activities, including due to pandemics, as well as fire, thefts, pests, diseases, droughts and other risks to our forests. The occurrence of losses or other liabilities that are not covered by insurance, due to the limited extent of the insurance coverage, losses that exceed the limits of our insurance coverage or any other reason that prevents reimbursement or indemnification, could result in significant and unexpected additional costs, our ability to operate and/or shortage of wood supply, which may affect our production. Moreover, the terms and conditions for the renewal of our insurance policies may change in the future depending upon market circumstances and the type and amount of risks insured. See "Item 4. Information on the Company—Business Overview—Insurance."

Risks Relating to Brazil

The Brazilian government has exercised, and continues to exercise, significant influence over the Brazilian economy. This influence, as well as Brazilian political and economic conditions, may materially and adversely affect us, our activities and the trading prices of our shares.

We conduct a substantial amount of our operations in Brazil, and we sell part of our products to customers in the Brazilian market. For the year ended December 31, 2024, 20.2% of our net revenues were derived from Brazil. Accordingly, our financial condition and results of operations are substantially dependent on economic conditions in Brazil. Future developments in the Brazilian economy may affect Brazil's growth rates and, consequently, the consumption of our products. As a result, these developments could impair our business strategies, results of operations or financial condition.

The Brazilian economy has been characterized by frequent, and occasionally drastic, interventions by the Brazilian federal government, which have often changed monetary, credit and other policies to influence Brazil's economy. The Brazilian federal government's actions to control inflation and other policies have often involved wage and price controls, depreciation of the *real*, changes in tax policies, controls on remittances abroad, fluctuations of the Central Bank of Brazil's base interest rate, as well as other measures. We have no control over, nor can we foresee, any measures or policies that the Brazilian federal government may adopt in the future. We may be materially adversely affected by changes in the policies of the Brazilian federal government, in addition to other general economic factors, including, without limitation:

- political, economic and social instability;
- monetary policies;
- political elections;

- inflation;
- exchange rate fluctuations;
- exchange controls and restrictions on remittances abroad;
- tax policy and amendments to the tax legislation;
- interest rates;
- liquidity of domestic and foreign capital and lending markets;
- government control of the production of our products;
- restrictive environmental and *real* estate laws and regulations; and
- other political, social and economic policies or developments in or affecting Brazil.

Uncertainty as to whether the Brazilian federal government will implement changes in policy or regulations affecting these or other factors in the future may contribute to economic uncertainty in Brazil and to heightened volatility in the Brazilian securities markets and the securities issued by Brazilian companies, including us. Accordingly, such uncertainties and other future developments in the Brazilian economy may adversely affect our business, financial condition and results of operation, negatively impacting our available cash flows for payment, and the trading price of our common shares.

Significant fluctuations in the exchange rate of the real against the value of the U.S. dollar may adversely affect our business, financial conditions or results of operations.

Our export revenues are directly affected by exchange rate variation. Depreciation of the *real* against the U.S. dollar will increase such revenues when denominated in *reais*, while appreciation of the *real* against the U.S. dollar will decrease such export revenues. Our revenues in the domestic market are also affected by exchange rate fluctuation, to the extent that imported products quoted in U.S. dollars become more or less competitive in the domestic market depending on the exchange rate variation.

Furthermore, some of our costs and operating expenses are also affected by fluctuations in the value of the *real* against the U.S. dollar, including export insurance, freight costs and the cost of certain chemicals we use as raw materials. Depreciation of the *real* against the U.S. dollar will increase such costs, while appreciation of the *real* against the U.S. dollar will reduce these costs.

Additionally, we may be adversely affected by depreciation of the *real* against the U.S. dollar, since a significant portion of our debt is expressed in U.S. dollars. Depreciation or appreciation of the *real* against the U.S. dollar may increase or decrease, as applicable, our financial expenses arising from these debt and other obligations in U.S. dollars, as well as adversely affect our ability to comply with certain covenants under financing agreements, which require us to maintain specific financial ratios. On the other hand, a significant appreciation of the *real* against the U.S. dollar or an appreciation during an extended period of time may significantly affect our cost structure and negatively affect our competitiveness in export markets.

As a result of inflationary pressures in past years, the Brazilian *real* had periodically devalued in relation to the U.S. dollar and other foreign currencies. In the last two years, the increase of interest rates in Brazil has led to a higher carry level, resulting in an appreciation of the Brazilian real in relation to the U.S. dollar. The Brazilian federal government has in the past implemented various economic plans and utilized a number of exchange rate policies, including sudden devaluations, periodic mini-devaluations during which the frequency of adjustments has ranged from daily to monthly, floating exchange rate systems, exchange controls and dual exchange rate markets. From time to time, there have been significant fluctuations in the exchange rate between the Brazilian *real*, the U.S. dollar and other currencies. There can be no assurance that the *real* will not depreciate or be devalued again against the U.S. dollar or against any other foreign currency.

Devaluations of the *real* relative to the U.S. dollar could create additional inflationary pressures in Brazil, lead to increases in interest rates, further limit our access to foreign financial markets and prompt the adoption of recessionary policies by the Brazilian federal government. Conversely, the appreciation of the *real* against the U.S. dollar may lead to a further deterioration of Brazil's current account and balance of payments and cause a decrease in Brazilian exports. Any of the foregoing developments may negatively affect the Brazilian economy as a whole, and, consequently, our results. In recent years, the Central Bank of Brazil has occasionally intervened to control unstable movements in the foreign exchange rate. We cannot predict whether the Central Bank of Brazil will continue to let the *real* float freely. Accordingly, it is not possible to predict what impact the Brazilian Central Bank exchange rate policies may have on us. We cannot assure that in the future the Brazilian federal government will not impose a currency band within which the *real* U.S. dollar-*real* exchange rate could fluctuate or set fixed exchange rates, nor can we predict what impact such an event might have on our business, financial position or operating results.

Economic and market conditions in other countries, including in the United States and emerging market countries, may materially and adversely affect the Brazilian economy and, therefore, our financial condition.

The market for securities issued by Brazilian companies is influenced by economic and market conditions in Brazil, and, to varying degrees, market conditions in other countries, whether emerging market countries or not. Although economic conditions are different in each country, the reaction of investors to developments in one country may cause the domestic or international capital markets prices to fluctuate. Developments or conditions in other countries, including non-recurrent events such as US-China trade war, acts of war and related sanctions and other events have at times significantly affected the availability of credit in the Brazilian economy and resulted in considerable outflows of funds and reductions in the amount of foreign currency invested in Brazil, as well as limited access to international capital markets, all of which may materially and adversely affect our ability to borrow funds at an acceptable interest rate or to raise equity capital when and if we should have such a need.

Additionally, we depend on third-party financing to carry out our activities, especially to finance our capital expenditures and working capital. In circumstances of limited liquidity, credit availability may be scarce, expensive or nonexistent, and we may face difficulties in our regular activities and in honoring our financial commitments.

Risks Relating to Our Shares and ADSs

Exchange controls and restrictions on remittances abroad may adversely affect holders of ADSs.

Brazilian laws provide that whenever a serious imbalance in Brazil's balance of payments exists or is anticipated, the Brazilian federal government may impose temporary restrictions on the repatriation by foreign investors of the proceeds of their investment in Brazil and on the conversion of Brazilian currency into foreign currency. You may be adversely affected if the Brazilian federal government imposes restrictions on the remittance to foreign investors of the proceeds of their investments in Brazil and, as it has done in the past, on the conversion of the *real* into foreign currencies. These restrictions could hinder or prevent the conversion of dividends, distributions or the proceeds from any sale of shares, as the case may be, into U.S. dollars and the remittance of U.S. dollars abroad. We cannot assure that the government will not take this measure or similar measures in the future. Holders of ADSs could be adversely affected by delays in, or a refusal to grant, any required governmental approval for conversion of *real* payments and remittances abroad in respect of the shares, including the shares underlying the ADSs. In such a case, the ADS depositary will distribute reais or hold the reais it cannot convert for the account of the ADS holders who have not been paid.

Holders of ADSs may face difficulties in serving process on or enforcing judgments against us and other persons, as well as may face difficulties in protecting their interests because we are subject to different corporate rules and regulations than a U.S. company.

We are organized under and are subject to the laws of Brazil and all our directors and executive officers and our independent registered public accounting firm reside or are based in Brazil. Substantially all of our assets and those of these other persons are located in Brazil. Moreover, our corporate affairs are governed by our bylaws and Brazilian Corporate Law, which differ from the legal principles that would apply if we were incorporated in a jurisdiction in the United States or elsewhere outside Brazil. In addition, the rights of an ADS holder, which are derivative of the rights of holders of our common shares, to protect their interests are different under Brazilian Corporate Law than under the laws of other jurisdictions. Rules against insider trading and self-dealing and the preservation of shareholder interests may also be different in Brazil than in the United States. The structure of a class action in Brazil is different from that in the US, and under Brazilian law, shareholders in Brazilian companies do not have standing to bring a class action, and under our by-laws must, generally with respect to disputes concerning rules regarding the operation of the capital markets, arbitrate any such disputes.

As a result, it may not be possible for holders of the ADSs to effect service of process upon us or these other persons within the United States or other jurisdictions outside Brazil or to enforce against us or these other persons judgments obtained in the United States or other jurisdictions outside Brazil. Because judgments of U.S. courts for civil liabilities based upon the U.S. federal securities laws may only be enforced in Brazil if certain conditions are met, the ADS holders may face greater difficulties in protecting their interests due to actions by us, our directors or executive officers than would shareholders of a U.S. corporation.

The relative volatility and lack of liquidity of the markets for our securities may adversely affect holders of our shares and the ADSs.

Investments in securities, such as our common shares or ADSs, of issuers from emerging market countries, including Brazil, involve a higher degree of risk than investments in securities of issuers from more developed countries. The Brazilian securities market is substantially smaller, less liquid, more concentrated and more volatile than major securities markets in the United States and other jurisdictions, and may be regulated differently from the ways familiar to U.S. investors. There is also significantly greater concentration in the Brazilian securities market than in major securities markets in the United States. These features may substantially limit the ability to sell our shares, including our shares underlying the ADSs, at a price and time at which holders wish to do so and, as a result, could negatively impact the market price of these securities.

In addition, although our public float represented 51.8% (excluding Treasury Shares) of our total capital float as of December 31, 2023, only 3.7% were represented by ADSs. Our controlling shareholders (including related parties and management) hold 47.0% of our stock. Any potential sale by these shareholders could adversely affect the market price of our securities.

Holders of ADSs may find it difficult to exercise voting rights at our shareholders' meetings.

Holders of ADSs do not have the same voting rights as holders of our shares. Holders of ADSs will not be our direct shareholders and will be unable to enforce directly the rights of shareholders under our bylaws and Brazilian Corporate Law, they are entitled to the contractual rights set forth for their benefit under the deposit agreement. Holders of ADSs will face practical limitations in exercising their voting rights because of the additional steps involved in our communications with ADS holders. For example, we are required to publish a notice of our shareholders' meetings in specified newspapers in Brazil. Holders of our shares will be able to exercise their voting rights by attending a shareholders' meeting in person or voting by proxy. By contrast, ADS holders will receive notice of a shareholders' meeting by mail from The Bank of New York Mellon, as our depository, following our notice to the depository requesting the depository to do so. To exercise their voting rights, ADSs holders have to provide instructions to the depository on a timely basis on how they wish to vote. In practice, the ability of a holder of ADSs to instruct the depository as to voting will depend on the timing and procedures for providing instructions to the depository, either directly or through the holder's custodian and clearing system and this voting process necessarily will take longer for holders of ADSs than for holders of our shares.

Holders of ADSs also may not receive the voting materials in time to instruct the depository to vote the shares underlying their ADSs. In addition, the depository and its agents are not responsible for failing to carry out voting instructions of the holders of ADSs or for the manner of carrying out those voting instructions. Accordingly, holders of ADSs may not be able to exercise voting rights, and they will have little, if any, recourse if the units underlying their ADSs are not voted as requested.

If holders of ADSs exchange their ADSs for underlying shares, they risk losing the ability to timely remit foreign currency abroad and other related advantages.

The ADSs benefit from the certificate of foreign capital registration, which permits our depository to convert dividends and other distributions with respect to common shares into foreign currency, and to remit the proceeds abroad. The conversion of ADSs directly into ownership of the underlying shares is governed by CMN Resolution No. 4,373/2014, and foreign investors who intend to proceed with such conversion are required to appoint a representative in Brazil for purposes of Annex I of CMN Resolution No. 4,373/2014, who will be in charge of keeping and updating the investors' certificates of registrations with the Central Bank of Brazil, and the Brazilian Securities and Exchange Commission (Comissão de Valores Mobiliários – "CVM"), pursuant to the procedure provided for CVM Resolution No. 13, of November 2020, which entitles registered foreign investors to buy and sell directly on B3. These arrangements may require additional expenses from the foreign investor. Moreover, if such representatives fail to obtain or update the relevant certificates of registration, investors may incur additional expenses or be subject to operational delays which could affect their ability to receive dividends or distributions relating to the shares or the return of their capital in a timely manner.

If holders of ADSs do not qualify under CMN Resolution No. 4,373/2014, they will generally be subject to less favorable tax treatment on distributions with respect to our common shares. There can be no assurance that the certificate of registration of our depository, or any certificate of foreign capital registration obtained by holders of ADSs, will not be affected by future legislative or regulatory changes, or that additional Brazilian law restrictions applicable to their investment in the ADSs may not be imposed in the future.

Holders of our shares will be subject to, and holders of the ADSs could be subject to, Brazilian income tax on capital gains from sales of shares or ADSs. Brazilian Law No. 10,833/03 provides that gains on the disposition of assets located in Brazil by non-residents of Brazil, whether to other non-residents or to Brazilian residents, will be subject to Brazilian taxation. Our shares are expected to be treated as assets located in Brazil for purposes of the law, and gains on the disposition of our shares, even by non-residents of Brazil, are expected to be subject to Brazilian taxation. In addition, the ADSs may be treated as assets located in Brazil for purposes of the law, and therefore gains on the disposition of the ADSs by non-residents of Brazil may be subject to Brazilian taxation. Although the holders of ADSs outside Brazil may have grounds to assert that Law No. 10,833/00 does not apply to sales or other dispositions of ADSs, it is not possible to predict whether that understanding will ultimately prevail in the courts of Brazil given the general and unclear scope of Law No. 10,833/03 and the absence of judicial court rulings in respect thereof.

Holders of ADSs may be unable to exercise the preemptive rights relating to our shares underlying the ADSs.

Holders of ADSs may not be able to exercise the preemptive rights relating to our shares underlying their ADSs unless a registration statement under the Securities Act is effective with respect to the rights or an exemption from the registration requirements of the Securities Act is available. We are not required to file a registration statement with respect to the shares or other securities relating to these preemptive rights, and we cannot assure holders of ADSs that we will file any such registration statement. Unless we file a registration statement or an exemption from registration applies, holders of ADSs may receive only the net proceeds from the sale of their preemptive rights by the depository or, if the preemptive rights cannot be sold, the rights will be allowed to lapse.

We may issue new shares, including in the form of ADSs, which may result in a dilution of our current shareholders' stake.

We may seek to raise additional capital in the future through public or private issuances of shares or securities convertible into shares. According to article 172 of Brazilian Corporation Law, we may not be required to grant preemptive rights to our shareholders in the event of a capital increase through a public offering of shares or securities convertible into shares, which may result in a dilution of our current shareholders' stake in our company.

The holders of our shares (including our shares underlying the ADSs) may not receive dividends or interest on net equity.

According to our bylaws, our shareholders are entitled to receive a mandatory minimum annual dividend of the lower of (i) 25% of our annual net profit, calculated and adjusted under the terms of the Brazilian Corporation Law, or (ii) 10% of our operating cash generation in the corresponding fiscal period, which is calculated by subtracting the amount of the investments in maintenance of the respective fiscal year from the Adjusted EBITDA, as defined in our bylaws. Our bylaws allow for the payment of interim dividends, to the retained earnings account or the existing earnings reserves in the last yearly or six-month balance, by means of the annual dividend. We may also pay interest on net equity, as described by Brazilian law. The interim dividends and the interest on net equity declared in each fiscal year may be imputed as the mandatory dividend that results from the fiscal year in which they are distributed. At the general shareholders meeting, shareholders may decide on the capitalization, on the offset of our losses or on the net income retention, as provided for in the Brazilian Corporation Law, with the aforementioned net income not being made available for the payment of dividends or interest on own capital. Additionally, Brazilian Corporate Law allows a publicly traded company, like ours, to suspend the mandatory distribution of dividends and interest on net equity in any particular year if our board of directors informs our shareholders that such distribution would be inadvisable in view of our financial condition or cash availability.

Our management is strongly influenced by our controlling shareholders and their interests may conflict with the interests of our other shareholders.

Our controlling shareholders have the power to, among other things, appoint a majority of the members of our board of directors and to decide any matters requiring shareholder approval, including related-party transactions, corporate reorganizations and disposals, and the timing and payment of any future dividends, subject to the requirements of mandatory dividends under the Brazilian Corporation Law.

Our controlling shareholders may have an interest in making acquisitions, disposals of assets, partnerships, seeking financing or making other decisions that may conflict with the interests of the other shareholders.

Additionally, any of our controlling shareholders may opt to sell significant part or the totality of their respective equity to third parties. In case we cease to have controlling shareholders, the remaining shareholders may no longer have the right to the same protection granted by the Brazilian Corporation Law against the abuses practiced by other shareholders and, as consequence, they may face difficulty in the compensation for damages suffered.

Any unexpected change in our management, in our business strategy and policies, tentative of control acquisition or any dispute among shareholders regarding their rights, may adversely affect our business and operational results.

Judgments of Brazilian courts with respect to our shares and the ADSs will be payable only in reais

Our bylaws provide that we, our shareholders, our directors and officers and the members of our fiscal council shall submit to arbitration any and all disputes or controversies that may arise amongst ourselves relating to, or originating from, the application, validity, effectiveness, interpretation, violations and effects of violations of the provisions of Brazilian Corporate Law, our bylaws, the rules and regulations of the CMN, the Brazilian Central Bank and the CVM, as well as other rules and regulations applicable to the Brazilian capital markets and the rules and regulations of the Arbitration Regulation of the Market Arbitration Chamber. However, in specific situations, including whenever precautionary motions are needed for protection of rights, the dispute or controversy may have to be brought to a Brazilian court. If proceedings are brought in the courts of Brazil seeking to enforce our obligations in respect of our shares or the ADSs, we will not be required to discharge our obligations in a currency other than reais. Under Brazilian exchange control limitations, an obligation in Brazil to pay amounts denominated in a currency other than reais may only be satisfied in Brazilian currency at the exchange rate, as determined by the Central Bank of Brazil, in effect on the date the judgment is obtained, and such amounts are then adjusted to reflect exchange rate variations through the effective payment date. The then-prevailing exchange rate may not afford non-Brazilian investors with full compensation for any claim arising out of or related to our obligations under our shares and ADSs.

As a foreign private issuer, we have different disclosure and other requirements than U.S. domestic registrants.

As a foreign private issuer, we may be subject to different disclosure and other requirements than domestic U.S. registrants. For example, as a foreign private issuer, in the United States, we are not subject to the same disclosure requirements as a domestic U.S. registrant under the Exchange Act, including the requirements to prepare and issue quarterly reports on Form 10-Q or to file current reports on Form 8-K upon the occurrence of specified significant events, the proxy rules applicable to domestic U.S. registrants under Section 14 of the Exchange Act or the insider reporting and short swing profit rules applicable to domestic U.S. registrants under Section 16 of the Exchange Act. In addition, we rely on exemptions from certain U.S. rules which will permit us to follow Brazilian legal requirements rather than certain of the requirements that are applicable to U.S. domestic registrants.

Foreign private issuers are required to file their annual report on Form 20-F within 120 days following the end of each fiscal year, while U.S. domestic issuers that are accelerated filers are required to file their annual report on Form 10-K within 75 days following the end of each fiscal year. As a result of the above, even though, following the declaration of effectiveness of the registration to which this prospectus is attached, we will be required to make submissions on Form 6-K disclosing the information that we have made or are required to make public pursuant to Brazilian law, or are required to distribute to shareholders generally, and that is material to us, you may not receive information of the same type or amount that is required to be disclosed to shareholders of a U.S. company.

ITEM 4. INFORMATION ON THE COMPANY

A. History and Development of the Company

We, Suzano S.A., were incorporated as a corporation on December 8, 1987 under the laws of Brazil. We have the legal status of a *sociedade por ações*, or a stock corporation, under the Brazilian Corporation Law. Our principal place of business is located at Avenida Brigadeiro Faria Lima, 1355, 7th floor, São Paulo, SP, 01452-919, Brazil (telephone: +55 11 3503-9000). Our shares are traded on the special listing segment of the B3, which provides for the highest level of corporate governance in the Brazilian market, and our ADSs are traded on the New York Stock Exchange.

Our activities began in 1924, when Leon Feffer, our founder, first entered the paper business to resell national and imported paper used for business cards, writing pads and stationery. In the late 1930s, with the purchase of its first machine, the Suzano Group began to produce its own paper. In the 1950s, Companhia Suzano de Papel e Celulose (“Companhia Suzano”) was formed, becoming what we believe to be the first global industrial-scale producer of eucalyptus pulp. In the mid-1960s, Companhia Suzano became the first paper producer to use 100% eucalyptus pulp in the production of printing and writing paper, according to “The History of the Pulp and Paper Industry in Brazil” (“*A História da Indústria de Celulose e Papel no Brasil*”), published by the Brazilian Technical Association of Paper and Pulp (*Associação Brasileira Técnica de Papel e Celulose*), or the ABTCP, in 2004. Today, we believe we are the world’s largest producer of market pulp, with an aggregate installed capacity of 13.4 million metric tons of eucalyptus pulp per year and a broad and diversified forest base.

In 1987 Companhia Suzano incorporated Bahia Sul S.A. (“Bahia Sul”), a joint venture between Companhia Suzano and Vale S.A. In 1992, we were granted registration as a publicly traded company by CVM. In early 2001, Companhia Suzano acquired all shares of Bahia Sul previously held by Vale, becoming the holder of 100% of the voting capital of Bahia Sul and 73% of its total share capital. At the same year, the management of Bahia Sul was unified with Companhia Suzano’s management, aiming to obtain synergies to implement a solid growth strategy in the paper and pulp sector.

In 2002, Companhia Suzano and Bahia Sul carried out a reorganization, which resulted in an increase in Companhia Suzano’s equity in the total share capital of Bahia Sul to 93.9%. In June 2004, as part of the corporate restructuring process, it was approved the merger of Companhia Suzano on Bahia Sul.

In 2004, we joined Level 1 Corporate Governance of B3 to enhance transparency and accountability to shareholders. And in 2006, our name was changed to Suzano Papel e Celulose S.A.

In 2015, we started the production of fluff pulp and announced investments in the tissue segment.

In 2018, we started trading our Level II ADRs, in accordance with the program approved by the CVM. The Bank of New York Mellon is acting as our depository bank in the United States, responsible for issuing the respective depository shares, at the ratio of one ADS for one common share. We are subject to reporting requirements under the Exchange Act and are required to file with the SEC, or furnish to the SEC, reports and other information.

In 2019, we acquired Fibria Celulose S.A. (“Fibria”) and became the world’s largest producer of market pulp, with an aggregate installed capacity of 10.9 million metric tons of eucalyptus pulp per year and a broad and diversified forest base.

In 2022, we launched “Suzano Ventures”, a global corporate venture capital initiative with a US\$70 million investment. With this initiative, we aim to accelerate the process of open innovation and become a global platform to encourage entrepreneurship around solutions for the bioeconomy based on planted forests. The focus of Suzano Ventures’ investments are on (i) cellulosic biomass technologies and applications, (ii) cellulosic packaging, (iii) agrotechnology companies that accelerate agroforestry productivity and (iv) carbon capture, measurement and management, in businesses in the Pre-Seed to Series A phases.

In 2022, we, along with Itaú Unibanco, Marfrig, Rabobank, Santander and Vale announced the creation of "Biomás", a new company focused entirely on the restoration, conservation and preservation of forests in Brazil. The company's mission is to restore and protect, over the next 20 years, four million hectares of native forest in some of Brazil's most valuable ecosystems, including the Amazon, Atlantic Forest and Cerrado biomes.

In June 2023, we completed the purchase of Kimberly-Clark's Tissue business in Brazil and became the Brazilian market leader in the toilet paper segment with 24% of the toilet paper market in terms of transaction value. The acquisition involved a factory located in Mogi das Cruzes (SP), which contractually provides for an installed capacity of approximately 130 thousand tons per year for manufacturing, marketing, distribution and/or sale of tissue products in the country, including ownership of the brand." NEVE", bringing to us a complementarity of brands, product categories and geography.

In 2024, we celebrated our first centenary by planting the future for the next 100 years: through a legacy project that involves partnerships with both international and Brazilian universities to enhance sustainability education and investments aimed at protecting biodiversity. Below are some of the highlights for the year:

- In July 2024, we concluded the construction of our new pulp production mill with a nominal capacity of 2,550,000 tons of eucalyptus pulp per year, located in the municipality of Ribas do Rio Pardo, in the state of Mato Grosso do Sul, known as Cerrado Project. The Cerrado project represents an important development in our long-term strategy, contributing to the expansion of our structural competitiveness, meeting the growing demand for hardwood pulp, and to our evolution in sustainability.
- In August 2024, we acquired a 15% minority stake in Lenzing Aktiengesellschaft ("Lenzing") held by B&C and entered into a shareholders' agreement with B&C, which sets forth the key terms and conditions of this partnership, including: (a) Suzano's right to hold two seats on Lenzing's Board of Directors; and (b) Suzano's right to change Lenzing's control by acquiring an additional 15% stake in Lenzing shares held by B&C, through a mandatory public takeover offer process as established by Austria's Takeover Act.
- In October 2024, we acquired the assets comprising integrated coated and uncoated paperboard manufacturing plants used for the production of Liquid Packaging Board and Cupstock, located in Pine Bluff, Arkansas, and Waynesville, North Carolina, both in the United States. Both assets were previously owned by Pactiv Evergreen Inc. and its affiliates ("Pactiv").

B. Business Overview

Industry

Pulp can be either recycled or virgin pulp. Recycled pulp is made from used materials, such as printing and writing papers, newsprint, packaging and other types of carton board, and then processed by chemicals in order to remove printing inks and other elements. Virgin pulp can be manufactured from a number of raw materials, such as wood, bagasse and bamboo, and it is classified based on the type of wood or fiber derived from the corresponding raw material as well as the processing system used and whether the pulp will be bleached. Bleached pulp is used for several purposes, including printing and writing, specialty, packaging paperboard and tissue papers. Unbleached pulp has a brown color and is used in the production of packages, corrugated board, paperboard, packaging papers, bags and tissue.

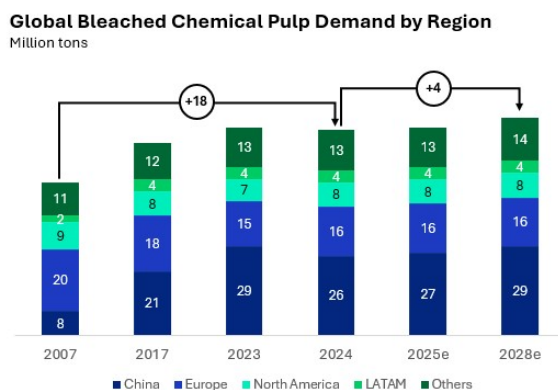
The most common raw material that we use to produce paper is wood pulp. Different tree species yield different fiber characteristics and, consequently, different paper attributes such as strength, softness and opacity.

There are two types of wood pulp: hardwood pulp and softwood pulp. Hardwood pulp is produced using hardwood trees, such as eucalyptus, aspen, birch, acacia, maple, oaks, beech trees and poplars, which have shorter fibers. Short fiber is generally best suited for the manufacture of products that require smoothness, brightness, uniformity and absorption properties, such as coated and uncoated printing and writing paper, tissue paper, specialty papers as image paper and décor laminate paper as well as packaging paperboard. Softwood pulp is produced using softwood trees (e.g. pine, spruce and fir) and is generally best suited for the manufacture of products that require greater durability and strength, such as kraftliner, newsprint, catalogues, boards, lightweight coated paper and tissue. However, paper producers may also substitute fibers used in the paper manufacturing process according to market availability by applying further processing, as refining mechanical treatment. The substitution depends on the raw materials and equipment available and the specifications of the final product. Pulp can be produced by integrated paper producers or by market pulp producers who sell the pulp to non-integrated or semi-integrated paper producers. In 2023, approximately 40% of global pulp virgin fiber consumption was “market pulp” (Hawkins Wright – The Outlook for Market Pulp (August 2024)); that is, pulp sold by pulp mills and bought by paper mills. We produce pulp for our own paper production (integrated pulp) and to sell to other papermakers (market pulp). We produce only hardwood pulp from our renewable forests of planted eucalyptus trees. Eucalyptus pulp is widely accepted among producers of printing and writing paper, specialty papers and tissue papers worldwide because of its properties and cash production cost, and it has represented an increasing percentage of the world production of hardwood pulp. Eucalyptus trees in Brazil have a shorter growth cycle than other hardwood trees (approximately seven years in Brazil) and higher yield per planted hectare.

Brazil’s competitive advantage is driven by the fact that Brazil has the fastest tree growth rates in the world and the highest productivity rate. Thus, we believe that we are among Brazilian pulp producers that have the lowest production cost in the global market.

The key drivers of global virgin pulp demand growth are packaging, tissue and special paper. According to Hawkins Wright these grades presented an average annual growth rate (AAGR) from 2013 to 2023 of 1.2%, 2.6% and 2.0%, respectively.

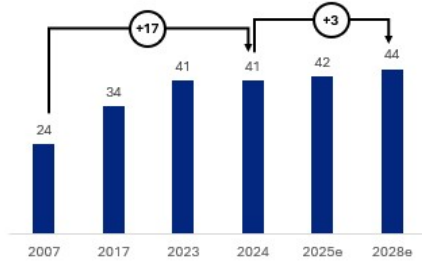
Paper consumption in China has been the main driver of demand growth over the past years. According to PPPC, global demand for pulp (including softwood pulp and hardwood pulp) and for tissue is expected to continue increasing in the following years.



Source: Pulp and Paper Products Council – PPPC S&D (December 2024).

Hardwood Pulp Demand

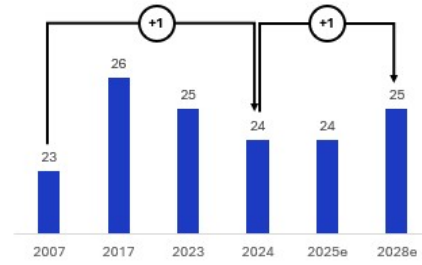
Million tons



Source: PPPC

Softwood Pulp Demand

Million tons

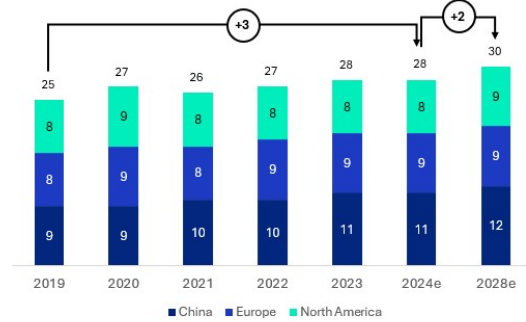


Source: PPPC

Source: Pulp and Paper Products Council – PPPC S&D (December 2024).

World Tissue Consumption Projection

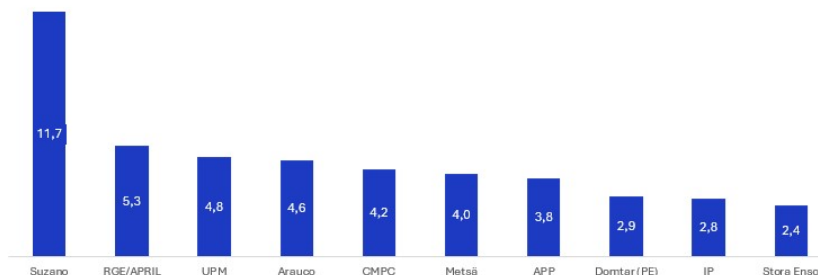
Million tons



Source: Pulp and Paper Products Council – PPPC (December 2024).

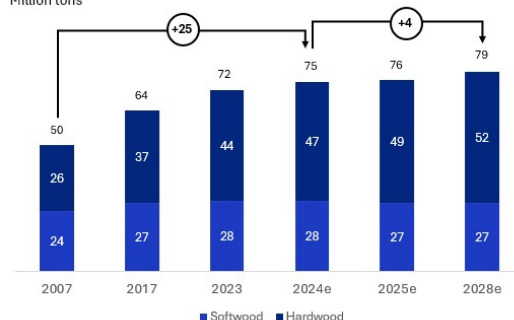
According to Hawkins Wright, in 2024, we were among the top ten market pulp producers in terms of capacity, with a combined 15% market share of chemical market pulp capacity.

Top 10 Chemical Market Pulp Capacity
Million tons



Source: Hawkins Wright, December 2024.

Global Market Pulp Capacity
Million tons



Source: Pulp and Paper Products Council – PPPC S&D (December 2024).

Our Company

With 100 years of experience, we operate mainly in the pulp (paper grade and fluff) and paper (paperboard, printing and writing and tissue) segments. We believe that we are one of the largest vertically integrated producers of pulp and paper in Latin America and, according to Hawkins Wright, we were the largest producer of eucalypt pulp in the world and virgin market pulp in the world in 2024. As other Brazilian eucalyptus pulp producers, we have one of the lowest cost of pulp production in the world. We believe our modern technology of plantation and harvesting and our strategic location for plantation facilities are among our competitive strengths.

We believe we are one of Brazil's largest paper producers, and based on data from IBÁ, we accounted for nearly 43% of the printing and writing paper and 25% of the paperboard produced in Brazil in 2024.

Our structure includes administrative offices in Salvador and São Paulo, two integrated pulp and paper production facilities in the state of São Paulo (Suzano and Limeira units), a non-integrated paper production facility in the state of São Paulo (Rio Verde unit), an integrated pulp, paper and tissue facility in the state of Bahia (Mucuri unit), an integrated pulp and tissue facility in the state of Maranhão (Imperatriz unit), two paper facilities in the states of Pará and Ceará (Facepa), and FuturaGene, a biotechnology research and development unit. We also own pulp production facilities in the state of Espírito Santo (Aracruz unit), in the state of São Paulo state (Jacareí Unit), two units in the state of Mato Grosso do Sul (Três Lagoas unit and Ribas do Rio Pardo unit) and 50% equity participation in Veracel together with Stora Enso, an industrial unit located in Eunápolis (in the state of Bahia).

After we completed the acquisition of Kimberly-Clark's Tissue business, our structure also includes a tissue facility in the state of São Paulo (Mogi das Cruzes unit).

In October 2024, we completed the acquisition of an integrated paper production mill in Pine Bluff and an extrusion and conversion facility in Waynesville, in the US. Both assets were previously owned by Pactic Evergreen.

We own one of the largest distribution structures for paper and graphic products in South America, maintain a office in China and have subsidiaries in the United States, Switzerland, Argentina, and Austria.

Our eucalyptus pulp production satisfies 100% of our requirements for paper production, and we sell the remaining production as market pulp. As of December 31, 2024 our total eucalyptus pulp installed capacity was 14.4 million tons per year. The scale of our production capacity, the proximity of our planted forests to our mills and the integration of our pulp and paper production process allow us to benefit from substantial economies of scale and low production costs.

Our Limeira, Suzano, Rio Verde and Jacareí mills are located near the city of São Paulo, the largest consumer market in Brazil according to data from IBÁ and RISI. These mills are located approximately 150 km from the port of Santos, an important export hub. They can supply both domestic and international markets in a competitive manner.

Our Mucuri and Aracruz units are focused primarily on export markets. Mucuri is located approximately 250 km from Portocel, a port specialized in exporting pulp located in the state of Espírito Santo, in which Suzano holds a 51% stake, while Aracruz is located only three km from Portocel.

The Imperatriz unit, in Maranhão, is also focused primarily on export markets. Its gateway for the external market is the Port of Itaqui, 600 km far from Imperatriz. Exports are carried from our mill to the ports by train, which allows for very competitive transportation costs.

The Três Lagoas and Ribas do Rio Pardo unit, in Mato Grosso do Sul, are both focused on export markets, and most of its volume is transported by train to the Port of Santos, where all exporting volumes are shipped. The relatively short distances between our planted forests, our mills and most of our Brazilian customers or export facilities provide us with relatively low transportation costs.

Pulp and Paper

We manufacture a diverse range of eucalyptus pulp and paper products, including pulp utilized in our paper production processes and market pulp. Our sales encompass both domestic market and international. Our product portfolio includes coated and uncoated printing and writing paper, paperboard, tissue paper, market pulp, and fluff pulp. Specifically within the printing and writing paper category, we offer various sizes and shapes, including cut paper for general purposes (cut-size), folio size, and reels. Our sales are not concentrated in any specific customer, in either the Brazilian or the export markets. As of December 31, 2024, one of our customers was responsible for 9.8% of the net sales of pulp segment (10.3% on December 31, 2023) and no customer was responsible for more than 10.0% of the net sales of paper segment on December 31, 2024 and 2023.

Pulp and Paper Production Process

Our production process comprises the three main stages: (i) planting and harvesting forests; (ii) pulp manufacturing; and (iii) paper manufacturing. Consistent with our strategy of conducting our business in accordance with the highest environmental standards, we use plantation and harvesting techniques that are environmentally friendly and sustainable, such as minimum-impact cultivation and soil preparation techniques that avoid erosion, maintain soil fertility along generations and promote high levels of efficiency and productivity.

Planting and Harvesting Forests

The development of our planted forests starts in our nurseries, where we use the most modern cloning technology available, and in third-party nurseries that use our genetic materials. The saplings we produce in our nurseries are a variety of eucalyptus that increases the production of pulp and are well suited for the climate and other geographic aspects of the micro-regions in which they will be planted. A harvester is used to cut, de-limb and de-bark the trees, and to cut them into logs. Part of the bark and leaves of the harvested trees is left in the planted forests. A forwarder carries the logs to the edge of the planting area, where a loader loads the logs onto a truck for transportation to the mill.

The management of our forests is the base that sustains our business, based on the planting and management of renewable forests, targeting of a competitive supply of wood through long-term planning and development and application of genetic improvements. As of December 31, 2024, we owned or leased approximately 3.2 million hectares of land, of which approximately 1.7 million hectares were used for eucalyptus cultivation and 1.2 million for forestry reserves, ensuring compliance with Brazilian law that determines the percentage of area required for legal and permanent preservation reserves, located mainly along the rivers. Remaining 0.2 million hectares are related to other uses such as roads. Our production units are in compliance with or exceed environmental standards – both Brazilian and international – for the production of pulp and paper.

Given the high degree of integration between the production of pulp and paper, we have a low conversion cost of pulp to paper.

Several factors account for our competitive advantage with regard to the cost of wood for the production of pulp: favorable topographic, climate and soil conditions in the regions of Brazil where we operate; advanced genetic improvement and harvesting technology; low average distances between our planted forests and mills, which are among the shortest in the world; our clone selection system, which improves our forests' yield and industrial performance, integrating our forestry and industrial activities; and our advanced techniques to maximize soil potential, such as mosaic plantation and minimum environmental impact cultivation techniques. Together, these factors enable us to enjoy: a high and increasing average volume of wood per planted hectare; a higher concentration of fibers per ton of harvested wood; the sustainable development of our operations; relatively low operating costs; and eucalyptus tree harvest rotations of approximately seven years, a period shorter than the harvest rotation periods in other regions of the world.

Pulp Manufacturing

The pulp manufacturing process takes place in two stages:

The "Kraft" Cooking Process. The logs received in our pulp mills are first de-barked, if not already de-barked in the field, and chipped in small pieces. The wood chips are screened by size and then transferred with conveyors to the impregnation stage followed by a pressurization and feeding system to the digester where they are "cooked" with sodium sulfide and caustic soda. This "kraft" cooking process is known for minimizing damage to the pulp fibers and allows the recovery of chemicals, thereby preserving high uniformity and strength of the fibers for subsequent paper production or other uses. During the cooking process, the cellulose fibers are separated from lignin and other extractive to produce unbleached pulp fibers. The unbleached pulp is then screened, washed and submitted to a pre-bleaching stage where oxygen delignification takes place. The combination of Kraft cooking and pre-bleaching removes approximately 95% of the lignin. At this stage, the pulp can already be used for specific paperboard applications, such as in one of the paper machines at the Suzano mill. Although not our main product, unbleached pulp grades can be commercialized or used in specialty packaging papers or boards. The lignin and other by-products of the Kraft process form a substance known as "black liquor", which is separated and pumped to evaporators to increase its solids concentration. Thereafter, the concentrated black liquor is burned in recovery boilers, where it serves as the primary fuel for generating steam and electricity to power the entire production process. Also, approximately 99.0% of the chemicals used in the kraft cooking process are recovered and reused within a closed-loop chemical recovery system, with only minimal makeup chemicals needed to compensate for losses.

Bleaching. To produce bleached pulp, the unbleached pulp is submitted to a chemical bleaching process. The bleaching process promotes further selective delignification and increases brightness of the fibers. This process consists of a series of medium-consistency bleaching stages in towers. In each bleaching tower a different mixture of bleaching agents is applied and after each stage, the pulp is washed. Three or four bleaching stages are required to obtain a fully bleached pulp. Our modern and low environmental impact bleaching processes are either elemental chlorine free (ECF) or total chlorine free (TCF). The bleaching process is designed to be harmless and may incorporate chlorine dioxide, sulfuric acid, caustic soda and hydrogen peroxide, without the use of elemental chlorine. At the end of the bleaching stages, the diluted bleached pulp, in its fluid state, is pumped to storage towers. Thereafter, the bleached pulp may be transferred directly to integrated operations in our own paper production or tissue paper facilities. We produce paper in the Mucuri, Suzano and Limeira mills and also supply slushed pulp to integrated paper producing customers in Jacaré (Ahlstrom) and Três Lagoas (Sylvamo Corporation). Our tissue paper production takes place in the Mucuri and Imperatriz mills. The majority of bleached pulp is, however, sold as raw material after being dried in high-capacity drying machines and converted into bales. In the Suzano mill, we are also producing dried pulp in rolls for fluff applications.

Paper and Tissue Paper Manufacturing

We produce (i) uncoated woodfree printing and writing paper at our Mucuri unit, Limeira unit, Suzano unit and Rio Verde unit; (ii) coated woodfree printing and writing paper at our Suzano unit and Limeira unit; (iii) paperboard at our Suzano unit and at our recently acquired Pine Bluff unit, in the US, and (iv) tissue papers at Mucuri, Maracanaú, Cachoeiro do Itapemirim, Imperatriz, Mogi das Cruzes and Belém. We start the paper production process by sending the pulp to refiners, which increases the fibers' resistance. The pulp slurry is then fed into the paper mill, where it is mixed with fillers and additives to provide the necessary properties required by paper grade and the end users. These additives include synthetic sizing, precipitated calcium carbonate, optical dyes, and others. During the paper and paperboard production, the sheet is formed, pressed and dried in a continuous process. At the end of the process, jumbo rolls are obtained and then converted into reels, folio sheets or cut-size paper. In the case of coated paper, the paper receives additional surface treatments with coating and additional drying before converting to reels or sized papers. Tissue papers are produced in dedicated tissue machines. Different from other paper machines, the tissue ones seek for other characteristics like softness, bulk and absorption. Tissue paper production requires very little additives and mechanical preparation of the fibers (refining) in special parameters, normally low intensity. Tissue papers are produced in dedicated tissue machines, different from other paper machines and seek for other characteristics like softness, volume and absorbance. Tissue paper production requires very little additives and mechanical preparation of the fibers (refining). The produced tissue paper mother rolls can be converted on site, converted in dedicated conversion units or sold.

[Table of Contents](#)

Computerized systems control or monitor all process stages. The marketing, sales and production, personnel work close together to manage the programming and control of our paper production process. In this manner, we are able to plan, optimize and customize different product runs and to anticipate, respond and adapt to seasonal variations and customer preferences.

Pulp and Paper Production Schedule

Our integrated pulp and paper mills operate three shifts, 24 hours a day, every day of the year, with the exception of scheduled maintenance periods. The dates of these maintenance periods are flexible and may be moved as a result of factors such as production, market conditions and supply of materials. We keep an inventory of certain spare parts that we consider critical to the production process or that are difficult to replace. We have also developed a close relationship with our suppliers to ensure access to spare parts.

Pulp Sales

Pulp Sales

The following table sets forth our Brazilian domestic and export sales of pulp for the periods indicated.

	For the year ended December 31,		
	2024	2023	2022
	(in tons)		
Suzano's pulp sales volume			
Brazilian	664,597	700,823	751,212
International	10,102,793	9,514,617	9,848,441
Total	10,767,390	10,215,440	10,599,653

Pulp Net Sales

The table below sets forth our pulp net sales by geographic region for the periods indicated.

	For the year ended December 31,					
	2024		2023		2022	
	R\$ (million)	Total (%)	R\$ (million)	Total (%)	R\$ (million)	Total (%)
Pulp net sales by geographic region						
Domestic market (Brazil)	2,295.3	6.1	2,144.0	7.0	2,665.7	6.4
Foreign market	35,298.2	93.9	28,533.0	93.0	38,718.5	93.6
Asia	15,760.8	41.9	13,588.0	44.3	18,294.0	44.2
Europe	11,895.4	31.6	8,701.0	28.4	12,768.3	30.9
North America	6,965.7	18.5	5,682.0	18.5	7,055.6	17.0
Others	676.3	1.8	562.0	1.8	600.6	1.5
Total	37,593.5	100.0	30,677.0	100.0	41,384.2	100.0

Pulp Customers

In 2024, most of our sales were made under contracts to customers with whom we have a long-term relationship in the Brazilian and export markets. Most of our customers are tissue, printing and writing and specialty paper producers that value the high-quality pulp produced and the reliability of supply provided by us. The majority of deliveries to final customers during last year were made from our overseas terminals in the United States, Europe, – and direct shipments to Asia.

[Table of Contents](#)

Prices may vary among the different geographic regions in which our customers are located. For a specific region, usually the price arrangements under our sales contracts are consistent with each customer profile, varying according to volume negotiated, regularity of purchase and our commercial strategy. Our sales contracts provide for early termination in the event of a material breach, insolvency of one of the parties or a force majeure event of an extended duration.

We have a diversified customer base for its pulp products. Our customers generally purchase their products using credit provided by us. We believe we have a good knowledge base to manage our credit risk portfolio through financial (letters of credit and insurance) and non-financial instruments (guarantees).

Paper Sales

We sell our paper products in Brazil and abroad. The markets we seek to serve are large and very competitive. Although price is very important in these markets, we believe that customers that have high-quality standards prefer our products due to the value and quality our paper imparts to their final products. This preference is shared among customers of all segments, from producers of notebooks and non-promotional materials, to more sophisticated customers, such as producers of promotional materials, high-quality packaging and art books.

The table below sets forth our paper net sales by geographic region for the periods indicated.

	For the year ended December 31,					
	2024		2023		2022	
	R\$ (million)	Total (%)	R\$ (million)	Total (%)	R\$ (million)	Total (%)
Paper net sales by geographic region						
Domestic market (Brazil)	7,278.6	74.2	6,719.0	74.0	5,858.9	69.4
Foreign market	2,531.2	25.8	2,358.0	26.0	2,587.7	30.6
Central and South America ⁽¹⁾	1,179.8	12.0	1,437.0	15.8	1,641.3	19.4
North America	914.2	9.3	476.0	5.2	608.7	7.2
Europe	355.8	3.6	302.0	3.3	325.5	3.9
Others	81.4	0.8	143.0	1.6	12.2	0.1
Total	9,809.8	100.0	9,077.0	100.0	8,446.6	100.0

(1) Excludes Brazil.

Paper Customers

Our customers generally purchase our products using commercial credit provided by our company. We have a diversified customer base for our paper products. We believe we have a good knowledge base to manage our credit risk portfolio through financial (letters of credit and insurance) and non-financial (guarantees) instruments. Additionally, we believe that our strategy to diversify our portfolio of paper clients improves our credit risk performance due to lower correlation between large, medium, small and micro sized clients.

Seasonality

Forest products, such as pulp and paper products, are typically cyclical. Changes in inventories are usually important in price determination. Furthermore, paper demand depends largely on general economic conditions, since production capacity slowly adjusts to changes in demand. Therefore, we can expect seasonal changes in paper net revenues in Brazil depending on such factors. Changes in production capacity may also affect prices.

Similarly, the pulp industry seasonality pattern has been historically correlated with paper production. World paper production normally increases by the end of the summer vacations in the northern hemisphere, as well as during the Christmas and New Year holidays. In Brazil, specifically, paper demand increases in the second half of the year, mainly due to the production of notebooks and books for the beginning of a new school year, which begins in February, and, in some years, governmental programs such as the National Didactic Book Program (*Programa Nacional do Livro Didático*) purchases.

Compared to the pulp market, paper market has a larger number of producers and consumers and greater product differentiation. Although the price of paper is cyclical and historically tied to the price of pulp, with a slight time difference, it is generally considered less volatile than the pulp price. The main factors affecting the price of paper are economic activity, ability to expand production and fluctuation in exchange rates.

Due to specific factors, including pulp and paper machine closures, start-up of new capacities, changes in the cost structure of the industry and the increase of global pulp demand, the seasonality trends observed in the past for the pulp industry may be subject to changes in the future. Nevertheless, seasonality has not caused significant impacts on us over the last three years. For this reason, we do not measure the impacts of seasonality in our results.

Raw Materials

The main raw materials used in pulp and paper production are described below.

Wood

We use fibers from three primary sources for the production of our paper: (i) our pulp; (ii) recycled paper; and (iii) mechanical pulp. Recycled paper and mechanical pulp are used in the interior layers of certain types of paperboard. We use eucalyptus trees for the production of all of our pulp.

The management of our planted forests is a key resource for wood. For further information, see “Item 4.—Business Overview—Our Company—Pulp and Paper—Planting and Harvesting Forests.”

Energy

Our energy matrix is predominantly renewable, with biomass (classified as an energy resource in the forest energy biomass categories) serving as the primary source. The majority of our energy generation is derived from black liquor, a by-product of the pulp manufacturing process, produced through the kraft chemical recovery process utilized in our mills. This black liquor is burned in chemical recovery boilers, contributing significantly to our steam generation.

As secondary energy sources, we utilize bark, wood chips, and wood waste in our processes. These materials are used as complementary fuels to meet the energy requirements of our operations and are burned in auxiliary boilers. Consequently, our chemical recovery process enables us to generate energy in an environmentally friendly manner.

A substantial portion of our energy consumption is supplied by our own electricity generation. Several of our industrial plants are self-producers of energy, consuming the energy generated on-site and exporting surplus energy to the Brazilian national grid. The plants that produce 100% of the energy they consume include Mucuri (BA), Imperatriz (MA), Três Lagoas (MS), Veracel (BA), and our new factory of Ribas do Rio Pardo (MS).

Surplus energy from self-producing plants is allocated to other locations with energy deficits through contracts accounted for at the CCEE (Brazilian Energy Compensation Chamber).

We have undergone the certification process to issue the I-REC (International REC Standard) based on the renewable energy generated by the Três Lagoas (MS) industrial unit. This certificate represents the renewable generation attributes of one megawatt-hour (MWh) of energy produced from biomass and can be sold by the generator on the electricity market. In 2024, we commercialized a total of 337,915 I-RECs.

We also invest in energy efficiency and research and innovation, aiming to increase renewable energy generation by optimizing the use of our own resources. Over the years, we have reduced our consumption of fossil fuels.

In terms of energy efficiency, the chemical recovery process plays a crucial role in pulp and paper production. This process is consistently emphasized in our actions, and we have developed several projects focused on energy efficiency at our industrial plants. We have set a long-term goal to increase our renewable energy exports to the national grid by 50% by 2030 (baseline 2018). In 2024, we exported approximately 1,521 GWh of energy.

In 2024, our energy matrix consisted of 88% renewable sources. Non-renewable sources represented 12%, with natural gas being the most significant source, primarily used in the lime kiln process, as well as diesel oil used in forestry, logistics, and transportation.

Chemicals

A variety of chemicals, including sodium sulphate, sodium hydroxide (caustic soda), sodium chlorate, chloride, hydrogen peroxide and oxygen, are utilized in the paper production process, mainly in the pulp production phase. In the production of coated paper, we use various additives, primarily kaolin, calcium carbonate, latex, starch, bleaches and binders. The chemicals used in the pulp production process are recovered and recycled within our pulp mills.

All chemical waste is treated in order to conform to the most current standards and practices of the pulp and paper industry worldwide. The chemicals used in the pulp and paper industry are commonly used in a variety of other industrial activities and do not present a uniquely hazardous threat. Notwithstanding this fact, we strictly adhere to all safety rules and regulations related to the transport, storage and production of chemical products. In addition, we maintain an insurance policy to cover liability in the event of an accident in the transportation, storage or production of chemical products.

Transportation

The cost of transportation of pulp and paper products to the consumer market is an important component of our competitiveness. In the years ended December 31, 2024, 2023 and 2022, logistics costs accounted for 21.3% 19.5% and 21.5% of our cost of goods sold and selling expenses, respectively.

Our scale of production, the proximity of planted forests to our pulp mills and planted forests in relation to our factories and the integration of the processes of pulp and paper production gives us substantial economies of scale and lower production costs. Suzano, Rio Verde and Limeira units, in the state of São Paulo, are strategically located near our major customers for paper products and approximately 150 kilometers from the port of Santos. The Mucuri unit, which primarily services the external market, is strategically located approximately 250 kilometers from Portocel, a port that specializes in the exportation of paper and pulp, and approximately 320 kilometers from the port of Vitória. The Imperatriz unit, in Maranhão, which also primarily services the external market, is located approximately 600 kilometers from the port of Itaqui. The proximity of our forests, factories, Brazilian clients and ports allows us to enjoy relatively low transportation costs, which, in turn, provides a competitive cost structure for exports.

In addition, the Brazilian market may take advantage of Jacareí mill's proximity to São Paulo and Rio de Janeiro, while the Aracruz mill has the one of the best logistics in the industry, approximately three kilometers to the Portocel port facility. The Três Lagoas and the Ribas do Rio Pardo mills are located near the "Malha Paulista" railway in the southeast of Brazil, ensuring the cost competitiveness of this mill, although distance from the port is approximately 750 and 850 kms.

Port Operations

The pulp produced for export is shipped in two ways: as break bulk cargo on dedicated ships and as containerized cargo through partial service via long-term maritime charter contracts or spot contracts to Suzano's terminals abroad, and then delivered to customers. We conduct operations in the port of Itaqui, (state of Maranhão), port of Santos (state of São Paulo) and port of Barra do Riacho (namely Portocel - state of Espírito Santo).

Port of Itaqui

The port of Itaqui is located on the coast of the state of Maranhão. From this port, we exported in 2024 pulp produced at the Imperatriz mill, which is located approximately 600km away from the port of Itaqui, where we have a warehouse of 73,000 tons, and a berth of vessels up to 225m of Length of Overall (LOA), 76.500 ton of DWT (Deadweight Tonnage) and 15m of draft. The berth is managed by EMAP and we have preferential berthing rights.

Port of Santos

The port of Santos is located on the coast of the state of São Paulo. From this port, we export pulp produced at the Jacarei/SP, Limeira/SP, Três Lagoas/MS and Ribas do Rio Pardo/MS units, which are located approximately 150, 250, 750 and 850 kilometers away from the port of Santos, respectively. Through a concession, we operate terminal 32 (T32) of the port of Santos and at Vertere (DP World Santos). We conducted an expansion process, complete in 2024, in both ports to attend the demand from a new mill in Ribas do Rio Pardo (Cerrado Project). At Terminal 32, we have expanded our infrastructure by adding two additional railway lines, bringing the total to four, and have installed a new portico. At the DP World facility, we have enhanced operational capabilities by incorporating two overhead cranes into the new warehouse. The containerized pulp is exported using third-party terminals designated by the shipping companies.

Paper produced by us for export is mainly shipped out of the port of Santos, which is located approximately 80 kilometers from the Suzano unit and about 250 km from the Limeira unit, where most of the paper production designated to export markets comes from. We also operate with containers at the port of Santos, mainly used in the paper and fluff business.

Portocel

The pulp produced for export at the Aracruz, Mucuri and Veracel pulp mills is shipped out of the port of Barra do Riacho (Portocel), which is located approximately three kilometers, away from Aracruz, approximately 250 kilometers away from Mucuri and 260 nautical miles, from Veracel's barge terminal. We own 51% of Portocel, the company that operates the port terminal of Aracruz. The remaining 49% of Portocel is owned by Cenibra, another pulp manufacturer.

The Portocel is a modern facility that has the capacity to handle approximately 7.5 million metric tons of pulp and wood per year, from their owners and other players, and different types of material like aluminum, steel coils, granite and project cargo. Warehouse facilities at Portocel are capable of storing approximately 220,000 metric tons of pulp (static storage).

Marketing and Distribution

We have our own sales teams for our pulp and paper business units, which sell our products in both the Brazilian and international markets, to final consumer or distribution intermediaries. We sell our products in both the Brazilian and export markets. In the years ended December 31, 2024, 2023 and 2022, 79.8%, 77.7% and 82.9%, respectively, of our net sales from market pulp and paper products was attributable to sales made outside of Brazil. Domestically in Brazil, we have a sales staff consisting of employees operating in various regions of Brazil.

Pulp

Our pulp business unit's commercial strategy is based on three pillars: strong relationships, long-term partnerships and differentiated services. To ensure proximity with our national and international customers and to ensure that our products are tailored to their needs, we use a Brazilian sales team, which services Latin America, and local sales teams in the United States, Austria, China and Singapore. In Brazil and in each of our international offices, we have technical assistance departments that focus on our customers' needs, with the purpose of providing our customers with smart technical solutions for their transition from other types of fiber to eucalyptus fiber. We organize annual technical workshops, in Brazil and in each of the countries where we operate, to share with our customers and international offices our innovative initiatives, technical developments and market strategy.

Paper

In 2024, 74.2% of our paper net sales were made to the Brazilian market. In order to better serve this market, we have divided it into five categories, designing different commercial and marketing strategies for each segment:

- *Packaging*: this is the main end use of our paperboard sales and involves production of packaging for the pharmaceutical, cosmetic, toys, clothing, shoes, food, beverage, hygiene, and cleaning industries. We also serve liquid packaging and food service segments of paperboard, through our Pine Bluff mill in the US.
- *Advertising* and Catalogs: this segment mainly involves coated paper sales and production of promotional flyers, catalogues, displays and signs;
- *Books*: this segment accounts for the production of books, educational textbooks, magazines and newspapers and involves the sale of all of the paper types that we produce (coated, uncoated and paperboard);
- *Notebooks*: this segment involves the production of notebooks and diaries in both the local and export markets, and uses uncoated paper and paperboard;
- *Copy Paper*: this segment encompass office end uses and retail channel, which involves the commercialization of uncoated paper in cut-size format (e.g., letter and A4 sizes) in stationery stores and self-service businesses.

To serve the first four categories listed above, we use various distribution channels: we directly sell large paper volumes to publishers and converters, and sell small paper volumes both indirectly through publishing distributors and directly through our sales team spread across Brazil. In the copy paper segment, we sell indirectly through paper distributors and directly through our call center, e-commerce, or commercial team for customers with large volumes.

We own distributors for our paper and graphic products, one in Brazil, one in Argentina, Stenfar S.A.I.C. Importadora y Exportadora and (Stenfar), and one in Ecuador, Suzano Ecuador. For Brazilian distribution, we rely on four regional distribution centers: one in São Paulo, one in Serra (Espírito Santo) and one in São José dos Pinhais (Paraná), as well as our local distribution centers, in the cities of Campinas and Ribeirão Preto (state of São Paulo), Belém (state of Pará), Brasília (federal district), Campo Grande (state of Mato Grosso do Sul), Cuiabá (State of Mato Grosso), Londrina (state of Paraná), Fortaleza (State of Ceará), Goiânia (State of Goiás), Manaus (State of Amazonas), Porto Alegre (State of Rio Grande do Sul), Recife (state of Pernambuco), Rio de Janeiro (state of Rio de Janeiro), Salvador (state of Bahia), Uberlândia (state of Minas Gerais), Belo Horizonte (state of Minas Gerais), and a newly inaugurated local distribution center in Chapecó (State of Santa Catarina).

In October 2024, we completed the acquisition of two new assets in the US from Pactiv Evergreen, an integrated paperboard mill, in Pine Bluff, and an extrusion and conversion facility in Waynesville. These assets allow us to distribute those products locally and export them to foreign markets from the US.

Other than distributing our own line of paperboard and printing and writing paper, we also distribute other product lines to reach the graphics, editorial and consumer segments and to public agencies. In Argentina, Stenfar is a company-owned distributor of paper and computer supplies operating in Argentina, through which we conduct such distribution operations. Stenfar has been operating for more than 58 years and has an important and active presence in the market, located in Buenos Aires. Stenfar services the graphics, editorial and consumer segments and public agencies, working with printing and writing paper, paperboard and computer supplies.

In Ecuador, Suzano Ecuador is a wholly-owned subsidiary that operates as a paper distributor. Through Suzano Ecuador, we conduct our distribution operations in the country. Suzano Ecuador commenced its operations in 2023, and since then, we have been expanding our presence in the market.

In addition to providing a more comprehensive portfolio of services and products to our customers, our distribution operations in Brazil, Stenfar's distribution operations in Argentina, and the establishment of Suzano Ecuador reflect our commitment to improving our distribution channels. By expanding our network, we aim to benefit our clients directly by increasing proximity and agility in meeting their needs.

Alongside our own lines of paperboard and writing and printing paper, we also distribute other complementary product lines not produced by us, catering to the graphics, publishing, consumer, converter, and government entities segments.

Competition

The pulp industry is highly competitive. The top 20 producers currently supply approximately 79,2% of the global virgin market pulp capacity according to Hawkins Wright (December 2024). We face substantial competition from numerous producers of paper and hardwood market pulp, including major Brazilian producers, such as Bracell, Eldorado, CMPC and Celulose Nipo Brasileira S.A. (Cenibra). Many factors influence competitive position, including mill efficiency and operating rates and the availability, quality and cost of wood, energy, water, chemicals, logistics and labor, and exchange rate fluctuations. Latin American pulp producers have structural cost advantages over other global competitors, mainly in North America and Europe, due to their shorter harvest periods and higher land productivity, which is only partially offset by geographical distance from the end markets. Many of our Latin America competitors enjoy cost advantages similar to ours, including low production costs, and have access to similar sources of funding to finance their expansion projects.

The international pulp and paper markets are highly competitive and involve a large number of producers worldwide. As a vertically integrated pulp and paper producer, we compete not only with other vertically integrated pulp and paper producers, but also with companies that produce only pulp or paper. Many of these producers have greater financial resources than we do and enjoy lower financing costs. However, as the largest producer of eucalyptus pulp and virgin market pulp in the world in 2024, according to Hawkins Wright, we maintain our competitive advantage by keeping production costs low, maintaining long-term contracts with our customers and vertically integrating our operations.

Sustainability Strategy

We guide our sustainability strategy based on Material Topics identified through a comprehensive study that combines the perspectives of various stakeholders — those with interests in the sectors in which we operate — with key topics for our business, such as Water and Effluents, Biodiversity, Emissions and Climate Change, Waste and Hazardous Materials, Certifications, Relationship with Communities, Product Design and Life Cycle Management, Supplier Management. In determining materiality, we follow internationally recognized guidelines, such as the Global Reporting Initiative (GRI) and the Sustainability Accounting Standards Board (SASB). Furthermore, all of our Material Topics are in line with the United Nations (UN) SDGs.

In our business, we make innovation and sustainability go hand in hand to transform renewable raw materials from trees into innovative and sustainable bioproducts for billions of consumers in over 100 countries. We strive to be an agent of change and develop solutions to face the challenges of our society.

Guided by our Commitments to Renewing Life, we leverage our role in the value chain and society. These are a set of 15 goals, in line with the SDGs, representing a strategy created collaboratively, considering the views of hundreds of people, from different stakeholder groups. They lead us to make significant changes in the way we produce, consume and relate to the world today, contributing to a regenerative economy.

Our non-financial information is reported annually and is limited assured by an independent third party. The Sustainability Report and Sustainability Center were published prior to the 2025 General Assembly, in accordance with major sustainability reporting frameworks, including the Global Reporting Initiative (GRI), the principles of International Integrated Reporting Council (IIRC), Resolution 59 of the Brazilian Securities and Exchange Commission (CVM, in Portuguese), and the SDGs. Our Sustainability Report includes metrics from the Sustainability Accounting Standards Board (SASB) for the Pulp & Paper Products, Forest Management, and Containers & Packaging sectors, it considers the International Financial Reporting Standards S20 guidelines for Climate-Related Disclosures (IFRS S2), by the International Sustainability Standards Board (ISSB), which incorporated the recommendations of the Task Force on Climate-Related Financial Disclosures (TCFD). Our Sustainability Report, is not incorporated by reference in this annual report on Form 20-F.

Focusing on priority ESG ratings, in 2024, we achieved the following results: MSCI rating "BB"; platinum medal on EcoVadis, continuing as one of the best rated companies in the world; scored "B" f Climate Disclosure Project ("CDP") in Forest and Water transparency and "C" in Climate Change; and rating for "Low Risk" on Sustainalytics.

We have secured funding through sustainability linked financing, including Green Bonds (securities linked to the use of proceeds for projects with environmental additionality), Sustainability Linked Bonds ("SLBs"), and Sustainability Linked Loans ("SLLs") (bonds and loans linked to sustainability performance targets). As the first company in the Americas and the second globally to issue an SLB, in 2020, Suzano has remained focused on the sustainable finance agenda. In 2025, we will continue to focus on new opportunities and innovation, in line with our public sustainability commitments. As of the end of 2024, 46% of our debt was composed of sustainable financial instruments.

In 2024, we debuted in a new market by becoming the first non-governmental and non-financial company in the Americas to issue in the Chinese market, in the so-called Panda Bonds, with a green classification. These funds will be entirely allocated to certified eucalyptus planting in Brazil. This initiative reaffirms our focus on diversifying funding sources, seeking more competitive alternatives, accessing new investors in the second most liquid capital market in the world.

We also maintain our policy of incorporating sustainability criteria into our investment analysis, considering our set of 15 sustainability goals along with the financial parameters, as well as the internal carbon price and the shadow carbon price.

Environmental Matters

General

We are committed to produce pulp and paper with efficiency and with the lowest impact on natural resources and the environment. Our continuing goal is to increase our positive impacts, while avoiding and mitigating adverse impacts on the environment by controlling our emissions, preserving biodiversity and by fully complying with Brazilian environmental regulation, legislation and recognized international standards.

Our industrial units are ISO 14001 certified, which attests to our environmental management system, except for Tissue mills (Belém, Maracanaú, Cachoeiro and Mogi Unit) and Suzano Packaging US. We also have received other certifications, including ISO 9001 and ISO 45001.

Our forests units are certified by the Forest Stewardship Council® (FSC® -C010014) and the Programme for the Endorsement of Forest Certification (PEFC 28-32-63), including controlled sources. Both FSC and PEFC seals attest our responsible forest management. These seals were created by different multisector international organizations, have strong international recognition and are also labeled in several of our products and our clients' products. We reinforce our commitment to establish plantations exclusively in areas previously anthropized by other uses whose conversion has not occurred under our responsibility, committing to a zero-deforestation policy.

Our environmental commitments are supported and monitored by relevant organizations and coalitions such as the UN Global Compact, Climate, Forest and Agriculture Brazilian Coalition, the Alliance for the restoration of the Amazon and One Trillion Trees (1t.org), among others. We also have a strong commitment to community service and participate in and fund a variety of projects, including projects supported by *Instituto Ecofuturo*, a non-governmental organization that we have created and sponsor, whose purpose is to generate and share knowledge and practices that contribute to creating a culture of sustainability.

Water

We have a goal of reducing specific water withdrawal in our industrial units by 15% by 2030, linked to SDG 6. Considering the expected curve until 2030, we defined each mill's internal annual and monthly targets and monitor monthly each mill's internal targets, mapped out best practices, replaced equipment to enhance water efficiency and used recovered water in machines. To reinforce the topic's governance priority, we defined targets linked to variable remuneration to the COO, Industrial Officers and lower positions. In 2024, we already achieved 73% of the target set out for 2030.

Solid Waste and Wastewater

The treatment of effluents in all industrial units is carried out in our own Effluent Treatment Plants and includes primary (physical) and secondary (biological) treatment. The biological sludge generated at the effluent treatment plants has been treated in different eco-efficient ways. In addition to complying with the applicable rules on solid waste, our mills have a waste management plan and operational procedures. Waste management includes daily monitoring and forums focused on reducing solid waste generation, increased recycling and internal reuse and reduction of shipment to landfills. The mills also receive internal and external audits.

In 2020, we announced an ambitious goal to reduce the industrial waste sent to landfills by 70% by 2030. In 2024, our units in Limeira, Jacareí, Rio Verde and Mogi das Cruzes continued to maintain their performance of not sending waste to landfills. One of the major highlights of the year was the consolidation of the composting project at the Mucuri/BA unit, which reduced the unit's indicator by almost 10%.

Biodiversity

We are committed to a zero deforestation policy and adoption of best forest management practices, as defined by the Forest Stewardship Council (FSC). Therefore, our eucalyptus plantations co-exist interleaved with areas destined for biodiversity conservation - the mosaic landscapes approach, favoring the connection of native fragments and the establishment of ecological corridor. Our forest management practices follow all the legislation, standards and commitments undertaken. Also, being certified by international widely recognized standards, the FSC and the PEFC, both auditable certification schemes.

We maintain and protect more than 1 million hectares of native vegetation, which corresponds approximately to 40% of our total area. To increase the protection and monitoring of biodiversity, we voluntarily identified areas considered global or nationally important for biodiversity conservation, defined as High Conservation Value Areas (HCVA) and Private Natural Heritage Reserves (IUCN Category IV).

The scope of the target to preserve biodiversity considered our representativeness extent and territorial influence, focusing on the priority areas for the biodiversity conservation in Brazil, going beyond our properties. We have committed to "connect half a million hectares of priority areas for the conservation of biodiversity in the Cerrado (Brazilian Savannah), Atlantic Forest and Amazon" by 2030, measuring yearly the connected fragments (in hectares) and other benefits.

Climate Change

With one of the largest forest bases in the world, we understand our role in fighting climate change and constantly seek to expand our environmental performance and engagement. Together, native forests and eucalyptus plantations contribute directly to removing and storing CO₂ from the atmosphere. Therefore, we are committed to doing more than reducing direct and indirect emissions from our value chain. Our purpose is to remove significant additional amounts of carbon from the atmosphere, thus mitigating the effects of the global climate crisis.

Our starting point for measuring our actions is the Greenhouse Gas Inventory, a tool developed through internally established procedures and recognized methodologies (such as the Greenhouse Gas Protocol) and verified by a third party, which annually accounts for Suzano's total emissions (Scope 1, 2 and 3) and removals.

Using the Greenhouse Gas Inventory tool, it is possible to assume and monitor the long-term goals below:

- Removing 40 million tons of CO₂ equivalent from 2020 to 2025; and
- Reducing the intensity of carbon emissions (Scopes 1 and 2) by ton of product produced (tCO₂eq/t) by 15% by 2030.

The current emissions intensity target of a 15% reduction is in accordance with international standards, according to three methodologies: Transition Pathway Initiative (TPI), Baringa and Truecost. Since joining the Science Based Targets Initiative (SBTi), we have been working on establishing direct and indirect (scopes 1,2 and 3) emissions reduction target aligned with the 1.5 °C scenario.

We also take part in the Climate Action 100+ initiative, led by investors. We report to CDP and seek to ensure that our public climate-related information is in line with global climate reporting best practices, such as IFRS S2, TCFD, GRI and SASB.

Our Board of Directors, supported by the Sustainability Committee, directly oversees the opportunities and risks associated with climate change. Reflecting the growing importance of this issue within our Company, a portion of the variable compensation of the our directors and below positions is linked to sustainability and climate goals. The topics chosen for the goals relate to both emissions reduction initiatives and decarbonization projects, as well as the project to remove carbon from the atmosphere.

Climate change and its potential effects are considered one of our priority risks to our operations. To this end, we have a structured system in place for assessment, treatment (i.e., response to risk), monitoring and reporting. Our assessment of the potential physical impacts of climate change, as well as those arising from the transition to a low-carbon economy, is conducted on an ongoing basis and will continue to evolve. The data is used to calibrate harvest and planting planning models and to review the assessment of co-related climate risks to define new specific action plans, when necessary.

In 2024, we began using a new model for financial quantification of climate risks. We seek to calculate the future financial impact of the potential materialization of the main risks to which our assets and operations are exposed. As a first step, we carried out a pilot project that covered our entire operation in the northern region of Brazil and several of our corporate areas, providing important intel. These results will be used to scale and expand this new methodology to our other assets, initially providing the Company internally with relevant information to increase resilience and adaptive capacity in the face of different climate scenarios and provide feedback on business strategies. This project aims to prepare us to comply with future regulation.

We also prioritize the use of renewable energy, as approximately 88.2% of the energy we use comes from renewable fuels (such as black liquor and biomass). We are self-sufficient in the Mucuri, Imperatriz and Três Lagoas units in terms of energy needs and some mills are even selling surplus energy back to the grid. In 2024, 1,521,199 MWh of renewable electric energy were supplied to the public grid from these units.

Carbon credits

We are engaged in the certification of ongoing carbon credit projects, including the *Horizonte de Carbono* Project, which focuses on restoring degraded areas through reforestation with native and eucalyptus trees. On March, 2023, Verra, our certifier, completed the validation and verification of 1.9Mt CO₂e for the *Horizonte* Project (VCS ID 3350). Of this amount 1.7 million metric tons of CO₂e are eligible for credit issuance.

Brazilian Environmental Regulation

The Brazilian federal constitution assigns to the Brazilian federal government, the states, the federal district and the municipalities the authority to enact laws and issue regulations regarding environmental protection and preservation of Brazilian fauna and flora, as well as the power to enforce such laws. States can only enact laws and issue regulations to supplement federal law, exerting full legislative power only in the absence of federal regulations. The municipalities have authority to enact laws and issue regulations only with respect to matters of local interest or to supplement federal and state laws.

The Brazilian environmental policy establishes that activities (i) considered actually or potentially polluting; (ii) that use natural resources; or (iii) that, in any manner, may result in environmental degradation, are subject to prior environmental licensing. This procedure is necessary both for the initial installation or expansion of any facility that meets any of those characteristics. The environmental licensing process generally follows three consecutive stages: preliminary license, installation license and operating license.

Regarding licensing procedures, municipalities have the jurisdiction to license facilities that only have a local environmental impact, pursuant to definitions issued by the State Environmental Council. The Brazilian federal government is responsible for the environmental licensing of projects and activities: (i) within the Brazilian inland borders; (ii) located in the Brazilian territorial sea, continental platform or exclusive economic zone (which term is defined under Brazilian law); (iii) located in indigenous lands; (iv) located in national parks or other federal conservation areas; (v) between two or more Brazilian states; (vi) of military nature; (vii) regarding radioactive material and/or nuclear power; (viii) of national interest, as defined in the Executive Order No. 8,437/ 2015. Finally, the states are responsible for the environmental licensing of all the other activities located within their borders.

The preparation of an environmental impact study and its corresponding environmental impact report, or EIA/RIMA, is required for purposes of licensing activities with significant environmental impact. In any such event, the company is required to pay a compensation fee for negative environmental impacts caused by the relevant project. This fee can amount to up to 0.5% of the total cost of the project. Since most of our main activities began before the enacting of the law that established the environmental compensation fee, we were not required to pay such compensation in those cases (projects performed before the year 2000). However, the activities started after the enactment of the National System of Conservation Units – SNUCs law are subject to the obligation to pay environmental compensation. Therefore, new projects may require additional investments to compensate for the environmental impact.

Our licenses and permits for the operation of our plants require, among other things, that we periodically report our compliance with environmental laws, regulations and standards. With regard to our plans, we are currently either (i) in compliance with all operating and environmental licenses or (ii) in the process of renewing these licenses.

Our forestry activities are regulated by the Brazilian federal government and the state governments of the states of São Paulo, Bahia, Espírito Santo, Minas Gerais, Mato Grosso do Sul, Piauí, Tocantins and Maranhão. The planting and harvesting of trees can only be done in accordance with a project previously approved by the state agencies, except for the States of São Paulo and Mato Grosso do Sul, where a forestry license is not required. Furthermore, in observance of the new Forestry Code (Federal Law n. 12.651/2012), we must keep at least 20% of our rural landholdings covered with native forests or replanted with native plant species as a Legal Reserve (*Reserva Legal*). Legal Reserves must be registered with a new registry system named the Rural Environmental Registration (*CAR – Cadastro Ambiental Rural*). In such system, the land owners shall provide information on all the environmentally protected areas to the supervisory agency. However, this restriction increases to 35% in the Cerrado biome and up to 80% in the Amazon forest biome. Also, according to federal law, native vegetation from areas along rivers and other water bodies as well as steep slopes and hilltops are to be treated as Permanent Preservation Areas, which are essential to the conservation of water resources, scenery, animal, human and plant health, biodiversity and soil in the area. Our forestry operations are in compliance with all applicable laws and regulations. See “Item 4. B – Environmental Matters.”

Our operations are subject to various environmental laws and regulations, including those relating to air emissions, effluent discharges, solid waste and reforestation. In Brazil, individuals or legal entities that violate environmental laws can be punished by criminal sanctions that range from fines, imprisonment and confinement, in the case of individuals, to fines, restriction orders or dissolution, in the case of legal entities. In addition, administrative sanctions that can be imposed include, among others:

- fines that may reach up to R\$10 million if operating without a license and R\$50 million in the case of severe environmental damages;
- partial or total suspension of activities;
- forfeiture or restriction of tax incentives or benefits; and
- forfeiture or suspension of participation in credit lines with official credit establishments.

In addition to criminal and administrative sanctions, pursuant to Brazilian environmental laws, the violator must also provide compensation and reimbursement for the damage that was caused to the environment and third parties. At the civil level, there is joint and strict liability for environmental damages. This means that the obligation to compensate for the damage caused to the environment may affect each and every individual or legal entity directly or indirectly involved, regardless of the existence of actual fault by the agents involved. Therefore, the engagement of third parties to carry out any intervention in our operations, such as the final disposal of waste, does not exempt the contracting party from eventual damages to the environment caused by the contractor. In addition, environmental laws provide for the possibility of piercing the corporate veil, in relation to the controlling shareholder, whenever such corporate veil is an obstacle for the reimbursement of damages caused to the environment.

Using advanced technology, our operations comply with applicable Brazilian laws and regulations, and we believe that we also meet all recognized international standards determined by institutions and agreements to which we or Brazil are signatories. In the past five years, we have not received any administrative penalties or warnings that might be considered relevant or material fines that might be considered relevant in respect of violations of Brazil's environmental laws or policies.

Insurance

We believe that we maintain adequate insurance coverage for our facilities related to our operational, commercial and business risks. Consistent with industry norms and practice in Brazil, we do not maintain insurance coverage for fire and other risks to our planted forests. Nonetheless, we adopt a series of measures, such as maintenance of a firefighting brigade and keeping the lanes between our production units of eucalyptus trees unobstructed, which historically has significantly prevented the spread of fires. With these initiatives, in 2024 we achieved an average response time to fires of 30 minutes from identification to fighting. We use the amounts we would otherwise pay as premiums for fire insurance to implement preventive and safety measures, such as installing fire towers and fire control equipment and training firefighting personnel. It is our policy to maintain insurance coverage for our inventory of wood.

Organizational Structure

The following chart shows our corporate structure as of December 31, 2024.

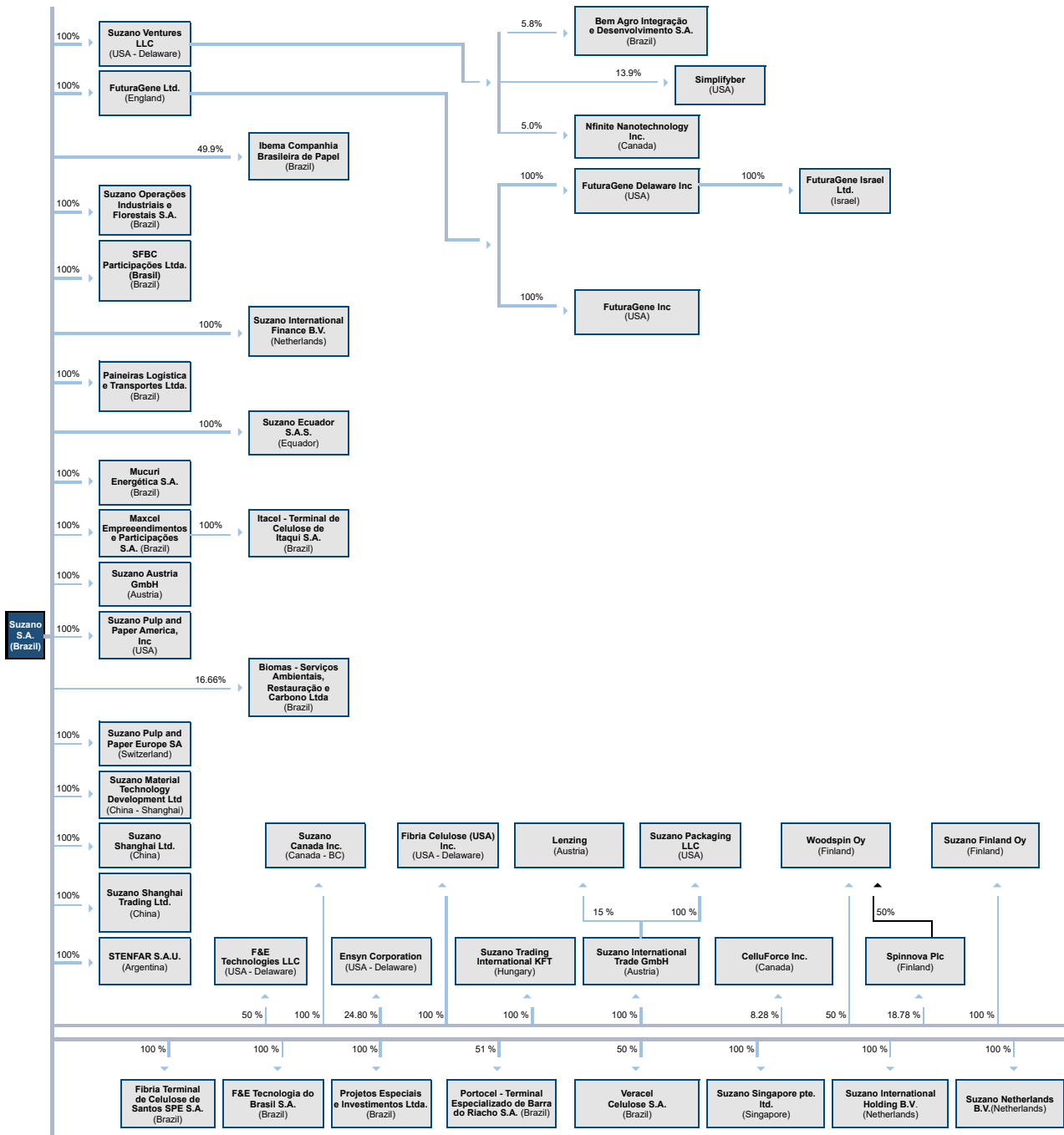
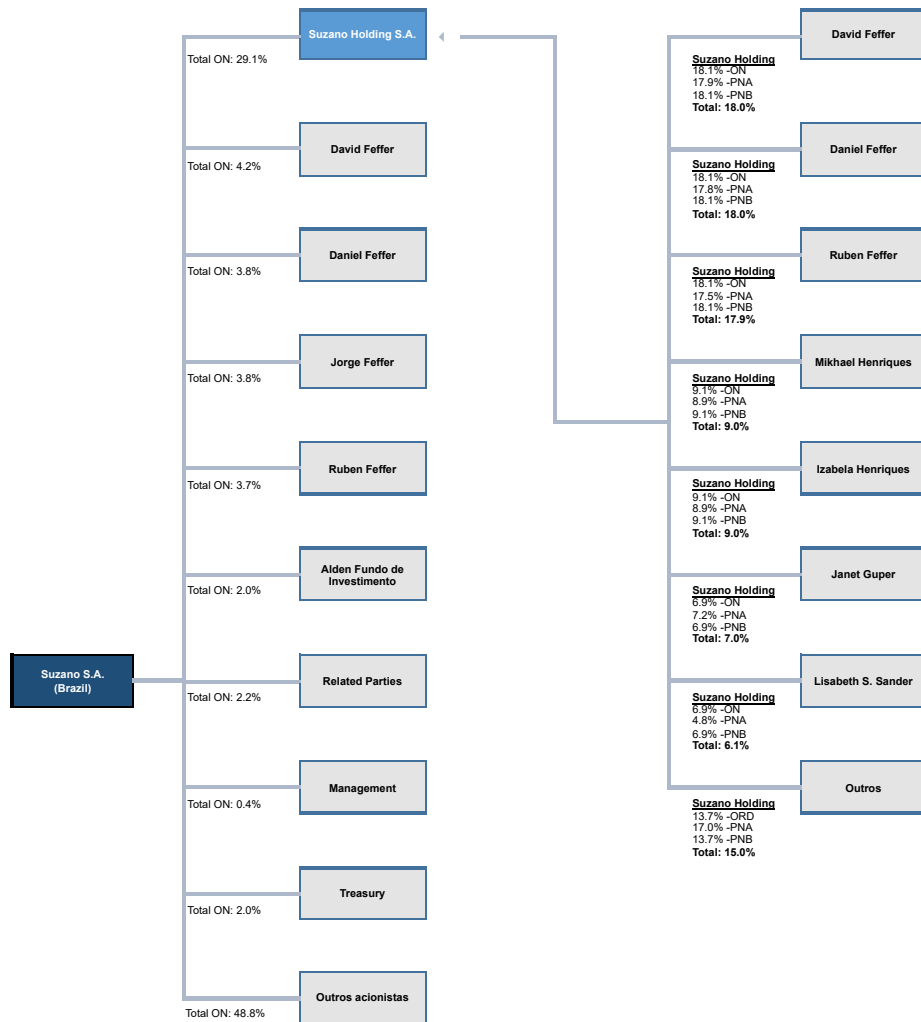


Table of Contents



Property, Plant and Equipment

Eucalyptus Planted Forests

General

One of our greatest strengths is that we are a fully integrated low-cost producer of pulp and paper. That is due, in part, to the low cost of cultivating and processing eucalyptus trees compared to other species. As shown in the illustration below, the short growth cycle of our eucalyptus trees — seven years — presents a significant competitive advantage in relation to the costs associated with other fibers. For more information about our low wood costs, see “Item 4.B — Raw Materials — Wood.”



Our planted forests along with those of our partners are concentrated in the south of the State of Bahia, in the state of Espírito Santo, in the state of Mato Grosso do Sul, in the state of São Paulo, in the east of the state of Minas Gerais, in the states of Rio de Janeiro and Rio Grande do Sul, in the states of Tocantins, Pará and in southwest of the state of Maranhão, and in north and east of the states of Maranhão and Piauí.

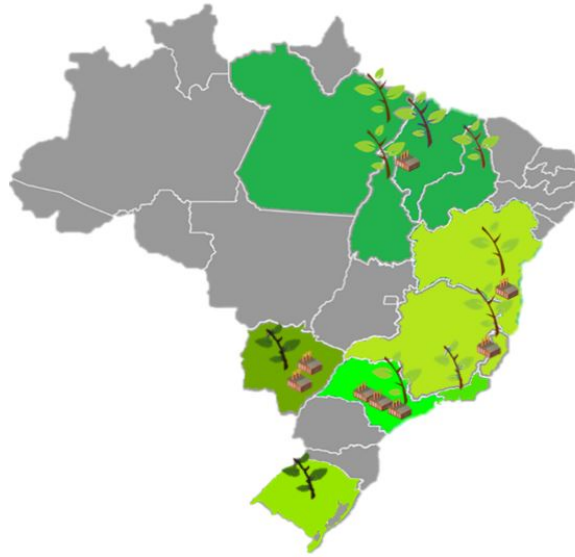
The table and chart below set forth the location and capacity of our planted eucalyptus forests as of December 31, 2024:

State	Planted Area (thousand hectares) (3)	Conservation Area (thousand hectares)	Other (thousand hectares)	Total (thousand hectares)
São Paulo	217	140	19	376
Minas Gerais	14	32	1	48
Rio de Janeiro	1	1	—	2
Mato Grosso do Sul	739	327	70	1,136
Bahia ⁽¹⁾	274	210	28	512
Espírito Santo	156	114	16	286
Rio Grande do Sul	—	1	—	1
Amazonas, Tocantins, Maranhão, Pará, and Piauí	250	372	47	669
Total⁽²⁾	1,651	1,198	182	3,031

(1) Includes the forests associated with the production facility of Veracel. Excludes forest base linked to the sale of forest assets in Southern Bahia State.

(2) Excludes forestry partnership program of 116 thousand hectares.

(3) Planted Area includes mapped areas ready for silviculture, including those not yet planted or recently harvested



Map of location of eucalyptus planted forests

Assisted Growth

For new plantings, we use both seeds and clones selected for their characteristics, such as height and diameter, productivity per hectare, lack of branches below the crown, suitability to local soil and climate conditions, and resistance to disease. Saplings grown from selected seeds and clones are initially cultivated inside climate-controlled greenhouses. These saplings are then transferred to outdoor nurseries, where they are allowed to grow and after which they are moved to be planted.

We conduct research specific to each of our growing regions, utilizing general concepts of plant physiology and genetics. In the future, our productivity may increase through cloned hybrid cuttings or selected seeds. The research program also continues to seek ways to improve the uniformity of wood quality and maintain ecological balance by studying the soil, plant nutrition and pest control.

Harvesting

Eucalyptus trees are harvested by our employees and by independent contractors through an automated system and, in some cases, manually. Logs are generally transported to our pulp mills as needed and we store small amounts of logs at all of our production facilities.

Plant Locations and Capacity

We produce pulp and paper products from 12 facilities consisting of: (i) two integrated pulp and paper production facilities in the state of São Paulo (the Suzano and Limeira units) including fluff production, (ii) a non-integrated paper production facility in the state of São Paulo (the Rio Verde unit), and a Market Pulp production in the state of São Paulo (Jacareí unit), (iii) an integrated pulp, paper and tissue facility in the state of Bahia (the Mucuri unit), (iv) an integrated pulp and tissue facility in the state of Maranhão (the Imperatriz unit), (v) two market pulp production in the state of Mato Grosso do Sul (Três Lagoas and Ribas do Rio Pardo unit), (vi) a market pulp production in the state of Espírito Santo (Aracruz unit) and (vii) two non-integrated tissue paper production in the states of Pará and Ceará (Belém unit and Fortaleza unit) (viii) non-integrated tissue facilities (Mogi das Cruzes - Old Kimberly Clark). The following table identifies our pulp and paper mills and sets forth the nominal total volume of the production capacity at each mill, as of December 31, 2024.

Unit/Location	Major Products	Production Capacity (in thousand tons per year)
Mucuri unit — Bahia	Integrated Pulp	260
	Market Pulp	1,480
	Paper	250
	Tissue	60
Suzano unit — São Paulo	Integrated Pulp	450
	Market Pulp	70
	Fluff ⁽¹⁾	100
	Paper ⁽¹⁾	550
Limeira — São Paulo	Integrated Pulp	290
	Market Pulp	400
	Paper	400
Rio Verde — São Paulo	Non-integrated Pulp	—
	Market Pulp	—
	Paper	50
Imperatriz unit	Integrated Pulp	60
	Market Pulp	1,590
	Paper	—
	Tissue	60
Tissue Facepa (Belém & Fortaleza)	Non-integrated Pulp	—
	Market Pulp	—
	Tissue	30
Ribas do Rio Pardo	Market Pulp	2,550
Aracruz — Espírito Santo	Market Pulp	2,340
Três Lagoas — Mato Grosso do Sul	Market Pulp	3,250
Jacareí — São Paulo	Market Pulp	1,100
Veracel ⁽²⁾ — Bahia	Market Pulp	560
Mogi das Cruzes	Tissue	130

(1) Flexibility to produce either fluff pulp or printing and writing paper.

(2) Represents 50% of the annual production capacity and production of Veracel's pulp mill.

ITEM 4.A. UNRESOLVED STAFF COMMENTS

Not applicable.

ITEM 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS

The following discussion of our financial condition and operating results should be read in conjunction with our audited consolidated financial statements, as well as with the information presented under “Presentation of Financial and Other Information” and “Item 3. Key Information — A. Financial Data.”

The following discussion contains forward-looking statements that involve risks and uncertainties. Our actual results may differ significantly from those discussed in the forward-looking statements for several reasons, including, without limitation, the risks described in “Forward-Looking Statements” and “Item 3. Key Information — D. Risk Factors.”

Overview

With 100 years of experience, we operate mainly in the pulp (paper grade and fluff) and paper (paperboard, printing and writing and tissue) segments. We believe that we are one of the largest vertically integrated producers of pulp and paper in Latin America and, according to Hawkins Wright, we were the largest producer of eucalyptus pulp and virgin market pulp in the world in 2024. In common with other Brazilian eucalyptus pulp producers, we have the lowest cost of pulp production in the world. We believe our modern technology of plantation and harvesting and our strategic location for plantation facilities are among our competitive strengths.

We believe we are one of Brazil's largest paper producers, and based on data from IBÁ, we accounted for nearly 43% of the printing and writing paper and 25% of the paperboard produced in Brazil in 2024.

Foreign Currency Impact in Our Operations

As a predominantly exporting company, our results are exposed to exchange variations. As such, fluctuations in the exchange rate, especially with regards to the U.S. dollars, may impact our operating results. We issue debt securities in the international markets as an important part of the capital structure that is also exposed to fluctuations in the exchange rate. The mitigation of these risks comes from our own exports, which creates a natural hedge. Furthermore, we employ U.S. dollar sales, in futures markets, including strategies with options, as a way to ensure attractive levels of operating margins for a portion of our income. The sales in future markets are limited to a percent of the currency over the 24-month horizon and, as such, are dependent on the availability of exchange ready for sale in the short-term.

Pulp Segment

The hardwood pulp market experienced different dynamics in each quarter of 2024 influenced by unplanned events, new production capacities, and changes in global economic conditions. The year began with paper production exceeding expectations and low pulp inventories, leading to a supply that fell short of demand and creating favorable conditions for price increases. As the months gone by, a gradual normalization of supply was observed, driven by the introduction of new capacities, despite unscheduled downtimes. The replacement of softwood pulp with hardwood pulp was a significant trend that gained even more traction in the final months of the year due to the widening spread between the prices of these fibers.

In China, the year began with high paper production across all segments, but papermakers faced tight margins and struggled to pass on the increased costs of pulp. In the second half of the year, the launch of new projects, such as Suzano's Ribas do Rio Pardo Unit and Liansheng in China, combined with a normalization of supply with fewer unplanned downtimes, resulted in a greater availability of hardwood pulp. This, coupled with the squeezed margins of papermakers, led to a decline in demand in China and a reduction in prices that began in August. At the end of the year, demand stabilized due to the strong pace of paper production and improved margins for paper producers, which were able to raise the prices of finished products due to the temporary exit of a major integrated producer of paperboard and printing and writing papers from the market.

In the European market, the consumption of hardwood pulp was influenced by seasonal factors and the crisis in the Red Sea, which affected the import of finished paper products, encouraging local paper production that, in turn, boosted the demand for pulp in the region. Following the first half of the year, when the demand for pulp in Europe surpassed expectations, there was a decline during the European summer, consistent with historical seasonal patterns. Subsequently, demand returned in the last months of the year due to the replacement of softwood pulp for hardwood pulp. In North America, the sanitary paper market remained healthy throughout the year, despite economic uncertainties and inflation.

With regard to pulp supply, 2024 was a year of gradual normalization following an initial period characterized by supply restrictions due to strikes in Finland and Chile, an earthquake in Taiwan, floods in southern Brazil, and accidents at facilities in Finland and Indonesia. The entry of new capacities in Brazil and China, along with the resolution of strikes and the reduction of rainfall in Rio Grande do Sul, contributed to a greater availability of pulp in the market during the second half of the year.

Our pulp net sales totaled R\$37,593 million in 2024 (an increase of 23% compared to 2023). The share of pulp sales from exports was 94%, while the domestic market accounted for 6%. Concerning distribution for end use, the sanitary paper segment accounted for 61% of total sales in 2024, followed by Specialty Papers with 15% and Printing & Writing with 15%, packaging with 6% and others with 3%. APAC accounted for 41% of the net sales, followed by EMEA with 33%, North and South American countries (including Brazil) with 26%.

Our average pulp net price in USD sold by Suzano in 2024 was US\$642/t, 7% higher than in 2023. In the export market, our average net price was US\$644/t, up 7% from 2023.

Paper Segment

According to IBÁ, domestic sales of printing and writing paper and paperboard decreased by 5% in 2024 compared to 2023, while imports increased by 13%.

Our domestic sales increased by 9% compared to 2023, as demand for printing & writing papers grew, influenced by the election cycle and resilient demand for uncoated paper, in comparison with the low sales volume of last year, when overstocked inventories hampered demand. Regarding paperboard, sales increased 6% compared to 2023 pushed by the good performance of the Brazilian economy and families' consumption. On the tissue side, we experienced an upside as a result of the acquisition of Kimberly Clark's tissue business in Brazil, impacting 12 months on 2024. Overall, paper sales increased 11% to 1.44 million tons in 2024, compared to 1.29 million tons in 2023.

In 2024, our net revenue from paper sales totaled R\$9,810 million, an 8% increase from 2023. Net revenue from domestic sales increased 8%, and sales outside Brazil increased 7%, with 74.0% coming from domestic sales and 26.0% from foreign markets. The geographic breakdown of our total revenue from paper sales in 2024 was 86.2% in Latin America (including Brazil), 9.3% in North America and 4.5% in other regions.

The average net paper price in 2024 was R\$6,832/ton, 3% lower than in 2023. In the domestic market, the average net paper price was R\$7,254/ton, a 0.3% decrease compared to 2023. In the international market, average price was US\$1,086/ton, a 15% decrease compared to 2023. In Brazilian real, the average price in the international market was R\$5,853/ton, 9% lower than in 2023.

Off-Balance Sheet Arrangements

We participate in a number of off-balance sheet arrangements, mainly related to guarantees and take or pay contracts. We also have a number of swap transactions as described in "Item 11. Quantitative and Qualitative Disclosures about Market Risk." All of these transactions are further described elsewhere in this annual report. See notes 4 and 17.1 to our audited consolidated financial statements, included in this Annual Report.

A. Operating Results

Results of operations

The following discussion of our results of operations is based on our audited consolidated financial statements. For a discussion of our results of operations for the year ended December 31, 2023 compared to the year ended December 31, 2022, please see “Item 5. Operating and Financial Review and Prospects—A. Operating Results—Results of Operations— Year ended December 31, 2023 Compared to Year Ended December 31, 2022” of our annual report on Form 20-F for the year ended December 31, 2023.

References to increases or decreases in any year or period are made by comparison with the corresponding prior year or period, except as the context otherwise indicates.

	For the year ended December 31,			
	2024	2024	2023	Δ Y-o-Y
	US\$ ⁽³⁾	(in millions of R\$), except per share data		
Net sales	8,255	47,403	39,756	19.2 %
Cost of sales	(4,772)	(27,402)	(25,077)	9.3 %
Gross profit	3,483	20,002	14,679	36.3 %
Operating income (expenses)				
Selling	(512)	(2,939)	(2,596)	13.2 %
General and administrative	(456)	(2,620)	(1,923)	36.2 %
Income/(expense) from associates and joint ventures	(2)	(14)	(19)	(28.6)%
Other operating (expenses) income, net	220	1,262	2,076	(39.2)%
Operating profit before net financial income	2,733	15,691	12,216	28.4 %
Net financial income (expenses)				
Financial expenses	(965)	(5,542)	(4,659)	18.9 %
Financial income	303	1,737	1,826	(4.8)%
Derivative financial instruments, net	(1,587)	(9,113)	5,527	(264.9)%
Monetary and exchange variations, net	(2,766)	(15,885)	3,088	(614.5)%
Net income before taxes	(2,283)	(13,111)	17,997	(172.9)%
Income and social contribution taxes				
Current	(238)	(1,366)	(395)	245.4 %
Deferred	1,294	7,432	(3,495)	(312.6)%
Net income (loss) for the year	(1,227)	(7,045)	14,106	(149.9)%
Result of the period attributed to the controlling shareholders	(1,232)	(7,074)	14,085	
Result of the period attributed to non-controlling shareholders	5	29	22	
Earnings per share				
Basic ⁽¹⁾	(0.00097)	(0.00559)	0.01086	
Diluted ⁽²⁾	(0.00097)	(0.00559)	0.01085	

(1) Basic earnings per share is calculated using the income attributable to controlling shareholders divided by the weighted average number of outstanding common shares.

(2) Diluted earnings per share is calculated based on the results attributable to the controlling shareholders divided by the weighted average number of outstanding common shares, subtracted from the potential dilutive effect generated by the conversion of all common shares. Due to the loss recorded in the period, we do not consider the dilution effect in the calculation

(3) In thousands of US\$, except per share data. For convenience purposes only, amounts in reais in the year ended December 31, 2024 have been translated to U.S. dollars using a rate of **R\$5.7422** to US\$1.00, the commercial selling rate for U.S. dollars on March 31, 2025 as reported by the Central Bank of Brazil.

Year ended December 31, 2024 compared to year ended December 31, 2023

Our net sales increased 19.2%, to R\$47,403.3 million in 2024 from R\$39,755.6 million in 2023 a result impacted mainly by the higher net price of cellulose and sales volume during the year.

Our net sales from pulp increased 22.5%, to R\$37,593.5 million in 2024 from R\$30,677.3 million in 2023, due to the appreciation of the average USD against the average BRL (8%), a 6.3% increase in sales volume and a 6.8% increase in pulp prices in U.S. dollars. Our net sales from pulp represented 79.3% in 2024, compared to 77.2% in the 2023.

Our net sales from pulp exports increased 23.7%, to R\$35,298.2 million in 2024 from R\$28,533.1 million in 2023, mainly due to 6.8% increase in pulp prices in U.S. dollars and a 6.3% increase in pulp sales volume. Net revenues from pulp exports represented 74.5% of total net revenues in 2024.

Our average international pulp price increased 7.3%, to US\$644/ton in 2024 from US\$600/ton in 2023. In the domestic market, our average net pulp sales price decreased 0.2%, to US\$611/ton in 2024 from US\$613/ton in 2023. For a discussion of the reasons of the increase in international sales price of pulp, see above "Item 5. Operating and Financial Review and Prospects—Pulp Segment".

Our paper net sales increased 8.1%, to R\$9,809.8 million in 2024 from R\$9,078.3 million in 2023. Net sales from paper represented 20.7% of total net sales in 2024, compared to 22.8% in 2023. The increase in net sales from paper in 2024 compared to the corresponding period in 2023 is mainly due to higher volume. Net revenues from paper exports represented 5.3% of total net revenues in 2024. Our net sales from paper in the domestic market increased 8.3%, or R\$559.5 million, to R\$7,278.6 million in 2024 from R\$6,719.1 million in 2023, impacted by increases in sales volume.

Our average international realized paper price decreased 15.0%, to US\$1,086/ton (R\$5.853/ton) in 2024 from US\$1,284/ton (R\$6.415/ton) in 2023. In the domestic market, the average net paper sales price decreased 0.3%, or R\$21/ton, to R\$7,254.3/ton in 2024 from R\$7,275.5/ton in 2023.

Cost of sales

Our total cost of sales increased 9.3%, to R\$27,401.5 million in 2024 from R\$25,076.7 million in 2023, driven by higher volume, fixed costs, depreciation, amortization and depletion costs, following the ramp-up of our new mill in Ribas do Rio Pardo (Cerrado Project), which was partially offset by lower cost of goods sold (COGS) due to lower costs of wood and commodities (mainly Brent and soda).

Gross profit

Our gross profit increased 36.3%, to R\$20,001.8 million in 2024 from R\$14,678.9 million in 2023, due to the factors mentioned above. Our gross margin in 2024 was 42.2% compared to 36.9% in 2023, mainly due to the increase in pulp sales price and volume, as described above.

Selling, general and administrative expenses

Our selling expenses increased 13.2%, to R\$2,938.5 million in 2024 from R\$2,596.4 million in 2023. This increase is mainly due to higher sales volume and the acquisition of Kimberly Clark's tissue business in Brazil in the second half of 2023, which had an impact in the full year of 2024.

Our general and administrative expenses increased 36.2%, to R\$2,619.8 million in 2024 from R\$1,923.2 million in 2023. The variation is due to an increase in personnel expenses.

Income/(expense) from associates and joint ventures

Our expense from associates and joint ventures decreased 28.6%, to an expense of R\$13.8 million in 2024 from an expense of R\$19.4 million in 2023. The decrease is mainly due to increases in income of R\$2.0 million from Ibema Companhia Brasileira de Papel, and a reduce of expenses of (i) R\$5.5 million from Ensyn Corporation, (ii) R\$0.4 million from Spinnova Plc, and (iii) R\$0.3 million from Woodspin Oy, partially offset by a R\$2.7 million reduction in income from Biomás - Serviços Ambientais, Restauração e Carbono Ltda.

Other operating (expenses) income, net

Our other operating income (expenses) decreased 39.2%, to R\$1,261.6 million in 2024 from R\$2,076.4 million in 2023. The negative variation refers mainly to the smaller adjustment resulting from the update of the fair value of biological assets, which occurs in the second and fourth quarters of each year. Also, 2023 was impacted by a positive variation in the item "Depreciation, amortization and other PPA realizations", partially offset especially by the lower results in the sale and write-off of assets.

Operating profit before net financial income

Our operating profit before net financial income increased 28.4%, to a profit of R\$15,691.1 million in 2024 from a profit of R\$12,216.3 million in 2023, due to the facts mentioned above. Our operating margin in 2024 was 33.1% compared to 30.7% in 2023.

Net financial income (expenses)

Our net financial income (expenses) decreased to a loss of R\$28,802.1 million in 2024 from a gain of R\$5,780.9 million in 2023. This decrease occurred largely due to the results of monetary and exchange rate variation, net, in 2024 (loss of R\$15,885.0 million in 2024, compared to gain of R\$3,087.7 million in 2023), and results from derivative instruments (loss of R\$9,112.7 million in 2024, compared to a gain R\$5,526.7 million in 2023), in each case as a result of the devaluation of the Brazilian real against the U.S. Dollar.

Income and social contribution taxes

Our total income tax and social contribution was R\$6,066.3 million in 2024 from an expense of R\$3,890.8 million in 2023. The increase in current tax from 2023 to 2024 was primarily driven by higher consolidated profitability and also due to the impact of changes in Brazil's pricing transfer rules, which led to greater allocation of taxable income in Brazil, subject to a nominal tax rate of 34%.

Conversely, the variation in deferred tax was mainly due to the recognition of deferred tax assets on foreign exchange and derivatives losses, temporarily non-deductible for income tax and social contribution purposes, as the tax effect is realized only upon cash settlement.

Net income (loss) for the year

Our net income decreased 149.9%, to a loss of R\$7,044.7 million in 2024 from a gain of R\$14,106.4 million in 2023. This result was due to the factors mentioned above.

B. Liquidity and Capital Resources

Sources and Uses of Funds

Our cash flow from operating, investing and financing activities is affected by various factors. The key factors that affect our cash flow from operations are (i) the volume of product sold and the market price of pulp, (ii) the exchange rate between reais and U.S. dollars and (iii) the cost of our raw materials. Investing activities are mainly affected by (i) our capital expenditure program and (ii) our decision to divest some of our assets, such as fixed assets and biological assets. Finally, our cash flow from financing activities is directly related to the level of new debt we have incurred and on the repayment of existing debt.

In our opinion, we believe that our working capital is sufficient for our present requirements. Our primary sources of liquidity have historically been cash flows from operating and financing activities and short-term and long-term borrowings.

Our material cash requirements have historically included the following:

- working capital;
- debt service; and

- capital expenditures.

Long-term borrowings have generally been used to finance our major capital expenditure projects and have historically been sourced principally by either export prepayment contracts under which we, or one of our wholly owned subsidiaries, borrow funds by offering the guarantee of export contracts, issuance of Agribusiness Receivables Certificates (CRA), or capital expenditures acquisition financing programs offered by BNDES. The scheduled maturities of these long-term loans have been structured to match the expected cash flow from the conclusion of the related capital expenditure projects and, as a result, reduce the risk of any significant deterioration of our liquidity position. We also rely on bonds or notes issued in the international markets by wholly-owned subsidiaries, mainly domiciled in other countries.

As of December 31, 2024 and 2023, our cash and cash equivalents were R\$9,018.8 million and R\$8,345.9 million, respectively. Of our cash and cash equivalents and marketable securities held as of December 31, 2024, 70% was denominated in reais invested in both public and private financial investments. The remaining 30% of our cash, cash equivalents and marketable securities was denominated in U.S. dollars.

We also have access to RCF (Revolving Credit Facilities) in the total amount of US\$1,275.0 million that is available until February 2027. As of December 31, 2024, we had not drawn under this line.

The fair value of derivative financial instruments represented a negative net balance of R\$ 6,567.7 million as of December 31, 2024.

As of December 31, 2024, our balance sheet presented a lower working capital balance (current assets less current liabilities) of R\$ 17,705.0 million compared to R\$23,774.0 million on December 31, 2023. Our current assets as of December 31, 2024, were equivalent to 1.7 times our current liabilities.

For 2024, we have already announced to the market, as approved by our board of directors, the intention to invest R\$7,677.4 million as maintenance capex (for further information please see "Item 5.B – Capital Expenditures" below). This will primarily be financed by the cash and cash equivalents and cash generation for 2024.

For the year of 2025, we also believe that we will be able to access either capital or banking markets, if necessary.

With respect to long term capital needs, we use a model of ten years to monitor our needs in a series of scenarios and variables, including currency exchange rates and commodity prices, with the intention to preserve the liquidity and improve the capital structure. In this context, we work to anticipate exercises of liability management to improve liquidity or if conditions are favorable.

All of our future liquidity conditions rely on a series of scenarios and may be adversely affected depending on market and other conditions. Actual liquidity may differ significantly for several reasons, including, without limitation, the risks described in "Forward-Looking Statements" and Item 3. "Key Information – Risk Factors."

Operating Activities

Our net cash provided by operating activities totaled R\$20,604.4 million in 2024, compared to net cash provided by operating activities of R\$17,315.5 million in 2023. This increase of R\$3,288.9 million was mainly due to higher pulp prices in 2024 and an appreciation of the US dollar against the Brazilian real, directly impacting our revenues.

Investing Activities

Our net cash used in investing activities totaled R\$20,512.7 million during 2024, compared to net cash used in investing activities of R\$26,035.3 million in 2023. During the year ended December 31, 2024 investing activities for which our used cash primarily consisted of (i) R\$9,190.6 million used in additions to property, plant and equipment, (ii) R\$7,180.4 million used in additions to biological assets, (iii) cash invested in assets and business acquisitions net in the amount of R\$4,036.5 million.

Financing Activities

Our financing activities used net cash of R\$83.8 million during 2024 compared to net cash provided in financing activities of R\$7,798.9 million in 2023. During 2024, our main sources of financing were (i) R\$9,410.8 million in loans and financing, which mainly consisted of R\$ 5,900.0 in debentures, US\$780.0 million (equivalents to R\$3,877.4 million) in export prepayments, US\$ 350 million (equivalent to R\$ 2,118.5 million) from the International Finance Corporation (IFC) and CNY 1.200,0 million (equivalent to US\$ 166.0 million and R\$ 960.9 million) from the panda bonds. During the year ended December 31, 2024, our principal uses of financing was repayment of R\$9,410.8 million of loans, financing and debentures, (ii) payment of R\$1,624.7 million in interest on own capital and dividends, (iii) R\$2,806.8 million of shares repurchased, (iv) payment of R\$1,325.4 million in lease contracts and (v) negative settlement of R\$550.6 million in derivative financial instruments.

Capital Expenditures

Our capital expenditures (capital expenditures incurred – cash basis) totaled R\$17,119.8 million in 2024, in comparison to R\$18,576.6 million in 2023. In 2024, the amount of R\$7,610.0 million was allocated to industrial and forestry maintenance. Investments in projects related Expansion and Modernization, Land and Forestry and others amounted to R\$5,017.0 million. Investments related to Cerrado Project amounted to R\$4,492.8 million.

The approved budget of our capital expenditures for 2025, amounting to R\$12,380.8 million, encompasses remaining investments in projects previously disclosed to the market, such as investment in potential new investments in lands and forests that may increase our future competitiveness and maintain options for the future growth of our business. The decrease compared to 2024 is mainly due to Cerrado project's investment schedule, which is not necessarily aligned with the start-up of the mill.

Indebtedness

As of December 31, 2024, our total consolidated outstanding indebtedness (which includes current and non-current loans, financing and debentures) was R\$101,435.5 million, of which R\$10,501.4 million represented current indebtedness (R\$10,380.4 million refers to loans and financing and R\$120.9 million refers to debentures) and R\$90,934.1 million represented non-current indebtedness (R\$81,195.5 million refers to loans and financing and R\$9,738.6 million refers to debentures). The description of our consolidated financings and loans is presented on note 18 to our audited consolidated financial statements, included in this Annual Report. The main factor explaining the increase in debt in local currency is the exchange rate variation of US\$ 17,728.3 million, new debt raising of US\$ 15,692.9 million and interest accrual of US\$ 5,413.7 million during the period.

Debt

Our major categories of long-term indebtedness are described below. The total amounts given below include accrued interest.

- Export financing lines in the total outstanding amount of R\$22,623.6 million as of December 31, 2024. This category includes export prepayment facilities (syndicated and bilateral loans) and export credit notes.
- U.S. Dollar denominated fixed-rate debt securities, issued by our wholly owned subsidiaries Suzano Austria GmbH and Suzano International Finance B.V., and fully and unconditionally guaranteed by us, with an aggregate outstanding amount of US\$ 8,461.5 million (R\$ 52,396.4 million as of December 31, 2024). This includes our green bonds (maturing in 2026 and 2027) and our Sustainability-Linked Notes (maturing in 2028, 2031 and 2032).
- CNY denominated fixed rate notes in the total outstanding amount of US\$164.8 millions as of December 31, 2024 (equivalent to R\$ 1,020.6 million).

- Brazilian-*real* denominated Debentures in the total outstanding amount of R\$9,859.5 million.

We have one revolving credit line available with international banks expiring in 2027. The revolving credit lines allow more efficient cash management, consistent with our strategic focus on reduction of cost of capital. As of December 31, 2024, we had no outstanding drawn amounts under either facility and the total amount available under these facilities was US\$1,275.0 million.

Also, on March 10, 2025, we raised, with several banks (a syndicated operation), an export prepayment ("PPE"), in the amount of US\$ 1,200,000 (equivalent to R\$ 6,951,600), at a floating rate based on the 3-month SOFR Term + 1.45% p.a, maturing in March 2031. The above-mentioned fund was used, together with the company's cash, in an early partial settlement of the export prepayment agreement disclosed in the Notice to the Market of February 11, 2021, totaling US\$ 1,486,064 (equivalent to R\$ 8,608,769, including principal and interest). The residual amount of the operation maintained its original maturity in March 2027 with a floating rate of SOFR + 1.4% p.a.

Below is a summary of the new debt incurred in 2024:

Banco Nacional de Desenvolvimento Econômico e Social (BNDES)

On June 27, 2024, we raised R\$65 million with BNDES at an interest rate of the long-term rate (TLP) plus 1.75% per year, with a one-year grace period and maturity in December 2043. The resources were applied to industrial projects. On August 26, 2024, we raised R\$1.1 billion with BNDES at an interest rate of the long-term rate (TLP) plus 1.75% per year, with a seven-year grace period and maturity in May 2044. The resources were applied to forestry projects. On October 16, 2024, we raised R\$32 million with BNDES at an interest rate of the long-term rate (TLP) plus 1.75% per year, with maturity in October 2042. The resources were applied to industrial projects. On November 8, 2024, we raised R\$154 million with BNDES at an interest rate of the long-term rate (TLP) plus 1.65% per year, with maturity in December 2037. The resources were applied to forestry projects. On December 20, 2024, we raised R\$61 million with BNDES at an interest rate of reference rate (TR) plus 2.24% per year, with a one-year grace period and maturity in December 2040. The resources were applied to technological innovation. On December 26, 2024, we raised R\$209 million with BNDES at a cost of USD variation plus 1.65% per year, with a one-year grace period and maturity in December 2044. The resources were applied to industrial projects

For each financing operation with BNDES, we are obliged to use the asset financed as collateral.

Advance on Foreign Exchange Contracts (ACC)

In May 2024, we raised US\$100 million (equivalent to R\$556 million) with BNP Paribas at a fixed rate of 6.46% per year, with maturity in May 2025.

In June 2024, we raised US\$15 million (equivalent to R\$83 million) with BNP Paribas at a fixed rate of 6.43% per year, with maturity in June 2025.

In June 2024, we raised US\$35 million (equivalent to R\$195 million) with BNP Paribas at a fixed rate of 6.54% per year, with maturity in May 2025.

Debentures

In May 2024, we concluded the public distribution of debentures totaling R\$5.9 billion. The debenture were issued in three series: (i) R\$ 1 billion with an interest rate of CDI plus 0.80%, with principal amortization in 2031 and 2032; (ii) R\$ 4 billion with an interest rate of CDI plus 1.0% , with principal amortization in 2033 and 2034; (iii) R\$ 900 million with an interest rate of IPCA plus 6.11% , with principal amortization in 2035 and 2036.

International Finance Corporation (IFC) A&B Loan - Sustainability Linked Loan

On December 10, 2024, the Company drew down the amount available under a credit line with the IFC and a syndicate of commercial banks, in the amount of US\$350,000 (equivalent to R\$2,118,515).

The financing is made up of the following parts: (i) “B-loan - tranche 1”, in the amount of US\$105,000 (equivalent to R\$635,554), at a cost of Term SOFR + 1.60% p.a. and a total term of five years, and a total term of five years, with a principal grace period of three years; and (ii) “B-Loan - tranche 2”, in the amount of US\$245,000 (equivalent to R\$1,482,961) at a cost of Term SOFR + 1.80% p.a. and a total term of six years, with a principal grace period of four years.

The credit operation has sustainability performance indicators (KPIs) associated with targets for: (a) reducing the intensity of greenhouse gas (GHG) emissions; and (b) increasing the representation of women in leadership positions in the company. The funds will be allocated to the Cerrado Project.

Rural Notes of Credit (NCR)

In March 2024, we raised R\$200 million in rural notes of credit with Safra bank with a cost of 100% of CDI, with maturity in March 2025.

Export Development Canada (“EDC”)

In April 2024, we raised US\$125 million in a loan with EDC with a cost of SOFR + 1.74% per year, with maturity in April 2031.

Payments on maturity.

On June 7, 2024, we fully paid in advance debentures issued with Banco Bradesco in the amount of R\$4,926.6 million (principal and interest) as part of a debt rollover strategy. The original maturity of this debt was in June 2025 and June 2026, at the cost of 112.5% of the Brazilian Interbank Deposit Certificate Rate (*Certificado de Depósito Interbancário*, or CDI).

On February 15, 2024, we partially prepaid an export prepayment agreement with a banking syndicate in the amount of US\$620 million (principal and interest) as part of a debt rollover strategy. For the residual amount was maintained the original maturity in February 2026, at the interest rate of SOFR 1.41% per year.

Panda Bonds

On November 15, 2024, we issued panda bonds in China, amounting to CNY1,200,000 (equivalent to US\$166.0 million or R\$960.9 million), with a fixed interest rate of 2.8% and a maturity period of three years.

The Panda Bonds were certified as green bonds according to the analysis of the China Green Bond Standard Committee. We voluntarily obtained an independent evaluation from Sustainalytics US Inc. (Second Party Opinion), which confirms that the allocation of the funds from this operation is in compliance with the Green Bond Principles published by the International Capital Markets Association (ICMA).

Covenants

Currently, we have no financial covenants. As of December 31, 2024, we were in compliance with all other non-financial covenants, which are required under certain long-term borrowings.

C. Research and development, patents and licenses, etc.

Research and Development

Our Research, Development and Innovation (R&D&I) efforts are organized under a Chief Sustainability, Research and Innovation Officer. This initiative targets enhanced synergy between departments to ensure the sustainability of our forests and operations. It aims to foster business growth and transformation, intending to broaden our market beyond pulp and paper. Additionally, we are committed to strengthening our position as an innovative company dedicated to the SDGs.

Our technology and innovation facilities are spread out to meet the demands and particularities of all of our mills and forest units. The technology centers, where we have our main assets and laboratories, are located in:

[Table of Contents](#)

- Aracruz – state of Espírito Santo, Brazil – focusing on the main business (pulp and forest development);
- Itapetininga – state of São Paulo, Brazil – focusing on biotechnology activities with an emphasis on later stage development;
- Jacareí – state of São Paulo, Brazil – focusing on activities related to our eucalyptus breeding program;
- Limeira – state of São Paulo, Brazil – focusing on biorefinement, consumer goods, fluff, packaging and paper developments;
- Burnaby, Canada – focusing on biorefinery research; and
- Rehovoth, Israel – focusing on developments of FuturaGene’s early to mid-stage biotechnology R&D.

Efforts in R&D&I are conducted not only within our research facilities, but also in partnership with various universities, suppliers and private research institutes in Brazil and abroad.

By attempting to improve our processes and to develop innovative and higher quality products in a sustainable way, our research and development activities are mainly directed at increasing forestry productivity, reducing the operational costs and optimizing industrial processes, making our production more efficient, advancing in the value chain with products using our fiber and developing new products through (i) forest management with optimization of natural resources and costs; (ii) robust eucalyptus breeding program; (iii) improving the use of eucalyptus fiber in the manufacture of pulp, paper, packaging, paperboard and consumer goods (tissue, non-woven and diapers); (iv) developing new applications for eucalyptus fiber, including nanomaterials; and (v) developing an eucalyptus bio refinery to obtain renewable base chemicals. To support all these innovation fronts, we invested R\$174.0 million in 2024.

Regarding forestry technology and innovation, our efforts are targeted at eucalyptus breeding, biotechnology, forest management, soil nutrition and forest protection. Our goal is to continue improving our planted forest productivity and quality in a sustainable way. Based on this purpose, our research group is developing new eucalyptus clones based on growth, cellulose content and wood quality, by making use of state-of-the-art techniques like genetic recombination through controlled pollination, to explore all the germplasm’s diversity genomic tools for the selection of new clones, extensive field evaluation and laboratory analysis.

Suzano's genetic selection department has recommended 51 genetic materials for operational planting in 2025, demonstrating improved recommendations compared to 2024 in both the MAI and MAICel indicators (Mean Annual Increment and Mean Annual Increment of Cellulose per hectare per year). Productivity gains were estimated by Tetrys (The Eucalyptus Tree Reliable Yield System), which optimizes Suzano's clonal allocation scenarios. The implementation of a Transition Nursery is a groundbreaking innovation introduced by Suzano in the forestry sector, designed to produce large-scale seedlings of promising clones. In 2024, the Transition Nurseries began operating, resulting in the production of more than 320,000 seedlings and 17 new potential clones. Genetic improvement has also made significant strides with an innovative technique known as Speed Breeding, which is revolutionizing clonal development, reducing the breeding cycle to generate new clones from 21 to just 7 years.

FuturaGene leverages biotechnology to enhance forestry productivity, resilience, and sustainability. With R&D centers in Israel and Brazil, we pioneer innovations in eucalyptus to sustainably intensify its production, which helps reduce fossil fuel consumption, water usage, and chemical inputs - thereby delivering both environmental and economic benefits while promoting safer working conditions.

Using state-of-the-art technologies such as bioinformatics, genomics, gene transformation, and gene editing, we focus on increasing eucalyptus productivity while reducing inputs and carbon footprint across cultivation and industrial processes.

In 2024, FuturaGene received three new commercial approvals from the National Biosafety Technical Commission (CTNBio) for genetically modified (GM) eucalyptus varieties featuring triple-stacked traits: enhanced yield, herbicide tolerance and insect resistance. These approvals were granted after rigorous evaluations and comprehensive risk assessment, confirming their safety for human and animal health and the environment. By the end of 2024, FuturaGene had obtained a total of eleven approvals for GM eucalyptus varieties, incorporating various trait combinations. Additionally, field trials have demonstrated that our herbicide tolerant eucalyptus management processes offer significant environmental and economic benefits. We continue to be the only company worldwide to have successfully advanced GM eucalyptus from the lab to the field. As a leader in sustainable tree farming, we remain committed to shaping a better future.

Our Forest Management operates to incorporate technological innovation, focusing on increasing productivity and reducing operational costs sustainably to ensure the longevity of the forestry business. This approach is based on three main pillars: communication, expertise, and multidisciplinary. We have been continuously investing in bringing resilience to the forests of the future, aiming to characterize our genotypes on a large scale and at an early stage regarding their sensitivity to pesticides, resistance to diseases and pests, and tolerance to abiotic stresses. This accelerates the breeding program and minimizes losses right from the first stage by identifying genetic materials that should not be recommended for the next phases.

In 2024, we strengthened our pest biocontrol initiatives and improved algorithms related to weather forecasting and fire risk assessment. Cutting-edge technologies, such as erosion risk mapping and soil and plant analysis through proximal sensing, were implemented, delivering value to those who experience the forest in their daily lives.

All of this is continuously transferred through technological extension, which shares knowledge to enhance planning for previously unpredictable conditions and risks. This allows for better selection and prioritization of planting areas, reducing the impact of our operations and enabling preventive actions to ensure the sustainable future of eucalyptus plantations.

In the Pulp business, the Company bolstered the progress of the Fiber-to-Fiber strategy, especially for the production of tissue paper.

In Biorefinery, 2024 was a milestone year for Ecolig (lignin produced by Suzano), with the sale of the mill's total capacity (20,000 tonnes) and the loyalty of strategic clients. This result stemmed from various developments that enabled the diversification of the portfolio of certified applications, such as the use of lignin in phenolic resins for wood panels, where Ecolig partially substitutes phenolic compounds derived from fossil sources.

In 2024, the Paper and Packaging projects focused on the replacement of fossil products and the use of paper scraps. The Greenpack® Line launched certified grammages for food. The Bluecup Bio® line introduced biodegradable solutions for hot liquids.

Intellectual Property

We, along with Suzano Canada, FuturaGene, and Portocel, currently hold a total of 804 granted patents and patent applications, 75 protected varieties of eucalyptus, and more than 404 potential new eucalyptus varieties, which are under evaluation by our Forestry Breeding Program.

Our achievements in the intellectual property field during 2024 include the filing of 11 new technologies as patents and protection of one new variety of Eucalyptus. The patent applications filed in 2024 cover developments in biorefining and paper and packaging products.

Our investments in research and development enable us to maintain significant independence from external sources for our intellectual property and innovation.

Trademarks

We have registered many of our trademarks in countries across five continents, including, among others, the United States and Canada, countries of the European Union, and countries located in Latin America, Africa, Asia and Oceania.

In 2024, we requested 42 and received 67 registrations related to 21 new trademarks, including, Biopulp, Duramax, Ecolig, Eucastong, Fibria, Greenpack Suzano, Innovability Hub, Innovability Hub by Suzano, Lin Suzano, Max Pure, Paperfect, Press Supremo, Report Suzano, Scott Duramax, Suzano, Suzano Biofiber, Suzano Biopulp, Suzano Ecolig, Suzano Eucafluff, Suzano Holding and Vista Suzano.

D. Trend Information

The primary trends which influence our sales and production and inventory levels are the patterns and cycles of pulp purchases by paper producers, pulp and paper prices, the level of pulp inventory in the hands of pulp producers in the global market, global economic conditions and the effect of currency fluctuations. See "Item 4. Information on the Company — B. Business Overview" for a discussion of the potential effects of the trend on our business.

E. Critical Accounting Estimates

See Note 3 to our audited consolidated financial statements included in this Annual Report.

ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

A. Directors and Senior Management

We are managed by our board of directors and by our executive officers. The address of our management is Avenida Brigadeiro Faria Lima, 1355, 7th Floor, São Paulo, State of São Paulo, Brazil.

Board of Directors

Our board of directors is the decision-making body responsible for determining general guidelines and policies for our business, including our overall long-term strategies, as well as the control and oversight of our performance. Our board of directors is also responsible for, among other things, supervising our executive officers' actions. It holds ordinary meetings four times a year and extraordinary meetings whenever called by its chairman, any of its vice-chairmen or our chief executive officer. Currently, our board of directors consists of nine members, four of which are independent members. As a company listed on the Novo Mercado segment of B3, we are subject to the Novo Mercado listing rules, which require that, at least two or 20% of the members of our board of directors (whichever is the greater) be independent directors, as defined under Brazilian law. The following table sets forth the name, age, position, date of election and term expiration of each of the members of our board of directors:

Name	Age	Position	Date of Election	Term of Expiration
David Feffer	67	Chairman	April 25, 2024	April 25, 2026
Daniel Feffer	65	Vice Chairman	April 25, 2024	April 25, 2026
Nildemar Secches	76	Vice Chairman	April 25, 2024	April 25, 2026
Gabriela Feffer Moll	41	Member	April 25, 2024	April 25, 2026
Maria Priscila Rodini Vansetti Machado	66	Member	April 25, 2024	April 25, 2026
Paulo Rogerio Caffarelli	59	Member	April 25, 2024	April 25, 2026
Paulo Sergio Kakinoff	50	Member	April 25, 2024	April 25, 2026
Rodrigo Calvo Galindo	48	Member	April 25, 2024	April 25, 2026
Walter Schalka	65	Member	April 25, 2024	April 25, 2026

The following is a summary of the business experience of our current directors:

David Feffer. David Feffer studied in Business Administration in Brazil and holds specialization courses from Harvard Business School (USA), Columbia University (USA), IMD (Switzerland), The Aspen Institute (USA), Singularity University (USA), and Stanford University (USA). He currently serves as Chairman of the Board of Directors of the Company and is also a member of the following non-statutory committees of the Company: (a) Strategy and Innovation Committee (Coordinator), (b) Sustainability Committee; (c) Management and Finance Committee (Coordinator), and (d) People Committee. David Feffer also holds the following positions in other companies: (i) Chief Executive Officer of Suzano Holding S.A., a publicly traded company whose main activity is participation in other companies, since 2003; (ii) member of the Board of Directors and Chief Executive Officer of Polpar S.A., a publicly traded company whose main activity is participation in other companies, since 2001; (iii) Chief Executive Officer of IPLF Holding S.A., a privately held company whose main activity is participation in other companies, since 2004; (iv) Chief Executive Officer of Premesa S.A., a subsidiary of Suzano Holding S.A., whose main activity is real estate development, since April 2015. David is also involved in various institutional and social initiatives, being a member of the International Council of JP Morgan and the Brazilian Beneficent Society Albert Einstein, as well as the Founder and Chairman of the Board of the Viafoto Institute, Emeritus President of the Israel Cultural Center, and Honorary Co-Chairman of the Alef Peretz School Council.

Daniel Feffer. Daniel Feffer graduated in Law from Mackenzie University and holds specializations from Fundação Getúlio Vargas, Harvard University, and Massachusetts Institute of Technology (USA), IMD (Switzerland), and LBS-London Business School (England). Currently, he is Vice-Chairman of the Company's Board of Directors, also serving as a non-statutory member of the Sustainability Committee. Daniel Feffer also holds the following positions in other companies: (i) President of ICC Brazil; (ii) President of the Board of Trustees of the Arymax Foundation; (iii) Chairman of the Board of Directors and President of the Board of Trustees of the Ecofuturo Institute; (iv) Chairman of the Advisory Board of IBÁ; (v) Member of the Board of IEDI - Economic Institute for Industrial Development; (vi) Founding Member of the Board of the Todos Pela Educação Commitment; and (viii) Member of the Strategic Council of FIESP.

Nildemar Secches. Nildemar Secches holds a degree in Mechanical Engineering from USP, with a postgraduate degree in Finance from PUC-RJ and pursued a doctoral degree in Economics at Unicamp. Currently, he is a member of the Company's Board of Directors, also serving as a member of the following non-statutory committees of the Company: (i) Strategy and Innovation Committee; (ii) Management and Finance Committee; (iii) People Committee (Coordinator); and (iv) Nomination and Remuneration Committee (Coordinator). Nildemar Secches also holds the following positions in other companies: (i) Vice-Chairman of the Board of Directors of WEG S/A; and (ii) Vice-Chairman of the Board of Directors of Iochpe-Maxion S.A.; (iii) Board Member of Vibra Energia S.A. His main professional experiences in the last years include: (i) member of the Board of Directors of Ultrapar Participações S.A., from 2002 to 2021; and (ii) member of the Board of Directors of Itaú-Unibanco, from 2012 to 2017.

Gabriela Feffer Moll. Gabriela Feffer Moll holds a degree in Hotel Administration and an Executive MBA from Fundação Dom Cabral, with executive courses from Harvard University, Insper, and Insead. Currently, she is a member of the Board of Directors, also serving on the following non-statutory committees of the Company: (i) People Committee; (ii) Sustainability Committee; (iii) Management and Finance Committee; and (iv) Strategy and Innovation Committee. Gabriela Feffer Moll also holds the following positions in other companies: (i) member of the ESG and People Committee of Bionexo; (ii) Director of Suzano Holding S.A.; (iii) Director of Polpar S.A.; (iv) Director of IPLF Holding S.A.; (v) Director of Premesa S.A.; and (vi) Director of Naman Capital Ltda. Her main professional experiences in the last years include: (i) in 2010, she founded AG Sport, a consultancy specialized in the conception and organization of major events; (ii) in 2015, she joined Dotz, focusing on business development and implementing a new 100% digital self-service model; (iii) she served on the Board of Directors of MDS SGPS S.A.; (iv) at Suzano from 2017, she led product communication and the digital transformation of the Paper and Packaging Unit. At Suzano, following its merger with Fibria, she worked in the integration cell responsible for monitoring the synergies arising from the merger.

Maria Priscila Rodini Vansetti Machado. Priscila Vansetti holds a degree in Agronomic Engineering from the Luiz de Queiróz College of Agriculture (ESALQ/USP) at the University of São Paulo and specialized in Executive Management and Global Strategy Leadership from the Wharton School (University of Pennsylvania). Currently, she is a member of the Board of Directors of the Company, also serving as the coordinator of the Sustainability Committee. Her main professional experiences in recent years include: (i) Biologicals & Business Vice-President at Corteva AgrisciencesTM; (ii) Vice-President of Strategy and Planning at Corteva AgrisciencesTM since January 2021; (iii) Global Director of Strategy and Business Development at Corteva AgrisciencesTM in Indiana, following the merger of Dow and DuPont in September 2017; (iv) President of DuPont Brazil and Vice-President of Latin America for DuPont Crop Protection (2015 to 2017); (v) Global Director of Strategic Planning for DuPont Crop Protection (2014 to 2015); (vi) Business Director for DuPont Canada (2008 to 2014). In 1996, she was transferred to Wilmington, Delaware, USA, where she held various positions in Development and Marketing. She began her career at DuPont Brazil in 1981 in the agricultural division, assuming leadership positions in Regulatory Affairs, Government Relations, and Research & Development. In recent years, Priscila has served on the Boards of Directors of the American Chamber of Commerce (AmCham), the Brazilian Chemical Industry Association (ABIQUIM), the Agribusiness Council of FIESP, and the Board of Directors of the Canadian Crop Protection Association (CropLife Canada). Currently, she is a member of the Boards of the Inter-American Dialogue in Washington, D.C., and the International Center in Indianapolis, Indiana.

Paulo Rogerio Caffarelli. Paulo Rogerio Caffarelli holds a degree in Law from the Pontifical Catholic University of Curitiba (PUC Curitiba), with specializations in Foreign Trade (FAE/CDE Curitiba) and International Trade Law (IBEJ Curitiba). He holds an MBA in Corporate Law and Finance from FGV/RJ and a master's degree in business management and economics from the University of Brasília. Currently, he is a member of the Board of Directors and the Statutory Audit Committee of the Company. Paulo Rogerio Caffarelli also holds the position of President of Banco BBC within the Simpar Group since October 2021. His main professional experiences in the last years include: (i) President of Cielo S.A.; (ii) he joined Banco do Brasil in 1981, becoming Vice President of Wholesale, International Business, Private Banking, and Capital Markets (BB BI) from 2011 to 2014, also Logistic Director, Marketing Director, New Business Retail Director, Vice-President of Retail and serving as President; (iii) Executive Secretary at the Ministry of Finance from February 2014 to February 2015; (iv) Corporate Executive Director at Companhia Siderúrgica Nacional; (v) he served, for a certain period, on the Board of Directors of the following companies: Banco do Brasil S.A.; Brasilprev; Cielo, Elo Participações S.A.; Banco Votorantim; CBSS Visavale (Alelo); Vale; Brasilcap Capitalização; and Banco Votorantim; he was also a member of the Advisory Board of Febraban - Brazilian Federation of Banks.

Paulo Sergio Kakinoff. Paulo Sergio Kakinoff graduated in Business Administration from Mackenzie University. Currently, he is a member of the Board of Directors, also serving as a member of the Company's non-statutory Committees: (i) Strategy and Innovation Committee; (ii) Management and Finance Committee; (iii) People Committee. Paulo Kakinoff also holds the following positions in other companies: (i) CEO of Porto Seguro Companhia de Seguros Gerais; (ii) member of the Board of Directors of Simpar S.A.; (iii) member of the Board of Directors of Cocal Energia; (v) member of the Board of Directors of MRV Engenharia e Participações S/A. Paulo Kakinoff is a member of the Governance Board and the Board of Directors of the non-profit organizations Todos pela Educação, MBC (Competitive Brazil Movement), Bemtevi (Social Business), Instituto Inhotim (Association for cultural, educational and environmental purposes), President of the Pact for Sport and Master Professor of the Business Administration course at ESPM. His main professional experiences in the last five years include: (i) member of the Board of Directors of Porto Seguro from March 2020 to July 2023; (ii) member of the Board of Directors of GOL Linhas Aéreas S.A.; (iii) CEO of GOL Linhas Aéreas S.A. from 2012 to 2022. . He began his career in the automobile industry, where he worked for 18 years. He was President of Audi Brazil, Sales & Marketing Director of Volkswagen do Brasil, Executive Director for South America at the Volkswagen Group headquarters in Germany, and a member of the Supervisory Board of Volkswagen Participações.

Rodrigo Calvo Galindo. Rodrigo Calvo Galindo holds a degree in Law and a master's degree in education from the Pontifical Catholic University of São Paulo (PUC). Currently, he is a member of the Board of Directors of the Company, also serving as a member of the following non-statutory committees of the Company: (i) Strategy and Innovation Committee; (ii) Management and Finance Committee; (iii) People Committee. He also holds the following positions in other companies: (i) CEO (Chief Executive Officer) of Cogna Educação S.A.; (ii) Chairman of the Board of Directors of Cogna Educação S.A.; (iii) Chairman of the Board of Directors of Endeavor Brasil. He has been involved in managing educational institutions for over 29 years. His main professional experiences in the last five years include: (i) Administration of educational institutions; (ii) CEO of Cogna/Kroton Educacional; (iii) Director of Operations and Director of Higher Education at Kroton Educacional; (iv) CEO of Grupo Educacional IUNI; (v) Administrative Vice-Chancellor of the University of Cuiabá; (vi) member of the Board of Directors of Burger King Brasil; (vii) member of the Board of Directors of Clínica SIM; and (viii) member of the Board of Directors of Arezzo&Co.

Walter Schalka. Walter Schalka graduated in Engineering from the Aeronautics Institute of Technology (ITA) and holds postgraduate degrees from the Getulio Vargas Foundation, IMD, and Harvard Business School. He currently serves as member of the board of directors of the Company and is also a member of the following non-statutory committees of the Company: (i) Management and Finance Committee, (ii) Strategy and Innovation Committee; (iii) People Committee; (iv) Sustainability Committee. Mr. Walter Schalka also holds the following positions in other companies: (i) member of Parceiros da Educação, a Civil Society Organization; and (ii) member of the Board of Directors of Vibra Energia. His main professional experiences in the last five years include: (i) CEO of Suzano S.A. (2013-2024), Chief Financial and Administrative Officer of Dixie Lalekla; (ii) General Manager of the Dixie Toga Group; and (iii) President of Votorantim Cimentos, part of the Votorantim Group.

Executive Officers

Our executive officers are responsible for executing general business and all related and necessary or advisable measures, except for those matters attributed to our shareholders' meeting or our board of directors, pursuant to applicable law and/or our bylaws. Our executive officers consist of a chief executive officer and four to nine executive officers, each of whom must be a Brazilian resident, with recognized technical and administrative experience. Our executive officers are appointed by our board of directors for one-year term and are eligible for re-election. Currently, our board of executive officers consists of seven executive officers. The following table sets forth selected information regarding the current members of our board of executive officers:

Name	Age	Position	Date of Election	Term of Expiration ⁽¹⁾
João Alberto Fernandez de Abreu ⁽²⁾	55	Chief Executive Officer	May 9, 2024	May 9, 2024
Aires Galhardo	47	Executive Vice-President - Pulp, Operations Engineering and Energy	May 9, 2024	May 9, 2025
Carlos Aníbal de Almeida Jr.	55	Executive Vice-President - Forestry and Procurement	May 9, 2024	May 9, 2025
Douglas Seibert Lazaretti ⁽³⁾	43	Executive Vice-President of Forestry	December 13, 2024	First meeting of the board of directors to be held after the 2025 Company's Annual General Meeting which is expected to be on May 8, 2025
Leonardo Barretto De Araujo Grimaldi	49	Executive Vice-President - Pulp Commercial and Logistics	May 9, 2024	May 9, 2025
Marcos Moreno Chagas Assumpção ⁽⁴⁾	47	Executive Vice-President of Finance and Investor Relations	October 25, 2024,	First meeting of the board of directors to be held after the 2025 Company's Annual General Meeting which is expected to be on May 8, 2025
Maria Luiza de Oliveira Pinto e Paiva ⁽³⁾	61	Executive Vice-President of Sustainability, Communication and Brand	December 13, 2024	First meeting of the board of directors to be held after the 2025 Company's Annual General Meeting which is expected to be on May 8, 2025

(1) The term of the mandates of the members of our executive officers is one year, until the first meeting of the board of directors to be held after the 2025 Company's Annual General Meeting which is expected to be on May 8, 2025

(2) The term of office started on July 2, 2024.

(3) The term of office starting on February 1, 2025

(4) The term of office starting on December 1, 2024

[Table of Contents](#)

On February 28, 2024, our Board of Directors initiated the CEO transition process, with Mr. Walter Schalka continuing in the role until July 1, 2024. On July 2, 2024, João Alberto Fernandez Abreu assumed the position of Chief Executive Officer of the Company.

Effective as of November 30, 2024, Mr. Marcelo Bacci resigned his position as Statutory Executive Vice President of Finance and Investor Relations of the Company and the Board of Directors approved the appointment of Marcos Moreno Chagas Assumpção for the position with a term of office starting on December 1, 2024.

Effective as of November 30, 2024, Mr. Christian Orga Orglmeister resigned his position as Statutory Executive Vice President of Biobusiness, Strategy and Digital of the Company.

Effective as of April 1, 2025 Fernando de Lellis Garcia Bertolucci resigned from the position of Statutory Executive Vice President of Sustainability, His responsibilities were restructured, with the Sustainability area being led by Ms. Maria Luiza de Oliveira Pinto e Paiva, who assumed the position of Statutory Executive Vice-President of Sustainability, Communication and Brand on February 1, 2025.

As of February 2025, Mr. Carlos Aníbal Fernandes de Almeida Junior Executive Vice President of Forestry and Procurement took on a new role within the Company, focusing on institutional relations and business development activities in Europe. The Executive Vice Presidency of Forestry started to be led by Mr. Douglas Seibert as of February 1, 2025.

The following is a summary of the business experience of our current executive officers:

João Alberto Fernandez de Abreu João Alberto Fernandez de Abreu holds a degree in Mechanical and Production Engineering from the Catholic University of Rio de Janeiro (PUC-Rio), and an MBA from Fundação Dom Cabral (São Paulo). He currently serve as Chief Executive Officer of the Company. He also holds the following positions in the Company's whole owned subsidiaries: (i) Chairman of the Board of Directors of Futuragene Ltd; and (ii) Executive Officer of Itacel - Terminal De Celulose De Itaqui S.A. and Maxcel Empreendimentos e Participações S.A. His main professional experiences over the last five years include roles such as President of the Company and its subsidiaries from April 2019 at Rumo S.A. and member of the Board of Iogen Energy. João Alberto served as Chief Operating Officer of Raízen Energia S.A., working for 18 years at Shell, holding various positions in Retail, in Brazil, England, and Argentina. He began his career at Raízen Energia as Executive Director of Sales and a member of the board of Petróleo Sabbá, an affiliate of Raízen in Northern Brazil. In 2012, he became Director of Bioenergy and Technology for Raízen's Ethanol, Sugar, and Bioenergy business. Two years later, he assumed the role of Executive Director of Agroindustrial. He was responsible for the development and implementation of Raízen's first integrated Second-Generation Ethanol plant.

Aires Galhardo. Aires Galhardo holds a degree and a post-graduate degree in Business Administration from Fundação Getúlio Vargas. Currently, he serve as Executive Vice-President of Pulp Operations Engineering and Energy. Mr. Aires also holds the following positions in other companies: (i) member of the board of directors at Fundação Arus de Seguridade Social; and (ii) member of the board of directors of Veracel Celulose S.A. With respect to the Company's whole owned subsidiaries, he holds the position of Executive Officer of (i) Mucuri Energetica S.A. (ii) F&E Tecnologia Do Brasil S.A., (iii) Projetos Especiais e Investimentos Ltda. and (iv) Suzano Operações Industriais e Florestais S.A. His main professional experiences in the last five years include also acting in leadership positions in the areas of Logistics, Forestry and Operations at Votorantim Celulose e Papel (VCP) and later at Fibria.

Carlos Anibal de Almeida Jr. Carlos Anibal Fernandes de Almeida Junior holds a degree in Electrical Engineering from the Federal University of Minas Gerais, a postgraduate degree and a MBA in General Administration from IBMEC (São Paulo). He currently serves as the Executive Officer of Forestry and Procurement of the Company. Mr. Carlos Anibal also holds the following positions in other companies: (i) member of the Supervisory Board of Lenzing AG and (ii) member of the Board of Directors Spinnova Plc. With respect to the Company's whole owned subsidiaries, he is also (i) member of the Board of Directors of Fibria Celulose USA Inc; Supervisor of Suzano Shanghai and (iii) Executive Officer of Maxcel Empreendimentos e Participações S.A. and Suzano Operações Industriais e Florestais S.A. His main professional experiences in the last five years also include acting as Executive Officer of the Pulp Business Unit, Executive Officer Sales and Marketing of Pulp and Paper and Executive Officer of the Pulp Business, at the Company.

Douglas Seibert Lazaretti. Douglas Lazaretti holds a degree in Forest Engineering from the Federal University of Santa Maria – Rio Grande do Sul, a Master's in Business Administration - MBA, Business, Technology, and Innovation from the Massachusetts Institute of Technology, a Master's in Wood Quality, Forest Management, and Economics from the Federal University of Santa Maria, and a Master's in Business Administration (MBA), Business Management from the University of Santa Cruz do Sul. He is currently the Executive Vice-President of Forestry . He also serves as (i) Coordinator of the Forestry Committee of Ibá – Brazilian Tree Industry (since January 2020); and (ii) Chairman of the Board of Directors of the Institute of Forest Research and Studies - IPEF (since January 2020). His main experiences in the last 5 years include: (i) Member of the Board of Veracel Celulose S/A (January 2020 - September 2024); (ii) He has worked in all our forestry units, with his latest challenge being the expansion of our operation in Mato Grosso do Sul, including the forestry base to support the new plant in Ribas do Rio Pardo; (iii) General Manager of the Forestry Business Unit at Gerdaul (August 2013 - November 2015).

Leonardo Barretto de Araujo Grimaldi. Leonardo Barretto de Araujo Grimaldi holds a degree in Business Administration from Fundação Getúlio Vargas and has taken specialization courses at Wharton (USA) and Singularity University (USA). He currently serves as the Executive Vice-President of Commercial Pulp and Logistics of the Company. Mr. Leonardo Grimaldi also holds the following positions in other companies: (i) chairman of the Board of Directors of Portocel Terminal Especializado de Barra do Riacho S.A.; (ii) member of the board of directors of Veracel S.A.; and (iii) member of the Supervisory Board of Lenzing AG. With respect to the Company's whole owned subsidiaries he also holds the following positions (i) member of the Supervisory Board of Suzano International Trade GmbH (ii) Executive Officer of Itacel - Terminal De Celulose De Itaqui S.A. and Fibria Terminal De Celulose De Santos Spe S.A.; (iii) member of the Board of Directors of Suzano Material Technology Development Ltd and Suzano Shanghai; and (iv) Chairman of the Board of Directors of Suzano America and Fibria Celulose (USA) Inc. His main professional experiences in the last five years also include acting as Executive Officer of People and Management, and Health and Safety at the Company, and, previously, as Executive Director of the Paper and Packaging Unit, and also, being member of the Board of Directors and of the Strategy Committee and People Committee at Ibema Companhia Brasileira de Papel.

Marcos Moreno Chagas Assumpção. Marcos Moreno Chagas Assumpção holds a degree in Economics from the University of Brasília (UnB) and an Executive MBA from Coppead (Federal University of Rio de Janeiro). He currently holds the position of Executive Vice President of Finance and Investor Relations. He also holds the following positions with in the Company's whole owned subsidiaries: (i) member of the Board of Directors of Fibria Celulose (USA) Inc, Suzano Material Technology Development LTD, Suzano Pulp And Paper America, Inc, Suzano Shanghai and Suzano Ventures LLC; (ii) member of the Supervisory Board of Suzano International Trade GmbH; and (iii) Executive Officer of F&E Tecnologia Do Brasil S.A., Itacel - Terminal De Celulose De Itaqui S.A., Maxcel Empreendimentos e Participações S.A., Mucuri Energetica S.A., Projetos Especiais e Investimentos Ltda, SFBC Participações Ltda and Suzano Operações Industriais e Florestais S.A. In January 2022, he joined Suzano, where he served as Officer of Corporate Finance, leading the Treasury, Funding, M&A, and Credit areas, and recently took on the role of Officer of FP&A and M&A. Previously, he worked at Itaú BBA for nearly 13 years, primarily in the Equity Research area, where he was Head of Research, Equity Strategist, and Analyst for the Commodities sector (Pulp and Paper, Mining, Steel, and Cement) and the Banking sector.

Maria Luiza de Oliveira Pinto e Paiva. Maria Luiza Paiva graduated in psychology from the Pontifical Catholic University of São Paulo (PUC-SP) in December 1986. She currently serves as Executive Vice-President of Sustainability, Communication and Brand of the Company. She also holds the following positions in the Company's whole owned subsidiaries: (i) Director of Suzano Canada Inc.; and (iii) Supervisor of Suzano Material Technology Development Ltd. Previously, she was Executive Vice President of Sustainability (since March 2021) and Non-Independent Coordinator of the Executive Risk Committee – Sustainability (since August 2022) at Vale. Her main experiences in the last 5 years include: (i) Executive Vice President of Sustainability (March 2021 to December 2024) and Non-Independent Coordinator of the Executive Risk Committee – Sustainability (from August 2022 to December 2024) at Vale S.A.; (ii) Executive Officer of Sustainability at Suzano S.A. (January 2019 to February 2021); (iii) Member of the Board of Directors of the Global Compact Network Brazil (January 2020 to March 2021); (iv) Member of the Board of Directors of the Brazilian Business Council for Sustainable Development (August 2019 to March 2021); and (v) Executive Director of Sustainability at Fibria S.A. (March 2015 to January 2019).

Fiscal Council

Our fiscal council is a non-permanent corporate body comprised of three members, with an equal number of alternates, in case our shareholders request it to be convened at the annual general shareholders' meeting. Under our bylaws, the members of our fiscal council must sign, before taking office, a compliance statement in accordance with the *Novo Mercado* listing rules.

Pursuant to the Brazilian Corporation Law, our fiscal council is independent from our management and our external auditors. In case our fiscal council is installed, members of our fiscal council serve a one-year term that ends at the shareholders' meeting the year following their election. The fiscal council is primarily responsible for reviewing management's activities, our audited consolidated financial statements and for reporting its findings to our shareholders.

The following table sets forth the name, position, date of appointment and term expiration for each member of our fiscal council, which has been convened as requested in the annual general shareholders' meeting held on April 26, 2023:

Name	Age	Position	Date of Election	Term of Expiration ⁽¹⁾
Eraldo Soares Peçanha	73	Member	April 25, 2025	2026
Luiz Augusto Marques Paes	63	Member	April 25, 2025	2026
Rubens Barletta	78	Member	April 25, 2025	2026
Kurt Janos Toth	77	Alternate	April 25, 2025	2026
Luciano Douglas Colauto	57	Alternate	April 25, 2025	2026
Roberto Figueiredo Mello	76	Alternate	April 25, 2025	2026

(1) The term of the mandates of the members of our fiscal council shall terminate on the date of our annual general shareholders' meeting in charge of evaluating our audited consolidated financial statements for the year ended December 31, 2025.

The following is a summary of the business experience of the current members of our fiscal council:

Eraldo Soares Peçanha. Eraldo Soares Peçanha holds a bachelor's degree in Accounting and Business Administration from Universidade Cândido Mendes (RJ). He currently, serves on the Fiscal Council at Suzano SA. Highlights of his professional experience follow: Aracruz Celulose S.A. - Manager of Accounting, Internal Audit, and Controller (1974 to 1996); CSN-Cia. Siderúrgica Nacional - Director of Controllershship and IT (1996 to 2003); Embratel S.A. - Director of Controllershship and Executive Director of Corporate Governance (2003 to 2008); Icatu Seguros S.A. - Executive Director of Customer Services (2008 to 2011); Previous roles include: Member of the Audit Committee at Banco do Estado do Rio Grande do Sul; Full member of the Fiscal Council at publicly traded companies: Vale, Net Serviços de Comunicação, JBS, Ideiasnet; Also, he was a member of the Fiscal Council at privately held companies: Cadam, Ferrovia Centro Atlântica, Itá Energética, and Officer Distribuidora Prod. Tecnologia; Alternate member of the Fiscal Council at publicly traded companies: Ouro Fino Saúde Animal Participações, CCR, AES Tiete Energia, Tupy, and Padtec Holding; Full member of the Fiscal Council at private pension entities of some companies where he worked. Since 2012, he has been working as a consultant in the areas of Corporate Governance, Controllershship, and Accounting/Financial Processes & Systems.

Luiz Augusto Marques Paes. Luiz Paes holds a Law degree from the Law School of the University of São Paulo – USP. He is currently a permanent member of the Company's Fiscal Council. Luiz Paes also holds the following positions at other companies: (i) permanent member of the Fiscal Council of Cyrela Brazil Realty S.A. Empreendimentos e Participações; (ii) permanent member of the Fiscal Council of Cury Construtora e Incorporadora S.A.; (iii) member of the Audit Committee of JSL S.A.; and (v) partner at the law firm Paes e Colauto Sociedade de Advogados, working in the area of legal consulting in Tax and Corporate Law. Previously served as a member of the Fiscal Council of Vamos Locação de Caminhões, Máquinas E Equipamentos S.A.

Rubens Barletta. Rubens Barletta holds a law degree from São Bernardo do Campo Law School. He currently serves as member of the fiscal council of the Company. Rubens Barletta is also a permanent member of the fiscal councils of the following companies: (i) Banco Alfa de Investimento S.A.; (ii) Alfa Holdings S.A.; and (iii) Tegma Gestão Logística S.A. From 1999 to 2010, he served as a permanent member of the fiscal council of Financeira Alfa S.A. – Crédito, Financiamento e Investimentos. and of Consórcio Alfa de Administração S.A. Mr. Barletta has been a partner at Barletta, Schubert e Luiz Sociedade de Advogados, a firm specializing in private law, with emphasis on Corporate Law. From 1961 to 2008, he was an employee, intern and then partner at Law Firm Augusto Lima S.C.

Kurt Janos Toth. Kurt Janos Toth holds a degree in Economics from the Federal Fluminense University and a postgraduate degree in Finance from the Pontifical Catholic University of Rio de Janeiro. Currently, he serves as a substitute member of the Fiscal Council of the Company. His main professional experiences in the last 5 years include serving as a member of the Fiscal Council of Tupy S.A. (2017 to 2021). He has also served as Head of the Credit Department at BNDES (Brazilian Development Bank) from 1988 to 2006.

Roberto Figueiredo Mello. Mr. Roberto Figueiredo Mello holds a Law degree from the Law School of the University of São Paulo – USP. He is currently an alternate member of the Company's Fiscal Council. Mr. Roberto is also a founding partner of Pacaembu Serviços e Participações Ltda

Luciano Douglas Colauto. Luciano Douglas Colauto holds a degree in Business Administration from Fundação Getúlio Vargas (EAESP-FGV) and in Law from the University of São Paulo Law School (USP). He worked as a consultant at Arthur Andersen (an auditing company) from September 1988 to December 1991, and currently is a partner at Almeida Prado, Paes, Caruso e Colauto Consultoria Empresarial Ltda. (a consulting firm), where he joined in December 1991. He served as an effective member of the Fiscal Council of Nordeste Química S.A. (NORQUISA) from April 2003 to August 2004, of TECNISA S.A. from 2007 to 2017, and is currently an effective member of the Fiscal Council of Cyrela S.A., JSL S.A., and Movida Participações S.A. and member of the Audit Committee of Cury Construtora e Incorporadora S.A.

Audit Committee

In 2011, the CVM approved an Instruction (No. 509/2011) governing the *comitê de auditoria estatutário* (statutory audit committee), an audit committee established under the bylaws of the issuer and subject to certain requirements under the CVM rules. Effective January 2018, the B3 listing rules for its *Novo Mercado* segment require that a company listed on the *Novo Mercado* (such as ourselves) create and implement an audit committee in accordance with the CVM rules. *Novo Mercado* segment of B3 is a premium listing segment for Brazilian companies that meet the highest standards of corporate governance. For further information on the *Novo Mercado* listing segment, see “Item 9. The Offer and Listing—Markets—São Paulo Stock Exchange Corporate Governance Standards.”

On April 1, 2019, our shareholders approved an amendment to our bylaws requiring us to establish a statutory audit committee. Our statutory audit committee is an advisory committee of our board of directors, and provides assistance in matters involving our accounting, internal controls, financial reporting and compliance. Our statutory audit committee also recommends to our board of directors the appointment of our independent auditors and evaluates the effectiveness of our internal financial and legal compliance controls. According to our bylaws, our statutory audit committee must have at least three members, and not more than five members, which must be independent in accordance with the independence requirements of the CVM and at least one of whom must have recognized experience in corporate accounting. Additionally, B3 *Novo Mercado* listing rules require that at least one member of the audit committee be an independent board member, but they permit the appointment of other members who are not members of the board of directors provided such other members meet the independence requirements of the CVM. Our bylaws expressly require that our statutory audit committee consist of one or more persons who are independent members of our board of directors and one or more persons who are not members of our board of directors and also provides that the members of the committee can not be part of the executive officers board.

Our statutory audit committee is not equivalent to or comparable with a U.S. audit committee. Pursuant to Exchange Act Rule 10A-3(c)(3), which provides for an exemption under the rules of the U.S. Securities and Exchange Commission, or SEC, regarding the audit committees of listed companies, a foreign private issuer is not required to have an audit committee equivalent to or comparable with a U.S. audit committee if the foreign private issuer has a body established and selected pursuant to home country legal or listing provisions expressly requiring or permitting such a body, and if the body meets the requirements that (i) it be composed of one or more members of the board of directors and one or more members that are not also members of the board of directors, (ii) its members not be elected by management, (iii) no executive officer be a member of the body, and (iv) home country legal or listing provisions set forth standards for the independence of the members of the body. We believe that our statutory audit committee complies with these requirements, and we rely on the exemption provided by Rule 10A-3(c)(3) under the Exchange Act. The following table sets forth the name, position, date of appointment and term expiration for each of the members of our audit committee:

Name	Position	Date of Election	Term Expiration
	Member		
Ana Paula Pessoa		May 9, 2024	2026
Carlos Biedermann	Financial Expert	May 9, 2024	2026
	Coordinator and Risk Expert		
Paulo Rogerio Caffarelli		May 9, 2024	2026

The following is a summary of the business experience of the current members of our audit committee who are not members of our board of directors:

Ana Paula Pessoa. Ana Paula holds a Bachelor's degree in Economics and International Relations and a Master's degree in Development Economics from Stanford University. Currently, she is a member of the Audit Committee of the Company. Ms. Pessoa also holds the position of a member of the board of directors and member of our sustainability committee of Cosan and a partner, investor and Board Chair of Kunumi AI, a leading artificial intelligence start-up in Brazil. She has been an independent board member and member of the audit committee of News Corporation, NY, since 2013; an Independent board member and member of the Investment and CSR committee of Vinci Group, Paris, since 2015; an independent member of the board and member of the audit committee, the conduct and financial crime committee, and of the innovation committee of Credit Suisse AG, Zurich, since 2018. She is also a board member of the board representing IFC at Aegea Saneamento, São Paulo, since 2018. She is a member of Stanford University, California, Global Advisory Council since 2018. She is a member of the Consulting Board of The Nature Conservancy Brazil since 2014, a member of the Audit committee for Fundação Roberto Marinho since 2007, a member of consulting board for Casa FIRJAN since 2018. Ms Pessoa was CFO of the Rio 2016 Olympic and Paralympic Games from 2015 to 2017. Ana Paula served as Founder and Managing Director of Brunswick São Paulo from 2012 to 2015. Ms Pessoa, founded and was Chair of Neemu Internet, which was sold in 2015 to Linx SA.. Ana Paula was CFO of infoglobo Comunicações from 2001-2011, and before that held several executive positions in the Globo Organizations since 1993. Ana Paula worked for the World Bank in DC and The United Nations Development Programme in New York and Benin, West Africa.

Carlos Biedermann. Carlos Biedermann is a graduate in Business Administration and Public Administration from the Federal University of Rio Grande do Sul (UFRGS), and in Accounting from Unisinos. He holds a postgraduate degree in Capital Markets from Fundação Getúlio Vargas (FGV). He is currently (a) a member of the Audit Committee of the Company and also of the following organizations; (b) Chair of the Audit Committee of Grupo Cornélio Brennand, a business group operating in the real estate development, energy, glass, and cement sectors; (c) a member of the Board of Directors of Grupo Solar, a Coca-Cola System bottler in Brazil; (d) a member of the Board of Directors and Audit Committee of Copel - Companhia Paranaense de Energia, a publicly traded company in Brazil and the USA, operating in the energy sector in Paraná and other states of Brazil; (e) a member of the Audit Committee of Banrisul – Banco do Estado do Rio Grande do Sul, a financial institution operating as a multiple-service bank across commercial, credit, investment, mortgage, development, leasing, and investment portfolios; (f) a member of the Audit Committee of Raymundo da Fonte, a company that produces cleaning products, personal hygiene items, and condiments; (g) Chair of the Board of Directors of Brivia Dez, a company operating in advertising, marketing, and technology; (h) a member of the Audit Committee of Moinho Paulista S.A., a company in the food industry; (i) Chair of the Board of ADVB - Associação dos Dirigentes de Marketing e Vendas do Brasil (Brazilian Marketing and Sales Executives Association). Previously, he was (a) lead partner at PricewaterhouseCoopers (PwC) from 2002 to 2015, one of the world's largest professional services firms in auditing, consulting, and related services; (b) Chair of the Audit Committee for five years and Vice-Chair in 2013/2014 of the Brazilian Institute of Corporate Governance (IBGC), a non-profit organization focused on developing best practices in corporate governance; (c) a member of the Board of Directors for six years and a board advisor for two years of the Young Presidents Organization (YPO/WPO), a global network of chief executives; (d) the first independent member of the Board of Directors at Calçados Azaleia, a Brazilian footwear company; (e) a member of the Administrative Board for approximately 15 years at Santa Casa de Misericórdia de Porto Alegre, a complex of seven hospitals with various specialties located in Porto Alegre, RS; (f) a member of the Audit Committee of BB Seguridade, a Brazilian insurance company owned by Banco do Brasil, operating in insurance, open pension funds, capitalization, and brokerage services; (g) a member of the Board of Directors of Valmont, an industrial company in the agribusiness sector; (h) Chair of the Board of Porto Alegre Health Care, a non-profit group that brings together public and private stakeholders to promote the city and foster medical tourism; (i) a member of the Audit Committee of Grupo Algar, a company in the telecommunications sector (fixed and mobile telephony); (j) a member of the Board of Directors of Madero, a multi-brand restaurant company operating throughout Brazil; (k) a member of the Audit Committee of Tribanco, a commercial bank operating with traditional credit and service operations.

Paulo Rogerio Cafarelli. Paulo Rogerio Caffarelli holds a degree in Law from the Pontifical Catholic University of Curitiba (PUC Curitiba), with specializations in Foreign Trade (FAE/CDE Curitiba) and International Trade Law (IBEJ Curitiba). He holds an MBA in Corporate Law and Finance from FGV/RJ and a master's degree in business management and economics from the University of Brasília. Currently, he is a member of the Board of Directors and the Statutory Audit Committee of the Company. Paulo Rogerio Caffarelli also holds the position of President of Banco BBC within the Simpar Group since October 2021. His main professional experiences in the last years include: (i) President of Cielo S.A.; (ii) he joined Banco do Brasil in 1981, becoming Vice President of Wholesale, International Business, Private Banking, and Capital Markets (BB BI) from 2011 to 2014, also Logistic Director, Marketing Director, New Business Retail Director, Vice-President of Retail and serving as President; (iii) Executive Secretary at the Ministry of Finance from February 2014 to February 2015; (iv) Corporate Executive Director at Companhia Siderúrgica Nacional; (v) he served, for a certain period, on the Board of Directors of the following companies: Banco do Brasil S.A.; Brasilprev; Cielo, Elo Participações S.A.; Banco Votorantim; CBSS Visavale (Alelo); Vale; Brasilcap Capitalização; and Banco Votorantim; he was also a member of the Advisory Board of Febraban - Brazilian Federation of Banks.

As of April 25, 2025, the members of our audit committee, on an individual basis and as a group, directly owned less than 1.0% of our common shares.

Family relationship

Mrs. David Feffer and Daniel Feffer, respectively serving as Chairman and Vice-Chairman of our board of directors, are brothers. Mrs. Gabriela Feffer Moll, a member of our board of directors, is the daughter of Mr. David Feffer, Chairman of our board of directors.

B. Compensation

Aggregate compensation for the members of our board of directors and our executive officers is determined annually at our shareholders' meeting, in accordance with our bylaws. Our board of directors is responsible for the distribution of such amount between its members and the members of our board of executive officers.

Our shareholders' meeting held on April 25, 2025 approved the global compensation for the members of our board of directors, fiscal council and board of executive officers for the fiscal year of 2025 in the amount of up to R\$ 185.0 million (including social contribution).

For the years ended December 31, 2024, 2023, and 2022 the aggregate compensation of all of our directors, officers and members of our fiscal council was R\$ 167.1 million, R\$117.7 million, and R\$99.2 million (including social contribution), respectively, which includes bonuses in the aggregate amount of R\$ 17.7 million, R\$24.1 million and R\$11.6 million, respectively. In addition, for 2024, 2023 and 2022d 2021 we paid an aggregate of R\$ 0.724 million, R\$0.598 million and R\$0.548 million into our pension plan on behalf of our directors.

Information on elements of compensation for the year ended December 31, 2024 is detailed in the table below (the percentages reflect the percentage of total remuneration represented by the category)

Elements of Remuneration	Board of Executive Officers		
	Board of directors	(Statutory)	Fiscal Council
Fixed Remuneration	60.3 %	15.8 %	83.3 %
Benefits	0.1 %	1.3 %	0.0 %
Social Contribution	12.1 %	3.6 %	16.7 %
Variable Remuneration	0.0 %	12.4 %	0.0 %
Cessation	0.0 %	2.1 %	0,0%
Long Term Incentive Plan	27.5 %	64.8 %	0.0 %
TOTAL	100.0 %	100.0 %	100.0 %

In addition to receiving a fixed salary, our entire board of executive officers participate in a profit-sharing program based on the achievement of certain personal and corporate goals. We also provide the following benefits, among others, to certain members of our board of directors and our entire board of executive officers: life insurance, health care plans, dental care, meal vouchers, transport, payroll loans and private pension plans. In addition to the benefits, we offer our management team long-term incentive programs.

Until 2023, we had three long-term Incentive plans based on shares: (i) the Phantom Share Plan, (ii) the Share Appreciation Rights ("SAR"), and (iii) the Performance Share Plan. In 2024, the Company's management decided to discontinue the SAR Plan and keep the Phantom Share Plan and the Performance Share Plan, upon the approval of two new Plans. With this new structure, the Company's purpose is: i) aligning the interests of managers with the interests of the Company and its shareholders; ii) attracting, rewarding, retaining and encourage them to conduct the Company's business sustainably, within appropriate risk limits and aligned with the interests of shareholders; and iii) grant them a financial incentive. This changes were approved by our shareholders at the Annual and Extraordinary Meetings held on April 25, 2024.

Performance Shares Plan

Members of the Board of Directors, both the statutory and non-statutory board officers, and key employees are eligible to be beneficiaries of the our Performance Share Plan.

The Board of Directors may approve the grant of Performance Shares to Beneficiaries of the Plan, under the terms and conditions established in the Plan, and in the respective Programs and Grant Agreements. Each Performance Share corresponds to one (1) common, registered, book-entry share with no par value issued by the Company, to be delivered to the Beneficiary, once the conditions established in the Plan and the respective Program and Agreement have been met.

The Board of Directors determines the number of performance shares for each beneficiary, adhering to the global and, if applicable, the extraordinary limit under the plan. The number of performance shares delivered depends on achieving the targets set after the vesting period, as outlined in the programs and agreements. Initially, the grant's financial value is set, then converted into performance shares based on the average price of our common shares during up to ninety trading sessions on the B3 stock exchange before the grant date

The Board of Directors sets and approves the targets for granting performance shares based on TSR performance indicators and strategic priority metrics for each program.

For the Performance Share Plan, TSR refers to the performance indicator mechanism related to shareholder return, used to measure the performance of the reference group over a specific period by combining the share price of the comparable to demonstrate the return provided to the shareholder.

The vesting period is determined by the Board of Directors in each program or grant agreement and may vary between three and five years from the grant date.

The Board of Directors, at its sole discretion, and based on the Compensation Committee's recommendation, according to the provisions of the Plan and programs, shall approve: (i) the beneficiaries who shall be entitled to receive Performance Shares; (ii) the number of Performance Shares to be granted, which may be based on a reference value or a maximum amount, always respecting the Overall Limit; (iii) the goals and other conditions for acquiring the right to receive Performance Shares, including possible adjustments or modifications required over time, observing the specific terms and conditions in the grant programs and agreements, as applicable.

Under the Performance Share Plan, beneficiaries may be granted shares representing up to 2% of our total issued shares on the plan's approval date. This amount may adjust due to changes in the number, type, and class of shares as a result of bonuses, splits, reverse splits, or conversion of shares of one type or class into another, or conversion into other securities issued by us, or even in the case of eventual declarations of proceeds during the vesting period.

The Board of Directors may, in exceptional situations to preserve our best interests, establish conditions different from those in this plan for extraordinary grants of performance shares. These may occur when negotiating an entry bonus to hire managers or key employees who may become beneficiaries, or due to bonuses for specific activities or projects that bring significant returns to us. Such grants may not exceed 0.3% of our total issued shares on the plan's approval date, always respecting the overall limit under the plan.

Phantom Shares Plan

The members of the Management, both statutory and non-statutory, as well as the Company's key employees who perform strategic functions and have a direct impact on the Company's results, are eligible to be beneficiaries of the Plan and, thus, upon meeting the conditions established therein, to receive a pecuniary amount result from the granting of Phantom Shares. The Company's Board of Directors has the authority to approve the grant of Phantom Shares to the beneficiaries, under the terms and conditions established in the Plan, in the respective programs, and in the related grant agreements.

As provided for above, each Phantom Share entitles its holder to receive a monetary value equivalent to the market price of one (1) share of the Company, determined by the market quotation on the determination date (such share, a "Reference Share" for purposes of the Phantom Shares Plan).

The number of Phantom Shares to be granted to each beneficiary is calculated based on two main criteria: (i) the financial value assigned based on the beneficiary's reference salary and salary multiple or by financial references related to the position grouping; and (ii) the value in reais per share, determined by the average quotation of the Reference Shares in the last 90 trading days of the B3 market before the grant date established in said grant agreement.

Beneficiaries can only exercise their rights to the phantom shares during the exercise period, after meeting the vesting period and other conditions outlined in the plan and agreements. The grant of phantom shares do not automatically confer rights to beneficiaries, including their exercise and settlement.

The vesting period is set by the Board of Directors in each program or grant agreement, ranging from three to five years from the grant date. The exercise period, also determined by the Board, may not exceed two years from the end of the vesting period.

The settlement of phantom shares is conducted through cash payment to the beneficiary of the redemption amount, calculated by multiplying the number of phantom shares by the average quotation of the reference shares over up to 90 trading sessions on the B3 stock exchange, as specified in each program. This amount may include TSR or another strategic metric as a multiplier in the redemption calculation.

TSR, within our phantom shares plan, refers to the performance indicator related to shareholder return, measuring the performance of the Reference Group by combining the share price to demonstrate the return provided to the shareholder.

The Board of Directors, based on the Committee's recommendation and in compliance with the the plan, approves programs that specify: (i) the beneficiaries of phantom shares, (ii) the number of phantom shares granted; (iii) the conditions and necessary modification for exercising rights related to the phantom shares; (iv) the vesting and exercise periods; and (v) other related terms and conditions.

In exceptional situations, to protect our best interests, the Board of Director may establish conditions different from those in the plan for extraordinary grants of phantom shares, such as when negotiating entry bonuses for new managers or key employees, or for bonuses tied to specific projects that yield significant returns for us.

Share Appreciation Rights Plan

We made available to certain of our executives and employees a SAR Plan, under which the payment, in cash, was linked to the price of our shares and, for a group of executives, was also linked to the performance of our shares in relation to our competitors. The difference between this plan and the phantom shares plan was the fact that there is a minimum appreciation requirement for vesting.

The options have an exercise price (or minimum level of share appreciation) that represents the average of the last 90 trading days prior to the grant date. The plan was composed of one tranche with a vesting period ending three years after the grant and maturing six months after the end of the vesting period. After five years, the options are exercised automatically.

The beneficiary was invited to participate in the plan. The acceptance by the beneficiary required the investment of an amount equivalent to 5% of the grant at the date of the grant, and 20% at the end of the vesting period, which must be deposited in our bank account.

The beneficiary's gain varies depending on the performance of our shares and may vary up to 25% more depending of the relative performance of our shares and the competing shares (TSR – Total Shareholder Return). This percentage is calculated based on our performance for the relevant period in comparison with our competitors' performance and may vary between 75% and 125%.

In 2024, management decided to discontinue the SAR Plan and no new options will be granted. Managers still hold options granted under our SAR Plan and may chose to exercise them in the end of the vesting period.

Maximum, Minimum and Average Individual Remuneration of our Board of Directors, Management and Fiscal Council

Year 2024	Number of Members	Number of Remunerated Members	Highest Remuneration (in million reais)	Lowest Remuneration (in million reais)	Average Remuneration (in million reais)
Board of Directors	0.01	8.83	10.52	0.89	2.27
Management	0.01	7.17	56.47	9.72	19.22
Fiscal Council	0.00	3.00	0.36	0.36	0.36

Note on Calculations:

- The average annual remuneration of each body was calculated by dividing the total amount of annual compensation (fixed, variable and indirect benefits, not including social contribution) for each body by the number of remunerated members in the respective body.
- The lowest annual individual remuneration (fixed, variable and indirect benefits, not including social contribution) of each body excludes all members of the respective body who have held the position for less than 12 months.
- The highest annual individual remuneration (fixed, variable and indirect benefits, not including social contribution) of each body makes no exclusions, considering all remuneration received by the respective member for functions exercised in the last 12 months.

Clawback Policy

On November 30, 2023 our Board adopted a policy pursuant to which our executive officers will be required to repay or return erroneously awarded compensation to the Company in accordance with the clawback rules, Section 10D of the Exchange Act and any applicable rules or standards adopted by the SEC thereunder (including Rule 10D-1 under the Exchange Act) or the Listing Exchange pursuant to Rule 10D-1 under the Exchange Act (including Section 303A.14 of the New York Stock Exchange Listed Company Manual), in each case as may be in effect from time to time. (the "Clawback Policy"). The Clawback Policy is administered by the Appointment and Compensation Committee of the Board.

Employee Compensation Policies

Policy on salaries and variable compensation

We ensure a competitive compensation policy, conducting an annual survey of positions and salaries among the biggest and best companies in various segments. Compensation consists of a fixed monthly salary, which is related to the level of complexity of the position, and an annual share in our results through the variable compensation programs.

The variable compensation programs mostly aims at leveraging business and results, encouraging employees to effectively contribute to our growth, strengthening the commitment to sustainable results, while making the short- and long-term visions compatible, allowing our growth be translated into financial compensation, as well as allowing us to retain employees.

Short-Term Variable Compensation Programs

Based on the definition of group and individual targets. These targets are cascaded across all hierarchical levels.

Long-Term Variable Compensation Programs

We have share-based compensation plans for certain non-management employees within our two Long-Term Incentive (LTI) plans linked to the price our stock, paid in local currency. These are the Phantom Shares Plan and the Performance Shares Plan. Both plans depend on the stock price, and depends on the performance of our shares in relation to our main competitors (TSR – Total Shareholder Return).

Benefits policy

Below is a list of some of the benefits offered to employees:

Dental Care: we offer dental care to employees from certain units, which also covers their dependents. At the Mucuri unit, the benefit also covers the parents of employees.

Health Insurance Plan: we offer medical assistance to employees through health insurance plans managed by third -parties, according to the relevant work location. Employees, their dependents (i.e., spouse or partner, children younger than 21 and single, children younger than 24 who are students, and children with disabilities in any age) and interns are entitled to health insurance. The health insurance offered by us has a co-payment model, i.e., the employee copay a percentage of the costs of medical procedures, following the rules of the insurance plan and applicable regulations. No monthly fixed contribution is paid. There is an accredited network in all locations to serve employees and their dependents. In addition, employees are entitled to reimbursement of expenses incurred at non-accredited locations, in accordance with the rules of the plan.

Meal Voucher: Credit provided on the last business day of each month, to a prepaid meal card, at locations that do not have a cafeteria.

Cafeteria: Outsourced restaurants that offer meals at manufacturing units, distribution centers and logistic centers (breakfast, lunch, dinner and supper).

Food Voucher: Credit provided on the last business day of each month, to a prepaid food card.

Transportation Voucher: Benefit intended to cover expenses with daily commute to and from work.

Christmas Basket: All employees are eligible for this benefit, which is delivered in December through a prepaid Christmas card.

Toy Check: All employees with children aged up to 12 years are entitled to this benefit. Employees receive a prepaid toy card, which is always delivered in December.

Studying is Growing Program: In partnership with employees who are parents, this benefit aims to improve the academic performance of their children through cash prizes to students who obtain good grades at the end of the academic year. These prizes are paid in accordance with predefined criteria and analysis of the student's report card by the 1st quarter of the subsequent year, and are deposited into the employee's account.

School Supplies Kit: Every year, we deliver school supplies to the children of employees, according to the level enrolled. Employees' children older than five (completed by January 31 of a given year) who are in preschool, primary or secondary education are eligible for this benefit.

Child Care Assistance: Benefit envisaged in the collective bargaining agreement, by which expenses with day care or babysitter services are reimbursed. All female employees who are mothers, male employees who are widowers or legally separated and who hold custody of their children aged 0 to 72 months (depending on the location where the employee works) are entitled to this benefit. The benefit amount is credited to the employee's payroll. For this, the employee must submit monthly proof of the expenses to the HR department at their unit and there is no deductible.

Allowance for Child with Disability: This benefit is envisaged in the collective bargaining agreement, by which expenses with specialized treatment and education of employees' children with disabilities are reimbursed. All employees who have children with disabilities or who hold legal custody of a person with disabilities are entitled to this benefit. The benefit is granted upon submission of the respective medical certificate attesting to the disability. The benefit amount is credited in the payroll and the employee must submit monthly proof of expenses to the HR department at the unit. There is no age limit for dependents to receive this benefit. There is no deductible for the employee.

Tribute for Time of Service: At the end of each year, employees completing their 10, 20, 30 and 40 –year anniversary of service at Suzano are honored.

Life Insurance: This benefit insures the employee and their dependents in case of death and/or disability. The amount insured corresponds to 36 times the employee's salary (capped at R\$1.2 million).

Payroll Loans: This benefit is offered to active employees and is governed by the Brazilian Labor Code (CLT) (employees on INSS leave, interns and contractors are not eligible). To obtain the benefit, employees must have been working at the Company for at least six months. The loan is repayable in up to 36 months with a maximum monthly installment up to 30% of available compensation. Total deductions (including the loan installment, to be deducted from payroll) cannot exceed 40% of available compensation.

Private Pension Plan: Suzano Prev is our supplementary pension plan, managed by BrasilPrev. All employees up to 89 years old are entitled to this benefit.

C. Board Practices

Our board of directors meets at least four times per year and whenever necessary, according to our interest or when called by its chairman or by the majority of its members. Our board of directors is responsible for, among other things, establishing our general business policies and for electing our executive officers and supervising their activities. Our board of executive officers meets periodically to review our production, commercial and financial operations. Our board of directors and our board of executive officers is governed by each of their respective internal rules, which have been approved by our board of directors in 2019 (and amended on 2022) and 2018, respectively. These rules set forth the structure and functioning, as well as rights and obligations of the members of our board of directors and board of executive officers.

[Table of Contents](#)

According to the Brazilian Corporation Law and our by-laws, the members of our board of directors are elected by the holders of our common shares at the general shareholders meeting. The members of our board of directors serve two-year terms. In April 2024, the sitting and alternate members of our board of directors were elected to serve a two-year mandate starting on April 25, 2024.

D. Employees

As of December 31, 2024, we employed a total of 23,980 employees (Suzano + Portocel + Ecofuturo + Futuragene + Veracel), distributed as follows:

	As of December 31, 2024
Management	1,929
Specialists/Engineers	87
Administrative	6,167
Operations	15,796
TOTAL	23,980

The increase in the number of employees (3,073 people) compared to 2023, increase in our forest base, in sourcing, formation of a succession pool for industrial units, hiring of employees for the Cerrado Project and the acquisition of two industrial assets from Pactiv Evergreen in the United States.

On December 31, 2024, 34,262 workers employed by outsourced subcontractors and service providers were used. This scenario represents an increase of 19.4% in outsourced subcontractors and service providers compared to the previous year, equivalent to an increase of 5,557 employees. The workforce is mostly allocated in forestry operations and logistics with 54% of workers, followed by 43% of workers distributed in industrial operations and 3% of workers in support and administrative activities.

In the years of 2024, 2023, 2022, 2021, 2020 and 2019, the number of accidents in our facilities were 189, 175, 156, 163, 146, 195, respectively.

Our relationship with our employees is subject to the terms and conditions set forth in each of the collective labor agreements executed by us with the local unions to which our employees belong.

E. Share Ownership

As of April 25, 2025, the members of our board of directors and our executive officers, other than members of the Feffer family, directly owned less than 1.0% of our common shares. See "Item 7. Major Shareholders and Related Party Transactions."

F. Disclosure of a Registrant's Action to Recover Erroneously Awarded Compensation

Not applicable.

ITEM 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS

A. Major Shareholders

As of April 25, 2025, our capital stock fully subscribed and paid in is R\$19,269.3 million divided into 1,264,117,615 registered, book-entry common shares.

[Table of Contents](#)

The table below presents certain information as of April 25, 2025, regarding (i) any person known to us as the owner of 5% or more of our outstanding common stock, (ii) total amount of the common stock owned by the members of our board of directors, executive officers and fiscal council; and (iii) total amount of the common stock owned by our related parties.

Shareholder	Number of Common Shares	Total Capital (%)
Suzano Holding S.A. ⁽¹⁾	367,612,329	29.1 %
David Feffer	53,443,973	4.2 %
Daniel Feffer	48,077,305	3.8 %
Jorge Feffer	47,687,570	3.8 %
Ruben Feffer	46,856,788	3.7 %
Alden Fundo de Investimento em Ações	27,154,744	2.1 %
Other Related Parties ⁽²⁾	26,566,442	2.1 %
Board of Directors, Executive Officers and Fiscal Council	5,337,556	0.4 %
<i>(Other Shareholders) Public Float:</i>	612,919,479	48.5 %
Treasury Shares	28,461,429	2.3 %
Total	1,264,117,615	100.0 %

(1) The controlling shareholders of Suzano Holding S.A. are David Feffer, Daniel Feffer, Jorge Feffer and Ruben Feffer.

(2) Includes other relatives of the Feffer family.

In addition, as of April 25, 2025, 7.2% of our common shares were held in the form of ADSs. Our major shareholders do not have different voting rights from other shareholders.

Shareholders' Agreements

Voting Agreement

David Feffer, Daniel Feffer, Jorge Feffer, Ruben Feffer, Suzano Holding S.A. and Alden Fundo de Investimento em Ações ("Fundo Alden"), as well as their stocks, their successors and permitted assignees, as the case may be, are parties to a voting agreement dated September 28, 2017 and amended on July 12, 2022, relating to their respective stakes in our company. The voting agreement became effective on September 28, 2017 and shall be in force until June 23, 2042. The voting agreement (a) will terminate automatically if the shareholders' agreement of Suzano Holding is terminated, and (b) may be terminated at any time by any two of David Feffer, Daniel Feffer, Jorge Feffer, Ruben Feffer and any of their successors or permitted assignees. The shareholders' agreement of Suzano Holding was entered into on September 28, 2017 and similarly will be in force until June 23, 2042.

Pursuant to the voting agreement, the parties are required to vote as a block at our shareholders' meetings. Prior to each of our shareholders' meetings, the parties are required to hold a meeting to determine the vote to be cast by each party with respect to all matters submitted for voting at such shareholders' meeting. Each party is entitled to one vote at such preliminary meetings, and decisions are taken by vote of the majority of the shares bound by the agreement.

Stock Transfer Agreement

David Feffer, Daniel Feffer, Jorge Feffer and Ruben Feffer are parties to a stock transfer agreement dated as of, and effective on, September 28, 2017, and amended on July 12, 2022, which will be in force until June 23, 2042.

Pursuant to the stock transfer agreement, each party and its successors agrees to not transfer, sell, assign or encumber shares subject to the stock transfer agreement (including through market transactions on an exchange), subject to certain exceptions, without the prior written consent of the other parties.

The stock transfer agreement also includes customary rights of first offer and rights of first refusal to all parties in the event of a sale or transfer of one of the parties. Moreover, the stock transfer agreement prohibits the transfer of shares to a third party that, directly or indirectly, engages in a competing activity, or that presents a common interest with whom engages in a competing activity, in each case with respect to our company.

B. Related-Party Transactions

For transactions with related parties, we shall observe the usual market prices and conditions, as well as the corporate governance practices adopted by us and those recommended and/or required by the legislation.

Transactions with Suzano Holding S.A.

The transactions with our controlling shareholder, Suzano Holding S.A, in the year ended December 31, 2024, totaled R\$66,000.0, mainly related to administrative expenses sharing and, to a lesser extent, to guarantees provided by Suzano Holding S.A.

Other Transactions

We are currently engaged in commercial pulp transactions with Ibema Companhia Brasileira de Papel (Ibema) that is a joint venture between us and Ibema Participações S.A (Ibemapar) concluded in January 2016. Currently, we hold 49.9% of Ibema's share capital and Ibemapar holds the remaining 50.1%.

In the year December 31, 2024, 2023 and 2022, our net revenues from these transactions were R\$224.4 million, R\$193.0 million and R\$237.1 million, respectively.

We also enter into expense sharing with certain other parties controlled by some of our controlling shareholders in the ordinary course of business.

C. Interests of Experts and Counsel

Not applicable.

ITEM 8. FINANCIAL INFORMATION

A. Consolidated Statements and Other Financial Information

See our audited consolidated financial statements included in this Annual Report.

Legal Proceedings

We are a party to numerous legal proceedings in Brazil relating to civil, administrative, tax, labor, environmental and corporate issues arising in the normal course of our business. We recognize provisions when losses are assessed as probable and the amounts involved can be measured reliably. Below is a summary of the provisions recognized in our legal proceedings.

	December 31, 2024		December 31, 2023	
	Judicial deposits	Provision	Provision, net	Provision, net
	(in millions of R\$)			
Tax and social security	66.7	2,402.4	2,335.7	2,329.4
Labor	91.6	353.9	262.3	266.8
Civil environment and real estate	20.1	348.8	328.8	264.2
	178.4	3,105.2	2,926.8	2,860.4

Although the amounts of any liability that could arise against us with respect to these actions cannot be accurately predicted, in our opinion, except as described below, such actions, if decided adversely to us, would not, individually or in the aggregate, have a material adverse effect on our financial condition. The amount of the legal cases assessed as reasonably possible, as of December 31, 2024, is R\$9,837.1 million for tax proceedings, R\$171.5 million for labor proceedings and R\$5,065.7 million for civil proceedings.

Tax Proceedings

As of December 31, 2024, we were involved as the defendant in approximately 58 administrative and judicial proceedings of tax and welfare nature, which likelihood of loss is probable, involving a plurality of taxes, such as corporate income tax (IRPJ), social contribution on net income (CSLL), retained income tax (IRRF), social integration program (PIS), social contribution on revenue (COFINS), tax on industrialized products (IPI), social contribution, tax on rural real estate (ITR), value added tax on goods and services (ICMS), tax on services (ISS) and real estate tax (IPTU).

As of December 31, 2024, we had provisions, net of judicial deposits, of R\$2,335.7 million related to tax claims for which our legal counsel considers that the likelihood of loss is probable. In addition, the total amount related to proceedings in which we are defendants, and for which our legal counsel considers the likelihood of loss possible, is R\$9,837.1 million. As of December 31, 2024, we had no provision accrued for claims which likelihood of loss is possible.

The remaining tax and welfare proceedings refer to other taxes, such as social contribution, IRPJ, CSLL, ITR, ICMS, ISS, IRRF, PIS and COFINS, mainly due to divergences on the interpretation of applicable tax rules and ancillary tax obligations.

We list below our key legal proceedings:

- a. **Income Tax Assessment – IRPJ/CSLL: Swaps of Industrial and Forestry assets:** In December 2012, the the Company received a tax assessment for income tax and social contribution, alleging unpaid tax on a capital gain in February 2007, the closing date of the transaction, when the Company executed an agreement with International Paper regarding a swap of industrial and forestry assets. . On January 19, 2016, the Tax Federal Administrative Court (CARF) rejected, as per the casting vote of the CARF's President, the appeal filed by the Company in the administrative process. The Company was notified of the decision on May 25, 2016 and, given the impossibility of further appeals and the consequent closure of the case at the administrative level, decided to pursue the discussion in the Judiciary. The lawsuit was ruled in favor of the Company's interests, and the National Treasury's appeal is currently awaiting judgment at the lower court. In December 2023, pursuant to article 25, paragraph 9ºA, of Law No. 14,689/23, the Active Debt Certificates were rectified to definitively cancel the amounts related to the tax assessment penalty and its charges. The probability of loss in this case is possible, except for the provisioning of the amount equivalent to the contingent liability assumed arising from the business combination. For the year ended December 31, 2024, the estimated amount of the possible exposure is R\$ 1,688.7 million (R\$ 1,630.5 million as of December 31, 2023).
- b. **Income Tax Assessment – IRPJ/CSLL :** This refers to an administrative proceeding initiated in October 2023, resulting from tax assessments for IRPJ and CSLL issued against Suzano S.A., for the calendar year of 2019. The alleged infractions include: (i) nondeductible expenses; (ii) improper deduction of operating expenses; (iii) profits earned by the subsidiaries abroad; (iv) goodwill amortization; (v) lack of addition of bonus paid to directors to the CSLL calculation basis, and (vi) tax loss and negative CSLL basis. The Company filed an administrative objection, which was partially upheld. Currently, the voluntary appeal filed by the Company and the ex officio appeal filed by the National Treasury are awaiting judgment. For the year ended December 31, 2024, the total amount of the possible exposure is R\$920.6 million (R\$845.2 million as of December 31, 2023).

- c. Income Tax assessment – IRPJ/CSL: Disallowance of Depreciation, Amortization and Depletion expenses – 2010: In December 2015, the Company received a tax assessment demanding the payment of IRPJ and CSL. The assessment challenges the deductibility of depreciation, amortization, and depletion expenses of 2010, which the Company had included in its income tax calculations. The Company filed an administrative appeal, which was partially upheld. This decision was subject to a voluntary appeal, filed by the Company in November 2017. The judgment was converted into a due diligence process, and currently, the Company is awaiting the completion of the due diligence. For the year ended December 31, 2024 the total amount of the possible exposure is R\$875.5 million (R\$827.2 million as of December 31, 2023).
- d. Tax assessment – IRPJ/CSLL: On October 5, 2020, the Company was notified of a Tax Assessment issued by the Brazilian Internal Revenue Service (“RFB”) claiming the payment of IRPJ and CSLL credits, resulting from the remeasurement of the profit of its subsidiary Suzano Trading Ltd for the years ended December 31, 2014, 2015, and 2016. In addition to the Company, the statutory executive officers of Suzano Trading were also included as co-defendants. Risk of loss is considered as possible for the Company, as well as the officers, but with a higher chance of winning. Company presented the administrative defense and, currently, through Resolution No.104000033, the judgment was converted into a diligence and is currently awaiting the conclusion of the diligence. In the year ended December 31, 2024 the total amount of the possible exposure is R\$609.5 million (R\$563.7 million as of December 31, 2023).
- e. PIS/COFINS – Goods and Services – Period of 2009 to 2011: In December 2013, the Company was tax assessed by the RFB demanding the collection PIS and COFINS credits disallowed for allegedly not being linked to its operational activities. In the first instance, the objection filed by the Company was dismissed. A voluntary appeal was filed and it was partially upheld in April 2016. From this decision, the Company filed a special appeal, and certain divergences were admitted for consideration by the Superior Chamber of Tax Appeals (“CSRF”). The National Treasury also filed a special appeal with the CSRF. Currently, the partial settlement of the ruling is being discussed, and the special appeal is awaiting judgment by the CSRF. For the year ended December 31, 2024 the total amount of the possible exposure is R\$201.2 million (R\$190.9 million as of December 31, 2023).
- f. Tax Assessment – Taxation on a universal basis – Period of 2015: On November 3, 2020, the Company was notified of a Tax Assessment issued by the RFB under the accusation that it had failed to pay IRPJ and CSLL for the 2015 calendar year. The infraction was based on the lack of addition, in determining the real profit and the CSLL calculation base, of the profits earned by its foreign subsidiaries. Based on the legal advisors hired to present the defense, the Company classified the risk of loss as possible. The Company filed an administrative defense, which was partially upheld in the first instance. Following this decision, the Company filed a voluntary appeal on June 8, 2024, which was partially upheld on May 14, 2024, resulting in the cancellation of the majority of the tax assessment. For the remaining portion, the Company filed an appeal, which is currently awaiting judgment. For the year ended December 31, 2024 the total amount of exposure is R\$4.8 million (R\$176.9 million as of December 31, 2023).

- g. Tax incentive — Agency for the Development of the Northeastern Brazil (ADENE): In 2002, the Company applied for and was granted by the RFB the right to benefit from a reduction in the IRPJ and non-refundable additional taxes calculated on operating profit, for plants A and B (period from 2003 to 2013) and plant C (period from 2003 to 2012), all located in the Aracruz unit, under the condition of making new investments in its units located in the area covered by ADENE. In 2004, the Company received a notice from the extrajudicial administrator of the extinct Superintendency for the Development of the Northeast ("SUDENE") informing it that the right to enjoy the benefit previously granted was deemed unfounded and would be revoked. In 2005, a tax assessment was issued demanding alleged amounts relating to the tax incentive enjoyed up to that point. After administrative discussions, the tax assessment was partially upheld, recognizing the Company's right to benefit from the tax incentive until 2003. The Company's management, advised by its legal advisors, believes that the decision to cancel the referred tax benefits is incorrect and should not prevail, whether concerning the benefits already enjoyed or those not yet enjoyed until their respective final terms. Currently, the contingency is being discussed in the judicial sphere. The Company is awaiting the judgment of the appeal filed against the unfavorable decision. For the year ended December 31, 2024 the total amount of the possible exposure is R\$150.9 million (R\$143.9 million as of December 31, 2023).
- h. Offsetting – IRRF – Period 2000: The Company filed a process to offset IRRF credits for the year ended December 31, 2000, against debts owed to the RFB. In April 2008, the Brazilian Federal Revenue Service partially recognized the credit in favor of the Company. The Company filed a voluntary appeal with CARF against this decision and the judgment was converted into a due diligence process. The voluntary appeal is currently awaiting judgment. For the year ended December 31, 2024 the total amount of the possible exposure is R\$125.5 million (R\$120.9 million as of December 31, 2023).
- i. IRPJ /CSLL – Partial Approval – 1997 Period: The Company filed a process to offset credits arising from tax losses for the year 1997 against debts owed to the RFB. In March 2009, the tax authorities approved only R\$83.0 million, resulting in a difference of R\$51.0 million. The Company is still awaiting the conclusion of the analysis of the credits under administrative review following a favorable decision by CARF in August 2019, which upheld the voluntary appeal filed by the Company. For the remaining portion of the credit, the Company filed a lawsuit, which is currently awaiting judgment in the second instance of its appeal, filed after an unfavorable ruling. For the year ended December 31, 2024 the amount of the possible exposure is R\$ 122.3 million (R\$117.1 million as of December 31, 2023)
- j. Tax Assessment – IRPJ/CSLL: Administrative proceeding demanding the collection of IRPJ and CSLL for the 2015 calendar year. The alleged infractions include (i) transfer pricing; and (ii) non-deductible expenses. The Company filed a defense in January 2020, which was partially upheld. Following this decision, the Company filed a voluntary appeal, and the judgment was converted into a due diligence process. Currently, the Company is awaiting the beginning of the due diligence process. For the year ended December 31, 2024, the total amount of the possible exposure is R\$112.2 million (R\$106.5 million as of December 31, 2023).
- k. Tax Assessment – IRPJ and Negative Balance: This refers to a Decision Dispatch that partially approved the offsetting carried out by the Company, due to the use of credits from a Negative Balance, arising from withholding tax, calculated for the period from January 2016 to December 2016. The Company filed an administrative objection, which was fully upheld in its favor. For the year ended December 31, 2024, there is no estimated amount of exposure due to the favorable outcome (R\$102.5 million as of December 31, 2023).
- l. IRPJ/CSLL - Partial Approval – 2000 Period: In 2024, the Company submitted a request to offset credits arising from the negative balance calculated in the year 2000 against debts owed to the RFB. The RFB fully disallowed the tax credit. After presenting the defense and the appropriate appeals, the process ended unfavorably for the Company at the administrative level. The Attorney General's Office of the National Treasury ("PGFN") filed a tax execution to collect the amounts, at which time the Company filed the appropriate motions to stay the tax execution, which were partially upheld. The Company has filed an Appeal, which is awaiting judgment. For the year ended December 31, 2024, the estimated amount of exposure is R\$101.7 million

Labor Proceedings

As of December 31, 2024, we were involved as defendant in 1,178 labor proceedings assessed as reasonably probable, which represents a contingency provision, net of judicial deposits, of R\$262.3 million, duly provisioned in our audited consolidated financial statements. Additionally, we were involved in 1,135 labor proceedings assessed as reasonably possible, with a total amount under dispute of R\$171.5 million. We are also involved in collective disputes filed by labor unions located in the states of Bahia, Espírito Santo, São Paulo, Maranhão and Mato Grosso do Sul.

The labor proceedings filed against us involve common matters under dispute in other agroindustrial companies, such as overtime and termination payments, additional compensation for allegedly unsafe/unhealthy labor conditions, in addition to lawsuits filed by outsourced and third-party employees claiming that we are secondarily or jointly liable for compensation owed to them by their original employers.

Civil, Land and Environmental Proceedings

As of December 31, 2024, we were involved in 97 judicial civil and environmental proceedings assessed as reasonably probable, for which we have a provision of, R\$328.8 million, net of judicial deposits. . In addition, we have other civil and environmental proceedings assessed as reasonably possible, representing a contingency of R\$5,065.7 million.

The civil judicial proceedings refer mainly to indemnification claims, real estate possession challenges, claims for the revision of contractual provisions, bankruptcy, reimbursement of funds claimed from landowners and land lawsuits.

The environmental judicial proceedings involving us mainly relate to licensing issues and environmental impacts of our activities. We are also a party in administrative proceedings that discuss issues related to forestry operations and environmental licensing. Claims deemed material are outlined below.

Environmental Matters

We currently have two relevant class actions (*ação civil pública*) filed by the Federal Public Prosecution Office in the north and northeast regions of Brazil, which: (i) the first, challenge the jurisdiction of the state's environmental agency, in favor of Brazilian's Federal Environmental Agency - IBAMA jurisdiction, to grant environmental licenses and claiming compensation for the impacts of our operation and (ii) the second, alleges the negative impacts of the operation in the Lower Parnaíba Region, at the State Maranhão, by Suzano, furthermore, the Federal Public Prosecution Office claims that the occupation of these areas has caused socio-environmental impacts in the eastern Maranhão region. The risks involved in such proceedings include delays in our plantation schedule and the suspension of the activities carried out in our Maranhão unit until a new permit is issued and the impacts are repaired. With regards to the first class action the superior court is still to rule on an appeal against the injunction granted against us, and to the second claim is still pending judgement by the trial judge, as this case is still currently in the investigative phase, with expert procedures underway.

In December 2020, the Prosecutor's Office of the State of Bahia initiated a public civil action against us, questioning the applicability of the concept of "Consolidated Rural Areas," established by Federal Law No. 12,651/2012, in areas within the Mata Atlântica Biome. The case is still in its initial stages, and a preliminary injunction was granted by the State Of Bahia Court Of Appeals (*Tribunal de Justiça da Bahia*) permitting the regular operation of our areas, while the merit discussion over the recognition of the Regulatory Decree for the Atlantic Forest biome as still pending. The Court requested in-depth technical studies from the Bahia Environmental Institute (INEMA) to identify possible Consolidated Rural Areas in the region. This decision is subject to appeal by both us and INEMA.

The municipality of Nova Viçosa, located in the state of Bahia, filed a Public Civil Action against us, claiming collective damages due to alleged consequences of our dredging operations in a navigation channel in the Municipality of Caravelas, operated by us until 2021. Although these operations were conducted in accordance with environmental permits issued by INEMA and the Brazilian Federal Environmental Agency (IBAMA), the municipality alleges that the dredging caused impacts on fishing and aesthetic elements.

The motion by the municipality was mostly denied due to the lack of legal and factual requirements for an injunction, except for a partial grant obliging us to hire an audit to attest to the robustness of our corporate governance. We appealed to the State Court, which ruled against us in a decision that was contradictory and unclear. We filed a motion for clarification to reverse the decision, which is pending judgment. However, if the unfavorable ruling is upheld, the granted injunction presents little to no risk to us.

Additionally, 50 individuals filed lawsuits against us, claiming individual damages due to alleged consequences of the dredging operations. All motions for preliminary injunctions by these individuals were rejected by the Judge and upheld by the State Court of Appeals.

In August 2023 and 2024, the Company was involved in two lawsuits filed by the Federal Prosecutor's Office with practically identical objectives seeking the suspension and subsequent revocation of our licenses and authorizations related to activities allegedly impacting traditional communities in southern Bahia.

We contend that this action lacks merit. The areas in question have been operated by us and our predecessors since the 1980s, with all operations authorized through environmental licenses. There are no demarcated traditional territories in the direct influence area of our activities in southern Bahia, and we do not operate in demarcated indigenous territories.

In both lawsuits, the injunctions requested by the plaintiff were rejected by both the Judge, and State of Bahia Court of Appeals, who found the alleged facts and claims more likely to be unsubstantiated than truthful, and due to the absence of risk to justify an urgent order.

We restate our compliance with the rights of native and traditional peoples, in line with our guidelines for relations with this public, and maintain a series of social and environmental programs within our environmental license procedures that benefit indigenous and traditional peoples in our area of influence.

Civil Matters

There are three class actions (*ação civil pública*) filed by the Federal Public Prosecution Office claiming (i) a preliminary injunction to prohibit Company's trucks from transporting wood in federal highways above legal weight restrictions, (ii) the increase in fines and penalties for overweight in cargo, (iii) the compensation for damages caused to federal highways, to the environment and the economic order, and, also (iv) moral damages. Only one of such claims was ruled against the Company, while the remaining cases were decided in favor. Appeals have been filed against these Lower Court decisions. These Appeals are currently suspended by a decision rendered, in 2021, by the Superior Court of Justice (STJ) regarding the same matter. In December 2024, the case was ruled by STJ declaring the possibility to be applied cumulative fines, inhibitory measures and, also, civil liability for damages caused by the carriers. As the STJ has not indicated any criteria for these fines neither indemnification, the amount (fines and indemnification) of a court ruling is still uncertain and will depend on a loss and damage assessment process.

In 2015, the Company filed a civil lawsuit against a competitor who improperly and without authorization used a variety of eucalyptus protected by Fibria's intellectual property rights (*cultivar - VT02*). The district court (Lower Court) granted an injunction prohibiting the cultivation and use of the biological asset by the competitor (injunction still in force) and also ordered the counterparty to pay compensation for material damages to be determined and calculated in a further judicial phase. The parties filed appeals to the State Court of Appeals (TJMS), which reversed the prior judgment denying our claims. The Company has filed a Motion to Clarify and is awaiting its judgment. In parallel, the defendant filed an lawsuit to annul the cultivar VT02 registration. Currently pending are: (a) the final judgment of the appeals and motion to clarify; (b) the conclusion of the calculation phase; and (c) the judgment of the lawsuit to annul the cultivar VT02 registration is pending

Land Issues

In 2013 and 2015 the Company was subpoenaed for 02 (two) class actions (*ação civil pública*) filed by the Federal Public Prosecutor's Office regarding real estate properties acquired by the Company in the northern part of the State of Espírito Santo. The Federal Prosecutor requested (a) the annulment of the deeds and public registrations, (b) compensation for moral damages supposedly caused by the Company and (c) the suspension of financing for Company's operations and transactions in the municipalities of São Mateus and Conceição da Barra, both located in the state of Espírito Santo. A preliminary injunction was granted by the Lower Judge to block approximately (i) 6,000 hectares of Company's assets in the 2013 public civil claim and (ii) approximately 5,601 hectares of Company's properties located in the cities of São Mateus and Conceição da Barra and suspend any financing provided by BNDES for Company's production or planting of eucalyptus pulp on the areas involved in such public civil claim.

In October 2021, the Federal Judge declared the nullity of disputed land titles and determined the return of these areas and respective properties rights to the State's title. The Company has filed the appropriate appeals against the terms of such decisions before the Federal Court of Appeals, which are still pending judgment.

Since October 2006 until now, the Brazilian Institute for Land Reform – INCRA, published a public notice informing that the reports issued by commissions created by INCRA concluded that approximately 43,000 hectares of land located in the northern state of Espírito Santo and the southern state of Bahia would have signs of traditionality that could lead to a possible titling of lands in favor of certain "Quilombola's communities". From that total area, approximately 31,300 hectares could correspond to areas (lands) owned by the Company. There are Administrative Proceedings led by INCRA, that are still pending some procedural steps that could be contradicted by the Company, to identify and delimit areas and traditional territory. There is only one Administrative Proceedings concluded to date according to a Technical Report for Identification and Delimitation (RTID) prepared by INCRA. Such RTID indicates the delimitation of 3,507.4012 hectares in favor of the Community of Linharinho. As it was identified several irregularities in the mentioned RTID, Suzano filed an annulment action to nullify the administrative proceeding and the RTID.

Dividends

General

The Brazilian Corporation Law and our bylaws require that we distribute annually to our shareholders a mandatory minimum dividend, which we refer to as the mandatory dividend, equal to at least 25% of our net income after taxes, after certain deductions, including accumulated losses and any amounts allocated to employee and management participation, any amount allocated to our legal reserve, and any amount allocated to the contingency reserve and any amount written off in respect of the contingency reserve accumulated in previous fiscal years, in each case in accordance with Brazilian law.

In accordance with article 26 of our bylaws, the minimum mandatory dividend corresponds to the lower of: (i) 25% of the adjusted annual net profits, adjusted according with the Brazilian Corporate Law, and (ii) 10% of the Operating Cash Flow Generation in the relevant fiscal year. The Operating Cash Flow Generation (GCO) is calculated using the following formula: $GCO = \text{Adjusted EBITDA} - \text{Maintenance Capex}$, where "GCO" means the consolidated Generation of Operational Cash of the Fiscal Year, expressed in national currency, "EBITDA" means our net profit of the fiscal year expressed in national currency, before the income tax and social contribution on net income, financial income and expenses, depreciation, amortization and depletion. "Adjusted EBITDA" means the EBITDA excluding items not recurrent and/or not cash and gains (losses) arising from changes in fair value of sale of the biological assets.

Dividends must be distributed within 60 days from the date of its declaration, unless a shareholders' resolution determines another date, not later than the end of the fiscal year in which such dividend was declared. The Brazilian Corporation Law permits, however, a company to suspend the mandatory distribution of dividends if its board of directors reports to the shareholders' meeting that the distribution would be incompatible with the financial condition of the company, subject to approval by the shareholders' meeting and review by the fiscal council. Net income not distributed due to the suspension mentioned here must be attributed to a special reserve and, if not absorbed by subsequent losses, must be paid as dividends as soon as the financial situation of the company permits.

The amounts available for distribution are determined on the basis of financial statements prepared in accordance with the requirements of the Brazilian Corporation Law. In addition, amounts arising from tax incentive benefits or rebates are appropriated to a separate capital reserve in accordance with the Brazilian Corporation Law. This investment incentive reserve is not normally available for distribution, although it can be used to absorb losses under certain circumstances or be capitalized. Amounts appropriated to this reserve are not available for distribution as dividends.

The Brazilian Corporation Law permits a company to pay interim dividends out of preexisting and accumulated profits for the preceding fiscal year or semester, based on financial statements approved by its shareholders. We may prepare financial statements semiannually or for shorter periods. Our board of directors may declare a distribution of dividends based on the profits reported in semiannual financial statements. Our board of directors may also declare a distribution of interim dividends based on profits previously accumulated or in profits reserve, which are reported in such financial statements or in the last annual financial statement approved by resolution taken at a shareholders' meeting.

In general, shareholders who are not Brazilian residents must register their equity investment with the Central Bank of Brazil to have dividends, sales proceeds or other amounts with respect to their shares eligible to be remitted outside of Brazil. The common shares underlying the ADSs are held in Brazil by Banco Itaú S.A., also known as the custodian, as agent for the depositary, which is the registered owner on the records of the registrar for our shares.

Payments of cash dividends and distributions, if any, are made in *reais* to the custodian on behalf of the depositary, which then converts such proceeds into U.S. Dollars and causes such U.S. Dollars to be delivered to the depositary for distribution to holders of ADSs. In the event that the custodian is unable to convert immediately the foreign currency received as dividends into U.S. Dollars, the amount of U.S. Dollars payable to holders of ADSs may be adversely affected by devaluations of the Brazilian currency that occur before the dividends are converted. Under the Brazilian Corporation Law, dividends paid to persons who are not Brazilian residents, including holders of ADSs, will not be subject to Brazilian withholding tax.

Payment of dividends

In the year ended December 31, 2024, no dividends were distributed, due to the loss reported in the year. On December 4, 2024, our Board of Directors approved the distribution of interest on equity in the total gross amount of R\$2,500.0 million at the rate of R\$2.017362506 per share, considering the number of shares "ex-treasury" as of the current date, as remuneration based on net income shown in the Company's quarterly balance sheet dated September 30, 2024. Interest on own capital was subject to a withholding income tax of 15%, except for shareholders who are proven to be exempt, in accordance with legislation in force. Income tax was withheld and paid in December 16, 2024.

For the year 2023, on December 1, 2023, our Board of Directors approved the distribution of interest on equity in the total gross amount of R\$1,500.0 million at the rate of R\$1.163375077 per share, considering the number of "ex-treasury" shares at the date of the distribution, as remuneration based on the profit shown in the balance sheet dated September 30, 2023. Interest on own capital was subject to a withholding income tax of 15%, except for shareholders who are proven to be exempt, in accordance with legislation in force. Income tax in the amount of R\$190.1 million was withheld and paid in December 2023. The interest on own capital declared was attributed to the minimum mandatory dividend for the 2023, in accordance with the approval at the Annual General Meeting held in April 25, 2024 and with statutory and legal provisions. Payment of such proceeds was made in January 2024.

For the year 2022, on December 1, 2022, our Board of Directors approved the distribution of interim dividends in the total amount of R\$2,350.0 million at the rate of R\$1.794780909 per share, considering the number of "ex-treasury" shares on the present date, declared to the balance of retained earnings ascertained in the balance sheet dated September 30, 2022. Interim dividends were distributed "ad referendum" of the Annual General Meeting that approves the accounts for the fiscal year ended December 31, 2022, pursuant to Brazilian Corporations Law and our bylaws. The early payment of dividends related to 2022, in the amount of R\$2,350.0 million, was imputed to the mandatory minimum dividends determined at the end of the 2022, in accordance with the approval at the Annual General Meeting held in April 27, 2023 and with statutory and legal provisions. Payment of interim dividends was made in December 2022.

For the year 2021, on April 25, 2022, our shareholders in the Annual Ordinary and Extraordinary Shareholder's meeting approved the distribution of dividends in the total amount of R\$1,800.0 million, related to: a) R\$1,000.0 million as anticipated dividends to the net income account for the year, as approved by our board of directors on January 7, 2022, and R\$90.0 thousand due to variations in stock ownership verified in January 2022; and b) R\$799.9 million declared at the Annual and Extraordinary Shareholder's meetings held on April 25, 2022, paid in May 2022.

In accordance with the Brazilian Corporation Law and our bylaws, our shareholders approved that there would be no distribution of dividends for the fiscal year of 2020, given that there was no net profit for such year.

B. Significant Changes

See note 1 to our audited consolidated financial statements, included in this Annual Report, to see our significant changes on period.

Other Significant Changes

No other significant changes or events have occurred after the close of the balance sheet at December 31, 2024.

ITEM 9. THE OFFER AND LISTING

A. Offer and Listing Details

Our ADSs are listed on the New York Stock Exchange under the trading symbol "SUZ." Our common shares trade on the São Paulo Stock Exchange under the symbol "SUZB3." On December 31, 2024, we had approximately 82,870 shareholders of record at the B3.

B. Plan of Distribution

Not applicable.

C. Markets

Trading on the São Paulo Stock Exchange

Settlement of transactions conducted on the B3 becomes effective two business days after the trade date. Delivery of, and payment for, shares is made through the facilities of separate clearinghouses for each exchange, which maintain accounts for member brokerage firms. The seller is ordinarily required to deliver the shares to the clearinghouse on the second business day following the trade date. The clearinghouse for the B3 is *Companhia Brasileira de Liquidação e Custódia*, or CBLC.

In order to better control volatility, the B3 has adopted a “circuit breaker” system pursuant to which trading sessions may be suspended for a period of 30 minutes or one hour whenever the indices of these stock exchanges fall below the limits of 10% and 15%, respectively, in relation to the index registered in the previous trading session.

The B3 is less liquid than the New York Stock Exchange or other major exchanges in the world. At December 31, 2024, the aggregate market capitalization of the 84 companies listed on the São Paulo Stock Exchange Index (Ibovespa) was equivalent to approximately US\$614 billion. Although any of the outstanding shares of a listed company may trade on a Brazilian stock exchange, in most cases fewer than half of the listed shares are actually available for trading by the public, the remainder being held by small groups of controlling persons, governmental entities or one principal shareholder.

Trading on the B3 by non-residents of Brazil is subject to certain limitations under Brazilian foreign investment and tax legislation. See “Item 10.D — Exchange Controls.” and “Item 10.E — Taxation”.

B3 Corporate Governance Standards

The B3 has three listing segments:

- Level 1;
- Level 2; and
- Novo Mercado

These listing segments have been designed for the trading of shares issued by companies that voluntarily undertake to abide by corporate governance practices and disclosure requirements in addition to those already required under the Brazilian Corporation Law. The inclusion of a company in any of these listing segments requires adherence to a series of corporate governance rules. These rules are designed to increase shareholders’ rights and enhance the quality of information provided by Brazilian corporations.

In 2004, we listed our shares on the Level 1 segment of the BM&FBOVESPA (former name of the B3), thus guaranteeing transparency in our operations and accountability to our shareholders. In September 2017, we approved the admission of our shares for trading on the listing segment called *Novo Mercado* of B3, followed by the conversion of the preferred shares issued by us into common shares at the ratio of one preferred share, class “A” or class “B”, for one common share. In addition, we also approved the restatement of our bylaws to adapt them to *Novo Mercado* listing rules and a change of our methodology to calculate mandatory dividends, also reflecting best corporate governance practices. We concluded the migration to *Novo Mercado* segment of B3 in November 2017.

As a result, in addition to the disclosure obligations imposed by the Brazilian Corporation Law and the CVM, we also must comply with the following additional disclosure requirements set forth by the *Novo Mercado* listing rules:

- no later than six months following our listing on the *Novo Mercado*, we must disclose financial statements and consolidated financial statements at the end of each quarter (except the last quarter of the year) and at the end of each fiscal year, including a statement of cash flows which must indicate, at a minimum, the changes in our cash and cash equivalents, divided into operating, financing and investing activities;

Table of Contents

- from the date on which we release our financial statements relating to the second fiscal year following our listing on the *Novo Mercado* we must, no later than four months after the end of the fiscal year: (i) prepare our annual financial statements and consolidated financial statements, if applicable, in accordance with U.S. GAAP or IFRS Accounting Standards, in *reais* or U.S. dollars, in the English language, together with
- management reports, (b) notes to the financial statements, including information on net income and shareholders' equity calculated at the end of such fiscal year in accordance with Brazilian GAAP, as well as management proposals for allocation of net income, and (c) our independent auditors' report; or (ii) disclose, in the English language, complete financial statements, management reports and notes to the financial statements, prepared in accordance with the Brazilian Corporation Law, accompanied by (a) an additional note regarding the reconciliation of year-end net income and shareholders' equity calculated in accordance with Brazilian GAAP to U.S. GAAP or IFRS Accounting Standards, as the case may be, which must include the main differences between the accounting principles used, and (b) the independent auditors' report; and
- from the date on which we release our first financial statement prepared as provided above, no more than 15 days following the term established by law for the publication of quarterly financial information, we must: (i) disclose, in its entirety, our quarterly financial information translated into the English language or (ii) disclose our financial statements and consolidated financial statements in accordance with Brazilian GAAP, U.S. GAAP or IFRS Accounting Standards as provided above, accompanied by the independent auditors' report.

No later than six months following the listing of our common shares on the *Novo Mercado*, we must disclose the following information together with our ITR:

- our consolidated balance sheet, consolidated income statement and a discussion and analysis of our consolidated performance, if we are obliged to disclose consolidated financial statements at year-end;
- any direct or indirect ownership interest exceeding 5.0% of our capital stock, considering any ultimate individual beneficial owner;
- the number and characteristics, on a consolidated basis, of our common shares held directly or indirectly by any controlling shareholders, members of our board of directors, board of executive officers and fiscal committee;
- changes in the numbers of our common shares held by any controlling shareholders, members of our board of directors, board of executive officers and fiscal committee in the immediately preceding 12 months;
- in an explanatory note, our statement of cash flows and consolidated statement of cash flows, which should indicate the cash flows changes in cash balance and cash equivalent, separated into operating, financing and investing activities; and
- the number of free-float shares, and their percentage in relation to the total number of issued shares.

The following information must also be included in our Brazilian annual report (*Formulário de Referência*) within seven business days of the occurrence of the following events, among others:

- change in management or of an audit committee member;
- change in capital stock;
- issuance of new securities even if for private subscription;
- change in the rights of the securities issued;
- change in direct or indirect holdings by controlling shareholders or variations in their share positions equal to or greater than 5% of the same types or class of stocks of the issuer;

- when any natural or legal person, or a group of persons representing the same interest, has a direct or indirect share that is equal to or higher than 5% of the same type or class of stocks of the issuer, provided that the issuer is aware of such change;
- any change in the share position held by the persons mentioned in the two preceding items, in an amount greater than 5% of the same types or class of stocks of the issuer, provided that the issuer is aware of such change;
- merger, merger of shares, or spin-off;
- change in the projections or estimates or disclosure of new projections or estimates;
- execution, amendment or termination of a shareholders' agreement filed at the company's headquarters or to which the controlling shareholder is party that provides for the exercise of voting rights or the control of the company; and
- bankruptcy, judicial recovery, liquidation, or court approval of an extrajudicial recovery.

All members of our board of directors, our board of executive officers and our fiscal council have signed a management compliance statement (*Termo de Anuência dos Administradores*) under which they take personal responsibility for compliance with the *Novo Mercado* listing agreement, the rules of the Market Arbitration Chamber and the regulations of the *Novo Mercado*.

Additionally, pursuant to the *Novo Mercado* listing rules, we must, by December 10 of each year, publicly disclose and send to the B3 an annual calendar with a schedule of our corporate events. Any subsequent modification to such schedule must be immediately and publicly disclosed and sent to B3.

Significant Differences between our Corporate Governance Practices and NYSE Corporate Governance Standards

See "Item 16G. — Significant Differences between our Corporate Governance Practices and NYSE Corporate Governance Standards."

D. Selling Shareholders

Not applicable.

E. Dilution

Not applicable.

F. Expenses of the Issue

Not applicable.

ITEM 10. ADDITIONAL INFORMATION

A. Share Capital

As of April 25, 2025, our outstanding, fully paid-in share capital is R\$19,269.3 million, comprised of 1,264,117,615 registered, book-entry common shares, with no par value.

On August 9, 2024, our Board of Directors approved the the cancellation 40,000,000 common shares held in treasury at the time, without capital reduction and against the balances of the available profit reserves, excluding the balances of the reserves referred to in item 1 of paragraph 1 of Section 8 of CVM Resolution No. 77, of March 29, 2022. Therefore, the share capital of R\$19,269.3 million comprised of 1,304,117,615 registered, book-entry common shares with no par value became R\$19,269.3 million, comprised of 1,264,117,615 registered, book-entry common shares, with no par value.

On April 25, 2024, our shareholders at Annual General Meeting approved a share capital increase in R\$ 10,000.0 million, without issue of shares, upon the capitalization of part of the Capital Increase Reserve. Therefore, the share capital of R\$9,269.3 million divided into 1,304,117,615 registered, book-entry common shares with no par value became R\$19,269.3 million, comprised of 1,304,117,615 registered, book-entry common shares, with no par value.

On January 26, 2024, our Board of Directors approved the the cancellation 20,000,000 common shares held in treasury at the time, without capital reduction and against the balances of the available profit reserves, excluding the balances of the reserves referred to in item I of paragraph 1 of Section 8 of CVM Resolution No. 77, of March 29, 2022. Therefore, the share capital of R\$9,269.3 million comprised of 1,324,117,615 registered, book-entry common shares with no par value became R\$9,269.3 million, comprised of 1,304,117,615 registered, book-entry common shares, with no par value.

On February 2023 our Board of Directors approved the the cancellation 37,145,969 common shares held in treasury at the time, without capital reduction and against the balances of the available profit reserves, excluding the balances of the reserves referred to in item I of paragraph 1 of Section 8 of CVM Resolution No. 77, of March 29, 2022. Therefore, the share capital of R\$9,269.3 million comprised of 1,361,263,584 registered, book-entry common shares with no par value became R\$9,269.3 million, comprised of 1,324,117,615 registered, book-entry common shares, with no par value.

B. Memorandum and Articles of Association

Our bylaws, approved by our shareholders at the extraordinary general meeting held on September 30, 2024, are filed as Exhibit 1.1 to this annual report. This description does not purport to be complete and is qualified in its entirety by reference to our Bylaws, the Brazilian corporation law and the rules and regulations of the CVM and the *Novo Mercado*.

Voting Rights

Each common share entitles its holder to one vote at the matters of the shareholders' meetings, in accordance with the Brazilian Corporation Law, our bylaws and the *Novo Mercado* listing rules.

Shareholders' Meetings

According to Brazilian Corporation Law, shareholders must be previously notified through a notice published three times in Brazilian official gazettes in order for an annual or extraordinary shareholders' meeting to be held. The notification must occur at least 21 days prior to the meeting scheduled date, pursuant to Brazilian Corporation Law. If the meeting so noticed is not held for any reason on first notice, a second notification must be published at least eight days before the second meeting date.

On the first notice, meetings may be held only if shareholders holding at least one-fourth of voting shares are represented. Extraordinary meetings for the amendment of the bylaws may be held on the first notice only if shareholders holding at least two thirds of the voting capital are represented. On a second call, the meetings are held regardless of quorum.

Pursuant to our bylaws and Brazilian Corporation Law, shareholders at our annual shareholders' meeting, which is required to be held within the first four months following the end of the fiscal year, will convene to: (i) take the management accounts; examine, discuss and vote on the financial statements; (ii) decide on the uses to which the net income of the fiscal year should be put and on the distribution of dividends; and (iii) elect the members of the Fiscal Council, if established, and, when applicable, the members of the board of directors.

An Extraordinary Shareholders' Meeting shall be convened whenever the Company interests so require, and to resolve on following matters pursuant to the Brazilian Corporation Law: (i) amend our bylaws; (ii) elect or dismiss members of the board of directors (*Conselho de Administração*), at any time; (iii) install our fiscal council and elect and dismiss its members, if such body was not installed in the annual shareholders' meeting; (iv) authorize the issuance of debentures; (v) suspend the rights of a shareholder in the event such shareholder does not comply with obligations imposed by law or our bylaws; (vi) accept or reject the valuation of assets contributed by a shareholder in consideration for issuance of capital stock; ; (vii) pass resolutions to reorganize our legal form, to merge, consolidate or split us, to dissolve and liquidate us, to elect and dismiss our liquidators and to examine their accounts; and; (viii) waiver of the requirement to hold a public offering for the acquisition of shares as a condition for delisting from Novo Mercado; (ix) authorize management to declare us insolvent and to request a judicial recovery (*recuperação judicial*, a procedure involving protection from creditors available under Brazilian law); (x) resolve on the execution of transactions with related parties or the sale or the contribution, to another company, if the transaction value represents more than 50% of the company's total assets, according to the previous financial statement approved by the shareholders; (vi) any matter submitted by the board of directors.

In accordance with our bylaws, a shareholders' meeting must be convened with a minimum notice period of 60 days if the agenda includes (i) the cancellation of the company's registration as a publicly held company, or (ii) any amendment or removal of Article 30, which pertains to the tender offer in case of acquisition of relevant interest.

Dividends

The Brazilian Corporation Law and our bylaws require that we distribute annually to our shareholders a mandatory minimum dividend, which we refer to as the mandatory dividend, after certain deductions, including accumulated losses and any amounts allocated to employee and management participation, any amount allocated to our legal reserve, and any amount allocated to the contingency reserve and any amount written off in respect of the contingency reserve accumulated in previous fiscal years, in each case in accordance with Brazilian law.

In accordance with article 26 of our bylaws, the minimum mandatory dividend corresponds to the lower of: (i) 25% of the adjusted net profits, and (ii) 10% of the Operating Cash Flow Generation in the relevant fiscal year. The Operating Cash Flow Generation (GCO) is calculated using the following formula: $GCO = \text{Adjusted EBITDA} - \text{Maintenance Capex}$, where "EBITDA" means the net profit of the fiscal year of the Company expressed in national currency, before the income tax and social contribution on net income, financial income and expenses, depreciation, amortization and depletion. "Adjusted EBITDA" means EBITDA excluding items not recurrent and/or not cash and gains (losses) arising from changes in fair value of sale of the biological assets. "Maintenance Capex" means the amount, expressed in national currency, of the investments in maintenance executed in the fiscal year.

Acquisition of a Relevant Interest

Any person, including, without limitation, any natural or legal person, investment fund, condominium, securities portfolio, universality of rights, or other form of organization, resident, domiciled or headquartered in Brazil or abroad solely or jointly with another bound person(s) (person or group of persons bound by a voting agreement or similar agreement, or acting jointly representing the same interests), shareholder(s) or not of the Company, which subscribes, acquires or, in any other form, including, without limitation, by means of exchange, conversion, corporate reorganization (including, but not limiting to the merger of the Company and/or of its shares or the merger by the Company of other company or the shares thereof), or even upon acquisition of preemptive rights and/or subscription of shares or other securities issued by the Company convertible into shares or which give the right to its subscription or purchase of shares of the Company, becomes holder, directly or indirectly, in Brazil or offshore, of any percentage equal to or greater than 20% of the total shares issued by the Company shall, within the maximum term of 30 days counting from the date of the event which results in the ownership of the relevant interest, launch or, in the case of a registered tender offer in the terms of CVM Resolution 85/22, file a registry request before CVM of, a tender offer for the acquisition of the totality of the shares issued by the Company, which shall be liquidated in the maximum term of (a) 48 days counting from the launch of the offer not subject to registration, and (b) 180 days counting from the date of registry filing, in the case of an offer subject to registration, in the terms of the law and applicable legislation, except for certain delays which do not arise from any act or omission of the offeror.

Disclosure of Significant Interest

CVM rules provides that all shareholders or groups of shareholders will be required to disclose, through notice to us and to the stock exchanges on which our securities are traded, the negotiation of securities that results in the shareholder surpassing or decreasing the thresholds of 5%, 10%, 15%, and so on, of participation in a certain class or type of share representative of a company's capital stock.

Pursuant to our bylaws, any person who holds Outstanding Shares in an amount greater than five percent (5%) of the total shares issued by us, and that wishes to carry out a new acquisition of shares issued by us ("New Acquisition"), shall be obliged, prior to each New Acquisition, to communicate in writing to our Investor Relations Officer, at least three (3) business days prior to the date of the New Acquisition: (i) the number of Outstanding Shares that it intends to acquire; (ii) the intention to acquire; (iii) if it has an interest to appoint a member to the board of directors or to the Audit Committee; (iv) the source of the resources that will be used for such acquisition; and (v) the strategic plans related to its investment in the Company. By "Outstanding Shares" we mean all shares issued by us, except those (i) owned, directly or indirectly, by the controlling shareholder or persons related thereto; (ii) in the Company's treasury; (iii) held by a company controlled by us; and (iv) directly or indirectly held by our directors, officer or other members of our management.

In the event that the person does not comply with such obligations, the provisions regarding the tender offer for the acquisition of the totality of the shares shall be observed.

Sale of Control

In the event of a direct or indirect sale of our shareholding control, through a single or series of transactions, the acquirer must conduct a public tender offer for all shares held by the remaining shareholders in order to ensure equal treatment of all shareholders (tag-along right). The tender offer is subject to applicable laws and regulations, our bylaws and the Novo Mercado listing rules.

Delisting from the Novo Mercado

According to the *Novo Mercado* listing rules the withdrawal from the Novo Mercado may be: (i) voluntary; or (ii) mandatory, as a result of the violation of any the rules of the Novo Mercado or the deregistration as publicly-held company.

The withdrawal, however, shall only occur after the launching of a public tender offer for our outstanding shares, which shall (i) follow, as applicable, the CVM regulation that rules that the mandatory tender offer for the deregistration as publicly held company (including the above mentioned possibility to request a second valuation report); and (ii) be launched at a fair price, as appointed in the appraisal report issued by a specialized institution with proven experience for the purposes of the tender offer; and (iii) be approved by at least one third (1/3) of the shareholders representing the free float that participate in the tender offer auction (whether by selling its shares or expressly agreeing with the withdrawal from the Novo Mercado).

The obligation to launch such public tender offer, however, may be waived by the majority of the shareholders representing our free float present at the shareholders' meeting convened to resolve on that matter. Such shareholders' meeting may be held on first call with the attendance of shareholders representing two thirds (2/3) of the free float or, on second call, with the attendance of any number of shareholders representing the free float.

The withdrawal from the Novo Mercado does not necessarily result in our deregistration as a publicly-held company on the B3. If we participate in a corporate reorganization involving the transfer of our shareholders' base to a company that is not listed in the Novo Mercado, such resulting company or companies must apply for listing on Novo Mercado within 120 days from the date of the general shareholders meeting that approved the reorganization, unless the majority of the shareholders representing our free float present at such shareholders' meeting agrees with the non-listing of the resulting company.

Pursuant to the new rules of the Novo Mercado, the voluntary withdrawal shall be preceded by a public tender offer at fair market value. For the withdrawal to move forward, shareholders representing more than one third (1/3) of the outstanding shares shall need to accept the tender offer or expressly agree to delist without selling the shares.

According to the rules of the Novo Mercado, in the event of a transfer of our shareholding control within 12 months following our delisting from the Novo Mercado, the selling controlling shareholder(s) and the acquirer must offer to acquire the remaining shares for the same price and terms offered to the selling controlling shareholders, duly updated, or pay the difference, if any, between the tender offer price accepted by the former shareholders, duly updated, and the price obtained by the controlling shareholder in selling its shares.

Delisting as Publicly-Held Company

Our delisting as publicly-held company shall be conditioned to: (i) the launching of a public tender offer for the acquisition of all of our outstanding shares in accordance with the provisions of Brazilian Corporation Law, the CVM rules and regulations, by us, our controlling shareholders or a group of controlling shareholders and (ii) the acceptance of at least two thirds (2/3) of the shareholders representing the free float that show up at the tender offer auction (whether by selling its shares or expressly agreeing with the delisting), in which case we would become a privately-held company. The price offered for such outstanding shares must at least correspond to the fair value of such shares as set forth in the respective appraisal report issued by a specialized institution with proven experience hired by the offeror for the purposes of the tender offer.

Shareholders holding at least ten percent of the free float of our shares may require our management to call a special shareholders' meeting to determine whether to perform another valuation using the same or a different valuation method. This request must be made within 15 days following the disclosure of the price to be paid for the shares in the public tender offer. If the new valuation price is equal to or lower than the original valuation price, the shareholders making such request as well as those who vote in its favor must reimburse the Company for any costs incurred in preparing the new appraisal report. If the new valuation price is higher than the original valuation price, the offeror shall then decide whether to proceed with the public tender offer observing the new price or withdraw the tender offer, in which case the Company will continue to be registered as a publicly-held company.

Preemptive Rights

Each of our shareholders has a general preemptive right to subscribe for shares or convertible securities in any capital increase, in proportion to its shareholding, except (i) in case of sale on a stock exchange or by public subscription, (ii) pursuant to an exchange for shares in a public offer for the acquisition of control, in accordance with the Brazilian Corporate Law, (iii) for subscription of shares in accordance with the special law for tax incentives, (iv) conversion of debentures and other securities into shares, since, in these cases, the preemptive right must be exercised when the security is issued, (v) in the event of the grant and exercise of any stock option to acquire or subscribe for shares of our capital stock; and (vi) in the context of a capital increase derived from merger, merger of shares and/or spin-off implemented according to Brazilian Corporation Law. A minimum period of 30 days following the publication of notice of the issuance of shares or convertible securities is allowed for exercise of the right, and the right is negotiable. However, according to our bylaws, our board of Directors can eliminate this preemptive right or reduce the 30-day period in case we issue debentures that are convertible into shares, warrants (*bônus de subscrição*) or shares within the limits authorized by the bylaws and the Brazilian Corporate Law: (i) through a stock exchange or through a public offering or (ii) through an exchange of shares in a public offering to acquire control of another publicly-held company.

You may not be able to exercise the preemptive rights relating to the common shares underlying your ADSs unless a registration statement under the Securities Act is effective with respect to the shares to which the rights relate or an exemption from the registration requirements of the Securities Act is available and our ADS depository determines to make the rights available to you. See "Item 3. Key Information — Risk Factors — Holders of ADSs may be unable to exercise the preemptive rights relating to our shares underlying the ADSs."

Right of Withdrawal

The Brazilian Corporation Law provides that, under certain circumstances, a shareholder has the right to withdraw its equity interest from the company and to receive payment for the portion of shareholders' equity attributable to its equity interest. Withdrawal rights may be exercised by dissenting or non-voting shareholders, if a vote of at least 50% of voting shares authorizes us:

- to establish new shares or to disproportionately increase an existing class of preferred shares relative to the other classes of shares, unless such action is provided for or authorized by the bylaws;
- to modify a preference, privilege or condition of redemption or amortization conferred on one or more classes of preferred shares, or to create a new class with greater privileges than the existing classes of preferred shares;
- to reduce the mandatory distribution of dividends;
- to merge with another company (including if we are merged into one of our controlling companies) or to consolidate, except as described in the fourth paragraph following this list;
- to approve our participation in a centralized group of companies, as defined under the Brazilian Corporation Law, and subject to the conditions set forth therein, except as described in the fourth paragraph following this list;
- to change our corporate purpose;
- to terminate a state of liquidation of the corporation;
- to dissolve the corporation;
- to transfer all of our shares to another company or in order to make us a wholly owned subsidiary of such company, known as a merger of shares (*incorporação de ações*), except as described in the fourth paragraph following this list;
- to approve the acquisition of control of another company at a price which exceeds certain limits set forth in the Brazilian Corporation Law, except as described in the fourth paragraph following this list; or
- to conduct a spin-off that results in (a) a change of our corporate purposes, except if the assets and liabilities of the spin-off company are contributed to a company that is engaged in substantially the same activities, (b) a reduction in the mandatory dividend or (c) any participation in a centralized group of companies, as defined under the Brazilian Corporation Law.

In addition, in the event that the entity resulting from *incorporação de ações*, or a merger of shares, a consolidation or a spin-off of a listed company fails to become a listed company within 120 days of the shareholders' meeting at which such decision was taken, the dissenting or non-voting shareholders may also exercise their withdrawal rights.

Only holders of shares adversely affected by the changes mentioned in the first and second items above may withdraw their shares. The right of withdrawal lapses 30 days after publication of the minutes of the relevant shareholders' meeting. In the first two cases mentioned above, however, the resolution is subject to confirmation by the preferred shareholders, which must be obtained at a special meeting held within one year. In those cases, the 30-day term is counted from the date the minutes of the special meeting are published. We would be entitled to reconsider any action giving rise to withdrawal rights within ten days following the expiration of such rights if the withdrawal of shares of dissenting shareholders would jeopardize our financial stability.

The Brazilian Corporation Law allows companies to redeem their shares at their economic value, subject to certain requirements. Since our bylaws currently do not provide that our shares be subject to withdrawal at their economic value, our shares would be subject to withdrawal at their book value, determined on the basis of the last balance sheet approved by the shareholders. If the shareholders' meeting giving rise to withdrawal rights occurs more than 60 days after the date of the last approved balance sheet, a shareholder may demand that its shares be valued on the basis of a new balance sheet that is of a date within 60 days of such shareholders' meeting.

Pursuant to the Brazilian Corporation Law, in events of consolidation, merger, *incorporação de ações*, participation in a group of companies, and acquisition of control of another company, the right to withdraw does not apply if the shares meet certain tests relating to liquidity and dispersal of the type or class of shares on the market. In such cases, shareholders will not be entitled to withdraw their shares if the shares are a component of a general securities index in Brazil or abroad admitted to trading on the securities markets, as defined by the CVM, and the shares held by persons unaffiliated with the controlling shareholder represent more than half of the outstanding shares of the relevant type or class.

Arbitration

We, our shareholders, managers and members of the Audit Committee, whether sitting or alternate members, if any, undertake to resolve, through arbitration, before the Market Arbitration Chamber (*Câmara de Arbitragem do Mercado*), pursuant to its regulations, any controversies that may arise between them, relating to or arising from their respective condition as an issuer, shareholder, administrator and/or member of the Audit Committee, in particular, of the provisions contained in Law No. 6,385/76, the Brazilian Corporations Law, our bylaws, in the rules issued by the National Monetary Council, by the Central Bank of Brazil and by the Brazilian Securities and Exchanges Commission (*CVM*), as well as in the other rules applicable to the operation of the capital markets in general, in addition to those contained in the *Novo Mercado* listing rules, the other regulations of B3 and the Novo Mercado Listing Agreement.

C. Material Contracts

Financing Agreements

For a description of the main agreements comprising our short and long-term indebtedness as of December 31, 2023, see “Item 5.B - Liquidity and Capital Resources—Indebtedness.”

D. Exchange Controls

There are no restrictions on ownership of our common shares by individuals or legal entities domiciled outside Brazil. However, the right to convert dividend payments and proceeds from the sale of common shares into foreign currency and to remit such amounts outside Brazil is subject to exchange control restrictions and foreign investment legislation, which generally require, among other things, obtaining an electronic registration with the Central Bank of Brazil.

Under Resolution No. 4,373/2014, foreign investors may invest in almost all financial assets and engage in almost all transactions available in the Brazilian financial and capital markets, provided that some requirements are fulfilled. In accordance with Resolution No. 4,373/2014, the definition of foreign investor includes individuals, legal entities, mutual funds and other collective investment entities that are domiciled or headquartered abroad.

Investors under Resolution No. 4,373/2014, from no favorable tax regime countries, who are not a Tax Haven Holder that does not impose income tax or in which the maximum income tax rate is lower than 20%, are entitled to favorable tax treatment. See “Item 10.E - Taxation—Material Brazilian Tax Considerations.”

Resolution No. 1,927 provides for the issuance of depositary receipts in foreign markets in respect of shares of Brazilian issuers. An application was filed to have the ADSs approved by the Central Bank of Brazil and the CVM under Annex V, and we received final approval before the ADSs Offering.

An electronic registration, which replaced the amended Certificate of Registration, was issued in the name of the depository with respect to the ADSs and is maintained by the Custodian on behalf of the Depository. This electronic registration was carried on through the SISBACEN. Pursuant to the electronic registration, the Custodian and the Depository are able to convert dividends and other distributions with respect to the common shares represented by the ADSs into foreign currency and remit the proceeds outside Brazil. In the event that a holder of ADSs exchanges the ADSs for common shares, the holder will be entitled to continue to rely on the Depository's electronic registration for only five business days after the exchange. Thereafter, a holder must seek to obtain its own electronic registration. Unless the common shares are held pursuant to Resolution No. 4,373/2014 by a duly registered investor or a holder of common shares, who applies for and obtains a new electronic registration, that holder may not be able to obtain and remit abroad U.S. Dollars or other foreign currencies upon the disposition of the common shares, or distributions with respect thereto. In addition, if the foreign investor resides in a no favorable tax regime country or is not an investor registered pursuant to Resolution No. 4,373/2014, the investor will also be subject to less favorable tax treatment.

E. Taxation

Brazilian Tax Considerations

The following discussion contains a description of the material Brazilian income tax consequences of the purchase, ownership and disposition of shares or ADSs by a holder which is non-resident or not domiciled in Brazil for Brazilian tax purposes (Non-Brazilian Holder). It does not purport to be a comprehensive description of all Brazilian tax considerations that may be applicable to any particular Non-Brazilian Holder.

This summary is based upon tax laws of Brazil and administrative and judicial decisions as in effect on the date of this annual report, which are subject to changes (possibly with retroactive effect) and to differing interpretations. You should consult your own tax advisors as to the Brazilian tax consequences of the purchase, ownership and sale of our common shares or ADSs.

Although there is no treaty for the avoidance of double taxation between Brazil and the United States, the tax authorities of the two countries have been having discussions that may culminate in such a treaty. No assurance can be given, however, as to whether or when a treaty will enter into force or how it will affect the U.S. holders of our common shares or ADSs.

For purposes of Brazilian taxation, there are two types of Non-Brazilian Holders of common shares or ADSs: (a) Non-Brazilian Holders registered before the Central Bank of Brazil and the CVM to invest in Brazil in accordance with CMN Resolution No. 4,373/14 ("4,373 Holders"); and (b) other Non-Brazilian Holders, which include Non-Brazilian Holders who invest in Brazilian companies under Law 14.286/2021 and BCB Resolution No. 277 ("foreign direct investment"). As a general rule, 4,373/2014 Holders are subject to a favorable tax regime in Brazil, as described below.

CMN Resolution No. 4,373/2014 permits foreign investors, defined to include individuals, legal entities, mutual funds and other collective investment entities, domiciled or headquartered abroad to invest in almost all financial assets and to engage in almost all transactions available in the Brazilian financial and capital markets, provided that certain legal and regulatory requirements are fulfilled. The foreign investors must (a) appoint at least one representative in Brazil with powers to perform actions relating to the foreign investment; (b) file the appropriate foreign investor registration form; (c) obtain the register as a foreign investor before the Brazilian securities commission; and (d) obtain the register of the foreign investment before the Central Bank of Brazil.

Taxation of Gains

Gains realized on the disposal of common shares are subject to income tax in Brazil, regardless of whether the sale or the disposal is made by a Non-Brazilian Holder to a resident or person domiciled in Brazil. This is due to the fact that the common shares can be considered assets located in Brazil for purposes of Law No. 10,833/2003.

According to our interpretation of the applicable law, capital gains realized by a Non-Brazilian Holder on the disposal of common shares sold on a Brazilian stock exchange (which includes a transaction carried out on the organized over-the-counter market) are:

- exempt from income tax when realized by a Non-Resident Holder that (i) is a 4,373 Holder, and (ii) is not resident or domiciled in a country or location which is defined as a Low or Nil Tax Jurisdiction (as described below);
- arguably subject to income tax at a 15% rate in the case of gains realized by (A) a Non-Brazilian Holder that (1) is not a 4,373 Holder and (2) is not resident or domiciled in a Low or Nil Tax Jurisdiction; or by (B) a Non-Brazilian Holder that (1) is a 4,373 Holder and (2) is resident or domiciled in a Low or Nil Tax Jurisdiction; and
- subject to income tax at a rate of up to 25% in the case of gains realized by a Non-Brazilian Holder that is not a 4,373 Holder, and is resident or domiciled in a Low or Nil Tax Jurisdiction.

Any other gains realized by a Non-Brazilian Holder on a sale or disposal of the shares that is not carried out on a Brazilian stock exchange are:

- subject to income tax at the rate of 15% when realized by a Non-Brazilian Holder that (i) is a 4,373 Holder and (ii) is not resident or domiciled in a Low or Nil Tax Jurisdiction (as defined below), although different interpretations may be raised to sustain the application of the progressive rates set forth by Law No. 13,259/2016;
- subject to income tax at progressive rates ranging from 15% to 22.5% (15.0% for the part of the gain that does not exceed R\$5.0 million, 17.5% for the part of the gain that exceeds R\$5.0 million but does not exceed R\$10.0 million, 20.0% for the part of the gain that exceeds R\$10.0 million but does not exceed R\$30.0 million and 22.5% for the part of the gain that exceeds R\$30.0 million) in case of gains realized by a Non-Brazilian Holder that (1) is not a 4,373 Holder and (2) is not resident or domiciled in a Low or Nil Tax Jurisdiction (as defined below); and
- subject to income tax at a 25% rate in case of gains realized by a Non-Brazilian Holder that is resident or domiciled in a Low or Nil Tax Jurisdiction (as defined below).

If these gains are related to transactions conducted on the Brazilian non-organized over-the-counter market with intermediation, withholding income tax of 0.005% on the sale value will also apply and can be used to offset the income tax due on the capital gain.

In the case of a redemption of securities or a capital reduction by a Brazilian corporation, such as ourselves, the positive difference between the amount effectively received by the Non-Resident Holder and the proportional acquisition cost of the common shares redeemed is treated, for tax purposes, as capital gains derived from the sale or exchange of common shares not carried out on a Brazilian stock exchange, and is subject to the same tax treatment above described.

The exercise of preemptive rights relating to our common shares will not be subject to Brazilian taxation. Any gains realized by a Non-Resident Holder on the sale or disposal or assignment of preemptive rights relating to our common shares will be subject to Brazilian income tax according to the same rules applicable to the sale or disposal of common shares (see above). Tax authorities may attempt to tax such gains even when sale or assignment of such rights takes place outside Brazil, based on the provisions of Law No. 10,833/03.

There is no assurance that the current preferential treatment for Non-Brazilian Holders of common shares under CMN Resolution No. 4,373/2014 will continue in the future or that it will not be changed in the future. Reductions in the rate of tax provided for by Brazil's tax treaties do not apply to the tax on gains realized on sales or exchange of common shares.

Sale of ADSs by non-Brazilian holder to another non-Brazilian holder

Gains realized outside Brazil by a Non-Brazilian Holder on the disposal of ADSs should not be subject to Brazilian tax. As mentioned above, according to Law No. 10,833/2003 of December 2003, the disposal of assets located in Brazil by a Non-Brazilian Holder, whether to other Non-Brazilian Holder or Brazilian holders, may become subject to taxation in Brazil. Although we believe that the ADSs do not fall within the definition of assets located in Brazil for the purposes of Law no. 10,833, considering the general and unclear scope of it and the lack of definitive judicial court ruling to act as the leading case in respect thereto, we are unable to predict whether such understanding will ultimately prevail in the courts of Brazil.

In case the ADSs are considered assets located in Brazil, gains on disposal of ADSs by a Non-Brazilian Holder to a resident in Brazil or even to a Non-Brazilian resident may be subject to income tax in Brazil according to the rules described below for ADSs or the tax rules applicable to common shares, as applicable.

Exchange of ADSs for common shares

Although there is no clear regulatory guidance, the withdrawal of ADSs in exchange for common shares is not subject to Brazilian income tax to the extent that, as described above, ADSs do not fall within the definition of assets located in Brazil for the purposes of Law No. 10,833/2003.

Upon receipt of the underlying common shares in exchange for ADSs, Non-Brazilian Holders may also elect to register with the Central Bank the U.S. dollar amount of such preferred shares or common shares as a foreign portfolio investment under CMN Resolution No. 4,373/2014 or as a foreign direct investment under BCB Resolution No. 277.

Exchange of common shares for ADSs

Regarding the deposit of common shares in exchange for ADSs, the difference between the acquisition cost of the common shares and the market price of the common shares may be subject to Brazilian income tax at progressive rates that may vary from 15.0% to 22.5% (15.0% for the part of the gain that does not exceed R\$5.0 million, 17.5% for the part of the gain that exceeds R\$5.0 million but does not exceed R\$10.0 million, 20.0% for the part of the gain that exceeds R\$10.0 million but does not exceed R\$30.0 million and 22.5% for the part of the gain that exceeds R\$30.0 million), except for Non-Brazilian Holders located in a Nil or Low Taxation Jurisdiction, which, in this case, would be subject to income tax at a flat rate of 25.0%. In some circumstances, there may be arguments to claim that this taxation is not applicable in the case of a Non-Brazilian Holder that is a 4,373 Holder and is not a resident of or domiciled in a Nil or Low Taxation Jurisdiction.

Taxation of Dividends

As a result of the tax legislation adopted on December 26, 1995, dividends based on profits generated after January 1, 1996, including dividends paid in kind, payable by us regarding common shares or ADSs, are exempt from withholding income tax. Dividends relating to profits generated prior to January 1, 1996 may be subject to Brazilian withholding income tax at varying rates, depending on the year the profits were generated.

Beginning in 2008, the Brazilian accounting rules were significantly modified in order to align them with IFRS Accounting Standards. After the issuance of such new rules, a transitory tax regime (*regime tributário de transição*), or RTT, was created mainly to ensure neutrality of the new accounting rules in connection with the calculation and payment of corporate taxes on income. Thus, according to the RTT, Brazilian companies had, only for purposes of calculation of their taxable profit, to use the accounting rules and criteria that existed until December 2007.

As a result of the application of the RTT, the accounting profit of a Brazilian company might be significantly higher (or lower) than its taxable profit. Although this specific matter has not been expressly regulated by law, the Brazilian tax authorities issued a normative instruction stating that the amount of dividends paid in excess of the profit of a company determined as per the accounting rules and criteria that existed until December 2007 should be subject to taxation.

On April 14, 2014, Law No. 12,973 was issued to, among other, terminate the Transitory Regime (RTT) and regulate how corporate taxable income should be assessed taking as a starting point the accounting profit calculated according to the new accounting rules introduced as from 2008. Such Law states that dividends related to all accounting profits generated between January 2008 and 31 December 2013 in excess of the established methods and criteria in force in December 31, 2007, are not subject to withholding tax, and does not integrate the calculation of income tax and social contribution. With reference to 2014, the law is not clear, but tax authorities state that dividends paid in excess of the profit of a company determined as per the accounting rules and criteria that existed until December 2007 should be subject to withholding income tax at the rate of 15%, or 25% if the Non-Brazilian Holder is domiciled in a country or location that does not impose income tax or where the maximum income tax rate is lower than 20% ("Nil or Low Taxation Jurisdiction"). As of 2015, in view of the termination of the RTT, there would be no differences between the accounting and the taxable profit, so that dividends generated since 2015 should be fully paid with no Brazilian withholding tax implications.

Interest Attributed to Shareholders' Equity

According to Brazilian laws and our bylaws, we may opt to distribute income as interest attributed to shareholders' equity as an alternative to the payment of dividends.

Distribution of an interest on equity charge attributed to shareholders' equity regarding common shares or ADSs as an alternative form of payment to shareholders, including non-Brazilian holders of common shares or ADSs, is subject to Brazilian withholding income tax at the rate of 15% or 25%, in case of a Nil or Low Taxation Jurisdiction holder.

Such payments, subject to certain limitations and requirements, are deductible for Brazilian income tax purposes. This interest is limited to the daily pro rata variation of the federal government's long-term interest rate, as determined by the Central Bank from time to time, and cannot exceed the greater of:

- (a) 50% of net income (after the social contribution on net profits and before the provision for corporate income tax, and the amounts attributable to shareholders as interest on net equity) for the period with respect to which the payment is made; or
- (b) 50% of the sum of retained earnings and earnings reserves as of the date of the beginning of the period with respect to which the payment is made.

Tax on foreign exchange transactions (IOF/Exchange)

Pursuant to Decree No. 6,306/2007, dated December 14, 2007, as amended, or Decree No. 6,306/2007, the conversion of Brazilian currency into foreign currency (e.g., for purposes of paying dividends and interest) and the conversion of foreign currency into Brazilian currency may be subject to the Tax on Foreign Exchange Transactions or IOF/Exchange. Currently, for most exchange transactions, the rate of IOF/Exchange is 0.38%. However, exchange transactions carried out for the inflow of funds in Brazil for investments in the Brazilian financial and capital market made by a foreign investor (including a Non-Resident Holder, as applicable) are subject to IOF/Exchange at a 0%. The IOF/Exchange rate will also be 0% for the outflow of funds from Brazil related to these types of investments, including payments of dividends and interest on shareholders' equity and the repatriation of funds invested in the Brazilian market.

On March 15, 2022, the Decree 10,997/2022 was published, establishing an immediate reduction of the IOF/Exchange for some transactions, such as the reduction of the rate applicable to short-term foreign loan operations to zero. In other cases, however, the rate reduction is gradual over the next years and it is expected that the IOF-Exchange rate will be decreased to zero for all transactions as of 2029.

The Brazilian government may increase the rate of the IOF/Exchange to a maximum of 25.0% of the amount of the foreign exchange transaction at any time, but such an increase would not apply retroactively.

Tax on transactions involving bonds and securities (IOF/Bonds Tax)

The IOF may also be imposed on any transactions involving bonds and securities, including those carried out on Brazilian futures and commodities stock exchanges. As a general rule, the rate of this tax for transactions involving common shares or ADSs is currently zero. The executive branch, also by a Presidential Decree, may increase the IOF rate by up to 1.5% per day, but only with respect to future transactions.

U.S. Federal Income Tax Considerations

This summary describes certain U.S. federal income tax considerations that are likely to be relevant to the purchase, ownership and disposition of our common shares or ADSs by a U.S. holder (as defined below). This summary is based on the Internal Revenue Code of 1986 (the Code), as amended, its legislative history, existing and proposed regulations promulgated thereunder, published rulings and court decisions, all as currently in effect. These authorities are subject to change, possibly on a retroactive basis. In addition, this summary assumes the deposit agreements governing our shares and ADSs, and all other related agreements, will be performed in accordance with their terms.

This summary is not a comprehensive discussion of all of the tax considerations that may be relevant to a particular investor's decision to purchase, hold, or dispose of our shares or ADSs. In particular, this summary is directed only to U.S. holders (as defined below) that hold our shares or ADSs as capital assets and does not address tax consequences to U.S. holders who may be subject to special tax rules, such as banks, brokers or dealers in securities or currencies, traders in securities electing to mark to market, financial institutions, life insurance companies, tax exempt entities, regulated investment entities, entities or arrangements that are treated as partnerships for U.S. federal income tax purposes (or partners therein), holders that own or are treated as owning 10% or more of our shares, by vote or value, persons holding our shares or ADSs as part of a hedging or conversion transaction or a straddle, persons whose functional currency is not the U.S. dollar, or U.S. expatriates. Moreover, this summary does not address state, local or non-U.S. taxes, the U.S. federal estate and gift taxes, or the Medicare contribution tax applicable to net investment income of certain non-corporate U.S. holders, or any alternative minimum tax consequences of acquiring, holding or disposing of our shares or ADSs.

As used below, a "U.S. holder" is a beneficial owner of our shares or ADSs that is, for U.S. federal income tax purposes, (i) a citizen or individual resident of the United States, (ii) a corporation (or an entity taxable as a corporation for U.S. federal income tax purposes) created or organized under the laws of the United States, any State thereof or the District of Columbia, (iii) an estate, the income of which is subject to U.S. federal income tax without regard to its source, or (iv) a trust if (1) a court within the United States is able to exercise primary supervision over the administration of the trust, and one or more U.S. persons have the authority to control all substantial decisions of the trust, or (2) the trust has a valid election in effect under applicable Treasury regulations to be treated as a U.S. person.

If a partnership (including for this purpose any entity treated as a partnership for U.S. federal income tax purposes) is a beneficial owner of our shares or ADSs, the U.S. federal income tax treatment of a partner in the partnership generally will depend on the status of the partner and the activities of the partnership. A holder of our shares or ADSs that is a partnership and partners in that partnership should consult their own tax advisers regarding the U.S. federal income tax consequences of the purchase, ownership and disposition of our shares or ADSs.

You should consult your own tax advisors about the consequences of the acquisition, ownership, and disposition of our shares or ADSs, including the relevance to your particular situation of the considerations discussed below and any consequences arising under foreign, state, local or other tax laws.

Treatment of our ADSs for U.S. Federal Income Tax Purposes

In general, a holder of our ADSs will be treated, for U.S. federal income tax purposes, as the beneficial owner of the underlying shares that are represented by those ADSs. Accordingly, except as specifically noted below, the tax consequences discussed below with respect to ADSs will be the same for our shares, and exchanges of our shares for ADSs (or vice versa), generally will not result in the realization of gains or losses for U.S. federal income tax. For purposes of the following summary, any reference to our shares shall be understood to also include reference to the ADSs, unless otherwise noted.

Taxation of Dividends

Subject to the discussion below under “Item 10.E - Taxation—Passive Foreign Investment Company Status”, the gross amount of any distribution of cash or property with respect to our shares or ADSs that is paid out of our current or accumulated earnings and profits (as determined for U.S. federal income tax purposes) will generally be includible in your taxable income as ordinary dividend income on the day on which you receive the dividend, in the case of our shares, or the date the depository receives the dividends, in the case of our ADSs, and will not be eligible for the dividends-received deduction allowed to corporations under the Code. If such distribution exceeds the amount of the current and accumulated earnings and profits, it will be treated as a non-taxable return of capital (and reduction in tax basis) to the extent of your tax basis in the shares on which they are paid, and to the extent it exceeds that basis it will be treated as capital gain from the sale or exchange of the shares. We do not expect to maintain calculations of our earnings and profits in accordance with U.S. federal income tax principles. U.S. holders therefore should expect that distributions generally will be treated as dividends for U.S. federal income tax purposes.

Dividends paid in a currency other than U.S. dollars generally will be includible in your income in a U.S. dollar amount calculated by reference to the exchange rate in effect on the day you receive the dividends, in the case of our shares, or the date the depository receives the dividends, in the case of our ADSs. You will have a tax basis in any distributed Brazilian currency equal to its U.S. dollar amount on the date of receipt, and any gain or loss realized on a subsequent sale, conversion or other disposition of the Brazilian currency generally will be treated as U.S. source ordinary income or loss. If dividends paid in Brazilian currency are converted into U.S. dollars on the date they are received by a U.S. holder or the Depository or its agent, as the case may be, the U.S. holder generally should not be required to recognize foreign currency gain or loss in respect of the Brazilian currency. U.S. holders should consult their own tax advisers regarding the treatment of foreign currency gain or loss, if any, on any foreign currency received that is converted into U.S. dollars after it is received.

Dividends received by an individual with respect to our shares or ADSs will be subject to taxation at a preferred rate if the dividends are “qualified dividends.” Subject to certain exceptions for short-term positions, dividends paid on our shares or ADSs will be treated as qualified dividends if:

- the shares and ADSs on which the dividend is paid are readily tradable on an established securities market in the United States; and
- we were not, in the year prior to the year in which the dividend was paid, and are not, in the year in which the dividend is paid, a passive foreign investment company (a PFIC).

Our ADSs are listed on the NYSE and our ADSs should qualify as readily tradable on an established securities market in the United States so long as they are so listed. As described in more detail under “Item 10.E - Taxation—Passive Foreign Investment Company Status,” below, based on our audited financial statements and relevant market and shareholder data, we believe that we were not treated as a PFIC for U.S. federal income tax purposes with respect to our 2024 and 2023 taxable years and do not expect to be a PFIC in our current taxable year. Given that the determination of PFIC status involves the application of complex tax rules, and that it is based on the nature of our income and assets from time to time, no assurances can be provided that we will not be considered a PFIC for the current (or any past or future) taxable year. Holders should consult their own tax advisers regarding the availability of the reduced dividend tax rate in light of their own particular circumstances.

Because our shares are not themselves listed on a U.S. exchange, dividends received with respect to our shares that are not represented by ADSs may not be treated as qualified dividends. U.S. holders should consult their own tax advisers regarding the potential availability of the reduced dividend tax rate in respect of our shares.

Subject to generally applicable limitations and conditions, Brazilian dividend withholding tax paid at the appropriate rate applicable to the U.S. holder may be eligible for a credit against such U.S. holder's U.S. federal income tax liability. These generally applicable limitations and conditions include requirements recently adopted by the U.S. Internal Revenue Service (IRS) in regulations promulgated in December 2021 and any Brazilian tax generally will need to satisfy these requirements in order to be eligible to be a creditable tax for a U.S. holder. In the case of a U.S. holder that consistently elects to apply a modified version of these rules under recently issued temporary guidance and complies with specific requirements set forth in such guidance, the Brazilian tax on dividends will be treated as meeting these requirements and therefore as a creditable tax. In the case of all other U.S. holders, the application of these requirements to the Brazilian tax on dividends is uncertain and we have not determined whether these requirements have been met. If the Brazilian dividend tax is not a creditable tax or the U.S. holder does not elect to claim a foreign tax credit for any foreign income taxes paid or accrued in the same taxable year, the U.S. holder may be able to deduct the Brazilian tax in computing such U.S. holder's taxable income for U.S. federal income tax purposes. Dividend distributions will constitute income from sources without the United States and, for U.S. holders that elect to claim foreign tax credits, generally will constitute "passive category income" for foreign tax credit purposes.

The availability and calculation of foreign tax credits and deductions for foreign taxes depend on a U.S. holder's particular circumstances and involve the application of complex rules to those circumstances. The temporary guidance discussed above also indicates that the Treasury and the IRS are considering proposing amendments to the December 2021 regulations and that the temporary guidance can be relied upon until additional guidance is issued that withdraws or modifies the temporary guidance. U.S. holders should consult their own tax advisors regarding the application of these rules to their particular situations.

U.S. holders that receive distributions of additional shares or rights to subscribe for our shares as part of a pro rata distribution to all our shareholders generally will not be subject to U.S. federal income tax in respect of the distributions, unless the U.S. holder has the right to receive cash or property, in which case the U.S. holder will be treated as if it received cash equal to the fair market value of the distribution.

Taxation of Dispositions of our Shares or ADSs

Subject to the discussion below under "Item 10.E - Taxation—Passive Foreign Investment Company Status," if a U.S. holder realizes gain or loss on the sale, exchange or other taxable disposition of our shares or ADSs, that gain or loss will be capital gain or loss and generally will be long-term capital gain or loss if the shares or ADSs have been held for more than one year. The deductibility of capital losses is subject to limitations.

A U.S. holder generally will not be entitled to credit any Brazilian tax imposed on the sale or other disposition of the shares against such U.S. holder's U.S. federal income tax liability, except in the case of a U.S. holder that consistently elects to apply a modified version of the U.S. foreign tax credit rules that is permitted under recently issued temporary guidance and complies with the specific requirements set forth in such guidance. Additionally, capital gain or loss recognized by a U.S. holder on the sale or other disposition of the shares generally will be U.S. source gain or loss for U.S. foreign tax credit purposes. Consequently, even if the withholding tax qualifies as a creditable tax, a U.S. holder may not be able to credit the tax against its U.S. federal income tax liability unless such credit can be applied (subject to generally applicable conditions and limitations) against tax due on other income treated as derived from foreign sources. If the Brazilian tax is not a creditable tax, the tax would reduce the amount realized on the sale or other disposition of the shares even if the U.S. holder has elected to claim a foreign tax credit for other taxes in the same year. The temporary guidance discussed above also indicates that the Treasury and the IRS are considering proposing amendments to the December 2021 regulations and that the temporary guidance can be relied upon until additional guidance is issued that withdraws or modifies the temporary guidance. U.S. holders should consult their own tax advisors regarding the application of the foreign tax credit rules to their investment in, and disposition of, our shares or ADSs.

If a U.S. holder sells or otherwise disposes of our shares or ADSs in exchange for currency other than U.S. dollars, the amount realized generally will be the U.S. dollar value of the currency received at the spot rate on the date of sale or other disposition (or, if the shares or ADSs are traded on an established securities market at such time, in the case of cash basis and electing accrual basis U.S. holders, the settlement date). An accrual basis U.S. holder that does not elect to determine the amount realized using the spot exchange rate in effect on the settlement date will recognize foreign currency gain or loss equal to the difference between the U.S. dollar value of the amount received based on the spot exchange rates in effect on the date of the sale or other disposition and the settlement date. A U.S. holder generally will have a tax basis in the currency received equal to the U.S. dollar value of the currency received at the spot rate in effect on the settlement date. Any currency gain or loss realized on the settlement date or the subsequent sale, conversion, or other disposition of the non-U.S. currency received for a different U.S. dollar amount generally will be U.S.-source ordinary income or loss, and will not be eligible for the reduced tax rate applicable to long-term capital gains. If an accrual basis U.S. holder makes the election described in the first sentence of this paragraph, it must be applied consistently from year to year and cannot be revoked without the consent of the IRS. A U.S. holder should consult its own tax advisors regarding the treatment of any foreign currency gain or loss realized with respect to any currency received in a sale or other disposition of the shares or ADSs.

Deposits and withdrawals of shares by U.S. holders in exchange for ADSs will not result in the realization of gain or loss for U.S. federal income tax purposes.

Passive Foreign Investment Company Status

Special U.S. tax rules apply to investors in companies that are considered to be PFICs. We will be classified as a PFIC in a particular taxable year if, either:

- 75 percent or more of our gross income for the taxable year is passive income; or
- the value of our assets (generally determined on the basis of a quarterly average) that produce or are held for the production of passive income is at least 50 percent.

For this purpose, passive income generally includes dividends, interest, gains from certain commodities transactions, rents, royalties and the excess of gains over losses from the disposition of assets that produce passive income.

We believe, and the following discussion assumes, that we were not a PFIC for our taxable year ending December 31, 2024 and that, based on the present composition of our income and assets and the manner in which we conduct our business, we do not expect to be a PFIC in our current taxable year. However, the determination of whether we are a PFIC is a factual determination made annually, and our status could change depending, among other things, upon changes in the composition of our gross income and the relative quarterly average value of our assets. Accordingly, we cannot be certain that we will not be a PFIC in the current year or in future years. If we were a PFIC for any taxable year in which you hold our shares or ADSs, you (including certain indirect U.S. holders) will generally be subject to adverse U.S. federal income tax consequences, including the possible imposition of ordinary income treatment for “excess distributions” (generally, any distributions that a U.S. Holder receives in a taxable year that are greater than 125 percent of the average annual distributions that the U.S. Holder has received in the preceding three taxable years, or the U.S. Holder’s holding period, if shorter), and gain that the U.S. Holder recognizes on the sale of the holder’s shares. Under these rules (a) the excess distribution or gain will be allocated ratably over the U.S. Holder’s holding period, (b) the amount allocated to the current taxable year and any taxable year prior to the first taxable year in which we are a PFIC will be taxed as ordinary income, and (c) the amount allocated to each of the other taxable years will be subject to tax at the highest rate of tax in effect for the applicable class of taxpayer for that year, and an interest charge for the deemed deferral benefit will be imposed with respect to the resulting tax attributable to each such other taxable year. If we are deemed to be a PFIC for a taxable year, dividends on our shares would not constitute “qualified dividends” subject to preferential rates of U.S. federal income taxation for non-corporate taxpayers. In addition, if we are deemed to be a PFIC for a taxable year, you would be subject to increased reporting requirements. You are encouraged to consult your own tax advisor as to our status as a PFIC and the tax consequences to you of such status.

Foreign Financial Asset Reporting

Certain U.S. holders that own “specified foreign financial assets” with an aggregate value in excess of US\$50,000 on the last day of the taxable year or US\$75,000 at any time during the taxable year are generally required to file an information statement along with their tax returns, currently on IRS Form 8938, with respect to such assets. “Specified foreign financial assets” include any financial accounts held at a non-U.S. financial institution, as well as securities issued by a non-U.S. issuer that are not held in accounts maintained by financial institutions. Higher reporting thresholds apply to certain individuals living abroad and to certain married individuals. Regulations extend this reporting requirement to certain entities that are treated as formed or availed of to hold direct or indirect interests in “specified foreign financial assets” based on objective criteria. The understatement of income attributable to “specified foreign financial assets” in excess of US\$5,000 extends the statute of limitations with respect to the tax return to six years after the return was filed. U.S. holders who fail to report the required information could be subject to substantial penalties. Holders are encouraged to consult with their own tax advisors regarding the possible application of these rules, including the application of the rules to their particular circumstances.

Backup Withholding and Information Reporting

Dividends paid on, and proceeds from the sale or other disposition of, our shares or ADSs to a U.S. holder generally may be subject to the information reporting requirements of the Code and may be subject to backup withholding (currently at the rate of 24%) unless the U.S. holder provides an accurate taxpayer identification number and makes any other required certification or otherwise establishes an exemption. Backup withholding is not an additional tax. The amount of any backup withholding from a payment to a U.S. holder will be allowed as a refund or credit against the U.S. holder’s U.S. federal income tax liability, provided the required information is furnished to the IRS in a timely manner.

A holder that is not a U.S. holder may be required to comply with certification and identification procedures in order to establish its exemption from information reporting and backup withholding.

F. Dividends and paying agents.

Not applicable

G. Statement by experts.

Not applicable

I. Subsidiary Information.

Not applicable

H. Documents on display.

The SEC maintains a website at www.sec.gov that contains reports, proxy and information statements, and other information regarding registrants that make electronic filings with the SEC using its EDGAR system. We also make available on our website’s investor relations page, free of charge, our annual report and the text of our reports on Form 6-K, including any amendments to these reports, as well as certain other SEC filings, as soon as reasonably practicable after they are electronically filed with or furnished to the SEC. Our website address is <http://ir.suzano.com.br>, and investor information can be found therein under the caption “Investor Relations.” Information contained on our website is, however, not incorporated by reference in, and should not be considered a part of, this annual report.

J. Annual Report to Security Holders.

Not applicable

ITEM 11. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to various market risks, including changes in foreign currency exchange rates, interest rates, correction indexes and prices of commodities that may affect the financial results of Suzano. In order to manage the impacts in the results in adverse scenarios, we have provided procedures for the monitoring of political exposure for the implementation of risk management.

The policies establish the limits and instruments to be implemented with the goal of: (i) protection of cash flow due to currency devaluation, (ii) interest rate exposure mitigation, (iii) reduction in the impacts of commodity price fluctuation and (iv) exchange of debt indexes.

In the process of market risk management, the identification, evaluation and implementation, as well as the contracting of financial instruments for risk protection are performed. The development management area accompanies the fulfillment of the limits established in our policies.

Exchange Rate Risk

As a predominantly exporting company, our results are exposed to exchange variations. As such, fluctuations in the exchange rate, especially with regard to the U.S. dollars, may impact our results.

We issue debt securities in the international markets as an important part of the capital structure that is also exposed to fluctuations in the exchange rate. The mitigation of these risks comes from our own exports, which creates a natural hedge. Furthermore, we enter in derivatives transactions in the financial markets, including using strategies with options, as a way to ensure attractive levels of operating margins for a portion of our income. The foreign exchange hedging strategy follows our financial policies.

For the net exposure of assets and liabilities in foreign currency see note 4.4.1. of our audited consolidated financial statements, included in this Annual Report.

Sensitivity Analysis – Foreign Exchange Exposure

For purposes of risk analysis, we use scenarios to evaluate the sensitivity that the variations in long and short positions, indexed in foreign currency, may suffer. We take as a base case the values recognized in accounting on December 31, 2024 and, from there onwards, appreciations and depreciation are simulated, between 25% and 50%, of the *real* compared to other foreign currencies. For the sensitivity analysis see notes 4.4.1.1. and 4.4.1.2. of our audited consolidated financial statements, included in this Annual Report.

Commodity Price Risk

We are exposed to commodity prices reflected primarily in the sale price of pulp in the international market. Increases and decreases in production capacities in the global market, as well as the macroeconomic conditions may impact our operational results.

We cannot guarantee that prices will remain at levels that are beneficial to our results. We may use financial instruments to mitigate the sales price of part of the production, but in certain cases the employment of price protection for pulp may not be available.

We are also exposed to international oil prices, reflected in the logistical costs of transportation and commercialization.

On December 31, 2024, we held a long position in VLSFO (very-low sulfur fuel oil) and Brent Crude Oil in the notional amount of US\$203.6 million to hedge its logistics costs.

Sensitivity Analysis – Exposure to Commodity Prices

	December 31, 2024		
	As of	Effect on income	
	Probable	Possible increase (+25%)	Remote increase (+50%)
		(in millions of R\$)	
Oil derivatives (Brent/VLSFO)	17.0	231.7	503.5

Derivatives by Contract Type

For the open positions of derivatives negotiated in the over-the-counter market, grouped by class of asset and reference index as of December 31, 2024, 2023, see note 4.5. of our audited consolidated financial statements, included in this Annual Report.

ITEM 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES

The Bank of New York Mellon, as depositary, has agreed to reimburse us for expenses it incurs that are related to the establishment and maintenance of our ADS program. The depositary has agreed to reimburse us for our continuing and annual stock exchange listing fees. It has also agreed to pay the standard out-of-pocket maintenance costs for the ADRs, and to reimburse us annually for certain investor relations programs or special promotional activities. In certain instances, the depositary has agreed to provide additional payments to us based on any applicable performance indicators relating to the ADR facility. There are limits on the amount of expenses for which the depositary will reimburse us, but the amount of reimbursement available to us is not necessarily tied to the amount of fees the depositary collects from investors.

The depositary collects its fees for delivery and surrender of ADSs directly from investors depositing shares or surrendering ADSs for the purpose of withdrawal or from intermediaries acting for them. The depositary collects fees for making distributions to investors by deducting those fees from the amounts distributed or by selling a portion of distributable property to pay the fees. The depositary may collect an annual fee for depositary services by deduction from cash distributions or by directly billing investors or by charging the book-entry system accounts of participants acting for them.

PART II

ITEM 13. DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES

See discussion at “Item 5.B — Liquidity and Capital Resources — Covenants.”

ITEM 14. MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS

None.

ITEM 15. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures: Our management, with the participation of our Chief Executive Officer and our Chief Financial Officer, after evaluating the effectiveness of our disclosure controls and procedures (as defined in the Exchange Act under Rule 13a-15(e)) as of the end of the period covered in this annual report, has concluded that, as of that date, our disclosure controls and procedures were effective to provide reasonable assurance that the information required to be disclosed by us in the reports that we file or submit under the Exchange Act was being recorded, processed, summarized and reported within the time periods specified in the applicable rules and forms, and was accumulated for and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, to allow for timely decisions regarding the required disclosure.

Management’s Report on Internal Control over Financial Reporting: Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rule 13a-15(f) and for its assessment of the effectiveness of internal control over financial reporting. Our internal control over financial reporting is a process designed by, or under the supervision of, the principal executive and principal financial officers, or persons performing similar functions, and effected by the Company’s Statutory Audit Committee, the Company’s board of directors, management, and other personnel to provide reasonable assurances regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with and in compliance with the IFRS Accounting Standards.

Our internal control over financial reporting includes those policies and procedures that (a) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets; (b) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with and in compliance with IFRS Accounting Standards, and that our receipts and expenditures are being made only in accordance with authorizations of our management and directors; and (c) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of our assets that could have a material effect on our audited consolidated financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with our policies or procedures may deteriorate.

The effectiveness of our internal control over financial reporting as of December 31, 2024, is based on the criteria established in Internal Control — Integrated Framework (2013), issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on that assessment, management has concluded that our internal control over financial reporting was effective as of December 31, 2024.

Audit of the Effectiveness of Internal Control over Financial Reporting: Our independent registered public accounting firm, PricewaterhouseCoopers Auditores Independentes Ltda., has audited the effectiveness of our internal control over financial reporting, as stated in their report as of December 31, 2024, which is included herein.

Changes in Internal Control over Financial Reporting: There was no change in our internal control over financial reporting that occurred in the period covered by this annual report that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

ITEM 16.A. AUDIT COMMITTEE FINANCIAL EXPERT

Our board of directors has determined that Mr. Carlos Biedermann, a member of our audit committee, is an audit committee financial expert within the meaning of Sarbanes-Oxley and related regulations.

ITEM 16.B. CODE OF ETHICS AND CONDUCT

Our board of directors adopted the “Code of Ethics and Conduct” document, which sets out the company’s ethical principles and values and applies to all our board members, directors, suppliers and employees, including our chief executive officer, our chief financial officer, our chief accounting officer and the other members of our finance department. No complaint, either express or implied, of provisions of our Code of Ethics and Conduct was granted to our chief executive officer, chief financial officer or chief accounting officer in 2024. A copy of our Code of Ethics and Conduct has been filed as Exhibit 11.1 to this annual report.

Our Code of Ethics and Conduct addresses, among others, the following topics:

- honest and ethical conduct, treating conflicts and misconduct with absolute secrecy;
- full, fair, accurate, timely, and understandable disclosure in reports and documents that we file with, or submit to public communications made by us;
- compliance with laws, internal procedures and rules and also rules established by Brazilian and international capital market regulatory agencies; and
- the prompt internal reporting of breaches related to our Code to the Ombudsman.

In order to keep the highest governance standards, every two years we review our Code of Ethics and Conduct to assure that the document is up-to-date and follows best practices and regulations. In 2023, we approved the last revision of our Code of Ethics and Conduct. All of our employees in management positions must reaffirm their commitment with our Code of Ethics and Conduct and to undertake to comply with its principles and guidelines while performing their professional activities by performing mandatory training

Additionally, we have conducted awareness actions in order to enforce the importance of business integrity, compliance and the governance instruments – our Code of Ethics and Conduct and the Ombudsman. Video-learning format regarding the anti-corruption policy and our Code of Ethics and Conduct have been given to employees, in order to reinforce the main guidelines and practices established by our Code of Ethics and Conduct. This training program is mandatory for our employees and at the end of the training each employee signs the training electronically.

ITEM 16.C. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The following table sets forth by category of service the total fees for services performed by PricewaterhouseCoopers during the fiscal years ended December 31, 2024 and 2023.

Year Ended December 31	2024 (In millions of reais)	2023 (In millions of reais)
Audit Fees	20,951.2	14,967.4
Tax Fees	1,440.2	516.8
Audit Related Fees	628.8	271.4
All Other Fees	—	—
Total	23,020.2	15,755.6

Audit Fees

Audit fees in 2024 and 2023 consisted of the aggregate fees billed by PricewaterhouseCoopers Auditores Independentes Ltda. (PCAOB ID 1351) in connection with the audit of our annual financial statements, the reviews of our quarterly financial statements, and the audit of the statutory financial statements of our subsidiaries. Audit fees also include fees for services that can only be reasonably provided by our independent auditors, such as the issuance of consent letters and the review of periodic documents filed with the SEC.

Tax Fees

Tax fees consisted of the aggregate fees billed by PricewaterhouseCoopers Auditores Independentes Ltda. in connection with the consulting services for recovery of tax credits abroad and others.

Audit Related Fees

The all related fees are fees consisting of work related to the external audit performed for specific projects in target companies that were charged by PricewaterhouseCoopers Auditores Independentes Ltda.

Pre-Approval Policies and Procedures

Neither our board of directors nor our audit committee has established pre-approval policies and procedures for the engagement of our registered public accounting firm for services. Our board of directors expressly approves on a case-by-case basis any engagement of our registered public accounting firm for audit and non-audit services provided to us or our subsidiaries. Any services provided by PricewaterhouseCoopers Auditores Independentes Ltda. that are not specifically included within the scope of the audit must be pre-approved by our board of directors in advance of any engagement. It is within the scope of our audit committee to provide recommendations to our board of directors regarding any such engagement.

ITEM 16.D. EXEMPTIONS FROM THE LISTING STANDARDS FOR AUDIT COMMITTEES

Under the listed company audit committee rules of the NYSE and the SEC, we must comply with Rule 10A-3 under the Exchange Act, which requires that we establish an audit committee composed of members of the board of directors that meets specified requirements. Pursuant to Exchange Act Rule 10A-3(c)(3), a foreign private issuer is not required to have an audit committee equivalent to or comparable with a U.S. audit committee if the foreign private issuer has a body established and selected pursuant to home country legal or listing provisions expressly requiring or permitting such a body, and if the body meets the requirements that (i) it be separate from the full board, (ii) its members not be elected by management, (iii) no executive officer be a member of the body, and (iv) home country legal or listing provisions set forth standards for the independence of the members of the body. We believe that our statutory audit committee complies with these requirements, and we rely on the exemption provided by Rule 10A-3(c)(3) under the Exchange Act. See "Item 6.A. - Directors and Senior Management — Audit Committee" for a description of our statutory audit committee.

ITEM 16.E. PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS

In the year ended December 31, 2024, the Company has 24,875,787 (34,765,600 as at December 31, 2023) of its own common shares held in treasury, with an average price of R\$55.93 per share, with a historical value of R\$1,391,309 (R\$1,638,514 as at December 31, 2023) and a closing price in December 31, 2024 of R\$61.78 per share, with the market corresponding to R\$1,536,826 (R\$1,934,010 as at December 31, 2023). This change is due to the both January/2024 and August/2024 Repurchase Program, the cancellation of 20,000,000 common shares held in treasury on January 2024, and the cancellation of 40,000,000 common shares held in treasury on August 2024 see "Item 10. Additional Information—A. Share Capital".

Additionally, until April 09, 2025, in continuity to August/2024 Repurchase Program, we repurchased 3,705,200 for at the average cost of R\$51.80, with a market value corresponding to R\$191,929.4.

[Table of Contents](#)

On May 4, 2022, the Company's board of directors approved the Repurchase Program ("May/2022 Program") for up to 20,000,000 of its own shares. The May/2022 Program ended on August 3, 2022, through which it repurchased all the shares provided for at the average cost of R\$48.36, with a market value corresponding to R\$967,170.2.

Period	Number of Shares	Average Price Paid per Share (R\$)	Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of shares (or units) that May Yet be Purchased under the Plans or Programs
Month 1				
05/04/2022	452,000	48.79	452,000	19,548,000
05/31/2022				
Month 2				
06/01/2022	11,953,100	48.48	12,405,100	7,594,900
06/30/2022				
Month 3				
07/01/2022	5,035,900	48.39	17,441,000	2,559,000
07/31/22				
Month 4				
08/01/2022	2,559,000	47.65	20,000,000	—
08/03/2022				
Total	20,000,000	48.36	20,000,000	—

On July 27, 2022, our board of directors approved a new Repurchase Program ("July/2022 Program") of up to 20,000,000 of its own shares, with a maximum term for carrying out the acquisitions up to January 27, 2024. The July/2022 Program ended on September 27, 2022, through which it repurchased all the shares provided for at the average cost of R\$46.86, with a market value corresponding to R\$937,267.5.

Period	Number of Shares	Average Price Paid per Share	Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of shares (or units) that May Yet be Purchased under the Plans or Programs
Month 1				
07/27/2022	—	—	—	20,000,000
07/31/2022				
Month 2				
08/01/2022	17,685,600	47.23	17,685,600	2,314,400
08/31/2022				
Month 3				
09/01/2022	2,314,400	44.09	20,000,000	—
09/27/2022				
Total	20,000,000	46.86	20,000,000	—

[Table of Contents](#)

On October 27, 2022, our board of directors approved a new Repurchase Program (“October/2022 Program”) of up to 20,000,000 of its own shares, with a maximum term for carrying out the acquisitions up to April 27, 2024 (inclusive). The October/2022 Program ended on July 7, 2023, through which it repurchased all the shares provided for at the average cost of R\$44.05, with a market value corresponding to R\$880,913.8.

Period	Number of Shares	Average Price Paid per Share	Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of shares (or units) that May Yet be Purchased under the Plans or Programs
Month 1				
10/27/2022	—	—	—	20,000,000
10/31/2022				
Month 2				
11/01/2022	—	—	—	20,000,000
11/30/2022				
Month 3				
12/01/2022	—	—	—	20,000,000
12/31/2022				
Month 4				
01/01/2023	234,400	45.65	234,400	19,765,600
01/31/2023				
Month 5				
02/01/2023	268,500	45.24	502,900	19,497,100
02/28/2023				
Month 6				
03/01/2023	1,459,000	44.14	1,961,900	18,038,100
03/31/2023				
Month 7				
04/01/2023	7,800	37.35	1,969,700	18,030,300
04/30/2024				
Month 8				
05/01/2023	9,410,000	43.00	11,379,700	8,620,300
05/31/2023				
Month 9				
06/01/2023	6,321,600	45.29	17,701,300	2,298,700
06/30/2023				
Month 10				
07/01/2023	2,298,700	44.55	20,000,000	—
07/07/2023				
Total	20,000,000	44.05	20,000,000	—

On January 26, 2024, our board of directors approved a new Repurchase Program (“January/2024 Program”) of up to 40,000,000 of its own shares, with a maximum term for carrying out the acquisitions up to July 26, 2025 (inclusive). The January/2024 Program ended on August 15, 2024, through which it repurchased all the shares provided for at the average cost of R\$54.84, with a market value corresponding to R\$2,193,433.2.

[Table of Contents](#)

Period	Number of Shares	Average Price Paid per Share	Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of shares (or units) that May Yet be Purchased under the Plans or Programs
Month 1				
01/26/2024	3,299,300	51.21	3,299,300	36,700,700
01/31/2024				
Month 2				
02/01/2024	2,698,700	52.25	5,998,000	34,002,000
02/29/2024				
Month 3				
03/01/2024	—	—	—	34,002,000
03/31/2024				
Month 4				
04/01/2024	—	—	—	34,002,000
04/30/2024				
Month 5				
05/01/2024	—	—	—	34,002,000
05/31/2024				
Month 6				
06/01/2024	6,436,500	57.40	12,434,500	27,585,500
06/30/2024				
Month 7				
07/01/2024	21,034,700	55.07	33,469,200	6,530,800
07/31/2024				
Month 8				
08/01/2024	6,530,800	54.44	40,000,000	—
08/15/2024				
Total	40,000,000	54.84	40,000,000	—

On August 09, 2024, our board of directors approved a new Repurchase Program (“August/2024 Program”) of up to 40,000,000 of its own shares, with a maximum term for carrying out the acquisitions up to February 09, 2026 (inclusive).

[Table of Contents](#)

Period	Number of Shares	Average Price Paid per Share	Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of shares (or units) that May Yet be Purchased under the Plans or Programs
Month 1				
08/09/2024	7,094,000	55.30	7,094,000	32,906,000
08/31/2023				
Month 2				
09/01/2024	4,021,300	54.97	11,115,300	28,884,700
09/30/2024				
Month 3				
10/01/2023	—	—	—	28,884,700
10/31/2024				
Month 4				
11/01/2024	—	—	—	28,884,700
11/30/2024				
Month 5				
12/01/2024	—	—	—	28,884,700
12/31/2024				
Month 6				
01/01/2025	—	—	—	28,884,700
01/31/2025				
Month 7				
02/01/2025	—	—	—	28,884,700
02/28/2025				
Month 8				
03/01/2025	699,700	55.26	11,815,000	28,185,000
03/31/2024				
Month 9				
04/01/2025	3,005,500	50.99	14,820,500	25,179,500
04/09/2025				
Total	14,820,500	54.33	14,820,500	25,179,500

The repurchase programs already completed totaled R\$ 5,802,026.1 in market value, plus transaction costs of R\$3,200.2 with a total disbursement of R\$5,805,226.3.

ITEM 16.F. CHANGES IN REGISTRANT'S CERTIFYING ACCOUNTANT

Not applicable.

ITEM 16.G. CORPORATE GOVERNANCE

Significant Differences between our Corporate Governance Practices and NYSE Corporate Governance Standards

We are subject to the NYSE corporate governance listing standards. As a foreign private issuer, the standards applicable to us are considerably different than the standards applied to U.S. listed companies. Under the NYSE rules, we are required to: (i) have an audit committee or audit board, pursuant to an applicable exemption available to foreign private issuers, that meets certain requirements, as discussed below, (ii) provide prompt certification by our chief executive officer of any material noncompliance with any corporate governance rules, (iii) adopt a Clawback Policy under NYSE rules; and (iv) provide a brief description of the significant differences between our corporate governance practices and the NYSE corporate governance practice required to be followed by U.S. listed companies. The significant differences between our corporate governance practices and those required for U.S. listed companies follows below.

Majority of Independent Directors

The NYSE rules require that a majority of a company's board of directors must consist of independent directors. Independence is defined by various criteria, including the absence of a material relationship between the director and the listed company. Under Brazilian law, according to the Novo Mercado listing rules, at least 20% or two of the members of our board of directors (whichever is the greater) must be independent directors, as defined under Brazilian law. Currently, our board of directors consists of nine members, four of which are independent members.

Executive Sessions

NYSE rules require that the non-management directors must meet at regularly scheduled executive sessions without management. Currently, all of our directors are non-management directors and our directors meet at regularly scheduled sessions without management.

Nominating/Corporate Governance Committee

NYSE rules require that listed companies have a nominating/corporate governance committee composed entirely of independent directors and governed by a written charter addressing the committee's purpose and detailing its responsibilities, which include, among others, identifying and selecting qualified board member nominees and developing a set of corporate governance principles applicable to a company. We are not required under applicable Brazilian law to have a nominating committee/corporate governance committee and the Brazilian law also does not require that this committee be composed entirely of independent directors, if created. We do have an Appointment and Compensation Committee governed by a written charter, which is an advisory committee of our board of directors composed of three members, two of which are independent. The purpose of such committee is (i) to propose to the board of directors compensation policies and guidelines for managers, members of the Audit Committee and other remunerated committees, subject to the legislation and regulations applicable to the bylaws; (ii) to evaluate and propose appointment of members to compose the Company's management positions, verifying and attesting their qualification to perform their activities, according to the regulations, policies and other rules to which the Company is subject or has voluntarily adopted.

Compensation Committee

NYSE rules require that listed companies have a compensation committee composed entirely of independent directors and governed by a written charter addressing the committee's required purpose and detailing its required responsibilities, which include, among other things, reviewing corporate goals relevant to CEO compensation, evaluating CEO performance and approving CEO compensation levels and recommending to the board non CEO compensation, incentive compensation and equity based plans. We are not required under applicable Brazilian law to have a compensation committee, although we have established an advisory committee, comprised of board members and independent members, to advise on certain of these matters. Under the Brazilian Corporation Law, the total amount available for compensation of our directors and executive officers and for profit sharing payments to our executive officers must be established by our shareholders at the annual general meeting. Our board of directors, based on recommendations and analysis of the Appointment and Compensation committee, is responsible for determining the compensation and profit-sharing of our executive officers, as well as the compensation of our board and committee members, which is established according to market standards and internal rules of compensation

Audit Committee

Under NYSE Rule 303A.06 and the requirements of Rule 10A-3 of the SEC, domestic listed companies are required to have an audit committee consisting entirely of independent directors that otherwise complies with Rule 10A-3. In addition, a company's audit committee must have a written charter that addresses the matters outlined in NYSE Rule 303A.06(c), have an internal audit function and otherwise fulfill the requirements of the NYSE and Rule 10A-3. Under the *Novo Mercado* listing rules, we are required to have a "statutory audit committee" that complies with the CVM rules. The statutory audit committee is an advisory committee of the board of directors, and provides assistance in matters involving accounting, internal controls, financial reporting and compliance. The statutory audit committee also recommends to our board of directors the appointment of our independent auditors and evaluates the effectiveness of internal financial and legal compliance controls. The statutory audit committee is not, however, equivalent to or comparable with a U.S. audit committee. Pursuant to Exchange Act Rule 10A-3(c)(3), which provides for an exemption under the rules of the SEC regarding the audit committees of listed companies, a foreign private issuer is not required to have an audit committee equivalent to or comparable with a U.S. audit committee if the foreign private issuer has a body established and selected pursuant to home country legal or listing provisions expressly requiring or permitting such a body, and if the body meets the requirements that (i) it be composed of one or more members of the board of directors and one or more members that are not also members of the board of directors, (ii) its members not be elected by management, (iii) no executive officer be a member of the body, and (iv) home country legal or listing provisions set forth standards for the independence of the members of the body. See "Item 6.A - Directors and Senior Management — Audit Committee" for a description of our statutory audit committee.

Shareholder Approval of Equity Compensation Plans

NYSE rules require that shareholders be given the opportunity to vote on all equity compensation plans and material revisions thereto, with limited exceptions. Under Brazilian corporate law, shareholders must approve all stock option plans. In addition, any issuance of new shares that exceeds our authorized share capital is subject to shareholder approval.

Corporate Governance Guidelines

NYSE rules require that listed companies adopt and disclose corporate governance guidelines. We have a Corporate Governance Policy which exists to guarantee that principles of transparency, ethics, accountability, compliance with the law, and respect are always assured for everyone, regardless of whether they are shareholders, employees, stakeholders, or other persons related to Suzano. Moreover, it is used as the basis for the Company's business models, policies, and guidelines. We also observe the requirements of the Brazilian Securities Commission (CVM) and we adhere to the Novo Mercado listing rules.

Code of Business Conduct and Ethics

NYSE rules require that listed companies adopt and disclose a code of business conduct and ethics for directors, officers and employees, and promptly disclose any waivers of the code for directors or executive officers. Applicable Brazilian law does not have a similar requirement. We believe our code substantially addresses the matters required to be addressed by the NYSE rules. A copy of our Code of Ethics and Conduct has been filed as Exhibit 11.1 to this annual report. For a further discussion of our Code of Ethics and Conduct, see “Item 16.B - Code of Ethics and Conduct.”

Internal Audit Function

NYSE rules require that listed companies maintain an internal audit function to provide management and the audit committee with ongoing assessments of the company’s risk management processes and system of internal control. Brazilian law does not require that companies maintain an internal audit function. However, as an issuer on the New York Stock Exchange, we maintain an internal audit function. Our internal audit function is under the supervision of our statutory audit committee and is responsible for independently evaluating corporate, forest and industrial processes, verifying compliance with standards and policies adopted by us and analyzing possible cases of irregularities, such as fraud, bribery, corruption, conflicts of interest, insider information, embezzlement and damage to property.

The internal audit considers a risk-based approach and the views of our management and members of our audit committee. The audit results are reported to our chief executive officer and our statutory audit committee.

ITEM 16.H. MINE SAFETY DISCLOSURE

Not applicable.

ITEM 16. I. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS

Not applicable.

ITEM 16.J. INSIDER TRADING POLICIES

We have adopted an Insider Trading Policy (the “Insider Trading Policy”), which, among other things, governs the purchase, sale, and other dispositions of our securities by directors, senior management, relevant employees, suppliers and service providers. Our Insider Trading Policy was reasonably designed to promote compliance with applicable insider trading laws, rules and regulations, and any listing standards applicable to us. A copy of our Insider Trading Policy and procedures is filed as Exhibit 11.1 to this annual report and is also available on our website.

ITEM 16.K. CYBERSECURITY

Management and Risk Strategy

We maintain a comprehensive process to assess, identify, and manage risks arising from vulnerabilities, including risks related to disruptions to business operations or financial reporting systems, intellectual property theft, fraud, extortion, harm to employees or customers, privacy law violations, and other legal disputes and risks, as part of our overall risk management system and processes.

Our information security and cybersecurity risk management processes include the following:

- Our processes are structured based on NIST Cybersecurity and ISO 27001 frameworks. Our processes and policies are periodically reviewed to cover relevant risks.
- We utilize components in our information security and cybersecurity framework such as multi-factor authentication, firewalls, antivirus software, vulnerability and penetration testing, among others.

- Additionally, we collaborate with other areas of the Company, encompassing those responsible for day-to-day Information Security and Cybersecurity matters, including our Cybersecurity team, Legal, Audit, Human Resources, and Corporate.
- We frequently conduct training and awareness campaigns on information security and cybersecurity so that everyone receives guidance and can identify and report information security events or incidents, both in the corporate and industrial environments. These actions are intended to promote familiarity with our Information Security Policy. We also leverage internal communications to raise awareness and conduct phishing simulation exercises.
- We regularly review, test, and update our information security and cybersecurity processes by conducting penetration testing, vulnerability assessments, and attack simulations. Measures are implemented to deter, prevent, detect, and respond to unauthorized activities in our systems.

We annually conduct assessments of cybersecurity controls through independent consulting firms, which contribute to the evolution of the maturity on the subject. The results of these assessments are shared with the executive leadership, and relevant points are addressed throughout the year.

Our information security risk management aims to identify, analyze, evaluate, and treat all of our information security risks, as a continuous and measurable process. Relevant information security risks are treated so that they are mitigated, avoided, or accepted. When mitigating, we seek to reduce the likelihood of damage to our assets and business impact whenever possible. Information security risks are periodically reported to the Cybersecurity Management, for the responsible Head, and the Company's Senior Management. Furthermore, relevant information security incidents are also reported to the same responsible parties and, when applicable, to the Competent Authorities within the established deadline.

Our business strategy, operational results, and financial situation have not been materially affected by information security risk or incident, including previous information security incidents. We cannot provide assurance that they will not be affected in the future by such risks and any future incidents.

Governance

Head of Technology

The Head of Technology is primarily responsible for overseeing cybersecurity threat-related risks through the specific Cybersecurity management, and always connects with the Company's corporate risks. The Head of Technology has 30 years of experience in information technology, business management, operations and logistics acquired through the leadership of projects and in different types of industries such as consumer goods, electronics, metallurgy, steelmaking, and petrochemicals during 16 years of consulting, and 14 years at a global mining company.

At Suzano, she leads a robust Information Technology team, where one of the managements is responsible for Cybersecurity. In the position of Cybersecurity Manager, we have a leader with expertise in the subject and over 14 years of experience in Cybersecurity, having led the topic in various industries.

To fulfill this responsibility, it is equipped with information from established information security processes and controls, periodically reporting strategic indicators to the security committee, and to the audit and executive committees as requested.

Management

We have an internally formalized process, based on the ISO 27005 framework, that defines the management of cybersecurity risks, aiming to identify, monitor, and communicate information security risks that may impact the business through a systematic approach and a continuous process, monitoring and, whenever possible, reducing the likelihood of causing any type of damage to our assets. Risks are periodically reported to management, as well as relevant information security incidents.

Board

Cybersecurity is periodically on the agenda of our Board of Directors, in addition to specific Cyber Committees within the company alongside executives. There is monitoring and reporting to the company's Audit team and Corporate Risk team, where Cybersecurity is also overseen by the Board on their respective agendas.

PART III**ITEM 17. FINANCIAL STATEMENTS**

Not applicable.

ITEM 18. FINANCIAL STATEMENTS

See pages F-1 through F-103, included herein.

ITEM 19. EXHIBITS

No.	Description
1.1	Bylaws of Suzano, dated as of September 30, 2024.
2.1	Description of Securities.
3.1	English translation of the Suzano Shareholders' Agreement dated as of September 28, 2017, as amended, by and among the Suzano Controlling Shareholders (incorporated by reference to Exhibit 10.2 of Registration Statement on Form F-4 filed with the Securities and Exchange Commission on August 6, 2018 (File No. 333-226596)).
3.2	English translation of the Suzano Share Transfer Agreement dated as of September 28, 2017, as amended, by and among certain of the controlling shareholders of Suzano (incorporated by reference to Exhibit 10.3 of Registration Statement on Form F-4 filed with the Securities and Exchange Commission on August 6, 2018 (File No. 333-226596)).
8.1	List of Subsidiaries.
11.1	Insider trading policy
11.2	Code of Conduct. (incorporated by reference to Exhibit 11.1 of Registration Statement on Form 20-F filed with the Securities and Exchange Commission on April 26, 2024 (File No. 001-38755)).
12.1	Certifications Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
13.1	Certifications Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. †
17.1	List of Subsidiary Issuers and Guarantor of U.S. Registered Securities
97	Clawback Policy (incorporated by reference to Exhibit 11.1 of Registration Statement on Form 20-F filed with the Securities and Exchange Commission on April 26, 2024 (File No. 001-38755)).
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File. Formatted in Inline XBRL and contained in exhibit 101.

† This certification will not be deemed "filed" for purposes of Section 18 of the Act (15 U.S.C. 78r), or otherwise subject to the liability of that section. Such certification will not be deemed to be incorporated by reference into any filing under the Securities Act or the Exchange Act, except to the extent that the Registrant specifically incorporates it by reference.

The amount of our long-term debt securities or our subsidiaries authorized under any individual outstanding agreement does not exceed 10% of our total assets on a consolidated basis. We hereby agree to furnish the SEC, upon its request, a copy of any instruments defining the rights of holders of our long-term debt or of our subsidiaries for which consolidated or unconsolidated financial statements are required to be filed.

SIGNATURES

The registrant hereby certifies that it meets all the requirements for filing on Form 20-F and has duly caused this annual report to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of São Paulo, on April 28, 2025.

Suzano S.A.

By: /s/ João Alberto Fernandez de Abreu

Name: João Alberto Fernandez de Abreu

Title: Chief Executive Officer

By: /s/ Marcos Moreno Chagas Assumpção

Name: Marcos Moreno Chagas Assumpção

Title: Chief Financial and
Investor Relations Officer

Report of independent registered public accounting firm

To the Board of Directors and Shareholders of Suzano S.A.

Opinions on the Financial Statements and Internal Control over Financial Reporting

We have audited the accompanying consolidated balance sheets of Suzano S.A. and its subsidiaries (the "Company") as of December 31, 2024 and 2023, and the related consolidated statements of income (loss), comprehensive income (loss), changes in equity and cash flow for each of the three years in the period ended December 31, 2024, including the related notes (collectively referred to as the "consolidated financial statements"). We also have audited the Company's internal control over financial reporting as of December 31, 2024, based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2024 and 2023, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2024 in conformity with International Financial Reporting Standards as issued by the International Accounting Standards Board. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2024, based on criteria established in Internal Control - Integrated Framework (2013) issued by the COSO.

Basis for Opinions

The Company's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express opinions on the Company's consolidated financial statements and on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

Definition and Limitations of Internal Control over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Critical Audit Matter

The critical audit matters communicated below are matters arising from the current period audit of the consolidated financial statements that were communicated or required to be communicated to the audit committee and that (i) relate to accounts or disclosures that are material to the consolidated financial statements and (ii) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

- ***Valuation of biological assets***

As described in Notes 3.2.15 and 13 to the consolidated financial statements, the Company's consolidated biological assets balance as of December 31, 2024, of R\$ 22,283,001 thousand, are measured at fair value less costs necessary to prepare the assets for their intended use or sale. The fair value is estimated by management using a discounted cash flow model. Management's cash flow projections included significant judgments and assumptions including average sale price of eucalyptus in different regions and the average annual forests growth (IMA) of biological assets.

The principal considerations for our determination that performing procedures relating to the valuation of biological assets is a critical audit matter are (i) there was a high degree of auditor subjectivity in applying our procedures relating to the fair value measurement of the biological assets due to the significant amount of judgment required by management when developing these estimates; (ii) significant audit effort was required in assessing the significant assumptions relating to average annual forests growth (IMA) and average sale price of eucalyptus in different regions; and (iii) professionals with specialized skill and knowledge were used to assist in performing these procedures and evaluating the audit evidence obtained regarding the estimated discount cash flow model and discount rate.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included testing the effectiveness of controls relating to the completeness of data and the model used to measure the fair value of the biological assets. Our procedures also included testing management's process for developing the fair value estimate; evaluating the appropriateness of the discounted cash flow model; testing the completeness, accuracy, and relevance of underlying data used in the model; and evaluating the significant assumptions used by management, related to the average annual forests growth (IMA) and the average eucalyptus sale price. In evaluating management's assumptions relating to average annual forests growth (IMA) and average eucalyptus sale price involved evaluating whether the assumptions used by management were reasonable considering; (i) the consistency with external market and industry data; (ii) whether these assumptions were consistent with evidence obtained in other areas of the audit and (iii) the disclosure requirements established by the accounting standard were met. Professionals with specialized skill and knowledge were used to assist in the evaluation of the Company's discounted cash flow model and the discount rate.

• ***Tax and social security judicial liabilities and uncertainty over income tax treatments***

As described in Notes 3.2.19, 3.2.22 and 20 to the consolidated financial statements, as of December 31, 2024, the Company's consolidated provision for judicial liabilities relating to tax and social security of R\$ 2,335,662 thousand (net of judicial deposits) and discloses those that are not probable that a loss will be incurred, in the total amount of R\$ 9,837,082 thousand. The Company recognizes liabilities in the consolidated financial statements for the resolution of pending litigation when management determines that a loss is probable, and the amount of the loss can be reasonably estimated. No liability for an estimated loss is accrued in the consolidated financial statements for unfavorable outcomes when, after assessing the information available, (i) management concludes that it is not probable that a loss will be incurred in any of the pending litigation; or (ii) management is unable to estimate the loss for any of the pending matters.

The principal considerations for determining that performing procedures relating to judicial liabilities relating to tax, social security and uncertainty over income tax treatments is a critical audit matter are (i) the use of significant judgment by management when assessing the likelihood of a loss being incurred; and (ii) when determining whether a reasonable estimate of the loss for each claim can be made, which in turn led to a high degree of auditor judgment and effort in evaluating management's assessment of the loss contingencies associated with litigation claims.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included testing the effectiveness of controls relating to management's evaluation of tax, social security litigation claims and uncertainty over income tax treatments, including controls over determining whether a loss is probable and whether the amount of loss can be reasonably estimated. These procedures also included, among others, obtaining and evaluating the letters of audit inquiry with internal and external legal counsel, evaluating the reasonableness of management's assessment regarding whether an unfavorable outcome is reasonably possible or probable and reasonably estimable, and evaluating the sufficiency of the Company's litigation contingency disclosures. Professionals with specialized skill and knowledge were used to assist in the evaluation of the likelihood of loss being incurred.

/s/ PricewaterhouseCoopers Auditores Independentes Ltda.
São Paulo, Brazil
February 12, 2025

We have served as the Company's auditor since 2017.

MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

The management of Suzano S.A. and subsidiaries (the "Company") is responsible for establishing and maintaining adequate internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting.

The Company's internal control over financial reporting is a process designed by, or under the supervision of, the principal executive and principal financial officers, or persons performing similar functions, and effected by the Company's Statutory Audit Committee, the Company's Board of Directors, management, and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with and in compliance with the International Financial Reporting Standards as issued by the International Accounting Standards Board. The Company's internal control over financial reporting includes those policies and procedures that (a) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (b) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with and in compliance with the International Financial Reporting Standards as issued by the International Accounting Standards Board, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (c) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the consolidated financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

The effectiveness of the Company's internal control over financial reporting as of December 31, 2024, is based on the criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on that assessment, management has concluded that, as of December 31, 2024, the Company's internal control over financial reporting is effective.

PricewaterhouseCoopers Auditores Independentes Ltda., an independent registered public accounting firm, has audited the effectiveness of the Company's internal control over financial reporting as stated in their report as of December 31, 2024, which is included herein.

São Paulo, February 12, 2025.

Suzano S.A.

By:	/s/ João Alberto Fernandez de Abreu	By:	/s/ Marcos Moreno Chagas Assumpção
Name:	João Alberto Fernandez de Abreu	Name:	Marcos Moreno Chagas Assumpção
Title:	Chief Executive Officer	Title:	Chief Financial and Investor Relations Officer

INDEX

MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING	4
CONSOLIDATED BALANCE SHEET	1
CONSOLIDATED STATEMENTS OF INCOME (LOSS)	3
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)	4
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY	5
CONSOLIDATED STATEMENTS OF CASH FLOW	6
1 COMPANY'S OPERATIONS	7
2 BASIS OF PREPARATION AND PRESENTATION OF FINANCIAL STATEMENTS	12
3 SUMMARY OF MATERIAL ACCOUNTING POLICIES	13
4 FINANCIAL INSTRUMENTS AND RISKS MANAGEMENT	28
5 CASH AND CASH EQUIVALENTS	48
6 MARKETABLE SECURITIES	48
7 TRADE ACCOUNTS RECEIVABLE	49
8 INVENTORIES	50
9 RECOVERABLE TAXES	51
10 ADVANCES TO SUPPLIERS	52
11 RELATED PARTIES	52
12 INCOME AND SOCIAL CONTRIBUTION TAXES	54
13 BIOLOGICAL ASSETS	59
14 INVESTMENTS	61
15 PROPERTY, PLANT AND EQUIPMENT	62
16 INTANGIBLE	64
17 TRADE ACCOUNTS PAYABLE	65
18 LOANS, FINANCING AND DEBENTURES	66
19 LEASES	70
20 PROVISION FOR JUDICIAL LIABILITIES	71
21 EMPLOYEE BENEFIT PLANS	77
22 SHARE-BASED COMPENSATION PLAN	79
23 LIABILITIES FOR ASSETS ACQUISITIONS AND SUBSIDIARIES	81
24 SHAREHOLDERS' EQUITY	82
25 EARNINGS (LOSS) PER SHARE	86
26 NET FINANCIAL RESULT	87
27 NET SALES	87
28 SEGMENT INFORMATION	88
29 INCOME (EXPENSES) BY NATURE	91
30 INSURANCE COVERAGE	91

CONSOLIDATED BALANCE SHEET

	Note	12/31/2024	12/31/2023
ASSETS			
CURRENT			
Cash and cash equivalents	5	9,018,818	8,345,871
Marketable securities	6	12,971,547	12,823,886
Trade accounts receivable	7	9,132,860	6,848,454
Inventories	8	7,962,324	5,946,948
Recoverable taxes	9	1,109,619	888,539
Derivative financial instruments	4.5	1,006,427	2,676,526
Advances to suppliers	10	92,133	113,743
Other assets		889,232	925,105
Total current assets		42,182,960	38,569,072
NON-CURRENT			
Marketable securities	6	391,964	443,400
Recoverable taxes	9	1,179,125	1,373,647
Deferred taxes	12	7,984,015	545,213
Derivative financial instruments	4.5	2,880,673	1,753,928
Advances to suppliers	10	2,503,537	2,242,229
Judicial deposits		487,993	361,693
Other assets		156,880	182,463
Biological assets	13	22,283,001	18,278,582
Investments	14	1,816,923	608,013
Property, plant and equipment	15	64,986,040	59,289,069
Right of use	19.1	5,180,691	5,196,631
Intangible	16	13,902,303	14,749,085
Total non-current assets		123,753,145	105,023,953
TOTAL ASSETS		165,936,105	143,593,025

CONSOLIDATED BALANCE SHEET

	Note	12/31/2024	12/31/2023
LIABILITIES			
CURRENT			
Trade accounts payable	17	6,033,285	5,572,219
Loans, financing and debentures	18	10,501,387	4,758,247
Lease liabilities	19	872,228	753,399
Derivative financial instruments	4.5	2,760,273	578,763
Taxes payable		363,715	443,454
Payroll and charges		1,232,971	766,905
Liabilities for assets acquisitions and subsidiaries	23	21,166	93,405
Dividends and interest on own capital payable		2,200,917	1,316,528
Advances from customers		145,200	172,437
Other liabilities		346,796	339,683
Total current liabilities		24,477,938	14,795,040
NON-CURRENT			
Loans, financing and debentures	18	90,934,144	72,414,445
Lease liabilities	19	6,100,687	5,490,383
Derivative financial instruments	4.5	7,694,547	1,857,309
Liabilities for assets acquisitions and subsidiaries	23	99,324	93,782
Provision for judicial liabilities	20	2,926,750	2,860,409
Employee benefit plans	21	721,560	833,683
Deferred taxes	12	12,596	11,377
Share-based compensation plans	22	361,974	268,489
Advances from customers		74,715	74,715
Other liabilities		116,295	83,093
Total non-current liabilities		109,042,592	83,987,685
TOTAL LIABILITIES		133,520,530	98,782,725
SHAREHOLDERS' EQUITY			
	24		
Share capital		19,235,546	9,235,546
Capital reserves		60,226	26,744
Treasury shares		(1,339,197)	(1,484,014)
Profit reserves		12,978,898	35,376,198
Other reserves		1,348,796	1,538,296
Controlling shareholders'		32,284,269	44,692,770
Non-controlling interest		131,306	117,530
Total equity		32,415,575	44,810,300
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		165,936,105	143,593,025

CONSOLIDATED STATEMENTS OF INCOME (LOSS)

	Note	12/31/2024	12/31/2023	12/31/2022
NET SALES	27	47,403,282	39,755,575	49,830,946
Cost of sales	29	(27,401,527)	(25,076,675)	(24,821,288)
GROSS PROFIT		20,001,755	14,678,900	25,009,658
OPERATING INCOME (EXPENSES)				
Selling	29	(2,938,547)	(2,596,377)	(2,483,194)
General and administrative	29	(2,619,844)	(1,923,228)	(1,709,767)
Income/(expense) from associates and joint ventures	14	(13,845)	(19,379)	284,368
Other operating (expenses) income, net	29	1,261,573	2,076,372	1,121,716
OPERATING PROFIT BEFORE NET FINANCIAL INCOME		15,691,092	12,216,288	22,222,781
NET FINANCIAL INCOME (EXPENSES)				
	26			
Financial expenses		(5,541,903)	(4,659,162)	(4,590,370)
Financial income		1,737,434	1,825,649	967,010
Derivative financial instruments, net		(9,112,683)	5,526,714	6,761,567
Monetary and exchange variations, net		(15,884,993)	3,087,727	3,294,593
NET INCOME (LOSS) BEFORE TAXES		(13,111,053)	17,997,216	28,655,581
Income and social contribution taxes				
Current	12	(1,365,599)	(395,392)	(510,896)
Deferred	12	7,431,946	(3,495,443)	(4,749,798)
NET INCOME (LOSS) FOR THE YEAR		(7,044,706)	14,106,381	23,394,887
Attributable to				
Controlling shareholders'		(7,074,198)	14,084,848	23,381,617
Non-controlling interest		29,492	21,533	13,270
Earnings (loss) per share				
Basic	25.1	(5.59313)	10.85794	17.57724
Diluted	25.2	(5.59313)	10.85387	17.57305

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

	<u>12/31/2024</u>	<u>12/31/2023</u>	<u>12/31/2022</u>
Net income (loss) for the year	(7,044,706)	14,106,381	23,394,887
Other comprehensive income (loss)			
Fair value investments in equity measured at fair value through other comprehensive income ⁽¹⁾	(362,797)	(1,311)	(3,441)
Tax effect on the fair value of investments	(1,434)	446	1,170
Actuarial gain (loss) on post-employment plans of subsidiaries	5,430	(480)	(9,499)
Tax effect of the actuarial (gain) loss	(1,846)	163	3,260
Actuarial gain (loss) on post-employment plans of parent company	132,344	(128,047)	(3,182)
Tax effect of the actuarial (gain) loss	(44,997)	43,536	1,082
Items with no subsequent effect on income (loss)	(273,300)	(85,693)	(10,610)
Exchange rate variations on conversion of financial information of the subsidiaries abroad	163,185	4,707	(16,035)
Realization of exchange variation on investments abroad		471	(235,737)
Items with subsequent effect on income (loss)	163,185	5,178	(251,772)
Total comprehensive income (loss)	(7,154,821)	14,025,866	23,132,505
Attributable to			
Controlling shareholders'	(7,184,313)	14,004,333	23,119,235
Non-controlling interest	29,492	21,533	13,270

(1) Includes the acquisition of the equity interest in Lenzing Aktiengesellschaft (note 1.2.5).

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

	Attributable to controlling shareholders'														Non-controlling interest	Total equity
	Share capital		Capital reserves		Profit reserves						Dividends proposed	Other reserves	Retained earnings (losses)	Total		
	Share Capital	Share issuance costs	Stock options granted	Treasury shares	Tax incentives	Legal Reserve	Capital increase reserve	Special statutory reserve	Investment reserve							
Balances at December 31, 2021	9,269,281	(33,735)	15,455	(218,265)	812,909	235,019	2,513,663	279,344			86,889	2,114,907	15,075,467	99,663	15,175,130	
Total comprehensive income																
Net income for the year													23,381,617		23,381,617	
Other comprehensive income (loss) for the year													(262,382)		(262,382)	
Transactions with shareholders																
Stock options granted (Note 23)			5,335												5,335	
Shares granted (Note 23)			(2,365)	2,365												
Share repurchase				(1,904,424)											(1,904,424)	
Unclaimed dividends forfeited													2,308		2,308	
Proposed additional dividend payment							(719,903)	(80,000)							(799,903)	
Payment of supplementary dividends							(97)								(86,986)	
Proposed minimum mandatory dividends															(2,256,367)	
Additional proposed dividend													(93,633)		(93,633)	
Fair value attributable to non-controlling interest															(7,600)	
Internal changes in equity																
Constitution of reserves					66,871	1,169,080	17,937,885	1,993,098							(21,166,934)	
Reversal of the tax incentive reserve					(502)		502									
Realization of deemed cost, net of taxes													(133,009)		133,009	
Balances at December 31, 2022	9,269,281	(33,735)	18,425	(2,120,324)	879,278	1,404,099	19,732,050	2,192,442					1,719,516	33,061,032	105,333	33,166,365
Total comprehensive income																
Net income for the year													14,084,848		14,084,848	
Other comprehensive income (loss) for the year													(80,515)		(80,515)	
Transactions with shareholders																
Stock options granted (Note 22)			8,319												8,319	
Shares vested (Note 20.1.2 e 21)																
Share repurchase (Note 24.5)				(880,914)											(880,914)	
Unclaimed dividends forfeited (Note 24.5)				1,517,224				(1,517,224)								
Interest on own capital													(1,500,000)		(1,500,000)	
Fair value attributable to non-controlling interest															(9,336)	
Internal changes in equity																
Constitution of reserves (Note 24.6)					118,959	443,010	10,911,226	1,212,358							(12,685,553)	
Constitution of investment reserve (Note 24.3)							(14,972,324)	14,972,324								
Realization of deemed cost, net of taxes													(100,705)		100,705	
Balances at December 31, 2023	9,269,281	(33,735)	26,744	(1,484,014)	998,237	1,847,109	15,670,952	1,887,576	14,972,324				1,538,296	44,692,770	117,530	44,810,300
Total comprehensive income																
Net income (loss) for the year														(7,074,198)	(7,074,198)	
Other comprehensive loss for the year														(110,115)	(110,115)	
Transactions with shareholders																
Stock options granted (Note 22.2)			81,276												81,276	
Stock options exercised (Notes 22.2 e 24.5)			(47,794)	47,794												
Shares repurchased (Note 24.5)				(2,806,764)											(2,806,764)	
Unclaimed dividends forfeited													1,300		1,300	
Treasury shares canceled (Note 24.2)				2,903,787			(2,863,320)	(40,467)								
Interest on own capital (Note 1.2.8)													(2,500,000)		(2,500,000)	
Non-controlling interest from business combinations															(15,716)	
Loss absorption (Note 24.3)													(7,315,184)		7,315,184	
Internal changes in equity																
Capital increase reserve (Note 1.2.4)	10,000,000						(10,000,000)									
Constitution of reserves (Note 24.3.2)					321,671										(321,671)	
Realization of deemed cost, net of taxes													(79,385)		79,385	
Balances at December 31, 2024	19,269,281	(33,735)	60,226	(1,339,197)	1,319,908	1,847,109	2,807,632	1,847,109	5,157,140				1,348,796	32,284,269	131,306	32,415,575

CONSOLIDATED STATEMENTS OF CASH FLOW

	12/31/2024	12/31/2023	12/31/2022
OPERATING ACTIVITIES			
Net income (loss) for the year	(7,044,706)	14,106,381	23,394,887
Adjustment to			
Depreciation, depletion and amortization	8,874,931	6,999,839	7,206,125
Depreciation of right of use (Note 19.1)	349,064	321,271	231,966
Sublease of ships			(11,314)
Interest expense on lease liabilities (Note 19.2)	451,148	441,596	433,613
Result from sale and disposal of property, plant and equipment, intangible and biological assets, net (Note 29)	163,033	331,285	509
Income (expense) from associates and joint ventures (Note 14)	13,845	19,379	(284,368)
Exchange rate and monetary variations, net (Note 26)	15,884,993	(3,087,727)	(3,294,593)
Interest expenses on financing, loans and debentures (Note 26)	5,413,707	4,797,094	4,007,737
Capitalized loan costs (Note 26)	(959,968)	(1,160,364)	(359,407)
Accrual of interest on marketable securities	(1,254,424)	(1,352,522)	(707,211)
Amortization of transaction costs, premium and discounts (Note 26)	80,099	67,353	69,881
Derivative gains (loss), net (Note 26)	9,112,683	(5,526,714)	(6,761,567)
Fair value adjustment of biological assets (Note 13)	(1,431,530)	(1,989,831)	(1,199,759)
Deferred income tax and social contribution (Note 12.2)	(7,431,946)	3,495,443	4,749,798
Interest on actuarial liabilities and cost of current service (Note 21.2)	75,850	69,231	59,258
Provision for judicial liabilities, net (Note 20.1)	138,318	139,934	88,198
Provision for doubtful accounts, net (Note 7.3)	2,585	35,202	1,652
Provision for inventory losses, net (Note 8.1)	77,353	31,419	56,060
Provision for loss of ICMS credits, net (Note 9.1)	130,727	348,628	58,003
Other	69,535	66,938	4,118
Decrease (increase) in assets			
Trade accounts receivable	(808,785)	2,155,448	(3,267,356)
Inventories	(863,648)	(48,673)	(967,995)
Recoverable taxes	(95,411)	(666,681)	(381,408)
Other assets	6,185	328,800	(95,382)
Increase (decrease) in liabilities			
Trade accounts payable	2,164,832	463,003	1,533,118
Taxes payable	296,169	329,556	422,591
Payroll and charges	364,817	73,096	83,742
Other liabilities	(277,706)	(277,538)	(9,007)
Cash generated from operations			
	23,751,750	20,510,846	25,061,889
Payment of interest on financing, loans and debentures (Note 18.3)	(5,241,389)	(4,728,998)	(4,019,072)
Capitalized loan costs paid	959,968	1,160,364	359,407
Interest received on marketable securities	1,500,437	681,268	544,849
Payment of income taxes	(366,339)	(308,002)	(306,453)
Cash provided by operating activities			
	20,604,427	17,315,478	21,640,620
INVESTING ACTIVITIES			
Additions to property, plant and equipment (Note 15)	(9,190,589)	(11,674,183)	(9,791,238)
Additions to intangible (Note 16)	(162,042)	(104,931)	(90,499)
Additions to biological assets (Note 13)	(7,180,450)	(5,777,952)	(4,957,380)
Proceeds from sales of property, plant and equipment and biological assets	167,983	183,576	251,183
Capital increase in affiliates (Note 14.3)	(41,281)	(48,462)	(67,020)
Marketable securities, net	205,954	(5,296,370)	67,426
Advances for acquisition of wood from operations with development and partnerships	(294,952)	(690,908)	(355,362)
Dividends received		44,789	6,604
Asset acquisition (Notes 1.2.6 and 1.2.7)	(2,595,974)	(1,615,140)	(2,090,062)
Acquisition of subsidiaries		(1,060,718)	
Acquisition of other investments	(1,440,503)		
Net cash from acquisition of subsidiaries (note 1.2.6)	19,113	5,002	10,590
Cash used in investing activities			
	(20,512,741)	(26,035,297)	(17,015,758)
FINANCING ACTIVITIES			
Proceeds from loans, financing and debentures (Note 18.3)	15,692,905	10,944,794	1,335,715
Proceeds (payments) from derivative transactions (Note 4.5.4)	(550,581)	3,559,286	282,225
Payment of loans, financing and debentures (Note 18.3)	(9,410,807)	(4,296,447)	(2,517,934)
Payment of leases (Note 19.2)	(1,325,398)	(1,218,399)	(1,044,119)
Payment of interest on own capital and dividends	(1,624,653)	(192,532)	(4,150,782)
Liabilities for assets acquisitions and subsidiaries	(58,467)	(116,924)	(107,888)
Shares repurchased (Note 24.5)	(2,806,764)	(880,914)	(1,904,424)
Cash provided (used) by financing activities			
	(83,765)	7,798,864	(8,107,207)
EXCHANGE VARIATION ON CASH AND CASH EQUIVALENTS			
	665,026	(239,125)	(602,480)
Increase (Decrease) in cash and cash equivalents, net			
	672,947	(1,160,080)	(4,084,825)
At the beginning of the year	8,345,871	9,505,951	13,590,776
At the end of the year	9,018,818	8,345,871	9,505,951
Increase (Decrease) in cash and cash equivalents, net			
	672,947	(1,160,080)	(4,084,825)

1 COMPANY'S OPERATIONS

Suzano S.A. ("Suzano") and its subsidiaries (collectively the "Company") is a public company with its headquarters in Brazil, at Avenida Professor Magalhães Neto, No. 1,752 - 10th floor, rooms 1010 and 1011, Bairro Pituba, in the city of Salvador, State of Bahia, and its main business office in the city of São Paulo.

Suzano's shares are traded on B3 S.A. ("*Brasil, Bolsa, Balcão* - "B3"), listed in the New Market under the ticker SUZB3, and its American Depositary Receipts ("ADRs") in a ratio of 1 (one) per common share, Level II, are traded in the New York Stock Exchange ("NYSE") under the ticker SUZ.

The Company has 16 industrial units, 14 located in Brazil in the cities of Cachoeiro de Itapemirim and Aracruz (Espírito Santo State), Belém (Pará State), Eunápolis and Mucuri (Bahia State), Maracanaú (Ceará State), Imperatriz (Maranhão State), Jacareí, Limeira, Mogi das Cruzes and two units in Suzano (São Paulo State) and Três Lagoas and Ribas do Rio Pardo (Mato Grosso do Sul State) and two units in United States located in the cities of Pine Bluff (Arkansas) and Waynesville (North Carolina). Additionally, it has seven technology centers, four located in Brazil, one in Canada, one in China and one in Israel, 28 distribution centers and four ports, all located in Brazil.

These units produce hardwood pulp from eucalyptus, coated paper, paperboard, uncoated paper and cut size paper and packages of sanitary paper (consumer goods - tissue) to serve the domestic and foreign markets.

Pulp and paper are sold in foreign markets by Suzano, as well as through its wholly-owned subsidiaries and/or its sales offices in Argentina, Austria, China, Ecuador, United States of America and Singapore.

The Company's operations also include the commercial management of eucalyptus forest for its own use, operation of port terminals, and holding of interests, as a partner or shareholder, in other companies or enterprises, and commercialization of electricity generated from its pulp production process.

The Company is controlled by Suzano Holding S.A., through a voting agreement whereby it holds 49.25% of the common shares of its share capital.

These financial statements were authorized by the Board of Directors on February 12, 2025.

1.1 Equity interests

The Company holds equity interests in the following entities:

Entity/Type of investment	Main activity	Country	% equity interest	
			12/31/2024	12/31/2023
Consolidated				
F&E Tecnologia do Brasil S.A. (Direct)	Biofuel production, except alcohol	Brazil	100.00 %	100.00 %
Fibria Celulose (USA) Inc. (Direct)	Business office	United States of America	100.00 %	100.00 %
Fibria Overseas Finance Ltd. (Direct) ⁽¹⁾	Financial fundraising	Cayman Island		100.00 %
Fibria Terminal de Celulose de Santos SPE S.A. (Direct)	Port operations	Brazil	100.00 %	100.00 %
FuturaGene Ltd.	Biotechnology research and development	England	100.00 %	100.00 %
FuturaGene Delaware Inc. (Indirect)	Biotechnology research and development	United States of America	100.00 %	100.00 %
FuturaGene Israel Ltd. (Indirect)	Biotechnology research and development	Israel	100.00 %	100.00 %
FuturaGene Inc. (Indirect)	Biotechnology research and development	United States of America	100.00 %	100.00 %
Maxcel Empreendimentos e Participações S.A. (Direct)	Holding	Brazil	100.00 %	100.00 %
Itacel - Terminal de Celulose de Itaquí S.A. (Indirect)	Port operations	Brazil	100.00 %	100.00 %
Mucuri Energética S.A. (Direct)	Power generation and distribution	Brazil	100.00 %	100.00 %
Paineiras Logística e Transportes Ltda. (Direct)	Road freight transport	Brazil	100.00 %	100.00 %
Portocel - Terminal Espec. Barra do Riacho S.A. (Direct)	Port operations	Brazil	51.00 %	51.00 %
Projetos Especiais e Investimentos Ltda. (Direct)	Commercialization of equipment and parts	Brazil	100.00 %	100.00 %
SFBC Participações Ltda. (Direct)	Packaging production	Brazil	100.00 %	100.00 %
Stenfar S.A. Intl. Coml. Imp. Y. Exp. (Direct)	Commercialization of paper and computer materials	Argentina	100.00 %	100.00 %
Suzano Austria GmbH. (Direct)	Business office	Austria	100.00 %	100.00 %
Suzano Canada Inc. (Direct)	Lignin research and development	Canada	100.00 %	100.00 %
Suzano Ecuador S.A.S. (Direct)	Business office	Ecuador	100.00 %	100.00 %
Suzano Finland Oy (Direct)	Industrialization and commercialization of cellulose, microfiber cellulose and paper	Finland	100.00 %	100.00 %
Suzano International Finance B.V (Direct)	Financial fundraising	Netherlands	100.00 %	100.00 %
Suzano International Holding B.V. (Direct)	Holding	Netherlands	100.00 %	100.00 %
Suzano International Trade GmbH. (Direct)	Business office	Austria	100.00 %	100.00 %
Suzano Packaging LLC (Indirect) ⁽²⁾	Production of coated and uncoated paperboard, used in the production of Liquid Packaging Board and Cupstock	United States of America	100.00 %	
Suzano Material Technology Development Ltd. (Direct)	Biotechnology research and development	China	100.00 %	100.00 %
Suzano Netherlands B.V. (Direct)	Financial fundraising	Netherlands	100.00 %	100.00 %
Suzano Operações Industriais e Florestais S.A. (Direct)	Industrialization, commercialization and exporting of pulp	Brazil	100.00 %	100.00 %
Suzano Pulp and Paper America Inc. (Direct)	Business office	United States of America	100.00 %	100.00 %
Suzano Pulp and Paper Europe S.A. (Direct)	Business office	Switzerland	100.00 %	100.00 %
Suzano Shanghai Ltd. (Direct)	Business office	China	100.00 %	100.00 %
Suzano Shanghai Trading Ltd. (Direct)	Financial fundraising	China	100.00 %	100.00 %
Suzano Singapura Pte. Ltd (Direct)	Business office	Singapore	100.00 %	100.00 %
Suzano Trading International KFT(Direct)	Business office	Hungary	100.00 %	100.00 %
Suzano Ventures LLC (Direct)	Corporate venture capital	United States of America	100.00 %	100.00 %

Entity/Type of investment	Main activity	Country	% equity interest	
			12/31/2024	12/31/2023
Joint operation				
Veracel Celulose S.A. (Direct)	Industrialization, commercialization and exporting of pulp	Brazil	50.00 %	50.00 %
Equity				
Biomás Serviços Ambientais, Restauração e Carbono S.A. (Direct)	Restoration, conservation and preservation of forests	Brazil	16.66 %	16.66 %
Ensyn Corporation (Direct) ⁽⁷⁾	Biofuel research and development	United States of America	24.80 %	25.53 %
F&E Technologies LLC (Direct/Indirect)	Biofuel production, except alcohol	United States of America	50.00 %	50.00 %
Ibema Companhia Brasileira de Papel (Direct)	Industrialization and commercialization of paperboard	Brazil	49.90 %	49.90 %
Simplifyber, Inc (Indirect) ⁽⁶⁾	Production of consumer goods through the transformation of cellulose-based liquids	United States of America	13.91 %	
Spinnova Plc (Direct) ("Spinnova")	Research of sustainable raw materials for the textile industry	Finland	18.77 %	18.78 %
Woodspin Oy (Direct/Indirect) ("Woodspin")	Development and production of cellulose-based fibers, yarns and textile filaments	Finland	50.00 %	50.00 %
Fair value through other comprehensive income				
Bem Agro Integração e Desenvolvimento S.A. (Indirect) ⁽⁴⁾	Software solutions based on artificial intelligence and computer vision for agribusiness	Brazil	5.82 %	
Celluforce Inc. (Direct)	Nanocrystalline pulp research and development	Canada	8.28 %	8.28 %
Lenzing Aktiengesellschaft (Indirect) ⁽⁵⁾	Production of wood-based cellulose fibers	Austria	15.00 %	
Nfinite Nanotechnology Inc. (Indirect) ⁽²⁾	Research and development of smart nanocoatings	Canada	5.00 %	

- (1) On March 27, 2024, the entity was liquidated.
- (2) On March 8, 2024, Suzano Ventures LLC acquired an equity interest in the legal entity Nfinite Nanotechnology Inc., which is an associate of Suzano S.A.
- (3) On July 9, 2024, establishment of legal entity with is a subsidiary of Suzano S.A
- (4) On July 19, 2024, Suzano Ventures LLC acquired an equity interest in the legal entity Bem Agro Integração e Desenvolvimento S.A., which is an associate of Suzano S.A.
- (5) On August 30, 2024, Suzano International Trade GmbH acquired an equity interest in the legal entity Lenzing Aktiengesellschaft (note 1.2.5), which is an associate of Suzano S.A.
- (6) On December 13, 2024, Suzano Ventures LLC acquired an equity interest in the legal entity Simplifyber, Inc., which is an associate of Suzano S.A.
- (7) On July 30, August 30 and December 31, 2024, there was a change in the percentage of participation due to the dilution of shares.

1.2 Major events in the year

1.2.1 Effects of the war between Russia and Ukraine, and Middle East conflict

The Company has continuously monitored the impacts of the current war between Russia and Ukraine, and the Middle East conflict, both direct and indirect, on society, the economy and markets (global and domestic), with the objective of evaluating possible impacts and risks for the business.

The Company's assessment has covered five main areas:

- (i) **Personnel:** Suzano has local employees and facilities in the city of Rehovot in Israel, through its subsidiary, FuturaGene Israel Ltd. The Company continuously monitors the situation.

In the context of the conflict between Russia and Ukraine, Suzano does not have employees or facilities of any kind in locations related to the conflict.

- (ii) **Supply Chain:** the Company did not identify any short-term or long-term risk of possible interruptions or shortages of materials for its industrial and forestry activities. So far, the only effects observed have been greater volatility in commodities and energy prices.

- (iii) Logistics: internationally, there was no relevant change in the Company's logistical operations, with all the routes used remaining substantially unchanged and the moorings in the planned locations being maintained. At the domestic level, no changes in logistical flows were identified.
- (iv) Commercial: to date, the Company has continued with its transactions as planned, maintaining service to its customers in all its sectors of activity. Sales to a few customers located in Russia were suspended, without any significant financial impact.
- (v) Continuity of operations: The conflict in Israel may result in disruptions to biotechnology research and development operations at FuturaGene Israel Ltd.

As a result of the current scenario, the Company has taken steps to expand its monitoring of the situation, together with its main stakeholders, in order to ensure any updates and information flows required for its global decision-making are available in a timely manner.

1.2.2 Cerrado Project

On July 21, 2024, the Cerrado Project started its operation. The plant has a nominal capacity of 2,550,000 tons of eucalyptus pulp production per year. The total investment is R\$22,200,000, with substantial payments during the years of 2021 to 2025.

1.2.3 Cancellation of shares and new share buyback program

On January 26, 2024, the Board of Directors approved the cancellation of 20,000,000 common shares, with an average cost of R\$42.69 per share, in the amount of R\$853,725, which were held in treasury, without changing the share capital and against the balances of retained earnings reserves available.

Additionally, on August 9, 2024, the Board of Directors approved the cancellation of an additional 40,000,000 common shares, with an average cost of R\$51.25 per share, valued at R\$2,050,062, which were held in treasury, without changing the share capital and against the balances of available profit reserves.

After the cancellation of the shares and the events listed in the note 1.2.4, the share capital of R\$19,269,281 is divided into 1,264,117,615 common shares, all nominative, book-entry and with no par value.

On the same date, the Company approved a new share buyback program, in which it may acquire up to a maximum of 40,000,000 common shares of its own issue with a maximum period of 18 months, which will end on February 9, 2026.

1.2.4 Share capital increase

On April 25, 2024, the Board of Directors approved the increase in the Company's share capital, in the amount of R\$10,000,000, without the issuance of new shares, pursuant to article 169, paragraph 1, of the Brazilian Corporation Law, to be paid in through the capitalization of the balance of the Capital Increase Reserve, pursuant to Article 199 of the Brazilian Corporation Law.

1.2.5 Acquisition of equity interest in a specialty fibers business

On August 30, 2024, the Company acquired from B & C Alpha Zweite Holding GmbH & Co KG ("B&C") 5,792,727 shares which represents 15% of the issued share capital of Lenzing Aktiengesellschaft ("Lenzing"), the "Lenzing Transaction". The Lenzing Transaction was completed after all precedent conditions were fulfilled. The fair value of the cash consideration transferred was EUR 229,971 (equivalent to R\$1,436,814), at a price of EUR 39.70 per share.

The main terms and conditions of the Lenzing Transaction are:

- (i) the right of Suzano to hold two out of ten seats on Lenzing's Supervisory Board; and

- (ii) Suzano has a right to alter the controlling position by acquiring an additional 15% of the shares held by B&C as part of a mandatory takeover offer to be made by Suzano for all shares of Lenzing under Austrian Takeover Law at a price to be set in accordance with the requirements of the Austrian Takeover Law. Such right can be exercised by Suzano as from the day after the first anniversary of closing until the end of 2028;

Management assessed the Lenzing Transaction in accordance with CPC 18 (R3)/ IAS 28 and even though Suzano has two seats on Lenzing's Supervisory Board, it was concluded that Suzano does not have significant influence over Lenzing since it has no power to participate in decision making, policy making and decisions about dividends or other distributions. Therefore, the investment was recorded at fair value through other comprehensive income (FVOCI), in accordance with CPC 48/IFRS 9 Financial Instruments.

1.2.6 Share purchase agreement - Timber

On July 31, 2024, the Company concluded the transaction to purchase 100% of the share capital of the Timber VII SPE S.A. and Timber XX SPE S.A. (the "Timber Transaction"), after completion of all precedent conditions. The fair value of consideration transferred in cash was R\$2,143,821.

Considering the characteristics of the assets (substantially land and biological assets), the Company elected to apply the optional concentration test to identify a concentration of fair value under paragraph B7A of IFRS 3 and therefore the Timber Transaction was accounted for as an asset acquisition.

The impact of this acquisition is reflected in the line-item asset acquisition, net of cash, in the consolidated statement of cash flow. The cash of these companies was R\$19,113.

On September 30, 2024, these companies were merged to the Company. The merger did not result in a capital increase, given that the Company already held, directly or indirectly, 100% of the share capital of these companies.

1.2.7 Acquisition of Pactiv Evergreen Inc. assets

On October 1, 2024, the Company, through its indirect subsidiary Suzano Packaging LLC, acquired the inventories and property, plant and equipment comprising the integrated coated and uncoated paperboard manufacturing plants, used for the production of Liquid Packaging Board and Cupstock, located in the cities of Pine Bluff – Arkansas and Waynesville – North Carolina, both in the United States of America, previously owned by Pactiv Evergreen Inc. ("Pactiv Transaction"). The "Pactiv Transaction" was finalized after the fulfillment of all precedent conditions.

The fair value of the consideration transferred in cash was US\$82.932 (equivalent to R\$452,153), based on the composition of the assets received.

Considering the characteristics of the assets (substantially inventory), the Company elected to apply the optional concentration test to identify a concentration of fair value under paragraph B7A of IFRS 3 and therefore the Pactiv Transaction was accounted for as an asset acquisition.

The accounting effects of the transaction were reflected under the inventories line in the consolidated balance sheet.

1.2.8 Interest on own capital

On December 4, 2024, the Board of Directors approved the distribution of interest on equity by the Company, in the total gross amount of R\$2,500,000, at the rate of BRL 2,017362506 per share, considering the number of "ex-treasury" shares on this date, as remuneration based on the profit shown in the Company's quarterly balance sheet dated September 30, 2024.

Interest on equity is subject to 15% withholding tax, except for shareholders who are demonstrably immune or exempt, in accordance with current legislation. This tax, amounting to R\$306,327, was withheld and paid in December 2024.

1.2.9 Tax reform consumption

On December 20, 2023, Constitutional Amendment (“EC”) No. 132 was enacted, establishing the Tax Reform (“Reform”) on consumption. The Reform model is based on a split VAT (“dual VAT”) with two jurisdictions: a federal one (Contribution on Goods and Services - CBS), which will replace PIS and COFINS, and a subnational one (Tax on Goods and Services - IBS), which will replace ICMS and ISS.

A Selective Tax (“IS”) was also created – under federal jurisdiction, which will apply to the production, extraction, commercialization, or importation of goods and services harmful to health and the environment, as defined by a supplementary law.

In January 2025, Supplementary Law Bill (“PLP”) 68/24 was sanctioned and converted into Supplementary Law 214/25, which regulated part of the Tax Reform.

Although the regulation and establishment of the IBS Management Committee were initially addressed in PLP No. 108/2024, the second regulatory bill of the Reform, which is yet to be reviewed by the Federal Senate, part of the provisions has already been incorporated into PLP No. 68/2024, approved as mentioned above. Among other provisions, it determined the establishment of the Committee by December 31, 2025, which will be responsible for administering the said tax.

There will be a transition period between the years 2026 and 2032, in which the two tax systems – old and new – will coexist. The impacts of the Reform on the calculation of the aforementioned taxes, starting from the beginning of the transition period, will only be fully understood once the pending issues are regulated by supplementary law. Consequently, there is no effect of the Reform on the financial statements as of December 31, 2024.

2 BASIS OF PREPARATION AND PRESENTATION OF FINANCIAL STATEMENTS

The Company’s consolidated financial statements have been prepared in compliance with the International Financial Reporting Standards as issued by the International Accounting Standards Board (“IFRS Accounting Standards”) and disclose all the applicable significant information related to the financial statements, which is consistent with the information used by Management in the performance of its duties.

The Company’s consolidated financial statements are expressed in thousands of Brazilian Reais (“R\$”) and disclosures of amounts in other currencies, when applicable, were also expressed in thousands, unless otherwise stated.

The preparation of consolidated financial statements requires Management to make judgments, use estimates and adopt policies in the process of applying accounting practices that affect the disclosed amounts of revenues, expenses, assets and liabilities, including the disclosure of contingent liabilities assumed. However, the uncertainty inherent to these judgements, assumptions and estimates could result in material adjustments to the carrying amount of certain assets and liabilities in future periods. The accounting practices requiring a higher level of judgment, and those which are more complex, as well as areas in which assumptions and estimates are significant, are disclosed in Note 3.2.34.

The consolidated financial statements were prepared on a historical costs basis, considering the historical cost as a value basis and adjusted to reflect the attributed cost of land and buildings on the date of transition to IFRS Accounting Standards, except for the following material items recognized:

- (i) Derivative and non-derivative financial instruments measured at fair value;
- (ii) Share-based payments and employee benefits measured at fair value; and
- (iii) Biological assets measured at fair value;

The material accounting policies applied to the preparation of these consolidated financial statements are presented in Note 3.

The consolidated financial statements were prepared under the going concern assumption.

3 SUMMARY OF MATERIAL ACCOUNTING POLICIES

The consolidated financial statements were prepared based on the information of Suzano and its subsidiaries on the same base date, except for subsidiaries Futuragene and Suzano Packaging and associates Biomas, Ensyn, Simplifyber and Spinnova, as well as in accordance with consistent accounting policies and practices.

The accounting policies have been consistently applied to all consolidated companies.

There were no changes on such policies and estimates calculation methodologies, except for the application of the new accounting policies presented in note 3.1, adopted as of January 1, 2024.

3.1 New accounting policies and changes in accounting policies adopted

The new standards and interpretations issued, until the issuance of the Company's consolidated financial statements, are described below.

3.1.1 Amendments to IFRS 7 – Supplier financing agreements and IAS 7 Statement of cash flow

The changes now require the entity to disclose additional information about its supplier financing arrangements that allows users to assess the effects of these arrangements on the entity's liabilities and cash flows and on the entity's exposure to liquidity risk.

The disclosures required by the amendments, which would allow understanding of the effects of these agreements on liabilities, cash flows and liquidity include:

- (a) the terms and conditions of the agreements;
- (b) at the beginning and end of the reporting period: (i) the carrying values, and the associated items presented in the entity's balance sheet, of the financial liabilities that form part of a supplier financing agreement; (ii) the carrying amounts, and associated items, of the financial liabilities disclosed in accordance with item (i) for which suppliers have already received payment from financiers; and (iii) the range of due dates.
- (c) the type and effect of non-cash changes in the carrying values of financial liabilities disclosed in accordance with paragraph (b)(i).

The Company assessed the content of this pronouncement and did not identify the need to disclose additional information, since (a) the terms and conditions of the agreements have not changed compared to the original conditions; (b) (i) the accounting amounts subject to advance payment are disclosed in Note 17; (ii) the decision to adhere to this transaction is exclusive to the suppliers, and the Company has no influence or management over the amounts received by suppliers from financial institutions; (iii) there was no change in due dates; and (c) there were no non-cash modifications to the supplier advance payment agreements.

3.1.2 Amendments to IFRS 16 – Lease liability in a sale and leaseback transaction

The amendments specify that, in measuring the lease liability subsequent to the sale and leaseback, the seller-lessee determines 'lease payments' and 'revised lease payments' in a way that does not result in the seller-lessee recognising any amount of the gain or loss that relates to the right of use that it retains.

The Company assessed the content of this pronouncement and did not identify any impact.

3.1.3 Amendments to IAS 1: Classification of liabilities as current or non-current and non-current liabilities with covenants

The changes improve the information provided by the entity when its right to defer the settlement of a liability for at least twelve months is subject to compliance with covenants.

The classification of liabilities as current or non-current is based on compliance with covenants that are required on the reporting date or before that date, but never in relation to future events, in addition to requiring disclosure of information in the explanatory notes that allow Users of financial statements assess the risk that the liability may become due within twelve months, including the agreed conditions (for example, their nature and the date by which the entity must comply with them), whether the entity would have complied with the conditions based on its circumstances at the end of the reporting period and how the entity expects to comply with the conditions after the end of the reporting period.

The Company assessed the content of this pronouncement and did not identify any impact.

3.1.4 IFRIC agenda decision - disclosure of revenues and expenses for reportable segments (IFRS 8)

In July 2024, the IASB approved an IFRIC agenda decision in relation to segment reporting. The decision deals with how an entity applies the requirements in paragraph 23 of IFRS 8 to disclose for each reportable segment specified amounts related to segment profit or loss.

The Company assessed the content of this pronouncement and included the cost of the product sold in note 28.

3.2 Accounting policies adopted

3.2.1 Financial statements

3.2.1.1 Consolidated financial statements

They are prepared using information from Suzano and its subsidiaries on the same base date, except for the subsidiaries Futuragene and Suzano Packaging and the affiliates Biomax, Ensyn, Simplifyber, which have a lag of less than three months in relation to the base date of these financial statements, in accordance with the provisions of CPC 18/IAS 28 and do not have a material effect on the consolidated result and, if any significant event occurred until December 31, 2024, the effect would be adjusted in the consolidated financial statements, as well as consistent accounting policies.

On December 31, 2024, Suzano had an investment in the associate Spinnova, in the amount of R\$95,254, representing 18.77% of the equity of this associate. Up to the date of this report, the latest financial statements published for this investment were more than three months out of date. In these circumstances, the investment is measured based on the latest information available, with the necessary adjustments being made as a result of the effects of significant transactions and events, which have no material effect on the consolidated result.

The Company consolidates all subsidiaries over which it has direct or indirect control, i.e. when it is exposed to or has the right to variable returns on its investment with the investee and has the ability to direct the relevant activities of the investee.

In addition, all transactions and balances between Suzano and its subsidiaries, associates and joint operations were eliminated in consolidation, as well as the unrealized profits or losses arising from these transactions, net of tax effects, investments and the respective equity results.

The participation of non-controlling shareholders is highlighted.

3.2.2 Subsidiaries

These include all entities for which the Company has the power to govern the financial and operating policies, generally through a majority of voting rights. The Company controls an entity when the Company is exposed to, or has rights to, variable returns on its investment in the investee, and has the ability to affect those returns through its power over the entity.

Subsidiaries are consolidated from the date on which control is obtained and consolidated from the date on which control ceases.

3.2.3 Joint operations

These include all entities for which the Company maintains contractually established control over its economic activity, and exists only when the strategic, financial and operational decisions regarding the activity requiring the unanimous consent of the parties sharing control.

In the consolidated financial statements, the balance of assets, liabilities, revenue and expenses are recognized proportionally to the interest in joint operations.

3.2.4 Associated and joint ventures

These include all entities initially recognized at cost and adjusted thereafter for the equity method, being increased or reduced from its interest in the investee's income after the acquisition date.

In the investments in associates, the Company must have significant influence, which means the power to participate in the financial and operating policy decisions of the investee, without having control or joint control over those policies. In investments in joint ventures, there is a contractually agreed sharing of control through an arrangement, which exists only when decisions about the relevant activities requiring the unanimous consent of the parties sharing control.

3.2.5 Translation of financial statements into the functional and presentation currency

The Company has defined that, for all its wholly owned subsidiaries, the functional and presentation currency is the Brazilian Real, except for subsidiary Suzano Packaging, whose functional currency is the US Dollar, and for investments in associates abroad related to Ensyn Corporation, F&E Technologies LLC and Simplifyber, whose functional currency is the US Dollar, Spinnova and Woodspin, whose functional currency is the Euro. The accumulated gains or losses of which affect the conversion of the financial statements, which are recorded in other comprehensive income, in equity.

The individual financial information of each of the subsidiaries, included in the consolidated financial statement, are prepared in the local currency in which the subsidiary operates and are translated into the Company's functional and presentation currency.

3.2.5.1 Transactions and balances in foreign currency

These are translated using the following criteria:

- (i) Monetary assets and liabilities are translated at the exchange rate in effect at year-end;
- (ii) Non-monetary assets and liabilities are translated at the historical rate of the transaction;
- (iii) Revenue and expenses are translated based on monthly average rate; and
- (iv) The cumulative effects of gains or losses upon translation are recognized in the other comprehensive income.

The cumulative translation adjustment ("CTA") arising from the translation of a foreign operation previously recognized in other comprehensive income are reclassified from equity to profit or loss at the disposal of the operations. The total or partial disposal of interest in wholly-owned subsidiaries occurs through sale or dissolution, of all or part of operation.

3.2.6 Hyperinflationary economies

Entities based in Argentina, a country considered to have a hyperinflationary economy, are subject to the requirements of IAS 29 - Financial Reporting in Hyperinflationary Economies. Non-monetary items, as well as income and expenses, are adjusted by the changes in the inflation index between the initial recognition and the closing date, so the balances are stated at their current value.

However, the Company's wholly-owned subsidiary, based in Argentina, has the Real as its functional currency, and therefore is not considered an entity with a hyperinflationary currency, and does not present its individual financial statements in accordance with IAS 29 - Financial Reporting in Hyperinflationary Economies. The financial statements are presented at historical cost.

3.2.7 Business combinations

These are accounted for using the acquisition method when control is transferred to the acquirer. The cost of an acquisition is the sum of the consideration paid, evaluated based on the fair value at the acquisition date, and the amount of any non-controlling interest in the acquiree. For each business combination, the Company recognizes any non-controlling interest in the acquiree either at fair value or at the non-controlling interest's proportionate share of the acquirer's net assets. The costs directly attributable to the acquisition are recorded as expenses when they are incurred, except for costs related to the issuance of debt instruments or equity instruments, which are presented as reductions in debt or equity, respectively.

In a business combination, assets acquired and liabilities assumed are evaluated in order to classify and allocate them, assessing the terms of the agreement, the economic circumstances and other conditions at the acquisition date.

Goodwill is initially measured as the excess of the consideration paid over the fair value of the net assets acquired. After initial recognition, goodwill is measured at cost, net of any accumulated impairment losses. For the purpose of impairment testing, the goodwill recognized in a business combination, as from the acquisition date, is allocated to each of the Company's cash generating units.

Gains on an advantageous purchase are recognized immediately in the result. The borrowing costs are recorded in the income statement as they are incurred.

Contingent liabilities related to tax, civil and labor, classified in the acquired company as possible and remote risks, are recognized by the acquirer at their fair values.

Transactions involving the acquisition of shares with shared control over the net assets traded are evaluated in accordance with the complementary guidance to IFRS 3 - Business Combinations, IFRS 11 and IAS 28 - Investments in Associates and Joint Ventures to evaluate initial recognition criteria. For the investments defined based on the equity method, investments are initially recognized at cost. The carrying amount of the investment is adjusted for the recognition of changes in the Company's share of the acquirer's Shareholders' equity as at the acquisition date. Goodwill is measured and segregated from the carrying amount of the investment. Other intangible assets identified in the transaction shall be allocated in proportion to the interest acquired by the Company, based on the difference between the carrying amounts recorded in the acquired entity and its fair value assets, which may be amortized.

3.2.8 Segment information

An operating segment is a component of the Company that carries out business activities from which it can obtain revenue and incur expenses. The operating segments reflect how the Company's management reviews the financial information used to make decisions. The Company's management has identified two reportable segments, which meet the quantitative and qualitative disclosure requirements, in accordance with the current management model (note 28).

3.2.9 Cash and cash equivalents

Include cash on hand, bank deposits and highly liquid short-term investments with maturities, upon acquisition, of 90 days or less, which are readily convertible into known amounts of cash and subject to an insignificant risk of changes in value.

3.2.10 Financial instruments

3.2.10.1 Classification

Financial instruments are classified based on the purpose for which the financial instruments were acquired, as set forth below:

- (i) Amortized cost;
- (i) Fair value through other comprehensive income; and
- (i) Fair value through profit or loss.

Regular purchases and sales of financial assets are recognized on the trade date, meaning the date on which the Company commits to purchase or sell the asset. Financial instruments are derecognized when the rights to receive cash flow from the investments have expired or have been transferred, substantially, all of the risks and rewards of ownership.

3.2.10.1.1 Financial instruments measured at amortized cost

Financial instruments held by the Company: (i) in order to receive their contractual cash flow and not to sell to realize a profit or loss; and (ii) whose contractual terms give rise, on specified dates, to cash flow that exclusively represents payments of principal and interest on the principal amount outstanding. Any changes are recognized under financial income (expenses) in the income statement.

It includes the balance of cash and cash equivalents, trade accounts receivable, dividends receivable and other assets, classified as financial assets and the balances of suppliers, loans, financing and debentures, lease payables, accounts payable for the acquisition of assets and subsidiaries, , dividends and interest on own capital payable and other liabilities, all of which are classified as financial liabilities.

3.2.10.1.2 Financial instruments at fair value through other comprehensive income

Financial instruments at fair value through other comprehensive income are financial assets held by the Company: (i) either to receive their contractual cash flow through sale with the realization of a profit or loss; and (ii) whose contractual terms give rise, on specified dates, to cash flows constituting, exclusively, repayments of principal and interest on the principal amount outstanding. In addition, this category includes investments in equity instruments where, upon initial recognition, the Company elected to present subsequent changes in its fair value within other comprehensive income. Any changes are recognized under net financial income (expenses) in the income statement, except for the fair value of investments in equity instruments, which are recognized in other comprehensive income.

Includes the balance presented in Note 14.1 as other investments evaluated at fair value through other comprehensive income.

3.2.10.1.3 Financial instruments at fair value through profit or loss

Financial instruments at fair value through profit or loss are either designated in this category or not classified in any of the other categories. Any changes are recognized within financial income (expenses) in the income statement for non-derivative financial instruments and for financial derivative instruments within income from derivative financial instruments.

This category includes the balance of marketable securities, classified as financial assets financial and derivative financial instruments, including embedded derivatives, stock options, classified as financial assets and liabilities.

3.2.10.2 Impairment of financial assets

3.2.10.2.1 Financial instruments measured at amortized cost

Annually, the Company assesses whether there is evidence that a financial asset is impaired. A financial is impaired only if there is evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset, and that loss event has an impact on the estimated future cash flow of the financial asset that can be estimated reliably.

The criteria the Company uses to determine whether there is evidence of an impairment loss includes:

- (i) Significant financial difficulty of the issuer or debtor;
- (ii) Defaults on or late payment of interest or principal under the agreement;
- (iii) Where the Company, for economic or legal reasons relating to the borrower's financial difficulty, grants to the borrower a concession that a lender would not otherwise consider;
- (iv) It becomes probable that the borrower will enter bankruptcy or other financial reorganization;
- (v) The disappearance of an active market for that financial asset because of financial difficulties; and
- (vi) Observable data indicating a measurable decrease in the estimated future cash flow from a portfolio of financial assets after the initial recognition of those assets, although the decrease cannot yet be identified with the individual financial assets in the portfolio.

The amount of an impairment loss is measured at the difference between the carrying amount of the asset and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate. If the financial asset is impaired, the carrying amount of the asset is reduced and a loss is recognized in the income statement.

If, in a subsequent remeasurement, if there is an improvement in the asset rating, such as an improvement in the debtor's credit rating, the reversal of the previously recognized impairment loss is recognized in the income statement.

3.2.10.2.2 Financial assets at fair value through other comprehensive income

The Company periodically evaluates, when measuring fair value, whether there is evidence that a financial asset is impaired.

For such financial assets, a significant or prolonged decrease in the fair value of the security below its cost is evidence that the assets are impaired. If any such evidence exists, an impairment loss measured at the difference between the acquisition cost and the current fair value, less any loss previously recognized in other comprehensive income, shall be recognized in the income statement.

3.2.11 Derivative financial instruments and hedging activities

Derivative financial instruments are recognized at fair value on the date on which the derivative agreement is entered into and are subsequently remeasured at fair value. Changes in fair value are recorded within the results of derivative financial instruments in the income statement.

Embedded derivatives in non-derivative main contracts are required to be separated when their risks and characteristics are not closely related to those of the respective main contracts, and these are not measured at fair value through profit or loss.

Non-option embedded derivatives are separated from the respective main contracts in accordance with the stated or implied substantive terms, so they have a zero fair value upon initial recognition.

3.2.12 Trade accounts receivable

These are recorded at their invoiced amounts, in the normal course of the Company's business, adjusted for exchange rate variations where denominated in foreign currency and, if applicable, net of expected credit losses.

The Company applies an aging-based provision matrix with appropriate groupings for its portfolio. When necessary, based on individual analyses, the provision for expected losses is supplemented.

The Company examines the maturity of receivables on a monthly basis and identifies those customers with overdue balances, assessing the specific situation of each client, including the risk of loss, the existence of contracted insurance, letters of credit, collateral and the customer's financial situation. In the event of default, collection attempts are made, which include direct contact with customers and collection efforts through third parties. Should these efforts prove unsuccessful, legal measures are considered, and expected credit losses are recognized. The notes are written off from the credit expected loss when Management considers that they are not recoverable after taking all appropriate measures to collect them.

3.2.13 Inventories

These are evaluated at the average acquisition or formation cost of the finished products, net of recoverable taxes, not exceeding their net realizable value.

Finished products and work-in-process consist of raw materials, direct labor, production costs, freight, storage and general production expenses, which are related to the processes required to make the products available for sale.

Imports in transit are presented at the cost incurred up to the balance sheet date.

Raw materials derived from biological assets are measured based on their fair value, less costs to sell at the point of harvest and freight costs.

Provisions for obsolescence, adjustments to net realizable value, impaired items and slow-moving inventories are recorded when necessary. Usual production losses are recorded and are an integral part of the production costs for the respective month, whereas unusual losses, if any, are recorded directly as part of cost of sales.

3.2.14 Non-current assets held for sale

These are measured at their carrying amount or fair value less costs to sell, whichever is lower, and are not depreciated or amortized. Such items are only classified in this account when the sale is highly probable and the assets are available for immediate sale in their current condition.

3.2.15 Biological assets

The biological assets for production (mature and immature forests) are reforested eucalyptus forests, with a formation cycle between planting and harvest from 6 to 7 years, measured at fair value. Depletion is measured based on the amount of biological assets depleted (harvested) and measured at fair value at the time of harvest.

For the determination of the fair value, the income approach technique was applied, using the discounted cash flow model, according to the projected productivity cycle for these assets. The assumptions used to measure the fair value are reviewed every six months, as the Company considers that this interval is sufficient to ensure no significant gaps in the fair value balance of biological assets booked. Significant assumptions are presented in Note 13.

The gain or loss on the assessment of fair value is recognized in operating income (expenses), net.

Biological assets in the process of formation under the age of 2 (two) years are recorded for at their formation cost. Areas of permanent environmental preservation are not recorded, because these are not characterized as biological assets, and are not included in the measurement at fair value.

3.2.16 Property, plant and equipment

Stated at their cost of acquisition, formation, construction or dismantling, net of recoverable taxes. This cost is deducted from the accumulated depreciation and accumulated impairment losses, when incurred, at the higher of the value in use or the proceeds from sale less cost to sell. The borrowing costs are capitalized as a component of construction in progress, at the weighted average rate of the Company's debt at the capitalization date, adjusted for the equalization of exchange rate effects.

Depreciation is recognized based on the estimated economic useful life of each asset on a straight-line basis. The estimated useful lives, residual values and depreciation methods are reviewed annually, and the effects of any changes in estimates are accounted for prospectively. Land is not depreciated.

The Company performs an annual analysis of impairment indicators of property, plant and equipment. Impairment for losses on property, plant and equipment are only recognized if the related cash-generating unit is devalued, or if the asset's recoverable amount is less than its carrying amount. The recoverable amount of the asset or cash-generating unit is the higher of its value in use, and its fair value less costs to sell.

The cost of major renovations is capitalized if the future economic benefits exceed the performance standards initially estimated for the asset and are then depreciated over the remaining useful life of the related asset.

Repairs and maintenance are expensed as incurred.

Gains and losses on disposals of property, plant and equipment are measured by comparing the proceeds with the book value and are recognized as other operating income (expenses), net, at the disposal date.

3.2.17 Leases

A contract is, or contains, a lease if the right to control the use of an identified asset for a period of time is transferred in exchange for consideration, for which it is necessary to assess whether:

- (i) The contract involves the use of an identifiable asset, which may be explicit or implicit, and may be physically distinct or represent almost the entire capacity of a physically distinct asset. If the supplier has a substantial right to replace the asset, then the asset is not identified;
- (ii) The Company has the right to obtain substantially all the economic benefits from the use of the asset during the contract period; and
- (iii) The Company has the right to direct the use of the asset, meaning the Company has the right to decide to change how and for what purpose the asset is used, if:
 - It has the right to operate the asset, or
 - It designed the asset, in a way that predetermines how and for what purpose it will be used.

At the beginning of the contract, the Company recognizes a right-of-use asset and a lease liability that represents the obligation to make payments related to the asset underlying the lease.

The right-to-use asset is initially measured at cost, which includes the initial amount of the lease liability adjusted for any payments made up to the contract start date, plus any direct initial costs incurred, and estimated costs of disassembly, removal, or restoration of the asset in the place where it is located, less any incentives received.

The right-to-use asset is subsequently depreciated using the straight-line method from the start date to the end of the useful life of the right to use, or the end of the lease term, whichever is shorter. Except for land agreements that are automatically extended for the same period through a notification to the lessor, other agreements are not allowed automatic renewals for an indefinite period, since both parties have the right to terminate the agreements.

The lease liability is initially measured at the present value of the payments not made, less the incremental loan rate.

The lease liability is measured at amortized cost using the effective interest method. It is remeasured when there is a change:

- (i) In future payments resulting from a change in index or rate;
- (ii) In the estimate of the expected amount to be paid, at the guaranteed residual value; or
- (iii) In the assessment of whether the Company will exercise the purchase option, extension or termination.

When the lease liability is remeasured, the corresponding adjustment amount is recorded in the book value of the right-of-use asset, or in the statement of profit and loss, if the book value of the right-of-use asset has been reduced to zero.

The Company does not have lease agreements with clauses imposing:

- (i) Variable payments that are based on the performance of the leased assets;
- (ii) Guarantees of residual value; and
- (iii) Restrictions, such as, for example, an obligation to maintain financial ratios.

Short-term or low-value contracts which are exempt from these standards are contracts where the individual value of the assets is lower than US\$5, and for which the maturity date is shorter than 12 months, are expensed as incurred.

3.2.18 Intangible assets

These are measured at cost at the time when they are initially recognized. The cost of intangible assets acquired during a business combination corresponds to the fair value at the acquisition date. After initial recognition, intangible assets are presented at cost less accumulated amortization and impairment losses, when applicable.

The useful life of intangible assets are assessed as finite or indefinite.

Intangible assets with a finite life are amortized over the economically useful lives and reviewed for impairment whenever there is an indication that their carrying values may be impaired. The amortization period and method for intangible assets with finite useful lives are reviewed at least at the end of each fiscal year. The amortization of intangible assets with finite useful lives is recognized in the statement of income as an expense related to its use, and in line with the economically useful life of the intangible asset.

Intangible assets with indefinite useful lives are not amortized, but are tested annually for impairment losses, individually or at the CGU level. The allocation is made to the CGU or group of CGUs that represents the lowest level within the entity for which goodwill is monitored for management's internal purposes, that has benefited from the business combination. The Company mainly records in this subgroup goodwill for expected future profitability (goodwill) and easement of passage.

This testing involved the adoption of assumptions and judgments, disclosed in Note 16.

3.2.19 Current and deferred income tax and social contribution and uncertainty over income tax treatments (IFRIC 23)

Income taxes include income tax and social contribution on net income, current and deferred. These taxes are recognized in the income statement, except to the extent that they relate to items recognized directly in equity. In this case, they are recognized in equity under other reserves.

The current charge is calculated based on the tax laws enacted in the countries in which the Company and its subsidiaries and affiliates operate and generate taxable income. Management periodically evaluates the positions assumed in the income tax returns with respect to situations in which the applicable tax regulations give rise to interpretations and establishes provisions, when appropriate, based on the amounts that must be paid to the tax authorities.

Deferred tax and contribution liabilities are recognized on temporary differences between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred taxes and contributions are determined based on the rates in force on the balance sheet date, and which must be applied when they are realized or settled.

Deferred tax assets and contributions are recognized to the extent that it is probable that future taxable profits will be available for use to offset temporary differences, based on the projections of future results prepared and based on internal assumptions and future economic scenarios that may, therefore, undergo changes.

The projection for the realization of deferred tax assets was prepared based on Management's estimates that are based on significant judgments and assumptions relating to net average pulp and paper prices, and the transfer prices with the subsidiaries based in Austria. However, there are other assumptions that are not under the control of the Company, such as inflation rates, exchange rates, pulp prices in the international market, and other economic uncertainties in Brazil, which mean that future results may differ from those considered in the preparation of the consolidated projection.

Deferred income tax and social contribution are recognized on temporary differences arising from investments in subsidiaries and associates, except when the timing of the reversal of temporary differences is controlled by the Company, and if it is probable that the temporary differences will not be reversed in the foreseeable future.

Deferred tax and contribution assets and liabilities are offset and presented at their net amounts in the balance sheet whenever they are related to the same legal entity and the same tax authority.

3.2.20 Trade accounts payable and supplier finance arrangement

Corresponds to the obligations payable for goods or services acquired in the normal course of the Company's business, recognized at fair value and subsequently measured at amortized cost using the effective interest rate method, adjusted to present value, plus exchange rate variations when denominated in foreign currency.

Supplier finance arrangements are made available for suppliers to anticipate receivables related to the Company's routine purchases. In this transaction, financial institutions pay suppliers who opted for early receipt in exchange for a discount and, when agreed upon between financial institutions and suppliers (the decision to adhere to this transaction is exclusive to the suppliers), the Company pays the financial institutions the total nominal amount of the original obligation on the original payment date. Therefore, these transactions do not change the amounts, nature and timing of the liabilities (including terms, prices and conditions previously agreed upon) and do not affect the Company with the financial charges charged by financial institutions. Additionally, payments made by the Company are directly related to supplier invoices and do not change cash flows. Accordingly, the Company continues to recognize suppliers who opted for drawdown risk in operating activities in the statements of cash flows.

3.2.21 Loans, financing and debentures

Loans and financing are initially recognized at fair value, net of costs incurred in the transaction, and are subsequently stated at amortized cost. Any difference between the amounts raised and settled is recognized in the statement of income during the period in which the loans and financing are outstanding, using the effective tax rate method.

General or specific borrowing costs, directly attributable to the acquisition, construction or production of a qualifying asset, are capitalized as a part of the cost of that asset when it is probable that they will provide future economic benefits for the entity, and that such cost can be measured with reliability. The Company does not have specific loans to obtain qualifying assets. Other loan costs are recognized as expenses in the period during which they are incurred.

3.2.22 Provisions, contingent assets and liabilities

Contingent assets are not recorded. Recognition is only performed when there are guarantees or favorable judicial decisions and the amounts of these can be measured reliably. Contingent assets for which such conditions are not met are only disclosed in the notes to the financial statements when their amounts are material.

Provisions are made to the extent that the Company expects that is probable that it will disburse cash, and the amount can be reliably estimated. Tax, civil, environmental and labor proceedings are accrued when losses are assessed as probable, and the amounts involved can be measured reliably, being recorded net of judicial deposits, under "provisions for judicial liabilities". When the expectation of loss is possible, a description of the processes and amounts involved is disclosed in the notes to the financial statements. Contingent liabilities assessed as representing remote losses are neither accrued nor disclosed.

Contingent liabilities arising from business combinations are recognized if they arise from a present obligation as a result of from past events, and if their fair values can be measured reliably, and are subsequently measured at the higher of:

- (i) The amount that would be recognized in accordance with the accounting policy for the provisions above that comply with IAS 37; or
- (ii) The amount initially recognized less, where appropriate, revenue recognized in accordance with the accounting treatment of revenue from customer contracts under IFRS 15.

Principal and penalties amounts related to Tax, civil, environmental and labor proceedings are under other operating income and expenses and the interest is recognized in the net financial result.

The realization of provisions for judicial liabilities and contingent liabilities arising from business combinations, with possible and remote probability of loss, are recognized under other operating income and expenses or cash depending on the court decision.

3.2.23 Asset retirement obligations

These primarily relate to future costs for the decommissioning of industrial landfill sites and related assets. A provision is recorded as a long-term obligation within property, plant and equipment. The provision and the corresponding property, plant and equipment are initially recorded at fair value, based on the present value of the estimated cash flow for future cash payments discounted at an adjusted risk-free rate. The long-term obligation accrues interest using a long-term discount rate, recognized under other liabilities. Property, plant and equipment are depreciated on a straight-line basis over the useful life of the principal, against cost of sales in the income statement.

3.2.24 Share based payments

The Company's executives and managers receive their compensation partially through share-based payment plans to be settled in cash and shares, or alternatively in cash only.

Plan-related expenses are recognized in the income statement as a corresponding entry within financial liabilities during the vesting period when the services will be rendered. The financial liability is measured at its fair value on every balance sheet date, and its variations are recorded in the income statement as administrative expenses.

At the option exercise date, if such options are exercised by the executive in order to receive shares in the Company, financial liabilities are reclassified under stock options granted in shareholders' equity. In the case of options exercised in cash, the Company settles the related financial liability in favor of the Company's executives.

3.2.25 Employee benefits

The Company offers benefits through a supplementary contribution plan to all employees, as well as medical assistance and life insurance for a determined group of former employees, and for the latter two benefits an annual actuarial appraisal is prepared by an independent actuary, and are reviewed by Management. The respective impact is recognized in employee benefit plans.

Actuarial gains and losses are recognized in other reserves when incurred. The interest incurred, resulting from changes in the present value of the actuarial liability, is recorded in the income statement within financial expenses.

3.2.26 Other assets and liabilities, current and non-current

Assets are recognized only when it is probable that the economic benefit associated with the transaction will flow to the entity, and its cost or value can be measured reliably.

A liability is recognized when the Company has a legal or constructive obligation arising from a past event, and it is probable that an economic resource will be required to settle this liability.

3.2.27 Government grants and assistance

Government grants and assistance are recognized at fair value when it is reasonably certain that the conditions established by the granting Governmental Authority were observed, and that these subsidies will be obtained. These are recorded as deductions expenses in the income statement for the period of enjoyment of the benefit, and subsequently allocated to the tax incentives reserve under shareholders' equity, when applicable.

3.2.28 Dividends and interest on own capital

The distribution of dividends or interest on own capital is recognized as a liability, calculated based on the Corporate Law, the bylaws and the Company's Dividend Policy, which establishes that the minimum annual dividend is the lower of: (i) 25% of adjusted net income, or (ii) 10% the consolidated operating cash flow for the year, provided they are declared before the end of the year. Any portion in excess of the minimum mandatory dividends, if declared after the balance sheet date, must be recorded as part of the additional dividends proposed in shareholders' equity, until approved by the shareholders at a General Meeting. After approval, the reclassification to current liabilities is made.

The tax benefit of interest on own capital is recognized in the income statement under income tax.

3.2.29 Share capital

Common shares are classified in shareholders' equity. Incremental costs directly attributable to a public offer are stated in shareholders' equity as a deduction from the amount raised, net of taxes.

3.2.30 Revenue recognition

Revenue from contracts with customers is recognized at the time when control of the products is transferred to customers, represented by the ability to determine the use of products and obtain substantially all the remaining benefits from the products.

The Company follows the five-step model: (i) identification of contracts with customers; (ii) identification of performance obligations under the contracts; (iii) determining the transaction price; (iv) allocation of the transaction price to the performance obligations provided for in the contracts; and (v) recognition of revenue when the performance obligations have been met.

For the Pulp operating segment, revenue recognition occurs when control is transferred to the buyer who assumes the remaining benefits of the asset and is based on the parameters provided by: (i) International Commercial Terms (“Incoterms”), when destined for the foreign market; and (ii) lead times, when destined for the internal market.

For the operating segment Paper and Consumer Goods, revenue recognition occurs when control is transferred to the buyer who assumes the remaining benefits of the asset and is based on the parameters provided by: (i) the corresponding International Commercial Terms (“Incoterms”); and (ii) lead times, when destined for the external and internal markets.

Revenue is measured at the fair value of the consideration received or receivable, net of taxes, returns, rebates and discounts, and recognized in accordance with the accrual basis of accounting, when the amount can be reliably measured.

Accumulated experience is used to estimate and provide for rebates and discounts, using the expected value method, and revenue is only recognized to the extent that it is highly unlikely that a significant reversal will occur. A provision for reimbursement (included in trade accounts receivable) is recognized for expected rebates and discounts payable to customers in relation to sales made until the end of the reporting period. No significant element of financing is deemed to be present, as sales are made with short credit terms.

3.2.31 Financial income and expenses

Includes interest income on financial assets, at the effective interest rate, which includes the amortization of funding raising costs, gains and losses on derivative financial instruments, interest on loans and financing, exchange variations on loans and financing and other assets and financial liabilities and monetary variations on other assets and liabilities. Interest income and expenses are recognized in the statement of income using the effective interest method.

3.2.32 Earnings (losses) per share

Basic earnings (losses) per share are calculated by dividing the net profit (loss) attributable to the holders of ordinary shares of the Company to the weighted average number of ordinary shares during the year.

Diluted earnings per share are calculated by dividing the net profit attributable to the holders of ordinary shares of the Company by the weighted average number of ordinary shares during the year, plus the weighted average number of ordinary shares that would be issued when converting all potential dilutive ordinary shares into ordinary shares.

3.2.33 Employee and management profit sharing

Employees are entitled to profit sharing based on certain goals agreed annually. For the Administrators, the statutory provisions proposed by the Board of Directors and approved by the shareholders are used as a basis. Provisions for participation are recognized in the payroll and charges against to administrative expenses during the period in which the targets are attained.

3.2.34 Material accounting judgments, estimates and assumptions

As disclosed in Note 2, Management used judgments, estimates and accounting assumptions regarding the future, uncertainty in which may lead to results that require significant adjustments to the book values of certain assets, liabilities, income and expenses in future years, are presented below:

- Control, significant influence and consolidation (Note 1.1);
- Share-based payment transactions (Note 22);
- Transfers to control for revenue recognition (Note 27);
- Fair value of financial instruments (Note 4);

- Annual analysis of the impairment of non-financial assets (Notes 15 and 16);
- Expected credit losses in the accounts receivable (Note 7);
- Net realizable value provision for inventory (Note 8);
- Annual analyses of the recoverability of taxes (Notes 9 and 12);
- Fair value of biological assets (Note 13);
- Useful lives of property, plant and equipment and intangible assets with defined useful life (Notes 15 and 16);
- Annual analysis recoverable amount of goodwill (Note 16);
- Leases (Note 19);
- Provision for legal liabilities (Note 20); and
- Pension and post-employment plans (Note 21).

The Company reviews the estimates and underlying assumptions used in its accounting estimates on an annual basis. Revisions to the accounting estimates are recognized in the period during which the estimates are revised.

3.3 Accounting policies not yet adopted

The new and changed standards and interpretations issued, but not yet adopted up to December 31, 2024, are described below. The Company intends to adopt these new standards, changes and interpretations, if applicable, when they come into force, and does not expect them to have a material impact on the financial statements except for the IFRS 18 as disclosed below.

3.3.1 Amendments to IAS 21: Absence of interchangeability (applicable for annual on/or after January 1, 2025)

The changes will create requirements for the entity to apply a consistent approach to assessing whether a currency is exchangeable for another currency and, when it is not, to determining the appropriate exchange rate to use and the disclosures to be made.

In this context, exchangeability is considered non-existent when, for a given purpose, the entity is unable to obtain more than an insignificant amount of foreign currency. To this end, the entity evaluates:

- (i) the timeliness of obtaining foreign currency;
- (ii) the practical ability (and not the intention) to obtain foreign currency; It is
- (iii) the available markets or exchange mechanisms that create enforceable rights and obligations.

3.3.2 Amendment to IFRS 9 and IFRS 7 - Classification and Measurement of Financial Instruments (applicable for annual on/or after January 1, 2026)

On 30 May 2024, the IASB issued targeted amendments to IFRS 9 and IFRS 7 to respond to recent questions arising in practice, and to include new requirements not only for financial institutions but also for corporate entities. These amendments:

- clarify the date of recognition and derecognition of some financial assets and liabilities, with a new exception for some financial liabilities settled through an electronic cash transfer system;
- clarify and add further guidance for assessing whether a financial asset meets the solely payments of principal and interest (SPPI) criterion;

- add new disclosures for certain instruments with contractual terms that can change cash flows (such as some financial instruments with features linked to the achievement of environment, social and governance targets); and
- update the disclosures for equity instruments designated at fair value through other comprehensive income (FVOCI).

3.3.3 IFRS 18 Presentation and Disclosure in Financial Statements (applicable for annual on/or after January 1, 2027)

IFRS 18 will replace IAS 1 Presentation of financial statements, introducing new requirements that will help to achieve comparability of the financial performance of similar entities and provide more relevant information and transparency to users. Even though IFRS 18 will not impact the recognition or measurement of items in the financial statements, its impacts on presentation and disclosure are expected to be pervasive, in particular those related to the statement of financial performance and providing management-defined performance measures within the financial statements.

Management is currently assessing the detailed implications of applying the new standard on the Company's consolidated financial statements. From the high-level preliminary assessment performed, the following potential impacts have been identified:

(i) Although the adoption of IFRS 18 will have no impact on the Company's net profit, the Company expects that grouping items of income and expenses in the statement of profit or loss into the new categories will impact how operating profit is calculated and reported. From the high-level impact assessment that the Company has performed, the following items might potentially impact operating profit:

- Foreign exchange differences currently aggregated in the line item 'other income and other gains/(losses) – net' in operating profit might need to be disaggregated, with some foreign exchange gains or losses presented below operating profit.
- IFRS 18 has specific requirements on the category in which derivative gains or losses are recognised – which is the same category as the income and expenses affected by the risk that the derivative is used to manage. Although the Company currently recognises some gains or losses in operating profit and others in finance costs, there might be a change to where these gains or losses are recognised, and the Company is currently evaluating the need for change.

(ii) The line items presented on the primary financial statements might change as a result of the application of the concept of 'useful structured summary' and the enhanced principles on aggregation and disaggregation. In addition, since goodwill will be required to be separately presented in the statement of financial position, the Company will disaggregate goodwill and other intangible assets and present them separately in the statement of financial position.

(iii) The Company does not expect there to be a significant change in the information that is currently disclosed in the notes because the requirement to disclose material information remains unchanged; however, the way in which the information is grouped might change as a result of the aggregation/disaggregation principles. In addition, there will be significant new disclosures required for:

- management-defined performance measures;
- a break-down of the nature of expenses for line items presented by function in the operating category of the statement of profit or loss – this break-down is only required for certain nature expenses; and
- for the first annual period of application of IFRS 18, a reconciliation for each line item in the statement of profit or loss between the restated amounts presented by applying IFRS 18 and the amounts previously presented applying IAS 1.

(iv) From a cash flow statement perspective, there will be changes to how interest received and interest paid are presented. Interest paid will be presented as financing cash flows and interest received as investing cash flows, which is a change from current presentation as part of operating cash flows.

The Company will apply the new standard from its mandatory effective date of 1 January 2027. Retrospective application is required, and so the comparative information for the financial year ending 31 December 2026 will be restated in accordance with IFRS 18.

3.3.4 IFRS 19 Subsidiaries without Public Accountability: Disclosures (applicable for annual on/or after January 1, 2027)

Issued in May 2024, IFRS 19 allows for certain eligible subsidiaries of parent entities that report under IFRS Accounting Standards to apply reduced disclosure requirements.

4 FINANCIAL INSTRUMENTS AND RISKS MANAGEMENT

4.1 Financial risks management

4.1.1 Overview

As a result of its activities, the Company is exposed to various financial risks, which are managed in accordance with the Financial Risk Management, Counterparty and Issuer Risk, Debt, Derivative and Cash Management Policies ("Financial Policies") approved at the Board of Directors' meeting.

The main factors considered by Management are:

- (i) Liquidity;
- (ii) Credit;
- (iii) Exchange rate;
- (iv) Interest rate;
- (v) Fluctuations of pulp selling and commodity prices; and
- (vi) Capital.

Management are focused on generating consistent and sustainable results over time, however, arising from external risk factors, unintended levels of volatility can influence the Company's cash flow and income statement.

The Company has policies and procedures for managing market risk which aims to:

- (i) Reduce, mitigate or transfer exposure with the aim of protecting the Company's cash flow and assets against fluctuations in the market prices of raw material and products, exchange rates and interest rates, price and adjustment indices ("market risk") or other assets or instruments traded in liquid or illiquid markets to which the value of the assets, liabilities and cash flow are exposed;
- (ii) Establish limits and instruments with the purpose of allocating the Company's cash to financial institutions falling within acceptable credit risk exposure parameters; and
- (iii) Optimize the process of contracting financial instruments for protection against exposure to risk, drawing on natural hedges and correlations between the prices of different assets and markets, avoiding any waste of funds for inefficient transactions. All financial transactions entered into by the Company aim to protect existing exposures, with the assumption of new risks being prohibited, except those arising from its operating activities.

Hedging instruments are contracted exclusively for hedging purposes and are based on the following terms:

- (i) Protection of cash flow against currency mismatches;
- (ii) Protection of revenue flows for debt settlement and interest payments against fluctuations in interest rates and currencies; and
- (iii) Protection against fluctuations in the prices of pulp and other supplies related to production.

The Treasury team is responsible for identification, evaluating and seeking protection against possible financial risks. The Board of Directors approves financial policies that establish the principles and guidance for global risk management, the areas involved in these activities, the use of derivative and non-derivative financial instruments, and the allocation of a cash surplus.

The Company only uses the most liquid financial instruments, and:

- (i) Does not enter into leveraged transactions or other forms of embedded options that change the purpose of protection (hedge);
- (ii) Does not have double-indexed debt or other forms of implied options; and
- (iii) Does not have any transactions requiring margin deposits or other forms of collateral for counterparty credit risk.

The Company does not use hedge accounting. Therefore, gains and losses from derivative operations are fully recognized in the statements of income, as disclosed in Note 26.

4.1.2 Classification

All transactions with financial instruments are recognized for accounting purposes and classified in the following categories:

	Note	12/31/2024	12/31/2023
Assets			
Amortized cost			
Cash and cash equivalents	5	9,018,818	8,345,871
Marketable securities	6		
Trade accounts receivable	7	9,132,860	6,848,454
Other assets ⁽¹⁾			
		628,275	737,222
		18,779,953	15,931,547
Fair value through other comprehensive income			
Investments	14.1	1,138,066	23,606
		1,138,066	23,606
Fair value through profit or loss			
Derivative financial instruments	4.5.1	3,887,100	4,430,454
Marketable securities	6	13,363,511	13,267,286
		17,250,611	17,697,740
		37,168,630	33,652,893
Liabilities			
Amortized cost			
Trade accounts payable	17	6,033,285	5,572,219
Loans, financing and debentures	18.1	101,435,531	77,172,692
Lease liabilities	19.2	6,972,915	6,243,782
Liabilities for assets acquisitions and subsidiaries	23	120,490	187,187
Dividends and interests on own capital payable		2,200,917	1,316,528
Other liabilities ⁽¹⁾			
		143,330	116,716
		116,906,468	90,609,124
Fair value through profit or loss			
Derivative financial instruments	4.5.1	10,454,820	2,436,072
		10,454,820	2,436,072
		127,361,288	93,045,196
		90,192,658	59,392,303

(1) Does not include items not classified as financial instruments.

4.1.3 Fair value of loans and financing

The financial instruments are recognized at their contractual amounts. In order to determine the market values of financial instruments traded in public and liquid markets, the market closing prices were used at the balance sheet dates. The fair values of interest rate and index swaps are calculated based on the present value of their future cash flow, discounted at the current interest rates available for transactions with similar remaining terms to maturity. This calculation is based on the quotations of B3 and ANBIMA for interest rate transactions in Brazilian Reais, and the Federal Reserve Bank of New York and Bloomberg for Secured Overnight Financing Rate ("SOFR") transactions. The fair value of forward or forward exchange agreements is determined using the forward exchange rates prevailing at the balance sheet dates, in accordance with B3 prices.

In order to determine the fair values of financial instruments traded in over-the-counter or unliquidated markets, a number of assumptions and methods based on normal market conditions and not for liquidation or forced sale, are used at each balance sheet date, including the use of option pricing models such as Garman-Kohlhagen, and estimates of discounted future cash flow. The fair value of agreements for the fixing of oil bunker prices is obtained based on the Platts index.

The estimated fair values of loans and financing are set forth below:

Quoted in the secondary market	Yield used to discount/methodology	12/31/2024	12/31/2023
In foreign currency			
Bonds	Secondary Market	48,734,909	38,703,379
Estimated present value			
In foreign currency			
Export credits ("Prepayment")	SOFR	22,740,891	17,783,760
Assets Financing	SOFR	422,115	278,107
ECA - Export Credit Agency	SOFR	864,202	
IFC - International Finance Corporation	SOFR	6,261,715	3,198,761
Panda Bonds - CNH	Fixed	951,125	
In local currency			
BNDES – TJLP	DI 1	171,109	215,458
BNDES – TLP	DI 1	3,275,012	2,712,762
BNDES – Fixed	DI 1		3,903
BNDES – TR	DI 1	33,466	
BNDES – Selic ("Special Settlement and Custody System")	DI 1	645,139	686,798
BNDES – UMBNDES	DI 2	106,966	
Assets Financing	DI 1	60,566	75,622
Debentures	DI 1/IPC	12,002,992	8,881,277
NCE ("Export Credit Notes")	DI 1	108,308	110,396
NCR ("Rural Credit Notes")	DI 1	2,424,457	2,228,806
Export credits ("Prepayment")	DI 1		824,035
		98,802,972	75,703,064

The book values of loans and financing are disclosed in Note 18.

Management considers that, for its other financial assets and liabilities measured at amortized cost, their book values approximate their fair values, and therefore the fair value information is not being presented.

4.2 Liquidity risk management

The Company's purpose is to maintain a strong cash and marketable securities position to meet its financial and operating commitments. The amount held in cash is intended to cover the expected outflows in the normal course of its operations, while the cash surplus is generally invested in highly liquid financial investments according to the Cash Management Policy.

The cash position is monitored by the Company's Management, by means of management reports and participation in performance meetings with determined frequencies.

In the year ended December 31, 2024, the variations in cash and marketable securities were as expected, and the cash generated from operations was mostly used for investments and debt service.

All derivative financial instruments were traded over the counter and do not require deposit guarantee margins.

The remaining contractual maturities of financial liabilities are presented as of the balance sheet date.

The amounts as set forth below consist of undiscounted cash flow, and include interest payments and exchange rate variations, and therefore may not reconcile with the amounts disclosed in the balance sheet.

	12/31/2024					
	Book value	Undiscounted cash flow	Up to 1 year	1 - 2 years	2 - 5 years	More than 5 years
Liabilities						
Trade accounts payables	6,033,285	6,033,285	6,033,285			
Loans, financing and debentures	101,435,531	142,028,543	13,599,011	14,235,170	50,858,667	63,335,695
Lease liabilities	6,972,915	12,099,294	1,302,590	1,176,832	3,094,493	6,525,379
Liabilities for asset acquisitions and subsidiaries	120,490	146,082	23,425	22,400	100,257	
Derivative financial instruments	10,454,820	13,878,150	1,676,180	957,540	1,489,357	9,755,073
Dividends and interests on own capital payable	2,200,917	2,200,917	2,200,917			
Other liabilities	143,330	143,330	60,892	82,438		
	<u>127,361,288</u>	<u>176,529,601</u>	<u>24,896,300</u>	<u>16,474,380</u>	<u>55,542,774</u>	<u>79,616,147</u>
12/31/2023						
	Book value	Undiscounted cash flow	Up to 1 year	1 - 2 years	2 - 5 years	More than 5 years
Liabilities						
Trade accounts payables	5,572,219	5,572,219	5,572,219			
Loans, financing and debentures	77,172,692	105,526,852	7,648,237	12,983,542	31,355,362	53,539,711
Lease liabilities	6,243,782	11,021,519	1,172,568	1,045,795	2,743,793	6,059,363
Liabilities for asset acquisitions and subsidiaries	187,187	215,891	94,948	18,314	87,520	15,109
Derivative financial instruments	2,436,072	2,801,258	66,433	1,278,953	1,191,014	264,858
Dividends and interests on own capital payable	1,316,528	1,316,528	1,316,528			
Other liabilities	116,716	116,716	58,955	57,761		
	<u>93,045,196</u>	<u>126,570,983</u>	<u>15,929,888</u>	<u>15,384,365</u>	<u>35,377,689</u>	<u>59,879,041</u>

4.3 Credit risk management

Related to the possibility of non-compliance with the counterparties' commitments as part of a transaction. Credit risk is managed on a group basis and arises from cash equivalents, marketable securities, derivative financial instruments, bank deposits, Bank Deposit Certificates ("CDB"), fixed income box, repurchase agreements, letters of credit, insurance, receivable terms of customers, and advances to suppliers for new projects, among others.

4.3.1 Trade accounts receivable

The Company has commercial and credit policies aimed at mitigating any risks arising from defaults by its customers, mainly through contracting credit insurance policies, bank guarantees provided by first-tier banks, and collateral based on liquidity. Moreover, portfolio customers are subject to internal credit analysis aimed at assessing the risks regarding payment performance, both for exports and for domestic sales.

For customer credit assessment, the Company applies a matrix based on the analysis of qualitative and quantitative aspects to determine the individual credit limits to each customer according to the identified risks. Each analysis is submitted for approval according to an established hierarchy and, if applicable, for approval at a Management meeting and by the Credit Committee.

The risk classification of trade accounts receivable is set forth below:

	Consolidated	
	12/31/2024	12/31/2023
Low ⁽¹⁾	8,899,516	6,549,975
Average ⁽²⁾	174,048	156,883
High ⁽³⁾	89,596	173,558
	9,163,160	6,880,416

1) Current and overdue up to 30 days.

2) Overdue between 30 and 90 days.

3) Overdue more than 90 days.

A portion of the amounts above does not consider the expected credit losses calculated based on the provision matrix of R\$30,300 and R\$31,962 as of December 31, 2024 and 2023, respectively.

4.3.2 Banks and financial institutions

The Company, in order to mitigate its credit risk, ensures its financial operations are diversified among banks, with a main focus on first-tier financial institutions classified as high-grade by the main risk rating agencies.

The book value of financial assets representing exposure to credit risk is set forth below:

	Consolidated	
	12/31/2024	12/31/2023
Cash and cash equivalents	9,018,818	8,345,871
Marketable securities	13,363,511	13,267,286
Derivative financial instruments ⁽¹⁾	3,887,100	4,199,982
	26,269,429	25,813,139

1) Does not include the derivative embedded in a forest partnership agreement for the supply of standing wood, which is not a transaction with a financial institution.

The counterparties, mainly financial institutions, with whom the transactions are performed classified under cash and cash equivalents, marketable securities and derivatives financial instruments, are rated by the main ratings agencies. The risk ratings are set forth below:

Risk rating ⁽¹⁾	Cash and cash equivalents and marketable securities		Derivative financial instruments	
	12/31/2024	12/31/2023	12/31/2024	12/31/2023
AAA			232,908	878,241
AA-			286,906	1,007,537
A+			148,029	136,864
A				55,547
brAAA	20,830,651	20,856,072	2,747,948	1,682,513
brAA+	658,880	511,589		439,280
brAA	755	6,565		
brAA-	19	2,169		
brA	31,504			
brBBB-	3	3		
brBB	710	1,132		
brBB-	750,359	385	156,450	
Others	109,448	235,242	314,859	
	22,382,329	21,613,157	3,887,100	4,199,982

1) We use the Brazilian Risk Ratings issued by the agencies Fitch Ratings, Standard & Poor's and Moody's.

4.4 Market risk management

The Company is exposed to several market risks, mainly related to fluctuations in exchange rate variations, interest rates, inflation rates, pulp selling prices and commodity prices that could affect its results and financial situation.

To mitigate the impacts, the Company has processes to monitor its exposure and policies that could support the implementation of risk management.

These policies establish the limits and the instruments to be implemented for the purpose of:

- (i) Protecting cash flow due to currency mismatch;
- (ii) Mitigating exposure to interest rates;
- (iii) Reducing the impacts of fluctuations in commodity's prices; and
- (iv) Changes to debt indexes.

Market risk management involves the identification, assessment and implementation of the strategy, with the effective contracting of adequate financial instruments.

4.4.1 Exchange rate risk management

The fundraising, financing and currency hedging policies of the Company are guided by the fact that a substantial part of the net revenue arises from exports with prices negotiated in US Dollars, while a substantial part of the production costs are in Brazilian Reais. This structure allows the Company to enter into export financing arrangements in US Dollars, and to reconcile the financing payments with the cash flow of receivables from sales in foreign markets, using the international bond market as an important portion of its capital structure, and providing a natural cash hedge for these commitments.

Moreover, the Company enters into US\$ selling transactions in the futures markets, including strategies involving options, to ensure attractive levels of operating margins for a portion of revenue. Such transactions are limited to a percentage of the net surplus foreign currency over a 24-months' time horizon and therefore, are matched to the availability of currency for sale in the short term. The Company's Board of Directors approved the contracting of extraordinary hedge, in addition to the strategy mentioned above, for investments in the Cerrado Project, with a term of up to 36 months as of November 2021, in an amount of up to US\$1,000,000. On July 27, 2022, the Board of Directors approved the expansion of the program, increasing the maximum amount (notional) to US\$1,500,000, maintaining the previously established deadline. In order to provide transparency on the hedge program for the Cerrado Project, since December 31, 2021 the Company has started to prominently disclose the respective contracted operations.

The assets and liabilities that are exposed to foreign currency, substantially in US\$, are set forth below:

	12/31/2024	12/31/2023
Assets		
Cash and cash equivalents	6,496,039	6,432,557
Marketable securities	70,255	7,378,277
Trade accounts receivable	7,090,160	5,049,609
Derivative financial instruments	3,887,100	3,070,594
	17,543,554	21,931,037
Liabilities		
Trade accounts payable	(1,350,763)	(1,625,011)
Loans and financing	(83,004,915)	(61,304,673)
Liabilities for asset acquisitions and subsidiaries	(93,308)	(127,598)
Derivative financial instruments	(10,448,379)	(1,867,882)
	(94,897,365)	(64,925,164)
	(77,353,811)	(42,994,127)

4.4.1.1 Sensitivity analysis – foreign exchange rate exposure – except for derivative financial instruments

For market risk analysis, the Company uses scenarios to evaluate both its asset and liability positions in foreign currency, and the possible effects on its results. The probable scenario represents the amounts recognized, as they reflect the conversion into Brazilian Reais on the balance sheet date (R\$ to US\$ = R\$6.1923).

This analysis assumes that all other variables, particularly interest rates, remain constant. The other scenarios considered the depreciation of the Brazilian Real against the US\$ at the rates of 25% and 50% before taxes.

The following table set forth the potential impacts at their absolute amounts:

	12/31/2024		
	Effect on profit or loss		
	Probable (base value)	Possible (25%)	Remote (50%)
Cash and cash equivalents	6,496,039	1,624,010	3,248,020
Marketable securities	70,255	17,564	35,128
Trade accounts receivable	7,090,160	1,772,540	3,545,080
Trade accounts payable	(1,350,763)	(337,691)	(675,382)
Loans and financing	(83,004,915)	(20,751,229)	(41,502,458)
Liabilities for asset acquisitions and subsidiaries	(93,308)	(23,327)	(46,654)

4.4.1.2 Sensitivity analysis – foreign exchange rate exposure – derivative financial instruments

The Company has sales operations in US\$ in the futures markets, including strategies using options, to ensure attractive levels of operating margins for a portion of its revenue. These operations are limited to a percentage of the total exposure to US\$ over a 24-month horizon, and are therefore pegged to the availability of ready-to-sell foreign exchange in the short term.

In addition to the transaction described above, the Company also taken out derivative instruments linked to the US\$ and subject to exchange fluctuations, seeking to adjust the debt's currency indexation to the cash generation currency, as provided for in its financial policies.

For the calculation of the mark-to-market ("MtM") price, the exchange rate of the last business day of the period is used. These market movements caused a negative impact on the mark-to-market position entered into by the Company.

This analysis below assumes that all other variables, particularly the interest rates, remain constant. The other scenarios considered the depreciation of the Brazilian Real against the US\$ by 25% and 50%, before taxes, based on the base scenario on December 31, 2024.

The following table set out the possible impacts assuming these scenarios:

Dollar/Real	12/31/2024		
	Effect on profit or loss		
	Probable (base value)	Possible 25%	Remote 50%
Derivative financial instruments			
Derivative options	(4,328,970)	(9,226,995)	(19,121,860)
Derivative swaps	(1,843,087)	(2,604,422)	(4,992,835)
Derivative Non-Deliverable Forward ('NDF') Contracts	(331,876)	(896,742)	(1,788,477)
Embedded derivatives	(80,759)	(183,663)	(367,326)
Commodity Derivatives	16,973	4,236	8,478

4.4.2 Interest rate risk management

Fluctuations in interest rates could increase or reduce the costs of new loans and existing contracted operations.

The Company is constantly looking for alternatives for the use of financial instruments in order to avoid negative impacts on its cash flow due to fluctuations in interest rates in Brazil or abroad.

4.4.2.1 Sensitivity analysis – exposure to interest rates – except for derivative financial instruments

For its market risk analysis, the Company uses scenarios to evaluate the sensitivity of changes in operations impacted by the following rates: Interbank Deposit Rate (“CDI”), Long Term Interest Rate (“TJLP”), Long Term Rate (“TLP”), Special System for Settlement and Custody (“SELIC”) and SOFR, which could impact the results.

The probable scenario represents the amounts already booked, as they reflect Management’s best estimates.

This analysis assumes that all other variables, particularly exchange rates, will remain constant. The other scenarios considered a depreciation of 25% and 50% in market interest rates.

The following table set forth the possible impacts assuming these scenarios in absolute amounts:

	12/31/2024		
	Effect on profit or loss		
	Probable	Possible (25%)	Remote (50%)
CDI/SELIC			
Cash and cash equivalents	2,422,308	73,578	147,155
Marketable securities	13,293,256	403,783	807,565
Loans and financing	9,290,595	282,202	564,404
TJLP/TLP			
Loans and financing	202,961	3,770	7,540
SOFR			
Loans and financing	28,534,005	320,294	640,588

4.4.2.2 Sensitivity analysis – exposure to interest rates – derivative financial instruments

This analysis assumes that all other variables remain constant. The other scenarios considered a depreciation of 25% and 50% in market interest rates.

The following table sets out the possible impacts of these assumed scenarios:

	12/31/2024		
	Effect on profit or loss		
	Probable	Probable 25%	Remote 50%
CDI			
Derivative financial instruments			
Liabilities			
Derivative options	(4,328,970)	(943,363)	(1,868,091)
Derivative swaps	(1,843,087)	(91,012)	(178,459)
SOFR			
Derivative financial instruments			
Liabilities			
Derivative swaps	(1,843,087)	(136,036)	(261,559)

4.4.2.3 Sensitivity analysis to changes in the consumer price indices of the US economy

For the measurement of the probable scenario, the United States Consumer Price Index ("US-CPI") was considered on December 31, 2024. The probable scenario was extrapolated considering a depreciation of 25% and 50% in the US-CPI to define the possible and remote scenarios, respectively.

The following table sets out the possible impacts, assuming these scenarios in absolute amounts:

	12/31/2024		
	Effect on profit or loss		
	Probable (base value)	Possible (25%)	Remote (50%)
Embedded derivative in a commitment to purchase standing wood, originating from a forest partnership agreement	(80,759)	(32,607)	(66,859)

4.4.3 Pulp and commodity price risk management

The Company is exposed to the selling price of pulp and commodity prices in the international market. The dynamics of rising and falling production capacities in the global market and macroeconomic conditions may impact the Company's operating results.

Through a specialized team, the Company monitors hardwood pulp prices and analyses future trends, adjusting the forecasts aimed at assisting with preventive measures to calculate the different scenarios. There is no sufficiently liquid financial market to mitigate the risk of a material portion of the Company's operations. Hardwood pulp price protection instruments available on the market have low liquidity and low volume, and high levels of distortion in price formation.

The Company is also exposed to international oil prices, reflected in logistical costs for selling in the export market, and indirectly in the costs of other supply, logistics and service contracts. In such cases, the Company evaluates whether to contract derivative financial instruments to mitigate the risk of price variations in its results.

4.5 Derivative financial instruments

The Company determines the fair value of derivative contracts, which differ from the amounts realized in the event of early settlement due to bank spreads and market factors at the time of quotation. The amounts presented by the Company are based on an estimate using market factors and use data provided by third parties, measured internally and compared to calculations performed by external consultants and by counterparties.

The fair value does not represent an obligation to make an immediate disbursement or receipt of cash, given that such an effect will only occur on the dates of contractual fulfillment or upon the maturity of each transaction, when the result will be determined, depending on the case and on the market conditions on the agreed dates.

A summary of the methodologies used for the purpose of determining the fair value by type of instrument is presented below:

- (i) Swaps: the future value of the asset and liability is estimated based on the cash flows projected using the market interest rate of the currency in which the tip of the swap is denominated. The present value of the US Dollar-denominated tip is measured using the discount based on the exchange coupon curve (the remuneration, in US Dollars, of the Reais invested in Brazil) and in the case of the R\$-denominated tip, the discount is made using Brazil's interest curve, being the future curve of the DI, considering the credit risk of both the Company and the counterparty. The exception is pre-fixed contracts x US\$, for which the present value of the tip denominated in US\$ is measured through a discount using the SOFR curve disclosed by Bloomberg. The fair value of the contract is the difference between these two points. Interest rate curves were obtained from B3.

- (ii) Options (Zero Cost Collar): the fair value was calculated based on the Garman Kohlhagen model, considering both the Company's and the counterparty credit risk. Volatility information and interest rates are observable and obtained from the B3 exchange and are used to calculate the fair values.
- (iii) Non-deliverable forward ("NDF") contracts: a projection of the future currency quote is made, using the exchange coupon curves and the future DI curve for each maturity. Next, the difference between this quotation and the rate at which the operation was contracted is verified, considering the credit risk of the Company and the counterparty. This difference is multiplied by the notional value of each contract and brought to its present value based on the future DI curve. Interest rate curves were obtained from B3.
- (iv) Swap US-CPI: liability cash flows are projected based on the US inflation curve US-CPI, obtained based on the implicit rates for inflation-linked US securities (Treasury Protected against Inflation – "TIPS"), disclosed by Bloomberg. Cash flows from the asset components are projected at the fixed rates implicit in the embedded derivatives. The fair value of an embedded derivative is the difference between the two components, adjusted to present value base on the curve of the exchange coupon obtained from B3.
- (v) Swap VLSFO (marine fuel): a future projection of the asset price is made, using the future price curve disclosed by Bloomberg. Next, the difference between this projection and the rate at which the operation was contracted is verified, considering both of Company's and the counterparty's credit risk. This difference is multiplied by the notional value of each contract and adjusted to present value using the SOFR curve disclosed by Bloomberg.

The yield curves used to calculate the fair value as of December 31, 2024 are as set forth below:

Interest rate curves			
Term	Brazil ⁽¹⁾	United States of America ⁽²⁾	US Dollar coupon ⁽¹⁾
1M	12.15% p.a	4.33% p.a	8.46% p.a
6M	14.19% p.a	4.25% p.a	6.37% p.a
1Y	15.41% p.a	4.17% pa.	6.41% p.a
2Y	15.94% p.a	4.16% p.a	6.29% p.a
3Y	15.89% p.a	4.21% pa.	6.22% p.a
5Y	15.60% p.a	4.36% p.a	6.41% p.a
10Y	14.96% p.a	4.88% p.a	7.31% p.a

1) Source: B3

2) Source: Bloomberg

4.5.1 Outstanding derivatives by contract type, including embedded derivatives

The positions of outstanding derivatives are set forth below:

	Notional value, net in U.S.\$		Fair value in R\$	
	12/31/2024	12/31/2023	12/31/2024	12/31/2023
Instruments as part of cash flow protection strategy				
Cash flow hedge				
Zero Cost Collar	6,852,200	4,500,200	(4,328,970)	1,968,337
NDF (R\$ x US\$)	581,000	505,000	(331,876)	162,776
NDF (€ x US\$)		262,088		100,362
Debt hedges				
Swap SOFR to Fixed (US\$)	1,973,705	2,555,626	394,129	741,492
Swap IPCA to CDI (notional in Brazilian Reais)	8,128,395	4,274,397	(825,899)	47,645
Swap CNH to Fixed (US\$)	165,815		(6,440)	
Swap CDI x Fixed (US\$)	909,612	1,025,000	(776,261)	(1,081,964)
Pre-fixed Swap R\$ to US\$ (US\$)		200,000		(203,045)
Swap CDI x SOFR (US\$)	610,171	125,000	(590,764)	25,774
Swap SOFR to SOFR (US\$)	150,961	150,961	(37,850)	(16,615)
Commodity Hedge				
Swap US\$ e US-CPI ⁽¹⁾	138,439	131,510	(80,759)	230,471
Zero Cost Collar (Brent)	163,941	163,100	6,097	(3,148)
Swap VLSFO/Brent	39,706	142,794	10,873	22,297
			(6,567,720)	1,994,382
Current assets			1,006,427	2,676,526
Non-current assets			2,880,673	1,753,928
Current liabilities			(2,760,273)	(578,763)
Non-current liabilities			(7,694,547)	(1,857,309)
			(6,567,720)	1,994,382

(1) The embedded derivative refers to a swap contract for the sale of price variations in US\$ and US-CPI within the term of a forest partnership with a standing wood supply contract.

The current contracts and the respective protected risks are set forth below:

- (i) Swap CDI x Fixed US\$: positions in conventional swaps exchanging the variation of the Interbank Deposit rate ("DI") for a fixed rate in US\$. The objective is to change the debt indexed in Brazilian Reais to US\$, in compliance with the Company's natural exposure to US\$ receivables.
- (ii) Swap IPCA x CDI (notional in Brazilian Reais): positions in conventional swaps exchanging the variation of the Amplified Consumer Price Index ("IPCA") for the DI rate. The objective is to change the debt indexed in reais, in compliance with the Company's cash position in Brazilian Reais, which is also indexed to DI.
- (iii) Swap SOFR x Fixed US\$: positions in conventional swaps exchanging a post-fixed rate (SOFR) for a fixed rate in US\$. The objective is to protect the cash flow against changes in the US interest rate.

- (iv) Pre-Fixed Swap R\$ x Fixed US\$: positions in conventional swaps of a fixed rate in Reais for a fixed rate in US\$. The objective is to change the exposure of debts in Brazilian Reais to US\$, in compliance with the Company's natural exposure to US\$ receivables.
- (v) SOFR x SOFR Swap: swap position exchanging a fixed rate added to SOFR for another fixed rate added to SOFR. The objective is to generate a fee discount for Prepayment with the banking institution, allowing for reversal mechanisms.
- (vi) CDI x SOFR Swap: positions in conventional swaps exchanging the variation in the Interbank Deposit rate ("DI") for a post-fixed rate ("SOFR") US\$. The objective is to change the debt index in reais to US\$, aligning with the natural exposure of the Company's US\$ receivables and capturing a lower cost of debt through the fluctuation of SOFR rate projections.
- (vii) Swap CNH x USD: swap positions exchanging a fixed rate in Chinese yuan for a fixed rate in US\$. The objective is to change the exposure of debts in yuan to US\$, aligning with the natural exposure of the Company's receivables in US\$.
- (viii) Zero Cost Collar: positions in an instrument that consists of the simultaneous combination of a purchase of put options and the sale of call options in US\$, with the same principal amount and maturity, with the objective of protecting the cash flow of exports. Under this strategy, an interval is established where there is no deposit or receipt of financial margin at the option maturity. The objective is to protect the cash flow of exports against the depreciation of the Brazilian Real.
- (ix) Non-Deliverable Forward contracts ("NDF"): short positions in US\$ futures contracts with the objective of protecting the cash flow from exports against the depreciation of the Brazilian Real.
- (x) Swap US-CPI: The embedded derivative refers to the swap contracts for selling price variations in US\$ and the US-CPI in forest partnership with a standing wood supply contract.
- (xi) Non-Deliverable Forward contracts: EUR and US\$: call positions at EUR/US\$ parity to protect the Capex cash flow of the Cerrado project against the appreciation of the Euro.
- (xii) Swap Very Low Sulphur Fuel Oil / Brent ("VLSFO"): Long positions in oil, aimed at hedging logistical costs related to maritime freight contracts against the increase in oil prices.
- (xiii) Zero Cost Collar (Brent): positions in an instrument that consists of the simultaneous combination of buying call options and selling put options for oil - Brent, with the same principal value and maturity, with the objective of protecting input costs of oil derivatives. In this strategy, an interval is established where there is no deposit or receipt of financial margin at the expiration of the options. The objective is to protect costs against rising oil prices.

The variation in the fair values of derivatives on December 31, 2024 compared to the fair values measured on December 31, 2023 are explained substantially by the depreciation of the Brazilian Real against the US\$ and by settlements during the year.

There were also impacts caused by the variations in the Pre Fixed, Foreign Exchange Coupon and SOFR curves in the operations.

It is important to highlight that the outstanding agreements on December 31, 2024 are over-the-counter market operations, without any type of collateral margin or forced early settlement clause due to variations from market marking.

4.5.2 Fair Value Maturity Schedule (net amounts)

	12/31/2024	12/31/2023
2025	(1,753,846)	2,097,763
2026	(1,699,768)	233,072
2027	(36,905)	(574,871)
2028 onwards	(3,077,201)	238,418
	(6,567,720)	1,994,382

4.5.3 Outstanding assets and liabilities derivatives positions

The outstanding derivatives positions are set forth below:

	Currency	Notional value		Fair value in R\$	
		12/31/2024	12/31/2023	12/31/2024	12/31/2023
Debt hedges					
Assets					
Swap CDI to Fixed	US\$	4,748,394	3,898,011	1,482,759	223,776
Swap Pre-Fixed to US\$	US\$		738,800		
Swap SOFR to Fixed	US\$	1,973,705	2,555,626	424,824	1,104,984
Swap IPCA to CDI	R\$	8,382,699	4,320,471	927,586	161,542
Swap CDI to SOFR	US\$	3,117,625	644,850	754,173	32,560
Swap CNH to Fixed	CNH	1,200,000			
Swap SOFR to SOFR	US\$	150,961	150,961	4,949	6,681
				3,594,291	1,529,543
Liabilities					
Swap CDI to Fixed	US\$	909,612	1,025,000	(2,259,020)	(1,305,740)
Swap Pre-Fixed to US\$	US\$		200,000		(203,045)
Swap SOFR to Fixed	US\$	1,973,705	2,555,626	(30,695)	(363,492)
Swap IPCA to CDI	R\$	8,128,395	4,274,397	(1,753,485)	(113,897)
Swap CDI to SOFR	US\$	610,171	125,000	(1,344,937)	(6,786)
Swap CNH to Fixed	CNH	165,815		(6,440)	
Swap SOFR to SOFR	US\$	150,961	150,961	(42,799)	(23,296)
				(5,437,376)	(2,016,256)
				(1,843,085)	(486,713)
Cash flow hedge					
Zero Cost Collar (US\$ x R\$)	US\$	6,852,200	4,500,200	(4,328,970)	1,968,337
NDF (R\$ x US\$)	US\$	581,000	505,000	(331,876)	162,776
NDF (€ x US\$)	US\$		262,088		100,362
				(4,660,846)	2,231,475
Commodity hedge					
Swap US-CPI (standing wood) (1)	US\$	138,439	131,510	(80,759)	230,471
Zero Cost Collar (Brent)	US\$	163,941	163,100	6,097	(3,148)
Swap VLSFO/Brent	US\$	39,706	142,794	10,873	22,297
				(63,789)	249,620
				(6,567,720)	1,994,382

(1) The embedded derivative refers to the swap contracts for selling price variations in US\$ and the US-CPI in forest partnership with a standing wood supply contract.

4.5.4 Fair value settled amounts

The settled derivatives positions are set forth below:

	12/31/2024	12/31/2023
Cash flow hedge		
Zero Cost Collar (R\$ x US\$)	645,759	2,987,953
NDF (R\$ x US\$)	(68,695)	155,458
NDF (€ x US\$)	73,781	84,332
	650,845	3,227,743
Commodity Hedge		
Swap VLSFO/other	89,327	80,516
	89,327	80,516
Debt hedges		
Swap CDI to Fixed (US\$)	(1,635,058)	(438,417)
Swap IPCA to CDI (Brazilian Reais)	(59,243)	256,683
Swap IPCA to Fixed (US\$)		21,139
Swap Pre-Fixed to US\$	(221,462)	(104,827)
Swap SOFR to SOFR	2,199	
Swap CDI to SOFR (US\$)	19,074	7,729
Swap SOFR to Fixed (US\$)	603,737	508,720
	(1,290,753)	251,027
	(550,581)	3,559,286

4.6 Fair value hierarchy

Financial instruments are measured at fair value, which considers the fair value as the price that would be received from selling an asset or paid to transfer a liability in an unforced transaction between market participants at the measurement date.

Depending on the inputs used for measurement, the financial instruments at fair value may be classified into three hierarchical levels:

- (i) Level 1 – Based on quoted prices (unadjusted) for identical assets or liabilities in active markets. A market is considered active if it trades frequently and at a sufficient volume to provide pricing information immediately and continuously, usually obtained from a commodity and stock exchange, pricing service or regulatory agency, and if the prices represent actual market transactions, which occur regularly on a commercial basis;
- (ii) Level 2 - Based on the prices quoted in active markets for similar assets or liabilities, the prices quoted for identical or similar assets or liabilities in non-active markets, evaluation models for which inputs are observable , such as rates of interest and yield curves, credit volatilities and spreads, and market corroborated information. Assets and liabilities classified in this category are measured based on the discounted cash flow and interest accrual, respectively, for derivative financial instruments and marketable securities. The observable inputs include interest rates and curves, volatility factors and foreign exchange rates; and
- (iii) Level 3 – Based on unquoted data for assets and liabilities, where the Company applies the income approach technique using the discounted cash flow model. The observable inputs used are the IMA, discount rate and eucalyptus average gross sales price.

For the year ended December 31, 2024, there were no changes between the levels of hierarchy and no transfers between levels 1, 2 and 3.

	12/31/2024			
	Level 1	Level 2	Level 3	Total
Assets				
At fair value through profit or loss				
Derivative financial instruments		3,887,100		3,887,100
Marketable securities	1,203,776	12,159,735		13,363,511
	1,203,776	16,046,835		17,250,611
At fair value through other comprehensive income				
Other investments (note 14.1)			1,138,066	1,138,066
			1,138,066	1,138,066
Biological assets			22,283,001	22,283,001
			22,283,001	22,283,001
Total assets	1,203,776	16,046,835	23,421,067	40,671,678

Liabilities				
At fair value through profit or loss				
Derivative financial instruments		10,454,820		10,454,820
		10,454,820		10,454,820
		10,454,820		10,454,820

	12/31/2023		
	Level 2	Level 3	Total
Assets			
At fair value through profit or loss			
Derivative financial instruments	4,430,454		4,430,454
Marketable securities	13,267,286		13,267,286
	17,697,740		17,697,740
At fair value through other comprehensive income			
Other investments - (note 14.1)		23,606	23,606
		23,606	23,606
Biological assets		18,278,582	18,278,582
		18,278,582	18,278,582
Total assets	17,697,740	18,302,188	35,999,928
Liabilities			
At fair value through profit or loss			
Derivative financial instruments	2,436,072		2,436,072
	2,436,072		2,436,072
Total liabilities	2,436,072		2,436,072

4.7 Cybersecurity

Suzano has a Public Information Security Policy, which aims to establish guidelines regarding cyber security management and controls at Suzano, seeking to mitigate vulnerabilities, preserve and protect assets, mainly information and personal data, in accordance with current laws, regulations and contractual obligations, covering the confidentiality, integrity, availability, authenticity and legality of information. The Policy establishes responsibilities to avoid damages, which may represent financial impacts, image and reputation, exposure of information, interruption of operations, among other damages due to cyber-attacks.

For the year ended December 31, 2024, no material incidents associated with cybersecurity were identified that could affect the confidentiality, integrity and/or availability of the systems used by the Company.

4.8 Climate change

4.8.1 Risks linked to climate change and the sustainability strategy

In view of the nature of the Company's operations, there is inherent exposure to risks related to climate change.

The Company's assets, notably biological assets, which are measured at fair value (Note 13), property, plant and equipment (Note 15) and intangible assets (Note 16), may be impacted by climate change, the risks of which were evaluated in the context of preparation of financial statements. For the year ended December 31, 2024, Management considered the main risk data and assumptions highlighted below:

- (i) Possible impacts on the determination of fair value in biological assets due to: Effects of climate change, such as temperature rises and scarcity of water resources, could impact some of the assumptions used in accounting estimates related to the Company's biological assets, as follow:
 - Loss of biological assets due to fires and impacts arising from the greater presence and resistance of pests and other forest diseases favored by the gradual increase in temperature;
 - Reduction in productivity and expected growth ("IMA") due to reduced availability of water resources in river basins and other atypical weather events such as droughts, frosts and torrential rains; and
 - Interruptions to the production chain due to adverse weather events.
- (ii) Scarcity of water resources in the industry: although our units are efficient in the use of water, there are contingency plans for all units affected by possible water shortages and action plans to confront the water crisis in critical regions.
- (iii) Structural changes in society and their impacts on business, such as:
 - Regulatory and legal: arising from changes in the Brazilian and/or international scope that require capital investment in new technologies and/or operating costs. Among the expected topics are carbon pricing, customs carbon taxation, trade barriers and/or commercial restrictions related to businesses' alleged contributions, even if indirect, to the intensification of climate change, which increase the risk of litigation;
 - Technological: arising from the emergence of improvements and innovations towards an economy with greater energy efficiency and lower carbon. Suzano should continue investing in R&D to reduce greenhouse gas emissions;
 - Markets: arising from changes to the supply of and demand for certain products and services as climate-related issues begin to be considered in decision-making. The market should increasingly prioritize the reduction of carbon emissions and more sustainable business practices, which may lead to a drop in demand and revenue for Suzano's disposable products and an increase in demand for renewable forests and other sustainable products; and

- Reputational: related to the perceptions of customers and society in general regarding the positive or negative contribution of an organization to a low carbon economy.
- (iv) Natural storms, hurricanes, and cyclones: events exacerbated by climate change that can generate direct and/or indirect impacts on Suzano's industrial operations (material damage and operational disruptions) as well as on its logistics operations and value chain.

4.8.2 Compliance with contractual clauses related to sustainability in debt securities and sustainable loans (Sustainability Linked Bonds - "SLB" and Sustainability Linked Loans - "SLL")

The Company issued debt securities and loans linked to sustainability performance targets ("Sustainability Performance Targets - SPT") related to the reduce the intensity of our greenhouse gas emissions, reduce the intensity of water capture for use in industrial processes and increase the percentage of women in leadership positions by December 31, 2025. Non-compliance with these targets may generate future increases in the cost of said debts, while the compliance with the targets may result in a reduction in the cost of SLL's, as provided for in the respective contracts.

In 2020, the company issued its first bond based on the SLB Principles. In 2021, Suzano issued two additional Sustainability Linked bonds that, for the first time, were linked to something other than an environmental or social target: a diversity, equity and inclusion target. The goals and their financial impacts on the instruments called SLBs are available in the public prospectus of each of the transactions. The Company's first Sustainability Linked Loan (SLL) was contracted in 2021 and, in 2022 and 2024, the company obtained new loans with the International Finance Corporation (IFC) and with commercial bank syndicates following the guidelines of the SLL Principles.

4.8.3 Climate risk management

The Company has a structure dedicated to corporate risk management, including risks related to climate change, with its own methodologies, tools and processes aimed at ensuring the identification, assessment and treatment of its main risks. This allows the continuous monitoring of risks and their eventual impacts, control of the variables involved, and the definition and implementation of mitigating measures, which aim to reduce the identified exposures. The Company's assessment of the potential physical impacts of climate change, as well as those arising from the transition to a low carbon economy is carried out on an ongoing basis, and will continue to evolve.

4.8.4 Opportunities linked to climate change and the sustainability strategy

4.8.4.1 Securities with clauses related to sustainability

As disclosed in note 4.8.2, Suzano has Sustainability Linked Bonds (SLB) and Sustainability Linked Loan (SLL) linked to environmental performance indicators associated with a goal to reduce greenhouse gases, intensity the capture of water resources, and aspects of diversity and inclusion, evidencing the Company's commitment as part of the solution to the global climate crisis and in convergence with the implementation of its goal. These funding linked to sustainability goals allow differentiated rates.

4.9 Capital management

The main objective is to strengthen the Company's capital structure, aiming to maintain an appropriate level of financial leverage while mitigating risks that could affect the availability of capital for business development.

The Company continuously monitors significant indicators, such as consolidated financial leverage, which is the ratio of total net debt to adjusted Earnings Before Interest, Taxes, Depreciation, and Amortization ("Adjusted EBITDA").

5 CASH AND CASH EQUIVALENTS

	Average yield p.a. %	12/31/2024	12/31/2023
Cash and banks ⁽¹⁾	4.62%	6,596,510	6,561,558
Cash equivalents			
Local currency			
Fixed-term deposits (compromised)	100.96 % of CDI	2,422,308	1,784,313
		9,018,818	8,345,871

(1) Refers mainly to investments in foreign currency under the Sweep Account modality, which is a remunerated account the balance of which is invested and made available automatically each day.

6 MARKETABLE SECURITIES

	Average yield p.a. %	12/31/2024	12/31/2023
In local currency			
Private funds	97.76% of CDI	552,635	1,295,296
Public Securities ⁽¹⁾	IPCA + 6.10%	1,203,776	
Private Securities ("CDBs")	100.91% of CDI	11,144,881	4,150,313
CDBs - Escrow Account ⁽²⁾	101.76% of CDI	391,964	443,400
		13,293,256	5,889,009
Foreign currency			
Time deposits ⁽³⁾			7,333,308
Other		70,255	44,969
		70,255	7,378,277
		13,363,511	13,267,286
Current		12,971,547	12,823,886
Non-Current		391,964	443,400

(1) Acquisition of Brazil National Treasury Notes indexed to IPCA (NTN-B).

(2) Includes escrow accounts, which will be released only after obtaining the applicable governmental approvals, and pending compliance by the Company with the conditions precedent in transactions involving the sale of rural properties.

(3) Refers to Time Deposit investments, with maturities over 90 days, which are remunerated bank deposits with specific maturity periods.

7 TRADE ACCOUNTS RECEIVABLE**7.1 Breakdown of balances**

	<u>12/31/2024</u>	<u>12/31/2023</u>
Domestic customers		
Third parties	1,989,455	1,785,157
Related parties (Note 11.1) ⁽¹⁾	83,343	45,650
Foreign customers		
Third parties	7,090,160	5,049,609
Related parties (Note 11.1)	202	
(-) Expected credit losses	(30,300)	(31,962)
	<u>9,132,860</u>	<u>6,848,454</u>

(1) The balance refers to transactions with Ibema Companhia Brasileira de Papel.

The Company carries out factoring transactions for certain customer receivables where it transfers the control of all risks and rewards related to these receivables to the counterparty, so these receivables are derecognized from accounts receivable in the balance sheet. This transaction refers to an additional cash generation opportunity which can be discontinued at any time without significant impacts on the Company's operation and is therefore classified as a financial asset measured at amortized cost. The decision to assign the receivables is continuously reassessed based on market conditions and the Company's cash flow strategy, meaning that the volume of discounts may vary over time. The impact of these factoring transactions on the accounts receivable as of December 31, 2024, was R\$6,821,539 (R\$4,273,623 as of December 31, 2023).

7.2 Breakdown of trade accounts receivable by maturity

	<u>12/31/2024</u>	<u>12/31/2023</u>
Current	8,216,570	5,904,402
Overdue		
Up to 30 days	682,142	644,644
From 31 to 60 days	134,674	57,395
From 61 to 90 days	38,187	97,639
From 91 to 120 days	17,701	40,533
From 121 to 180 days	12,402	34,708
From 181 days	31,184	69,133
	<u>9,132,860</u>	<u>6,848,454</u>

7.3 Roll-forward of expected credit losses

	12/31/2024	12/31/2023
Opening balance	(31,962)	(21,109)
(Provisions)/Reversals, net	(2,585)	(35,202)
Write-offs	5,790	24,230
Exchange rate variations	(1,543)	119
Closing balance	(30,300)	(31,962)

The Company maintains guarantees for overdue receivables as part of its commercial operations, through credit insurance policies, letters of credit and other guarantees. These guarantees avoid the need to recognize expected credit losses, in accordance with the Company's credit policy.

7.4 Main customers

On December 31, 2024, the Company doesn't have any customer responsible for more than 10% of the net sales of pulp operating segment or paper operating segment. On December 31, 2023 the Company had 1 (one) customer responsible for 10.27% of the net sales of pulp operating segment and no main customers in the paper operating segment.

8 INVENTORIES

	12/31/2024	12/31/2023
Finished goods		
Pulp		
Domestic (Brazil)	801,623	576,774
Foreign	1,510,985	1,271,335
Paper		
Domestic (Brazil)	561,409	569,771
Foreign	362,027	137,653
Work in process	135,380	93,325
Raw materials		
Wood	2,287,406	1,666,817
Operating supplies and packaging	1,098,894	795,274
Spare parts and other	1,302,534	931,052
(-) Expected losses	(97,934)	(95,053)
	7,962,324	5,946,948

8.1 Roll-forward of estimated losses

	12/31/2024	12/31/2023
Opening balance	(95,053)	(105,989)
Additions	(83,705)	(65,085)
Reversals	6,352	33,666
Write-offs	74,472	42,355
Closing balance	(97,934)	(95,053)

On December 31, 2024 and 2023, there were no inventory items pledged as collateral.

9 RECOVERABLE TAXES

	12/31/2024	12/31/2023
IRPJ/CSLL – prepayments and withheld taxes	227,464	464,188
PIS/COFINS – on acquisitions of property, plant and equipment ⁽¹⁾	187,126	93,866
PIS/COFINS – operations	789,667	699,717
PIS/COFINS – exclusions from ICMS ⁽²⁾	405,407	443,210
ICMS – on acquisitions of property, plant and equipment ⁽³⁾	471,825	432,793
ICMS – operations ⁽⁴⁾	1,654,162	1,470,949
Reintegra program ⁽⁵⁾	70,610	64,077
Other taxes and contributions	64,444	45,821
Provision for loss on ICMS credits ⁽⁶⁾	(1,581,961)	(1,452,435)
	2,288,744	2,262,186
Current	1,109,619	888,539
Non-current	1,179,125	1,373,647

- (1) Social Integration Program (“PIS”) and Social Security Funding Contribution (“COFINS”): Credits whose realization is based on the years of depreciation of the corresponding asset.
- (2) The Company and its subsidiaries filed lawsuits over the years seeking the exclusion of ICMS from the PIS and COFINS contribution tax basis, in relation to certain transactions during various periods from March 1992.
- (3) Tax on Sales and Services (“ICMS”): Credits from the acquisition of property, plant and equipment are recovered on a straight-line basis over a four-year period, from the acquisition date, in accordance with the relevant regulation, the ICMS Control on Property, Plant and Equipment (“CIAP”).
- (4) ICMS credits accrued due to the volume of exports and credit generated from product import transactions: Credits are concentrated in the States of Espírito Santo, Maranhão, Mato Grosso do Sul e São Paulo, where the Company realizes the credits through the sale of credits to third parties, after approval from the State Ministry of Finance of each State. Credits are also being realized through the consumption of consumer goods (tissue) transactions in the domestic market.
- (5) Special Regime of Tax Refunds for Export Companies (“Reintegra”): Reintegra is a program that aims to refund the residual costs of taxes paid throughout the export chain to taxpayers, to make them more competitive in foreign markets.
- (6) Related to provisions for ICMS credit balances that are not probable to be recovered.

9.1 Roll-forward of provision for loss

	ICMS	
	12/31/2024	12/31/2023
Opening balance	(1,452,435)	(1,103,807)
Addition ⁽¹⁾	(316,741)	(399,838)
Reversal ⁽²⁾	186,014	51,210
Write-off	1,201	
Closing balance	<u>(1,581,961)</u>	<u>(1,452,435)</u>

(1) Refers, substantially, to the accumulated ICMS credits of the state of Mato Grosso do Sul, arising from the construction operations of the Cerrado Project, and of the state of Espírito Santo, of the accumulated credits due to the volume of exports.

(2) Refers mainly to the reversal of the provision for loss resulting from the recovery of ICMS credits from the State of Espírito Santo through sale to third parties.

10 ADVANCES TO SUPPLIERS

	12/31/2024	12/31/2023
Forestry development program and partnerships	2,503,537	2,242,229
Advance to suppliers - others	92,133	113,743
	<u>2,595,670</u>	<u>2,355,972</u>
Current	92,133	113,743
Non-current	2,503,537	2,242,229

The forestry development program consists of an incentive partnership for regional forest production, where independent producers plant eucalyptus on their own land to supply agricultural wood products to the Company. Suzano provides eucalyptus seedlings, input subsidies and cash advances, and the latter are not subject to valuation at their present value since they will be settled in volume standing or cut wood. In addition, the Company supports producers by providing technical advice on forest management but does not have joint control over decisions effectively implemented. At the end of the production cycles, the Company has a contractually guaranteed right to make an offer to purchase the forest and/or wood at its market value. However, this right does not prevent producers from negotiating the sale of the forest and/or wood with other market participants, provided the incentive amounts are fully paid.

11 RELATED PARTIES

The Company's commercial and financial transactions with the controlling shareholder and Companies owned by the controlling shareholder Suzano Holding S.A. ("Suzano Group") were carried out at specific prices and conditions, as well as the corporate governance practices adopted by the Company, and those recommended and/or required by the applicable legislation.

The transactions refers mainly to:

Assets: (i) accounts receivable from the sale of pulp, paper, tissue and other products; (ii) interest on shareholder's capital and dividends receivable; (iii) reimbursement for expenses; and (iv) social services;

Liabilities: (i) loan agreements; (ii) reimbursement for expenses; (iii) social services; (iv) real estate consulting; and (v) interest on shareholder's capital and dividends payable.

Amounts in the statements of income: (i) sale of pulp, paper, tissue and other products; (ii) loan charges and exchange variation; (iii) social services and (viii) real estate consulting.

For the year ended December 31, 2024, there were no material changes in the terms of the agreements, deals and transactions entered into, nor were there any new contracts, agreements or transactions of any different nature entered into between the Company and its related parties.

11.1 Balances recognized in assets and liabilities and amounts of transactions during the year

	Assets		Liabilities		Sales (purchases), net		
	12/31/2024	12/31/2023	12/31/2024	12/31/2023	12/31/2024	12/31/2023	12/31/2022
Transactions with majority shareholders							
Suzano Holding S.A. ⁽¹⁾	4	24	(630,387)	(363,520)	66	9	91
Controller ⁽¹⁾			(336,205)	(193,883)			
Management and related persons ⁽¹⁾			(55,627)	(31,748)			
Alden Fundo de Investimento em Ações ⁽¹⁾			(52,764)	(30,428)			
	<u>4</u>	<u>24</u>	<u>(1,074,983)</u>	<u>(619,579)</u>	<u>66</u>	<u>9</u>	<u>91</u>

Transactions with companies of the Suzano Group and other related parties

Management (expect compensation – Note 11.2)	61	61			538	(906)	(47)
Bexma Participações Ltda					7	9	38
Bizma Investimentos Ltda.						7	10
Civelec Participações Ltda	3,860	4,575				4,825	
Fundação Arymax					5	3	4
Ibema Companhia Brasileira de Papel ⁽²⁾	83,343	45,659	(1,413)	(1,023)	211,482	168,621	218,226
Instituto Ecofuturo - Futuro para o Desenvolvimento Sustentável	21	2			(5,173)	(5,549)	(4,603)
IPLF Holding S.A.	1				10	5	38
Mabex Representações e Participações Ltda.			(23)		(915)	(817)	
Nemonorte Imóveis e Participações Ltda					(177)	(178)	(194)
	<u>87,489</u>	<u>50,297</u>	<u>(1,436)</u>	<u>(1,023)</u>	<u>206,640</u>	<u>166,020</u>	<u>213,472</u>
	<u>87,493</u>	<u>50,321</u>	<u>(1,076,419)</u>	<u>(620,602)</u>	<u>206,706</u>	<u>166,029</u>	<u>213,563</u>

Assets

Trade accounts receivable (Note 7)	83,545	45,650					
Other assets	3,948	4,671					

Liabilities

Trade accounts payable (Note 18)			(1,457)	(1,023)			
Dividends and interest on own capital payable ⁽³⁾			(1,074,962)	(619,579)			
	<u>87,493</u>	<u>50,321</u>	<u>(1,076,419)</u>	<u>(620,602)</u>			

(1) Refers to dividends and interest on own capital payable.

(2) Refers mainly to the sale of pulp.

(3) The amount of R\$1,074,962 refers to interest on own capital payable to the controlling shareholders and the amount of R\$1,125,955 refers to other non-controlling shareholders, totaling R\$2,200,917 (Note 1.2.8).

11.2 Management compensation

Expenses related to the compensation of key management personnel, which include the Board of Directors, Fiscal Council and Board of Statutory Executive Officers, recognized in the statement of income for the year, are set out below:

	12/31/2024	12/31/2023	12/31/2022
Short-term benefits			
Salary or compensation	48,469	49,165	50,228
Direct and indirect benefits	1,896	2,286	1,099
Bonus	14,881	10,829	7,031
	65,246	62,280	58,358
Long-term benefits			
Share-based compensation plan	99,051	42,130	36,390
	99,051	42,130	36,390
	164,297	104,410	94,748

Short-term benefits include fixed compensation (salaries and fees, vacation pay, mandatory bonus and “13th month’s salary” bonus), payroll charges (Company’s share of contributions to social security – “INSS”) and variable compensation such as profit sharing, bonuses and benefits (company car, health plan, meal voucher, market voucher, life insurance and private pension plan).

Long-term benefits include the stock option plan and phantom shares for executives and key members of Management, in accordance with the specific regulations disclosed in Note 22.

12 INCOME AND SOCIAL CONTRIBUTION TAXES

The Company calculates income tax and social contribution taxes, current and deferred, based on the following rates: (i) 15% plus an additional 10% on taxable income in excess of R\$240 for IRPJ; and (ii) 9% for CSLL, on the net income. Balances are recognized in the Company’s income on an accrual basis.

Subsidiaries domiciled in Brazil have their taxes calculated and provisioned in accordance with the current legislation and their specific tax regime, including, in some cases, the presumed profit method. Subsidiaries domiciled abroad are subject to taxation in their respective jurisdictions, according to local regulations.

Deferred income and social contribution taxes are recognized at the net amounts in non-current assets or liabilities.

In Brazil, Law n°. 12,973/14 revoked article 74 of Provisional Measure n°. 2,158/01 and determines that the parcel of the adjustment of the value of the investment in subsidiaries, direct and indirect, domiciled abroad, equivalent to the profit earned by them before income tax, except for exchange rate variation, must be added in the determination of taxable income and the social contribution calculation basis of the controlling entity domiciled in Brazil, at each year ended.

The Company management believes in the validity of the provisions of international treaties entered by Brazil to avoid double taxation. In order to ensure its right to non-double taxation, the Company filed a lawsuit in April 2019, which aims to exempt the double taxation in Brazil, of profits earned by its subsidiary located in Austria, according to Law No. 12,973/14. Due to the preliminary injunction granted in favor of the Company in the aforementioned lawsuit, the Company decided not to add the profit from Suzano International Trading GmbH, located in Austria, when determining its taxable income and social contribution basis of the net profit of the Company for the year ended December 31, 2024. There is no provision for tax related to the non-double taxation profits of such subsidiary in 2024. Disclosures about uncertain tax positions for income tax and social contribution (IFRIC 23) are presented in Note 20.2.

12.1 Deferred taxes

12.1.1 Deferred income and social contribution taxes

	12/31/2024	12/31/2023
Tax loss	796,831	1,209,968
Negative tax basis of social contribution	307,143	457,030
Assets - temporary differences		
Provision for judicial liabilities	324,873	324,158
Operating provisions and other losses	1,308,352	1,214,807
Exchange rate variations	7,385,034	2,384,153
Derivatives losses ("MtM") ⁽²⁾	2,230,835	
Amortization of fair value adjustments arising from business combinations	625,745	654,358
Unrealized profit on inventories	539,157	151,578
Leases ⁽²⁾	606,944	356,110
	14,124,914	6,752,162
Liabilities - temporary differences		
Goodwill - tax benefit on unamortized goodwill	1,589,887	1,301,654
Property, plant and equipment - deemed cost	1,066,883	1,137,483
Depreciation for tax-incentive reason ⁽¹⁾	733,640	799,857
Capitalized loan costs	947,482	640,063
Fair value of biological assets	1,317,095	1,115,432
Deferred taxes, net of fair value adjustments	342,141	370,947
Tax credits - gains from tax lawsuit (exclusion of ICMS from the PIS and COFINS basis)	137,928	150,691
Derivatives gains ("MtM") ⁽²⁾		678,090
Other temporary differences	18,439	24,109
	6,153,495	6,218,326
Non-current assets	7,984,015	545,213
Non-current liabilities	12,596	11,377

(1) Tax depreciation is taken as a benefit only in the income tax calculation bases.

(2) The Company presents a net balance of derivatives and leases, as gains and losses from deferred taxes are offset simultaneously. For the derivatives line, the passive temporary difference was R\$1,321,614 and asset temporary difference of R\$3,552,449 (passive temporary difference of R\$1,506,354 and asset temporary difference of R\$828,264 as of December 31, 2023). For the lease line, the passive temporary difference was R\$1,763,847 and asset temporary difference was R\$2,370,791 (passive temporary difference of R\$1,766,776 and asset temporary difference of R\$2,122,886 as of December 31, 2023).

12.1.2 Breakdown of accumulated tax losses and social contribution tax losses carried forward

	12/31/2024	12/31/2023
Tax loss carried forward	3,187,324	4,839,872
Negative tax basis of social contribution carried forward	3,412,700	5,078,111

12.1.3 Roll-forward of deferred tax assets

	12/31/2024	12/31/2023
Opening balance	533,836	3,985,297
Tax loss	(413,137)	2,872
Negative tax basis of social contribution	(149,887)	11,780
Provision for judicial liabilities	715	55,562
Operating provisions and other losses	93,545	215,779
Exchange rate variation	5,000,881	(1,913,350)
Derivative (gains) losses (“MtM”)	2,908,925	(668,926)
Amortization of fair value adjustments arising from business combinations	193	2,219
Unrealized profit on inventories	387,579	(211,474)
Leases	250,834	(8,728)
Goodwill - tax benefit on unamortized goodwill	(288,233)	(278,551)
Property, plant and equipment - deemed cost	70,600	79,866
Depreciation accelerated for tax-incentive reason	66,217	70,140
Capitalized loan costs	(307,419)	(429,229)
Fair value of biological assets	(201,663)	(412,158)
Credits on exclusion of ICMS from the PIS/COFINS tax base	12,763	43,430
Other temporary differences	5,670	(10,693)
Closing balance	7,971,419	533,836

12.2 Reconciliation of the effects of income tax and social contribution on profit or loss

	12/31/2024	12/31/2023	12/31/2022
Net income (loss) before taxes	(13,111,053)	17,997,216	28,655,581
Income tax and social contribution benefit (expense) at statutory nominal rate of 34%	4,457,758	(6,119,053)	(9,742,898)
Tax effect on permanent differences			
Taxation (difference) on profit of associates in Brazil and abroad ⁽¹⁾			
	484,717	1,688,656	4,915,243
Equity method	(4,707)	(6,589)	96,685
Thin capitalization ⁽²⁾		(46,796)	(505,553)
Interest on own capital	850,000	510,000	—
Credit related to Reintegra Program	11,896	7,176	7,829
Director bonuses	(9,587)	(4,907)	(12,208)
Tax incentives (Note 12.3) ⁽³⁾	336,541	128,650	51,839
Donations/Fines – Other	(60,271)	(47,972)	(71,631)
	6,066,347	(3,890,835)	(5,260,694)
Income tax			
Current	(999,421)	(352,577)	(464,312)
Deferred	5,482,647	(2,561,991)	(3,485,267)
	4,483,226	(2,914,568)	(3,949,579)
Social Contribution			
Current	(366,178)	(42,815)	(46,584)
Deferred	1,949,299	(933,452)	(1,264,531)
	1,583,121	(976,267)	(1,311,115)
Income and social contribution benefits (expenses) on the year	6,066,347	(3,890,835)	(5,260,694)

(1) The difference in the taxation of subsidiaries is substantially due to the differences between the nominal tax rates in Brazil and those of subsidiaries located abroad.

(2) The Brazilian thin capitalization rules establish that interest paid or credited by a Brazilian entity to a related party abroad may only be deducted for income tax and social contribution purposes if the interest expense is viewed as necessary for the activities of the local entity, and when certain limits and requirements are met. On December 31, 2024, all limits and requirements were met, and on December 31, 2023 and 2022, the Company did not meet all of the limits and requirements, and therefore the expense is not deductible for the period.

(3) Income tax and social contribution deduction on profit or loss referring to the use of tax incentives: (i) exploitation profits, (ii) expenses with research and development, (iii) PAT benefits ("Worker Food Program"), (iv) donations made in cultural projects, (v) children and adolescents rights funds, (vi) sports incentives, (vii) funds for the elderly and (viii) extensions to maternity and paternity leave.

12.3 Tax incentives

The Company benefits from a tax incentive for partial reduction of the income tax obtained from operations carried out in areas under the jurisdiction of the Northeast Development Superintendence ("SUDENE") and the Superintendence of Amazon Development ("SUDAM"). The IRPJ reduction incentive is calculated based on the activity profits (exploitation profits) and considers the allocation of the operating profit based on the incentive production levels for each product.

Area/Regions	Company	Maturity
Northeast Development Superintendence (“SUDENE”)		
Aracruz (ES)	Portocel	2030
Aracruz (ES)	Suzano	2031
Imperatriz (MA)	Suzano	2032
Mucuri (BA)	Suzano	2032
São Luís (MA)	Itacel	2033
Eunápolis (BA)	Veracel	2033
Superintendence of Amazon Development (“SUDAM”)		
Belém (PA)	Suzano	2025

On June 13, 2024, the tax incentive for exploitation profits was approved for the company Terminal de Celulose de Itaqui S/A and on July 22, 2024, the tax incentive request was renewed for the company Veracel Celulose S/A in areas under the jurisdiction of the SUDENE, granting a 75% reduction in Corporate Income Tax (IRPJ), with a validity of 10 years for utilizing this tax benefit.

These incentives aim to promote regional development by encouraging investments in strategic areas.

12.4 OECD PILLAR TWO MODEL RULES

In December 2021, the Organization for Economic Co-operation and Development (“OECD”) announced the guidelines for the Pillar Two model, aiming for a reform in international corporate taxation to ensure that multinational economic groups, covered by such regulations, contribute an effective minimum tax at a rate of 15% on profits. Each country’s effective profit tax rate, as calculated by this model, is called the GloBE (Global Anti-Base Erosion Rules) effective tax rate. These rules await approval in the local legislation of each country. In the context of Suzano, compliance with OECD guidelines on international taxation is a strategic priority.

Many countries have already released legislation or plans on the adoption of Pillar Two rules and the calculation of GloBE revenue, considering the global minimum rate of 15% for multinationals with consolidated revenue above EUR750 million.

From 2024, the Company is subject to the OECD Pillar Two model rules in certain European jurisdictions where it operates, with Austria standing out as a relevant operation. To date, there has been no material impact on the financial statements due to this topic.

In December 2024, Law 15.079/2024 was published, establishing the Additional Social Contribution on Net Income (CSLL) in the process of adapting Brazilian legislation to the GloBE rules, whose application comes into effect as of January 1, 2025. The main impact is the need to adapt compliance structures and the calculation of any additional CSLL (Top-up Tax).

The Company reaffirms its commitment to tax compliance and is already taking the necessary actions to ensure the proper implementation of the new rule in Brazil, in line with global best practices and current legislation.

The Company also continually assesses legislative developments in the jurisdictions in which it operates in order to map potential effects on its operations.

13 BIOLOGICAL ASSETS

The roll-forward of biological assets is as set forth below:

	12/31/2024	12/31/2023
Opening balance	18,278,582	14,632,186
Additions	7,180,450	5,777,952
Additions of merged companies ⁽¹⁾	366,785	
Depletions	(4,831,916)	(3,680,997)
Transfers	102,790	(136,297)
Gain on fair value adjustments	1,431,530	1,989,831
Disposals	(130,922)	(128,370)
Write-offs	(114,298)	(175,723)
Closing balance	22,283,001	18,278,582

(1) Refers to the acquisition and merger of 100% of the share capital of the companies Timber VII and Timber XX (note 1.2.6).

The calculation of fair value of the biological assets is determined using unobservable data, therefore it falls under Level 3 in the hierarchy set forth in IFRS 13 — Measurement of Fair Value.

In our model, the assumptions regarding the average annual growth rate (IMA) and average gross selling price of eucalyptus are particularly sensitive. Any increase or decrease in these assumptions could lead to significant gains or losses in the fair value measurement.

The assumptions used in the measurement of the fair value of biological assets were as follow:

- (i) Average cycle of forest formation between 6 and 7 years;
- (ii) Effective area of forest from the 3rd year of planting;
- (iii) The IMA consists of the estimated volume of production of wood with bark in m3 per hectare, ascertained based on the genetic material used in each region, silvicultural practices and forest management, production potential, climate factors and soil conditions;
- (iv) The estimated average standard cost per hectare includes silvicultural and forest management expenses, applied to each year of formation of the biological cycle of the forests, plus the costs of land lease agreements and the opportunity cost of owning land;
- (v) The average gross selling prices of eucalyptus were based on specialized research on transactions carried out by the Company with independent third parties; and
- (vi) The discount rate corresponds to the Weighted Average Cost of Capital ("WACC").

The table below discloses the measurement of the premises adopted:

	<u>12/31/2024</u>	<u>12/31/2023</u>
Useful productive planted area (hectare)	1,243,191	1,094,611
Mature assets (6 to 7 years)	191,737	144,942
Immature assets (1 to 5 years)	1,051,454	949,669
Average annual growth (IMA) – m³/hectare/year	37.62	37.92
Average gross sale price of eucalyptus – R\$/m³	101.38	96.04
Discount rate (post-tax)	8.80 %	8.80 %

The pricing model considers the net cash flows, after the deduction of taxes on profit at the applicable rates.

The fair value adjustment justified by the combined variations of the indicators mentioned above resulted in a positive variation of R\$1,431,530 recognized in other operating income (expenses), net (Note 29).

	<u>12/31/2024</u>	<u>12/31/2023</u>
Physical changes and discount rate ⁽¹⁾	609,259	1,575,017
Price	822,271	414,814
	<u>1,431,530</u>	<u>1,989,831</u>

1) Includes the variation of indicators: IMA, discount rate and area.

The Company manages the financial and climate risks related to its agricultural activities in a preventive manner. To reduce the risks arising from edaphoclimatic factors, the weather is monitored through meteorological stations and, in the event of pests and diseases, our Department of Forestry Research and Development, an area specialized in physiological and phytosanitary aspects, has procedures to diagnose and act rapidly against any occurrences and losses (Note 4.8).

The Company has no biological assets pledged as collateral on December 31, 2024 and 2023.

14 INVESTMENTS

14.1 Investments breakdown

	12/31/2024	12/31/2023
Investments in associates and joint ventures	453,371	355,520
Goodwill	225,486	228,887
Other investments evaluated at fair value through other comprehensive income ⁽¹⁾	1,138,066	23,606
	1,816,923	608,013

(1) Includes the acquisition of the equity interest in Lenzing Aktiengesellschaft (note 1.2.5). On December 31, 2024, the value of the investment was R\$1,099,870 in the consolidated accounts.

14.2 Investments in associates and joint ventures

	Information of investees as at			Company Participation			
	12/31/2024			Carrying amount		In the income (expenses) for the year	
	Equity	Income (expenses) of the year	Participation equity (%)	12/31/2024	12/31/2023	12/31/2024	12/31/2023
Associate							
Foreign							
Ensyn Corporation	6	(17,776)	24.80 %	2	387	(6,966)	(12,448)
Spinnova Plc ⁽¹⁾	507,482	(56,117)	18.77 %	95,254	95,736	(19,690)	(20,109)
Simplifyber, Inc. ⁽²⁾			13.91 %	30,060			
				125,316	96,123	(26,656)	(32,557)
Joint ventures							
Domestic (Brazil)							
Biomass - Serviços Ambientais, Restauração e Carbono Ltda.	17,536	(30,151)	16.66 %	2,923	2,797	(4,874)	(2,203)
Ibema Companhia Brasileira de Papel	388,580	74,547	49.90 %	193,901	156,703	37,199	35,161
Foreign							
F&E Technologies LLC	12,756		50.00 %	6,378	4,987		
Woodspin Oy	249,706	(38,665)	50.00 %	124,853	94,910	(19,514)	(19,780)
				328,055	259,397	12,811	13,178
Other investments evaluated at fair value through other comprehensive income							
Bem Agro Integração e Desenvolvimento S.A.			5.82 %	4,026			
Celluforce Inc.			8.28 %	27,823	23,606		
Nfinite Nanotechnology Inc.			5.00 %	6,347			
Lenzing Aktiengesellschaft ⁽³⁾			15.00 %	1,099,870			
				1,138,066	23,606		
				1,591,437	379,126	(13,845)	(19,379)

(1) The average share price quoted on the Nasdaq First North Growth Market (NFNGM) was EUR0.95 on December 31, 2024 and EUR2.40 in December 31, 2023.

(2) On December 13, 2024, Suzano Ventures LLC acquired an equity interest in the legal entity Simplifyber, Inc., which is an indirect subsidiary of Suzano S.A.

(3) Includes the acquisition of the equity interest in Lenzing Aktiengesellschaft (note 1.2.5).

15 PROPERTY, PLANT AND EQUIPMENT

	Land	Buildings	Machinery, equipment and facilities	Work in progress	Other ⁽¹⁾	Total
Average rate %		3.34	6.78		19.38	
Accumulated cost	14,486,408	9,644,875	45,160,365	10,373,151	1,281,328	80,946,127
Accumulated depreciation		(3,879,898)	(25,541,712)		(867,883)	(30,289,493)
Balance as of December 31, 2022	14,486,408	5,764,977	19,618,653	10,373,151	413,445	50,656,634
Additions	54,027	15	467,032	10,742,118	17,949	11,281,141
Additions of merged companies	4,572	111,495	453,617	8,306	11,175	589,165
Write-offs	(25,090)	(36,184)	(133,249)		(56,869)	(251,392)
Depreciation		(313,304)	(2,570,734)		(145,092)	(3,029,130)
Transfers and other	339,272	379,495	2,702,633	(3,638,466)	259,717	42,651
Accumulated cost	14,859,189	10,032,317	48,456,537	17,485,109	1,491,663	92,324,815
Accumulated depreciation		(4,125,823)	(27,918,585)		(991,338)	(33,035,746)
Balance as of December 31, 2023	14,859,189	5,906,494	20,537,952	17,485,109	500,325	59,289,069
Additions ⁽²⁾	697	558	415,147	7,490,762	28,904	7,936,068
Additions of merged companies ⁽³⁾	1,699,588	775	413		1,992	1,702,768
Write-offs	(10,724)	(7,455)	(118,499)		(9,324)	(146,002)
Depreciation		(366,398)	(3,214,550)		(222,993)	(3,803,941)
Transfers and other ⁽⁴⁾	226,598	3,988,619	16,660,035	(21,465,336)	598,162	8,078
Accumulated cost	16,775,348	13,816,631	62,822,096	3,510,535	1,806,592	98,731,202
Accumulated depreciation		(4,294,038)	(28,541,598)		(909,526)	(33,745,162)
Balance as of December 31, 2024	16,775,348	9,522,593	34,280,498	3,510,535	897,066	64,986,040

(1) Includes vehicles, furniture and utensils and computer equipment.

(2) The addition of work in progress refers, mainly to the Cerrado Project, of which R\$1,254,521 is a cash effect in the previous periods (R\$393,042 as of December 31, 2023).

(3) Refers to the acquisition and merger of 100% of the share capital of the companies Timber VII and Timber XX (note 1.2.6).

(4) Refers, basically, to the activation of the Cerrado Project, that started its operation on July 21, 2024 (note 1.2.2).

On December 31, 2024, the Company evaluated the business, market and climate impacts, and did not identify any event that indicated the need to perform an impairment test and to record any impairment provision for property, plant and equipment.

15.1 Items pledged as collateral

On December 31, 2024, property, plant and equipment items pledged as collateral, consisting mainly of the units of Ribas do Rio Pardo, Três Lagoas and Imperatriz are set forth below:

	Type of collateral	12/31/2024	12/31/2023
Land	Financial/Legal	24,427	3,198,674
Buildings	Financial	1,755,082	1,947,075
Machinery, equipment and facilities	Financial	20,442,189	10,393,344
Work in progress	Financial	427,998	649,081
Other	Financial	43,487	144,273
		<u>22,693,183</u>	<u>16,332,447</u>

15.2 Capitalized expenses

For the year ended December 31, 2024, the Company capitalized loan costs in the amount of R\$959,967 (R\$1,160,364 as of December 31, 2023). The weighted average interest rate, adjusted by the equalization of the exchange rate effects, utilized to determine the capitalized amount was 11.17% p.a. (10.98% p.a. as of December 31, 2023).

15.3 Asset Retirement Obligation (ARO)

For the year ended December 31, 2024, the Company has provisioned the amount of R\$65,327 (R\$52,566 as of December 31, 2023) arising asset retirement obligation of industrial landfills.

16 INTANGIBLE

16.1 Goodwill and intangible assets with indefinite useful lives

	12/31/2024	12/31/2023
Goodwill - Facepa	119,332	119,332
Goodwill - Fibria	7,897,051	7,897,051
Goodwill - MMC Brasil ⁽¹⁾	170,859	170,859
Other ⁽²⁾	5,097	4,834
	8,192,339	8,192,076

(1) Refers to the goodwill of the MMC Brasil business combination.

(2) Refers to other intangible assets with indefinite useful lives such as servitude of passage and electricity. The goodwill is based on expected future profitability supported by valuation reports, after the purchase price allocation.

Goodwill is allocated to cash-generating units as presented in Note 28.4.

For the pulp cash-generating unit (“CGU”), the calculation of the value in use of non-financial assets is performed annually using the discounted cash flow method. In 2024 the Company used the strategic plan and the annual budget with projected increases to 2029 and the average rate in perpetuity of the cash generating units considering a nominal rate of 3.6% p.a. from this date, based on historical information for previous years, economic and financial projections from each specific market in which the Company has operations, and additionally include official information disclosed by independent institutions and government agencies.

The discount rate, after taxes, adopted by Management was 8.91% p.a., calculated based on the Weighted Average Cost of Capital (“WACC”).

The assumptions in the table set forth below were also adopted:

Net average pulp price – Foreign market (US\$/t)	684.9
Net average pulp price – Internal market (US\$/t)	735.5
Average exchange rate (R\$/US\$)	5.40
Discount rate (pos-tax)	8.91% p.a.
Discount rate (pre-tax)	12.50% p.a.

For the year ended December 31, 2024, the Company did not identify the need to record any impairment provision for intangible assets.

If the post-tax discount rate applied to the cash flow projections of both cash-generating units had been 1% higher than management’s estimates (9.91% instead of 8.91%), the Company would still not need to record an impairment provision.

The Company have considered and assessed possible changes for other key assumptions and have not identified any instances that could cause the carrying amount of the cash generating units to exceed its recoverable amount.

For the paper cash-generating unit (“CGU”), the asset recoverability test is carried out annually based on the EV/EBITDA multiple method. For the year ended December 31, 2024, the Company did not identify the need to record any impairment provision for intangible assets.

16.2 Intangible assets with limited useful lives

		12/31/2024	12/31/2023
Opening balance		6,557,009	7,173,183
Additions		161,779	104,931
Fair value adjustment MMC Brasil			189,655
Write-offs			(2)
Amortization		(1,008,824)	(990,432)
Transfers and others			79,674
Closing balance		5,709,964	6,557,009
Represented by	Average rate %		
Non-competition agreements	5.00	4,508	4,818
Port concessions	3.94	632,253	537,179
Lease agreements	16.90		6,875
Supplier agreements	12.66	25,925	40,739
Port service contracts	4.23	520,459	549,821
Cultivars	14.28	20,391	40,784
Trademarks and patents	8.35	170,306	188,723
Customer portfolio	9.09	4,104,900	4,925,879
Supplier agreements	17.64	295	10,861
Software	20.80	201,476	141,178
Other	10.00	29,451	110,152
		5,709,964	6,557,009
Cost		12,540,497	12,378,761
Amortization		(6,830,533)	(5,821,752)
Closing balance		5,709,964	6,557,009

17 TRADE ACCOUNTS PAYABLE

	12/31/2024	12/31/2023
In local currency		
Third party ^{(1) (2)}	4,681,065	3,946,185
Related party (Note 11.1) ⁽³⁾	1,457	1,023
In foreign currency		
Third party ⁽²⁾	1,350,763	1,625,011
	6,033,285	5,572,219

(1) Within the balance of suppliers, there are values under supplier finance arrangement that were subject to anticipation with financial institutions at the exclusive option of certain suppliers, without changing the originally defined purchase conditions (payment terms and negotiated prices). The balance related to such operations on December 31, 2024 was R\$555,063 (R\$281,350 at December 31, 2023).

(2) Within the balance of suppliers, the following balances refer to the Cerrado Project, R\$107,418 (R\$523,408 on December 31, 2023) in local currency and R\$241,497 (R\$1,080,028 on December 31, 2023) in foreign currency.

(3) The balance refers mainly to transactions with Ibema Companhia Brasileira de Papel.

17.1 Long-term commitments

The Company entered into long-term take-or-pay agreements with chemicals, transportation and natural gas suppliers. These agreements contain termination and supply interruption clauses in the event of defaults on certain essential obligations. Generally, the Company purchases the minimum amounts agreed under the agreements, and hence there is no liability recorded in the amount that is recognized each month. The total contractual obligations assumed on December 31, 2024 were R\$26,239,939 (R\$14,606,380 at December 31, 2023).

18 LOANS, FINANCING AND DEBENTURES

18.1 Breakdown by type

Type	Currency	Interest rate	Average annual interest rate - %	Current		Non-current		Total	
				12/31/2024	12/31/2023	12/31/2024	12/31/2023	12/31/2024	12/31/2023
In foreign currency									
Bonds	USD	Fixed	5.0 %	3,229,641	841,625	49,166,804	40,122,749	52,396,445	40,964,374
Panda Bonds	CNY	Fixed	2.8 %	4,224		1,016,331		1,020,555	
Export credits ("export prepayments")	USD	SOFR/Fixed	5.4 %	6,236,806	2,690,891	16,283,736	14,487,252	22,520,542	17,178,143
Assets financing	USD	SOFR	3.7 %	137,300	61,924	298,252	220,199	435,552	282,123
ECA - Export Credit Agency	USD	SOFR	6.3 %	7,297		769,702		776,999	
IFC - International Finance Corporation ⁽¹⁾									
	USD	SOFR	6.0 %	(12,051)	731	5,858,208	2,871,399	5,846,157	2,872,130
EDC - Export Development Canada	EUR	Fixed	1.0 %	4,210	7,903	4,455		8,665	7,903
				<u>9,607,427</u>	<u>3,603,074</u>	<u>73,397,488</u>	<u>57,701,599</u>	<u>83,004,915</u>	<u>61,304,673</u>
In local currency									
BNDES	BRL	UMBNDDES	7.2 %	157		157,555		157,712	
BNDES	BRL	TJLP	8.6 %	100,556	49,348	101,587	199,988	202,143	249,336
BNDES	BRL	TLP	14.8 %	94,903	57,060	4,607,102	3,123,727	4,702,005	3,180,787
BNDES	BRL	Fixed			4,020				4,020
BNDES	BRL	SELIC	14.5 %	243,223	65,013	704,825	857,419	948,048	922,432
BNDES	BRL	TR	2.2 %	84		70,015		70,099	
Assets financing	BRL	CDI	18.1 %	18,427	17,037	56,956	71,235	75,383	88,272
NCE ("Export credit notes")	BRL	CDI	18.5 %	3,027	3,114	100,000	100,000	103,027	103,114
NCR ("Rural producer certificates")	BRL	CDI	14.8 %	312,652	101,739	2,000,000	1,998,270	2,312,652	2,100,009
Export credits ("export prepayments")	BRL	Fixed			791,306				791,306
Debentures	BRL	CDI/PCA	15.4 %	120,931	66,536	9,738,616	8,362,207	9,859,547	8,428,743
				<u>893,960</u>	<u>1,155,173</u>	<u>17,536,656</u>	<u>14,712,846</u>	<u>18,430,616</u>	<u>15,868,019</u>
				<u>10,501,387</u>	<u>4,758,247</u>	<u>90,934,144</u>	<u>72,414,445</u>	<u>101,435,531</u>	<u>77,172,692</u>
Interest on financing				1,541,312	1,232,810			1,541,312	1,232,810
Non-current funding				8,960,075	3,525,437	90,934,144	72,414,445	99,894,219	75,939,882
				<u>10,501,387</u>	<u>4,758,247</u>	<u>90,934,144</u>	<u>72,414,445</u>	<u>101,435,531</u>	<u>77,172,692</u>

(1) The balances shown as negative correspond to fundraising costs

18.2 Breakdown by maturity - non-current

	2026	2027	2028	2029	2030	2031 onwards	Total
In foreign currency							
Bonds	3,074,751	4,318,390	3,083,311	10,758,081	6,150,231	21,782,040	49,166,804
Panda Bonds ⁽¹⁾	(1,211)	1,017,542					1,016,331
Export credits ("export prepayments")	5,668,270	4,889,574	3,832,090	1,893,802			16,283,736
Assets financing	110,452	112,204	69,012	6,584			298,252
ECA - Export Credit Agency ⁽¹⁾	(670)	(845)	(780)	(912)	(847)	773,756	769,702
EDC - Export Development Canada			1,114	1,114	1,114	1,113	4,455
IFC - International Finance Corporation ⁽¹⁾	(6,668)	305,291	1,587,751	2,613,047	1,358,787		5,858,208
	8,844,924	10,642,156	8,572,498	15,271,716	7,509,285	22,556,909	73,397,488
In local currency							
BNDES – TJLP	90,078	3,634	3,634	3,634	607		101,587
BNDES – TLP	98,668	158,812	155,980	141,823	366,249	3,685,570	4,607,102
BNDES – SELIC	254,966	33,888	33,933	33,979	34,024	314,035	704,825
BNDES – TR	4,178	4,734	4,734	4,734	4,734	46,901	70,015
BNDES - UMBNDES	4,258	8,516	8,516	8,516	8,516	119,233	157,555
Assets financing	18,741	19,114	19,034	67			56,956
NCE ("Export credit notes")		25,000	25,000	25,000	25,000		100,000
NCR ("Rural producer certificates")					2,000,000		2,000,000
Debentures ⁽¹⁾	(7,431)	(11,767)	738,297	(11,477)	518,399	8,512,595	9,738,616
	463,458	241,931	989,128	206,276	2,957,529	12,678,334	17,536,656
	9,308,382	10,884,087	9,561,626	15,477,992	10,466,814	35,235,243	90,934,144

(1) The balances shown as negative correspond to fundraising costs, which are amortized on a straight-line basis.

18.3 Roll-forward of loans, financing and debentures

	12/31/2024	12/31/2023
Opening balance	77,172,692	74,574,591
Fundraising, net of issuance costs	15,692,905	10,944,794
Interest accrued	5,413,707	4,797,094
Monetary and exchange rate variation, net	17,728,324	(4,185,675)
Settlement of principal	(9,410,807)	(4,296,447)
Settlement of interest	(5,241,389)	(4,728,998)
Amortization of fundraising costs	80,099	67,333
Closing balance	101,435,531	77,172,692

18.4 Fundraising costs

The fundraising costs are amortized based on the terms of agreements and the effective interest rate.

Type	Cost	Amortization	Balance to be amortized	
			12/31/2024	12/31/2023
Bonds	434,970	266,520	168,450	164,825
NCE	125,222	125,222		2,696
Export credits ("export prepayments")	219,946	156,866	63,080	52,162
Debentures	159,675	34,012	125,663	102,235
BNDES	81,730	55,953	25,777	9,854
IFC - International Finance Corporation	81,726	3,007	78,719	38,911
Others	20,912	14,113	6,799	598
	1,124,181	655,693	468,488	371,281

18.5 Guarantees

Some loan and financing agreements have guarantees clauses, in which the financed equipment or other property, plant and equipment is offered as collateral by the Company, as disclosed in Note 15.1.

The Company does not have contracts with restrictive financial clauses (financial covenants) which must be complied with.

18.6 Relevant transactions entered into during the year

18.6.1 Export Prepayment

On February 15, 2024, the Company raised, with several banks (a syndicated operation), an export prepayment ("EPP") in the amount of US\$780,000 (equivalent to R\$3,877,380), at a floating rate based on SOFR + 1.65% p.a (increasing by 0.05% p.a until maturity), with final maturity in February 2029, as part of the rollover process of a partially settled EPP on the same date.

18.6.2 Rural Credit Note

On March 28, 2024, the Company raised, with Safra Bank, a Rural Credit Note in the amount of R\$200,000, with a post-fixed interest rate of 100% of the CDI, with final maturity in March 2025.

18.6.3 Export Development Canada ("EDC")

On April 30, 2024, the Company raised with from EDC in the amount of US\$125,000 (equivalent to R\$646,475) at a floating rate of SOFR + 1.74%, with final maturity in April 2031.

18.6.4 Debentures

On May 29, 2024, the Company issued simple, non-convertible debentures, unsecured, in three series, totaling R\$5,900,000, as part of a debt rollover strategy. The debenture consists of three parts: (i) R\$1,000,000 at a cost of CDI + 0.80% p.a., with a total term of eight years and equal amortizations in May 2031 and May 2032; (ii) R\$4,000,000 at a cost of CDI + 1% p.a., with a total term of ten years and equal amortizations in May 2033 and May 2034; and (iii) R\$900,000 (incentivized debenture) at a cost of IPCA + 6.11% p.a., with a total term of twelve years and equal amortizations in May 2035 and May 2036.

18.6.5 BNDES

On June 27, 2024, the Company raised with from BNDES in the amount of R\$65,000, indexed by the Long-Term Interest Rate (TLP - 5.56% p.a.), plus fixed interest of 1.75% p.a., with a one-year principal grace period and final maturity in December 2043. The funds were allocated to industrial projects.

On August 26, 2024, the Company raised from BNDES in the amount of R\$1,110,000, indexed by the Long-Term Rate (TLP = IPCA + 5.48% p.a.), plus fixed interest of 1.75% p.a., with a 7-year principal grace period and final maturity in May 2044. The funds were allocated to forestry projects.

On October 16, 2024, the Company raised from BNDES in the amount of R\$32,000, indexed by the Long-Term Rate (TLP - 5.27% p.a.), plus fixed interest of 1.75% p.a., with final maturity in October 2042. The funds were allocated to industrial projects.

On November 8, 2024, the Company raised from BNDES in the amount of R\$154,000, indexed by the Long-Term Rate (TLP - 5.23% p.a.), plus fixed interest of 1.65% p.a., with final maturity in December 2037. The funds were allocated to forestry projects.

On December 20, 2024, the Company raised from the BNDES in the amount of R\$61,000, indexed by the reference rate ("TR"), plus fixed interest of 2.24% p.a., with a grace period of 1 year and final maturity in December 2040. The funds were allocated to technological innovation projects.

On December 26, 2024, the Company raised from the BNDES in the amount of R\$208,981, indexed by the exchange rate variation of the US dollar against the Real, plus fixed interest of 1.65% p.a., with a grace period of one and a half years and final maturity in December 2044. The funds were allocated for industrial projects.

18.6.6 Advance of exchange contract ("ACC")

On May 17, 2024, the Company rolled over an ACC of US\$100,000 (equivalent to R\$555,890), indexed at a fixed rate of 6% p.a. and originally maturing on May 17, 2024, to a new rate of 6.46% p.a. with a new maturity on May 19, 2025.

On June 5, 2024, the Company raised an ACC from BNP bank in the amount of US\$15,000 (equivalent to R\$83,383), indexed at a fixed rate of 6.43% p.a., with a maturity on June 9, 2025.

On June 21, 2024, the Company rolled over an ACC of US\$35,000 (equivalent to R\$194,561), indexed at a fixed rate of 6.52% p.a. and originally maturing on June 21, 2024, to a new rate of 6.54% p.a. with a new maturity on May 21, 2025.

18.6.7 Panda Bonds

On November 15, 2024, the Company issued a panda bond in China in the amount of CNY1,200,000 (equivalent to US\$166,000 and R\$960,891) at a fixed cost of 2.8% with a final term of three years.

The Panda Bonds have been certified as green bonds according to the analysis of the China Green Bond Standard Committee. Suzano has also voluntarily obtained an independent Second Party Opinion from Sustainalytics US Inc., which ensures that the allocation of funds under this operation is in line with the Green Bond Principles published by the International Capital Markets Association (ICMA).

18.6.8 International Finance Corporation ("IFC")

On December 10, 2024, the Company drew down the amount available under a credit line with the IFC and a syndicate of commercial banks, in the amount of US\$350,000 (equivalent to R\$2,118,515).

The financing is made up of the following parts: (i) "B-loan - tranche 1", in the amount of US\$105,000 (equivalent to R\$635,554), at a cost of Term SOFR + 1.60% p.a. and a total term of five years, with a principal grace period of three years; and (ii) "B-Loan - tranche 2", in the amount of US\$245,000 (equivalent to R\$1,482,961) at a cost of Term SOFR + 1.80% p.a. and a total term of six years, with a principal grace period of four years.

The credit operation has sustainability performance indicators (KPIs) associated with targets for: (a) reducing the intensity of greenhouse gas (GHG) emissions; and (b) increasing the representation of women in leadership positions in the company. The funds will be allocated to the Cerrado Project.

18.7 Significant transactions settled during the year

18.7.1 Export Prepayment

On February 15, 2024, the Company partially settled, in advance, a pre-export facility with several banks (a syndicated operation), in the total amount of US\$620,000 (equivalent to R\$3,209,057 (principal and interest)). The residual amount of this operation maintained its original maturity in February 2026, with a floating rate based on SOFR + 1.41% p.a.

On June 7, 2024, the Company early settled a debenture with Bradesco bank in the total amount of R\$4,926,631 (principal and interest) as part of a debt rollover strategy. The original maturity of the debenture was in June 2025 and June 2026, with an annual rate of 112.5% of CDI.

19 LEASES

19.1 Right of use

The balances rolled-forward are set out below:

	Lands	Machinery and equipment	Buildings	Ships and boats	Vehicles	Total
Balances at December 31, 2022	3,283,156	112,553	85,756	1,623,118	4,643	5,109,226
Additions/updates	496,236	206,847	101,124		9,702	813,909
Depreciation ⁽¹⁾	(386,436)	(134,587)	(59,448)	(124,890)	(2,346)	(707,707)
Write-offs ⁽²⁾	(12,658)				(6,139)	(18,797)
Balances at December 31, 2023	3,380,298	184,813	127,432	1,498,228	5,860	5,196,631
Additions/updates	506,373	157,542	41,235		39,076	744,226
Depreciation ⁽¹⁾	(408,000)	(167,312)	(54,275)	(124,890)	(2,587)	(757,064)
Write-offs ⁽²⁾	(3,102)					(3,102)
Balances at December 31, 2024	3,475,569	175,043	114,392	1,373,338	42,349	5,180,691

(1) The amount of depreciation related to land is substantially reclassified to biological assets to make up the formation costs.

(2) Write-off due to cancellation of contracts.

On December 31, 2024 and 2023, the Company does not have commitments to lease agreements not yet in force.

19.2 Lease liabilities

The balance of lease payables on December 31, 2024, measured at present value and discounted at the respective discount rates are set forth below:

Nature of agreement	Average rate - % p.a. ⁽ⁱ⁾	Maturity ⁽ⁱⁱ⁾	Present value of liabilities
Lands and farms	12.27	October/2052	3,951,880
Machinery and equipment	11.19	April/2035	273,019
Buildings	10.75	May/2031	117,387
Ships and boats	11.25	February/2039	2,626,083
Vehicles	11.10	November/2028	4,546
			6,972,915

(i) To determine the discount rates, quotes were obtained from financial institutions for agreements with characteristics and average terms similar to the lease agreements.

(ii) Refers to the original maturities of the agreements and, therefore, does not consider eventual renewal clauses.

The balances rolled-forward are set out below:

	12/31/2024	12/31/2023
Opening balance	6,243,782	6,182,530
Additions	744,226	813,909
Write-offs ⁽²⁾	(3,102)	(18,797)
Payments	(1,325,398)	(1,218,399)
Accrual of financial charges ⁽¹⁾	700,283	664,651
Exchange rate variations	613,124	(180,112)
Closing balance	6,972,915	6,243,782
Current	872,228	753,399
Non-current	6,100,687	5,490,383

(1) On December 31, 2024, the amount of R\$249,135 related to interest expenses on leased lands was capitalized to biological assets to represent the formation cost (R\$223,055 as of December 31, 2023).

(2) Write-off due to cancellation of contracts.

The maturity schedule for future payments not discounted to present value related to lease liabilities is disclosed in Note 4.2.

19.2.1 Amounts recognized in the statement of income for the year

The amounts recognized are set out below:

	12/31/2024	12/31/2023
Expenses relating to short-term assets	6,477	8,005
Expenses relating to low-value assets	4,083	2,611
	10,560	10,616

20 PROVISION FOR JUDICIAL LIABILITIES

The Company is involved in certain legal proceedings arising in the normal course of its business, which include tax, social security, labor, civil, environment and real estate.

The Company classifies the risk of unfavorable decisions in legal proceedings, based on legal advice, which reflects the estimated probable losses.

The Company's Management believes that, based on the available information as of the date of these consolidated financial statements, its provisions for tax, social security, labor, civil, environment and real estate risks, accounted for according to IAS 37 are sufficient to cover estimated losses related to its legal proceedings, as set forth below:

20.1 Roll-forward and changes in the provisions for probable losses based on the nature of the proceedings, net of judicial deposits

	12/31/2024				
	Tax and social security	Labor	Civil, environment and real estate	Contingent liabilities assumed ^{(1) (2)}	Total
Provision balance at the beginning of the year	468,839	349,058	139,435	2,155,545	3,112,877
Payments	(60,081)	(89,221)	(6,795)		(156,097)
Reversal	(9,540)	(89,941)	(1,951)	(27,820)	(129,252)
Additions	4,689	162,456	72,605		239,750
Monetary adjustment	4,057	21,574	12,259		37,890
Provision balance	407,964	353,926	215,553	2,127,725	3,105,168
Judicial deposits	(66,746)	(91,596)	(20,076)		(178,418)
Provision balance at the end of the year	341,218	262,330	195,477	2,127,725	2,926,750

(1) Amounts arising from tax-related lawsuits with a possible or remote probability of loss in the amount of R\$1,994,444 and civil lawsuits in the amount of R\$133,281, measured and recorded at the estimated fair value resulting from the business combination with Fibria.

(2) Reversal due to a change in likelihood, cancellation and/or due to settlement.

	12/31/2023				
	Tax and social security	Labor	Civil, environment and real estate	Contingent liabilities assumed ^{(1) (2)}	Total
Provision balance at the beginning of the year	419,915	255,805	118,729	2,645,705	3,440,154
Payments	(1,717)	(37,172)	(3,014)		(41,903)
Reversal	(18,035)	(101,375)	(11,337)	(490,160)	(620,907)
Additions	37,656	211,690	21,335		270,681
Monetary adjustment	31,020	20,110	13,722		64,852
Provision balance	468,839	349,058	139,435	2,155,545	3,112,877
Judicial deposits	(154,469)	(82,305)	(15,694)		(252,468)
Provision balance at the end of the year	314,370	266,753	123,741	2,155,545	2,860,409

(1) Amounts arising from tax-related lawsuits with a possible or remote probability of loss in the amount of R\$2,015,075 and civil lawsuits in the amount of R\$140,470, measured and recorded at the estimated fair value resulting from the business combination with Fibria.

(2) Reversal due to a change in likelihood, cancellation and/or due to settlement. The amount of R\$372,541 refers to the penalty cancellation of the contingent liability assumed on the business combination with Fibria, described in note 20.2.1 (i).

20.1.1 Tax and social security

On December 31, 2024, the Company has 58 (32 as of December 31, 2023) administrative and judicial proceedings of a tax or social security nature in which the disputed matters are related to IRPJ, CSLL, PIS, COFINS, ICMS among others, whose amounts are provisioned when the likelihood of loss is deemed probable by the Company's external legal counsel and by Management.

20.1.2 Labor

On December 31, 2024, the Company has 1,178 (1,241 as of December 31, 2023) labor lawsuits.

In general, the provisioned labor proceedings are related primarily to matters frequently contested by employees of agribusiness companies, such as wages and/or severance payments, in addition to suits filed by outsourced employees of the Company.

20.1.3 Civil, environment and real estate

On December 31, 2024, the Company has 97 (76 as at December 31, 2023) civil, environmental and real estate proceedings.

The provisioned Civil, environment and real estate proceedings are related primarily to the payment of damages, including those arising from contractual obligations, traffic-related injuries, possessory actions, environmental restoration obligations, claims and others.

20.2 Contingencies with possible losses

The Company is involved in tax, civil and labor lawsuits, whose losses have been assessed as possible by Management, supported by legal counsel, and therefore no provision was recorded:

	12/31/2024	12/31/2023
Taxes and social security ⁽¹⁾	9,837,082	9,775,068
Labor	171,480	194,883
Civil and environmental ⁽¹⁾	5,065,714	4,462,964
	15,074,276	14,432,915

(1) The amounts above do not include the fair value adjustments allocated to possible loss risk contingencies representing R\$R\$2,108,635 (R\$2,135,869 as of December 31, 2023), which were recorded at fair value resulting from business combinations with Fibria, as presented in Note 20.1.1 above.

20.2.1 Tax and social securities

For the year ended December 31, 2024, the Company had 673 (733 as of December 31, 2023) tax proceedings whose likelihood of loss is considered possible, in the total amount of R\$9,837,082 (R\$9,775,068 as of December 31, 2023) for which no provision was recorded.

The other tax and social security lawsuits involve various taxes, such as IRPJ, CSLL, PIS, COFINS, ICMS, ISS, IRRF. These disputes primarily arise from differing interpretations of the applicable tax regulations and the information provided in the ancillary obligations.

The most significant tax cases are outlined below:

- (i) Income Tax Assessment - IRPJ/CSLL - Swaps of Industrial and Forestry Assets: In December 2012, the Company received a tax assessment for income tax and social contribution, alleging unpaid tax on a capital gain in February 2007, the closing date of the transaction, when the Company executed an agreement with International Paper regarding a swap of industrial and forestry assets. On January 19, 2016, the Tax Federal Administrative Court ("CARF") rejected, as per the casting vote of the CARF's President, the appeal filed by the Company in the administrative process. The Company was notified of the decision on May 25, 2016 and, given the impossibility of further appeals and the consequent closure of the case at the administrative level, decided to pursue the discussion in the Judiciary. The lawsuit was ruled in favor of the Company's interests and the National Treasury's appeal is currently awaiting judgment at the lower court. In December 2023, pursuant to article 25, § 9ºA, of Law No. 14,689/23, the Active Debt Certificates were rectified to definitively cancel the amounts related to the tax assessment penalty and its charges. According to the Company and its external legal advisors the probability of loss in this case is possible, except for the provisioning of the amount equivalent to the contingent liability assumed arising from the business combination. For the year ended December 31, 2024, the estimated amount of the possible exposure is R\$1,688,690 (R\$1,630,537 as of December 31, 2023).

- (ii) Income tax assessment - IRPJ/CSLL: This refers to an administrative proceeding initiated in October 2023, resulting from tax assessments for IRPJ and CSLL issued against Suzano S.A., for the calendar year of 2019. The infractions alleged include: (i) nondeductible expenses; (ii) improper deduction of operating expenses; (iii) profits earned by the subsidiaries abroad; (iv) goodwill amortization; (v) lack of addition of bonus paid to directors to the CSLL calculation basis, and (vi) tax loss and negative CSLL basis. The Company filed an administrative objection, which was partially upheld. Currently, the voluntary appeal filed by the Company and the ex officio appeal filed by the National Treasury are awaiting judgment. For the year ended December 31, 2024, the total amount of the possible exposure is R\$920,628 (R\$845,164 as of December 31, 2023).
- (iii) Income Tax Assessment - IRPJ/CSLL - Disallowance of Depreciation, Amortization and Depletion Expenses – 2010 period: In December 2015, the Company received a tax assessment demanding the payment of IRPJ and CSLL. The assessment challenges the deductibility of depreciation, amortization and depletion expenses of 2010, which the Company had included in its income tax calculations. The Company filed an administrative appeal, which was partially upheld. This decision was subject to a voluntary appeal, filed by the Company in November 2017. The judgment was converted into a due diligence process, and currently, the Company is awaiting the completion of the due diligence. For the year ended December 31, 2024 the total amount of the possible exposure is R\$875,466 (R\$827,186 as of December 31, 2023).
- (iv) Tax Assessment - IRPJ/CSLL: On October 5, 2020, the Company was notified of a Tax Assessment issued by the Brazilian Internal Revenue Service ("RFB") claiming the payment of IRPJ and CSLL credits, resulting from the remeasurement of the profit of its subsidiary Suzano Trading Ltd in the years ended December 31, 2014, 2015 and 2016. In addition to the Company, the statutory executive officers of Suzano Trading were also included as co-defendants. Based on the legal advisors hired to present the defense, the Company classifies, the risk of loss as possible with reference to the Company and, with reference to the Officers, also possible but with a higher chance of winning (possible to remote). The Company presented the administrative defense and, currently, through Resolution No.104000033, the judgment was converted into a diligence. Currently awaiting the conclusion of the due diligence. In the year ended December 31, 2024 the total amount of the possible exposure is R\$609,548 (R\$563,723 as of December 31, 2023).
- (v) PIS/COFINS – Goods and Services – Period of 2009 to 2011: In December 2013, the Company was assessed by the RFB demanding the collection of PIS and COFINS credits disallowed for allegedly not being linked to its operational activities. In the first instance, the objection filed by the Company was dismissed. A voluntary appeal was filed and it was partially upheld in April 2016. From this decision, the Company filed a special appeal, and certain divergences were admitted for consideration by the Superior Chamber of Tax Appeals ("CSRF"). The National Treasury also filed a special appeal with the Superior Chamber. Currently, the partial settlement of the ruling is being discussed, and the special appeal is awaiting judgment by the CSRF. For the year ended December 31, 2024 the total amount of the possible exposure is R\$201,199 (R\$190,875 as of December 31, 2023).
- (vi) Tax Assessment - Taxation on a universal basis – Period of 2015: On November 3, 2020, the Company was notified of a Tax Assessment issued by the RFB under the accusation that it had failed to pay IRPJ and CSLL for the 2015 calendar year. The infraction was based on the lack of addition, in determining the real profit and the CSLL calculation base, of the profits earned by its foreign subsidiaries. Based on the legal advisors hired to present the defense, the Company classified the risk of loss as possible. The Company filed an administrative defense, which was partially upheld in the first instance. Following this decision, the Company filed a voluntary appeal on June 8, 2024, which was partially upheld on May 14, 2024, resulting in the cancellation of the majority of the tax assessment. For the remaining portion, the Company filed a special appeal, which is currently awaiting judgment. For the year ended December 31, 2024 the total amount of exposure is R\$4,712 (R\$176,917 as of December 31, 2023).

- (vii) Tax incentive - Agency for the Development of Northeastern Brazil ("ADENE"): In 2002, the Company applied for and was granted by the RFB the right to benefit from a reduction in the IRPJ and non-refundable additional taxes calculated on operating profit, for plants A and B (period from 2003 to 2013) and plant C (period from 2003 to 2012), all located in the Aracruz unit, under the condition of making new investments in its units located in the area covered by ADENE. In 2004, the Company received a notice from the extrajudicial administrator of the extinct Superintendency for the Development of the Northeast ("SUDENE"), informing it that the right to enjoy the benefit previously granted was deemed unfounded and would be revoked. In 2005, a tax assessment was issued demanding alleged amounts relating to the tax incentive enjoyed up to that point. After administrative discussion, the tax assessment was partially upheld recognizing the Company's right to benefit from the tax incentive until 2003. The Company's management, advised by its legal advisors, believes that the decision to cancel the referred tax benefits is incorrect and should not prevail, whether concerning the benefits already enjoyed or those not yet enjoyed until their respective final terms. Currently, the contingency is being discussed in the judicial sphere. The Company is awaiting the judgment of the appeal filed against the unfavorable decision. For the year ended December 31, 2024 the total amount of the possible exposure is R\$150,869 (R\$143,912 as of December 31, 2023).
- (viii) Offsetting - IRRF - Period 2000: The Company filed a process to offset IRRF credits for the year ended December 31, 2000 against debts owed to the RFB. In April 2008, the Brazilian Federal Revenue Service partially recognized the credit in favor of the Company. The Company filed a Voluntary Appeal with CARF against this decision and the judgment was converted into a due diligence process. The Voluntary Appeal is currently awaiting judgment. For the year ended December 31, 2024 the total amount of the possible exposure is R\$125,489 (R\$120,871 as of December 31, 2023).
- (ix) IRPJ/CSLL - Partial Approval – 1997 Period: The Company filed a process to offset credits arising from tax losses for the year 1997 against debts owed to the RFB. In March 2009, the tax authorities approved only R\$83,000, resulting in a difference of R\$51,000. The Company is still awaiting the conclusion of the analysis of the credits under administrative review following a favorable decision by CARF in August 2019, which upheld the voluntary appeal filed by the Company. For the remaining portion of the credit, the Company filed a lawsuit to discuss the matter which is currently awaiting judgment in the second instance of its appeal, filed after an unfavorable ruling. For the year ended December 31, 2024, the total amount of the possible exposure is R\$122,319 (R\$117,130 as of December 31, 2023).
- (x) Tax Assessment - IRPJ/CSLL: Administrative proceeding demanding the collection of IRPJ and CSLL for the 2015 calendar year. The infractions alleged include (i) transfer pricing; and (ii) non-deductible expenses. The Company filed an objection in January 2020, which was partially upheld. Following this decision, the Company filed a voluntary appeal, and the judgment was converted into a due diligence process. Currently, the Company is awaiting the beginning of the due diligence process. For the year ended December 31, 2024, the total amount of the possible exposure is R\$112,168 (R\$106,477 as of December 31, 2023).
- (xi) Tax Assessment - IRPJ and Negative Balance: This refers to a Decision Dispatch that partially approved the offsetting carried out by the Company, due to the use of credits from a Negative Balance, arising from withholding tax, calculated for the period from January 2016 to December 2016. The Company filed an administrative objection, which was fully upheld in its favor. For the year ended December 31, 2024, there is no estimated amount of exposure due to the favorable outcome (R\$102,496 as of December 31, 2023).
- (xii) IRPJ/CSLL - Partial Approval – 2000 Period: In 2024, the Company submitted a request to offset credits arising from the negative balance calculated in the year 2000 against debts owed to the Brazilian Federal Revenue Service ("RFB"). The RFB fully disallowed the tax credit. After presenting the defense and the appropriate appeals, the process ended unfavorably for the Company at the administrative level. The Attorney General's Office of the National Treasury ("PGFN") filed a tax execution to collect the amounts, at which time the Company filed the appropriate motions to stay the tax execution, which were partially upheld. The Company has filed an Appeal, which is awaiting judgment. For the year ended December 31, 2024, the estimated amount of exposure is R\$101,654.

20.2.2 Labor

On December 31, 2024, the Company was a defendant in 1,135 labor lawsuits, totaling R\$171,480 (1,034 labor lawsuits, totaling R\$194,883 as of December 31, 2023).

The Company also has several lawsuits in which employees' unions in the states of Bahia, Espírito Santo, Maranhão, São Paulo and Mato Grosso do Sul are included.

20.2.3 Civil, environmental and real estate

On December 31, 2024, the Company was a defendant in approximately 201 civil, environmental and real estate lawsuits, totaling R\$5,065,714 (219 lawsuits totaling R\$4,462,964 as of December 31, 2023).

In general, the civil and environmental proceedings in which the Company, including its subsidiaries, is a defendant, are mainly related to discussions regarding eligibility for environmental licenses, repair of environmental damage, matters relating to indemnities, including those arising from discussions about contractual obligations, precautionary measures, possessory actions, damage repair and revision actions, actions aimed at the recovery of credits (collection actions, monitoring, execution, credit qualifications related to bankruptcy and judicial recovery), actions of social movements interest, such as landless workers, quilombola communities, indigenous people and fishers, and actions resulting from traffic accidents. The Company has a general civil liability insurance policy that aims to cover, within the limits contracted in the policy, any legal convictions arising from damages to third parties (including employees).

The most relevant civil cases are set forth below:

- (i) The Company is involved in 3 Public Civil Actions ("ACPs") filed by the Federal Public Prosecutor's Office ("MPF") in which it requests (i) an injunction that the Company's trucks stop transporting wood on federal highways above the legal weight restrictions (ii) an increase in the fine for excess weight to be applied to Suzano and (iii) compensation for material damage caused to federal highways, the environment and the economic order and compensation for moral damage. One of the ACPs was judged partially well-founded and the Company filed an appeal to the competent court with a request to suspend the effects of the judgment, which is still pending assessment. The other two lawsuits were dismissed and an appeal is pending. In September 2021, both were suspended due to a decision by the STJ to evaluate the points of discussion in the form of a repetitive appeal. In December 2024, the STJ judged the repetitive appeals to allow the application of a double penalty (administrative and judicial), establishing a thesis authorizing the imposition of injunctive relief and civil liability. At the moment, the União Comércio and CNT have filed motions for clarification to highlight various gaps and omissions identified in the judgment.
- (ii) The company sued a competitor in the central-western region over the improper and unauthorized use of a variety of eucalyptus protected by intellectual property rights (cultivar) of the incorporated subsidiary Fibria. The prohibition on the cultivation of this biological asset by the competitor was protected by an injunction, which was confirmed in a judgment in favor of the Company, with the Company initiating the liquidation of the judgment. However, at the appeal stage and in an extended trial, there was a ruling against the Company recognizing a supposed incidental nullity of the cultivar, a decision that is currently subject to a motion for clarification. It should be noted that, in parallel, there is also a lawsuit in the Federal Court in which the competitor filed an action to annul the registration of the cultivar, but, to date, there has been no decision in this process determining the nullity or restricting the Company's right.

21 EMPLOYEE BENEFIT PLANS

The Company provides supplementary pension plan and defined benefit plan, such as medical assistance and life insurance, as set forth below:

21.1 Pension plan

The Company has current supplementary retirement plans, as disclosed below.

21.1.1 Pension plan – Suzano Prev

In 2005, the Company established the Suzano Prev pension plan, managed by BrasilPrev, an open private pension entity, which serves the employees of Suzano Group Companies, in the form of a defined contribution plan.

Under the terms of the benefit plan agreement, for employees who have a salary above 10 Suzano reference units (“URS”), in addition to the 0.5% contribution, the contributions of the Company matches the employees’ contributions, and affect the portion of the salary that exceeds 10 URS, which can vary between 1% and 6% of the nominal salary. This plan is called Basic Contribution 1.

The Company’s contributions to the employees are 0.5% of the nominal salary that does not exceed 10 URS, even though there is no contribution by the employees. This plan is called Basic Contribution 2.

From August 2020, employees who have a salary lower than 10 URS will be able to invest 0.5% or 1% of their nominal salary, and the Company will monitor the employee’s contributions. The employee can choose to invest up to 12% of their salary in the Suzano Prev pension plan, and the excess of Basic Contribution 1 or 2 may be invested in the supplementary contribution, where there is no counter-entry from the Company, and the employee must consider the two contributions within the limit of 12% of their salary.

Access to the balance constituted by the Company’s contributions only occurs upon dismissal, and is directly related to the length of the employment relationship.

Contributions made by the Company, for Suzano Prev pension plan managed by Brasilprev Seguros e Previdência S.A., for the year ended December 31, 2024 amounted R\$21,719 (R\$18,342 as of December 31, 2023) recognized under the cost of sales, selling and general and administrative expenses.

21.2 Defined benefits plan

The Company offers the medical assistance and life insurance in addition to the pension plans, which are measured based on actuarial calculations and recognized in the financial statement, as detailed below.

21.2.1 Medical assistance

The Company guarantees healthcare program cost coverage for a group of former employees who retired up to 2007, as well as their spouses for life and underage dependents.

For other groups of former employees, who exceptionally, according to the Company’s criteria and resolutions or based on rights related to compliance with pertinent legislation, the Company ensures the healthcare program.

The main actuarial risks related are: (i) lower interest rates; (ii) longer than expected mortality tables; (iii) higher than expected turnover; and (iv) higher than expected growth in medical costs.

21.2.2 Life insurance

The Company offers the life insurance benefit to the group of former employees who retired up to 2005 at the Suzano and São Paulo administrative offices, and did not opt for the supplementary retirement plan.

The main actuarial risks are: (i) lower interest rates; and (ii) higher than expected mortality.

21.2.3 Roll-forward of actuarial liability

The roll-forward of actuarial liabilities prepared based on actuarial report is set forth below:

	12/31/2024	12/31/2023
Opening balance	833,683	691,424
Interest on actuarial liabilities	73,853	67,272
Current service cost	1,997	1,959
Actuarial loss – experience	(125)	57,765
Actuarial loss (gain) – financial assumptions	(137,649)	70,762
Benefits paid directly by entity	(50,199)	(55,499)
Closing balance	721,560	833,683

21.2.4 Economic actuarial assumptions and biometric data

	12/31/2024	12/31/2023
Economic		
Nominal discount rate – medical assistance and life insurance	11.16% p.a.	9.14% p.a.
Medical cost growth rate	6.86% p.a.	6.86% p.a.
Nominal inflation	3.50% p.a.	3.50% p.a.
Aging factor	0 to 24 years: 1.50% p.a.	0 to 24 years: 1.50% p.a.
	25 to 54 years: 2.50% p.a.	25 to 54 years: 2.50% p.a.
	55 to 79 years: 4.50% p.a.	55 to 79 years: 4.50% p.a.
	Above 80 years: 2.50% p.a.	Above 80 years: 2.50% p.a.
Biometric		
Table of general mortality	AT-2000	AT-2000
Table of mortality of disabled persons	IAPB 57	IAPB 57
Turnover	1.00% p.a.	1.00% p.a.
Other		
Retirement age	65 years	65 years
Family composition	Men 4 years + older	Men 4 years + older
	and 90% married	and 90% married
Permanency in the plan	100%	100%

21.2.5 Sensitivity analysis

The sensitivity analysis regarding the relevant assumptions of the plans show the impact on the liability balance:

Discount rate		Medical costs growth rate	
+0.50%	691,494	+1.00%	788,124

21.2.6 Forecast amounts and average duration of payments of obligations

The expected benefit payments for future years (ten years), from the obligation of benefits granted and the average duration of the plan obligations are as set forth below:

Payments	Medical assistance and life insurance
2025	53,601
2026	57,267
2027	60,995
2028	64,862
2029	68,645
2029 to 2034	397,704

22 SHARE-BASED COMPENSATION PLAN

The Company grants members of the statutory and non-statutory board of directors, key employees and members of the Board of Directors ("Beneficiaries") long-term share-based incentive plans, approved at the General Meeting with the objectives of: (i) aligning the interests of the beneficiaries with the interests of the Company and its shareholders, (ii) attracting, rewarding, retaining and incentivizing the beneficiaries to conduct the Company's business in a sustainable manner, within appropriate risk limits and aligned with the interests of the shareholders, and (iii) granting a financial incentive to the beneficiaries.

The plans granted by the Company are: (i) Phantom Shares Plan ("PS"), settled in local currency and (ii) Restrict Shares Plan ("Performance Shares"), settled in shares.

The characteristics and measurement criteria of each plan are disclosed below:

22.1 Phantom shares plan ("PS")

The number of phantom shares to be granted to each beneficiary is calculated based on a fixed financial amount per beneficiary.

The beneficiary may only exercise the rights to the phantom shares once the vesting period has been completed, lasting up to 5 (five) years from the date of grant, in accordance with the characteristics of each plan.

The settlement of the phantom shares is in cash, and the amount will be calculated by multiplying the number of shares granted by the value of the share measured based on the average price of the last 90 (ninety) trading sessions.

Since phantom stock option plans are settled in cash, their fair values are measured at the end of each reporting period.

If the beneficiaries leave the Company during the vesting period, they lose the right to exercise the phantom shares.

The plan transactions are presented below:

Year of grant	Fair value on grant date	Number of shares						Restricted year for transfer of shares			
		31/12/2023	Granted during of the year	Cancelled	Exercised (1)	31/12/2024	Available for completion	2025	2026	2027	2028
		2019	R\$42.81	39,461	903		(40,364)				
2020	R\$38.36	984,160	22,525	(204,963)	(768,338)	33,384	33,384				
2021	R\$62.15	1,724,020	39,387	(66,231)	(822,696)	874,480	425,280	449,200			
2022	R\$57.54	3,686,722	84,207	(286,478)	(23,014)	3,461,437		3,113,607	324,611	23,219	
2023	R\$48.79	3,294,062	74,647	(283,548)	(32,982)	3,052,179		28,333	2,721,535	302,311	
2024	R\$56.52		2,759,878	(81,947)	(2,914)	2,675,017			2,893	2,467,693	204,431
Number of stock options		9,728,425	2,981,547	(923,167)	(1,690,308)	10,096,497	458,664	3,591,140	3,049,039	2,793,223	204,431
Book value		268,489	173,486		(80,001)	361,974					
Book value of the previous year		162,117	154,318		(47,946)	268,489					

(1) The average price of the share options exercised and exercised due to termination of employment on December 31, 2024 was R\$42.36 (forty-two reais and thirty-six cents) (R\$58.07 (fifty-eight reais and seven cents) as at December 31, 2023).

22.2 Restricted shares plan (“Performance Shares”)

Each performance share corresponds to 1 (one) common, registered, book-entry share with no par value issued by the Company, to be delivered to the beneficiary once the conditions established in this plan have been met.

The acquisition of rights to the beneficiaries is subject to: (i) continued permanence of the beneficiaries as directors of the Company during the vesting period, (ii) achievement of the goals assigned in the programs and (iii) any other conditions determined by the Board of Directors in each grant made.

The vesting period may last up to 5 (five) years, starting from the date of grant, according to the characteristics of each plan.

The number of performance shares to be effectively delivered to each beneficiary will depend on the achievement of the goals linked to the respective programs and contracts, and will be determined after the vesting period. This calculation will also consider the Total Shareholder Return (“TSR”), which is an indicator used to measure the performance of the shares of the group of companies characterized as competitors of Suzano.

If beneficiaries leave the Company before fulfilling the conditions for obtaining rights, they lose the right to exercise the restricted share option.

The plan transactions are presented below:

Year of grant	Fair value on grant date	Number of stock options				Restricted year for transfer of shares			
		31/12/2023	Shares granted/provisioned	Exercised	31/12/2024	2025	2026	2027	2029
		2021	R\$51.70	111,685	2,559	(114,244)			
2022	R\$53.81	113,161	2,639		115,800	115,800			
2023	R\$51.45	367,903	15,665		383,568		268,534	115,034	
2024	R\$55.27		3,371,612	(890,869)	2,480,743	337,465	220,540	302,738	1,620,000
Number of stock options		592,749	3,392,475	(1,005,113)	2,980,111	453,265	489,074	417,772	1,620,000
Book value		26,744	81,276	(47,794)	60,226				
Book value of the previous year		18,425	8,319		26,744				

23 LIABILITIES FOR ASSETS ACQUISITIONS AND SUBSIDIARIES

	12/31/2024	12/31/2023
Business combinations		
Facepa ⁽¹⁾	27,182	25,924
Vale Florestar Fundo de Investimento em Participações ("VFFIP") ⁽²⁾	93,308	161,263
	120,490	187,187
Current	21,166	93,405
Non-current	99,324	93,782

(1) Acquired in March 2018, for the amount of R\$307,876, upon the payment of R\$267,876, with the remainder updated at the IPCA, adjusted for possible losses incurred up to the payment date, with maturity in March 2028.

(2) On August 2014, the Company acquired Vale Florestar S.A. through VFFIP, with maturity up to August 2029. The annual settlements, carried out in the month of August, are subject to interest and updated by the variations of the US\$ exchange rate, and partially updated by the IPCA.

24 SHAREHOLDERS' EQUITY**24.1 Share capital**

On December 31, 2024, Suzano's share capital was R\$19,269,281 divided into 1,264,117,615 common shares, all nominative, book-entry shares without par value. Expenses related to the public offering were R\$33,735, totaling a net share capital of R\$19,235,546. The breakdown of the share capital is as set out below:

	12/31/2024		12/31/2023	
	Quantity	(%)	Quantity	(%)
Controlling Shareholders				
Suzano Holding S.A.	367,612,329	29.08	367,612,329	27.76
Controller	196,065,636	15.51	196,065,636	14.81
Managements and related persons	32,784,440	2.59	32,105,783	2.42
Alden Fundo de Investimento em Ações	26,154,744	2.07	26,154,744	1.98
	622,617,149	49.25	621,938,492	46.97
Treasury (Note 24.2)	24,875,787	1.97	34,765,600	2.63
Other shareholders	616,624,679	48.78	667,413,523	50.40
	1,264,117,615	100.00	1,324,117,615	100.00

For the year ended December 31, 2024, SUZB3 common shares ended the period quoted at R\$61.78 and R\$55.63 on December 31, 2023.

On April 25, 2024, the Board of Directors approved an increase in the Company's share capital in the amount of R\$10,000,000, as described in note 1.2.4.

24.2 Dividends and reserve calculations

The Company's bylaws establishes that the minimum annual dividend shall be the lower of:

- (i) 25% of the adjusted net income for the year pursuant to Article 202 of Brazilian Law No. 6,404/76; or
- (ii) 10% of the Company's consolidated operating cash generation ("GCO") for the year.

In the year ended December 31, 2024, no dividends were distributed as a result of the loss for the year.

On December 4, 2024, the Board of Directors approved the payment of interest on equity by the Company, in the total gross amount of R\$2,500,000, as described in note 1.2.8.

In the year ended December 31, 2023, based on the criteria defined in the bylaws, mandatory minimum dividends were determined in accordance with item (ii) above, as set forth below:

	12/31/2023
Accounting EBITDA	19,537,398
Adjustments to EBITDA	(1,264,428)
Adjusted EBTIDA	18,272,970
Capex Maintenance (Sustain)	(6,706,367)
GCO = Adjusted EBTIDA - Capex Maintenance	11,566,603
Dividends (10%) - Art. 26, "c" of the Bylaws	1,156,660
Interest on own capital distributed and dividends	1,500,000
Withholding income tax	(190,119)
Interest on own capital distributed in excess ⁽¹⁾	(153,221)

(1) Considering that the distribution of Interest on own capital in the year ending in 2023 exceeded the minimum mandatory dividends, the Company does not expect to propose additional dividends at the next shareholders' meeting.

24.3 Reserves

24.3.1 Capital reserve

They consist of amounts received by the Company arising from transactions with shareholders that do not pass through the income statement and may be used to absorb losses when they exceed profit reserves and redemptions, reimbursements and purchases of shares.

24.3.2 Income reserves

Reserves are constituted by the allocation of the Company's profits, after the allocation for the payment of the minimum mandatory dividends and after the allocation to the various profit reserves, as set forth below:

- (i) Legal: measured based on 5% (five percent) of the net profit of each fiscal year as specified in Article 193 of Brazilian Law No. 6,404/76, which shall not exceed 20% of the share capital, whereas in the year in which the balance of the legal reserve plus the capital reserve amounts exceeds 30% (thirty percent) of the share capital, the allocation of part of the profit will not be mandatory. The use of this reserve is restricted to loss compensation and capital increases, and aims to ensure the integrity of the share capital. For the year ended December 31, 2024, the balance of this reserve is R\$1,847,109 (R\$1,847,109 as of December 31, 2023).
- (ii) Capital increase: measured on the basis of up to 90% (ninety percent) of the remaining balance of the net income for the year, limited to 80% (eighty percent) of the share capital, pursuant to the Company's bylaws, after the allocation to the legal reserve and minimum mandatory dividends. The constitution of this reserve aims to ensure the Company has adequate operating conditions. For the year ended December 31, 2024, the balance of this reserve is R\$2,807,632 (R\$15,670,952 as of December 31, 2023).
- (iii) Special statutory: measured on the basis of up to 10% (ten percent) of the remaining balance of net income for the year, and aims to ensure the continuity of the distribution of dividends, up to the limit of 20% of the share capital. For the year ended December 31, 2024, the balance of this reserve is R\$1,847,109 (R\$1,887,576 as of December 31, 2023).

- (iv) Tax incentives: set up under the terms of article 195-A of Law 6,404/76, amended by Law 11,638/07 and at the proposal of the management bodies, the company will allocate the portion of net income arising from donations or government subsidies to investments, this portion being excluded from the basis for calculating the mandatory dividend. For the year ended December 31, 2024, the balance of this reserve is R\$1,319,908 (R\$998,237 as of December 31, 2023). This increase can be explained by the reserve relating to the benefits of Operating Profit (note 12.3) and Reinvestment. The Operating Profit, applicable to the plants in the states of Espírito Santo, Maranhão and Bahia (under Sudene's approval), in addition to the plant in Belém do Pará (under Sudam's approval), contributed to a reserve of R\$299,515 in the year ended December 31, 2024. With regard to the Reinvestment incentive, used only for the Aracruz (ES), Mucuri (BA) and Imperatriz (MA) units, which are located in the region administered by Sudene, the use of the benefit resulted in an increase of R\$14,574 to the reserve for the year. With regard to the investment subsidy tax incentive, in accordance with Law 14.789/2023, the Company taxed the results equivalent to these amounts, and there was no creation of a reserve for this tax incentive for the current year, only the creation of R\$7,582, referring to the benefit of the previous year, under the rules prior to Law 14.789/2023.
- (v) Investment reserve: constituted in accordance with article 196 of Law No. 6,404/76, modified by Law No. 11,638/07, profit retention is carried out based on a capital budget. This practice aims to meet the needs of the Company's investment plan, previously approved at the Ordinary General Meeting. In the year ended December 31, 2024, the Company absorbed the loss for the year in the amount of R\$(7,315,184), ending the year ended 2024 with a balance of R\$5,157,140 (R\$14,972,324 as of at December 31, 2023).

24.4 Other reserves

These are changes that occur in shareholders' equity arising from transactions and other events that do not originate with shareholders and are disclosed net of tax effects, as set forth below:

	Debtore conversion 5th issue	Actuarial loss	Exchange variation and fair value of financial assets	Exchange variation on conversion of financial statements of foreign subsidiaries	Deemed cost	Total
Balances at December 31, 2022	(45,746)	(144,799)	2,163	3,218	1,904,680	1,719,516
Actuarial loss		(84,828)				(84,828)
Loss on conversion of financial assets and fair value			(865)			(865)
Gain on conversion of financial statements and on foreign investments				5,178		5,178
Partial realization of deemed cost, net of taxes					(100,705)	(100,705)
Balances at December 31, 2023	(45,746)	(229,627)	1,298	8,396	1,803,975	1,538,296
Actuarial loss		90,931				90,931
Loss on conversion of financial assets and fair value			(364,231)			(364,231)
Gain on conversion of financial statements and on foreign investments				163,185		163,185
Partial realization of deemed cost, net of taxes					(79,385)	(79,385)
Balances at December 31, 2024	(45,746)	(138,696)	(362,933)	171,580	1,724,590	1,348,796

24.5 Treasury shares

On December 31, 2024, the Company had 24,875,787 (34,765,600 as of December 31, 2023) of its own common shares held in treasury, with an average cost of R\$53.84 per share, with a historical value of R\$1,339,197 (R\$1,484,014 as at December 31, 2023) and the market corresponding to R\$1,536,826 (R\$1,934,010 as at December 31, 2023).

On January 26, 2024, 20,000,000 common shares held in treasury were canceled. Additionally, on August 9, 2024, another 40,000,000 common shares held in treasury were canceled, as described in Note 1.2.3. On the same date, the Company approved a new share buyback program, under which it may acquire up to 40,000,000 common shares of its own issue, with a maximum term of 18 months, ending on February 9, 2026, of which 11,115,300 have already been repurchased up to the year ended December 31, 2024.

	Quantity	Average cost per share	Historical value	Market value
Balances at December 31, 2022	51,911,569	40.84	2,120,324	2,504,214
Repurchase	20,000,000	44.05	880,914	880,914
Canceled	(37,145,969)	40.84	(1,517,224)	(1,570,532)
Balances at December 31, 2023	34,765,600	42.69	1,484,014	1,934,010
Exercised (note 22.2)	(1,005,113)	47.55	(47,794)	(54,213)
Repurchase	51,115,300	54.91	2,806,764	2,806,764
Canceled	(60,000,000)	48.40	(2,903,787)	(3,238,200)
Balances at December 31, 2024	24,875,787	53.84	1,339,197	1,536,826

24.6 Distribution of results

	Limit on share capital %	Distribution of results		Reserve balances	
		12/31/2024	12/31/2023	12/31/2024	12/31/2023
Realization of deemed cost, net of taxes		(79,385)	(100,705)		
Tax incentive reserve		321,671	118,959	1,319,908	998,237
Legal reserve	20.00 %		443,010	1,847,109	1,847,109
Capital increase reserve	80.00 %		10,911,226	2,807,632	15,670,952
Special statutory reserve	20.00 %		1,212,358	1,847,109	1,887,576
Investments reserve		(7,315,184)		5,157,140	14,972,324
Capital reserve				60,226	26,744
Dividends forfeited		(1,300)			
Interest on own capital			1,500,000		
		(7,074,198)	14,084,848	13,039,124	35,402,942

25 EARNINGS (LOSS) PER SHARE

25.1 Basic

The basic earnings (loss) per share is measured by dividing the profit attributable to the Company's shareholders by the weighted average number of common shares issued during the period, excluding the common shares acquired by the Company and held as treasury shares.

	12/31/2024	12/31/2023	12/31/2022
Net income (loss) for the year attributed to Controlling shareholders'	(7,074,198)	14,084,848	23,381,617
Weighted average number of shares in the year – in thousands	1,289,637	1,330,020	1,361,264
Weighted average treasury shares – in thousands	(24,836)	(32,827)	(31,043)
Weighted average number of outstanding shares – in thousands	1,264,801	1,297,193	1,330,221
Basic earnings (loss) per common share – R\$	(5.59313)	10.85794	17.57724

25.2 Diluted

The diluted earnings (loss) per share is measured by adjusting the weighted average of outstanding common shares, assuming the conversion of all common shares with dilutive effects.

	12/31/2024	12/31/2023	12/31/2022
Net income (loss) for the year attributed to Controlling shareholders'	(7,074,198)	14,084,848	23,381,617
Weighted average number of shares during the year (except treasury shares) – in thousands	1,264,801	1,297,193	1,330,221
Average number of potential shares (stock options) - in thousands		487	317
Weighted average number of shares (diluted) – in thousands	1,264,801	1,297,680	1,330,538
Diluted earnings (loss) per common share – R\$	(5.59313)	10.85387	17.57305

The average number of dilutive potential ordinary shares (stock option) is 2,980 thousand shares. Due to the loss on December 31, 2024, the Company does not consider the dilution effect in the measurement.

26 NET FINANCIAL RESULT

	12/31/2024	12/31/2023	12/31/2022
Financial expenses			
Interest on loans, financing and debentures ⁽¹⁾	(4,453,739)	(3,636,730)	(3,648,330)
Amortization of transaction costs ⁽²⁾	(80,099)	(67,353)	(69,881)
Interest expenses on lease liabilities ⁽³⁾	(451,148)	(441,596)	(433,613)
Amortization of fair value adjustment			(18,887)
Other	(556,917)	(513,483)	(419,659)
	(5,541,903)	(4,659,162)	(4,590,370)
Financial income			
Cash and cash equivalents and marketable securities	1,598,111	1,668,408	818,780
Other	139,323	157,241	148,230
	1,737,434	1,825,649	967,010
Results from derivative financial instruments			
Income	2,669,394	10,149,730	11,969,288
Expenses	(11,782,077)	(4,623,016)	(5,207,721)
	(9,112,683)	5,526,714	6,761,567
Monetary and exchange rate variations, net			
Exchange rate variations on loans, financing and debentures	(17,728,324)	4,185,675	3,949,020
Leases	(613,124)	180,112	186,241
Other assets and liabilities ⁽⁴⁾	2,456,455	(1,278,060)	(840,668)
	(15,884,993)	3,087,727	3,294,593
Net financial result	(28,802,145)	5,780,928	6,432,800

(1) Excludes R\$959,968 arising from capitalized loan costs, substantially related to property, plant and equipment in progress of the Cerrado Project for the year ended December 31, 2024 (R\$1,160,364 as at December 31, 2023).

(2) On December 31, 2023, in the consolidated statements, the balance of R\$19 relating to transaction costs with loans and financing was recognized directly in the income statement.

(3) Includes R\$249,135 referring to the reclassification to the biological assets item for the composition of the formation cost (R\$223,055 as of December 31, 2023).

(4) Includes effects of exchange rate variations of trade accounts receivable, trade accounts payable, cash and cash equivalents, marketable securities and others.

27 NET SALES

	12/31/2024	12/31/2023	12/31/2022
Gross sales	57,017,142	47,601,020	59,550,424
Sales deductions			
Returns and cancellations	(234,643)	(155,950)	(91,291)
Discounts and rebates	(6,936,630)	(5,526,032)	(7,459,520)
	49,845,869	41,919,038	51,999,613
Taxes on sales	(2,442,587)	(2,163,463)	(2,168,667)
Net sales	47,403,282	39,755,575	49,830,946

28 SEGMENT INFORMATION**28.1 Criteria for identifying operating segments**

The Board of Directors and Board of Statutory Executive Officers evaluate the performance of the Company's business segments through the Adjusted EBITDA. The Company has revised the segment note to present Adjusted EBITDA as its performance measure.

The operating segments defined by the Company's management are set forth below:

- (i) Pulp: comprised of the production and sale of hardwood eucalyptus pulp and fluff pulp, mainly to supply the foreign market.
- (ii) Paper: comprises the production and sale of paper to meet the demands of both the domestic and foreign markets. Consumer goods (tissue) sales are classified under this segment due to their immateriality.

Information related to total assets by reportable segment is not disclosed, as it is not included in the set of information made available to the Company's management, which makes investment decisions and determines the allocation of resources on a consolidated basis.

In addition, with respect to geographical information related to non-current assets, the Company does not disclose such information, as all property, plant and equipment, biological and intangible assets are substantially in Brazil.

28.2 Information of operating segments

	12/31/2024		
	Pulp	Paper	Total
Net sales	37,593,462	9,809,820	47,403,282
Domestic market (Brazil)	2,295,258	7,278,586	9,573,844
Foreign market	35,298,204	2,531,234	37,829,438
Asia	15,760,800	24,767	15,785,567
Europe	11,895,394	355,784	12,251,178
North America	6,965,731	914,234	7,879,965
South America and Central	670,157	1,179,840	1,849,997
Africa	6,122	56,608	62,730
Cost of sales	(21,261,705)	(6,139,822)	(27,401,527)
Adjusted EBITDA	20,866,160	2,983,040	23,849,200
Adjustments to EBITDA (*)			1,065,887
Depreciation, depletion and amortization			(9,223,995)
Financial result			(28,802,145)
Net income (loss) before taxes			(13,111,053)

	12/31/2023		
	Pulp	Paper	Total
Net sales	30,677,265	9,078,310	39,755,575
Domestic market (Brazil)	2,144,199	6,719,093	8,863,292
Foreign market	28,533,066	2,359,217	30,892,283
Asia	13,588,032	72,133	13,660,165
Europe	8,701,141	302,131	9,003,272
North America	5,682,010	476,429	6,158,439
South America and Central	558,601	1,437,181	1,995,782
Africa	3,282	71,343	74,625
Cost of sales	(19,694,674)	(5,382,001)	(25,076,675)
Adjusted EBITDA	15,194,660	3,078,310	18,272,970
Adjustments to EBITDA (*)			1,264,428
Depreciation, depletion and amortization			(7,321,110)
Financial result			5,780,928
Net income (loss) before taxes			<u>17,997,216</u>

	12/31/2022		
	Pulp	Paper	Total
Net sales	41,384,322	8,446,624	49,830,946
Domestic market (Brazil)	2,665,746	5,858,892	8,524,638
Foreign market	38,718,576	2,587,732	41,306,308
Asia	18,294,046	4,059	18,298,105
Europe	12,768,321	325,503	13,093,824
North America	7,055,625	608,734	7,664,359
South America and Central	592,360	1,641,277	2,233,637
Africa	8,224	8,159	16,383
Cost of sales	(19,958,000)	(4,863,288)	(24,821,288)
Adjusted EBITDA	25,098,535	3,096,367	28,194,902
Adjustments to EBITDA (*)			1,435,769
Depreciation, depletion and amortization			(7,407,890)
Financial result			6,432,800
Net income (loss) before taxes			<u>28,655,581</u>

	12/31/2024	12/31/2023	12/31/2022
(*) Adjustments to EBITDA			
Fair Value Update - Biological Asset	1,431,532	1,989,831	1,199,759
Income from disposal and write-off of property, plant and equipment and biological assets	(169,284)	(232,143)	19,436
Accruals for losses on ICMS credits	(130,726)	(348,628)	(58,003)
Others ⁽¹⁾	(65,635)	(144,632)	274,577
	<u>1,065,887</u>	<u>1,264,428</u>	<u>1,435,769</u>

(1) It includes items with specific, non-cash and exceptional adjustments, such as: i) COVID-19 - Expenses related to social actions to combat the virus, ii) write-off of wood inventory, iii) tax credits - exclusion of ICMS from the PIS and COFINS calculation basis, iv) donations for catastrophes and pandemics, v) equity equivalence, vi) extension of the PCHM grant, vii) extinction of the packaging business line, viii) fines and cancellation of contracts, ix) expenses with the acquisition of assets and business combinations, and x) effective loss of the development contract advance program.

28.3 Net sales by product

Products	12/31/2024	12/31/2023	12/31/2022
Market pulp ⁽¹⁾	37,593,462	30,677,265	41,384,322
Printing and writing paper ⁽²⁾	8,478,489	7,567,320	6,912,984
Paperboard	1,270,872	1,417,075	1,421,338
Other	60,459	93,915	112,302
	47,403,282	39,755,575	49,830,946

(1) Net sales of fluff pulp represent 0.7% of total net sales, and therefore were included in market pulp net sales. (0.8% as at December 31, 2023).

(2) Net sales of tissue represent 5.8% of total net sales, and therefore were included in printing and writing paper net sales. (5.1% as at December 31, 2023).

With regard to the foreign market revenues of the pulp operating segment, China and the USA are the main countries in terms of net revenue, 36.92% and 16.08%, respectively, for the year ended December 31, 2024 (China and the USA represented 41.36% and 15.32%, respectively, on December 31, 2023).

With regard to the foreign market revenues of the paper operating segment, Argentina and USA, are the main countries in terms of net revenue, 10.96% and 22.50%, respectively, for the year ended December 31, 2024 (Argentina and USA represented 23.68% and 19.49% respectively, on December 31, 2023).

There is no other individual foreign country that represents more than 10% of net revenue in the foreign market for the years ended December 31, 2024 and December 31, 2023.

28.4 Goodwill based on expected future profitability

The goodwill based on expected future profitability arising from the business combination was allocated to the disclosable segments, which correspond to the Company's cash-generating units ("CGUs"), considering the economic benefits generated by such intangible assets. The allocation of goodwill is set out below:

	12/31/2024	12/31/2023
Pulp	7,897,051	7,897,051
Paper	290,191	290,191
	8,187,242	8,187,242

29 INCOME (EXPENSES) BY NATURE

	12/31/2024	12/31/2023	12/31/2022
Cost of sales			
Personnel expenses	(1,741,347)	(1,450,428)	(1,467,896)
Costs of raw materials, materials and services	(11,468,545)	(10,981,883)	(11,463,862)
Logistics cost	(5,186,872)	(4,341,369)	(4,795,161)
Depreciation, depletion and amortization	(8,135,016)	(6,718,474)	(6,406,610)
Other ⁽¹⁾	(869,747)	(1,584,521)	(687,759)
	(27,401,527)	(25,076,675)	(24,821,288)
Selling expenses			
Personnel expenses	(330,178)	(281,673)	(244,681)
Services	(247,585)	(173,494)	(146,184)
Logistics cost	(1,288,670)	(1,067,031)	(1,065,416)
Depreciation and amortization	(955,201)	(952,033)	(951,626)
Other ⁽²⁾	(116,913)	(122,146)	(75,287)
	(2,938,547)	(2,596,377)	(2,483,194)
General and administrative expenses			
Personnel expenses	(1,661,843)	(1,172,538)	(1,039,733)
Services	(503,086)	(406,001)	(378,986)
Depreciation and amortization	(143,600)	(118,771)	(101,764)
Other ⁽³⁾	(311,315)	(225,918)	(189,284)
	(2,619,844)	(1,923,228)	(1,709,767)
Other operating (expenses) income, net			
Rents and leases	2,188	3,971	2164
Results from sales of other products, net	77,817	79,046	58,880
Results from sales and disposals of property, plant and equipment, intangible and biological assets, net	(163,033)	(331,285)	(509)
Result on fair value adjustment of biological assets	1,431,530	1,989,831	1,199,759
Depletion, amortization and other PPA realizations ⁽⁴⁾	9,822	468,168	52,110
Tax credits - gains in tax lawsuits (exclusion of ICMS from the PIS/COFINS calculation basis)			(1,324)
Provision for judicial liabilities	(148,952)	(167,563)	(156,243)
Other operating income (expenses), net	52,201	34,204	(33,121)
	1,261,573	2,076,372	1,121,716

(i) Includes R\$587,345 related to maintenance downtime, costing (R\$650,592 as at December 31, 2023).

(ii) Includes expected credit losses, insurance, materials for use and consumption, travel, accommodation, trade fairs and events.

(iii) Includes, substantially, corporate expenses, insurance, materials for use and consumption, social programs and donations, travel and accommodation.

(iv) Refers, substantially, to the write-off of contingent liabilities assumed in Fibria's PPA as disclosed in note 20.1.

30 INSURANCE COVERAGE

The Company has insurance coverage for operational risks, with a maximum coverage of US\$1,000,000 corresponding to R\$6,192,300. Additionally, the Company has insurance coverage for civil general liabilities in the amount of US\$20,000 corresponding to R\$123,846 as of December 31, 2024.

The Company's Management considers these amounts adequate to cover any potential liabilities, risks and damage to its assets, and any loss of profits. The Company does not have insurance coverage for its forests. To mitigate the risk of fire, the Company maintains internal fire brigades, a watchtower network, and a fleet of fire trucks. There is no history of material losses arising from forest fires.

The Company has a domestic transportation insurance policy with a maximum coverage of R\$60,000 and international policy in the amount of US\$75,000 corresponding to R\$464,423, effective through November 2025, and renewable for an additional 18 months.

In addition, it has insurance coverage for civil responsibility of Directors and Executives ("D&O").



BYLAWS

SUZANO S.A.

Publicly Held Company with Authorized Capital

CNPJ/MF No. 16.404.287/0001-55

NIRE No. 29.300.016.331

CHAPTER I

NAME, HEAD OFFICE, DURATION AND PURPOSE

Article 1 – SUZANO S.A. (“Company”) is a Brazilian publicly held company with authorized capital, governed by these Bylaws and by the applicable legislation, operating in an ethically responsible manner and with respect for human rights.

Sole Paragraph – With the admission of the Company in the Novo Mercado of B3 S.A. – Brasil Bolsa, Balcão (“B3”), the Company, its shareholders, including its controlling shareholders, managers and audit board members, when installed, are subject to the Novo Mercado Regulations of the B3 (“Novo Mercado Rules”).

Article 2 – The Company has its head office in the city, municipality and district of Salvador, State of Bahia, which is its legal jurisdiction.

Article 3 – The Company shall have indeterminate duration.

Article 4 – The objects of the Company are:

- (a) manufacture, trade, import and export of pulp, paper and other products originated from the transformation of forest materials, including their recycling, as well as wood, products related to the printing industry, and accessory products or those sold alongside them, including but not limited to stationery products, cleaning products, and other sanitary and personal hygiene products, and their respective accessories;
-

- (b) formation and commercial operation of homogenous forests, company-owned or owned by third parties, directly or through contracts with companies specializing in forest cultivation and management, as well as the conservation of native forest;
- (c) provision of services, and import, export and commercial operation of assets related to the Company's purposes, including but not limited to the resale and/or promotion, even through electronic means, of goods and products that are part of the Company's corporate purpose, as well as establishing a technological channel developed for e-commerce to trade goods and products that are part of the corporate purpose of the Company or its subsidiaries and/or brands licensed by or to the Company and/or its subsidiaries;
- (d) transportation, by itself or by third parties;
- (e) holding interest as a partner or shareholder in any other company or project;
- (f) operation of port terminals;
- (g) generation and sale of electricity, including the retail sale of electricity and the wholesale of electricity;
- (h) rendering of waterborne transport services by means of cabotage and inland navigation, as well as auxiliary activities such as maritime operations and signaling;
- (i) rendering of port operator services for the movement and storage of goods, for or deriving of waterborne transport, within the organized port area;
- (j) operation of airports and landing fields-; and
- (k) carrying out of theoretical and/or experimental, basic and/or applied research, with the aim of producing new knowledge, as well as on developing and marketing its technological solutions, products and services to the agroforestry sector and/or other sectors related to the Company's corporate purpose.

CHAPTER II CAPITAL STOCK AND SHARES

Article 5 – The Company's share capital, fully subscribed and paid up, is nineteen billion, two hundred and sixty-nine million, two hundred and eighty-one thousand, four hundred and twenty-four reais and sixty-three cents (BRL 19,269,281,424.63), divided into one billion, two hundred and sixty-four million, one hundred and seventeen thousand, six hundred and fifteen (1,264,117,615) common shares, all registered, book entry and with no par value. common shares, all registered, book entry and with no par value.

§ One – The registered capital may be increased without any change in the Bylaws, by decision of the Board of Directors, up to the limit of seven hundred and eighty million, one hundred and nineteen, seven hundred and twelve (780,119,712) ordinary shares, all exclusively book-entry type.

§ Two – In the event of an increase in capital, pursuant to the terms of the law, the shareholders shall have the preemptive right in subscription of the shares to be issued, in proportion to the number of shares that they hold.

§ Three – The Board of Directors may exclude the right of first refusal for existing shareholders in any issue of shares, debentures convertible into shares or warrants the placement of which is made through (i) sale on securities exchanges or by public subscription or (ii) exchange of shares, in a public offering for acquisition of control, in accordance with the legislation.

§ Four – In the event of capital increase by incorporation of reserves or of funds of any kind, the new shares, if issued, shall maintain the same proportions in relation to quantity of shares as those existing at the moment prior to the increase, and the rights attributed to the shares issued by the Company must be fully obeyed.

Article 6 – Any shareholder who for any reason does not within the specified period pay in any call for capital to subscribe shares of the Company shall, for the full purposes of law, be regarded as in arrears and subject to payment of the amount subscribed with monetary adjustment, in accordance with the law, by the Market General Price Index (IGP-M, published by the FGV), plus interest of twelve percent (12%) per year and a penalty payment of ten percent (10%) on the amount of the outstanding balance of the call.

CHAPTER III

THE SHAREHOLDERS MEETING

Article 7 – The Shareholders Meeting shall be convened, ordinarily, in one of the four (4) months following the ending of the business year and, extraordinarily, at any time when called by the Chairman of the Board of Directors, by a Vice-chairman of the Board of Directors, or in any of the cases provided for by law.

Sole Paragraph – The Shareholders Meeting which has as a matter of its agenda the resolution over (i) the cancellation of the company's registry as a publicly held company, or (ii) the change or the exclusion of Article 30 below, shall be called, with at least, sixty (60) days in advance.

Article 8 – The Shareholders Meeting shall be declared to be in session by the Chairman of the Board of Directors, or by any of the Vice-Chairmen of the Board of Directors, by the Chief Executive Officer, or by the Investor Relations Officer and the shareholders shall then

immediately elect the Chairman of the Meeting, who shall request one of those present to be secretary of the Meeting. The Shareholders Meeting may also be declared to be in session by an attorney-in-fact, appointed for that specific purpose by the Chairman of the Board of Directors or by the Chief Executive Officer.

**CHAPTER IV
THE MANAGEMENT**

Article 9 – The following are the Company’s management bodies: (a) the Board of Directors: and (b) the Statutory Executive Board of Officers.

Article 10 – The Board of Directors is a committee decision body, and representation of the Company is a private right of the Statutory Chief Executive Officers and Statutory Executive Officers.

§ One – The term of office of the members of the Board of Directors is two (2) years, and that of the Statutory Executive Board of Officers is one (1) year, but both shall be extended until the new members appointed are sworn in. Board members will serve a unified term and re-election is allowed.

§ Two – The investiture of the managers and members of the Audit Board , sitting and substitute members is conditional to the execution of the instrument of investiture, which shall reflect its subjection to the commitment clause referred to in Article 34 of these Bylaws.

§ Three – The positions of Chairman of the Board of Directors and Chief Executive Officer or key executive of the Company cannot be held by the same person, except in the event of a vacancy, subject to the terms of the Novo Mercado Rules.

Article 11 – The Annual Shareholders Meeting shall, annually, determine the global compensation amount of the members of the Board of Directors and Statutory Executive Board of Officers, it being for the Board of Directors to decide on the form of distribution of the amount fixed, between its members and those of the Statutory Executive Board of Officers.

**SECTION I
THE BOARD OF DIRECTORS**

Article 12 – The Board of Directors shall be made up of between five (5) and ten (10) members, resident in or outside Brazil, elected and dismissed by the Shareholders Meeting, who shall appoint a Chairman and up to two (2) Vice-Chairmen from among them.

§ One – Out of the members of the Board of Directors, at least, two (2) or twenty percent (20%), whichever is higher, shall be Independent Directors, as per the definition of the Novo Mercado

Rules, provided that the characterization of the individuals appointed to the Board of Directors as independent board members must be approved at the shareholders' meeting which elects them.

§ Two – When, due to the calculation of the percentage set forth in the paragraph above, the result generates a fractional number, the Company shall round to the nearest greater whole number.

Article 13 – The Board of Directors shall meet on being called by its Chairman, or any of its Vice-Chairmen or by the Chief Executive Officer, with a minimum of two (2) days' notice and indication of the agenda. Convocation may be by electronic mail. The quorum for the Board to be in session at first (1st) call is at least two-thirds (2/3) of its members, provided that at least the Chairman or one of the Vice-Chairmen of the Board of Directors shall be present, and, on second (2nd) call, the majority of its members, provided that at least the Chairman or one of the Vice-Chairmen of the Board of Directors shall be present. The decisions of the Board of Directors shall be taken by a majority vote of members present at the meeting, provided that one is the Chairman or one of the Vice-Chairmen. In the event of a tied vote, the Chairman of the Board of Directors shall have a casting vote.

§ One – Members of the Board of Directors may take part in meetings by telephone, videoconference or other means of communication; and to ensure effective participation and authenticity of the vote, members should, within the three (3) days following meetings, deliver to the head office, or send by e-mail, documents signed by them confirming their participation and the content of their votes. This procedure may be dispensed with by the said member signing the corresponding minutes of the meeting of the Board of Directors, which must make reference to the medium by which the member stated his or her opinion.

§ Two – Any member of the Board of Directors shall have the right to be represented, through written document or through e-mail, by another member of the Board of Directors, whether for the formation of a quorum, or for voting, with the option to indicate, or not, his or her vote. This representation shall be extinguished simultaneously with the closing of the meeting of the Board of Directors.

§ Three – Similarly, votes shall be valid if made by letter, telegram or e-mail, when received by the Chairman of the Board of Directors or his substitute, up to the end of the meeting.

§ Four – The Chairman of the Board of Directors may invite any of the members of the committees of the Board of Directors or any of the Executive Officers who are not members of the Board of Directors to attend meetings, but without the right to vote, any members of executive committees to the Board of Directors (statutory or not) or the Statutory Executive Board of Officers that not a member of the Board of Directors, and, also, any other executive of the Company, or the representative of the Company's external auditors, or any third party who may be able to contribute opinions, information or suggestions or able to assist in the decisions of the members of the Board.

§ Five – The Board of Directors may also appoint an honorary member, a person of recognized professional competence with a history of dedication to the Company, who may be consulted on an information basis at the meetings of the Board of Directors, under rules and conditions to be set by the Board of Directors.

Article 14 – The following shall be the attributes of the Board of Directors:

- (a)** to fix the general orientation of the Company's business, subject always to the ethical values adopted by the community where it is working, especially respect for human rights and the environment;
 - (b)** if a Committee is created to evaluate the matter hereof, after listening such committee, to elect, evaluate or dismiss Statutory Executive Officers of the Company, at any time, and to set the attributions and competencies of each one of them where these are not provided by these Bylaws, as well as orient the vote of the Company, its subsidiaries or controlled companies, in the election of the managers of the subsidiaries or controlled companies or other companies in which the Company, its subsidiaries or controlled companies hold any equity interest, whenever the Company's, its subsidiaries or controlled companies investment to which the manager will be elected represents an amount equivalent to at least five percent (5%) of the Company's net equity, as disclosed in the Company's Financial Statements for the most recent year-end closing;
 - (c)** to inspect the management as effected by the Statutory Executive Officers; to examine the books and papers of the Company at any time; to request information on contracts signed or to be signed, and any other actions;
 - (d)** if a Committee is created to evaluate the matter hereof, after listening such committee, to state an opinion on the management report and accounts of the Statutory Executive Board of Officers;
 - (e)** if a Committee is created to evaluate the matter hereof, after listening such committee, to appoint and dismiss the independent auditors, subject to the right of veto provided for by law;
 - (f)** if a Committee is created to evaluate the matter hereof, after listening such committee, to approve the accounting criteria and practices;
 - (g)** if a Committee is created to evaluate the matter hereof, after listening such committee, to approve the long-term global strategy to be obeyed by the Company and by the subsidiary companies, and also the long-term global strategy to be proposed for the affiliated companies;
-

Exhibit 1.1

- (h)** if a Committee is created to evaluate the matter hereof, after listening such committee, to examine, approve, and monitor the execution of, the annual and multi-year capital expenditure and operational budgets consolidated, which shall be prepared by the Statutory Executive Board of Officers;
 - (i)** to monitor and evaluate the economic and financial performance of the Company;
 - (j)** to state opinions on any proposals or recommendations made by the Statutory Executive Board of Officers to the General Shareholders Meeting;
 - (k)** to decide on the grant, or not as the case may be, of the preemptive right of shareholders, or to reduce the period of this right, in issues of shares, debentures convertible into shares, or warrants, the placement of which is made by one of the methods referred to in article 172 of Law No. 6,404/76 ("Corporations Law");
 - (l)** subject to the terms of line "k" above, to decide on the issue of securities, including promissory notes, for public or private distribution, inside or outside Brazil, in accordance with the respective legislation;
 - (m)** if a Committee is created to evaluate the matter hereof, after listening such committee, to authorize initial or subsequent participation of the Company as a partner, shareholder or member of a consortium, in another company (except for wholly owned subsidiaries) or undertaking, the giving in guarantee of any interest so acquired to third parties in the Company's transactions, or disposal in any manner or form of any shareholding or interest which is part of the Company's assets;
 - (n)** to authorize the acquisition of shares in the Company, for the purpose of cancellation, or holding in treasury and subsequent sale;
 - (o)** if a Committee is created to evaluate the matter hereof, after listening such committee, to appoint the Investor Relations Officer;
 - (p)** if a Committee is created to evaluate the matter hereof, after listening such committee, to authorize the Statutory Executive Board of Officers, with limits of authority to be defined by a resolution approved at a meeting of the Board of Directors, the minutes of which meeting shall be duly registered with the competent Board of Trade:
 - (p.1)** to sell, place a charge on or acquire assets related to the Company's fixed assets and those referred in line "m" of this Article;
 - (p.2)** to give a real guarantee of any nature, or to give a chattel mortgage;
-

Exhibit 1.1

- (p.3) to agree asset or liability financial transactions, including those known as “vendor” transactions, in which the Company is a guarantor for its clients;
- (p.4) to sign any other contracts in accordance with defined limits of authority in relation to amounts;
- (p.5) to carry out, or order to be carried out, any acts not expressly provided for in these Bylaws, provided that such acts are legally within its competence;
- (p.6) to bring actions, make concessions, reach agreements or withdraw legal proceedings, procedures, measures or any other demands in Court, administrative or arbitration proceedings, and also to carry out voluntary tax offsetting, such as may result in or can result in obligations or rights on the part of the Company, or which may prejudice or can prejudice the Company’s reputation or image;
- (q)** to decide on the establishment of a consultative council to provide advice to the members of the Board of Directors, and to set the positions, remuneration and rules for functioning of that body;
- (r)** to create other committees to advise the Board of Directors, whenever it deems this to be desirable, subject to the terms of Article 15 below;
- (s)** if a Committee is created to evaluate the matter hereof, after listening such committee, to nominate people to drive sectors or areas of the Company, as non- statutory Executive Officer, and non-statutory Executive Officers may also be named as Executive Vice-Presidents, who shall report to an Statutory Executive Officer, not implying such procedure in the delegation of powers which, by law or the present Bylaws, are exclusive of Statutory Executive Officers elected, neither attributing to them, therefore, the condition of member of any statutory organ; and
- (t)** if a Committee is created to evaluate the matter hereof, after listening such committee, to define a triple list of companies specializing in economic valuation of companies for the preparation of an appraisal report of the Company's shares, in cases of tender offer (“OPA”) for cancellation of registration as a publicly held company.

Article 15 – The Board of Directors may establish other advisory committees, which function is to opine over the matter of their competence, in the terms of these Bylaws and the resolutions of the Board of Directors. The recommendations of the committees shall have an exclusive opinionative character, being that the members of the committees shall not have any deliberative power or responsibility for the resolutions.

§ One – The rules regarding composition, duties and competence of an eventual committee that comes to be created by the Board of Directors are to be defined in the specific act of creation of these committees and/or in the resolutions of the committees that follow their creation.

§ Two – The committees may have assistance from other professionals, and also an administrative support structure. The Company shall pay the remuneration of such professionals, including that of the members of the committees and the expenses of the administrative support structure. When the committees believe it to be necessary, they may also hire consultancy services from external professionals, whose fees shall be paid by the Company.

Article 16 – The Chairman of the Board of Directors has the following attributions, with the assistance, in relation to the matters in lines “b”, “c” and “d” below, at his exclusive option, of the respective Committees of the Board of Directors:

- (a) to represent the Board of Directors in dealings with other parties;
- (b) to suggest to the Board of Directors the general orientation of the Company’s business to be transmitted to the Statutory Executive Board of Officers;
- (c) to prepare all the elements necessary for the practice of the acts which are within the competence of the Board of Directors; and
- (d) to accompany and give support to the activities of the Statutory Executive Board of Officers and/or of any of its members.

Article 17 – If the Chairman of the Board of Directors is temporarily absent, he shall be substituted by one of the Vice-Presidents of that body, and it shall be for the Chairman of the Board of Directors to indicate the substitute; and when this does not happen, it shall be for the Board of Directors to make such indication. The same criterion shall be adopted in the same cases for any other member, who shall be substituted by one of his peers.

§ One – If a vacancy occurs on the Board of Directors, the seat may remain vacant until the next Annual Shareholders Meeting, without prejudice of a nomination of a substitute, in order to complete the current mandate, by the remaining directors in a Board of Directors Meeting, in the form of article 150 of the Corporations Law, if one is necessary to maintain the minimum number of members of that body, or if it is deemed convenient that the post should be filled.

§ Two – The substitutions provided for in this Article shall result in the exercise of the functions and of the right to vote in the meetings of the Board of Directors, but not in the remuneration and other advantages of the person substituted.

SECTION II
THE STATUTORY EXECUTIVE BOARD OF OFFICERS

Article 18 – The Statutory Executive Board of Officers shall be comprised of one (1) Chief Executive Officer, which may be named exclusively as President, and between four (4) and nine (9) Statutory Executive Officers, who may also be named as Statutory Executive Vice-Presidents, resident and domiciled in Brazil, and of recognized technical and administrative ability, who may be shareholders, elected by the Board of Directors and able to be dismissed by it at any time, and also to be re-elected.

§ One – The participation of Statutory Executive Officers in the meeting, by telephone, videoconference or other means of communication is allowed; and in order to ensure the effective participation and authenticity of their vote, the Statutory Executive Officers shall deliver, within three (3) days following the meetings, at the Company's headquarters or send by e-mail, documents signed by them confirming their participation and the content of their votes, and such action shall be waived upon the signature of the corresponding minutes of the meeting of the Statutory Executive Board of Officers by said Statutory Executive Officer, which shall refer to the manner in which the Statutory Executive Officer has expressed himself.

§ Two – The area of specific activity and competence of each of the members of the Statutory Executive Board of Officers may be fixed by the Board of Directors, when not specified in these Bylaws.

§ Three – The managers are not permitted to give personal guarantees.

Article 19 – In the temporary absence:

- (a) of the Chief Executive Officer, his replacement shall be designated by the Chairman of the Board of Directors, from among the members of the Board of Directors or the Statutory Executive Board of Officers;
- (b) of any other Statutory Executive Officer, his replacement shall be designated by the Chief Executive Officer, from among the other members or from the direct subordinates of the Statutory Executive Officer who is absent or prevented, on his recommendation. In this latter case, the direct subordinate who is substituting the absent Statutory Executive Officer shall take part in all the routine activities and shall have all the duties of the said officer, including that of being present at meetings of the Statutory Executive Board of Officers to instruct on matters relating to the Statutory Executive Officer who is substituted, without, however, exercising the right to a vote of receiving the remuneration of the person substituted.

§ One – In the event of a seat on the Statutory Executive Board of Officers becoming vacant, the Board of Directors shall meet to fill the vacant seat, if this be necessary to provide the minimum number of members of that body, or if the Board of Directors believes it to be convenient to fill

the post. The term of office of the Statutory Executive Officer thus elected shall terminate simultaneously with that of his peers.

§ Two – Subject to the terms of line “b” of the head paragraph of this Article, substitutions made under this Article shall result in the substitute having the post of the person substituted as well as his or her own, including the right to vote, but excluding the right to receive the remuneration or other advantages of the person substituted.

Article 20 – The Statutory Executive Board of Officers shall meet on calling by the Chief Executive Officer, or by two (2) Statutory Executive Officers, with up to two (2) days’ prior notice, this period being dispensed with when all of the members take part in the meeting.

§ One – The meetings of the Statutory Executive Board of Officers shall be valid when the majority of its members are present, including the Chief Executive Officer or his substitute.

§ Two – Decisions at all meetings of the Statutory Executive Board of Officers shall be taken by the majority of the members present and recorded in minutes. In the event of a tied vote, the Chief Executive Officer shall have the casting vote.

§ Three – The Statutory Executive Officers may meet independently of the formality of calling, when there is an urgent subject. For this meeting to be valid it is necessary that two-thirds (2/3) of the members of the Statutory Executive Board of Officers to be present or represented, and that the decision be taken unanimously

Article 21 – The following shall be attributions of the Statutory Executive Board of Officers:

- (a) to comply with the terms of these Bylaws, and the decisions of the General Meeting of Shareholders and of the Board of Directors, and cause them to be complied with;
 - (b) to administer and manage the Company’s business in accordance with the orientation established by the Board of Directors;
 - (c) to produce monthly interim financial statements and deliver them to the Board of Directors;
 - (d) to prepare the financial statements for each business period, as specified in these Bylaws, including a proposal for allocation of the profit, and submit them to the Board of Directors;
 - (e) to propose to the Board of Directors the approval of the procedures referred to in Articles 27 and 28 of these Bylaws;
-

Exhibit 1.1

- (f)** to prepare the annual and multi-year operations and capital expenditure budgets, including, among other matters, the forestry, industrial, commercial, financial and human resources plans, to be submitted by the Chief Executive Officer to the Board of Directors;
- (g)** to decide on the transactions indicated in lines “p.1” to “p.4” and “p.6” of Article 14 of these Bylaws, subject, when their value does not exceed the amounts indicated in those sub-items, to the authorized limit amounts previously established by the Board of Directors or, if their value does exceed the amounts indicated in those sub-items, after prior submission to the Board of Directors, as well as to resolve on investments on wholly owned subsidiaries in any amounts;
- (h)** to open and/or close branch offices or warehouses throughout the whole of Brazil;
- (i)** to inform the Board of Directors, in the person of its Chairman, in relation to any question of singular importance for the Company’s business; and
- (j)** to seek continuous improvement in the organizational climate and results.

Article 22 – In acts and transactions which create obligations for the Company or exonerate third parties from obligations to it, the Company shall be represented, actively and passively, by any two (2) of its Statutory Executive Officers.

§ One – The Company may be represented by one (1) Statutory Executive Officer and one (1) person holding a power of attorney, by two (2) persons holding powers of attorney or even by one (1) person holding a power of attorney, provided that the power of attorney itself is given by two (2) Statutory Executive Officers, provided that the said power of attorney precisely and consistently specifies the powers that it gives and its period of validity.

§ Two – No powers may be subrogated under any power of attorney, except for the purposes of court proceedings and in-court representation.

§ Three – The Company may, subject to the terms of this Article, be represented by a single Statutory Executive Officer, or by an attorney-in-fact with specific powers to practice any of the following acts:

- (a)** in acts of endorsement of checks or trade bills in favor of financial institutions, in the former case for the purposes of deposit in the Company’s account; or in the latter case for the purposes of discount and/or deposit and/or trading charge and/or collection; also signing the respective contracts, proposals and bordereaux;
 - (b)** representation of the Company before any federal, state or municipal public office, or independent public authority, or public companies, public mixed-capital companies or foundations, solely for administrative purposes;
-

- (c) representation of the Company before the Labor Courts, the Public Attorneys' Offices, or in dealings with labor unions, including for the purposes of appointing representatives and in matters relating to hiring, suspension and dismissal of employees and/or labor agreements including labor litigation; and
- (d) representation of the Company in relation to third parties, for the purposes of representation which does not involve any type of obligation on the Company.

§ Four – Except for purposes of the Courts, and of representation of the Company in administrative disputes and procedures relating to brands and patents, all other powers of attorney given by the Company shall have a maximum period of validity, namely up to June 30 of the year following the year in which they are given, unless there be established a shorter period, which must in any event always be included in the respective instrument.

Article 23 – The following are attributions of the Chief Executive Officer:

- (a) without prejudice to the terms of Article 22 above, to represent the Company actively or passively in the courts or outside the courts, especially to give personal testimony, and for this function he may designate a person to represent him, by special power of attorney;
 - (b) to represent the Company in its public and private relationships at high level;
 - (c) to oversee all the Company's activities in conformity with the orientation established by the Board of Directors;
 - (d) to submit the annual and multi-year operations and capital expenditure budgets to the approval of the Statutory Executive Board of Officers and the Board of Directors;
 - (e) to submit to examination by the Statutory Executive Board of Officers the statistics, reports and statements which give evidence of the global results of the Company, including those of the affiliated and subsidiary companies;
 - (f) to stimulate good relations between the Statutory Executive Board of Officers, eventual committees and the Board of Directors, based on the interests of the Company;
 - (g) to keep the Board of Directors, in the person of its Chairman, constantly informed on all the facts and acts relating to the Company's activities and investments, discussing all the material aspects with him;
 - (h) to propose to the Board of Directors:
-

- (h.1) setting of financial policy, at high level, to be followed by the Company and by the subsidiary companies, and to be proposed to the affiliated companies;
- (h.2) decision on the long-term global strategy to be followed by the Company and by the subsidiary companies, and to be proposed to the affiliated companies;
- (h.3) acquisition by the Company, or its subsidiaries, or affiliated companies, of an initial or subsequent interest, through shares, in any other company, and also the disposal of, or the placing of a charge on, any of these interests; and
- (h.4) formation of joint ventures or signing of partnerships of any type, or cancellation or renewals of such partnerships, by the Company or by its subsidiaries, or affiliated companies.

Sole Paragraph – Service of process on the Company shall be valid only when served on the Chief Executive Officer and one (1) other Statutory Executive Officer.

CHAPTER V THE AUDIT BOARD

Article 24 – The Audit Board is a non-permanent body, and shall be duly installed upon request of the shareholders, in accordance with the applicable laws. One installed, the Audit Board shall be comprised by three (3) to five (5) sitting members and an equal number of substitute members, appointed by the Shareholders Meetings, and shall be governed by the applicable laws and rulings, by these Bylaws and by its Internal Rules.

§ One – In the event of impediment or absence of any member, or a vacancy, members of the Audit Board shall be replaced by their respective substitute members.

§ Two – The sitting members of the Audit Board shall be entitled to receive a fixed compensation determined by the Shareholders Meeting, respected the minimum legal limit, and shall not be entitled to receive any additional compensation of the Company, by any company controlled by it or colligated, except if this additional compensation arises from, or is related to, services rendered to the Company prior to its appointment, or may not compromise the exercise of the duties of audit board member.

CHAPTER VI THE STATUTORY AUDIT COMMITTEE

Article 25 – The Company shall have a Statutory Audit Committee (“SAC”), a collegiate body of advice and instruction directly related to the Company’s Board of Directors, with the purpose of supervising the quality and integrity of financial reports, adherence to legal, statutory and

regulatory laws, adequacy of processes related to risk management and activities of internal and independent auditors.

§ One – The SAC shall have its own Internal Rules, approved by the Board of Directors, which shall provide in detail its duties, as well as operational procedures, in compliance with the laws in force and the rules issued by the regulatory bodies of the capital markets and stock exchanges in which the Company’s securities are listed.

§ Two – The SAC is a permanent body, and shall be comprised by, at least, three (3) and, at most, five (5) members, with a two (2) year term of office, appointed and removed by the Board of Directors, in accordance with the following criteria: (i) at least one of the members of the SAC shall be an independent member of the Company, according to the definition of the Novo Mercado Rules; (ii) at least one of the members of the SAC shall not be a member of the Board of Directors of the Company; (iii) the members of the SAC shall not integrate the Statutory Executive Board of Officers of the Company; (iv) the majority of the members shall meet the independence requirements indicated in CVM Instruction No. 308, of May 14, 1999, as amended; (v) at least one (1) member shall have a recognized experience in matters of corporate accounting, as set forth in the Internal Rules of the SAC, in the applicable legislation and in the rules issued by the regulatory bodies of the capital markets and stock exchanges in which the securities are listed of the Company; and (vi) the same member may accumulate the characteristics described in items “i” and “v” above. The SAC shall have a Coordinator, whose activities shall be defined in the Internal Rules of the SAC.

§ Three – It is prohibited the participation of the Company’s Statutory Executive Officers, its controlled, controlling, colligated or companies in common control, direct or indirectly, in the SAC.

§ Four – The SAC shall have the following duties:

- (a) evaluate the quarterly financial information, interim financial statements and financial statements;
 - (b) supervise the financial area;
 - (c) ensure that the Statutory Executive Board of Officers develops reliable internal controls;
 - (d) ensure that the internal audit and the internal control areas perform its duties and that the independent auditors analyze, through its own review, the practices of the Statutory Executive Board of Officers and internal audit;
 - (e) establish with the independent audit the work plan and the fee proposal;
-

- (f) issue opinions on the hiring, compensation and replacement of the services of the independent audit;
- (g) interact with the independent audit on matters related to the audit procedure;
- (h) evaluate, monitor and recommend to management the correction or improvement of the Company's internal policies, including the policy of related party transactions; and
- (i) evaluate and monitor the Company's risk exposures.

§ Five – The Board of Directors shall determine the compensation of the SAC's members, as well as the budget to cover the costs of its function.

§ Six – The SAC shall have the means necessary to receive and process complaints, including confidential, internal and external to the Company, regarding noncompliance with legal and regulatory provisions applicable to the Company, in addition to internal rules and codes, including specific procedures for the protection of the provider and the confidentiality of the complaint.

CHAPTER VII

FINANCIAL STATEMENTS AND ALLOCATION OF NET PROFIT

Article 26 – The business year shall coincide with the calendar year, thus terminating on December 31 of each year, when the financial statements shall be prepared, together with which the management bodies shall submit to the Annual Shareholders Meeting a proposal for allocation of the net profit for the fiscal year ending on December 31 of the previous year ("Fiscal Year"), subject to deductions, in the following order, in accordance with law:

- (a) a minimum of five percent (5%) for the Legal Reserve, until it reaches twenty percent (20%) of the registered capital, provided that in the fiscal year in which the balance of the legal reserve added by the capital reserve amounts exceed thirty percent (30%) of the capital stock, it will not be mandatory to allocate part of the net income for the fiscal year to the legal reserve;
 - (b) the amounts allocated to Contingency Reserves, if constituted;
 - (c) the amount necessary for the payment of the minimum mandatory dividend which, in each Fiscal Year, shall be equivalent to the lowest amount between: (i) twentyfive percent (25%) of the annual net profit adjusted in accordance with article 202 of the Corporations Law; or (ii) ten percent (10%) of the consolidated Operational Cash Flow Generation in the respective Fiscal Year, calculated in accordance with Paragraph 3 of this Article; and
-

(d) the balance, if any, shall be allocated in such a way as the Statutory Executive Board of Officers propose and the Board of Directors recommends, and the Shareholders Meeting approves, pursuant to the terms of the Corporations Law, and up to ninety percent (90%) may be allocated to the Capital Increase Reserve, for the purpose of ensuring adequate operational conditions. This reserve may not exceed eighty percent (80%) of the registered capital. The remainder shall be allocated to the Special Reserve under these Bylaws for ensuring continuity of semi-annual distribution of dividends, until such reserve reaches twenty percent (20%) of the registered capital.

§ One – As provided for in article 197 of the Corporations Law and its subparagraphs, in any business year in which the amount of obligatory dividend, calculated in accordance with article 202 of that same law and these Bylaws, exceeds the realized portion of the net profit for the business year, the Shareholders Meeting may, on a proposal by the management bodies, allocate the difference to constitution of a Future Earnings Reserve.

§ Two – Under article 199 of the Corporations Law, the balance of profit reserves, other than the reserves for contingencies and future earnings, may not exceed the registered capital. When this limit is reached the Shareholders Meeting shall decide on the application of the excess amount, either for paying-in or for increase of the registered capital, or in distribution of dividends.

§ Three – For the purposes of calculating the amount to be paid as minimum mandatory dividends set forth in line “c” of Article 26, consolidated “Operational Cash Generation” means the result of the following formula:

$$\text{GCO} = \text{Adjusted EBITDA} - \text{Maintenance Capex}$$

Where:

“GCO” means the consolidated Generation of Operational Cash of the Fiscal Year, expressed in national currency.

“EBITDA” means the net profit of the Fiscal Year of the Company expressed in national currency, before the income tax and social contribution on net income, financial income and expenses, depreciation, amortization and depletion.

“Adjusted EBITDA” means the EBITDA excluding items not recurrent and/or not cash and gains (losses) arising from changes in fair value of sale of the biological assets.

“Maintenance Capex” means the amount, expressed in national currency, of the investments in maintenance executed in the Fiscal Year.

§ Four – Upon the resolution of the Shareholders Meeting, the Company may distribute dividends higher than the mandatory dividends set forth in line “c” of this Article.

§ Five – The Shareholders Meeting may allocate a participation in the profits to the members of the Board of Directors and the Statutory Executive Board of Officers, in the circumstances and within the form and limits allowed by law.

Article 27 – On a proposal by the Statutory Executive Board of Officers, approved by the Board of Directors, the Company may pay a compensation to the shareholders, as interest on their equity, up to the limit established by article 9 of Law No. 9,249, December 26, 1995; and in accordance with sub-paragraph 7 of that article any amounts thus disbursed may be deemed part of the obligatory dividend provided for by law and by these Bylaws.

Article 28 – Interim financial statements shall be prepared on the last day of June of each year, and the Statutory Executive Board of Officers may:

- (a) declare a semi-annual dividend, on account of the annual dividend;
- (b) raise interim financial statements and declare dividends for shorter periods, on account of the annual dividend, as long as the total of the dividends paid in each half of the business year does not exceed the amount of the capital reserves;
- (c) declare interim dividends on account of retained earnings or on account of profit reserves existing in the previous annual or half yearly financial statements, on account of the annual dividend.

Article 29 – The annual financial statements shall, obligatorily, be audited by external auditors registered with the CVM. Such auditors shall be chosen and/or dismissed by the Board of Directors, subject, as the case may be, to the terms of paragraph 2 of article 142 of the Corporations Law.

CHAPTER VIII

TENDER OFFER IN CASE OF ACQUISITION OF RELEVANT INTEREST

Article 30 – Any Person (as defined in paragraph one below) solely or jointly with another Bound Person(s), shareholder(s) or not of the Company, which subscribes, acquires or, in any other form, including, without limitation, by means of exchange, conversion, corporate reorganization (including, but not limiting to the merger of the Company and/or of its shares or the merger by the Company of other company or the shares thereof), or even upon acquisition of preemptive rights and/or subscription of shares or other securities issued by the Company convertible into shares or which give the right to its subscription or purchase of shares of the Company, becomes holder, directly or indirectly, in Brazil or offshore, of Relevant Interest (as defined in paragraph one below) the Company shall, within the maximum term of thirty (30) days counting from the date of the event which results in the ownership of the Relevant Interest, launch or, in the case of a registered tender offer in the terms of CVM Rule 361/02, file a registry

request before CVM of, an OPA for the acquisition of the totality of the shares issued by the Company, which shall be liquidated in the maximum term of (a) forty eight (48) days counting from the launch of the offer not subject to registration, and (b) one hundred and eighty (180) days counting from the date of registry filing, in the case of an offer subject to registration, in the terms of the law and applicable legislation, except for certain delays which do not arise from any act or omission of the offeror.

§ One – For the purposes of these Bylaws:

- (a) "Outstanding Shares" means all shares issued by the Company, except those (i) owned, directly or indirectly, by the controlling shareholder or persons related thereto; (ii) in the Company's treasury; (iii) held by a company controlled by the Company; or (iv) directly or indirectly held by the managers of the Company;
 - (b) "Derivatives" means any derivatives liquidated in shares issued by the Company and/or by means of payment in currency, traded on the stock exchange, organized or privately traded, that are referenced in shares or any other security issued by the Company;
 - (c) "Other Rights of Corporate Nature" means (i) usufruct or trust on shares issued by the Company, (ii) options to purchase, subscribe or exchange, for any purpose, that may result in the acquisition of shares issued by the Company; or (iii) any other right that permanently or temporarily secures political or shareholder rights over shares issued by the Company, including American Depositary Receipts (ADRs);
 - (d) "Relevant Interest" means the amount of shares issued by the Company (or its legal successors) in a percentage equal to or greater than twenty percent (20%) of the total shares issued by it;
 - (e) "Person" means any person including, without limitation, any natural or legal person, investment fund, condominium, securities portfolio, universality of rights, or other form of organization, resident, domiciled or headquartered in Brazil or abroad; and
 - (f) "Bound Person" means any Person or group of Persons bound by a voting agreement or similar agreement, or acting jointly representing the same interests. Examples of group of persons acting jointly representing the same interests are those (i) that are directly or indirectly controlled or administered by a person belonging to the group of Persons, (ii) who controls or administers, under any form, a Person belonging to the group of Persons, (iii) that is directly or indirectly controlled or administered by any Person who directly or indirectly controls or manages a person who is a member of the Group of Persons, (iv) in which the controlling shareholder of such person belonging to the Group of Persons holds, directly or indirectly, a corporate interest equal to or greater than twenty percent (20%) of the voting capital, (v) in which such Person belonging to the group of persons holds,
-

directly or indirectly, a corporate interest equal to or greater than twenty percent (20%) of the voting capital, or (vi) holds, directly or indirectly, a corporate interest equal to or greater than twenty percent (20%) of the voting capital of the person belonging to the group of Persons.

§ Two – The OPA shall be (i) addressed to all shareholders of the Company, (ii) executed in an auction to be held at B3, (iii) launched at the price determined in accordance with the provisions of Paragraph Three below, and (iv) paid at sight, in national currency, against the acquisition in the OPA of shares issued by the Company.

§ Three – The acquisition price of each share issued by the Company in the OPA will be the highest of the following values:

- (a) Economic Value to be determined in a valuation report drafted pursuant to § Thirteen and § Fifteen of this article, in compliance with applicable legal and regulatory rules (“Economic Value”); and
- (b) one hundred and forty-five percent (145%) of the highest unit quotation of shares issued by the Company on any stock exchange in which the Company’s shares are traded, during the period of twenty-four (24) months prior to the OPA, duly updated by the reference rate of monetary adjustment of the Special Settlement and Custody System – SELIC (or the index that replaces it) up to the time of payment.

§ Four – The execution of the OPA mentioned in the *caput* of this Article shall not exclude the possibility of a third party submitting a competing OPA, in accordance with the applicable regulations.

§ Five – The Person shall be obliged to comply with any requests or requirements of the CVM regarding the OPA, within the maximum periods prescribed in the applicable regulations.

§ Six – In the event that a Person does not comply with the obligations imposed by this Article, including with respect to meeting the maximum terms (i) for the execution of the OPA, or (ii) to attend to any requests or requirements of the CVM, the Company's Board of Directors shall call an Extraordinary General Meeting, in which such Person may not vote, to resolve the suspension of the exercise of the rights of the Person who has not complied with any obligation imposed by this Article, as provided in article 120 of the Corporations Law.

§ Seven – Any person who acquires or becomes holder, in Brazil or abroad, of other rights, including (i) Other Rights of Corporate Nature of shares issued by the Company, or that may result in the acquisition of shares issued by the Company, or (ii) Derivatives (a) that give rise to the Company's shares or (b) which give the right to receive the corresponding amount of the Company's shares, which results in such Person becoming a holder of a Relevant Interest, shall be equally obliged to, in the maximum term of 30 (thirty) days as from the date of the event that

resulted in the ownership of the Relevant Interest, launch or, in the case of an offer to be registered pursuant to CVM Rule 361/02, file a request for registration with the CVM of an OPA for the acquisition of the totality of the shares issued by the Company, observing the provisions of this Article 30.

§ Eight – The obligations contained in article 254-A of the Corporations Law and Article 31 of these Bylaws exclude the fulfillment by the Person holding a Relevant Interest of the obligations contained in this Article.

§ Nine – For the purposes of calculating the percentage of twenty percent (20%) of the total of the shares issued by the Company to calculate the Relevant Interest, as described in line "d" of Paragraph One of this Article, will not be computed the involuntary increases of equity interest resulting from cancellation of shares in treasury or redemption of shares.

§ Ten – If CVM regulations applicable to the OPA determines the adoption of a calculation criterion for the determination of the acquisition price in the OPA of each share issued by the Company that results in a purchase price higher than that determined in the terms of Paragraph Three above, the acquisition price calculated in accordance with CVM regulations shall prevail at the time of the OPA.

§ Eleven – The provisions of this Article 30 do not apply to the direct and indirect controlling shareholders of the Company on September 29, 2017, and to its Successors (defined below).

§ Twelve – For the purposes of paragraph eleven of Article 30 above, "Successors" of the direct and indirect controlling shareholders of the Company, their respective spouses, companions, heirs, legatees, assigns and successors who, for any reason, including corporate reorganizations, become holders of the shares (and/or of the voting rights inherent to them) and/or Other Rights of Corporate Nature related to the shares held or which will be held by the direct and indirect controlling shareholders of the Company on September 29, 2017.

§ Thirteen - The appraisal report referred to in Paragraph Three of this Article shall be prepared by a specialized institution or company, with proven experience and independent as to the decision-making power of the Company, its managers and controlling shareholder(s). Further, the valuation report shall also satisfy the requirements of paragraphs 1 and 6 of article 8 of the Corporations Law.

§ Fourteen - The selection of the institution or specialized company responsible for determining the Economic Value of the Company is an exclusive competence of the Shareholders' Meeting, based on the presentation, by the Board of Directors, of a triple list, provided that the respective resolution, not counting blank votes, shall be approved by a majority of votes of shareholders representing the Outstanding Shares attending such Shareholders' Meeting, which, if installed by the first call notice, shall be attended by shareholders representing at least twenty percent (20%)

of the total Outstanding Shares, or, if installed by the second call notice, may count on the presence of any number of shareholders holding Outstanding Shares.

§ **Fifteen** - The costs arising from the preparation of the valuation report shall be borne entirely by the offeror.

**CHAPTER IX
SALE OF CONTROL**

Article 31 – The direct or indirect sale of control of the Company, either through a single transaction or through successive transactions, shall be contracted under the condition that the acquirer of the control undertakes to execute the tender offer of shares, which shall contemplate shares issued by the Company owned by the other shareholders, observing the conditions and terms established in the current legislation, regulations and the Novo Mercado Rules, in order to assure them equal treatment to that given to the selling shareholder.

**CHAPTER X
PROCEDURES FOR NEW ACQUISITIONS**

Article 32 – Any Person who holds Outstanding Shares of the Company, in an amount greater than five percent (5%) of the total shares issued by the Company and that wishes to carry out a new acquisition of shares issued by the Company (“New Acquisition”), shall be obliged, prior to each New Acquisition, to communicate in writing to the Company’s Investor Relations Officer, at least three (3) business days prior to the date of the New Acquisition: (i) the number of Outstanding Shares that it intends to acquire; (ii) the intention to acquire; (iii) if it has an interest to appoint a member to the Board of Directors or to the Company’s Audit Board; (iv) the source of the resources that will be used for such acquisition; and (v) the strategic plans related to its investment in the Company.

§ **One** – In addition, the Person characterized in the *caput* of this Article will be obliged to make each New Acquisition in B3, being prohibited to carry out private or over-the counter market trades.

§ **Two** – The Investor Relations Officer is authorized, on his own initiative or in response to a request made by the regulatory bodies, to request that the Company’s shareholders or Group of Shareholders report their direct and/or indirect shareholding composition, as well as the composition of the Its direct and/or indirect control block and, if applicable, the corporate and corporate group, in fact or in law, of which they form part.

§ **Three** – In the event that the Person does not comply with the obligations imposed by this Article, the provisions of Article 30, Seventh Paragraph, above.

CHAPTER XI

LIQUIDATION

Article 33 – The Company shall enter into liquidation in the circumstances provided for by law, and the Shareholders Meeting shall determine the manner of liquidation and appoint the liquidator who shall function during the period of liquidation.

CHAPTER XII

ARBITRATION PROCEEDING

Article 34 – The Company, its shareholders, managers and members of the Audit Board, sitting or substitute members, if any, undertake to resolve, through arbitration, before the Market Arbitration Chamber (*Câmara de Arbitragem do Mercado*), pursuant to its regulation or controversies that may arise between them, relating to or arising from their condition as an issuer, shareholder, administrator and/or member of the Audit Board, in special, of the provisions contained in Law No. 6,385/76, the Corporations Law, in these Bylaws, in the rules issued by the National Monetary Council, by the Central Bank of Brazil and by the CVM, as well as in the other rules applicable to the operation of the capital markets in general, in addition to those contained in the Novo Mercado Rules, the other regulations of B3 and the Novo Mercado Listing Agreement.

* * * *

DESCRIPTION OF SECURITIES REGISTERED UNDER SECTION 12 OF THE EXCHANGE ACT

As of December 31, 2024, Suzano S.A. (“Suzano,” the “Company,” “we,” “us,” and “our”) had the following classes of securities registered pursuant to Section 12(b) of the Exchange Act:

#	Title of each class	Trading symbol(s)	Name of each exchange on which registered
I	Our common shares without par value*	SUZB3/ SUZ	NYSE
II	American Depositary Shares, or ADSs,** each representing one of our common shares	SUZB3/ SUZ	NYSE
III	4.000% Notes due 2025, issued by Suzano Netherlands B.V. (successor to Fibria Overseas Finance Ltd.)	FBR/25	NYSE
	5.500% Notes due 2027, issued by Suzano Netherlands B.V. (successor to Fibria Overseas Finance Ltd.)	FBR/27	NYSE
	6.000% Notes due 2029, issued by Suzano Austria GmbH	SUZ/29	NYSE
	5.000% Notes due 2030, issued by Suzano Austria GmbH	SUZ/30	NYSE
	3.750% Notes due 2031, issued by Suzano Austria GmbH	SUZ/31	NYSE
	3.125% Notes due 2032, issued by Suzano Austria GmbH	SUZ/32	NYSE
	2.500% Notes due 2028, issued by Suzano Austria GmbH	SUZ/28	NYSE

* Not for trading purposes but only in connection with the registration on the New York Stock Exchange of American Depositary Shares representing those common shares.

** Evidenced by American Depositary Receipts, or ADRs.

Capitalized terms used but not defined herein have the meanings assigned to them in our annual report on Form 20-F for the fiscal year ended December 31, 2024, unless otherwise indicated herein.

I. COMMON SHARES

The following description of our share capital and certain material provisions of our corporate rules is a summary and does not purport to be complete. It is subject to, and qualified in its entirety by, our bylaws, Brazilian Corporate Law and any other applicable law concerning Brazilian companies, as amended from time to time.

A copy of our bylaws is attached to our annual report as Exhibit 1.1. We encourage you to read our bylaws and the applicable sections of our annual report for additional information.

Share Capital

Our capital stock is composed of common shares, all without par value and denominated in *reais*. As of December 31, 2024 our share capital, including shares in treasury, was represented by 1,264,117,615 common shares.

In addition to the negotiation in the U.S., as detailed in item II below, our common shares are negotiated on the B3 (ticker symbols SUZB3). All of our shares are registered in book-entry form on behalf of their holders, without share certificates, and Itaú Corretora de Valores S.A. performs services of safe-keeping and transfer of shares. To make the transfer, Itaú Corretora de Valores S.A. makes an entry in the register, debits the share account of the transferor and credits the share account of the transferee.

Pursuant to CVM regulations, any Brazilian public company's (i) direct or indirect controlling shareholders, (ii) shareholders who have elected members of such company's board of directors or fiscal council, as well as (iii) any person or group of persons representing the same interest, in each case that has directly or indirectly acquired or sold an interest that exceeds (either upward or downward) the threshold of 5%, or any multiple thereof, of the total number of shares of any type or class, must disclose such shareholder's or person's share ownership or divestment, immediately after the acquisition or sale, to the CVM and the B3.

Changes to Our Share Capital

Each of our shareholders has a general preemptive right to subscribe for shares or convertible securities in any capital increase, in proportion to its shareholding, except (i) by sale on a stock exchange or by public subscription, (ii) pursuant to an exchange for shares in a public offer for the acquisition of control, in accordance with the Brazilian Corporate Law, (iii) for subscription of shares in accordance with the special law for tax incentives, (iv) conversion of debentures and other securities into shares, since, in these cases, the preemptive right must be exercised when the security is issued, (iv) in the event of the grant and exercise of any stock option to acquire or subscribe for shares of our capital stock; and (v) in the context of a capital increase derived from merger, merger of shares and/or spin-off implemented according to Brazilian Corporation Law. A minimum period of 30 days following the publication of notice of the issuance of shares or convertible securities is allowed for exercise of the right, and the right is negotiable. However, according to our bylaws, our board of directors can eliminate this preemptive right or reduce the 30-day period in case we issue debentures that are convertible into shares, warrants (*bônus de*

subscrição) or shares within the limits authorized by the bylaws and the Brazilian Corporate Law: (i) through a stock exchange or through a public offering or (ii) through an exchange of shares in a public offering to acquire control of another publicly-held company.

Any shareholders' resolution must satisfy the quorum and all other legal requirements established in the Brazilian Corporate Law and in our bylaws. No shareholder is liable to make any further contribution to our capital stock other than with respect to the liability to pay the issue price of the shares subscribed or acquired by such shareholder.

Dividends

Our dividend payments are subject to the provisions of Brazilian Corporate Law, applicable local laws and regulations and our bylaws. Our distributions can include dividends or interest on net equity (*juros sobre capital próprio*). The payment of interest on net equity is subject to withholding income tax, pursuant to Brazilian tax laws, which is not levied upon payments of dividends.

The profits are distributed in proportion to the number of shares owned by each shareholder on the applicable record date. In accordance with the Brazilian Corporation Law, our bylaws require that we distribute annually to our shareholders a mandatory minimum dividend, which we refer to as the mandatory dividend, equal to at least 25% of our net income after taxes, after certain deductions, including accumulated losses and any amounts allocated to employee and management participation, any amount allocated to our legal reserve, and any amount allocated to the contingency reserve and any amount written off in respect of the contingency reserve accumulated in previous fiscal years, in each case in accordance with Brazilian law.

Payments of dividends for each fiscal year or payment of interest on net equity must be within 60 days from the shareholders' meeting in which the distribution was approved, unless a shareholders' resolution determines another date, not later than the end of the fiscal year in which such dividend was declared.

The Brazilian Corporation Law permits, however, a company to suspend the mandatory distribution of dividends if its board of directors reports to the shareholders' meeting that the distribution would be incompatible with the financial condition of the company, subject to approval by the shareholders' meeting and review by the fiscal council.

The amounts available for distribution are determined on the basis of financial statements prepared in accordance with the requirements of the Brazilian Corporation Law. In addition, amounts arising from tax incentive benefits or rebates are appropriated to a separate capital reserve in accordance with the Brazilian Corporation Law. This investment incentive reserve is not normally available for distribution, although it can be used to absorb losses under certain circumstances or be capitalized. Amounts appropriated to this reserve are not available for distribution as dividends.

The Brazilian Corporation Law permits a company to pay interim dividends out of preexisting and accumulated profits for the preceding fiscal year or semester, based on financial statements approved by its shareholders. We may prepare financial statements semiannually or for shorter periods. Our board of directors may declare a distribution of dividends based on the profits reported in semiannual financial statements. Our board of directors may also declare a distribution of interim dividends based on profits previously accumulated or in profits reserve, which are reported in such financial statements or in the last annual financial statement approved by resolution taken at a shareholders' meeting.

If any dividend has not been claimed for 3 years after the date such dividend became due for payment, it will be forfeited and will revert to us.

Voting Rights

Our annual shareholders' meeting takes place at our headquarter, in Bahia, Brazil, in April of each year. Additionally, our board of directors or, in some specific situations set forth in Brazilian Corporate Law, our shareholders or our fiscal council, may call our extraordinary shareholders' meetings.

Holders of our common shares are entitled to one voting right for each unit of common shares held.

Generally, the quorum required to hold shareholders' meetings is at least $\frac{1}{4}$ of our issued and outstanding common shares, except as provided for by Brazilian Corporate Law and our bylaws in relation to decisions regarding certain matters. Decisions are made by simple majority, except where Brazilian Corporate Law or our bylaws provide for a different quorum.

Certain matters require majority quorum for approval, including any amendment to our bylaws and the issuance of new shares. In addition, the appointment of a specialized firm to prepare an appraisal report of our shares in case of cancellation of our registration as a publicly-held company requires a special quorum, pursuant to the terms of B3 regulations.

Under Brazilian Corporate Law, minority shareholders representing at least 5% of our voting capital stock have the right to demand a cumulative voting procedure to elect a member of our board of directors.

Restrictions on Non-Brazilian Holders

There are no restrictions on ownership of our common shares by individuals or legal entities domiciled outside Brazil. Foreign investors may trade their shares through ADSs on the NYSE or directly on the B3.

However, the right to convert dividend payments and proceeds from the sale of common shares into foreign currency and to remit such amounts outside Brazil is subject to exchange control restrictions and foreign investment legislation, which generally require, among other things, obtaining an electronic registration with the Central Bank of Brazil. Nonetheless, any non-

Brazilian holder who registers with the CVM may use the dividend payments and proceeds from the sale of shares to buy and sell securities directly on the B3.

Liquidation Rights

We can only be dissolved by shareholders' resolution passed by at least 50% of our share capital. In the event of our liquidation, after payment of all liabilities, the balance of assets available for distribution will be distributed among the shareholders, each receiving a sum on a *pro rata* basis.

Right to Withdraw

Subject to Brazilian Corporate Law, our shareholders have the right to withdraw their equity interests and receive the relevant payment for their shares in case such shareholders are adversely affected by specific resolutions from shareholders' meeting, as well as if after a corporate reorganization involving us, the resulted entity does not negotiate new shares in the secondary market. This withdraw right may be exercised by dissenting or non-voting shareholders, if the relevant resolution is authorized by the vote of at least 50% of voting shares.

The right of withdrawal lapses 30 days after publication of the minutes of the relevant shareholders' meeting. We would be entitled to reconsider any action giving rise to withdrawal rights within 10 days following the expiration of such rights if the withdrawal of shares of dissenting shareholders would jeopardize our financial stability.

Given that our bylaws do not provide for rules to determine any value for redemption, any redemption of shares arising out of the exercise of such withdrawal rights would be made generally based on the book value per share, determined on the basis of the last balance sheet approved by our shareholders. However, if a shareholders' meeting giving rise to redemption rights occurred more than 60 days after the latest approved balance sheet, the shareholders would be entitled to demand that their shares be valued based on a more updated balance sheet.

Anti-Takeover Provision

Any person who, individually or jointly with another person representing the same interests or bound by a voting agreement, subscribes, acquires or in any way becomes a direct or indirect holder in Brazil or elsewhere of a material participation in Suzano's share capital shall, within 30 days of the date of the event that results in such person holding a material participation, commence a public tender offer for all of the outstanding Suzano shares. A material participation is defined in Suzano's bylaws as a stake equal to 20% or more of the total number of Suzano shares.

The price per share of a tender offer in the event of the acquisition of a material participation will correspond to the higher of the following values: (i) the economic value of Suzano Shares determined in a valuation report; and (ii) 145% of the highest price per Suzano Share during the 24-month period prior to the tender offer, corrected by the SELIC rate up to the time of payment.

Carrying out the tender offer above will not exclude the possibility of a third party submitting a competing tender offer, in accordance with applicable law.

For the purposes of calculating the percentage of 20% of the total of shares issued by us, involuntary increases of equity interest resulting from the cancellation of shares in treasury or redemption of shares will not be computed. The tender offer will not be applicable to direct and indirect controlling shareholders on September 29, 2017 and their successors (as defined in our bylaws).

In the event that a person does not comply with the tender offer obligations described above, our board of directors must call an extraordinary shareholders' meeting, in which such person is not allowed to vote, in order to resolve on the suspension of the rights held by such person.

Delisting from the Novo Mercado

See Item 10. "Additional Information — B — Delisting from the Novo Mercado" of our annual report on Form 20-F for the fiscal year ended December 31, 2021.

Delisting as Publicly-Held Company

See Item 10. "Additional Information — B — Delisting as Publicly-Held Company" of our annual report on Form 20-F for the fiscal year ended December 31, 2021.

II. AMERICAN DEPOSITARY SHARES

The following description of the ADSs and certain material provisions of our corporate rules is a summary and does not purport to be complete. It is subject to, and qualified in its entirety by the Deposit Agreement (as defined below), the form of ADS, which contain the terms of the ADSs, and any applicable law, as amended from time to time.

Copies of the Deposit Agreement (as defined below) are available for inspection at the offices of our depositary.

We encourage you to read the Deposit Agreement (defined below), the ADS form and the applicable sections of our annual report for additional information.

General

In the U.S., we trade ADSs representing our common shares, which are evidenced by ADRs. The ADSs are negotiated on the NYSE. The ADSs representing common shares are traded with ticker symbol SUZ.

The Bank of New York Mellon acts as depositary for our ADSs (“BNYM”). In its capacity, the depositary will register and deliver the ADSs, each representing an ownership interest in one common share deposited with the custodian, as agent of the depositary, under the amended and restated deposit agreement dated December 10, 2018 between us, the depositary, and registered holders and beneficial owners from time to time of the ADSs (the “Deposit Agreement”), and (ii) any other securities, cash or other property which may be held by the depositary.

The principal executive office of BNYM is currently located at 240 Greenwich Street, New York, New York 10286, United States of America and the office at which the ADSs will be administered is currently located at 101 Barclay Street, New York, New York 10286, United States of America.

You may hold ADSs either directly or indirectly through your broker or other financial institution. If you hold ADSs directly, by having an ADS registered in your name on the books of the depositary, you are an ADS holder. If you hold the ADSs through your broker or financial institution nominee, you must rely on the procedures of such broker or financial institution to assert the rights of an ADS holder described in this section. You should consult with your broker or financial institution to find out what those procedures are.

Holders of ADSs may not be able to exercise the preemptive rights relating to the common shares underlying their ADSs, unless a registration statement under the Exchange Act is effective with respect to those rights.

The depositary will be the holder of the ordinary shares underlying the ADSs. As a holder of ADSs, you will have ADS holder rights, which are set out in the Deposit Agreement. The Deposit Agreement also sets out the rights and obligations of the depositary.

Share Dividends and Other Distributions

We may make various types of distributions with respect to our common shares, as detailed below. The depositary has agreed that, to the extent practicable, it will pay to ADS holders the dividends or other distributions it or the custodian receives on common shares, making any necessary deductions provided for in the Deposit Agreement. The depositary may utilize a division, branch or affiliate of BNYM to direct, manage and/or execute any public and/or private sale of common shares under the Deposit Agreement. Such division, branch and/or affiliate may charge the depositary a fee in connection with such sales, which fee is considered an expense of the depositary. ADS holders will receive these distributions in proportion to the number of underlying common shares that such ADSs represent. Except as stated below, the depositary will deliver such distributions to ADR holders in proportion to their interests in the following manner:

- **Cash.** The depositary will convert any cash dividend or other cash distribution we pay on the shares into U.S. dollars, if it can do so on a reasonable basis and can transfer the U.S. dollars to the United States. If that is not possible or if any government approval is needed and cannot be obtained, the deposit agreement allows the depositary to distribute the foreign currency only to those ADS holders to whom it is possible to do so. The depositary will hold the foreign currency it cannot convert for the account of the ADS holders who have not been paid. The depositary will not invest the foreign currency and it will not be liable for any interest. Before making a distribution, any withholding taxes, or other governmental charges that must be paid will be deducted. The depositary will distribute only whole U.S. dollars and cents and will round fractional cents to the nearest whole cent. If the exchange rates fluctuate during a time when the depositary cannot convert the foreign currency, ADS holders may lose some of the value of the distribution.
- **Shares.** The depositary may distribute additional ADSs representing any shares we distribute as a dividend or free distribution. The depositary will only distribute whole ADSs. The depositary will sell shares which would require it to deliver a fraction of a ADS (or ADSs representing those shares) and distribute the net proceeds in the same way as it does with cash. If the depositary does not distribute additional ADSs, the outstanding ADSs will also represent the new shares. The depositary may sell a portion of the distributed shares (or ADSs representing those shares) sufficient to pay its fees and expenses in connection with that distribution.

- ***Rights to purchase additional shares.*** If we offer holders of our securities any rights to subscribe for additional shares or any other rights, the depositary may (i) exercise those rights on behalf of ADS holders, (ii) distribute those rights to ADS holders or (iii) sell those rights and distribute the net proceeds to ADS holders, in each case after deduction or upon payment of its fees and expenses. To the extent the depositary does not do any of those things, it will allow the rights to lapse. In that case, ADS holders will receive no value for them. The depositary will exercise or distribute rights only if we ask it to and provide satisfactory assurances to the depositary that it is legal to do so. If the depositary will exercise rights, it will purchase the securities to which the rights relate and distribute those securities or, in the case of shares, new ADSs representing the new shares, to subscribing ADS holders, but only if ADS holders have paid the exercise price to the depositary. U.S. securities laws may restrict the ability of the depositary to distribute rights or ADSs or other securities issued on exercise of rights to all or certain ADS holders, and the securities distributed may be subject to restrictions on transfer.
- ***Other Distributions.*** The depositary will send to ADS holders anything else we distribute on deposited securities by any means it thinks is legal, fair and practical. If it cannot make the distribution in that way, the depositary has a choice. It may decide to sell what we distributed and distribute the net proceeds, in the same way as it does with cash. Or, it may decide to hold what we distributed, in which case ADSs will also represent the newly distributed property. However, the depositary is not required to distribute any securities (other than ADSs) to ADS holders unless it receives satisfactory evidence from us that it is legal to make that distribution. The depositary may sell a portion of the distributed securities or property sufficient to pay its fees and expenses in connection with that distribution. U.S. securities laws may restrict the ability of the depositary to distribute securities to all or certain ADS holders, and the securities distributed may be subject to restrictions on transfer. The depositary is not responsible if it decides that it is unlawful or impractical to make a distribution available to any ADS holders. We have no obligation to register ADSs, shares, rights or other securities under the Securities Act. We also have no obligation to take any other action to permit the distribution of ADSs, shares, rights or anything else to ADS holders. This means that you may not receive the distributions we make on our shares or any value for them if it is illegal or impractical for us to make them available to you.

The depositary is not responsible if it decides that it is unlawful or impractical to make a distribution available to any ADS holders. We have no obligation to register ADSs, shares, rights or other securities under the Securities Act. We also have no obligation to take any other action to permit the distribution of ADSs, shares, rights or anything else to ADS holders. This means that ADS holders may not receive the distributions we make on our shares or any value for them if it is illegal or impractical for us to make them available to you.

Deposit, Withdrawal and Cancellation

The depositary will deliver ADSs if investors or their broker deposits shares or evidence of rights to receive shares with the custodian. Upon payment of its fees and expenses and of any taxes or charges, such as stamp taxes or stock transfer taxes or fees, the depositary will register the

appropriate number of ADSs in the names requested and will deliver the ADSs to or upon the order of the person or persons that made the deposit.

ADS holders may surrender their ADSs to the depository for the purpose of withdrawal. Upon payment of depository's fees and expenses and of any taxes or charges, such as stamp taxes or stock transfer taxes or fees, the depository will deliver the shares and any other deposited securities underlying the ADSs to the ADS holder or a person the ADS holder designates at the office of the custodian. Or, at the ADS holder request, risk and expense, the depository will deliver the deposited securities at its office, if feasible. However, the depository is not required to accept surrender of ADSs to the extent it would require delivery of a fraction of a deposited share or other security. The depository may charge a fee and its expenses for instructing the custodian regarding delivery of deposited securities.

Investors may surrender their ADR to the depository for the purpose of exchanging ADRs for uncertificated ADSs. The depository will cancel that ADR and will send to the ADS holder a statement confirming that the ADS holder is the registered holder of uncertificated ADSs. Upon receipt by the depository of a proper instruction from a registered holder of uncertificated ADSs requesting the exchange of uncertificated ADSs for certificated ADSs, the depository will execute and deliver to the ADS holder an ADR evidencing those ADSs.

The depository may only restrict the withdrawal of deposited securities in connection with the reasons set forth in General Instruction I.A.(1) of Form F-6 under the Securities Act of 1933:

- temporary delays caused by closing our transfer books or those of the depository or the deposit of common or preferred shares in connection with voting at a shareholders' meeting, or the payment of dividends;
- the payment of fees, taxes and similar charges; or
- compliance with any U.S. or foreign laws or governmental regulations relating to the ADRs or to the withdrawal of deposited securities.

This right of withdrawal may not be limited by any other provision of the Deposit Agreement.

Voting Rights

Holders of the ADSs do not have the same voting rights as holders of our shares. Holders of the ADSs are entitled to the contractual rights set forth for their benefit under the Deposit Agreement.

ADS holders may instruct the depository how to vote the number of deposited shares their ADSs represent. If we request the depository to solicit ADS holders voting instructions (and we are not required to do so), the depository will notify you of a shareholders' meeting and send or make voting materials available to you. Those materials will describe the matters to be voted on and explain how ADS holders may instruct the depository how to vote. For instructions to be valid, they must reach the depository by a date set by the depository. The depository will try, as far as

practical, subject to the laws of Brazil and the provisions of our bylaws or similar documents, to vote or to have its agents vote the shares or other deposited securities as instructed by ADS holders. If we do not request the depositary to solicit your voting instructions, ADS holders can still send voting instructions, and, in that case, the depositary may try to vote as you instruct, but it is not required to do so. Except by instructing the depositary as described above, ADS holders won't be able to exercise voting rights unless they surrender their ADSs and withdraw the shares. However, ADS holders may not know about the meeting enough in advance to withdraw the shares. In any event, the depositary will not exercise any discretion in voting deposited securities and it will only vote or attempt to vote as instructed, as set forth in the amended and restated deposit agreement.

We cannot assure ADS holders that they will receive the voting materials in time to ensure that they can instruct the depositary to vote their shares. In addition, the depositary and its agents are not responsible for failing to carry out voting instructions or for the manner of carrying out voting instructions. This means that ADS holders may not be able to exercise voting rights and there may be nothing they can do if their shares are not voted as requested. In order to give ADS holders a reasonable opportunity to instruct the depositary as to the exercise of voting rights relating to securities deposited with the Depositary as part of our ADR program, if we request the Depositary to act, we agree to give the depositary notice of any such meeting and details concerning the matters to be voted upon at least 45 days in advance of the meeting date.

Amendment and Termination

We may agree with the depositary to amend the amended and restated deposit agreement and the ADRs without your consent for any reason. If an amendment adds or increases fees or charges, except for taxes and other governmental charges or expenses of the depositary for registration fees, facsimile costs, delivery charges or similar items, or prejudices a substantial right of ADS holders, it will not become effective for outstanding ADSs until 30 days after the depositary notifies ADS holders of the amendment. At the time an amendment becomes effective, you are considered, by continuing to hold your ADSs, to agree to the amendment and to be bound by the ADRs and the amended and restated deposit agreement as amended.

The depositary will initiate termination of the deposit agreement if we instruct it to do so. The depositary may initiate termination of the deposit agreement if: (i) 60 days have passed since the depositary told us it wants to resign but a successor depositary has not been appointed and accepted its appointment; (ii) we delist our shares from an exchange on which they were listed and do not list the shares on another exchange; (iii) we appear to be insolvent or enter insolvency proceedings; (iv) all or substantially all the value of the deposited securities has been distributed either in cash or in the form of securities; (v) there are no deposited securities underlying the ADSs or the underlying deposited securities have become apparently worthless; or (vi) there has been a replacement of deposited securities.

If the deposit agreement will terminate, the depositary will notify ADS holders at least 90 days before the termination date. At any time after the termination date, the depositary may sell the deposited securities. After that, the depositary will hold the money it received on the sale, as well as any other cash it is holding under the deposit agreement, unsegregated and without

liability for interest, for the pro rata benefit of the ADS holders that have not surrendered their ADSs. Normally, the depositary will sell as soon as practicable after the termination date.

If the depositary is advised by counsel that it could be subject to material legal liability because we failed to provide information required by Brazilian regulators, the depositary may terminate the amended and restated deposit agreement on as little as 15 days' notice.

After the termination date and before the depositary sells, ADS holders can still surrender their ADSs and receive delivery of deposited securities, except that the depositary may refuse to accept a surrender for the purpose of withdrawing deposited securities or reverse previously accepted surrenders of that kind if it would interfere with the selling process. The depositary may refuse to accept a surrender for the purpose of withdrawing sale proceeds until all the deposited securities have been sold. The depositary will continue to collect distributions on deposited securities, but, after the termination date, the depositary is not required to register any transfer of ADSs or distribute any dividends or other distributions on deposited securities to the ADSs holder (until they surrender their ADSs) or give any notices or perform any other duties under the amended and restated deposit agreement except as described in this paragraph.

Limitations on Obligations and Liability to ADS Holders

Prior to the issue, registration, registration of transfer, split-up, combination, or cancellation of any ADRs, or the delivery of any distribution in respect thereof, and from time to time in the case of the production of proofs as described below, we or the depositary or its custodian may require:

- payment with respect thereto of (i) any stock transfer or other tax or other governmental charge, (ii) any stock transfer or registration fees in effect for the registration of transfers of common shares or other deposited securities upon any applicable register and (iii) any applicable fees and expenses described in the Deposit Agreement;
- the production of proof satisfactory to it of (i) the identity of any signatory and genuineness of any signature and (ii) such other information, including without limitation, information as to citizenship, residence, exchange control approval, beneficial or other ownership of, or interest in, any securities, compliance with applicable law, regulations, provisions of or governing deposited securities and terms of the Deposit Agreement and the ADRs, as it may deem necessary or proper; and
- compliance with such regulations as the depositary may establish consistent with the Deposit Agreement.

The issuance of ADRs, the acceptance of deposits of common shares, the registration, registration of transfer, split-up or combination of ADRs or the withdrawal of common shares, may be suspended, generally or in particular instances, when the ADR register or any register for deposited securities is closed or when any such action is deemed advisable by the depositary.

The Deposit Agreement expressly limits the obligations and liability of the depositary, ourselves and each of our and the depositary's respective agents, provided, however, that no provision of the Deposit Agreement is intended to constitute a waiver or limitation of any rights which ADR holders or beneficial owners of ADSs may have under the Securities Act of 1933 or the Exchange Act, to the extent applicable. The Deposit Agreement provides that we and the depositary:

- are only obligated to take the actions specifically set forth in the amended and restated deposit agreement without negligence or bad faith, and the depositary will not be a fiduciary or have any fiduciary duty to holders of ADSs;
- are not liable if we are or it is prevented or delayed by law or by events or circumstances beyond our or its ability to prevent or counteract with reasonable care or effort from performing our or its obligations under the amended and restated deposit agreement;
- are not liable if we or it exercises discretion permitted under the amended and restated deposit agreement;
- are not liable for the inability of any holder of ADSs to benefit from any distribution on deposited securities that is not made available to holders of ADSs under the terms of the deposit agreement, or for any special, consequential or punitive damages for any breach of the terms of the amended and restated deposit agreement, or for any;
- have no obligation to become involved in a lawsuit or other proceeding related to the ADSs or the amended and restated deposit agreement on your behalf or on behalf of any other person;
- may rely upon any documents we believe or it believes in good faith to be genuine and to have been signed or presented by the proper person;
- are not liable for the acts or omissions of any securities depository, clearing agency or settlement system; and
- the depositary has no duty to make any determination or provide any information as to our tax status, or any liability for any tax consequences that may be incurred by ADS holders as a result of owning or holding ADSs or be liable for the inability or failure of an ADS holder to obtain the benefit of a foreign tax credit, reduced rate of withholding or refund of amounts withheld in respect of tax or any other tax benefit.

The depositary shall not be a fiduciary or have any fiduciary duty to ADR holders or beneficial owners of ADSs. The depositary shall not be subject to any liability with respect to the validity or worth of the deposited securities, the ADSs or the ADRs. Neither the depositary nor we shall be under any obligation to appear in, prosecute or defend any action, suit, or other proceeding in respect of any deposited securities or in respect of the ADS, on behalf of any ADR holders or beneficial owners of ADSs or other person. Neither the depositary nor we shall be liable for any action or non-action by it in reliance upon the advice of or information from legal counsel,

accountants, any person presenting shares for deposit, any ADR holder or beneficial owners of ADSs, or any other person believed by it in good faith to be competent to give such advice or information. Each of the depositary and we may rely, and shall be protected in relying upon, any written notice, request, direction or other document believed by it to be genuine and to have been signed or presented by the proper party or parties. The depositary shall not be liable for any acts or omissions made by a successor depositary whether in connection with a previous act or omission of the depositary or in connection with a matter arising wholly after the removal or resignation of the depositary, provided that in connection with the issue out of which such potential liability arises, the depositary performed its obligations without negligence or bad faith while it acted as depositary. The depositary shall not be liable for the acts or omissions of any securities depository, clearing agency or settlement system in connection with or arising out of book-entry settlement of ADSs or deposited securities or otherwise. In the absence of bad faith on its part, the depositary shall not be responsible for any failure to carry out any instructions to vote any of the deposited securities, the ADSs or the ADRs or for the manner in which any such vote is cast or the effect of any such vote. The depositary shall have no duty to make any determination or provide any information as to our or any liability for any tax consequences that may be incurred by ADR holders or beneficial owners of ADSs as a result of owning or holding ADSs. The depositary shall not be liable for the inability or failure of an ADR holder or beneficial owner of ADSs to obtain the benefit of a foreign tax credit, reduced rate of withholding or refund of amounts withheld in respect of tax or any other tax benefit. No disclaimer of liability under the Securities Act of 1933 is intended by any provision of the deposit agreement.

Additionally, none of us, the depositary or the custodian shall be liable for the failure by any ADR holder or beneficial owner of ADSs to obtain the benefits of credits or refunds of non-U.S. tax paid against such ADR holder's or beneficial owner's income tax liability.

The depositary and its agents may own and deal in any class of securities of our company and our affiliates and in ADSs.

Books of Depositary

The depositary or its agent will keep books for the registration and transfers of ADSs, which shall be open for inspection by the ADS holders at the depositary's office during regular business hours, provided that such inspection is not for the purpose of communicating with ADS holders in the interest of a business or object other than our or a matter related to the deposit agreement or the ADSs. Such register (and/or any portion thereof) may be closed at any time or from time to time, when deemed expedient by the depositary, and the depositary may also close the issuance book portion of such register when reasonably requested by us solely in order to enable us to comply with applicable law.

The depositary will maintain facilities for the delivery and receipt of ADRs.

III. DEBT SECURITIES

Each series of guaranteed notes listed on the NYSE and set forth on the cover page to our annual report on Form 20-F for the fiscal year ended December 31, 2024 has been issued by our wholly-owned subsidiaries Suzano Netherlands B.V. (“Suzano Netherlands”), as successor of Fibria Overseas Finance Ltd. (“Fibria Overseas Finance”), and Suzano Austria GmbH (“Suzano Austria”) themselves and guaranteed by us. Each of these series of notes and related guarantees was issued pursuant to a registration statement and a related prospectus and prospectus supplement (if applicable).

The following table sets forth each relevant series of notes (the “Notes”) registered pursuant to Section 12(b) of the Exchange Act:

Series	Date of Issuance	Principal Amount	Principal Payment	Interest	Interest Payment Date	Maturity Date	Indenture	Prospectus Supplement
4.000% Notes due 2025, issued by Suzano Netherlands B.V. (successor to Fibria Overseas Finance Ltd.)	11.14.2017	US\$600 million	Single installment No principal amount payment prior to maturity ^(a)	4.000% per annum (based on a 360-day year of twelve 30-day months)	January 14 and July 14 of each year 1 st payment: 1.14.2018	1.14.2025	Base Indenture dated 11.14.2017, First Supplemental Indenture dated 11.14.2017, Second Supplemental Indenture dated 4.1.2019 and Third Supplemental Indenture dated 9.1.2023	Prospectus Supplement dated November 9, 2017 (To Prospectus dated November 9, 2017)
5.500% Notes due 2027, issued by Suzano Netherlands B.V. (successor to Fibria Overseas Finance Ltd.)	1.17.2017	US\$700 million	Single installment No principal amount payment prior to maturity ^(a)	5.500% per annum (based on a 360-day year of twelve 30-day months)	January 17 and July 17 of each year 1 st payment: 7.17.2017	1.17.2027	Base Indenture dated 5.12.2014, Second Supplemental Indenture dated 1.17.2017 and Third Supplemental Indenture dated 9.1.2023	Prospectus Supplement dated January 11, 2017 (To Prospectus dated May 1, 2014)
6.000% Notes due 2029, issued by Suzano Austria GmbH	9.20.2018 (reopening: 2.5.2019)	US\$1,750 million (original: US\$1,000 million; and reopening: US\$750 million)	Single installment No principal amount payment prior to maturity ^(a)	6.000% per annum (based on a 360-day year of twelve 30-day months)	January 15 and July 15 of each year 1 st payment: 1.15.2019	1.15.2029	Base Indenture dated 9.20.2018, First Supplemental Indenture dated 2.5.2019 and Second Supplemental Indenture dated 8.14.2019	Prospectus dated July 16, 2019 (To Prospectus dated June 24, 2019)
5.000% Notes due 2030, issued by Suzano Austria GmbH	5.29.2019	US\$1,000 million	Single installment No principal amount payment prior to maturity ^(a)	5.000% per annum (based on a 360-day year of twelve 30-day months)	January 15 and July 15 of each year 1 st payment: 1.15.2020	1.15.2030	Base Indenture dated 5.12.2014, Second Supplemental Indenture dated 8.14.2019	Prospectus dated July 16, 2019 (To Prospectus dated June 24, 2019)
3.750% Notes due 2031, issued by Suzano Austria GmbH	9.14.2020	US\$1,250 million (original: US\$750 million and reopening US\$500 million)	Single installment No principal amount payment prior to maturity ^(a)	Initial Rate of Interest: 3.750% per annum Subsequent Rate of Interest: 4.000% per annum (based on a 360-day year of twelve 30-day months)	January 15 and July 15 of each year 1 st payment: 1.15.2021	1.15.2031	Base Indenture dated 1.24.2020 and Amended and Restated First Supplemental Indenture dated 11.19.2020	Prospectus Supplement dated September 10, 2020 and Prospectus Supplement dated November 16, 2020 (To Prospectus dated January 24, 2020)
3.125% Notes due 2032, issued by Suzano Austria GmbH	7.1.2021	US\$1,000 million	Single installment No principal amount payment prior to maturity ^(a)	Initial Rate of Interest: 3.125% per annum Subsequent Rate of Interest: 3.250% or 3.375% per annum (based on a 360-day year of twelve 30-day months)	January 15 and July 15 of each year 1 st payment: 1.15.2022	1.15.2032	Base Indenture dated 1.24.2020 and Second Supplemental Indenture dated 7.1.2021	Prospectus Supplement dated June 28, 2021 (To Prospectus dated January 24, 2020)
2.500% Notes due 2028, issued by Suzano Austria GmbH	9.13.2021	US\$500 million	Single installment No principal amount payment prior to maturity ^(a)	Initial Rate of Interest: 2.500% per annum Subsequent Rate of Interest: 2.750% or 3.000% per annum (based on a 360-day year of twelve 30-day months)	March 15 and September 15 of each year 1 st payment: 3.15.2022	9.15.2028	Base Indenture dated 1.24.2020 and Third Supplemental Indenture dated 9.13.2021	Prospectus Supplement dated September 8, 2021 (To Prospectus dated January 24, 2020)

^(a) Except in the case of the occurrence of an Event of Default (as such term is defined in the applicable Note) and acceleration of the aggregate outstanding principal amount of the Notes, upon redemption prior to the maturity date.

The following description of our debt securities and certain material provisions of our prospectus and guaranties is a summary and does not purport to be complete. It is subject to, and qualified in its entirety by the respective indentures, any supplement to such indentures, the instruments representing each series of the Notes and any applicable law, as amended from time to time. Certain terms, unless otherwise defined here, have the meaning given to them in the relevant indenture.

We encourage you to read the indentures governing the Notes, as well as the applicable sections of our annual report for additional information.

General

Any debt securities issued by Suzano Austria or Suzano Netherlands is governed by a document called an indenture. The indenture is a contract entered into between any one of us, and a trustee, currently Deutsche Bank Trust Company Americas (the “Trustee”), as well as us, as guarantor and as successor of Fibria Celulose S.A. (“Fibria”). The Trustee has the following main roles:

- (i) first, the trustee can enforce debt securities holders’ rights against us if we default on our obligations under the indenture or the debt securities, although there are some limitations on the extent to which the trustee acts on debt securities holders behalf that are described under “—Events of Default”; and
- (ii) second, the trustee performs administrative duties for the debt securities holders, such as sending payments and notices to debt securities holders.

Suzano Austria will issue debt securities guaranteed by Suzano under an indenture we refer to as the Suzano Austria indenture. Suzano Netherlands will issue debt securities guaranteed by Suzano under an indenture we refer to as the Suzano Netherlands indenture.

Together or separately, Suzano Austria, Suzano Netherlands and us may issue as many distinct series of debt securities under our indentures as are authorized by the corporate bodies that are required under applicable law and our corporate organizational documents to authorize the issuance of debt securities. Specific issuances of debt securities will also be governed by a supplemental indenture, an officer’s certificate or a document evidencing the authorization of any such corporate body. This summary contains material terms of the debt securities that are common to all series and to each of the indentures, unless otherwise indicated in this Exhibit 2.4 and in the prospectus supplement relating to a particular series.

As listed in the table above, until December 31, 2024 we have 7 outstanding Notes issued in U.S. dollar, which were all based on the following 4 different indentures, as applicably amended: (i) indenture entered into by Suzano Austria and the Trustee on September 20, 2018 (“2018 Suzano Austria Base Indenture”); (ii) indenture entered into by Suzano Austria and the Trustee on May 29, 2019 (“2019 Suzano Austria Base Indenture”); (iii) indenture entered into by Suzano Austria and the Trustee on January 24, 2020 (“2020 Suzano Austria Base Indenture” and, together with the 2018 Suzano Austria Base Indenture and the 2019 Suzano Austria Base Indenture, the “Suzano Austria Base Indentures”); (iv) indenture entered into by Suzano Netherlands, as

successor of Fibria Overseas Finance, and the Trustee on May 12, 2014 (“2014 Suzano Netherlands Base Indenture”); and (v) indenture entered into by Suzano Netherlands, as successor of Fibria Overseas, and the Trustee on November 14, 2017 (“2017 Suzano Netherlands Base Indenture” and, together with the 2014 Suzano Netherlands Base Indenture, “Suzano Netherlands Base Indentures”).

In addition, as result of a merger of Fibria into us, on April 1, 2019, we assumed all of Fibria’s obligations under the Suzano Netherlands Base Indentures. Also, as provided for in, and permitted by, the Suzano Netherlands Base Indentures, on September 1, 2023, Suzano Netherlands assumed all of Fibria Overseas Finance’s obligations under the Suzano Netherlands Base Indentures. Terms such as “Suzano,” the “Company,” “we,” “us” and “our” as used in this Exhibit 2.4 shall refer to Suzano itself, together with its subsidiaries (including Fibria Overseas Finance, Suzano Netherlands and Suzano Austria) or as Fibria’s successor, as the case may be.

Each of the indentures and their associated documents contain the full legal text of the matters described herein. We have agreed that New York law governs the indentures and the debt securities. We have filed a copy of all applicable indentures with the SEC as exhibits to our respective registration statements. We have consented in each indenture to the non-exclusive jurisdiction of any U.S. federal court sitting in the borough of Manhattan in the City of New York, New York, United States and any appellate court from any thereof.

Types of Debt Securities

This section summarizes material terms of the debt securities that are common to all series and to the Suzano Austria and Suzano Netherlands indentures, unless otherwise indicated in this section or in the prospectus supplement relating to a particular series.

Because this section is a summary, it does not describe every aspect of the debt securities. This summary is subject to and qualified in its entirety by reference to all the provisions of the indentures, including the definition of various terms used in the indentures. For example, we describe the meanings for only the more important terms that have been given special meanings in the indentures.

We may issue original issue discount securities, which are debt securities that are offered and sold at a substantial discount to their stated principal amount. We may also issue indexed securities or securities denominated in currencies other than the U.S. dollar, currency units or composite currencies, as described in more detail in the prospectus supplement relating to any such debt securities. We will describe the U.S. federal income tax consequences and any further specific U.S. federal income tax consequences and any other special considerations applicable to original issue discount, indexed or foreign currency debt securities in the applicable prospectus supplement.

In addition, the material financial, legal and other terms particular to a series of debt securities will be described in the prospectus supplement relating to that series. Those terms may vary from the terms described here. Accordingly, this summary also is subject to and qualified by

reference to the description of the terms of the series described in the applicable prospectus supplement.

In addition, the prospectus supplement will state whether we will list the debt securities of the series on any stock exchanges and, if so, which ones.

Form, Exchange and Transfer

The notes will be issued, unless otherwise indicated in the applicable prospectus supplement, in fully registered form without interest coupons, in minimum denominations of U.S.\$200,000, in case of the 2018 Suzano Austria Base Indenture and the 2019 Suzano Austria Base Indenture, or U.S.\$2,000 in case of the Suzano Netherlands Base Indentures and any integral multiples of U.S.\$1,000 thereof, and minimum denominations of U.S.\$1,000 in case of the 2020 Suzano Austria Base Indenture and integral multiples thereof. The debt holders may have the debt securities broken into more debt securities of smaller denominations or combined into fewer debt securities of larger denominations, as long as the total principal amount is not changed. This is called an exchange.

Debt holders may exchange or transfer their registered debt securities at the office of the trustee. The Trustee will maintain an office in New York, New York. The trustee acts as our agent for registering debt securities in the names of holders and transferring registered debt securities. The entity performing the role of maintaining the list of registered holders is called the “**security registrar.**” It will also register transfers of the registered debt securities.

Holders will not be required to pay a service charge to transfer or exchange debt securities, but may be required to pay any tax or other governmental charge associated with the registration of transfer or exchange. The transfer or exchange of a registered debt security will only be made if holders have duly endorsed the debt security or provided the security registrar with a written instrument of transfer satisfactory in form to the security registrar.

If we designate additional transfer agents, they will be named in the applicable prospectus supplement. We may cancel the designation of any particular transfer agent. We may also approve a change in the office through which any transfer agent acts or choose to act as our transfer agent.

If the debt securities are redeemable and we redeem less than all of the debt securities of a particular series, we may block the transfer or exchange of debt securities in order to freeze the list of holders to prepare the mailing during the period beginning 15 days before the day we mail the notice of redemption and ending on the day of that mailing. We may also refuse to register transfers or exchanges of debt securities selected for redemption. However, we will continue to permit transfers and exchanges of the unredeemed portion of any debt security being partially redeemed.

Payment and Paying Agents

Debt securities in registered form, will have interest paid to the direct holder listed in the trustee's records at the close of business on a particular day in advance of each due date for interest, even if such holder no longer own the security on the interest due date. That particular day is called the "regular record date" and will be stated in the applicable prospectus supplement.

We will pay interest, principal (and premium, if any) and any other money due on global registered debt securities pursuant to the applicable procedures of the depositary or, if the debt securities are not in global form, at our office or agency maintained for that purpose in New York, New York. We may also choose to pay interest by mailing checks. For the Suzano Netherlands Base Indentures, upon application by a holder to the specified office of the trustee or any paying agent not less than 10 business days before the due date for any payment in respect of a debt security, such payment may be made by transfer to a U.S. dollar account maintained by the holder with a bank in New York City. We may also arrange for additional payment offices, and we may cancel or change our use of these offices, including our use of the trustee's corporate trust office. These offices are called "**paying agents**." We may appoint paying agents outside the United States for a specific issuance of securities. We may also choose to act as our own paying agent.

Regardless of who acts as paying agent, all money that we pay as principal, premium or interest to a paying agent, or then held by us in trust, that remains unclaimed at the end of two years after the amount is due to a direct holder will, subject to any unclaimed property laws, be repaid to us or (if then held in trust) discharged from trust. After that two-year period, direct holders may look only to us for payment and not to the trustee, any other paying agent or anyone else.

Notices

We and the trustee will send notices only to direct holders, using their addresses as listed in the registrar's records. In addition, if the debt securities of a series are listed on a securities exchange, we will provide notice to the holders in accordance with the applicable rules of such exchange.

Modification and Waiver

Each indenture provides several categories of changes that can be made to the indenture and the debt securities issued under that indenture. Such changes may or may not require the consent of the holders, as described below.

1) Changes Requiring Each Holder's Approval. Each indenture provides that there are changes to the indenture that cannot be made without the approval of each holder of the outstanding debt securities affected thereby. Those types of changes include:

- reduce the rate of interest on any debt security or extend the stated maturity of any payment of interest on any debt security;

- reduce the principal amount of any debt security or extend the stated maturity of any payment of principal of (and premium, if any, on) any debt security;
- reduce the amount payable upon the redemption of any debt security (i) for the Suzano Netherlands Base Indentures, or change the time at which any debt security may be redeemed; or (ii) for the Suzano Austria Base Indentures, in respect of an optional redemption, change the times at which any debt security may be redeemed or, once notice of redemption has been given, change the time at which it must thereupon be redeemed;
- a change in the currency of any payment on a debt security or its place of payment;
- an impairment of the holder’s right to sue for payment of any amount due on a debt security;
- a reduction in the percentage in principal amount of the outstanding debt securities the consent of the holders of which is needed to modify or amend the indenture or a debt security or waive compliance with various provisions of the indenture; and
- Specifically for Suzano Netherlands Base Indentures:
 - a waiver of specified defaults in payment of principal of (and premium, if any, on) and interest on a debt security;
 - amend any provisions of the payment obligations under guarantees in a manner that would materially and adversely affect the holders; and
 - make any change in the amendment or waiver provisions which require each holder’s consent.

It is not necessary for holders of the debt securities to approve the particular form of any proposed amendment, supplement or waiver, but is sufficient if their consent approves the substance thereof.

Neither Suzano nor any of its subsidiaries or affiliates may, directly or indirectly, pay or cause to be paid any consideration, whether by way of interest, fee or otherwise, to any holder for or as an inducement to any consent, waiver or amendment of any of the terms or provisions of the indentures or the debt securities unless such consideration is offered to be paid or agreed to be paid to all holders of the debt securities that consent, waive or agree to amend such term or provision within the time period set forth in the solicitation documents relating to the consent, waiver or amendment.

2) Changes Not Requiring Approval. Each indenture provides that there are changes to the indenture that do not require any approval by holders of outstanding debt securities under that indenture. Those types of changes include:

- to cure any ambiguity, defect or inconsistency in the indenture or the debt securities;

- to comply with the covenant described under the caption “—Consolidation, Merger or Sale of Substantially All Assets”;
- to evidence and provide for the acceptance of an appointment by a successor trustee;
- to provide for uncertificated debt securities in addition to or in place of Certificated debt securities;
- to provide for any guarantee of the debt securities, to secure the debt securities or to confirm and evidence the release, termination or discharge of any guarantee of or Lien securing the debt securities when such release, termination or discharge is permitted by the indenture;
- to provide for or confirm the issuance of additional debt securities; or
- to make any other change that does not materially, adversely affect the rights of any holder or to conform the indenture to this “Description of the Debt Securities” or the “Description of the Notes” in the applicable prospectus supplement.

3) **Changes Requiring a Majority Vote.** Each indenture provides that other changes to the indenture and the outstanding debt securities under the indenture requires the approval by the holders of debt securities that together represent a majority of the outstanding principal amount of the particular series affected. This approval would also be required for us to obtain a waiver of all or part of any covenants described below under “—Certain Covenants of Suzano” or in the applicable prospectus supplement, for us to obtain a waiver of a past default, or to rescind or annul a declaration of acceleration with respect to debt securities of any series before a judgment or decree for payment of the money due has been obtained by the trustee if subject to the conditions described in “Events of Default—Remedies Upon an Event of Default.” The required approval must be given by written consent. However, we cannot obtain a waiver of a payment default or any other aspect of an indenture or the debt securities issued under that indenture described above under “—Changes Requiring Each Holder’s Approval” unless we obtain the consent of all holders of the debt securities issued under that indentures to the waiver.

Further Details Concerning Voting

Debt securities will not be considered outstanding, and therefore the holders of those debt securities will not be eligible to vote or take other action under the applicable indenture, if we have deposited or set aside in trust for the holders money for their payment or redemption. Debt securities will also not be eligible to vote or take other action under the applicable indenture if they have been defeased as described under “—Defeasance and Discharge.” Debt securities held by us, Suzano Austria, Suzano Netherlands or our affiliates are not considered outstanding.

We will generally be entitled to set any day as a record date for the purpose of determining the holders of outstanding debt securities that are entitled to vote or take other action under the applicable indenture. In limited circumstances, the trustee, and not us, will be entitled to set a record date for action by holders. If a record date is set for a vote or other action to be taken by

holders of a particular series, that vote or action may be taken only by persons who are holders of outstanding debt securities of that series on the record date and must be taken within 180 days following the record date or another period that we or, if it sets the record date, the trustee may specify. This period may be shortened or lengthened (but not beyond 180 days).

Street name and other indirect holders should consult their banks or brokers for information on how approval may be granted or denied if we seek to change the indenture or the debt securities or request a waiver.

Redemption

Unless otherwise indicated in the applicable prospectus supplement, the debt securities will not be entitled to the benefit of any sinking fund; that is, we will not deposit money on a regular basis into any separate custodial account to repay the debt securities. In addition, other than as set forth in “—Optional Tax Redemption” below, unless otherwise specified in the applicable prospectus supplement, we will not be entitled to redeem the debt securities before their stated maturity.

If the applicable prospectus supplement specifies a redemption date, it will also specify one or more redemption prices, which may be expressed as a percentage of the principal amount of your debt security or by reference to one or more formulae used to determine the redemption price. It may also specify one or more redemption periods during which the redemption prices relating to a redemption of debt securities during those periods will apply.

If the applicable prospectus supplement specifies a redemption commencement date, we may redeem the debt securities at our option at any time on or after that date. If we redeem the debt securities, we will do so at the specified redemption price, together with interest accrued to the redemption date. If different prices are specified for different redemption periods, the price we pay will be the price that applies to the redemption period during which the debt securities is redeemed. If less than all of the debt securities are redeemed at any time, the trustee will authenticate and deliver to the holder of such debt securities without service charge, a new debt security or securities of the same series and of like tenor, of any authorized denomination as requested by such holder, in aggregate principal amount equal to and in exchange for the unredeemed portion of the principal of the debt security so surrendered. If less than all of the debt securities are redeemed, the debt securities to be redeemed will be determined in accordance with the applicable procedures of the depository.

In the event that we exercise an option to redeem any debt securities, we will give to the trustee and the holders written notice of the principal amount of the debt securities to be redeemed, not less than five business days nor more than 60 days for the Suzano Austria Base Indentures or 60 business days for Suzano Netherlands Base Indentures, before the applicable redemption date. We will give the notice in the manner described above under “—Notices.”

Optional Tax Redemption

If, as a result of any change in or amendment to the laws or treaties (or any rules or regulations thereunder) of any Relevant Jurisdiction, or any amendment to or change in an official interpretation, administration or application of such laws, treaties, rules, or regulations (including a holding by a court of competent jurisdiction), which change or amendment or change in official position becomes effective on or after the issue date, or, with respect to a successor, after the date a successor assumes the obligations under the debt securities or the debt securities guarantees, Suzano Austria or Suzano Netherlands or their successors have or will become obligated to pay Additional Amounts as described below under “— Payment of Additional Amounts” in excess of the Additional Amounts that Suzano Austria or Suzano Netherlands would be obligated to pay if payments were subject to withholding or deduction at a rate of 15% (or at a rate of 25% in case the holder of the debt securities is resident in a tax haven jurisdiction, i.e., countries which do not impose any income tax or which impose it at a maximum rate lower than 20% or where the laws impose restrictions on the disclosure of ownership composition or securities ownership) as a result of the taxes, duties, assessments and other governmental charges described above (the “Minimum Withholding Level”), then we may, at our option, redeem all, but not less than all, of the debt securities of the series so affected, at a redemption price equal to 100% of their principal amount, together with interest and Additional Amounts accrued to the date fixed for redemption, upon publication of irrevocable notice not less than 30 days nor more than 90 days prior to the date fixed for redemption.

No notice of such redemption may be given earlier than 90 days prior to the earliest date on which we would, but for such redemption, be obligated to pay the Additional Amounts above the Minimum Withholding Level, were a payment then due. We shall not have the right to so redeem the debt securities in the event we become obliged to pay Additional Amounts which are less than the Additional Amounts payable at the Minimum Withholding Level. Notwithstanding the foregoing, we shall not have the right to so redeem the debt securities unless: (i) it has taken measures it considers reasonable to avoid the obligation to pay Additional Amounts; and (ii) it has complied with all applicable regulations to legally effect such redemption; provided, however, that for this purpose reasonable measures shall not include any change in Suzano Austria’s or Suzano Netherlands’s or any successor’s jurisdiction of incorporation or organization or location of each of their principal executive or registered office.

Open Market Purchases

Subject to any restrictions described in the applicable prospectus supplement, we or our affiliates may at any time purchase debt securities from investors who are willing to sell from time to time, either in the open market at prevailing prices or in private transactions at negotiated prices. Debt securities that we or they purchase may, in our discretion, be held, resold or canceled, but will only be resold in compliance with applicable requirements or exemptions under the relevant securities laws.

Payment of Additional Amounts

Unless otherwise indicated in the applicable prospectus supplement, all payments in respect of the debt securities issued thereunder and the related guarantee, if any, will be made without withholding or deduction for or on account of any present or future taxes, duties, assessments, or other governmental charges of whatever nature imposed or levied by or on behalf of (i) Brazil, (ii) Austria; (iii) the Cayman Islands, or (iii) or any other jurisdiction or political subdivision thereof from or through which a payment is made or in which Suzano Austria or Suzano Netherlands (or any successor to each of them) is organized or is a resident for tax purposes having power to tax (a “Relevant Jurisdiction”), unless we are compelled by law to deduct or withhold such taxes, duties, assessments or governmental charges. In such event, Suzano Austria or Suzano Netherlands, as applicable, will make such deduction or withholding, make payment of the amount so withheld to the appropriate governmental authority and pay such additional amounts as may be necessary to ensure that the net amounts receivable by holders of debt securities after such withholding or deduction shall equal the respective amounts of principal and interest which would have been receivable in respect of the debt securities in the absence of such withholding or deduction (“Additional Amounts”). Notwithstanding the foregoing, no such Additional Amounts shall be payable:

- i. in respect of any taxes, duties, assessments or governmental charges that would not have been so withheld or deducted but for the existence of any present or former connection between the holder or beneficial owner of the debt securities (or between a fiduciary, settlor, beneficiary, member or shareholder of such holder or beneficial owner, if such holder or beneficial owner is an estate, a trust, a partnership, a limited liability company or a corporation) and the Relevant Jurisdiction, including, without limitation, such holder or beneficial owner (or such fiduciary, settlor, beneficiary, member or shareholder) being or having been a citizen or resident thereof or being or having been engaged in a trade or business or present therein or having, or having had, a permanent establishment therein, other than the mere holding of the debt securities or enforcement of rights and the receipt of payments with respect to the debt securities;
- ii. in respect of debt securities presented for payment more than 30 days after the Relevant Date (as defined below) except to the extent that the holder of such debt securities would have been entitled to such Additional Amounts, on surrender of such debt securities for payment on the last day of such period of 30 days;
- iii. in respect of any taxes, duties, assessments or other governmental charges that would not have been so withheld or deducted but for the failure by the holder, the beneficial owner of the debt securities, or, in the case of amounts payable to the Trustee, the Trustee to (i) make a declaration of non-residence, or any other claim or filing for exemption, to which it is entitled, or (ii) comply with any certification, identification or other reporting requirement concerning the nationality, residence, identity or connection with the Relevant Jurisdiction, if (1) compliance is required by the Relevant Jurisdiction, as a precondition to, exemption from, or reduction in the rate of, the tax, assessment or other governmental charge and (2) the Suzano Austria or Suzano Netherlands has given the

holders or the Trustee, as applicable, at least 30 days' notice that holders will be required to provide such certification, identification or other requirement; provided that, in no event, shall such holder's, beneficial owner's, or Trustee's requirement to make a valid and legal claim for exemption from or reduction of such taxes require such holder, beneficial owner or the Trustee to provide any materially more onerous information, documents or other evidence than would be required to be provided had such holder, beneficial owner or the Trustee been required to file U.S. IRS Forms W-8 or W-9, as applicable;

- iv. in respect of any estate, inheritance, gift, sales, transfer, capital gains, excise or personal property or similar tax, assessment or governmental charge;
- v. any withholding or deduction that is imposed on the debt securities that is presented for payment, where presentation is required, by or on behalf of a holder who would have been able to avoid such withholding or deduction by presenting such debt securities to another paying agent;
- vi. in respect of any tax, assessment or other governmental charge which is payable other than by deduction or withholding from payments of principal or interest on the debt securities; or
- vii. in respect of any combination of the above.

In addition, no Additional Amounts shall be paid with respect to any payment on a debt security to a holder who is a fiduciary, a partnership, a limited liability company or other than the sole beneficial owner of that payment to the extent that payment would be required by the laws of the Relevant Jurisdiction to be included in the income, for tax purposes, of a beneficiary or settlor with respect to the fiduciary, a member of that partnership, an interest holder in a limited liability company or a beneficial owner who would not have been entitled to the Additional Amounts had that beneficiary, settlor, member or beneficial owner been the holder.

The prospectus supplement relating to the debt securities may describe additional circumstances in which we would not be required to pay additional amounts.

For purposes of the above, "Relevant Date" means, with respect to any payment on a debt security, whichever is the later of: (i) the date on which such payment first becomes due; and (ii) if the full amount payable has not been received by the Trustee on or prior to such due date, the date on which notice is given to the holders that the full amount has been received by the Trustee.

The applicable prospectus supplement may describe additional circumstances in which we would not be required to pay additional amounts.

Any reference in this document, any prospectus supplement, the indentures or the debt securities to principal, interest or any other amount payable in respect of the debt securities by Suzano Austria or Suzano Netherlands or the debt securities guarantees by the guarantor will be deemed

also to refer to any Additional Amount, unless the context requires otherwise, that may be payable with respect to that amount under the obligations referred to in this subsection.

Suzano Austria and Suzano Netherlands shall promptly pay when due any present or future stamp, court or documentary taxes or any other excise or property taxes, charges or similar levies that arise in any Relevant Jurisdiction from the execution, delivery or registration of each note or any other document or instrument referred to herein or therein except, in certain cases, for taxes, charges or similar levies resulting from certain registrations of transfer or exchange debt securities.

The foregoing obligation will survive termination or discharge of the indentures, payment of the debt securities and/or the resignation or removal of the Trustee or any agent hereunder.

The debt securities are subject in all cases to any tax, fiscal or other law or regulation or administrative or judicial interpretation. Except as specifically provided above, we will not be required to make a payment with respect to any tax, assessment or governmental charge imposed by any government or a political subdivision or taxing authority thereof or therein.

Certain Covenants

Limitation on Liens

Unless otherwise specified in the applicable prospectus supplement, Suzano will not, and will not permit any Subsidiary to, directly or indirectly, incur or permit to exist any Lien securing the payment of Debt on any of its properties or assets, whether owned at the Issue Date or thereafter acquired, other than Permitted Liens, without effectively providing that the debt securities or the debt securities guarantees, as applicable, are secured equally and ratably with (or, if the obligation to be secured by the Lien is subordinated in right of payment to the debt securities or any debt securities guarantees, prior to) the obligations so secured for so long as such obligations are so secured.

Limitation on Sale and Leaseback Transactions

Unless otherwise specified in the applicable prospectus supplement, Suzano will not, and will not permit any Subsidiary to, enter into any Sale and Leaseback Transaction with respect to any Property unless Suzano or such Subsidiary would be entitled to create a Lien on such Property or asset securing the Attributable Debt without equally and ratably securing the debt securities pursuant to the covenant described under the heading “—Limitation on Liens,” in which case, the corresponding Lien will be deemed incurred pursuant to such provision.

Repurchase of Debt Securities upon a Change of Control

Unless otherwise specified in the applicable prospectus supplement, not later than 30 days following a Change of Control that results in a Rating Decline for any series of debt securities, Suzano Austria or Suzano Netherlands shall make an Offer to Purchase all outstanding debt

securities of such series at a purchase price equal to 101% of the principal amount plus accrued interest to the date of purchase.

An “Offer to Purchase” must be made by written offer, which will specify the principal amount of debt securities subject to the offer and the purchase price. The offer must specify an expiration date (the “expiration date”) not less than 30 days or more than 60 days after the date of the offer and a settlement date for purchase (the “purchase date”) not more than five Business Days after the expiration date. The offer must include information concerning the business of Suzano and its Subsidiaries which Suzano or Suzano Austria or Suzano Netherlands in good faith believes will enable the holders to make an informed decision with respect to the Offer to Purchase. The offer will also contain instructions and materials necessary to enable holders to tender debt securities pursuant to the offer.

A holder may tender all or any portion of its debt securities pursuant to an Offer to Purchase, subject to the minimum denomination requirement and the requirement that any portion of a debt security tendered must be in a multiple of U.S.\$1,000 principal amount. Holders are entitled to withdraw debt securities tendered up to the close of business on the expiration date. On the purchase date, the purchase price will become due and payable on each debt securities accepted for purchase pursuant to the Offer to Purchase, and interest on debt securities purchased will cease to accrue on and after the purchase date provided that payment is made available on that date.

We will comply with Rule 14e-1 under the Exchange Act (to the extent applicable) and all other applicable laws and regulations in making any Offer to Purchase, and the above procedures will be deemed modified as necessary to permit such compliance.

We are only required to offer to repurchase the debt securities of a series in the event that a Change of Control results in a Rating Decline for such series. Consequently, if a Change of Control were to occur which does not result in a Rating Decline, Suzano Austria or Suzano Netherlands would not be required to offer to repurchase the debt securities of such series. In addition, neither Suzano Austria nor Suzano Netherlands will be required to make an Offer to Purchase upon a Change of Control if (1) a third party makes the Offer to Purchase in the manner, at the times and otherwise in compliance with the requirements set forth in the indenture applicable to an Offer to Purchase made by Suzano Austria or Suzano Netherlands and purchases all debt securities of such series properly tendered and not withdrawn under the Offer to Purchase, or (2) notice of redemption for all outstanding debt securities of such series has been given pursuant to the indentures as described above under the caption “— Optional Redemption,” unless and until there is a default in payment of the applicable redemption price.

Notwithstanding anything to the contrary contained herein, an Offer to Purchase may be made in advance of a Change of Control, conditioned upon the consummation of such Change of Control, if a definitive agreement is in place for the Change of Control at the time the Offer to Purchase is made.

Certain existing and/or future Debt of Suzano Austria or Suzano Netherlands may provide that a Change of Control is a default or require repurchase upon a Change of Control. Moreover, the

exercise by the noteholders of their right to require Suzano Austria or Suzano Netherlands to purchase the debt securities could cause a default under other debt, even if the Change of Control itself does not, due to the financial effect of the purchase on Suzano Austria or Suzano Netherlands. In addition, any remittance of funds outside of Brazil to noteholders or the Trustee may require the consent of the Central Bank, which may not be granted. Our ability to pay cash to the noteholders following the occurrence of a Change of Control may be limited by Suzano Austria's or Suzano Netherlands's then existing financial resources. There can be no assurance that sufficient funds will be available when necessary to make the required purchase of the debt securities.

Except as described above with respect to a Change of Control, the applicable indenture will not contain provisions that permit the holder of the debt securities to require that Suzano Austria or Suzano Netherlands purchase or redeem the debt securities in the event of a takeover, recapitalization or similar transaction.

The provisions under the applicable indentures relating to Suzano Austria's or Suzano Netherlands's obligation to make an offer to repurchase the debt securities as a result of a Change of Control may be waived or amended as described in "—Modification and Waiver."

Limitation on Transactions with Affiliates

Unless otherwise specified in the applicable prospectus supplement,

- a) Suzano will not, and will not permit any of its Subsidiaries to, directly or indirectly, enter into, renew or extend any transaction or arrangement including the purchase, sale, lease or exchange of property or assets, or the rendering of any service with any Affiliate of Suzano (a "Related Party Transaction"), except upon fair and reasonable terms no less favorable to Suzano or of its Subsidiaries than could be obtained in a comparable arm's-length transaction with a Person that is not an Affiliate of Suzano.
- b) In any Related Party Transaction or series of Related Party Transactions with an aggregate value in excess of US\$20 million (or the equivalent thereof at the time of determination), Suzano must first deliver to the Trustee an Officer's Certificate to the effect that such transaction or series of related transactions are on fair and reasonable terms no less favorable to Suzano or such Subsidiary than could be obtained in a comparable arm's length transaction and is otherwise compliant with the terms of the applicable indenture.
- c) The foregoing paragraphs do not apply to:
 - (1) any transaction between Suzano and any of its Subsidiaries or between or among Subsidiaries of Suzano;
 - (2) any transaction between Suzano or any of its Subsidiaries, on the one hand, and any joint venture, on the other, on market terms;

- (3) the payment of reasonable and customary regular fees to directors of Suzano who are not employees of Suzano;
- (4) any issuance or sale of Equity Interests of Suzano (other than Disqualified Stock);
- (5) transactions or payments (including loans and advances) pursuant to any employee, officer or director compensation or benefit plans, customary indemnifications or arrangements entered into in the ordinary course of business;
- (6) transactions pursuant to agreements in effect on the Issue Date and described in the prospectus, as amended, modified or replaced from time to time so long as the amended, modified or new agreements, taken as a whole, are no less favorable to Suzano and its Subsidiaries than those in effect on the date the indentures;
- (7) any Sale and Leaseback Transaction otherwise permitted under the caption “—Limitation on Sale and Leaseback Transactions” if such transaction is on market terms;
- (8) transactions with customers, clients, distributors, suppliers or purchasers or sellers of goods or services, in each case in the ordinary course of business and on market terms;
- (9) the provision of administrative services to any joint venture on substantially the same terms provided to or by Subsidiaries of Suzano; and
- (10) any guarantee or security granted by an affiliate of Suzano in favor of Suzano or any of its Subsidiaries on market terms

Consolidation, Merger or Sale of Substantially All Assets

Unless otherwise specified in the applicable prospectus supplement,

- a) Neither Suzano, Suzano Austria or Suzano Netherlands will, in a single transaction or a series of related transactions:
 - consolidate with or merge with or into any Person, or
 - sell, convey, transfer, assign, or otherwise dispose of all or substantially all of its assets (determined on a consolidated basis for Suzano and its Subsidiaries, as the case may be) as an entirety or substantially an entirety, in one transaction or a series of related transactions, to any Person, or
 - permit any Person to merge with or into Suzano or Suzano Austria or Suzano Netherlands; in each case unless
- (1) either: (x) Suzano, Suzano Austria or Suzano Netherlands, as applicable, is the continuing Person; or (y) the resulting, surviving or transferee Person (the “Successor

Company”) is (A) in the event of a merger of Suzano, a corporation organized and validly existing under the laws of Brazil or any political subdivision thereof, the United States of America or any state thereof or the District of Columbia or any other country member of the Organization for Economic Co-operation and Development (“OECD”) or (B) in the event of a merger of the issuer, an entity organized and validly existing under the laws of Austria, the United States of America or any state thereof or the District of Columbia or any other country member of the OECD, and, in each case, expressly assumes by supplemental indenture, executed and delivered to the Trustee, in form as set forth in the applicable indenture or as otherwise satisfactory to the Trustee, all of the obligations of Suzano, Suzano Austria or Suzano Netherlands, as the case may be, under the indentures and the debt securities guarantees, as applicable;

(2) immediately after giving effect to such transaction, no Default or Event of Default has occurred and is continuing;

(3) if Suzano is organized under Brazilian law or the issuer is organized under Austrian law or Cayman Islands law, as applicable, and Suzano or the issuer merges with a corporation, or the Successor Company is, organized under the laws of the United States, any State thereof or the District of Columbia or any country member of the OECD, or (ii) if Suzano or the issuer is organized under the laws of the United States, any State thereof or the District of Columbia and merges with a corporation, or the Successor Company is, organized under the laws of Brazil, Austria or the Cayman Islands, as applicable, or any country member of the OECD, then Suzano, the issuer or the Successor Company will have delivered to the Trustee an Opinion of Counsel from each of Brazilian, Austrian or Cayman Islands, as applicable, U.S. and the successor jurisdiction counsel to the effect that, as applicable, the holders of the debt securities will not recognize income, gain or loss for U.S. jurisdiction or Brazilian, Austrian or Cayman Islands jurisdiction, as applicable, or the successor jurisdiction income tax purposes as a result of such transaction; and

(4) Suzano Austria or Suzano Netherlands or the Successor Company, as the case may be, delivers to the Trustee an Officer’s Certificate and an Opinion of Counsel, each stating that the consolidation, merger or transfer and the supplemental indenture (if any) comply with the indentures;

provided, that clause (2) does not apply to the consolidation or merger of Suzano or Suzano Austria or Suzano Netherlands with or into any of Suzano’s Subsidiaries or the consolidation or merger of a Subsidiary of Suzano with or into Suzano or Suzano Austria or Suzano Netherlands.

- b) Suzano shall not sell or otherwise transfer any Equity Interest in Suzano Austria or Suzano Netherlands (other than directors’ qualifying shares) to any other Person other than a Subsidiary of Suzano unless Suzano becomes the direct obligor under the debt securities.
- c) Upon the consummation of any transaction effected in accordance with these provisions, if Suzano or Suzano Austria or Suzano Netherlands, as applicable, is not the continuing Person, the Successor Company will succeed to, and be substituted for, and may exercise every right

and power of Suzano under the debt securities guarantees, or Suzano Austria or Suzano Netherlands under the applicable indenture with the same effect as if such successor Person had been named as Suzano or Suzano Austria or Suzano Netherlands, as applicable, in the applicable indenture. Upon such substitution, unless the successor is one or more of Suzano's Subsidiaries, Suzano or Suzano Austria or Suzano Netherlands, as applicable, will be released from its obligations under the applicable indenture or the debt securities guarantees, as applicable.

Maintenance of Properties

Unless otherwise specified in the applicable prospectus supplement, Suzano will cause all properties used or useful in the conduct of its business or the business of any of its Subsidiaries to be maintained and kept in good condition, repair and working order as in the judgment of Suzano may be necessary so that the business of Suzano and its Subsidiaries may be properly and advantageously conducted at all times; provided that nothing shall prevent Suzano or any of its Subsidiaries from discontinuing the use, operation or maintenance of any of such properties or disposing of any of them, if such discontinuance or disposal is, in the judgment of Suzano, desirable in the conduct of the business of Suzano and its Subsidiaries taken as a whole.

Substitution of the Issuer

Without the consent of any holder of the debt securities (and, by purchasing any debt securities, each holder expressly consents to the provisions of this section), Suzano Austria or Suzano Netherlands, as the case may be, may be substituted by (a) Suzano or (b) any Wholly Owned Subsidiary of Suzano as principal debtor in respect of the debt securities (in each case, in that capacity, the "Successor Issuer"); provided that the following conditions are satisfied:

- a) such documents will be executed by the Successor Issuer, Suzano Austria or Suzano Netherlands, as applicable, Suzano and the Trustee as may be necessary to give full effect to the substitution, including (i) a supplemental indenture under which the Successor Issuer assumes all of the obligations of Suzano Austria or Suzano Netherlands, as applicable under the applicable indenture and the debt securities and, unless the Guarantor's then existing guarantees remain in full force and effect, substitute guarantees issued by the Guarantor in respect of the debt securities and (ii) a Subsidiary guarantee by Suzano Austria or Suzano Netherlands, as applicable (collectively, the "Issuer Substitution Documents");
- b) the Issuer Substitution Documents will contain covenants (i) to ensure that each holder of the debt securities has the benefit of a covenant in terms corresponding to the obligations of Suzano Austria or Suzano Netherlands, as applicable, in respect of the payment of Additional Amounts (but replacing references to Austria or Cayman Islands, as applicable, with references to the jurisdiction of organization of the Successor Issuer); and (ii) to indemnify each holder and beneficial owner of the debt securities against all taxes or duties (a) which arise by reason of a law or regulation in effect or contemplated on the effective date of the substitution, which may be incurred or levied against such holder or beneficial owner of the debt securities as a result of the substitution and which would not have been so incurred or levied had the substitution not been made and (b) which are imposed on such holder or

beneficial owner of the debt securities by any political subdivision or taxing authority of any country in which such holder or beneficial owner of the debt securities resides or is subject to any such tax or duty and which would not have been so imposed had the substitution not been made;

- c) the Successor Issuer will deliver, or cause the delivery, to the Trustee of opinions from counsel reasonably satisfactory to the Trustee in the jurisdiction of organization of the Successor Issuer, Austria or Cayman Islands, as applicable, Brazil and New York as to the validity, legally binding effect and enforceability of the Issuer Substitution Documents, the applicable indenture, the debt securities and the debt securities guarantees and specified other legal matters, as well as an officers' certificate and opinion as to compliance with the provisions of the applicable indenture, including those provisions described under this section;
- d) the Successor Issuer will appoint a process agent in the Borough of Manhattan in The City of New York to receive service of process on its behalf in relation to any legal action or proceedings arising out of or in connection with the debt securities, the applicable indenture and the Issuer Substitution Documents;
- e) no Event of Default has occurred and is continuing; and
- f) the substitution will comply with all applicable requirements under the laws of the jurisdiction of organization of the Successor Issuer, Austria or Cayman Islands, as applicable, and Brazil for the purpose of such substitution.

Upon the execution of the Issuer Substitution Documents, any substitute guarantee and compliance with the other conditions in the applicable indenture relating to the substitution, the Successor Issuer will be deemed to be named in the debt securities as the principal debtor in place of Suzano Austria or Suzano Netherlands, as applicable, any reference in this "Description of the Debt Securities" to Suzano Austria or Suzano Netherlands, as applicable shall from then on be deemed to refer to the Successor Issuer and any reference to the country in which Suzano Austria or Suzano Netherlands, as applicable is domiciled or resident for taxation purposes shall from then on be deemed to refer to the country of domicile or residence for taxation purposes of the Successor Issuer.

Not later than 10 Business Days after the execution of the Issuer Substitution Documents, the Successor Issuer will give notice thereof to the holders of the debt securities.

Notwithstanding any other provision of the applicable indenture, the Guarantor will (unless it is the Successor Issuer) promptly execute and deliver any documents or instruments necessary or that the Trustee may reasonably request, to ensure that the debt securities guarantees are in full force and effect for the benefit of the holders and beneficial owners of debt securities following the substitution.

Defeasance and Discharge

The following discussion of full defeasance and covenant defeasance will apply to the series of debt securities.

Full Defeasance

We can legally release ourselves from any payment or other obligations on the debt securities, except for various obligations described below (called “full defeasance”), if we, in addition to other actions, put in place the following arrangements for you to be repaid:

- We must irrevocably deposit in trust for debt securities holders benefit and the benefit of all other direct holders of the debt securities a combination of money and non-callable U.S. government or U.S. government agency debt securities or bonds that, in the opinion of a firm of nationally recognized independent public accounts, will generate enough cash without reinvestment to make interest, principal and any other payments, including additional amounts, on the debt securities on their various due dates.
- We must deliver to the trustee a legal opinion of our counsel, based upon a ruling by the U.S. Internal Revenue Service or upon a change in applicable U.S. federal income tax law, confirming that under then current U.S. federal income tax law we may make the above deposit without causing debt securities holders to be taxed on the debt securities any differently than if we did not make the deposit and just repaid the debt securities ourselves.

If we ever did accomplish full defeasance as described above, debt securities holders would have to rely solely on the trust deposit for repayment on the debt securities. Debt securities holders could not look to us for repayment in the unlikely event of any shortfall. Conversely, the trust deposit would most likely be protected from claims of our lenders and other creditors if we ever become bankrupt or insolvent. However, even if we take these actions, a number of our obligations relating to the debt securities will remain. These include the following obligations:

- to register the transfer and exchange of debt securities;
- to replace mutilated, destroyed, lost or stolen debt securities;
- to maintain paying agencies;
- to hold money for payment in trust; and
- to indemnify the trustee according to the terms of the indenture.

Covenant Defeasance

We can make the same type of deposit described above and be released from all or some of the restrictive covenants (if any) that apply to the debt securities of any particular series. This is called “covenant defeasance.” In that event, you would lose the protection of those restrictive

covenants but would gain the protection of having money and securities set aside in trust to repay the debt securities. In order to achieve covenant defeasance, we must do the following:

- We must irrevocably deposit in trust for your benefit and the benefit of all other direct holders of the debt securities a combination of money and non-callable U.S. government or U.S. government agency debt securities or bonds that, in the opinion of a nationally recognized firm of independent accountants, will generate enough cash without reinvestment to make interest, principal and any other payments, including additional amounts, on the debt securities on their various due dates.
- We must deliver to the trustee a legal opinion of our counsel confirming that under then current U.S. federal income tax law we may make the above deposit without causing debt securities holders to be taxed on the debt securities any differently than if we did not make the deposit and just repaid the debt securities ourselves.

If we accomplish covenant defeasance, the following provisions of the indenture and/or the debt securities would no longer apply:

- Any covenants applicable to the series of debt securities and described in the applicable prospectus supplement.
- The events of default relating to breach of those covenants being defeased and acceleration of the maturity of other debt, described later under “Events of Default”.

Events of Default

Each indenture provides that you will have rights if you hold debt securities issued under that indenture and an event of default occurs under that indenture and is not cured or waived, as described later in this subsection and as may be specified in the applicable prospectus supplement.

What is an Event of Default? Each indenture provides that the term “**Event of Default**” with respect to any series of debt securities means any of the following, unless otherwise specified in the applicable prospectus supplement:

- a) failure to pay any interest (or additional amounts, if any) on any of the debt securities of that series on the date when due, which failure continues for a period of 30 days; or failure to pay any principal or premium, if any (or additional amounts, if any), on any of the debt securities of that series on the date when due, which failure continues for a period of 7 days;
- b) Suzano Austria or Suzano Netherlands, as applicable, fails to comply with any of its other covenants or agreements in respect of the debt securities of that series or the applicable indenture (other than those referred in the item above) and such failure continues for a period of 60 days after Suzano Austria or Suzano Netherlands, as applicable, receives a notice of default from the trustee acting at the written direction of holders of 25% of the

principal amount of the outstanding debt securities of the affected series; or by the holders of 25% of the principal amount of the outstanding debt securities of the affected series;

- c) The maturity of any Debt in a total aggregate principal amount of U.S.\$75,000,000 or more is accelerated in accordance with the terms of that Debt, it being understood that prepayment or redemption by Suzano Austria or Suzano Netherlands or any of the Significant Subsidiaries thereof, as applicable, of any Debt is not acceleration for this purpose;
- d) One or more final and non-appealable judgments or orders for the payment of money are rendered against Suzano Austria or Suzano Netherlands or any of its Subsidiaries, as applicable, and are not paid or discharged, and there is a period of 60 consecutive days following entry of the final and non-appealable judgment or order that causes the aggregate amount for all such final and non-appealable judgments or orders outstanding and not paid or discharged against all such Persons to exceed U.S.\$75,000,000 or the equivalent thereof at the time of determination (in excess of amounts which Suzano's insurance carriers have agreed to pay under applicable policies) during which a stay of enforcement, by reason of a pending appeal or otherwise, is not in effect;
- e) Suzano pursuant to or within the meaning of any Bankruptcy Law: (1) commences a voluntary case or files a request or petition for a writ of execution to initiate bankruptcy proceedings or have itself adjudicated as bankrupt; (2) applies for or consents to the entry of an order for relief against it in an involuntary case; (3) applies for or consents to the appointment of a custodian of it or for any substantial part of its property; (4) makes a general assignment for the benefit of its creditors; (5) proposes or agrees to an accord or composition in bankruptcy between itself and its creditors; or (6) files for a reorganization of its debts (judicial or extrajudicial recovery);
- f) A court of competent jurisdiction enters an order or decree under any Bankruptcy Law that: (1) is for relief against Suzano in an involuntary case; (2) appoints a custodian of Suzano or for any substantial part of the property of Suzano; (3) orders the winding up or liquidation of Suzano; (4) adjudicates Suzano as bankrupt or insolvent; (5) ratifies an accord or composition in bankruptcy between Suzano and the respective creditors thereof; or (6) grants a judicial or extrajudicial recovery to Suzano, and in the case of any of (1) through (6), the order or decree remains unstayed and in effect for 60 days;
- g) The Guarantee ceases to be in full force and effect, other than in accordance with the terms of the relevant indenture, or Suzano denies or disaffirms its obligations under the Guarantee;
- h) Any event occurs that under the laws of any relevant jurisdiction has substantially the same effect as any of the events referred to in any of items (d), (e) or (f) of this section; or
- i) all or substantially all of the undertaking, assets and revenues of Suzano, Suzano Austria or Suzano Netherlands or any of its Subsidiaries that is a Material Subsidiary is

condemned, seized or otherwise appropriated by any Person acting under the authority of any national, regional or local government or the Company, Suzano or any of its Subsidiaries that is a Significant Subsidiary is prevented by any such Person for a period of 60 consecutive days or longer from exercising normal control over all or substantially all of its undertaking, assets and revenues.

An event of default for a particular series of debt securities does not necessarily constitute an event of default for any other series of debt securities issued under the applicable indenture, although the default and acceleration of one series of debt securities may trigger a default and acceleration of another series of debt securities.

The Trustee will not be deemed to have notice of any Default or Event of Default (other than a payment default) unless a written notice of any event which is in fact such a default is received by a Responsible Officer of the Trustee at the Corporate Trust Office of the Trustee, and such notice references the particular Notes and the Indenture.

Remedies upon an Event of Default. If an event of default has occurred and has not been cured, the trustee or the holders of 25% in principal amount of the debt securities of the affected series may declare the entire principal amount of all the debt securities of that series to be due and immediately payable. This is called a declaration of acceleration of maturity. If an event of default occurs because of certain events in bankruptcy, insolvency or reorganization, or an equivalent proceeding under the applicable law, the principal amount of all the debt securities of that series will be automatically accelerated without any action by the trustee, any holder or any other person. A declaration of acceleration of maturity may be canceled by the holders of at least a majority in principal amount of the debt securities of the affected series.

Except in cases of default, where the trustee has some special duties, the trustee is not required to take any action under the indenture at the request of any holders unless the holders offer the trustee satisfactory security or indemnity from expenses and liability. If satisfactory indemnity is provided, the holders of a majority in principal amount of the outstanding debt securities of the relevant series may direct the time, method and place of conducting any lawsuit or other formal legal action seeking any remedy available to the trustee. These same holders may also direct the trustee in performing any other action under the indenture.

Before you bypass the trustee and bring your own lawsuit or other formal legal action or take other steps to enforce your rights or protect your interests relating to the debt securities, the following must occur:

- You must give the trustee written notice that an event of default has occurred and remains uncured.
- The holders of 25% in principal amount of all outstanding debt securities of the relevant series must make a written request that the trustee take action because of the default, and must offer satisfactory indemnity or security to the trustee against the cost and other liabilities of taking that action.

- The trustee must have not taken action for 60 days after receipt of the above notice and offer of indemnity or security.
- The holders of a majority in principal amount of all outstanding debt securities of the relevant series must not have given the trustee a direction during the sixty-day period that is inconsistent with the above notice.

However, you are entitled at any time to bring a lawsuit for the payment of money due on your debt security on or after its due date and if your debt security is convertible or exchangeable into another security to bring a lawsuit for the enforcement of your right to convert or exchange your debt security or to receive securities upon conversion or exchange.

Street name and other indirect holders should consult their banks or brokers for information on how to give notice or direction to or make a request of the trustee and to make or cancel a declaration of acceleration.

We will furnish to the trustee within 120 days after the end of our fiscal year every year a written statement of certain of our officers that will either certify that, to the best of their knowledge, we are in compliance with the indenture and the debt securities or specify any default.

Waiver of Defaults

The holders of not less than a majority in principal amount of the debt securities of any series may waive any default and its consequences for the debt securities of the series, except for defaults which cannot be waived without the consent of each holder. If this happens, the default will be treated as if it had not occurred. No one can waive a payment default, however, without the approval of each holder of the affected series of securities.

Street name and other indirect holders should consult their banks or brokers for information on how to give notice or direction to or make a request of the trustee and how to waive a default.

Certain Defined Terms

“Attributable Debt” means, in respect of a Sale and Leaseback Transaction the present value, discounted at the interest rate implicit in the Sale and Leaseback Transaction, of the total obligations of the lessee for rental payments during the remaining term of the lease in the Sale and Leaseback Transaction.

“Capital Lease” means, with respect to any Person, the obligations of such Person to pay rent or other amounts under a lease of (or other agreement conveying the right to use) real and/or personal property, which obligations are required to be classified and accounted for as a capital lease or liability set forth on a balance sheet of such Person under GAAP. The stated maturity of such obligations shall be the date of the last payment of rent or any other amount due under such lease prior to the first date upon which such lease may be terminated by the lessee without payment of a penalty. The principal amount of such obligations shall be the capitalized amount

that would appear on the balance sheet of such Person in accordance with GAAP. Notwithstanding the foregoing, whether or not the lease will be accounted for as a capital lease and the amount of any capital leases shall be determined without giving effect to IFRS 16.

“Capital Stock” means, with respect to any Person, any and all shares, interests, participations, quotas or other equivalents (however designated) of capital stock of a corporation, any and all ownership interests in a Person other than a corporation and any and all warrants or options to purchase any of the foregoing which would be shown as capital stock on the consolidated balance sheet of such Person and its consolidated Subsidiaries prepared in accordance with GAAP but excluding any debt securities convertible into such equity.

“Change of Control” means the consummation of any transaction by which (i) any “person” or “group” (as such terms are used for purposes of Sections 13(d) and 14(d) of the Exchange Act), other than a person or group that includes any one or more of the Permitted Holders, becomes after the date hereof the “beneficial owner” (as such term is used in Rule 13d-3 under the Exchange Act), directly or indirectly, of more than 50% of the total voting power of the outstanding Voting Stock of Suzano or (ii) (x) the Permitted Holders cease to “beneficially own” (as such term is used in Rule 13d-3 under the Exchange Act), directly or indirectly, collectively, at least 50% of the total voting power of the outstanding Voting Stock of Suzano, (y) any “person” or “group” (as such terms are used for purposes of Sections 13(d) and 14(d) of the Exchange Act), other than a person or group that includes any one or more of the Permitted Holders, becomes after the date hereof the “beneficial owner” (as such term is used in Rule 13d-3 under the Exchange Act), directly or indirectly, of a greater percentage of the total voting power of the outstanding Voting Stock of Suzano than the percentage beneficially owned collectively by the Permitted Holders and (z) the Permitted Holders cease to have, directly or indirectly, the power to direct or cause the direction of the management and policies of Suzano or (iii) Suzano shall cease to own, directly or indirectly, at least a majority of the issued and outstanding shares of Voting Stock of the Company or shall cease to have the power, directly or indirectly, to direct or cause the direction of the management and policies of the Company.

“Consolidated Net Tangible Assets” means the total amount of assets of Suzano and its Subsidiaries on a consolidated basis, less current liabilities, less depreciation, amortization and depletion, less goodwill, trade names, trademarks, patents and other intangibles, calculated based on the most recent balance sheet for which internal financial statements are available, all calculated in accordance with Applicable GAAP and calculated on a pro forma basis to give effect to any acquisition or disposition of companies, divisions, lines of businesses or operations by Suzano and its Subsidiaries subsequent to such date and on or prior to the date of determination.

“Debt”

means, with respect to any Person, determined without duplication:

- (1) all indebtedness of such Person for borrowed money;

- (2) all obligations of such Person for the deferred purchase price of Property or services, excluding trade payables arising in the ordinary course of such Person's business, but only if and for so long as such trade payables remain payable on customary trade terms;
- (3) all obligations of such Person evidenced by bonds, debentures, notes or other similar instruments;
- (4) all obligations, contingent or otherwise, of such Person in connection with any securitization of any receivables of such Person;
- (5) all obligations of such Person created or arising under any conditional sale or other title retention agreement with respect to Property acquired by such Person (even though the rights and remedies of the borrower or the lender under such agreement in an event of default are limited to repossession or sale of such Property);
- (6) all Capital Lease Obligations and all obligations under "synthetic leases" of such Person;
- (7) all obligations, contingent or otherwise, of such Person in respect of acceptances, letters of credit, financial guaranty insurance policies or other similar instruments, excluding obligations in respect of trade letters of credit or bankers' acceptances issued in respect of trade accounts payables to the extent not drawn upon or presented, or, if drawn upon or presented, to the extent the resulting obligation of the Person is paid within 10 Business Days;
- (8) all obligations of such Person to redeem, retire, defease or otherwise make any payment in respect of any Capital Stock of such Person;
- (9) all net obligations of such Person in respect of any Hedging Agreements (but without regard to any notional principal amount relating thereto);
- (10) all obligations of such Person to pay the deferred and unpaid purchase price of property or services, all conditional sale obligations and all obligations of such person under any title retention agreement, excluding trade payables arising in the ordinary course of business;
- (11) all Debt of other Persons referred to in clauses (1) through (10) above or clause (-) below that is guaranteed by such Person to the extent so guaranteed; and
- (12) all Debt of other Persons referred to in clauses (1) through (11) above secured by (or for which the holder of such Debt has an existing right, contingent or otherwise, to be secured by) a Lien on Property of such Person even though such Person has not assumed such Debt.

The amount of Debt of any Person will be deemed to be:

- a) with respect to contingent obligations, the maximum liability upon the occurrence of the contingency giving rise to the obligation;

- b) with respect to Debt secured by a Lien on an asset of such Person but not otherwise the obligation, contingent or otherwise, of such Person, the lesser of (x) the fair market value of such asset on the date the Lien attached and (y) the amount of such Debt;
- c) with respect to any Debt issued with original issue discount, the face amount of such Debt less the remaining unamortized portion of the original issue discount of such Debt;
- d) with respect to any Hedging Agreement, the net amount payable if such Hedging Agreement terminated at that time due to default by such Person; and
- e) otherwise, the outstanding principal amount thereof.

“Default” means an event or condition with respect to a series of Securities that, with the giving of notice, lapse of time or failure to satisfy certain specified conditions, or any combination thereof, would become an Event of Default with respect to the Securities of such series if not cured or remedied.

“Disqualified Equity Interests” means Equity Interests that by their terms or upon the happening of any event are:

- (1) required to be redeemed or redeemable at the option of the holder prior to the Stated Maturity of the debt securities for consideration other than Qualified Equity Interests, or
- (2) convertible at the option of the holder into Disqualified Equity Interests or exchangeable for Debt;

provided that Equity Interests will not constitute Disqualified Equity Interests solely because of provisions giving holders thereof the right to require repurchase or redemption upon a “Change of Control” occurring prior to the Stated Maturity of the debt securities if those provisions:

- a) are no more favorable to the holders than the covenant described under the caption “—Repurchase of Debt Securities Upon a Change of Control” and
- b) specifically state that repurchase or redemption pursuant thereto will not be required prior to the issuer’s repurchase of the debt securities as required by the applicable indenture.

“Disqualified Stock” means Capital Stock constituting Disqualified Equity Interests.

“Equity Interests” means all Capital Stock and all warrants or options with respect to, or other rights to purchase, Capital Stock, but excluding Debt convertible into equity.

“Hedging Agreement” means, with respect to any Person, any interest rate protection agreement, any currency or commodity swap, cap or collar agreement, any equity swap, any weather related derivative or any arrangement similar to any of the foregoing entered into by such Person providing for the transfer or mitigation of interest rate, currency, commodity price, equity risks, weather related risks or other risks either generally or under specific contingencies.

“Hedging Obligations” means the obligations of any Person pursuant to any Hedging Agreement.

“Investment Grade” means “BBB-” or higher by S&P, “Baa3” or higher by Moody’s or “BBB-” or higher by Fitch, or the equivalent of such global ratings by S&P, Moody’s or Fitch.

“Lien” means any mortgage, pledge, usufruct, fiduciary transfer (*alienação fiduciária*), charge, encumbrance, lien or other security interest, or any preferential arrangement (including a securitization) that has the practical effect of creating a security interest.

“Material Subsidiary” means, as to any Person, any Subsidiary of such Person which, on any given date of determination, accounts for more than 15% of such Person’s total consolidated assets, as such total assets are set forth on the most recent consolidated financial statements of such Person prepared in accordance with GAAP.

“Permitted Holders” means (a) David Feffer, Daniel Feffer, Jorge Feffer and Ruben Feffer, as well as any of their respective heirs, or (b) an entity that is directly or indirectly controlled by one or more of the Persons listed in clause (a) above.

“Permitted Liens” means:

- (1) any Lien existing on the date of the applicable indenture;
- (2) any Lien on any property or assets (including Capital Stock of any person) securing Debt incurred solely for purposes of financing the acquisition, construction or improvement of such property or assets after the date of the applicable indenture; provided that (a) the aggregate principal amount of Debt secured by the Liens will not exceed (but may be less than) 130% of the cost (i.e., purchase price) of the property or assets so acquired, constructed or improved and (b) the Lien is incurred before, or within 365 days after the completion of, such acquisition, construction or improvement and does not encumber any other property or assets of Suzano or any of its Subsidiaries; and provided, further, that to the extent that the property or asset acquired is Capital Stock, the Lien also may encumber other property or assets of the person so acquired;
- (3) any Lien securing Debt incurred for the purpose of financing all or part of the cost of the acquisition, construction or development of a project; provided that the lenders of such Debt expressly agree to limit their recourse in respect of such Debt to assets (including Capital Stock of the project entity) and/or revenues of such project with an aggregate value of not more than the amount of such Debt; and provided, further, that the Lien is incurred before, or within 365 days after the completion of, that acquisition, construction or development and does not apply to any other property or assets of Suzano or any Subsidiary;
- (4) any Lien extending, renewing or replacing (or successive extensions, renewals or replacements of), in whole or in part, any Lien referred to in items (1), (2), (3) above, and (6) and (7) below; provided that the principal amount of Debt secured thereby shall not exceed the principal amount of Debt so secured at the time of such extension, renewal or

replacement, except for any increase reflecting premiums, fees and expenses in connection with such extension, renewal or replacement;

- (5) any Lien existing on any property or assets of any person before that person's acquisition (in whole or in part) by, merger into or consolidation with Suzano or any of its Subsidiaries after the date of the applicable indenture; *provided that* the Lien is not created in contemplation of or in connection with such acquisition, merger or consolidation;
- (6) any Lien in favor of issuers of surety bonds or letters of credit issued pursuant to the request of and for the account of Suzano or any of its Subsidiaries in the ordinary course of business;
- (7) any Liens granted to secure borrowings from, directly or indirectly, (a) Banco Nacional de Desenvolvimento Econômico e Social—BNDES (including borrowings from any Brazilian governmental bank with funds provided by Brazilian regional funds including Financiadora de Estudos e Projetos — FINEP, Fundo de Desenvolvimento do Nordeste — FDNE, Banco do Nordeste do Brasil and Fundo de Desenvolvimento do Centro Oeste — FCO), or any other Brazilian governmental development bank or credit agency or (b) any international or multilateral development bank or government-sponsored agency, export-import bank or official export-import credit insurer;
- (8) any pledge or deposit made in the ordinary course of business in connection with workers' compensation, unemployment insurance or other similar social security legislation;
- (9) any deposit to secure appeal bonds, judicial deposits or other similar guarantees in proceedings being contested in good faith to which Suzano or any Subsidiary is a party, good faith deposits in connection with bids, tenders, contracts (other than for the payment of Debt) or leases to which Suzano or any its Subsidiaries is a party or deposits for the payment of rent, in each case made in the ordinary course of business and for which adequate reserves have been made as required in accordance with GAAP;
- (10) any Lien imposed by law that was incurred in the ordinary course of business, including, without limitation, carriers', warehousemen's and mechanics' liens, statutory landlord's liens, customary reservations or retentions of title easements, rights of way, defects, zoning restrictions and other similar charges or encumbrances arising in the ordinary course of business, in each case for sums not yet due or being contested in good faith by appropriate proceedings and for which adequate reserves have been made as required in accordance with GAAP;
- (11) any Lien or rights of set-off of any Person with respect to any Cash Equivalents on deposit account or securities account of Suzano or any of its Subsidiaries arising in the ordinary course of business in favor of the bank(s) or security intermediary(ies) with which such accounts are maintained, securing only amounts owing to such bank(s) with respect to cash management and operating account arrangements;

- (12) any Lien on (i) cash or cash equivalents securing Hedging Agreements or other similar transactions permitted in accordance with this Indenture or (ii) any right, title, interest and claim in, to and under, Hedging Agreements or other similar transactions permitted in accordance with this Indenture, or any proceeds thereof, to secure a given Debt, to the extent that the purpose of such Hedging Agreement is to mitigate risks related to such Debt;
- (13) any Lien securing taxes, assessments and other governmental charges or levies, in each case the payment of which is not yet due or is being contested in good faith by appropriate proceedings diligently conducted and for which such reserves or other appropriate provisions, if any, have been established as required by Applicable GAAP;
- (14) any Liens on the receivables of Suzano or any of its Subsidiaries securing the obligations of such Person under any line of credit or working capital facility or other credit facility; *provided that* the aggregate amount of receivables securing Debt shall not exceed 80% of Suzano's and its Subsidiaries' aggregate outstanding receivables from time to time;
- (15) any encumbrance, security deposit or reserve maintained in the ordinary course of business and required by Applicable Law;
- (16) any Lien which arises pursuant to a final judgment(s) that do not constitute an Event of Default;
- (17) any Lien securing Debt or other obligations of a Subsidiary of Suzano, Suzano Austria or Suzano Netherlands owing to Suzano, Suzano Austria or Suzano Netherlands or a Subsidiary thereof;
- (18) any Lien on Property or shares of Capital Stock of another Person at the time such other Person becomes a Subsidiary; provided that, such Liens may not (i) extend to any Property owned by such Person other than the Property so acquired, or (ii) have been incurred in connection with or in anticipation of such acquisition; and
- (19) in addition to the foregoing Liens set forth in clauses (1) through (18) above, Liens securing Debt of Suzano or any of its Subsidiaries which do not in aggregate principal amount, at any time of determination, exceed 17% of Suzano's Consolidated Net Tangible Assets (the "General Liens Basket").

"Person" means any individual, corporation, partnership, limited liability company, joint venture, trust, unincorporated organization, other entity or any government or any agency or political subdivision thereof.

"Qualified Equity Interests" means all Equity Interests of a Person other than Disqualified Equity Interests.

"Qualified Stock" means all Capital Stock of a Person other than Disqualified Stock.

“Rating Decline” means that at any time within 90 days (which period shall be extended so long as the rating of the debt securities is under publicly announced consideration for possible down grade by either Rating Agency) after the earlier of the date of public notice of a Change of Control and of the issuer’s intention or that of any Person to effect a Change of Control, (i) in the event the debt securities are assigned an Investment Grade rating by at least two of the Rating Agencies prior to such public notice, the rating of such debt securities by at least two of the Rating Agencies shall be below an Investment Grade Rating; or (ii) in the event such debt securities are not assigned an Investment Grade Rating by at least two of the Rating Agencies prior to such public notice, the rating of such debt securities by at least two of the Rating Agencies shall be decreased by one or more categories, provided that there shall be no Rating Decline to the extent such debt securities continue to have an Investment Grade Rating by at least one of the Ratings Agencies.

“Sale and Leaseback Transaction” means, with respect to any Person, an arrangement whereby such Person enters into a lease of property previously transferred by such Person to the lessor.

“Significant Subsidiary” of any Person means any Subsidiary of Suzano, or any group of Subsidiaries, if taken together as a single entity, that would be a “significant subsidiary” of such Person within the meaning of Rule 1-02 under Regulation S-X promulgated pursuant to the Securities Act.

“Stated Maturity” means (i) with respect to any Debt, the date specified as the fixed date on which the final installment of principal of such Debt is due and payable or (ii) with respect to any scheduled installment of principal of or interest on any Debt, the date specified as the fixed date on which such installment is due and payable as set forth in the documentation governing such Debt, not including any contingent obligation to repay, redeem or repurchase prior to the regularly scheduled date for payment.

“Subsidiary” means with respect to any Person, any corporation, limited liability company, partnership, association or other business entity of which more than 50% of the outstanding Voting Stock is owned, directly or indirectly, by such Person and one or more Subsidiaries of such Person (or a combination thereof).

“U.S. Government Obligations” means obligations issued or directly and fully guaranteed or insured by the United States of America or by any agent or instrumentality thereof, provided that the full faith and credit of the United States of America is pledged in support thereof.

“Voting Stock” of a Person means Capital Stock in such Person having power to vote for the election of directors or similar officials of such Person or otherwise voting with respect to actions of such Person (other than such Capital Stock having such power only by reason of the happening of a contingency).

“Wholly Owned Subsidiary” means, with respect to any corporate entity, any person of which 95 % of the outstanding capital stock (other than qualifying shares, if any) having by the terms thereof ordinary voting power (not dependent on the happening of a contingency) to elect the board of directors (or equivalent controlling governing body) of such person is at the time owned

or controlled directly or indirectly by such corporate entity, by one or more wholly-owned subsidiaries of such corporate entity or by such corporate entity and one or more wholly-owned subsidiaries thereof.

Guaranty

Suzano fully, unconditionally and irrevocably guarantees the debt securities issued by Suzano Austria or Suzano Netherlands, both being wholly-owned subsidiaries of Suzano, and all obligations due under the related indentures. The following description summarizes the general terms and provisions of the guarantee that is provided by Suzano in the Suzano Austria indenture and the Suzano Netherlands indenture. Debt securities holders should read the more detailed provisions of the Suzano Austria indenture and the Suzano Netherlands indenture, including the defined terms, for provisions that may be important to debt securities holders. This summary is subject to, and qualified in its entirety by reference to, the provisions of the Suzano Austria indenture and the Suzano Netherlands indenture.

Pursuant to the Suzano Austria indenture and the Suzano Netherlands indenture, Suzano has fully, irrevocably and unconditionally agreed, from time to time upon the receipt of notice from the trustee that Suzano Austria and/or Suzano Netherlands, as the case may be, has failed to make the required payments under a series of debt securities and the Suzano Austria indenture and/or the Suzano Netherlands indenture, as the case may be, to make any required payment, whether of principal, interest or any other amounts. The amount to be paid by Suzano under the each of the guarantees will be an amount equal to the amount of the payment Suzano Austria or Suzano Netherlands, as applicable, fails to make.

The obligations of Suzano under each of the guarantees will rank:

- equal in right of payment to all other existing and future senior unsecured debt of Suzano subject to certain statutory preferences under applicable law, including labor and tax claims;
- senior in right of payment to Suzano's subordinated debt; and
- effectively subordinated to the debt and other liabilities (including subordinated debt and trade payables) of Suzano's subsidiaries (other than Suzano Austria and/or Suzano Netherlands, as applicable) and jointly controlled companies and to secured debt of Suzano to the extent of the value of the assets securing such secured debt.

We are obligated to make these payments by the expiration of any applicable grace periods under the indentures and the applicable terms of the debt securities. We may have the right to defer our obligation under the guaranty to make payments under certain circumstances described in the applicable prospectus supplement.

Except as otherwise permitted by the guaranty, we have to maintain in effect our corporate existence and to take all actions to maintain all rights, privileges, titles to property, franchises and the like necessary or desirable in the normal conduct of our business, activities or operations.

As long as the Notes are outstanding, we will maintain in the Borough of Manhattan, The City of New York, an office or agency where notices to and demands upon we in respect of the guaranty may be served.

The guarantee shall be governed by the laws of the State of New York.

List of Subsidiaries of Suzano S.A.

Subsidiaries	Country of Incorporation
BEM AGRO INTEGRAÇÃO E DESENVOLVIMENTO S.A.	BRAZIL
BIOMAS – SERVIÇOS AMBIENTAIS, RESTAURAÇÃO E CARBONO LTDA	BRAZIL
CELLUFORCE INC.	CANADA
ENSYN CORPORATION	U.S.
F&E TECHNOLOGIES, LLC	U.S.
F&E TECNOLOGIA DO BRASIL S.A.	BRAZIL
FIBRIA CELULOSE (U.S.A.), INC.	U.S.
FIBRIA TERMINAL DE CELULOSE DE SANTOS SPE S.A.	BRAZIL
FUTURAGENE DELAWARE INC.	U.S.
FUTURAGENE INC.	U.S.
FUTURAGENE ISRAEL LTD.	ISRAEL
FUTURAGENE LTD	ENGLAND
IBEMA COMPANHIA BRASILEIRA DE PAPEL	BRAZIL
ITACEL – TERMINAL DE CELULOSE DE ITAQUI S.A.	BRAZIL
LENZING	AUSTRIA
MAXCEL EMPREENDIMENTOS E PARTICIPAÇÕES S.A.	BRAZIL
MUCURI ENERGÉTICA S.A.	BRAZIL
NFINITE NANOTECHNOLOGY INC.	CANADA
PAINEIRAS LOGÍSTICA E TRANSPORTES LTDA.	BRAZIL
PORTOCEL – TERMINAL ESPECIALIZADO DE BARRA DO RIACHO S.A.	BRAZIL
PROJETOS ESPECIAIS E INVESTIMENTOS LTDA.	BRAZIL
SFBC PARTICIPAÇÕES LTDA.	BRAZIL
SIMPLIFYBER	U.S.
SPINNOVA PLC	FINLAND
STENFAR S.A. INDUSTRIAL COMERCIAL IMPORTADORA Y EXPORTADORA	ARGENTINA
SUZANO AUSTRIA GMBH	AUSTRIA
SUZANO CANADA INC.	CANADA
SUZANO ECUADOR S.A.S	EQUADOR
SUZANO FINLAND OY	FINLAND
SUZANO INTERNATIONAL FINANCE B.V.	NETHERLANDS
SUZANO INTERNATIONAL HOLDING B.V.	NETHERLANDS
SUZANO INTERNATIONAL TRADE GMBH	AUSTRIA
SUZANO MATERIAL TECHNOLOGY DEVELOPMENT LTD.	SHANGHAI
SUZANO NETHERLANDS B.V.	NETHERLANDS
SUZANO OPERAÇÕES FLORESTAIS E INDUSTRIAIS S.A.	BRAZIL
SUZANO PACKAGING LLC	U.S.
SUZANO PULP AND PAPER AMERICA, INC.	U.S.
SUZANO PULP AND PAPER EUROPE S.A.	SWITZERLAND
SUZANO SHANGHAI LTD.	CHINA
SUZANO SHANGHAI TRADING LTD.	CHINA
SUZANO SINGAPORE PTE. LTD.	SINGAPORE
SUZANO TRADING INTERNATIONAL KFT	HUNGARY
SUZANO VENTURES LLC	U.S.
VERACEL CELULOSE S.A.	BRAZIL
WOODSPIN	FINLAND

SECURITIES TRADING POLICY OF SUZANO S.A.**1. PURPOSE**

1.1 The purpose of this Policy is to establish guidelines and procedures to be observed by the Company and by Individuals Subject to the Policy (as defined below), for trading Securities issued by the Company or referenced therein, pursuant to CVM Resolution No. 44/21, as amended.

1.2 This Policy is in accordance with the following basic principles:

- (a) Compliance with current legislation and regulations issued by CVM and SEC;
- (b) Commitment to best corporate governance practices; and
- (c) Transparency and fairness of approach.

1.3 The trading of shares or other securities issued by the Company or referred to by the Individuals Subject to the Policy must be based on principles of transparency, fairness and ethics.

2. INDIVIDUALS SUBJECT TO THE POLICY

2.1 The following individuals ("Individuals Subject to the Policy") are obliged to observe the rules and guidelines established in this Policy:

- (a) the Company;
- (b) the Controlling Shareholders;
- (c) the Directors, members of Other Company Bodies, including those who leave the management and Other Company Bodies for a period of three months from the date of removal;
- (d) Relevant Employees; and
- (e) Suppliers and Service Providers.

2.2 The people indicated in items "b", "c", "d", and "e" above shall, at the time of their hiring, election, promotion or transfer, sign the Term of Acceptance, by which they will declare they are aware of all the terms of this Policy and are obligated to comply with them.

2.2.1 The Term of Acceptance must remain filed at the Company's headquarters while its signatory maintains a bond with the Company and for a minimum of five (5) years after its termination.

2.3 Alternatively to the signature of the Term of Acceptance provided for in item 2.2 above, as a guarantee of compliance with all the terms contained in this Policy, it will be possible to enter into an agreement of confidentiality and non-trading of Securities with the Suppliers and Service Providers mentioned in the sub-item "e" above. In case of Suppliers and Service Providers acting in a profession subject to rules of confidentiality and professional secrecy, in accordance with the standards applicable to the exercise of the profession, the execution of a confidentiality agreement may be waived at the Company's discretion.



(a) The Company may, upon discretionary management of the Policy, request that other persons not expressly referred to in item 2.1. above, but who may have knowledge of an Inside Information not yet disclosed to the market to enter into a Term of Acceptance and/or a confidentiality agreement and non-trading of Securities.

(b) The individuals indicated in subitems "b", "c" and "d" above shall ensure that the Policy is observed by the respective Spouses, Partners or Dependents. For the purposes of the Policy, the trading conducted by the Spouses, Partners or Dependents shall be deemed performed by the Individuals Subject to the Policy to which they are related.

(c) The assumptions, prohibitions and communication obligations set forth in this Policy apply to the trading conducted (i) inside or outside the regulated market environments of Securities; (ii) directly or indirectly, whether through controlled companies or through third parties with whom a trust agreement or portfolio or management is maintained; (iii) by itself or third parties; (iv) trading carried out by the respective Spouses, Partners or Dependents of individuals indicated in sub-items "b", "c" and "d" above; and (v) lease transactions of Securities issued by the Company by Individuals Subject to the Policy, subject to the provisions of item 8 below.

2.6.1. For the purposes of the provisions of item 2.6, the trading made by investment funds of which the Individuals Subject to the Policy are quotaholders is not considered to be indirect trading or by third parties, provided that the trading decisions of the director or fund manager cannot be influenced by the quotaholders.

2.3.1 DEFINITIONS

3.1. Whenever used in this Policy, capitalized terms shall have, both the singular and the plural, the following meanings:

Controlling Shareholder(s): shareholder or group of shareholders that exercises, directly or indirectly, the Controlling Power of the Company, even though not bound by a shareholders' agreement.

Directors: members of the Board of Directors and Statutory Management.

Material Act or Fact: has the meaning assigned to it in item 4 of this Policy.

B3: B3 S.A. - Brasil, Bolsa, Balcão.

Relevant Employees: any employee, regardless of the position, function or title exercised in the Company, Controlling Shareholders, Associated Companies, or Subsidiaries, be aware of, or may become aware of, a Material Act or Fact on the Company's social businesses not yet disclosed to the market, or also regarding the Company's quarterly and annual financial statements that have not yet been disclosed to the market.

Associated Companies: companies in which the Company has significant influence, under the terms of the Brazilian Corporate Law.

Company: Suzano S.A.

Spouse, Partner or Dependent: spouses or partners and/or any other dependent included in the annual income tax return.

Subsidiaries: companies in which the Company holds the Controlling Power.

CVM: Brazilian Securities and Exchange Commission.

Other Company Bodies: Members and their respective alternates, when applicable, of the Non-Statutory Executive Board of Officers, Audit Board, Statutory Audit Committee, Advisory committees of the Board of Directors and any other bodies with technical or advisory functions, created or to be created by the Company, by statutory provision or by any of the other Management Bodies referred to herein.

Non-Statutory Officers: those officers who hold senior positions in the Company's management, but who do not have a statutory position, including, but not limited to, the Functional Officers.

Market Management Entities: stock exchanges and, if applicable, entities of the organized over-the-counter market on which the Company's securities are or will be admitted to trading, as applicable, in Brazil or abroad.

Suppliers and Service Providers: all individuals or legal persons that have a commercial, professional or trust relationship with the Company, such as independent auditors, consultants, financial institutions, securities analysts, distribution system institutions, advisors, lawyers, accountants, outsourced workers and suppliers contracted by the Company, its Subsidiaries or Associated Companies, who are aware of, or may become aware of a Material Act or Fact not yet disclosed to the market or, also, regarding the Company's quarterly and annual financial statements which have not yet been released to the market.

Inside Information: information related to Material Act or Fact until it is disclosed to regulatory agencies, Market Management Entities and other similar entities, and simultaneously to shareholders and investors in general. It is also considered as inside information those related to the quarterly or annual financial statements not yet disclosed to the market.

"Brazilian Corporation Law": means Law No. 6,404 of December 15, 1976, as amended.

Private Trading: transactions that take place outside the Market Management Entities and the organized over-the-counter market.

Blocking Periods: has the meaning assigned to it in item 5.2 of this Policy.

Individuals Subject to the Policy: individuals identified in the item 2.1. above.

Controlling Power: power effectively used to direct social activities and guide the operation of the Company's bodies, directly or indirectly, de facto or de jure. There is a relative presumption of control held by a shareholder or group of Shareholders that holds an equity interest which have assured the absolute majority of the votes among the shareholders attending to the last three of the Company's' general meetings, even if not actually holding an absolute majority of the total voting shares.

Policy: means the present Securities Trading Policy of Suzano S.A.

Individual Investment Program: has the meaning assigned to it in item 7 of this Policy.

CVM Resolution No. 44/21: means CVM Resolution No. 44, dated as of August 23, 2021, as amended.

SEC: Securities and Exchange Commission of the United States of America.

Term of Acceptance: term of acceptance to the Policy is the document to be signed pursuant to article 17, paragraph 1, of CVM Resolution No. 44/21, according to the model appearing in Annex 1. **Securities:** any assets that, by law, are deemed to be security issued by the Company or referring to them, including shares, debentures, subscription bonuses, receipts and subscription rights, promissory notes issued by the Company, call or put options, indices and derivatives of any kind, any other securities or collective investment agreements, agribusiness receivables certificates backed by corporate debts of the Company, and any securities convertible into shares and certificates of deposit of shares issued in Brazil and abroad, such as the *American Depositary Receipts* - (ADRs). The defined term "Securities" also covers those assets referring to Securities of Subsidiaries, Associated Companies or Parent Companies, when expressly mentioned in the terms of the Policy.

2.3.2 DEFINITION OF MATERIAL ACT OR FACT

(a) For the purposes of this Policy, in accordance with the provisions of CVM Resolution No. 44/21, a Material Act or Fact is any decision of Controlling Shareholders, resolution of the General Meeting or of the Company's Management Bodies, or any other act or fact of a political- administrative, technical, business or economic-financial nature occurred or related to its business that could influence in a measurable way:

- 2.3.1 at the value of the Securities issued by the Company or referenced thereto;
- 2.3.2 in the decision of investors to buy, sell or hold such Securities; or
- 2.3.3 in the decision of the investors to exercise any rights inherent to the condition of holder of Securities.

◦ Subject to the above definition and the provisions in item 4.1.2 below, there are examples of potentially Material Act or fact, among others, the following:

- signing of an agreement or contract to transfer the Company's share control, even if under suspensive or resolutive condition;
 - change in the control of the Company, including by means of execution, amendment or termination of shareholders' agreement;
 - entering, amendment or termination of a shareholder's agreement in which the Company is a party or intervener, or that has been recorded in the Company's own book;
 - entry or exit of a member that maintains, with the Company, an operational, financial, technological or administrative agreement or employment;
 - authorization for trading the Securities issued by the Company in any market, national or foreign;
 - decision to promote the cancellation of the Company's registration as a publicly-held company;
 - merger or spin-off involving the Company or related companies;
 - transformation or dissolution of the Company;
 - change in the composition of the Company's equity;
 - change in accounting criteria;
 - renegotiation of debts;
 - approval of the share call option plan;
 - change in the rights and advantages of the Securities issued by the Company;
 - share splitting or reverse splitting or bonus allocation;
 - acquisition of Securities of the Company to remain in treasury or cancellation, and disposal of Securities thus acquired;
 - profit or loss of the Company and the allocation of cash proceeds;
 - execution or termination of the agreement, or failure to carry out the agreement, when the expectation of realization is of public knowledge;
 - approval, change or withdrawal of project or delay in its implementation;
 - beginning, resumption or shutdown of the manufacture or sale of the product or of the provision of service;
 - discovery, change or development of technology or resources of the Company;
 - change of projections disclosed by the Company; and
-

- request for judicial or extrajudicial restructuring, application for bankruptcy or filing of a lawsuit, administrative or arbitration proceedings that may affect the Company's economic and financial situation.

4.1.2. As provided for in the Company's Policy of Disclosure of Material Act or Fact, it is clarified that, in any case, the events to be disclosed as Material Act or Fact must have their materiality analyzed in the context of ordinary activities, considering the size of the Company, its Subsidiaries and Associated Companies, as well as previously disclosed information, so that the weighting on the evaluation of the concept of Inside Information is not made in abstract form, thus avoiding the trivialization of the disclosure of Material Acts or Facts, damaging the quality of the analysis, by the market, of the Company's prospects.

2.3.4 TRADING PROHIBITION PERIODS

(a) Prohibition of trading when pending disclosure of a Material Act or Fact: Individuals Subject to the Policy may not trade Securities of the Company, Subsidiaries and Associated Companies (in these two last cases, provided that they are publicly-held companies) from the date they become aware of the information related to the Material Act or Fact until the disclosure to the market of the respective Material Act or Fact.

- The prohibitions provided for above do not apply to the (i) acquisition cases, through private trading of shares held in treasury resulting from the exercise of a call option in accordance with the call option plan approved by a general meeting or when it involves the granting of shares to directors, employees or service providers as part of compensation previously approved at a general meeting; (ii) trading involving fixed income securities, when performed by means of transactions with combined repurchase commitments by the seller and resale by the buyer, for settlement on a pre-established date, prior to or equal to the maturity of the securities subject to the transaction, performed with profitability or pre-defined compensation parameters; (iii) trading carried out by financial institutions and legal entities that are members of its economic group, provided that they are carried out in the normal course of its business and within the parameters pre-established in this Policy; and (iv) trading based on individual investment plans, pursuant to the terms regulated in item 7 below. Nevertheless, the forecasted prohibitions must be verified, should it occur, upon subsequent disposal of shares acquired as a result of exercise of the call in accordance with the call plan approved at the general meeting or when it is a grant of shares to directors, employees or service providers as part of compensation previously approved at a general meeting.

- In accordance with paragraph 1 of article 13 of CVM Resolution 44, for purposes of the prohibition provided in item 5.1. it is assumed that: (i) the person who traded Securities providing material information not yet disclosed made use of such information in said trading;

- (ii) direct or indirect Controlling Shareholders, statutory and non-statutory Officers, members of the Board of Directors and the Supervisory Board, members of the Other Company Bodies and the Company itself, with respect to business with Securities of its own issue, have access to all material information not yet disclosed; (iii) the people listed in item "ii" above, as well as those who have a business, professional or trust relationship with the Company, upon having had access to material information not yet disclosed, know that it is Inside Information; (iv) the manager who resigns from the Company having material information and not yet disclosed uses such information if he trades Securities issued by the Company within three (3) months from his resignation; (v) information about mergers, total or partial spin-off, consolidation, conversion, or any manner of corporate reorganization or business combination, change in the Company's control, including by means of execution, amendment or termination of shareholders' agreement, decision to cancel the Company's registration as a publicly-held company or change in the environment or trading segment of the

shares issued by the Company, are relevant as from the moment in which studies or analyses related to the matter are started; and (vi) information about judicial or extrajudicial reorganization and bankruptcy applications made by the Company itself is material, as from the moment studies or analysis related to such applications are started.

2.1

2.2 The Investor Relations Officer may, regardless of justification or the existence of a Material Act or Fact not yet disclosed, establish "Blocking Periods" in which the Individuals Subject to the Policy may not trade Securities issued by the Company, Subsidiaries and Associated Companies, upon disclosure of a notice in which it shall expressly indicate the initial term of the Blocking Period, provided that the Blocking Period shall continue until a new notice is disclosed expressly stating its final term.

2.2.1 The Blocking Periods may extend even after the Material Act or Fact is disclosed to the market, and this complementary restriction must be expressly stated in the release issued by the Investor Relations Officer.

2.2.2 The Individuals Subject to the Policy, in any case, shall maintain secrecy about the Blocking Periods.

2.3 Disclosure of the Company's quarterly and annual financial statements: Individuals Subject to the Policy may not trade Securities issued by the Company within a period of fifteen (15) days prior to the disclosure date of the quarterly and annual financial statements, as well as on the day of disclosure, before the information becomes public, regardless of the knowledge, by such persons, of the content of the information contained in the quarterly and annual financial statements. The estimated dates for disclosure of the quarterly and annual financial statements are set forth in the calendar of corporate events, available on the Investor Relations *website* of the Company and the CVM.

2.3.1 Without prejudice to the provisions of item 5.3 above, those who are aware of the contents of the financial statements prior to their disclosure may not trade Securities issued by the Company, its Subsidiaries and its Associated Companies (in these two last cases provided that they are publicly-held companies).

2.4 Without prejudice to the provisions in item 5.1 above, until the respective tenders or notices are published, Individuals Subject to the Policy may not trade Securities issued by the Company when it is aware of the decision taken by the competent corporate body to increase or decrease the capital stock, to distribute proceeds (dividends, interest on the stockholders' equity, stock bonuses) share split or issuing Securities of the Company.

2.5 The Company may not acquire shares of its own issuance while the period for the Public Offer for Acquisition of Shares of its own issuance is in progress.

2.6 Former Directors and former Non- Statutory Officers that do have removed themselves (or being removed) from their position before a certain Inside Information is made public in relation to the Company's businesses should refrain from trading Securities issued by the Company: (a) for a period of three (3) months as of the date of official recognition of their removal; or (b) until the disclosure, by the Company, of the Material Act or Fact to the market, whichever occurs first, unless, the Investor Relations Officer, within his attributions and sole discretion, determine the extent of the prohibition of trading, which shall not exceed, in any case, for the individuals mentioned in this item 5.6, the period of three (3) months referred to in item (a) above.

5.6.1. The abstention referred to in item 5.6 above shall be equally observed by the Company's former Directors and former Non-Statutory Officers, in any event until the

disclosure of the first financial statements (quarterly or annual) whose base date is equal to or later than their dismissal.

6 TRADING AND OWNERSHIP REPORT

6.1 For the purposes of control and supervision of this Policy, the Company shall be informed of ownership and trading with Securities issued by the Company, by its Parent Companies or Subsidiaries, for:

- (a) Directors, members of the Audit Board and any bodies with technical or advisory functions created or that may be created by statutory provision; and
- (b) Controlling Shareholders.

6.1.1 The persons indicated in sub-item "a" above shall forward the communication referred to in item 6.1 above to the Investor Relations Officer within five (5) days after completion of each business, and/or in the first business day after the investiture in the respective position, by completing a specific form in Annex 2.

6.1.2 The persons indicated in sub-item "b" above shall forward the communication referred to in item 6.1 above to the Investor Relations Officer until the last day of each month in which the negotiation took place, by filling out a specific form in Annex 2.

6.1.3 The persons referred to in sub-item "a" above shall also indicate to the Company the Securities that are owned by, directly or indirectly, controlled companies, as well as of the Spouse, Partner or Dependent, to which they are related and the companies directly or indirectly controlled by them, provided that such obligations will be reported by the Company to the extent required under applicable regulations.

6.1.4 The persons indicated in sub-item "b" above shall also indicate the trading carried out, directly or indirectly, by themselves and by other individual or legal persons, fund or universality of rights, which act with them representing the same interest.

6.1.5 With respect to the persons indicated in sub-item "a" and "b", for the purposes of item 6.1., the investment, redemption and trading of quotas of investment funds, whose regulation provides that its portfolio of shares is composed exclusively by shares issued by the Company, its Controlling Shareholder, or its Subsidiaries shall be considered equivalent to trading with Securities issued by the Company, its Controlling Shareholder or by its Subsidiaries.

6.1.6 The Investor Relations Officer shall report or disclose the information received pursuant to item 6.1 and following of this Chapter to the extent that the Company is required to do so by applicable legislation and regulations, notably pursuant to article 11 of CVM Resolution No. 44/21 and article 30 of the Novo Mercado Regulation, in the manner and term provided therein.

6.1.7 Together with the communication delivered on the occasion of investiture in office, a list must be presented containing the name and CNPJ or CPF enrollment number, as the case may be, of the Spouse, Partner or Dependent and companies directly or indirectly controlled by them, and any change in this information must be informed to the Company within fifteen (15) days of its occurrence.

6.2 The Individuals Subject to the Policy shall observe, for the purposes of the disclosure of relevant trading, as provided for in article 12 of CVM Resolution No. 44/21, the specific procedures established in the Policy for the Company's Disclosure of Material Act or Fact.

7. INDIVIDUAL INVESTMENT PLANS OR DIVESTITURE

7.1 The Individuals Subject to the Policy, or whoever, by virtue of their position, function or title in the Company, its parent company, its Controlled Companies or Associated Companies, has a relationship with a publicly-held company that makes him/her potentially subject to the assumptions described in art. 13, paragraph 1 of CVM Resolution 44/21, may formalize Individual Investment or Divestiture Plans ("Individual Plans"), regulating their trading with shares issued by the Company, pursuant to article 16 of CVM Resolution 44/21, with the purpose of avoiding the enforceability of the assumptions described in item 5.1.2 above.

- The Individual Plans must:
 - be formalized in writing;
 - be verifiable, including with regard to their establishment and the making of any changes to their content;
 - establish, irrevocably, the dates and the values or quantities of the trades to be carried out by the participants; and
 - provide for a minimum period of three (3) months for the plan itself, its eventual changes and cancellation to take effect.
- The Individual Plans may allow trading in the period provided for in item 5.3 above (i.e. referring to the lock-up period in the period prior to the disclosure of financial information) provided that, in addition to the provisions of item 7.2 above:
 - the Company has approved a schedule defining specific dates for disclosure of the quarterly financial information and the annual financial statements; and
 - oblige the participant to revert to the Company any losses avoided or potential gains earned in trading with Securities issued by the Company arising from any change in the dates of disclosure of the quarterly and annual standardized financial statements, determined by reasonable and verifiable criteria defined in the investment plan itself.
- The Securities issued by the Company acquired based on the Individual Investment Plan may not be sold before one hundred and eighty (180) days after the close of the Individual Investment Plan.
- Participants in Individual Plans are prohibited from:
 - maintaining simultaneously more than one Individual Plan; and
 - carrying out any operations that nullify or mitigate the economic achievements of the operations to be determined by the Individual Plan.

7.1.1. COMPANY'S SECURITIES LOANS

- It is prohibited to the Individuals Subject to the Policy, except for those mentioned in item 2.1(b) above (Controlling Shareholders), to perform in the loan market of Securities issued by the Company, either as lenders or borrowers.

7.1.2. LIABILITIES

- Individuals Subject to the Policy. It is the duty of the Individuals Subject to the Policy to, in addition to the other obligations set forth in this Policy:
-

- 7.1.1. know, have access to and understand this Policy, as well as being fully aware of their respective obligations regarding its application;
- 7.1.2. maintain confidentiality regarding information related to Material Act or Fact to which they have privileged access, until its disclosure to the market, being strictly forbidden the use of such information with the purpose of earning advantage, for itself or for others, subject to the application of penalties provided by the applicable law and at the Company's discretion;
- maintain confidentiality regarding information related to quarterly or annual financial statements of the Company due to the position or title they hold to which they have privileged access, until their disclosure to the market, being strictly prohibited the use of such information for the purpose of gaining advantage, for themselves or for others, subject to the application of the penalties provided for in applicable legislation and at Company's discretion;
 - ensure that its trusted subordinates and third parties keep confidential information related to a Material Act or Fact responding jointly with them in case of non-compliance;
 - ensure that its trusted subordinates and third parties keep confidential information related to quarterly and annual financial statements and do not use them, responding jointly with them in case of non-compliance; and
 - subject to the provisions of items 2.2 and 2.3 above, adhere to the Policy by signing the Term of Acceptance or, alternatively, enter into an agreement of confidentiality and non- trading of Securities, as applicable.
- It is the duty of the Investor Relations Officer to, in addition to the other obligations set forth in this Policy:
- transmit the information with respect to the Securities traded by the Company itself, its Subsidiaries and Associated Companies, by the Controlling Shareholders, Administrators, members of the Audit Board, if any, Statutory Audit Committee and any bodies with technical or consultative functions created by statutory provision, including the information of the persons mentioned in item 6.1.3 above to CVM and, if applicable, to the managing entities of the markets in which the Company's Securities are admitted for trading. The communication of information shall be made in the form of article 11 of Resolution No. 44/21 and article 30 of the Novo Mercado Regulation, within a maximum period of ten (10) days after the end of the month in which there is a change in the positions held, or in the month in which the investiture in the position of the Directors takes place; and
 - administer the present Policy, as well as to transmit to the CVM and/or the Stock Exchange or entities of the organized over-the-counter market in which the Securities issued by the Company are admitted to trading the information received.
 - The Investor Relations Officer, besides the legal and statutory duties inherent to the position, will be responsible for the execution and follow-up of this Policy.
- It is the duty of the Statutory Board and the Non- Statutory Board, in addition to the other obligations set forth in this Policy, to indicate the employees and third parties who must formally agree to the Policy, as directed by the Investor Relations Department.
-

- Board of Directors. It is the duty of the statutory board or the Audit Committee, as determined by the Company, in addition to the other obligations set forth in this Policy, to verify, at least every six months, the adherence of the negotiations carried out by the participants of the Individual Plans.
 - Company. It is the duty of the Investor Relations Department to, in addition to the other obligations set forth in this Policy:
 - Identify Relevant Employees, who must formally accept this Policy, as well as Suppliers and Service Providers who must sign the confidentiality and non-trading of Securities agreement;
 - formally communicate the terms of this Policy to the Individuals Subject to the Policy, obtaining the respective formal adhesion by signing the Term of Acceptance, which shall be filed at the Company's headquarters while the person with it maintains a bond, and for five (5) years at least, after termination of such bonds;
 - maintain at its headquarters, at the disposal of the CVM, an updated list of Individuals Subject to the Policy, as well as of those persons who violate this Policy, and respective qualifications, indicating position or function, address and registration number in the National Register of Legal Entities or in the Register of Individuals;
 - keep control of the monthly movement of shareholding held by the Controlling Shareholders, Directors, members of Other Management Bodies and Relevant Employees;
 - make better efforts to control the movement of Securities of Individuals Subject to the Policy and the Committee.
 - Human Resources Department. It is the duty of the Human Resources Department, in addition to the other obligations set forth in this Policy, act to assist the Investor Relations Department, in order to provide the Terms of Acceptance of Relevant Employees, as well as of the other persons not expressly referred to in the item 2.1. above, and made them available to the Investor Relations Department, be responsible for filing and control of such adhesions, keeping them filed for at least five (5) years.
 - It is the duty of all Relevant Employees to, in addition to the other obligations set forth in this Policy:
 - sign the Term of Acceptance prior to trading with Securities issued by the Company, making it available to the Investor Relations Department for due filing; and
 - subject to the provisions of item 2.3 above, arrange for the signature of the agreement of confidentiality and non-negotiation of Securities, by any persons it identifies as Suppliers and Service Providers, and to deliver said agreement to the Investor Relations Department for filing.
 - Lock-up. It is the duty of the Individuals Subject to the Policy mentioned in items 2.1(c) and 2.1(d) above, in addition to the other obligations set forth in this Policy, to remain for a minimum period of one hundred and eighty (180) days in the ownership of the Securities issued by the Company or referring to them that have been acquired by such individuals.
-

- The Investor Relations Department shall, further to their other duties, shall be responsible for informing and determining the referral of cases of violation to the Ethics and Conduct Committee Policy, as the case may be, for knowledge and deliberation, according to the item 10.2 below.

9.10 The Company's Board of Directors, after prior analysis by the Company's Ethics and Conduct Committee or the Statutory Audit Committee, as the case may be, has the duty to analyze the cases of violation sent or received through the other contact channels made available by the Company, and to deliberate or recommend, when applicable, the disciplinary measures applicable.

- **POLICY VIOLATION**

- Failure to comply with this Policy subjects the offender to disciplinary sanctions, in accordance with the Company's internal rules, such as guiding, warning, suspension or dismissal for fair cause, according to the seriousness of the infraction, without prejudice to administrative, civil and criminal sanctions applicable.

- The sanctions mentioned in the item 10.1 above shall be defined as below:

- to the Controlling Shareholders, Directors and members of Other Management Bodies will be applied the sanctions decided by the Company's Board of Directors, with recommendations from the Ethics and Conduct Committee or the Statutory Audit Committee, as the case may be; and

- to the Relevant Employees will be applied the sanctions deliberated by the Ethics and Conduct Committee.

- The infraction practiced by any Supplier or Service Provider is to be considered as a contractual default, and the Company may, without any burden, terminate the respective contract and demand payment of the fine established therein, without prejudice to the losses and damages.

- Any person who is aware of the violation of this Policy shall immediately notify the Investor Relations Department or the Company's ombudsman, through the contact channels made available by the Company, to take the necessary action.

- **APPROVAL**

- This Policy shall come into force, for an indefinite period, on the date of its approval by the Board of Directors, replacing the Policy previously in force.

- The Company's Board of Directors is the Company's body that has exclusive competence to change, in any event, this Policy.

- Any amendment to this Policy shall be communicated by the Investor Relations Officer to the CVM and to the Market Management Entities and organized over-the-counter market entity in which the Securities of the Company are or may become to be admitted to trading, as applicable, and the communication shall be accompanied by a copy of the resolution and content of the documents that discipline and integrate the Policy.
-

- The Individuals Subject to the Policy will be formally informed of the terms of the Board of Directors' resolution approving the revision or amendment of the Policy.
- No revision or amendment of this Policy may be approved when pending a Material Act or Fact not yet disclosed.

- **ANNEXES**

ANNEX 1 - TERM OF ACCEPTANCE ANNEX 2 - TRADING COMMUNICATION



ANNEX 1

**TERM OF ACCEPTANCE - INDIVIDUAL SECURITIES TRADING POLICY OF SUZANO S.A. MATERIAL ACT OR FACT DISCLOSURE
POLICY OF SUZANO S.A.**

By this Term of Acceptance, [name], [qualification], resident and domiciled at [address], registered at CPF/ME under No. [●] and holder of Identity Card No. [●] [issuing body] ("Adhering Party"), acting as [position, role or relationship with the Company] of Suzano S.A., joint-stock company with headquarters at Avenida Professor Magalhães Neto, 1752, 10º andar, salas 1010 e 1011, Pituba, Salvador, State of Bahia, CEP 41810-012, registered at CNPJ/ME under No. 16.404.287/0001-55, with its corporate documents duly filed in the Commercial Registry of the State of Bahia under the Registry (NIRE) 29.300.016.331 ("Company"), fully and unreservedly accept and adhere to the Company's Securities Trading Policy and the Material Act or Fact Disclosure Policy ("Policies"), declaring to have received complete copy of the Policies and have full knowledge of them, pledging to comply with all its terms and conditions as far as it is applicable.

The acceptance and adhesion of the Adhering Party to the Policies is irrevocable and irreversible, obliging its successors and assigns, in any capacity.

For the Company's knowledge, this instrument will be filed at its headquarters.

The Adhering Party signs this Term of Acceptance in three (3) counterparts of equal content and form, in the presence of the two (2) undersigned witnesses.

(Place and Date)

[Adhering Party Name]

Witnesses:

Name: Name:
ID: ID:
CPF/ME: CPF/ME:



TERM OF ACCEPTANCE - LEGAL PERSON SECURITIES TRADING POLICY OF SUZANO S.A. MATERIAL ACT OR FACT DISCLOSURE POLICY OF SUZANO S.A.

By this Term of Acceptance, [name], [qualification], headquartered at [address], registered at CNPJ/ME under No. [●] and with its corporate documents duly filed at the Commercial Registry of the State of [●] under NIRE [●] in this act represented in accordance with its [Bylaws/Articles of Incorporation] ("Adhering Party"), acting as [relationship with the Company] of Suzano S.A., joint- stock company with headquarters at Avenida Professor Magalhães Neto, 1752, 10º andar, salas 1010 e 1011, Pituba, Salvador, State of Bahia, CEP 41810-012, registered at CNPJ/ME under No. 16.404.287/0001-55, with its corporate documents duly filed in the Commercial Registry of the State of Bahia under the Registry (NIRE) 29.300.016.331 ("Company"), fully and unreservedly adhere to the Company's Securities Trading Policy and the Material Act or Fact Disclosure Policy ("Policies"), declaring to have received complete copy of the Policies and have full knowledge of them, pledging to comply with all its terms and conditions as far as it is applicable.

The acceptance and adhesion of the Adhering Party to the Policies is irrevocable and irreversible, obliging its successors and assigns, in any capacity.

For the Company's knowledge, this instrument will be filed at its headquarters.

The Adhering Party signs this Term of Acceptance in three (3) counterparts of equal content and form, in the presence of the two (2) undersigned witnesses.

(Place and Date)

[Adhering Party Name and its representative]

Witnesses:

Name: Name:
ID: ID:
CPF/ME: CPF/ME:

Annex 2

TRADING COMMUNICATION

Name and qualification of the reporting party	[name], [qualification], resident and domiciled at [address], registered at CPF/ME under No. [●] and holder of Identity Card No. [●] [issuing body].
Position, function or relationship with the Company, Parent Companies, and/or Subsidiaries.	[Position, function or relationship with the Company/Parent Companies/Subsidiaries] Ex: Member of the Company's Board of Directors; Company's Relevant Employee; Statutory Officer of the shareholder Suzano Holding S.A.
If the trading was carried out by Spouse, Partner, or Dependent,	[redacted]
If the trading was carried out by a legal person directly or indirectly controlled by the reporting party or by Spouse, Partner or Dependent.	[name], [qualification], headquartered at [address], registered at CNPJ/ME under No. [●] and with its corporate documents duly filed with the Commercial Registry of the State of [●] under NIRE [●].

[name], [qualification], resident and domiciled at [address], registered at CPF/ME under No. [●] and holder of Identity Card No. [●] [issuing body].

Date	Security	Form of Trading	Amount	Price (R\$)**	Balance of the Position held before and after trading
	[Negotiated ticket and/or description of the Security. e.g. : SUZB3]	[Private/Organized Market]			

* Capitalized terms should have the meaning assigned to them in the Suzano S.A. Securities Trading Policy.

** If trading was made in foreign currency, the price converted into Brazilian Reais according to the closing value of the trading day must be indicated.

[Place and Date]

[Adhering Party Name and its representative]

**CERTIFICATION PURSUANT TO RULES 13a-14(a) AND 15d-14(a) AS ADOPTED
UNDER SECTION 302 OF THE SARBANES-OXLEY ACT**

I, João Alberto Fernandez de Abreu, certify that:

1. I have reviewed this annual report on Form 20-F of Suzano S.A. (the “Company”);
 2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
 3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this report;
 4. The Company’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Company and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the Company’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the Company’s internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the Company’s internal control over financial reporting; and
 5. The Company’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Company’s auditors and the audit committee of the Company’s board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company’s ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Company’s internal control over financial reporting.
-

Exhibit 12.1

Date: April 28, 2025.

/s/ João Alberto Fernandez de Abreu

João Alberto Fernandez de Abreu

Chief Executive Officer

**CERTIFICATION PURSUANT TO RULES 13a-14(a) AND 15d-14(a) AS ADOPTED
UNDER SECTION 302 OF THE SARBANES-OXLEY ACT**

I, Marcos Moreno Chagas Assumpção, certify that:

1. I have reviewed this annual report on Form 20-F of Suzano S.A. (the “Company”);
 2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
 3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this report;
 4. The Company’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Company and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the Company’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the Company’s internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the Company’s internal control over financial reporting; and
 5. The Company’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Company’s auditors and the audit committee of the Company’s board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company’s ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Company’s internal control over financial reporting.
-

Exhibit 12.1

Date: April 28, 2025

/s/ Marcos Moreno Chagas Assumpção

Marcos Moreno Chagas Assumpção

Chief Financial Officer and Chief Investor Relations Officer

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350 AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-
OXLEY ACT**

Pursuant to section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code), the undersigned officer of Suzano S.A. (the "Company"), does hereby certify, to such officer's knowledge, that:

The Annual Report on Form 20-F for the year ended December 31, 2024 of the Company fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and information contained in the Form 20-F fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: April 28, 2025

/s/ João Alberto Fernandez de Abreu

João Alberto Fernandez de Abreu

Chief Executive Officer

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350 AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-
OXLEY ACT**

Pursuant to section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code), the undersigned officer of Suzano S.A. (the "Company"), does hereby certify, to such officer's knowledge, that:

The Annual Report on Form 20-F for the year ended December 31, 2024 of the Company fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and information contained in the Form 20-F fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: April 28, 2025

/s/ Marcos Moreno Chagas Assumpção

Marcos Moreno Chagas Assumpção

Chief Financial Officer and Chief Investor Relations Officer

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

SUBSIDIARY ISSUER OF GUARANTEED SECURITIES

Each of the following series of guaranteed notes listed on the New York Stock Exchange has been issued by the respective issuer entity identified below, and is guaranteed by us.

Security	Issuer	Guarantor
4.000% Notes due 2025	Suzano International Finance B.V.	Suzano S.A.
5.500% Notes due 2027	Suzano International Finance B.V.	Suzano S.A.
6.000% Notes due 2029	Suzano Austria GmbH	Suzano S.A.
5.000% Notes due 2030	Suzano Austria GmbH	Suzano S.A.
3.750% Notes due 2031	Suzano Austria GmbH	Suzano S.A.
2.500% Notes due 2028	Suzano Austria GmbH	Suzano S.A.
3.125% Notes due 2032	Suzano Austria GmbH	Suzano S.A.