

KLABIN S.A.

CNPJ/MF No. 89.637.490/0001-45

NIRE: 35300188349

Publicly-Held Company

MATERIAL FACT

Klabin S.A. ("Klabin" or "Company"), in compliance with the provisions of article 157, paragraph 4, of Law 6,404, dated December 15, 1976, hereby informs its shareholders and the market in general that, at an extraordinary meeting held on this date, its Board of Directors resolved on certain general conditions of a potential merger (*incorporação*) of Sogemar - Sociedade Geral de Marcas Ltda. ("Sogemar") into the Company ("Merger").

Klabin currently has a contractual right to use the "Klabin" trademark and other six (6) trademarks owned by Sogemar ("Trademarks"), upon the payment of royalties, calculated on the basis of a percentage of net sales related to products identified by the Trademarks.

If the Merger is implemented, Klabin will become the owner of the Trademarks, with the consequent termination of the licensing agreement currently in effect and of the payment of the respective royalties by the Company.

The general conditions of the Board of Executive Officers' proposal for the Merger, approved by the Board of Directors to be formalized before Sogemar, are as follows: (i) the exchange ratio of the Merger is determined by attributing to Sogemar the value of R\$ 343,895,007.81 (three hundred and forty-three million, eight hundred and ninety-five thousand, and seven reais and eighty one cents) (which would represent a discount of approximately 50% on the present value of the payment flow of the royalties as determined in the appraisal report prepared by Deloitte Touche Tohmatsu Consultores Ltda.), and attributing to Klabin its market value, according to the average closing price of Klabin's Units (KLBN11) in the past sixty (60) days, which covers thirty-nine (39) trading sessions prior to February 1, 2019, corresponding to R\$ 17.05 (seventeen reais and five cents); (ii) the capital increase resulting from the Merger, equivalent to the issuance of one hundred million, eight hundred and forty-five thousand, nine hundred and forty-three (100,845,943) common shares (considering the abovementioned closing value of Klabin's Units divided by five), which would not be allowed to be traded for the period of five (5) years after the Merger; (iii) the Merger would be submitted to the resolution of an extraordinary general meeting of the Company's shareholders, in which the Company's shareholders (holders of common and preferred shares) who are, directly or indirectly, partners of Sogemar, would voluntarily abstain from voting.

The analysis of the entirety of the transaction and of the eventual call of the extraordinary general meeting will be resolved at an ordinary meeting of the Board of Directors to be held on February 6, 2019.

São Paulo, February 4th, 2019.

Gustavo Henrique Santos de Sousa

Chief Financial Officer and Investor Relations Officer