KLABIN S.A.
National Register of Legal Entities of the Ministry of Finance (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 No. 6,404, of December 15, 1976 ("Corporation Law"), and CVM Ruling No. 565, dated as of June 15, 2015 ("ICVM 565"), and in continuity to the material fact disclosed on February 4, 2019, informs its shareholders and the market in general that, at a meeting held on the date hereof, the Board of Directors thoroughly analyzed the terms and conditions proposed for the merger (*incorporação*) of Sogemar – Sociedade Geral de Marcas Ltda. ("Sogemar") into the Company ("Merger"), and later decided to call an Extraordinary General Meeting of the Company ("EGM") to submit it to the shareholders' resolution.

On the terms of the Protocol and Justification of the Merger ("Protocol") entered into between the Company's management and Sogemar's management, Sogemar shall be merged into Klabin, with the latter succeeding the former and becoming the owner of the "Klabin" trademark and six other trademarks owned by Sogemar, with the termination of the respective licensing agreement and, consequently, the p

ayment of royalties for the use of said trademarks.

The exchange ratio agreed upon in the Protocol was calculated valuing Sogemar at three hundred and forty-three million, eight hundred and ninety-five thousand and seven Reais, and eighty-one cents (BRL 343,895,007.81) and assigning to Klabin its stock exchange value, according to the average closing quotation of its Units (KLBN11), which is Klabin's security with material liquidity in the market within the sixty (60) days preceding February 1st, 2019, corresponding to seventeen Reais and five cents (BRL 17.05), thus totaling a exchange ratio of six hundred and ninety-eight point nine hundred and forty (698.940) common shares of Klabin for each one (1) quota in Sogemar.

It must be highlighted that the value assigned to Sogemar represents a discount of approximately 50% of the present value of the royalty payment flow calculated in the appraisal report prepared by Deloitte Touche Tohmatsu Consultores Ltda. ("Deloitte Report") and, for comparison purposes, the Sogemar and Klabin appraisal report from

Apsis Consultoria Empresarial Ltda., according to the discounted cash flow criterion, for purposes of compliance with Article 264 of the Corporation Law ("264 Report"), indicated a exchange ratio of one thousand, one hundred and fourteen point eight hundred and forty-three thousand, two hundred and forty-one (1,114.843241) common shares of Klabin for each one (1) quota in Sogemar.

Given that Sogemar and Klabin are companies under common control, pursuant to Guiding Opinion No. 35/2008, Klabin's shareholders that are, either directly or indirectly, quotaholders in Sogemar will voluntarily refrain from voting at the EGM, with the purpose of ensuring the independence of the decision to be made by Klabin's shareholders regarding the Merger.

Moreover, each preferred share issued by Klabin shall also be entitled to one (1) vote in the EGM resolutions regarding the Merger, the implementation of which shall be, therefore, subject to the approval by the majority of the votes of the common and preferred shares held by the shareholders of the Company attending the Meeting, which do not hold a direct or indirect interest in Sogemar.

Further details and information regarding the Merger are available in Exhibit I to this material fact, as well as in the Protocol and in the Management Proposal to be disclosed together with the Call Notice of the EGM. All such documents, as well as the abovementioned Deloitte Report and 264 Report, shall be available at the principal place of business of Klabin and on the websites of the Securities Commission (www.cvm.gov.br), of B3 – Brasil, Bolsa, Balcão (www.b3.com.br) and of the Company (http://ri.klabin.com.br/).

São Paulo, February 6, 2019.

Gustavo Henrique Santos de Sousa

Chief Financial Officer and Investor Relations Officer

Exhibit I

Information on the Merger, pursuant to ICVM 565

1. Companies involved in the Merger and their activities

About the Company. Klabin is a publicly-held company with its principal place of business in the City of São Paulo, State of São Paulo, at Avenida Brigadeiro Faria Lima, 3600, 3°, 4° e 5° andares, Itaim Bibi, enrolled in the National Register of the Legal Entities of the Ministry of Finance (CNPJ/MF) under No. 89.637.490/0001.45.

The Company and its controlled companies operate in segments of the paper and pulp industry, which comprises, among other things, the production and marketing of wood, pulp, packaging paper, paper bags and corrugated cardboard boxes. The Company's activities are fully integrated, from afforestation to the final product, and have the purpose of meeting the demands from both the internal and external markets.

The Company is controlled by Klabin Irmãos & Cia. ("KIC") and Niblak Participações S.A. ("Niblak").

About Sogemar. Sogemar is a limited liability company with its principal place of business in the City of São Paulo, State of São Paulo, at Rua Tabapuã nº 1123 – 22º andar – conjunto 225/226, Itaim Bibi, enrolled in the CNPJ/MF under No. 02.721.797/0001-41.

Sogemar is the holder of trademarks "Klabin Boards", "Klabin Liquid Board", "Klabin X Rigid Board", "Klabin Rigid Board", "Klabin Carrier Board" and "Klabin Freeze Board" and, on the date of the Merger, when the Prior Reorganization described in item 2 below has already been completed, it shall also be the owner of the "Klabin" trademark, which is currently held by KIC ("Trademarks"). Sogemar's main activity is the licensing of use of these Trademarks to Klabin.

2. Description and purpose of the Merger

The transaction in question shall consist of the merger (*incorporação*) of Sogemar into the Company. Sogemar shall be extinguished and succeeded by Klabin universally, pursuant to articles 226 and 227 of Law No. 6,404/76.

As a result of the Merger, Klabin shall become the owner of the Trademarks, with the consequent termination of the licensing agreement in force and the payment of royalties for the use of the Trademarks.

Currently, 73.24% of the quotas issued by Sogemar are held by Jacob Klabin Lafer Administração e Participações S.A., PRESH S.A., GL Holdings S.A., Glimdas Participações S.A., Daro Participações S.A., Dawojobe Participações S.A., Esli Participações S.A. and LKL Participações S.A. ("Holding Companies"), with the remainder of the quotas issued by Sogemar are held 15% by Monteiro Aranha S.A., 4.650% by AJL Participações e Comércio Ltda., 4.493% by Roberto Luiz Leme Klabin and 2.631% by Edgar Gleich.

Prior to the Merger, a corporate reorganization shall be conducted ("Prior

Reorganization"), which shall comprise (a) an increase of Sogemar's capital of ten thousand Reais (BRL 10,000.00), upon the issue of ten thousand (10,000) quotas, which shall be subscribed and paid up in Brazilian currency by quotaholders Monteiro Aranha S.A., AJL Participações e Comércio Ltda., Roberto Luiz Leme Klabin and Edgar Gleich, pro-rata to their interests, and the remainder of the quotas, in relation to which the Holding Companies shall have waived their rights of first refusal, shall be subscribed and paid up by KIC, through the transference of the "*Klabin*" trademark and in Brazilian currency to Sogemar's capital, so that Sogemar will then be the holder of all Trademarks; and (b) the transfer of all of Sogemar's quotas held by the Holding Companies to KIC or Niblak, which shall thus become a quotaholder in Sogemar.

3. Main benefits, costs and risks of the transaction

Benefits. In the understanding of the Company's management, the Trademarks, due to their great prestige and recognition in the market, give the products sold by the Company a real certificate of quality, standing out from their competitors and promoting their sale.

Based on this, the management sees in the Merger an opportunity of creating value for the Company, which is interested in becoming the direct owner of the Trademarks, and, thus, ensuring the right to their exclusive use in a permanent manner.

Moreover, the transaction shall allow the Company to terminate the royalty agreement in effect and the financial flow in connection with such agreements, without any financial disbursement.

Costs. The costs and expenses that may be incurred for the consummation of the Merger are estimated at one million five hundred thousand Reais (BRL 1,500,000.00), approximately one million four hundred thousand Reais (BRL 1,400,000.00) for costs related to the hiring of legal, accounting and financial advisors and one hundred thousand Reais (BRL 100,000.00) for costs with publications and others.

Risks. Given that Sogemar and Klabin are companies under common control, pursuant to the provisions of CVM Guiding Opinion No. 35/2008, the shareholders of Klabin (holders of common and preferred shares) that are, either directly or indirectly, quotaholders of Sogemar, will voluntarily abstain from voting, seeking to ensure the independence of the decision to be made by Klabin's shareholders regarding the Merger.

In addition, each preferred share issued by Klabin shall also be entitled to one (1) vote in the resolutions at Klabin's Extraordinary General Meeting regarding the Merger, the implementation of which shall be, therefore, subject to approval by the majority of votes of the common shares and preferred shares of the Company's shareholders attending the Meeting, which do not have a direct or indirect interest in Sogemar. Therefore, there is no guarantee of actual implementation of the Merger as a proposal.

4. Share Exchange Ratio

The Merger comprises a exchange ratio of six hundred and ninety-eight point nine hundred and forty (698.940) common shares issued by Klabin for each one (1) quota issued by Sogemar, resulting in the issuance, by Klabin, of one hundred million, eight hundred and forty-five thousand, nine hundred and forty-three (100,845,943) new common shares, all of which are registered and without par value ("New Shares"), which shall be attributed to Sogemar's quotaholders, as a replacement for the Sogemar's quotas to be extinguished.

Klabin's common shares to be issued as a result of the Merger shall have the same rights ascribed to the outstanding common shares issued by Klabin at that moment, and Sogemar's quotaholders shall fully participate in all benefits, including dividends and capital remunerations that may be declared by Klabin.

5. Exchange Ratio setting criterion

The exchange ratio was calculated valuating (i) Sogemar at three hundred and forty-three million, eight hundred and ninety-five thousand and seven Reais, and eighty-one cents (BRL 343,895,007.81), taking into account market conditions and estimates, both macroeconomic and pertaining to the Company's segments of operation, and (ii) Klabin at its market value, according to the average of the closing value of Klabin's Units (KLBN11), considering that the Units are the Company's security with relevant liquidity, within the sixty (60) days prior to February 1, 2019, corresponding to seventeen Reais and five cents (BRL 17.05), divided by five (5) (which represents the number of shares issued by Klabin per Unit), resulting in the value attributed to common shares issued by Klabin of three Reais and forty-one centavos (BRL 3.41).

6. Submission of the Merger to the approval of Brazilian or foreign authorities

The Merger is not contingent on the approval of Brazilian or foreign authorities.

7. Exchange ratio calculated in accordance with article 264 of Law No. 6,404/76

In compliance with the provisions in article 264 of Law No. 6,404/76, Apsis Consultoria Empresarial Ltda. ("Apsis") was hired by the Company to prepare the appraisal report on the net worth of Sogemar and Klabin, pursuant to the discounted cash flow method, both on the base date of December 31, 2018, having as a result, only for information purposes, the exchange ratio of one thousand, one hundred and fourteen point eight hundred and forty-three thousand, two hundred and forty-one (1,114.843241) common shares of Klabin for each one (1) quota of Sogemar.

8. Withdrawal Right and Reimbursement Amount

The Merger shall not entitle the right of withdrawal to the shareholders of Klabin, which is the surviving company, because the right of withdrawal is legally limited to the shareholders of the merged company. There will be no right of withdrawal to Sogemar's quotaholders, the merged company, considering that all of such quotaholders have already undertaken to vote in favor of the Merger, in accordance with the provisions set out in the Protocol and Justification, so that there will be no Sogemar's quotaholders dissident of such resolution.

9. Additional Information

The Protocol and the Management Proposal, containing more detailed information on the Merger, as well as the transaction appraisal reports, shall be available at the principal place of business of Klabin and on the websites of the Securities Commission (www.cvm.gov.br), of B3 – Brasil, Bolsa, Balcão (www.b3.com.br) and of the Company (http://ri.klabin.com.br/).