

**VOTORANTIM CELULOSE E PAPEL S.A**  
Publicly-Held Company  
National Corporate Taxpayers Register of the Ministry of Finance (CNPJ/MF)  
No. 60.643.228/0001-21  
State Registration No. (NIRE): 35.300.022.807

**CALL NOTICE  
OF  
EXTRAORDINARY SHAREHOLDERS MEETING**

The shareholders of **VOTORANTIM CELULOSE E PAPEL S.A.** (Company) are hereby notified to attend at first call the Extraordinary Shareholders Meeting (AGE) to be held at the principal place of business of the Company, at Alameda Santos, No. 1357/6th floor, in this City of São Paulo, at 2:00 p.m., on April 2, 2009, to resolve on the following agenda:

-- Amend, according to a proposal by the management, the Bylaws of the Company to include Article 34 in the Transitory Provisions chapter, providing for the rules applicable to the creation of the Independent Extraordinary Committee referred to in CVM Instruction Report No. 35/2008, which shall operate on a provisional basis to meet the purposes set forth in said Instruction Report.

Share ownership certificate will be requested for shares held in trust, to be provided by the depository institution. Proxies of shareholders shall evidence that they have been appointed as legal representatives less than one year ago and file the respective documents at the principal place of business of the Company within three (3) business days before the date of the Extraordinary Shareholders Meeting (article 27, paragraph 4, of the Bylaws).

São Paulo, March 18, 2009.

**JOSÉ ROBERTO ERMÍRIO DE MORAES**  
Chairman of the Board of Directors