

UNICASA INDÚSTRIA DE MOVÉIS S.A.
Company Registry (NIRE) 43300044513-RS
Corporate Taxpayer ID (CNPJ) 90.441.460/0001-48

**MINUTES OF THE 32TH MEETING OF THE BOARD OF DIRECTORS
HELD ON MAY 12, 2016**

- 1. DATE, TIME AND PLACE:** The meeting was held on May 12, 2016, at 1:30 p.m., at the registered office of the Company, located at Rodovia Federal BR-470, km 212,930, Bairro São Vendelino, CEP 95707-540, in the city of Bento Gonçalves, state of Rio Grande do Sul.
- 2. CALL NOTICE AND ATTENDANCE:** Call was made pursuant to the Bylaws of the Company. The following members of the Board of Directors were present: Gelson Luis Rostirolla, Frank Zietolie, Aymar Ferreira de Almeida Júnior, Daniel Ferreira Maia de Freitas, and via conference call, Alexandre Grendene Bartelle.
- 3. PRESIDING BOARD:** The meeting was presided over by Mr. Gelson Luis Rostirolla, and Mr. Frank Zietolie acted as secretary.
- 4. AGENDA:** **i)** To examine and discuss the Company's performance in the first quarter of 2016, the respective Financial Statements and Unqualified Report of the Independent Auditors; **ii)** Consider and vote on the allocation of compensation among Directors and Executive Officers, in accordance with Article 22 of the Bylaws of the Company.
- 5. RESOLUTIONS:** Once the meeting was brought to order, the matters in the Agenda were discussed and deliberated, and all members of the Board of Directors decided, by unanimous vote and without restrictions, on the following:

 - (i) to approve the Company's performance in the first quarter of 2016, as well as the respective Financial Statements and Unqualified Report of the Independent Auditors.
 - (ii) to allocate the Fees to the Board of Directors at the individual monthly gross amount of ten thousand reais (R\$10,000.00), all Directors waived any compensation, except for the Independent Director, Mr. Daniel Ferreira Maia de Freitas; a monthly gross compensation was allocated to the Executive Officers of the Company in the following amounts: (i) hundred thousand, four hundred and eighty reais (R\$100,480.00) to the Chief Executive Officer; (ii) forty-four thousand, two hundred and fifty reais (R\$44,250.00) to the other Executive Officers elected in the Meeting of the Board of Directors held on March 19, 2015, except for the Executive Vice-President.
- 6. CLOSURE:** There being no further business to discuss, the Meeting was adjourned, these Minutes were drawn up, read, approved and signed by all those present. Presiding Board: Gelson Luis Rostirolla – Chairman; Frank Zietolie – Secretary. (sgd.), Aymar Ferreira de Almeida Júnior, Daniel Ferreira Maia de Freitas, e Alexandre Grendene Bartelle.

- 7. DECLARATION:** As Chairman and Secretary of the 32th Meeting of the Board of Directors, we declare that this is a true copy of the minutes drawn up in the respective records.

Bento Gonçalves, Rio Grande do Sul, May 12, 2016.

Gelson Luis Rostirolla
Chairman

Frank Zietolie
Secretary

Certified:

Bel. Juliano Nicola Sangalli
Brazilian Bar Association – Rio Grande do
Sul Chapter (OAB/RS) no. 42.486