

UNICASA INDÚSTRIA DE MÓVEIS S. A.
COMPANY REGISTRY NO. (NIRE): 43.300.044.513-RS
Corporate Taxpayer ID (CNPJ/MF): 90.441.460/0001-48

**MINUTES OF THE 25TH MEETING OF THE BOARD OF DIRECTORS
HELD ON DECEMBER 22, 2014**

1. DATE, TIME AND PLACE: The meeting was held on December 22, 2014, at 1:30 p.m., at the registered office of the Company, located in the city of Bento Gonçalves, state of Rio Grande do Sul, at Rodovia Estadual RSC-470, km 212, 930, Bairro São Vendelino, CEP 95700-000.

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: Alexandre Grendene Bartelle, Juvenil Antônio Zietolie, Frank Zietolie, and, via conference call: Rafael Alves Rodrigues and Aymar Ferreira de Almeida Júnior.

3. PRESIDENT BOARD: The meeting was presided over by Mr. Juvenil Antônio Zietolie, and Mr. Frank Zietolie acted as secretary.

4. AGENDA: declare the distribution and approve the payment of interest on equity, to be calculated towards the mandatory dividends for fiscal year 2014, observing the limits set forth in Article 9 of Law 9,249/95.

5. RESOLUTIONS: Once the meeting was installed, the matters in the Agenda were discussed and considered, and all members of the Board of Directors decided, by unanimous vote and without restrictions, on the following:

- (i) As allowed under Article 22, item “e” and Article 35 of the Bylaws of the Company, to declare the distribution of interest on equity in the gross amount of ten million, five thousand, four hundred seventy-five reais and fifty-one centavos (R\$ 10,005,475.51), which corresponds to R\$0.15140000 per share; based on the application of the long-term interest rate (TJLP) calculated on the Shareholders' equity of the Company up to December 31, 2014, to be calculated towards the mandatory dividends for fiscal year 2014, as provided for under CVM Instruction 683 of August 30, 2012.
- (ii) To clarify that the date of payment of the abovementioned interest on equity will be decided further in the future, in the Shareholders' Meeting that approves the financial statements for the fiscal year ending December 31, 2014 and ratifies the credit approved herein, to be held by April 30, 2015;
- (iii) To clarify that: (a) the abovementioned interest on equity will be calculated towards the mandatory dividend for fiscal year 2014, as provided for in the Company's Bylaws; (b) in accordance with the applicable law, the Company's shareholders of record on December 22, 2014 will be entitled to receive the interest on equity, date of approval of the payment by the Board of Directors, and shares will be traded ex-interest on equity as of December 23, 2014, inclusive; and (c) the payment will be made in its net amount, net of withholding income tax in accordance with the applicable law, except for shareholders who are immune or exempt, and who evidence such condition by December 30, 2014, upon submission of the applicable documents to the Company; and
- (iv) Directors also decided to authorize the Board of Executive Officers of the Company to immediately publish these minutes and the notice to shareholders in

the Company's usual legal publication newspapers, containing all necessary information, and to inform the Securities and Exchange Commission of Brazil and the São Paulo Stock Exchange (BM&FBOVESPA), as well as to adopt all other measures necessary to implement the credit and payment of interest on equity approved herein.

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: Juvenil Antônio Zietolie – Chairman; Frank Zietolie – Secretary. (sgd.) Alexandre Grendene Bartelle, Juvenil Antônio Zietolie, Frank Zietolie, Rafael Alves Rodrigues and Aymar Ferreira de Almeida Júnior.

7. DECLARATION: As chairman and secretary of the 25th meeting of the board of directors, we declare that this is a true copy of the minutes drawn up in the company's records.

Bento Gonçalves, RS, December 22, 2014.

Presiding Board:

JUVENIL ANTÔNIO ZIETOLIE
Chairman

FRANK ZIETOLIE
Secretary

VISA:

Jenifer da Silva Santos

Attorney registered with the Rio Grande do Sul Bar Association (OAB/RS) under no. 84.824