

**DISCLOSURE POLICY OF MATERIAL INFORMATION  
OF THE COMPANY**

**DISCLOSURE OF INFORMATION AND MAINTENANCE OF CONFIDENTIALITY  
BY POTENTIAL OR EFFECTIVE HOLDERS OF MATERIAL INFORMATION,  
UNDER THE TERMS OF THE CVM INSTRUCTION NO. 358, DATED JANUARY  
03, 2002, AS AMENDED.**

**UNICASA INDÚSTRIA DE MÓVEIS S.A.**

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Approved on Meeting of the  
Board of Directors held on May  
30, 2014

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**UNICASA INDÚSTRIA DE MÓVEIS S.A.**

**DISCLOSURE POLICY OF MATERIAL INFORMATION**

**I. DEFINITIONS AND ADHESION**

I.1 The definitions used in this Disclosure Policy have the meanings ascribed to them in the definitions contained in Exhibit I hereof.

I.2 The Controlling Shareholders of the Company and the persons indicated by them to access the Material Information, Managers, Directors, administrators and employees of the Company, subsidiaries and/or companies under common control and respective shareholders, members of the management and bodies with technical or advisory functions, service providers and other professionals who have frequent access to the Material Information, as well as any persons who the Company deem necessary or fit to sign the Adhesion shall sign the Adhesion, according to Exhibit II hereto, becoming Related Persons for the purposes set forth herein.

I.3 The Company will keep in its headquarters a copy of this Disclosure Policy and at the disposal of the Brazilian Securities and Exchange Commission (CVM), as well as in relation to the Related Persons and their respective qualifications, with indication of their respective titles and functions, addresses and enrollment number of the Brazilian Corporate Taxpayer Registry (CNPJ) or Individual Taxpayer Registry (CPF), according to the case, updating it whenever there is any change.

1.3.1 Whenever there are changes in the registration details, the Related Persons shall immediately inform them to the Company, represented by the Investor Relations Officer, who will update the list and will always keep it available to CVM.

I.4 The Adhesion Instruments shall remain filed in the headquarters of the Company while their signatories are linked to it, and for at least 05 (five) years after their removal.

## **II. POTENTIALLY MATERIAL INFORMATION**

II.1 The materiality criterion of the Material Information is based on the possibility of considerably influencing (i) the decision of the investors in trading the securities issued by the Company or referenced to them; (ii) the pricing of the securities issued by the Company or referenced to them; and (iii) the decision of the investors in exercising any rights inherent to the condition of holder of securities issued by the Company or referenced to them.

II.2 The Controlling Shareholders and Managers may keep the secrecy of potentially material information when they understand that its disclosure may put in risk the legitimate interest of the Company.

## **III. OBJECTIVE**

III.1 The objective of this Disclosure Policy is to establish rules and procedures to be adopted, with the purpose of fully complying with the legal and regulatory provisions concerning the disclosure of Material Information, under the terms of the CVM Instruction 358, specially seeking (i) to provide full information to the shareholders and investors of the Company; (ii) to assure broad and immediate disclosure of Material Information; (iii) to enable impartial access to the public information about the Company to all shareholder and investor; (iv) to care for the confidentiality of the undisclosed Material Information; (v) to collaborate for the stability and development of the Brazilian capital market; and (vi) to consolidated good corporate governance practices in the Company.

III.2 Any doubts regarding the provisions of this Disclosure Policy, the applicable regulations edited by CVM and/or the necessity of disclosing or not a certain information to the public shall be clarified with the Investor Relations Officer or with the person indicated by him/her.

## **IV. DUTIES AND RESPONSIBILITIES**

IV.1 The responsibilities of the Company's Investor Relations Officer are:

- (i) to disclose and inform CVM and Stock Exchanges, immediately after being informed, on any act or fact occurred or related to the business of the Company that is deemed Material Information; and

(ii) to care for the broad and immediate dissemination of the Material Information simultaneously in the Stock Exchanges, as well as to the investors in general.

IV.2 The communication of Material Information to CVM and Stock Exchanges shall be immediately carried out through written or electronic document, describing in details the acts and/or facts occurred.

IV.3 The Material Information shall be disclosed to the public through a notice published through at least one (1) news portal, with pages in the world wide web, that provides, in section with free access, the information in your completeness.

IV.4 Whenever Material Information is circulated through any mean of communication, including information to the press or in meetings of class entities, investors, analysts or with selected public, in the Country or abroad, the Material Information will be simultaneously sent to CVM (IPE System) and Stock Exchanges, beyond the Investor Relations website of the Company.

IV.5 Any Related Person who knows acts or facts that might characterize a Material Information shall proceed with the immediate communication to the Investor Relations Officer so that the latter promote its disclosure.

IV.6 The Related Persons that are aware of Material Information, whenever they verify omission in the disclosure of Material Information, shall inform the Material Information directly to CVM and Stock Exchanges.

IV.7 The Material Information shall be preferably disclosed before the start or after the end of the businesses in the Stock Exchanges. Should the Stock Exchanges not operate simultaneously, the disclosure will be carried out observing the business hours of the Brazilian market.

## **V. EXCEPTION TO THE IMMEDIATE DISCLOSURE OF MATERIAL INFORMATION**

V.1 The acts or facts characterizing Material Information may no longer be disclosed if the controlling shareholders or managers of the Company understand that its disclosure may put in risk the legitimate interest of the Company.

V.2 The Company, at request of the managers, any shareholder or own initiative, may decide to submit at CVM's appraisal the matter regarding the public disclosure of the Material Information which may put in risk the legitimate interest of the Company, without prejudice

to CVM, on its own initiative, deciding about the rendering of information that is no longer disclosed, under the terms of the CVM Instruction 358.

V.3 If CVM decides for the disclosure of Material Information and determines that the Investor Relations Officer or Related Person, according to the case, inform the Material Information to the Stock Exchange and the public, the Investor Relations Office or Related Person, according to the case, shall immediately proceed with the disclosure, pursuant to the CVM Instruction 358.

V.4 Whenever the Material Information still not publicly disclosed is informed to persons other than those who (i) originally knew it; and/or (ii) decided to keep the Material Information confidential, or, in the event the Material Information escapes the control or if verifying there was atypical oscillation in the quotation, price or quantity of Securities traded, the Investor Relations Officer shall provide that the Material Information be immediately disclosed to CVM, Stock Exchanges and the public.

## **VI. DUTY TO KEEP SECRECY ABOUT THE MATERIAL INFORMATION**

VI.1 The Related Persons shall keep secrecy about the Material Information that has not yet been disclosed, which they have access due to the title or position they occupy, until such Material Information is disclosed to the public, as well as care that subordinates and third parties of their trust also do so, being jointly liable with them in the event of default.

VI.2 Related Persons shall not discuss Material Information in public places. Likewise, Related Persons may only refer to matters related to the Material Information with those who need to know the Material Information.

VI.3 Any violations of this Disclosure Policy verified by the Related Persons shall be immediately informed to the Company, represented by the Investor Relations Officer or person indicated by him/her and, in case of violation of the Investor Relations Officer, to the Chairman of the Company's Board of Directors.

VI.4 Whenever any Related Person verifies that Material Information still not publicly disclosed was informed to persons other than those who (i) originally knew it; and/or (ii) decided to keep the Material Information confidential, or, further, in the event the Material Information escapes the control or if verifying there was atypical oscillation in the quotation, price or quantity of Securities traded, such facts shall be immediately informed to the Company, represented by the Investor Relations Officer or person indicated by him/her.

**VII. INFRINGEMENTS AND SANCTIONS**

VII.1 Without prejudice to the suitable sanctions under the terms of the effective legislation, to be applied by the competent authorities, in case of violation of the terms and procedures established herein, the Board of Directors of the Company shall take the disciplinary measures deemed fit within the internal ambit of the Company, including the removal from office or dismissal of the offender in the events of severe violation.

VII.2 If the suitable measure is legally or statutorily entitled to the General Meeting, the Board of Directors shall call it in order to resolve on the theme.

**VIII. EFFECTIVE PERIOD AND CHANGES**

VIII.1 This Disclosure Policy shall be complied as of its approval date.

VIII.2 Any changes to its Disclosure Policy shall be promptly informed by the Investor Relations Officer to the Related Persons, CVM and Stock Exchanges, in compliance with the CVM Instruction 358, becoming applicable to all on the information date of the changes.

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*Exhibit I to the Disclosure Policy of Material Information  
of  
Unicasa Indústria de Móveis S.A.*

**DEFINITIONS**

<b>Controlling Shareholders</b>	shareholder(s) or Group of Shareholders that exercise the Controlling Power of the Company.
<b>Managers</b>	members of the board of directors and executive board, effective and alternate, acting on own or the Company's behalf.
<b>BM&amp;FBOVESPA</b>	BM&FBOVESPA S.A. - Securities, Commodities and Futures Exchange.
<b>Stock Exchanges</b>	BM&FBOVESPA and any other stock exchanges or organized trading market where the Company has Securities admitted to the trading.
<b>Company</b>	Unicasa Indústria de Móveis S.A., a corporation headquartered in the City of Bento Gonçalves, State of Rio Grande do Sul, at Rodovia Estadual RSC-470, Km 212,930, Bairro São Vendelino, Postal Code 95700-000, enrolled with the CNPJ/MF under no. 90.441.460/0001-48, with its charters duly registered in the Trade Board of the State of Rio Grande do Sul (" <u>JUCERGS</u> ") under NIRE 43.300.044.513.
<b>Directors</b>	members of the audit committee and any other bodies with technical or deliberative functions that might be created by statutory provision.
<b>CVM</b>	the Brazilian Securities and Exchange Commission.
<b>Investor Relations Officer</b>	the Company's Officer appointed by the General Meeting or by the Board of Director of the Company to exercise the attributions set forth in the CVM regulation and in the Bylaws of the Company.



## **Group of Shareholders**

group of persons: (i) related by contracts or agreements of vote of any nature, whether directly or through subsidiaries, parent companies or companies under common control; (ii) between which there is relation of control; or (iii) under common control.

## **Material Information**

any decision of a controlling shareholder, resolution of a General Meeting or management bodies of the Company or any other act or fact of political, administrative, technical, business, economic or financial character occurred or related to the Company's businesses, which may considerably influence (i) in the pricing of the Securities; (ii) in the decision of the investors to purchase, sell or keep the Securities; or (iii) in the decision of the investors to exercise any rights inherent to the condition of holders of Securities. Such as, for instance, (a) signature of agreement or contract for transfer of share control of the Company, even if under suspensive or deliberative condition; (b) change in the Company's control, including through the execution, amendment or termination of shareholders agreement; (c) execution, amendment or termination of shareholders agreement where the Company is party or intervening party, or that has been recorded in the Company's proper book; (d) entry or exit of partner that keeps, with the Company, operational, financial, technological or administrative collaboration or contract; (e) authorization for trading Securities issued by the Company in any international or national market; (f) decision to promote the cancellation of the registry of publicly-held company of the Company; (g) incorporation, merger or spin-off involving the Company or associated companies; (h) transformation or dissolution of the Company; (i) change in the equity composition of the Company; (j) change of accounting criteria; (k) debt renegotiation; (l) approval of stock option plan; (m) change in the rights and advantages of the Securities issued by the Company; (n) split or reversal split of shares or attribution of bonus; (o) acquisition of shares of the Company for the permanence in treasury or cancellation, as well as sale of shares so acquired; (p) profit or loss of the Company and attribution of proceeds in cash; (q) execution or termination

of contract, or failure in its performance, when the expectation of execution is of public knowledge; (r) approval, change or waiver of project or delay in its implementation; (s) start, resumption or interruption of the manufacturing or trading of product or service; (t) discovery, change or development of technology or funds of the Company; (u) change of projections disclosed by the Company; and (v) request for judicial reorganization, petition or confession of bankruptcy or filing of lawsuit that might affect the economic and financial situation of the Company.

**CVM Instruction 358**

CVM Instruction no. 358, dated January 3, 2002, as amended.

**Related Persons**

the Company, its Controlling Shareholders and the persons indicated by them to access the Material Information, Managers, Directors, administrators and employees of the Company, subsidiaries and/or companies under common control and respective shareholders, members of the management and bodies with technical or advisory functions, service providers and other professionals, who have expressly adhered to the Disclosure Policy and are bound to the compliance with the rules described therein.

**Controlling Power**

is the power effectively used to direct the corporate activities and instruct the operation of the Company's bodies, directly or indirectly, factually or by law, regardless of the shares held, as defined in the New Market Listing Regulation of BM&FBOVESPA.

**Disclosure Policy**

the Disclosure Policy of Material Information of Unicasa Indústria de Móveis S.A. and its exhibits.

**Adhesion Instrument**

the formal instrument signed by the Related Persons, recognized and filed by the Company, through which the Related Persons express their awareness of the rules contained in the Disclosure Policy, undertaking the obligation to fulfill them and care so that the rules are met by the persons who are under its influence, including subsidiaries, associated companies or under the common

control, spouses and direct or indirect dependants.

**Securities**

(i) any security issued by the Company, such as shares, debentures, promissory notes and/or subscription bonus; (ii) any bond, contract or agreement referenced to any security issued by the Company, such as contracts of derivatives and/or future call and option sale, thus defined under the terms of art. 2 of Law no. 6.385, dated December 7, 1976.

Bento Gonçalves, RS, May 30, 2014.

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ALEXANDRE GRENDENE BARTELLE  
Chairman of the Board of Directors