

**UNICASA INDÚSTRIA DE MÓVEIS S.A.**

Company Registry (NIRE) 43300044513-RS

Corporate Taxpayer ID (CNPJ/MF) 90.441.460/0001-48

**MINUTES OF THE 48<sup>TH</sup> MEETING OF THE BOARD OF DIRECTORS  
HELD ON MAY 9, 2019**

- 1. DATE, TIME AND VENUE:** On May 9, 2019, at 1:30 p.m., at the registered office of the Company located at Rodovia Federal BR-470, S/N, 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 notice was sent pursuant to article 18 of the Bylaws of the Company. The following directors were present: Gelson Luis Rostirolla, Alexandre Grendene Bartelle, Kelly Zietolie, Daniel Ferreira Maia de Freitas and Thiago Costa Jacinto.
- 3. PRESIDING BOARD:** The meeting was presided over by Gelson Luis Rostirolla and Alexandre Grendene Bartelle acted as secretary.
- 4. AGENDA:**
  - a) To examine and discuss the Company's performance in the first quarter of 2019, the respective Financial Statements and the unqualified Independent Auditor's report;
  - b) To deliberate on the allocation of compensation among directors and executive officers, in accordance with article 22, item "f" of the Bylaws of the Company.
  - c) To deliberate on the resignation tendered by Kelly Zietolie from the positions of Director and Chief Executive Officer of the Company, and on the election of her replacement for said positions;
  - d) To deliberate on the election of the new Commercial Officer of the Company and the new Officer responsible for industrial activities at the Company.
- 5. RESOLUTIONS:** The directors present, after examining, discussing and voting on the matters on the Agenda, unanimously and without restrictions, resolved:
  - a) To approve the Company's performance in the first quarter of 2019, the respective Financial Statements and the unqualified Independent Auditor's Report;
  - b) To allocate the fees to the Board of Directors at the monthly individual gross amount of ten thousand reais (R\$10,000.00). All the directors, except Daniel Ferreira Maia de Freitas and independent director Thiago Costa Jacinto, waived their compensation; a monthly gross

compensation was allocated to the Executive Officers of the Company as follows: (i) fifty one thousand reais (R\$51,000.00) to the Chief Executive Officer; and (ii) thirty-thousand, forty five thousand reais (R\$45,000.00) to other executive officers as gross monthly fixed compensation.

- c) On this date, **Kelly Zietolie** tendered her resignation from the positions of Director and Chief Executive Officer of the Company, to which she had been elected, respectively, on April 30, 2019 at the AESM, and on March 28, 2019, at the Board of Directors Meeting, which was accepted by those present. Consequently, the directors present, by unanimous vote, elected **Gustavo Dall Onder**, Brazilian, married under the regime of separation of property, production engineer, holder of identity card (RG) 9057492358 issued by SJS-RS, inscribed in the Individual Taxpayers Register (CPF/MF) under no. 022.216.650-90, with residence address at Rua Luiz Busetti, nº 906, Bairro Vicentina, in the city of Farroupilha, state of Rio Grande do Sul, CEP 95172-060, currently Chief Financial and Investor Relations Officer of the Company, to the Board of Directors, in accordance with article 19, paragraph 3 of the Bylaws of the Company, and also as the Chief Executive Officer of the Company, in accordance with article 27, sole paragraph of the Bylaws of the Company, to replace the resigning director and Chief Executive Officer, Kelly Zietolie.

In accordance with article 150 of Federal Law 6,404/76, the substitute director elected herein, **Gustavo Dall Onder**, will complete the current term of the Board of Directors, i.e., until the Shareholders Meeting that will deliberate on the Financial Statements for the fiscal year ending December 31, 2019.

In accordance with article 150, paragraph 3 of Federal Law 6,404/76, the substitute Chief Executive Officer elected herein, **Gustavo Dall Onder**, will complete the current term of the Board of Executive Officers, i.e., until the Shareholders Meeting that will deliberate on the Financial Statements for the fiscal year ending December 31, 2020.

- d) The directors approved the election of **Alexandre Narvaes Figueira**, Brazilian, single, born on 8/30/1981, business administrator, holder of identity card (RG) no. 1075529221 issued by SSP/RS, inscribed in the Individual Taxpayers Register (CPF/MF) under no. 000.458.250-09, resident and domiciled at Av. Dom Cláudio José Gonçalves Ponce de Leão, nº 165, Ap. 609, Bairro Vila Ipiranga, Porto Alegre/RS, CEP 91370-170, as **Commercial Officer** of the Company and **Luciano André Merigo**, Brazilian, married under the regime of separation of property, mechanical engineer, holder of identity card (RG) no. 8051364886 issued by SSP/RS, inscribed in the Individual Taxpayers Register (CPF/MF) under no. 696.354.200-72, resident and domiciled at Rua das Flores, nº 350, Bairro Tamandaré, Garibaldi/RS, CEP 95720-000, as the **Officer responsible for industrial activities** of the Company.

The Commercial Officer, Alexandre Narvaes Figueira, and the Officer responsible for industrial activities, Luciano André Merigo, elected hereby, will hold office until the end of the current term of the Board of Executive Officers, i.e., until the Shareholders Meeting that will deliberate on the Financial Statements for the fiscal year ending December 31, 2020.

The position of Executive Vice President will remain vacant and will be filled in the future, in accordance with article 27, sole paragraph of the Bylaws of the Company.

The new Director and Chief Executive Officer, **Gustavo Dall Onder**, the new Commercial Officer, **Alexandre Narvaes Figueira**, and the new Officer responsible for industrial activities of the Company, **Luciano André Merigo**, elected hereby, take office on this date after signing the applicable instrument of investiture drawn up in the respective records, whereby they declare that: (i) they are not impeded by special law, or convicted for criminal bankruptcy, malfeasance, bribery, graft, embezzlement, crimes against public welfare, full faith and credit or ownership, or criminal sentence that prevents them, even if temporarily, from holding public office, as established in paragraph 1, article 147 of Federal Law 6,404/76; (ii) they have not been suspended or temporarily disqualified by the Securities and Exchange Commission of Brazil (CVM), making them ineligible to hold management positions in publicly held companies, in accordance with paragraph 2, article 147 of Federal Law 6,404/76; (iii) they meet the requirement of unblemished reputation established by paragraph 3, article 147 of Federal Law 6,404/76; and (iv) they do not hold any office in a company that could be considered a competitor of the Company, and do not have, nor represent interests conflicting with those of the Company, pursuant to items I and II, paragraph 3, article 147 of Federal Law 6,404/76.

- 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; Kelly Zietolie – Secretary. Daniel Ferreira Maia de Freitas and Thiago Costa Jacinto – Directors
- 7. DECLARATION:** As Chairman and Secretary of the 48<sup>th</sup> 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, RS, May 9, 2019.

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Gelson Luis Rostirolla  
**Chairman**

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Alexandre Grendene Bartelle  
**Secretary**