



MINUTES OF BOARD OF DIRECTORS AND AUDITORS' MEETINGS

MAGNESITA REFRATÁRIOS S.A.
Publicly Held Company
CNPJ/MF (Corporate Taxpayer Registration) Nr. 08.684.547/0001-65
NIRE (Commercial Registry Number) 31.300.026.485

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS HELD ON OCTOBER 18th, 2012

Date, Time and Place: On October 18th, 2012, at 10:30 am (BrT), by teleconference.

Notice of Meeting, Attendance and Agenda: Call of Notice delivered to the Directors on October 12th, 2012, according to Article 16, 1st Paragraph of the Company's By-laws. Attendance of the totality of the members of the Board of Directors.

Agenda: (i) To authorize the drawing up of these minutes in summary form. (ii) To register the resignation of Mr. Gustavo Abramides Bassetti from the Company's Board of Directors and to elect his successor.

Chairman and Secretary: Chairman - Fersen Lamas Lambranhô Secretary - Luiz Gustavo Perrotti Rossato

Resolutions Adopted by Unanimous Vote:

1. To authorize these minutes to be drawn up in summary form;
2. To register that the Chairman of the Board of Directors received the resignation of the Director Gustavo Abramides Bassetti, Brazilian, single, engineer, bearer of identity card No. 29.570.264-3, issued by SSP/SP, enrolled before the CPF/MF under No. 314.407.248-65, resident and domiciled in the City and State of São Paulo, with office at Avenida Brigadeiro Faria Lima, No. 3900, 7th floor, ZIP Code 04538-132, who have been elected in the Ordinary Meeting of Shareholders held as of April 26th, 2012.
3. To approve in the terms of paragraph 7th of article 12 of the Company's By-Laws and article 150 of Law 6.404, dated of December 15th, 1976 ("L.S.A."), considering that it was not adopted the multiple voting procedure for the election of the member of the Board, the election of Mr. Sérgio Carvalho Dias Carneiro, Brazilian, single, businessman, bearer of identity card No. 11165465, issued by SSP/MG, and enrolled before the CPF/MF under No. 095.389.967-55, resident and domiciled in the City and State of São Paulo, with office at Avenida Brigadeiro Faria Lima, No. 3900, 7th floor, ZIP Code 04538-132, as Director until the first subsequent General Meeting replacing Mr. Gustavo Abramides Bassetti.
4. The Chairman registered that the member hereby elected fulfill the prior eligibility conditions set forth in articles 146 and 147 of L.S.A. and Ruling No. 367, issued by the Brazilian Securities Commission ("CVM"), on May 29th, 2002, having such member when previously consulted, confirmed that there is no crime in course that prevents him from performing the activities of the position for which he was appointed, that he does not occupy positions in companies that might be considered competitors in the Company's market and he do not have conflicting interests with the Company.
5. The alternate member of the Board of Directors hereby elected shall be invested on his position by signature, within the legal term, of the following documents: (i) Term of Investiture drawn up in relevant book; (ii) Term of Consent by the members of Board of Directors provided in the Novo Mercado Regulation; and (iii) Term of Agreement to Disclosure Policy of Relevant Act or Fact adopted by the Company, in the terms of Ruling No. 358, issued by CVM on January 22nd, 2002, being your investiture subject to the subscription of such documents.
6. To consolidate the list of directors, all them with term of office until the next Ordinary General Meeting deciding on the account of the fiscal year ended on 12.31.2012, as follows: (i) FERSEN LAMAS LAMBRANHO, Brazilian, married, businessman, bearer of the identity card RG N. 04.318.792-1, issued by IFP/RJ, enrolled before the CPF/MF under N. 667.308.057-49, resident and domiciled in the City and State of São Paulo, with Office at Avenida Brigadeiro Faria Lima, nº 3900, 7.º floor, elect as president of the Board of Directors; (ii) THIAGO EMANUEL RODRIGUES, Brazilian, single, businessman, bearer of the identity card RG N. 6.079.232, issued by SSP/MG, enrolled before the CPF/MF under N. 730.653.826-87, resident and domiciled in the City and State of São Paulo, with office at Avenida Brigadeiro Faria Lima, nº 3900, 7.º floor, elected as Vice-President of the Board of Directors; (iii) SERGIO CARVALHO DIAS CARNEIRO, above qualified; (iv) EDUARDO ALCALAY, Brazilian, married, businessman, bearer of the identity card RG N. 8.956.230, issued by SSP/SP, enrolled before the CPF/MF under N. 148.080.298-04, resident and domiciled in the City and State of São Paulo, with office at Avenida Brigadeiro Faria Lima nº 3900, 7º floor; (v) NELSON ROZENTAL, Brazilian, married, businessman, bearer of the identity card RG N. 02.874.687-3, issued by IFP-RJ, enrolled before the CPF/MF under N. 346.167.137-15, domiciled in the City and State of São Paulo, with office at Rua Leopoldo Couto Magalhães Jr., nº 758, conj. 52; (vi) ROBERT FRANK AGOSTINELLI, American, married, banker, bearer of passport N. 113016124, issued by the United States of America, with office in London, England, Rhone Group, 5 Princes Gate, London SW7 1QJ; (vii) FABIO ALPEROWITZ, Brazilian, company's administrator, married, bearer of the identity card RG N. 615680-4, issued by SSP/SP, enrolled before the CPF/MF under N. 153.582.338-06, resident and domiciled in the City and State of São Paulo, at Rua Samuel Morse, nº 74, 17º floor; e (viii) BERNARDO GUIMARÃES RODARTE, Brazilian, single, company's administrator, bearer of the identity card RG N. M-6.863.542, issued by SSP/MG, enrolled before the CPF/MF under N. 030.562.756-28, resident in the City of Belo Horizonte, State of Minas Gerais, at Av. Paulo Camilo Pena, nº 126; and the respective substitutes, (i) ANTONIO CARLOS AUGUSTO RIBEIRO BONCHRISTIANO, Brazilian, married, businessman, bearer of the identity card RG N. 13.076.140, issued by SSP/SP, enrolled before

the CPF/MF under N. 086.323.078-43, resident and domiciled in the City and State of São Paulo, with office at Avenida Brigadeiro Faria Lima, nº 3900, 7.º floor; (ii) DANILLO GAMBOA, Brazilian, married, engineers, bearer of the identity card RG N. 19.753.258-5, issued by SSP/SP, enrolled before the CPF/MF under N. 267.513.588-73 resident and domiciled in the City and State of São Paulo, with office at Avenida Brigadeiro Faria Lima, nº 3900, 7.º floor; (iii) JOÃO HENRIQUE BRAGA JUNQUEIRA, Brazilian, married, businessman, bearer of the identity card RG N. M-8526.881, issued by SSP/MG, enrolled before the CPF/MF under N. 041.249.236-94, resident and domiciled in the City and State of São Paulo, with office at Avenida Brigadeiro Faria Lima nº 3900, 7º floor; (iv) SANTOS DE ARAÚJO FAGUNDES, Brazilian, single, company's administrator, bearer of the identity card RG N. M-1.142.910, issued by SSP/MG, enrolled before CPF/MF under N. 006.995.516-68, resident and domiciled in the City and State of Rio de Janeiro, at Av. Ataulfo de Paiva, 153, 7º floor; (v) RICARDO PROPHETA MARQUES, Brazilian, single, businessman, bearer of the identity card RG N. 28.310.649-6, issued by SSP/SP, enrolled before the CPF/MF under N. 223.372.038-20, resident and domiciled in the City and State of São Paulo, with office at Rua Leopoldo Couto Magalhães Jr., nº 758, conj. 52; (vi) FRANZ FERDINAND BUERSTEDDE, German, single, company's administrator, bearer of passport N. C4YMG1R26, issued by the Federal Republic of Germany with office at London, England, Rhone Group, 5 Princes Gate, London SW7 1QJ; (vii) RODRIGO SANCOVSKY, Brazilian, single, company's administrator, bearer of the identity card RG N. 28.452.077-9, issued by SSP/SP, enrolled before the CPF/MF under N. 282.860.048-33, resident and domiciled in the City and State of São Paulo, at Rua Samuel Morse, nº 74, Room 173, 17º floor, Brooklin Novo, ZIP Code 04576-060; and (viii) LUIZ GUSTAVO DE MIRANDA LAGE, Brazilian, married, company's administrator, bearer of the identity card RG N. M-745.705, issued by SSP/MG, enrolled before the CPF/MF under N. 295.831.526-68, resident in the City of Belo Horizonte, State of Minas Gerais, at Rua Flórida, nº 289, apto. 501.

Adjournment: There being no further business, the meeting was briefly adjourned for the drawing up of these minutes. The meeting being once again called to order, these minutes were read and approved, and were signed by the Chairman and Secretary and by the members of the Board of Directors of the Company. Chairman: Fersen Lamas Lambranhó (President), Luiz Gustavo Perrotti Rossato (Secretary). Board of Directors: Fersen Lamas Lambranhó; Thiago Emanuel Rodrigues; Santos de Araújo Fagundes; João Henrique Braga Junqueira; Ricardo Propheta Marques; Franz Ferdinand Buerstedde; Bernardo Guimarães Rodarte; and Rodrigo Sancovsky.

I declare that these minutes are a true copy of the original filed in relevant book.

São Paulo, October 18th, 2012.

Luiz Gustavo Perrotti Rossato
Secretary