

**MAGNESITA REFRAATÁRIOS 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 15<sup>th</sup>, 2013**

Date, Time and Place: On October 15<sup>th</sup>, 2013, at 10:00 am (BrT), by teleconference.

Notice of Meeting, Attendance and Agenda: Call of Notice unrequired due to the attendance of the totality of the members of the Board of Directors, according to Article 16, 3rd Paragraph of the Company's By-laws, to deliberate about (i) the election of a Company's new director; and (ii) the election of a Company's new officer.

Chairman and Secretary: Chairman – Fersen Lamas Lambranh; and Secretary – Eduardo Guardiano Leme Gotilla.

Resolutions: After the due presentation and enlightening, the following resolutions were adopted by unanimous vote of the present Board of Directors' members:

- (i) To authorize these minutes to be drawn up in summary form;
- (ii) To register that the Chairman of the Board of Directors received the resignation of the Director **Sergio Carvalho Dias Carneiro**, Brazilian, single, businessman, bearer of identity card RG No. 11165456, issued by SSP/MG, and enrolled before CPF/MF under No. 095.389.967-55, resident and domiciled in the City and State of São Paulo, with office at Av. Brigadeiro Faria Lima, 3900, 7<sup>th</sup> floor, ZIP Code 04538-132, who was elected by the Shareholders' Ordinary General Meeting dated as of April 19<sup>th</sup>, 2013.
- (iii) To approve, according to article 12, paragraph 7<sup>th</sup>, of the Company's Bylaws and to article 150 of Law No. 6.404 of December 15th, 1976, as amended ("Corporate Law"), considering that the current Board of Directors was not elected by multiple vote procedure, the election of Mr. **Eduardo Romeu Ferraz**, Brazilain, single, businessman, bearer of the identity card RG No. 44.939.894-8, issued by SSP/SP, enrolled before CPF/MF under No. 227.343.008-69, resident and domiciled in the City and State of São Paulo, with office at Av. Brigadeiro Faria Lima, 3900, 7th floor, ZIP Code 04538-132, to occupy in substitution of Mr. Sergio Carvalho Dias Carneiro the

position of Director of the Company, until the first subsequent Shareholders' General Meeting.

- (iv) The Chairman registered that the Director hereby elected fulfill the prior eligibility conditions set forth in articles 146 and 147 of Corporate Law 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.
- (v) The 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.
- (vi) To consolidate the list of the Company's Directors, as follows: (i) **Fersen Lamas Lambranh**o, Brazilian, married, businessman, bearer of the identity card RG No. 04.318.792-1, issued by IFP/RJ, enrolled before the CPF/MF under No. 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 Chairman of the Board of Directors; (ii) **Thiago Emanuel Rodrigues**, Brazilian, single, businessman, bearer of the identity card RG No. 6.079.232, issued by SSP/MG, enrolled before the CPF/MF under No. 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-Chairman of the Board of Directors; (iii) **Eduardo Romeu Ferraz**, above qualified; (iv) **Eduardo Alcalay**, Brazilian, married, businessman, bearer of the identity card RG No. 8.956.230, issued by SSP/SP, enrolled before the CPF/MF under No. 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 No. 02.874.687-3, issued by IFP-RJ, enrolled before the CPF/MF under No. 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 No. 113016124, issued by the United States of America, with office

in London, England, Rhone Group, 5 Princes Gate, London SW7 1QJ; (vii) **Eduardo Fontana D'Ávilla**, Brazilian, married, civil engineer, bearer of the identity card RG No. 5.142.157, issued by SSP/SP, enrolled before CPF/MF under the No. 947.648.328-87, resident and domiciled in the City and State of São Paulo, with office at Avenida Brigadeiro Faria Lima, 3.311, 4<sup>th</sup> floor, Jardim Paulistano, ZIP Code 04538-133; and (viii) **Bernardo Guimarães Rodarte**, Brazilian, single, company's administrator, bearer of the identity card RG No. M-6.863.542, issued by SSP/MG, enrolled before the CPF/MF under No. 030.562.756-28, resident in the City of Belo Horizonte, State of Minas Gerais, at Av. Paulo Camilo Pena, n° 126; and the respective alternates, (i) **Marcelo Cunha Ribeiro**, Brazilian, married, engineer, engenheiro, bearer of the identity card RG No. 52.229.733-X, issued by SSP/SP, enrolled before CPF/MF under No. 829.510.041-68, resident and domiciled in the City and State of São Paulo, with office at Avenida Brigadeiro Faria Lima, n° 3900, 7<sup>th</sup> floor, ZIP Code 04538-132; (ii) **Danilo Gamboa**, Brazilian, married, engineers, bearer of the identity card RG No. 19.753.258-5, issued by SSP/SP, enrolled before the CPF/MF under No. 267.513.588-73 resident and domiciled in the City and State of São Paulo, with office at Avenida Brigadeiro Faria Lima, n° 3900, 7<sup>th</sup> floor; (iii) **João Henrique Braga Junqueira**, Brazilian, married, businessman, bearer of the identity card RG No. M-8526.881, issued by SSP/MG, enrolled before the CPF/MF under No. 041.249.236-94, resident e domiciled in the City and State of São Paulo, with office at Avenida Brigadeiro Faria Lima n° 3900, 7<sup>th</sup> floor; (iv) **Santos De Araújo Fagundes**, Brazilian, single, company's administrator, bearer of the identity card RG No. M-1.142.910, issued by SSP/MG, enrolled before CPF/MF under No. 006.995.516-68, resident and domiciled in the City and State of Rio de Janeiro, at Av. Ataulfo de Paiva, 153, 7<sup>th</sup> floor; (v) **Ricardo Propheta Marques**, Brazilian, single, businessman, bearer of the identity card RG No. 28.310.649-6, issued by SSP/SP, enrolled before the CPF/MF under No. 223.372.038-20, resident and domiciled in the City and State of São Paulo, with office at Rua Leopoldo Couto Magalhães Jr., n° 758, conj. 52; (vi) **Franz Ferdinand Buerstedde**, German, single, company's administrator, bearer of passport No. C4YMG1R26, issued by the Federal Republic of Germany with office at London, England, Rhone Group, 5 Princes Gate, London SW7 1QJ; (vii) **Alexandre Grzybowski**, Brazilian, single, company's administrator, bearer of the identity card RG No. 18.611.535, enrolled before CPF/MF under No. 157.636.518-20, resident and domiciled in the City and State of São Paulo, with office at Avenida Brigadeiro Faria Lima, 3.311, 4<sup>th</sup> floor, Jardim Paulistano, ZIP code 04538-133; and (viii) **Luiz Gustavo De Miranda Lage**, Brazilian, married, company's administrator, bearer of the identity card RG No. M-745.705, issued by SSP/MG, enrolled before the CPF/MF

under No. 295.831.526-68, resident in the City of Belo Horizonte, State of Minas Gerais, at Rua Flórida, nº 289, apto. 501.

- (vii) To elect Mr. **Luiz Gustavo Perrotti Rossato**, Brazilian, married, lawyer, bearer of the identity card RG No. 30.696.556-2, issued by SSP/SP, enrolled before the CPF/MF under No. 294.971.098-08, domiciled and resident in the City and State of São Paulo, with office at Rua Dr. Eduardo Souza Aranha, 387 – 5<sup>th</sup> floor, Vila Nova Conceição, ZIP Code 04543-121, to take the position of Officer without specific designation with term of office equal to the term of office of the current Executive Office, which is until August 9<sup>th</sup>, 2015.
- (viii) The Chairman registered that the Officer hereby elected fulfill the prior eligibility conditions set forth in articles 146 and 147 of Corporate Law 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.
- (ix) The elected Officer shall be invested on their positions 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 Officers 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 their investitures subject to the subscription of such documents.
- (x) In connection with the above resolutions and once the elected officers are invested on their positions, the Company’s Executive Office shall be compounded as follows: for the position of Chief Executive Officer: **Octavio Cortes Pereira Lopes**, Brazilian, legally separated, businessman, bearer of identity card No. 18.165.539-1, issued by SSP/SP, and enrolled before CPF/MF under No. 149.224.538-06; for the position of Chief Financial Officer: **José Roberto Beraldo**, Brazilian, married, administrator, bearer of identity card No. 10152542, issued by SSP/SP enrolled before CPF/MF under No. 083.755.898-02; for the position of Investor Relation Officer: **Eduardo Guardiano Leme Gotilla**, qualified above; and for the positions of Officers with no specific designation: **Vinicius Santos Silva**, Brazilian, married, engineer, bearer of identity card No. 105.965.149, issued by IFP, enrolled before CPF under No. 071.121.8978-0; **Felipe Sommer**,

Brazilian, stable union, engineer, bearer of identity card No. 2005375643, issued by SSP/RS, enrolled before CPF/MF under No. 739.578.520-72; **Peter Paul Lorenço Estermann**, Brazilian, married, engineer, bearer of identity card No. 38.873.691-4, issued by SSP/SP, and enrolled before CPF/MF under No. 279.185.726-53; **Luis Rodolfo Mariani Bittencourt**, Brazilian, married, engineer, bearer of identity card No. M-1.273, and enrolled before CPF/MF under No. 642.154.076-72; **Otto Alexandre Levy Reis**, Brazilian, engineer, bearer of identity card No. MG 3.440.127, issued by SSP/MG, enrolled before CPF/MF under No. 870.903.097-20; **Luiz Gustavo Perrotti Rossato**, above qualified; **Fabrcio Rodrigues Amaral**, Brazilian, married, mechanical engineer, bearer of identity card No. M-8.429.741, issued by SSP/MG, enrolled before CPF/MF under No. 040.156.326-05; **Afonso Celso de Resende**, Brazilian, married, accountant, bearer of identity card No. M3087417, issued by SSP/MG, enrolled before CPF/MF under No. 558.646.196-04; and **Gilmar Fava Carrara**, Brazilian, married, engineer, bearer of identity card No. M1577298 SSP/MG, enrolled before CPF under No.236.560.936-87; being the first nine Officers resident and domiciled in the City and State of São Paulo, at Rua Dr. Eduardo Souza Aranha, 387 – 5º andar, and the others in the City of Contagem, State of Minas Gerais, at Praça Louis Ensck, No. 240, CEP 32210-902.

Adjournment: There being no further business, the meeting was briefly adjourned for the drawing up of these minutes. The meeting being once again call 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 and Secretary: Fersen Lamas Lambranh (Chairman), Eduardo Guardiano Leme Gotilla (Secretary). Board of Directors: Fersen Lamas Lambranh, Thiago Emanuel Rodrigues, João Henrique Braga Junqueira, Eduardo Alcalay, Nelson Rozental, Franz-Ferdinand Buerstedde, Eduardo Fontana D'Ávilla and Bernardo Guimarães Rodarte.

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

São Paulo, October 15<sup>th</sup>, 2013.

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**Eduardo Guardiano Leme Gotilla**  
Secretary