

MRV ENGENHARIA E PARTICIPAÇÕES S.A.
GENERAL TAXPAYERS' REGISTER No. CNPJ/MF 08.343.492/0001-20
NIRE 31.300.023.907
Public Held Company

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS
HELD ON SEPTEMBER 23, 2014

The meeting of the Board of Directors of **MRV ENGENHARIA E PARTICIPAÇÕES S.A.**, opened upon attendance of all of its members, regardless of convening, having Mr. **Rubens Menin Teixeira de Souza** as Chairman and Mrs. **Maria Fernanda N. Menin Teixeira de Souza Maia** as secretary, was held at 5:00 PM of September 23, 2014, at the Company's head office, at Avenida Raja Gabaglia, 2720 (other than the right side of the 1st floor and suite 21), Estoril, in Belo Horizonte, State of Minas Gerais. In compliance with the Agenda, the following was deliberated by unanimous vote:

(a) authorize the exercise of acts in favor of the Company and/or third parties, such as guarantee, surety bonds, mortgage, escrow, pledge, endorsement, insurance purchase or any other form of guarantee, regardless of value, with the purpose of guaranteeing any type of financing, including but not limited to the purchase of land through installments and barter transactions, the construction and development of projects, and any other acts in line with the object of the company; **(b) authorize** the practice of acts on behalf of the Company and/or in favor of third parties and the execution of any document which forces the Company and/or exonerate third parties of their responsibilities with the Company, involving values which exceed, in one or more operations, in any 12 (twelve) months period, the amount of R\$1,000,000.00 (one million reais), especially those related to contracts of purchase of land of any title, real estate development, any type of construction financing contract, contracts related to infrastructure and the building of projects; **(c) authorize** the endorsement in favor of its subsidiaries PRIME INCORPORAÇÕES E CONSTRUÇÕES S.A. ("PRIME") and MRL ENGENHARIA E EMPREENDIMENTOS S.A. ("MRL"), in the fund raising through Bank Credit Notes ("CCB"), in the amounts up to R\$30,000,000.00 (thirty million reais) to PRIME and up to R\$15,000,000.00 (fifteen million reais) to MRL, that have as purpose land acquisition, the construction and development of housing projects; **(d) ratify** the agreement signed on August 22, 2014 with MRV SERVIÇOS DE ENGENHARIA LTDA. for the assignment and transfer of rights use and ownership of the trademark "MRV ENGENHARIA" to MRV ENGENHARIA E PARTICIPAÇÕES S.A., at a price of R\$ 24,000,000.00 (twenty four million reais); **(e) authorize** the Executive Board to take all necessary steps to implement the above deliberations, including signing documents. There being no further matter to transact, the meeting was adjourned for the preparation of these minutes, which were subsequently read, found conforming and signed by all directors in attendance. The terms of these minutes have been

approved by the undersigned directors. Belo Horizonte, September 23, 2014. **Rubens Menin Teixeira de Souza**, Chairman; **Maria Fernanda N. Menin Teixeira de Souza Maia**, Secretary. **Rubens Menin Teixeira de Souza; Marcos Alberto Cabaleiro Fernandez; Levi Henrique; Fernando Henrique da Fonseca; João Batista de Abreu; Rafael Nazareth Menin Teixeira de Souza.**

This is true to the original.

Maria Fernanda N. Menin Teixeira de Souza Maia

Secretary