

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

MINUTES OF MEETING OF THE BOARD OF DIRECTORS
HELD ON MARCH 04th, 2015

The Meeting of the Board of Directors of **MRV ENGENHARIA E PARTICIPAÇÕES S.A.**, opened upon attendance of its undersigned members, regardless of summoning, having Mr. **Rubens Menin Teixeira de Souza** as chairman and Mrs. **Maria Fernanda N. Menin Teixeira de Souza Maia**. It was held at 10:00 AM of March 04th, 2015, at the company's headquarters, at Avenida Raja Gabaglia, 2720 (other than the 1st floor and suite 21), Estoril, in Belo Horizonte, State of Minas Gerais. In compliance with the Agenda, the following was deliberated and approved by unanimous vote: **(a) to approve** the Financial Statements of the Company, the allocation of net income listed on December 31st, 2014, *ad referendum* on the Company's Shareholders' General Meeting. Nothing else to deal with, this meeting ended, from which it drew up these minutes, which were read and approved, and were signed by the attending directors. Belo Horizonte, March 04, 2015. **Rubens Menin Teixeira de Souza**, President; **Maria Fernanda Nazareth Menin Teixeira de Souza Maia**, Secretary. Directors: **Rubens Menin Teixeira de Souza**, **Marcos Alberto Cabaleiro Fernandez**, **Levi Henrique**, **Fernando Henrique da Fonseca**, **Marco Aurélio de Vasconcelos Cançado**, **João Batista de Abreu**, **Rafael Nazareth Menin Teixeira de Souza**.

This is true to the original:

Maria Fernanda Nazareth Menin Teixeira de Souza Maia
Secretary