

RUMO LOGÍSTICA OPERADORA MULTIMODAL S.A.
Corporate Taxpayer's ID (CNPJ/MF): 71.550.388/0001-42
Company Registry (NIRE): 35.300.170.865
Category A

**MINUTES OF THE BOARD OF DIRECTORS'
MEETING HELD ON JULY 1, 2015**

1. **Date, Time and Place:** July 1, 2015, at 10:00 a.m., via conference call, pursuant to Article 24, Paragraph 2 of the Company's Bylaws.

2. **Call Notice:** the call notice was waived due to the presence of all the members of the Company's Board of Directors.

3. **Attendance:** The members of the Board of Directors listed in item 6 hereunder. The Executive Officer José Cezário Menezes de Barros Sobrinho also attended the meeting.

4. **Presiding:** Marcelo de Souza Scarcela Portela, Chairman, delegated by Rubens Ometto Silveira Mello, pursuant to item 5.4.1 of the Board of Directors' Internal Regulation; Rita de Carvalho Drummond, Secretary.

5. **Resolutions:** The subsequent resolution was taken by a unanimous vote of the attending Board members:
 - 5.1 In the scope of the Concentration Control Agreement entered into with the Brazilian Antitrust Authority CADE by the Company and ALL – América Latina Logística S.A., in regard to the Concentration Act 08700.005719/2014-65 involving the merger of ALL shares by the Company ("ACC"), in item 2.17, Paragraph 1, this Board of Directors hereby ratifies the appointment of the Audit Committee to elect Mr. **Roque Hülse**, Brazilian, married, holder of identification document (RG) 2714426 SSP/SC, and individual taxpayer's ID (CPF) 898.715.619-20, with professional address at Rua Emílio Bertolini, nº 100, Cajuru, Curitiba/PR, to occupy the position of Supervisor set forth in the ACC.
 - 5.1.1. To declare that Mr. Hülse, on this date, is in compliance with the commitments set for in the ACC, in accordance with the Commitment Instrument attached hereto (Attachment 5.1.1.).

6. **Closure:** There being no further business to address, this meeting was adjourned for the drawing up of these minutes, which were read, approved and signed by all attending members. (Signed): *Rubens Ometto Silveira Mello, as Chairman; Marcos Marinho Lutz, as Vice-Chairman; Marcelo de Souza Scarcela Portela, Abel Gregorei Halpern; Helio França Filho; Marcelo Eduardo Martins; Burkhard Otto Cordes; Guilherme Rehder Quintella; Nelson Roseira Gomes Neto; Julio Fontana Neto; Maílson Ferreira da Nobrega; Riccardo Arduini; Calos Fernando Vieira Gamboa; Tatiana Boavista Barros Heil; Délvio Joaquim Lopes de Brito, José Antonio da Rosa Neto, Nelson Bueno de Oliveira and Joilson Rodrigues Ferreira.*

Marcelo de Souza Scarcela Portela
Chairman

Maria Rita de Carvalho Drummond
Secretary

ATTACHMENT 5.1.1
Instrument of Commitment