



RANDON S.A. Implementos e Participações

Publicly-Traded Company
CNPJ 89.086.144/0011-98
NIRE 43300032680

Minutes no. 801 of the Board of Directors` Meeting

DATE, TIME, VENUE: October 26, 2015, at 10:00 PM, at the Company`s headquarters located at Abramo Randon Avenue, 770, Caxias do Sul, RS.

ATTENDANCE: Members of the Board of Directors;

CHAIR AND SECRETARY: Raul Anselmo Randon, Chair, and Alexandre Randon, Secretary.

RESOLUTIONS: according to the Meeting`s Agenda, known to all, and by unanimous vote, the Board members decided to authorize the Executive Board - statutory and/or non-statutory – to take all necessary measures to negotiate a guarantee operation, namely: grant a fiduciary guarantee on behalf of its controlled company Master Sistemas Automotivos Ltda. with *Banco do Brasil S.A.* in a financial transaction designated as *BB Export Working Capital*, in the total amount of R\$ 60.000.000,00 (60 million Reais), at the cost rate of 11% (eleven per cent) per annum, plus 2% flat commission (two per cent), with payment of the principal amount in a lump sum within 3 (three) years and quarterly amortization of interest. The Board members Antônio José de Carvalho and Hugo Eurico Irigoyen Ferreira have sent, in writing, by e-mail, their manifestation of agreement with the decisions contained in these minutes.

CLOSURE: There being no other matters to address, these minutes were drawn up, read, approved and signed by the attending Board Members.

Caxias do Sul, October 26, 2015

Raul Anselmo Randon

Alexandre Randon

Ruy Lopes Filho