



RANDON S.A. Implementos e Participações

Publicly-Traded Company
CNPJ 89.086.144/0001-16
NIRE 43300032680

Minutes no. 802 of the Board of Directors` Meeting

DATE, TIME AND VENUE: October 6, 2015, at 10:00 A.M., at the Company`s headquarters located at Abramo Randon Ave., 770, in Caxias do Sul, RS.

PARTICIPANTS: All members of the Board of Directors and members of the Executive Board.

PRESIDING BOARD: Raul Anselmo Randon, Chair, and Alexandre Randon, Secretary.

RESOLUTIONS: According to the Meeting Agenda, known to all, the Board members unanimously decided:

(1st) to formalize their favorable opinion about the Financial Statements and their Notes, audited by KPMG Independent Auditors, as well as about the Management Report relating to the third quarter (3Q2015) and the first nine months of the year (9M2015) of the current fiscal period;

(2nd) Considering the changes in CVM Directive no. 358/02, introduced by CVM Directive no. 568/2015, approve the adjustments made in the Trading Policy of Securities Issued by the Company to the provisions of such Directive, whose consolidated version of the *Manual for Policy on Disclosure, Use of Relevant Information, and Trading of Securities issued by Randon S.A.- Implementos e Participações*, will be made available on the Company's Homepage on the Worldwide Network of Computers, and published as determined by the Brazilian Securities Commission (CVM);

(3rd) Review the Directors` spending limits (statutory and non-statutory) as follows: **(a)** the amount of R\$ 8.000.000,00 per operation to take out, from financial institutions, financing and loans, credit insurance, derivative transactions, foreign exchange transactions involving loans, as well as other similar financial operations; **(b)** the amount of R\$ 8.000.000.00, per operation, to take out bank guarantees such as letters of credit and bank guarantees in favor of third parties, particularly customers and suppliers, as well as guarantees on behalf of subsidiaries and affiliated companies, either directly or indirectly; and, **(c)** the amount of R\$ 2,000,000.00 per operation, for the purchase and sale of fixed assets. Such limits are valid as long as the accrued amount of obligations taken on by the Executive Board, within the spending limits set forth, does not exceed the amount corresponding to 10% of the Net Equity disclosed by the Company in the Quarterly Financial Report relating to the previous quarter;



(4th) Allow administrators to take the necessary measures to take on the following financial transactions with *Banco Santander* (Brazil) S.A.: (a) Credit Note to Export – NCE, in the amount of R\$ 50.000.000,00, for a period of 36 months, with interest at the rate of 11% per year until December 31, 2015, and a swap operation at the cost equivalent to 102% of the Interbank Deposit Certificate-CDI, as of January 01, 2016, with payment of the Principal in a lump sum at the end, and quarterly amortization of interest; and, (b) EXIM Pre-Shipment in the amount of R\$ 20.000.000,00, for a period of 36 months, with lump-sum payment of the Principal and quarterly amortization of interest, at the cost equivalent to Long Term Interest Rate (TJLP) plus 4% / year on the amount of R\$ 10.000.000,00 and variance of SELIC Rate plus 4% / year on the amount of R\$ 10.000.000,00.

(5th) Authorize the Executive Board of the Company to take the necessary measures to transfer the address of the branch located in the city of Caxias do Sul, State of Rio Grande do Sul, Brazil, enrolled under the General Taxpayers` Registry (CNPJ) under no. 89.086.144/0007-01, NIRE 43.901.710.178, keeping, however, the object of the Company, that is, the commercialization, both in the domestic and foreign markets, of mechanical and air suspensions for trucks, buses and trailers; trailer axles; third axles; hubs and drums for trucks, buses and trailers; components, blocks, parts, pieces, systems and materials; and the provision of technical assistance services for the sold products. Such branch will operate at the following address: AV. Abramo Randon, no. 1262, Anexo C, CEP 95055-010, Bairro Interlagos, Caxias do Sul, State of Rio Grande do Sul.

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

Caxias do Sul, November 10, 2015.

Raul Anselmo Randon

Alexandre Randon

Ruy Lopes Filho

Hugo Eurico Irigoyen Ferreira

Antônio José de Carvalho