



## RANDON S.A. Implementos e Participações

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

### Ordinary and Extraordinary General Meetings

Summarized Minutes

- (I) **Venue, Data, Time:** April 28, 2016, at 3:30 PM, at the headquarters of the Company, at Abramo Randon Ave., 770, Interlagos District, in the city of Caxias do Sul, RS.
- (II) **Participants:** Shareholders representing 89.67% of the capital stock with voting right, shareholders holding 55.98% of the preferred stocks, Administrators, Members of the Supervisory Board and representatives of *KPMG Auditores Independentes S.S.*
- (III) **Presiding Board:** Raul Anselmo Randon, as Chair, and Alexandre Randon, as Secretary;
- (IV) **Legal Publications: (a)** The publication of notices making available the Management documents was considered not necessary, according to Paragraph 5 of Article 133, of Law 6404/76; **(b)** Management Documents: published on March 23, 2016, on *Diário Oficial da Indústria e Comércio do Rio Grande do Sul*; and *Folha de Caxias*. **(c)** Call Notices: published on March 23, 24 and 28, 2016, on *Diário Oficial da Indústria e Comércio do Rio Grande do Sul*, and *Folha de Caxias*;
- (V) **Resolutions: In the Annual General Meeting** - According to the agenda of the day, the shareholders (a) unanimously and with abstention of those legally impeded to vote, resolved to approve the Annual Report, the Financial Statements, the respective Independent Auditors' Report and the Supervisory Board's Report, relating to the fiscal year ended December 31, 2015; **(b)** elect the members of the Supervisory Board with term of office until the next General Shareholders' Meeting. The installation of the Supervisory Board was required by the minority shareholder *Caixa de Previdência dos Funcionários do Banco do Brasil* ("PREVI"), resulting as follows: PREVI, the holder of 10.07% of the shares with voting right, elected, as acting member, **Regina Fátima de Souza Cruz**, Brazilian, divorced, lawyer, resident and domiciled at SQSW 305, Bloco L, ap. 612, CEP 70673-463, Brasília (DF), bearer of the Identity Card RG no. 1072977-SSP/PA and enrolled with the Private Taxpayer's Registry (CPF) under the no. 098.190.292-87, and, as deputy, **José Fernando Alves Gaspar**, Brazilian, divorced, business administrator, resident and domiciled at SQN 116, Bloco J, ap. 305, CEP 70701-000, Brasília (DF), bearer of the Identity Card No. RG nº 01517468138-DETRAN/DF and enrolled with the Private Taxpayer's Registry (CPF) under the no. 178.965.925-68. The shareholders holding preferred shares, 6.29% of this class of shares, except for the shareholders represented by Citibank N.A. and *J. P. Morgan S.A. Distribuidora de Títulos e Valores Mobiliários*, pursuant to votes handed out to the Presiding Board, elected, as acting member, **Rafael Ferraz Dias de Moraes**, Brazilian, married, business administrator, resident and domiciled at Rua Joaquim Távora, no. 1210, ap. 182, CEP 04015-013, São Paulo (SP), bearer of the Identity Card RG no. 44.223.865-4-SSP/SP and enrolled under the Private Taxpayer's Registry (CPF) under no. 348.306.208-46, and, as deputy, **Alexandre Grzybowski**, Brazilian, divorced, electric engineer, with domicile at Rua Barão de Capanema, no. 112, CEP 01411-010, São Paulo (SP), bearer of the Identity Card RG no. 18.611.535-SSP/SP and enrolled under the Private

Taxpayer`s Registry (CPF) under no. 157.636.518-20. The controlling shareholders elected as acting members: Maria Tereza Casagrande, Brazilian, widow, accountant, resident and domiciled at Rua Francisco Vitti, no. 341, CEP 95040-280, Caxias do Sul (RS), bearer of the Identity Card RG no. 4013180346-SSP/RS and enrolled under the Private Taxpayer`s Registry (CPF) under no. 181.460.680-20; João Carlos Sfredo, Brazilian, married, accountant, resident and domiciled at Rua Líbia, no. 343, CEP 91370-210, Porto Alegre (RS), bearer of the Identity Card RG no. 7003390627-SSP/RS and enrolled with the Private Taxpayer`s Registry (CPF) under no. 008.936.920-34; and, Imer José Puerari, Brazilian, married, accountant, resident and domiciled at Rua Engenheiro Fernando Mendes Ribeiro, no. 205, ap. 501, CEP 90640-030, Porto Alegre (RS), bearer of the Identity Card RG no. 1008176719-SSP/RS and enrolled under the Private Taxpayer`s Registry (CPF) under no. 214.125.020-04; and, as deputies, respectively, Paulo Poletto, Brazilian, married, accountant, resident and domiciled at Rua Os Dezoito do Forte, no. 199, ap. 02, CEP 95020-471, Caxias do Sul (RS), bearer of the Identity Card RG no. 4005956133-SSP/RS and enrolled under the Private Taxpayer`s Registry (CPF) under no. 025.730.678-15; Afonso Celso Goulart Martins, Brazilian, married, accountant, resident and domiciled at Rua Luiz Covolan, no. 1453, CEP 95034-230, Caxias do Sul (RS), bearer of the Identity Card RG no. 9003506145-SSP/RS and enrolled under the Private Taxpayer`s Registry (CPF) under no. 248.594.780-53; and Orly Casara, Brazilian, married, accountant, resident and domiciled at Rua Sinimbu, no. 2610, ap. 12, CEP 95020-002, Caxias do Sul (RS), bearer of the Identity Card RG no. 4002185405-SSP/RS and enrolled with the Private Taxpayer`s Registry (CPF) under no. 008.125.600-00. (c) by unanimous votes, establish the remuneration of the administrators and members of the Supervisory Board for the year 2016, establishing (i) the amount of up to R\$ 18.800.478,02 as remuneration of the administrators, being included in this amount the fixed remuneration; profit sharing; the post-employment benefits (Pension Fund), health insurance, Employees` Severance Guarantee Fund (FGTS) (when applicable) and personal accident insurance; and, also an amount corresponding to contributions to SOCIAL SECURITY, incurring on the remuneration of Administrators and payable by the Company. The Board of Directors will, in a separate meeting, allocate such remuneration for each member of the Board of Directors and Executive Board. and (ii) for each member of the Supervisory Board the monthly compensation of 10% of that which is, on average, given to each Director, not including, in the calculation, benefits and profit sharing; **In the Extraordinary General Meeting:** Taking into account the provisions of the Circular Letter number 021/2016-DP, issued by *Bolsa de Valores, Mercadorias e Futuros ("BM&FBovespa)* on March 24, 2016, following the revocation of Circular Letter 006/2014-DP and the publication of the new Regulations for Issuers` Listing and Admission on Securities Trading of BM&FBovespa, in which, among other changes, it has been excluded the requirement to adapt By-laws to the rules of the new Regulation, in what refers to the withdrawal and exclusion of trading of securities admitted to trading in the so-called Organized Markets, being also allowed the removal of such adjustment from the Articles of Association of the companies that have already made such changes, by unanimous votes and with the abstention of *Caixa de Previdência dos Funcionários do Banco do Brasil (PREVI)*, the shareholders decided to keep unchanged the wording of Article 18 of the Company`s By-Laws,

being thus with no effect the management proposal submitted to the appreciation of shareholders in this General Meeting. Finally, the General Meeting authorized the publication of these minutes without the signatures of attending shareholders, pursuant to the provisions of paragraph 2 of Article 130, Law 6,404/76.

(VI) CLOSURE. Nothing else to be addressed, the meeting was closed, these minutes were written up, read, approved and signed by the attending shareholders. Caxias do Sul, RS, April 14, 2014. Caxias do Sul, RS, April 26, 2016. Presiding Board: Raul Anselmo Randon, Chair, and Alexandre Randon, Secretary. Shareholders: DRAMD Participações e Administração Ltda. (Raul Anselmo Randon, President Director and Nilva Therezinha Randon, Vice-President Director); Raul Anselmo Randon; Daniel Raul Randon; David Abramo Randon; Alexandre Randon; Maurien Helena Randon Barbosa; Hugo Eurico Irigoyen Ferreira; AMJD Administração e Participações Ltda. (Astor Milton Schmitt); Caixa de Previdência dos Funcionários do Banco do Brasil – PREVI - p.p. Silvio Moura de Oliveira; Guepardo Institucional Master Fundo de Investimento de Ações; Guepardo Master 2 FIA; Guepardo Master Fundo de Investimento em Ações; Guepardo C Fundo De Investimento Em Ações; Guepardo Master Fund Llc; Surui FIA; e, Clube De Investimento EGA. - pp. Rafael Ferraz Dias de Moraes; Church Commissioners for England; Public Employees Retirement System of Ohio; Schroder International Selection Fund; Vanguard Total International Stock Index Fund, a Series of Vanguard Star Funds; American Airlines Inc Master Fixed Benefit Pension Trust; Caisse De Depot Et Placement Du Quebec; California Public Employees Retirement System; Cf Dv Acwi Ex-U.S. Imi Fund; Cibc Latin American Fund; City Of New York Group Trust; College Retirement Equities Fund; Dreyfus International Funds, Inc-Dreyfus Emerging Markets Fund; Eaton Vance Collective Investment Trust For Employee Benefit Plans-Emerging Markets Equity Fi; Emerging Markets International Fund; Emerging Markets Small Capitalization Equity Index Fund; Emerging Markets Small Capitalization Equity Index Non Lendable Fund; Emerging Markets Small Capitalization Equity Index Non Lendable Fund B; Florida Retirement System Trust Fund; Future Fund Board Of Guardians; Imperial Emerging Economies Pool; International Paper Company Commingled Investment Group Trust; Ishares Iii Public Limited Company; Ishares Msci Brazil Small-Cap Etf; Ishares Msci Emerging Markets Small-Cap Etf; National Ewstminster Bank Plc As Trustee Of Jupiter Global Emergin Markets Fund; Norges Bank; Northern Multi - Manager Emerging Markets Equity Fund; Northern Trust Collective Eafe Small Cap Index Fund Non Lending; Ntcc Collective Funds For Employee Benefit Trusts; Ntgi - Qm Common Daily All Country World Ex-US Investable Market Index Fund – Lending; Ntgi-Qm Common Emerging Markets Small Cap Index Fund – Lending; Omers Administration Corporation; Omnis Portfolio Investments Icvc-Omnis Emerging Market Equity Fund; Ontario Public Service Employees Union Pension Plantrust Fund; Oregon Public Employees Retirement System; Pzena Emerging Markets Focused Value Fund; Pzena Emerging Markets Value Fund; Pzena Value Group Trust; Spdr S&P Emerging Markets Small Cap Etf; State Of New Jersey Common Pension Fund D; Teacher Retirement System Of Texas; The Bank Of New York Mellon Employee Benefit Collective Investment Fund Plan; The Baring Emerging Markets Umbrella Fund Sub Fund, The Baring Latin America Fund; The Harborwalk Private Trust; The Pension Reserves Investment Management Board; The State Teachers Retirement System Of Ohio; Utah State Retirement System; Vanguard Emerging Markets Select Stock Fund; Vanguard Emerging Markets Stock Index Fund; Vanguard Ftse All-World Ex-Us Small Cap Index Fund, A Series Of Vanguard



International Equity; Vanguard Total World Stock Index Fund, A Series Of Vanguard International Equity Index Funds; Voya Emerging Markets High Dividend Equity Fund; Washington State Investment Board.  
- p.p. Talita Car Videotto.

Shareholders attending the Ordinary and Extraordinary General Meetings held on April 26, 2016.

| Shareholders |   | Common Shares      |               | Preferred Shares   |               |
|--------------|---|--------------------|---------------|--------------------|---------------|
| Nº           | ACIONISTA   | ORDINÁRIAS         | %             | PREFERENCIAIS      | %             |
| 1            | DRAMD PARTICIPAÇÕES E ADMINISTRAÇÃO LTDA  | 80.439.732         | 78,58         | 42.773.329         | 21,14         |
| 2            | RAUL ANSELMO RANDON   | 671                | 0,00          | 0                  | 0,00          |
| 3            | ALEXANDRE RANDON  | 0                  | 0,00          | 612                | 0,00          |
| 4            | AMJD ADMINISTRAÇÃO E PARTICIPAÇÕES LTDA.  | 48.041             | 0,05          | 1.963.088          | 0,97          |
| 5            | MAURIEN HELENA RANDON BARBOSA   | 412                | 0,00          | 34.302             | 0,02          |
| 6            | DANIEL RAUL RANDON  | 0                  | 0,00          | 46.875             | 0,02          |
| 7            | DAVID ABRAMO RANDON   | 1.347              | 0,00          | 1.775              | 0,00          |
| 8            | HUGO EURICO IRIGOYEN FERREIRA   | 1                  | 0,00          | 0                  | 0,00          |
| 9            | CAIXA PREV. FUNCION. DO BANCO BRASIL-PREVI  | 10.312.500         | 10,07         | 10.320.200         | 5,10          |
| 10           | GUEPARDO INSTITUCIONAL MASTER FUNDO DE INVESTIMENTO DE AÇÕES                                  | 378.400            | 0,37          | 4.852.200          | 2,40          |
| 11           | GUEPARDO MASTER 2 F I A   | 208.700            | 0,20          | 2.695.600          | 1,33          |
| 12           | GUEPARDO MASTER FUNDO DE INVESTIMENTO EM AÇÕES  | 182.100            | 0,18          | 2.343.700          | 1,16          |
| 13           | GUEPARDO C FUNDO DE INVESTIMENTO EM AÇÕES   | 33.000             | 0,03          | 426.200            | 0,21          |
| 14           | GUEPARDO MASTER FUND LLC  | 165.600            | 0,16          | 2.138.200          | 1,06          |
| 15           | SURUI F I A   | 16.000             | 0,02          | 206.500            | 0,10          |
| 16           | CLUBE DE INVESTIMENTO EGAK  | 4.900              | 0,00          | 65.900             | 0,03          |
| 17           | CHURCH COMMISSIONERS FOR ENGLAND  | 0                  | 0,00          | 991.800            | 0,49          |
| 18           | PUBLIC EMPLOYEES RETIREMENT SYSTEM OF OHIO  | 0                  | 0,00          | 226.597            | 0,11          |
| 19           | SCHRODER INTERNATIONAL SELECTION FUND   | 0                  | 0,00          | 227.115            | 0,11          |
| 20           | VANGUARD TOTAL INTERNATIONAL STOCK INDEX FUND, A SERIES OF VANGUARD STAR FUNDS                | 0                  | 0,00          | 1.443.756          | 0,71          |
| 21           | AMERICAN AIRLINES INC MASTER FIXED BENEFIT PENSION TRUST                                      | 0                  | 0,00          | 1.594.950          | 0,79          |
| 22           | CAISSE DE DEPOT ET PLACEMENT DU QUEBEC  | 0                  | 0,00          | 2.164.400          | 1,07          |
| 23           | CALIFORNIA PUBLIC EMPLOYEES RETIREMENT SYSTEM   | 0                  | 0,00          | 971.075            | 0,48          |
| 24           | CF DV ACWI EX-U.S. IMI FUND   | 0                  | 0,00          | 2.200              | 0,00          |
| 25           | CIBC LATIN AMERICAN FUND  | 0                  | 0,00          | 53.412             | 0,03          |
| 26           | CITY OF NEW YORK GROUP TRUST  | 0                  | 0,00          | 614.132            | 0,30          |
| 27           | COLLEGE RETIREMENT EQUITIES FUND  | 0                  | 0,00          | 137.100            | 0,07          |
| 28           | DREYFUS INTERNATIONAL FUNDS, INC-DREYFUS EMERGING MARKETS FUND                                | 0                  | 0,00          | 804.400            | 0,40          |
| 29           | EATON VANCE COLLECTIVE INVESTMENT TRUST FOR EMPLOYEE BENEFIT PLANS-EMERGING MARKETS EQUITY FI | 0                  | 0,00          | 137.250            | 0,07          |
| 30           | EMERGING MARKETS INTERNATIONAL FUND   | 0                  | 0,00          | 2.789.800          | 1,38          |
| 31           | EMERGING MARKETS SMALL CAPITALIZATION EQUITY INDEX FUND                                       | 0                  | 0,00          | 66.075             | 0,03          |
| 32           | EMERGING MARKETS SMALL CAPITALIZATION EQUITY INDEX NON LENDABLE FUND                          | 0                  | 0,00          | 304.812            | 0,15          |
| 33           | EMERGING MARKETS SMALL CAPITALIZATION EQUITY INDEX NON LENDABLE FUND B                        | 0                  | 0,00          | 68.562             | 0,03          |
| 34           | FLORIDA RETIREMENT SYSTEM TRUST FUND  | 0                  | 0,00          | 21.800             | 0,01          |
| 35           | FUTURE FUND BOARD OF GUARDIANS  | 0                  | 0,00          | 472.135            | 0,23          |
| 36           | IMPERIAL EMERGING ECONOMIES POOL  | 0                  | 0,00          | 628.825            | 0,31          |
| 37           | INTERNATIONAL PAPER COMPANY COMMINGLED INVESTMENT GROUP TRUST                                 | 0                  | 0,00          | 1.534.300          | 0,76          |
| 38           | ISHARES III PUBLIC LIMITED COMPANY  | 0                  | 0,00          | 159.100            | 0,08          |
| 39           | ISHARES MSCI BRAZIL SMALL-CAP ETF   | 0                  | 0,00          | 279.550            | 0,14          |
| 40           | ISHARES MSCI EMERGING MARKETS SMALL-CAP ETF   | 0                  | 0,00          | 54.325             | 0,03          |
| 41           | NATIONAL EWSTMINSTER BANK PLC AS TRUSTEE OF JUPTER GLOBAL EMERGIN MARKETS FUND                | 0                  | 0,00          | 775.900            | 0,38          |
| 42           | NORGES BANK   | 0                  | 0,00          | 2.202.003          | 1,09          |
| 43           | NORTHERN MULTI - MANAGER EMERGING MARKETS EQUITY FUND   | 0                  | 0,00          | 685.862            | 0,34          |
| 44           | NORTHERN TRUST COLLECTIVE EAFE SMALL CAP INDEX FUND NON LENDING                               | 0                  | 0,00          | 122.327            | 0,06          |
| 45           | NTCC COLLECTIVE FUNDS FOR EMPLOYEE BENEFIT TRUSTS   | 0                  | 0,00          | 1.289.850          | 0,64          |
| 46           | NTGI - QM COMMON DAILY ALL COUNTRY WORLD EX-US INVESTABLE MARKET INDEX FUND - LENDING         | 0                  | 0,00          | 3.375              | 0,00          |
| 47           | NTGI-QM COMMON EMERGING MARKETS SMALL CAP INDEX FUND - LENDING                                | 0                  | 0,00          | 9.875              | 0,00          |
| 48           | OMERS ADMINISTRATION CORPORATION  | 0                  | 0,00          | 164.269            | 0,08          |
| 49           | OMNIS PORTFOLIO INVESTMENTS ICVC-OMNIS EMERGING MARKET EQUITY FUND                            | 0                  | 0,00          | 3.242.600          | 1,60          |
| 50           | ONTARIO PUBLIC SERVICE EMPLOYEES UNION PENSION PLAN TRUST FUND                                | 0                  | 0,00          | 52.900             | 0,03          |
| 51           | OREGON PUBLIC EMPLOYEES RETIREMENT SYSTEM   | 0                  | 0,00          | 35.900             | 0,02          |
| 52           | PZENA EMERGING MARKETS FOCUSED VALUE FUND   | 0                  | 0,00          | 139.650            | 0,07          |
| 53           | PZENA EMERGING MARKETS VALUE FUND   | 0                  | 0,00          | 2.309.850          | 1,14          |
| 54           | PZENA VALUE GROUP TRUST   | 0                  | 0,00          | 2.173.175          | 1,07          |
| 55           | SPDR S&P EMERGING MARKETS SMALL CAP ETF   | 0                  | 0,00          | 199.132            | 0,10          |
| 56           | STATE OF NEW JERSEY COMMON PENSION FUND D   | 0                  | 0,00          | 1.545.700          | 0,76          |
| 57           | TEACHER RETIREMENT SYSTEM OF TEXAS  | 0                  | 0,00          | 224.597            | 0,11          |
| 58           | THE BANK OF NEW YORK MELLON EMPLOYEE BENEFIT COLLECTIVE INVESTMENT FUND PLAN                  | 0                  | 0,00          | 6.150              | 0,00          |
| 59           | THE BARING EMERGING MARKETS UMBRELLA FUND SUB FUND, THE BARING LATIN AMERICA FUND             | 0                  | 0,00          | 1.773.600          | 0,88          |
| 60           | THE HARBORWALK PRIVATE TRUST  | 0                  | 0,00          | 700.300            | 0,35          |
| 61           | THE PENSION RESERVES INVESTMENT MANAGEMENT BOARD  | 0                  | 0,00          | 7.551.500          | 3,73          |
| 62           | THE STATE TEACHERS RETIREMENT SYSTEM OF OHIO  | 0                  | 0,00          | 120.000            | 0,06          |
| 63           | UTAH STATE RETIREMENT SYSTEM  | 0                  | 0,00          | 14.250             | 0,01          |
| 64           | VANGUARD EMERGING MARKETS SELECT STOCK FUND   | 0                  | 0,00          | 842.718            | 0,42          |
| 65           | VANGUARD EMERGING MARKETS STOCK INDEX FUND  | 0                  | 0,00          | 771.000            | 0,38          |
| 66           | VANGUARD FTSE ALL-WORLD EX-US SMALL CAP INDEX FUND, A SERIES OF VANGUARD INTERNATIONAL EQUITY | 0                  | 0,00          | 195.695            | 0,10          |
| 67           | VANGUARD TOTAL WORLD STOCK INDEX FUND, A SERIES OF VANGUARD INTERNATIONAL EQUITY INDEX FUNDS  | 0                  | 0,00          | 1.443.756          | 0,71          |
| 68           | VOYA EMERGING MARKETS HIGH DIVIDEND EQUITY FUND   | 0                  | 0,00          | 1.072.809          | 0,53          |
| 69           | WASHINGTON STATE INVESTMENT BOARD   | 0                  | 0,00          | 6.250              | 0,00          |
|              | <b>TOTAL DE PRESENCAS</b>   | <b>91.791.404</b>  | <b>89,67</b>  | <b>113.290.945</b> | <b>55,98</b>  |
|              | <b>AÇÕES EM TESOURARIA</b>  | <b>0</b>           | <b>0,00</b>   | <b>2.756.221</b>   | <b>1,36</b>   |
|              | <b>OUTROS ACIONISTAS</b>  | <b>10.568.964</b>  | <b>10,33</b>  | <b>86.324.282</b>  | <b>42,66</b>  |
|              | <b>TOTAL</b>  | <b>102.360.368</b> | <b>100,00</b> | <b>202.371.448</b> | <b>100,00</b> |