

## **RANDON S.A. IMPLEMENTOS E PARTICIPAÇÕES**

Publicly-Traded Company

CNPJ/MF nº 89.086.144/0001-16

### **MATERIAL FACT**

Randon S.A. Implementos e Participações ("Randon")- BM&Bovespa - RAPT3 and RAPT4-in compliance with the applicable legislation and in continuity to the Material Fact published by Randon on April 8, 2016, informs its shareholders and other members of the securities market that a Shareholders` Agreement ("Shareholders' Agreement") has been signed between Randon and *GIF V Pipe Fundo de Investimento em Participações* ("GIF"), with the intervention of its controlled company Fras-le S.A. ("Fras-le"), ruling the exercise of the voting right by Randon and GIF at Fras-le. The Shareholders' Agreement was signed as a result of the subscription, by GIF, of 32,250,000 (Thirty-two million, two hundred and fifty thousand) shares (as defined below), in the context of the public offering of primary distribution of common shares issued by Fras-le, all registered, book-entry type and with no par value shares, free and clear of any liens or encumbrances ("Sahres"), which was held in Brazil with restricted placement efforts, pursuant to the terms of the Securities and Exchange Commission ("CVM") No. 476, of January 16, 2009, as amended ("CVM Instruction 476" and "Restricted Offering", respectively) with professional investors on the non-organized over-the-counter market, in accordance with the Material Facts released by Fras-le on April 8, 2016 and April 20, 2016 ("Fras-le`s Material Facts").

More information on the Shareholders' Agreement can be found in the Relevant Facts of Fras-le.

The Shareholders' Agreement will be filed at the headquarters of Fras-le and a copy is available on the websites of Fras-le ([www.fras-le.com/ri](http://www.fras-le.com/ri)), BM&FBovespa ([www.bmfbovespa.com.br](http://www.bmfbovespa.com.br)) and CVM (Securities and Exchange Commission) ([www.cvm.gov.br](http://www.cvm.gov.br)).

Caxias do Sul, April 26, 2016.

**Geraldo Santa Catharina**

**Investor Relations Director**