



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

*Publicly-Traded Company*

CNPJ 89.086.144/0011-98

NIRE 43300032680

### **MINUTES OF THE BOARD OF DIRECTORS` MEETING NO. 817**

**HELD ON JUNE 14, 2016**

1. **DATE, TIME AND VENUE:** June 14, 2016, at 4:00 p.m., at the headquarters of RANDON S.A.- IMPLEMENTOS E PARTICIPAÇÕES, located at Abramo Randon Ave., no. 770, in Caxias do Sul, State of Rio Grande do Sul ("Company").
2. **CALL NOTICE AND ATTENDANCE:** The call notice was waived given the presence of all of the members of the Board of Directors.
3. **PRESIDING BOARD:** Chairman: Mr. Raul Anselmo Randon, who has invited Mr. Alexandre Randon to serve as his secretary.
4. **AGENDA:** To resolve on the partial approval of the Capital Increase of the Company within the limit of the authorized capital, which was approved by the Board of Directors during a meeting held on April 8, 2016 and re-ratified on April 11, 2016 ("Capital Increase");
5. **DELIBERATIONS:** After discussing the matter, the members of the Board of Directors of the Company, without any restrictions, unanimously approved the following:
  - 5.1. After analyzing the following information relating to the Capital increase:
    - (a) **Total shares offered for subscription under the Capital Increase:** 14,682,819 (Fourteen million, six hundred and eighty-two thousand, eight hundred and nineteen) common shares and 29,365,639 (Twenty-nine million, three hundred and sixty-five thousand, six hundred and thirty-nine) preferred shares, all book-entry shares with no par value, issued by the Company.
    - (b) **Total shares subscribed and paid under the Capital Increase:** (i) During the period to exercise the preemptive right, subscription and payment took place of: (a) 12,245,822 (Twelve million, two hundred and forty-five thousand, eight hundred and twenty-two) common shares, and (b) 27,233,278 (Twenty-seven million, two hundred and thirty-three thousand, two hundred and seventy-eight) preferred shares; and (ii) during the subscription period of the remaining shares (leftovers), subscription and payment took place of (a) 1,926,060 (One million, nine hundred and twenty-six thousand, and sixty) common shares, and (b) 1,798,351 (One million, seven hundred and ninety-eight thousand, three hundred and fifty-one) preferred shares.
    - (c) **Total of remaining shares following the end of the period to exercise the preemptive right and the end of the period to subscribe to the remaining shares (leftovers):** (i)

510,937 (Five hundred thousand, nine hundred and thirty-seven) common shares and (ii) 334,010 (Three hundred and thirty-four thousand, and ten) preferred shares.

(d) **Total shares conditioned to the subscription of the total Capital Increase or those of lower value than the Capital Increase – in accordance with the Minimum subscription Amount – (as defined below), under the conditions indicated in the respective subscription instruments:** given the possibility of partial approval of the Capital increase, some shareholders have conditioned their subscription to the subscription of the total Capital Increase or of an amount lower than the total Capital Increase – but always according to the Minimum Subscription Amount – under the conditions indicated in the respective subscription instruments. The shares under such conditions were: (i) 16,718 (Sixteen thousand, seven hundred and eighteen ) common shares and (ii) 2,123,695 (Two million, one hundred and twenty-three thousand, six hundred and ninety-five ) preferred shares;

(e) The new shares subscribed by the shareholders were subscribed and paid-in at R\$ 2,27 per share ("Price per Share");

5.2. Considering that the minimum subscription amount of R\$ 60.000.000,00 (Sixty million Reais) ("Minimum subscription Amount") was achieved, and that the period to exercise the preemptive right and the right to subscribe shares remaining of the Capital Increase (the latter having ended on June 2, 2016) ended, the members of the Board of Directors partially **approved** the Capital Increase in the amount of R\$ 93.213.232,46 (Ninety-three million, two hundred and thirteen thousand, two hundred and thirty-two Reais, plus forty-six cents) through the issuance of 14,155,164 (Fourteen million, one hundred and fifty-five thousand and one hundred and sixty-four) common shares and 26,907,934 (Twenty six million , nine hundred and seven thousand, and nine hundred and thirty-four) preferred shares, each of which are subscribed and paid up at the Price per Share.

5.3. As a result of such approval, the members of the Board of Directors have **approved** the cancellation of 527,655 (Five hundred and twenty-seven thousand, six hundred and fifty-five) common shares and 2,457,705 (Two million, four hundred and fifty-seven, seven hundred and five) preferred shares, considering (i) the the unsubscribed shares under the Capital increase, following the end of the preemptive right and the right to subscribe the shares that have remained (leftovers), and the shares conditioned to the subscription of the total Capital Increase or of those of lower value than the Capital Increase – according to the Minimum Subscription Amount – pursuant to the conditions indicated in the respective subscription instruments.

5.4. As a result of the cancellation of the above-mentioned shares, the Company will return, on June 17, 2016, the corresponding amount to the shareholders who have conditioned their subscription to the subscription of the total Capital increase or to a value lower than that of the Capital Increase (in accordance with the Minimum Subscription Amount), under the conditions indicated in the respective subscription instruments, as established in the Board of Directors' meeting held on April 8, 2016, and ratified on April 11, 2016, as well as in the Board of Directors' meeting held on that date.

5.5. As a result of the Capital increase, now partially approved, the capital stock of the Company will increase from R\$ 1.200.000.000,00 (One billion and two hundred million Reais), made up of 304,731,816 (Three hundred and four million, seven hundred and thirty-one thousand, eight hundred and sixteen) shares, of which 102,360,368 (One hundred and two million, three hundred and sixty thousand, three hundred and sixty-eight) are common shares, and



202,371,448 (Two hundred and two million, three hundred and seventy-one thousand, four hundred and forty-eight) are preferred shares, all book-entry shares with no par value, to R\$ 1,293,213,232.46 (One billion, two hundred and ninety-three million, two hundred and thirteen thousand, two hundred and thirty-two Reais and six cents), made up of 345,794,914 (Three hundred and forty-five million, seven hundred and ninety-four thousand, nine hundred and fourteen) shares, of which 116,515,532 (One hundred and sixteen million, five hundred and fifteen Thousand, and five hundred and thirty-two) are common shares and 229,279,382 (Two hundred and twenty-nine million, two hundred and seventy-nine thousand, three hundred and eight-two are preferred shares, all book-entry shares with no par value.

5.6. The members of the Board of Directors of the Company have also **approved** to convene, in due course, an Extraordinary General Meeting to deliberate on the amendment of Article 5 of the By-Laws of the Company, due to the partial approval of the Capital Increase.

**6. CLOSURE:** There being no further business to discuss, the Meeting was closed, of which these minutes were drawn up, read, approved and signed by all of the Board Members. Caxias do Sul, June 14, 2016. Presiding Board: Raul Anselmo Randon – Chairman; Alexandre Randon – Secretary. Board of Directors Members: Raul Anselmo Randon, Alexandre Randon, Ruy Lopes Filho, Hugo Eurico Irigoyen Ferreira and Antônio José de Carvalho.

**In conformity with the original minutes written up on the Minutes` Book.**

Caxias do Sul, June 14, 2016

Presiding Board:

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Raul Anselmo Randon  
Chairman

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Alexandre Randon  
Secretary