



**RANDON S.A. Implementos e Participações**

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

**Minutes nº 843 of the Board of Directors' Meeting**

**DATE, TIME AND VENUE:** November 13, 2017, at 9:00 AM, at the Company's headquarters located at Abramo Randon Ave. 770, in Caxias do Sul, State of Rio Grande do Sul, CEP 95055-010.

**CALL NOTICE AND ATTENDANCE:** Call notice was sent to all members of the Board of Directors, most of whom attended and one expressed himself in writing.

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

**RESOLUTIONS:** According to the applicable statutory provisions, the Board members of the Company (as the controlling shareholder) unanimously expressed their favorable opinion about the acquisition, by the controlled company Fras-le S.A., of the following equity interest: (i) shares representing the total capital stock of PALR S.A., a private-held company organized pursuant to the laws of Argentina, headquartered in *Cidade Autônoma de Buenos Aires*; (ii) shares representing the capital stock of ARMETAL AUTOPARTES S.A, a private company organized according to the laws of Argentina, based in *Cidade Autônoma de Buenos Aires*. And (iii) shares representing the capital stock of FANACIF S.A., a private-held company organized according to the laws of Uruguay, based in Montevideo. The transaction amounts to approximately R\$ 91,327,669.00, to be adjusted and paid on the business Closing Date, as provided for in the Purchase and Sale Agreement, occasion on which Fras-le will make the referred payment and will effectively take over the control and management of said companies, provided that the previous conditions are met, which includes the approval of the transaction by shareholders at the Extraordinary General Meeting of Fras-le, pursuant to Art. 256, of Law 6.404/76, considering the relevance of the amount involved, in accordance with Art. 247, of Law 6.404/76. The Board members authorized the legal representatives of the Company to vote, at the referred General Meeting, for the approval of such transaction. The Board member Pedro Ferro Neto, unable to attend the Meeting, has expressed, in writing, his agreement with the other Board members.

**CLOSURE, DRAWING UP AND APPROVAL OF THE MINUTES:** There being no further matters to address and considering that no one took the floor, these minutes



were drawn up, read, found to be in compliance and signed by all attending Board members

Caxias do Sul, November 13, 2017.

Raul Anselmo Randon

Alexandre Randon

Ruy Lopes Filho

Derci Alcântara