



RANDON S.A. Implementos e Participações

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

Minutes nº 845 of the Board of Directors' Meeting

DATE, TIME AND VENUE: December 5, 2017, at 9:00 A.M., at the company's headquarters located at Abramo Randon Ave., 770, in Caxias do Sul, RS, Brazil.

ATTENDANCE AND PRESENCE: All members of the Board of Directors, with the majority present and one with a written statement.

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

RESOLUTIONS: According to the statutory provisions, the Board members unanimously decided to formalize their favorable opinion regarding the association agreement to be signed between the controlled company Fras-le S.A. ("Fras-le") and ASK Automotive Private Limited, ("ASK") forming a joint venture, for an indefinite period, located in Manesar, Haryana, Republic of India, to be called ASK Fras-le Private Limited. ("JV") in order to produce brake pads and linings for commercial vehicles, destined to the IAM and OEM markets. The initial contribution of the two partners of the JV will be equivalent to US\$ 10,000,000.00, with control of Fras-le, with 51% of total shares and the remaining 49% with ASK. The combination of Fras-le's know-how and ASK's experience aims at supplying products to the Indian market, Nepal, Sri Lanka and Bangladesh, as well as the global demand for friction products through exports, forming a great potential market for the products to be manufactured by ASK Fras-le. Counselor Pedro Ferro Neto, unable to attend the Meeting, submitted in writing, his statement of agreement with the other Directors.

CLOSURE, DRAWING UP AND APPROVAL OF THE MINUTES: There being no other matters to address and as no member wished to make any further comment, the minutes were drawn up, read, approved and signed by the Board members.

Caxias do Sul, December 5, 2017.

Raul Anselmo Randon

Alexandre Randon

Ruy Lopes Filho

Derci Alcântara