



RANDON S.A. Implementos e Participações

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

Annual General Meeting Summarized Minutes

(1) Venue, Date, Time: April 27, 2018, at 10:00 AM, at the headquarters of the Company, at Abramo Randon Ave., 770, Interlagos District, CEP 95055-010, in the city of Caxias do Sul, RS;

(2) Legal Publications: (i) notices making available to shareholders the Management documents: their publication was considered not necessary, according to Paragraph 5 of Article 133, of Law 6404/76; (ii) Management Documents: published on March 14, 2018, on *Diário Oficial do Rio Grande do Sul*; and *Folha de Caxias*. (iii) Call Notices: published on March 23, 26 and 27, 2018 on *Diário Oficial do Rio Grande do Sul*, and *Folha de Caxias*;

(3) Participants: Shareholders holding 90.70% of shares with voting rights, of which 0.10% are distance votes, and shareholders holding 55.90% of preferred shares, of which 30.30% are distance votes, administrators, supervisory board members and representatives of KPMG *Auditores Independentes S.S.*

(4) Presiding Board: Alexandre Randon, as Chair, and Cláudia Onzi Ide, as Secretary;

(5) Distance Voting: The Chair reported that the Company used, pursuant to current legislation, the remote voting system and that votes were received from shareholders, as per the Consolidated Distance Voting Map, which was read and placed at the disposal of the shareholders;

(6) Reading of Documents, Receipt of votes and Drafting of the Minutes: (a) The reading of the documents related to the matters included in the Agenda was waived, since they have previously been made available to the shareholders within the legal term and form; (b) the declarations of votes, objections and dissidences, if any, shall be received and certified by the Presiding Board and will be filed at the Company's headquarters, pursuant to the Law; and (c) the publication of these minutes without signatures was authorized pursuant to the terms of § 2nd, of Article 130, of Law 6.404/76;

(7) Resolutions: According to the Meeting's Agenda, the shareholders resolved as follows: (a) **Management Documents:** they unanimously (with 105,717,063 in favor of and 1,540 abstentions, including those legally impeded to vote) resolved to approve the Annual Report and the Financial Statements, the respective Independent Auditors' Report and the Supervisory Board's Report relating to the fiscal year ended December

31, 2017. **(b) Allocation of Net Income:** by totality of votes, being 105,717,063 in favor and 1,540 abstentions, including those legally prevented from voting, to approve the Proposal for Allocation of Net Income for the year, as presented by the Executive Board and corroborated by the Board of Directors and Supervisory Board. According to the proposal, the net income for fiscal 2017, adjusted by the addition of comprehensive results and realization of reserves, and reduction in the provision of tax incentives reserves, will be allocated as follows: (i) Legal Reserve of R\$ 2,902,179.79; (ii) Reserve for Investment and Working Capital of R\$ 36,743,246.35; and (ii) Dividends of R\$ 15,747,101.82, corresponding to R\$ 0.04599970 per common share and preferred share. The dividends will be made available to shareholders as of May 15, 2018 and, from 4 may 2018 on, shares will be traded ex-dividends. **(c) Supervisory Board:** the minority shareholders holding 8.98% of the common shares, and preferred shareholders holding 33.04% of the preferred shares requested that the Supervisory Board would be in place, and elected, with term of office until the next ordinary General Meeting, the following candidates: (i) by separate vote and by the totality of votes casted, being 10,463,048 in favor and with 95,255,555 abstentions, the minority shareholders re-elected Renato Sobral Pires Chaves, Brazilian, divorced, accountant, resident and domiciled at Rua Assis Brasil, no. 155, Apt. 401, Copacabana, ZIP CODE (CEP) 22030-010, Rio de Janeiro (RJ), bearer if the Identity Card RG no. 3676939471-DET/RJ and enrolled with the Private Taxpayer's Registry (CPF) under no. 764.238.837-34, as acting member; and elected Anna Maria Cerentini Gouvea Guimarães, Brazilian, Architect, married, resident and domiciled at Rua Juruca, no. 878, 1st floor, Indianópolis, São Paulo (SP), CEP 04080-013, bearer if the Identity Card RG no RG nº 7.101.355-SSP/SP and enrolled with the Private Taxpayer's Registry (CPF) under nº 050.287.838-02, as deputy member; (ii) by separate vote and by the totality of votes casted, being 75,408,663 in favor and 52,681,806 abstentions, the shareholders holding preferred shares reelected: William Cordeiro, Brazilian, single, production engineer, resident and domiciled at Rua Iaiá, nº 112, Apt. 14, Itaim Bibi, ZIP CODE (CEP) 04542-060, São Paulo (SP), bearer of the Identity Card RG no. 47.834.597-SSP/SP and enrolled with the Private Taxpayer's Registry (CPF) under no. 092.197.196-65, as acting member, and Thiago Costa Jacinto, Brazilian, single, entrepreneur, resident and domiciled at Rua Bandeira Paulista, nº 300, Apt. 205, Itaim, ZIP CODE (CEP) 04532-001, São Paulo (SP), bearer of the Identity Card RG nº 38.347.877-SSP/SP and enrolled with the Private Taxpayer's Registry (CPF) under nº 010.562.761-50, as deputy member, and (iii) the remaining shareholders with voting right, including the controlling shareholder, by the totality of votes, being

95,255,555 in favor and 10,463m048 abstentions, elected the other members of the Supervisory Board, Maria Tereza Casagrande, Brazilian, widow, accountant, resident and domiciled at Rua Francisco Vitti, nº 341, ZIP CODE (CEP) 95040-280, Caxias do Sul (RS), bearer of the Identity Card RG no. 4013180346-SSP/RS and enrolled with the Private Taxpayer's Registry (CPF) under nº 181.460.680-20, as acting member, and Ieda Maria Onzi Perosa, Brazilian, married, resident and domiciled at Rua Luiz de Marchi, no. 160, Bairro Santa Catarina, ZIP CODE (CEP) 95032-230, Caxias do Sul (RS), bearer of the Identity Card nº 1017144542-SSP/RS and enrolled with the Private Taxpayer's Registry (CPF) under nº 456.979.570-68, as her respective deputy member; Ademar Salvador, Brazilian, married, accountant, resident and domiciled at Rua Antonio Broilo, nº 413, Bairro Cruzeiro, ZIP CODE (CEP) 95074-020, Caxias do Sul (RS), bearer of the Identity Card RG nº 003321191-SSP/RS and enrolled with the Private Taxpayers' Registry (CPF) under nº 220.575.790-34 as an acting member, and Carlos Osvaldo Pereira Hoff, Brazilian, married, accountant, resident and domiciled at Travessa Aurora, nº 90, ZIP CODE (CEP) 91330-300, Porto Alegre (RS), bearer of the Identity Card RG no. 6003963987-SSP/RS and enrolled with the Private Taxpayer's Registry (CPF) under nº 055.286.900-72 as his respective deputy member; and João Carlos Sfreddo, 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 Taxpayers' Registry (CPF) under nº 008.936.920-34, as an acting member and Afonso Celso Goulart Martins, Brazilian, married, accountant, resident and domiciled at Rua Luiz Covolan, no. 1453, zip code (CEP) 95034-230, Caxias do Sul (RS), bearer of the Identity Card RG nº 9003506145-SSP/RS and enrolled with the Private Taxpayer's Registry (CPF) under nº 248.594.780-53, as his respective deputy member; (d) **Remuneration of the Administrators and Supervisory Board Members**: the amount allocated as remuneration of the Administrators and Supervisory Board members for 2018 was established as follows: (i) by the totality of votes casted, being 105,563,855 votes in favor and 153,600 the amount of R\$ 15,854,800.63 was established as remuneration for the administrators, including 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 (INSS), 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) by the totality of votes casted, being 105,565,003 in favor and 153,600 abstentions, the monthly remuneration was established, corresponding to 10% of that which is, on average, given to each Director, not including, in the calculation, benefits and profit sharing for each member of the Supervisory Board. At the end of the Meeting, at the request of the shareholders, a moment of silence was held as a tribute for Mr. Raul Anselmo Randon, Chairman of the Board of Directors, who died on March 3, 2018. **8. 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 27, 2018.

Alexandre Randon
Chair

Claudia Onzi Ide
Secretary

DRAMD Participações e Administração Ltda.

Nilva Therezinha Randon
Vice-President Director

Maurien Helena Randon Barbosa
Director

Nilva Therezinha Randon

Alexandre Randon

Daniel Raul Randon

David Abramo Randon

Maurien Helena Randon Barbosa

Raul Tessari

AMJD Administração e Participações Ltda.
Astor Milton Schmitt

Caixa de Previdência dos Funcionários do Banco do Brasil – PREVI
p.p. Luiz Gustavo Frantz

The Boeing Company Employee Retirement Plans Master Trust; Vanguard Total International Stock Index Fd, A Se Van S F; The Church Commissioners For England; Stichting Depositary Apg Emerging Markets Equity Pool; Public Employees Retirement System Of Ohio; Vanguard Emerging Markets Stock Index Fund; and Bureau Of Labor Funds - Labor Pension Fund
p.p. Marco Antonio Iamnhuk



(Signature Page of the Minutes of the Annual General Meeting
held at 10:00 PM, on April 27, 2018)