



RANDON S.A. Implementos e Participações
Listed Company

Minutes no. 864 of the Board of Directors' Meeting

DATE, TIME AND VENUE: October 29, 2018, at 4:00 P.M., at the Company's headquarters located at Abramo Randon Avenue, 770, in Caxias do Sul, RS.

ATTENDANCE: The majority of the members of the Board of Directors, and the Board Member Pedro Ferro Neto, unable to attend, sent in writing his vote of agreement with the decision of the other members, which is the manifestation of all the Directors.

PRESIDING BOARD: Alexandre Randon, Chair, and Hugo Eurico Irigoyen Ferreira, Secretary.

RESOLUTIONS: According to the Order of the Day, known to all, by unanimous vote, the Company's Directors resolved:

(1st) Setting up of a subsidiary: In accordance with Article 22, item "n" of the Bylaws, the Directors authorized the Executive Officers, statutory and non-statutory, to take the necessary steps to establish a subsidiary, which will adopt the name "Randon Linhares", with address at Avenida Moveleiros, 1250, Canivete, Polo Moveleiro, in the City of Linhares, in the State of Espírito Santo, and corporate purpose of wholesale trade, as well as import and export of parts and components of truck bodies, trailers, semitrailers, trucks, machinery and railcars (CNAEs 4530-7 / 01 and 4662-1 / 00);

(2nd) Constitution of a controlled company: in compliance with the provisions of Article 22, item "t" of the Bylaws, the Directors authorized the Executive Officers to take the necessary steps to establish a controlled company, which may adopt the legal type of individual liability limited company or limited company, with address at Avenida Moveleiros, 1250, Annex A, Canivete, Polo Moveleiro, CEP 29909-120 in the City of Linhares, in the State of Espírito Santo; corporate purpose is industry, trade, import and export of truck bodies, trailers, semi-trailers, machinery and equipment, parts and components concerning this type of industry; and the provision of maintenance and technical assistance for semi-trailers, trucks, machinery and railcars; and initial capital stock of R\$ 100,000.00 (one hundred thousand reais) to cover initial costs, and the Board of Directors shall deliberate on future capital increase, at the time of the beginning of manufacturing operations. The setting up of these establishments is part of the plan of the Company to be geographically located in the southeastern region of the country, where there is a large consumer hub of the country, as it has the largest number of



commercial vehicles in the Brazilian fleet in circulation, and also due to the proximity of port of that State, minimizing logistics costs;

(3rd) Internal Regulations of the Board of Directors: the Board members approved the review and respective consolidation of the Internal Regulations of the Board of Directors, the contents of which are attached to these minutes, as well as their disclosure to the market, as recommended in the Brazilian Code of Corporate Governance ; and,

(4th) Governance Report: the Board members approved the contents of the Report on the Brazilian Corporate Governance Code, and said that it is in line with the practices adopted by the Company, authorizing their disclosure in accordance with the regulations of the Brazilian Securities and Exchange Commission.

CLOSURE: There being no further business to discuss, the meeting was closed and the minutes were drawn up, which was approved, and was signed by those present.

Caxias do Sul, October 29, 2018.

Alexandre Randon

Hugo Eurico Irigoyen Ferreira

Ruy Lopes Filho

Derci Alcântara