



RANDON S.A. Implementos e Participações

Listed Company

Minutes no. 865 of the Board of Directors' Meeting

DATE, TIME AND VENUE: November 7, 2018, at 10:00 A.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. The Board Member Pedro Ferro Neto attended the meeting by teleconference and expressed his agreement with the deliberations of the other Board Members.

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) after hearing the presentation of the Executive Officers and based on the analysis of the documents previously sent, the Directors formalized a favorable statement on the Financial Statements and the Notes to the Financial Statements, audited by KPMG Auditores Independentes and on the Third Quarter Results Release (3Q2018) and first nine months (9MS2018) for the fiscal year 2018, ended on September 30;

(2nd) in order to better identify the Company's establishments, the Directors authorized the Executive Officers to take the necessary measures to assign specific titles (fantasy names) to the National Registry of Legal Entities ("CNPJ"), as follows: (i) the title of **Corporate Center** to the parent company, with address at Abramo Randon Avenue, 770, First Floor, Interlagos, CEP 95055-010, Caxias do Sul (RS), registered with the Commercial, Industrial Board and Services of Rio Grande do Sul ("JUCISRS") under NIRE 4330003268-0 and in the CNPJ under nº 89.086.144 / 0011-98; (ii) the title of **Randon Caxias**, to the subsidiary located at Av. Abramo Randon, 770, Interlagos, CEP 95055-010, Caxias do Sul (RS), enrolled at JUCISRS under NIRE 4390175379-9 and at CNPJ under no. 89.086.144 / 0001-16; (iii) the title of **Suspensys Caxias**, for the subsidiary located at Av. Abramo Randon, 1262, Annex B, Interlagos, CEP 95055-010, Caxias do Sul (RS), enrolled at JUCISRS under NIRE 4390171016-0 and CNPJ under no. 89.086.144 / 0006-20; (iv) the title of **Suspensys Reposição**, for the subsidiary located at Av. Abramo Randon, 1262, Annex C, Interlagos, CEP 95055-010, Caxias do Sul (RS), enrolled at JUCISRS under NIRE 4390171017-8 and CNPJ under no.



89.086.144 / 0007-01; (v) the title of **Suspensys Resende**, for the subsidiary located at Rua Volkswagen, 100, Annex A, between Columns W14 and V14, Polo Industrial, CEP 27537-803, Resende (RJ), registered at the Commercial Registry of the State of Rio de Janeiro ("JUCERJA") under NIRE 3390127439-6 and in the CNPJ under no. 89.086.144 / 0008-92; (vi) the title of **Randon Porto Real**, for the subsidiary located at Av. Renato Monteiro, 8005, Annexes I to III, Polo Urbo Agro Industrial, CEP 27570-000, Porto Real (RJ), enrolled at JUCERJA under NIRE 3390127440-0 and in the CNPJ under nº 89.086.144 / 0009-73; and (vii) the title of **Randon Chapecó**, for the branch located on State Road SC 459, w/n, Chapecó, Guatambu, km 134.7, Annex I, Tomazelli Line, CEP 89809-970, Chapecó (SC), registered at the Commercial Registry of the State of Santa Catarina ("JUCESC") under NIRE 4290104357-0 and under CNPJ under no. 89.086.144 / 0010-07;

(3rd) the Board members ratified an act of the Board of Directors, formally extinguishing the establishment of the Company located in the Jebel Ali Free Zone, City of Dubai, United Arab Emirates, enrolled in the JUCISRS under NIRE 4390113668-4, due to being deactivated in 2012, although it still appears in the registration records of JUCISRS.

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

Caxias do Sul, November 07, 2018.

Alexandre Randon

Hugo Eurico Irigoyen Ferreira

Ruy Lopes Filho

Derci Alcântara