



RANDON S.A. Implementos e Participações

Publicly-Traded Company
CNPJ 89.086.144/0001-16
NIRE 43300032680

Minutes nº 869 of the Board of Directors' Meeting

DATE, TIME AND VENUE: March 14, 2019, at 10:00 A.M., at the Company's headquarters located at Abramo Randon Ave., 770, in Caxias do Sul, RS.

ATTENDANCE: All members of the Board of Directors, members of the Executive Board, members of the Supervisory Board, and the representative of the Independent Auditors.

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

RESOLUTIONS: According to the Meeting's Agenda, known to all, the Board members resolved on the following:

- (i) After hearing the presentation of the Executive Board and the clarifications provided by the Independent Auditors, the Board members approved the Financial Statements and their Notes, the report of *KPMG Auditores Independentes* and the Management Report for the fiscal year ended December 31, 2018, deeming the Reports and the Financial Statements as appropriate in all their aspects;
- (i) Approve the Board's proposal concerning the allocation of net income for fiscal period 2018, including the allocation of dividends. According to the proposal to be submitted to the shareholders, at the Annual General Meeting, dividends for the period amount to R\$ 49.290.259,82, corresponding to 35% of the adjusted net income which, after deducting the interim dividends declared to the account of net income and calculated in the quarterly report, of R\$ 19.168.986,48, the amount of R\$ 30.121.273,34 remained at the disposal of shareholders.

On behalf of the Supervisory Board, Maria Tereza Casagrande congratulated the Company on its posture and transparency, thanked for the collaboration of the administrators and technicians, highlighted the harmonious pace of tasks and informed that the opinion of the Supervisory Board is that the Management Documents are suitable for appreciation by the shareholders at the Annual General Meeting;

Considering the above-referred resolutions, it is herein authorized the convening of the Annual General Meeting to be held on April 30, 2019, to resolve on the matters referred to in Article 132, of Law 6.04/76.



- (ii) As provided for in item "o" of Article 22, of the Company's by-laws, and in Article 31 of CVM Instruction no. 308/99, approve the replacement of the Company's Independent Auditors, appointing ERNST & YOUNG AUDITORES INDEPENDENTES SS ("E&Y"), a private legal entity based in the city of São Paulo, on AV. Presidente Juscelino Kubitschek, 1909, 8th floor, Suite 81, CEP (ZIP CODE) 04.543-907, enrolled with the CNPJ (General Taxpayers` Registry) under no. 61.366.936/0001-25. ERNST & YOUNG will be responsible, as of the calendar-year 2019, for auditing the Financial Statements of the Company, according to the applicable legislation;

- (iv) Approve the review and restatement of the Corporate Policies, Anti-corruption Policy, Compliance, Risk Management, Property Security; Information Security; Comptrollership; Finance; Corporate Purchases; Human Resources; Health, Safety and Environment; and Consequences, applicable to all Randon Companies, which were approved at the Board of Directors' Meeting held on November 7, 2017 (RCA 841). The new Investments Policy was approved as well;

- (v) Aiming to simplify the sales administrative structure in the African Continent, the Directors - statutory and non-statutory - were authorized to take all the necessary measures to transfer to a third party the entire shareholding interest that the Company holds in the subsidiary Randon Automotive (Pty) Ltd., which operated as a sales office in the city of Johannesburg, South Africa, and thus withdraw the name *Randon* from the company's name. Said subsidiary was set up by resolution of this Board through RCA N°. 565, of May 24, 2006, whose minutes were filed with the *Junta Comercial, Industrial e Serviços do Rio Grande do Sul- JUCISRS*) (Board of Trade) under no. 2709918, on June 8, 2006; and

- (vi) confirm the favorable demonstrations that have been sent, in writing, on the Company's business prospects indicators – Guidance – to be followed in 2019, as per Material Fact published on February 20 of the current year.

CLOSURE: There being no other matters to address, the minutes were drawn up, read, approved and signed by the Board members.

Caxias do Sul, March 14, 2019.

Alexandre Randon

Hugo Eurico Irigoyen Ferreira



Ruy Lopes Filho

Pedro Ferro Neto

Derci Alcântara