



**RANDON S.A. Implementos e Participações**  
Listed Company

**Minutes 875 of the Board of Directors Meeting**

**DATE, TIME AND VENUE:** April 16, 2019, at 9:00 a.m. at the headquarters of the Company, located in the City of Caxias do Sul, State of Rio Grande do Sul, on Abramo Randon Ave., 770, CEP (ZIP CODE) 95055-010.

**ATTENDANCE:** The majority of the Board of Directors members. The Board member Pedro Ferro Neto, who resides abroad, unable to attend, has sent, in writing, his vote agreeing with the decision made by the other members, thus totaling the position of all Board members.

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

**RESOLUTIONS:** According to the Agenda, known to all, by unanimous vote, pursuant to Article 22, item "v" of the Company's Bylaws, the Board of Directors resolved to authorize the Executive Officers, both statutory and non-statutory, to take the necessary steps to formalize an association agreement ("Joint Venture Agreement") between Randon S.A. Implementos e Participações ("Company") and Triel-HT Industrial e Participações SA, ("Triel-HT"), for the creation of a joint company located in the City of Erechim, State of Rio Grande do Sul, to be denominated Randon Triel Implementos Rodoviários Ltda. ("Randon Triel"). The initial contribution of the two partners in Randon Triel will be sixteen million and four hundred thousand reais (R\$ 16,400,000.00), and the Company will control the business, holding a 51% stake (fifty one percent ) of the capital stock. The objective of the Joint Venture is to combine the Company's and Triel-HT's forces to form a strategic partnership, aiming to expand the presence and better serve customers in the domestic and international markets in the segment of road equipment. The implementation of the Joint Venture is subject to the fulfillment of the preceding conditions, among them the approval of the Administrative Council for Economic Defense ("CADE").

**CLOSURE:** There being no further matters to discuss, the meeting was closed and the minutes were drawn up, read and approved in all its terms, and was signed by those present.

Caxias do Sul, April 16, 2019.

Alexandre Randon  
Ruy Lopes Filho

Hugo Eurico Irigoyen Ferreira  
Derci Alcântara