



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 30, 2019, at 10:30 AM, at the headquarters of the Company, at Abramo Randon Ave., 770, 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 20, 2019, on *Diário Oficial do Rio Grande do Sul*; and *Folha de Caxias*. (iii) Call Notices: published on March 27, 28 and 29, 2019 on *Diário Oficial do Rio Grande do Sul*, and *Folha de Caxias*;

(3) Participants: Shareholders holding 90.73% of shares with voting rights, of which 0.13% are distance votes, and shareholders holding 58,89% of preferred shares, of which 31,62% 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: (i) 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; (ii) 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 (iii) the publication of these minutes without signatures was authorized pursuant to the terms of § 2nd, of Article 130, of Law 6.404/76;

(7) Deliberations: According to the Meeting`s Agenda, the shareholders resolved as follows: **(7.1) Management Documents:** approve of, with abstention o those legally impeded to vote, as per the Voting Map in Appendix I to these minutes, the Annual Management Report and the Financial Statements, the respective Independent Auditors` Report and the Supervisory Board`s Report relating to the fiscal year ended December

31, 2018. **(7.2.) Allocation of Net Income:** approve of, as per Voting Map in Appendix I to these minutes, the Proposal of Net Income for the period, as per presented by the Executive Board and confirmed by the Board of Directors and Supervisory Board. According to the proposal, the net income for fiscal 2018, adjusted by adding the comprehensive results and by adopting the initial CPC (CPC 48), as well as by the realization of reserves and reduction in the provision of tax incentives reserves, will be allocated as follows: (i) Legal Reserve of R\$ 7.409.704,73; (ii) Reserve for Investment and Working Capital of R\$ 91.539.062,26; and (ii) Dividends of R\$ 49;290.259,82. , of which the already-paid interim dividends (R\$ 19.168.986,48) and dividends payable (R\$ 30.121.273,34), corresponding to R\$ 0.08798886 per common share and preferred share. The dividends will be made available to shareholders as of May 15, 2019 and, from May 7, 2019, shares will be traded ex-dividends. **(7.3.) Number of Members of the Board of Directors:** by majority of votes, as per Voting Map in Appendix I to these minutes, establish in 5 (five) the number of members of the Board of Directors; **(7.4.) Board of Directors:** elect, by majority of votes, as per Voting Map in Appendix I to these minutes, the following members for the Board of Directors, with a unified term of office of 2 (two) years, until the Annual General Meeting to be held by the end of April of 2021, remaining in office until their respective deputies, are sworn in: DAVID ABRAMO RANDON, Brazilian, married, mechanical engineer, resident and domiciled at Rua Ângelo Manfro, 102, CEP 95012-070, Caxias do Sul, bearer of the Identity Card RG no. 18.453.983-3-SSP/SP, and enrolled with the Private Taxpayer`s Registry (CPF) under no. 277.049.120-20; ALEXANDRE RANDON, Brazilian, married, mechanical engineer, resident and domiciled at Rua Humberto de Campos, 1055, apto. 1002, CEP 95084-440, Caxias do Sul (RS), bearer of the Identity Card RG no. 9001742445-SSP/RS, and enrolled with the Private Taxpayer`s Registry (CPF) under no. 468;801.000-15/ RUI LOPES FILHO, Brazilian, married, civil engineer, resident and domiciled on Av. Cavahada, 5205, Casa 89, CEP 91715-831, Porto Alegre (RS), bearer of the Identity Card RG no. 9007133474-SSP/RS, and enrolled with the Private Taxpayer`s Registry (CPF) under no. 186.701.058-53; HUGO EURICO IRIGOYEN FERREIRA, Brazilian, married, mechanical engineer, resident and domiciled at Rua das algas, 811, apt. 401, CEP 88053-505, Florianopolis (SC), bearer of the Identity Card RG no. 4004944742-SSP/RS and enrolled with the Private Taxpayer`s Registry (CPF) under no. 001.983.310-53; and PEDRO FERRO NETO, Brazilian, married, mechanical engineer, resident and domiciled in the United States of America, Copperleaf Commons Ct. 5703, City of Charlotte, State of Carolina of South, CEP 28277, bearer of the Identity Card RG no.

6128677777-SSP/RS, and enrolled with the Private Taxpayer`s Registry (CPF) under no. 051.567.138-07.

There was no enough quorum to elect the members of the Board of Directors, separately, by minority shareholders and holders of preferred shares. The Chair of the Meeting expressed gratitude to Derci Alcântara for his contributions to the Company during the period in which he served as a member of the Board of Directors. **(7.5.) Supervisory Board:** elect, as per Voting Map in Appendix I to these minutes, the 5 (five) sitting members and their respective deputies to comprise the Supervisory Board, with term of office until the next Annual General Meeting, the following candidates: the controlling shareholders and other shareholders with voting right elected 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 a sitting 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; 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 sitting 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 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 sitting member, and IEDA MARIA ONZI PEROSA, 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; (II) by separate voting, the minority shareholders re-elected RENATO SOBRAL PIRES, 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 of the Identity Card RG no. 3676939471-DET/RJ and enrolled with the Private Taxpayer`s Registry (CPF) under no. 764.238.837-34, as sitting member; and elected ROSANA PASSOS DE PÁDUA, Brazilian, married, with a major in Mathematics, resident and domiciled at Alameda dos Anapurus, 1098, apt. 61, São Paulo (SP), CEP 04087-908, bearer of the Identity Card RG no 170444156-SSP/SP, and enrolled with the Private Taxpayer`s Registry (CPF) under no. 055.886.028-11, as a deputy member; (iii) by separate voting, the shareholders holding preferred shares re-elected 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 sitting 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; **(7.6). Remuneration of the Administrators and Supervisory Board Members:** by majority of votes, as per Voting Map in Appendix I to these minutes, establish the amount allocated as remuneration of the Administrators and Supervisory Board members for 9, which was established as follows: (i) the annual global amount of up to R\$ 18.814.537,74 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)

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 30, 2019.

Alexandre Randon
Chair

Claudia Onzi Ide
Secretary

Shareholders attending the Meeting:



DRAMD Participações e Administração Ltda.
Nilva Therezinha Randon Maurien Helena Randon Barbosa
Vice-President Director Director

Nilva Therezinha Randon Alexandre Randon Daniel Raul Randon

David Abramo Randon Maurien Helena Randon Barbosa

AMJD Administração e Participações Ltda.
Astor Milton Schmitt

Caixa de Previdência dos Funcionários do Banco do Brasil – PREVI
p.p. Silvio Moura de Oliveria

Fundo de Investimento Em Ações Sml 4; It Now IGCT Fundo em Índice; Itaú Brasil EUA Multimercado FI; Itaú Governança Corporativa Ações FI; Itaú Hedge Plus Multimercado FI; Itaú Ibovespa Ativo Master FIA; Itaú Index Ações IBRX FI; Itaú Dunamis Fundo de Investimento em Ações; Itaú IBRX Ativo Master FIA; Itaú Long and Short Plus Multimercado FI; Itaú Multimercado Global Equity Hedge FI; Itaú Multimercado Long And Short FI; Itaú Previdência Ibrx FIA; Itaú Solutions Long and Short FI; Long Bias Multimercado FI; Veneza Institucional Fundo De Investimento Em Ações; WM Small Cap Fundo De Investimento Em Ações; Public Employees Retirement System of Ohio; The Boeing Company Employee Retirement Plans Master Trust; The Church Commissioners For England; Vanguard Emerging Markets Stock Index Fund; Vanguard Total International Stock Index Fund, a Series of Vanguard Star Funds;
p.p. Thamyris Galdina de Souza

(Signature Page of the Minutes of the Annual General Meeting
held at 10:30 PM, on April 30 2019)

Appendix I

Description of Resolution	Vote	Quantity
Management's Deliberation (Common Shares). 1. Examine, discuss and vote for the Annual Management Report, Financial Statements, and	Approve	105,713,349

Independent Auditors` and Supervisory Board`s Reports for the fiscal year ended December 31, 2018;	Reject Abstain from	- 1,540
Management`s Deliberation (Common Shares) 2. Deliberate on the proposal to allocate the net income for the fiscal year ended December 31, 2010, as well as on the distribution of dividends, as follows: Legal Reserve of R\$ 7.409.704,73; Reserve for Investment and Working Capital (Statutory) of R\$ 91.539.062,26; and total dividends of R\$ 49.290.259,82 of which the already-paid interim dividends (R\$ 19.168.986,48) and dividends payable at the AGM, of R\$ 30.121.273,34, corresponding to R\$ 0.08798886 per common share and preferred share.	Approve Reject Abstain from	105,714,889 - -
Management`s Deliberation (Common Shares) 3. Deliberate on the number of members of the Board of Directors (Management`s proposal is of 5 (five) members.	Approve Reject Abstain from	105,561,289 - 153,600
Management`s Question (Common Shares) 4. Do you wish to require the adoption of multiple vote for the election of the Board of Directors, pursuant to art. 141, of Law no. 6.404, of 1976 ?	Yes No Abstain from	105,714,889
Election of the Board of Directors by Candidate - Limit of vacancies to be filled: 5 (Common Shares). 5. Nomination of candidates for the Board of Directors (the shareholder may nominate as many candidates as the number of vacancies to be filled in the general election).		
David Abramo Randon	Approve Reject Abstain from	95,252,989 - 10,461,900
Alexandre Randon	Approve Reject Abstain from	95,252,989 - 10,461,900
Ruy Lopes Filho	Approve Reject Abstain from	95,252,989 - 10,461,900
Hugo Eurico Irigoyen Ferreira	Approve Reject Abstain from	95,252,989 - 10,461,900

	Approve Reject Abstain from	95,252,989 - 10,461,900
Pedro Ferro Neto		
6. In case the election process of multiple vote is adopted, the votes corresponding to your shares must be distributed in equal percentages by the candidates you chose? In case the shareholder chooses "Abstain from" and the election takes place by the multiple-vote process, your vote is to be recorded as abstention in the respective deliberation of the Annual General Meeting.	Yes No Abstain from	105,714,889
7. View of all candidates for indication of the % (percentage) of votes to be attributed.		
David Abramo Randon Alexandre Randon Ruy Lopes Filho Hugo Eurico Irigoyen Ferreira Pedro Ferro Neto	[] % [] % [] % [] % [] %	
Management's Question (Common Shares) 8. Do you wish to ask for separate election of a member of the Board of Directors, pursuant to art. 141, paragraph 4 th , of Law 6.404, of 1976?	Yes No Abstain from	10,308,300 - 95,406,589
Election of the Board of Directors - Separately	Common Shares	
9. Nomination of candidates for the Board of Directors, by minority shareholders holding shares with voting right (the shareholder shall fill in this space in the event he /she has left blank the general election space, and holds, on a non-stop basis, the shares he/she uses to vote during the three months immediately prior to the General Meeting.	Approve Reject Abstain from	10,308,300 - 95,406,589
	Preferred Shares	
Márcio de Souza	Approve Reject Abstain from	905,745 - 52,095,811
10. In case you realize that neither the holders of shares with voting rights, nor the holders of preferred shares, without voting rights, or with restricted vote, make up the quorum required by items I and II of paragraph 4 th , of article 1.141, of Law no. 6.404, of 1976, do you wish your vote to be added to the votes entitled by the preferred shares in order to be able to elect, for the Board of Directors, the candidate with the greatest	Common Shares	
	Yes No Abstain from	10,308,300 - Abstain from
	Preferred Shares	

number of votes among all those who (being included in the Distance Voting Bulletin) are running for the election separately?	Yes No Abstain from	905,745 - 52,095,811
11. Request for separate election of a member of the Board of Directors by holders of preferred shares without voting rights or with restricted vote. The shareholder may fill in this space only if he/she event he /she has left blank the general election space, and holds, on a non-stop basis, the shares he/she uses to vote during the three months immediately prior to the General Meeting. Do you wish to request separate election of a member of the Board of Directors pursuant to art. 141m paragraph 4 th , II, of Law 6.404, of 1976?	Yes No Abstain from	18,083,179 1,435,258 115,502,380
Management's Question 12. Do you wish to request for the installation of the Supervisory Board pursuant to art.161, of Law 6,404, of 1976, since such a Board does not operate on a permanent basis?	Common Shares	
	Yes No Abstain from	10,461,900 - 95,252,989
	Preferred Shares	
	Yes No Abstain from	80,956,209 1,840,200 52,224,408
Election of the Supervisory Board by candidate – Limit of vacancies to be filled: 3 (Common shares).		
13. Nomination of candidates for the Supervisory Board (the shareholder may nominate as many candidates as the number of vacancies to be filled in the general election).		
João Carlos Sfreddo (acting member) and Afonso Celso Goulart Martins (deputy member)	Approve Reject Abstain from	95,252,989 - 10,461,900
Ademar Salvador (acting member) and Carlos Osvaldo Pereira Hoff (deputy member)	Approve Reject Abstain from	95.252.989 - 10,461,900
Maria Tereza Casagrande (acting member) and Ieda Maria Onzi Perosa (deputy member)	Approve Reject Abstain from	95,252,989 - 10,461,900
Election of the Supervisory Board – Separately – Common Shares. 14. Nomination of candidates for the Supervisory Board by minority shareholders holding shares with voting right (the shareholder shall fill in this space in the event he /she has left blank the general election space. Renato Sobral Pires Chaves (acting member) and Rosana Passos de Pádua (deputy member)	Approve Reject Abstain from	10,461,900 - 95,252,989

<p>Election of the Supervisory Board – Separately – Preferred Shares 15. Nomination of candidates for the Supervisory Board by shareholders holding preferred shares without voting right or with restricted vote. William Cordeiro (acting member) and Thiago Costa Jacinto (deputy member)</p>	<p>Approve Reject Abstain from</p>	<p>77,880,887 - 57,139,930</p>
<p>Management`s Deliberation (Common Shares) 16. Establish the global remuneration of administrators for 2019, in up to R\$ 18.814538,74 as fixed remuneration for the administrators, including in this amount the fixed remuneration, profit sharing, the post-employment benefits (Pension Fund), health insurance, 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.</p>	<p>Approve Reject Abstain from</p>	<p>105,561,289 - 153,600</p>
<p>Management`s Deliberation (Common Shares) 17. Establish the remuneration of the Supervisory Board members, being proposed for the acting members a monthly remuneration corresponding to 10% of that which is, on average, attributed to each statutory remunerated Director, not including, in the calculation, benefits, representation amounts and profit sharing.</p>	<p>Approve Reject Abstain from</p>	<p>105,561,289 - 153,600</p>