



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

**Minutes 878 of the Board of Directors Meeting**

**DATE, TIME AND VENUE:** May 31, 2019, at 4:00 p.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 members Pedro Ferro Neto and Hugo Eurico Irigoyen Ferreira, unable to attend, have sent, in writing, their votes agreeing with the decision

**PRESIDING BOARD:** David Abramo Randon, Chair and Alexandre Randon, Secretary.

**RESOLUTIONS:** According to the Agenda, known to all, by unanimous vote, pursuant to Article 22, item "t" of the Company's Bylaws, the Board members approved the creation of a subsidiary, which will operate in the auto parts segment, with a corporate purpose of, among other activities, import, export, purchase, sale, commercial representation, manufacture and assembly of suspensions, axles, components and parts for the industry commercial vehicles, buses, trucks, trains, trailers and semi-trailers and other similar products. The company will be named Suspensys Automotive Systems Sociedad de Responsabilidad Limitada de Capital Variable, and will be located in the municipality of Apodaca, at the metropolitan region of Monterrey, Nuevo León, Mexico. The company will hold 100% of the equity interest, part directly paid by the Company and the other part through the subsidiary Castertech Fundação e Tecnologia Ltda. The initial investment, in Mexican Pesos, will be equivalent in the amount of US\$ 2,000,000.00 (two million United States dollars). The Company's objective with the creation of this company is to expand its presence in the foreign market, mainly in Latin America and the United States of America. The Officers are authorized to take the necessary measures to constitute the company, as well as to appoint its managers.

**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, May 31, 2019.

David Abramo Randon

Alexandre Randon

Ruy Lopes Filho