



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

**Minutes 892 of the Board of Directors Meeting**

**DATE, TIME AND VENUE:** Dec 17, 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:** Call notice was waived because all members of the Board of Directors were present, as well as members of the Executive Board.

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

**DELIBERATIONS:** In accordance with the applicable statutory provisions, by unanimous vote, as controlling shareholder, the Board members decided to formalize a favorable statement for the acquisition, by the subsidiary Fras-le SA ("Fras-le"), of all the shares representing the company Nakata Automotiva S.A., a privately held corporation, registered with the CNPJ/MF (Taxpayers Registry) No. 04.156.194/0001-70, headquartered in the city of Osasco, State of São Paulo. The acquisition price is R\$ 457 million, with the final amount subject to adjustments, as provided for in the respective sale and purchase agreement between Fras-le and the Sellers. The Closing will be effective after compliance with the foregoing conditions, including the approval of the Administrative Council for Economic Defense ("CADE") and other antitrust authorities in other jurisdictions, as applicable, and approval by Fras-le shareholders at the Extraordinary General Meeting ("EGM"), pursuant to art. 256 of Law 6,404/76, for constituting a relevant investment, pursuant to art. 247 of the same Law. The Directors authorized the legal representatives of the Company to vote for the approval of the business at the referred EGM.

**CLOSURE:** There being no further matters to be discussed, the floor was offered to those who wished to make use of it, as no one else did, the present minutes were drawn up, read, checked and signed by all present.

Caxias do Sul, December, 17, 2019.

David Abramo Randon

Alexandre Randon

Ruy Lopes Filho

William Ling

Pedro Ferro Neto