



## **RANDON S.A. IMPLEMENTOS E PARTICIPAÇÕES**

Listed Company

### **MATERIAL FACT**

**Randon S.A. Implementos e Participações** (“Randon” or “Company”), located at Abramo Randon Ave. 770, Caxias do Sul, RS, in compliance with the rules established in Law No. 6.404, of December 15, 1976, as amended (“Corporations Law”), and in the Instruction of the Brazilian Securities Commission (“CVM”) No. 358, of January 3, 2002, as amended (“instruction CVM 358”), announces to its shareholders and the public in general that on this date, in a Board of Directors meeting (“RCA”), the members voted for a favorable statement, to the acquisition, by the controlled company Fras-le S.A. (“Fras-le”), of all the quotas representing the capital stock of Nakata Automotiva S.A., privately held company, registered under CNPJ/MF (Taxpayers Registry) No. 04.156.194/0001-70, located in the city of Osasco (SP) and of the auto parts segment.

The acquisition amount is R\$ 457 million, being the final amount subject to adjustments, as provided for in the sale and purchase agreement, and the closing of the deal will occur after the conditions precedent are fulfilled, including the approval of the Administrative Council for Economic Defense (“CADE”) and the other antitrust authorities in the other jurisdictions as applicable, and approval by Fras-le shareholders, in an Extraordinary General Meeting, by the terms of the Article. 256 of the Corporations Law, for constituting a relevant investment, pursuant to Article 247 of the same Law.

With the completion of the deal, Randon Companies, through Fras-le, aim to reinforce their role in the auto parts aftermarket segment, due to the increase in the subsidiary’s portfolio, which represents a competitive edge in this Market.

The Company will keep its shareholders and the market timely and adequately informed of the conclusion of the transaction. More detailed information can be obtained from the Investor Relations department through the following channels: [ri@randon.com.br](mailto:ri@randon.com.br) or by telephone +55 54 3239-2795.

Caxias do Sul (RS), December 17, 2019.

Paulo Prignolato  
Investor Relations Officer