



Randon S/A Implementos e Participações
Listed Company
Avenida Abramo Randon, 770, Interlagos
Caxias do Sul - RS

MATERIAL FACT

RANDON S.A. IMPLEMENTOS E PARTICIPAÇÕES (“Company”), pursuant to the provisions of the Securities and Exchange Commission Instruction (ICVM) No. 358, of January 3, 2002 and of Paragraph 4 of article 157 of Law No. 6,404, of December 15, 1976, hereby informs its shareholders and the market in general that it received, on this date, correspondence from its direct controlling shareholder, DRAMD Participações e Administração Ltda. (“DRAMD”) and GIF V PIPE Fundo de Investimento em Participações Multiestratégia (“Fund”), new shareholder of the Company, in which they announce that:

1 – On December 11, 2020, DRAMD and the Fund entered into an Exchange Agreement for Shares and Other Covenants (“Exchange Agreement”), whereby DRAMD exchanged 14,132,209 (fourteen million, one hundred and thirty-two thousand, two hundred and nine) preferred shares issued by the Company (RAPT4) which it held, for 26,497,892 (twenty-six million, four hundred and ninety-seven thousand, eight hundred and ninety-two) common shares issued by **Fras-Le S.A.**, listed Company, headquartered in the city of Caxias do Sul, state of Rio Grande do Sul, at Rodovia RS 122, 10.945, km 66.1, Forqueta, CEP 95.115-550, registered with General Taxpayers Registry (CNPJ) 88.610.126/0001-29 (“Fras-Le”) (FRAS3) held by the Fund (“Exchange”). The exchange ratio negotiated in the Exchange Agreement therefore corresponds to 1.875 Fras-Le common shares (FRAS3) for each 1 (one) preferred share of the Company (RAPT4).

2 – With the conclusion of the Exchange, DRAMD reduced the number of preferred shares it held by the Company (RAPT4) to 34,551,623 (thirty-four million, five hundred and fifty-one thousand, six hundred and twenty-three), representing 15,07% of the total preferred shares of the Company. DRAMD's participation in the Company's common shares has not changed, so that DRAMD remains, on this date, holder of 95,202,937 (ninety-five million, two hundred and two thousand, nine hundred and thirty-seven)

common shares (RAPT3), representing 81.71% of the Company's total common shares, and, together with the preferred shares, 37.53% of the total share capital.

3. - The Fund, in turn, became holder of 14,132,209 (fourteen million, one hundred and thirty-two thousand, two hundred and nine) preferred shares of the Company (RAPT4), representing 6.16% of the total preferred shares issued and 4.09% of its total share capital.

Caxias do Sul, December 11, 2020

Paulo Prignolato

Investor Relations Officer