



RANDON S.A. Implementos e Participações
Listed Company

Annual General Meeting
Minutes drawn up in the form of summary

- 1. Venue, Date, Time:** April 13, 2020, at 3:30 p.m., at the Company's headquarters, in Caxias do Sul (RS), at Abramo Randon Avenue, 770, CEP 95055-010, in the city of Caxias do Sul, RS;
- 2. Legal Publications:** (i) announcements that make available to shareholders the Management Documents: publication is waived, pursuant to § 5 of Article 133 of Law 6404/76. (ii) Management Documents: published on March 5, 2020, on Rio Grande do Sul official gazette; and, Pioneiro Newspaper, from Caxias do Sul. (iii) Call Notices: published on March 9, 10 and 11, 2020, on Rio Grande do Sul official gazette and Pioneiro Newspaper, from Caxias do Sul;
- 3. Participants:** shareholders holding 90.56% of the shares with voting rights, out of which 8.85% were via remote voting, and holders of 24.63% of the preferred shares, out of which 20.01% were via remote voting, administrators, supervisory board members and representatives of Ernst & Young Auditores Independentes S.S.;
- 4. Presiding Board:** David Abramo Randon, Chairman and Alexandre Randon, Secretary.
- 5. Distance Voting:** The Chairman informed that the Company used, according to current legislation, the remote voting system and that votes were received from shareholders, according to the Consolidated Remote Voting Map, which was read and made available to shareholders.
- 6. Reading of documents, Receipt of votes and Drafting of the Minutes:** (i) the reading of the documents related to matters of the Agenda was waived, considering that they had already been made available to shareholders, within the period and in legal form; (ii) the declarations of votes, objections and dissidences, if any, shall be received and certified by the Board of Directors, and are 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, by majority of votes, with abstention of those legally impeded to vote, as per the Voting Map in Appendix I to these minutes, The Annual Report and the Financial Statements, the respective Annual Independent Audit Board Report and the Opinion of the Supervisory Board, relating to the fiscal year

ended December 31, 2019; **(7.2) Allocation of Net Income:** Approve, by unanimous vote, as set out in Appendix I to this minutes, the Proposal for the Allocation of Net Income for the year, as presented by the Executive Board and corroborated by the members of the Board of Directors and Supervisory Board. According to the proposal, no dividends remain to be paid, since shareholders were remunerated by crediting and paying of interest on equity imputed to dividends, in the amount of R\$ 78,838,441.11 (R\$ 0.2302 per common and preferred share), net of income tax, which represents the percentage of 34,63% of adjusted profit of R\$ 227,621,791.54, the base value for calculating dividends to be payed, which was 4.63% higher than the minimum dividend required for in the By-laws; **(7.3) Supervisory Board:** Elect, as set out in Appendix I to this minutes, 3 (three) members and their respective deputies, to compose the Supervisory Board, with term of office until the next Annual General Meeting, the following candidates: (i) by separate voting, the minority shareholders re-elected RENATO SOBRAL PIRES CHAVES, Brazilian, divorced, accountant, resident and domiciled at Rua Assis Brasil, 155, ap. 401, CEP 22030-010, Rio de Janeiro (RJ), bearer of Identity Card RG no. 3676939471-DET/RJ and enrolled in the Private Taxpayer's Registry (CPF) under no. 764.238.837-34, as effective member, and ROSANA PASSOS DE PADUA, Brazilian, married, with a major in Mathematics, resident and domiciled in Alameda dos Anapurus, 1098, ap. 61, São Paulo (SP), CEP 04087-908, bearer of identity card RG no. 170444156-SSP/SP and enrolled with the Private Taxpayer's Registry (CPF) under no. 055.886.028-11, as deputy member; And (ii) The controlling shareholders and other voting shareholders, re-elected, JOÃO CARLOS SFREDDO, Brazilian, married, accountant, resident and domiciled at Rua Líbia, 343, CEP 91370-210, Porto Alegre (RS), bearer of identity card RG nº 7003390627-SSP/RS and enrolled with the Private Taxpayers' Registry (CPF) under nº 008.936.920-34, as an effective member, and AFONSO CELSO GOULART MARTINS, Brazilian, married, accountant, resident and domiciled in Rua Luiz Covolan, 1453, ZIP Code 95034-230, Caxias do Sul (RS), holder of 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; And ADEMAR SALVADOR, Brazilian, married, accountant, resident and domiciled in Rua Antonio Broilo, 413, Bairro Cruzeiro, CEP 95074-020, Caxias do Sul (RS), holder of identity card RG no. 8003321191-SSP/RS and enrolled with the Private Taxpayers' Registry (CPF) under no. 220.575.790-34, as a effective member and CARLOS OSVALDO PEREIRA HOFF, Brazilian, married, accountant, resident and domiciled in Travessa Aurora, 90, 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 their deputy member. Shareholders holding preferred shares did not indicate candidates to compose the Supervisory Board. Thank you to the supervisory board member whose term of office ended, Maria Tereza Casagrande and William Cordeiro, for their contribution to the Company, during the entire period in which they exercised their positions. **(7.4) Remuneration of Administrators and Supervisory Board Members:** By unanimous vote, according to the voting map in Appendix I to this minutes, establish the amount allocated as remuneration of the Administrators and Supervisory Board members for 2020, which was established as follows: (i) the annual global amount of up to R\$ 21,066,599.32 for the remuneration of the administrators, including in that 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. The Board of Directors, at a specific meeting, will distribute the individual remuneration to each member of the Board of Directors and the Executive Board; and, (ii) for each effective member of the Supervisory Board, the monthly remuneration corresponding to 10% (ten percent) that, on average, is assigned to each Director, not computed in the calculation the benefits and profit sharing of these.

8. Notice to Shareholders: In line with the statement to shareholders, published on December 6, 2019, due to the closure of the activities of the newspaper *Folha de Caxias* and the expiry of Provisional Measure 892/2019, the legal publications required by Law No. 6,404/1976 began to be carried out in Pioneiro Newspaper, circulating in the city of Caxias do Sul and maintained the publications in Rio Grande do Sul Official Gazette.

9. Closure: Nothing else to be addressed, the meeting was closed, these minutes were written up, which, read and approved, was signed by the attending shareholders. Caxias do Sul, RS, April 13, 2020.

Board members: David Abramo Randon, Chair and Alexandre Randon, Secretary.

Shareholders present at the Meeting: DRAMD Participações e Administração Ltda. (Alexandre Randon, CEO and David Abramo Randon, Attorney); Alexandre Randon; Daniel Raul Randon; David Abramo Randon and Paulo Prignolato.

Appendix I

Description of Resolution	Vote	Quantity Shares	
		Common	Preferred
Simple Question	Approve	105,511,237	-
1. Examine, discuss and vote for the Annual Report, Financial Statements, and Independent Auditors' and Supervisory Board's Reports for the fiscal year ended December 31, 2019.	Reject	-	-
	Abstain	1,540	-
Simple Resolution	Approve	105,512,777	-
2. Deliberate on the proposal to allocate the net income for the fiscal year ended December 31, 2019 and to ratify the interest on equity distribution attributed to dividends, as follows; Legal Reserve of R\$ 12,380,826.99; Investment Reserve and working capital of R\$ 134,870,684.35; and, Interest on Equity attributed to dividends of R\$ 92,751,107.19 NOTE: No dividends remain to be declared, since the interest on equity attributed to the dividends exceeds the minimum dividends provided for in the Bylaws	Reject	-	-
	Abstain	-	-
	Vote	Common	Preferred
Simple Question	Yes	10,308,300	44,545,601
3. Would you like to request the installation of the Supervisory board in accordance with article 161, of Law 6,404, 1976, since the organ is a non-permanent body	No	-	1,333,000
	Abstain	95,204,477	10,577,250
Election of the fiscal council by candidate - Total members to be elected: 3	Vote	Common	Preferred
4.Appointment of candidates for the supervisory board (the shareholder may indicate as many candidates as the number of vacancies to be filled in the general election)			
João Carlos Sfreddo / Afonso Celso Goulart Martins	Approve	95,204,477	-
	Reject	-	-
	Abstain	10,308,300	-
Ademar Salvador / Carlos Osvaldo Pereira Hoff	Approve	95,204,477	-
	Reject	-	-
	Abstain	10,308,300	-
Maria Tereza Casagrande / Ieda Maria Onzi Perosa	Approve	-	-
	Reject	-	-
	Abstain	105,512,777	-
Separate election of the fiscal council - Common shares			
5. Appointment of candidates to the supervisory board by minority shareholders holding shares with voting rights (the shareholder must fill this field if the general election field was left blank)	VOTE	Common	Preferred
Renato Sobral Pires Chaves / Rosana Passos de Pádua	Approve	10,308,300	-
	Reject	-	-
	Abstain	95,204,477	-
Simple Resolution	Approve	105,512,777	-
6. Establish the remuneration of the Administrators for the 2019 fiscal year in up to R\$21,066,599,32, for the cost of fixed fees; profit sharing; post-employment benefits, health insurance and personal accident insurance, plus charges related to contributions to the INSS (National Social Security Institute), on the remuneration of administrators, owned by the Company.	Reject	-	-
	Abstain	-	-
Simple Resolution	Approve	105,512,777	-
7. Establish the remuneration of the supervisory board members, being proposed to each acting members, monthly fees corresponding to 10% of the remuneration that, on average, is attributed to each remunerated statutory Director, without computing in the calculation the benefits, representation fees and profit sharing.	Reject	-	-
	Abstain	-	-