

# **Randon S.A. Implementos e Participações**

## **Manual on the Policy of Disclosure, Use of Material Information and Trading of Securities**

**Revision and Consolidation**

**June 2019**

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## **1. PRELIMINARY CONSIDERATIONS**

### **1.1. Introduction**

This Manual ("Manual") contains the Policy of Disclosure and Use of Material Information, as well as the Policy on the Trading of securities issued by Randon S.A.- Implementos e Participações ("Company" or "Randon") first approved by the Board of Directors at a meeting held on June 14, 2002, revised and consolidated by the same body at a meeting held on September 14, 2009, and again on April 29, 2014, November 10, 2015, December 9, 2016, and June 28, 2019.

### **1.2. Purpose**

Set forth directives and procedures which shall be complied with when disclosing and using Material information, and when trading securities issued by the Company and its controlled companies, when it is a Publicly-Held Company.

### **1.3. Scope**

The directives and procedures contained in this Manual apply to: (i) the Company itself; (ii) controlling shareholders, (iii) board of directors members (iv) supervisory board members; (v) statutory and non-statutory officers; (vi), members of any bodies with technical and consulting functions created by statutory provisions; and, (vii) those who, due to their functions or positions in the Company, its subsidiaries, affiliates or controlling company, may hold Material information on the Company, herein defined as Covered Persons ("Covered Persons").

**1.3.1.** The Covered Persons listed above must adhere to the respective Term of Adhesion to the present Manual, articles 15, § 1st, item I and 16, § 1<sup>st</sup> of CVM Directive 358/02 ("ICVM 358") and according to the model enclosed to this Manual (Appendix I).

**1.3.2.** Under the terms of current regulation, the prohibition and obligations related to the communications set forth in ICVM 358 apply to the trades conducted by the Related Persons and Associated Persons, as defined in item 1.4 of this Manual.

### **1.4. Definitions**

The terms and expressions below, as used in this Manual, will have the following meanings:

"Controlling Shareholders" or "Controlling Company": the shareholder or group of shareholders linked by a shareholders' agreement or under common control which hold control of the Company, as established by Law no, 6,404/76.

"Administrators": the members of the Board of Directors and Executive Board acting on their own or on behalf of the Company.

"Material Act or Fact": any decision made by a controlling shareholder, resolution by the General Meeting or management bodies of the Company, or any other act or fact of political-administrative, technical, trading or economic-financial nature which has taken place or is related to the business of the Company which may substantially affect: (i) the price of the securities of the Company or related securities; (ii) investors' decision to buy, sell or hold such securities; and (iii) investors' decision to exercise any rights associated with their position as holders of securities issued by the Company or related to it. The Appendix II of this Manual contains a list exemplifying the sort of situations that may involve such Material Acts or Facts.

"Stock Exchanges": the stock exchanges where the Company has securities accepted for trading.

“Company” or “Randon”: Randon S.A. Implementos e Participações

“Members of the Advisory Board”: the members of the Advisory Board of the Company, sitting or substitute members, whenever the Board is installed during shareholders’ general meeting.

“Control”: Power effectively exercised to conduct social activities and provide guidance for the functioning of the Company’s bodies, directly or indirectly, based on facts or on the law. There is a relative presumption of ownership of the control in relation to the persons linked by a shareholders’ agreement or under common control, who are holders of shares that have assured an absolute majority of the votes of the shareholders present at the last three general meetings of the Company, even if they are not holders of the shares that ensure the absolute majority of the voting capital.

“Accredited Brokerage Firm”: the securities broker accredited by the Company to trade the securities by the Covered Persons.

“CVM”: refers to the *Comissão de Valores Mobiliários* (Securities and Exchange Commission).

“Investor Relations Officer” or “IRO”: the Company director responsible for providing information to investors from the public, to CVM and to the Stock Exchanges, as well as for keeping the Company’s registration up-to-dated.

“Former-Administrators”: former directors and Board of Directors members, who are no longer part of the management of the Company.

“Material Information”: information related to the Company, or to a Company of the same economic group, which may substantially affect the price of the securities, not yet disclosed to the public.

“CVM Instruction 358” or “ICVM 358”: CVM Instruction no. 358, of January 3, 2002, and its amendments, which provides about the disclosure and use of Material Acts or Facts, on the trade of securities issued by publicly-held companies, and other issues;

“Manual”: Manual on the Policy of Disclosure, Use of Material Information, and Trading of Securities issued by Randon S.A. Implementos e Participações;

“Bodies with Technical and Consulting Functions”: the bodies of the Company created by statutory provisions, with technical functions or in place to advise its administrators.

“Covered Persons”: controlling shareholders, administrators, advisory board members, members of any bodies with technical or consulting functions created by statutory provisions, and also those who, due to their functions or positions in the Company or in its subsidiaries, controlling company or other companies under common control, may hold Material information on the Company.

“Related Persons”: persons who are related to the Covered Persons included in this Manual: (i) spouses; (ii) partners; (iii) the descendants and any dependents included in the annual Income Tax Return.

“Associated Persons” means the companies directly or indirectly controlled by the Covered Persons and the persons with whom the Covered Persons maintain a trust contract or securities portfolio management.

“Individual Investment Plan” or “Investment Plan”: the Company’s own trading programs provided in Article 15-A of ICVM Directive no. 358, also defined as the individual program of purchase or sale of securities filed at the Company, by which the Company and the “Covered Persons” have indicated their commitment to invest with their own funds, in the long term, or

disinvest securities issued by the Company. The Appendix IV of this Manual shows a model of an Individual Investment Plan.

“Affiliate Companies”: companies over which the Company has influence on its management, without controlling them.

“Subsidiary Companies”: companies which are directly or indirectly controlled by the Company

“Third Party”: persons who have a commercial, professional or trust relationship with the Company, such as independent auditors, securities analysts, consultants and institutions that are members of the distribution system, who are responsible for verifying the disclosure of Material Information before negotiating with securities issued by the Company or referenced thereto.

“Statement of Compliance”: the Statement of Compliance in this Manual is the document to be signed, pursuant to Article 16, Paragraph 1 of CVM Instruction 358.

“Securities”: the term “securities” includes any shares, debentures, subscription bonus, subscription receipts and rights, promissory notes, call and put options, indices and derivatives of any type, as well as any other securities or collective investment agreements issued by the Company which, by legal decision, are deemed to be securities.

## **1.5. Principles**

All Covered Persons shall act in conformity with principles of good faith, loyalty and truthfulness, and with the general principles herein established, taking into account that transparent, precise and timely information is the main instrument available to the investor public, especially to the shareholders of the Company, to whom equitable treatment must be ensured.

## **2. POLICY OF DISCLOSURE AND USE OF MATERIAL INFORMATION**

### **2.1. Purpose of Disclosing Material Information**

The disclosure of Related Acts or Facts intends to assure investors of the availability, in due course and in an efficient and reasonable manner, of the information they need to make their investment decisions, thus ensuring the best possible symmetry when disclosing information, and thus preventing the improper use of Material Information in the stock market, by people who have access to it, either for their own advantage or for third parties' advantages.

### **2.2. Methods of Disclosure of Material Acts or Facts**

**2.2.1.** The information on Material Acts or Facts must be simultaneously disclosed to CVM and to Stock Exchanges and its disclosure shall be made by means of announcements published in the newspapers used by the Company or through dissemination in a news portal with a page in the world wide web, that provides, in a section available for free access, the Material Information as a whole. Such announcements may be in the summarized form, provided that it indicates the Internet address where a full description of the Material Information is available to all investors and the contents are at least as detailed as the text sent to CVM and Stock Exchanges.

**2.2.2.** The Material Acts or Facts shall be released, preferably, before or after the closing of business on the stock exchanges. If it is imperative that a Material fact or act be disclosed during trading hours, the IRO may do it and simultaneously request that the Stock Exchanges suspend trading of the Company-issued securities for the period of time necessary for the adequate dissemination of the Material Information.

- 2.2.3.** The Covered Persons shall inform any Material Act or Fact that they have knowledge of, to the IRO, who is the person responsible for disclosing them to the proper bodies and press.
- 2.2.4.** If the Material Fact or Act is not to remain undisclosed, as in certain cases provided by law, and even so the IRO fails to disclose it, the Covered Persons will only be exempt from responsibility if they immediately notify the Material Act or Fact to CVM.
- 2.2.5.** Whenever there is doubt regarding the nature of a given Material Act or Fact, it is the responsibility of the IRO to decide about it. To this end, the IRO may consult with the members of the Board of Directors.
- 2.2.6.** In meetings with trade associations or entities, investors, analysts, or selected members of the public, concerning matters that may be deemed as a Material Act or Fact, the IRO or another person appointed for this purpose shall be present, or the content of such meetings shall be reported to the IRO, so it can be simultaneously released to the securities market.

### **2.3. Disclosure of Information on Trades**

The directors, members of the board of directors, supervisory board and any bodies with technical or consultative functions, created by statutory provision, are obliged to inform the Company of the ownership and the trade of securities issued by the Company and its subsidiaries, when they are public-held companies.

- 2.3.1.** The communication can be done by completing and sending the form in Annex III of this Manual, or by forwarding the respective brokerage notes, observing the following:
  - (a)** on the first business day after the investiture in office; and,
  - (b)** within 5 (five) days after the completion of each trade, indicating the balance of the shareholding position of the period;
  - (c)** cover trades with derivatives or any other securities issued by the Company or issued by its subsidiaries, in the latter cases, provided that they are publicly-held companies.
- 2.3.2.** When they are private individuals, the Covered Persons must also indicate the securities that are owned by the Related and Associated Persons.
- 2.3.3.** The communication referred to in this item does not dispense with the information on the purchase and sale of the relevant shareholding interest referred to in Article 12 of ICVM 358.
- 2.3.4** The company must send the aforementioned information to the CVM and the stock exchange, within 10 (ten) days after the end of the month in which there are changes in the positions held, or the month in which the investiture takes place in the position of the Covered Persons or immediately after receiving the communication concerning the Material trades, as the case may be.
- 2.3.5** The communications mentioned in this item shall contemplate the ownership of shares acquired or disposed of through loan operations, and such statement shall also discriminate the portion of shares held by the caller that has been acquired or disposed of through stock lending.

#### **2.4. Confidentiality Obligations**

The Covered Persons shall keep confidential any Material Information which they have access to until such Information is disclosed to the market, as well as endeavor to ensure that their subordinates and third parties of their trust do likewise.

If the Covered Persons understand that they hold Material Information that may constitute a material act or fact not yet disclosed, they must report the situation to the IRO and must also be reported to the IRO whenever there is doubt as to the relevance of the information held.

#### **2.5. Exception to Immediate Disclosure of Material Act or Fact**

Material acts or facts may remain undisclosed in exceptional cases if the controlling shareholders or administrators conclude that their disclosure may pose a risk to the legitimate interests of the Company. In this case, it is the IRO's duty to follow up the quotation, price and volume of trades of the securities issued by the Company, and if he/she verifies an atypical fluctuation in these elements, the Material Act or Fact shall be immediately disclosed, even if the Company had previously decided not to disclose it.

#### **2.6. Disclosure of Forecasts**

The Company eventually may disclose forecasts and/or estimates relative to the behavior of its market sector or to its own future performance, provided that they are always accompanied of the following note, even if in other words:

*This presentation contains future information. Such information does not consist of historical facts, but reflects the goals and expectations of the Board of Directors of Randon S/A.- Implementos e Participações. The words "anticipates", "wishes", "expects", "forecasts", "intends", "plans", "foresees", "estimates", "hopes" and similar words, whether written and/or spoken, seek to identify statements that necessarily involve known or unknown risks. Known risks include uncertainties that are not limited to the impact of competitiveness of prices and products, acceptance of the products abroad, competitors' behavior, official approvals, type and fluctuation of currencies, regularity in the supply of raw Materials and operation, among others. The Company reserves the right not to update this presentation upon new information or future events. The Company does not hold responsibility for operations or investment decisions made with basis on the information contained in this presentation.*

#### **2.7. Comments on Rumors**

It is the policy of the Company not to comment on rumors. When questioned about any rumor, the Company will state: "it is our policy not to comment on rumors or speculations". If, however, the rumors are affecting the price or volume of trades of the securities issued by the Company, there may be the need of making a pronouncement confirming or denying reports. This subject shall be assessed by the IRO and, if it is the case, resolved by the Board of Directors.

#### **2.8. Information Leakage**

The undue disclosure of insider, confidential and material information to the press and to third parties, in disagreement with this Policy, jeopardizes the strategic interests of the Company, as it may lead to asymmetry of information on the market and, by as a result, lead to the violation of the Law and regulations applicable to the Company, including the CVM Instruction 358.

In this sense, the Covered Persons must be aware that the Company has in place appropriate procedures and channels for interaction with the media, shareholders, market analysts and other *stakeholders*, being the IRO responsible for the decisions related to the treatment of information that may characterize a material act or fact.

Considering the relevance of the theme, the Company adopts internal procedures aimed at ensuring the confidentiality of such information, such as: (i) continuous monitoring of electronic mail; and, (ii) strengthening the commitment of the Covered Persons in preserving the confidentiality of the information.

### **3. Trade Policy**

#### **3.1. Purpose of the Trade Policy**

This Trade Policy of Securities issued by the Company intends to lay down rules and procedures to be followed by the Company and by the Covered Persons while trading securities issued by the Company or its subsidiaries – when these latter are publicly-held companies - or referred to them, so as to preserve transparency in the trades.

#### **3.2. Trade Prohibition**

The Company and the Covered Persons are prohibited, without prejudice to the exceptions applicable to the trades verified with basis on this Trade Policy, to trade any security issued by the Company or by its subsidiaries (when these latter are publicly-held companies) in the following events:

- (a) in the period between the date on which they became aware of the Material information (Material Act or Fact) and the date on which such information is disclosed to the market.
- (b) in the 15 (fifteen) days the precede the disclosure of the Company's quarterly information (ITR) and annual information (DFP).
- (c) if there is the intent to engage in an incorporation, total or partial spin-off, merger, transformation or corporate restructuring;
- (d) With regard to the controlling shareholders, whether direct or indirect, and administrators, whenever the acquisition or sale of shares issued by the Company itself, or by its subsidiaries, affiliated companies or other companies under common control is taking place, or If there has been granted an option or mandate for the same purpose.

3.2.1 The Covered Persons will receive a notice from the IRO, or from whoever this latter appoints to do so, informing the dates and/or periods during which they shall preclude from trading securities issued by the Company and its subsidiaries ("Black-out Period"). The IRO is not obliged to inform the reason determining the "Black-out Period", which shall be treated in secrecy by their addressees.

**3.2.2.** The prohibition provided in item "a" of item 3.2. does not apply to the purchase of shares held in treasury through private trading arising from the exercise of call options, in accordance with the stock option plan approved at the general meeting.

**3.2.3.** The Board of Directors may not decide on the purchase or sale of the shares issued by the Company itself while the following information does not become public through the publication of a Material Act or Fact on the: (a) entering into any agreement or contract aimed at transferring the controlling stake of the company; (b) granting of an option or mandate for the purpose of transferring the controlling stake of the Company; or (c)



existence of an intent to promote the incorporation, total or partial spin-off, merger, transformation or corporate restructuring.

If, after approval of the share repurchase program by the Board of Directors one of the events referred to in this item occurs, the Company shall suspend the operations with its own shares until the specific Material Fact is disclosed.

**3.2.4.** The prohibitions provided in item “a” of item 3.2 and item 3.2.3. shall cease as soon as the Company discloses the respective Material Act or Fact to the Securities Market, except if the trading of securities may interfere with trading conditions at the expense of the Company and its shareholders.

**3.2.5.** Also prevented from trading securities issued by the Company and its subsidiaries, (if they are publicly-held companies, and in the situations specified in the preceding item) are: (i) the administrators who leave the Company's management before the public disclosure of the trade or the fact which was initiated during his/her mandate, until 6 (six) months after his/her withdrawal from the Company's management, or until the disclosure of the Material Act of Fact, whichever occurs first; and, (ii) the Related Persons, the Associated Persons and Third-Parties.

**3.2.6.** Under no circumstance, the Company shall trade its own shares during the prohibition periods established in ICVM 358 Directive, as well as in those provided for in this Policy.

### **3.3. Exceptions to Trading Prohibition**

The prohibitions established in this Trading Policy do not apply to the Covered Persons when:

(i) the trades are carried out by investment funds of which the Covered Persons are quota holders, provided that said funds are neither exclusive investment funds or funds whose portfolio manager's trading decisions are influenced by the Covered Persons; (ii) it refers to the exercise of the subscription preference right concerning shares previously purchased; and (iii) it refers to private trading among the Covered Persons, deemed as such those carried out outside Stock Exchanges.

### **3.4. Individual Investment Plan**

The Covered Persons may implement an Individual Investment Plan which will show their commitment to buying securities with their own funds, or selling securities held by them, issued by the Company and/or by a subsidiary company (in case it is a publicly-held company).

**3.4.1.** The Individual Investment Plan shall be formalized in writing before the Investor Relations Director, be filed with the Company 6 (Six) months days prior to the first trade foreseen on it and shall include: (i) the nature of the scheduled operations, whether purchase or sale; (ii) the dates and the approximate values or amounts of trades to be made; (iii) the validity term, which shall not be shorter than 12 (twelve) months); (iv) the identification of the securities brokers which will mediate the trades; (v) the identification of the Related and Associated Persons; and (vi) in case of investments, the commitment not to selling the securities acquired in the scope of the Investment Plan earlier than 6 (six) months from the last date of acquisition, except in event of force majeure events.

**3.4.2.** The Individual Investment Plan referred to in item 3.4.1. may provide foresee the trade during the period of 15 (fifteen) days prior to the disclosure of Quarterly Financial Report (ITR) and Annual Financial Report (DFP) as long as, in addition to the provisions contained in such item, the below conditions are observed: (i) the Company has approved

the schedule defining the specific dates for the disclosure of the ITR and DFP financial reports; and (ii) the participant commits to reverting to the Company any losses avoided or gains earned in the trades provided in the Plan, arising from any eventual change in the dates of disclosure of the quarterly or annual financial reports, as determined by reasonable criteria set forth in the Plan.

**3.4.3.** The Investment Plan must not be formalized pending any Material Act or Fact the interested person is aware of, nor during the 15 (fifteen) days preceding the disclosure of the ITR and DFP financial reports.

**3.4.4.** The participant may not keep in force more than one investment plan, or perform operations that override or mitigate the economic effects of the operations determined in the Investment Plan.

**3.4.5.** The IRO may refuse filing with the Company a Plan that does not comply with this Policy or with the current legislation and, when requested, he/she shall inform CVM and the Stock Exchanges about the Investment Plans filed with the Company;

**3.4.5.** On the expiry of the Investment Plan, a new Plan can be submitted to the Company, in which case all the requirements set out in this Policy shall be met;

**3.4.6.** In case there has been indicated the dates on which the markets (in which the Company is listed) will not be open (ex: Saturdays, Sundays and Holidays), the operations must be carried out on the first working day following the date initially scheduled;

**3.4.7.** The IRO can refuse to file with the Company an Investment Plan that does not comply with this Policy or with the current legislation, and, when required, the IRO shall report to the Securities Commission and Stock Exchanges the Investment Plans that have been filed with the Company;

**3.4.8.** The Board of Directors shall verify, at least semi-annually, if the trades by the participants are abiding to the Investment Plans that have been formalized by them.

### **3.5. Accredited Brokerage Firm**

In order to assure proper trading standards of the Securities issued by the Company and its subsidiaries – in case it is a publicly-held company – all trading transactions by the Covered Persons – not including the Related Persons, Associated Persons and third-Parties – shall only be carried out by an Accredited Brokerage Firm;

**3.5.1.** The Accredited Brokerage Firm will be instructed by the Company to not register operations of the Covered Persons in the 15 (fifteen) days prior to the disclosure or publication of the Quarterly Financial Report (ITR) and Annual Financial Report (DFP);

**3.5.2.** Whenever the Company sends the communication provided for in item 3.2.1 of this Policy, the Company will instruct the Accredited Brokerage Firm to not register the operations made during those periods;

**3.5.3.** When signing the Statement of Compliance, the Covered Persons will be informed – in such document – of the name of the Accredited Brokerage Firm. It is up to the Company to send another communication whenever there has been a replacement of such Firm;

**3.5.4.** The Covered Persons who have open positions involving securities of the Company, shall transfer such positions to the Accredited Brokerage Firm within 60 (sixty) days following the disclosure of this Policy, the swearing in office, or following the signing of this Statement of Compliance. Exceptional situations must be approved in advance by the IRO.

#### **4. DUTIES AND RESPONSIBILITIES OF THE IRO**

The responsibilities of the IRO are:

- (a)** Disclose and endeavour to ensure the extensive dissemination of any Material Act or Fact related to the Company's business, immediately after he/she becomes aware of it;
- (b)** Promote the execution and monitoring of the Policies contained in this Manual and handle all communications among the CVM (SEC), the Stock Exchanges and further members of the Securities Market;
- (c)** Act as the main spokesperson of the Company in matters pertinent to the Securities Market;
- (d)** Promptly respond to any requests (that may come from the competent bodies) for additional clarification, corrections, amendments or republication of Material Acts or Facts;
- (e)** Receive information on the quantity, characteristics and method of acquisition of securities being traded in the securities market, issued by the Company and by controlled or controlling companies listed on stock exchanges, where the Covered Persons hold securities, as well as any change in their positions, and disclose such information to CVM and Stock Exchanges;
- (f)** Assess the Individual investment Plans submitted in conformity with this Policy and forward to the Board of Directors information allowing the biannual monitoring of its execution;
- (g)** Communicate the Black-Out Periods, except for those previously mentioned in this Policy and in the current regulation;
- (h)** Clear any questions related to this Policy.

#### **5. Breach of these Policies**

The breach of the Policies contained in this Manual will subject the offender to disciplinary measures, pursuant to the internal rules of the Company, and it will also be a serious violation for the purposes of paragraph 3, of Article 11, of Law 6.385/76.

Furthermore, using information about a Material Act and Fact that has not been published may be a crime subject to imprisonment and fine, pursuant to Article 27-D of Law 6.385/76.

#### **6. GENERAL PROVISIONS**

- 6.1.** The Board of Directors may, at any time, make changes in the Policy contained in this Manual. Such changes shall be promptly informed by the IRO to the Covered Persons, CVM and Stock Exchanges and shall become effective to all at the date on which they become aware of such amendments;
- 6.2.** The Policy provided in this Manual may not be changed while there is any undisclosed Material Act or Fact.
- 6.3.** Any violation of this Policy by the Covered Persons shall be immediately informed to the Company's IRO;
- 6.4.** The Covered Persons who do not comply with the provisions contained in this Manual shall compensate the Company for all losses that the Company may have as a result of such non-compliance;
- 6.5.** The dissociation of a Covered Person from this Manual will automatically take place in the following cases: (i) resignation or removal from the position of Officer, Board of Directors members, Advisory Board member, and/or from any other bodies with technical or consulting functions created by statutory provision; (ii) the death of the natural person or extinction of the legal entity that has adhered to the Policies.

## **7. References**

Federal Law 6.385/1976; Federal Law 6.404/1976; CVM Instruction CVM 358/2002; By-Laws;  
Code of Ethical Conduct of Randon Companies.

Caxias do Sul, June 28, 2019.

## Appendix I

**Manual on the Policy of Disclosure, Use of Material  
Information and Trading of Securities issued by Randon  
S.A.- Implementos e Participações.**

### Statement of Compliance

[Name], Private Taxpayer's Registry (CPF), [position] in the [company], as a Covered Person, provided that the provisions of the CVM Instruction no. 358/2002 are complied with, abides to the policies contained in this Policy on Disclosure of Material Acts or Facts and Trading of Securities relating to the securities issued by Randon S.A. Implementos e Participações, and DECLARES:

- 1) to have full knowledge of the rules contained in the aforementioned Policies, which is available on the Company's site (<http://ri.randon.com.br>), and undertakes to comply with it and always guide his/her actions in accordance with such rules;
- 2) to be aware of the black-out periods to trade predefined securities, prior to the disclosure of the Quarterly Statements (ITR) and Annual Statements (DFP) provided for in this Manual, and that such periods are established annually by the Company and its subsidiaries (if they are publicly-held companies) by means of the Annual Calendar of Corporate Events, available on the Company's website;
- 3) to be aware that the Accredited Brokerage Firm is
- 4) that the Related Persons and Associated Persons, pursuant to this Manual, are the following ones:

Related Persons (Name)	CPF	Relationship	
		Spouse/partner	
		Dependent (Income Tax Return)	
		Spouse/partner	
		Dependent (Income Tax Return)	
		Spouse/partner	
		Dependent (Income Tax Return).	
Associated Persons (Name)	CNPJ	Relationship	
		Subsidiary	
		Trust Agreement	
		Portfolio Administrator	
		Subsidiary	
		Trust Agreement	
		Portfolio Administrator	

The Declarant signs this document in 2 (two) counterparts of equal content and form.

Caxias do Sul, [date] (year)

[*Name of the Declarant*]

Signature  
Declarant's

name

### List Exemplifying Material Acts or Facts

- a) execution of an agreement or contract providing for the transfer of the Company's shareholding control even if under suspensive or resolute condition;
- b) change in the Company's control, inclusively by means of the execution, amendment or termination of shareholders' agreement;
- c) execution, amendment or termination of shareholders' agreement to which the Company is a party or intervenor, or which may have been validated in the company's competent book;
- d) joining or withdrawal of a partner maintaining with the Company a contract of operational, financial, technological or administrative cooperation;
- e) authorization for the trading of securities issued by the Company in any market, domestic or overseas;
- f) decision to cancel the registration as a publicly-held Company;
- g) incorporation, merger or spin-off involving the Company or subsidiary companies;
- h) transformation or winding-up of the Company;
- i) change in the company's shareholders' equity structure;
- j) change in accounting criteria;
- k) re-negotiation of debt;
- l) approval of a stock option plan;
- m) change in the rights and advantages of the securities issued by the Company;
- n) split or grouping of shares or granting of share bonuses;
- o) acquisition of the Company's shares to be held in treasury or cancellation and sale of shares then acquired;
- p) Company's profit or loss and attribution of cash dividends;
- q) Execution or termination of agreement, or failure in its performance, when the expectation thereof is of public knowledge;
- r) Approval, change or discontinuance of project or delay in its implementation;
- s) Initiate, resume or interrupt the manufacturing or commercialization of a product or service;
- t) Discovery, change or development of technology or resources owned by the Company;
- u) Change in projections disclosed by the Company;
- v) Filing for composition with creditors, petition for or confession of bankruptcy or the filing of a lawsuit, which may affect the Company's economic-financial condition;

### Appendix III

**Manual on the Policy of Disclosure, Use of Material  
Information and Trading of Securities issued by Randon  
S.A.- Implementos e Participações.**

### Model of Trading Report of Securities

Article 11 – CVM 358/2002 Directive

On ...../..... (date)

- ( ) only the following operations with securities and derivatives have been performed, according to Article 11 of CVM 358/2002 Directive.
- ( ) operations with securities and derivatives have not been performed, according to Article 11 of CVM/368/2002 Directive. My current position of securities and derivatives is as follows:

<b>Company's Name (Controlling Company or Subsidiary):</b>							
Name:				CPF/CNPJ:			
Data/Description:							
<b>Initial Balance</b>							
Security	Characteristics of Securities		Quantity	% of Interest			
				Class/type	Total		
<b>Movements</b>							
Security	Characteristics of Securities	Intermediary	Operation	Day	Quantity	Price	Volume (R\$)
			Purchase				
			Purchase				
			<b>Total purchases</b>				
			Loan				
			Loan				
			<b>Total Loans</b>				
			Sale				
			Sale				
			<b>Total Sales</b>				
<b>Final Balance</b>							
Security	Characteristics of Securities		Quantity	% of Interest			
				Class/type	Total		



### Individual Investment Plan

By means of this Individual Investment Plan, ruled by the Trading Policy of Securities of the Company, I hereby commit to invest or disinvest Securities of the Company in compliance with the applicable legislation and laws provided in said Trading Policy, and also with the following conditions:

Holder`s Name of the Plan		
Company Name		
B3 Code of the security to be traded		
Operation Nature	( ) Investment/Purchase	( ) Disinvestment/Sale
Related and Associated Persons	Name	CPF/CNPJ
Securities brokers mediating the operation		
Plan Validity Term (not inferior to 12 months):		
Dates and values or amount of trades to be made.	Dates	Amounts/Quantity
Additional Information:		

By adhering to/ signing this Investment Plan, I hereby commit to:

- (a)** fulfilling the provisions established in it, in an irrevocable and irreversible manner, except for justified and legitimate reasons;
- (b)** following the provisions of CVM 358 Directive, of January 3, 2002, as amended;
- (d)** in case of investments, not selling the Securities acquired through this Investment Plan for a minimum term of 6 (six) months) from the date of acquisition, except for force majeure reasons;
- (e)** within the period of 5 (Five) days from the end of the month in which the acquisition or sale of securities occurred, providing information to the Company, as provided for in the Information Disclosure Policy;
- (f)** reverting to the Company any losses avoided or gains earned in the trades of shares issued by it, arising from any eventual change in the dates of disclosure of the Quarterly or Annual Financial Reports, in case this Investment Plan provides for trades in the periods foreseen in § 4<sup>th</sup> of Art. 13, of CVM Directive No. 358. The amount to be reverted to the Company will be determined by the difference between the average price of the shares quoted on the Stock Exchange on the date of trade provided for in the Investment Plan, on the original date of disclosure of the

Quarterly and Annual Financial Reports and on the day following the effective date of disclosure. In the case of purchase of shares, if the purchase on the date provided for in the Investment Plan took place before the date on which the Quarterly and Annual Financial Reports were effectively disclosed (when, according to the original date, the purchase would take place later), any eventual positive difference on the average quotation between the value following the disclosure and the value of purchase shall be reverted to the Company (reversal of earned gains). In the case of sale of shares, if the sale on the date provided for in the Investment Plan took place before the date on which the Quarterly and Annual Financial Reports were effectively disclosed (when, according to the original data, the sale would take place later) any eventual positive difference on the average quotation between the value of sale and the value following the disclosure shall be reverted to the Company (reversal of losses avoided), and

- (g) not performing any operation to cancel or mitigate the economic effects of the operations determined in this Investment Plan.

Caxias do Sul, [complete date].

[name and signature]

Received on:

Date:

(name and signature of IRO)