



FRAS-LE S.A.
Publicly-Held Company
CNPJ no. 88.610.126/0001-29
NIRE 43300004350

Minutes of the Board of Directors` Meeting no. 13/17

VENUE, TIME AND DATE: At the headquarters of the Company located on Rodovia RS 122, km 66, no. 10.945, CEP 95010-550, Caxias do Sul, State of Rio Grande do Sul, at 10:00 AM of November 13, 2017.

CALL NOTICE AND ATTENDANCE: The call notice was waived given the presence of all of the members of the Board of Directors of the Company. Also attending the meeting were members of the Executive Board.

PRESIDING CHAIR: David Abramo Randon (Chair) and Astor Milton Schmitt (Secretary).

RESOLUTIONS: According to the Meeting`s Agenda, to all known, the Meeting was called to order and by unanimous votes, as provided for in Article 23, item “d”, of the Articles of Incorporation of the Company, the Board members decided to:

(1st) Authorize the Directors of the Company to sign the documents relating to the acquisition of the following equity interest: (i) shares representing the entire capital stock of PALR S.A., a private-held company organized according to the laws of Argentina, headquartered in *Cidade Autônoma de Buenos Aires*; (ii) shares representing the capital stock of ARMETAL AUTOPARTES S.A, a company organized according to the laws of Argentina, headquartered in *Cidade Autônoma de Buenos Aires*; (iii) shares representing the capital stock of FANACIF S.A., a private-held company organized according to the laws of Uruguay, based in Montevideo. The transaction value is approximately R\$ 91.327.669,00 which will be adjusted on the deal closing date, as provided for in the referred Agreements, provided that the conditions precedent are fulfilled, including the approval of it by the shareholders of the Company at the Extraordinary General Meeting of the Company, as provided for in art. 256, of Law 6.404/76, considering it is a relevant investment, pursuant to art. 247, of Law no.6.404/76. The main goal of the Company in doing this business is to strength its global operations, increase its product portfolio, and expand not only its market share in the distribution market of auto parts but also its production capacity;

(2nd) Ratify the hiring, by the Executive Board, of *Ernst Young Assessoria Empresarial Ltda.*, with head offices on Avenida Presidente Juscelino Kubitscheck, 1909, Torre



Norte, CEP 04543-011, São Paulo (SP), enrolled with the General Taxpayers` Registry (CNPJ/MF) under no. 59.527.788/0011-03, as a specialized company to proceed with the preparation of appraisal reports of the net equity of these companies, for the purposes of articles 247 and 256, item I, of Law No. 6.04/76.

(3rd) Authorize the convening of the Extraordinary General Meeting of the Company, to deliberate on: (i) the acquisition of the equity interest referred to in these item of these minutes; (ii) the ratification of the hiring of the specialized company; and, (iii) the Appraisal Report prepared by such a specialized company.

CLOSURE: There being no further matters to address, the meeting was closed and these minutes were drawn up, read, found to be in compliance and signed by all attending Board members.

Caxias do Sul (RS), November 13, 2017.

David Abramo Randon

Daniel Raul Randon

Astor Milton Schmitt

Adézio de Almeida Lima

Bruno Chamas Alves