



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

Minutes of the Board of Directors` Meeting no. 15/17

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 December 5, 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 Scmitt (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 authorize the Directors to take the measures required to formalize an association agreement (“Joint Venture Agreement”), between Fras-le S.A (“Company”) and ASK automotive Private Limited (“ASK”), to jointly set up a company for an indefinite period of time, located in Manesar, State of Haryana, Republic of India, which will operate under the name *ASK Fras-le Private Limited (“ASK Fras-le”)*. The corporate purpose of the new company will be the manufacturing of brake linings and brake pads for commercial vehicles only, to serve the needs of the Aftermarket and OEM companies. The initial investment by both partners in *ASK Fras-le* will be equivalent to US\$ 10,000,000.00 (ten million dollars of the United States of America). Fras-le will have the controlling interest (51% - fifty one percent) of the capital stock, accounting for an investment of US\$ 5,100,000.00 (five million and one hundred thousand dollars of the United States of America) and ASK will have the remaining controlling interest (49% - forty-nine percent). By joining the Company`s know how with ASK`s expertise, the new company will be able to meet the market needs of India, Nepal, Sri Lanka and Bangladesh, as well as the global demand of friction products through exports, thus developing a large and potential consumer market for the products to be manufactured by ASK Fras-le.

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), December 5, 2017. Board members: David Abramo Randon, Daniel Raul Randon, Astor Milton Schmitt, Adézio de Almeida Lima and Bruno Chamas Alves.

As the Chair to the Meeting, I declare that these minutes are a faithful copy of the minutes recorded in the Minutes Book and that the signatures are authentic.

Caxias do Sul, December 5, 2017.

David Abramo Randon
Chair to the Meeting

Claudia Onzi Ide
OAB/RS 30.907