



RANDON S.A. Implementos e Participações

Listed Company
CNPJ 89.086.144/0001-16
NIRE 43300032680

Minutes no. 568 of the Board of Directors Meeting

On July 26, 2006, at 4:30 PM, at the headquarters of the company, located at no. 770, on Abramo Randon Ave, Interlagos District, in the city of Caxias do Sul (RS), members of the Board of Directors representing the majority of the Board met under the presidency of Raul Anselmo Randon, with David Abramo Randon as secretary, in order to discuss the purchase of shares issued by the company itself, within the limits established by law. The Board members unanimously decided, either personally at the meeting or by electronic mail, pursuant item "p" of Article 21 of the company's by-laws and according to paragraphs 1 and 2 of Article 30, Law 6.404/76, as well as the Securities Exchange Commission's (CVM) Instruction no. 10/80 and its amendments, to authorize the purchase, by the Company, of shares of its own issuance, to be kept in treasury and be later on sold or cancelled, with no reduction of the stock capital, The operation aims at taking advantage of the opportunity of the investment for the company, considering the current quotation of preferred shares at stock exchanges. Said purchases are carried out by using the cash from profit reserves recorded in the last balance sheet approved by the Ordinary General Meeting held on April 27, 2006 and according to the following: **(a)** Quantity: up to 1,000,000 (one million) preferred shares, representing, approximately, 0,93% of the totality of preferred shares, and 1,181% of this same class outstanding on the market, which, on July 25, 2006, totaled 84,669,159 shares; **(b)** Term: the purchases shall be carried out within 180 (one hundred and eighty) days at the latest, from this date. The Executive Board shall establish the quantities of shares and the opportunity of each operation, and shall also conform to the norms relative to negotiation restrictions and to the disclosure of the information to the securities market; **(c)** Price: the operations shall be carried out in stock exchanges, at the quoted prices; and **(d)** Financial Institutions: they will act as mediators in the purchase of shares (i) Geração Futuro Corretora de Valores Ltda., with head offices on Paulista Ave, no 1294, 4th floor, São Paulo, SP, enrolled with the general taxpayers`registry under no. 27.652.684/0003-24 and (ii) Fator S.A. Corretora de Valores, with head offices at no. 1017, on Dr. Renato Paes de Barros Street, 11th and 12th floors, Itaim Bibi, São Paulo, SP, enrolled with the General Taxpayers` Registry under no. 63.062.749/0001-83. The Board member Ricardo Alves da Conceição has sent his written decision, which is consigned to these minutes. At the end of the meeting, these minutes were read, approved and signed the members present at the meeting. Caxias do Sul, July 25, 2006. Raul Anselmo Rando, David Abramo Randon, João Luiz de Moraes e Ery José Bernardes.