



## RANDON S.A. Implementos e Participações

Listed Company

CNPJ 89.086.144/0001-16

### PURCHASE OF SHARES TO BE KEPT IN TREASURY OPERATING CONDITIONS

#### 1. GENERAL CONSIDERATIONS

1.1. The following conditions aim to ensure to all those who may be interested and to market agents about the Company's commitment with the good practices of corporate governance and establish parameters to be followed in the purchase of shares of its own issuance, as approved the Board of Directors during meeting RCA meeting no. 595, held on April 26, 2007, as follows:

- (a) Quantity: up to 1,300,000 (one million and three hundred thousand) preferred shares outstanding in the market;
- (b) Term for Acquisition: 180 (one hundred and eighty) days from the Board of Directors' authorization;
- (c) Price: the acquisition will be carried out at their quotation price on the stock exchange;
- (d) Mediation and brokerage: the Company will trade the shares through the following financial institutions:
  - (i) *Geração Futuro Corretora de Valores Ltda.*, located on Paulista Ave., no. 1294, 4th floor, CEP 01310-915, São Paulo, SP, [www.gerafuturo.com.br](http://www.gerafuturo.com.br), CNPJ 27.652.684/0003-24; and,
  - (ii) *Fator S.A. Corretora de Valores*, located on Dr. Renato Paes de Barros St., no. 1017, 11th and 12th floors, Itaim Bibi, CEP 04530-0001, São Paulo, SP, [www.fatorcorretora.com.br](http://www.fatorcorretora.com.br), CNPJ 63.062.749/0001-83.

1.2. A Relevant Fact is being published on this date in order to inform the securities market about this decision of the Company's Board of Directors;

1.3. It will be the Company's responsibility to establish the quantity of shares and the best opportunity for each purchase, always pursuant the conditions herein established and the applicable legislation;

#### 2. SHARES MODUS OPERANDI BY THE COMPANY:

- (a) The Company will always trade standard lots of shares;
- (b) The daily volume of trades by the Company will not exceed the limit of 20% of the daily volume average of its preferred shares traded on stock exchange on the 20 (twenty) trade floors previous to the respective offer to purchase shares by the Company;
- (c) The daily average must include the volumes of preferred shares traded on *BOVESPA – Bolsa de Valores de São Paulo* (Brazil).
- (d) The Company will monthly inform the Securities Commission and *BOVESPA – Bolsa de Valores de São Paulo* (São Paulo Stock Exchange) about the volumes traded and the prices of its transactions.



### 3. IMPEDIMENTS TO THE NEGOTIATION

The Company's operations are impeded under these conditions when:

- (a) an act or relevant fact is still pending publication by the Company;
- (b) the 15-day (fifteen) period previously to the publication of quarterly information and annual information of the Company until the publication date, or the publication date of the notice making them available to the shareholders has already started;
- (c) the period between the decision made by the competent body to increase the Company's capital, apportion dividends, share premiums or their derivatives, or approve share splits and the publication of respective notices has already started;
- (d) any contract or agreement aiming to transfer the Company's controlling interest, either directly or indirectly, has been made or signed, or an option or mandate has been made for that purpose, or there is an intention to promote incorporations, partial or total spin-off, merger, transformation or corporate restructuring, and while such an operation is not made public by means of a relevant fact;
- (e) such operations cause a reduction in the Company's capital and /or require the utilization of resources higher than the available profit or reserve balances, not considering the legal reserve recognized in the last balance sheet of the Company;
- (f) such operations may likely create artificial conditions of demand, offer or share price, or involve not equitable practices;
- (g) a public offering to purchase shares is in progress;
- (h) the quantity of shares issued by the Company and kept in treasury exceed 10% (ten percent) of the preferred shares outstanding in the market, pursuant the terms of the Securities Commission no. 10 (CVM) dated February 14, 1980, and its alterations.

Caxias do Sul, April 26, 2007.

Astor Milton Schmitt  
Investor Relations Director

Geraldo Santa Catharina  
Financial Director – Holding Division