



RANDON S/A.- Implementos e Participações
Listed Company
CNPJ no. 89.086.144/0001-16 - NIRE 43300032680
Avenida Abramo randon, 770 – Caxias do Sul – RS – Brazil

RELEVANT FACT

Randon S/A.- Implementos e Participações (the “Issuer”), based on Avenida Abramo Randon, 770, Bairro Interlagos, in Caxias do Sul – Rio Grande do Sul, Brazil, in compliance with the Securities Commission no. 358, of January 3, 2002, informs the market that the Issuer and its shareholders, who have accepted the proposal of primary and secondary public distribution of shares issued by the Issuer (the “Selling Shareholders”), have submitted, on February 23, 2006, at CVM – Comissão de Valores Mobiliários (Securities Commission) a request of registry of a Primary Public Offering of Common and Preferred Shares (the “Primary Offering”), and a request of registry of Secondary Public Offering of Preferred Shares (the “Secondary Offering”), together with the Primary Offering (the “Offering”), all registered, uncertificated and no-par-value shares, issued by the Issuer, under the coordination of Banco Santander Brasil S/A., as follows:

- The shares of the Primary Offering will be issued by the Issuer, with the assurance given to their current shareholders that they will have priority in subscribing to shares of the Primary Offering, on the condition that they are of the same class and in the same proportion of their respective interest in the stock capital of the Issuer;
- DRAMD Participações e Administração Ltda., the controlling shareholder of the Issuer, intends to subscribe to shares of the Primary Offering with the purpose of maintaining, in the increased capital, the same interest it held in the Issuer’s capital before the increase;
- The shares of the Secondary Offering will be offered by the shareholders holding preferred shares issued by the Issuer who have accepted or who will accept the proposal of primary and secondary public distribution of the shares issued by the Issuer;
- The Offering will be made by means of primary and secondary public distribution in the unregulated over-the-counter market in Brazil, according to CVM (Securities Commission) Instruction no. 400, of December 29, 2003, as amended, with efforts to be made to place the Offering’s shares abroad, in the terms of the Rule 144A and of the Resolution issued by the Securities and Exchange Commission of the United States of America;
- The price to place the Offering’s shares shall be set after the procedures related to the bookbuilding (investors are asked how many shares and at what price they intend to buy) have been completed in the terms of the Article 23, first paragraph, and Article 44, caput, of CVM’s (Securities Commission) Instruction no. 400;
- The detailed terms and conditions of the Offering will be made available to the market by means of a Notice to be published according to the terms of the Article 53 of the CVM’s Instruction no. 400;
- The Offering shall be effective only after the company receives the appropriate registry from CVM – Comissão de Valores Mobiliários.

Caxias do Sul, February 24, 2006
Astor Milton Schmitt
Investor Relations Director

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