



**RANDON S.A. Implementos e Participações**

Listed Company

CNPJ 89.086.144/0001-16

NIRE 43300032680

**Minutes no. 558 of the Board of Directors Meeting**

**Date, Time and Place:** On April 26, 2006, at 6:00 PM, at the headquarters of the Company, on Avenida Abramo Randon, 770, Interlagos District, in the city of Caxias do Sul, State of Rio Grande do Sul. **Call and Participants:** In view of the presence of all Board of Directors members, a call was not necessary. Also present at the meeting were the Audit Board members. **Meeting Conduction:** The meeting was presided over by Mr. Raul Anselmo Randon, with Mr. David Abramo Randon as Secretary. **Agenda:** (i) Re-ractify the item (iii) of the Minutes of the Company's Board of Directors Meeting held on March 30, 2006, which approved the primary and secondary public distribution of shares issued by the Company; (ii) approval of the Company's capital stock increase, within the limits of the authorized capital, upon the issuance of common and preferred shares to be distributed by the Company in a primary public distribution; (iii) establishment of the issuance's price of the capital stock increase shares, and presentation of the respective justification; (iv) determination of the subscription and integralization method of the common and preferred shares to be issued by the Company; (iv) determination of the rights that the common and preferred shares to be issued will give to its holders; (v) approval of the Final Prospectus and of the *Final Offering Memorandum* (International Final Prospectus) used in the primary public distribution; and (vi) apportionment of the resources to be gained by the Company as a result of the capital stock increase. **Deliberations:** The following decisions have been unanimously made by the participants present at the meeting, without any restriction or limit: (i) Approved the re-ractification of the item (iii) of the Minutes of the Board of Directors meeting held on March 30, 2006, filed with the Board of Trade of the State of Rio Grande do Sul, under no 2688959, during session held on April 6, 2006, so as to record that the secondary public distribution of preferred shares issued by the Company, indicated as being of 15,718, 876 preferred shares, changes to 16, 509,116 preferred shares, being (i) 8,058,934 preferred shares held by the selling shareholders represented by *Geração Futuro Corretora de Valores Ltda.*, (ii) 1,457,817 preferred shares held by *Fundação dos Economíarios Federais – FUNCEF*, and 6,992,365 preferred shares held by *Fundo Fator Sinergia Fundo de Investimentos em Ações*, with the other dispositions not expressly modified by the present minutes remaining unchanged. (ii)



Approved the Company's capital stock increase, within the limits of its authorized capital, in the amount of R\$ 99.000.000,00, which will change from R\$180.000.000,00 to R\$279.000.000,00, upon the issuance of 2,000,000 common shares and 10,000,000 preferred shares ("Offering Shares"), all nominative, uncertificated and with no par value, which will be distributed in a primary public distribution to be carried out in Brazil, in the unregulated over-the-counter market, with firm guarantee of settlement, and with placement efforts abroad by means of investment mechanisms ruled by the National Monetary Council, Brazilian Central Bank, and by the Securities and Exchange Commission in the United States of America, for qualified institutional investors, as defined by Rule 144A, issued by the Securities and Exchange Commission ("SEC"), in operations exempt from registration, according to the Securities Act of 1933 ("Securities Act") and according to the regulations under the Securities Act, and, in the remaining countries, according to the law in force in each buyer's country, and pursuant the procedures established in Regulation S of the Securities Act, published by SEC ("Offering"). (iii) Approved the issuance price of the Offering's Shares, of R\$ 8,25 per common share and per preferred share ("Price per Share"). The Price per Share was established after the reservation requests have been made and after the conclusion of the procedures relating to the bookbuilding (collection of investment intentions) performed exclusively in Brazil with Institutional Investors, by Banco Santander Brasil S/A., in the quality of the Offering's Lead Manager, in compliance with Article 44 of Instruction CVM 400, of December 29, 2003, and according to Article 170, paragraph 1st, item III of the Law no. 6.404, of December 15, 1976, with the following parameters: (i) the quotation of the Company's preferred shares at Bolsa de Valores de São Paulo ("BOVESPA") (Stock Exchange of São Paulo) and (ii) the intentions of interest on account of the quality of the demand (per volume and price), collected with institutional investors at the bookbuilding procedure, which reflects the value at which the institutional investors are willing to subscribe the Shares in the Offering. The Price per Share is the same for the Offering's common shares and preferred shares. The choice of the market price criterion of preferred shares for the determination of the Price per Share, for both, the preferred and common shares of the Offering, was duly justified, considering that such a Price will ensure a fair and equitable treatment without causing the unjustified dilution of the current shareholders of the Company. (iv) The Shares of the Offering shall be integralized at sight, at the moment the subscription is made, in national currency; (v) The Shares of the Offering will have the rights, advantages, restrictions and benefits conferred to the other common and preferred shares issued by the Company, as it may apply, pursuant the Corporation Law, Company's bylaws, and Regulation of Level I of the Corporate Governance Differentiated Practices of BOVESPA, being entitled to



receive full dividends and further gains of any nature that may be stated by the Company, from the Offering's Settlement Date. (vi) Approved the full content of the Final Prospectus and Final Offering Memorandum used in the offering; **(vi)** Approved the utilization of resources to be obtained upon the increase of the Company's capital stock at the implementation of its investment program for the period 2005/2009, including the following projects: (i) E-Coat painting project; (ii) Boiler-Shop; (iii) Project to develop and implement the Quadraulic Brake line; (iv) expansion in the production capacity of Randon Implementos; and (v) construction of a test field. **Closing, Writing Up and Approval of the Minutes:** After writing up, reading and checking the minutes, they were signed by all participants. **Meeting Conduction:** President - Raul Anselmo Randon; Secretary - David Abramo Randon. **Board members present and the Meeting:** Raul Anselmo Randon, David Abramo Randon, João Luiz de Moraes, Ricardo Alves da Conceição and Ery José Bernardes.

The present is a faithful copy of the minutes written up on the Minutes Book.

Caxias do Sul, April 26, 2006.

David Abramo Randon

Secretary