



RANDON S.A. Implementos e Participações

Listed Company

CNPJ 89.086.144/0001-16

NIRE 43300032680

Minutes no. 562, of the Board of Directors Meeting

Date, place and time: On May 10, 2006, at 4:00 PM, at the company's headquarters, on Abramo Randon Avenue, 770, Interlagos District, in the city of Caxias do Sul, State of Rio Grande do Sul. **Call and participants:** Considered not necessary, as all members of the Board of Directors were present. **President and Secretary:** The meeting was presided over by Mr. Raul Anselmo Randon, with Mr. David Abramo Randon as the secretary. **Agenda:** Authorization of the capital stock increase within the Primary Public Offering of Common and Preferred Shares, and Secondary Public Offering of preferred shares issued by the company, as approved by the Board of Directors Meeting held on March 30, 2006 (the "Offering"). **Deliberations:** After the verification of the subscription and integralization of all the shares of the capital stock increase at their issuing price of R\$ 8,25 per share, set by the Board of Directors Meeting held on April 26, 2006, all the Board Members present at the meeting authorized, without any restriction or reserves, the subscription and integralization of 2,000,000 common shares and 10,000,000 preferred shares, representing 100% (one hundred percent) of the total common shares and preferred shares issued within the context of the Offering. Therefore, the company's capital stock rose from R\$ 180.000.000,00 (one hundred million Reais) to R\$ 279.000.000,00 (two hundred and seventy-nine million Reais), represented by 162,523,635 shares, of which 54,592,196 are common shares and 107,931,439 are preferred shares, all uncertificated and with no par value, irrespective of the statutory reform, as set forth by Article 6 of the company's bylaws. In compliance with Resolution no. 01/89 of the Trade Board of the State of Rio Grande do Sul, it is established that the company's authorized capital is made up of 90,000,000 (ninety million) common shares and 180,000,000 (one hundred and eighty million) preferred shares, of which 54,592,196 common shares and 107,931,439 preferred shares are subscribed and paid-in. **Closing, Taking of the Minutes and their Approval:** The meeting was concluded and these minutes were taken and signed by all members present at the meeting. **President and Secretary:** President, Raul Anselmo Randon; Secretary, David Abramo Randon. Caxias do Sul, May 10, 2006. Raul Anselmo Randon; David Abramo Randon; João Luiz de Moraes; Ricardo Alves da Conceição e Ery José Bernardes.