



RANDON S.A. Implementos e Participações

Listed Company
CNPJ 89.086.144/0001-16
NIRE 43300032680

Minutes for the Executive Board Meeting no. 18

On January 25, 2008, at 8:00 AM, at the company's headquarters, located on Abramo Randon Avenue, 770, in the city of Caxias do Sul, RS, all members of the Executive Board gathered. Presided over by the President Raul Anselmo Randon, with the Vice-President Director Alexandre Randon as secretary, the Executive Board members put forward a proposal to increase the company's capital, in the following terms: *Randon S/A.- Implementos e Participações – Listed Company – CNPJ (General Taxpayers' Registry) no. 89.086.144/0001-16 – EXECUTIVE BOARD PROPOSAL - Dear members of the Board of Directors: We hereby submit, for your appreciation and manifestation, and after manifestation of the Audit Board, the referral to a general meeting, of the proposal to increase the company's capital without issuance of new shares upon the incorporation of part of the balance of the Investment and Working Capital Reserve, as follows: (1) According to article 199, of the Law 6.404/76, and paragraph 2nd of Article 36 of the Company's by-laws, the balance of the profit reserves cannot exceed the value of the company's capital. On exceeding this limit, the general meeting will decide on how to handle the excessive amount. (2) According to the 2007 net profit apportionment proposal, formulated in conformity with the Law and with the Company's by-laws, included in the Financial Statements audited by KPMG Auditores Independentes, the balance of the profit reserves (Legal Reserve and Investment and Working Capital Reserve) has exceeded the company's capital value. (3) According to the Notes to the referred Financial Statements, we propose to call an Extraordinary General Meeting, to be held in the same day and time as the Ordinary General Meeting by the end of April 2008, in order to deliberate on the company's capital increase, by R\$ 121,000,000.00 (one hundred and twenty-one million Reais), without issuance of new shares, upon the incorporation of part of the Investment and Working Capital Reserve, going from R\$ 279,000,000.00 (two hundred and seventy-nine million Reais) to R\$ 400,000,000.00 (four hundred million Reais). (4) After the capital increase, the respective adjustment will be made on the financial statements, and the Net Equity will be represented as follows:*

NET EQUITY	
Company's Capital	R\$ 400.000.000,00
Legal Reserve	R\$ 35.816.554,90
Investment and Working Capital Reserve	R\$ 207.611.270,21
Sum of the Profit Reserves	R\$ 243.427.825,11
Shares kept in Treasury	R\$ (27.625.941,00)
Re-assessment Reserves	R\$ 8.092.346,73
NET EQUITY TOTAL	R\$ 623.894.230,84

(5) Statutory Alterations: Due to the capital increase, the Article 5th of the Company's By-laws shall be adjusted to the new capital value, and, therefore, the following wording is proposed to **Article 5th**: The company's capital is R\$ 400,000,000.00 (Four hundred million Reais), represented by 162,523,635 (One hundred and sixty-two million, five hundred and twenty-three thousand, and six hundred and thirty-five) shares, being 54,592,196 (Fifty-four million, five hundred and ninety-two thousand and one hundred and ninety-six) common shares and 107,931,439 (One hundred and seven million, nine hundred and thirty-one thousand and four hundred and thirty-nine) preferred shares, all without certificate and nominal value. Caxias do Sul, January 25, 2008. Raul Anselmo Randon, Alexandre Randon, Astor Milton Schmitt and Erino Tonon. After read and approved, the minutes were signed by all Directors. Caxias do Sul, January 25, 2008.

Raul Anselmo Randon

Alexandre Randon

Erino Tonon

Astor Milton Schmitt