



RANDON S.A. Implementos e Participações

Listed Company
CNPJ 89.086.144/0001-16
NIRE 43300032680

Minutes no. 610 of the Board of Directors Meeting

On January 30, 2008, at 2:00 PM, at the Company's headquarters located on Abramo Randon Avenue, 770, Interlagos District, in Caxias do Sul, RS, the Board of Directors members, the Audit Board members, the executive board members, and the representative of *KPMG Auditores Independentes* gathered under the presidency of Raul Anselmo Randon, with David Abramo Randon as the secretary to the meeting. During the meeting, the Board of Directors unanimously agreed to make the following decisions: **(a)** in conformity with item "k" of Article 21, of the company's by-laws, they fully agreed with the Management Report, Financial Statements and their Notes, and with the *KPMG Auditores Independentes`* Report related to the business year December 31, 2007. The Board members considered the content of the Report correct and the Financial Statements adequate in all its aspects, including the dividends proposal included in the referred Financial Statements; and **(b)** they authorized the referral, for the appreciation of the shareholders in a general meeting, of the Executive Board Proposal, dated January 25, 2008, to increase the company's capital by incorporating part of the Investment Reserve and Working Capital, considering that such reserve has exceeded the legal and statutory limits as a result of the net profit apportionment of Fiscal Year 2007. The Board Members fully agreed with the proposal, in which the company's capital will be increased by R\$ 121,000,000.00 (one hundred and twenty-one million Reais), going from R\$ 279,000,000.00 (two hundred and seventy-nine million Reais) to R\$ 400,000,000.00 (four hundred million Reais), without issuance of new shares. With the floor given to the Audit Board, the Board member Sérgio Ricardo Miranda Nazaré, who is the representative of the minority shareholders, reported how the works were conducted and handed out the Audit Board Report to the president of the Board of Directors, Raul Anselmo Randon, who thanked the Audit Board members and other members present at the meeting for the works conducted, holding them in high esteem. As a result of the decisions made during this Board of Directors` Meeting, the Board members authorized the call of an Ordinary and Extraordinary General Meeting to be held, cumulatively, by April 30, 2008, with the purpose of deliberating, during the Ordinary General meeting, on the matters related to article 132, of Law 6404/76, and during the Extraordinary General Meeting, on the proposed capital increase. The meeting was closed and these minutes written off. After read and approved, the minutes were signed by the Board of Directors Members. Caxias do Sul, January 30, 2008. Raul Anselmo Randon; David



Abramo Randon; Ery José Bernardes; Hugo Eurico Irigoyen Ferreira e José Maria Rabelo.