



## ORDINARY AND EXTRAORDINARY MEETINGS

### COMPLEMENTARY INFORMATION

Dear Shareholders,

We are pleased to invite you to attend the Ordinary and Extraordinary General Meetings to be held by Randon S.A.- Implementos e Participações on April 8, 2009, at 3:00 PM, at the headquarters of the company located on Abramo Randon Avenue, 770, Bairro Interlagos, Caxias do Sul, State of Rio Grande do Sul, pursuant the respective Call published on this date.

#### 1. AGENDA OF THE DAY

##### In Ordinary General Meeting

- (a) Examine, discuss and vote on the Management Report, Financial Statements, and Independent Auditors` and Audit Board`s Reports referring to the business period ended December 31, 2008.
- (b) Deliberate on the allocation of the net profit for the period and distribution of dividends;
- (c) Elect the members of the Board of Directors, and, if applicable, the members of the Audit Board; and
- (d) Establish the remuneration of the Administrators and, if elected, of the Audit Board members.

##### In Extraordinary General Meeting

Deliberate on the capital increase of the Company, from R\$ 400.000.000,00 to R\$ 406.000.000,00, by incorporating profit reserves, with no issuance of new shares, as well as on the corresponding alteration in Article 5<sup>th</sup> of the Company`s By-Laws.

#### 2. VOTE BY PROXY AND RIGHT TO VOTE

If unable to attend the General Meetings in person, the shareholders may be represented by a proxy. The corresponding proxies and further documents shall be handed out at the Company`s headquarters, preferably by 12:00 AM on April 6, 2009.

Pursuant Law 6404/76, the Proxy Statement must have been issued not later than one year before the General Meeting, and the proxy shall be a shareholder or administrator of the Company, an attorney, or a financial institution, being up to the funds administrator to represent the joint owners.

Each common share entitles one vote at the meeting deliberations. For the election of the Board of Directors members and installation of the Audit Board/ election of its respective members, the voting method is described on item "c" – 3.1 below.

#### 3. PROPOSALS TO BE DELIBERATED

To help shareholders attending the mentioned Meetings, in their election decisions, a brief explanation of the proposed matters follows below:

##### 3.1. Ordinary General Meeting:

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

Av. Abramo Randon, 770, Caixa postal 175 - 95055-010 – CAXIAS DO SUL – RS - BRASIL

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**www.randon.com.br** - E-mail: **randon@randon.com.br**

- (a) Examine, discuss and vote on the Management Report, Financial Statements, and Independent Auditors' and Audit Board's Reports referring to the business period ended December 31, 2008.

The accounts of the administrators have been recorded at the Management Report and Financial Statements, and have been previously approved by the Board of Directors, obtaining a favorable opinion by the Audit Board.

The Financial Statements have been audited by KMPG Auditores Independentes, obtaining a favorable opinion.

The documents submitted to the approval of the shareholders have been published on the newspapers *Gazeta Mercantil – São Paulo Branch*; *Diário Oficial da Indústria e Comércio do Estado do Rio Grande do Sul*; and *Pioneiro*, of Caxias do Sul, on March 5, 2009, and are available on the Internet, websites of the Company ([www.randon.com.br](http://www.randon.com.br)), Bovespa ([www.bovespa.com.br](http://www.bovespa.com.br)) and CVM ([www.cvm.gov.br](http://www.cvm.gov.br)).

- (b) Deliberate on the allocation of the net profit for the period and distribution of dividends

The proposal contained in the management documents relative to the destination of the net profit for the period, in the value of R\$ 231.594.998,51, added of the reserves realization and adjustments pursuant Law 11.638/07, of R\$ 3.351.389,39, amounts to R\$ 234.946.387,90 – with the following destination:

- ⇒ R\$ 11.747.319,40 – Legal Reserve corresponding to 5% of the recorded net profit, according to Article 193, of Law 6.404/76;
- ⇒ R\$ 38.397.594,13 – Interest on capital payable allocated to dividends, being R\$ 18.903.184,46 distributed in July 2008 and R\$ 19.494.409,67, distributed in January 2009;
- ⇒ R\$ 34.321.765,54 – Dividends corresponding to R\$ 0,214211627 per share; and
- ⇒ R\$ 150.479.708,83 – Investments Reserve and Working Capital, as provided by the Company's By-Laws;

The proposed destination of the net profit for the period was made in conformity with legal and statutory obligations.

- (c) Elect the members of the Board of Directors and, if applicable, the members of the Audit Board;

**Board of Directors:** The Board of Directors will be made up of 3 (three) to 9 (nine) members elected by the General Meeting, who shall be shareholders of the Company, for a term of 2 (two) years.

- ⇒ In accordance with ICVM no. 165/1991, changed by ICVM no. 282/1998 Instruction, it is of 5% the minimum ownership interest in the voting capital necessary for the application of the multiple vote process in the election of the Board of Directors members, pursuant Article 141, of Law 6.404/76. Such application for the adoption of the multiple vote process shall be made by 3:00PM on April 6, 2009.
- ⇒ Shareholders holding a minimum of 15% of the total common shares are entitled to elect, in a separate election, a member for the Board of Directors,

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as well as shareholders holding preferred shares, representing a minimum of 10% of the company's capital, pursuant § 4<sup>th</sup> of Article 141, of Law 6.404/1976. In the event that neither the shareholders holding common shares, nor the shareholders holding preferred shares make up the above percentages, they are allowed to add their shares so that, together, they can elect a member for the Board of Directors, provided that the 10% of the company's capital is achieved. To this end, they shall show evidence of their continuous holding of such stock interest since January 7, 2009.

⇒ Individual persons who are shareholders of the Company, may be elected for the Board of Directors.

**Audit Board:** The Audit Board, when installed, will comprise a minimum of 3 (three) and a maximum of 5 (five) members, and an equal number of substitute members, elected by the general meeting. These members will remain in office until the next Ordinary General Meeting.

⇒ In accordance with Instruction CVM 324/2000, the Audit Board may be installed when requested by shareholders holding a minimum of 2% of the common shares, or 1% of the preferred shares. Pursuant Law 6404/76, the shareholders holding preferred shares will be entitled to elect, in a separate election, one member and its respective substitute member; shareholders holding 10% or more of the common shares will have equal right.

⇒ Individual persons may be elected for the Audit Board. Such individual persons shall reside in the country, possess a university degree, or must have held the position of a company's administrator, or have been a member of an Audit Board, for at least three years;

**(d)** Establish the remuneration of the Administrators and, if elected, of the Audit Board members.

In accordance with Law 6.404/1976, and § 2<sup>nd</sup>, of Article 17 of the Company's By-Laws, it is the responsibility of the General Meeting to establish the remuneration of the administrators:

Therefore, a proposal will be submitted to the Ordinary General Meeting to establish the annual global amount to be distributed among the members of the Board of Directors and Executive Board, in the amount of up to R\$ 4.600.000,00, for the period May 2009-April 2010. The Board of Directors, in an specific meeting, will make such a distribution per member.

If the Audit Board is installed, the remuneration of the Audit Board members shall be established during the General Meeting. In this case, it is proposed to establish an individual monthly remuneration equivalent to 10% (ten percent) of the average remuneration attributed to each Director, without considering any participation in the profits.

### **3.2. In the Extraordinary General Meeting**

Deliberate on the capital increase of the Company, from R\$ 400.000.000,00 to R\$ 406.000.000,00, by incorporating profit reserves, with no issuance of new shares, as well as on the corresponding alteration in Article 5<sup>th</sup> of the Company's By-Laws.

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In a meeting held on March 6, 2009, the Executive Board put forward a proposal to increase the Company's capital, by incorporating part of the Investments Reserve and Working Capital, considering that the balance of such a reserve has exceeded the legal and statutory limits. The members of the Board of Directors and Audit Board have expressed their accordance to the referred increase on March 9, 2009.

The minutes of the Executive Board and Board of Directors meetings on this proposal are available on the World Wide Web, Company's pages ([www.randon.com.br](http://www.randon.com.br)), Bovespa ([www.bovespa.com.br](http://www.bovespa.com.br)) and CVM ([www.cvm.gov.br](http://www.cvm.gov.br)).

Additional information can be obtained at the Company – Investor Relations Department.

Caxias do Sul, March 17, 2009.

Raul Anselmo Randon  
Chairman of the Board of Directors

Astor Milton Schmitt  
Investor Relations Director