



RANDON S.A. Implementos e Participações

Listed Company
CNPJ 89.086.144/0001-16
NIRE 43300032680

Minutes no. 640 of the Board of Directors` Meeting

On June 9th, 2009, at 10:00 AM, at the Company`s headquarters located on Abramo Randon Ave., 770, in this city of Caxias do Sul, RS, all the members of the Board of Directors and Executive Board gathered, with Raul Anselmo Randon as chair and Alexandre Randon as secretary. By unanimous vote and according to item “t” of Article 21 of the Company`s By-Laws, the Board of Directors members approved the incorporation of the controlled company Randon Veículos Ltda. by the Company, with the following recommendations to the Extraordinary General Meeting: (i) approve the Protocol and Justification of Incorporation signed by the legal representatives of both companies; (ii) ratify the appointment of Ernst & Young Auditores Independentes S/A. as the entity responsible for the appraisal of the net equity of the company being incorporated, according to its book equity value; (iii) approve the Appraisal Report; (vi) proceed with the incorporation of Randon Veículos Ltda. by the Company, being the Directors authorized to take all necessary measures to submit such incorporation proposal to shareholders; (v) approve the alteration in article 3th of the Company`s By-Laws, so as to include the activities currently performed by the company being incorporated. The Board members authorized to call to order the Extraordinary General Meeting, to be held at 10:00AM, on June 30th, to deliberate on the matters discussed in this meeting. In compliance with paragraph 3rd, of Article 163, of Law 6,404/76, the members of the Audit Board attended the meeting and handed to the President of the Board their written and favorable opinion regarding the operation being proposed. Finally, the Board of Directors members, taking into account that the circulation of Gazeta Mercantil was suspended on June 1st, 2009, authorized the legal publications of the Company, that until then were published on such a newspaper, to be made on Valor Econômico newspaper – São Paulo Branch. The meeting was closed and these minutes were written up, read, approved and signed by the Board of Directors members. Caxias do Sul, June 9, 2009.

Raul Anselmo Randon

Alexandre Randon

Hugo Eurico Irigoyen Ferreira

Ruy Lopes Filho

José Maria Rabelo