



RANDON S.A. Implementos e Participações

Listed Company
CNPJ 89.086.144/0001-16
NIRE 43300032680

Audit Board's Opinion

In compliance with item III of Article 163, Law 6,404/76, the Board members have analyzed the proposal for the incorporation of the controlled company Randon Veículos Ltda., according to Minutes no. 21 of the Executive Board's Meeting, held on June 4, 2009, and Protocol and Justification of Incorporation. The Board members are of the opinion that the proposal is in conformity with the goals set by the Company, mainly concerning cost reduction and benefits that can be obtained, including fiscal benefits. The members recommend to proceed with the proposal according to current legislation. Caxias do Sul, June 9, 2009.

Benilda Waschow

Carlos Osvaldo Pereira Hoff

Luiz Gonzaga Pinto Junior