



RANDON S.A. Implementos e Participações

Listed Company
CNPJ 89.086.144/0001-16
NIRE 43300032680

Extraordinary General Assembly

Summarized Minutes

(I) Place, date, time: At the headquarters of the Company, at Av. Abramo Randon, 770, Interlagos District, in the city of Caxias do Sul, RS, on June 30, 2009, at 10:00 AM. (II) Participants: Shareholders representing 88,66% of the capital stock with voting right, shareholders of preferred shares, administrators, members of the Audit Board and representatives of Ernst & Young Auditores Independentes S/S, the firm which prepared the Appraisal Report of the net equity of Randon Veículos Ltda. (III) Chair and Secretary of the Meeting: Raul Anselmo Randon as the Chair of the Meeting, and Alexandre Randon as Secretary. (IV) Legal Publications: (a) Calls to the meeting published on the issues of June 12, 15 and 16, 2009, in Diário Oficial da Indústria e Comércio do Rio Grande do Sul; Pioneiro, of Caxias do Sul, and Valor Econômico – São Paulo branch; and Relevant Fact published on the issue of June 12, 2009, Diário Oficial da Indústria e Comércio do Rio Grande do Sul; Pioneiro, of Caxias do Sul, and Valor Econômico, São Paulo branch; (V) Decisions: The shareholders unanimously and unrestrictedly decided to: (1st) Approve, in its exact terms, the Protocol and Justification of Incorporation signed by the Company and by its controlled company Randon Veículos Ltda. on June 4, 2009, which establishes all terms and conditions of the incorporation of such Controlled company; (2nd) Ratify the appointment of the specialized firm Ernst & Young Auditores Independentes S/A., with place of business on Mostardeiro St., no. 322, 10th floor, Zip code 90430-000, Porto Alegre, RS, enrolled with the General Taxpayers` Registry under no. 61.366.936/0011-05, to carry out the appraisal of the net equity of the incorporated company according to its book equity value, which, presupposing the present ratification, prepared the referred Report beforehand; (3rd) Approve the Appraisal Report of the assets and liabilities of the Incorporated Company according to its book values, in the total amount of R\$ 64.117.279,86 (Sixty-four million, one hundred and seventeen thousand, two hundred and seventy-nine Reais, plus eighty-six cents), prepared by Ernst & Young Auditores Independentes S/A, and dated June 8, 2009; (4th) Approve the incorporation, by the Company, of the controlled company Randon Veículos Ltda., with place of business on Abramo Randon Ave., 660, in Caxias do Sul, RS, enrolled with the General Taxpayers` Registry under no. 74.164.740/0001-08, and articles of association filed at *Junta Comercial do Estado do Rio Grande do Sul* (Trade Board of the State of Rio Grande do Sul) under no. 43202753471, without increasing the capital of the company, considering that, holding the Incorporating Company the total capital of the Incorporated Company, the value of the net equity of this latter company will be compensated for by an installment of the same value of the investment account of the Incorporating Company; (5th) Authorize the Company Management to carry out all the acts necessary to formalize and implement the incorporation, including its proper registration and resulting write-off from the competent bodies. As a result of this incorporation, the Incorporated Company was declared extinct, and the Incorporating Company takes over, by succession, the totality of the assets, rights and obligations of such incorporated company; (6th) Approve the alteration in the corporate purpose of the Company to include all operating activities of the Incorporated Company, not including any activity outside the area of operation of the Incorporated Company. As a result, the

Article 3rd of the Company's By-Laws will now read as follows: "**Article 3rd.** The purpose of the Company is: **(a)** industry, trade, import and export of: automotive vehicles, trailers/ semi-trailers for the motion and transport of goods; equipment for roadway and railway transport; mechanical devices, equipment, machinery, spare parts, and related parts and components; **(b)** interest in the capital of other companies; **(c)** management of its own capital goods and real estate; **(d)** road transport of cargo; and provision of services related to its business segments. **(VI) Closing:** After being read and approved, the Meeting was closed and these minutes were written up, read, approved and signed by the members present at the meeting. Caxias do Sul, June 30, 2009. Raul Anselmo Randon, Chair, and Alexandre Randon, Secretary. Shareholders: DRAMD Participações e Administração Ltda. – Directors Raul Anselmo Randon and Nilva Therezinha Randon; Raul Anselmo Randon; Alexandre Randon; Nilva Therezinha Randon; Maurien Helena Randon Barbosa; and, on behalf of Caixa de Previdência dos Funcionários do Banco do Brasil – PREVI, João Andreola.

SHAREHOLDER	COMMON SHARES	%	PREFERRED SHARES	%	TOTAL	%
ALEXANDRE RANDON	0	0,00	327	0,00	327	0,00
DRAMD PARTICIPAÇÕES E ADMINISTRAÇÃO LTDA	42.901.192	78,58	22.812.444	21,14	65.713.636	40,43
MAURIEN HELENA RANDON BARBOSA	220	0,00	18.295	0,02	18.515	0,01
NILVA THEREZINHA RANDON	0	0,00	55.656	0,05	55.656	0,03
RAUL ANSELMO RANDON	358	0,00	0	0,00	358	0,00
CAIXA PREV. DOS FUNCIONÁRIOS DO BANCO BRASIL- PREVI	5.500.000	10,07	8.704.773	8,07	14.204.773	8,74
TOTAL SHARES HELD BY SHAREHOLDERS PRESENT AT THE MEETING	48.401.770	88,66	31.591.495	29,27	79.993.265	49,22
SHARES HELD BY OTHER SHAREHOLDERS	6.190.426	11,34	76.339.944	70,73	82.530.370	50,78
TOTAL SHARES	54.592.196	100,00	107.931.439	100,00	162.523.635	100,00