



RANDON S.A. Implementos e Participações

Listed Company
CNPJ 89.086.144/0001-16
NIRE 43300032680

Minutes no. 649 of the Board of Directors Meeting

On August 31, 2009, at 2:00 PM, at the headquarters of the company, located on Abramo Randon Ave., 770, Interlagos District, Caxias do Sul, RS, the members of the Board of Directors gathered, with Raul Anselmo Randon as chair, and Alexandre Randon as secretary, in order to discuss the disposal of shares of its issuance kept in treasury. Considering the legal and statutory dispositions applicable, the Board members unanimously authorized the Company's Executive Board to take the necessary measures to grant to International Finance Corporation (IFC) 462.519 (Four hundred and sixty-two thousand, five hundred and nineteen) preferred shares of its own issuance, kept in treasury. The objective of such disposal is to comply with that Financial Institution's option to convert the value equivalent to US\$ 3.000.000,00 (Three million dollars of the United States of America), relating to the loan granted in November 1998 and referred to as "C Loan", into preferred shares of the Company. The conversion's criteria were: (i) quotation of the commercial dollar rate (PTAX), at sale price, of R\$ 1.87 (One Real and eighty-seven cents) on August 28, 2009, as informed by *Banco Central do Brasil*; and (ii) average closing price of quotation of the preferred shares of the Company in the last 20 (twenty) days immediately preceding this date, at *BM&FBOVESPA S.A.- Bolsa de Valores, Mercadorias e Futuros* (Securities, Commodities and Futures Exchange), corresponding to R\$ 12,15 (Twelve Reais and Fifteen Cents). The special conditions of this disposal were previously authorized by *Comissão de Valores Mobiliários (CVM)* (Brazilian Securities and Exchange Commission), as per *Resolução do Colegiado* no. 6335/2009, made during Meeting no. 26/09, held on July 14, 2009, and informed to the Company through OFÍCIO/CVM/SEP/GEA-1/Nº 332/09, on August 10, 2009. After the transference of such shares, 1,837,481 (One million, eight hundred and thirty-seven thousand, four hundred and eighty-one) preferred shares will remain in treasury, and pursuant Article 3rd of CVM Instruction no. 10, dated February 14, 1980, the number of shares outstanding in the market will be of 96,548,871 (Ninety-six million, five hundred and forty-eight thousand, eight hundred and seventy-one) shares, corresponding to 59.41%



of the total shares issued by the Company, of which 11,689,312 (eleven million, six hundred and eighty-nine thousand, three hundred and twelve) are common shares and 84,859,559 (Eighty-four million, eight hundred and fifty-nine thousand, five hundred and fifty-nine) are preferred shares, corresponding to 21.41% and 78.62% of each class, respectively.

The meeting was closed and these minutes were read, approved and signed by the Board of Directors members. Caxias do Sul, August 31, 2009.

Raul Anselmo Randon

Alexandre Randon

Hugo Eurico Irigoyen Ferreira

Ruy Lopes Filho

José Maria Rabelo