



RANDON S.A. Implementos e Participações

Listed Company
CNPJ 89.086.144/0001-16
NIRE 43300032680

Board of Directors` Meeting – Minutes no. 661

On February 26, 2010, at 10:30 AM, at the Company`s headquarters located on Abramo Randon Avenue, in Caxias do Sul, RS, all members of the Board of Directors, members of the Audit Board, Directors and representatives of Ernst & Young Auditores Independentes SS, gathered, with Raul Anselmo Randon as chair and Alexandre Randon as secretary. The Board of Directors` members unanimously decided to express their favorable opinion on: (i) the Financial Statements and Notes, the opinion of Ernst & Young Auditores Independentes SS and the Management Report - 2009 Performance Report for the fiscal year ended December 31, 2009. The Board considered the Report`s content as correct and the Financial Statements adequate in all its aspects, and, (ii) the Proposal of the Executive Board on the allocation of net income recorded in the year, including the proposed dividends, which have been calculated in accordance with the law and Company`s Bylaws. The Audit Board member Luiz Gonzaga Pinto Jr., representative of the minority shareholders, congratulated the Company on its stance and transparency, thanked the cooperation of administrators and technicians, emphasized the progress of the work and delivered the Audit Board`s opinion to the Chairman of the Board of Directors, Raul Anselmo Randon, who thanked the Audit Board members for their work, expressing his appreciation. As a result of the decisions made in this Board of Directors` Meeting, the Board members authorized to convene the Annual General Meeting, to be held on April 8, 2010, to discuss the issues contained in Article 132, of Law 6404/76. Nothing else to be discussed, these minutes were read and approved and then signed by the Board of Directors. Caxias do Sul, February 26, 2010.

Raul Anselmo Randon

Alexandre Randon

Ruy Lopes Filho

Hugo Eurico Irigoyen Ferreira

José Maria Rabelo