



## **RANDON S.A. Implementos e Participações**

Listed Company  
CNPJ 89.086.144/0001-16  
NIRE 43300032680

### **Audit Board Meeting – Minutes no. 87**

On March 3, 2010, at 9:00 AM, at the company's headquarters located on Abramo Randon Avenue, no. 770, in Caxias do Sul, RS, the Board members gathered to analyze the Executive Board's Proposal to increase capital and issue bonus shares, put forward on this date and prepared pursuant Minutes no. 24 of the Executive Board's Meeting held on March 3, 2010, as well as to give its official opinion. The proposal, prepared in accordance with the law, provides for a capital increase of R\$ 324,000,000.00, raising from R\$ 406,000,000.00 to R\$ 730,000,000.00 by incorporating part of the balance of the "Investment and Working Capital Reserve" account into that amount, and issuing 50% of the shares outstanding in the market, that is, in the quantity of 81,261,817, of which 27,296,098 will be common shares and 53,965,719 will be preferred shares. As a result, the shareholders will be entitled to one new share for every two shares they hold, of the same type and with the same rights, preemptive rights and advantages provided by By-laws to the existing shares. In this concern, the Board members expressed their opinion, as follows: "Fiscal Board's Opinion. In compliance with the provisions of section III, article 163 of Law 6404/76, the Board members reviewed the proposal of the Executive Board of the Capital Increase and Bonus Shares, dated March 3, 2010; view, the increase to increase capital and issue bonus shares, dated March 3, 2010, and understand that the capital increase upon incorporation of part of the balance of the "Investment and Working Capital Reserve" will adjust the financial statements for the 2009 fiscal year to legal standards, restoring the reserves to the limits allowed. The board Members recommend that the Extraordinary General Meeting approves this Proposal. Caxias do Sul, March 3, 2010. Carlos Osvaldo Pereira Hoff, Luiz Gonzaga Pinto Júnior, and Benilda Waschow". The Board members, pursuant to article 30, item VI of CVM (Brazilian Securities Commission) no. 480/2009, unanimously approved the Opinion of the Audit Board included in these minutes, which can be withdrawn



from this minutes for disclosure purposes. These minutes were read, approved and then signed by all Board members. Caxias do Sul, March 3, 2010.

Carlos Osvaldo Pereira Hoff

Luiz Gonzaga Pinto Júnior

Benilda Waschow