



RANDON S.A. Implementos e Participações

CNPJ 89.086.144/0001-16

Public Company

Ordinary and Extraordinary General meetings

CALL

We invite our shareholders to meet for an Ordinary and Extraordinary General Meeting at the headquarters of the Company, on Abramo Randon Avenue, 770, Caxias do Sul, RS, at 3:00 PM, on April 8, 2010, to discuss the following agenda:

1º) In Ordinary General Meeting

- (a) Examine, discuss and vote on the Management Report, Financial Statements, and Independent Auditors' and Audit Board's Reports for the fiscal year ended December 31, 2009.
- (b) To allocate the profit for the year and decide on the distribution of dividends;
- (c) Elect the members of the Audit Board, if applicable;
- (d) Establish the remuneration of the Administrators and, if elected, of the Audit Board members.

(2) In the Extraordinary General Meeting

- (a) Decide on the increase of the Company's capital stock from R\$ 406.000.000,00 to R\$ 730.000.000,00 by (i) incorporating part of the Investment Reserve and Working Capital in the amount of R\$ 324.000.000,00 and (ii) issuing 81.261.817 new common registered shares, of which 27.296.098 are common shares and 53.965.719 are preferred shares, attributing to shareholders, free-of-charge, one new share each two shares of the same type they hold, that is, issue 50% bonus shares; and decide on the amendment of Article 5th of the Company's By-laws; and
- (b) Decide on the proposal to increase the number of Vice-President Directors from one to three without changing the maximum number of the Executive Board members, adjusting the administrative structure to the current needs of the Company's management, with the consequent amendment of Articles 22, 24, 25, 27 and 28 of the By-Laws.

General Instructions:

- ⇒ To participate and vote in these General Meetings, shareholders shall note the following: (i) provide identification (Identity Card) and proof of ownership of shares of the Company issued by the depository financial institution or by the custodian financial institution; (ii) if the shareholder is to be represented by a proxy, the proxy shall have been appointed not more than one year before the date of the meeting, be a shareholder, an officer of the Company, attorney or a financial institution, being incumbent upon the investment fund manager to represent its condominium members;
- ⇒ (iii) submit the incorporation documents of the shareholders who are legal entities, and documents corroborating the correctness of the representation by the signatories of the proxies;
- ⇒ Pursuant to Article 15 of the By-Laws, the Company requests that these documents be delivered at the Company's headquarters, preferably by 6:00 PM of April 6, 2010;
- ⇒ Additional information and the Manual for Participation in Shareholders' Meetings, containing instructions to shareholders and details of the topics contained in the agenda, are available on the World Wide Web of the Company, www.randon.com.br/ri, of the Securities Exchange Commission (CVM) www.cvm.gov.br and of BM&FBovespa, www.bmfbovespa.com.br.
- ⇒ Any clarifications can be obtained through the e-mail address ri@randon.com.br email or by phone (54) 3209-2505.

Caxias do Sul, March 16, 2010.

Raul Anselmo Randon
Chairman of the Board of Directors