



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

Public Company  
CNPJ 89.086.144/0001-16  
NIRE 43300032680

### **Minutes no. 25 of the Executive Board`s Meeting**

On March 12<sup>th</sup>, 2010, at 10:30, at the Company's headquarters on Abramo Randon Avenue, no. 770, Interlagos District, in this city Caxias do Sul, RS, all members of the Executive Board gathered, with David Abramo Randon as Chair and Alexandre Randon as secretary, and unanimously decided to draw up a proposal to amend the Company`s Bylaws. The proposal will be forwarded to the Board of Directors, for their consideration and referral to the Extraordinary General Meeting. The content of the proposal is attached to these minutes, of which it is an integral and inseparable part. After being read, the minutes were approved and signed by the Directors. Caxias do Sul, March 12, 2010.

David Abramo Randon

Alexandre Randon

Erino Tonon

Astor Milton Schmitt



## RANDON S.A. Implementos e Participações

CNPJ 89.086.144/0001-16  
Public Company

### PROPOSAL OF THE EXECUTIVE BOARD Amendment in the Company`s Bylaws

We submit to the Board of Directors for their consideration and referral to the General Meeting, proposal to amend the Company`s Bylaws.

The Executive Board proposes to convene an Extraordinary General Meeting to be held concurrently with the Ordinary General Meeting to deliberate on the amendment of the Bylaws, Section III – Executive Board, included in Section III – Executive Board, included in Chapter IV- Administration.

The proposed change aims to adjust the administrative structure of the Company to the current management needs of its business. The changes will not have legal or economic effects.

Consequently, the Executive Board proposes to adapt the Articles 22, 24, 25, 27 and 28 of the Company`s Bylaws, as shown in the table below:

Current Wording	Proposed Wording
<p><b>Article 22</b> – The Executive Board of Directors shall be made up of at least 2 (two) directors, and of 9 ( nine), at the most, being one President Director, one Vice-President Director and the other Directors, all resident in the country, either stockholders or not, elected by the Board of Directors.</p>	<p><b>Article 22</b> – The Executive Board of Directors shall be made up of least 2 (two) directors, and of 9 ( nine), at the most, being 1 (one) President Director, <u>up to 3 (three) with the designation of Vice-President Directors, and up to 5 (five) Directors with no specific designation</u>, all resident in the country, either stockholders or not, elected by the Board of Directors.</p>
<p><b>Article 24</b> – In addition to the attributions given by these By-Laws or by the Board of Directors, it is the attribution of:</p> <p><b>I)</b> The President Director: <b>a)</b> call and chair Board Meetings; <b>b)</b> submit to the Board of Directors the financial statements according to law, either through Annual Balance Sheets or Interim Balance Sheets, as well as any other matter depending on its consideration and deliberation;</p> <p><b>II)</b> to the Vice-President; substitute for the President Director during his absences or impediments.</p> <p><b>III.</b> to the other Directors, all the acts and management of the areas established by the Board of Directors or included in the Internal Regulation, when approved;</p>	<p><b>Article 24</b> – In addition to the attributions given by these By-Laws or by the Board of Directors, it is the attribution of:</p> <p><b>I.</b> The President Director: <b>(a)</b> call and chair Board Meetings; <b>(b)</b> <u>conduct business and follow up business results;</u> <b>(c)</b> <u>enforce the decisions of the General Meeting and Board of Directors,</u> <b>(d)</b> <u>report to the Board of Directors, as provided in the By-Laws or if so required;</u></p> <p><b>II.</b> <u>Vice-President Directors: (a) act in conjunction with the President Director to develop and achieve the objectives of the Company, helping them in the performance of their duties, and, (b) substitute for the President Director in his absence and impediments as provided in Article 28 of these By-laws; and</u></p> <p><b>III.</b> To the Directors with no designation, the</p>

Current Wording	Proposed Wording
	practice of <u>acts relevant to their areas of expertise, as well as those arising from the duties assigned to them by the Board of Directors.</u>
<p><b>Article 25</b> – With the exceptions foreseen in these By-laws, any act or contract involving responsibility or obligation of the Company in relation to third parts or their exoneration in relation to the Company, will be, on a mandatory basis, signed: <b>a)</b> by 2 ( two) Directors; <b>b)</b> by 1 (one) Director together with 1 (one) proxy.</p> <p><b>§ 1</b> – The Company may be represented by 1 (one) Director:</p> <p><b>a)</b> before any federal, state, municipal government agencies, public or mixed companies;</p> <p><b>b)</b> to receive or give discharge debts on amounts or values owed to the Company;</p> <p><b>c)</b> sign letters and routine acts;</p> <p><b>d)</b> endorse debt or credit instruments for the purpose of collection or deposit on behalf of the Company;</p> <p><b>e)</b> testify in court through the President Director or Vice-President Director or Director nominated by the Board of Directors for such purpose, whenever the Company is cited, without being able to confess.</p> <p><b>§ 2º.</b> This Article shall not prevent the representation of the Company by one or more proxies.</p>	<p><b>Article 25</b> – With the exceptions foreseen in these By-laws, any act or contract involving responsibility or obligation of the Company in relation to third parts or their exoneration in relation to the Company, will be, on a mandatory basis, signed: <b>a)</b> by 2 ( two) Directors; <b>b)</b> by 1 (one) Director together with 1 (one) proxy.</p> <p><b>§ 1-</b> The Company may be represented by 1(one) Director:</p> <p><b>a)</b> before any federal, state, municipal government agencies, public or mixed companies;</p> <p><b>(b)</b> to receive or give discharge debts on amounts or values owed to the Company;</p> <p><b>(c)</b> to sign letters and routine acts;</p> <p><b>(d)</b> endorse debt or credit instruments for the purpose of collection or deposit on behalf of the Company;</p> <p><b>(e)</b> <u>testify in court, where the Company is regularly cited, without being able to confess.</u></p> <p><b>§ 2º.</b> This Article shall not prevent the representation of the Company by one or more proxies.</p>
<p><b>Article 27.</b> The Executive Board shall meet as and when required, upon the President Director or Vice-President Director`s call, or, in their absence, upon two Directors` call. The meetings will be chaired by the President-Director or Vice-President Director and, in their absence, by the Director elected on the occasion.</p> <p><b>§ 1.</b> For the Executive Board meetings to take place and deliberate, the presence of the majority of its members holding office will be necessary at the first call, or, at a second call, of any number of members, after a new call has been delivered.</p> <p><b>§ 2º.</b> The deliberations of the Executive Board will be taken by majority of votes and shall be registered on the corresponding Minutes Book. It is the attribution of the Chair</p>	<p><b>Article 27.</b> The Executive Board shall meet as and when convened by the President-Director, <u>or by one of the Vice-President Directors,</u> or, even, by two Directors, in this order. The meetings will be chaired by the Executive Board member who has convened the meeting or by a member chosen on the occasion.</p> <p><b>§ 1.</b> For the Executive Board meetings to take place and deliberate, the presence of the majority of its members holding office will be necessary at the first call, or, at a second call, of any number of members, after a new call has been delivered.</p> <p><b>§ 2º.</b> The deliberations of the Executive Board will be taken by majority of votes and shall be registered on the corresponding Minutes Book. It is the attribution of the Chair to give</p>

Current Wording	Proposed Wording
to give the casting vote.	the casting vote.
<p><b>Article 28.</b> The President Director, during his absences or impediments, will be replaced by the Vice-President Director and, if this latter is absent or impeded, by the Director appointed by the Board of Directors, being allowed the accumulation of functions and votes. In case of a vacancy, the Board of Directors, in the 15 ( fifteen) days following such opening, will elect the substitute who will hold office for the remaining term of such substituted person.</p>	<p><b>Article 28.</b> The President Director, during his absences or impediments, will be replaced <u>by one of the Vice-President Directors</u> to be appointed by the Board of Directors, being allowed the accumulation of functions and votes. In case of a vacancy, the Board of Directors, in the 15 ( fifteen) days following such opening, will elect the substitute who will hold office for the remaining term of such substituted person.</p>

Caxias do Sul, March 12, 2010.

David Abramo Randon

Alexandre Randon

Astor Milton Schmitt

Erino Tonon