



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

CNPJ 89.086.144/0001-16

Public Company

### **Notice to Shareholders**

#### **1) Dividends**

We announce that, beginning on April 23, 2010, we will start paying dividends, totaling R\$ 12.102.167,67, for the fiscal year ended December 31, 2009, as decided by the Annual General Meeting held on April 8, 2010.

- (a)** The dividends represent the amount of R\$ 0.07531556 per common and preferred share and will be assigned based on shareholders` position of April 8, 2010.
- (b)** Starting on April 9, 2010, inclusive, the shares will be traded ex-dividend.
- (c)** The shareholders will have their credits available from April 23 on, according to current account and bank address provided to Banco Itau SA, which is the depository bank of the shares;
- (d)** The current legal dispositions concerning Income Tax withheld at Source will be followed;
- (e)** To the shareholders in whose reference file the number of CPF / CNPJ (Private Taxpayers` Registry and General Taxpayers` Registry), the indication of Bank/ agency and the number of the current account are missing, the dividend will be credited on the 3 (three) working days following the completion of such reference file at any agency of Banco Itaú S.A.

#### **2) Bonus shares of 50%.**

We inform our shareholders that an increase of the Company`s capital was approved by the Extraordinary General Meeting held on April 8, 2010 through the capitalization of part of the balance of the Investment and Working Capital Reserve with the issue of new shares.

- (a)** Shareholders will be allocated, free-of-charge, 1 (one) new share per group of two (2) shares held on April 8, 2010. The date scheduled for credit of the bonus shares will be April 14, 2010;
- (b)** As from April 9, 2010, inclusive, the shares will be traded ex-bonus;
- (c)** The new shares will receive, on equal terms, all benefits, with entitlement to dividends and any earnings on capital, that may be distributed;
- (d)** For the purposes of Article 10, Law 9249/1995 and § 1 of Article 25 of the Brazilian Revenue Service Instruction no. 25/2001, the cost assigned to the bonus shares is R\$ 1.9935 per share, regardless of the type, and may be added to the cost of the shares issued by the Company and already held by shareholders.
- (e)** Any surplus arising from the fractional shares will be separated, grouped in whole numbers and sold at auction to be held at BM&FBOVESPA, and their respective values will be credited to the account specified by the shareholders for credit of dividends. For those who have not indicated the bank account, the value of their fractions will remain at their disposal at the depository institution of the shares, Banco Itau SA, and will be paid in the third (3rd) business day following the date of their qualification;
- (f)** For the purposes of § 3, Article 169 of Law 6404/1976, a term of thirty (30) days is established for shareholders to proceed with the transfer of share fractions;



(g) The shareholders will be assisted during banking hours, at the agencies below of Banco Itaú S.A: **São Paulo (SP)** – Rua Boa Vista, 180 ( 1<sup>st</sup> Basement); **Rio de Janeiro ( RJ)** – Rua Sete de Setembro, 99 ( Basement); **Belo Horizonte ( MG)** – Av. João Pinheiro, 195 (Ground Floor); **Porto Alegre ( RS)** – Rua Sete de Setembro, 746 (Mezzanine); **Curitiba (PR)** – Rua João Negrão, 65; **Salvador (BA)** – Av. Estados Unidos, 50 ( 2nd floor); **Brasília (DF)** – SCS Quadra 3, Ed. D´ Ângela ( Mezzanine).

Additional information may be obtained at the Company, by telephone (54) 3209-2505 or by the e-mail address [ri@randon.com.br](mailto:ri@randon.com.br).

Caxias do Sul, April 9, 2010.

Astor Milton Schmitt  
Investor Relations Director