



RANDON S.A. IMPLEMENTOS E PARTICIPAÇÕES

CNPJ n.º 89.086.144/0001-16

Publicly-Held Company

MATERIAL FACT

Randon S.A.- Implementos e Participações ("Randon"), a publicly-held company headquartered on Abramo Randon Ave., no. 770, Interlagos District, in the city of Caxias do Sul, Rio Grande do Sul, enrolled with the General Taxpayers` Registry under no. (CNPJ/MF) under no.89.086 .144/0001-16, in compliance with the rules established in Law no.6404/76, of December 15, 1976, as amended (the "Corporation Law") and Instruction no. 358, of Comissão de Valores Mobiliários (Exchange Securities Commission) ("CVM"), dated January 3, 2002, as amended, hereby informs its shareholders and the market in general that: (i) its controlling shareholder Dramd Participações e Administração Ltda., a Limited Liability Company, with headquarters on Avenida Paulista no. 1294, 8th floor, in the city of São Paulo, State of São Paulo, enrolled with the General Taxpayers` Registry (CNPJ/MF) under no. 94.800.018/0001-11 (the "Offeror"), expressed its intention to make a public offering of shares under different procedures (the "OPA") to acquire, through exchange, all common shares issued by Randon, which are outstanding in the market on the date of publication of the respective Notice of Offering (as defined below) (the "Shares"), pursuant to art. 4, § 6 of the Corporation Law, Article 2, II, and Article 33 of CVM Instruction no. 361, of March 5, 2002, as amended, subject to registration with the CVM, giving in payment to shareholders adhering to the Offering, preferred shares held by the Offeror at the ratio of 1.15 (one point fifteen) Shares offered for one (1) preferred share held by the Offeror (the "Offering"); (ii) the Offeror has informed further that **Banco Geração Futuro de Investimento S.A.** with headquarters on Avenida Carlos Gomes, no. 300, 6th floor, Porto Alegre, State of Rio Grande do Sul, enrolled with the General Taxpayers` Registry (CNPJ/MF) under no. 09.517.556/0001-24, will act as the intermediary institution of the Offering; and (iii) the Offeror shall submit the registration request of OPA, under different procedures, to CVM within the term established by CVM Instruction no 361. The realization of the Offering by the Offeror will be subject to the approval of the registration by CVM under different procedures. Randon will ensure the appropriate disclosure of all new events involving the Offering to its shareholders and to the market in general. Caxias do Sul (RS), April 30, 2010.

Astor Milton Schmitt
Investor Relations Director