



RANDON S.A. Implementos e Participações

Publicly-Traded Company
CNPJ 89.086.144/0001-16
NIRE 43300032680

Minutes no. 684 of the Board of Directors Meeting

DATE, TIME, VENUE: November 24, 2010, at 10:00 AM, at the Company's headquarters located on Abramo Randon Avenue, 770, Caxias do Sul, RS.

ATTENDANCE: all members of the Board of Directors and Executive Board.

CHAIR AND SECRETARY: Raul Anselmo Randon, Chair, and Alexandre Randon, Secretary.

RESOLUTIONS: According to the Agenda known by all and by unanimous vote, the Board members, given the provisions in item 'x', Article 21 of the Company's Bylaws, decided to review the limits of competence for Directors, statutory and non-statutory, as follows: **(a)** the amount of R\$ 3,000,000.00 per transaction in incurring obligations to public or private financial institutions, such as financing, loans, credit insurance, derivatives operations, foreign exchange transactions involving loans, and other similar financial transactions; **(b)** the amount of R\$ 3,000,000.00 per transaction to: (i) to purchase surety bonds on behalf of third parties; and (ii) grant guarantees to subsidiaries and affiliates, directly or indirectly; and **(c)** the amount of R\$ 1,000,000.00 per transaction for the purchase and sale of real property and sale of movables of to fixed assets. The incurred obligations may not exceed the aggregate value equivalent to 10% of the net equity informed by the Company in the quarterly earnings release of the quarter prior to the transaction. The approved limits will be in force for an indefinite period and may eventually be reviewed by this Board. CLOSURE: There being no further business to discuss, these minutes were read, approved and signed by the Board of Directors. Caxias do Sul, November 24, 2010.

Raul Anselmo Randon

Alexandre Randon

Ruy Lopes Filho

José Maria Rabelo

Hugo Eurico Irigoyen Ferreira