



Randon S. A. Implementos e Participações

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

Audit Board's Meeting

Minutes no. 95

Date: March 10th, 2011

Time: 9:00 AM

Venue: Headquarters of the Company

Attendance: Carlos Osvaldo Pereira Hoff, Luiz Gonzaga Pinto Júnior and Benilda Waschow, Audit Board members.

Resolutions:

1. Board members examined the Company's Annual Report, the Individual and Consolidated Financial Statements according to Brazilian and International accounting standards issued by the International Accounting Standards Board - IASB (balance sheets, statements of income, comprehensive income, changes in equity, cash flows and added value), the Notes to Financial Statements and Independent Auditors' Report on Financial Statements containing their opinions for the year ended December 31, 2010;
2. They also examined the Executive Board's Proposal concerning allocation of net income for 2010, dated March 9th, 2011, in which the distribution proposal of dividends to shareholders amounts to R\$ 70,694,015.65, of which R\$ 44,644,277.76 refers to net value of interest on equity, attributed to dividends paid in July 2010 and January 2011, and R\$ 26,049,737.89 refers to dividends to be stated in the AGM, which accounts for 30% of net income basis for calculating dividends of R\$ 235,646,725.19;
3. They prepared and approved their Opinion, in compliance with the provisions of sections II, III and VII of Article 163, of Law 6404/76, which may be set for disclosure and other legal purposes, and which contains the following wording: "Audit Board's Opinion: The Board members of Randon S.A.-Implementos e Participações, pursuant to corporation law, have examined the Management Annual Report, the Financial Statements adjusted to current accounting rules, the Notes to Financial Statements and Independent Auditors' Report on Financial Statements containing their opinion on such Statements, issued by Ernst & Young Independent Auditors Terco SS, for the fiscal year ended December 31, 2010; they examined the proposed allocation of net income for 2010, they listened to the company's director and partner-representative of the Independent Auditors on these management documents. The Board members expressed the opinion that the business and main administrative facts for the ended year are included in the Report, the financial position of the Company on December 31, 2010 is demonstrated in the Financial Statements, and the



proposed allocation of net income for 2010, including dividends to shareholders, complies with the law and the Company`s Bylaws. The Board members recommend the approval of documents by shareholders at the Annual General Meeting. Caxias do Sul, March 10, 2011. Benilda Waschow, Charles Osvaldo Pereira Hoff, Luiz Gonzaga Pinto Junior. "

4. They deemed as completed their analysis of the balance sheets and other financial statements for the fourth quarter of 2010, in accordance with Item VI, Article 163 of Law 6.404/76.

The minutes were read and approved by Board members.

Caxias do Sul, March 10, 2011.

Benilda Waschow

Carlos Osvaldo Pereira Hoff

Luiz Gonzaga Pinto Júnior