



RANDON S.A. Implementos e Participações

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

Minutes no. 30 of the Executive Board Meeting

DATE. TIME AND VENUE: On March 9, 2011, at 8:30 AM, at the Company's headquarters located on Avenida Abramo Randon, No. 770, in this city of Caxias do Sul.

ATTENDANCE: All members of the Executive Board.

CHAIR AND SECRETARY: David Abramo Randon, Chair and Alexandre Randon, Secretary.

RESOLUTIONS: Directors unanimously decided to:

- (i) taking into account the provisions of sections V and VI of § 1, of Article 25 of CVM Instruction 480/2009, state that they have reviewed, discussed and agreed with the Financial Statements for fiscal year ended December 31, 2010, audited by Ernst & Young Terco Auditores Independntes SS, and with the opinions expressed by such Auditors in their report; and,
- (ii) prepare a Proposals for Allocation of Net Income for 2010, the contents of which are attached hereto to this minutes, which is an integral and inseparable part. The minutes, after being read and approved, were signed by the Directors.

Caxias do Sul, March 9, 2011.

David Abramo Randon

Alexandre Randon

Erino Tonon

Astor Milton Schmitt



RANDON S.A. Implementos e Participações

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Companhia Aberta

PROPOSAL OF THE EXECUTIVE BOARD

Allocation of Net Income – 2010

We submit to the members of the Board of Directors, for their consideration and forwarding to the General Meeting and members of the Audit Board, for their opinion, the proposed allocation of net income for the year 2010.

In accordance with the provisions of Article 192, of Law No. 6404/1976, and financial statements for the period, the management bodies of the company will submit to the Annual General Meeting a proposal for the allocation to be made to the net income of the period.

Accordingly, we demonstrated below, through a comparative table, the proposed allocation of net income for the year ended December 31, 2010, as well as the allocation made in the three previous years:

Description	2010 Proposal 2010 (R\$)	Allocation		
		2009 (R\$)	2008 (R\$)	2007 (R\$)
Net income for the period	249.493.005,60	138.126.386,80	231.594.998,51	172.625.129,69
(-) Adjustments - Law 11.638/07	(6.632.553,46)		3.306.457,19	
(+) Adjustments - IFRS	5.141.435,22			
Income after adjustments	248.001.887,36		234.901.455,70	
Legal Reserve	12.400.094,37	6.906.319,34	11.747.319,40	8.633.503,09
(+) Realization of Reserves	44.932,20	44.932,20	44.932,20	44.932,20
Investment Reserve and working capital (statutory)	157.074.307,57	87.071.853,09	150.479.708,83	108.706.083,34
Interest on capital payable attributed to dividends	52.522.679,73	32.090.978,90	38.397.594,13	40.796.717,71
Dividends	26.049.737,89	12.102.167,67	34.321.765,54	14.533.757,75

Legal Reserve

Allocation of net income to the legal reserve is determined by Article 193, of Law 6404/1976, and is aimed at ensuring the integrity of capital. Said legal reserve may only be used to offset losses or increase capital.

According to aforesaid Law and the provisions of subparagraph "a" of § 1st, of Article 36 of the Company's Bylaws, out of the net income for the period, 5% (five percent) will be used, before any other allocation, to make up the legal reserve, which shall not exceed 20% (twenty percent) of the capital.

The legal reserve can only be built up in the year in which the balance of the reserve, plus the amount of capital reserves (referred to in § 1st of Article 182, of Law 6404/1976), exceeds 30% (thirty percent) of capital social.

Statutory Reserve (Investment Reserve and Working Capital)

Article 194, of Law 6404/1976, regulates the establishment of statutory reserves. According to that legal provision, the company's by-laws may establish reserves provided that, for each one: (i) indicates its aim in a precise and complete manner; (ii) establishes criteria to determine the



annual portion of net income to be allocated to its constitution, and (iii) establishes the reserve maximum limit.

In line with the law and with the provisions of § 2, Article 36 of the Company's Bylaws, the balance of the adjusted net income, after deducting mandatory dividends, will be allocated to the Investment and Working Capital Reserve, whose goal is to ensure investments in fixed assets and increase of working capital, including amortization of the Company's debts and financing of subsidiaries and affiliates.

Dividends and interest on capital payable

As provided in article 202 of Law 6404/76, and subparagraph "b" of § 1 of Article 36 of the Company's Bylaws, shareholders are entitled to a compulsory dividend, each year, in the amount corresponding to 30% (thirty percent) of the adjusted income, as minimum mandatory dividend.

As deliberated by the Company's Board of Directors, the Company may: (i) declare dividends to the account of income recorded in the semi-annual balance sheet, as well as, as a result of shorter-period balance sheets, according to (in the latter case) the limit of Article 204, § 1 of Law 6404/1976, or declare interim dividends to the account of retained earnings, (ii) credit and pay interest on capital payable under the current legislation, and allocate them to the compulsory minimum dividends.

Interest on capital payable is calculated based on the shareholders' equity accounts, limited to the variation, pro rata day, of the Long Term Interest Rate (TJLP). The actual payment or credit shall be conditional upon the existence of earnings computed before the deduction of interest, or income reserves, in an amount equal to or greater than the value of twice the interest to be paid or credited.

The Bylaws do not provide regular payments of interest on capital payable to shareholders; however, in recent years, the Company has decided to distribute it, as calculated pursuant to current legislation and attributed (by the net amount of Withholding Income Tax) to dividends in the same fiscal period.

The interest on capital payable and dividends declared by the Company are not restated.

The proposed allocation of net income for 2010 is to distribute to shareholders a share of 30% (thirty percent) of the adjusted income, as provided in the Company's Bylaws.

The dividends will be declared on the date of the Annual General Meeting and payment will be made in full and by crediting the amount according to the account and bank address provided to Banco Itaú S.A, which is the depositary institution of the shares. The shares will be traded ex-dividend from the day following that of its declaration, and the payment date will be communicated through a Notice to Shareholders, published in the newspapers usually used by the Company and available on the World Wide Web.

In the following tables we demonstrate the remuneration to shareholders for fiscal 2010, to be ratified at the next Annual General Meeting, as well statements referring to the three (3) previous years, for comparison purposes:

2010 Fiscal Year	Total (R\$)	R\$ per Common and Preferred Share
Net Income	249.493.005,60	
(-) Adjustments - Law 11.638/07	(6.632.553,46)	



(+) Adjustments - IFRS	5.141.435,22	
Income after adjustments	248.001.887,36	
Legal Reserve	12.400.094,37	
(+) Realization of reserves	44.932,20	
Adjusted net income (calculation basis for dividends)	235.646.725,19	
Dividends – 30% of adjusted income	70.694.015,65	0,29330059
Interest on capital paid on July 23, 2010 and January 27, 2011		
Gross value	52.522.679,73	0,21791000
Withholding Income Tax – Net Amount	44.644.277,76	0,18522349
Dividends to be declared at the next Ordinary General Meeting AGO	26.049.737,89	0,10807710

Fiscal Year 2009	Total (R\$)	R\$ per Common and Preferred Share
Net Income	138.126.386,80	
Legal Reserve	6.906.319,34	
(+) Realization of reserves	44.932,20	
Adjusted net income (calculation basis for dividends)	131.264.999,66	
Dividends – 30% of adjusted income	39.379.499,90	0,24507089
Interest on capital paid on July 10, 2009 and January 28, 2010		
Gross value	32.090.978,90	0,20000000
Withholding Income Tax – Net Amount	27.277.332,07	0,16975533
Dividends paid on April 23, 2010.	12.102.167,67	0,07531556

Fiscal Year 2008	Total (R\$)	R\$ per Common and Preferred Share
Net Income	231.594.998,51	
(+) Adjustments – Law 11.638/07 and realization of reserves	3.351.389,39	
Legal Reserve	11.747.319,40	
Adjusted net income (calculation basis for dividends)	223.199.068,51	
Dividends – 30% of adjusted income	66.959.720,55	0,417914130
Interest on capital paid on July 3, 2008 and January 27, 2009		
Gross value	38.397.594,13	0,239650000
Withholding Income Tax – Net Amount	32.637.955,01	0,203702490
Dividends paid on April 24, 2009.	34.321.765,54	0,214211627

Fiscal Year 2007	Total (R\$)	R\$ per Common and Preferred Share
Net Income	172.625.129,69	
(+) Realization of reserves	44.932,20	
Legal Reserve	8.633.503,09	
Adjusted net income (calculation basis for dividends)	164.036.558,80	
Dividends – 30% of adjusted income	49.210.967,80	0,30713925
Interest on capital paid on July 25m 2007 and January 29, 2008		
Gross Value	40.796.717,71	0,25427000
Withholding Income Tax – Net Amount	34.677.210,05	0,21643005
Dividends paid on April 30, 2008.	14.533.757,75	0,09070920

Caxias do Sul, March 9, 2011.

David Abramo Randon

Alexandre Randon

Astor Milton Schmitt

Erino Tonon