



RANDON S.A. Implementos e Participações

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

Minutes no. 705 of the Board of Directors` Meeting

DATE, TIME AND VENUE: November 21, 2011, at 3:00 PM, at the Company`s headquarters located at Abramo Randon Avenue, 770, in the city of Caxias do Sul, RS.

PARTICIPANTS: most members of the Board of Directors.

PRESIDING BOARD: Raul Anselmo Randon, Chair, and Alexandre Randon, Secretary.

RESOLUTIONS: according to the Agenda, known to all, the Directors decided, by unanimous vote, to authorize the members of the Board, statutory and non-statutory, to take all necessary measures to:

(1st) Subscribe for quotas in the capital increase of the subsidiary Randon Investimentos Ltda., which is the direct controlling company of Banco Randon S.A., in the value of up to R\$ 25,000,000.00 (Twenty-five million Reais), with payment at sight, being 50% (fifty percent) down payment and 50% (fifty percent) within 12 months;

(2nd) Subscribe for quotas in the capital increase of the subsidiary Castertech Fundação e Tecnologia Ltda., in the value of up to R\$ 50,000,000 (Fifty million Reais), with payment at sight in credits and money;

(3rd) Acquire quotas issued by Uniaero – *Cooperativa dos Usuários de Aeronaves em Regime de Propriedade Compartilhada* in the amount equivalent to US\$ 650,000.00 (Six hundred and fifty thousand dollars of the United States of America), representing the ownership of 25% (twenty-five percent) of the aircraft, model King Air C90, manufactured by the company Beechcraft, of the United States of America;

(4th) Subscribe for shares in the capital increase of the subsidiary Randon Argentina S.A., in the amount equivalent to US\$ 1,000,000.00 (one million dollars of the United States of America), in Argentine pesos, to be paid with the company's receivables by December 31, 2011.

The Board members Celia Maria Xavier Larichia and Hugo Eurico Irigoyen Ferreira were unable to attend the meeting and have, therefore, sent their writing manifestation of agreement with the decision made by the other Board members.



CLOSURE: There being no other matters to address, these minutes were read, approved and signed by the Board of Directors members. Caxias do Sul, November 21, 2011.

Raul Anselmo Randon

Alexandre Randon

Ruy Lopes Filho