



## **RANDON S.A. Implementos e Participações**

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

### **Minutes no. 709 of the Board of Directors` Meeting**

DATE, TIME AND VENUE: February 24, 2012, at 10:00 A.M., at the company`s headquarters located at Abramo Randon Ave., 770, in Caxias do Sul, RS.

PARTICIPANTS: All members of the Board of Directors, sitting members of the Audit Board, Directors, and representatives of Ernst & Young Terco Auditores Independentes S.S.

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

RESOLUTIONS: According to the Agenda of the Day, known to all, the Board members unanimously decided to formalize their favorable opinion about:

- (i)** The Financial Statements and their Notes to the financial statements, the report of Ernst & Young Terco Auditores Independentes S.S., and the 2011 Annual Management Report ended December 31, 2011. The Directors deemed the Report contents as correct, and the Financial Statements as appropriate in all its aspects;
- (ii)** The Board's Proposal on the appropriation of net income for the year, including the proposal on dividends, which have been calculated at the rate of 35% of the adjusted income, which is 5% higher than that established by the Company`s By-Laws;
- (iii)** The Board's Proposal concerning the amendment of the Company`s By-Laws and its consolidation in order to make the adjustments required by the reform of Level 1 Regulation of Corporate Governance, of *BM&BOVESPA S.A.-Bolsa de Valores, Mercadorias e Futuros*;
- (iv)** The Board Member Nilo José Panazzolo, who represents the minority shareholders, congratulated the Company on its posture and transparency, thanked for the collaboration of the administrators and technicians, highlighted the progress of tasks and informed that the opinion of the Supervisory Board is that the Management Documents are suitable for their appreciation by shareholders at the Annual General Meeting.

As a result of the decisions made in this meeting, the Directors authorized the convening of the Ordinary and Extraordinary General Meetings, to be held on March 29, 2012, cumulatively, to: at the Ordinary General Meeting, resolve on the matters



relating to Art. 32, of Law 6404/76; and, at the Extraordinary General Meeting, resolve on the amendment and consolidation of the Company`s By-Laws.

CLOSURE: There being no other matters to address, the minutes were written up, read, approved and signed by the Board members. Caxias do Sul, February 24, 2012.

Raul Anselmo Randon

Alexandre Randon

Ruy Lopes Filho

Célia Maria Xavier Larichia

Hugo Eurico Irigoyen Ferreira