



RANDON S.A. Implementos e Participações

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

Minutes no. 715 of the Board of Directors` Meeting

DATE, TIME AND VENUE: May 4, 2012, at 10:00 AM, at the Company`s headquarters located at Av. Abramo Randon, 770, in Caxias do Sul, RS.

PARTICIPANTS: all members of the Board of Directors.

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:

(1st) Approve the Financial Statements and its Notes, which have been audited by Ernst & Young Terco Auditores Independentes SS., and the Management Report relating to the first quarter of this year (1Q2012).

(2nd) Take the necessary measures to include productive activities in the purpose of our branch called Randon Veículos, located on Rodovia Presidente Dutra, s/n., km 213, Pavilhão D, CEP 07178-580, Jardim Cumbica, Guarulhos, State of São Paulo, registered with the Commercial Trade of the State of São Paulo under no. NIRE NIRE 35903623951, enrolled with the General Taxpayers` Registry (CNPJ/MF) under no. 89.086.144/0005-40 and with the Department of Taxation and Finance of the State of São Paulo under no. 336.885.539.112. Accordingly, Randon Veículos will now have the following purpose: industry, trade, import and export of automotive and towed vehicles for the handling and transport of materials; road equipment and mechanical appliances, equipment, machines, pieces, parts and components related to the sector, as well as the provision of services related to respective activities;

(3rd) Ratify action taken by members of the Non-Statutory Executive Board, to sign a financial operation called Non-Deliverable Forward (NDF) with Banco Santander (Brasil) S.A., in the amount equivalent to EUR 2.048.620,00 (two million, forty-eight thousand, six hundred and twenty Euros), with expiration on October 3, 2012.

CLOSURE. There being no other matters to address, these minutes were written up, read, approved and signed by all Board members present at the Meeting.

Caxias do Sul, May 4th, 2012.

Raul Anselmo Randon

Alexandre Randon

Hugo Eurico Irigoyen Ferreira

Ruy Lopes Filho

Célia Maria Xavier Larichia